

CITIC Securities (Hong Kong) Limited
18/F, One Pacific Place
88 Queensway
Hong Kong

Date: December 31, 2024

The Board of Directors
ContiOcean Environment Tech Group Co., Ltd.
(上海匯舸環保科技集團股份有限公司)
Unit 3002, 30/F, South Tower
Shanghai International Fortune Center
No. 36 Xin Jin Qiao Road
Pudong New District
Shanghai

Dear Sirs,

Re: ContiOcean Environment Tech Group Co., Ltd. (上海匯舸環保科技集團股份有限公司) (the "Company") – Proposed listing of H shares on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange")

We refer to the prospectus of the Company dated December 31, 2024 (the "**Prospectus**") in connection with the proposed global offering and listing of H shares of the Company on the Stock Exchange. Unless otherwise stated, capitalized terms used in this letter shall have the same meaning as terms defined in the Prospectus.

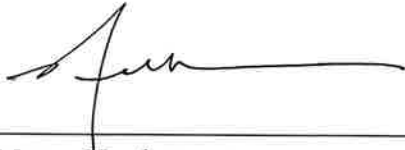
We hereby give our consent and confirm that we have not withdrawn our consent (i) to the issue of the Prospectus; (ii) the inclusion therein of our opinion and the references to our name, qualification and address in the form and context in which they appear in the Prospectus; and (iii) to a statement of the aforesaid in the Prospectus.

We also consent to a copy of this letter being made available for display on the websites of the Stock Exchange and the Company as described in the Prospectus; and this letter being filed with the Registrar of Companies in Hong Kong and the Stock Exchange for the purpose of the registration of the Prospectus.

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Yours faithfully,

For and on behalf of
CITIC Securities (Hong Kong) Limited

A handwritten signature in black ink, appearing to read 'Heath Kwok', written over a horizontal line.

Name: **Heath Kwok**

Title: Director



中国银河国际证券(香港)有限公司
China Galaxy International Securities (Hong Kong) Co., Limited
香港上环干诺道中 111 号永安中心 20 楼
20th floor, Wing On Centre, 111 Connaught Road Central, Sheung Wan, Hong Kong
电话 Tel : 3698-6888 传真 Fax : 3698-6386 网址 website : www.chinastock.com.hk

Date: December 31, 2024

The Board of Directors
ContiOcean Environment Tech Group Co., Ltd.
(上海匯舸環保科技集團股份有限公司)
Unit 3002, 30/F, South Tower
Shanghai International Fortune Center
No. 36 Xin Jin Qiao Road
Pudong New District
Shanghai

Dear Sirs,

Re: ContiOcean Environment Tech Group Co., Ltd. (上海匯舸環保科技集團股份有限公司) (the "Company") – Proposed listing of H shares on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange")

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Yours faithfully,

For and on behalf of
China Galaxy International Securities (Hong Kong) Co., Limited

A handwritten signature in black ink that reads "Steven Chiu". The signature is written in a cursive, flowing style.

Name: Steven Chiu
Title: Managing Director

31 December 2024

The Directors
ContiOcean Environment Tech Group Co., Ltd.
(上海匯舸環保科技集團股份有限公司)
Room 1101
No. 2 Maji Road
China (Shanghai) Pilot Free Trade Zone
Shanghai

Dear Sirs,

We refer to the prospectus dated 31 December 2024 (the "Prospectus") issued in connection with the proposed initial listing of H shares of ContiOcean Environment Tech Group Co., Ltd. (the "Company") on the Main Board of The Stock Exchange of Hong Kong Limited, a copy of which is attached and initialed by us on its front cover for the purpose of identification.

We hereby consent to the inclusion of our accountants' report on historical financial information of the Company and its subsidiaries (hereinafter collectively referred to as the "Group") for each of the years ended 31 December 2021, 2022 and 2023 and the six months ended 30 June 2024, and our independent reporting accountants' assurance report on the compilation of unaudited pro forma financial information of the Group, both dated 31 December 2024 in the Prospectus, and the references to our name in the form and context in which they are included.

Yours faithfully,

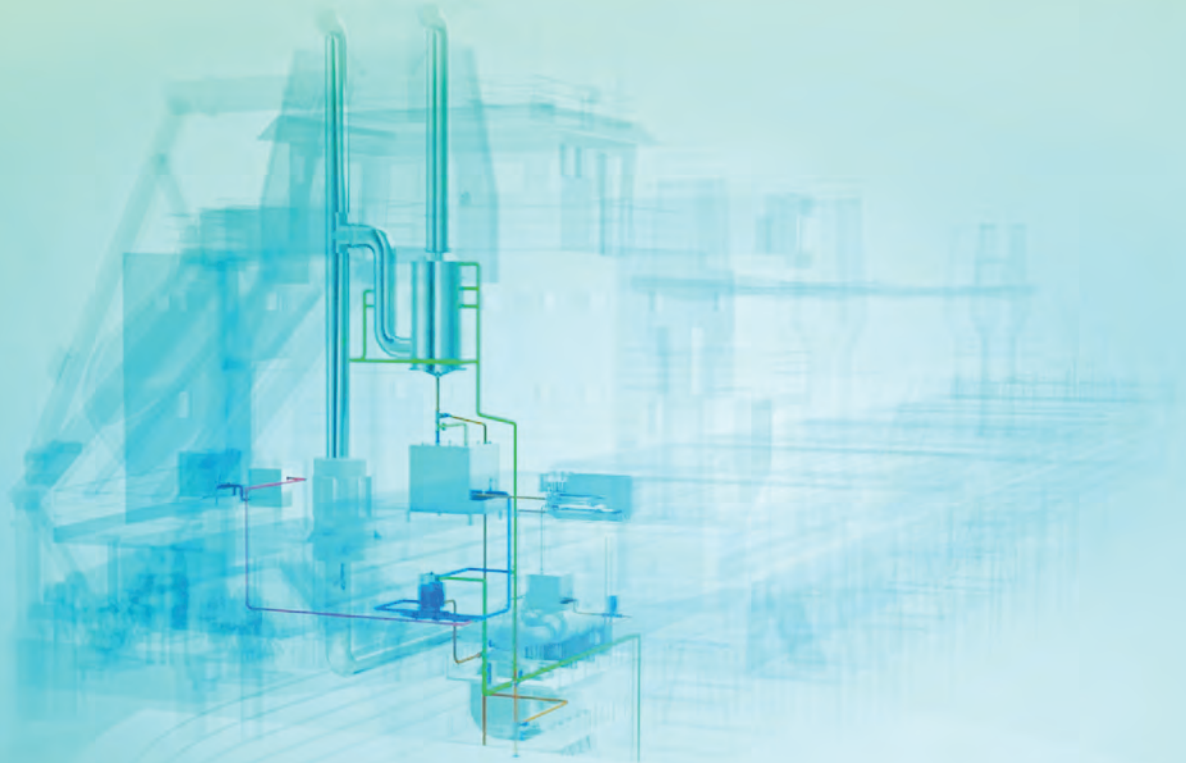
Deloitte Touche Tohmatsu



上海匯舸環保科技集團股份有限公司
CONTIOCEAN ENVIRONMENT TECH GROUP CO., LTD.

(A joint stock company incorporated in the People's Republic of China with limited liability)

Stock Code: 2613



GLOBAL OFFERING

Joint Sponsors, Overall Coordinators, Joint Global Coordinators,
Joint Bookrunners, and Joint Lead Managers



Overall Coordinator, Joint Global Coordinator,
Joint Bookrunner, and Joint Lead Manager



IMPORTANT

IMPORTANT: If you are in any doubt about any of the contents of this prospectus, you should seek independent professional advice.



上海匯舸環保科技集團股份有限公司 CONTIOCEAN ENVIRONMENT TECH GROUP CO., LTD.

(A joint stock company incorporated in the People's Republic of China with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering : 10,000,000 H Shares
Number of Hong Kong Offer Shares : 1,000,000 H Shares (subject to reallocation)
Number of International Offer Shares : 9,000,000 H Shares (subject to reallocation)
Maximum Offer Price : HK\$39.8 per H Share plus brokerage of 1.0%,
SFC transaction levy of 0.0027%, AFRC
transaction levy of 0.00015%, and Hong Kong
Stock Exchange trading fee of 0.00565%
(payable in full on application in Hong Kong
dollars and subject to refund)
Nominal value : RMB1.00 per H Share
Stock code : 2613

Joint Sponsors, Overall Coordinators, Joint Global Coordinators,
Joint Bookrunners, and Joint Lead Managers



CITIC SECURITIES



中國銀河國際
CHINA GALAXY INTERNATIONAL

Overall Coordinator, Joint Global Coordinator,
Joint Bookrunner, and Joint Lead Manager



BNP PARIBAS

Joint Bookrunners and Joint Lead Managers



中銀國際 BOCI



建銀國際
CCB International



光銀國際
CEB International



光大證券 國際
EBS International



華升證券



富中證券有限公司
FUTUBANK SECURITIES LIMITED



ICBC 工銀國際



Lego Securities Limited
力商證券有限公司



圓信證券
YUAN SECURITIES



浦銀國際
SPB INTERNATIONAL

Joint Lead Managers



富途證券



利弗莫尔证券
PRIMARY FINANCIAL LIMITED



老虎證券



TradeGo Markets

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited, and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness, and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus with the documents specified in "Documents delivered to the Registrar of Companies and Documents on Display — A. Documents delivered to the Registrar of Companies" in Appendix VII to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other document referred to above.

The Offer Price is expected to be fixed by agreement among the Joint Representatives (for themselves and on behalf of the Underwriters) and our Company on the Price Determination Date. The Price Determination Date is expected to be on or around Tuesday, January 7, 2025 and, in any event, not later than 12:00 noon on Tuesday, January 7, 2025. The Offer Price will not be more than HK\$39.8 and is currently expected to be not less than HK\$31.8. Investors applying for the Hong Kong Offer Shares may be required to pay, on application (subject to application channels), the maximum Offer Price of HK\$39.8 for each Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027%, Hong Kong trading fee of 0.00565%, and AFRC transaction levy of 0.00015%, subject to refund if the Offer Price is lower than HK\$39.8 (subject to application channels). If, for any reason, the Joint Representatives (for themselves and on behalf of the Underwriters) and we are unable to reach an agreement on the Offer Price on or before 12:00 noon on Tuesday, January 7, 2025, the Global Offering will not proceed and will lapse.

The Joint Representatives (for themselves and on behalf of the Underwriters) with our consent, may reduce the number of Offer Shares and/or the indicative offer price range below that stated in this prospectus (which is HK\$31.8 to HK\$39.8 per Offer Share) at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, notices of the reduction will be posted on the website of the Hong Kong Stock Exchange at www.hkexnews.hk and our website at www.contioceangroup.com not later than the morning of the last day for lodging applications under the Hong Kong Public Offering. Further details are set out in "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in this prospectus.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus, including the risk factors set out in "Risk Factors".

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to subscribe for, and to procure subscribers for, the Hong Kong Offer Shares, are subject to termination by the Joint Representatives (for themselves and on behalf of the Underwriters) if certain events shall occur prior to 8:00 a.m. on Thursday, January 9, 2025. Such grounds are set out in "Underwriting". It is important that you refer to that section for further details. The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may be offered and sold only outside the United States in offshore transactions in accordance with Regulation S.

ATTENTION

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of this prospectus to the public in relation to the Hong Kong Public Offering. This prospectus is available at the website of the Hong Kong Stock Exchange at www.hkexnews.hk and our website at www.contioceangroup.com. If you require a printed copy of this prospectus, you may download and print from the website addresses above.

December 31, 2024

IMPORTANT

IMPORTANT NOTICE TO INVESTORS OF HONG KONG OFFER SHARES FULLY ELECTRONIC APPLICATION PROCESS

We have adopted a fully electronic application process for the Hong Kong Public Offering.

This prospectus is available at the website of the Hong Kong Stock Exchange at www.hkexnews.hk under the “HKEXnews > New Listings > New Listing Information” section, and our website at www.contioceangroup.com.

We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public. The contents of the electronic version of this prospectus are identical to the printed prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

To apply for the Hong Kong Offer Shares, you may:

- (1) apply online through the **HK eIPO White Form** service at www.hkeipo.hk; or
- (2) apply electronically through the HKSCC EIPO channel and cause HKSCC Nominees to apply on your behalf by instructing your broker or custodian who is a HKSCC Participant to give electronic application instructions via HKSCC’s FINI system to apply for the Hong Kong Offer Shares on your behalf.

If you are an intermediary, broker or agent, please remind your customers, clients or principals, as applicable, that this prospectus is available online at the website addresses stated above.

See the section headed “How to Apply for Hong Kong Offer Shares” for further details of the procedures through which you can apply for the Hong Kong Offer Shares.

EXPECTED TIMETABLE

If there is any change in the following expected timetable of the Global Offering, we will issue an announcement on the website of our Company at www.contioceangroup.com and the website of the Stock Exchange at www.hkexnews.hk.

Hong Kong Public Offering commences..... 9:00 a.m. on Tuesday, December 31, 2024

Latest time for completing electronic applications via the
HK eIPO White Form service through
the designated website at www.hkeipo.hk⁽²⁾ 11:30 a.m. on Monday,
January 6, 2025

Application lists of the Hong Kong Public Offering open⁽³⁾ 11:45 a.m. on Monday,
January 6, 2025

Latest time for (a) completing payment of **HK eIPO White Form**
applications by effecting internet banking transfer(s) or
PPS payment transfer(s) or; (b) giving **electronic application**
instructions to HKSCC⁽⁴⁾ 12:00 noon on Monday,
January 6, 2025

If you are instructing your **broker** or **custodian** who is a HKSCC Participant to submit HKSCC EIPO applications on your behalf through HKSCC's FINI system in accordance with your instruction, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

Application lists of the Hong Kong Public Offering close⁽³⁾ 12:00 noon on Monday,
January 6, 2025

Expected Price Determination Date⁽⁵⁾ on or before 12:00 noon Tuesday,
January 7, 2025

Announcement of:

- the final Offer Price;
- the level of indications of interest in the International Offering;
- the level of applications in the Hong Kong Public Offering; and
- the basis of allocations of the Hong Kong Offer Shares.

to be published on the website of our Company at www.contioceangroup.com⁽⁶⁾
and the website of the Stock Exchange at www.hkexnews.hk no later than 11:00 p.m.
on Wednesday, January 8, 2025

EXPECTED TIMETABLE

Results of allocations in the Hong Kong Public Offering (with successful applicants' identification document numbers, where appropriate) to be available through a variety of channels, including:

- from the designated results of allocations website at the "Allotment Results" page at **www.tricor.com.hk/ipo/result** (or **www.hkeipo.hk/IPOResult**) with a "search by ID" function from⁽⁷⁾ 11:00 p.m. on Wednesday, January 8, 2025 to 12:00 midnight Tuesday, January 14, 2025

- The Stock Exchange's website at **www.hkexnews.hk** and our website at **www.contioceangroup.com**⁽⁶⁾ which will provide links to the above mentioned websites of the H Share Registrar no later than 11:00 p.m. on Wednesday, January 8, 2025

- from the allocation results telephone enquiry line provided by the H Share Registrar by calling +852 3691 8488 between 9:00 a.m. and 6:00 p.m. from Thursday, January 9, 2025 to Tuesday, January 14, 2025 (excluding Saturday, Sunday and public holidays in Hong Kong)

- For those applying through HKSCC EIPO channel, you may also check with your broker or custodian from 6:00 p.m. on Tuesday, January 7, 2025

H Share certificates in respect of wholly or partially successful applications to be despatched or deposited into CCASS in respect of wholly or partially successful applications pursuant to the Hong Kong Public Offering. on or before Wednesday, January 8, 2025

HK eIPO White Form e-Auto Refund payment instructions/refund checks in respect of wholly or partially successful applications if the final Offer Price is less than the maximum Offer Price per Offer Share initially paid on application (if applicable), or wholly/partially unsuccessful applications to be dispatched on or before⁽¹⁰⁾ on or before Thursday, January 9, 2025

Dealings in the Shares on the Stock Exchange expected to commence at⁽⁹⁾ 9:00 a.m. on Thursday, January 9, 2025

EXPECTED TIMETABLE

Notes:

- (1) Unless otherwise stated, all times and dates refer to Hong Kong local times and dates.
- (2) You will not be permitted to submit your application through the designated website at www.hkeipo.hk after 11:30 a.m. on the last day for submitting applications. If you have already submitted your application and obtained an application reference number from the designated website prior to 11:30 a.m., you will be permitted to continue the application process (by completing payment of application monies) until 12:00 noon on the last day for submitting applications, when the application lists close.
- (3) If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above and/or Extreme Conditions (collectively, “**Severe Weather Signal**”) in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Monday, January 6, 2025, the application lists will not open or close on that day. For further details, see “How to Apply for Hong Kong Offer Shares — E. Severe Weather Arrangements”.
- (4) Applicants who apply via HKSCC EIPO channel shall contact their broker or custodian for the earliest and latest time for giving such instructions, as this may vary by broker or custodian.
- (5) The Price Determination Date is expected to be on or about Tuesday, January 7, 2025. If, for any reason, the Offer Price is not agreed between the Joint Representatives (for themselves and on behalf of the other Underwriters) and us by 12:00 noon on Tuesday, January 7, 2025, the Global Offering will not proceed and will lapse.
- (6) Neither of the websites nor any of the information contained on the websites forms part of this prospectus.
- (7) The full list of (i) wholly or partially successful applicants using the **HK eIPO White Form** service and HKSCC EIPO channel; and (ii) the number of Hong Kong Offer Shares conditionally allotted to them, among other things, will be displayed at www.hkeipo.hk/IPOResult or www.tricor.com.hk/ipo/result.
- (8) H Share certificates will only become valid at 8:00 a.m. on the Listing Date provided that the Global Offering has become unconditional and the right of termination described in “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination” has not been exercised. Investors who trade the H Shares on the basis of publicly available allocation details prior to the receipt of H Share certificates or prior to the H Share certificates becoming valid evidence of title do so entirely at their own risk.
- (9) If a Severe Weather Signal in force is hoisted on Wednesday, January 8, 2025, the H Share Registrar will make appropriate arrangements for the delivery of the H Share certificates to the HKSCC Depository’s service counter so that they would be available for trading on Thursday, January 9, 2025.
- (10) Refund mechanism for surplus application monies paid by application via HKSCC EIPO channel is subject to the arrangement between applicants and their broker or custodian.

Applicants who have applied for Hong Kong Offer Shares through the HKSCC EIPO channel should refer to “How to Apply for Hong Kong Offer Shares — D. Dispatch/Collection of H Share Certificates and Refund of Application Monies” for details.

Applicants who have applied through the **HK eIPO White Form** service and paid their applications monies through single bank accounts may have refund monies (if any) dispatched to the designated bank account in the form of **HK eIPO White Form** e-Auto Refund payment instructions. Applicants who have applied through the **HK eIPO White Form** service and paid their application monies through multiple bank accounts may have refund monies (if any) dispatched to the address as specified in their application instructions in the form of refund cheques in favor of the applicant (or, in the case of joint applications, the first-named applicant) by ordinary post at their own risk.

Further information is set out in “How to Apply for Hong Kong Offer Shares — D. Dispatch/Collection of H Share Certificates and Refund of Application Monies”.

EXPECTED TIMETABLE

The above expected timetable is a summary only. For further details of the structure of the Global Offering, including its conditions, and the procedures for applications for Hong Kong Offer Shares, see “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in this prospectus.

If the Global Offering does not become unconditional or is terminated in accordance with its terms, the Global Offering will not proceed. In such case, our Company will make an announcement as soon as practicable thereafter.

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IMPORTANT NOTICE TO INVESTORS

This prospectus is issued by us solely in connection with the Hong Kong Public Offering and does not constitute an offer to sell or a solicitation of an offer to buy any security other than the Hong Kong Offer Shares offered by this prospectus pursuant to the Hong Kong Public Offering. This prospectus may not be used for the purpose of, and does not constitute, an offer or a solicitation of an offer to subscribe for or buy, any security in any other jurisdiction or in any other circumstances. No action has been taken to permit a public offering of the Offer Shares or the distribution of this prospectus in any jurisdiction other than Hong Kong. The distribution of this prospectus and the offering and sale of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom.

You should rely only on the information contained in this prospectus to make your investment decision. We have not authorized anyone to provide you with information that is different from what is contained in this prospectus. Any information or representation not made in this prospectus must not be relied on by you as having been authorized by us, the Joint Sponsors, the Joint Representatives, the Overall Coordinators, Joint Global Coordinators, Joint Bookrunners, Joint Lead Managers, the Capital Market Intermediaries, the Underwriters, any of our or their respective directors, officers or representatives, or any other person or party involved in the Global Offering.

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SUMMARY

This summary aims to give you an overview of the information contained in this prospectus. As this is a summary it does not contain all the information that may be important to you. You should read the entire prospectus before you decide to invest in the Offer Shares. There are risks associated with any investment. Some of the particular risks in investing in the Offer Shares are set out in “Risk Factors” in this prospectus. You should read that section carefully before you decide to invest in the Offer Shares.

OVERVIEW

We are a PRC-based maritime environmental protection equipment and system provider serving customers from different regions. We ranked third among ship exhaust gas cleaning system providers based in China and fourth among all ship exhaust gas cleaning system providers in the world in terms of the volume of total number of completed orders during 2023 and the cumulative on-hand orders as of December 31, 2023 for ship exhaust gas cleaning systems according to Frost & Sullivan. Our marine exhaust gas cleaning systems (which mostly includes the ship exhaust gas cleaning systems) contributed to the majority of our revenue during each year or period of the Track Record Period representing approximately 78.7%, 64.7%, 66.8%, 79.9% and 60.7% of our total revenue, respectively, in 2021, 2022 and 2023 and for the six months ended June 30, 2023 and 2024. In addition, a significant portion of our revenue was derived from a limited number of customers during each year or period of the Track Record Period. Our five largest customers for each of the years ended December 31, 2021, 2022 and 2023 and for the six months ended June 30, 2024 contributed to approximately 90.5%, 76.1%, 84.3% and 89.4% of our total revenue, respectively.

We commenced our business in 2017 by offering our first product, the ship exhaust gas cleaning system. We have now developed and commercialized various maritime environmental protection equipment and systems. In particular, our equipment and systems aim to help customers such as shipowners in reducing sulfur and GHG emissions. In addition, we aim to help our customers in upgrading the life quality for their ship crew members, by offering interior design and supplying equipment and systems that improve the onboard living conditions and enhance maritime operations.

Furthermore, the demand on the Group’s equipment and systems is stimulated by various requirements. For example, the IMO set a sulfur cap of 0.5% on fuel oil, effective from 2020, and introduced measures such as the EEXI and CII, effective from 2023. On July 7, 2023, the IMO revised its GHG emission reduction strategy, targeting net-zero emissions by 2050 with interim milestones. In addition, the European Union has introduced the EU Emissions Trading System for shipping, starting in 2024, and the upcoming FuelEU Maritime regulations for 2025. The ever-evolving ESG regulatory framework contributed, and will continue to contribute, to the growth of the maritime environmental protection equipment and system market.

According to Frost & Sullivan, the global maritime environmental protection equipment and system market increased from US\$753.4 million in 2017 to US\$3,102.2 million in 2023, representing a CAGR of 26.6%, and is expected to increase to US\$11,384.1 million in 2028, representing a CAGR of 29.7% from 2023 to 2028. We believe that our equipment and systems and business can benefit from the potential growth in the global maritime environmental protection equipment and system market.

SUMMARY

OUR BUSINESS MODEL

Our equipment and systems

We have a suite of maritime environmental protection equipment and systems, helping our customers to pursue more effective and sustainable business operations while meeting various requirements set by the IMO. The equipment and systems include marine exhaust gas cleaning systems, marine energy-saving devices, marine clean-energy supply systems and maritime services. We customize our equipment and systems to tailor to the unique needs of each customer. Our marine exhaust gas cleaning systems provide an option to our customers to reduce sulfur emission and we also offer other equipment and systems to cater for ESG needs such as compliance with various requirements set by the IMO in the long term. Our major customers generally procure multiple equipment and systems from us.

The following table sets forth our business segments and respective key products or services in response to various customer demand:

<u>Customer demand</u>	<u>Our business segments</u>	<u>Our key products or services under each business segment</u>
Pursuit of maritime environmental protection and compliance with IMO requirement on sulfur content (2016) to reduce the sulfur content in ships' fuel from 3.5% to 0.5% ⁽¹⁾	Marine exhaust gas cleaning systems (which aims to reduce sulfur emissions from ships and mitigate the impact of shipping on air quality)	Ship exhaust gas cleaning systems (including open-loop and hybrid types)
Pursuit of maritime environmental protection as well as compliance with IMO requirement and target on decarbonization (2021) to achieve a minimum reduction of 40% in GHG emissions per transport work by 2030, relative to the baseline figures of 2008 ⁽²⁾	Marine energy-saving devices (which encompasses a suite of devices to reduce fuel consumption for ships and lowers the carbon emissions in maritime operations)	Energy saving devices including rudder bulb, pre-shrouded vanes, hub vortex absorbed fins, wind deflector, etc.
Pursuit of maritime environmental protection and compliance with IMO requirement and target on decarbonization (2023) to achieve net-zero GHG emissions from international shipping by around 2050 ⁽³⁾	Marine clean-energy supply systems (which assists ships to utilize clean energy to power their operation)	(i) Low-flashpoint fuel supply system ("LFSS") (for methanol) (ii) Fuel gas supply system (for LNG/LEG) ("FGSS")

SUMMARY

<u>Customer demand</u>	<u>Our business segments</u>	<u>Our key products or services under each business segment</u>
Pursuit of environmental sustainability, operational efficiency, and social engagement, among others	Maritime services (which improve the onboard living environment and streamline maritime operations)	<ul style="list-style-type: none"> (i) Ship accommodation interior design and construction, including and provision of relevant equipment (ii) Container ship and PCTC lashing gears (iii) Other maritime services, including the provision of maritime equipment and spare parts, such as hydro blasting machines, personal protective equipment for crew members, ship cyber security software and hardware, etc.

Notes:

- (1) The IMO's Marine Environment Protection Committee ("MEPC") meeting in 2016 reduced the upper limit of sulfur content in ships' fuel from 3.5% to 0.5%, effective from January 1, 2020. According to Frost & Sullivan, the price of low-sulfur fuel was higher than that of high-sulfur fuel from 2016 to 2023, and this price spread is expected to be maintained from 2024 to 2028. Ships that have installed ship exhaust gas cleaning systems using high-sulfur fuel can also use low-sulfur fuel.
- (2) The IMO's MEPC meeting in 2021 updated the targets for GHG emission reduction from ships, aiming to achieve a minimum reduction of 40% in GHG emissions per transport work by 2030, relative to the baseline figures of 2008.
- (3) The IMO's MEPC meeting in 2023 updated the targets for GHG emission reduction from ships, aiming to peak and then achieve net-zero GHG emissions from international shipping by around 2050.

SUMMARY

The following table sets forth our revenue generated from different business segments by ship types and their corresponding percentages of total revenue for the periods indicated:

	For the year ended December 31,						For the six months ended June 30,			
	2021		2022		2023		2023		2024	
	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%
	<i>(Unaudited)</i>									
Marine exhaust gas cleaning systems	110,528	78.7	172,835	64.7	341,180	66.8	175,383	79.9	204,402	60.7
Ship exhaust gas cleaning systems	98,960	70.4	148,282	55.5	318,987	62.5	167,016	76.1	193,628	57.5
— Retrofit in-service ships	85,600	60.9	114,933	43.0	205,029	40.2	151,183	68.9	26,977	8.0
— Newbuildings	13,360	9.5	33,349	12.5	113,958	22.3	15,833	7.2	166,651	49.5
Spare parts ⁽¹⁾	11,568	8.3	24,553	9.2	22,193	4.3	8,367	3.8	10,774	3.2
— Retrofit in-service ships	11,568	8.3	24,553	9.2	21,998	4.3	8,367	3.8	10,232	3.0
— Newbuildings	—	—	—	—	195	0.0	—	—	542	0.2
Marine energy-saving devices⁽²⁾	—	—	14,961	5.6	58,031	11.4	16,361	7.4	22,557	6.7
— Retrofit in-service ships	—	—	14,961	5.6	56,759	11.2	16,361	7.4	20,861	6.2
— Newbuildings	—	—	—	—	1,272	0.2	—	—	1,696	0.5
Marine clean-energy supply systems	—	—	7,736	2.9	5,552	1.1	1,079	0.5	13,288	4.0
— Retrofit in-service ships	—	—	—	—	—	—	—	—	—	—
— Newbuildings	—	—	7,736	2.9	5,552	1.1	1,079	0.5	13,288	4.0
Maritime services	29,993	21.3	71,701	26.8	105,492	20.7	26,733	12.2	96,219	28.6
Ship accommodation interior design and construction	17,701	12.6	37,375	13.9	50,761	9.9	12,732	5.8	60,338	17.9
— Retrofit in-service ships	13,743	9.8	21,939	8.2	8,688	1.7	2,990	1.4	10,638	3.2
— Newbuildings	3,958	2.8	15,436	5.7	42,073	8.2	9,742	4.4	49,700	14.7
Container ship and PCTC lashing gears	11,155	7.9	22,388	8.4	33,408	6.6	9,542	4.3	30,869	9.2
— Retrofit in-service ships	11,155	7.9	22,388	8.4	4,032	0.8	2,228	1.0	3,610	1.1
— Newbuildings	—	—	—	—	29,376	5.8	7,314	3.3	27,259	8.1
Other maritime services ⁽³⁾	1,137	0.8	11,938	4.5	21,323	4.2	4,459	2.1	5,012	1.5
Total	140,521	100.0	267,233	100.0	510,255	100.0	219,556	100.0	336,466	100.0

SUMMARY

Notes:

- (1) Spare parts include parts of the ship exhaust gas cleaning systems purchased by customers as spares or for product replacement beyond the warranty period.
- (2) Other than energy-saving devices, we have developed carbon reduction systems. However, we did not generate revenue from carbon reduction systems during the Track Record Period and up to the Latest Practicable Date.
- (3) Other maritime services include (i) maritime equipment and spare parts, including hydro blasting machines, hydroponic vegetable cabinets, flue gas valves, prefabricated cabin transformers, etc., (ii) personal protective equipment for crew members, (iii) ship retrofitting and ship repair supervision services, and (iv) ship cyber security software and hardware, etc. Other maritime services refer to products we mostly sold to equipment manufacturer customers, the final use of which were unknown to us. Due to the lack of knowledge, we are unable to provide breakdown by types of ships.

The following table sets forth our revenue generated from different business segments by customer types and their corresponding percentages of total revenue for the periods indicated:

	For the year ended December 31,						For the six months ended June 30,			
	2021		2022		2023		2023		2024	
	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%
	<i>(Unaudited)</i>									
Marine exhaust gas cleaning systems	110,528	78.7	172,835	64.7	341,180	66.8	175,383	79.9	204,402	60.7
Ship exhaust gas cleaning systems	98,960	70.4	148,282	55.5	318,987	62.5	167,016	76.1	193,628	57.5
— Ship builders	13,360	9.5	—	—	41,929	8.2	10,110	4.6	129,158	38.3
— Shipowners/Ship management companies ⁽¹⁾	85,600	60.9	148,282	55.5	277,058	54.3	156,906	71.5	64,470	19.2
Spare parts ⁽²⁾	11,568	8.3	24,553	9.2	22,193	4.3	8,367	3.8	10,774	3.2
— Ship builders	55	0.0	—	—	1	0.0	231	0.1	102	0.0
— Shipowners/Ship management companies ⁽¹⁾	11,174	8.1	23,644	8.9	22,052	4.3	8,043	3.7	10,668	3.2
— Others ⁽³⁾	339	0.2	909	0.3	140	0.0	93	0.0	4	0.0
Marine energy-saving devices⁽⁴⁾	—	—	14,961	5.6	58,031	11.4	16,361	7.4	22,557	6.7
— Ship builders	—	—	—	—	1,272	0.2	—	—	1,696	0.5
— Shipowners/Ship management companies ⁽¹⁾	—	—	14,961	5.6	56,759	11.2	16,361	7.4	20,861	6.2

SUMMARY

	For the year ended December 31,						For the six months ended June 30,			
	2021		2022		2023		2023		2024	
	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000	%
	<i>(Unaudited)</i>									
Marine clean-energy supply systems	—	—	7,736	2.9	5,552	1.1	1,079	0.5	13,288	4.0
— Ship builders	—	—	6,130	2.3	4,141	0.9	870	0.4	11,876	3.6
— Shipowners/Ship management companies ⁽¹⁾	—	—	1,005	0.4	679	0.1	209	0.1	346	0.1
— Others ⁽³⁾	—	—	601	0.2	732	0.1	—	—	1,066	0.3
Maritime services	29,993	21.3	71,701	26.8	105,492	20.7	26,733	12.2	96,219	28.6
Ship accommodation interior design and construction	17,701	12.6	37,375	13.9	50,761	9.9	12,732	5.8	60,338	17.9
— Ship builders	6,230	4.4	21,532	8.0	34,131	6.6	7,739	3.5	43,016	12.8
— Shipowners/Ship management companies ⁽¹⁾	11,468	8.2	15,838	5.9	16,614	3.3	4,993	2.3	15,518	4.6
— Others ⁽³⁾	3	0.0	5	0.0	16	0.0	—	—	1,804	0.5
Container ship and PCTC lashing gear	11,155	7.9	22,388	8.4	33,408	6.6	9,542	4.3	30,869	9.2
— Ship builders	—	—	—	—	—	—	—	—	—	—
— Shipowners/Ship management companies ⁽¹⁾	11,155	7.9	19,534	7.3	31,292	6.2	7,469	3.4	30,858	9.2
— Others ⁽³⁾	—	—	2,854	1.1	2,116	0.4	2,073	0.9	11	0.0
Other maritime services ⁽⁵⁾	1,137	0.8	11,938	4.5	21,323	4.2	4,459	2.1	5,012	1.5
— Ship builders	—	—	80	0.0	5,986	1.2	—	—	—	—
— Shipowners/Ship management companies ⁽¹⁾	—	—	—	—	—	—	—	—	938	0.3
— Others ⁽³⁾	1,137	0.8	11,858	4.5	15,337	3.0	4,459	2.1	4,074	1.2
Total	140,521	100.0	267,233	100.0	510,255	100.0	219,556	100.0	336,466	100.0

SUMMARY

Notes:

- (1) Because ship management companies manage the ships for the shipowners and in some cases on behalf of the shipowners enter into the contracts with us, we did not distinguish revenue from shipowners and revenue from ship management companies during the Track Record Period. The daily operations of the ships are either managed by the shipowners or the ship management companies, which do not affect the way we provide or charge for our products and services.
- (2) Spare parts include parts of the ship exhaust gas cleaning systems purchased by customers as spares or for product replacement beyond the warranty period.
- (3) Others mainly include the revenue from the sales to equipment manufacturers.
- (4) Other than energy-saving devices, we have developed carbon reduction systems. However, we did not generate revenue from carbon reduction systems during the Track Record Period and up to the Latest Practicable Date.
- (5) Other maritime services include (i) maritime equipment and spare parts, including hydro blasting machines, hydroponic vegetable cabinets, flue gas valves, prefabricated cabin transformers, etc., (ii) personal protective equipment for crew members, (iii) ship retrofitting and ship repair supervision services, and (iv) ship cyber security software and hardware, etc.

The following table sets forth our gross profit generated from different business segments and their corresponding gross profit margin for the periods indicated:

	For the year ended December 31,						For the six months ended June 30,			
	2021		2022		2023		2023		2024	
	Gross Profit Margin	Gross Profit Margin	Gross Profit Margin	Gross Profit Margin	Gross Profit Margin	Gross Profit Margin	Gross Profit Margin	Gross Profit Margin	Gross Profit Margin	Gross Profit Margin
	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%
	<i>(Unaudited)</i>									
Marine exhaust gas cleaning systems	40,703	36.8	78,410	45.4	182,856	53.6	87,860	50.1	107,172	52.4
Marine energy-saving devices	—	—	6,141	41.1	27,673	47.7	7,096	43.4	11,210	49.7
Marine clean-energy supply systems	—	—	1,740	22.5	1,272	22.9	247	22.9	3,022	22.7
Maritime services	6,806	22.7	13,791	19.2	29,936	28.4	5,975	22.4	21,378	22.2
— Ship accommodation interior design and construction	6,038	34.1	12,402	33.2	20,270	39.9	4,505	35.4	15,208	25.2
— Container ship and PCTC lashing gears	627	5.6	1,039	4.6	5,508	16.5	1,397	14.6	5,394	17.5
— Other maritime services ⁽¹⁾	141	12.4	350	2.9	4,158	19.5	73	1.6	776	15.5
Total	47,509	33.8	100,082	37.5	241,737	47.4	101,178	46.1	142,782	42.4

Notes:

- (1) Other maritime services include (i) maritime equipment and spare parts, including hydro blasting machines, hydroponic vegetable cabinets, flue gas valves, prefabricated cabin transformers, etc., (ii) personal protective equipment for crew members, (iii) ship retrofitting and ship repair supervision services, and (iv) ship cyber security software and hardware, etc.

SUMMARY

Our ship exhaust gas cleaning systems contributed to the majority of our revenue during each year or period of the Track Record Period. The following table sets forth our revenue, the number of orders we completed, and the average selling price of our ship exhaust gas cleaning systems during the Track Record Period:

	For the year ended December 31,			For the six months ended June 30,	
	2021	2022	2023	2023	2024
				<i>(Unaudited)</i>	
Revenue					
Retrofit in-service ships <i>(RMB'000)</i>	85,600	114,933	205,029	151,183	26,977
Newbuildings <i>(RMB'000)</i>	<u>13,360</u>	<u>33,349</u>	<u>113,958</u>	<u>15,833</u>	<u>166,651</u>
Total	<u>98,960</u>	<u>148,282</u>	<u>318,987</u>	<u>167,016</u>	<u>193,628</u>
Gross Profit					
Retrofit in-service ships <i>(RMB'000)</i>	29,111	46,691	106,916	74,951	10,063
Newbuildings <i>(RMB'000)</i>	<u>5,002</u>	<u>18,181</u>	<u>63,066</u>	<u>9,438</u>	<u>91,981</u>
Total	<u>34,113</u>	<u>64,872</u>	<u>169,982</u>	<u>84,389</u>	<u>102,044</u>
Gross Profit Margin					
Retrofit in-service ships (%)	34.0	40.6	52.1	49.6	37.3
Newbuildings (%)	<u>37.4</u>	<u>54.5</u>	<u>55.3</u>	<u>59.6</u>	<u>55.2</u>
Total	<u>34.5</u>	<u>43.7</u>	<u>53.3</u>	<u>50.5</u>	<u>52.7</u>
The number of completed orders					
Retrofit in-service ships <i>(unit)</i>	7	10	24	17	4
Newbuildings <i>(unit)</i>	<u>2</u>	<u>4</u>	<u>13</u>	<u>2</u>	<u>21</u>
Total	<u>9</u>	<u>14</u>	<u>37</u>	<u>19</u>	<u>25</u>
Average selling price					
Retrofit in-service ships <i>(RMB'000)</i>	12,229	11,493	8,543	8,893	6,744
Newbuildings <i>(RMB'000)</i>	<u>6,680</u>	<u>8,337</u>	<u>8,766</u>	<u>7,917</u>	<u>7,936</u>
Average selling price	10,996	10,592	8,621	8,790	7,745

SUMMARY

During the Track Record Period, the gross profit margin of our ship exhaust gas cleaning systems for newbuildings was generally higher than that for retrofit in-service ships, mainly because newbuildings often came in series with similar design, allowing us to share and save on design costs, as opposed to retrofit in-service ships, which may incur design costs such as those related to 3D scanning provided by external suppliers and modification designs.

In 2022, the gross profit margin of our ship exhaust gas cleaning systems for retrofit in-service ships was much lower than that for newbuildings, mainly because we procured the tower bodies from the OEMs for certain orders related to retrofit in-service ships we obtained in 2020 rather than manufacturing ourselves. We have commenced our commercial production only since June 2021, so we placed orders with OEMs to meet the original delivery schedule for certain orders related to retrofit in-service ships before such production. However, delays in the delivery and installation schedules of such ships led to the completion of these orders in 2022 along with the relevant revenue recognition, resulting in a relatively lower gross profit margin for the year.

In 2023, the gross profit margin of our ship exhaust gas cleaning systems for retrofit in-service ships was similar to that for newbuildings, mainly because (i) we completed several orders related to retrofit in-service ships with tight delivery schedule and charged higher sales prices, leading to relatively higher gross profit margin, and (ii) in the second half of 2023 we completed several orders related to retrofit in-service ships with similar design, which allowed us to share and save on design costs.

For the six months ended June 30, 2024, the gross profit margin of our ship exhaust gas cleaning systems for retrofit in-service ships was much lower than that for newbuildings, mainly because we only completed four orders for retrofit in-service ships, which involved scrubbers with unique diameter size pursuant to customers' request, thereby increasing the design costs. Without a corresponding material adjustment in the selling price to maintain competitiveness, the gross profit margin of such orders was lowered as a result.

The average selling price of our ship exhaust gas cleaning systems for newbuildings in 2021 and 2022 and for the six months ended June 30, 2023 was lower than that for retrofit in-service ships mainly because the orders for retrofit in-service ships involved additional modification costs (including on-site 3D scanning and modification designs, etc.), which led to a higher average selling price.

Although usually orders related to retrofit in-service ships have higher unit selling price due to the involvement of modification costs, the average selling price of our ship exhaust gas cleaning systems for retrofit in-service ships in 2023 and for the six months ended June 30, 2024 was lower than that for newbuildings mainly because the orders we completed for retrofit in-service ships involved the scrubbers with smaller diameters pursuant to customers' request, which have lower costs and lower average selling prices compared to those for newbuildings. As the diameter of the scrubber increases, the amount of steel used in the scrubber also increases, leading to a rise in the cost of the scrubber. Additionally, the configuration of related system equipment, such as seawater pumps and variable frequency drives (including their quantity and power), will also need to be enhanced.

SUMMARY

The decrease in the average selling price of our ship exhaust gas cleaning systems during the Track Record Period was primarily caused by the decrease in the average selling price of our ship exhaust gas cleaning systems for retrofit in-service ships during the same period. The decrease in the average selling price of our ship exhaust gas cleaning systems for retrofit in-service ships in 2022 was primarily due to one completed order which involved a smaller scrubber with a 2.8-meter diameter while the completed orders in 2021 did not involve such small size scrubbers. In 2023, the decrease in the average selling price of our ship exhaust gas cleaning systems for retrofit in-service ships was mainly because the completed orders predominantly involved scrubbers with smaller diameters as requested by our customers compared to the completed orders in 2022. For the six months ended June 30, 2023, we provided the installation services for two orders involving ship exhaust gas cleaning systems which were normally provided by third-party shipyards or shipbuilder customers and one order involving dual scrubbers as per customers' request and therefore they had a higher average selling price due to the additional installation services and one more scrubber provided. However, we did not provide such special request from customers in the completed orders for the six months ended June 30, 2024, resulting in the decrease in the average selling price of our ship exhaust gas cleaning systems for retrofit in-service ships for the same period. The average selling price of our ship exhaust gas cleaning systems for the six months ended June 30, 2024 was the lowest during the Track Record Period mainly due to an increase in the portion of revenue from newbuilding orders along with their decreased relevant average selling price as a result of smaller diameters of scrubbers delivered for the same period.

We had the movement of order backlog (by order number and value) and amounts to be recognized as revenue subsequent to November 27, 2024 as follows:

- (i) Marine exhaust gas cleaning systems: we had 263 orders on hand as of November 27, 2024, including 24 orders for ship exhaust gas cleaning systems and 239 orders for spare parts, with a total contract value of RMB174.4 million, of which 188 orders, including four orders for ship exhaust gas cleaning systems and 184 orders for spare parts, with a total contract value of RMB45.2 million are estimated to be completed for the two months ending December 31, 2024. The rest of 64 orders (consisting of 18 orders for systems and 46 orders for spare parts) and 11 orders (consisting of two orders for systems and nine orders for spare parts) with a total contract value of RMB113.9 million and RMB15.3 million are estimated to be completed in 2025 and 2026, respectively.
- (ii) Marine energy-saving devices: we had 27 orders on hand with a total contract value of RMB35.4 million as of November 27, 2024, of which 19 orders with a total contract value of RMB24.5 million are estimated to be completed for the two months ending December 31, 2024. The rest of eight orders with a total contract value of RMB10.9 million are estimated to be completed in 2025.
- (iii) Marine clean-energy supply systems: we had 70 orders on hand with a total contract value of RMB134.5 million as of November 27, 2024, of which 16 orders with a total contract value of RMB30.9 million are estimated to be completed for the two months ending December 31, 2024. The rest of 41 and 13 orders with a total contract value of RMB79.7 million and RMB23.9 million are estimated to be completed in 2025 and 2026, respectively.

SUMMARY

- (iv) Maritime services: we had 1,297 orders on hand with a total contract value of RMB258.1 million as of November 27, 2024, of which 577 orders with a total contract value of RMB35.8 million are estimated to be completed for the two months ending December 31, 2024. The rest of 488, 222, eight and two orders with a total contract value of RMB124.4 million, RMB59.0 million, RMB30.2 million and RMB8.7 million are estimated to be completed in 2025, 2026, 2027 and 2028, respectively.

Our R&D Capability

We are recognized as a national high-tech enterprise (國家級高新技術企業) and a specialized, refined, distinctive, and innovative enterprise in Shanghai (上海市專精特新企業). Our R&D teams based in Shanghai and Lisbon, averaging 10 years of experience in the industry and generally holding degrees in various engineering disciplines, are integral to our project lifecycle, from conception to execution. The application and feedback accumulated from our projects help us to improve and refine our R&D strategies. With our R&D teams based in Shanghai and Lisbon, we capitalize on domestic maritime expertise and the mature European maritime environmental protection equipment and system industry. Our products have received certifications from major maritime classification societies, ensuring compliance with international standards.

Our production facility

Our production facility is strategically located in Nantong, Jiangsu, near Shanghai, and is part of the Yangtze River Delta, one of the largest global economic zones. We employ a “sales-oriented production” model, which is a demand-driven approach intended to align our production planning with sales order volumes and minimizes the risk of overproduction and excess inventory. We produce essential and core components of our ship exhaust gas cleaning systems in our production facility, including scrubbers, control systems, water quality analyzers and flue gas valves, among others, and certain components of our other equipment and systems. With our own production facility, we believe we improve both product quality control and cost efficiencies through better control on the production process.

Our service network and customer base

We offer customers comprehensive services, from pre-sale technical consultations to after-sale maintenance through our global service network. Our global service network includes the service centers based in Shanghai and Singapore, and we also provide services worldwide through our service contractor. In addition, we have built an expanding global customer base leveraging our global service network.

COMPETITION

We operate in a competitive industry and generally compete with maritime environmental protection equipment and system providers. Competition largely focuses on advancement of technology, price of services, quality and variety of services provided, financial capacity and access to customers. In addition, when we enter into a new market, we may face intense competition from companies with an established presence in the relevant geographical areas and from other companies with similar expansion targets.

SUMMARY

Compared to overseas companies, Chinese maritime environmental protection equipment and system providers excel in delivery speed, typically completing projects two months faster than international competitors. In addition, we are one of the very few companies in the world that focuses exclusively on maritime environmental protection equipment and systems, while most competitors treat this area as just one part of their broader product portfolios. This dedicated focus enables us to deliver more specialized, professional, and customized solutions tailored to specific customer needs. Furthermore, compared to overseas companies, due to the lower costs of labor and raw materials, we can offer more competitive pricing for our products.

Compared to the domestic competitors, we have expanded beyond our core business of maritime exhaust gas cleaning systems to include energy-saving devices and clean energy supply systems. This expansion aligns with both evolving customer demands and tightening global regulations, ensuring we remain relevant and competitive. In contrast, many domestic competitors have been slower to adapt to these market shifts. In addition, by building on our core maritime environmental and protection equipment and system business, we offer extended services, such as maritime services. Shipowners typically limit their retrofitting vendors to one to two service providers for cost efficiency. Our history of cooperation with customers and customer satisfaction makes us a preferred choice for these services. Furthermore, with our own production facility, we believe we improve both product quality control and cost efficiencies through better control on the production process compared to other domestic competitors. Lastly, compared to state-owned enterprises, we, as a private ship exhaust gas cleaning system provider, have more streamlined decision-making processes, allowing us to respond quickly to market changes and opportunities.

OUR STRENGTHS

We believe the following strengths have contributed to our success and differentiate us from other competitors.

- A maritime environmental protection equipment and system provider benefited by a growing global market driven by the heightened and evolving ESG regulatory framework and initiatives related to maritime environmental protection
- R&D and innovation capability to capture fast changing market demand
- A strong global service network serving a diversified and quality customer base
- Comprehensive and customized maritime environmental protection equipment and systems
- Strong supply chain management capability and stringent quality control
- A management team with extensive industry experience and proven track record

SUMMARY

OUR STRATEGIES

We plan to further strengthen our position as a maritime environmental protection equipment and system provider by implementing the following business strategies:

- Further expand investments in R&D and technological innovation and continue to enrich our equipment and systems
- Strengthen marketing capabilities and expand customer outreach globally
- Further strengthen our manufacturing capability
- Pursue strategic merger and acquisition or establish strategic partnerships to strengthen our market position or expand our equipment and systems

OUR CUSTOMERS AND SUPPLIERS

The customers for our equipment and systems primarily include (i) shipowners, (ii) ship management companies and (iii) ship builders. We actively pursue new markets and expand our customer base through various channels such as trade shows, channel promotion, online news, and visits to shipowners and ship builders. The revenue from our five largest customers for each of the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2024, represented approximately 90.5%, 76.1%, 84.3% and 89.4% of our total revenue for the respective year or period, and the revenue from the largest customer during each of the same year or period represented approximately 30.2%, 33.3%, 37.3% and 23.6% of our total revenue for the respective year or period. Our five largest customers during each year or period of the Track Record Period were not identical.

During each year or period of the Track Record Period, a majority part of our revenue was derived from our top five customers. According to Frost & Sullivan, concentration in the customer base in the maritime environmental protection equipment and system industry is in line with the industry norm. We are seeking to mitigate the concentration risks by fostering relationships with emerging markets and broadening our equipment and system offerings to appeal to a wider customer base. Additionally, we are investing in market development and sales to enhance our brand visibility and attract new customers. We are also leveraging technological advancements to innovate our equipment and systems, thereby increasing our competitive edge and reducing dependency on any single customer or market segment. Through these concerted efforts, we aim to achieve a more balanced revenue stream and fortify our market position in the long term. In addition, customers have become accustomed to utilizing our equipment and systems, and a transition to alternative providers would incur switching costs. According to Frost & Sullivan, using different equipment and systems will incur additional time and costs to train their personnel to become familiar with new equipment and systems.

During the Track Record Period, our major suppliers included engineering equipment providers, components providers, stainless-steel plate providers, sales agents, OEMs and transportation service providers. The purchases from our five largest suppliers for each of the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2024, represented approximately 70.5%, 40.9%, 34.5% and 56.0% of our total purchases for the respective year or period, and the purchases from our largest supplier during each of the same year or period represented approximately 51.0%, 13.7%, 9.7% and 26.0% of our total purchases for the respective year or period.

SUMMARY

KEY RISK FACTORS

Our business operations and the Global Offering are subject to various risks, many of which are beyond our control. Such risks can be divided into: (i) risks relating to our business and industry; (ii) risks relating to conducting business in the PRC; and (iii) risks relating to the Global Offering.

We believe that the main risk factors we are exposed to include, without limitation:

- our future growth is dependent on the demand for maritime environmental protection equipment and systems and a supportive legal and regulatory framework;
- the decrease in the price spread between high-sulfur fuel and low-sulfur fuel and/or the introduction of alternative fuels may affect market demand for our ship exhaust gas cleaning systems;
- our business may be adversely affected if any of the current favorable regulatory policies for the maritime environmental protection equipment and system industry adversely change or discontinue;
- our historical growth rate may not be indicative of our future performance;
- the maritime environmental protection equipment and system industry is highly fragmented and competitive, and we cannot guarantee success in competing within the industries;
- we may not be able to adapt to rapidly changing technologies in a timely manner, or at all;
- the concentration in the sales of our marine exhaust gas cleaning systems and to a limited number of customers may affect our revenue and profitability;
- fluctuations in exchange rates could have a material adverse effect on our business, prospects, results of operations, and financial condition;
- our equipment and systems might not meet customers' expectations and could potentially contain defects;
- our business prospect hinges on our ability to successfully introduce and market new equipment and systems and execute our planned business initiatives. However, this endeavor may expose us to new and increased challenges and risks; and
- we may encounter cost increases or disruptions in the supply of raw materials or product components used in our equipment and systems.

See "Risk Factors" for further details.

SUMMARY

CONTROLLING SHAREHOLDERS

Our Controlling Shareholders (namely our Co-Founders, Mr. Zhou Yang, Mr. Zhao Mingzhu and Mr. Chen Zhiyuan, and ContiOcean Development) will be interested in an aggregate of 71.25% of the issued share capital of our Company immediately after the completion of the Global Offering (without taking into account any exercise of the share options granted under the Pre-IPO Share Option Scheme). As of the Latest Practicable Date, ContiOcean Development is a platform for employee shareholding and is regarded as one of our Controlling Shareholders for the purpose of the Listing Rules, given that its general partner is ContiOcean Industrial, a company owned as to 37.50% by Mr. Zhou Yang, 31.25% by Mr. Zhao Mingzhu, and 31.25% by Mr. Chen Zhiyuan.

Immediately following completion of the Global Offering (without taking into account any exercise of the share options granted under the Pre-IPO Share Option Scheme), our Company expects that 25.00% of its total issued share capital will be held by the public for the purpose of Rule 8.08(1) of the Listing Rules, which is approximately HK\$358.0 million of the market capitalization of our Company calculated based on the Offer Price of HK\$35.8, being the mid-point of the indicative Offer Price range stated in this prospectus.

In accordance with the PRC Company Law, the shares issued prior to any public offering of shares by a company cannot be transferred within one year from the date on which such publicly offered shares are listed and traded on the relevant stock exchange. As such, the Shares issued by our Company prior to the issue of H Shares pursuant to the Global Offering (including the Shares held by our Controlling Shareholders) will be subject to such statutory restriction on transfer within a period of one year from the Listing Date. Also, as our Non-H Shares are quoted on NEEQ, our Shareholders are subject to the transfer restrictions in the Business Rules of the NEEQ System (for Trial Implementation) (《全國中小企業股份轉讓系統業務規則(試行)》), meaning the shares directly or indirectly held by the controlling shareholders and the actual controllers of our Company quoted on the NEEQ prior to such quote on the NEEQ shall be released from transfer restrictions equally in three batches on each of the quoting date on the NEEQ, the first anniversary and the second anniversary after such quoting date on the NEEQ. In addition, each of our Controlling Shareholders will, prior to the Listing, provide a non-disposal undertaking pursuant to Rule 10.07 of the Listing Rules and the Hong Kong Underwriting Agreement. See “History, Development, and Corporate Structure — Share transfer restrictions and lock-up undertakings by our shareholders” and “Underwriting” sections of this prospectus for details. In accordance with the PRC Company Law, our Directors, Supervisors and members of the senior management (as defined under the Articles of Association) of our Company shall declare their shareholdings in our Company and any changes in their shareholdings. Shares transferred by such Directors, Supervisors and members of the senior management each year during their term of office determined at the time of assuming office shall not exceed 25% of their total respective shareholdings in our Company. The Shares that the aforementioned persons held in our Company cannot be transferred within one year from the date on which the Shares are listed, nor within half a year after they leave their positions in our Company.

SUMMARY

SUMMARY KEY FINANCIAL INFORMATION

This summary historical financial information set forth below have been derived from, and should be read in conjunction with, our consolidated audited financial statements and reviewed condensed consolidated financial statements, including the accompanying notes, set forth in the Accountants' Report set out in Appendix I to this prospectus, as well as the information set forth in "Financial Information" of this prospectus. Our financial information was prepared in accordance with IFRSs.

Consolidated statements of profit or loss

The following table sets forth our consolidated statement of profit or loss for the periods indicated:

	<u>For the year ended December 31,</u>			<u>For the six months</u> <u>ended June 30,</u>	
	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2023</u>	<u>2024</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
				<i>(Unaudited)</i>	
Revenue	140,521	267,233	510,255	219,556	336,466
Cost of sales	<u>(93,012)</u>	<u>(167,151)</u>	<u>(268,518)</u>	<u>(118,378)</u>	<u>(193,684)</u>
Gross profit	47,509	100,082	241,737	101,178	142,782
Other income	2,233	702	3,612	1,279	2,631
Other gains and losses	4,033	(5,219)	(6,576)	(7,527)	5,345
Distribution and selling expenses	(13,152)	(16,188)	(27,744)	(12,163)	(20,550)
Administrative expenses	(18,277)	(24,907)	(47,336)	(17,306)	(23,495)
Research and development expenses	(6,526)	(9,793)	(18,929)	(5,566)	(10,148)
Share of results of associates	—	(897)	(1,722)	(767)	—
Impairment losses under ECL model, net of reversal	(924)	(709)	(1,700)	(521)	(304)
Finance costs	<u>(132)</u>	<u>(176)</u>	<u>(558)</u>	<u>(119)</u>	<u>(443)</u>
Profit before tax	14,764	42,895	140,784	58,488	95,818
Income tax expense	<u>(1,995)</u>	<u>(6,118)</u>	<u>(20,250)</u>	<u>(8,760)</u>	<u>(13,736)</u>
Profit for the year/period	<u>12,769</u>	<u>36,777</u>	<u>120,534</u>	<u>49,728</u>	<u>82,082</u>

SUMMARY

Our revenue was RMB140.5 million, RMB267.2 million and RMB510.3 million, respectively, for the years ended December 31, 2021, 2022 and 2023, and RMB219.6 million and RMB336.5 million for the six months ended June 30, 2023 and 2024, respectively. The increases in our revenue during the Track Record Period were mainly attributable to the increased demand for our maritime environmental protection equipment and systems and maritime services driven by the evolving global and national requirements and initiatives since 2020, including the regulation introduced by the IMO to limit the fuel oil used by ships with a maximum sulfur content of 0.5% from the beginning of 2020, and the revised GHG emission reduction strategy aiming for net-zero emissions by around 2050 agreed by IMO member states. Additionally, the recent focus on improving ship crews' onboard living conditions and the surge in container shipping freight rates resulted in increased demand for our maritime services.

See “Financial Information — Description of major components in our consolidated statements of profit or loss” for further details.

Summary of consolidated statements of financial position

The following table sets forth selected information from our consolidated statements of financial position as of the dates indicated:

	<u>As of December 31,</u>			<u>As of</u>
	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>June 30,</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>2024</i>
				<i>RMB'000</i>
Total current assets	292,747	311,098	451,798	343,090
Total non-current assets	<u>65,658</u>	<u>65,618</u>	<u>70,702</u>	<u>67,633</u>
Total assets	<u><u>358,405</u></u>	<u><u>376,716</u></u>	<u><u>522,500</u></u>	<u><u>410,723</u></u>
Total current liabilities	243,258	240,191	266,216	155,387
Total non-current liabilities	<u>1,547</u>	<u>622</u>	<u>1,493</u>	<u>15,927</u>
Total liabilities	<u><u>244,805</u></u>	<u><u>240,813</u></u>	<u><u>267,709</u></u>	<u><u>171,314</u></u>
Net current assets	49,489	70,907	185,582	187,703
Net assets	<u><u>113,600</u></u>	<u><u>135,903</u></u>	<u><u>254,791</u></u>	<u><u>239,409</u></u>
Share capital/paid-in capital	20,000	20,000	30,000	30,000
Reserves	<u>92,019</u>	<u>114,122</u>	<u>222,129</u>	<u>207,405</u>
Equity attributable to owners of the Company	112,019	134,122	252,129	237,405
Non-controlling interests	<u>1,581</u>	<u>1,781</u>	<u>2,662</u>	<u>2,004</u>
TOTAL EQUITY	<u><u>113,600</u></u>	<u><u>135,903</u></u>	<u><u>254,791</u></u>	<u><u>239,409</u></u>

SUMMARY

Our net current assets maintained relatively stable and amounted to RMB185.6 million and RMB187.7 million, respectively, as of December 31, 2023 and June 30, 2024.

Our net current assets increased from RMB70.9 million as of December 31, 2022 to RMB185.6 million as of December 31, 2023, primarily due to an increase in cash and cash equivalents from RMB66.7 million as of December 31, 2022 to RMB177.4 million as of December 31, 2023, mainly attributable to the profit for the year in 2023.

Our net current assets increased from RMB49.5 million as of December 31, 2021 to RMB70.9 million as of December 31, 2022, primarily due to an increase in inventories from RMB32.3 million as of December 31, 2021 to RMB87.3 million as of December 31, 2022, mainly because (i) we accelerated our production progress towards the end of 2022 to meet the tight delivery schedules of multiple orders for our marine exhaust gas cleaning systems and (ii) we procured certain raw materials, such as stainless-steel plates and stainless-steel pipes, before the end of 2022, partially offset by a decrease in cash and cash equivalents from RMB100.1 million as of December 31, 2021 to RMB66.7 million as of December 31, 2022, mainly attributable to (i) dividends paid and (ii) the net cash outflow on acquisition of subsidiaries under common control.

Summary of consolidated cash flow statements

The following table sets forth selected cash flow data from our consolidated cash flow statements for the periods indicated:

	<u>For the year ended December 31,</u>			<u>For the six months ended June 30,</u>	
	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2023</u>	<u>2024</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
				<i>(Unaudited)</i>	
Net cash (used in) from operating activities	(46,765)	(10,385)	151,107	62,890	(14,908)
Net cash from (used in) investing activities	32,520	(7,240)	(58,721)	(21,764)	36,469
Net cash (used in) from financing activities	(11,942)	(22,715)	16,932	34,340	(43,951)
Net (decrease) increase in cash and cash equivalents	(26,187)	(40,340)	109,318	75,466	(22,390)
Cash and cash equivalents at beginning of the year/period	128,688	100,082	66,723	66,723	177,414
Effects of exchange rate changes	(2,419)	6,981	1,373	403	610
Total cash and cash equivalents at end of year/period	<u>100,082</u>	<u>66,723</u>	<u>177,414</u>	<u>142,592</u>	<u>155,634</u>

SUMMARY

We recorded net operating cash outflows in 2021, 2022, and for the six months ended June 30, 2024.

For the six months ended June 30, 2024, we had net cash used in operating activities of RMB14.9 million, mainly due to the decrease in contract liabilities of RMB153.1 million, reflecting customer installment payments we had previously received before revenue recognition. The decrease was mainly because we completed a significant amount of orders and concurrently recognized the customer installment payments we had previously received for the same orders as revenue. Nonetheless, the said revenue recognition did not generate any cash inflow for us.

In 2022, we had net cash used in operating activities of RMB10.4 million, primarily because we procured more raw materials in advance before the end of 2022 considering an early Spring Festival holiday in January 2023 and to accelerate our production progress towards the end of 2022 to meet the tight completion schedules of multiple orders, and as a result of our business expansion.

In 2021, we had net cash used in operating activities of RMB46.8 million, mainly due to the additional security deposits we made, settlement of trade and other receivables and procurement of inventories as a result of our increased number of orders and business expansion.

In view of the aforesaid net operating cash outflows situation, we plan to improve our operating cash outflows through (i) negotiation with suppliers to waive their prepayment requirement and strengthening cooperation with banks to lower their requirement of security deposits, (ii) extending the credit period with suppliers by establishing long-term cooperation relationships with them, implementing periodic payments, and utilizing financing tools for settlement such as bank acceptance bills and letters of credit, (iii) strengthening inventory management by optimizing the procurement, production, and delivery arrangements to accelerate inventory turnover, and (iv) accelerating the collection of receivables.

Key Financial Ratios

The following table sets forth our key financial ratios as of the date or for the period indicated:

	<u>As of/For the year ended December 31,</u>			<u>As of/ For the six months ended June 30,</u>
	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>
Net profit margin ⁽¹⁾ (%)	9.1	13.8	23.6	24.4
Current ratio ⁽²⁾ (Times)	1.2	1.3	1.7	2.2
Quick ratio ⁽³⁾ (Times)	1.1	0.9	1.4	2.0
Gearing ratio ⁽⁴⁾ (%)	2.3	4.1	8.9	12.2

SUMMARY

Notes:

- (1) Net profit margin equals to net profit for the year/period divided by revenue for the year/period and multiplied by 100%.
- (2) Current ratio is calculated based on total current assets divided by total current liabilities.
- (3) Quick ratio is calculated based on total current assets less inventories divided by total current liabilities.
- (4) Gearing ratio is calculated based on total indebtedness (including bank borrowings and lease liabilities) divided by total equity and multiplied by 100%.

GLOBAL OFFERING STATISTICS

The statistics in the following table are based on the assumptions that: (i) the Global Offering is completed and 10,000,000 Shares are issued and sold in the Global Offering; (ii) the share options granted under the Pre-IPO Share Option Scheme are not exercised; and (iii) 40,000,000 Shares in issue upon completion of the Global Offering.

	Based on the Offer Price of HK\$31.8 per Share	Based on the Offer Price of HK\$39.8 per Share
Market capitalization of our Shares (approximately) ⁽¹⁾	HK\$1,272.0 million	HK\$1,592.0 million
Unaudited pro forma adjusted consolidated net tangible asset of our Group attributable to owners of our		
Company per Share as of June 30, 2024 ⁽²⁾	HK\$13.01	HK\$14.94

Notes:

- (1) The calculation is based on the assumption that 40,000,000 Shares is expected to be in issue immediately following the completion of the Global Offering without taking into account any exercise of the share options granted under the Pre-IPO Share Option Scheme.
- (2) The unaudited pro forma adjusted consolidated net tangible asset value per Share is calculated after the adjustment referred to in “Unaudited Pro Forma Financial Information” in Appendix II to this prospectus and on the basis of 40,000,000 Shares in issue immediately following the completion of the Global Offering, without taking into account any exercise of the share options granted under the Pre-IPO Share Option Scheme.
- (3) No adjustment has been made to the unaudited pro forma adjusted consolidated net tangible assets attributable to our equity shareholders to reflect our any trading result or other transactions entered into subsequent to June 30, 2024.

SUMMARY

FUTURE PLANS AND USE OF PROCEEDS

See “Business — Our strategies” for a detailed description of our future plans and strategies.

We estimate that we will receive net proceeds from the Global Offering of approximately HK\$312.0 million, after deducting underwriting commissions, fees and estimated expenses payable by us in connection with the Global Offering, and assuming an Offer Price of HK\$35.8 per Share, being the mid-point of the indicative Offer Price range stated in this prospectus.

We intend to use the net proceeds we will receive from the Global Offering for the following purposes and in the amounts set out below, subject to changes in light of our evolving business needs and changing market condition:

- Approximately 50.0%, or HK\$156.0 million, will be used in connection with our R&D.
- Approximately 15.0%, or HK\$46.8 million, will be used for potential mergers and acquisitions.
- Approximately 15.0%, or HK\$46.8 million, will be used for leasing a production facility in Mainland China or Southeast Asia. In addition, we will also purchase or lease manufacturing and warehousing logistics equipment, and acquire information technology software and hardware for the production facility.
- Approximately 10.0%, or HK\$31.2 million, will be used for establishing four service centers internationally, including Asia, Europe and the Middle East. We will also upgrade our service centers.
- Approximately 10.0%, or HK\$31.2 million, will be used for working capital and other general corporate purposes.

For further details, see “Future Plans and Use of Proceeds”.

SUMMARY

DIVIDENDS AND DIVIDEND POLICY

We may distribute dividends by way of cash or by other means that we consider appropriate. For the years ended December 31, 2021, 2022 and 2023 and six months ended June 30, 2024, our Company declared cash dividends of RMB11.0 million, RMB20.0 million, RMB5.0 million and RMB96.0 million, respectively, and paid cash dividends of RMB11.0 million, RMB20.0 million, RMB5.0 million and RMB48.0 million, respectively, to our Shareholders. On July 23, 2024, we paid the remaining cash dividends of RMB48.0 million and fully settled all the dividends we declared to distribute in the past. Subject to our articles of association and the PRC Company Law, we have adopted a general annual dividend policy, according to which (i) we should place importance on providing reasonable investment returns to our investors by adopting a profit distribution policy with continuity and stability; (ii) when distributing dividends, we comply with relevant laws, regulations, and our constitutional documents, balance our long-term development plan while providing reasonable returns to shareholders, and ensure that shareholders with the same type of shares receive the same benefits; and (iii) we may declare dividend by way of cash dividends, stock dividends, or a combination of cash and stock dividends. The general annual dividend policy does not provide for a fixed dividend payout ratio, and any final dividends for a financial year will be subject to our Shareholders' approval. Any future determination to declare and pay any dividends will be at the discretion of our Board and will depend on, among other things, our earnings, financial condition, capital requirements, level of indebtedness, statutory and contractual restrictions applying to the payment of dividends and other considerations that our Board deems relevant.

Dividends may be paid only out of our distributable profits as permitted under the relevant laws. There can be no assurance that we will be able to declare or distribute any dividend in the amount set forth in any plan to our Board or at all. Furthermore, if we or any of our subsidiaries incur debt on our or its own behalf in the future, the instruments governing the debt may restrict our ability to pay dividends. The past dividend distribution record may not be used as a reference or basis in determining the level of dividends that may be declared or paid by us in the future.

LISTING EXPENSES

Listing expenses represent professional fees, underwriting commissions and other fees incurred in connection with the Global Offering. For the years ended December 31, 2021, 2022 and 2023, and six months ended June 30, 2024, the listing expenses incurred amounted to nil, nil, nil, and RMB6.8 million, respectively. We expect to incur total listing expenses of approximately RMB42.6 million (based on the Offer Price of HK\$35.8 per Offer Share, being the mid-point of the Offer Price range), of which nil was charged to profit or loss for the Track Record Period. The total listing expenses consist of approximately RMB11.6 million underwriting related fees (including SFC transaction levy, Stock Exchange trading fee and AFRC transaction levy) and approximately RMB31.0 million non-underwriting fees mainly including (i) fees of Joint Sponsors, legal adviser(s) and reporting accountant of approximately RMB23.6 million; and (ii) other fees and expenses of approximately RMB7.4 million. Among the total listing expenses, approximately RMB0.4 million is expected to be charged to profit or loss for the year ending December 31, 2024, and approximately RMB42.2 million directly attributable to the issue of the H Shares is expected to be deducted from equity upon the completion of the Global Offering. Our total listing expenses are estimated to account for 8.9% of the gross proceeds of the Global Offering. The listing expenses above are the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

SUMMARY

IMPACT OF COVID-19 PANDEMIC

During the Track Record Period, COVID-19 pandemic had an impact on us and the entire industry. Factors such as workforce reductions, container shortages, supply chain disruptions, and increased demand for goods caused by COVID-19 significantly increased ocean freight prices between 2021 and 2022. On the one hand, shipping companies benefited from a sharp increase in freight rates and achieved record-high performance, and they in turn expanded their capital expenditures, including those on procurement of newbuilding and our equipment and systems relating to newbuilding orders. On the other hand, many shipowners postponed the installation of equipment and systems of their ships in operation so as not to interrupt their shipping business' operations to benefit from the high ocean freight rates. As a result, the market size of the marine exhaust gas cleaning system industry decreased to US\$1,137.8 million in 2022, leading to a decline in the overall global maritime environmental protection equipment and system market. See "Industry Overview" for further details.

In addition, our business operations faced certain challenges due to the COVID-19 pandemic. Due to various quarantine measures in the Mainland China, our production, delivery of equipment and systems, installation and commissioning, and other daily operations were temporarily affected. In addition, various quarantine measures adopted by different jurisdictions hampered our communication with our customers. However, these short-term disruptions were mitigated by our efforts to ensure the timely delivery of orders while complying with the local government's pandemic prevention policies. We also took various measures to safeguard the health and safety of our employees, including temporarily closing our offices, facilitating remote work arrangements for research and development activities as well as supporting work, and suspending certain on-site projects when required.

Our Directors confirmed that the COVID-19 pandemic did not have any material adverse impact on our business operations or financial performance during the Track Record Period and up to the Latest Practicable Date, primarily because: (i) there had been no material disruption of our operations; (ii) there had been no material disruption of our sales and marketing activities; and (iii) we had not encountered any material supply chain disruption.

RECENT DEVELOPMENTS

Subsequent to the Track Record Period, we continue to focus on developing and promoting our maritime environmental protection equipment and systems including identifying business opportunities with shipowners and ship builders.

SUMMARY

As of the Latest Practicable Date, some of our pipeline products had made further progress, including:

Pipeline products	Stage of development	Benefits to our business
Waste heat recovery system	It was undergoing system design in the project implementation phase.	Once developed, we are able to provide one more choice for energy saving needs of customers, through recovery and reuse of waste heat from ships. In addition, the waste heat recovery system can be installed with other systems and equipment provided by us. It will effectively reduce operating costs.
PCTC thermal run-away detector system	It was in the project implementation phase and had finished the system design.	Safety during transportation of new energy vehicles is crucial, as a fire can cause catastrophic damage to a ship. Therefore, shipping companies are highly concerned about PCTC vehicle fire monitoring. The successful development of this project will address market pain points and has market potential.

For further details, see “Business — Pipeline products”.

In addition, we also achieved positive results in our operations subsequent to the Track Record Period. For the four months ended October 31, 2024, we received new orders with a contract value of approximately RMB199.3 million, including a contract value of approximately RMB33.9 million for marine exhaust gas cleaning systems, a contract value of approximately RMB7.3 million for marine energy-saving devices, a contract value of approximately RMB36.4 million for marine clean-energy supply systems and a contract value of RMB121.7 million for maritime services.

The number of orders we completed for the four months ended October 31, 2024 for the ship exhaust gas cleaning systems and spare parts of marine exhaust gas cleaning systems was four and 239, respectively. The number of orders we completed for the same period for marine energy-saving devices, marine clean-energy supply systems, and maritime services was 19, 14 and 725, respectively.

The contracts entered into and orders completed for the four months ended October 31, 2024 were at arm’s length terms and the profit margin were comparable to those entered during the Track Record Period.

The average selling price of our ship exhaust gas cleaning systems, marine energy-saving devices and marine clean-energy supply systems for the four months ended October 31, 2024 was RMB7.8 million, RMB1.2 million and RMB2.0 million, respectively, compared to RMB8.3 million, RMB2.0 million and RMB1.0 million, respectively, for the same period in 2023. The average selling price of ship accommodation interior design, container ship and PCTC lashing gears and other maritime services of our maritime services for the four months ended October 31, 2024 was RMB109.6 thousand, RMB305.5 thousand and RMB21.2 thousand, respectively, compared to RMB67.0 thousand, RMB259.0 thousand and RMB110.0 thousand, respectively, for the same period in 2023. The average selling prices of our products for the four months ended October 31, 2024 were not materially different from those for the same period in 2023 while the aforesaid fluctuation in the average selling prices of each business segment was principally due to the different combination of various products within corresponding segments.

SUMMARY

For the ten months ended October 31, 2024, based on our unaudited management accounts, we experienced an increase in revenue as compared to the same period in the previous year.

After due and careful consideration, our Directors confirm that, up to the date of this prospectus, there has been no material adverse change in our financial and trading position or prospects since June 30, 2024, and there is no event since June 30, 2024 which would materially affect the information shown in the Accountants' Report, the text of which is set out in Appendix I to this prospectus.

DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in “Glossary of Technical Terms” in this prospectus.

“Accountants’ Report”	the accountants’ report of our Company for the periods comprising the three financial years ended December 31, 2021, 2022, and 2023 and six months ended June 30, 2024, the text of which is set out in Appendix I in this prospectus
“AFRC”	the Accounting and Financial Reporting Council
“Alfaback Automation”	Alfaback Automation Co., Ltd. (安佰科(南通)電氣設備有限公司), a company incorporated in the PRC on September 30, 2019 and a wholly-owned subsidiary of our Company
“Articles of Association” or “Articles”	the articles of association of our Company adopted on July 27, 2024 which shall become effective as of the date on which the H Shares are listed on the Hong Kong Stock Exchange, as amended from time to time, a summary of which is set out in “Summary of the Articles of Association” in Appendix V in this prospectus
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of directors of our Company
“business day”	a day on which banks in Hong Kong are generally open for normal banking business to the public for normal banking business and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	British Virgin Islands
“CAGR”	compound annual growth rate
“Capital Market Intermediaries”	the capital market intermediaries participating in the Global Offering and has the meaning ascribed thereto under the Listing Rules
“CCASS”	the Central Clearing and Settlement System operated by HKSCC
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual, joint individuals or a corporation
“Chairman”	the chairman of our Board

DEFINITIONS

“China”, “Mainland China”, or “PRC”	the People’s Republic of China, but for the purpose of this prospectus and for geographical reference only and except where the context requires otherwise, references in this prospectus to “China” and “the PRC” do not apply to Hong Kong, the Macau Special Administrative Region of the People’s Republic of China, and Taiwan
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“CMS”	Conti Marine Services Pte. Ltd, a company incorporated in the Republic of Singapore with limited liability on August 1, 2019 and wholly-owned by one of our Co-founders, Mr. Zhao Mingzhu
“Co-founders”	Mr. Zhou Yang, Mr. Zhao Mingzhu, and Mr. Chen Zhiyuan
“COGES”	ContiOcean Global Energy Solution Pte. Ltd., a company incorporated in the Republic of Singapore with limited liability on January 3, 2019 and a subsidiary of our Company indirectly owned as to 70%
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented, or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented, or otherwise modified from time to time
“Company” or “our Company” or “the Company”	ContiOcean Environment Tech Group Co., Ltd. (上海匯舸環保科技集團股份有限公司), formerly known as ContiOcean Environment Tech Co., Ltd. (上海匯舸環保科技集團股份有限公司), a limited liability company established in the PRC on May 31, 2017 and converted into a joint stock company with limited liability on December 28, 2022
“Concert Party Agreement”	the concert party agreement (一致行動人協議書) dated October 13, 2022 entered into among Mr. Zhou Yang, Mr. Zhao Mingzhu, and Mr. Chen Zhiyuan
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules

DEFINITIONS

“ContiOcean Development”	ContiOcean Corporate Development LLP (上海匯舸企業發展合夥企業(有限合夥)), formerly known as Huzhou ContiOcean Equity Investment Partnership (LP) (湖州匯舸股權投資合夥企業(有限合夥)) and ContiOcean (Huzhou) Corporate Management Partnership (LP) (匯舸(湖州)企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on May 21, 2021 and our employee shareholding platform, with its general partner being ContiOcean Industrial
“ContiOcean Hong Kong”	ContiOcean Environment Tech Co., Limited, a company incorporated in Hong Kong with limited liability on December 28, 2017 and a wholly-owned subsidiary of our Company
“ContiOcean Industrial”	ContiOcean (Nantong) Environment Industrial Holdings Co., Ltd. (匯舸(南通)環保產業控股有限公司), a limited liability company established in the PRC on May 14, 2021 and controlled by our Co-Founders
“ContiOcean International”	ContiOcean International Development Co., Ltd. (上海匯舸國際貿易發展有限公司), a limited liability company established in the PRC on March 15, 2023 and a wholly-owned subsidiary of our Company
“ContiOcean Nantong”	ContiOcean (Nantong) E.P. Equipment Co., Ltd. (匯舸(南通)環保設備有限公司), formerly known as ContiOcean (Nantong) Environmental Technology Co., Ltd. (匯舸(南通)環保科技有限公司), a limited liability company established in the PRC on January 28, 2019 and a wholly-owned subsidiary of our Company
“ContiOcean Singapore”	ContiOcean Pte. Ltd., a company incorporated in the Republic of Singapore with limited liability on July 20, 2018 and a wholly-owned subsidiary of our Company
“Contipilot”	Contipilot Limited, a company incorporated in the BVI with limited liability on May 21, 2019 and controlled by our Co-Founders
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules, and unless the context otherwise requires, refers to Mr. Zhou Yang, Mr. Zhao Mingzhu, Mr. Chen Zhiyuan, and ContiOcean Development for the purpose of the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)

DEFINITIONS

“CTL”	ContiLashing Pte. Ltd., a company incorporated in the Republic of Singapore with limited liability on August 1, 2019 and a wholly-owned subsidiary of our Company
“Designated Bank”	HKSCC Participant’s EIPO Designated Bank
“Director(s)”	the directors of our Company, including all executive, non-executive, and independent non-executive Directors
“EIT Law”	the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法), as enacted by the NPC on March 16, 2007 and effective on January 1, 2008, as amended, supplemented, or otherwise modified from time to time
“ESG Committee”	the environmental, social and governance committee of our Board
“EUR” or “Euro”	the lawful currency of the European Union
“Exchange Participant(s)”	a person (a) who, in accordance with the Rules of the Hong Kong Stock Exchange, may trade on or through the Hong Kong Stock Exchange; and (b) whose name is entered in a list, register or roll kept by the Hong Kong Stock Exchange as a person who may trade on or through the Hong Kong Stock Exchange
“Extreme Conditions”	the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below
“FINI”	Fast Interface for New Issuance, an online platform operated by HKSCC that is mandatory for admission to trading and, where applicable, the collection and processing of specified information on subscription in and settlement for all new issues
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., our independent industry consultant
“Frost & Sullivan Report”	an industry report prepared by Frost & Sullivan which was commissioned by our Company, the content of which is quoted in this prospectus
“Global Offering”	the Hong Kong Public Offering and the International Offering

DEFINITIONS

“Group”, “our Group”, “our”, “we” or “us”	our Company and all of our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the businesses operated by such subsidiaries or their predecessors (as the case may be)
“Guide”	Guide for New Listing Applicants issued by the Hong Kong Stock Exchange on November 29, 2023 and became effective on January 1, 2024, as amended or supplemented from time to time
“H Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which is/are to be listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Share Registrar”	Tricor Investor Services Limited
“ HK eIPO White Form ”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name, submitted online through the designated website at www.hkeipo.hk
“ HK eIPO White Form Service Provider”	the HK eIPO White Form service provider designated by our Company as specified on the designated website at www.hkeipo.hk
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“HKSCC Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“HKSCC EIPO”	the application for the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your designated HKSCC Participant’s stock account through causing HKSCC Nominees to apply on your behalf, including by instructing your broker or custodian who is a HKSCC Participant to give electronic application instructions via HKSCC’s FINI system to apply for the Hong Kong Offer Shares on your behalf
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC

DEFINITIONS

“HKSCC Operational Procedures”	the operational procedures of HKSCC, containing the practices, procedures and administrative or other requirements relating to HKSCC’s services and the operations and functions of CCASS, FINI or any other platform, facility or system established, operated and/or otherwise provided by or through HKSCC, as from time to time in force
“HKSCC Participant”	a participant admitted to participate in CCASS as a direct clearing participant, a general clearing participant or a custodian participant
“HKSCC Rules”	the General Rules of HKSCC as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“HKSCC Systems”	CCASS, FINI or any other platform, facility or system established, operated and/or otherwise provided by or through HKSCC
“HK\$”, “Hong Kong Dollars”, or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 1,000,000 H Shares being initially offered by our Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering (subject to reallocation as described in the section headed “Structure of the Global Offering” in this prospectus)
“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong (subject to reallocation as described in “Structure of the Global Offering” in this prospectus) at the Offer Price (plus brokerage, SFC transaction levies, AFRC transaction levy and Hong Kong Stock Exchange trading fees), on and subject to the terms and conditions as further described in “Structure of the Global Offering — The Hong Kong Public Offering” in this prospectus
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchange and Clearing Limited
“Hong Kong Takeovers Code” or “Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented, or otherwise modified from time to time
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering whose names are set out in the section headed “Underwriting — Hong Kong Underwriters” in this prospectus

DEFINITIONS

“Hong Kong Underwriting Agreement”	the underwriting agreement dated December 30, 2024 relating to the Hong Kong Public Offering entered into by our Company, our Controlling Shareholders, the Joint Sponsors, the Joint Representatives and the Hong Kong Underwriters
“IFRSs”	International Financial Reporting Standards as issued by the International Accounting Standards Board
“Independent Third Party(ies)”	party or parties that, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is or are not a connected person or connected persons of our Company within the meaning of the Listing Rules
“International Offer Shares”	the 9,000,000 H Shares initially offered by our Company for subscription pursuant to the International Offering (subject to reallocation as described in “Structure of the Global Offering” in this prospectus)
“International Offering”	the offer of the International Offer Shares at the Offer Price, outside the United States in accordance with Regulation S, as further described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the group of international underwriters expected to enter into the International Underwriting Agreement relating to the International Offering
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering to be entered into by, among other parties, our Company, our Controlling Shareholders, the Joint Sponsors, the Joint Representatives and the International Underwriters on or around the Price Determination Date, as further described in the section headed “Underwriting” in this prospectus
“Investor Share”	the number of H Shares to be subscribed for by Harvest International Premium Value (Secondary Market) Fund SPC on behalf of Harvest Oriental SP in the International Offering in accordance with the terms and conditions set out in its cornerstone investment agreement with, among others, the Company
“Jiangsu ContiOcean”	Jiangsu ContiOcean Electronic Ltd. (江蘇匯舸電力有限公司), a limited liability company established in the PRC on July 4, 2022

DEFINITIONS

“Joint Bookrunners”	the joint bookrunners as named in “Directors, Supervisors, and Parties Involved in the Global Offering” in this prospectus
“Joint Global Coordinators”	the joint global coordinators as named in “Directors, Supervisors, and Parties Involved in the Global Offering” in this prospectus
“Joint Lead Managers”	the joint lead managers as named in “Directors, Supervisors, and Parties Involved in the Global Offering” in this prospectus
“Joint Representatives”	the joint representatives as named in “Directors, Supervisors, and Parties Involved in the Global Offering” in this prospectus
“Joint Sponsors”	CITIC Securities (Hong Kong) Limited and China Galaxy International Securities (Hong Kong) Co., Limited
“Latest Practicable Date”	December 21, 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication
“Listing”	the listing of our H Shares on the Main Board of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be on or around Thursday, January 9, 2025, on which our H Shares are listed and on which dealings of our H Shares first commences dealings therein are permitted to take place on the Hong Kong Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented, or otherwise modified from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the GEM of the Hong Kong Stock Exchange
“MOFCOM” or “Ministry of Commerce”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“NEEQ”	National Equities Exchange and Quotations (全國中小企業股份轉讓系統)
“NEEQ Quoting”	the quoting of our Non-H Shares on the NEEQ
“NPC”	the National People’s Congress (全國人民代表大會)

DEFINITIONS

“Nomination Committee”	the nomination committee of the Board
“Non-H Share(s)”	ordinary Share(s) with a nominal value of RMB1.00 each, other than our H Shares (namely, the Share(s) currently quoted on NEEQ)
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage fee of 1.0%, SFC transaction levy of 0.0027%, Hong Kong Stock Exchange trading fee of 0.00565%, and AFRC transaction levy of 0.00015%) of not more than HK\$39.8 and expected to be not less than HK\$31.8, at which Offer Shares are to be subscribed, to be determined in the manner further described in “Structure of the Global Offering — Pricing and Allocation” in this prospectus
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares
“Overall Coordinators”	the overall coordinators as named in “Directors, Supervisors, and Parties Involved in the Global Offering” in this prospectus
“PBOC”	the People’s Bank of China (中國人民銀行)
“PRC Company Law”	the Company Law of the People’s Republic of China (中華人民共和國公司法), as amended, supplemented, or otherwise modified from time to time
“PRC Legal Adviser”	Jingtian & Gongcheng, our legal adviser as to PRC laws
“PRC Securities Law”	the Securities Law of the PRC (中華人民共和國證券法), as amended, supplemented, or otherwise modified from time to time
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme which came into effect on July 27, 2024, the principal terms of which are summarized in “Statutory and General Information — C. Further information about Directors, Supervisors and Substantial Shareholders — 4. Pre-IPO Share Option Scheme” in Appendix VI in this prospectus
“Price Determination Agreement”	the agreement to be entered into between our Company and the Joint Representatives (for themselves and on behalf of the Underwriters) on the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or around Tuesday, January 7, 2025 (Hong Kong time) on which the Offer Price is determined, or such later time as the Joint Representatives (for itself and on behalf of the Underwriters) and our Company may agree
“R&D”	research and development

DEFINITIONS

“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented, or otherwise modified from time to time
“SGD” or “SG\$”	Singapore dollars, the lawful currency of the Republic of Singapore
“Share(s)”	ordinary shares in the share capital of our Company with a nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of our Share(s)
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“subsidiary(ies)”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Supervisors”	the supervisors of our Company
“Track Record Period”	the period comprising the three financial years ended December 31, 2021, 2022, and 2023 and the six months ended June 30, 2024
“U.S.” or “United States”	the United States of America, its territories, its possessions, and all areas subject to its jurisdiction
“U.S. persons”	U.S. persons as defined in Regulation S
“U.S. Securities Act”	United States Securities Act of 1933, as amended
“Underwriters”	the Hong Kong Underwriters and the International Underwriters

DEFINITIONS

“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“US\$” or “USD”	United States dollars, the lawful currency of the United States
“Wavelength Technology Center AS”	Wavelength Technology Center AS, a company incorporated in Norway on June 29, 2022, a subsidiary of our Company indirectly owned as to 51%
“WTC”	Wavelength Technology Center, LDA, a company with limited liability incorporated in Madeira on April 21, 2022 and a subsidiary of our Company indirectly owned as to 51%
“%”	per cent

In this prospectus, unless expressly stated or the context requires otherwise:

- *all information and data is as of the Latest Practicable Date;*
- *certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them;*
- *all references to any shareholdings in our Company assume no exercise of the share options granted under the Pre-IPO Share Option Scheme unless otherwise specified;*
- *for ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons, or other entities (including certain of our subsidiaries) have been included in the prospectus in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail. English translations of company names and other terms from the Chinese language are provided for identification purposes only; and*
- *references to “provinces” of China include provinces, municipalities under direct administration of the central government, and provincial-level autonomous regions.*

GLOSSARY OF TECHNICAL TERMS

Unless the context otherwise requires, explanations and definitions of certain terms used in this prospectus in connection with our Group and our business shall have the meanings set out below. The terms and their meanings may not correspond to standard industry meaning or usage of these terms.

“American Bureau of Shipping”	American Bureau of Shipping (ABS), one of the major maritime classification societies
“ammonia”	a colorless gas with a pungent smell, made by the direct synthesis of nitrogen and hydrogen, and widely used in electronics, food, chemical industry, scientific research industry and other fields
“Bureau Veritas”	Bureau Veritas Marine & Offshore (BV), one of the major maritime classification societies
“Carbon Intensity Indicator” or “CII”	it is a measure of the carbon emission intensity in the process of shipping. It calculates a ship’s carbon intensity by collecting data on its fuel consumption and distance travelled
“China Classification Society”	China Classification Society (CCS), one of the major maritime classification societies
“classification society”	an organization that establishes and maintains technical standards for the construction and operation of ships and offshore structures, ensuring their safety and environmental compliance
“Det Norske Veritas”	Det Norske Veritas of Norway (DNV), one of the major maritime classification societies
“ESG”	environmental, social and governance
“emission control areas”	also known as sulphur emission control areas (SECAs), are sea areas in which stricter controls were established to minimize airborne emissions from ships as a measure to protect human health and the environment. These emissions primarily include SO _x , NO _x , and other particulate matters
“Energy Efficiency Existing Ship Index” or “EEXI”	the number of grams of carbon dioxide emitted per capacity ton-mile under ship-specific reference conditions, a framework established by the IMO to assess the energy efficiency of existing ships and a part of a broader set of measures aimed at reducing GHG emissions from international shipping

GLOSSARY OF TECHNICAL TERMS

“GHG” or “greenhouse gas”	a gas that contributes to the greenhouse effect by absorbing infrared radiation. It includes more than 30 kinds of gases, such as carbon dioxide (CO ₂), methane (CH ₄), nitrous oxide (N ₂ O), and ozone (O ₃), which are transparent to solar short-wave radiation (very little absorption) and strongly absorb long-wave radiation
“high-sulfur fuel”	characterized by a higher sulfur content, often exceeding 2% by weight, which leads to greater emissions of sulfur dioxide when burned, contributing to air pollution and acid rain, and posing environmental and health challenges
“IMO”	International Maritime Organization, a specialized agency of the United Nations responsible for regulating shipping. Established in 1948 and headquartered in London, the IMO’s primary purpose is to develop and maintain a comprehensive regulatory framework for shipping, and its remit includes safety, environmental concerns, legal matters, technical cooperation, maritime security, and the efficiency of shipping
“inerting”	the process of introducing an inert gas, such as nitrogen, into a space to displace oxygen and other gases, thereby preventing the ignition of flammable substances or the corrosion of materials
“International Convention for the Prevention of Pollution from Ships” or “MARPOL”	a key international maritime convention designed to minimize pollution of the oceans and seas. It includes various measures aimed at preventing accidental and operational pollution from ships. Established by the IMO in 1973 and updated by the Protocol of 1978, MARPOL is one of the most important international marine environmental conventions. It has been ratified by the vast majority of countries involved in maritime shipping and covers not only accidental and operational oil pollution, but also pollution by chemicals, goods in packaged form, sewage, garbage, and air pollution from ships
“in-service ship(s)”	ships that are currently operational and engaged in active service
“LEG”	liquefied ethylene gas, which is ethylene that has been cooled or pressurized to transition from its gaseous state into a liquid form. This process allows for easier storage and transport of ethylene
“Lloyd’s Register”	Lloyd’s Register Group Limited (LR), one of the major maritime classification societies
“Lloyd’s Register Classification Society”	Lloyd’s Register Classification Society (China) Co., Ltd., a subsidiary of Lloyd’s Register
“Lloyd’s Register EMEA”	Lloyd’s Register EMEA, a member of Lloyd’s Register

GLOSSARY OF TECHNICAL TERMS

“LNG”	liquefied natural gas, a natural gas that has been cooled down to liquid form for ease and safety of non-pressurized storage or transport. It takes up about 1/600th the volume of natural gas in the gaseous state
“low-flashpoint fuel”	gaseous or liquid fuels with a flash point below 60°C, such as LNG, methanol, liquid ammonia, and other marine fuels
“low-sulfur fuel”	a type of fuel that contains a reduced amount of sulfur, typically less than 0.5% by weight, which helps in minimizing sulfur dioxide emissions upon combustion, thereby reducing air pollution and mitigating the impact on the environment
“LPG”	liquefied petroleum gas, which is a term used to describe two hydrocarbon gases, propane (C ₃ H ₈) and butane (C ₄ H ₁₀), which are most commonly used as fuel
“maritime environmental protection equipment and system(s)”	include the marine exhaust gas cleaning systems, the marine energy-saving devices, the marine clean-energy supply systems, maritime services, and others
“MEA”	monoethanolamine, a weak base commonly used in chemical synthesis and gas treatment processes due to its ability to absorb acidic compounds
“methanol”	a colorless, volatile, flammable liquid with a distinctive alcoholic odor, commonly used as a solvent, antifreeze, fuel, and a feedstock for the synthesis of chemicals and plastics
“newbuilding(s)”	ships that are newly constructed and have recently been built or are currently under construction at a shipyard
“Nippon Kaiji Kyokai”	Nippon Kaiji Kyokai of Japan (NK), one of the major maritime classification societies
“NO _x ” or “nitrogen oxides”	two gases: nitric oxide (NO), which is a colorless, odorless gas, and nitrogen dioxide (NO ₂), which is a reddish-brown gas with a pungent odor
“OEM(s)”	original equipment manufacturer(s), which produce(s) parts and equipment that marketed by another manufacturer

GLOSSARY OF TECHNICAL TERMS

“Organic Rankine Cycle” or “ORC”	a type of thermodynamic cycle. It is a variation of the Rankine cycle named for its use of an organic, high-molecular-mass fluid (compared to water) whose vaporization temperature is lower than that of water. The fluid allows heat recovery from lower-temperature sources such as biomass combustion, industrial waste heat, geothermal heat, solar energy etc. The low-temperature heat is converted into useful work, that can be converted into electricity
“PCTC”	pure car and truck carrier
“private ship exhaust gas cleaning system providers”	ship exhaust gas cleaning system providers which are not owned by the state or governments
“RINA”	RINA Services S.p.A. of Italy (RINA), one of the major maritime classification societies
“selective catalytic reduction”	an advanced active emissions control technology system that injects a liquid-reductant agent through a special catalyst into the exhaust stream of a diesel engine
“ship-owning SPV”	entities specifically established for the purpose of owning a single ship to isolate financial and legal risks in ships operation

FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements and information relating to our Company and our subsidiaries that are based on the beliefs of our management as well as assumptions made by and information currently available to our management. When used in this prospectus, the words “aim”, “anticipate”, “believe”, “can”, “continue”, “could”, “estimate”, “expect”, “going forward”, “intend”, “may”, “might”, “ought to”, “plan”, “potential”, “project”, “seek”, “should”, “will”, “would”, and the negative of these words and other similar expressions, as they relate to our Group or our management, are intended to identify forward-looking statements. These forward-looking statements include, without limitation, statements relating to:

- our operations and business prospects;
- our strategies, plans, and goals and our ability to implement such strategies, plans, and goals;
- general political and economic conditions in China and other countries and regions in which we operate or plan to operate;
- the changes to the regulatory environment in the industries and markets in which we operate;
- the future developments and competitive environment in our industry;
- our dividend policy;
- projects under development;
- our future capital needs and capital expenditure plans;
- capital markets developments;
- volumes, operations, margins, overall market trends, and risk management;
- other statements in this prospectus that are not historical facts;
- exchange rate fluctuations and developing legal system, in each case pertaining to China and other countries and regions in which we operate or plan to operate;
- financial condition and performance;
- macroeconomic measures taken to manage economic growth, and
- other factors beyond our control.

Such statements reflect the current views of our management with respect to future events, operations, liquidity, and capital resources, some of which may not materialize or may change. These statements are subject to certain risks, uncertainties, and assumptions, including the other risk factors as described in this prospectus.

FORWARD-LOOKING STATEMENTS

You are strongly cautioned that reliance on any forward-looking statements involves known and unknown risks and uncertainties.

Subject to the requirements of applicable laws, rules, and regulations, we do not have any and undertake no obligation to update or otherwise revise the forward-looking statements in this prospectus, whether as a result of new information, future events, or otherwise. As a result of these and other risks, uncertainties, and assumptions, the forward-looking events and circumstances discussed in this prospectus might not occur in the way we expect or at all. Accordingly, you should not place undue reliance on any forward-looking information.

In this prospectus, statements of or references to our intentions or those of our Directors are made as of the date of this prospectus. Any such information may change in light of future developments.

All forward-looking statements contained in this prospectus are qualified by reference to the cautionary statements set out in this section.

RISK FACTORS

You should consider carefully all of the information set forth in this prospectus and, in particular, should consider the following risks and special considerations in connection with an investment in our Company before making any investment decision in relation to the H Shares. This includes (without limitation) the fact that we are a company established in the PRC and most of our operations are conducted in the PRC, the legal and regulatory environment of which in some respects may differ from that in Hong Kong. The occurrence of any of the following risks may have a material adverse effect on our business, financial condition, results of operations and future prospects. The trading price of the H Shares could decline significantly due to any of these risks and you may lose all or part of your investment. Additional risks and uncertainties not presently known to us or that we currently deem immaterial could also harm our business, results of operations, financial condition, or on the listing of our H Shares. Past performance is no guarantee of future results.

RISKS RELATING TO OUR BUSINESS AND INDUSTRY

Our future growth is dependent on the demand for maritime environmental protection equipment and systems and a supportive legal and regulatory framework.

We have a suite of maritime environmental protection equipment and systems, helping our customers to pursue more effective and sustainable business operations. Our future growth relies on the demand for maritime environmental protection equipment and systems as well as a supportive legal and regulatory framework. Our customers' adoption of our maritime environmental protection equipment and systems on their ships is often encouraged by legal and regulatory requirements. For example, the IMO set a sulfur cap of 0.5% on fuel oil, effective from 2020, which has driven the market demand for our marine exhaust gas cleaning systems. Absent such supportive legal and regulatory framework, the willingness of our customers to use our maritime environmental protection equipment and systems might be affected.

Our maritime environmental protection equipment and systems may be adopted at a slower pace than we expect. The maritime environmental protection equipment and system industry is characterized by rapidly developing technologies, intense price competition, evolving government regulations and industry standards, and shifting customer demands and preferences. Factors that may influence the demand of our maritime environmental protection equipment and systems include:

- government favorable policies for maritime environmental protection equipment and systems or potential future regulations mandating GHG emission reduction;
- the development of shipbuilding industry and shipping industry, which might influence the ship builders' and owners' demand, planning and views regarding the implementation of our maritime environmental protection equipment and systems;

RISK FACTORS

- perceived and actual costs difference between the high-sulfur fuel and the low-sulfur fuel. The greater the difference, the higher our customers' willingness to use our maritime environmental protection equipment and systems as a means to mitigate sulfur emissions, rather than resorting to the use of low-sulfur fuel;
- the environmental consciousness of our existing and potential customers, as well as the general public;
- perceptions about the cost, quality, design, safety, performance and lifespan of maritime environmental protection equipment and systems;
- the market penetration of maritime environmental protection equipment and systems;
- the accessibility of repair and maintenance services for maritime environmental protection equipment and systems;
- the emergence and popularization of non-oil-powered ships, which are driven by alternative energy sources such as nuclear power and electricity that fall outside the primary focus of our maritime environmental protection equipment and systems;
- the occurrence of negative incidents, or the perception of such incidents, involving our or our competitors' maritime environmental protection equipment and systems, leading to adverse publicity and affecting customer perceptions of the industries; and
- macroeconomic factors.

If any of the factors mentioned above, either individually or collectively, lead to a decrease in demand for our maritime environmental protection equipment and systems or hinder the overall progress of the maritime environmental protection equipment and system industry, we may fail to retain our existing customers and attract potential customers, which would have a material adverse effect on our business, prospects, results of operations, and financial condition.

In addition, various factors may directly or indirectly affect the sales prices of maritime environmental protection equipment and systems, as well as the costs related to their supply chain, operation and maintenance, including sales and financing incentives, the costs of raw materials and product components, tariffs and other taxes. It is difficult to predict the demand for our current and future equipment and systems, and fluctuations in demand could reduce sales, thereby exerting downward pressure on prices, and could adversely affect our business, prospects, results of operations, and financial condition.

RISK FACTORS

The decrease in the price spread between high-sulfur fuel and low-sulfur fuel and/or the introduction of alternative fuels may affect market demand for our ship exhaust gas cleaning systems.

The ship exhaust gas cleaning system industry in which we operate has benefited from the price spread between high-sulfur fuel and low-sulfur fuel. According to Frost & Sullivan, the price of low-sulfur fuel was higher than that of high-sulfur fuel from 2016 to 2023, and this price spread is expected to be maintained from 2024 to 2028. However, if the price spread narrows, the cost advantage of using high-sulfur fuel with our ship exhaust gas cleaning systems may diminish, potentially reducing the attractiveness of our products. Additionally, the emergence of alternative fuels that comply with environmental regulations without the need for exhaust gas cleaning systems could further impact customer demand. These factors could lead to decreased sales and negatively affect our financial performance. Furthermore, regulatory changes and advancements in fuel technology could accelerate the adoption of alternative fuels, thereby exacerbating the decline in demand for our ship exhaust gas cleaning systems.

Our business may be adversely affected if any of the current favorable regulatory policies for the maritime environmental protection equipment and system industry adversely change or discontinue.

The maritime environmental protection equipment and system industry in which we operate has significantly benefited from various global and national requirements and initiatives aimed at preserving the marine environment. The decision of our customers to use our maritime environmental protection equipment and systems is largely influenced by government policies. For example, the IMO set a sulfur cap of 0.5% on fuel oil, effective from 2020, which has driven the market demand for our marine exhaust gas cleaning systems, among others. The IMO also introduced decarbonization measures such as Energy Efficiency Existing Ship Index (EEXI) and Carbon Intensity Indicator (CII), effective from 2023. On July 7, 2023, the IMO revised its GHG emission reduction strategy, targeting net-zero emissions by 2050 with interim milestones. In addition, the European Union has introduced the EU Emissions Trading System for shipping, starting in 2024, and the upcoming FuelEU Maritime regulations for 2025. All such favorable regulatory policies encourage shipping companies to choose to install scrubbers with carbon capturing or decarbonization function or to invest in new ships which are powered by clean fuels.

The complexity of marine environmental regulations and requirements, which are often subject to change, requires a nimble and proactive approach to compliance. There remains uncertainty in our ability to adapt to the rapidly changing laws and regulations in a timely manner, or at all. For example, in response to the new GHG emission reduction requirement, it may take meticulous planning, strategic allocation of resources, and robust R&D capabilities for us to develop and launch new equipment and systems. There is no guarantee that we will be able to successfully launch or complete such new equipment and systems as planned, or they will be performed as expected. If they do not yield the positive results as expected, our business, financial condition, results of operations, cash flows, and prospects would be materially and adversely impacted.

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In addition, we cannot assure you that the IMO or the governments worldwide will continue to implement, and that it will not adjust or even abolish these favorable policies related to the GHG emission reduction. If these incentives were unexpectedly reduced or withdrawn, it could dissuade potential customers from using the maritime environmental protection equipment and systems, especially taking into consideration of the perception of high initial investment costs. Given the crucial role these incentives play in our industries, any adverse changes might materially and adversely affect our business, prospects, results of operations, financial condition, and cash flows.

Our historical growth rate may not be indicative of our future performance.

We have experienced significant growth during the Track Record Period. Our revenue increased significantly from RMB140.5 million in 2021 to RMB267.2 million in 2022 and further to RMB510.3 million in 2023, and from RMB219.6 million for the six months ended June 30, 2023 to RMB336.5 million for the six months ended June 30, 2024. We plan to further scale our business operations by, among other things, (i) further expanding investments in R&D and technological innovation and continue to enrich our equipment and systems, (ii) strengthening marketing capabilities and expanding customer outreach globally, (iii) further strengthening our manufacturing capability, and (iv) pursuing strategic merger and acquisition or establishing strategic partnerships. Our future operating results will depend to a large extent on our ability to manage our expansion and growth successfully.

However, we cannot assure you that we will be able to manage our future growth effectively and sustain our historical growth rates due to numerous risks associated with our business expansion efforts, including but not limited to:

- successfully maintaining and expanding our existing customer base, and maintaining relationships with suppliers to ensure timely and sufficient supply of raw materials, product components and services;
- successfully executing our growth strategies and business initiatives, such as the enrichment of our equipment and systems including LFSS (for ammonia), optimization development of carbon capture system and rotor sailing system;
- managing the increased complexity of a larger and expanding organization with a greater number of employees;
- controlling expenses and investments to accommodate the expected growth in operations in a cost-effective manner;
- establishing or expanding our design, manufacturing, as well as sales and service facilities; and
- enhancing our administrative infrastructure, systems and processes.

Any failure to manage our growth effectively could materially and adversely affect our business, prospects, results of operations, financial condition, and cash flows.

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The maritime environmental protection equipment and system industry is highly fragmented and competitive, and we cannot guarantee success in competing within the industries.

The global and China's maritime environmental protection equipment and system industry is highly fragmented and competitive, according to Frost & Sullivan, and we are one of the very few companies offering comprehensive and customized maritime environmental protection equipment and systems. We generally compete with global maritime environmental protection equipment and system providers. Potential new entrants to the market will also add to the competitiveness of these industries. In addition, when we enter into a new market, we may face intense competition from companies with an established presence in the relevant geographical areas and from other companies with similar expansion targets. Our current and potential competitors may have the capabilities to invest more financial, technical, manufacturing, marketing and other resources in designing, manufacturing and marketing their products. They may also be able to offer products or services at lower prices, with more advanced technological innovations or design features, thus forcing us to lower our prices to compete with them, which would adversely affect our business, prospects, results of operations, and financial condition.

The introduction of new equipment and systems by our competitors with superior quality and performance, or more satisfactory services, may have an adverse impact on our ability to retain a promising market share. Our failure to compete successfully may cause lower sales and increased marketing costs, which would adversely affect our business, prospects, results of operations, and financial condition.

We may not be able to adapt to rapidly changing technologies in a timely manner, or at all.

In order to maintain and enhance our current competitive position and grow our business, we need to continually introduce advanced and efficient equipment and systems with superior qualities and focus on technology developments and innovations to optimize the performance of our equipment and systems and address the increasingly complex market needs. However, we cannot assure you that we will be able to invest in directions that align with market demands or customer preferences at the time of product launch. This misalignment can result in equipment and systems that fail to gain market acceptance, leading to significant financial losses and potentially damaging our reputation.

New or alternative technologies in the maritime environmental protection equipment and system market may be adopted from time to time. There can be no assurance that we will be able to continue to enhance our technologies through R&D efforts, or that we will be able to keep up pace with technological changes in the markets where we operate. If any of our proprietary technologies for maritime environmental protection equipment and systems are outperformed or proven less cost-efficient than new, trending or alternative technologies, our business, results of operations and financial condition may be materially and adversely affected.

The advanced technologies we adopt, including mature technologies available overseas, may turn out to be not suitable or optimal for us due to unexpected compatibility issues with respect to the characteristics of the ships on which our maritime environmental protection equipment and systems are used, or we may have to invest in R&D and equipment and system design efforts to test, modify and customize such technologies for local conditions. If we fail to adapt to these changes in technologies and our business operations, we may not be able to maintain or improve our competitive position, which could have a material adverse impact on our business, financial condition, results of operations and prospects.

RISK FACTORS

The concentration in the sales of our marine exhaust gas cleaning systems and to a limited number of customers may affect our revenue and profitability.

During the Track Record Period, we primarily sold ship exhaust gas systems, with our major customers primarily being shipping companies, leading to a concentration of revenue sources. Our revenue and profitability are significantly dependent on the sales performance of our marine exhaust gas cleaning systems and the sales to a limited number of customers. Our revenue and profitability will be adversely affected if we cannot maintain or enhance the sales performance of our marine exhaust gas cleaning systems. Historically, we generated a majority of our revenue from our marine exhaust gas cleaning systems, representing approximately 78.7%, 64.7%, 66.8%, 79.9% and 60.7% of our total revenue, respectively, in 2021, 2022 and 2023 and for the six months ended June 30, 2023 and 2024. A significant portion of our revenue was derived from a limited number of customers during each year or period of the Track Record Period. Our five largest customers for each of the years ended December 31, 2021, 2022 and 2023 and for the six months ended June 30, 2024 contributed to approximately 90.5%, 76.1%, 84.3% and 89.4% of our total revenue, respectively. For further details on our relationship with our top five customers, see the section “Business — Our customers — Our major customers”.

Despite efforts to diversify our equipment and system portfolio, we cannot ensure the continuous successful launch and market acceptance of new products. A significant portion of our revenue is expected to come from our current offerings, particularly marine exhaust gas cleaning systems. Any delays or negative market reception of these systems could adversely impact our sales, business prospects, operations, and financial condition. Additionally, the lack of long-term contracts and purchase commitments from our top five customers, who are not exclusively reliant on us, poses a risk. If our prices are not competitive or our quality does not meet expectations, these customers may reduce or cease purchases, potentially negotiating lower prices. This could force us to lower prices to maintain relationships, impacting our profit margins and financial health. Furthermore, there is no guarantee that our relationships with these customers will be maintained or that we will successfully diversify our customer base. Loss of business from any major customer without securing new ones could negatively affect our profitability and financial stability.

Fluctuations in exchange rates could have a material adverse effect on our business, prospects, results of operations, and financial condition.

During each year or period of the Track Record Period, a significant portion of our revenue was generated overseas, which was generally denominated in U.S. dollars. In 2021, 2022, and 2023, and for the six months ended June 30, 2024, our revenue generated overseas amounted to RMB119.7 million, RMB224.6 million, RMB405.0 million, and RMB144.7 million, respectively, representing 85.2%, 84.0%, 79.4% and 43.0% of the total revenue, respectively. In addition, some of our oversea customer prepayments and sales proceeds are denominated in U.S. dollars. Because the majority of our revenue is denominated in U.S. dollars and a significant portion of our costs is incurred in Renminbi, the fluctuations in foreign exchange rates, particularly between the U.S. dollar and the Renminbi, will affect our results of operations and financial condition. When the U.S. dollars appreciate against the Renminbi, it will lead to a higher revenue amount in Renminbi, while costs denominated in Renminbi, which is also our reporting currency, remain unchanged, resulting in higher profit and profit margin. We recorded net foreign exchange gains of RMB2.8 million and RMB5.5 million, respectively, in 2021 and for the six months ended June 30, 2024, and recorded net foreign exchange losses of RMB3.6 million and RMB8.2 million, respectively, in 2022 and 2023, primarily attributable to the fluctuations in foreign exchange rates.

RISK FACTORS

The Renminbi has fluctuated against foreign currencies, sometimes significantly and unpredictably. The value of Renminbi against foreign currencies is affected by changes in China's economic conditions and by China's foreign exchange policies, among other things. We cannot assure you that Renminbi will not appreciate or depreciate significantly in value against foreign currencies in the future.

Any significant appreciation or depreciation of Renminbi may materially and adversely affect our revenues, earnings and financial position, and the value of, and any dividends payable on, our H Shares in foreign currency. For example, to the extent that we need to convert Hong Kong dollars we receive from the Global Offering into Renminbi to pay our operating expenses, appreciation of Renminbi against the Hong Kong dollars would have an adverse effect on the Renminbi amount we would receive from the conversion. Conversely, a significant depreciation of Renminbi against Hong Kong dollars may significantly reduce Hong Kong dollars equivalent of our earnings, which in turn could adversely affect the price of our H Shares.

While we may decide to enter into further hedging transactions, the availability and effectiveness of these hedges may be limited and we may not be able to adequately hedge our exposure or at all. As a result, fluctuations in exchange rates may have a material adverse effect on your investments.

Our equipment and systems might not meet customers' expectations and could potentially contain defects.

Our equipment and systems may not meet customers' performance expectations, and we cannot guarantee that they will be free from defects or operate without issues during their use. For example, customers may have specific expectations regarding prompt completion and installation of our equipment and systems and the practicality of our design, which is evident in aspects such as energy efficiency, desulfurization efficiency and durability. Meeting these expectations is crucial, as any shortfall of these expectations may lead to dissatisfaction, particularly if it affects the ships' exhaust gas emissions or the ships' scheduled services if we extend the time period at the docks for ships awaiting installation. Moreover, the stability and robustness of our equipment and systems might be influenced by various factors, including the operating skills of the operators, whether the operators maintain the product and replace the parts according to the product manual, the duration of usage, the length of time for which the product is used continuously, and the conditions under which it operates, such as extreme weather and rogue waves. If our equipment and systems exhibit a higher failure rate influenced by factors beyond our control, our customers may become dissatisfied. Any product defects or deviations from expected performance could lead to reputation damage, negative publicity, revenue loss, delays in completion, product recalls, product liability claims, and significant expenses such as warranty costs, which could materially and adversely affect our business, prospects, results of operations, and financial condition.

The design and manufacturing processes for our products are complex and may contain latent defects and errors that can lead to subpar performance or cause property damage or personal injuries. Furthermore, the quality of raw materials and product components sourced from third parties may have defects or quality issues that can substantially affect the overall mechanical structure and functionality of our equipment and systems. Due to the complexities associated with advanced and emerging technologies, defects and errors may emerge over time. We have limited control over the ongoing consistent performance of machinery components and third-party services, which may not align with our expectations. Although we conduct internal testing before the completion of our products, our ability to assess the long-term performance of our equipment and systems is constrained by a limited historical perspective. There is no assurance that we will be able to identify and rectify product defects in a timely manner or at all.

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Furthermore, at each stage of testing, delivering, and servicing of our products where manual operations are required, there exists the possibility of human errors, negligence, or non-compliance with protocols by our employees or third parties. Such human errors could result in our equipment and systems failing to perform or operate as expected. We cannot assure you that we will be able to entirely eliminate human errors from our operations.

Our business prospect hinges on our ability to successfully introduce and market new equipment and systems and execute our planned business initiatives. However, this endeavor may expose us to new and increased challenges and risks.

The success of our business expansion and sustained growth depends on our ability to broaden our range of equipment and system offerings, set competitive pricing for our equipment and systems, secure a substantial market share while maintaining cost efficiency in our design and manufacturing processes. Moreover, it is essential to advance our technological capabilities in relation to our pipeline products such as LFSS (for ammonia) and optimization development of carbon capture system. However, there is no guarantee that our introduction of new equipment and systems or enhancements to existing equipment and systems will attain the anticipated level of market acceptance or market share, if any. We cannot assure you that we will not encounter significant delays when entering new markets or launching new equipment and systems in the future.

Furthermore, our reliance on our suppliers and OEMs for raw materials and key product components introduces potential delays in meeting our production and commercialization timelines. There is no assurance that we will be able to do so without encountering substantial delays and cost overruns. Factors beyond our control, such as supplier or OEM issues, may exacerbate these difficulties, potentially impeding our ability to meet product commercialization schedules and customer requirements.

Delays in completing new equipment and systems, or their failure to perform as expected or their poor reception in the market, could result in negative publicity regarding our R&D capabilities or equipment and system offerings, which could have a material adverse effect on our growth prospects, potentially hindering our efforts to establish or expand our market share. As part of our strategy to introduce new equipment and systems and refine existing ones, we expect to allocate a substantial amount of capital towards R&D, product refinement, and sales and marketing. Failure to successfully execute our long-term growth strategy could materially and adversely affect our business, prospects, results of operations, financial condition, and cash flows.

We have continuously launched new equipment and systems since our incorporation. However, we have limited history in executing these initiatives. If we are not able to successfully execute these initiatives as planned, or if they do not yield the positive results as expected, our business, financial condition, results of operations, cash flows, and prospects would be materially and adversely impacted.

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We may encounter cost increases or disruptions in the supply of raw materials or product components used in our equipment and systems.

We incur substantial cost of purchase primarily related to (i) raw materials consumed during our production and (ii) product components we procured from suppliers or OEMs. The prices of these raw materials and product components are subject to fluctuations and influenced by factors beyond our control, including market conditions, inflation, supply chain shortages, and global demand for these materials and components, all of which could adversely affect our business and operating results.

Our operations are particularly dependent on a stable supply of certain raw materials and product components such as stainless-steel plates, stainless-steel pipes, rudder bulbs, N₂ generators, air compressors, interior accommodation and spares parts. We are exposed to multiple risks related to the availability and cost of such raw materials and product components, including but not limited to:

- the potential failure or reluctance of manufacturers to scale up production or establish facilities that can deliver the required quantities of raw materials and product components;
- disruption in the supply of key product components, such as rudder bulbs, N₂ generators and air compressors, due to manufacturing defects or recalls by manufacturers; and
- rising cost or reduced availability of raw materials such as stainless-steel plates and stainless-steel pipes.

Furthermore, currency fluctuations or tariffs, along with other economic or political conditions, may lead to significant increases in shipping costs and the prices of raw materials or product components. Any substantial increase in our cost of purchase would raise our operating expenses and could potentially reduce our profit margins.

The performance of shipbuilding industry and shipping industry can affect our business, prospects, and financial results.

Our business is significantly influenced by the development trends within the shipbuilding and shipping industries. A downturn in these industries could lead to reduced demand for new ships, which may adversely affect the demand for our equipment and systems. Conversely, when freight rates are relatively high, there is typically a surge in newbuilding orders. However, during such periods, shipowners may prefer not to suspend ship operations for the installation of our products, which can affect our business operations. Additionally, geopolitical tensions such as the Russia-Ukraine conflict and the Red Sea crisis may significantly impact the supply, demand, cost, and operation of global and regional shipping industry and shipbuilding industry. These tensions can negatively affect shipping companies' ability to adapt to changes in the cost, availability of bunker fuel and their shipping routes, which may in turn influence their decisions to purchase new ships, ultimately affecting the shipbuilding industry. The performance of the shipbuilding and shipping industries introduces a level of unpredictability on our business, prospects, and financial results and the composition of our on-hand orders for newbuildings and in-service ships.

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During the Track Record Period, there were significant increases in the number of orders we completed related to newbuildings primarily driven by a shortage of shipping capacity and higher ocean freight rates, largely attributable to the COVID-19 pandemic and the resulting supply chain disruptions. For example, for the years ended December 31, 2021, 2022 and 2023, and six months ended June 30, 2024, we completed two, four, 13 and 21 orders, respectively, related to newbuildings, and seven, 10, 24 and four orders, respectively, related to retrofit in-service ships, for our marine exhaust gas cleaning systems. As our revenues are recognized upon the completion of orders, there is an inherent mismatch between the time we receive orders and the time we recognize revenue. The mismatch can result in fluctuations in our revenues and profits, making it difficult to predict our financial performance accurately. The timely completion of orders can be influenced by a variety of factors beyond our control, including but not limited to disruptions or delays in the shipping schedule of retrofit in-service ships, changes in port availability, and delays in the shipbuilding process of newbuildings. Additionally, when a performance test, such as a commissioning test or sea trial, is required, our revenue will be recognized upon the award of the sea trial report. Severe weather conditions can delay the timing of tests and therefore delay the award of the sea trial report if ships cannot arrive at the designated test waters. Any such disruptions or delays in the timely completion of the orders could result in postponed revenue recognition, thereby adversely affecting our financial results and business prospects. Orders related to newbuildings generally take us a longer time to complete, meaning that revenue from newbuilding orders is recognized over a prolonged period, which can delay the realization of income and affect our short-term financial results. In addition, the extended order completion schedule also leads to a higher likelihood of order cancellations, which could disrupt our inventory management and cash flow, leading to increased operational costs. See “— Risks relating to our business and industry — We are exposed to risks of inventory write-down” in this section for further details on the impact of order cancellations. An increase in the number of on-hand orders related to newbuildings will require us to manage longer project timelines, which can impact our operational efficiency and ability to take on new projects. This can, in turn, affect our business, prospects, and financial results.

The design and use of maritime environmental protection equipment and systems are subject to project execution risks.

The installation of our systems is completed by the ship builders while we provide on-site technical guidance. Our business is subject to inherent project execution risks which may be beyond our control, including but not limited to:

- delays in deliveries of equipment or systems;
- shortage of skilled workforce and competent management to carry out the installation on time or to fully comply with our instructions regarding the installation;
- unforeseen engineering, design or environmental problems and unanticipated cost increases; and
- work strikes and labor disputes.

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Any material disruptions to our operations or failure to timely complete our work due to the foregoing factors or otherwise, may affect our ability to negotiate new contracts with potential customers. In the event of a delay, our existing customers may be entitled to receive liquidated damages as stipulated in the relevant contract or to terminate the contract. We cannot assure you that such terminations or similar events will not happen in the future with respect to our projects. Any of such events could materially and adversely affect our business, financial condition and results of operations.

Our business depends to a great extent on our R&D capabilities. Any underperformance in our technology and R&D endeavors may adversely affect our competitiveness and profitability.

Our business success depends to a great extent on our R&D capabilities. Our technical development personnel covers all business segments, including the engineering department, technical department, and R&D department.

The industries in which we operate are characterized by high technical complexity and rapid evolution, requiring significant resources to enhance our R&D capabilities to lead in technological innovations and sustain our competitiveness. Therefore, we expect that our R&D costs will continue to be significant.

Furthermore, R&D activities inherently involve uncertainties. The direction of our R&D efforts may not always align with market needs, technological advancements, or industry trends. There can be no assurance that our endeavors in R&D will yield viable outcomes. Failures could arise from shifts in market demand, technological challenges, or unforeseen trends in technological development. As a result, our significant investments in R&D may not always yield expected returns or contribute proportionally to our business growth.

In the event of underperformances in our technology and R&D initiatives, our competitive standing could be compromised, resulting in material adverse effects on our business, reputation, results of operations and prospects.

We had net cash used in operating activities during the Track Record Period.

We recorded net cash used in operating activities of RMB46.8 million, RMB10.4 million and RMB14.9 million in 2021, 2022, and for the six months ended June 30, 2024, respectively. For details, please refer to “Financial Information — Liquidity and Capital Resources — Cash flows — Net cash used in or from operating activities” in this prospectus.

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We cannot assure you that we will be able to generate net cash from operating activities in the future or the amounts of cash generated from operating activities will increase due to the expansion of our business. If we record net operating cash outflows in the future, our working capital may be constrained, which may adversely affect our liquidity and financial condition. If we do not have sufficient working capital and are unable to generate sufficient revenue or raise additional funds, we may delay the completion of or significantly reduce the scope of our current business plan or substantially curtail our operations, any of which could materially and adversely affect our business, financial condition and results of operations. In addition, if we determine that our cash requirements exceed our available cash on hand, we may seek to issue debt or equity securities or obtain a credit facility. We cannot assure you that we would be able to obtain debt or equity financing in the current economic environment. In addition, any issuance of equity or equity-linked securities could dilute our shareholders' ownership, while any incurrence of indebtedness could increase our debt service obligations and cause us to be subject to restrictive operating and finance covenants. As a result, we may face liquidity issues and our business, financial condition and results of operations may be materially and adversely affected.

Any issues or delays in scaling and maintaining operations at our existing production facility or leasing production facility could negatively affect the production of our equipment and systems.

We manage manufacturing and complete assemblies of our ship exhaust gas cleaning systems, among others, at our own production facility in Nantong, Jiangsu. We plan to lease a production facility in Mainland China or Southeast Asia, with the location to be determined by 2025 following an extensive research. Maintaining and expanding our production facility, as well as leasing new ones, will require substantial capital resources. There is no guarantee that we can complete these plans in a cost-effective manner or recoup these investments through our production and sales. Any project delays or budget overruns could adversely affect our financial condition, production capacity, and results of operations.

Our production facility, filled with engineering machinery, raw materials and components, exposes both employees and visitors to heightened risks related to workplace safety, including damage to, or destruction of, production equipment and facilities, or operational accidents, and could also result in personal injury, death, performance delays, monetary losses and legal liability. These risks arise from interactions with heavy equipment, the complex nature of mechanical operations, and potential exposure to hazardous materials. The conditions within these plants can lead to accidents unless safety protocols are strictly enforced and updated on a regular basis. There can be no assurance that serious accidents or fatalities would not occur in the future. If we fail to prevent serious accidents or fatalities, we will be held liable for damages arising out of or in connection with such incidents or facilities, which could have a material adverse effect on our results of operations, business, financial condition and prospects.

Additionally, in accordance with PRC laws and regulations, construction projects are subject to extensive government oversight and approval processes, including but not limited to project approvals or filings, approvals for construction land and project planning, environmental protection filings, fire protection clearances, and inspections and acceptance by relevant authorities. Entities operating these construction projects may face uncertainties on administrative approval procedures, fines or project use suspensions, any of which would materially and adversely affect our business operations.

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We rely on third parties in certain key aspects of our business and if any of such third parties fails to deliver quality products or services in a timely manner, or if our relationship with any of them deteriorates, our reputation or business operation may be adversely affected.

We rely on third parties in certain key aspects of our business, including, among other things, (i) the provision of raw materials and product components essential for our equipment and systems from suppliers and OEMs, (ii) the performance of certain non-core production processes by contractors and (iii) the engagement with sales agents who act on our behalf to facilitate the acquisition of new customers, among others. Our supply chain is exposed to various risks, including potential delivery failures or insufficient provision of raw materials, product components, and services from multiple sources including untimely performance of our contractors or unsatisfactory performance of our sales agents in acquiring new customers, identifying market demands, negotiating contracts, and facilitating the collection of payment on behalf of us. Failure to secure the necessary raw materials, product components, or services from the suppliers, OEMs, contractors and sales agents in accordance with our requirements, such as schedule, price, quality, and volume, would result in a loss of production capability or a loss of potential customers, thus materially and adversely affecting our business, prospects, results of operations, financial condition, and cash flows.

In our ordinary course of business we transact with suppliers, OEMs, contractors and sales agents, including those who were related to certain directors of our Group in the past on an arm's length basis and on normal commercial terms. Each of our existing suppliers, OEMs, contractors and sales agents is currently an Independent Third Party. As we have limited control over our suppliers, OEMs, contractors and sales agents, whether they are or were Independent Third Parties or otherwise, and their business practices, we cannot assure the consistent quality of the raw materials, product components, and services they provide. Any defects or quality issues with these raw materials, product components and services as well as non-compliance incidents involving our third-party suppliers, OEMs, contractors and sales agents, could lead to quality problems and negative publicity associated with our equipment and systems, potentially damaging our brand image and affecting our business, prospects, results of operations, financial condition, and cash flows. In particular, one of our five largest suppliers for the year ended December 31, 2022, Jiangsu ContiOcean, was disposed of by us to an Independent Third Party at nil consideration for our entire interest in Jiangsu ContiOcean pursuant to a share transfer agreement dated April 7, 2023. Please refer to the section headed "Business — Our suppliers — Our major suppliers" in this prospectus for further details. Jiangsu ContiOcean had signed an undertaking letter on November 6, 2024, where it undertakes not to engage in similar business activities or use similar trademarks as the Group, and to change its company name by August 31, 2025. Despite these undertakings, the continued use of "ContiOcean" in its name for the interim period poses a risk that any potential negative news or publicity associated with Jiangsu ContiOcean could adversely affect our reputation, business, and growth prospects. In addition, we cannot guarantee that our suppliers, OEMs, contractors and sales agents adhere to ethical business practices, including environmental responsibilities, fair wage practices, and compliance with child labor laws, among others. Failure to demonstrate compliance might compel us to seek alternative suppliers, OEMs, contractors or sales agents, which could increase our costs and result in delayed product completion, product shortages or disruptions in our operations.

RISK FACTORS

Furthermore, identifying alternative suppliers, OEMs, contractors and sales agents for raw materials, product components or services or developing replacements for highly customized product components can be time-consuming and costly. Any disruption in the supply of raw materials, product components, or services, whether from single or multiple sources, could temporarily halt production until we secure alternative supplies, or lead to loss of customers. There is no assurance that we would successfully secure alternative suppliers, OEMs, contractors and sales agents in a timely or acceptable manner, or at all. Changes in business conditions, force majeure events, government changes or other unforeseen factors beyond our control could also impact our suppliers, OEMs, contractors and sales agents' ability to deliver raw materials, product components, and services in a timely manner.

Moreover, if we experience a significant increase in demand or need to replace our existing suppliers, OEMs, contractors and sales agents, we cannot assure you that additional supplies or services will be readily available on favorable terms or at all, or that any supplier, OEM, contractor or sales agent will allocate sufficient resources to meet our requirements or fulfill our orders in a timely manner. Any of the foregoing could materially and adversely affect our business, financial condition, results of operations, and prospects.

Our operations may be subject to transfer pricing adjustments by competent authorities.

Our operations may be subject to transfer pricing adjustments by competent authorities. We have certain intercompany transactions that may be subject to audit or challenge by the relevant tax authorities. During the Track Record Period, our subsidiaries in the PRC, Hong Kong, Singapore, Portugal and Norway have engaged in the following five types of intercompany transactions, namely (i) product buy-sell transactions, (ii) technical services, (iii) sales support services, (iv) R&D support services and (v) administrative service. For details, please see "Business — Transfer pricing analysis" in this prospectus.

As such, we could face adverse tax consequences if the relevant tax authorities determine that some of our intercompany transactions do not represent arm's length negotiations and consequently adjust any of those entities' income in the form of a transfer pricing adjustment. A transfer pricing adjustment could, among other things, increase our tax liabilities. If we fail to rectify such incident within the limited timeframe required by the relevant tax authorities, the relevant tax authorities may impose late payment interest or surcharge and other penalties on us for any unpaid taxes. In addition, a transfer pricing arrangement may give rise to tax recoverable under double taxation relief arrangement (if applicable) in certain jurisdictions as a result of tax adjustments. There is no assurance that we could successfully recover the tax recoverable from the relevant tax authorities. Our business, financial condition and results of operation may therefore be materially and adversely affected.

RISK FACTORS

Further, we expect that the intercompany transactions will continue in the foreseeable future and we will determine transfer pricing arrangements that we believe to be the same as that transacted with unrelated third parties on an arms' length basis. However, there is no assurance that tax authorities would share the same view, or such transfer pricing laws and regulations will not be modified. In the event that an authority of any relevant jurisdiction determines that such intercompany transactions were not on an arm's length basis that affect taxable income, such authority could require our relevant subsidiaries to re-determine the transfer prices and thereby adjust revenue, deduct costs and expenses or adjust taxable income of the relevant subsidiary in order to accurately reflect the taxable income. Any such adjustment could result in higher overall tax liability for us, which may adversely affect our business, financial condition and results of operations.

If we are unable to adequately service our equipment and systems, or if future warranty claims arise, it could have a material adverse effect on our business, prospects, financial condition, results of operations, and cash flows.

Servicing and repairing maritime environmental protection equipment and systems demand specialized professional skills in marine electrical, marine engineering, structure, thermodynamics, chemistry, and interior design. There is no guarantee that our post-sale service arrangements will fully meet our customers' requirements and satisfaction.

As we continue to expand, our post-sale service team may face additional pressure, potentially making it challenging to respond promptly to short-term increases in customer demand for technical support. Customer behavior and usage patterns may result in higher-than-anticipated maintenance and repair costs, which could adversely affect our business, prospects, financial condition, results of operations, and cash flows. We may also struggle to adapt our technical support offerings to compete with changes in the support services provided by our competitors. Adjusting to heightened customer support needs without a commensurate increase in revenue could escalate expenses, potentially exerting an adverse impact on our operational outcomes. Failure to address our customers' service requirements adequately or failing to establish a market perception of high-quality support may lead to claims from customers, including revenue loss or damages, and our business, prospects, financial condition, results of operations, and cash flows may be materially and adversely affected.

Moreover, a significant portion of our customers are from overseas, which introduces additional risks associated with providing maintenance and repair services globally. Dispatching specialized technicians or shipping spare parts across borders can escalate costs and introduce delays. Cultural, linguistic and legal differences can complicate customer service interactions, increasing the risk of misunderstandings and potential legal repercussions, and damaging our brand reputation. Failure to adapt our services to these international complexities may result in reduced customer satisfaction and increased costs, thereby materially and adversely affecting our business, prospects, results of operations, and financial condition.

RISK FACTORS

We provide warranty periods for our products ranging from 12 to 60 months following order completion. We make warranty provisions, which represent the management's best estimate of expected settlement amounts under our sales agreements in respect of the sold products that remain within the warranty period. In 2021, 2022, and 2023, and for the six months ended June 30, 2024, our warranty expenses amounted to RMB0.4 million, RMB0.3 million, RMB4.4 million, and RMB2.6 million, respectively, each representing less than 1.0% of the total revenue for the same period. As of December 31, 2021, 2022, and 2023, and June 30, 2024, our warranty provisions amounted to RMB0.3 million, RMB0.5 million, RMB4.5 million, and RMB6.6 million, respectively.

There is no assurance that these reserves will be sufficient to cover future claims. In the future, we may face significant unexpected warranty claims, resulting in substantial expenses that could in turn materially and adversely affect our business, prospects, financial condition, results of operations, and cash flows.

We may not succeed in maintaining and strengthening our brand, which would materially and adversely affect customer acceptance of our equipment and systems, business, prospects, financial condition and results of operations.

Our business and prospects rely on our ability to establish, maintain and strengthen our brand. Failure to project a positive brand image could result in losing opportunities to cultivate a growing and loyal customer base. The success of our branding efforts depends on our ability to consistently complete and deliver high-quality equipment and systems. If we fail to meet customer expectations with our equipment and systems, our brand recognition and market acceptance will be eroded. Additionally, incidents involving our products and services, particularly those involving safety issues or defects, whether or not attributable to us, could generate adverse publicity. Any negative publicity, regardless of its accuracy, has the potential to rapidly spread, thereby undermining customer perceptions and confidence in our brand.

Our ability to build and strengthen our brand also relies on the effectiveness of our sales and marketing strategies, including, among others, establishing service centers in key international shipping hubs and ports, and along major trade routes. See "Business — Our strategies — Strengthen marketing capabilities and expand customer outreach globally" for details. While we seek to improve resource allocation through careful selection of sales and marketing channels, these efforts may not achieve the desired results.

We are exposed to credit risk from our customers, and any failure to collect our trade receivables in a timely manner may adversely affect our financial condition and results of operations.

Our trade receivables consist primarily of amounts due from our customers in the ordinary course of our business. As of December 31, 2021, 2022 and 2023, and June 30, 2024, our trade receivables amounted to RMB5.6 million, RMB19.4 million, RMB42.2 million and RMB45.8 million, respectively. Despite our efforts to assess the creditworthiness of our customers, we cannot assure you that our customers will fulfill their obligations to us in the future.

RISK FACTORS

Various factors beyond our control, such as economic downturns and customer insolvency, may hinder or prevent us from collecting our trade receivables in a timely manner or at all. Failure to effectively manage the credit risk associated with our trade receivables and collect payments in a timely manner would have material and adverse effects on our business, prospects, financial condition, results of operations, and cash flows.

We are exposed to risks of inventory write-down.

During the Track Record Period, our inventories primarily consisted of (i) raw materials and consumables such as stainless-steel plates and stainless-steel pipes, (ii) work in progress in production lines, and (iii) finished goods representing the products that had completed the manufacturing and quality inspection processes and were ready to be delivered. As of December 31, 2021, 2022 and 2023 and June 30, 2024, we had inventories of RMB32.3 million, RMB87.3 million, RMB87.4 million and RMB37.1 million, respectively.

Our raw materials are subject to write-down mainly due to the erosion of stainless steel, unusable steel remnants and outdated of product components. We had a write-down on our raw materials of approximately nil, RMB0.5 million, RMB0.8 million and RMB0.9 million, respectively, as of December 31, 2021, 2022 and 2023, and June 30, 2024. As our products are made on demand according to the requirements of our customers, our finished goods are attributable to designated customers. In the event of order cancellations, we will attempt to reconfigure or disassemble the finished products and recycle the parts for use in other products. Our management will assess when it is unfeasible for the remaining parts to be recycled, and when to write down any remaining parts. We had a write-down on our finished goods of approximately nil, nil, RMB1.9 million and RMB2.3 million, respectively, as of December 31, 2021, 2022 and 2023, and June 30, 2024. These write-downs on finished goods were primarily due to order cancellations in 2020, and our management concluded that certain remaining parts were unfeasible to be recycled in 2023 and the first half of 2024, respectively, leading to the write-down of the corresponding amount as of the end of the respective period.

As such, any unexpected change in storage conditions or significant technological developments may render our raw materials obsolete. In addition, we cannot guarantee that in the event of order cancellations, we will be able to recycle the parts for use in other products, which may adversely affect our profitability, results of operations and financial condition.

We may not be able to fulfill our obligations in respect of contract liabilities, which may have a material and adverse impact on our business, reputation and liquidity position.

We may not be able to fulfill our obligations in respect of contract liabilities. During the Track Record Period, our contract liabilities represented the deposits we received from the customers for certain contracts that required prepayments before we could recognize revenue based on contract terms. As of December 31, 2021, 2022 and 2023 and June 30, 2024, we recorded contract liabilities of RMB169.7 million, RMB161.1 million, RMB174.9 million, and RMB21.7 million, respectively. Our recognition of contract liabilities as revenue is subject to future performance obligations and may not be representative of revenues for future periods. After we complete relevant orders, contract liabilities will be recognized as revenue. For further details, see “Financial Information — Description of major line items in our consolidated statements of financial position — Contract liabilities”. If we fail to fulfill our obligations or if our customers dispute the products or the services we provided, we may not be able to recognize the full amount of contract liabilities as revenue, if at all, and may be required to return the deposits, which may have a material and adverse impact on our business, reputation and liquidity.

RISK FACTORS

Our business depends substantially on the efforts of our key employees and qualified personnel.

Our success depends substantially on the continued efforts of our key employees and qualified personnel, such as our key management, engineers and other R&D personnel. If one or more of our key employees and qualified personnel fail to devote sufficient time and resources in support of our operation and continued growth, or if they terminate their services with us, we might not be able to replace them easily, in a timely manner, or at all. The departure of these key personnel could cause disruption to our business and would incur additional expenses to recruit, train and retain qualified personnel to replace them.

Professionals with sufficient training in the maritime environmental protection equipment and systems industry may be difficult to hire, and we will need to expend significant time and expenses training our existing and prospective employees.

The industries in which we operate are characterized by high demand and intense competition for top talent. In recent years, the average labor cost, particularly for highly skilled and experienced personnel, has been rising steadily. We cannot assure you that there will be no significant increase in our labor costs, especially as we continue to expand our business and operations. Despite an increase in labor costs, we may still not be able to attract or retain qualified staff or other highly skilled employees. As our brand gains prominence, the risk of competitors or other companies attempting to recruit our talent increases. Each of our executive officers and key employees has entered into an employment agreement with us that includes confidentiality and non-compete clauses. However, we may be subject to legal proceedings arising from disputes over non-compete provisions. If any of our key management engineers and other R&D personnel joins a competitor or forms a competing company, we may lose customers, know-how and key professionals and staff members, which will adversely and materially impact our competitive position.

Our international operations expose us to various risks, including adverse regulatory, political, currency, tax and labor conditions, which could harm our business, prospects, results of operations, and financial condition.

We provided services worldwide, including Asia, Europe, Americas, and the Middle East. Our international business exposes our business operations to a variety of risks, including unfavorable regulatory environments, political instability, currency fluctuations, taxation challenges and labor conditions, which could materially and adversely affect our business, prospects, results of operations, and financial condition. In addition, we plan to allocate certain net proceeds from the Global Offering to our expansion plan, including leasing a production facility in Mainland China or Southeast Asia, with the location to be determined by 2025 following an extensive research. For further details of our expansion plan, please refer to “Future Plans and Use of Proceeds” in this prospectus. Operating in international markets requires the compliance with diverse legal, political, regulatory, and societal requirements, as well as adapting to varying economic conditions within these jurisdictions.

RISK FACTORS

Moreover, international operation or its expansion demand extensive coordination across various jurisdictions and time zones, placing significant requirements on our management resources. We will be subject to numerous risks associated with international business activities that may increase costs, affect our capacity to market and sell our equipment and systems, and require substantial managerial attention, including but not limited to:

- ensuring that our equipment and systems meet evolving international regulatory requirements;
- incurring expenses related to legal actions and liabilities in foreign jurisdictions;
- managing complexities related to staffing and foreign operations;
- establishing and maintaining relationships with international suppliers and managing potential supply chain disruptions;
- attracting customers in new international markets;
- complying with foreign government tax, regulatory, and permit requirements, including foreign taxes that may not be offset against taxes imposed on us in the PRC, as well as foreign tax and other laws limiting our ability to repatriate funds to the PRC;
- managing fluctuations in foreign currency exchange rates and interest rates;
- complying with trade restrictions, tariffs, and price or exchange regulation imposed by both the PRC and foreign governments;
- adapting to foreign labor laws, regulations, and restrictions;
- adjusting to changes in diplomatic and trade relationships;
- operating within legal frameworks and business practices that may favor local companies over international competitors;
- protecting or procuring intellectual property rights internationally;
- addressing geopolitical factors, natural disasters, conflicts, terrorism, health epidemics, and their potential impacts; and
- evaluating the resilience of international economies.

If we fail to effectively mitigate these risks, our business, prospects, financial condition, results of operations, and cash flows could be materially impacted.

RISK FACTORS

We may consider expanding our business through mergers and acquisitions, which may involve significant risks and uncertainties and we may not be able to identify suitable targets or successfully integrate acquired business.

We have in the past acquired equity interest of our subsidiaries and associates to further our business development. We will actively seek strategic mergers and acquisitions that align with our core competencies and strategic objectives to fortify our market position and broaden our equipment and systems. Concurrently, we will seek to establish strategic partnerships that can provide access to new markets, technologies, and expertise. We are particularly focused on the global market, with a keen interest in the Europe region, where we aim to acquire advanced maritime environmental technology companies. Merger and acquisition activities, however, involve significant risks and uncertainties, including difficulties in identifying suitable targets and competition from other potential buyers or bidders, difficulties in determining the appropriate purchase price of the target, which may result in potential impairment of goodwill, potential increases in debt, which may increase our finance costs, and exposure to unanticipated contingent liabilities of the target.

In addition, integration of a newly acquired business may be costly and time-consuming and could present us with significant risks and difficulties, including (i) integrating the operations and personnel of the acquired business within our corporate culture and management style and implementing uniform information technology systems, controls, procedures and policies; (ii) retaining relationships with key employees, customers, business partners and suppliers of the acquired business; (iii) successfully entering a business or geographic market in which we have limited prior experience; (iv) achieving the anticipated synergies and strategic or financial benefits from the acquisition; and (v) addressing the economic, political, regulatory and foreign exchange risks associated with any new jurisdiction in which the acquired business is located. As a result of the foregoing, we cannot assure you that any mergers and acquisitions that we will conduct in the future will be successful. Failure in executing our merger and acquisition plans could negatively affect our business, financial condition and results of operations.

We may have capital requirements and incur increased expenses in connection with our business strategy and there can be no assurance that we will be able to obtain the financing necessary to fund substantial capital expenditures or manage these increased expenses effectively.

We anticipate funding our capital expenditures with cash generated from operating activities, and debt financing, as well as the net proceeds from the Global Offering. We plan to allocate certain net proceeds from the Global Offering to our expansion plan, including potential mergers as well as leasing one production facility and establishment of four service centers internationally. We also plan to acquire the controlling stake in a company holding a ship as our maritime R&D platform. For further details of our expansion plan, please refer to “Future Plans and Use of Proceeds” in this prospectus. As part of our business strategy, such expansion plan may result in significantly increased expenses, which could adversely affect our financial condition and results of operations. For example, as part of our expansion plan, we expect to hire new employees and the recruitment, training, and retention of these employees will result in substantial staff costs. Additionally, the integration of new employees into our existing operations may require additional resources and time, potentially leading to inefficiencies and increased operational costs.

RISK FACTORS

Furthermore, the purchase of the ship and leasing a new production facility will also involve significant capital expenditures and increased depreciation costs and maintenance costs. Specifically, the operation of the ship requires crew members and other operational personnel, resulting in labor costs associated with their salaries, trainings and welfare. Additionally, the ship will incur fuel costs and other operational expenses, which can fluctuate based on market conditions. Although we may consider chartering out the ship to generate rental revenue, we cannot guarantee that we will be able to charter out the ship in a timely manner at favorable charter rates, or at all. There are various factors that may affect the rental income generated from the ship, which are beyond our control, including the fluctuations in market charter rates, the balance of demand and supply, and the financial ability of lessees to pay rent in full and on time. Furthermore, entering into charter agreements exposes us to various contractual and legal risks. Any disputes arising from the terms of the charter agreements, such as default on charter payments, maintenance responsibilities, or delivery schedules, can lead to costly legal proceedings and potential financial liabilities. If we charter out the ship, the labor costs and operational expenses are borne directly by the lessee, we will receive only the net rental income as other income for the period. If the ship is not chartered out, the corresponding labor costs, operational expenses and depreciation costs for the period will be fully accounted for as R&D expenses, which could negatively impact our financial statements. We would also incur increased operational costs and unforeseen expenses associated with our expansion plan into new geographic regions. In addition, in the event of adverse market conditions in the future or changes in our expansion plan, operational process, technologies, prices of machinery and equipment or interest rates, our actual expenditures may exceed our planned expenditures and we may not have sufficient sources of liquidity to effect our current operational plan and would need to secure additional financing from external sources.

Given these potential increased expenses, there is no assurance that external sources of liquidity will be available to fund our ongoing operations or our product development, without which our expansion plan will be unsuccessful, or that it will generate the expected returns on investment. Any failure to obtain the required financing or to manage these increased expenses effectively would hinder our ability to make continued investments in product development or carry out our business strategy, which could materially and adversely affect our business, results of operations and financial condition.

Our R&D, business, financial condition, and results of operations may be materially and adversely affected if our collaboration with a partner in purchasing a ship becomes unstable or is terminated.

We plan to purchase the ship with a partner. See “Future Plans and Use of Proceeds — Use of proceeds” for further details. Such collaboration is subject to risks and uncertainties. For example, although the partner will be a passive ship owner, it may have different business objectives which may make the collaboration unstable or subject to changes. Additionally, although we will enter into an agreement to ensure the partner will not affect our R&D work performed on the R&D platform, any disagreements or misalignments in strategic direction of future ship utilization could lead to operational inefficiencies or conflicts. Furthermore, the partner may become dissatisfied with the collaboration model, profit distribution, or other reasons, and may choose to terminate the collaboration. Such termination could disrupt our operations on the ship, lead to financial losses, and necessitate finding a new partner or alternative financing, which may not be available on commercially acceptable terms, or at all. These factors could materially and adversely affect our R&D, business, financial condition, and results of operations.

RISK FACTORS

Our operations may be materially and adversely affected if we fail to obtain, maintain and renew licenses, approvals, qualification and certifications that are material to, or we may otherwise fail to comply with the laws and regulations that are applicable to, our operations.

Our business operations in China are regulated by a number of PRC authorities, which jointly regulate major aspects of our industries in China. We are also required to obtain and maintain the requisite licenses and approvals required in China and other jurisdictions where we have business operations, such as port operating license, registration of pollutant discharge from fixed pollution sources and the record of the consignee and consignor of the import and export goods of the customs. See “Business — Licenses, permits and approvals” for details.

Our Directors confirm that, during the Track Record Period and up to the Latest Practicable Date, we had obtained all requisite licenses, permits and approvals from relevant authorities for, and had complied with the laws and regulations that are applicable to, our operations in all material respects. However, we cannot assure you that we can successfully renew current licenses required for our business in a timely manner or that these licenses are sufficient to conduct all of current or future business. As the interpretation and implementation of existing and future legislations, regulations and policies governing our business activities are evolving, we cannot assure you that we will not be found in violation of any future legislations, regulations and policies nor any of the legislations, regulations and policies in effect. If we fail to obtain, renew or maintain any of the requisite licenses or approvals or make necessary and appropriate filings in any of the jurisdictions where we have business operations or if we fail to comply with the laws and regulations applicable to us in a timely manner or at all, we may be subject to various penalties, including fines, discontinuation or restriction of our business operations. Any such penalties may damage our reputation, disrupt our business operations and even terminate our business operations in those jurisdictions. As such, our results of operations, financial conditions and business prospects could be materially and adversely affected.

We depend on information technology and other infrastructure that are exposed to certain risks, including cyber security risks.

We rely on a variety of information technology and automated operating systems to manage or support our operations, including protecting our intellectual property. The proper functioning of these systems is critical to the efficient operation and management of our business. In addition, these systems may require modifications or upgrades as a result of technological changes or growth in our business. These changes may be costly and disruptive to our operations and could impose substantial demands on management time. Our systems and those of third-party providers may be vulnerable to damage or disruption caused by circumstances beyond our control, such as catastrophic events, power outages, natural disasters, computer system or network failures, viruses or malware, physical or electronic break-ins, unauthorized access, cyber-attacks and thefts. We cannot assure you that the measures and steps we take to secure our systems and electronic information are adequate. Any significant disruption to our systems could result in unauthorized disclosure of confidential information and adversely affect our business and operating results.

RISK FACTORS

We had been, and may in the future become, subject to patent, trademark and/or other intellectual property infringement claims, which may be time-consuming, cause us to incur significant liability and increase our costs of doing business.

We had been involved in, and may in the future become party to, intellectual property infringement proceedings. Companies, organizations, or individuals, including our competitors, may hold or obtain patents, trademarks or other proprietary or intellectual property rights that would prevent, limit or interfere with our ability to make, use, develop, sell, or market our equipment and systems, which could make it more difficult for us to operate our business.

From time to time, we may receive communications from holders of patents, software copyrights, trademarks, trade secrets or other intellectual property or proprietary rights alleging that we are infringing, misappropriating, diluting or otherwise violating such rights. Such parties have brought and may in the future bring suits against us alleging infringement or other violation of such rights, or otherwise assert their rights and urge us to acquire licenses to their intellectual property. For example, we were involved in three litigations in 2023 concerning allegations of intellectual property infringements filed against one of our suppliers and us, with the relevant products being alleged to infringe the intellectual property rights of the plaintiff. The affected products were the pre-shrouded vanes and hub vortex absorbed fins for our marine energy-saving devices, which were designed, manufactured, and sold to us by our supplier. These disputes were settled in June 2024 with the supplier making a settlement payment of RMB2.4 million, among others, and the competent court approved the plaintiff's application to withdraw the three cases in July 2024.

Our Directors are of the view that such disputes have no material adverse impact on the Group's operations, on the basis that (i) the products involved are not our main products, with relatively small sales amount and revenue contribution, (ii) we were not required to make the settlement payment which was paid by the supplier and we did not incur any material expenses or loss as a result of this, and (iii) we have terminated our cooperation with the relevant supplier, and selected an alternative supplier for the aforementioned products who undertakes that the products are free from any infringement of intellectual property rights and agrees to indemnify us for any and all costs and losses arising out of or in connection with any intellectual property infringement claims related to the products. During the Track Record Period, we did not experience any loss of customers due to intellectual property infringement claims, and there were no other claims or disputes related to intellectual property infringement.

Despite our assessments and background checks prior to engaging with suppliers, and our standard practice of mandating that suppliers comply with applicable laws and regulations through contractual covenants, we cannot assure you that we will be able to uncover all potential issues that could indicate suppliers' non-compliance or malfeasance prior to entering into a contract with them. In addition, we may not be aware of existing patents or patent applications that could be pertinent to our business as many patent applications are filed confidentially in one country and are not published until months following the applicable filing date. Moreover, our applications for and uses of trademarks relating to our equipment and systems, services, or designs, could be found to infringe upon existing trademark rights owned by third parties.

RISK FACTORS

In the event that a claim relating to intellectual property is asserted against us, our suppliers or our third-party licensors, or if third parties not affiliated with us hold pending or issued patents that relate to our equipment and systems or technology, we may need to seek licenses to such intellectual property or seek to challenge those patents. Even if we are able to obtain a license, it could be non-exclusive, thereby giving our competitors and other third parties access to the same technologies licensed to us. In addition, we may be unable to obtain these licenses on commercially reasonable terms, if at all, and our challenge of third-party patents may be unsuccessful. Litigation or other legal proceedings relating to intellectual property claims, regardless of merit, may cause us to incur significant expenses and could distract our technical and management personnel from their normal responsibilities. Further, if we are determined to have infringed upon a third party's intellectual property rights, we may be required to do one or more of the following:

- cease selling, incorporating certain components into, or using products or offering services that incorporate or use the intellectual property that we allegedly infringe, misappropriate, dilute or otherwise violate;
- pay substantial royalty or license fees or other damages;
- seek a license from the holder of the infringed intellectual property right, which license may not be available on reasonable terms, or at all;
- redesign or reengineer our equipment and systems, services or technologies, which may be costly, time-consuming or impossible; or
- establish and maintain alternative branding for our equipment and systems and services.

In addition, we may not be able to prevent others from unauthorized use of our intellectual property, which could harm our business and competitive position. We rely on a combination of patent, trade secret (including those in our know-how), and other intellectual property rights, as well as confidentiality agreements, and non-competition clauses stipulated in the employee agreements with our senior management and certain key employees, intellectual property licenses, and other contractual rights to establish and protect our rights in our technology and intellectual property. Our patent or trademark applications may not be granted, any patents or trademark registrations that may be issued to us may not sufficiently protect our intellectual property and any of our issued patents, trademark registrations or other intellectual property rights may be challenged by third parties. Any of these scenarios may result in limitations in the scope of our intellectual property or restrictions on our use of our intellectual property or may adversely affect the conduct of our business. Despite our efforts to protect our intellectual property rights, third parties may attempt to copy or otherwise obtain and use our intellectual property or seek court declarations that they do not infringe upon our intellectual property rights. Monitoring unauthorized use of our intellectual property is difficult and costly, and the steps we have taken or will take to prevent misappropriation may not be successful. From time to time, we may have to resort to litigation to enforce our intellectual property rights, which could result in substantial costs and diversion of our resources.

RISK FACTORS

In the event of a successful claim of infringement against us, or our failure to prevent others from unauthorized use of our intellectual property right, our business, prospects, financial condition, results of operations, and cash flows could be materially and adversely affected. In addition, any litigation or claims, whether or not valid, could result in substantial costs, negative publicity and diversion of resources and management attention.

We have a concentrated supplier base and any increases in price of their services or products could materially and adversely affect our results of operations, financial position and prospects.

During each year or period of the Track Record Period, we procured a substantial portion of our purchases from major suppliers. In 2021, 2022 and 2023, and for the six months ended June 30, 2024, purchases from our top five suppliers accounted for 70.5%, 40.9%, 34.5% and 56.0% of our total purchases for the respective periods, and purchases from our largest supplier accounted for 51.0%, 13.7%, 9.7% and 26.0% of our total purchases for the same periods. These purchases are primarily associated with scrubbers, equipment under maritime services, container ship and PCTC lashing gears and components and raw materials of ship exhaust gas cleaning systems. This high dependency on major suppliers exposes us to concentration risks.

We expect to continue procuring raw materials, product components and services from these suppliers. Any difficulties in procuring these raw materials may impact our ability to promptly complete and deliver equipment and systems to our customers, which could lead to a loss of our competitive advantage and existing customer base.

While we expect to maintain a stable relationship with these suppliers, we cannot guarantee that we will be able to secure a consistent, high-quality supply from these suppliers. If any of our major suppliers decides to increase the price of their products or services, or terminate our business relationships, we may encounter difficulties in finding a replacement capable of providing materials or components of equivalent quality at a similar price. If we fail to secure new suppliers under similar commercial terms within a reasonable timeframe, or at all, it could adversely affect our business, financial condition, results of operations and profitability.

We are, and may in the future be, subject to legal and regulatory proceedings and/or investigations in the ordinary course of our business.

From time to time, we may face litigation, regulatory proceedings and government investigations which may be brought against us by customers, end-users, competitors, governmental entities conducting civil, regulatory or criminal investigations, or other parties, and may be brought by us against other parties. These claims could be asserted under a variety of laws, including but not limited to product liability laws, intellectual property laws, labor and employment laws, securities laws, tort laws, contract laws and property laws. There is no guarantee of our success in enforcing our rights under the relevant business or other agreements or arrangements which may involve multiple parties and/or jurisdictions, in asserting our rights thereunder or under applicable laws and regulations, or in defending against these legal and regulatory proceedings or investigations.

Even if we succeed in our defense or asserting our rights, the process can be expensive, time-consuming, and may not yield the desired outcome. Legal and regulatory proceedings can also expose us to negative publicity, substantial financial damages, legal defense expenses, injunctive orders, and criminal, civil and administrative fines and penalties.

RISK FACTORS

Our insurance coverage strategy may not be adequate to protect us from all business risks and cover all of our potential losses.

We maintain integrated insurance coverage on our properties and fixed assets, production facility and equipment against property damage. Further, we are required by relevant laws and regulations in the PRC to maintain employment injury insurance. We also make contributions to social security insurance for our employees in accordance with the relevant laws and regulations of the PRC. We also maintained product liability insurance coverage with respect to our sales. However, our insurance coverage strategy may not protect us from all business risks. If we were to incur substantial losses and liabilities stemming from uninsured occurrences such as business disruptions, litigation, or natural disasters, we could face significant costs and resource diversion, which could have a material adverse effect on our business, results of operations, financial conditions and prospects. We may be required to bear our losses to the extent that our insurance coverage is insufficient.

Our share-based compensation may result in increased share-based payment expenses and dilution to the shareholding of existing shareholders.

Our selected executives and employees have been granted shares or options to incentivize their performance and align their interests with ours. We recognize equity-settled share-based payment expenses in our consolidated financial statements in accordance with IFRSs, amounting to RMB1.1 million, RMB2.2 million, RMB7.0 million and RMB1.1 million in 2021, 2022 and 2023, and for the six months ended June 30, 2024, respectively.

We believe the granting of share-based compensation is important to attract and retain key personnel and employees, and our employees may continue to be granted shares or options in the future. As a result, our share-based compensation may have an adverse effect on our results of operations, and the shareholding of existing shareholders may experience further dilution.

Non-compliance with relevant regulations regarding the housing provident fund may result in penalties and have an adverse impact on our business, financial condition, results of operations and prospects.

In accordance with the Regulations on the Administration of Housing Provident Fund (《住房公積金管理條例》) and other relevant laws and regulations, an employer is required to make contributions for the housing provident fund for its employees in accordance with the rates provided under relevant regulations and withhold the contribution amounts to be paid by the employees themselves. During the Track Record Period, we did not pay housing provident fund in full for certain of our employees. As a result, we may be required by competent authorities to pay the outstanding amount within a prescribed period. If the payment is not made within such time limit, an application may be made to the People's Courts for compulsory enforcement. For the years ended 2021, 2022 and 2023, and for the six months ended June 30, 2024, we estimate the shortfall in the aggregate amount of unpaid housing provident fund was approximately RMB0.4 million.

RISK FACTORS

During the Track Record Period and up to the Latest Practicable Date, we had not been subject to any penalties with respect to housing provident fund and had not received any notification from competent authorities requiring us to pay the shortfalls with respect to housing provident fund. However, we cannot assure you that the relevant government authorities will not require us to pay the outstanding amount and impose late fees or fines on us. If we are otherwise subject to investigations and are imposed severe penalties or incur significant legal fees in connection with labor law disputes or investigations, our business, prospects, results of operations, financial condition, and cash flows may be adversely affected.

Our risk management and internal control systems may not be adequate or effective.

We are dedicated to the establishment and maintenance of a robust risk management and internal control systems. We have adopted and continually improve our internal control mechanisms to ensure the compliance of our business operations. While we seek to improve our risk management and internal control systems on a continuous basis, we cannot assure you that these systems are sufficiently effective in ensuring, among other things, accurate reporting of our financial results and the prevention of fraud. See “Business — Risk management and internal control” for details. Since these systems depend on implementation by our employees, and even though we provide relevant internal training in this regard, we cannot assure you that our employees are sufficiently or fully trained to implement these systems, or that their implementation will be free from human error or mistakes. If we fail to timely update, implement and modify, or fail to deploy sufficient human resources to maintain our risk management policies and procedures, our business, financial condition, results of operations, and prospects could be materially and adversely affected.

We may be subject to anti-corruption, anti-bribery, anti-money laundering, financial and economic sanctions, and similar laws and regulations, and non-compliance with such laws and regulations can subject us to administrative, civil, and criminal penalties, collateral consequences, remedial measures, and legal expenses, all of which could adversely affect our business, prospects, results of operations, financial condition, and cash flows.

We may be subject to anti-corruption, anti-bribery, anti-money laundering, financial and economic sanctions, and similar laws and regulations in various jurisdictions in which we conduct activities, including the United States Foreign Corrupt Practices Act (“FCPA”), and other anti-corruption laws and regulations. The FCPA prohibits us and our officers, directors, employees, and business partners acting on our behalf, including agents, from corruptly offering, promising, authorizing, or providing anything of value to a “foreign official” for the purposes of influencing official decisions or obtaining or retaining business or otherwise obtaining favorable treatment. The FCPA also requires companies to make and keep books, records, and accounts that accurately reflect transactions and dispositions of assets and to maintain a system of adequate internal accounting controls. A violation of these laws or regulations could adversely affect our business, prospects, results of operations, financial condition, and cash flows.

RISK FACTORS

We have direct or indirect interactions with officials and employees of government agencies and state-owned affiliated entities in the ordinary course of business. We also have business collaborations with state-owned affiliated entities. These interactions subject us to an increasing level of compliance-related concerns. We are in the process of implementing policies and procedures designed to ensure compliance by us and our Directors, officers, employees, representatives, consultants, agents, and business partners with applicable anti-corruption, anti-bribery, anti-money laundering, financial and economic sanctions, and similar laws and regulations. However, our policies and procedures may not be sufficient and our directors, officers, employees, representatives, consultants, agents, and business partners could engage in improper conduct for which we may be held responsible.

Non-compliance with anti-corruption, anti-bribery, anti-money laundering, or financial and economic sanctions laws and regulations could subject us to whistleblower complaints, adverse media coverage, investigations, and severe administrative, civil and criminal sanctions, collateral consequences, remedial measures, and legal expenses, all of which could materially and adversely affect our business, prospects, results of operations, financial condition, and cash flows.

Certain countries or organizations, including the U.S., the European Union, the United Nations, the United Kingdom, and Australia, have, through executive order, legislations or other government means, implemented measures that impose economic sanctions against certain countries, regions or targeted industry sectors, groups of companies or persons, and/or organizations within such countries and regions. Sanctions laws and regulations are continually evolving, with new individuals and entities regularly being added to the list of sanctioned persons. Moreover, new requirements or restrictions may come into effect, potentially intensifying scrutiny on our business, particularly concerning our international expansion plans, or resulting in one or more of our business activities being deemed to have violated sanctions. Our business and reputation could be adversely affected if the authorities of relevant jurisdictions were to determine that any of our future activities constitutes a violation of the sanctions they impose.

Any misconduct by our employees or by business partners and/or their employees, could potentially expose us to significant legal liabilities, reputational harm, and other damages that may adversely affect our business.

We rely on our employees to maintain and operate our business and have implemented an internal code of conduct to guide the actions of our employees. However, we do not have control over the actions of our employees, and any misbehavior of our employees could materially and adversely affect our reputation and business. We also rely on our business partners, including, among others, sales agents, suppliers and OEMs for raw material and product components and contractors for certain production processing services for our business operations. Although we have implemented measures to select business partners, we may not be able to successfully monitor, maintain and improve the quality of their products and services. In the event of any unsatisfactory performance by our business partners and/or their employees, our business, prospects, results of operations, financial condition, and cash flows may be materially and adversely affected.

RISK FACTORS

We are subject to various environmental and safety laws and regulations that could impose potential costs upon us for environmental compliance or monetary damages, fines and other liabilities and damage to our brand name and reputation for non-compliance.

We are subject to multiple environmental and safety laws and regulations related to the manufacturing of our products and the operation of our production facility. Changes in these laws or other new environmental and safety laws and regulations may require us to change our operations, potentially resulting in a material adverse effect on our business, financial condition, results of operations, cash flows and prospects. These laws can give rise to liability for administrative oversight costs, cleanup costs, property damage, bodily injury, fines and penalties. Violations of these laws and regulations could result in substantial fines and penalties, third-party damages, suspension of production, remedial actions or a cessation of our operations. Contamination at properties we own or operate, or properties to which we send hazardous substances, may result in liability for us under environmental laws and regulations.

In addition, from time to time, the PRC government issues new regulations, which may require additional actions on us to comply. If our production facility or any of our other future constructions fail to comply with applicable regulations, we could be subject to substantial liability for clean-up efforts, personal injury or fines or be forced to close or temporarily cease the operations of our production facility or other relevant constructions, any of which could have a material adverse effect on our business, prospects, financial condition and results of operation.

Our operations are also subject to workplace safety laws and regulations, which require compliance with various workplace safety requirements, including requirements related to production safety. These laws and regulations can give rise to liability for oversight costs, compliance costs, bodily injury (including workers' compensation), fines, and penalties. Additionally, non-compliance could result in delay or suspension of production or cessation of operations. The costs required to comply with workplace safety laws can be significant, and non-compliance could adversely affect our production or other operations, which could have a material adverse effect on our business, prospects, results of operations, financial condition, and cash flows.

Moreover, there is a growing global focus on the environmental practices of manufacturers. Additionally, more stringent social responsibility laws and regulations may be adopted in the future, which may result in an increase in our cost of compliance. Compliance with such regulations is considered costly industrywide. As we expand into new markets, we will become subject to additional environmental and safety laws and regulations. We may incur additional costs to ensure compliance with such laws and regulations, as well as to manage local labor practices.

RISK FACTORS

If we do not continue to receive preferential tax treatments or government grants, our results of operations may be adversely affected.

We currently benefit from several preferential tax treatments. Under the PRC Enterprise Income Tax Law (the “EIT Law”) and Implementation Regulation of the EIT Law, we have been accredited as a high-tech enterprise by the Science and Technology Bureau of Shanghai and relevant authorities in December 2019 for a term of three years ended December 31, 2021. Our high-tech enterprise qualification was further renewed and extended to 2024. We were subject to a preferential income tax rate of 15% from year 2019 to 2024. Besides, our wholly-owned subsidiary, ContiOcean Nantong, has been accredited as a high-tech enterprise in October 2022, and subjected to the preferential income tax rate of 15% from 2022 to 2024. Our wholly-owned subsidiary, ContiOcean International, has been recognized as small and micro enterprise. According to the relevant provisions of the Announcement by the State Administration of Taxation, a preferential enterprise income tax rate of 20% was applied to small and micro enterprises and discounts on taxable income were further applicable to the portion of annual taxable income not exceeding RMB3,000,000, ranging from 50% to 87.5%, during the Track Record Period.

Furthermore, under the two-tiered profits tax rates regime in Hong Kong, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5% during the Track Record Period. In addition, the tax rate used by the subsidiaries in Singapore is 17% during the Track Record Period. The subsidiaries in Singapore enjoy a 75% exemption on the first SGD 10,000 of taxable income and a further 50% exemption on the next SGD190,000 of taxable income.

The discontinuation of any of the preferential income tax treatments that we currently enjoy could have a material adverse effect on our results of operations and financial condition. We cannot assure you that we will be able to maintain or lower our current effective tax rate in the future.

Additionally, we have received various government grants, representing subsidies granted by the PRC local government authorities as incentives for our operating activities. Any delay or uncertainty in collection or the discontinuation of these governmental subsidies or the imposition of any additional taxes could adversely affect our business, prospects, profitability, results of operations, financial condition, and cash flows.

Changes in tax laws may materially and adversely affect our business, prospects, financial condition, results of operations, and cash flows.

New income, sales, use or other tax laws, statutes, rules, regulation or ordinances could be enacted at any time, or interpreted, changed, modified or applied adversely to us, any of which could adversely affect our business operations and financial performance. We are currently unable to predict whether such changes will occur and, if so, the ultimate impact on our business. Should such changes exert a negative impact on us, our suppliers, manufacturers, or our customers, including due to associated uncertainties, these changes may materially and adversely affect our business, prospects, financial condition, results of operations, and cash flows.

RISK FACTORS

We face risks related to health epidemics, natural disaster, terrorist activities, political unrest, financial or economic crisis and other force majeure events, which could significantly disrupt our operations.

Our business could be adversely affected by the effects of health epidemics. In recent years, there have been outbreaks of COVID-19 globally. In response to the COVID-19 pandemic, various nations have adopted, among other measures, restrictions on mobility and travel, cancellation of public activities and temporary suspension on public transportation which may lead to delays or disruption in our operations, including but not limited to, business activities and R&D activities. A recurrence of an outbreak of COVID-19 and other health epidemics could restrict the level of economic activities generally and/or slow down or disrupt our business activities, which could in turn adversely affect our business, prospects, results of operations, financial condition, and cash flows.

In addition to the impact of health pandemics as described above, our business could be materially and adversely affected by natural disasters, such as snowstorms, earthquakes, fires or floods, or other events, such as wars, acts of terrorism, environmental accidents, power shortage or communication interruptions. The occurrence of such a disaster or prolonged outbreak of an epidemic illness or other adverse public health developments in the countries and regions where we have operations could materially disrupt our business and operations. Such events could also significantly affect our industries and cause a temporary closure of the facilities we use for our operations, which would severely disrupt our operations and have a material and adverse effect on our business, results of operations, financial conditions and prospects.

Any financial or economic crisis, or perceived threat of such a crisis, including a significant decrease in consumer confidence, may materially and adversely affect our business, financial condition and results of operations. With a deteriorating worldwide economy, consumer spendings and consumption of non-essential items may diminish, which in turn will affect the demand for our sales and marketing services. It is unclear whether these challenges will be contained and what effects they each may have. There is considerable uncertainty over the long-term effects of the expansionary monetary and fiscal policies that have been adopted by the central banks and financial authorities of some of the economies where we operate our businesses. To the extent any fluctuations in the global economy significantly and adversely affect consumers' demand for our equipment and systems, our business, results of operations, financial conditions, and prospects may be materially and adversely affected.

RISKS RELATING TO OUR DOING BUSINESS IN CHINA

Changes in the economic and legal conditions, as well as the interpretation and implementation of the relevant laws, rules and regulations, may affect our business, prospects, results of operations, financial condition, and cash flows.

Due to our extensive operations in the PRC, our business, financial condition, results of operations and prospects are influenced by economic and legal developments within the PRC. Laws, rules and regulations in relation to economic matters are promulgated from time to time, including those related to such as foreign investment, corporate organization and governance, commerce, taxation, finance, foreign exchange and trade.

RISK FACTORS

Furthermore, the interpretation and application of the laws and regulations governing the maritime environmental protection equipment and system industry also undergo continuous evolution and revision. These dynamic changes in the legal landscape have the potential to significantly impact our operations and business environment.

We may be subject to additional regulatory requirements under new laws and regulations on overseas offerings and listings issued by PRC government authorities.

On July 6, 2021, the relevant PRC government authorities issued the Opinions on Strictly Cracking Down Illegal Securities Activities in Accordance with the Law (《關於依法從嚴打擊證券違法活動的意見》). These opinions emphasize the need to strengthen the administration over illegal securities activities and the supervision on overseas listings by China-based companies and propose to take effective measures, such as promoting the construction of relevant regulatory systems to deal with the risks and incidents faced by China-based overseas-listed companies.

On February 17, 2023, the CSRC promulgated the Trial Administrative Measures for Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the “**Overseas Listing Trial Measures**”) along with five relevant guidelines, which became effective on March 31, 2023. The Overseas Listing Trial Measures require, among others, that PRC domestic companies that seek to initially offer and list securities in overseas markets, either directly or indirectly, shall file the required documents with the CSRC within three business days after its application for overseas listing is submitted.

On February 24, 2023, the CSRC, the Ministry of Finance of the PRC, the National Administration of State Secrets Protection of China, and the National Archives Administration of China published the Provisions on Strengthening Confidentiality and Archives Administration of Overseas Securities Offering and Listing by Domestic Companies (《關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定》) (the “**Archives Rules**”), which came into effect on March 31, 2023. The Archives Rules require that, in relation to the overseas securities offering and listing activities of domestic enterprises, either in direct or indirect form, such domestic enterprises, as well as securities companies and securities service institutions providing relevant securities services, are required to strictly comply with relevant requirements on confidentiality and archives management, establish a sound confidentiality and archives system, and take necessary measures to implement their confidentiality and archives management responsibilities. The interpretation and implementation of the Archives Rules may keep evolving, failure to comply with which may materially affect our business, prospects, results of operations, financial condition, and cash flows. See “Regulatory Overview — Applicable laws and regulations to our business in the PRC — Regulations relating to overseas offering and listing”.

Given that the Overseas Listing Trial Measures and the Archives Rules were recently promulgated, their interpretation, application, and enforcement are still evolving and subject to change. We are closely monitoring how they will affect our operations and our future financing activities.

RISK FACTORS

Changes in international trade policies, and in relationships between the PRC and other countries, may adversely impact our business and operating results.

We are actively pursuing expansion of our international market. We also intend to establish service centers in key international shipping hubs and ports, and along major trade routes, including the cities in Asia, Europe and the Middle East. Specifically, we intend to apply part of the proceeds from the Global Offering for establishing new service centers and upgrading our own service centers. Concurrently, we will conduct thorough market research to identify new geographic regions.

Unfavorable government policies related to international trade, including capital controls or tariffs, or changes in diplomatic relations between China and foreign countries or regions, have the potential to impact the sales of our equipment and systems, in international markets. These factors may also affect our ability to recruit engineers and other R&D personnel and influence the import or export of raw materials essential to our international expansion efforts. The implementation of new tariffs, changes in legislation and regulations, or the renegotiation of existing trade agreements could result in a material adverse effect on our business, prospects, results of operations, financial condition, and cash flows.

We are subject to the currency exchange regulatory system.

The conversion of Renminbi is subject to applicable laws and regulations in the PRC. It cannot be guaranteed that under a certain exchange rate, we will have sufficient foreign exchange to meet our foreign exchange requirements. Under the current PRC foreign exchange regulatory system, foreign exchange transactions under the current account conducted by us, including the payment of dividends, do not require approval from the SAFE, but we are required to present documentary evidence of such transactions and conduct such transactions at designated foreign exchange banks within China that have the licenses to carry out foreign exchange business.

Under existing foreign exchange regulations, following the completion of the Global Offering, we will be able to pay dividends in foreign currencies without prior approval from the SAFE by complying with certain procedural requirements. However, there is no assurance that these foreign exchange policies regarding payment of dividends in foreign currencies will continue in the future. In addition, any insufficiency of foreign exchange may restrict our ability to pay dividend to shareholders or to satisfy any other foreign exchange requirements, capitalize our capital expenditure plans, and even our business, prospects, results of operations, financial condition, and cash flows may be adversely affected.

Certain PRC regulations may make it more difficult for us to pursue growth through acquisitions.

The Anti-monopoly Law of the PRC (《中華人民共和國反壟斷法》) promulgated by the SCNPC on August 30, 2007, which amended on June 24, 2022 and became effective on August 1, 2022, and the Rules of the State Council on Declaration Threshold for Concentration of Undertakings (《關於經營者集中申報標準的規定》) promulgated by the State Council on August 3, 2008, and latest amended on January 22, 2024, require that where a concentration reaches certain thresholds, a declaration must be lodged in advance with the anti-monopoly law enforcement agency under the State Council, or otherwise the concentration shall not be implemented. Furthermore, under relevant PRC laws and regulations, we are required to obtain or complete approval, registration, filing and/or other procedural requirements from the MOFOM, the NDRC, the SAFE and/or their local counterparts or designated banks, with respect to our overseas investments and acquisitions. Any failure to do so or any delay in such process may subject us to suspension of overseas investments or acquisitions, timely rectification, warnings, fines and other legal sanctions, which may adversely affect our business operation.

RISK FACTORS

We may pursue potential strategic acquisitions that are complementary to our business and operations. Complying with the requirements of these regulations to complete such transactions could be time-consuming, and any required approval processes from relevant authorities, may delay or inhibit our ability to complete such transactions, which could affect our ability to expand our business or maintain our market share.

Our operations are subject to PRC tax laws and regulations.

We are subject to periodic examinations on the fulfillment of our tax obligation under the PRC tax laws and regulations by PRC tax authorities. The PRC tax laws and regulations might be subject to interpretations and adjustments by relevant authorities from time to time. Although we believe that in the past, we have acted in compliance with the requirements under the relevant PRC tax laws and regulations in all material aspects and established effective internal control measures in relation to accounting regularities, we cannot assure you that future examinations by PRC tax authorities would not result in fines, other penalties or actions that could materially and adversely affect our business, prospects, results of operations, financial condition, and cash flows.

Holders of H Shares may be subject to PRC income taxes.

Non-PRC resident individual or non-PRC resident enterprise holders of H Shares, whose names appear on the register of members of H Shares of our Company, are subject to PRC income tax in accordance with the applicable tax laws and regulations, on dividends received from us and gains realized through the sale or transfer by other means of H shares by such shareholders.

According to the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》) and the Implementation Regulations for the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法實施條例》), both came into effect on January 1, 2019, the tax applicable to non-PRC resident individuals is proportionate at a rate of 20% for any dividends obtained from within China or gains on transfer of shares and shall be withheld and paid by the withholding agent. Pursuant to the Arrangement between the Mainland and the Hong Kong Special Administrative Region (the “**Hong Kong SAR**”) for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》) (the “**Double Taxation Arrangements**”) executed on August 21, 2006, the PRC Government may levy taxes on the dividends paid by PRC companies to Hong Kong residents in accordance with the PRC laws, but the levied tax (in the case the beneficial owner of the dividends are not companies directly holding at least 25% of the equity interest in the company paying the dividends) shall not exceed 10% of the total dividends.

According to the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》), which was revised and implemented on December 29, 2018, and the Implementation Regulations for the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法實施條例》), which was revised and implemented on April 23, 2019, if a non-resident enterprise has no presence or establishment within China, or if it has established a presence or establishment but the income obtained has no actual connection with such presence or establishment, it shall pay an enterprise income tax on its income derived from within China with a reduced rate of 10%. Pursuant to the Double Taxation Arrangements, dividends paid by PRC resident enterprises to Hong Kong residents can be taxed either in Hong Kong or in accordance with the PRC laws. However, if the beneficial owner of the dividends is a Hong Kong resident, the tax charged shall not exceed: (i) 5% of the total amount of dividends if the Hong Kong resident is a company that directly owns at least 25% of the capital of the PRC resident enterprise paying dividends; or (ii) otherwise, 10% of the total amount of dividends.

RISK FACTORS

Considering the foregoing, non-PRC resident holders of our H Shares should be aware that they may be obligated to pay PRC income tax on the dividends and gains realized through sales or transfers by other means of the H Shares.

While this may also apply to other jurisdictions, there might be difficulties in effecting service of legal process, enforcing foreign judgments against us or our Directors, Supervisors and senior management in the PRC.

We are a joint stock company incorporated in China. In addition, a majority of our Directors, Supervisors and senior management reside within Mainland China, and a substantial portion of our and their assets are located within the PRC. Therefore, it may be difficult for investors to directly effect service of legal process upon us or our Directors, Supervisors and senior management in the PRC.

On July 14, 2006, the Supreme People's Court of the PRC and the government of Hong Kong SAR entered into the Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region Pursuant to Choice of Court Agreements between Parties Concerned (《關於內地與香港特別行政區法院相互認可和執行當事人協議管轄的民商事案件判決的安排》) (the “**Arrangement**”), which was taken into effect on August 1, 2008.

Pursuant to the Arrangement, where any designated PRC court or any designated Hong Kong court has made an enforceable final judgment requiring payment of money in a civil or commercial case under a choice of court agreement in writing, any party concerned may apply to the relevant PRC court or Hong Kong court for recognition and enforcement of the judgment. A choice of court agreement in writing is defined as any agreement in writing entered into between parties after the effective date of the Arrangement in which a Hong Kong court or a mainland court is expressly selected as the court having sole jurisdiction for the dispute.

On January 18, 2019, the Supreme People's Court of the PRC and the government of Hong Kong SAR signed the Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region (《關於內地與香港特別行政區法院相互認可和執行民商事案件判決的安排》) (the “**New Arrangement**”), which seeks to establish a mechanism with greater clarity and certainty for recognition and enforcement of judgments in wider range of civil and commercial matters between Hong Kong SAR and the Mainland China. On January 29, 2024, the New Arrangement was declared effective jointly by the Supreme People's Court of the PRC and the government of Hong Kong SAR, which has replaced the Arrangement. However, the New Arrangement does not apply to certain judgments of civil and commercial matters. Furthermore, there remain uncertainties as to the outcome of any applications to recognize and enforce such judgments and arbitral awards in the PRC.

Although we will be subject to the Hong Kong Listing Rules and the Hong Kong Takeovers Code upon the listing of our H Shares on the Hong Kong Stock Exchange, the holders of H Shares will not be able to bring actions on the basis of violations of the Hong Kong Listing Rules and must rely on the Hong Kong Stock Exchange to enforce its rules. The Hong Kong Listing Rules and Hong Kong Takeovers Code do not have the force of law in Hong Kong.

RISK FACTORS

RISKS RELATING TO THE GLOBAL OFFERING

There has been no prior public market for our H Shares and an active trading market for our H Shares may not develop. Market performance of our Non-H Shares on the NEEQ may not be indicative of our H Shares.

No public market currently exists for our H Shares. The initial Offer Price for our H Shares to the public will be the result of negotiations between our Company and the Joint Representatives (on behalf of themselves and the Underwriters), and the Offer Price may differ significantly from the market price of the H Shares following the Global Offering. We have applied to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the H Shares. A listing on the Hong Kong Stock Exchange, however, does not guarantee that an active and liquid trading market for our H Shares will develop, or if it does develop, that it will be sustained following the Global Offering, or that the market price of the H Shares will rise following the Global Offering.

Our Non-H Shares are currently quoted on NEEQ. The market performance of Non-H Shares on NEEQ may not be indicative of the performance of our H Shares after the Global Offering due to different characteristics of the PRC capital markets and the Hong Kong capital market.

The market price and trading volume of our H Shares may be volatile, which could result in substantial losses for investors who purchase our H Shares in the Global Offering.

The market price and trading volume of our H Shares are subject to significant volatility in response to various factors beyond our control, including the general market conditions of the securities in Hong Kong and elsewhere in the world. In particular, the business and performance and the market price of the H shares of other companies engaging in similar business may affect the market price and trading volume of our H Shares. In addition to market and industry factors, the market price and trading volume of our H Shares may be highly volatile for specific business reasons, such as the fluctuations in our revenue, earnings and cash flow, our relationships with our major customers, any potential strategic alliances, the addition or departure of key personnel, litigation, volatility in market prices and changes in demand for our products. Furthermore, the market price of our H Shares could also decline as a result of future sales of a substantial number of our H Shares or other securities relating to our H Shares in the public market, or the issuance of new shares or other securities, or the perception that such sales or issuances may occur. New shares or share-linked securities issued by our Company may also confer rights and privileges that take priority over those conferred by the H Shares.

The Hong Kong Stock Exchange and other securities markets have, from time to time, experienced significant price and trading volume volatility that are not related to the operating performance of any particular company. This volatility may also materially and adversely affect the market price of our H Shares.

RISK FACTORS

Potential investors will experience immediate and substantial dilution and may experience further dilution if we issue additional Shares or other equity securities in the future.

The Offer Price of the H Shares is higher than the net tangible asset value per H Share immediately prior to the Global Offering. Therefore, purchasers of our H Shares in the Global Offering will experience a substantial immediate dilution in pro forma consolidated net tangible asset value. There can be no assurance that if we were to immediately liquidate after the Global Offering, any assets will be distributed to Shareholders after the creditors' claims. To expand our business, we may consider offering and issuing additional H Shares in the future. Purchasers of the H Shares may experience dilution in the net tangible asset value per H Share of their H Shares if we issue additional H Shares in the future at a price which is lower than the net tangible asset value per H Share at that time.

Any possible conversion of our Non-H Shares into H Shares in the future could increase the supply of our H Shares in the market and negatively impact the market price of our H Shares.

All of our Non-H Shares may be converted into H Shares and such converted Shares may be listed or traded on Hong Kong Stock Exchange. Any listing or trading of the converted Shares on Hong Kong Stock Exchange shall comply with its regulatory procedures, rules and requirements. However, the PRC Company Law provides that in relation to the public offering of a company, the shares of that company which are issued prior to the public offering shall not be transferred within one year from the date of the listing. Therefore, upon the completion of the relevant filing procedure, our Non-H Shares may be traded, after the conversion and subject to transfer restrictions under applicable laws and regulations, in the form of H Shares on the Stock Exchange after one year of the Global Offering, which could further increase the supply of our H Shares in the market and could negatively impact the market price of our H Shares.

We cannot guarantee the accuracy of facts, forecasts and other statistics relating to the maritime environmental protection equipment and system industry contained in this prospectus.

Certain facts, statistics and data contained in this prospectus relating to the maritime environmental protection equipment and system industry in and outside China have been derived from various official government publications, industry associations, independent research institutions, third party reports and/or other publicly available sources we generally believe to be reliable, as well as a report prepared by Frost & Sullivan that we commissioned. We believe that the sources of such information are appropriate sources for such information and have taken reasonable care in extracting and reproducing such information. We have no reason to believe that such information is false or misleading or that any fact has been omitted that would render such information false or misleading. Nevertheless, the information from official government sources has not been independently verified by us or any other party involved in the Global Offering and no representation is given as to its accuracy.

RISK FACTORS

There is no assurance whether and when we will pay dividends, which is subject to restrictions under PRC law.

We declared and paid dividends during the Track Record Period. Under the applicable PRC laws, the payment of dividends may be subject to certain limitations. See “Financial Information — Dividends and dividend policy” for details of our distribution of dividends during the Track Record Period and the relevant laws and regulations regarding declaration and payment of dividends of our Company. The calculation of our profit under applicable accounting standards differs in certain respects from the calculation under IFRSs. As a result, we may not be able to pay a dividend in a given year even if we were profitable as determined under IFRSs. Our Board may declare dividends in the future after taking into account our results of operations, financial condition, cash requirements and availability and other factors as it may deem relevant at such time. Any declaration and payment as well as the amount of dividends will be subject to our constitutional documents and the PRC laws and regulations. No dividend shall be declared or payable except out of our profits and reserves lawfully available for distribution.

We have significant discretion as to how we will use the net proceeds of the Global Offering, and you may not necessarily agree with how we use them.

Our management may spend the net proceeds from the Global Offering in ways you may not agree with or that do not yield a favorable return to our Shareholders. We plan to use the net proceeds from the Global Offering for, among other things, our R&D activities, mergers and acquisitions, investing in leasing a production facility, establishing service centers internationally and supplementing working capital. For details, see “Future Plans and Use of Proceeds”. However, our management will have discretion as to the actual application of our net proceeds. You are entrusting your funds to our management, whose judgment you must depend on, for the specific uses we will make of the net proceeds from this Global Offering.

Forward-looking statements contained in this prospectus are subject to risks and uncertainties.

This prospectus contains certain forward-looking statements and information relating to us that are based on the beliefs of our management as well as assumptions made by and information currently available to our management. When used in this prospectus, the words “aim,” “anticipate,” “believe,” “can,” “continue,” “could,” “estimate,” “expect,” “going forward,” “intend,” “ought to,” “may,” “might,” “plan,” “potential,” “predict,” “project,” “seek,” “should,” “will,” “would” and similar expressions, as they relate to us or our business, are intended to identify forward-looking statements. Such statements reflect the current views of our management with respect to future events, business operations, liquidity and capital resources, some of which may not materialize or may change. These statements are subject to certain risks, uncertainties and assumptions, including the other risk factors as described in this prospectus. Should one or more of these risks or uncertainties materialize, or if any of the underlying assumptions prove incorrect, actual results may diverge significantly from the forward-looking statements in this prospectus. Whether actual results will conform to our expectations and predictions is subject to a number of risks and uncertainties, many of which are beyond our control, and reflect future business decisions that are subject to change. In light of these and other uncertainties, the inclusion of forward-looking statements in this prospectus should not be regarded as representations that our plans or objectives will be achieved, and investors should not place undue reliance on such forward-looking statements. All forward-looking statements contained in this prospectus are qualified by reference to the cautionary statements set out in this section. Subject to the ongoing disclosure obligations of the Listing Rules or other requirements of the Hong Kong Stock Exchange, we do not intend publicly to update or otherwise revise the forward-looking statements in this prospectus, whether as a result of new information, future events or otherwise.

RISK FACTORS

You should read this entire prospectus carefully and should not consider or rely on any particular statements in published media reports without carefully considering the risks and other information contained in this prospectus.

Prior to the publication of this prospectus, and subsequent to the date of this prospectus but prior to the completion of the Global Offering, there may have been or may be press and media coverage regarding us, our business, our industry and the Global Offering. Such press and media coverage may include references to information that do not appear in this prospectus or is inaccurate. We do not have sufficient control over the press and media coverage, and analysts might issue negative views or recommendations on us, which could have an adverse effect on the market price of H Shares. We have not authorized the publication of any such information contained in such press and media coverage. Therefore, we make no representation as to the appropriateness, accuracy, completeness or reliability of any information disseminated in the press or media and do not accept any responsibility for the accuracy or completeness of any financial information or forward-looking statements contained therein. To the extent that any of such information is inconsistent or conflicts with the contents of this prospectus, we expressly disclaim responsibility for them. Accordingly, prospective investors should only rely on information included in this prospectus and not on any of the information in press articles or other media coverage in deciding whether or not to invest in our Global Offering. By applying to purchase our H Shares in the Global Offering, you will be deemed to have agreed that you have not and will not rely on any information other than that contained in this prospectus, the Global Offering, and any formal announcements made by us in Hong Kong in relation to our Global Offering.

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

DIRECTORS' RESPONSIBILITY STATEMENT

This prospectus, for which our Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong) and the Listing Rules for the purpose of giving information with regard to our Group. Our Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this prospectus misleading.

CSRC FILING

According to the Overseas Listing Trial Measures, we are required to complete the filing procedures with the CSRC in connection with the proposed Listing. On December 6, 2024, the CSRC issued a notification on our Company's completion of the CSRC filing procedures for the listing of our H Shares on the Hong Kong Stock Exchange, and the Global Offering. No other approvals from the CSRC are required to be obtained for the Listing. The CSRC accepts no responsibility for the financial soundness of us or for the accuracy of any of the statements made or opinions expressed in this prospectus.

THE HONG KONG PUBLIC OFFERING AND THIS PROSPECTUS

This prospectus is published solely in connection with the Hong Kong Public Offering, which forms part of the Global Offering. The Global Offering comprises the Hong Kong Public Offering of initially 1,000,000 H Shares and the International Offering of initially 9,000,000 H Shares (subject to reallocation on the basis referred to in the section headed "Structure of the Global Offering").

For applicants under the Hong Kong Public Offering, this prospectus contains the terms and conditions of the Hong Kong Public Offering.

The Hong Kong Offer Shares are offered solely on the basis of the information contained and representations made in this prospectus and on the terms and subject to the conditions set out herein and therein. No person is authorized to give any information in connection with the Global Offering or to make any representation not contained in this prospectus, and any information or representation not contained herein and therein must not be relied upon as having been authorized by our Company or the Relevant Persons.

The Listing is sponsored by the Joint Sponsors and the Global Offering is managed by the Joint Representatives. The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters under the terms of the Hong Kong Underwriting Agreement and is subject to us and the Joint Representatives (for themselves and on behalf of the Underwriters) agreeing on the Offer Price. The International Offering is expected to be fully underwritten by the International Underwriters subject to the terms and conditions of the International Underwriting Agreement, which is expected to be entered into on or around the Price Determination Date.

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

The Offer Price is expected to be determined among the Joint Representatives (for themselves and on behalf of the Underwriters) and our Company on the Price Determination Date. The Price Determination Date is expected to be on or around Tuesday, January 7, 2025 and, in any event, not later than 12:00 noon on Tuesday, January 7, 2025 (unless otherwise determined between the Joint Representatives (for themselves and on behalf of the Underwriters) and our Company). If, for whatever reason, the Offer Price is not agreed between the Joint Representatives and our Company on or before 12:00 noon on Tuesday, January 7, 2025, the Global Offering will not proceed and will lapse. See “Underwriting” in this prospectus for further information about the Underwriters and the underwriting arrangements.

Neither the delivery of this prospectus nor any offering, sale or delivery made in connection with our Shares should, under any circumstances, constitute a representation that there has been no change or development reasonably likely to involve a change in our affairs since the date of this prospectus or imply that the information contained in this prospectus is correct as of any date subsequent to the date of this prospectus.

PROCEDURES FOR APPLICATION FOR HONG KONG OFFER SHARES

The application procedures for the Hong Kong Offer Shares are set out in the section headed “How to Apply for Hong Kong Offer Shares” in this prospectus.

STRUCTURE AND CONDITIONS OF THE GLOBAL OFFERING

Details of the structure of the Global Offering, including its conditions, are set out in “Structure of the Global Offering” in this prospectus.

RESTRICTIONS ON OFFERS AND SALE OF SHARES

Each person acquiring the Hong Kong Offer Shares under the Hong Kong Public Offering will be required to, or be deemed by his/her/its acquisition of Offer Shares to, confirm that he/she/it is aware of the restrictions on offers for the Offer Shares described in this prospectus.

No action has been taken to permit a public offering of the Offer Shares in any jurisdiction other than in Hong Kong, or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purpose of, and does not constitute an offer or invitation in any jurisdiction or in any circumstances in which such an offer or invitation is not authorized or to any person to whom it is unlawful to make such an offer or invitation. The distribution of this prospectus and the offering and sale of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom.

Prospective applicants for the Offer Shares should consult their financial advisers and seek legal advice, as appropriate, to inform themselves of, and to observe, all applicable laws, rules, and regulations of any relevant jurisdiction. Prospective applicants for the Offer Shares should also inform themselves as to the relevant legal requirements and any applicable exchange control regulations and applicable taxes in the countries of their respective citizenship, residence, or domicile.

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

APPLICATION FOR LISTING ON THE HONG KONG STOCK EXCHANGE

We have applied to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the H Shares in issue and to be issued pursuant to the Global Offering, and any H Shares to be issued upon exercise of the options granted under the Pre-IPO Share Option Scheme.

Save for our Non-H Shares quoted on the NEEQ, no part of our share or loan capital is listed on, quoted or dealt in on any other stock exchange and no such listing or permission to list is being or proposed to be sought in the near future. All Offer Shares will be registered on our H Share register of members in order to enable them to be traded on the Hong Kong Stock Exchange.

Under section 44B(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, any allotment made in respect of any application will be invalid if the listing of, and permission to deal in, the H Shares on the Hong Kong Stock Exchange is refused before the expiration of three weeks from the date of the closing of the application lists, or such longer period (not exceeding six weeks) as may, within the said three weeks, be notified to our Company by the Hong Kong Stock Exchange.

COMMENCEMENT OF DEALINGS IN THE H SHARES

Dealings in the H Shares on the Main Board of the Hong Kong Stock Exchange are expected to commence on Thursday, January 9, 2025. The H Shares will be traded on the Main Board of the Hong Kong Stock Exchange in board lots of 100 H Shares each. The stock code of the H Shares will be 2613.

H SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

Subject to the granting of the listing of, and permission to deal in, our H Shares on the Hong Kong Stock Exchange and our compliance with the stock admission requirements of HKSCC, our H Shares will be accepted as eligible securities by HKSCC for deposit, clearance, and settlement in CCASS with effect from the Listing Date or on any other date as determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second settlement date after any trading day.

All activities under CCASS are subject to the HKSCC Rules and HKSCC Operational Procedures in effect from time to time.

All necessary arrangements have been made enabling the H Shares to be admitted into CCASS. Investors should seek the advice of their stockbroker or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests.

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

H SHARE REGISTER AND STAMP DUTY

All of the H Shares issued pursuant to the applications made in the Global Offering will be registered on our H Share register of members to be maintained in Hong Kong by our H Share Registrar, Tricor Investor Services Limited. Our principal register of members will be maintained by us at our head office in Mainland China.

Dealings in the H Shares will be subject to Hong Kong stamp duty, the current rate charged on each of the purchaser and seller is 0.1% of the consideration of, if higher, of the fair value of the H Shares being sold or transferred.

Unless determined otherwise by our Company, dividends payable in Hong Kong dollars in respect of H Shares will be paid to the Shareholders listed on the H Share register of members of our Company, by ordinary post, at the Shareholders' risk, to the registered address of each Shareholder.

PROFESSIONAL TAX ADVICE RECOMMENDED

Applicants for the Offer Shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding, disposing of, or dealing in the H Shares or exercising any rights attaching to the H Shares. It is emphasized that none of us or the Relevant Persons accepts responsibility for any tax effects or liabilities of holders of the H Shares resulting from the subscription, purchase, holding, disposal of, dealing in, or the exercise of any rights in relation to the H Shares.

EXCHANGE RATE CONVERSION

Unless otherwise specified, this prospectus contains certain translations for the convenience of the reader at the following rates:

HK\$1.00: RMB0.9255

US\$1.00: RMB7.1901

SGD1.00: RMB5.3145

EUR1.00: RMB7.4984

These translations are provided for reference and convenience only, and no representation is made, and no representation should be construed as being made, that any amounts in RMB, US\$, HK\$, SGD or EUR can be or could have been at the relevant dates converted at the above rates or any other rates or at all.

LANGUAGE

If there is any inconsistency between this prospectus and the Chinese translation of this prospectus, this prospectus shall prevail unless otherwise stated. However, if there is any inconsistency between the names of any of the entities mentioned in the English version of this prospectus which are not in the English language and their English translations, the names in their respective original language shall prevail.

INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

ROUNDING

Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments, or have been rounded to a set number of decimal places. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Any discrepancies in any table in this prospectus between total and sum of amounts listed therein are due to rounding.

DIRECTORS, SUPERVISORS, AND PARTIES INVOLVED IN THE GLOBAL OFFERING
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DIRECTORS

For more information on our Directors and Supervisors, see “Directors, Supervisors, and Senior Management” in this prospectus.

<u>Name</u>	<u>Residential address</u>	<u>Nationality</u>
<i>Executive Directors</i>		
Mr. Zhou Yang (周洋)	20-902, Lane 1650, Yongtai Road, Pudong New Area, Shanghai, PRC	Chinese
Mr. Zhao Mingzhu (趙明珠)	Flat NC, 20/F, Tower 1, Phase 3, Festival City, 1 Mei Tin Road, Tai Wai, Shatin, New Territories, Hong Kong	Chinese
Mr. Chen Zhiyuan (陳志遠)	15-1201, Lane 600, Miao Pu Road, Pudong New Area, Shanghai, PRC	Chinese
Mr. Shu Wa Tung, Laurence (舒華東)	Flat B, 18/F, Block 3, Ocean View, 1 Po Tai Street, Shatin, New Territories, Hong Kong	Chinese (Hong Kong)
Mr. Chen Rui (陳睿)	16-202, Lane 630, Dingxi Road, Changning District, Shanghai, PRC	Chinese
<i>Independent non-executive Directors</i>		
Dr. Guan Yanmin (管延敏)	Room 103, Building 130, Phase IV, Vanke Blue Mountain, Runzhou District, Zhenjiang City, Jiangsu Province, PRC	Chinese
Mr. Zhu Rongyuan (朱榮元)	Room 21, Lane 1340, Xinzha Road, Huangpu District, Shanghai, PRC	Chinese
Ms. Ng Sin Kiu (吳先僑)	Flat E, 38/F, Tower 16, Ocean Shores, Tseung Kwan O, New Territories, Hong Kong	Chinese (Hong Kong)

SUPERVISORS

<u>Name</u>	<u>Residential address</u>	<u>Nationality</u>
Mr. Shen Xiaowei (沈小偉)	11-604 Chaohui Garden, Chongchuan District, Nantong City, Jiangsu Province, PRC	Chinese
Mr. Yu Yuanyang (于遠洋)	402, No. 40, Lane 1169, Songlan Road, Baoshan District, Shanghai, PRC	Chinese
Mr. Wu Yunfeng (吳雲峰)	405, Building 6, Haotian Huayuan, Changjiang Town, Rugao City, Nantong City, Jiangsu Province, PRC	Chinese

DIRECTORS, SUPERVISORS, AND PARTIES INVOLVED IN THE GLOBAL OFFERING

PARTIES INVOLVED IN THE GLOBAL OFFERING

Joint Sponsors

CITIC Securities (Hong Kong) Limited

18/F, One Pacific Place
88 Queensway
Hong Kong

**China Galaxy International Securities (Hong Kong)
Co., Limited**

20th Floor, Wing On Centre
111 Connaught Road Central
Sheung Wan
Hong Kong

Sponsor-Overall Coordinators

CLSA Limited

18/F, One Pacific Place
88 Queensway
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**China Galaxy International Securities (Hong Kong)
Co., Limited**

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Joint Representatives

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Overall Coordinators

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DIRECTORS, SUPERVISORS, AND PARTIES INVOLVED IN THE GLOBAL OFFERING

Joint Global Coordinators

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Joint Bookrunners

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CCB International Capital Limited

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Central
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CEB International Capital Corporation Limited

34/F–35/F,
Everbright Centre,
108 Gloucester Road,
Wan Chai,
Hong Kong

China Everbright Securities (HK) Limited

33/F,
Everbright Centre,
108 Gloucester Road,
Wan Chai,
Hong Kong

China Sunrise Securities (International) Limited

Unit 4502,
45/F,
The Center,
99 Queen's Road Central,
Hong Kong

Fortune Origin Securities Limited

Room 404–405,
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Central,
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ICBC International Securities Limited

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3 Garden Road
Hong Kong

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Quam Securities Limited

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Hong Kong

SPDB International Capital Limited

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Joint Lead Managers

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Tiger Brokers (HK) Global Limited

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TradeGo Markets Limited

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Capital Market Intermediaries

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as to Hong Kong and U.S. laws:

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Xuhui District, Shanghai

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as to PRC law:

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Independent Industry Consultant

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CORPORATE INFORMATION

Registered office	Room 1101 No. 2 Maji Road China (Shanghai) Pilot Free Trade Zone Shanghai
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Principal place of business in Hong Kong	20/F, Silver Fortune Plaza 1 Wellington Street Central, Hong Kong
Company's website	www.contioceangroup.com (<i>The information on the website does not form part of this prospectus</i>)
Company Secretary	Mr. Shu Wa Tung, Laurence (舒華東)
Authorized Representatives	Mr. Shu Wa Tung, Laurence (舒華東) Mr. Chen Rui (陳睿)
Audit Committee	Mr. Zhu Rongyuan (朱榮元) (<i>Chairperson</i>) Dr. Guan Yanmin (管延敏) Ms. Ng Sin Kiu (吳先僑)
Remuneration Committee	Dr. Guan Yanmin (管延敏) (<i>Chairperson</i>) Mr. Shu Wa Tung, Laurence (舒華東) Mr. Zhu Rongyuan (朱榮元)
Nomination Committee	Mr. Zhu Rongyuan (朱榮元) (<i>Chairperson</i>) Mr. Zhou Yang (周洋) Dr. Guan Yanmin (管延敏)
ESG Committee	Mr. Zhao Mingzhu (趙明珠) (<i>Chairperson</i>) Mr. Chen Zhiyuan (陳志遠) Mr. Chen Rui (陳睿) Mr. Zhu Rongyuan (朱榮元)
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INDUSTRY OVERVIEW

The information and statistics set out in this section and other sections of this prospectus were extracted from the Frost & Sullivan Report prepared by Frost & Sullivan, which was commissioned by us, and from various official government publications and other publicly available publications. We engaged Frost & Sullivan to prepare the Frost & Sullivan Report, an independent industry report, in connection with the Global Offering. Our Directors confirm that, after taking reasonable care, they are not aware of any adverse change in market information since the date of the Frost & Sullivan Report which may qualify, contradict or adversely impact the quality of the information in this section. The information from official government sources has not been independently verified by us, the Joint Sponsors, the Joint Representatives, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, any of the Underwriters or Capital Market Intermediaries, any of our and their respective directors, supervisors, officers, representatives, employees, advisers or any other persons or parties involved in the Global Offering, and no representation is given as to its accuracy.

SOURCE AND RELIABILITY OF INFORMATION

We have engaged Frost & Sullivan, an independent market research consultant, to analyze the global and China marine ship and maritime environmental protection equipment and system markets and prepare a report for use in this prospectus, for which we have agreed to pay an engagement fee of RMB500,000. Frost & Sullivan is an independent global consulting firm founded in 1961 in New York and its services include, among others, growth strategy consulting, market research and analysis and corporate training. Frost & Sullivan has conducted detailed primary research which involved discussing the status of the industry with certain leading industry participants and conducting interviews with relevant parties. Frost & Sullivan has also conducted secondary research which involved reviewing company reports, independent research reports and data based on its own research database. Unless otherwise stated, all data and forecasts contained in this section have been derived from the Frost & Sullivan Report and were based on desktop research, expert interviews, and analysis and estimates by Frost & Sullivan. Our Directors confirm that, having exercised reasonable care, there have been no adverse changes in market information, taken as a whole since the date of the Frost & Sullivan Report, that would materially limit, contradict, or adversely affect these data.

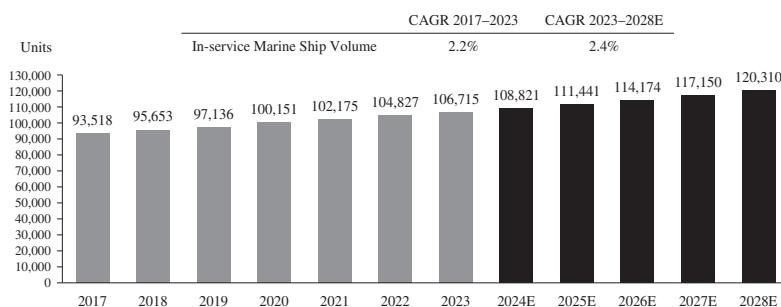
OVERVIEW OF GLOBAL MARINE SHIP INDUSTRY

The global marine ship market is a diverse industry encompassing the design, manufacturing, operation, maintenance, and marine conservation of various types of ships for commercial and other purposes. It plays a crucial role in supporting logistics, energy transportation, manufacturing, and tourism. Recognizing its importance, countries worldwide are implementing policies and regulations to promote technological upgrades and environmentally friendly changes in marine ship manufacturing. The goal is to establish a modern shipping system that fosters sustainable development by balancing economic growth with ecological and environmental protection.

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Maritime transport is the most important downstream application of marine ships and the primary mode of transportation in international logistics. In 2023, maritime transport accounted for more than 80% of the total volume of goods transported in international trade. Due to stable growth in shipping capacity and international trade demand, the total volume of global in-service marine ship volume increased steadily from 93,518 units in 2017 to 106,715 units in 2023, achieving a CAGR of 2.2%. Looking forward, this upward trend is expected to accelerate from 2023 to 2028, with the total volume of global in-service marine ship volume projected to reach 120,310 units in 2028, at a CAGR of 2.4%.

In-service marine ship volume (global), 2017–2028E

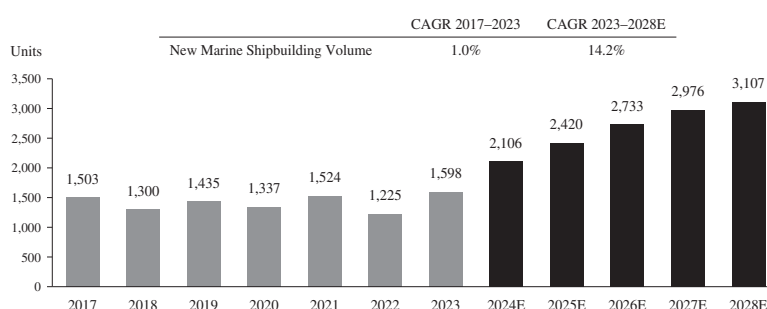


Source: Frost & Sullivan Report, China Association of the National Shipbuilding Industry, Lloyd's Register of Shipping, Clarkson, China Shipbuilding Industry Yearbook

Note: The number of in-service marine ship volume is based on the number of total ships in operation during the year.

From 2017 to 2023, global new marine shipbuilding volume exhibited a slightly fluctuating upward trend. Between 2017 and 2019, stricter environmental regulations and previous fleet expansions contributed to fluctuations in demand for new marine shipbuilding. From 2020 to 2022, the recurring waves of COVID-19 led to intermittent shutdowns and production halts in various countries, causing fluctuations in the volume of new shipbuilding during this period. However, from 2023 to 2028, the global new shipbuilding volume is projected to recover and grow significantly from 1,598 units to 3,107 units at a CAGR of 14.2%. This growth is driven by the post-pandemic recovery, rising global trade demand, technological advancements in shipbuilding, and increased investments in ships with environmental protection equipment and systems to meet regulatory and efficiency standards.

New marine shipbuilding volume (Global), 2017–2028E

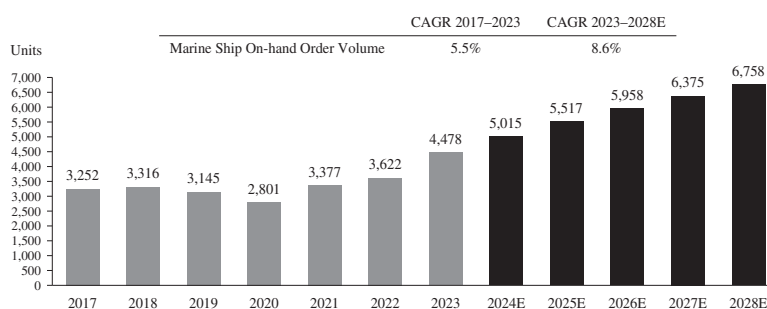


Source: Frost & Sullivan Report, China Association of the National Shipbuilding Industry, Lloyd's Register of Shipping, Clarkson, China Shipbuilding Industry Yearbook

INDUSTRY OVERVIEW

From 2017 to 2023, the global marine ship on-hand order volume displayed a fluctuating upward trend. In 2020, the COVID-19 pandemic caused intermittent shutdowns and production halts in various countries, disrupting the ocean freight supply chain and leading to a decline in new shipbuilding orders. However, these supply chain disruptions resulted in higher ocean freight rates and a shortage of shipping capacity. Consequently, many shipyards capitalized on these higher rates and subsequently placed new orders. From 2023 to 2028, the global marine ship order volume is projected to grow steadily from 4,478 units to 6,758 units, with a CAGR of 8.6%. This growth is driven by the post-pandemic recovery, rising global trade demand, technological advancements in shipbuilding, and increased investments in ships with clean-energy systems to meet regulatory and efficiency standards.

Marine ship on-hand order volume (global), 2017–2028E



Source: Frost & Sullivan Report, Lloyd's Register of Shipping, Clarkson, China Shipbuilding Industry Yearbook

Market drivers and trends in the global marine ship market

Global economic growth

Global economic growth significantly drives the marine ship market by increasing trade volumes, leading to higher demand for shipping services and fleet expansion. As economies grow, consumer spending and industrial production rise, boosting the need for ocean freight transportation. This demand fuels investment in new shipbuilding and fleet modernization. Improvements and expansion in global supply chains led by the growth of the global economy further stimulate shipping activity, solidifying the marine ship market's growth and modernization.

Tightening of environmental protection requirements

The global marine ship market is increasingly influenced by stringent environmental protection requirements, driven notably by regulations from the International Maritime Organization (IMO), various countries and regional governments. These regulations mandate substantial reductions in sulfur oxide and greenhouse gas (GHG) emissions, leading to the adoption of maritime environmental protection equipment and systems such as marine exhaust gas cleaning systems, marine energy-saving devices, or the reconstruction of ships' power systems to use alternative fuels like LNG, LPG, methanol and ammonia. Furthermore, the industry is embracing digitalization for enhanced emissions monitoring and reporting, with collaboration among stakeholders playing a crucial role in developing and implementing effective environmental protection equipment and systems.

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Technological advancement

Technological advancements in the marine ship industry are transforming ship operations by enhancing efficiency, reducing environmental impact, and improving safety. Marine exhaust gas cleaning technologies and marine energy-saving devices further enhance efficiency and mitigate exhaust emissions, ensuring compliance with stringent environmental regulations. Propulsion systems have evolved with the adoption of alternative fuels, offering cleaner energy options compared to traditional fossil fuels. Automation and digitalization also play pivotal roles, enabling the development of smart ships equipped with advanced intelligent management systems and real-time performance detection systems. These technologies optimize fuel consumption, lower emissions, and enhance operational reliability, underscoring a shift towards sustainable and efficient maritime operations driven by innovation and environmental responsibility.

Analysis of relationship between freight rates and global newly added marine shipbuilding order volume

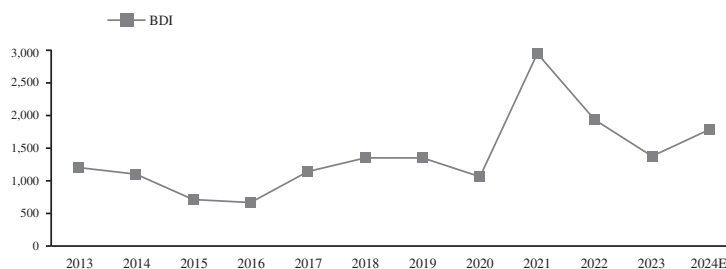
The Baltic Dry Index (BDI) serves as a key indicator of global shipping prices, reflecting the cost of transporting goods and closely tied to the demand for shipping services. Generally, there is a positive correlation between the BDI and new shipbuilding orders. A rising BDI indicates strong demand for shipping, often driven by increased global trade or supply chain pressures, prompting shipowners to order new vessels to expand fleets and capitalize on favorable market conditions.

During the COVID-19 pandemic, global maritime logistics faced severe disruptions, causing shipping prices to surge dramatically. From the second half of 2020 through 2021, the BDI rose to 2–3 times its 2013–2019 levels. However, operational halts at shipyards and component manufacturers, along with fully booked shipping capacities, limited some shipowners' ability to place new orders. As the pandemic was effectively controlled and operations resumed, the demand for new shipbuilding began to be gradually released starting in 2021. As a result, the volume of newly added marine ship on-hand orders in 2023 continued to show an upward trend, remaining significantly higher compared to the 2016–2020 period. This trend is expected to persist, driven by sustained demand for maritime shipping and fleet modernization.

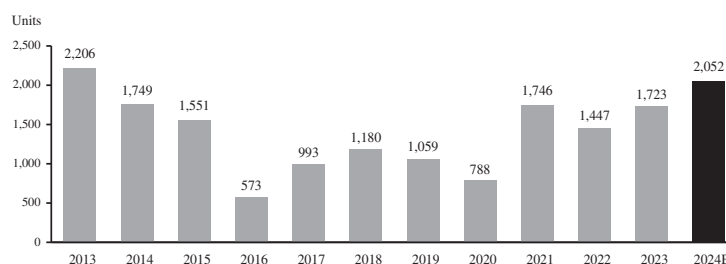
By 2022, as the pandemic's impact lessened and shipping prices stabilized, the BDI began to decline but stayed above pre-pandemic levels. A subsequent spike in 2023, driven by factors like the Red Sea Crisis, occurred. Revenue growth and long-term demand for new ships remain strong as shipowners, learning from pandemic challenges and other uncertainties, prioritize stability and capacity in their shipping supply chains. In the following years, new shipbuilding orders are forecast to rise steadily, supported by growing global trade, stricter environmental regulations, and the need for fleet modernization. This sustained demand, coupled with elevated shipping rates, is poised to drive continuous growth in newly added shipbuilding orders.

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Average Baltic Dry Index, 2013–2024E



Newly added marine ship on-hand order volume (global), 2013–2024E



Source: Frost & Sullivan Report, China Association of the National Shipbuilding Industry, Lloyd's Register of Shipping, Clarkson, China Shipbuilding Industry Yearbook

OVERVIEW OF GLOBAL MARITIME ENVIRONMENTAL PROTECTION EQUIPMENT AND SYSTEM INDUSTRY

Analysis of the impact of the shipping industry on our Group's business

The development of our Group's business is closely tied to the trends and drivers of the global shipping industry, including but not limited to the following:

Global Economic Growth

Our Group's business benefits from global economic growth, as increased trade volumes and fleet expansion drive demand for its innovative maritime environmental protection equipment and systems and technologies. Rising shipping activity stimulates investment in new shipbuilding and fleet modernization, creating a strong market for our Group's products and service such as EGCS and energy-saving devices. The industry's growing focus on efficient and sustainable operations aligns with our Group's portfolio, establishing it as a key enabler of fleet upgrades and an integral part of the global shipping industry's evolution.

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Tightening Environmental Protection Requirements

Stricter environmental regulations significantly boost the adoption of our Group's products and technologies. Its EGCSs assist ship operators in meeting IMO sulfur emission limits, while its energy-saving devices and clean-energy supply systems provide forward-thinking options for meeting decarbonization goals. The regulatory push for alternative fuels and emissions monitoring further increases demand for our Group's advanced systems, ensuring strong growth prospects as shipowners prioritize compliance and sustainability in their operations.

Technological Advancements

Our Group's commitment to innovation positions it at the forefront of the global shipping industry's transition towards advanced technologies. Its development of marine service, marine energy-saving devices, and clean-energy supply systems aligns with the increasing demand for smarter and more sustainable maritime operations. As environmental protection and digitalization continue to reshape the industry, our Group's products and service offer significant opportunities to enhance operational reliability, reduce fuel consumption, and meet evolving market needs. This technological progression strengthens our Group's competitive edge and reinforces its relevance in the global shipping industry.

Definition and classification of maritime environmental protection equipment and systems

International shipping, which transports over 80% of global trade, is facing increasing environmental challenges. Traditional fossil fuels emit harmful substances like sulfur oxides, nitrogen oxides, and particulate matter, significantly affecting air quality and human health. In response, the international communities and countries have imposed stricter environmental conventions and standards, raising emissions requirements for the shipping industry. For instance, the IMO's stringent requirements have increased the environmental and time pressures on shipbuilding and retrofitting industries, leading to a higher demand for maritime environmental protection equipment and systems. The maritime environmental protection equipment and systems effectively meet customers' needs through rapid response, comprehensive services, and innovative technologies, thereby improving the efficiency and quality of ships.

Simultaneously, ship-related environmental technologies are advancing rapidly, with new generations of energy-saving, emission-reducing, and highly efficient equipment and systems continuously emerging. By optimizing ship design, retrofitting energy and power systems, implementing intelligent ship operation management systems, and utilizing clean energy, these innovations enhance the sustainable development and competitiveness of the marine shipping industry. Maritime environmental protection equipment and systems focus on advanced technology and environmentally friendly transformations throughout a ship's lifecycle — from design and manufacturing to operation and recycling. These equipment and systems economically fulfill their intended functions and performance, improve energy efficiency, reduce or eliminate environmental pollution, and provide excellent protection for operators and users, steering the industry towards more sustainable development.

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According to the development history led by the IMO's industry environmental protection requirements, maritime environmental protection equipment and system market can be classified by four sectors:

- **Marine exhaust gas cleaning systems (EGCS):** refer to the installation of key environmental protection equipment on marine ships to harmlessly treat exhaust gases from main engines, generators, boilers, and other sources. This prevents atmospheric pollution caused by uncontrolled ship emissions and helps shipowners and operators comply with IMO and national environmental regulations. Adding ship exhaust gas cleaning systems is currently the primary and most cost-effective method of reducing sulfur oxides. By selecting the appropriate type of ship exhaust gas cleaning systems (including open-loop, closed-loop and hybrid types) and ensuring scientific design, installation, and maintenance, sulfur oxide emissions from ships can be significantly reduced, protecting the atmosphere. Additionally, effective cost management and operational training ensure optimal economic and environmental benefits throughout the marine ship's lifecycle.
- **Marine energy-saving devices:** integrate energy-saving devices (ESDs), carbon capture, utilization and storage systems (CCUS) including organic amine-based carbon capture systems and dual alkali-based carbon capture systems, and intelligent control technologies to optimize power performance, reduce fuel consumption, and lower emissions. This comprehensive approach enhances both the operational efficiency and environmental performance of ships, enabling shipowners and operators to reduce operational costs while meeting international and regional environmental regulations.
- **Marine clean-energy supply systems:** encompass the use of clean-energy supply systems and associated equipment, including but not limited to dual-fuel gas supply systems (FGSS) for liquefied natural gas (LNG)/liquefied ethane (LEG), low-flashpoint fuel supply systems (LFSS) for methanol/liquefied petroleum gas (LPG)/ammonia, and liquid cargo systems (CHS) for LNG/LPG/ammonia/liquid carbon dioxide (LCO₂). These systems aim to reduce emissions from ship fossil fuel combustion by replacing traditional fossil fuels with clean energy, thereby lowering carbon emissions and air pollution.
- **Maritime service and others:** encompass ship accommodation interior design and construction, ship cyber security software and hardware, ship retrofitting and ship repair supervision services, container ship and PCTC lashing gears etc., primarily focusing on eco-friendliness for ships.

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The following table shows the maritime environmental protection equipment and systems development history by the IMO's emission requirements:

Year	IMO Policy Background	Key Equipment and System to Achieve the Target	Feature
Since 2016	The global sulfur oxide emission limitation proposed by the IMO in 2016 marked the beginning of the development of the marine ship desulfurization industry. In 2020, the IMO further reduced the upper limit of sulfur oxide content in ships' fuel oil from 3.5% to 0.5%, serving as a critical catalyst that accelerated industry activities and drove significant growth. Consequently, the desulfurization of marine ships experienced rapid expansion to meet regulatory demands, positioning itself as a vital component of the marine ship industry's efforts to reduce sulfur oxide emissions and improve environmental compliance.	Marine exhaust gas cleaning systems	Effectively reduce sulfur oxide emissions with high cost-effectiveness
2021-2050			
Phase one: 2021–2030	In addition to the established regulations that have been released, the IMO's "GHG Strategy" in 2021 aimed to reduce GHG emissions per transport work by at least 40% by 2030 compared to 2008 levels. This period is critical for transitioning from the initial introduction of GHG reduction policies to their comprehensive adoption and enforcement across the marine ship industry. This phase is expected to drive significant advancements in GHG reduction technologies and strategies, promoting more sustainable practices. The timeline reflects a gradual scaling-up of efforts and investments in cleaner technologies, energy efficiency improvements, and alternative fuels, aiming for substantial reductions in GHG emissions by 2030. This period is essential for establishing long-term environmental compliance and sustainability in the marine ship industry.	Marine exhaust gas cleaning systems; Marine energy-saving devices	Effectively reduce sulfur oxide emissions with high cost-effectiveness Effectively reduce GHG emissions, but are unable to achieve net zero GHG emissions

INDUSTRY OVERVIEW

Year	IMO Policy Background	Key Equipment and System to Achieve the Target	Feature
Phase two: 2031–2050	The IMO’s “GHG Strategy” aims to peak and then achieve net-zero GHG emissions from international shipping by around 2050. This long-term goal signifies a transformative shift in the marine ship industry, necessitating substantial advancements in green ship technologies and sustainable practices. Achieving net-zero emissions involves extensive R&D and deployment of alternative fuels, such as LNG, LPG, methanol and ammonia, which have lower or no carbon footprints compared to traditional fossil fuels. Additionally, improvements in energy efficiency, through the optimization of ship design and operational practices, will be critical. By targeting net-zero emissions, the IMO strategy aims not only to mitigate the environmental impact of shipping but also to align the industry with global climate goals, ensuring its sustainability and resilience in the face of climate change.	Marine clean-energy supply systems	Aim to achieve net zero GHG emissions
Long-term continuing	Continuing trend in the global shipping industry to pursue environmental sustainability, operational efficiency, social engagement, among others.	Maritime service and others	Realize the healthy and environmental sustainability development of the industry

Source: Frost & Sullivan Report, IMO, Clarkson, China Association of the National Shipbuilding Industry, Lloyd’s Register of Shipping, China Shipbuilding Industry Yearbook

Cost analysis of marine exhaust gas cleaning systems

Since the initial proposal of the global sulfur oxide emission limitation by the IMO in 2016, marine exhaust gas cleaning systems have dominated the global maritime environmental protection equipment and system market, comprising around 50% of the industry in 2023. To address the IMO’s sulfur oxides emission limits, three strategies can be employed: 1) using low-sulfur fuel; 2) adopting ship exhaust gas cleaning systems; and 3) installing marine clean-energy supply systems, such as FGSS and LFSS. Although the transition to low-sulfur fuel offers a quick and straightforward approach to compliance, unstandardized mix during oil production may cause a relatively higher level of damage to a ship’s engine during sailing. In addition, low-sulfur fuel is generally more expensive than high-sulfur fuel used with ship exhaust gas cleaning systems. Also, the price of low-sulfur fuel was higher than that of high-sulfur fuel from 2016 to 2023, and this price spread is expected to be maintained from 2024 to 2028 due to several key factors, including but not limited to the following reasons that (i) the global sulfur oxide emission limitations first introduced by the IMO in 2016 spurred a rise in demand for low-sulfur fuel. As environmental awareness has grown, many countries and regions have implemented stringent regulations mandating the use of low-sulfur fuel or EGCS in response to the sulfur oxide emission limitations of IMO. This surge in demand, coupled with a relatively limited supply, has driven up prices of low-sulfur fuel; and (ii) the production cost of low-sulfur fuel is higher than that of high-sulfur fuel. Producing low-sulfur fuel requires advanced technologies, specialized equipment, and more stringent refining processes to reduce sulfur content. These additional costs are reflected in the higher

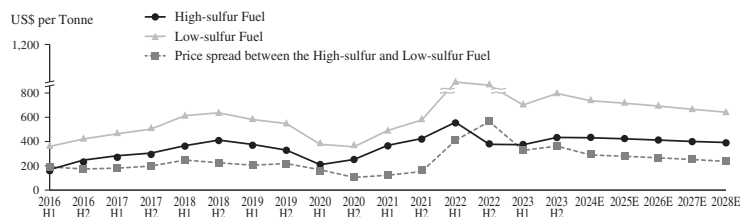
INDUSTRY OVERVIEW

price of low-sulfur fuel, making it more expensive compared to high-sulfur fuel, which requires simpler refining methods. In 2023, the global average price gap between high-sulfur and low-sulfur fuel was approximately US\$340–350 per tonne. The average payback period for installing ship exhaust gas cleaning systems ranges from 6 months to 15 months, while the lifespan of ship exhaust gas cleaning systems can reach 5–10 years. After reaching the break-even point, the advantages of adopting ship exhaust gas cleaning systems become more significant.

The global sulfur oxide emission limitations first proposed by the IMO in 2016 initiated the growth of the marine ship desulfurization industry. Since then, the rapid increase in demand for low-sulfur fuel has resulted in a significant price differential between high- and low-sulfur fuel, maintaining an elevated spread of around US\$200 per tonne from 2016 to 2020. Due to the impacts of COVID-19 on global economy, the imbalance in the supply of high- and low- sulfur has led to a narrowing of the price gap between the two. As a result, the price spread between high- and low-sulfur fuel fell to a low point of approximately US\$105 per tonne in 2020. Following the implementation of sulfur oxide emission limitation in 2020 and the impacts of COVID-19 on the global economy starting to subside, this price spread quickly recovered in 2021 and widened further to approximately US\$350 per tonne in 2023, prompting many shipowners to invest heavily in exhaust gas cleaning systems to continue using cheaper high-sulfur fuel while adhering to environmental standards. However, the rise in low-sulfur fuel production and enhanced refining efficiency have stabilized the supply of low-sulfur fuel.

Looking ahead to 2024–2028, the price spread is expected to remain relatively stable. As more refineries come online and ramp up low-sulfur fuel production, the supply-demand balance should stabilize. If external factors, such as political and macroeconomic conditions, remain stable, the price spread is likely to remain stable or reduce gradually, particularly if high-sulfur fuel prices remain steady. However, the price spread between high-sulfur and low-sulfur fuel is expected to remain around US\$240 per tonne through 2028, which is still relatively higher compared to 2016 levels. This sustained price spread makes the use of exhaust gas cleaning systems economically advantageous, allowing shipowners to continue using high-sulfur fuel while complying with environmental regulations.

Average price comparison of high-sulfur and low-sulfur fuel, 2016H1–2028E



Source: Frost & Sullivan Report, Organization of the Petroleum Exporting Countries, Clarkson, Platts, Bloomberg

Note:

- (1) Frost & Sullivan used the same calculation method to determine the average prices of high-sulfur and low-sulfur fuel above. The average price of high-sulfur fuel is derived from the average FOB spot prices of high sulfur fuel for the corresponding half-year periods in Singapore and Rotterdam. Meanwhile, the average price of low-sulfur fuel oil is calculated from the average FOB spot prices of VLSFO (Very Low Sulfur Fuel Oil) for the same corresponding half-year periods in Singapore and Rotterdam.
- (2) The above data forecasts are based on the assumption of a stable global economy and industry supply and demand, without the influence of unpredictable external uncertainties.

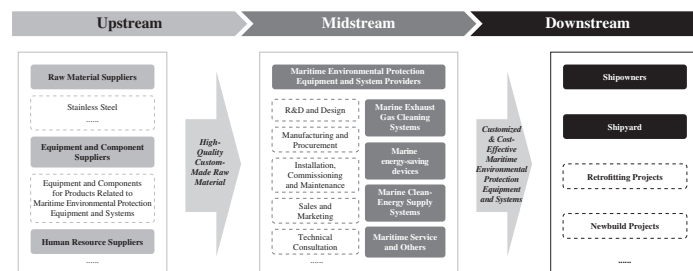
INDUSTRY OVERVIEW

Furthermore, installing marine clean-energy supply systems incurs significant costs due to necessary modifications to the ship’s power and fuel supply systems, such as converting diesel engines to dual-fuel engines and updating the energy supply systems, with the current cost six to eight times higher than implementing ship exhaust gas cleaning systems. Consequently, the cost advantage of adopting ship exhaust gas cleaning systems is more pronounced at this stage.

Value chain analysis of the global maritime environmental protection equipment and system industry

The maritime environmental protection equipment and system industry is a comprehensive and integrated supply chain which spans multiple stages and participants focused on developing and implementing environmentally friendly maritime technologies.

The upstream of the industry relies on raw material suppliers providing essential components such as stainless steel, and key equipment and component suppliers producing products related to maritime environmental protection equipment and systems. In the midstream of the industry, maritime environmental protection equipment and system providers offer a range of products and services including R&D and design, manufacturing and procurement, installation, commissioning and maintenance, sales and marketing, and technical consultation, etc. In the maritime environmental protection equipment and system industry, it is an industry norm to engage sales agents in addition to the in-house sales and marketing teams as the maritime environmental protection equipment and system providers can gain timely insights into market needs and expedite the contract signing process. Furthermore, sales agents in general have stronger relationships with shipowners or ship builders, therefore they can help in penetrating certain markets or networks of shipowners or ship builders where the providers do not have established relationships. In the downstream of the industry, shipowners and shipyards cooperate with maritime environmental protection equipment and system providers to integrate these customized and cost-effective equipment and systems to new ships or retrofit existing ships to meet environmental standards and improve efficiency. The following illustrates the value chain of the maritime environmental protection equipment and system industry:



Source: Frost & Sullivan Report

Market size of global maritime environmental protection equipment and system industry

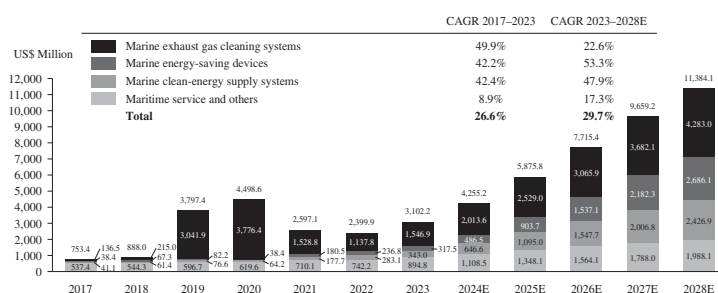
During the period from 2016 to 2021, the IMO proposed and set limitations on the sulfur oxide content in ships’ fuel oil applicable worldwide and issued the “GHG Strategy” targeting net-zero GHG emissions in the marine ship industry by around 2050. These measures served as critical catalysts, accelerating the development of the global green ship industry.

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As a major segment, the marine exhaust gas cleaning system market has dominated the global maritime environmental protection equipment and system market for the past five years, accounting for approximately 50% of the industry in 2023. It is expected to remain the largest segment from 2024 to 2028. Between 2017 to 2020, the primary drivers for the global marine exhaust gas cleaning system market were the IMO’s desulfurization regulations announced in 2016 and effective from 2020, prompting many shipowners to install ship exhaust gas cleaning systems on both newbuild and retrofit ships. This led to a surge in demand for marine exhaust gas cleaning systems in this period, increasing the market size from US\$136.5 million in 2017 to US\$3,776.4 million in 2020, with its market share of the maritime environmental protection equipment and system industry rising from 18.1% to 81.6%. However, factors such as workforce reductions, container shortages, supply chain disruptions, and increased demand for goods caused by COVID-19 significantly increased ocean freight prices between 2021 and 2022, indirectly reducing the willingness of shipowners to stop operations and install ship exhaust gas cleaning systems. As a result, the market size of the marine exhaust gas cleaning system industry decreased to US\$1,137.8 million in 2022, leading to a decline in the overall global maritime environmental protection equipment and system market. As the pandemic’s impact subsides and the supply chain recovers, the market size is expected to rebound from 2023 onwards, reaching US\$4,283.0 million in 2028, representing a CAGR of 22.6% between 2023 and 2028.

Due to stricter international regulations and growing environmental concerns, the demand for marine energy-saving devices, along with marine clean-energy supply systems, is also set to rise substantially. Technological advancements, economic incentives, and financial support make these equipment and systems more attractive, prompting companies to invest in them to comply with regulations, reduce costs, and enhance their competitiveness. The marine energy-saving devices and marine clean-energy supply systems segments are projected to reach US\$2,686.1 million and US\$2,426.9 million by 2028, respectively. Meanwhile, the market share of these segments is expected to increase from 10.2% and 11.1% in 2023 to 23.6% and 21.3% in 2028, respectively, providing strong support for the development of the maritime environmental protection equipment and system industry. Propelled by these factors, the global maritime environmental protection equipment and system industry is expected to reach US\$11,384.1 million by 2028, representing a CAGR of 29.7% between 2023 and 2028.

Market size of maritime environmental protection equipment and system industry by revenue by segment (global), 2017–2028E



Source: Frost & Sullivan Report, interviews with industry experts, IMO, Clarkson

INDUSTRY OVERVIEW

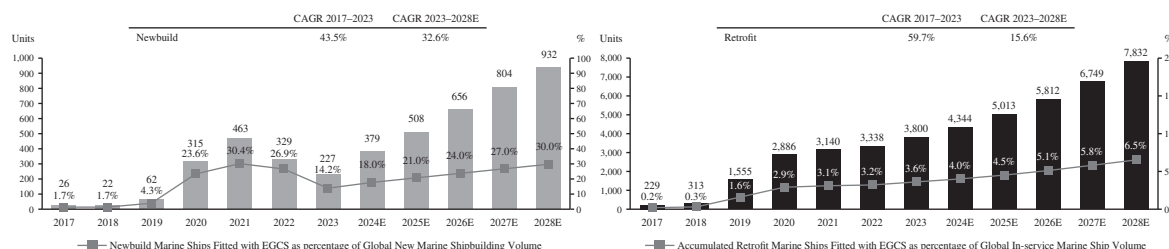
Ship exhaust gas cleaning systems serve as a crucial means to comply with IMO and regional regulations on sulfur oxide emissions from ships, offering stable economic benefits, straightforward installation, and a relatively short payback period compared to the volatile price gap between high and low-sulfur fuel. Consequently, the volume of global marine ships equipped with ship exhaust gas cleaning systems has grown significantly since the initial proposal of the global sulfur oxide emission limitation by IMO in 2016. The total number of marine ships installed with EGCS consists of two parts: (i) the number of newbuild marine ships equipped with EGCS, and (ii) the number of in-service marine ships retrofitted with EGCS. Together, these two factors drive the growth in market demand for EGCS.

The global added volume of newbuild marine ships fitted with EGCS increased from 26 units in 2017 to 227 units in 2023, at a remarkable CAGR of 43.5%. Looking ahead, in the newbuild segment, the global shift toward greener shipping practices has made it more common for ship builders to include exhaust gas cleaning systems in ship designs from the outset. With the IMO sulfur oxide emission limits and further regulations anticipated, shipowners are incentivized to address this issue early on when ordering new-buildings, resulting in steady demand for exhaust gas cleaning systems installations in newbuild ships.

In the retrofit market, the growth of the cumulative volume of retrofit marine ship fitted with EGCS is primarily driven by two factors: the significant fuel cost and increasingly stringent environmental regulations. The sustained price spread of high-sulfur and low-sulfur fuel makes the use of exhaust gas cleaning systems economically advantageous. Furthermore, by 2022, as the pandemic's impact lessened and shipping prices stabilized, freight rates began to decline but remained above pre-pandemic levels, and shipping capacity was no longer in extreme shortage. However, in 2023, freight rates experienced a subsequent increase, driven by factors such as the Red Sea Crisis. Many shipowners, having accumulated funds during the high freight rates since 2020, are now focusing on upgrading their fleets to comply with tightening environmental regulations. As a result, the number of retrofit marine ship fitted with EGCS is expected to rise, driven by the need to meet stricter emissions standards while managing fuel costs. Moreover, in light of the accumulated wealth, shipowners would continue to place new shipbuilding orders for catering the demand in the next cycle.

As a result, the global added volume of newbuild and accumulated retrofit marine ships fitted with ship exhaust gas cleaning systems is forecasted to reach 932 and 7,832 units in 2028, reflecting a CAGR of 32.6% and 15.6% from 2023, respectively, thereby advancing industrial upgrades and promoting the desulfurization development of traditional shipping practices.

Newbuild and accumulated retrofit volume of marine ships fitted with exhaust gas cleaning systems (global), 2017–2028E



Source: Frost & Sullivan Report, IMO, Clarkson, China Association of the National Shipbuilding Industry, Lloyd's Register of Shipping, China Shipbuilding Industry

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Market drivers and trends in the global maritime environmental protection equipment and system market

Strengthened regulations and standards

The increasing emphasis on environmental protection globally is a significant driver for the maritime environmental protection equipment and system industry. Stricter environmental regulations and standards are being implemented, compelling the shipping industry to adopt cleaner energy products.

- *From the perspective of desulfurization of ships:*

The regulations and standards pertaining to ship desulfurization have undergone significant evolution driven by environmental concerns and regulatory frameworks. Since January 1, 2010, the EU has mandated that ships berthed in EU ports for over two hours use low-sulfur fuel with sulfur content not exceeding 0.1%; this measure is aimed at reducing sulfur oxide emissions in port areas. In October 2016, the IMO further decided that, starting from 2020, a global sulfur oxide limit of 0.5% would apply to ships sailing outside sulfur oxide emission control areas (ECA). This regulation has spurred the adoption of low-sulfur fuels and desulfurization technologies like EGC systems across the marine ship industry, marking a significant shift towards maritime environmental protection equipment and systems to meet global environmental standards. Countries worldwide have responded actively to IMO requirements with their own measures, such as South Korea's "Special Act on Improvement of Air Quality in Port Areas, etc." effective from January 1, 2020, imposing a 0.1% sulfur oxide cap and voluntary speed reductions. China's Ministry of Transport also mandated ships in emission control areas to use fuel with sulfur oxides content not exceeding 0.5% from January 1, 2019, and 0.1% from January 1, 2020, with stricter controls in specific areas from January 1, 2022, potentially extending nationwide by January 1, 2025.

- *From the perspective of ship decarbonization:*

The MEPC 76th meeting in 2021 introduced technical and operational measures effective from 2023, aimed at reducing the carbon intensity of international shipping. These measures include implementing the Energy Efficiency Existing Ship Index (EEXI), enhancing Ship Energy Efficiency Management Plans (SEEMP), emphasizing the Energy Efficiency Design Index (EEDI), and establishing a Carbon Intensity Indicator (CII) rating scheme. The CII system mandates ships to calculate and compare their carbon intensity performance against set standards, encouraging operational efficiencies and providing competitive advantages for higher-rated vessels. Ships with lower ratings must improve their energy management practices. The progressive annual increase in the carbon intensity reduction factor aims to significantly decrease the overall carbon intensity of the global maritime fleet. Additionally, the "IMO Strategy on Reduction of GHG Emissions from Ships" adopted in 2023 set ambitious targets, including a 40% reduction in greenhouse gas emissions by 2030 from the level of 2008 and achieving net-zero emissions by around 2050. Moreover, the EU Emissions Trading System (EU ETS) has been extended to include the shipping industry, starting January 2024, requiring companies operating within the EU to pay for their carbon emissions progressively, with full charges applicable by 2026. These regulatory advancements reflect a comprehensive effort to align the shipping sector with stringent environmental goals and global emissions reduction strategies. These policies incentivize investments in desulfurization and decarbonization of ships, encouraging shipowners to adopt maritime environmental protection equipment and systems and fostering a cleaner and more sustainable marine ship industry.

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Improved economic benefits along with technological innovations

To address the IMO's sulfur oxides emission limits, installing ship exhaust gas cleaning systems offers the most economic benefit due to cost control and the consideration of the ship's current operating performance. As countries worldwide set double-carbon targets, the IMO-introduced "GHG Strategy" controlling sulfur oxide emissions from ships is no longer sufficient to meet current environmental requirements. The importance of ship decarbonization is increasingly prominent. To comply with IMO's GHG emission targets, shipowners can consider adopting marine energy-saving devices or marine clean-energy supply systems. These equipment and systems help reduce payments from carbon taxes and trading and align with the IMO's GHG Emission Strategy in the long run, despite currently high installation costs.

Energy-saving and carbon-reduction technologies, such as propeller optimization systems, wind deflectors, and marine photovoltaic systems, provide multiple options for reducing energy consumption and emissions. Continuous advancements in these areas are driving the development of efficient equipment and systems, while carbon capture technologies are also being enhanced to effectively capture and store CO₂. However, these measures alone are insufficient to meet the IMO's targets of net-zero emissions by 2050. Marine clean-energy supply systems, which involve sustainable technologies like LNG, LPG, methanol, and clean energy for ammonia production, are currently less adopted, due to high equipment and construction costs. Most ships focus on energy-saving measures for long-term carbon reduction. With stricter GHG emission regulations, advancements in clean-energy technologies, and cost reductions, clean-energy supply systems are expected to become the primary pathway for achieving maritime environmental protection equipment and systems in the future.

Substitution from premium domestic Chinese products

In recent years, China has developed a comprehensive industrial value chain and demonstrated superior cost advantages compared to foreign competitors. Leading Chinese enterprises now exhibit strong and stable delivery and project management capabilities. As a result, their products are increasingly installed on a wider range of ships, with performance quickly verified and gaining customer trust. Turnkey engineering services also meet customers' one-stop service requirements, enabling these enterprises to establish a global service network. In 2023, three of the top ten global ship exhaust gas cleaning system providers in terms of completed and on-hand orders were Chinese enterprises. As Chinese companies deepen customized and integrated cooperation with various shipowners and the demand for marine decarbonization continues to grow, premium domestic products are expected to expand their market share. With enhanced factors such as superior performance, energy-saving effects, comprehensive equipment and system offerings, efficient construction cycles, longer service life, and higher overall project value, it is anticipated that both product deliveries and new orders for premium domestic products will rise continuously. This will accelerate the pace of domestic substitution, reinforcing the competitive edge of Chinese enterprises in the global market.

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Opportunity and challenge analysis of global maritime environmental protection equipment and system market

Short-Term Analysis:

Continued Role of Conventional Fuel-Powered Ships: In the short term, traditional fuel-powered ship will continue to play a significant role in maritime transportation. Fossil fuels remain the dominant energy source for ships, and the demand for exhaust gas cleaning systems will stay strong, especially given the widespread adoption of sulfur reduction systems to comply with current environmental regulations.

Limitations of Electric-Powered Ships: Electric-powered ships present a cleaner alternative but currently face significant limitations that reduce their immediate impact on the exhaust gas cleaning system market. Technological constraints restrict their ability to handle long-distance and large-tonnage shipping demands, while the high costs associated with large-capacity electric ships hinder their competitiveness. Additionally, the infrastructure for charging electric ships is underdeveloped, with insufficient charging facilities at ports, which further limits their operational range. The lengthy charging times also pose a challenge, as they reduce overall efficiency, making electric ships less viable for time-sensitive shipping. As a result, electric-powered ships are primarily suited for short-range, nearshore routes and are unlikely to replace large-tonnage ships in long-distance shipping in the short term. Consequently, these limitations mean that electric ships do not pose a substantial risk to the demand for exhaust gas cleaning systems in the short term.

Challenges from Other Alternative Fuels: Alternative fuels like green methanol and green ammonia are still in the early stages of development and adoption, with challenges in scaling production and establishing supply chains. Current estimates suggest that only 1–3% of demand can be met with these fuels, leaving fossil fuels as the dominant energy source for most ships. Furthermore, alternative fuels face significant hurdles compared to fossil fuels, such as lower energy conversion efficiency, meaning more fuel volume is needed to achieve the same power output. This limitation reduces the maximum range of ships.

Long-Term Outlook:

Technological Advancements and Market Opportunities: In the long run, technological advancements will shape the demand for EGCS products. The industry is expected to see the rise of more diverse ship propulsion technologies, such as nuclear-powered, green methanol, green ammonia, electric, and hydrogen-powered ships. These developments pose both challenges and opportunities. Companies involved in EGCS will need to innovate and expand their offerings to include clean-energy systems to remain competitive. While the shift toward cleaner energy sources may reduce demand for traditional EGCS, it opens the door for companies to invest in diverse products.

Clean Energy Competition: As clean energy technologies improve, the need for EGCS could decrease. Electric, nuclear-powered, green methanol, green ammonia, and hydrogen-powered ships, once they mature, may reduce the market size for EGCS. Companies in this space will face challenges in adapting their products to align with the changing energy landscape.

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Lower Price Spread between high and low-Sulfur Fuel: The price spread between high-sulfur and low-sulfur fuel may slump in the future, which creates more incentive for shipowners switching to low-sulfur fuels instead of installing scrubber. This unpredictability can influence demand for EGCS products. However, the price spread between high-sulfur and low-sulfur fuel is expected to remain relatively stable from 2024 to 2028, hovering around US\$250 per tonne, which continues to make exhaust gas cleaning systems economically advantageous for shipowners using high-sulfur fuels with EGCS.

Evolving Global Regulations: Regulatory standards for emissions vary significantly across regions, creating complexity and uncertainty for industries like shipping. While shipowners typically adhere to the strictest regulations to avoid penalties, the evolving nature of these standards is critical. If emission regulations continue to tighten globally, demand for EGCS will remain strong as companies seek compliance. However, if regulations stop tightening or even begin to relax, the demand for EGCS could weaken considerably, as shipowners may opt for less advanced technologies or reduce reliance on these systems, complicating investment decisions and creating long-term uncertainty in the market.

Entry barriers to the global maritime environmental protection equipment and system market

Technological barrier

The technological barrier in the global maritime environmental protection equipment and system market is substantial, driven by the necessity for expertise across multiple fields, including engineering design, materials science, and environmental science. Companies that possess advanced technologies and specialized knowledge gain a significant competitive edge, creating a formidable challenge for new entrants. This barrier is further reinforced by stringent international regulations, such as the IMO mandates on sulfur content and decarbonization targets, which impose high standards for emission reductions and energy efficiency. Compliance with these regulations requires sophisticated technologies and extensive R&D investments, elevating the entry threshold. Leading companies must integrate advanced clean-energy technologies and specialized hardware, with professional operational and maintenance skills to provide highly advanced products and services. This integration is critical to overcoming high initial investments, technical complexities, and market uncertainties, ultimately enabling suppliers to meet the diverse needs of shipping companies and maintain high-quality service delivery.

Regulation and qualification barrier

Compliance with international conventions in the marine shipping industry is mandatory. Ship classification societies, such as Lloyd's Register, Det Norske Veritas, American Bureau of Shipping and Bureau Veritas, set rigorous standards for environmental performance and safety which must be met for certification. Failing to meet ship classification society requirements can lead to non-certification, operational restrictions, insurance issues, legal and financial penalties, reputational damage, and costly operational interruptions. National environmental policies further complicate the regulatory landscape, requiring companies to navigate a complex web of legal requirements to operate. Companies failing to meet these standards face substantial fines, operational shutdowns, and loss of market credibility. Maritime environmental protection equipment and system market participants must invest substantial resources in understanding and adhering to these regulations to gain market access and operational legitimacy.

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Customer barrier

One of the main challenges in the global maritime environmental protection equipment and system industry is overcoming the high expectations and strict requirements set by its primary customers-large shipping companies. These clients demand that suppliers provide reliable, cost-effective, and highly efficient equipment and systems which align with their operational and environmental objectives. To meet these demands, industry participants need advanced technological capabilities, strong R&D, and proven performance records to gain the trust and business of these discerning customers. This high bar for quality and performance creates a challenging environment for new entrants or smaller firms lacking the necessary resources and expertise.

Comprehensive and customizable product offering barrier

The ability to deliver a comprehensive array of high-quality, customizable products is essential for maintaining a competitive edge. This capability demands substantial investment in R&D, manufacturing, and expertise, creating a formidable barrier for new entrants and smaller players. Leading industry participants must continuously adapt to policy changes, shifting market demands, and technological advancements to maintain a robust product portfolio. Moreover, the ability to foresee market trends and anticipate customer needs in order to develop new products ahead of demand is also crucial. This forward-thinking approach is reflected in a company's R&D capabilities and its proactive engagement in numerous customer collaborations. These customers expect equipment and systems that not only meet stringent environmental regulations but also enhance operational efficiency and cost-effectiveness.

Production barrier

Customization and flexibility in production face significant barriers due to the need for advanced manufacturing technologies and versatile production setups capable of handling bespoke orders. Integrating rapid technological advancements, complying with diverse regulatory standards, and maintaining seamless supply chain coordination add layers of complexity. Effective cost management and a skilled workforce are crucial, as these factors directly impact the ability to produce tailored equipment and systems efficiently. Companies must invest in cutting-edge technologies, robust quality control, and continuous workforce training to overcome these challenges and leverage their integrated supply chains to meet specific customer demands. Owning factories becomes increasingly important, as it allows firms to directly control production processes, ensure higher quality standards, and respond swiftly to market changes and regulatory requirements. This ownership fosters innovation, enhances operational efficiency, and strengthens the ability to offer customized, sustainable equipment and systems, positioning companies to better compete in the evolving maritime environmental protection equipment and system market landscape.

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COMPETITIVE LANDSCAPE

Since 2019, the marine exhaust gas cleaning system market has been the largest segment of the global maritime environmental protection equipment and system market, accounting for nearly 50% in 2023. Consequently, the competition within the global maritime environmental protection equipment and system market primarily revolves around the marine exhaust gas cleaning system sector. At present, the global marine exhaust gas cleaning system market is highly fragmented, with around 60–70 companies worldwide capable of providing ship exhaust gas cleaning systems. Our Group stands out as one of the very few companies offering comprehensive, customized maritime environmental protection equipment and systems.

During 2023, the global cumulative total of completed and on-hand orders for ship exhaust gas cleaning systems reached 985. The top 10 players collectively hold about 52.5% of the market share. Our Group has secured 57 orders, placing it fourth in the global maritime environmental protection equipment and system market.

Top 10 global ship exhaust gas cleaning system providers, 2023

Ranking	Company	Cumulative Number of Orders Completed and On-hand (Units)	Market share (%)
1	Company D	130	13.2%
2	Company E	85	8.6%
3	Company A	60	6.1%
4	Our Group	57	5.8%
5	Company B	50	5.1%
6	Company F	40	4.1%
7	Company C	35	3.6%
8	Company I	27	2.7%
9	Company H	18	1.8%
10	Company G	15	1.5%

Notes:

- (1) It is an industry norm to rank EGCS providers based on the number of orders rather than revenue. This method is considered more equitable because pricing can vary significantly based on factors like ship type, tonnage, and specific customer requirements, making revenue-based comparisons less reliable. Each order usually represents one scrubber, and typically, a single scrubber is installed per ship. Thus, order quantity serves as a more consistent and clearer indicator of market activity and supplier performance.
- (2) The cumulative number of orders completed and on-hand is calculated based on the cumulative orders on hand as of December 31, 2023, plus total number of orders completed during the year 2023.

Source: Frost & Sullivan Report, Clarkson, China Association of the National Shipbuilding Industry, interviews with industry experts

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The global maritime services market is highly fragmented, with thousands of players offering a wide array of services, making it difficult to establish clear competitive boundaries. Most players focus on delivering one or two specialized maritime services, resulting in a highly dispersed competitive landscape. In contrast, the maritime environmental protection equipment and systems market is relatively specialized, with only a small percentage of global suppliers capable of providing both the equipment and systems (such as EGCS, and clean-energy supply systems) as well as maritime services. Among the 90–100 companies offering environmental protection equipment and systems, only 30–35 are equipped to provide both, making this a more concentrated segment within the broader maritime services market. In 2023, our Group ranked as the third-largest maritime service provider among the 30–35 companies that offer both maritime environmental protection equipment and systems as well as maritime services in terms of revenue from maritime services for 2023. Our Group generated RMB0.1 billion in revenue from maritime services with a market share of 1.7% in 2023.

Top 3 maritime service providers in the global maritime environmental protection equipment and system market by revenue, 2023

Ranking	Company	Revenue <i>(RMB Billion)</i>	Market share <i>(%)</i>	Major Maritime Service Provided
1	Company A	2.0	31.7%	Ship retrofitting and ship repair supervision services, spare parts, technical support, etc.
2	Company B	1.5	23.8%	Crew training, ship retrofitting and ship repair supervision services, ship cyber security software and hardware, spare parts, technical support, etc.
3	Our Group	0.1	1.7%	Ship accommodation interior design and construction, the provision of maritime equipment and spare parts, ship cyber security software and hardware, etc.

Source: Frost & Sullivan Report, Clarkson, official websites and annual reports of comparable companies, interviews with industry experts

Note: The revenue above only includes the income generated from the group's maritime services segment.

Company A was founded in 1883 and is headquartered in Lund, Sweden. Its main business includes ship exhaust gas cleaning systems as well as clean-energy supply for the efficient purification, refining and recycling of natural resources. The company operates approximately 40 production sites and distribution centers across Europe, Asia, and the Americas. It is listed on the Stockholm Stock Exchange.

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Company B was founded in 1834 and is headquartered in Helsinki, Finland. Its main business includes ship exhaust gas cleaning systems, marine ship engines, electrification and propulsion systems, as well as hybrid and propulsion systems. The company operates in 79 countries, contributing to global decarbonization effort. It is listed on the Helsinki Stock Exchange.

Company C was founded in 1989 and is an unlisted company headquartered in Busan, South Korea. Its main business includes exhaust gas cleaning systems and technology for ships, pan-cross filter systems, water level control measuring devices, as well as the core components of in-house production systems such as towers, gas monitoring systems and water treatment systems. The company operates local offices in European, China and Japan.

Company D was founded in 2018 and is an unlisted company headquartered in Zhejiang province, China. Its main business focus on ship exhaust gas cleaning systems, dual-fuel power supply systems and marine carbon capture systems. The company's business covers Europe, America, Asia and other countries and regions in the world.

Company E as founded in 2015 and is an unlisted company headquartered in Shanghai, China. Its main business includes ship exhaust gas cleaning systems, selective catalytic reduction systems, fuel gas supply systems, onboard carbon capture and storage systems, etc. The company operates two independent after-sales service centers in Shanghai and Singapore, and cooperates with domestic and overseas service providers, covering major ports and routes around the world.

Company F was founded in 1997 and is an unlisted company headquartered in Singapore. Its main business includes inert gas systems, ship exhaust gas cleaning systems, nitrogen generators, as well as parts and service for sailing ships. The company's management and services operate in Indonesia, Singapore, China, Japan, and Norway, etc.

Company G was founded in 2005 and is an unlisted company headquartered in Alzano Scrivia, Italy. Its main business includes ship exhaust gas cleaning systems, wet electrostatic precipitator, biomethane liquefaction, CO₂ liquefaction system, and carbon capture and sequestration systems. The company's business covers Europe, America, China and other countries and regions in the world.

Company H was founded in 1905 and is an unlisted company headquartered in Oslo, Norway. Its main business includes exhaust gas cleaning systems, cleaner ammonia production, and marine battery technology. The company operates in approximately 60 countries.

Company I was founded in 1972 and is an unlisted company headquartered in Gyeonggi-do, South Korea. Its main business includes ship exhaust gas cleaning systems, heat recovery steam generators, etc. The company's business covers Asia, North America and other countries and regions in the world.

Compared to overseas companies, Chinese enterprises have a shorter establishment history yet have quickly captured significant market share. This is attributed to several factors. As a leading global shipbuilding nation, China boasts a well-established industrial chain that enhances the efficient production of exhaust gas cleaning systems. Since 2019, China has been the largest shipbuilding market worldwide, with its industry accounting for over 65% of global new orders by tonnage in 2023. This strong supply chain enables Chinese companies to outperform their foreign competitors in production efficiency, pricing, and after-sale services. On average, an exhaust gas cleaning system from a Chinese company costs 20–30% less than that from foreign firms, with even larger price disparities for complex systems on large tonnage ships. Furthermore, Chinese companies excel in delivery speed, typically completing projects two months faster than international competitors, due to their well-equipped teams.

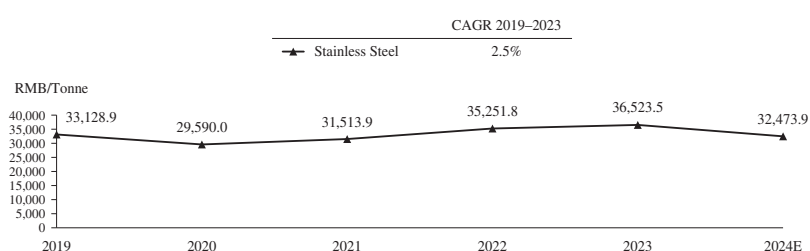
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Given these advantages above, the Group stands out in the global maritime environmental protection equipment and system market, particularly when compared to its peers. First, it is one of the very few companies in the world that focuses exclusively on maritime environmental protection equipment and systems, while most competitors treat this area as just one part of their broader product portfolios. This dedicated focus enables the Group to deliver more specialized, professional, and customized solutions tailored to specific customer needs. Second, the Group has expanded beyond its core business of maritime exhaust gas cleaning systems to include marine energy-saving devices and clean-energy supply systems. This expansion aligns with both evolving customer demands and tightening global regulations, ensuring the Group remains relevant and competitive. In contrast, many competitors have been slower to adapt to these market shifts. Lastly, by building on its core maritime environmental and protection equipment and system business, the Group offers extended services, such as maritime service, which strengthen customer loyalty and satisfaction. Given that shipowners typically limit their retrofitting vendors to one to two service providers for cost efficiency and with a strong history of successful cooperation and high customer satisfaction, downstream clients are increasingly inclined to select the Group for additional maritime services. The Group’s ability to offer comprehensive solutions gives it a substantial competitive advantage.

RAW MATERIAL ANALYSIS

Stainless steel is one of the primary raw materials for the global maritime environmental protection equipment and system industry. Prices for stainless steel have experienced a slightly fluctuating increase from RMB33,128.9 per tonne in 2019 to RMB36,523.5 per tonne in 2023, reflecting a CAGR of 2.5%. This increase has been largely driven by strong demand from key industries like construction and automotive, along with supply chain disruptions caused by the COVID-19 pandemic, which tightened supply conditions and pushed prices higher. Looking ahead, it is anticipated that the average stainless steel price will decline, driven by increased production efficiencies, technological innovations, and potentially lower raw material costs, further boosting the economic feasibility of maritime environmental protection equipment and systems.

Average price of stainless steel (China), 2019–2024E



Source: Frost & Sullivan Report, China National Bureau of Statistics, BAIINFO

Note: The average price of stainless steel is based on the average price of type 2205 6.0mm stainless steel, which is commonly used as raw material of ship exhaust gas cleaning systems in the industry.

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This section sets out a summary of the major relevant laws, regulations, rules and policies which may have a material impact on our business.

APPLICABLE LAWS AND REGULATIONS TO OUR BUSINESS IN THE PRC

We are subject to a variety of PRC laws, rules and regulations across a number of aspects of our business. This section sets out a summary of the main laws and regulations applicable to our business in the PRC.

Regulations relating to corporation and foreign investment

The establishment, operation and management of corporate entities in the PRC is governed by the Company Law of the PRC (《中華人民共和國公司法》), which was promulgated by the Standing Committee of the National People's Congress of the PRC (the "SCNPC") on December 29, 1993 and came into effect on July 1, 1994, and was last amended on December 29, 2023 and became effect on July 1, 2024. The Company Law of the PRC generally governs two types of companies, namely limited liability companies and joint stock limited companies. Both types of companies have the status of legal persons, and the liability of shareholders of a limited liability company or a joint stock limited company is limited to the amount of registered capital they have contributed. The Company Law of the PRC shall also apply to foreign invested companies in form of limited liability company or joint stock limited company. Where laws on foreign investment have other stipulations, such stipulations shall apply.

On January 1, 2020, the Foreign Investment Law of the PRC (《中華人民共和國外商投資法》) (the "FIL") and the Regulations on the Implementation of the Foreign Investment Law of the PRC (《中華人民共和國外商投資法實施條例》) became effective and simultaneously replaced the trio of prior laws regulating foreign investment in China, namely, the Sino-foreign Equity Joint Venture Enterprise Law of the PRC (《中華人民共和國中外合資經營企業法》), the Sino-foreign Cooperative Joint Venture Enterprise Law of the PRC (《中華人民共和國中外合作經營企業法》) and the Wholly Foreign-invested Enterprise Law of the PRC (《中華人民共和國外資企業法》), together with their implementation rules and ancillary regulations. The FIL sets out the definition of foreign investment and the framework for promotion, protection and administration of foreign investment activities. On December 30, 2019, the Ministry of Commerce of the PRC (the "MOFCOM") and the State Administration for Market Regulation (the "SAMR") jointly promulgated the Measures for Reporting of Information on Foreign Investment (《外商投資信息報告辦法》), which came into effect on January 1, 2020 and pursuant to which, the establishment of the foreign invested enterprises by foreign investors and establishment through purchasing the equities of a non-foreign invested enterprise and its subsequent changes are required to submit an initial or change report through the Enterprise Registration System.

Pursuant to the FIL, China has adopted a system of national treatment which includes a negative list with respect to foreign investment administration. The negative list will be issued by, amended or released upon approval by the State Council, from time to time. The negative list will set forth industries in which foreign investments are prohibited and industries in which foreign investments are restricted. Foreign investment in prohibited industries is not allowed, while foreign investment in restricted industries must satisfy certain conditions stipulated in the negative list. Foreign investments and domestic investments in industries outside the scope of the prohibited industries and restricted industries stipulated in the negative list will be treated equally. The Special Administrative Measures (Negative

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List) for the Access of Foreign Investment (2024 Version) (《外商投資准入特別管理措施(負面清單)(2024年版)》) (the “**Negative List**”), which were promulgated by the NDRC and the MOFCOM on September 6, 2024 and became effective on November 1, 2024 and the Catalog of Industries for Encouraging Foreign Investment (2022 Version) (《鼓勵外商投資產業目錄(2022年版)》) (the “**Encouraging Catalog**”), which was promulgated by the NDRC and the MOFCOM on October 26, 2022 and became effective on January 1, 2023, replaced previous negative list including the Special Administrative Measures (Negative List) for the Access of Foreign Investment (2021 Version) (《外商投資准入特別管理措施(負面清單) (2021年版)》) and encouraging catalog and listed the categories of encouraged, restricted, and prohibited industries. Any industry not included in the Negative List shall be administered under the principle of equal treatment to domestic and foreign investment. According to the Negative List and the Encouraging Catalog, as of the Latest Practicable Date, our business does not fall within the scope of the Negative List and is not subject to special management measures.

Regulations relating to marine environment protection

Pursuant to the Marine Environment Protection Law of the PRC (《中華人民共和國海洋環境保護法》) which was promulgated on August 23, 1982, last amended on October 24, 2023 and implemented on January 1, 2024 by the SCNPC, no vessels and related operations are allowed to discharge pollutants, wastes and ballast water, ship garbage and other hazardous substances into the seas under the jurisdiction of the PRC in violation of the requirements thereunder. All vessels shall be equipped with adequate pollution prevention systems and equipment.

Pursuant to the Atmospheric Pollution Prevention and Control Law of the PRC (《中華人民共和國大氣污染防治法》), which was promulgated on September 5, 1987, last amended and implemented on October 26, 2018 by the SCNPC, vessel inspection institutions shall conduct emission inspections on vessel engines and related equipment. A vessel may operate only if it has met the State emission standards after inspection. International shipping vessels shall use marine fuel that satisfies the control requirements of atmospheric pollutants after berthing at ports.

Pursuant to the Administrative Provisions on the Prevention and Control of Marine Environmental Pollution Caused by Vessels (《防治船舶污染海洋環境管理條例》) which was promulgated on September 9, 2009, last amended and implemented on March 19, 2018 by the State Council, and the Administrative Regulations on the Prevention and Control of Marine Environmental Pollution Caused by Vessels and Their Relevant Operations of the PRC (《中華人民共和國船舶及其有關作業活動污染海洋環境防治管理規定》) which was last amended and implemented on May 23, 2017 by the Ministry of Transport, The structure, facilities and equipment of a vessel shall conform to the relevant vessel inspection rules of the state on the prevention and control of vessel-induced pollution to the marine environment and meet the requirements of the international treaties concluded or acceded to by the PRC, and for which corresponding certificates shall be obtained under relevant provisions of the state. A vessel shall, in accordance with the laws, administrative regulations, provisions of the transport administrative department under the State Council and the requirements of the international treaties concluded or acceded to by the PRC, obtain and carry on board the corresponding certificates and documents relating to the prevention and control of vessel-induced pollution to the marine environment.

REGULATORY OVERVIEW

In the 70th session of Marine Environment Protection Committee (MEPC) of IMO, IMO adopted the decision that January 1, 2020 was confirmed as the implementation date for a significant reduction in the sulphur content of the fuel oil used by ships and implement a global sulphur cap of 0.50% m/m (mass/mass). In order to effectively implement the global limits on sulphur content of the fuel oil used by ships, the Maritime Safety Administration of the PRC promulgated the Implementation Plan of 2020 Global Sulfur Limit of the Fuel Oil Used by Ships Order (《2020年全球船用燃油限硫令實施方案》) (the “**2020 Implementation Plan**”) on October 23, 2019, which specifies that international sailing ships (i) shall not use fuel oil with a sulfur content of more than 0.5% m/m in waters under the jurisdiction of the PRC from January 1, 2020, (ii) shall not use fuel oil with a sulfur content of more than 0.1% m/m when entering the ship air pollutant discharge control area of inland river in the PRC from January 1, 2020 (expanded to the ship air pollutant discharge control area of Hainan waters in January 1, 2022), (iii) and shall not carry self-use fuel oil with a sulfur content of more than 0.5% m/m when entering the waters under the jurisdiction of the PRC from March 1, 2020. The 2020 Implementation Plan further specifies that the above requirements would be exempted for the use of any device, equipment or alternative fuel by the ships that enable the ships to achieve the same or better effect in reducing the air pollution as is achieved as prescribed.

Pursuant to the Law on the Prevention and Control of Environmental Pollution Caused by Solid Waste of the PRC (《中華人民共和國固體廢物污染環境防治法》), which was promulgated by the SCNPC in 1995 and was latest amended on April 29, 2020, scientific research, technological development, advanced technology promotion and science dissemination in relation to the prevention and control of environmental pollution by solid wastes are encouraged and supported in China to strengthen scientific and technological support for the prevention and control of environmental pollution by solid wastes. And the government promotes the specialized and large-scale development of the industry of prevention and control of environmental pollution by solid wastes.

Regulations relating to customs declaration

The Customs Law of the PRC (《中華人民共和國海關法》) was promulgated by the SCNPC on January 22, 1987 and effective from July 1, 1987, and last amended on April 29, 2021, stipulate that the customs of the PRC is a governmental organization responsible for supervision and control over all arrivals in and departures from the customs territory. All the transports, goods and articles shall enter into or exit from the territory of the PRC at a place where a customs office is established. The customs declaration and duty payment formalities may be undergone by the consignees or consignors of imported and exported goods, or by the customs clearing enterprises entrusted by such consignees or consignors. The consignees or consignors of imported and exported goods and the customs clearing enterprises shall file records with the customs when undergoing customs declaration formalities, otherwise may be imposed fines by the customs.

REGULATORY OVERVIEW

According to the Administrative Provisions of the Customs of the PRC on Record-Filing of Customs Declaration Entities (《中華人民共和國海關報關單位備案管理規定》) issued by the General Administration of Customs of the PRC (the “GACC”) on 19 November 2021 and effective from 1 January 2022, the consignees or consignors of imported and exported goods and the customs clearing enterprise that apply for the filing of records with the customs shall obtain the status of a market entity; where the consignees or consignors of imported and exported goods apply for the filing of records with the customs, the filing of foreign trade dealers shall also be completed. According to the Announcement on Fully Including the Filing of Customs Declaration Entities in the Reform of “Integrating Multiple Certificates into One” (《關於報關單位備案全面納入“多證合一”改革的公告》) jointly issued by the GACC and the SAMR on 20 December 2021 and effective from 1 January 2022, where an applicant intends to be filed as a customs declaration entity when undergoing the registration formalities as a market entity with the market regulation authorities, it shall tick the box of filing as a customs declaration entity as required and fill in the relevant information for filing. The market regulation authorities will then complete the registration pursuant to procedures of “Integrating Multiple Certificates into One” and share the relevant information with the GACC on the SAMR level. Such applicants are no longer required to submit applications for filing as a customs declaration entity to the customs.

In addition, the Decision of the SCNPC on revising the Foreign Trade Law of the PRC (全國人民代表大會常務委員會關於修改《中華人民共和國對外貿易法》的決定) issued by the SCNPC on 30 December 2022 deleted the requirements on the foreign trade dealers engaged in the import and export of goods or technologies to be registered with the competent administrative departments of foreign trade of the State Council or any institutions authorized thereby, namely the filing of foreign trade dealers.

Regulations relating to services for means of transport entering or leaving the PRC and the ports

According to the Customs Law of the PRC, the customs of the PRC could exercise control over means of transport entering or leaving the customs territory in accordance with Customs Law of the PRC and other related laws and administrative regulations. On November 1, 2010, Supervision Measures of the Customs of the PRC on the Supervision of Means of Transport Entering or Leaving the PRC (《中華人民共和國海關進出境運輸工具監管辦法》) was promulgated by GACC, and was amended on May 29, 2018 and was implemented on July 1, 2018, pursuant to which, the service enterprises of means of transport entering or leaving the PRC shall be file their business operations with the customs office directly under the General Administration of Customs at the business operation place or at the customs authorized by the customs directly under the General Administration of Customs, and the above filing of service enterprises shall be subject to nationwide networked administration of the customs.

Pursuant to the Law on Ports of the PRC (《中華人民共和國港口法》) promulgated by the SCNPC on June 28, 2003 and effective from January 1, 2004, and last amended on December 29, 2018 and the Administrative Measures on Port Operations (《港口經營管理規定》) issued by the Ministry of Transport on 6 November 2009 and effective from 1 March 2010, and last amended on December 20, 2020, port operations include the operation of the wharfs and other port facilities, the operation of port passenger transport services, the loading, unloading, lightering and storage of goods within the port area and the operation of port tugs; entities applying for port operations shall apply to the administrative departments of the ports in writing for the permit for port operations. The administrative departments of the ports will review such applications and issue the port operations certificates. A port operations certificate shall be valid for three years. A port operator shall conduct its port operations within the scope as approved by the administrative departments of the ports.

REGULATORY OVERVIEW

The Administrative Measures on Port Operations (《港口經營管理規定》) also required that the entities providing port services for vessels such as supply of shore power, fuels and materials, and life necessities, transfer of crew members by water, receiving of vessel pollutants (including oily waste water, residual oil, tank washing water, domestic sewage and garbage) and supply of oil fences, the entities engaging in the rental and maintenance of port facilities, equipment and machinery, and port tally business operators shall undergo the recordation formalities with the port administrative departments. Port administrative departments shall establish the archives for the recordation information.

Regulations relating to use of coastlines

Pursuant to the Port Law and the Administrative Measures for the Examination and Approval of the Use of Port Coastline (《港口岸線使用審批管理辦法》) which was promulgated by the Ministry of Transport and the NDRC on May 22, 2012 and took effect on July 1, 2012, and last amended on December 23, 2021, construction of port facilities within the overall port planning zone which use the coastlines shall obtain approval for the use of coastline according to PRC laws. For the construction projects of port facilities which use coastlines, an application for the use of port shoreline shall be submitted to the port administrative department where the port is located before submitting the project application report or feasibility study report. Where the examination and approval authority for the use of port shorelines decides to approve the application for the use of port shorelines, it shall issue the approval document for the use of port shorelines. If projects of port facilities which require the use of coastlines have not obtained an approval for the use of coastlines at the port or the opinions from the Ministry of Transport on the use of coastlines at the port, approvals for the initial design and work commencement permit will not be granted in respect of the port facilities project. The use of port shoreline shall be valid for no more than 50 years.

Regulations relating to production safety, product quality, environment protection and fire safety

Production safety

The principal law on work safety is the PRC Production Safety Law (《中華人民共和國安全生產法》) (the “**Production Safety Law**”), which was promulgated by the SCNPC on June 29, 2002, and subsequently was amended on August 31, 2014 and became effective on December 1, 2014, and was amended on June 10, 2021, and became effective on September 1, 2021. Pursuant to the Production Safety Law, the production and operation entity shall satisfy the conditions for safe production stipulated in the Production Safety Law and the other relevant laws, administrative regulations and national standards or industry standards. If it does not satisfy the conditions for safe production, it shall not engage in production and operation activities.

Product quality

Pursuant to the provisions of the Product Quality Law of the PRC (《中華人民共和國產品質量法》) promulgated on 22 February 1993 and amended on 8 July 2000, 27 August 2009 and 29 December 2018 respectively, all producers and sellers who engage in production and sales activities in the PRC shall establish and improve the internal product quality management system, and strictly implement position-based quality regulations, quality responsibilities and corresponding assessment measures.

REGULATORY OVERVIEW

Where any producer or seller violates the above responsibilities and obligations, and cause losses or personal or property damages to consumers, it shall be liable for compensation. The competent authority may take administrative penalties against any illegal acts, such as ordering to suspend production, confiscating illegally produced or sold products, imposing a fine, confiscating illegal gains (if any), and revoking the business licence in case of a serious violation. If a crime is constituted, it shall be investigated for criminal liabilities in accordance with the law.

Environment protection

The Environmental Protection Law of the PRC (《中華人民共和國環境保護法》) (the “**Environmental Protection Law**”) was promulgated by the SCNPC on December 26, 1989 and last amended on April 24, 2014, and became effective on January 1, 2015. The environmental protection department of the State Council supervises and administers the environmental protection work in the PRC and establishes national standards for the environmental quality and discharge of pollutants. Local environmental protection bureau are in turn responsible for the environmental protection work within their respective jurisdictions.

The Environmental Impact Appraisal Law of the PRC (《中華人民共和國環境影響評價法》) (the “**Environmental Impact Appraisal Law**”), which was promulgated by the SCNPC on October 28, 2002, and amended on July 2, 2016 and December 29, 2018, requires that the construction entities shall prepare report on environmental impacts, the report form of environmental impacts or the registration form of environmental impacts according to the seriousness of environmental impacts of the relevant construction projects. According to the Administration Rules on Environmental Protection of Construction Projects (《建設項目環境保護管理條例》), which was promulgated by the State Council on November 29, 1998, amended on July 16, 2017 and became effective on October 1, 2017, the project owner shall, after the completion of the construction project for which the environmental impact report or environmental impact report form is prepared, according to standards and procedures prescribed by the environmental protection administrative department of the State Council, conduct acceptance inspection of the constructed environmental protection facilities and prepare the acceptance inspection report.

Administrative measures for pollutant discharge licensing

Regulation on the Administration of Pollutant Discharge Licensing (《排污許可管理條例》), which was promulgated by the State Council on January 24, 2021 and took effect on March 1, 2021, and the Administrative Measures for Pollutant Discharge Licensing (《排污許可管理辦法》), which was promulgated by the Ministry of Ecology and Environment on April 1, 2024, and became effective on July 1, 2024, took place the Administrative Measures for Pollutant Discharge Licensing (For Trial Implementation) (《排污許可管理辦法(試行)》), stipulate that the enterprises, public institutions and other production operators (hereinafter referred to as the “**pollutant discharge entities**”) included in the classified management catalog of pollutant discharge permits for stationary sources of pollution shall apply for and obtain a pollutant discharge permit as per the prescribed time limit; and those are not included in the catalog are not required to do so for the time of being.

REGULATORY OVERVIEW

Pursuant to the Classified Management Catalogue of Pollutant Discharge Permits for Stationary Sources of Pollution (2019 Edition) (《固定污染源排污許可分類管理名錄(2019年版)》), which was promulgated by the Ministry of Ecology and Environment on December 20, 2019 and became effective on the same day, a pollutant discharge entity subject to registration management is not required to apply for a pollutant discharge permit. It shall fill in the pollutant discharge registration form on the management information platform of state pollutant discharge permits, and register with its basic information, pollutant discharge route, pollutant discharge standards implemented, pollution prevention and control measures adopted, and other information.

Fire safety

Pursuant to Fire Safety Law of the PRC (《中華人民共和國消防法》) (the “**Fire Safety Law**”) which was promulgated on April 29, 1998, amended on October 28, 2008 and April 23, 2019 and April 29, 2021, where a construction project which is required by law to carry out fire safety acceptance inspection fails to undergo or pass fire control acceptance inspection, the project shall be prohibited from commencing operation. Other construction projects which are found to be unqualified by random inspection conducted pursuant to the Fire Safety Law shall cease to operate.

Regulations on land and property

According to the Property Law of the PRC (《中華人民共和國物權法》), which was promulgated by NPC on March 16, 2007 and came into effect from October 1, 2007 to January 1, 2021, and the Civil Code of the People’s Republic of China (《中華人民共和國民法典》), which was promulgated by NPC on May 28, 2020 and came into effect on January 1, 2021, the creation, change, transfer or elimination of the real right of a real property shall become effective after it is registered according to law; it shall have no effect if it is not registered according to law, unless it is otherwise prescribed by any law.

According to the Land Administration Law of the PRC (《中華人民共和國土地管理法》), which was promulgated by the SCNPC on June 25, 1986 and last amended on August 26, 2019 and effective since January 1, 2020, state-owned land and land collectively owned by peasants may be determined in accordance with law to be used by units or individuals. Any entity and individual that is in need of land for construction shall apply for use of state-owned land according to the law. The right to use state-owned land may be granted by the government or be obtained by paying land use right transfer fund, and the government departments shall enter into registration in a register and issue certificates in confirmation of the use right. Pursuant to Interim Regulations of the People’s Republic of China Concerning the Assignment and Transfer of the Right to the Use of the State-owned Land in the Urban Areas (《中華人民共和國城鎮國有土地使用權出讓和轉讓暫行條例》) which were issued on May 19, 1990 became effective on the same day, and was amended on November 29, 2020, the maximum term of use of state-owned land is 40 years for commercial usage, 50 years for industrial usage and 70 years for residential usage.

REGULATORY OVERVIEW

According to the Urban and Rural Planning Law of the PRC (《中華人民共和國城鄉規劃法》) promulgated by the SCNPC on October 28, 2007 and last amended on April 23, 2019, a construction land planning permit is required for the use of both allocated land and granted land. And where construction work is conducted in a city or town planning area, the relevant construction entity or individual shall apply for a construction work planning permit from a competent urban and rural planning administrative department of the People's Government at the municipal or county level or the People's Government at the municipal or county level or to the People's Government of town as recognised by the People's Government of a province, autonomous region or municipality.

According to the Construction Law of the People's republic of China (《中華人民共和國建築法》) promulgated by the SCNPC on November 1, 1997 and last amended on April 23, 2019, a construction entity shall, prior to the commencement of a construction project, apply for a construction work commencement permit from a competent department of the Construction Administration of the People's Government at or above the county level of the place where the project is located pursuant to the relevant regulations, except for small projects below the threshold value set by the competent construction administrative department under the State Council. Construction projects which have obtained approval of construction commencement reports in accordance with the procedures stipulated by the State Council under its authority are no longer required to apply for construction licences.

According to the Rules of As-built Inspection of Housing, Building and Municipal Infrastructure Projects (《房屋建築和市政基礎設施工程竣工驗收規定》) promulgated by Ministry of Housing and Urban-Rural Development of the People's Republic of China ("MOHURD") on December 2, 2013, after completing the project, an inspection team comprising design, survey, construction, supervision units should be established. Each unit is required to report the compliance status of engineering contracts, the implementation of laws, regulations and mandatory standards for construction in various aspects of the construction.

According to the Administrative Measures for the Filing of As-built Inspection of Housing, Building and Municipal Infrastructure Projects (《房屋建築和市政基礎設施工程竣工驗收備案管理辦法》) promulgated by MOHURD on October 19, 2009, the filing of the as-built inspection of various housing, building and municipal infrastructure projects, including newbuilding, expansion and reconstruction projects, within the territory of the PRC shall be governed by the measures. A construction entity shall, in accordance with the measures, go through the filing formalities with the construction administrative department of the people's government at or above the county level at the place where the project is located within 15 days as of the date on which the as-built inspection of the project is passed.

The Interim Regulations on Real Estate Registration (《不動產登記暫行條例》) promulgated by the State Council on November 24, 2014, taking effect on March 1, 2015 and amended on March 24, 2019 and March 10, 2024, and the Implementing Rules of the Interim Regulations on Real Estate Registration (《不動產登記暫行條例實施細則》) promulgated by the Ministry of Land and Resources on January 1, 2016 and amended on July 24, 2019 and May 21, 2024, provide that, among other things, the State implements a uniform real estate registration system and real estate registration shall follow the principles of strict administration, stability, continuity, and convenience for the masses.

REGULATORY OVERVIEW

Laws and regulations related to intellectual property rights

Trademark

Pursuant to the Trademark Law of the PRC (《中華人民共和國商標法》) which became effective on March 1, 1983, and last amended on April 23, 2019 and took effect on November 1, 2019, and the Regulation for the Implementation of Trademark Law of the PRC (《中華人民共和國商標法實施條例》) which became effective on September 15, 2002 and was amended on April 29, 2014 and took effect on May 1, 2014, the Trademark Office of the administrative department for industry and commerce under the State Council is responsible for the registration and administration of trademarks in the PRC. A trademark registrant enjoys an exclusive right to the trademark. A trademark registrant may, by entering into a trademark licensing contract, license another party to use its registered trademark. Where another party is licensed to use a registered trademark, the licensor shall report the license to the Trademark Office for recordation, and the Trademark Office shall publish the same. An unrecorded license may not be used as a defence against a third party in good faith.

Domain name

On June 18, 2019, the China Internet Network Information Centre (the “CNNIC”) issued the Implementing Rules for the Registration of National Top-level Domain Names (《國家頂級域名註冊實施細則》) which took effect on June 18, 2019 setting forth the detailed rules for registration of domain names. Pursuant to the Measures for the Administration of Internet Domain Names (《互聯網域名管理辦法》) promulgated on August 24, 2017 and became effective on November 1, 2017, registration of domain name shall follow the principle of “first apply, first register”.

Patents

According to the Patent Law of the PRC (《中華人民共和國專利法》) promulgated by the SCNPC on March 12, 1984, which was last amended on October 17, 2020 and took into effect on June 1, 2021, and its Implementation Rules (Revision 2023) (《中華人民共和國專利法實施細則(2023年修訂)》) which were last amended by the State Council on December 11, 2023 and took into effect on January 20, 2024, the National Intellectual Property Administration is responsible for administering patents in the PRC. The patent administration departments of provincial, autonomous regions or municipal governments are responsible for administering patents within their respective jurisdictions. The Patent Law of the PRC and its implementation rules provide for three types of patents, “invention”, “utility model” and “design”.

Computer software copyright

The Measures for the Registration of Computer Software Copyright (《計算機軟件著作權登記辦法》), which was promulgated by the National Copyright Administration on February 20, 2002, and came into effect on the same day, regulates the registration of software copyright, the exclusive licensing contract and assignment contracts of software copyright. The National Copyright Administration is mainly responsible for the registration and management of national software copyright and designates the China Copyright Protection Center as the agency for software registration. The China Copyright Protection Center will grant certificates of registration to computer software copyright applicants.

REGULATORY OVERVIEW

Laws and regulations relating to labour protection

According to the (i) Labour Law of the PRC (《中華人民共和國勞動法》) effected on January 1, 1995 and amended on December 29, 2018, (ii) the Labour Contract Law of the PRC (《中華人民共和國勞動合同法》) effected on January 1, 2008 and amended on December 28, 2012 and took effect on July 1, 2013, and (iii) the Regulations on the Implementation of the Labour Contract Law of the PRC (《中華人民共和國勞動合同法實施條例》) issued and became effective on September 18, 2008, an employer must enter into a written labour contract with any employees and the wage or salary must not be lower than the local minimum wage or salary. In addition, an employer must establish a system related to occupation health and safety, provide job training for employees to avoid occupational hazards and protect the rights of employees. When an employer recruits any employees, such employer must inform the employees of the work content, work conditions, work place, occupational hazards, safety conditions and labour compensations.

According to (i) the Social Insurance Law of the PRC (《中華人民共和國社會保險法》), which was implemented on July 1, 2011 and amended on December 29, 2018, (ii) the Provisional Regulations on Collection and Payment of Social Insurance Premiums (《社會保險費徵繳暫行條例》), issued and effected on January 22, 1999 and revised on March 24, 2019, (iii) the Provisional Measures on Maternity Insurance of Enterprise Employees (《企業職工生育保險試行辦法》), issued on December 14, 1994 and effected January 1, 1995, (iv) the Regulations on Unemployment Insurance (《失業保險條例》), issued and effective on January 22, 1999, and (v) the Regulations on Work Related Injuries (《工傷保險條例》), effected on January 1, 2004 and amended on December 20, 2010 and took effect on January 1, 2011, an employer must make contributions to a number of social security funds for its employees, including the basic pension insurance, basic medical insurance, maternity insurance, unemployment insurance and work-related injury insurance.

Pursuant to the Reform Plan of the State Tax and Local Tax Collection Administration System (《國稅地稅徵管體制改革方案》), which was promulgated by the General Office of the Communist Party of China and the General Office of the State Council of the PRC on July 20, 2018, from January 1, 2019, all the social insurance premiums including the premiums of the basic pension insurance, unemployment insurance, maternity insurance, work injury insurance and basic medical insurance will be collected by the tax authorities. According to the Notice of the General Office of the State Taxation Administration on Conducting the Relevant Work Concerning the Administration of Collection of Social Insurance Premiums in a Steady, Orderly and Effective Manner (《國家稅務總局辦公廳關於穩妥有序做好社會保險費徵管有關工作的通知》) promulgated on September 13, 2018 and the Urgent Notice of the General Office of the Ministry of Human Resources and Social Security on Implementing the Spirit of the Executive Meeting of the State Council in Stabilizing the Collection of Social Insurance Premiums (《人力資源社會保障部辦公廳關於貫徹落實國務院常務會議精神切實做好穩定社保費徵收工作的緊急通知》) promulgated on September 21, 2018, all the local authorities responsible for the collection of social insurance are strictly forbidden to conduct self-collection of historical unpaid social insurance contributions from enterprises. Notice of the State Administration of Taxation on Implementing the Several Measures to Further Support and Serve the Development of Private Economy (《國家稅務總局關於實施進一步支持和服務民營經濟發展若干措施的通知》) promulgated on November 16, 2018, repeats that tax authorities at all levels may not organize self-collection of arrears of taxpayers including private enterprises in the previous years.

REGULATORY OVERVIEW

According to the Regulations on Management of Housing Provident Fund (《住房公積金管理條例》), effected on April 3, 1999 and last amended on March 24, 2019, an employer must open a housing fund account with the department responsible for the management of housing fund for its employees and make contributions to such housing fund.

Regulations relating to foreign exchange regulation

Pursuant to the Foreign Exchange Administrative Regulations of the PRC (《中華人民共和國外匯管理條例》) promulgated by the State Council on January 29, 1996, effective on April 1, 1996 and last amended on August 5, 2008, and the Administrative Regulations on Foreign Exchange Settlement, Sales and Payment (《結匯、售匯及付匯管理規定》) promulgated by the PBOC on June 20, 1996 and effective on July 1, 1996, Renminbi is freely convertible for payments of current account items such as trade and service-related foreign exchange transactions and dividend payments after the relevant financial institutions have reasonably examined the authenticity of the transactions and their consistency with foreign exchange receipts and payments, but are not freely convertible for capital expenditure items such as direct investment, loans or investments in securities outside the PRC unless the approval of the SAFE or its local counterparts is obtained in advance.

According to the Notice of the State Administration of Foreign Exchange on Issues concerning the Foreign Exchange Administration of Overseas Listing (《關於境外上市外匯管理有關問題的通知》) promulgated by the SAFE on December 26, 2014, a domestic company shall, within 15 working days after the completion of its overseas listing, go through the registration of overseas listing with the foreign exchange bureau at its place of registration. A domestic issuer may transfer the capital raised through overseas listing to its local bank account or deposit at its overseas account. The use of proceeds shall be consistent with the purposes disclosed in this prospectus or other public documents.

Regulations relating to overseas investment

According to the Measures for the Administration of Overseas Investment of Enterprises (《企業境外投資管理辦法》) promulgated by the NDRC on December 26, 2017 and implemented on March 1, 2018, an investor shall, in overseas investment, undergo the formalities for the confirmation or recordation, among others, of an overseas investment project, report the relevant information, and cooperate in supervisory inspection.

Pursuant to the Measures for the Administration of Overseas Investment (《境外投資管理辦法》) promulgated by the MOFCOM on March 16, 2009, lastly amended on September 6, 2014 and implemented on October 6, 2014, “overseas investment” means the acts of an enterprise legally formed in China to own a non-financial enterprise or obtain the ownership, control, or right of business management of or any other interest in an existing non-financial enterprise outside of China by formation, acquisition or merger, or other means. The MOFCOM and the provincial counterparts promulgate regulations providing that overseas investment of enterprises to be subject to recordation or confirmation management, depending on the actual circumstances of investment. Overseas investment involving any sensitive country or region or any sensitive industry shall be subject to confirmation management. Overseas investment under other circumstances shall be subject to recordation management. When an overseas enterprise invested by an enterprise conducts overseas reinvestment, the enterprise shall report to the commerce departments after completing the overseas legal procedures.

REGULATORY OVERVIEW

Pursuant to the Provisions on the Foreign Exchange Administration of the Overseas Direct Investment of Domestic Institutions (《境內機構境外直接投資外匯管理規定》) promulgated by the SAFE on July 13, 2009 and implemented on August 1, 2009 and the Notice on Further Simplifying and Improving Policies for the Foreign Exchange Administration of Direct Investment (《關於進一步簡化和改進直接投資外匯管理政策的通知》) promulgated by the SAFE on February 13, 2015, implemented on June 1, 2015 and was partially repealed on December 30, 2019, stipulates that, upon obtaining the approval for overseas investment, the overseas direct investment of PRC enterprises shall apply for foreign exchange registration to the banks at their places of registration.

Regulations relating to stock incentive plans

According to the Notice of the State Administration of Foreign Exchange on Issues Relating to the Foreign Exchange Administration for Domestic Individuals Participating in Stock Incentive Plan of Overseas Listed Company (《國家外匯管理局關於境內個人參與境外上市公司股權激勵計劃外匯管理有關問題的通知》), or the Share Incentive Rules, which was issued on February 15, 2012 and other regulations, directors, supervisors, senior management and other employees participating in any share incentive plan of an overseas publicly-listed company who are PRC citizens or non-PRC citizens residing in China for a continuous period of not less than one year, subject to certain exceptions, are required to register with SAFE. All such participants need to authorize a qualified PRC agent, such as a PRC subsidiary of the overseas publicly-listed company to register with SAFE and handle foreign exchange matters such as opening accounts, and transfer and settlement of the relevant proceeds. The Share Incentive Rules further require an offshore agent to be designated to handle matters in connection with the exercise of share options and sales of proceeds for the participants of the share incentive plans. Failure to complete the said SAFE registrations may subject the participating directors, supervisors, senior management and other employees to fines and other legal sanctions.

Regulations relating to taxation

Enterprise income tax

According to the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) (the “**EIT Law**”) which was promulgated on March 16, 2007 and amended on February 24, 2017 and December 29, 2018, a unified income tax rate of 25% will be applied towards foreign investment and foreign enterprises which have set up institutions or facilities in the PRC as well as PRC enterprises. Under the EIT Law, enterprises established outside of China whose “de facto management bodies” are located in China are considered “resident enterprises” and will generally be subject to the unified 25% enterprise income tax rate as to their global income.

Enterprises that are recognized as high and new technology enterprises in accordance with the Administrative Measures for the Determination of High and New Tech Enterprises (《高新技術企業認定管理辦法》) issued by the Ministry of Science, the Ministry of Finance (the “**MOF**”) and the SAT are entitled to enjoy a preferential enterprise income tax rate of 15%, under which the validity period of the high and new technology enterprise qualification shall be three years from the date of issuance of the certificate. An enterprise can re-apply for such recognition as a high and new technology enterprise before or after the previous certificate expires.

REGULATORY OVERVIEW

Value-added tax

According to the Interim Regulations on Value-added Tax of the PRC (《中華人民共和國增值稅暫行條例》), which were promulgated by the State Council on December 13, 1993, came into effect on January 1, 1994, and were last amended on November 19, 2017, and the Implementation Rules for the Interim Regulations on Value-added Tax of the PRC (《中華人民共和國增值稅暫行條例實施細則》) promulgated by the MOF on December 25, 1993 and amended on December 15, 2008 and October 28, 2011, organizations and individuals engaging in sale of goods or processing, repair and assembly services, sale of services, intangible assets, immovable and importation of goods in the PRC shall be taxpayers of Value-added Tax (the “VAT”), and all enterprises and individuals that engage in the sale of goods, the provision of processing, repair and replacement services, the sale of services, intangible assets or immovable properties and the importation of goods within the territory of the PRC must pay value-added tax.

Regulations relating to overseas offering and listing

On February 17, 2023, the CSRC promulgated the Trial Administrative Measures of the Overseas Securities Offering and Listing by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》) (the “**Overseas Listing Trial Measures**”) and relevant five guidelines, which came into effect on March 31, 2023. According to the Overseas Listing Trial Measures, PRC domestic enterprises that seek to offer and list securities in overseas markets, either in direct or indirect means (the “**Overseas Offering and Listing**”), are required to fulfill the filing procedure with the CSRC and submit filing reports, legal opinions, and other relevant documents. Subject to specific circumstances, the Overseas Listing Trial Measures require that, among other things, (i) initial public offerings or listings on overseas markets shall be filed with the CSRC within three working days after the relevant application is submitted overseas, (ii) subsequent securities offerings of an issuer on the same overseas market where it has previously offered and listed securities shall be filed with the CSRC within three working days after the offering is completed, and (iii) subsequent securities offerings or listings of an issuer on other overseas markets other than where it has offered and listed securities shall be filed with the CSRC within three working days after the relevant application is submitted overseas. If a PRC company fails to complete the filing procedure or the filing documents submitted by a PRC company contain misrepresentation, misleading statement or material omission, such PRC company may be subject to order to rectify, warnings and fines, and its controlling shareholders, actual controllers, the person directly in charge and other directly responsible persons may also be subject to fines.

The Overseas Listing Trial Measures also set forth the issuer’s reporting obligations in the event of occurrence of material events (the “**Material Events**”) after the Overseas Offering and Listing. If the overseas offering and listing has been deemed as indirect Overseas Offering and Listing by PRC domestic enterprises, the issuer shall make a detailed report to the CSRC within 3 working days after the occurrence and public announcement of the relevant event: (i) change in controlling rights; (ii) being subject to investigation, punishment or other measures by overseas securities regulatory authorities or the relevant authorities; (iii) changing listing status or changing the listing board; or (iv) voluntary or compulsory termination of listing. Besides, if any material change in the principal business and operation of the issuer after its Overseas Offering and Listing makes the issuer no longer within the scope of record-filing, the issuer shall submit a special report and a legal opinion issued by a PRC domestic law firm to the CSRC within 3 working days after the occurrence of the relevant change to provide an explanation of the relevant situation. According to the Overseas Listing Trial Measures, the

REGULATORY OVERVIEW

PRC domestic enterprises engaging in Overseas Offering and Listing activities shall strictly comply with the PRC laws, administrative regulations, and relevant provisions on foreign investment, state-owned assets, industry regulation, overseas investment, etc., shall not disrupt domestic market order, and shall not harm national interests, public interests and the legitimate rights and interests of domestic investors. The PRC domestic enterprise that conducts Overseas Offering and Listing shall (i) formulate its articles of association, improve its internal control system and standardize its corporate governance, financial affairs and accounting activities in accordance with the PRC Company Law, the PRC Accounting Law and other PRC laws, administrative regulations and applicable provisions; (ii) abide by the legal system of the PRC on confidentiality and take necessary measures to implement the confidentiality responsibility, shall not divulge any state secret or the work secrets of state authorities, and shall also comply with laws, administrative regulations and the relevant provisions of the PRC where involved in the overseas provisions of personal information and important data.

In addition, the Overseas Listing Trial Measures also provides the circumstances where the Overseas Offering and Listing is explicitly prohibited, including: (i) such securities offering and listing is explicitly prohibited by provisions in laws, administrative regulations and relevant state rules; (ii) the Overseas Offering and Listing may endanger national security as reviewed and determined by competent authorities under the State Council in accordance with law; (iii) the PRC domestic enterprise, or its controlling shareholder(s) and the actual controller, have committed relevant crimes such as corruption, bribery, embezzlement, misappropriation of property or undermining the order of the socialist market economy during the latest three years; (iv) the PRC domestic enterprise is currently under investigations for suspicion of criminal offenses or major violations of laws and regulations, and no conclusion has yet been made thereof; or (v) there are material ownership disputes over equity held by the controlling shareholder(s) or by other shareholder(s) that are controlled by the controlling shareholder(s) and/or actual controller.

On February 24, 2023, the CSRC together with National Administration of State Secrets Protection and National Archives Administration of China have promulgated the Provisions on Strengthening the Confidentiality and File Management of Domestic Enterprises Related to Overseas Issuance of Securities and Listing (《關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定》), according to which, during the overseas offering and listing activities of domestic enterprises, domestic enterprises, securities companies and securities service providers providing corresponding services shall strictly abide by the relevant PRC laws and regulation as well as the requirements of the provisions, enhance legal awareness of guarding state secrets and strengthening the management of archives, establish and complete systems for confidentiality and archives work, employ necessary measures to implement the responsibility for confidentiality and archives management, and shall not divulge state secrets and work secrets of state organs, and shall not harm the interests of state and the public. If domestic enterprises provide or publicly disclose to relevant securities companies, securities service institutions, overseas regulatory agencies and other parties, or provide or publicly disclose documents and materials involving state secrets or state organ work secrets through the issuer, they shall report the matters to the competent authorities for examination and approval, and file them with the department for the administration and management of state secrets at the same level for the record.

REGULATORY OVERVIEW

APPLICABLE LAWS AND REGULATIONS TO OUR BUSINESS IN HONG KONG

Business Registration Ordinance

Section 5 of the Business Registration Ordinance (Chapter 310 of the Laws of Hong Kong) requires every person (a company or an individual) carrying on a business in Hong Kong to register with the Inland Revenue Department (the “**IRD**”) and obtain a business registration certificate within one month of the commencement of the business. Business registration is a process based on application and does not involve government approval. Once the requisite criteria are met, a business registration certificate will be granted. Business registration serves to notify the IRD of the establishment of a business in Hong Kong and facilitate the collection of tax from businesses in Hong Kong.

Inland Revenue Ordinance

Hong Kong adopts a territorial basis for taxing profits derived from a trade, profession or business carried on in Hong Kong. Pursuant to Section 14(1) of the Inland Revenue Ordinance (Chapter 112 of the Laws of Hong Kong) (the “**IRO**”), profits tax shall be charged for each year of assessment on every person carrying on a trade, profession or business in Hong Kong in respect of his assessable profits arising in or derived from Hong Kong for that year from such trade, profession or business (excluding profits arising from the sale of capital assets).

Section 51C of the IRO further requires every person carrying on a trade, business or profession in Hong Kong to keep sufficient records in the English or Chinese language of his income and expenditure to enable the assessable profits of his trade, business or profession to be readily ascertained. Such records have to be retained for a period of seven years after the completion of the transactions to which the records relate.

Employees’ Compensation Ordinance

The Employees’ Compensation Ordinance (Chapter 282 of the Laws of Hong Kong) (the “**ECO**”) establishes a no-fault and non-contributory employee compensation system for work injuries and lays down the rights and obligations of employers and employees in respect of injuries or deaths caused by accidents arising out of and in the course of employment, or by prescribed occupational diseases. Pursuant to the ECO, an employer is liable to pay compensation in respect of injuries sustained by its employees as a result of accidents arising out of and in the course of employment or in respect of certain occupational diseases suffered by the employees. Section 40 of the ECO provides that an employer is not permitted to employ any employee in any employment unless there is in force, in relation to such employee, a policy of insurance issued by an insurer for an amount not less than that prescribed in the ECO.

REGULATORY OVERVIEW

Mandatory Provident Fund Scheme Ordinance

Section 7 of the Mandatory Provident Fund Scheme Ordinance (Chapter 485 of the Laws of Hong Kong) (the “**MPFSO**”) requires every employer of a relevant employee to take all practicable steps to ensure that the employee becomes a member of a registered scheme within the permitted period after the relevant time. Section 7A of the MPFSO requires an employer who is employing a relevant employee to, for each contribution period occurring after that commencement (i) from the employer’s own funds, contribute to the relevant registered scheme the amount determined in accordance with MPFSO; and (ii) deduct from the employee’s relevant income for that period as a contribution by the employee to that scheme the amount determined in accordance with MPFSO.

Sale of Goods Ordinance

The Sale of Goods Ordinance (Chapter 26 of the Laws of Hong Kong) (“**SOGO**”) is the main governing law in Hong Kong in relation to sale of goods. Section 15 of SOGO provides that where there is a contract for the sale of goods by description, there is an implied condition that the goods shall correspond with the description.

Section 16 of SOGO provides that where a seller sells goods in the course of a business, there is an implied condition that the goods supplied under the contract are of merchantable quality, except that there is no such condition (i) as regards defects specifically drawn to the buyer’s attention before the contract is made; (ii) if the buyer examines the goods before the contract is made, as regards defects which that examination ought to reveal; or (iii) if the contract is a contract for sale by sample, as regards defects which would have been apparent on a reasonable examination of the sample.

Section 14 of SOGO provides certain implied undertakings on the seller for every contract of sale, unless there appears from the contract or is to be inferred from the circumstances of the contract an intention that the seller should transfer only such title as he or a third person may have. These undertakings include that: (i) the seller has a right to sell the goods, and in the case of an agreement to sell, he will have a right to sell the goods at the time when the property is to pass; and (ii) the goods are free, and will remain free until the time when the property is to pass, from any charge or encumbrance not disclosed or known to the buyer before the contract is made and that the buyer will enjoy quiet possession of the goods except so far as it may be disturbed by the owner or other person entitled to benefit of any charge or encumbrance so disclosed or known.

Supply of Services (Implied Terms) Ordinance

The supply of services by our Group in Hong Kong is regulated by the Supply of Services (Implied Terms) Ordinance (Chapter 457 of the Laws of Hong Kong) (“**SOSO**”). Section 5 of SOSO provides that in a contract for the supply of service where the supplier is acting in the course of a business, there is an implied terms that the supplier will carry out the service with reasonable care and skill.

Section 6 of SOSO provides that, where under a contract for the supply of a service where the supplier is acting in the course of a business, the time for the service to be carried out is not fixed by the contract, is not left to be fixed in a manner agreed by the contract or is not determined by the course of dealing between the parties, there is an implied term that the supplier will carry out the service within a reasonable time.

REGULATORY OVERVIEW

Merchant Shipping (Safety) Ordinance and Merchant Shipping (Prevention and Control of Pollution) Ordinance

Hong Kong is an Associate Member of the IMO and has accepted the international conventions relating to safety and protection of the marine environment. These conventions are implemented through regulations made under the Merchant Shipping (Safety) Ordinance (Chapter 369 of the Laws of Hong Kong) and the Merchant Shipping (Prevention and Control of Pollution) Ordinance (Chapter 413 of the Laws of Hong Kong) and regulates the safety and prevention and control of pollution issues of Hong Kong ships.

Merchant Shipping (Local Vessels) Ordinance

Under Section 47 of the Merchant Shipping (Local Vessels) Ordinance (Chapter 548 of the Laws of Hong Kong) (the “MS(LV)O”), if any oil or mixture containing oil is discharged into the waters of Hong Kong, the person by whom the oil or mixture containing oil is so discharged or caused to be discharged, and if the discharge is from a local vessel, the owner and coxswain of the vessel, subject to the circumstances of such discharge, commit an offence under this section and is liable on conviction to a fine of HK\$200,000.

Section 51(1) of the MS(LV)O stipulates that no local vessel in the waters of Hong Kong shall emit dark smoke for three minutes or more continuously at any one time. If this section is contravened, each of the owner of the local vessel, his agent and the coxswain of the vessel commits an offence and is liable to a fine at level 3 (currently at HK\$10,000) if the person has never committed the offence in relation to the vessel; or liable to a fine at level 4 (currently at HK\$25,000) if the person has previously committed the offence in relation to the vessel.

APPLICABLE LAWS AND REGULATIONS TO OUR BUSINESS IN SINGAPORE

The business operations in Singapore are not subject to any special legislation or regulatory controls other than those generally applicable to companies and/or business operating/incorporated in Singapore.

Laws and regulations in relation to business operations

Sale of Goods Act 1979

The domestic sale of goods in Singapore is governed by the Sale of Goods Act 1979 (Cap. 393, 2020 Rev Ed) (“SOGA”). The SOGA provides for, amongst other things, the laws that apply in relation to the formation of the sales contract of goods, the effect of the sales contract, the respective rights and duties of buyers and sellers during the performance of the contracts as well as the rights of buyers and sellers against one another when the sales contract is breached.

Sections 12 to 15 of SOGA contain terms that are implied in a contract for the sale of goods. Some are implied conditions while others are implied warranties. Section 13 provides that where there is a sale of goods by description, there is an implied condition that the goods correspond with the description. Even where the goods are exposed for sale and are selected by the buyer, it is still possible for this implied condition to apply.

REGULATORY OVERVIEW

Where a seller sells goods in the course of a business, section 14(2) provides that there is an implied condition that the goods are of satisfactory quality. In relation to the foregoing, it is stipulated in SOGA that goods are of satisfactory quality if they meet the standard that a reasonable person would regard as satisfactory, taking into account any description of the goods, the price (if relevant) and all other relevant circumstances.

SOGA confers on the buyer a right to claim for damages under Section 53 in the event the seller has breached a warranty of the sale contract, or where the buyer elects or is compelled to treat a breach of condition as a breach of warranty, the buyer can bring an action against the seller for damages for breach of warranty. The measure of damages is the estimated loss directly and naturally resulting, in the ordinary course of events, from the breach of warranty.

United Nations Convention on Contracts for the International Sale of Goods (“CISG”)

The international sale of goods in Singapore is governed by the United Nations Convention on Contracts for the International Sale of Goods (“CISG”), which is given the force of law in Singapore via the Sale of Goods (United Nations Convention) Act (Cap 283A, 2020 Rev Ed).

Articles 30 to 44 of the CISG set out the obligations of the seller under the sales contract governed by the CISG. Article 30 provides that the seller is obliged to deliver goods, hand over related documents and transfer the title in the goods as required by the sales contract. Article 31 states that if the sales contract does not state where the goods are to be delivered, they will be delivered by being handed over to the first carrier if the contracts involve the carriage of goods; if not, by being made available at the place of manufacturing if that place is known by the parties; and if not, then at the place of business of the seller. Under Article 35, the seller must deliver goods which are of the quantity, quality and description required by the contract and which are contained or packaged in the manner required by the contract. Under Article 36, the liability of the seller is for any lack of conformity at the time of the passing of the risks.

Pursuant to Articles 41 and 42, the seller must also guarantee that the goods are free from any rights or claims by third parties. Under Articles 39 and 43, the buyer must give notice within a reasonable time to exercise a recourse under these warranties and with respect to the warranty of conformity, must do so at the latest within two years.

If the seller breaches any of the above obligations, the CISG allows the buyer to exercise any rights provided for in Articles 46 to 52, as well as claim damages as provided in Articles 74 to 77. Under Article 45(2), the buyer is also not deprived of any right he may have to claim damages by exercising his right to other remedies.

Laws and regulations in relation to taxation

The summary below of certain taxes in Singapore is of a general nature and based on current tax laws in Singapore and regulations and decisions now in effect, all of which are subject to change (possibly with retroactive effect). These laws and regulations are also subject to various interpretations and the relevant tax authorities or the courts of Singapore could later disagree with the explanations or conclusions set out below. This summary is not intended to constitute a complete analysis of the taxes mentioned. It is not intended to be and does not constitute legal or tax advice.

REGULATORY OVERVIEW

Corporate Income Tax

A company is regarded as a tax resident in Singapore when the control and management of our company is exercised in Singapore. Corporate taxpayers (both Singapore tax residents and non-residents) are subject to Singapore income tax on income accruing in or derived from Singapore and income received in Singapore from outside Singapore, unless specifically exempt from income tax.

Pursuant to the Income Tax Act 1947, exemption will be granted to a Singapore tax resident corporate taxpayer on its foreign-sourced dividends, foreign branch profits and foreign-sourced service income received or deemed to be received in Singapore provided that the following qualifying conditions are met:

The foreign income has been subject to tax in the foreign jurisdiction from which it is received (known as the 'subject to tax' condition). The rate at which the foreign income was taxed can be different from the headline tax rate;

The highest Corporate Income Tax rate (i.e. foreign headline tax rate condition) of the foreign jurisdiction from which the income is received is at least 15% at the time the foreign income is received in Singapore; and

The Comptroller of Income Tax is satisfied that the tax exemption is beneficial to the Singapore tax resident company. Tax is satisfied that the tax exemption would be beneficial to the corporate taxpayer.

The prevailing corporate tax rate in Singapore is 17%. The first SGD200,000 of a company's normal chargeable income from the year of assessment, 2020, is partially exempted from tax as follows:

- (a) 75.0% of the first SGD10,000 of normal chargeable income; and
- (b) 50.0% of the next SGD190,000 of normal chargeable income.

The remaining chargeable income (after the tax exemption) will be fully taxable at the prevailing corporate tax rate.

Dividend distribution

Singapore has adopted a one-tier corporate tax system pursuant to which the tax paid by a Singapore resident company on its corporate profits is a final tax. Dividends payable by the Singapore resident company to its shareholders are exempt from Singapore income tax in the hands of the shareholders. There is no withholding tax on the dividend payments to both resident and non-resident shareholders.

REGULATORY OVERVIEW

TRANSFER PRICING

Hong Kong

On 13 July 2018, the Government of Hong Kong Special Administrative Region gazetted Inland Revenue (Amendment) (No. 6) Ordinance 2018 (“**the Amendment Ordinance**”). The Amendment Ordinance codifies transfer pricing principles into the Inland Revenue Ordinance (Cap. 112) (IRO). The effective dates for the regulations are staggered across the accounting period beginning on or after 1 January 2018 (for country-by-country report), 1 April 2018 (for Master File and Local File) and years of assessment beginning on or after 1 April 2018 (for the fundamental transfer pricing rule and advance pricing agreements).

A transfer price is the price charged in a transaction between two associated persons. Rule 1 in section 50AAF of the Amendment Ordinance, concerns the prices charged in transactions between associated persons as, in such circumstances, the prices charged may not necessarily be that which would have been charged if the persons had not been associated.

Section 50AAF(3) of the Amendment Ordinance, as a due process, provides that the assessor may give a notice requiring the advantaged person to prove that the amount of the person’s income or loss as stated in the person’s tax return is the arm’s length amount. Section 50AAF(5) provides that if the person fails to prove to the assessor’s satisfaction that the amount of income or loss stated in the persons’ tax return is the arm’s length amount, the assessor must estimate an amount as the arm’s length amount and, taking into account the estimated amount:

- (a) make an assessment or additional assessment on the person; or
- (b) issue a computation of loss, or revise a computation of loss resulting in a smaller amount of computed loss, in respect of the person.

The Hong Kong transfer pricing framework is largely based on the Organization for Economic Co-operation and Development Transfer Pricing Guidelines for Multinational Enterprise and Tax Administrations (“**OECD TPG**”), and the IRD generally will not differ from the transfer pricing methodologies recommended by the OECD TPG. Specifically, Section 50AAE of the Amendment Ordinance requires, Hong Kong transfer pricing regulations are to be construed in a way that best secures consistency with the OECD TPG.

PRC

Pursuant to the EIT Law, the business transactions between enterprises and their affiliates that reduce the taxable income or income of such enterprises and their affiliates are not in compliance with the arm’s length principle, the taxation authority has the right to make an adjustment with reasonable methods. Where enterprises submit to the tax authority the annual enterprise income tax return, they shall enclose a statement of the annual business transactions in respect of the business transactions of the enterprises and their affiliates.

REGULATORY OVERVIEW

If an enterprise fails to provide the information of business transactions with their affiliates, or provides false or incomplete information, which cannot faithfully reflect their affiliated business transactions, the tax authority has the right to verify its taxable income legally. The additional tax payment and the interest thereupon shall be collected when required by a tax authority in respect of the tax payment adjustment. In addition, in accordance with the Implementation Rules of the EIT Law, the taxation authorities shall have the right to make the aforesaid tax adjustment within 10 years as from the tax year when such transactions are happened.

According to the Administrative Measures for Special Tax Audits and Adjustments and the Mutual Agreement Procedure (《特別納稅調查調整及相互協商程序管理辦法》) promulgated by the SAT on March 17, 2017 and which became effective on May 1, 2017, tax authorities shall carry out special tax adjustments-focused monitoring and administration of enterprises, and may issue a Notice of Tax Matters to enterprises found with any special tax adjustment risks to prompt their existing tax risks. Enterprises can also make a self-adjustment and pay the underpaid tax, and the tax authorities can still perform special tax audits and adjustments thereafter.

Tax authorities shall initiate the special tax audit procedure upon request by an enterprise for confirmation of its tax position on special tax adjustment items, such as the pricing principle or method adopted for related-party transactions.

Pursuant to the Administration of Tax Collection Law of the PRC (《中華人民共和國稅收徵收管理法》) released on September 4, 1992 and last amended on April 24, 2015, if a taxpayer fails to pay taxes or a withholding agent fails to remit taxes within the time limit in accordance with the provisions, the relevant tax authorities may impose a fine on a daily basis at the rate of 0.05% of the amount of tax in arrears, commencing on the day the tax payment was defaulted. For taxpayers who evade taxes, the tax authorities may impose a fine not less than 50% of, and not more than five times, the amount of taxes unpaid or underpaid. Criminal liability may be incurred in serious cases.

Singapore

The Income Tax (Transfer Pricing Documentation) Rules 2018 (the “**TPD rules**”) was published by the Singapore Government on 22 February 2018, under the Singapore Income Tax Act (“**ITA**”). The TPD rules apply for the basis period for the year of assessment (YA) 2019 and thereafter.

On 23 February 2018 and 10 August 2021, the Inland Revenue Authority of Singapore (“**IRAS**”) released the updated editions of the Singapore transfer pricing guidelines. The guidelines incorporate the TPD rules into the guidelines, provide examples and explanations on certain aspects of the TPD rules, and reflect enforcement of arm’s length principle requirement.

Section 34D of the ITA empowers the IRAS to make transfer pricing adjustments in cases where a Singapore taxpayer’s transfer pricing practices are not consistent with the arm’s-length principle.

Section 34E of the ITA allows the IRAS to impose a surcharge of 5% on the transfer pricing adjustments made by the comptroller with effect from the YA 2019.

Section 34F of the ITA legislates the mandatory requirement for contemporaneous and adequate transfer pricing documentation, and penalties for non-compliance from the year of assessment 2019 onward.

REGULATORY OVERVIEW

Organization for Economic Co-operation and Development (“OECD”)

The OECD TPG provide guidance on the application of the “arm’s length principle”, which is the international consensus on transfer pricing, i.e. on the valuation for tax purposes of cross-border transactions between associated enterprises. OECD TPG aim to ensure that the taxable profits of MNEs are not artificially shifted out of their jurisdictions and that the tax base reported by MNEs in their country reflects the economic activity undertaken therein. OECD TPG address that it is essential for taxpayers to limit the risks of economic double taxation that may result from a dispute between two countries on the determination of the arm’s length remuneration for their cross-border transactions with associated enterprises.

HISTORY, DEVELOPMENT, AND CORPORATE STRUCTURE

OVERVIEW

Our Group was founded by our Co-founders, namely Mr. Zhou Yang, Mr. Zhao Mingzhu, and Mr. Chen Zhiyuan in 2017, when we commenced our business as we envisioned the market opportunities to help shipowners and ship builders worldwide to address the burgeoning and evolving global and national requirements and initiatives related to marine environment preservation. Prior to founding our Group, the Co-Founders have extensive experience in the shipbuilding industry for over 15 years, and with deep business connections across international markets in the industry. After the Company was founded in 2017, the ship exhaust gas cleaning system developed under the leadership of Mr. Chen Zhiyuan (one of our Co-founders who is also our chief technology officer) met the requirements of the IMO's regulations and obtained the approval of the Lloyd's Register EMEA, American Bureau of Shipping and Det Norske Veritas. Through the business connections accumulated by our Co-founders in the industry, the active promotion by the Company's marketing department to customers and the Company's utilization of sales agents, coupled with the IMO's introduction of the sulfur cap which increased shipping companies' demand for exhaust gas cleaning systems, the Company obtained and signed its first EGCS order in May 2018 through the joint efforts of the Company's marketing department and sales agents.

Prior to the Company's production facility commencing production in June 2021, the Company's main business segments were marine exhaust gas cleaning systems and maritime services. During this period, the Company commissioned a third party principally engaged in producing large industrial equipment, and which is a subsidiary of a company listed on the Shanghai Stock Exchange, to process and produce scrubbers, which is a core component of EGCSs. This third party manufacturer has strong at the time production and manufacturing capabilities, which could well meet the Company's manufacturing needs at the time. From June 2021 onwards, our Group commenced commercial production in our production facility in Nantong, Jiangsu province.

Our Company was also recognized as a high-tech enterprise (高新技術企業) in 2019. As part of the process for the Company to be recognized as a high-tech enterprise pursuant to the PRC "High-Tech Enterprise Recognition Management Measures" (高新技術企業認定管理辦法), the Company's application for high-tech enterprise recognition had to meet corresponding requirements in terms of registration establishment time, intellectual property rights, R&D expense ratio, high-tech product income ratio, safety, quality, and environmental requirements. The Company met the requisite requirements after professional evaluation and was therefore recognized as a national high-tech enterprise after professional evaluation.

Over the years, we have grown into a PRC-based maritime environmental protection equipment and system provider serving customers from different regions, ranking first among private ship exhaust gas cleaning system providers based in China and tenth among all ship exhaust gas cleaning system providers in the world in terms of the cumulative volume of completed and on-hand orders for ship exhaust gas cleaning systems by June 30, 2024, according to Frost & Sullivan.

HISTORY, DEVELOPMENT, AND CORPORATE STRUCTURE

BUSINESS MILESTONES

The following is a summary of our key business development milestones:

<u>Month/Year</u>	<u>Event</u>
May 2017	● Our Company was established.
December 2019	● Our Company was recognized as a high-tech enterprise (高新技術企業) in Shanghai.
June 2021	● Our Group commenced commercial production in our production facility in Nantong, Jiangsu province.
August 2022	● Our Company was recognized as a specialized, refined, featured and original enterprise (專精特新企業) by the Shanghai Municipal Economic and Informatization Commission (上海市經濟和信息化委員會).
October 2022	● ContiOcean Nantong was recognized as a high-tech enterprise (高新技術企業) in Jiangsu.
January 2024	● Our Group's LFSS product was awarded the title of "Top Ten Energy-Saving and Low-Carbon Technology Products" (十佳節能低碳技術產品) by the Shanghai Energy Conservation Engineering Technology Association (上海市節能工程技術協會).
February 2024	● Our Non-H Shares became quoted on NEEQ.
May 2024	● ContiOcean Nantong was recognized as a specialized, refined, featured and original small and medium-sized enterprise (專精特新中小企業) by the Industry and Information Technology Department of Jiangsu (江蘇省工業和信息化廳).
June 2024	● Our Group was honored as a benchmark enterprise for brand cultivation in Shanghai (上海市品牌培育標杆企業).

HISTORY, DEVELOPMENT, AND CORPORATE STRUCTURE

MAJOR SUBSIDIARIES

The principal business activities and date and place of establishment of each of the entities that we consider to be our key subsidiaries are set forth below:

<u>Name of subsidiary</u>	<u>Principal business activities</u>	<u>Place of establishment</u>	<u>Date of establishment</u>
ContiOcean Hong Kong	Marine environmental protection-related business and maritime service	Hong Kong	December 28, 2017
ContiOcean Singapore	Marine environmental protection-related business and maritime service	Singapore	July 20, 2018
COGES	Marine environmental protection-related business and maritime service	Singapore	January 3, 2019
ContiOcean Nantong	Manufacturing of marine environmental protection-related equipment	PRC	January 28, 2019
CTL	Ship lashing fitting service	Singapore	August 1, 2019
WTC	R&D of marine environmental protection-related equipment, systems and services	Madeira	April 21, 2022
ContiOcean International	Marine environmental protection-related business and maritime service	PRC	March 15, 2023

CORPORATE DEVELOPMENTS

Establishment of our Company

Our Company was established on May 31, 2017 as a limited liability company with an initial registered capital of RMB5 million. At the time, the entire share capital of our Company was issued to Ms. Sun Yuanyuan (孫婉婉) as nominee for our Co-founders, namely Mr. Zhou Yang, Mr. Zhao Mingzhu and Mr. Chen Zhiyuan. Ms. Sun Yuanyuan is the spouse of Mr. Chen Zhiyuan, who has a legal professional background, and she assisted in the industrial and commercial formalities involved in the early stage of establishment of our Group. In October 2017, in order to gradually unwind the nominee arrangement while continuing to maintain an actual controller, Ms. Sun Xin (孫鑫), the spouse of Mr. Zhou Yang, was introduced as another nominee Shareholder in October 2017, when Ms. Sun Yuanyuan transferred 51% of our issued Shares to Ms. Sun Xin (held on behalf of our Co-founders) and 24.5% of our issued Shares to Mr. Zhao Mingzhu. Since the establishment of our Company and prior to the full unwinding of the nominee arrangement which was completed on March 1, 2019, our Company had remained beneficially owned by Mr. Zhou Yang as to 37.5%, Mr. Zhao Mingzhu as to 31.25%, and Mr. Chen Zhiyuan as to 31.25%.

By September 2018, all our Co-founders had formally joined our Group, and they unwound the nominee arrangement by directing the transfer of the Shares held by the nominees to the beneficial owners, and also to six key employees of our Group as set out in the shareholding structure below. With the exception of Mr. Gao Yunpeng who left the Group in May 2021 for personal reasons, all the other individuals remained as employees of the Group as of the Latest Practicable Date.

HISTORY, DEVELOPMENT, AND CORPORATE STRUCTURE

As of March 1, 2019, the unwinding of the nominee arrangement had been completed, and the shareholding structure of our Company was as follows:

Name of Shareholder	Shareholding percentage
Zhou Yang	34.50%
Zhao Mingzhu	28.75%
Chen Zhiyuan	28.75%
Gao Yunpeng	2.00%
Shen Xiaowei	2.00%
Chen Rui	1.00%
Yu Yuanyang	1.00%
Qu Shixiang	1.00%
Tang Yanling	1.00%
Total	100.00%

Early Stage Share Transfers

In preparation for a then potential listing on the Hong Kong Stock Exchange by using an entity incorporated in the Cayman Islands as the listing vehicle, in November 2019, our Company was converted to a Sino-foreign equity joint venture as we introduced Mr. Subir Ghatak as a foreign investor and as our then Shareholder. Mr. Subir Ghatak is a minority shareholder of a non-wholly owned subsidiary, namely COGES, holding 30% interest therein, and also an employee of our Group and a director of certain subsidiaries of our Company. At that time, Mr. Subir Ghatak purchased a total of 5% of our issued share capital from our Co-founders for a consideration of approximately RMB551,000. The consideration was determined based on the appraised value of our Company, and was settled on November 25, 2020.

On April 17, 2020, our then domestic Shareholders, namely all the Shareholders set out in the table in “— Corporate developments — Establishment of our Company” in this section (collectively, the “**Domestic Shareholders**”), transferred their respective shareholdings in our Company to ContiOcean Hong Kong (being a company then indirectly controlled by our Co-founders) for an aggregate consideration of RMB10.5 million, as part of our reorganization in preparation for the then potential listing. The consideration was determined based on the appraised value of our Company, and was settled on September 28 and September 29, 2020, as the case may be.

As of April 17, 2020, following the completion of the above steps, our Company was held as to 95% by ContiOcean Hong Kong and 5% by Mr. Subir Ghatak.

HISTORY, DEVELOPMENT, AND CORPORATE STRUCTURE

Subsequent Capital Increase and Share Transfers

In the second half of 2020, as part of the shift in our development strategy, instead of targeting to list on the Hong Kong Stock Exchange, we targeted to list on an onshore exchange. Our then proposal to list on the Hong Kong Stock Exchange was preliminary in nature and no sponsor was engaged. Other than Jingtian & Gongcheng (namely, the Company's PRC Legal Adviser for the Listing) which was engaged for the sole purpose of assisting the Group's reorganization steps for the then proposal to list on the Hong Kong Stock Exchange, no other advisers or professional parties were engaged for the purpose of such proposal. In November 2020, our Company underwent a capital increase from RMB5 million to RMB20 million, and the relevant share capital was fully paid up by the Domestic Shareholders in December 2020.

Meanwhile, ContiOcean Hong Kong transferred its entire shareholding in our Company to the Domestic Shareholders and Mr. Shu Wa Tung, Laurence (who was then appointed as a Director and our chief financial officer) for an aggregate consideration of RMB10.45 million. The consideration was determined with reference to the original capital contribution of ContiOcean Hong Kong, and was settled by April 2023.

Mr. Subir Ghatak, as his personal decision, also divested his Shares in December 2020 by selling his Shares to Mr. Shu Wa Tung, Laurence for a consideration of RMB550,000. The consideration was determined by arm's length negotiation between the parties and with reference to the original capital contribution of Mr. Subir Ghatak, and was settled by February 2023.

As of December 1, 2020, after the completion of the above Share transfers, the shareholding structure of our Company was as follows:

<u>Name of Shareholder of our Company</u>	<u>Shareholding percentage</u>
Zhou Yang	32.78%
Zhao Mingzhu	27.31%
Chen Zhiyuan	27.31%
Shu Wa Tung, Laurence	5.00%
Gao Yunpeng	1.90%
Shen Xiaowei	1.90%
Chen Rui	0.95%
Yu Yuanyang	0.95%
Qu Shixiang	0.95%
Tang Yanling	0.95%
Total	100.00%

HISTORY, DEVELOPMENT, AND CORPORATE STRUCTURE

Transfers from our Shareholders

In order to eliminate any potential competition and to optimize the Group structure, our Co-founders have made a number of transfers to our Group. As our Co-founders confirmed in the Non-competition Undertaking, they were no longer directly or indirectly engaged in any business that may compete with our Group after such transfers. See “Relationship with our Controlling Shareholders” for more information.

ContiOcean Hong Kong

Our overseas subsidiaries are held through ContiOcean Hong Kong, a wholly-owned subsidiary of our Company. The issued share capital of ContiOcean Hong Kong is HK\$10 million. In December 2020, our Company and Contipilot, a company controlled by our Co-founders and the then parent company of ContiOcean Hong Kong, entered into an agreement pursuant to which Contipilot transferred the entire issued share capital of ContiOcean Hong Kong to our Company for a consideration of RMB15 million. The consideration for the transfer was determined with reference to the net asset of ContiOcean Hong Kong, and which was properly and legally completed and settled on November 1, 2022. We are advised that such transfer is lawful, valid and duly completed.

ContiOcean Singapore

On May 27, 2021, Mr. Chen Zhiyuan, one of our Co-founders, transferred the entire issued share capital of ContiOcean Singapore to ContiOcean Hong Kong for a consideration of SGD10,000. The consideration for the transfer was determined based on the appraised value of ContiOcean Singapore, which was properly and legally completed and settled on May 10, 2023. The issued share capital of ContiOcean Singapore is SGD10. We are advised that such transfer is lawful, valid and duly completed.

CTL

On March 24, 2022, Contipilot transferred the entire issued share capital of CTL to ContiOcean Hong Kong for a consideration of SGD43,000. The consideration for the transfer was determined based on the appraised value of CTL, which was properly and legally completed and settled on May 11, 2023. The issued share capital of CTL is SGD100. We are advised that such transfer is lawful, valid and duly completed.

Others

CMS is a company incorporated in the Republic of Singapore wholly-owned beneficially by one of our Co-founders, Mr. Zhao Mingzhu. Pursuant to a business transfer agreement dated December 30, 2022 and as supplemented, CMS transferred to our Company all its assets and liabilities as of August 31, 2023. Following the completion of such transfer, CMS has ceased to engage in any business operations. No monetary consideration was payable by either our Company or CMS in respect of such agreement as no transfer of specific physical asset was involved.

HISTORY, DEVELOPMENT, AND CORPORATE STRUCTURE

Disposal of interests in associate

Jiangsu ContiOcean was established on July 4, 2022. Prior to the disposal as described below, ContiOcean Nantong held a 40% equity interest in Jiangsu ContiOcean, while the remaining equity interests were held by an Independent Third Party. ContiOcean Nantong disposed its entire interest of Jiangsu ContiOcean to an Independent Third Party at nil consideration pursuant to a share transfer agreement dated April 7, 2023. Jiangsu ContiOcean engages in manufacturing and selling electrical and mechanical equipment, parts, and various metal products. The disposal in interests in Jiangsu ContiOcean was to align with our business focus on developing maritime environmental protection equipment and systems. The consideration was determined having considered the then loss-making financial position of Jiangsu ContiOcean. Jiangsu ContiOcean is one of our five largest suppliers for the year ended December 31, 2022. Please refer to the section headed “Business — Our suppliers — Our major suppliers” in this prospectus for further details.

Other subsidiaries

We also consider the following entities as our material subsidiaries:

COGES

In January 2019, COGES was established as our non-wholly owned subsidiary to conduct marine environmental protection-related business and maritime service, with the other shareholder being Mr. Subir Ghatak. The issued share capital of COGES is SGD1.2 million.

ContiOcean Nantong

In January 2019, ContiOcean Nantong was established as our wholly-owned subsidiary to manufacture marine environmental protection-related equipment. The registered share capital of ContiOcean Nantong is RMB30 million, which has been fully paid up.

WTC

On June 20, 2022, a capital investment agreement was entered into among ContiOcean Hong Kong, WTC, Mr. David Gunaseelan (a director of WTC and the sole director and chief executive officer of Wavelength Technology Center AS, a subsidiary of WTC) and Mr. Tiago Braz (a director of WTC), pursuant to which ContiOcean Hong Kong agreed to subscribe for the shares of WTC in tranches. Pursuant to such capital investment agreement, ContiOcean Hong Kong initially obtained approximately 33.78% shareholding in WTC through a capital injection consideration of EUR500,000, which was fully settled on June 22, 2022. Meanwhile, the shareholdings of Mr. Tiago Braz and Mr. David Gunaseelan in WTC each reduced from 50% to approximately 33.11%. As a result, WTC was accounted for as an associate using equity method by the Group at the time.

HISTORY, DEVELOPMENT, AND CORPORATE STRUCTURE

ContiOcean Hong Kong further injected an aggregate amount of EUR400,000 into WTC, which was fully settled on October 23, 2023. Pursuant to the aforesaid capital injections and as further agreed by the parties, ContiOcean has increased its shareholding in WTC to approximately 51.00% accordingly, and as a result WTC became one of our subsidiaries. Meanwhile, the shareholdings of Mr. Tiago Braz and Mr. David Gunaseelan in WTC each reduced from approximately 33.11% to approximately 24.5% accordingly. The consideration for such capital injections was determined by arm's length negotiation between the parties, which have been completed and settled.

The issued share capital of WTC became EUR1,020.41 following the completion of the capital injections.

ContiOcean International

In March 2023, ContiOcean International was established as our wholly-owned subsidiary to conduct marine environmental protection-related business and maritime service. The registered share capital of ContiOcean International is RMB10 million, which has been fully paid up.

Share Transfers Involving our Employee Shareholding Platform

ContiOcean Development was established as our employee shareholding platform. It is a limited partnership established in the PRC whose general partner is ContiOcean Industrial, a company owned by Mr. Zhou Yang as to 37.5%, Mr. Zhao Mingzhu as to 31.25%, and Mr. Chen Zhiyuan as to 31.25%, and whose limited partners consisted of Mr. Zhou Yang and 13 employee shareholders (the “**Employee Shareholders**”) as of the Latest Practicable Date.

In May 2021, Mr. Zhou Yang acquired Mr. Gao Yunpeng's entire shareholding in our Company for a consideration of RMB476,000 with reference to the original capital contribution of Mr. Gao Yunpeng, and the consideration was fully settled on September 3, 2021. In the same month, ContiOcean Development acquired at a total consideration of approximately RMB2 million for an aggregate of 8% of the then issued share capital of our Company, consisting of the entire shareholdings of Mr. Shen Xiaowei, Mr. Chen Rui, Mr. Yu Yuanyang, Mr. Qu Shixiang, and Ms. Tang Yanling (collectively, the “**ContiOcean Development Original Employee Shareholders**”), respectively, as well as 2.055%, 0.1225%, and 0.1225% of the then issued share capital of our Company held by Mr. Zhou Yang, Mr. Zhao Mingzhu, and Mr. Chen Zhiyuan, respectively. The consideration was settled as follows:

- (a) in the case of each of the ContiOcean Development Original Employee Shareholders, entirely in the form of a proportionate interest in ContiOcean Development;
- (b) in the case of Mr. Zhao Mingzhu and Mr. Chen Zhiyuan, entirely in the form of a proportionate interest in ContiOcean Development in the name of ContiOcean Industrial; and
- (c) in the case of Mr. Zhou Yang, partially in the form of an interest in ContiOcean Development in the name of ContiOcean Industrial as mentioned in paragraph (b) above, and the rest in the form of a proportionate interest in ContiOcean Development in Mr. Zhou Yang's own name.

The consideration for ContiOcean Development's acquisition of our Shares was determined with reference to the total original capital contribution of the transferors, and was settled on August 30, 2021.

HISTORY, DEVELOPMENT, AND CORPORATE STRUCTURE

After the completion of such share transfers, the shareholding structure of our Company was as follows:

Name of Shareholder of our Company	Shareholding percentage
Zhou Yang	32.6250%
Zhao Mingzhu	27.1875%
Chen Zhiyuan	27.1875%
Shu Wa Tung, Laurence	5.00%
ContiOcean Development	8.00%
Total	100.00%

On February 16, 2022, Mr. Zhou Yang transferred part of his equity interest in ContiOcean Development to 10 employees of our Group, corresponding to a 1% aggregate equity interest in our Company for an aggregate consideration of RMB110,000. In 2023, Mr. Zhou Yang and ContiOcean Industrial acquired certain interests in ContiOcean Development held by two departing Employee Shareholders at the price at which such Employee Shareholders originally acquired their respective interests, in accordance with the agreement with our Employee Shareholders for the participation in our employee shareholding platform.

As of October 2023, the ownership structure of ContiOcean Development was as follows:

Name of partner of ContiOcean Development	Contribution percentage
Zhou Yang	8.75%
Shen Xiaowei	25.00%
Tang Yanling	12.50%
Yu Yuanyang	12.50%
Chen Rui	12.50%
Qu Shixiang	12.50%
ContiOcean Industrial	6.25%
Gu Fengjie	1.25%
Hu Hong	1.25%
Yang Zhifu	1.25%
Wang Liqun	1.25%
Xie Jingjing	1.25%
Miao Hairui	1.25%
Tang Yu	1.25%
Lu Ping	1.25%
Total	100.00%

HISTORY, DEVELOPMENT, AND CORPORATE STRUCTURE

Conversion to a Joint Stock Company and Subsequent Capital Increase

On December 20, 2022, our then Shareholders passed resolutions approving, among other matters, the conversion of our Company from a limited liability company to a joint stock limited liability company. Pursuant to the promoters' agreement dated December 20, 2022 entered into by all the then Shareholders, all promoters approved the conversion of the net asset value of our Company as of August 31, 2022 to 20,000,000 Shares at a ratio of 4.4505217435:1.

Upon completion of such conversion, the registered capital of our Company became RMB20,000,000 divided into 20,000,000 Shares with a nominal value of RMB1 each, which were subscribed by all the then Shareholders. The conversion was completed on December 28, 2022 when our Company obtained our new business license.

In August 2023, we conducted a capital increase from RMB20 million to RMB30 million, which was funded by our Company's capital reserve and accordingly, our number of Shares increased to 30,000,000.

NEEQ Quoting

To improve our corporate image and governance as well as to gain access to the equity capital market, the Company planned for a potential application for listing on the Beijing Stock Exchange. According to the provisions of the listing rules of the Beijing Stock Exchange, one way of becoming eligible to apply for listing is for an applicant to be an innovative tier company that has been continuously quoted on the NEEQ for 12 months (the "**Eligibility Requirement**"). Therefore and in order to meet the Eligibility Requirement, our then Shareholders resolved to apply for our Non-H Shares to be quoted on the NEEQ in 2023.

On February 6, 2024, our Company received approval for quoting its Non-H Shares on the NEEQ. On February 27, 2024, all issued Non-H Shares became quoted on the NEEQ under the stock code of 874207. There was no Share transfer among our Shareholders since then and up to the Latest Practicable Date. The PRC Legal Adviser advised that from the date all issued Non-H Shares being quoted on NEEQ and up to the Latest Practicable Date, the Company had not been subject to administrative penalty or measures imposed by NEEQ or other competent securities regulatory authorities based on: (i) the online searches on the official websites of NEEQ and other competent securities regulatory of the Company conducted by PRC Legal Adviser, where no record of administrative penalty or measures imposed on the Company was identified, and (ii) the Company's confirmation that it had not received any administrative penalty, measures or sanction from NEEQ or any other competent securities regulatory as of the Latest Practicable Date. Given the Eligibility Requirement and that the Company believes that being quoted on NEEQ and listed on the Hong Kong Stock Exchange, while meeting the corporate governance requirements of both venues, will enhance market recognition and benefit its market expansion, the Company currently expects to continue with the NEEQ Quoting after the Listing. Considering that: (i) there is no mandatory requirement for pricing and/or trading of the Company's Non-H Shares on the NEEQ under applicable NEEQ regulatory rules, and (ii) the Company's confirmation that it had not received any notice from NEEQ for pricing or trading of its Non-H Shares nor been subject to administrative penalty or measures imposed by NEEQ or other competent securities regulatory authorities from the date all issued Non-H Shares are quoted on NEEQ and up to the Latest Practicable Date, the PRC Legal Adviser is of the view that the absence of pricing and/or trading of the Company's Non-H Shares on the NEEQ since the date our Non-H Shares became quoted on NEEQ does not give rise to any regulatory or compliance concerns of NEEQ or other competent securities regulatory authorities.

HISTORY, DEVELOPMENT, AND CORPORATE STRUCTURE

Adjustment of plan to list on the Beijing Stock Exchange

On December 18, 2023, the Company engaged China Galaxy Securities Co., Ltd. as its tutoring institution for a potential application for listing on the Beijing Stock Exchange. For the tutoring process, the Company also engaged Zhonghua Certified Public Accountants LLP (眾華會計師事務所(特殊普通合夥)) as its accountant, Jingtian & Gongcheng as its legal adviser, and Asia (Beijing) Asset Appraisal Co., Ltd. (藍策亞洲(北京)資產評估有限公司) as its valuer (together, the “**Tutoring Professional Parties**”). On December 20, 2023, the Company submitted the tutoring filing materials for the public offering of shares to unspecified qualified investors and listing on the Beijing Stock Exchange to the Shanghai Securities Regulatory Bureau of the CSRC (the “**Shanghai Securities Regulatory Bureau**”), no listing application was submitted. On December 25, 2023, the Shanghai Securities Regulatory Bureau accepted the Company’s tutoring application, and the Company then officially entered the tutoring process. As confirmed by the Directors, during the tutoring process, having considered factors including its funding needs for international expansion, the Company instead decided to plan for a listing on the Hong Kong Stock Exchange or other overseas markets. Therefore, the Company decided to temporarily suspend its plan for the public offering of shares and listing on the Beijing Stock Exchange. Accordingly, the Company and China Galaxy Securities Co., Ltd. terminated the tutoring engagement and submitted the relevant filings to the Shanghai Securities Regulatory Bureau, which confirmed the Company’s termination of tutoring on June 11, 2024. As of the date of termination of tutoring, no listing application was submitted to Shanghai Securities Regulatory Bureau or Beijing Stock Exchange. Both during the tutoring process and up to the Latest Practicable Date, the Shanghai Securities Regulatory Bureau has not raised any enquiries or comments to the Company or China Galaxy Securities Co., Ltd., and there were no disagreements between the Company and any of the Tutoring Professional Parties in connection with the tutoring. Our Directors have confirmed that there was no material disagreement between the Company and the Tutoring Professional Parties. Having considered the views of the Directors, along with the independent due diligence work conducted by the Joint Sponsors, nothing has come to the Joint Sponsors’ attention that would cause them to cast doubt on the reasonableness of the Directors’ views in respect of any material disagreement between the Company and the relevant Tutoring Professional Parties above. Our Directors further confirmed that there was no material adverse findings during assessment performed by relevant professional parties during the tutoring. The Company started incurring expenses specifically in respect of the tutoring during the Track Record Period from the year ended December 31, 2023. Such expenses incurred were RMB300,000 for the year ended December 31, 2023, and nil for the six months ended June 30, 2024.

As at the Latest Practicable Date, the Company does not have any plan to conduct any other or further listings on any other venues in the next twelve months from the date of the Listing.

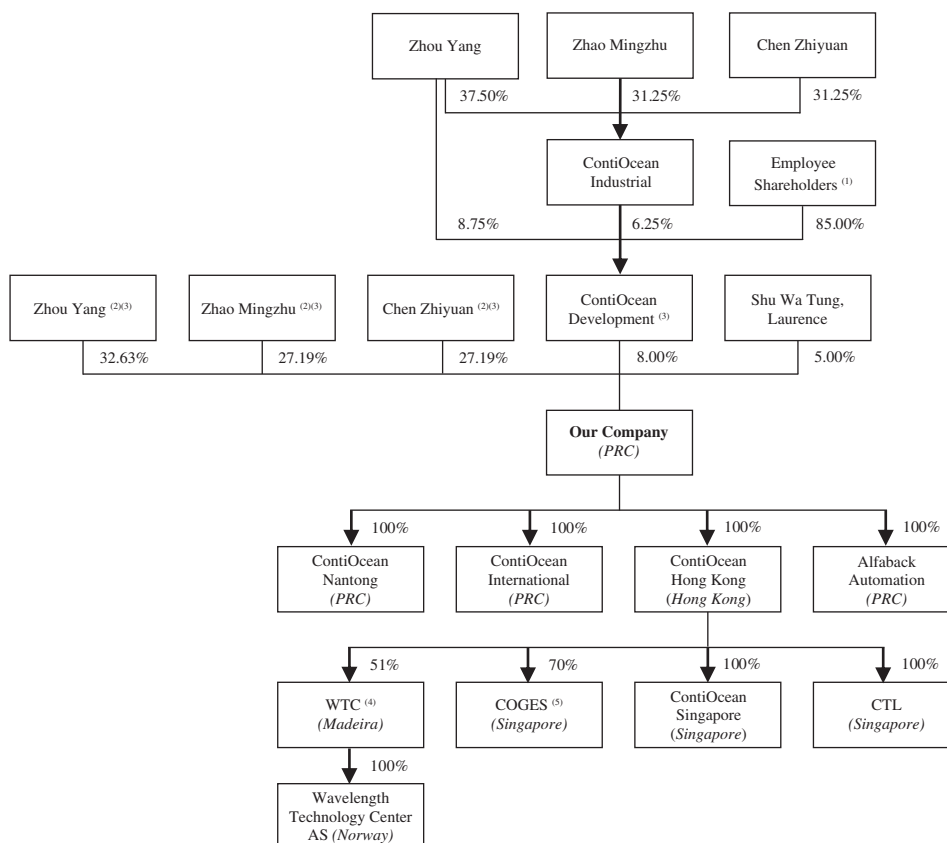
Pre-IPO Share Option Scheme

Our Company adopted the Pre-IPO Share Option Scheme, which became effective on July 27, 2024. See “Statutory and General Information — C. Further information about Directors, Supervisors and Substantial Shareholders — 4. Pre-IPO Share Option Scheme” in Appendix VI in this prospectus for further details.

HISTORY, DEVELOPMENT, AND CORPORATE STRUCTURE

SHAREHOLDING AND CORPORATE STRUCTURE BEFORE THE GLOBAL OFFERING

The following chart sets forth the approximate shareholding and corporate structure of our Group as of the Latest Practicable Date:



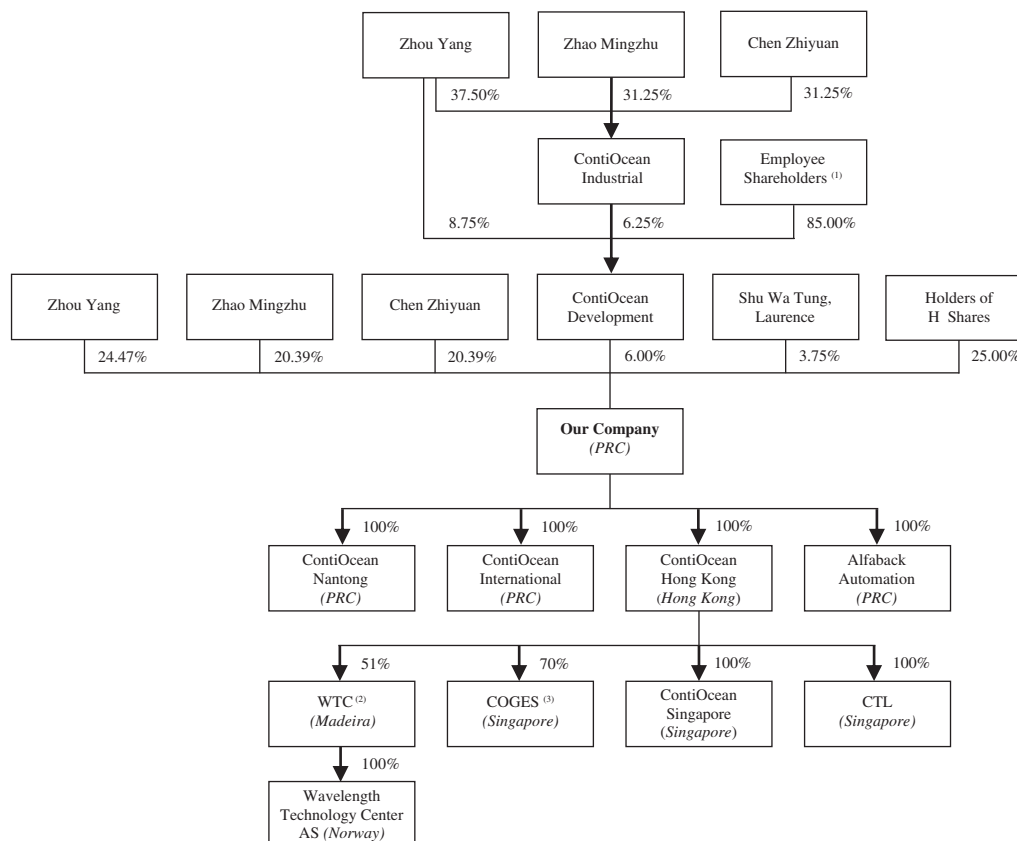
Notes:

- (1) See “— Corporate developments — Share transfers involving our employee shareholding platform” in this section for further details.
- (2) Pursuant to the Concert Party Agreement, Mr. Zhou Yang, Mr. Zhao Mingzhu and Mr. Chen Zhiyuan shall act in concert when exercising the right to propose and vote on relevant matters to the Board and the Shareholders’ meetings. In the event that no consensus is reached among them, the relevant matter shall be decided by the majority.
- (3) Mr. Zhou Yang, Mr. Zhao Mingzhu, Mr. Chen Zhiyuan, and ContiOcean Development are our Controlling Shareholders.
- (4) The remaining 49% of the issued share capital of WTC is held by Mr. Tiago Braz (24.5%) and Mr. David Gunaseelan (24.5%), both of whom are also directors of WTC.
- (5) The remaining 30% of the issued share capital of COGES is held by Mr. Subir Ghatak, who is also an employee of our Group and a director of certain subsidiaries of our Company.
- (6) The percentages may not add up to 100% due to rounding.

HISTORY, DEVELOPMENT, AND CORPORATE STRUCTURE

SHAREHOLDING AND CORPORATE STRUCTURE IMMEDIATELY AFTER THE GLOBAL OFFERING

The following chart sets forth the approximate shareholding and corporate structure of our Group immediately after completion of the Global Offering (without taking into account any exercise of the share options granted under the Pre-IPO Share Option Scheme):



Notes:

- (1) See “— Corporate developments — Share transfers involving our employee shareholding platform” in this section for further details.
- (2) The remaining 49% of the issued share capital of WTC is held by Mr. Tiago Braz (24.5%) and Mr. David Gunaseelan (24.5%), both of whom are also directors of WTC.
- (3) The remaining 30% of the issued share capital of COGES is held by Mr. Subir Ghatak, who is also an employee of our Group and a director of certain subsidiaries of our Company.
- (4) The percentages may not add up to 100% due to rounding.

HISTORY, DEVELOPMENT, AND CORPORATE STRUCTURE

REASONS FOR THE LISTING ON THE HONG KONG STOCK EXCHANGE

Our Non-H Shares are currently quoted on the NEEQ. We are seeking a listing of our H Shares on the Hong Kong Stock Exchange in order to utilize the overseas financing platform to enhance our international profile, raise capital for our business development, advance our international strategies, and further expand our capital structure. See “Future Plans and Use of Proceeds” and “Business” for further details.

Our Directors confirm that we have not experienced any material non-compliance of the rules and requirements of NEEQ (in respect of our Non-H Shares that are quoted on NEEQ) from the commencement of all issued Non-H Shares being quoted on the NEEQ and up to the Latest Practicable Date.

We had not been subject to administrative penalty, administrative supervision measures, or self-regulatory measures by the NEEQ or other competent securities regulatory authorities from the commencement of all issued Non-H Shares being quoted on the NEEQ and up to the Latest Practicable Date.

SHARE TRANSFER RESTRICTIONS AND LOCK-UP UNDERTAKINGS BY OUR SHAREHOLDERS

In accordance with the PRC Company Law, the shares issued prior to any public offering of shares by a company cannot be transferred within one year from the date on which such publicly offered shares are listed and traded on the relevant stock exchange. As such, the Shares issued by our Company prior to the issue of H Shares pursuant to the Global Offering (including the Shares held by our Controlling Shareholders) will be subject to such statutory restriction on transfer within a period of one year from the Listing Date.

As our Non-H Shares are quoted on NEEQ, our shareholders are subject to the transfer restrictions in the Business Rules of the NEEQ System (for Trial Implementation) (《全國中小企業股份轉讓系統業務規則(試行)》), which provide that our Shares directly or indirectly held by the controlling shareholders and the actual controllers of our Company prior to all issued Non-H Shares being quoted on the NEEQ shall be released from transfer restrictions equally in three batches on each of the quoting date on the NEEQ and the first and second anniversaries of the quoting date on the NEEQ.

In addition, each of our Controlling Shareholders will, prior to the Listing, provide a non-disposal undertaking pursuant to Rule 10.07 of the Listing Rules and the Hong Kong Underwriting Agreement. See “Underwriting” for further details. In accordance with the PRC Company Law, our Directors, Supervisors and members of the senior management (as defined under the Articles of Association) of our Company shall declare their shareholdings in our Company and any changes in their shareholdings. Shares transferred by such Directors, Supervisors and members of the senior management each year during their term of office determined at the time of assuming office shall not exceed 25% of their total respective shareholdings in our Company. The Shares that the aforementioned persons held in our Company cannot be transferred within one year from the date on which the Shares are listed, nor within half a year after they leave their positions in our Company.

HISTORY, DEVELOPMENT, AND CORPORATE STRUCTURE

PUBLIC FLOAT

Immediately following the Global Offering (without taking into account any exercise of the share options granted under the Pre-IPO Share Option Scheme):

- (a) Mr. Zhou Yang, Mr. Zhao Mingzhu, and Mr. Chen Zhiyuan, who are our executive Directors and Controlling Shareholders by virtue of the Concert Party Agreement, will be interested in an aggregate of 65.25% of the issued share capital of our Company (excluding their interest held through ContiOcean Development and their beneficial interests pursuant to the share options granted under the Pre-IPO Share Option Scheme);
- (b) ContiOcean Development, whose general partner is ContiOcean Industrial, a company owned by our Co-founders, namely Mr. Zhou Yang as to 37.5%, Mr. Zhao Mingzhu as to 31.25% and Mr. Chen Zhiyuan as to 31.25%, is a Controlling Shareholder and will be interested in 6.00% of the issued share capital of our Company; and
- (c) Mr. Shu Wa Tung, Laurence, an executive Director, will be interested in 3.75% of the issued share capital of our Company (excluding his beneficial interest pursuant to the share options granted under the Pre-IPO Share Option Scheme).

Immediately upon the Listing, for the purpose of the Listing Rules, the Shares held by each of Mr. Zhou Yang, Mr. Zhao Mingzhu, Mr. Chen Zhiyuan, ContiOcean Development and Mr. Shu Wa Tung, Laurence are not considered to be held by the public.

Except as stated above, all the other Shares held by other Shareholders upon Listing (representing 25.00% of the issued share capital of our Company, without taking into account any exercise of the share options granted under the Pre-IPO Share Option Scheme) will be counted towards the public float for the purpose of Rule 8.08 of the Listing Rules. Therefore, our Company will be able to meet the minimum public float requirement under Rule 8.08 of the Listing Rules upon Listing.

COMPLIANCE WITH PRC LAWS AND REGULATIONS

Compliance with PRC laws and regulations

Our PRC Legal Adviser has confirmed that the shareholding structure and changes, capital increase and share transfers in respect of our Company and our subsidiaries in the PRC in “— Corporate Developments” above have been registered with local registration authorities of the PRC in accordance with applicable PRC laws and regulations.

HISTORY, DEVELOPMENT, AND CORPORATE STRUCTURE

Regulations on Overseas Listing

On February 17, 2023, the CSRC promulgated the Trial Administrative Measures of the Overseas Securities Offering and Listing by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》) (the “**Overseas Listing Trial Measures**”) and relevant five guidelines, which came into effect on March 31, 2023. According to the Overseas Listing Trial Measures, PRC domestic enterprises that seek to offer and list securities in overseas markets, either in direct or indirect means (the “**Overseas Offering and Listing**”), are required to fulfill the filing procedure with the CSRC and submit filing reports, legal opinions, and other relevant documents. Subject to specific circumstances, the Overseas Listing Trial Measures require that, among other things, (i) initial public offerings or listings on overseas markets shall be filed with the CSRC within three working days after the relevant listing application is submitted overseas, (ii) subsequent securities offerings of an issuer on the same overseas market where it has previously offered and listed securities shall be filed with the CSRC within three working days after the offering is completed, and (iii) subsequent securities offerings or listings of an issuer on other overseas markets other than where it has offered and listed securities shall be filed with the CSRC within three working days after the relevant application is submitted overseas.

Our PRC Legal Adviser is of the view that we are required to submit filings with the CSRC within three business days after we submit the listing application for the Offering. See “Information about this Prospectus and the Global Offering — CSRC filing” for further details.

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OVERVIEW

We are a PRC-based maritime environmental protection equipment and system provider serving customers from different regions. We ranked third among ship exhaust gas cleaning system providers based in China and fourth among all ship exhaust gas cleaning system providers in the world in terms of the volume of total number of completed orders during 2023 and the cumulative on-hand orders as of December 31, 2023 for ship exhaust gas cleaning systems according to Frost & Sullivan. Our marine exhaust gas cleaning systems (which mostly includes the ship exhaust gas cleaning systems) contributed to the majority of our revenue during each year or period of the Track Record Period representing approximately 78.7%, 64.7%, 66.8%, 79.9% and 60.7% of our total revenue, respectively, in 2021, 2022 and 2023 and for the six months ended June 30, 2023 and 2024. In addition, a significant portion of our revenue was derived from a limited number of customers during each year or period of the Track Record Period. Our five largest customers for each of the years ended December 31, 2021, 2022 and 2023 and for the six months ended June 30, 2024 contributed to approximately 90.5%, 76.1%, 84.3% and 89.4% of our total revenue, respectively.

We commenced our business in 2017 by offering our first product, the ship exhaust gas cleaning system. We have now developed and commercialized various maritime environmental protection equipment and systems. In particular, our equipment and systems aim to help customers such as shipowners in reducing sulfur and GHG emissions. In addition, we aim to help our customers in upgrading the life quality for their ship crew members, by offering interior design and supplying equipment and systems that improve the onboard living conditions and enhance maritime operations.

Furthermore, the demand on the Group's equipment and systems is also stimulated by various requirements. For example, the IMO set a sulfur cap of 0.5% on fuel oil, effective from 2020, and introduced measures such as the EEXI and CII, effective from 2023. On July 7, 2023, the IMO revised its GHG emission reduction strategy, targeting net-zero emissions by 2050 with interim milestones. In addition, the European Union has introduced the EU Emissions Trading System for shipping, starting in 2024, and the upcoming FuelEU Maritime regulations for 2025. The ever-evolving ESG regulatory framework contributed, and will continue to contribute, to the growth of the maritime environmental protection equipment and system market.

According to Frost & Sullivan, the global maritime environmental protection equipment and system market increased from US\$753.4 million in 2017 to US\$3,102.2 million in 2023, representing a CAGR of 26.6%, and is expected to increase to US\$11,384.1 million in 2028, representing a CAGR of 29.7% from 2023 to 2028. We believe that our equipment and systems and business can benefit from the potential growth in the global maritime environmental protection equipment and system market.

Our equipment and systems

We have a suite of maritime environmental protection equipment and systems, helping our customers to pursue more effective and sustainable business operations while meeting various requirements set by the IMO. The equipment and systems include marine exhaust gas cleaning systems, marine energy-saving devices, marine clean-energy supply systems and maritime services. We customize our equipment and systems to tailor to the unique needs of each customer. Our marine exhaust gas cleaning systems provide an option to our customers to reduce sulfur emission and we also offer other equipment and systems to cater for ESG needs such as compliance with various requirements set by the IMO in the long term. Our major customers generally procure multiple equipment and systems from us.

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The following table sets forth our business segments and respective key products or services in response to various customer demand:

<u>Customer demand</u>	<u>Our business segments</u>	<u>Our key products or services under each business segment</u>
Pursuit of maritime environmental protection and compliance with IMO requirement on sulfur content (2016) to reduce the sulfur content in ships' fuel from 3.5% to 0.5% ⁽¹⁾	Marine exhaust gas cleaning systems (which aims to reduce sulfur emissions from ships and mitigate the impact of shipping on air quality)	Ship exhaust gas cleaning systems (including open-loop and hybrid types)
Pursuit of maritime environmental protection as well as compliance with IMO requirement and target on decarbonization (2021) to achieve a minimum reduction of 40% in GHG emissions per transport work by 2030, relative to the baseline figures of 2008 ⁽²⁾	Marine energy-saving devices (which encompasses a suite of devices to reduce fuel consumption for ships and lowers the carbon emissions in maritime operations)	Energy saving devices including rudder bulb, pre-shrouded vanes, hub vortex absorbed fins, wind deflector, etc.
Pursuit of maritime environmental protection and compliance with IMO requirement and target on decarbonization (2023) to achieve net-zero GHG emissions from international shipping by around 2050 ⁽³⁾	Marine clean-energy supply systems (which assists ships to utilize clean energy to power their operation)	<ul style="list-style-type: none"> (i) Low-flashpoint fuel supply system (“LFSS”) (for methanol) (ii) Fuel gas supply system (for LNG/LEG) (“FGSS”)
Pursuit of environmental sustainability, operational efficiency, and social engagement, among others	Maritime services (which improve the onboard living environment and streamline maritime operations)	<ul style="list-style-type: none"> (i) Ship accommodation interior design and construction, including and provision of relevant equipment (ii) Container ship and PCTC lashing gears (iii) Other maritime services, including the provision of maritime equipment and spare parts, such as hydro blasting machines, personal protective equipment for crew members, ship cyber security software and hardware, etc.

BUSINESS

Notes:

- (1) The IMO's Marine Environment Protection Committee ("MEPC") meeting in 2016 reduced the upper limit of sulfur content in ships' fuel from 3.5% to 0.5%, effective from January 1, 2020. According to Frost & Sullivan, the price of low-sulfur fuel was higher than that of high-sulfur fuel from 2016 to 2023, and this price spread is expected to be maintained from 2024 to 2028. Ships that have installed ship exhaust gas cleaning systems using high-sulfur fuel can also use low-sulfur fuel.
- (2) The IMO's MEPC meeting in 2021 updated the targets for GHG emission reduction from ships, aiming to achieve a minimum reduction of 40% in GHG emissions per transport work by 2030, relative to the baseline figures of 2008.
- (3) The IMO's MEPC meeting in 2023 updated the targets for GHG emission reduction from ships, aiming to peak and then achieve net-zero GHG emissions from international shipping by around 2050.

Our R&D Capability

We are recognized as a national high-tech enterprise (國家級高新技術企業) and a specialized, refined, distinctive, and innovative enterprise in Shanghai (上海市專精特新企業). Our R&D teams based in Shanghai and Lisbon, averaging 10 years of experience in the industry and generally holding degrees in various engineering disciplines, are integral to our project lifecycle, from conception to execution. The application and feedback accumulated from our projects help us to improve and refine our R&D strategies. With our R&D teams based in Shanghai and Lisbon, we capitalize on domestic maritime expertise and the mature European maritime environmental protection equipment and system industry. Our products have received certifications from major maritime classification societies, ensuring compliance with international standards.

Our production facility

Our production facility is strategically located in Nantong, Jiangsu, near Shanghai, and is part of the Yangtze River Delta, one of the largest global economic zones. We employ a "sales-oriented production" model, which is a demand-driven approach intended to align our production planning with sales order volumes and aims to minimize the risk of overproduction and excess inventory. We produce essential and core components of our ship exhaust gas cleaning systems in our production facility, including scrubbers, control systems, water quality analyzers and flue gas valves, among others, and certain components of our other equipment and systems. With our own production facility, we believe we improve both product quality control and cost efficiencies through better control on the production process.

Our service network and customer base

We offer customers comprehensive services, from pre-sale technical consultations to after-sale maintenance through our global service network. Our global service network includes the service centers based in Shanghai and Singapore, and we also provide services worldwide through our service contractor. In addition, we have built an expanding global customer base leveraging our global service network.

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Our financial performance

During the Track Record Period, we have achieved strong financial growth. Our revenue increased by 90.2% from RMB140.5 million in 2021 to RMB267.2 million in 2022, and further increased by 90.9% to RMB510.3 million in 2023. Our revenue increased by 53.2% from RMB219.6 million for the six months ended June 30, 2023 to RMB336.5 million for the six months ended June 30, 2024. Our net profit increased from RMB12.8 million in 2021 to RMB36.8 million in 2022, and further significantly increased to RMB120.5 million in 2023. Our net profit increased by 65.1% from RMB49.7 million for the six months ended June 30, 2023, to RMB82.1 million for the six months ended June 30, 2024.

The following table sets forth our revenue generated from different business segments and their corresponding percentages of total revenue for the periods indicated:

	For the year ended December 31,						For the six months ended June 30,			
	2021		2022		2023		2023		2024	
	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%
	<i>(Unaudited)</i>									
Marine exhaust gas cleaning systems	110,528	78.7	172,835	64.7	341,180	66.8	175,383	79.9	204,402	60.7
Marine energy-saving devices ⁽¹⁾	—	—	14,961	5.6	58,031	11.4	16,361	7.4	22,557	6.7
Marine clean-energy supply systems	—	—	7,736	2.9	5,552	1.1	1,079	0.5	13,288	4.0
Maritime services	29,993	21.3	71,701	26.8	105,492	20.7	26,733	12.2	96,219	28.6
Total	140,521	100.0	267,233	100.0	510,255	100.0	219,556	100.0	336,466	100.0

Note:

- (1) Other than energy-saving devices, we have developed carbon reduction systems. However, we did not generate revenue from carbon reduction systems during the Track Record Period and up to the Latest Practicable Date.

Market opportunities

The IMO and other global regulators play a pivotal role in shaping maritime ESG regulations, which most jurisdictions tend to adopt due to the international nature of shipping and the need for standardized practices. Failure to adhere can result in significant penalties, including denial of docking privileges, which can have severe financial and operational repercussions for shipping companies.

To align with these stringent regulations, shipowners and ship builders have several options at their disposal, which our equipment and systems mostly cover. First, the installation of ship exhaust gas cleaning systems allows ships to continue using the more economical high-sulfur fuel by cleaning emissions before they are released into the atmosphere. According to Frost & Sullivan, the price of low-sulfur fuel was higher than that of high-sulfur fuel from 2016 to 2023, and this price spread is expected to be maintained from 2024 to 2028. Besides, the cost-savings achieved from continuing use of the more economical high-sulfur fuel also far exceed the required upfront investment and future maintenance. Second, the transition to low-sulfur fuel is a straightforward approach to compliance, although with higher ongoing fuel costs and unstandardized mix during oil production, which may cause a relatively higher level of damage to the ship engine during sailing. Lastly, the adoption of new energy sources, such as LNG, methanol and ammonia, represents the most sustainable system yet it incurs significant costs due to necessary modifications to the ship's power and fuel supply systems, such as converting diesel engines to dual-fuel engines and updating the energy supply systems. Currently, shipowners and ship builders predominantly opt for installation of ship exhaust gas cleaning

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systems due to their cost-effectiveness and the ability to retrofit in-service ships, making it a more practical and efficient system for the short to medium term. However, as technology advances and regulations tighten, the long-term trend is expected to shift towards new energy sources. In addition to marine exhaust gas cleaning systems, we also offer marine energy-saving, marine clean-energy supply systems and maritime services. We believe we are well-positioned to seize the current and future significant market opportunities driven by the evolving maritime environmental protection requirements and initiatives.

OUR STRENGTHS

We believe the following strengths have contributed to our success and differentiate us from other competitors.

A maritime environmental protection equipment and system provider benefited by a growing global market driven by the heightened and evolving ESG regulatory framework and initiatives related to maritime environmental protection

We ranked third among ship exhaust gas cleaning system providers based in China and fourth among all ship exhaust gas cleaning system providers in the world in terms of the volume of total number of completed orders during 2023 and the cumulative on-hand orders as of December 31, 2023 for ship exhaust gas cleaning systems according to Frost & Sullivan.

Our equipment and systems help our customers to pursue more effective and sustainable business operations. In addition, the demand on the Group's equipment and systems is also stimulated by various requirements. For example, the IMO set a sulfur cap of 0.5% on fuel oil, effective from 2020, and introduced measures such as the EEXI and CII, effective from 2023. On July 7, 2023, the IMO revised its GHG emission reduction strategy, targeting net-zero emissions by 2050 with interim milestones. In addition, the European Union has introduced the EU Emissions Trading System for shipping, starting in 2024, and the upcoming FuelEU Maritime regulations for 2025. The ever-evolving ESG regulatory framework contributed, and will continue to contribute, to the sales growth of our equipment and systems.

The global maritime environmental protection equipment and system market increased from US\$753.4 million in 2017 to US\$3,102.2 million in 2023, representing a CAGR of 26.6%, and is expected to increase to US\$11,384.1 million in 2028, representing a CAGR of 29.7% from 2023 to 2028, according to Frost & Sullivan. As one of the players in this field, we are set to benefit from the growth potential in this market. Our revenue increased from RMB140.5 million for the year ended December 31, 2021, to RMB510.3 million for the year ended December 31, 2023, representing a CAGR of 90.6%, which significantly outpaced the industry average CAGR of 9.3%, according to Frost & Sullivan.

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R&D and innovation capability to capture fast changing market demand

Our R&D and innovation capability allows us to develop equipment and systems to help shipowners and ship builders to address the evolving demand and their unique needs. For example, our core product, the ship exhaust gas cleaning systems, has undergone four generations of upgrades and each generation is characterized by improvements in desulfurization efficiency. Furthermore, the core component of our ship exhaust gas cleaning systems, the scrubber, features a lightweight design which reduces the power consumption of the ship. In addition, we have modularized our products to shorten the installation time, saving shipowners' time and cost on interruption in their ships' operation.

Our R&D team is deeply involved throughout the lifecycle of our new projects: from the outset, where it engages in the conception and development of equipment and systems tailored to customer specifications, to the ongoing execution, where it ensures alignment with project objectives. The application and feedback accumulated from these projects help us to improve and refine our R&D strategies. For example, during the N₂ generator system commissioning, our R&D team, after identifying various issues, added a smart pneumatic double-block and bleed unit to the design to prevent hazardous gas backflow and enable remote operation by crew members.

Our R&D center and R&D team in Shanghai are pivotal to our innovation strategy. Our Shanghai R&D Center participates in our project initiation and project implementation by providing their professional views and guidance. It also maintains close communication with our other departments, enabling us to offer tailored equipment and systems to meet the needs of our customers. Our Shanghai R&D team focuses on the development and implementation of advanced technologies, such as the N₂ generator project. Meanwhile, our R&D team based in Lisbon has engineering resources consisting of eight members as of June 30, 2024, including six R&D staff, one engineer in charge of providing technical services including on board inspections and maintenance and providing support to R&D staff and one administration staff who supported the R&D team. All the six R&D staff hold master's degrees, covering disciplines such as automation, control and instrumentation engineering, inorganic and biomedical chemistry, and science and chemical engineering. Each of the two R&D teams can conduct R&D work independently. In addition, our R&D teams based in Shanghai and Lisbon also collaborate in the creation of equipment and systems at different R&D stages and exchange R&D achievements, leveraging their respective strengths. For instance, our R&D team based in Shanghai was tasked with the production design and manufacturing of the LFSS, while our R&D team based in Lisbon was responsible for the principle design of the LFSS capitalizing on its technical capabilities in LFSS technology.

Furthermore, our production facility in Nantong allows us to incorporate our R&D efforts to work. For example, during the period of our development of the dual alkali-based carbon capture system, we were able to rapidly prototype and test the alkali-based carbon capture system in real-world conditions leveraging our production facility, which we believe significantly reduces the time from conception to the completion of development. We believe the approach to test new technologies under a real operating environment not only enhances our ability to innovate but also allows for continuous improvement of our products and services. Similar to the dual-alkali process, we have completed the construction, assembly, and testing of our organic amine-based carbon capture system using our production equipment by the combined efforts of our R&D team and our production facility.

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A strong global service network serving a diversified and quality customer base

Our service center based in Shanghai and our subsidiaries in the PRC provide services for the domestic and global market. Our service center based in Singapore provides services for the Southeast Asia market. In addition, we provide services worldwide through our service contractor, including Asia, Europe, Americas, and the Middle East. Our service centers are in charge of providing customer services and technical guidance in our global service network, and they also conduct marketing activities.

We offer customers services from pre-sale technical consultations to after-sale maintenance through our global service network. In addition, we have cultivated a global service network. Moreover, we are dedicated to maintaining a responsive communication channel, ensuring that customer feedback is acknowledged and addressed around the clock.

Our customer base now extends across multiple countries and regions, including Asia, Europe, Americas, and the Middle East, demonstrating our global reach and our customers' trust in our equipment and systems. Our customers include renowned shipowners and ship builders and their affiliates, such as Customer B as well as prominent Chinese enterprises like Shanghai Waigaoqiao Shipbuilding Co., Ltd (上海外高橋造船有限公司) and Customer D.

Comprehensive and customized maritime environmental protection equipment and systems

We are one of a few players that not only have a suite of equipment and systems consisting of marine exhaust gas cleaning systems, marine energy-saving devices as well as marine clean-energy supply systems, but also offering maritime services to cover the social aspects, including ship accommodation interior design and construction that enhance the work and living environments of the crew. With our comprehensive portfolio, we are positioned to offer our customers a customized package of equipment and systems depending on their unique needs. Our customization approach is beneficial to our customers because it allows us to tailor our equipment and systems to meet the diverse specifications and technical requirements of different ships. Each equipment and system may be customized to align with the individual ship type, customer needs, shipping routes, and ship registration. Our customization involves a process that starts with understanding the customers' needs, followed by on-site 3D scanning for modeling, leading to the development of technical proposals and drawings, which are then submitted for review and certification by maritime classification societies and customers, before proceeding to procurement, manufacturing, installation, and commissioning.

Our major customers usually procured multiple equipment and systems from us. For example, since 2018 when we first established our relationship with one of our major customers, Customer B, it has procured from us ship exhaust gas cleaning systems, energy-saving devices, and ship accommodation interior design and construction, and container ship and PCTC lashing gears under our maritime services. Another major customer who is known for its operations in the container feeder market facilitating the movement of goods from major international shipping routes to inland destinations, has also procured ship exhaust gas cleaning systems, wind deflectors and maritime services from us since we first established our relationship with it in 2021.

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Strong supply chain management capability and stringent quality control

We have strong supply chain management capability which vertically integrates all key aspects of our equipment and systems. This in turn ensures our quality control. For example, we obtained from ABB Beijing Drive Systems Co., Ltd., a global electrical and automation technology supplier, an authorization for the Greater China region as a domestic motion control system integrator to use ABB's variable frequency drives (VFDs) to develop and produce electrical control systems, which is a critical part of our ship exhaust gas cleaning systems. Our development of electrical control systems in accordance with this process standard enables us to adapt to the marine application environment. Additionally, we source components and raw materials from renowned domestic and international suppliers, including seawater pumps, water quality analyzers, flue gas analyzers and nitrogen generator. Furthermore, we believe our supply chain capability grants us control over costs, quality, and scheduling, ensuring a reliable and cost-effective equipment and systems development and business operations.

In addition, our commitment to quality is facilitated through our stringent quality control. We have established a product quality control system and our production facility has received factory certifications from major maritime classification societies including Bureau Veritas RINA and Lloyd's Register for ship exhaust gas cleaning systems and related products. Our products received certifications from major maritime classification societies, including American Bureau of Shipping, Lloyd's Register, Det Norske Veritas, Bureau Veritas, Nippon Kaiji Kyokai and China Classification Society.

Through our production facility, we produce the core components of our equipment and systems including scrubbers, control systems, water quality analyzers and flue gas valves of ship exhaust gas cleaning systems, and marine and offshore gas skids in the marine clean-energy supply systems, among others. With our own production facility, we improve both product quality control and cost efficiencies through better control on the production process. We employ a "sales-oriented production" model, which is a demand-driven approach that aligns our production planning with sales order volumes. It minimizes the risk of overproduction and excess inventory.

A management team with extensive industry experience and proven track record

We have a management team with extensive experience in the maritime environmental protection equipment and system industry, which has been leading us to grow our business and market share. Our management team has an average industry experience of more than 20 years and, with its keen business insight, can accurately identify potential business opportunities. In particular, Mr. Zhou Yang, our Chairman, executive Director and one of our Co-founders, has a career that spans over two decades in the shipping and shipbuilding industries. Since September 2018, he has been leading our Company as chairman, overseeing our strategic position and corporate governance. Mr. Zhao Mingzhu, our chief executive officer, executive Director and one of our Co-founders, has had a career in the shipping and shipbuilding industries for over two decades, and is primarily responsible for the global marketing and sales of our products and global customer relationship management. In addition, Mr. Chen Zhiyuan, our executive Director, chief technology officer and one of our Co-founders, has approximately 20 years of experience in the shipping and shipbuilding industries. He oversees our technological strategy, R&D, quality control, process optimization, and the enhancement of technological efficiency and competitiveness. Our management team's proven track record is a testament to its vision and execution capabilities. It has consistently demonstrated its ability to identify and capitalize on business opportunities, particularly in the evolving landscape of maritime environmental protection equipment and systems. Its strategic foresight has been instrumental in maintaining our position in the industry.

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The foundation of our success is also attributed to our skilled engineers and technical staff who are dedicated to the research, design, integration, commissioning, and maintenance of our equipment and systems. Our experienced engineers and staff are critical to the efficient and effective execution of our projects.

OUR STRATEGIES

We plan to further strengthen our position as a maritime environmental protection equipment and system provider by implementing the following business strategies:

Further expand investments in R&D and technological innovation and continue to enrich our equipment and systems

As a maritime environmental protection equipment and system provider, the expansion of investments in R&D and technological innovation is pivotal for maintaining a competitive edge and fostering sustainable growth. We will continuously analyze market trends and forecast future developments in the maritime environmental protection equipment and system industry, which involves investing in market research to understand emerging technologies, evolving regulations, and customer needs.

- Marine energy-saving devices: We are developing the rotor sailing system, waste heat recovery system and optimizing the development of carbon capture system;
- Marine clean-energy supply systems: Building on our experience with low-carbon fuels such as LNG and methanol, we are expanding our development efforts to include zero-carbon fuels like ammonia. Our goal is to pioneer further applications of these cleaner energy sources and thereby capture market opportunities in the future. We will focus on the development of our marine clean-energy supply systems, particularly LFSS (for ammonia), aiming to finalize by 2026; and
- Maritime services: We are progressively investing in the development of maritime services that will enhance safety and efficiency, including the PCTC thermal run-away detector system.

By expanding our product and service offerings, we aim to capture market opportunities presented by the ESG regulatory framework and initiatives related to maritime environmental protection. For further details of our pipeline products, see “— Pipeline products” under this section.

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In addition, we plan to acquire the controlling stake in a company holding an ocean-going ship as our maritime R&D platform and a mobile exhibition platform to showcase our equipment and system offering and pipeline products. Because our equipment and systems utilized on ships, it is critical to have a ship as our maritime R&D platform to demonstrate the safety, reliability and effectiveness of our equipment and systems in real life operation without having to install our equipment and systems on our customers' ships which may interrupt their shipping itinerary. Such maritime R&D platform will also enable us reach out potential customers worldwide in a more flexible way through reaching various ports. During calls at major ports, it can showcase our equipment and systems including pipeline products to both existing and potential customers. By showing the real operation of our equipment and systems on the ship, we expect to gain more customers' confidence and facilitate their decision-making process regarding the purchases on our new equipment and systems. The maritime R&D platform will be instrumental in the development, testing, and validation of our pipeline products, accelerating their market introduction. It will also enable customers to experience the features and advantages of our new equipment and systems in operation, rather than through viewing diagrams or models.

Furthermore, we will continue to develop our patent strategy to protect IP rights and invest in expanding the IP portfolio to include new inventions and improvements in maritime environmental protection equipment and system technologies.

We intend to apply part of the proceeds from the Global Offering for our R&D. See "Future Plans and Use of Proceeds — Use of proceeds" for further details.

Strengthen marketing capabilities and expand customer outreach globally

To fortify our competitive position, we plan to further penetrate the maritime environmental protection equipment and system market by, among others, leveraging our competitive advantages to attract new customers within and beyond our existing geographic coverage.

We intend to establish four service centers in key international shipping hubs and ports, and along major trade routes, including the cities in Asia, Europe and the Middle East, to facilitate market outreach and after-sales services to better serve our customers wherever they are. In addition, our new service centers can provide more comprehensive customer services and provide technical guidance in our global service network, and they can also conduct marketing activities. We will also upgrade our service centers, including recruiting more staff and relocating to new premises with similar size to accommodate showrooms to showcase our product models. We intend to apply part of the proceeds from the Global Offering for establishing new service centers and upgrading our existing service centers. See "Future Plans and Use of Proceeds — Use of proceeds" for further details.

Furthermore, we also plan to launch targeted marketing campaigns to enhance our visibility in the industry globally. We will actively participate in international maritime environmental protection, marine energy-saving and marine clean-energy conferences, trade shows, and exhibitions to showcase our offerings and global service network to potential customers and partners.

By implementing these strategies, we aim to not only strengthen our marketing capabilities but also to significantly expand our customer outreach on a global scale.

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Further strengthen our manufacturing capability

In order to address the consistently high utilization rate at our production facility in Nantong as well as the potential launch of our new equipment and systems, we plan to lease a production facility in Mainland China or Southeast Asia, with the location to be determined by 2025 following an extensive research. The production facility will mainly be used for manufacturing our existing and future products under our marine energy-saving devices, marine clean-energy supply systems and maritime services. The selection criteria for the location include a stable political and trade environment, supportive policies, convenient transportation, competitive labor and energy costs, rich resources of competent personnel, a well-established supply chain, and easy access to ports. After the determination of the location, we will start to negotiate commercial terms with relevant parties and execute relevant necessary procedures before operation, such as obtaining the required permits and approvals from regulatory authorities, purchasing the production equipment and employing competent staffs. We intend to apply part of the proceeds from the Global Offering for leasing the production facility. See “Future Plans and Use of Proceeds — Use of proceeds” for further details.

Moreover, we plan to continue to explore the possibility of entering into long-term contracts with key suppliers, which could include volume commitments. To mitigate risks associated with supplier dependency, we will look to diversify our supplier base. This will involve identifying and qualifying additional suppliers who can meet our standards for quality and reliability. These arrangements can lead to cost savings and provide both parties with stability and predictability.

Pursue strategic merger and acquisition or establish strategic partnerships to strengthen our market position or expand our equipment and systems

To fortify our market position and broaden our equipment and systems, we will actively seek strategic merger and acquisition that align with our core competencies and strategic objectives. We will conduct a comprehensive analysis of the maritime environmental protection equipment and system sector to identify potential targets that complement or enhance our equipment and systems, as well as our R&D capability. Our selection criteria prioritize companies which possess the technologies of marine hydrogen energy-related technology. Additionally, the target should have a robust track record of innovation, and potential for synergistic integration with our existing maritime environmental protection equipment and systems. We intend to apply part of the proceeds from the Global Offering for mergers and acquisitions. See “Future Plans and Use of Proceeds — Use of proceeds” for further details. As at the Latest Practicable Date, we did not identify any potential target.

We will also seek to establish strategic partnerships that can provide access to new markets, technologies, and expertise. We aim to attract strategic investments from the shipping industry, and are also considering partnerships or potential acquisitions of European companies specializing in advanced maritime environmental protection equipment and system technologies. We will establish clear governance structures for our partnerships to ensure that both parties adhere to joint objectives and that there is accountability for delivering results.

By pursuing both strategic merger and acquisition and establishing strategic partnerships, we aim to solidify our market position and expand our equipment and systems. This dual approach will be executed with a focus on creating sustainable value for our Shareholders and customers.

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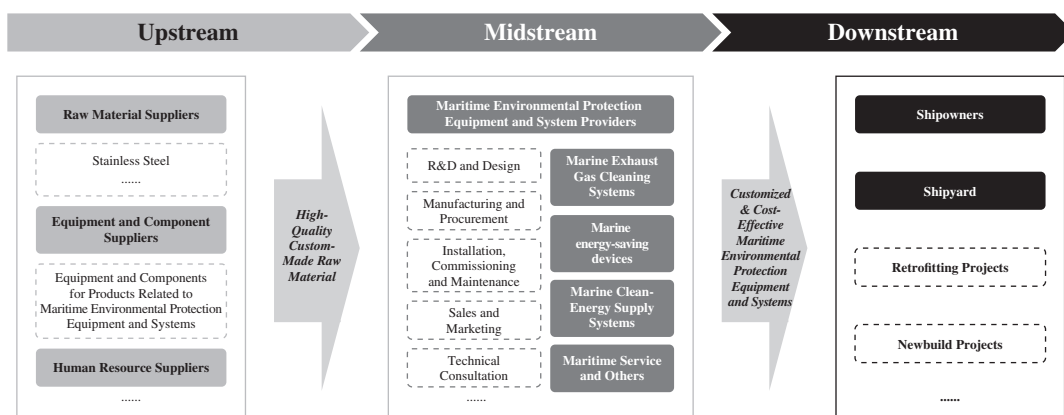
OUR BUSINESS MODEL

We are a PRC-based maritime environmental protection equipment and system provider serving customers from different regions. We provide customized maritime environmental protection equipment and systems to customers mainly including shipowners, ship management companies which manage the ships for the shipowners or ship-owning SPVs, as well as ship builders. We serve our customers through our service centers based in Shanghai and Singapore. In addition, we provide worldwide services through our service contractor.

We have a production facility in Nantong, Jiangsu province, through which we mainly produce equipment for our marine exhaust gas cleaning systems, and we source product components and other products from suppliers and OEMs.

The global maritime environmental protection equipment and system market is mainly driven by the global and national requirements related to maritime environmental protection and our equipment and systems empower our customers to comply with environmental regulations and improve their overall sustainability performance.

The following diagram shows our business activities in the maritime environmental protection equipment and system industry:



Source: Frost & Sullivan Report

BUSINESS

The upstream of the maritime environmental protection equipment and system industry relies on, among others, (i) raw material suppliers providing essential materials such as stainless steel; and (ii) equipment and component suppliers producing products related to maritime environmental protection equipment and systems such as scrubbers, carbon capture devices, fuel supply devices, fuel pipeline, etc.. In the midstream of the industry, maritime environmental protection equipment and system providers including us offer a range of products and services including R&D and design, manufacturing and procurement, installation, commissioning and maintenance, sales and marketing, and technical consultation, etc. In the downstream of the industry, shipowners, shipyards and maritime environmental protection equipment and system providers cooperate to integrate these customized and cost-effective maritime environmental protection equipment and systems into newbuildings or retrofit in-service ships to meet environmental standards and improve efficiency.

The following table sets forth our revenue generated from different business segments by ship types and their corresponding percentages of total revenue for the periods indicated:

	For the year ended December 31,						For the six months ended June 30,			
	2021		2022		2023		2023		2024	
	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%
	<i>(Unaudited)</i>									
Marine exhaust gas cleaning systems	110,528	78.7	172,835	64.7	341,180	66.8	175,383	79.9	204,402	60.7
Ship exhaust gas cleaning systems	98,960	70.4	148,282	55.5	318,987	62.5	167,016	76.1	193,628	57.5
— Retrofit in-service ships	85,600	60.9	114,933	43.0	205,029	40.2	151,183	68.9	26,977	8.0
— Newbuildings	13,360	9.5	33,349	12.5	113,958	22.3	15,833	7.2	166,651	49.5
Spare parts ⁽¹⁾	11,568	8.3	24,553	9.2	22,193	4.3	8,367	3.8	10,774	3.2
— Retrofit in-service ships	11,568	8.3	24,553	9.2	21,998	4.3	8,367	3.8	10,232	3.0
— Newbuildings	—	—	—	—	195	0.0	—	—	542	0.2
Marine energy-saving devices⁽²⁾	—	—	14,961	5.6	58,031	11.4	16,361	7.4	22,557	6.7
— Retrofit in-service ships	—	—	14,961	5.6	56,759	11.2	16,361	7.4	20,861	6.2
— Newbuildings	—	—	—	—	1,272	0.2	—	—	1,696	0.5
Marine clean-energy supply systems	—	—	7,736	2.9	5,552	1.1	1,079	0.5	13,288	4.0
— Retrofit in-service ships	—	—	—	—	—	—	—	—	—	—
— Newbuildings	—	—	7,736	2.9	5,552	1.1	1,079	0.5	13,288	4.0
Maritime services	29,993	21.3	71,701	26.8	105,492	20.7	26,733	12.2	96,219	28.6
Ship accommodation interior design and construction	17,701	12.6	37,375	13.9	50,761	9.9	12,732	5.8	60,338	17.9
— Retrofit in-service ships	13,743	9.8	21,939	8.2	8,688	1.7	2,990	1.4	10,638	3.2
— Newbuildings	3,958	2.8	15,436	5.7	42,073	8.2	9,742	4.4	49,700	14.7
Container ship and PCTC lashing gears	11,155	7.9	22,388	8.4	33,408	6.6	9,542	4.3	30,869	9.2
— Retrofit in-service ships	11,155	7.9	22,388	8.4	4,032	0.8	2,228	1.0	3,610	1.1
— Newbuildings	—	—	—	—	29,376	5.8	7,314	3.3	27,259	8.1
Other maritime services ⁽³⁾	1,137	0.8	11,938	4.5	21,323	4.2	4,459	2.1	5,012	1.5
Total	140,521	100.0	267,233	100.0	510,255	100.0	219,556	100.0	336,466	100.0

BUSINESS

Notes:

- (1) Spare parts include parts of the ship exhaust gas cleaning systems purchased by customers as spares or for product replacement beyond the warranty period.
- (2) Other than energy-saving devices, we have developed carbon reduction systems. However, we did not generate revenue from carbon reduction systems during the Track Record Period and up to the Latest Practicable Date.
- (3) Other maritime services include (i) maritime equipment and spare parts, including hydro blasting machines, hydroponic vegetable cabinets, flue gas valves, prefabricated cabin transformers, etc., (ii) personal protective equipment for crew members, (iii) ship retrofitting and ship repair supervision services, and (iv) ship cyber security software and hardware, etc. Other maritime services refer to products we mostly sold to equipment manufacturer customers, the final use of which were unknown to us. Due to the lack of knowledge, we are unable to provide breakdown by types of ships.

The following table sets forth our revenue generated from different business segments by customer types and their corresponding percentages of total revenue for the periods indicated:

	For the year ended December 31,						For the six months ended June 30,			
	2021		2022		2023		2023		2024	
	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%
	<i>(Unaudited)</i>									
Marine exhaust gas cleaning systems	110,528	78.7	172,835	64.7	341,180	66.8	175,383	79.9	204,402	60.7
Ship exhaust gas cleaning systems	98,960	70.4	148,282	55.5	318,987	62.5	167,016	76.1	193,628	57.5
— Ship builders	13,360	9.5	—	—	41,929	8.2	10,110	4.6	129,158	38.3
— Shipowners/Ship management companies ⁽¹⁾	85,600	60.9	148,282	55.5	277,058	54.3	156,906	71.5	64,470	19.2
Spare parts ⁽²⁾	11,568	8.3	24,553	9.2	22,193	4.3	8,367	3.8	10,774	3.2
— Ship builders	55	0.0	—	—	1	0.0	231	0.1	102	0.0
— Shipowners/Ship management companies ⁽¹⁾	11,174	8.1	23,644	8.9	22,052	4.3	8,043	3.7	10,668	3.2
— Others ⁽³⁾	339	0.2	909	0.3	140	0.0	93	0.0	4	0.0
Marine energy-saving devices⁽⁴⁾	—	—	14,961	5.6	58,031	11.4	16,361	7.4	22,557	6.7
— Ship builders	—	—	—	—	1,272	0.2	—	—	1,696	0.5
— Shipowners/Ship management companies ⁽¹⁾	—	—	14,961	5.6	56,759	11.2	16,361	7.4	20,861	6.2

BUSINESS

	For the year ended December 31,						For the six months ended June 30,			
	2021		2022		2023		2023		2024	
	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000	%
	<i>(Unaudited)</i>									
Marine clean-energy supply systems	—	—	7,736	2.9	5,552	1.1	1,079	0.5	13,288	4.0
— Ship builders	—	—	6,130	2.3	4,141	0.9	870	0.4	11,876	3.6
— Shipowners/Ship management companies ⁽¹⁾	—	—	1,005	0.4	679	0.1	209	0.1	346	0.1
— Others ⁽³⁾	—	—	601	0.2	732	0.1	—	—	1,066	0.3
Maritime services	29,993	21.3	71,701	26.8	105,492	20.7	26,733	12.2	96,219	28.6
Ship accommodation interior design and construction	17,701	12.6	37,375	13.9	50,761	9.9	12,732	5.8	60,338	17.9
— Ship builders	6,230	4.4	21,532	8.0	34,131	6.6	7,739	3.5	43,016	12.8
— Shipowners/Ship management companies ⁽¹⁾	11,468	8.2	15,838	5.9	16,614	3.3	4,993	2.3	15,518	4.6
— Others ⁽³⁾	3	0.0	5	0.0	16	0.0	—	—	1,804	0.5
Container ship and PCTC lashing gear	11,155	7.9	22,388	8.4	33,408	6.6	9,542	4.3	30,869	9.2
— Ship builders	—	—	—	—	—	—	—	—	—	—
— Shipowners/Ship management companies ⁽¹⁾	11,155	7.9	19,534	7.3	31,292	6.2	7,469	3.4	30,858	9.2
— Others ⁽³⁾	—	—	2,854	1.1	2,116	0.4	2,073	0.9	11	0.0
Other maritime services ⁽⁵⁾	1,137	0.8	11,938	4.5	21,323	4.2	4,459	2.1	5,012	1.5
— Ship builders	—	—	80	0.0	5,986	1.2	—	—	—	—
— Shipowners/Ship management companies ⁽¹⁾	—	—	—	—	—	—	—	—	938	0.3
— Others ⁽³⁾	1,137	0.8	11,858	4.5	15,337	3.0	4,459	2.1	4,074	1.2
Total	<u>140,521</u>	<u>100.0</u>	<u>267,233</u>	<u>100.0</u>	<u>510,255</u>	<u>100.0</u>	<u>219,556</u>	<u>100.0</u>	<u>336,466</u>	<u>100.0</u>

BUSINESS

Notes:

- (1) Because ship management companies manage the ships for the shipowners and in some cases on behalf of the shipowners enter into the contracts with us, we did not distinguish revenue from shipowners and revenue from ship management companies during the Track Record Period. The daily operations of the ships are either managed by the shipowners or the ship management companies, which do not affect the way we provide or charge for our products and services.
- (2) Spare parts include parts of the ship exhaust gas cleaning systems purchased by customers as spares or for product replacement beyond the warranty period.
- (3) Others mainly include the revenue from the sales to equipment manufacturers.
- (4) Other than energy-saving devices, we have developed carbon reduction systems. However, we did not generate revenue from carbon reduction systems during the Track Record Period and up to the Latest Practicable Date.
- (5) Other maritime services include (i) maritime equipment and spare parts, including hydro blasting machines, hydroponic vegetable cabinets, flue gas valves, prefabricated cabin transformers, etc., (ii) personal protective equipment for crew members, (iii) ship retrofitting and ship repair supervision services, and (iv) ship cyber security software and hardware, etc.

We were established in 2017 with primary focus on providing marine exhaust gas cleaning systems and we continued to expand into other maritime equipment and systems. During each year or period of the Track Record Period, our marine exhaust gas cleaning systems continued to account for the largest business segment, contributing 78.7%, 64.7%, 66.8% and 60.7%, respectively, of the total revenue for the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2024. Such decreasing revenue contribution reflects the implementation of our strategy to diversify our equipment and system portfolio.

Specifically, the revenue generated from maritime services accounted for 21.3%, 26.8%, 20.7% and 28.6%, respectively, of the total revenue for the years ended December 31, 2021, 2022 and 2023 and six months ended June 30, 2024. The increase in revenue contribution from maritime services during the Track Record Period was primarily attributed to (i) a rise in completed orders with higher sales prices, primarily due to the surge of newbuildings orders driven by a shortage of shipping capacity and higher ocean freight rates, necessitating more ship accommodation interior design and construction as well as lashing gears, (ii) an increased emphasis by ship builders and shipowners on improving onboard living conditions to attract and retain crew members amidst a labor shortage, leading to higher demand for our maritime services, and (iii) the historic surging container shipping freight rates and the corresponding rise in shipowners' investments in the container ships, leading to increased demand for our container ship and PCTC lashing gears.

During the Track Record Period, our strategy for securing contracts for maritime services primarily involved leveraging relationships with existing customers and actively seeking new business opportunities through trade shows, business negotiations and visits as appropriate. During the Track Record Period, the majority of our revenue from maritime service was generated from orders placed by several existing customers from marine exhaust gas cleaning system segment while the rest was placed by new customers. We aim to seize all opportunities to cross sell maritime services to our existing customers of the other business segments.

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We had the movement of order backlog (by order number and value) and amounts to be recognized as revenue subsequent to November 27, 2024 as follows:

- (i) Marine exhaust gas cleaning systems: we had 263 orders on hand as of November 27, 2024, including 24 orders for ship exhaust gas cleaning systems and 239 orders for spare parts, with a total contract value of RMB174.4 million, of which 188 orders, including four orders for ship exhaust gas cleaning systems and 184 orders for spare parts, with a total contract value of RMB45.2 million are estimated to be completed for the two months ending December 31, 2024. The rest of 64 orders (consisting of 18 orders for systems and 46 orders for spare parts) and 11 orders (consisting of two orders for systems and nine orders for spare parts) with a total contract value of RMB113.9 million and RMB15.3 million are estimated to be completed in 2025 and 2026, respectively.
- (ii) Marine energy-saving devices: we had 27 orders on hand with a total contract value of RMB35.4 million as of November 27, 2024, of which 19 orders with a total contract value of RMB24.5 million are estimated to be completed for the two months ending December 31, 2024. The rest of eight orders with a total contract value of RMB10.9 million are estimated to be completed in 2025.
- (iii) Marine clean-energy supply systems: we had 70 orders on hand with a total contract value of RMB134.5 million as of November 27, 2024, of which 16 orders with a total contract value of RMB30.9 million are estimated to be completed for the two months ending December 31, 2024. The rest of 41 and 13 orders with a total contract value of RMB79.7 million and RMB23.9 million are estimated to be completed in 2025 and 2026, respectively.
- (iv) Maritime services: we had 1,297 orders on hand with a total contract value of RMB258.1 million as of November 27, 2024, of which 577 orders with a total contract value of RMB35.8 million are estimated to be completed for the two months ending December 31, 2024. The rest of 488, 222, eight and two orders with a total contract value of RMB124.4 million, RMB59.0 million, RMB30.2 million and RMB8.7 million are estimated to be completed in 2025, 2026, 2027 and 2028, respectively.

OUR EQUIPMENT AND SYSTEMS

We have a suite of maritime environmental protection equipment and systems helping our customers to pursue more effective and sustainable business operations while meeting various demand. The equipment and systems include marine exhaust gas cleaning systems, marine energy-saving devices, marine clean-energy supply systems, and maritime services. We also customize our equipment and systems to tailor to the unique needs of each customer. This approach is particularly advantageous because the specifications and technical requirements can vary significantly from one ship to another.

The following table sets forth our business segments and respective key products or services in response to various customer demand:

<u>Customer demand</u>	<u>Our business segments</u>	<u>Our key products or services under each business segment</u>
Pursuit of maritime environmental protection and compliance with IMO requirement on sulfur content (2016) to reduce the sulfur content in ships' fuel from 3.5% to 0.5% ⁽¹⁾	Marine exhaust gas cleaning systems (which aims to reduce sulfur emissions from ships and mitigate the impact of shipping on air quality)	Ship exhaust gas cleaning systems (including open-loop and hybrid types)

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<u>Customer demand</u>	<u>Our business segments</u>	<u>Our key products or services under each business segment</u>
Pursuit of maritime environmental protection as well as compliance with IMO requirement and target on decarbonization (2021) to achieve a minimum reduction of 40% in GHG emissions per transport work by 2030, relative to the baseline figures of 2008 ⁽²⁾	Marine energy-saving devices (which encompasses a suite of devices to reduce fuel consumption for ships and lowers the carbon emissions in maritime operations)	Energy-saving devices including rudder bulb, pre-shrouded vanes, hub vortex absorbed fins, wind deflector, etc.
Pursuit of maritime environmental protection and compliance with IMO requirement and target on decarbonization (2023) to achieve net-zero GHG emissions from international shipping by around 2050 ⁽³⁾	Marine clean-energy supply systems (which assists ships to utilize clean energy to power their operation)	(i) LFSS (for methanol) (ii) FGSS
Pursuit of environmental sustainability, operational efficiency and social engagement, among others	Maritime services (which improve the onboard living environment and streamline maritime operations)	(i) Ship accommodation interior design and construction, including provision of relevant equipment (ii) Container ship and PCTC lashing gears (iii) Other maritime services, including the provision of maritime equipment and spare parts, such as hydro blasting machines, personal protective equipment for crew members, ship cyber security software and hardware, etc.

Notes:

- (1) The IMO's MEPC meeting in 2016 reduced the upper limit of sulfur content in ships' fuel from 3.5% to 0.5%, effective from January 1, 2020. According to Frost & Sullivan, the price of low-sulfur fuel was higher than that of high-sulfur fuel from 2016 to 2023, and this price spread is expected to be maintained from 2024 to 2028. Ships that have installed ship exhaust gas cleaning systems using high-sulfur fuel can also use low-sulfur fuel.
- (2) The IMO's MEPC meeting in 2021 updated the targets for GHG emission reduction from ships, aiming to achieve a minimum reduction of 40% in GHG emissions per transport work by 2030, relative to the baseline figures of 2008.
- (3) The IMO's MEPC meeting in 2023 updated the targets for GHG emission reduction from ships, aiming to peak and then achieve net-zero GHG emissions from international shipping by around 2050.

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The following table sets forth the number of orders we completed under the relevant lines of business during the Track Record Period:

	For the year ended			For the six months ended	
	December 31,			June 30,	
	2021	2022	2023	2023	2024
Marine exhaust gas cleaning systems⁽¹⁾	9	14	37	19	25
Marine energy-saving devices⁽²⁾	—	9	25	8	15
Marine clean-energy supply systems	—	9	6	2	10
Maritime services	258	462	989	324	728
— Ship accommodation interior design and construction	160	371	739	215	454
— Container ship and PCTC lashing gears	95	73	82	50	87
— Other maritime services ⁽³⁾	3	18	168	59	187

Notes:

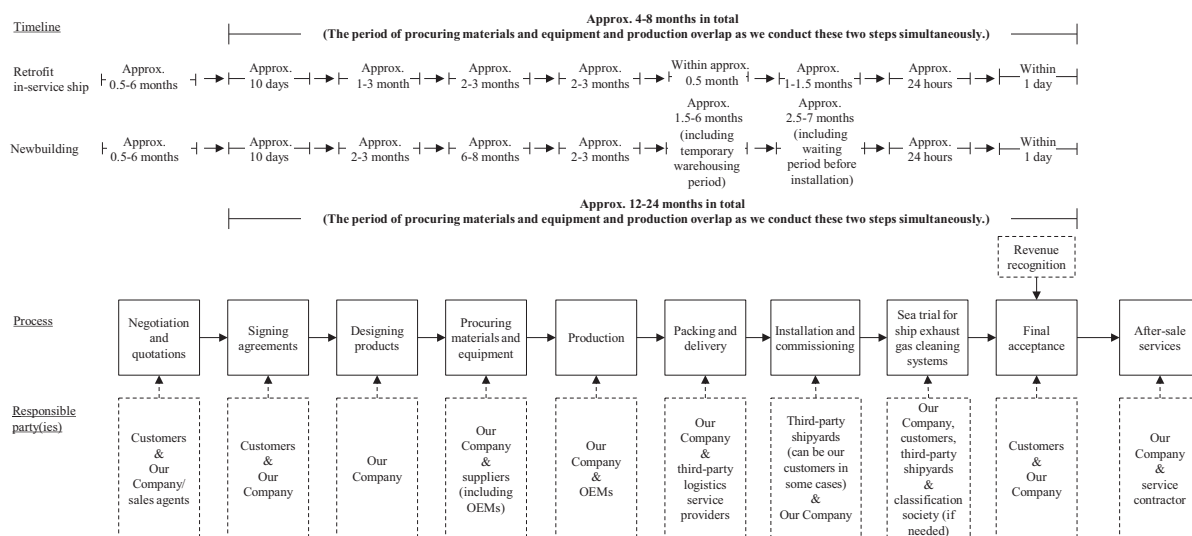
- (1) The number of completed orders only reflects those related to our ship exhaust gas cleaning systems because they accounted for the vast majority of our revenue from the marine exhaust gas cleaning systems while the rest of the completed orders mainly relate to spare parts of our systems.
- (2) Other than energy-saving devices, we have developed carbon reduction systems. However, no carbon reduction system was installed during the Track Record Period and up to the Latest Practicable Date.
- (3) Other maritime services include (i) maritime equipment and spare parts, including hydro blasting machines, hydroponic vegetable cabinets, flue gas valves, prefabricated cabin transformers, etc., (ii) personal protective equipment for crew members, (iii) ship retrofitting and ship repair supervision services, and (iv) ship cyber security software and hardware, etc.
- (4) In general, for marine exhaust gas cleaning systems, marine energy-saving devices and marine clean-energy supply systems, a single order involves only one ship. For our maritime services, including the ship accommodation interior design and construction sub-segment, a single order may involve one or multiple ships because customers may order the same equipment for their multiple ships in one order.

Marine exhaust gas cleaning systems

Our marine exhaust gas cleaning systems aim to reduce sulfur emissions from ships and mainly include ship exhaust gas cleaning systems and the spare parts of the products in the system which we mainly provide to our customers of the systems occasionally. Our marine exhaust gas cleaning systems accounted for the majority of our revenue, and represented 78.7%, 64.7%, 66.8% and 60.7% of our revenue for 2021, 2022 and 2023, and the six months ended June 30, 2024, respectively. Our ship exhaust gas cleaning systems have undergone four generations of upgrades to meet customer needs and are characterized by stability, reliability, low energy consumption, and high efficiency in desulfurization reactions. Furthermore, the core component of our ship exhaust gas cleaning systems, the scrubber, features a lightweight design which reduces the power consumption of the ship. In addition, when we design ship exhaust gas cleaning systems, we customize the products by taking into account each ship's operation patterns to make our systems more energy efficient.

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The following flowchart sets forth the operation and transaction workflow of marine exhaust gas cleaning systems:



Following the negotiations with our customers and in some cases with the help of sales agents, we organize the quotation with customers. Ultimately, we and customers sign the relevant agreements. Internally, we prepare a project plan, and begin product design, procurement, and production according to the plan. The products are then packaged and shipped by third-party logistics service providers. Subsequently, the products are installed by the third-party shipyards or shipbuilder customers under our guidance and commissioned by us.

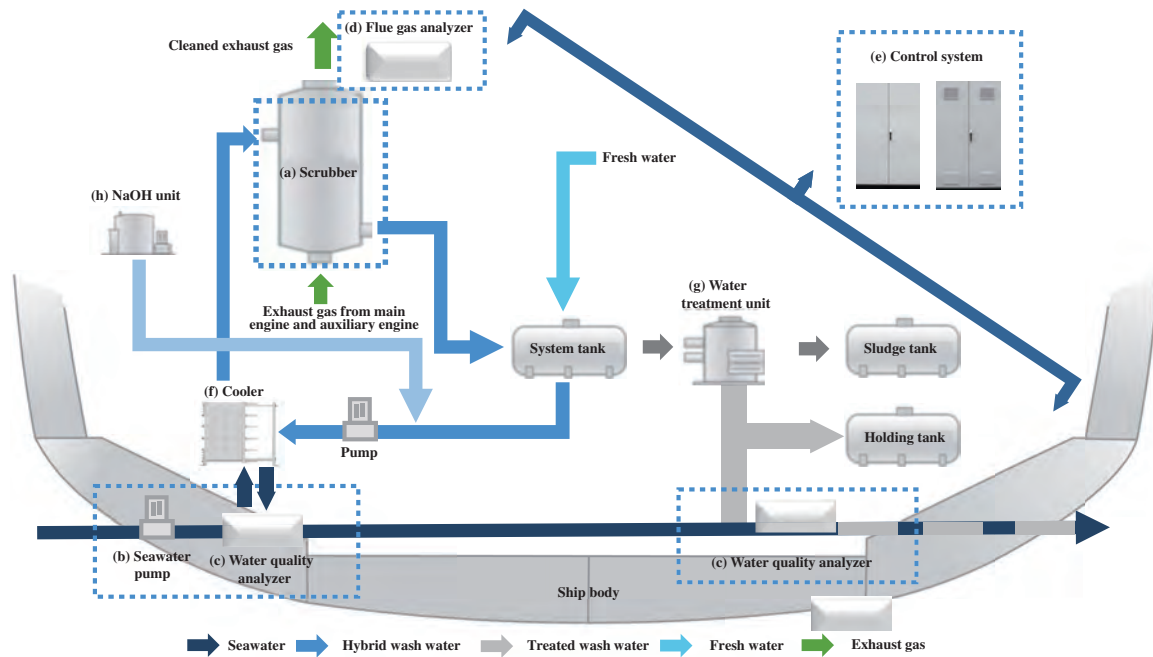
Revenue from marine exhaust gas cleaning systems is recognized when the control of the products is transferred to the customers. When a performance test, including the commissioning test and the sea trial, is required to be conducted, the control is transferred upon the award of the sea trial report. In other cases, control is transferred when the products are accepted by the customers. A sea trial is performed after we transport our products to the shipyard for installation and commissioning. The sea trial is usually attended by our engineers and customer representatives, and selectively participated in by the classification society, if needed, according to regulatory requirements. Parameters of the ship's exhaust emissions are recorded during the sea trial. Our engineers, customer representatives, and classification society (if participating) are required to jointly sign the sea trial report for confirmation. The sea trial generally takes 24 hours, excluding the round trip time for the ship to reach the designated test waters. If all parameters conform to the International Maritime Organization (IMO) requirements, the sea trial report will be signed and issued immediately after the sea trials end. However, if any parameters fail to meet the IMO requirements, we may not be able to obtain the sea trial report. As of the Latest Practicable Date, there had been no instances where we failed to obtain such a sea trial report. After final acceptance, we and service contractor provide after-sales service based on the warranty terms stipulated in the relevant agreements.

For newbuildings, the process from signing agreements to final acceptance generally takes approximately 12–24 months. For retrofit in-service ships, the process from signing agreements to final acceptance and delivery generally takes approximately four to eight months. According to Frost & Sullivan, the above project timespan is generally in line with industry norm.

Ship exhaust gas cleaning systems

Our ship exhaust gas cleaning systems are composed of various crucial components including scrubber, seawater pump, water quality analyzer, flue gas analyzer, control system, cooler, water treatment unit and NaOH unit.

The following diagram illustrates the operational process and crucial components ((a) to (h)) of our ship exhaust gas cleaning systems:



Source: Frost & Sullivan Report

Note:

- (1) All equipment within the blue dashed lines, i.e., the scrubber, the flue gas analyzer, the seawater pump, the water quality analyzer and control system, are used for all types of system (open-loop and hybrid), while the other equipment is only used for hybrid type system.

According to Frost & Sullivan, the price of low-sulfur fuel was higher than that of high-sulfur fuel from 2016 to 2023, and this price spread is expected to be maintained from 2024 to 2028. Ships that have installed ship exhaust gas cleaning systems using high-sulfur fuel can also use low-sulfur fuel. Our ship exhaust gas cleaning systems have two types: open-loop and hybrid, which target customers with different preferences of ship service patterns while ensuring that the sulfur content of the flue gas emissions meets the standards set by the International Convention for the Prevention of Pollution from Ships (“MARPOL”).

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Ship exhaust gas cleaning system (open-loop type)

The main product of our marine exhaust gas cleaning systems is the ship exhaust gas cleaning system (open-loop type), which primarily uses seawater as a medium. Seawater is used as an absorbent to neutralize the sulfides present in the flue gas. After the desulfurization treatment, the flue gas is released into the atmosphere, and the seawater, which has reacted with the sulfides, is discharged when the ship operates in the open sea during navigation. The open-loop type offers a cost-effective solution due to requiring fewer devices for installation and, subsequently, less device maintenance compared to the hybrid type system.

Ship exhaust gas cleaning system (hybrid type)

Our ship exhaust gas cleaning system (hybrid type) effectively combines the advantages of the “open-loop type” and “closed-loop type” systems, and can switch between different desulfurization modes according to the requirements of the navigation area. The open-loop mode of the hybrid system will be enabled when the ship is sailing in a non-emission control area, and the corresponding system operation can refer to the above-mentioned “open-loop type.” Additionally, the hybrid system will switch to closed-loop mode when the ship is sailing in an emission control area or other restricted areas; it utilizes a mixed alkaline solution as its washing medium. An alkaline solution is used as an absorbent. This absorbent neutralizes the sulfides present in the flue gas, reacting to form sulfate and water. After the desulfurization process, the cleaned flue gas is released into the atmosphere. The resulting washing waste liquid is stored in the ship’s holding tank. Ships equipped with this system can meet the stringent requirements for navigation within the emission control area, where discharging treated wash water directly into the sea is prohibited. Although we had not generated any revenue from ship exhaust gas cleaning system (hybrid type) during the Track Record Period, we received six orders of the product in November 2023, with a total contract value of approximately RMB39 million, which are expected to be completed from 2025 to 2026. All six orders are for newbuildings which take a longer time to reach final acceptance compared to retrofit in-service ships.

Crucial components of our ship exhaust gas cleaning systems

Our ship exhaust gas cleaning systems are composed of various crucial components:

<u>Device name</u>	<u>Main functions</u>
(a) Scrubber	It serves as a primary reaction unit where seawater or alkaline solution chemically interacts with exhaust gases to produce wastewater, which, after treatment, is either discharged or stored. Consequently, the cleaned flue gases are emitted into the atmosphere through the top of the tower.
(b) Seawater pump	It is utilized to supply seawater for use as washing water. The pump’s operational intensity is regulated automatically by the system. This intensity can be fine-tuned in response to variations in the volume of flue gas and the sulfur content present in high-sulfur fuel, ensuring that optimal treatment effect is achieved.

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<u>Device name</u>	<u>Main functions</u>
(c) Water quality analyzer	It is responsible for the continuous online monitoring and recording of water quality data at the seawater inlet and outlet. It measures parameters such as pH, turbidity, polycyclic aromatic hydrocarbons, and temperature to determine compliance with the relevant IMO standards and discharge requirements.
(d) Flue gas analyzer	It is responsible for the detection, sampling and analysis of flue gas at gas outlet.
(e) Control system	It functions to analyze and monitor the flow, pressure, temperature, and liquid level signals of seawater/alkaline solution and flue gas through intelligent sensors, automatically adjusting these sensors to ensure the desulfurization system operate stably and reliably under various working conditions. Additionally, the system is equipped to emit alarm signals in the event of a malfunction.
(f) Cooler	It serves a critical function in the cooling of washing water and the mixed alkaline solution.
(g) Water treatment unit	It activates when the concentration of the solution within the system tank and the level of residual contaminants reaches a predetermined threshold. It is responsible for separating the solution into its constituent parts.
(h) NaOH unit	It delivers lye to the ship exhaust gas cleaning system (hybrid type) accurately and quantitatively. Its primary function is to increase the alkalinity of the scrubbing solution.

Four generations of upgrades

Our ship exhaust gas cleaning systems have undergone four generations of upgrades to meet customer needs and are characterized by stability, reliability, low energy consumption, and high efficiency in desulfurization reactions. The details of each upgrade are set forth below:

	<u>First generation</u>	<u>Second generation</u>	<u>Third generation</u>	<u>Fourth generation</u>
Size	—	No change compared to the first generation	Compared to the second generation, the main tower body diameter is reduced by about 3–5%, and total height remains unchanged	Compared to the third generation, the main tower body diameter remains unchanged, and total height is reduced by about 10–15%

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	First generation	Second generation	Third generation	Fourth generation
Weight	—	No change compared to the first generation	Reduced by about 2–3% compared to the second generation	Reduced by about 8–12% compared to the third generation
Other equipment	—	<ul style="list-style-type: none"> The structure of the flue gas valve⁽²⁾ has been upgraded to improve the sealing performance. 	<ul style="list-style-type: none"> Freshwater pump is removed Optimized sensor, valve, and expansion joint design for a more streamlined system and easier operation 	<ul style="list-style-type: none"> Further optimized valve Flue gas valve⁽²⁾ structure is upgraded for better sealing performance Flue gas valve⁽²⁾ is added with valve seat, and purge pipe is removed
Desulfurization efficiency	>86%	>97%	>97%	>97%
Back pressure⁽¹⁾	<1500Pa	<1500Pa	<1200Pa	<1100Pa
Cost	—	Increased by about 10% compared to the first generation	Reduced by about 30% compared to the second generation	Reduced by about 10% compared to the third generation
Fillers	Single-layered	Double-layered fillers, which could enhance the capillary action, distribute the liquid evenly, improve the pressure and separation performance, and promote the desulfurization efficiency	Optimized the number and arrangement of nozzles in the scrubber, ensuring the efficiency of the desulfurization, while reducing the water consumption, and promoting energy saving	Replaced the upper layer filler of the scrubber, using a filler with a lower back pressure, which could help reduce the back pressure ⁽¹⁾

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Notes:

- (1) The main and auxiliary engines of ships have back pressure limits, and the total back pressure of the devices, pipes, valves, etc. connected to them must not exceed the upper limit of the engine back pressure. Properly controlling and reducing the back pressure in the ship exhaust gas cleaning systems can help decrease resistance and energy loss in the system, improving engine performance and reducing power consumption.
- (2) Flue gas valve manages the flow of exhaust gases from the ship's engines. It is not only used in ship exhaust gas cleaning systems, but also used in other equipment, such as carbon capture systems.

Desulfurization efficiency benchmarks in the market

The global maritime industry is undergoing regulatory shifts to reduce sulfur oxide emissions, driven by the IMO and regional governments. The IMO introduced the concept of “emission control areas” with the goal of regulating ship emissions by establishing specific maritime zones. Currently, there are multiple emission control areas globally, including the Baltic Sea, North Sea, the coastal waters of the United States and Canada, and the Caribbean. These areas impose a strict sulfur oxide emission limit of 0.1% m/m. On January 1, 2020, the IMO further limited sulfur content in marine fuels to no more than 0.5% m/m worldwide, outside of the emission control areas. This regulatory shift aims to reduce pollution from maritime shipping and encourages the adoption of cleaner fuels and technologies, such as exhaust gas cleaning systems, to meet the stringent emission standards.

Our ship exhaust gas cleaning systems play a crucial role in helping ships meet these stringent sulfur emission regulations. The industry generally uses high-sulfur fuel with a sulfur content of 2.5% to 3.5%. However, our ship exhaust gas cleaning systems achieve a desulfurization efficiency of 97%. This means that with the systems, the sulfur content in fuel can be reduced the most to approximately 0.1% or lower, meeting the toughest global emission requirements.

Frost & Sullivan compared the ship exhaust gas cleaning systems provided by the top 10 global providers, revealing that most leading products in the industry currently achieve a desulfurization efficiency of 97%. Therefore, in terms of product performance, our ship exhaust gas cleaning systems do not show significant differentiation from those of other comparable companies in the industry. Since a desulfurization efficiency of 97% already meets the strictest requirements in the industry, our systems align with the established standards.

Order amount range and average selling price per completed order

Our ship exhaust gas cleaning systems contributed to the majority of our revenue during each year or period of the Track Record Period. During the Track Record Period, the range of single completed order of our ship exhaust gas cleaning systems for retrofit in-service ships and newbuildings was approximately from RMB3.9 million to RMB16.4 million and from RMB6.3 million to RMB9.9 million, respectively.

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The following table sets forth our revenue, the number of orders we completed, and the average selling price of our ship exhaust gas cleaning systems during the Track Record Period:

	For the year ended December 31,			For the six months ended June 30,	
	2021	2022	2023	2023	2024
				<i>(Unaudited)</i>	
Revenue					
Retrofit in-service ships <i>(RMB'000)</i>	85,600	114,933	205,029	151,183	26,977
Newbuildings <i>(RMB'000)</i>	13,360	33,349	113,958	15,833	166,651
Total	98,960	148,282	318,987	167,016	193,628
Gross Profit					
Retrofit in-service ships <i>(RMB'000)</i>	29,111	46,691	106,916	74,951	10,063
Newbuildings <i>(RMB'000)</i>	5,002	18,181	63,066	9,438	91,981
Total	34,113	64,872	169,982	84,389	102,044
Gross Profit Margin					
Retrofit in-service ships <i>(%)</i>	34.0	40.6	52.1	49.6	37.3
Newbuildings <i>(%)</i>	37.4	54.5	55.3	59.6	55.2
Total	34.5	43.7	53.3	50.5	52.7
The number of completed orders					
Retrofit in-service ships <i>(unit)</i>	7	10	24	17	4
Newbuildings <i>(unit)</i>	2	4	13	2	21
Total	9	14	37	19	25
Average selling price					
Retrofit in-service ships <i>(RMB'000)</i>	12,229	11,493	8,543	8,893	6,744
Newbuildings <i>(RMB'000)</i>	6,680	8,337	8,766	7,917	7,936
Average selling price	10,996	10,592	8,621	8,790	7,745

During the Track Record Period, the gross profit margin of our ship exhaust gas cleaning systems for newbuildings was generally higher than that for retrofit in-service ships, mainly because newbuildings often came in series with similar design, allowing us to share and save on design costs, as opposed to retrofit in-service ships, which may incur design costs such as those related to 3D scanning provided by external suppliers and modification designs.

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In 2022, the gross profit margin of our ship exhaust gas cleaning systems for retrofit in-service ships was much lower than that for newbuildings, mainly because we procured the tower bodies from the OEMs for certain orders related to retrofit in-service ships we obtained in 2020 rather than manufacturing ourselves. We have commenced our commercial production only since June 2021, so we placed orders with OEMs to meet the original delivery schedule for certain orders related to retrofit in-service ships before such production. However, delays in the delivery and installation schedules of such ships led to the completion of these orders in 2022 along with the relevant revenue recognition, resulting in a relatively lower gross profit margin for the year.

In 2023, the gross profit margin of our ship exhaust gas cleaning systems for retrofit in-service ships was similar to that for newbuildings, mainly because (i) we completed several orders related to retrofit in-service ships with tight delivery schedule and charged higher sales prices, leading to relatively higher gross profit margin, and (ii) in the second half of 2023 we completed several orders related to retrofit in-service ships with similar design, which allowed us to share and save on design costs.

For the six months ended June 30, 2024, the gross profit margin of our ship exhaust gas cleaning systems for retrofit in-service ships was much lower than that for newbuildings, mainly because we only completed four orders for retrofit in-service ships, which involved scrubbers with unique diameter size pursuant to customers' request, thereby increasing the design costs. Without a corresponding material adjustment in the selling price to maintain competitiveness, the gross profit margin of such orders was lowered as a result.

The average selling price of our ship exhaust gas cleaning systems for newbuildings in 2021 and 2022 and for the six months ended June 30, 2023 was lower than that for retrofit in-service ships mainly because the orders for retrofit in-service ships involved additional modification costs (including on-site 3D scanning and modification designs, etc.), which led to a higher average selling price.

Although usually orders related to retrofit in-service ships have higher unit selling price due to the involvement of modification costs, the average selling price of our ship exhaust gas cleaning systems for retrofit in-service ships in 2023 and for the six months ended June 30, 2024 was lower than that for newbuildings mainly because the orders we completed for retrofit in-service ships involved the scrubbers with smaller diameters pursuant to customers' request, which have lower costs and lower average selling prices compared to those for newbuildings. As the diameter of the scrubber increases, the amount of steel used in the scrubber also increases, leading to a rise in the cost of the scrubber. Additionally, the configuration of related system equipment, such as seawater pumps and variable frequency drives (including their quantity and power), will also need to be enhanced.

The decrease in the average selling price of our ship exhaust gas cleaning systems during the Track Record Period was primarily caused by the decrease in the average selling price of our ship exhaust gas cleaning systems for retrofit in-service ships during the same period. The decrease in the average selling price of our ship exhaust gas cleaning systems for retrofit in-service ships in 2022 was primarily due to one completed order which involved a smaller scrubber with a 2.8-meter diameter while the completed orders in 2021 did not involve such small size scrubbers. In 2023, the decrease in the average selling price of our ship exhaust gas cleaning systems for retrofit in-service ships was mainly because the completed orders predominantly involved scrubbers with smaller diameters as requested by our customers compared to the completed orders in 2022. For the six months ended June 30, 2023, we provided the installation services for two orders involving ship exhaust gas cleaning systems which were normally provided by third-party shipyards or shipbuilder customers and one order involving dual scrubbers as per customers' request and therefore they had a higher average selling price due to the

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additional installation services and one more scrubber provided. However, we did not provide such special request from customers in the completed orders for the six months ended June 30, 2024, resulting in the decrease in the average selling price of our ship exhaust gas cleaning systems for retrofit in-service ships for the same period. The average selling price of our ship exhaust gas cleaning systems for the six months ended June 30, 2024 was the lowest during the Track Record Period mainly due to an increase in the portion of revenue from newbuilding orders along with their decreased relevant average selling price as a result of smaller diameters of scrubbers delivered for the same period.

The increase in the proportion of revenue from newbuilding orders during the Track Record Period was because of the surge of newbuildings orders driven by a shortage of shipping capacity and higher ocean freight rates, largely attributable to the COVID-19 pandemic which resulted in more newbuilding orders in order to increase the shipping capacity. In addition, the average selling price of our ship exhaust gas cleaning systems for newbuildings increased from the year ended December 31, 2021 to the year ended December 31, 2023 was because the larger diameters of scrubbers per customers' request in the orders we completed for newbuildings, which have higher costs and higher average selling prices.

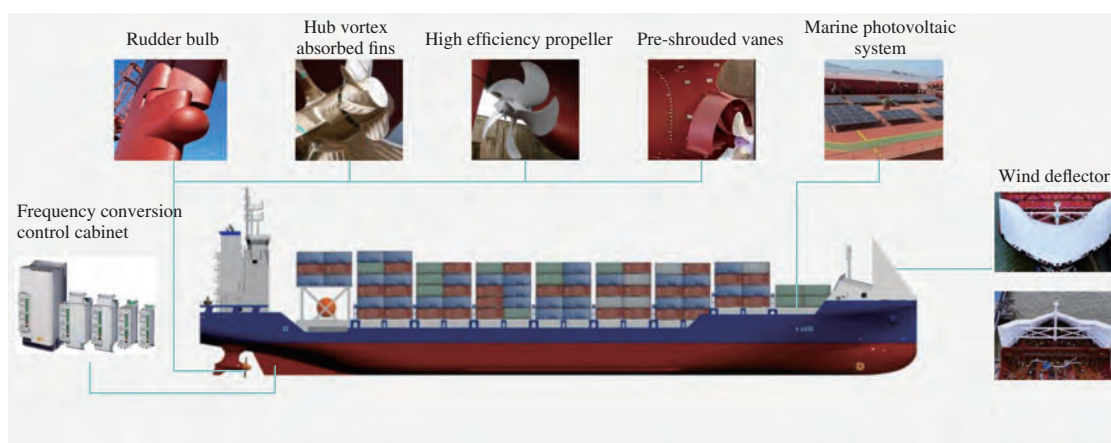
Marine energy-saving devices

Other than energy-saving devices, we have developed carbon reduction systems. However, We had not received any order or generated any revenue for carbon reduction systems during the Track Record Period and up to the Latest Practicable Date.

Energy-saving devices

Our energy-saving devices mainly include rudder bulb, pre-shrouded vanes, hub vortex absorbed fins, high efficiency propeller, wind deflector, marine photovoltaic system and frequency conversion control cabinet to help ships cruise with greater energy efficiency.

The following diagram illustrates the locations where these devices should be installed on a ship:



Source: Frost & Sullivan Report

Note:

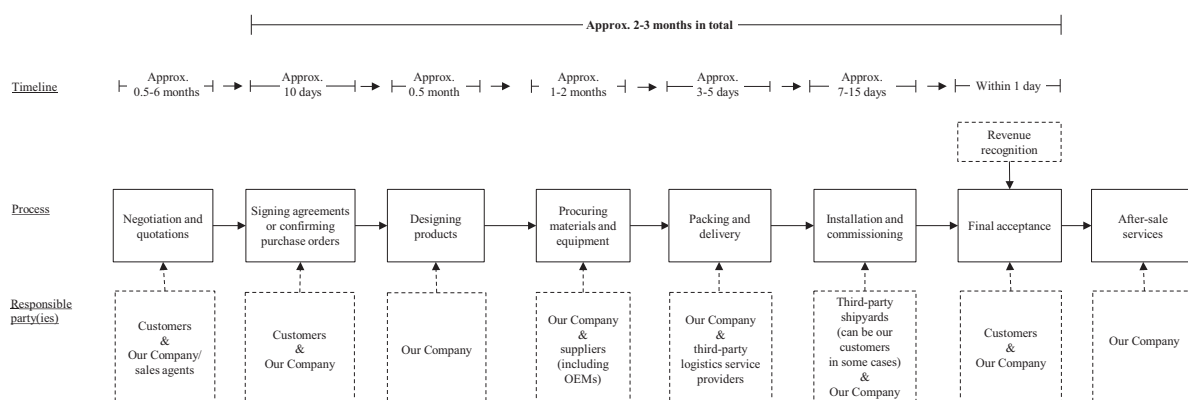
- (1) The ship type in the diagram above is used for illustrative purposes. Our energy-saving devices will be customized based on the requirements of each customer and different ship types. Marine photovoltaic systems are commonly installed on the deck surfaces of bulk carriers and oil tankers.

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<u>Device name</u>	<u>Main functions</u>
Rudder bulb	It can reduce drag and improve rudder efficiency. It can achieve energy saving ranging from 1% to 3%.
Pre-shrouded vanes	It introduces an additional guide vane feature, engineered to impart a pre-spin effect, thereby diminishing rotational energy loss associated with the propeller. This enhancement is pivotal in augmenting the propeller's propulsion efficiency, with an energy-saving potential ranging from 3% to 7%.
Hub vortex absorbed fins	It is a new type of propeller cap with fins installed behind the propeller and can effectively reduce the energy loss of the propeller hub vortex. It has the advantages of being a simple structure, light weight, easy installation, safe and practical, and it can achieve energy saving ranging from 2% to 5%.
High efficiency propeller	It has an energy saving potential ranging from 2% to 6%.
Wind deflector	It can reduce wind resistance of ships and ensure an effect of energy saving and emission reduction of approximately 2%. At the same time, it does not occupy the cargo space of a ship.
Marine photovoltaic system	It can adapt to the unique environment and requirements of maritime use. This enhancement can lead to a reduction in fuel consumption for the ship's electricity generators by about 20%, which, in turn, may decrease CO ₂ emissions by roughly 4 to 5%. It helps to address the issue of insufficient generator capacity on ships and to improve the overall reliability of ship operations.
Frequency conversion control cabinet	It utilizes remote intelligent control technology to adjust the motor frequency of pumps, thereby reducing the pump speed and avoiding energy loss caused by traditional flow control methods using valves. This allows the pump to operate at the most efficient speed under varying loads, minimizing unnecessary energy consumption.

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The following flowchart sets forth the operation and transaction workflow of marine energy-saving devices:



Following the negotiations with our customers and in some cases with the help of sales agents, we organize the quotation with customers. Ultimately, we and customers sign the relevant agreements or confirm the purchase orders. Internally, we prepare a project plan and begin product design and procurement according to the plan. The products are then packaged and shipped by third-party logistics service providers. Subsequently, the products are installed by the third-party shipyards or shipbuilder customers under our guidance and commissioned by us.

Revenue from energy-saving devices under the marine energy-saving devices is recognized when the control of the products is transferred to the customers. Control is transferred when the products are accepted by the customers upon the signing of the installation report and on-site worksheet. After final acceptance, we provide after-sales service based on the warranty terms stipulated in the relevant agreements or purchase orders. For retrofit in-service ships and newbuildings, the process from signing agreements or confirming purchase orders to final acceptance generally takes approximately two to three months. According to Frost & Sullivan, the above project timespan is generally in line with industry norm.

Order amount range and average selling price per completed order

During the Track Record Period, the range of single completed order of our marine energy-saving devices was approximately from RMB0.3 million to RMB5.9 million.

The following table sets forth our revenue, the number of orders we completed, and the average selling price of our marine energy-saving devices during the Track Record Period:

	For the year ended December 31,			For the six months ended June 30,	
	2021	2022	2023	2023	2024
Revenue (RMB'000)	—	14,961	58,031	16,361	22,557
The number of completed orders (Unit)	—	9	25	8	15
Average selling price (RMB'000)	—	1,662	2,321	2,045	1,504

(Unaudited)

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The average selling price of our marine energy-saving devices increased from 2022 to 2023 was because the completed orders in 2023 had higher unit selling prices, such as wind deflectors. In contrast, the completed orders in 2022 included products such as hub vortex absorbed fins, rudder bulbs and high efficiency propellers, which had lower unit selling prices. The average selling price of our marine energy-saving devices decreased from the six months ended June 30, 2023 to the same period in 2024 was because the orders completed for the six months ended June 30, 2024 had lower unit selling prices compared to the same period in 2023, such as marine photovoltaic system.

Other developed products — Carbon reduction systems

To comply with IMO's GHG emission targets, customers consider adopting marine energy-saving devices and carbon reduction systems. These equipment and systems help reduce payments from carbon taxes and trading and align with the IMO's GHG Emission Strategy in the long run. According to Frost & Sullivan, the marine energy-saving devices and carbon reduction systems are projected to reach US\$2,686.1 million by 2028. Meanwhile, the market share is expected to increase from 10.2% in 2023 to 23.6% in 2028, providing strong support for the development of the maritime environmental protection equipment and system industry.

Considering the market demand, we have developed carbon reduction systems and considered them as our key offerings. Our carbon reduction systems include: (i) organic amine-based carbon capture system, (ii) dual alkali-based carbon capture system and (iii) CO₂ flowmeter system. We have been developing the dual alkali-based carbon capture system, the CO₂ flowmeter system and the organic amine-based carbon capture system since 2021, 2022 and 2023, respectively, the development of which was completed in the fourth quarter of 2024, in the fourth quarter of 2023 and in the second quarter of 2024, respectively. Recognizing their potential to drive future growth, we have initiated comprehensive marketing and sales strategies to secure orders and build a strong customer base. Key efforts include direct outreach to potential customers, participating in industry conferences and exhibitions to showcase the advanced capabilities of the products. Going forward, we will focus on intensifying these promotional activities to drive market penetration.

Organic amine-based carbon capture system

Our organic amine-based carbon capture system meets the technical standards required for ship decarbonization and can be integrated with our ship exhaust gas cleaning systems. The integration allows for the operation of a single system that achieves both the desulfurization and the decarbonization objectives.

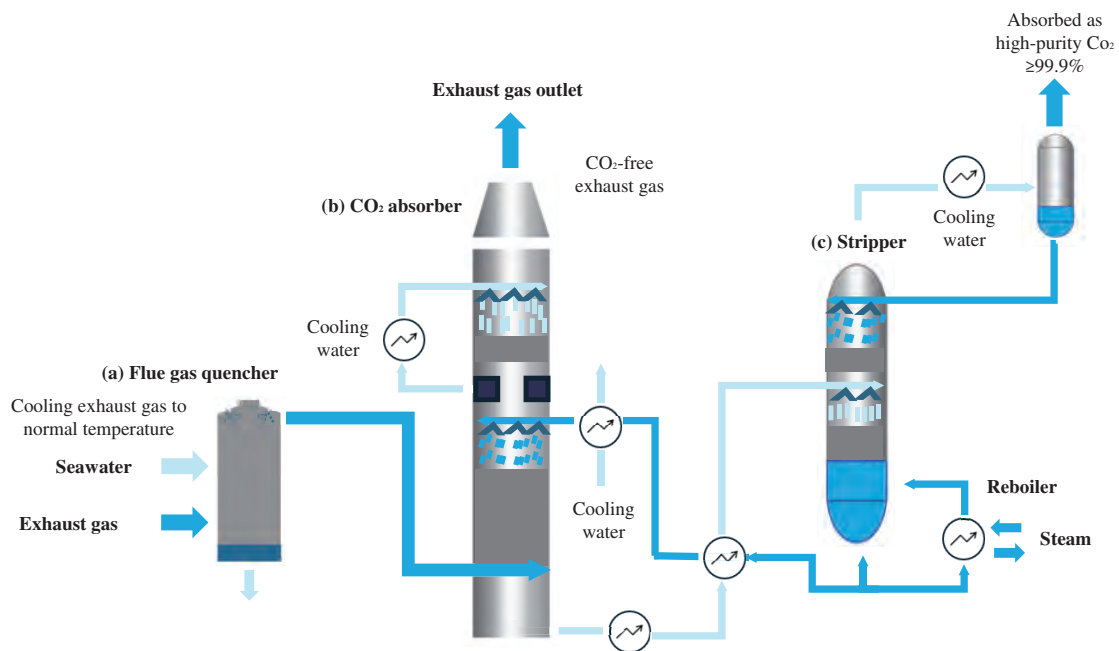
Our organic amine-based carbon capture system, captures carbon in the form of liquid CO₂. This method offers a high degree of flexibility in terms of space utilization on ships, as the captured CO₂ can be stored in tanks. Moreover, the desulfurization and decarbonization process can be realized simultaneously in organic amine-based carbon capture system, which can satisfy requirements of ship exhaust gas cleaning and carbon emission reduction at the same time.

The fundamental underlying principle of our organic amine-based carbon capture system is the exothermic and reversible reaction between a weak acid, such as CO₂, and a weak base, such as monoethanolamine (MEA), to form a soluble salt. The product obtained from the amine decarbonization process described above can be directly desorbed on board and then liquefied through pressurization and cooling to obtain liquid CO₂. This liquid CO₂ can be stored on board and transported to the shore.

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The organic amine-based carbon capture system has reached a commendable level of development with the completion of its prototype. This advancement was substantiated by the on-site verification conducted by a surveyor from the American Bureau of Shipping, which is a globally recognized maritime classification society. Our system demonstrated a carbon capture efficiency of 93%, a figure that not only reflects its high performance but also its potential to significantly reduce GHG emissions from ships.

The following diagram illustrates the process of our organic amine-based carbon capture system:



Source: Frost & Sullivan Report

Exhaust gases are introduced into a flue gas quencher (as illustrated in (a) in the diagram above) for desulfurization and cooling before entering a CO₂ absorber (as illustrated in (b) in the diagram above), where the flue gas flows upward while an amine-based absorbent is sprayed downward from the top of the tower, facilitating a counter-current contact and reaction that adsorbs and removes a portion of the carbon content, with the treated flue gas then being discharged from the top of the tower. Once the CO₂ is absorbed, the amine absorbent transitions from a “lean” to a “rich” solution and is conveyed to a stripper (as illustrated in (c) in the diagram above). Within the stripper, the rich solution is heated to a specific temperature to release CO₂, which is expelled from the top of the tower and, after treatment, is compressed, liquefied, and stored, while the regenerated lean solution is cooled via a heat exchanger before being recirculated back to the CO₂ absorber for continuous CO₂ absorption.

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Carbon capture efficiency benchmarks in the market

The “IMO Strategy on Reduction of GHG Emissions from Ships,” adopted in 2023, outlines ambitious emissions reduction targets for the maritime industry, aiming for a 40% reduction in greenhouse gas emissions by 2030 and a 70% reduction by 2040, both compared to 2008 levels. To align with the IMO’s targets on GHG emissions in the shipping industry, we have developed an organic amine-based carbon capture system with a carbon capture efficiency of 93%. This system can help our customers comply with the IMO’s carbon emission regulations.

Currently, marine carbon reduction systems are still in the development phase within the industry, with various market participants actively working on the development to meet regulatory requirements for ship carbon emissions. The carbon reduction systems and technologies provided by different industry players vary. For example, Company E as mentioned in the Industry Overview section offers a decarbonization tower for carbon dioxide absorption, while Company B as mentioned in the Industry Overview section provides onboard carbon capture and storage systems.

The carbon reduction systems offered by leading industry players primarily achieve an average carbon capture efficiency of 70–90% currently. In comparison, the carbon capture efficiency of our organic amine-based carbon capture system provides a clear competitive advantage in the market. It gives us an edge in addressing the growing market need for high-performance carbon capture systems in the industry.

Dual alkali-based carbon capture system

The process of our dual alkali-based carbon capture system produces a solid product, CaCO_3 , which can be stored in designated storage spaces within the ship, and makes this method cost effective. The lower associated costs make the dual alkali-based method particularly suitable for in-service ships without significant alterations to the existing structure. We have obtained the Classification Society approval in principle from Lloyd’s Register for this system.

CO₂ flowmeter system

Our CO₂ flowmeter system is a real-time, online CO₂ monitoring system developed specifically for the maritime field. It calculates both real-time and cumulative carbon emission from ships. The primary components of the system include a flue gas flow measurement system, a flue gas analysis and detection system, and a data analytics and control unit.

Marine clean-energy supply systems

Our marine clean-energy supply systems primarily includes (i) the LFSS (for methanol) (ii) the FGSS, and (iii) the cargo handling system (for LNG/LPG/ammonia/LCO₂) (“CHS”). Our customers can purchase one or more of the systems depending on their need.

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LFSS (for methanol)

Our LFSS (for methanol) mainly provides the main engine with low-flash point fuel in the appropriate temperature, pressure, and flow rate to meet the requirements for the main engine's combustion. Only by meeting these requirements can the main engine operate normally. The module mainly includes N₂ generator, bunkering station, LFSS skid, storage tank, service tank, double-filter, fuel valve train ("FVT"), etc.

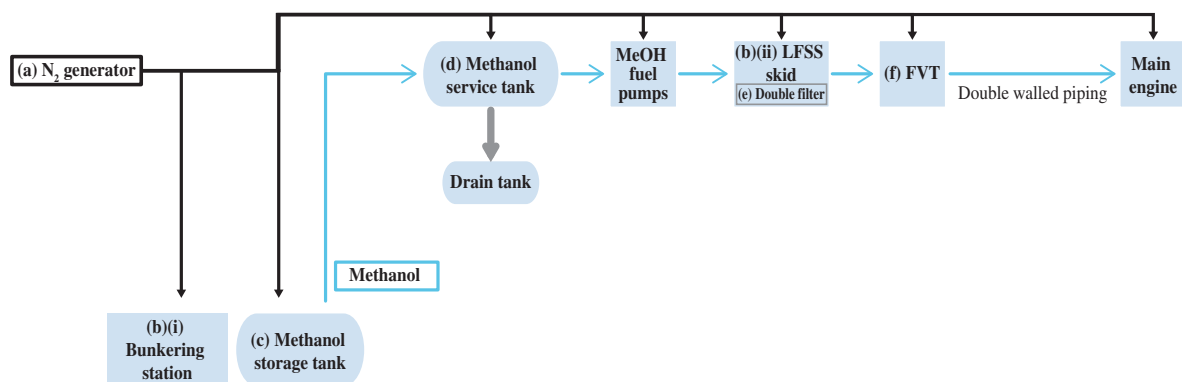
The LFSS injects liquid fuel into the storage tank via bunkering station. The fuel is then transferred to the service tank. Through the fuel pumps, LFSS skid, double-filter, and other related equipment, the liquid fuel is safely heated and pressurized. Once the fuel reaches the required temperature and pressure, it is transported to the terminal (such as the main engine) via the FVT.

FGSS

Our FGSS is a system that vaporizes, heats, and pressurizes the LNG/LEG stored on a ship, and provides it to the ship's main engine or other gas-consuming equipment. Only by meeting these requirements can the main engine or other gas-consuming equipment operate normally. The module mainly includes N₂ generator, bunkering station, high and low pressure skid, storage tank, service tank, filter, FVT, cryogenic valves, etc.

The FGSS injects liquid fuel into storage tank via bunkering station. The system controls the pressure through high and low-pressure skid for FGSS and heats the liquid fuel to vaporize it. Once the fuel reaches the temperature required by the terminal (such as the main engine), it is transferred to service tank through filter and cryogenic valves. Depending on the need, the fuel is then supplied and transported to the terminal via the FVT.

The function of LFSS and FGSS are similar. The operating principle of LFSS primarily involves the provision of low flashpoint fuel to the main engine at ambient temperature, with appropriate temperature, pressure, and flow rate maintained. The following diagram illustrates the operational process and crucial components of our LFSS for methanol:



Source: Frost & Sullivan Report

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CHS

Our cargo handling system (for LNG/LPG/ammonia/LCO₂) provides customized system for liquefied cargo handling including loading, storage, transportation, and unloading. The system’s main functions include:

Loading: Loading liquefied cargo from shore or another ship into the cargo tank.

Storage: Safely storing liquefied cargo within the cargo tank.

Transportation: Liquefying cargo tank vapors during transportation to ensure the stability of the liquefied cargo.

Unloading: Unloading liquefied cargo to the destination as required.

The CHS facilitates the loading of liquefied cargo from ports or other ships into the storage tanks of transport ships via bunkering stations. During transportation, the system heats and pressurizes the liquefied cargo as needed to maintain its fluidity. Additionally, it ensures normal operation of flow, pressure and cryogenic environment through cryogenic valves and manages the compression and re-liquefaction of the boil-off gas to enhance the efficiency and safety of liquefied gas transportation. Upon arrival at the destination, the system unloads the liquefied cargo. The entire loading and unloading process is conducted through a liquid-gas cross-connection method, ensuring operational flexibility and safety.

Crucial components of our marine clean-energy supply systems

Our marine clean-energy supply systems are composed of various crucial components:

<u>Device name</u>	<u>Products of each device</u>	<u>Main functions</u>
(a) N ₂ generator (for FGSS, LFSS and CHS)	Membrane nitrogen generator	Our membrane nitrogen generator produces nitrogen at maximum efficiency, tailored to meet our customers’ specific requirements. It features an automatic on/off system equipped with a tank pressure interlock for enhanced safety and convenience. The optimal control system is finely tuned to manage the flow rate and purity of the nitrogen, which in turn maximizes the lifespan of the membrane cartridges. Additionally, the generator is virtually maintenance-free, as there are no moving parts involved in the nitrogen production process.

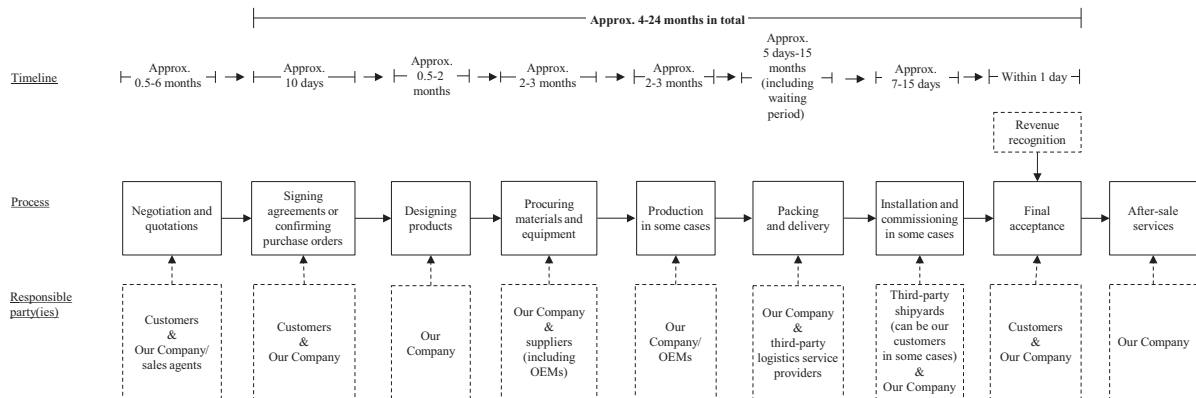
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<u>Device name</u>	<u>Products of each device</u>	<u>Main functions</u>
	PSA nitrogen generator	Our PSA nitrogen generator offers the lowest cost per unit of nitrogen generated due to the unique filling and compacting method employed in the carbon molecular sieve, which allows for greater compaction intensity and higher adsorption efficiency. The system automatically records and continuously monitors the progress of nitrogen preparation, which ensures that all operational data is captured for analysis and record-keeping. It is generally more cost-effective for applications with high flow demand for nitrogen generation.
(b) Marine and offshore gas skid and module	(i) Bunkering station for FGSS and LFSS (ii) LFSS skid (iii) High- and low-pressure skid for FGSS	It facilitates the safe and efficient filling of LNG or low flashpoint fuels, enabling the automated and secure control and monitoring of the entire process as natural gas is transferred into storage tanks. It provides methanol that meets the operating flow, pressure, and temperature requirements of the main engine, and automatically controls and regulates the fuel supply. It adjusts the pressure, temperature, and flow rate, and integrates each piece of retrofit equipment to match the ship's original automation system.
(c) Methanol storage tank for LFSS	N.A.	It is a larger tank designed for the long-term storage of methanol. It is a critical component of the methanol supply chain, providing a secure and stable environment for the bulk storage of methanol until it is needed.
(d) Methanol service tank for LFSS	N.A.	It is a tank used for the daily consumption and replenishment of methanol.
(e) Double-filter (for LFSS)	N.A.	Our double-filter is designed for use with various LFSS, including methanol systems. It contains double shut-off valves to ensure that the filter can be maintained and serviced continuously without interrupting the operation of the fuel supply system. Additionally, the shut-off system we provide for the double-filter prevents hazardous chemicals, such as methanol, from backflowing into the operational area during maintenance, thereby fully ensuring operator safety.

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Device name	Products of each device	Main functions
(f) FVT (for FGSS and LFSS)	N.A.	The methanol supply system is equipped with a fuel valve train that segregates the system from the main engine, facilitating functions such as standby and start-stop operations.
(g) Cryogenic valves for CHS and FGSS	(i) Ball valve (ii) Globe valve (iii) Check valve	They are designed and manufactured using low-temperature materials and special processing technology. This ensures that they can perform switching functions effectively at ultra-low temperatures while maintaining excellent sealing properties.

The following flowchart sets forth the operation and transaction workflow of marine clean-energy supply systems:



Following the negotiations with our customers and in some cases with the help of sales agents, we organize the quotation with customers. Ultimately, we and customers sign the relevant agreements or confirm the purchase orders. Internally, we prepare a project plan and begin product design, procurement and production in some cases according to the plan. The products are then packaged and shipped by third-party logistics service providers. Subsequently, the products are installed by the third-party shipyards or shipbuilder customers under our guidance and commissioned by us.

Revenue from marine clean-energy supply systems is recognized when the control of the products is transferred to the customers. Control is transferred when the products are accepted by the customers upon the signing of the acceptance form. After final acceptance, we provide after-sales service based on the warranty terms stipulated in the relevant agreements or purchase orders. For retrofit in-service ships and newbuildings, the process from signing agreements to final acceptance generally takes approximately four to 24 months. According to Frost & Sullivan, the above project timespan is generally in line with industry norm.

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Order amount range and average selling price per completed order

During the Track Record Period, the range of single completed order of our marine clean-energy supply systems was approximately from RMB0.2 million to RMB6.1 million.

The following table sets forth our revenue, the number of orders we completed, and the average selling price of our marine clean-energy supply systems during the Track Record Period:

	For the year ended December 31,			For the six months ended June 30,	
	2021	2022	2023	2023	2024
				<i>(Unaudited)</i>	
Revenue (<i>RMB'000</i>)	—	7,736	5,552	1,079	13,288
The number of completed orders (<i>Unit</i>)	—	9	6	2	10
Average selling price (<i>RMB'000</i>)	—	860	925	539	1,329

The average selling price of our marine clean-energy supply systems increased from 2022 to 2023 and from the six months ended June 30, 2023 to the same period in 2024 was attributed to the growing application of new energy sources. Specifically, there has been a significant rise in the demand for nitrogen from oil-chemical ships. The nitrogen requirements of oil-chemical ships are higher than those of new energy ships, leading to a higher average selling price.

Maritime services

Our maritime services include (i) ship accommodation interior design and construction, (ii) container ship and PCTC lashing gears, and (iii) other maritime services.

During the Track Record Period, we generally became acquainted with new customers including shipowners and ship builders under each sub-segment of maritime services through the trade shows and business negotiation. We also visit new customers as appropriate. We had three, three, six and two new customers for the year ended December 31, 2021, 2022 and 2023 and six months ended June 30, 2024. While it takes time to expand our customer base, we also adopted a cross-selling approach under the maritime services, aiming to enhance the stickiness of customers under this segment and maximize potential business opportunities with them. The provision of maritime services is not inter-conditional with the provision of equipment and systems under our other three business segments, namely maritime exhaust gas cleaning systems, marine energy-saving devices and marine clean-energy supply systems.

BUSINESS

Ship accommodation interior design and construction

We provide customers with a full range of high-standard ship interior decoration services, including the design and construction of the decoration of the ship's living quarters, as well as the supply of interior wall panels, flooring materials, fabrics, marine glue, door hardware and other decoration materials. In addition, we also provide relevant equipment, including galley and laundry equipment. The ship interior decoration services not only meet the aesthetic and functional requirements of a ship but also enhance the work environment for the crew.

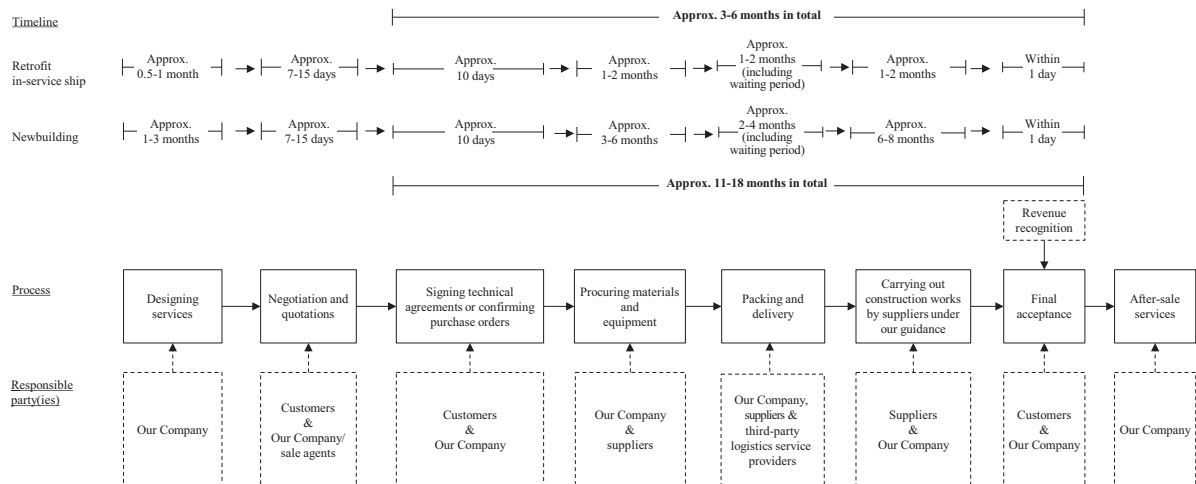
The following diagrams illustrate sample ship interior decorations we designed and installed:



BUSINESS

During the Track Record Period, there were 11 customers including three global shipping companies and eight APAC ship builders who purchased our ship accommodation interior design and construction services from us.

The following flowchart sets forth the operation and transaction workflow of ship accommodation interior design and construction services:



Considering the variety of customer needs for ship accommodation interior design and construction services, our quotation is based on our designing services that we tailor to each project after discussions with the customer. Thus, for ship accommodation interior design and construction services, we prepare the designing services for customers before quotations. We organize the design according to customers' requirements and prepare the plans and drawings to the customers for negotiation and confirmation. Following the negotiations with our customers and in some cases with the help of sales agents, we organize the quotation with customers. Ultimately, we and customers sign the relevant agreements or confirm the purchase orders. Internally, we prepare a project plan and begin procurement from suppliers according to the plan. The relevant materials and equipment are then packaged and shipped by the suppliers or third-party logistics service providers. Subsequently, the construction works are carried out by suppliers under our guidance. After final acceptance, we provide after-sales service based on the warranty terms stipulated in the relevant agreements or purchase orders.

For newbuildings, the process from design services to final acceptance generally takes approximately 11 to 18 months. For retrofit in-service ships, the process from design services to final acceptance generally takes approximately three to six months. According to Frost & Sullivan, the above project timespan is generally in line with industry norm.

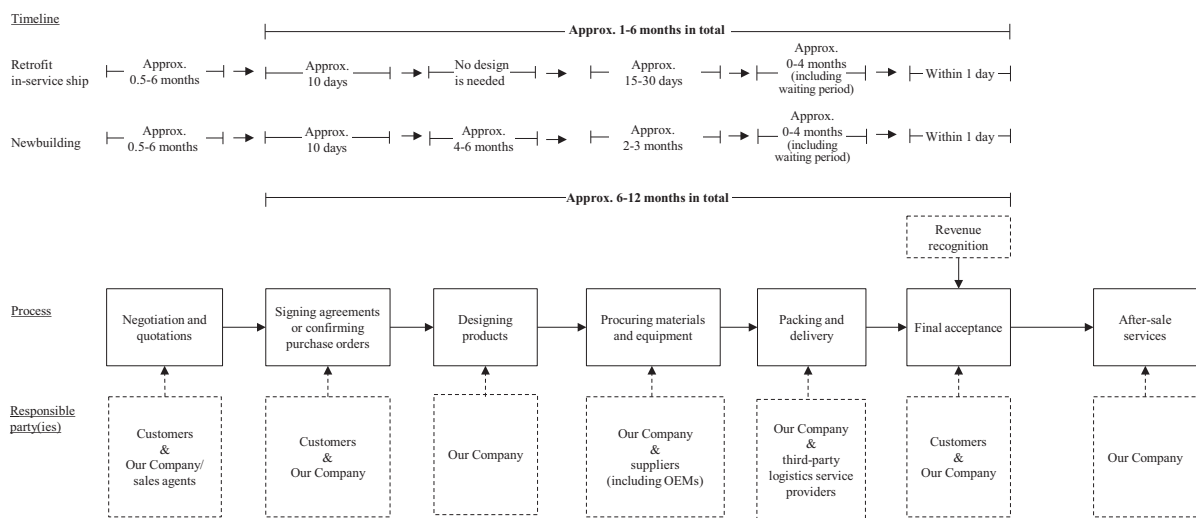
BUSINESS

Container ship and PCTC lashing gears

We provide design of container ship and PCTC lashing gears and related services. We design and supply products in accordance with the requirements of technical specifications, industry practices or standards and classification society rules and regulations.

During the Track Record Period, there were nine customers including six global shipping companies and three APAC ship builders who purchased container ship and PCTC lashing gears and related services from us.

The following flowchart sets forth the operation and transaction workflow of container ship and PCTC lashing gears and related services:



Following the negotiations with our customers and in some cases with the help of sales agents, we organize the quotation with customers. Ultimately, we and customers sign the relevant agreements or confirm the purchase orders. Internally, we prepare a project plan and begin product design and procurement according to the plan. The products are then packaged and shipped by third-party logistics service providers.

Revenue from container ship and PCTC lashing gears and related services is recognized upon final acceptance when the confirmation of receipt is signed. For newbuildings, the process from signing agreements to final acceptance and delivery generally takes approximately six to 12 months. After final acceptance, we provide after-sales service based on the warranty terms stipulated in the relevant agreements or purchase orders. For retrofit in-service ships, the process from signing agreements to final acceptance and delivery generally takes approximately one to six months. According to Frost & Sullivan, the above project timespan is generally in line with industry norm.

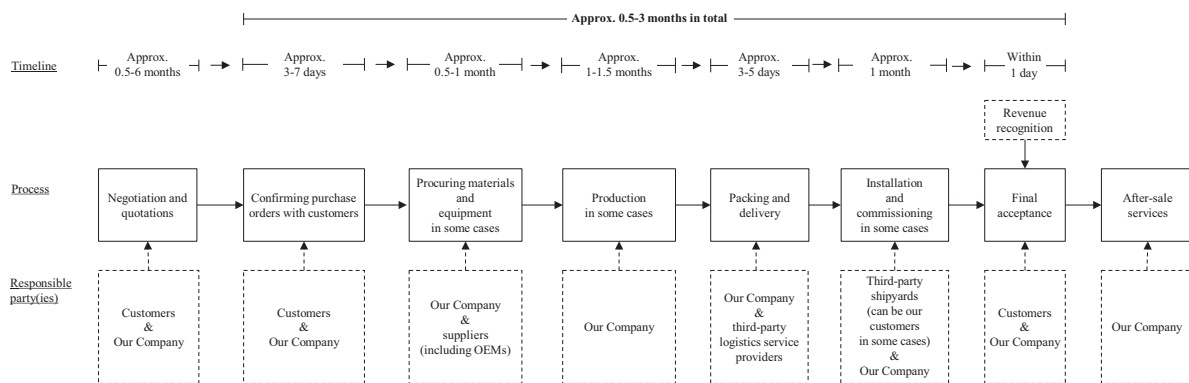
BUSINESS

Other maritime services

Our other maritime services include providing: (i) the maritime equipment and spare parts, including hydro blasting machines, hydroponic vegetable cabinets, flue gas valves, prefabricated cabin transformers, etc., (ii) personal protective equipment for crew members, (iii) ship retrofitting and ship repair supervision services, and (iv) ship cyber security software and hardware, etc.

During the Track Record Period, there were seven APAC ship builders who purchased other maritime services from us.

The following flowchart sets forth the operation and transaction workflow of other maritime services:



Following the negotiations with our customers, we organize the quotation with customers and ultimately we confirm the purchase orders with customers. Internally, in some cases, we prepare a project plan and begin procurement and production according to the plan. The products are then packaged and shipped by third-party logistics service providers. Subsequently, the products are installed by the third-party shipyards or shipbuilder customers under our guidance and commissioned by us.

Revenue from other maritime services is recognized upon final acceptance when the confirmation of receipt is signed. After final acceptance, we provide after-sales service based on the warranty terms stipulated in the relevant purchase orders. For both newbuildings and retrofit in-service ships, the entire process generally takes approximately two weeks to three months. According to Frost & Sullivan, the above project timespan is generally in line with industry norm.

BUSINESS

Roles and obligations of suppliers and us

We purchase materials and services from suppliers for our provision of maritime services during the Track Record Period, the details of which are set forth below:

	Materials and services provided by suppliers	Our roles and obligations
Ship accommodation interior design and construction:	Suppliers provide materials such as furniture, flooring, wall panels, and kitchen and laundry equipment and provide relevant installation services.	We prepare designs. We procure the materials and equipment from suppliers, and we provide guidance to suppliers for installation according to the standards of the relevant classification society and shipowners.
Container ship and PCTC lashing gears:	Suppliers provide fixed fitting and loose lashing equipment of container ship and PCTC lashing gears. The OEM suppliers follow our designs to manufacture the products.	We prepare designs and deliver products to customers.
Other maritime services:		
<i>Maritime equipment and spare parts</i>	Suppliers provide materials and parts.	We procure the materials and parts from suppliers, and we are responsible for installation and commissioning deliver the products to customers.
<i>Personal protective equipment for crew members</i>	Suppliers provide materials. The suppliers follow our designs to manufacture products.	We prepare designs and deliver products to customers.
<i>Ship retrofitting and ship repair supervision services</i>	Not applicable.	We provide ship retrofitting and ship repair supervision services to customers.

BUSINESS

	<u>Materials and services provided by suppliers</u>	<u>Our roles and obligations</u>
<i>Ship cyber security software and hardware</i>	Suppliers provide software, hardware and related services.	We prepare designs and guidance to suppliers for installation according to the standards of the relevant classification society and shipowners.

Order amount range and average selling price per completed order

Each sub-segment under our maritime services offers a wide range of products. Even within the same product category, the product prices can vary significantly due to differences in product models and other factors including but not limited to the expected time of completion, complexity of the project and scale of orders. As such, the range of the order amount per completed order of each sub-segment is extensive depending on customers' different requirements of the variety and quantity of products. During the Track Record Period, the range of single completed order of ship accommodation interior design, container ship and PCTC lashing gears and other maritime services was approximately from RMB210 to RMB5.9 million, from RMB780 to RMB4.6 million and from RMB460 to RMB2.9 million, respectively.

The following table sets forth the average selling price per completed order of the three sub-segments under the maritime services during the Track Record Period:

	For the year ended December 31,			For the six months ended June 30,	
	2021	2022	2023	2023	2024
	<i>(RMB'000)</i>				
Ship accommodation interior design	111	101	69	59	133
Container ship and PCTC lashing gears	117	307	407	191	355
Other maritime services	379	663	127	76	27

The overall average selling price for ship accommodation interior design and container ship and PCTC lashing gears sub-segments was lowered by miscellaneous spare parts orders, which accounted for a larger portion of the number of orders completed during the Track Record Period. If these miscellaneous orders are not taken into account, the average selling prices for these two sub-segments were generally much higher.

BUSINESS

PIPELINE PRODUCTS

Typically, our products under development go through the following stages before they are launched: (i) project initiation, including market research, the preparation of project proposals and budgets, as well as theoretical research to lay the groundwork for the product concept, (ii) project implementation, including trials and testing to refine its design and functionality, and (iii) project acceptance, which involves acceptance test confirming all envisioned aspects and objectives have been achieved. In some cases, this may also include validation through sea trials to test the product in real-world conditions.

The following chart summarizes the major pipeline products and their status as of the Latest Practicable Date:

<u>Name</u>	<u>Equipment and systems</u>	<u>Functions and key advantages</u>	<u>Stage of development and expected time of the completion of development</u>
LFSS (for ammonia)	Marine clean-energy supply systems	It is responsible for managing the entire operation; the fueling system pumps liquid ammonia into the storage system, and the supply system feeds the ammonia fuel to the ship's engines for combustion, with the whole process requiring careful control of pressure, temperature, and safety.	It is expected to start the project initiation phase in the first quarter of 2025. Acceptance test is expected to be finalized by 2026.
Optimization development of carbon capture system	Marine energy-saving devices	We have completed the preliminary development of a carbon capture technology tailored for maritime applications, capable of capturing over 90% of carbon dioxide emissions from ship exhaust gas. In response to competitive market demands, we aim to significantly enhance the system's overall performance through iterative development, integration, and compact structural design, coupled with the development of an intelligent control system, which is expected to reduce operational energy consumption by more than 30%, while also providing capabilities for automatic operation, self-diagnosis, and self-repair, thereby reducing the need for operational maintenance personnel.	It is expected to start the project initiation phase in the second quarter of 2025. Acceptance test is expected to be finalized by 2026.

BUSINESS

<u>Name</u>	<u>Equipment and systems</u>	<u>Functions and key advantages</u>	<u>Stage of development and expected time of the completion of development</u>
Rotor sailing system	Marine energy-saving devices	It enhances the propulsion efficiency of ships during navigation. Rotor sailing system can significantly reduce fuel consumption, thereby lowering carbon dioxide emissions, and help ships meet the CII and EEXI requirements set by the IMO.	It is expected to start the project initiation phase in the fourth quarter of 2024. Acceptance test is expected to be finalized by the third quarter of 2025.
Waste heat recovery system	Marine energy-saving devices	It employs Organic Rankine Cycle (“ORC”) technology to convert the waste heat generated during the operation of a ship into electrical energy. The aim is to enhance energy utilization efficiency, reduce fuel consumption, and decrease emissions. The substantial amount of high-temperature exhaust gases and the heat from the cooling water produced by the ship’s engines are converted into steam through a waste heat boiler and the ORC system, which then drives a turbine to generate electricity. This system not only effectively reduces fuel costs but also diminishes GHG emissions, complying with environmental regulations such as the CII and the EEXI.	It was undergoing system design in the project implementation phase. Acceptance test is expected to be finalized by the third quarter of 2025.
PCTC thermal run-away detector system	Maritime services	This system is capable of real-time monitoring of the temperature change at the nearby area of EVs, quickly detecting the possible occurrence of a fire, and promptly triggering alarms. It works in conjunction with the ship’s firefighting system to extinguish fires, thereby reducing the potential fire incidents as well as minimizing the risk of personal injury and property damage.	It was in the project implementation phase and has finished the system design. Acceptance test is expected to be finalized by the second quarter of 2025.

BUSINESS

MANUFACTURING AND INSTALLATION

We employ a “sales-oriented production” model, which is a demand-driven approach that aligns our production planning with sales order volumes.

At our production facility, we produce essential and core components of our ship exhaust gas cleaning systems including scrubbers, control systems, water quality analyzers, flue gas valves, among others, marine and offshore gas skid and module in the marine clean-energy supply systems, and the hydro blasting machines and hydroponic vegetable cabinets in the maritime services, among others.

Our production facility

Our production facility, strategically located in Nantong, Jiangsu province, has convenient access to a nearby inland river port where we hold the port operating license, enabling us to conveniently and rapidly transport our large-scale products from the production facility to various third-party shipyards via an inland waterway that is merely 10 kilometers away from the Yangtze River estuary. For example, unlike other marine exhaust gas cleaning systems providers that design scrubbers with flange connections which need multiple times of transportation to ports for assembly at third-party shipyards, we fabricate scrubbers as fully welded units. This not only enhances the scrubbers’ seal integrity but also significantly reduces assembly time at the third-party shipyard, minimizing the leakage risk and providing a streamlined delivery process. Our production facility has a construction area of approximately 10,000 square meters and has been put into commercial production since June 2021, before which we mainly procured from OEMs. Our production facility focuses on manufacturing essential and core equipment or components of our ship exhaust gas cleaning systems, marine and offshore gas skid and module in the marine clean-energy supply systems, and the hydro blasting machines and hydroponic vegetable cabinets in the maritime services. We continue to outsource to

BUSINESS

OEMs for N₂ generators and energy-saving devices and other non-core products and equipment, such as container ship and PCTC lashing gearing, after the production facility commenced operations in 2021. We ceased to enter into procurement agreements with any OEMs in relation to scrubbers since our production facility was put into commercial production in June 2021. Both our employees and contracted workers work in our production facility. The following table sets forth the total production, annual production capacity, and utilization rate for the periods indicated:

	For the year ended December 31,			For the six months ended June 30,	For the period from January 1, 2024 to the Latest Practicable Date
	2021	2022	2023	2024	
	2021	2022	2023	2024	Date
Marine exhaust gas cleaning systems (working hours)	54,924	205,730	252,690	77,028	143,346
Marine energy-saving devices ⁽¹⁾ (working hours)	—	—	—	12,720	12,720
Marine clean-energy supply systems (working hours)	—	2,028	1,560	5,444	5,444
Maritime services (working hours)	7,060	9,212	4,742	1,286	21,548
Total production (working hours)	61,984	216,970	258,992	96,478	183,058
Production capacity (working hours)	128,333	220,000	220,000	110,000	188,142
Utilization rate (%)	48.3 ⁽²⁾	98.6	117.7 ⁽³⁾	87.7 ⁽²⁾	97.3

Notes:

- (1) We started our business of marine energy-saving devices in 2022. We did not produce any products under the marine energy-saving devices from 2022 to 2023 because we outsourced to OEMs the production of the relevant products. The working hours for the six months ended June 30, 2024 reflect the time spent on developing and prototyping our carbon capture systems.
- (2) We began commercial production in June 2021. The lower utilization rate in 2021 was attributable to the ramp-up phase of our production facility. The lower utilization rate for the six months ended June 30, 2024 was mainly because we reserved some of our capacity for an order from a customer for maritime services, the agreement for which was not signed until July 2024.
- (3) The utilization rate in 2023 was over 100% because we arranged labor resources during overtime work in order to meet the surging demand for our marine exhaust gas cleaning systems. According to Frost & Sullivan, the utilization rate exceeding 100% in 2023 was in line with the industry practice because the COVID-19 pandemic caused severe container shortages and supply chain disruptions from 2021 to 2022, which led to soaring ocean freight rates. As a result, many shipowners postponed the installation of equipment and systems so as not to interrupt their shipping business' operations to benefit from the high ocean freight rates. However, as the pandemic eased in 2023, the ocean freight rates declined, which increased shipowners' willingness to install our equipment and systems.

We measure our production utilization rate by dividing the actual working hours of various production line workers by the total working hours corresponding to the design annual production capacity of 50 sets of scrubbers due to the diverse and customized nature of our products, which differ significantly from standardized items. In order to produce one set of a normal type of scrubber that we used to sell, the production generally involves approximately 4,400 working hours of ten workers in general at the same time. The production cycle of one scrubber was around 55 working days, with around ten workers, each working eight working hours each day. Workers may work simultaneously on

BUSINESS

different production steps and functions. The number of workers working each day fluctuates depending on the task. Since each product requires a different unit of measure for production, working hours allows for a more direct reflection of our productivity. The design annual production capacity of 50 sets of scrubbers is used according to the investment project filing certificate, and therefore, the estimated working hours for producing 50 sets of scrubbers are used as the design annual production capacity of the production facility.

Our production facility helps to ensure product quality while at the same time achieving cost efficiencies by reducing the need to procure components from external suppliers. Furthermore, our production facility has received the factory certifications of Bureau Veritas, Lloyd's Register and RINA for ship exhaust gas cleaning systems and related products. See “— Licenses, permits and approvals” in this section for further details.

Production planning and production and installation process

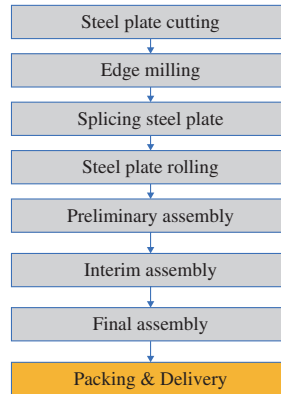
Given the complexity of ship exhaust gas cleaning systems, retrofitting an operational ship requires significant modifications to the ship's structure and its electrical and plumbing systems. Consequently, retrofit in-service ships must dock at shipyards for a certain period to undergo this retrofitting process. Shipowners typically coordinate the retrofitting schedule with us, taking into account factors such as the ship's itinerary and docking availability. For newbuildings, the installation schedule for ship exhaust gas cleaning systems is determined by the shipbuilding timeline.

For retrofit in-service ships, we communicate with shipowners or third-party shipyards in advance to discuss design and technical plans, organize the production of ship exhaust gas cleaning systems, and coordinate with third-party shipyards on docking and retrofitting plans. Throughout the retrofitting process, we are fully involved from the initial design modifications to the final commissioning. Prior to the ship entering the third-party shipyard for retrofitting, we complete the design modifications and organize briefings for all departments involved in the installation and commissioning. We then develop and execute a comprehensive project plan, in conjunction with the third-party shipyard's construction scheme and schedule. During installation, our project manager participates in daily meetings with the third-party shipyard, shipowner, and maritime inspectors, facilitating real-time communication and providing technical support through our engineers. Once installation is complete, the project manager and our commissioning personnel work together to carry out the commissioning process until successful sea trials are concluded.

Our marketing and technical departments organize business and technical briefings for new orders from time to time. The engineering department develops and releases product manufacturing plans, product delivery and project execution plans based on order requirements and organizes engineering briefings. The technical and procurement departments carry out their respective tasks such as procuring raw materials, equipment, spare parts and consumables according to these plans. Production management department then formulates a bi-monthly production plan based on the project plans released by the engineering department. The manufacturing department creates weekly/daily production schedules based on this plan and oversees production and storage. Concurrently, the quality assurance department establishes internal external inspection plans and conducts product inspections during production to ensure tasks are completed with the requisite quality and quantity. After production, the production management department organizes the drafting of monthly production reports to facilitate continuous improvement of the entire production process. See “— Quality control — Quality control in production process” in this section for the details of quality control.

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The following chart sets out a summary of our production process for the crucial part of our ship exhaust gas cleaning systems, namely, scrubbers, which was the main products that we produced during the Track Record Period:



Typically, the production cycle of scrubbers is approximately two to three months, including (i) the prefabrication process, which mainly encompasses steel plate cutting, edge milling, splicing steel plate and steel plate rolling, and takes approximately 30 days; (ii) assembly, including preliminary assembly which is welding the pre-processed steel plates together to form small components, interim assembly which is welding small components together to form big components, and final assembly which is further assembling components as a whole, which takes over a month; and (iii) packing which takes about 10 days. Finally, the completed product is delivered to the third-party shipyard.

We also produce control systems, water quality analyzers and other components for our ship exhaust gas cleaning systems. It takes from two weeks to 1.5 months to complete the production of these components, which can be produced with scrubbers and at the same time.

The time from production to order completion for our ship exhaust gas cleaning systems, including production (approximately two to three months), installation (approximately one to two months) and commissioning (approximately two weeks to one month), is approximately between four and six months, excluding the temporary warehousing period between the completion of production and the shipment (approximately one to six months) and the waiting period before installation (approximately one to four months). The production, installation and commissioning of our systems, equipment and products are subject to the shipping, construction, and repair and maintenance schedules of the shipowners or third-party shipyards. Usually there is a period of approximately one to 13 months between the completion of production and installation.

During the Track Record Period, we outsourced certain non-core production processes to contractors such as surface insulation treatment, machining, material cutting, drilling, and laser cutting for our ship exhaust gas cleaning systems. These processes are not considered key procedures or critical technologies. The core technology and value addition of our ship exhaust gas cleaning systems lie predominantly in our product design.

BUSINESS

Critical production machinery and equipment

During the Track Record Period, most of our production machinery and equipment were purchased in the PRC. We adopt a straight-line depreciation method for our production machinery and equipment.

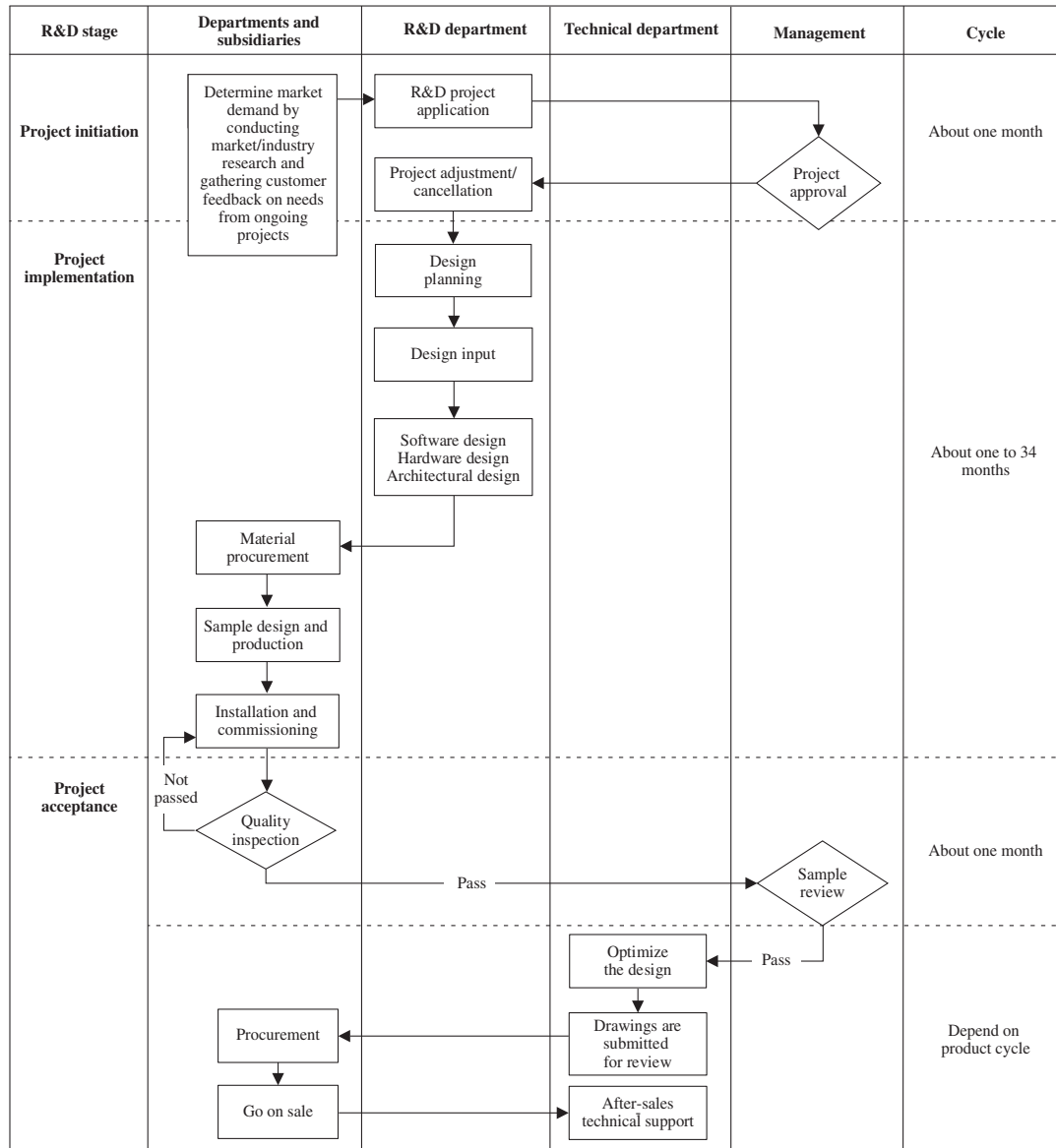
The table below sets forth information on our own major machinery and equipment as of June 30, 2024:

Machinery and equipment	Purpose/function	Age	Repair and maintenance history	Time for replacement or upgrade
Laser cutting machine	Steel plate cutting and blanking	3 years	Semi-annual maintenance	By 2026
Laser machine worktable	Cutting platform	3 years	Semi-annual maintenance	By 2026
Plate bending machine	Bending the sheet metal into shape	3 years	Semi-annual maintenance	By 2030
Multi-function busbar processing machine	Shearing, punching, large bending, small bending (foldback), embossing, pressing cable head, etc.	4 years	Semi-annual maintenance	By 2030
Plasma cutting machine	Steel plate cutting and blanking	3 years	Monthly maintenance	By 2026
Radial drilling machine	Drilling, reaming, plane and tapping of parts, etc.	3 years	Semi-annual maintenance	By 2026
Electric beveling machine	Punching grooves on metal components	3 years	Semi-annual maintenance	By 2026
Vacuum Lifter	Moving of workpieces with suction	3 years	Quarterly maintenance	By 2026
Edge milling machine	Opening the weld groove of the steel plate before welding	3 years	Semi-annual maintenance	By 2030
Stationary crane	Lifting materials, semi-finished products, finished products, etc.	3 years	Quarterly maintenance	By 2030
Electric single girder crane	Lifting materials, semi-finished products, etc.	1 year	Quarterly maintenance	By 2033
Forklift	Transportation, loading and unloading of self-manufactured semi-finished products, purchased materials and purchased equipment, etc.	3.5 years	Maintenance every 300 working hours	By 2030
Hoist double girder crane	Transportation, loading and unloading of self-manufactured semi-finished products and finished products, etc.	3.5 years	Quarterly maintenance	By 2030
Argon arc welding machine (removable bottom pulley type)	Welding related to self-manufactured structures, such as towers, skids, tanks, compartments, cabinets, valves, etc.	3 years	Monthly maintenance	By 2026
Air compressor	Supplying compressed air to pneumatic tools, air tightness test, etc.	3 year	Semi-annual maintenance	By 2030
Air compressor	Supplying compressed air to pneumatic tools, air tightness test, etc.	3 years	Semi-annual maintenance	By 2030
Self-adjusting roller frame	Moving the roller set according to the different diameters of the workpieces and adjusting the center distance of the rollers to accommodate changes in workpiece size	3 years	Semi-annual maintenance	By 2026
Production platform (5*2*0.75)	Product manufacturing platform for improving manufacturing efficiency	3 years	Semi-annual maintenance	By 2026
Production platform (6*6*0.7)	Product manufacturing platform for improving manufacturing efficiency	3 years	Semi-annual maintenance	By 2026

BUSINESS

RESEARCH AND DEVELOPMENT

Our technology development process comprehensively covers all business segments, including the technical department and R&D department. The following chart sets forth our R&D workflow, detailing the various work streams:



Our R&D department conducts feasibility analyses based on the latest industry trends and market demands. Upon completion of feasibility analyses, our R&D department submits a project application for approval by our management. Following approval, our R&D department adjusts project application according to our management’s feedback, completes our design planning, and integrates the design planning. Our R&D department then proceeds with the software design, hardware design and architectural design, procures materials, produces prototypes, and carries out installation and commissioning. Upon successful quality inspection, the R&D project is concluded by our R&D department.

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Subsequently, our technical department undertakes detailed design and production design for formal orders and submits the drawings to the relevant maritime classification societies for review, continuously optimizing the design throughout the delivery and after-sales process. Generally, the overall cycle for R&D projects ranges from approximately three months to 36 months. The R&D cycle differs depending on the complexity and scale of the equipment or systems under development.

Our R&D team is deeply involved throughout the lifecycle of our new projects, from the outset where it engages in the conception and development of equipment and systems tailored to customer specifications, to the ongoing execution where it ensures alignment with project objectives. The application and feedback accumulated from these projects help us to improve and refine our R&D strategies. Our R&D team members have an average of 10 years of industry experience, with the majority holding at least a bachelor's degree, encompassing a diverse range of specializations including hull design, marine engineering, electrical engineering, chemistry, and thermal energy. Our R&D team is led by Mr. Chen Zhiyuan, who holds a master of science in marine technology from Newcastle University in the United Kingdom, with over 20 years of experience in the shipping and shipbuilding industries. As a Co-founder and the chief technology officer of our Company, he leads the team in advancing maritime environmental protection equipment and system technologies and products.

Our R&D center and R&D team in Shanghai are pivotal to our innovation strategy. It is intended to pioneer the application of our technologies, and focuses on the development and implementation of advanced technologies, such as the N₂ generator project. Furthermore, R&D center in Shanghai could incorporate its R&D efforts in our production facility in Nantong. For example, during the period of our development of the dual alkali-based carbon capture system, we were able to rapidly prototype and test the alkali-based carbon capture system in real-world conditions leveraging our production facility, which we believe significantly reduces the time from conception to the completion of development. Similar to the dual-alkali process, we have successfully completed the construction, assembly, and testing of our organic amine-based carbon capture system using our production equipment by the combined efforts of our R&D team and our production facility.

Meanwhile, our R&D team based in Lisbon, WTC, spearheads the directional R&D of new energy technologies, with a primary focus on principle design, exemplified by the development of the waste heat recovery system.

Our technology portfolio meets the evolving needs of our customers and helps us to stay ahead of industry trends. The following table sets forth a summary of our key technologies which were developed by us independently:

<u>Technology</u>	<u>Description of the technology</u>	<u>Application</u>
Ship exhaust gas open cleaning technology ⁽¹⁾	Our systems designed based on this technology can process exhaust gas and seawater to meet the emission standards stipulated by MARPOL, fulfilling the needs of ships for continuous long-distance voyaging. Moreover, the systems have a simple structure, and the costs for installation, maintenance, and upgrades are relatively low. Additionally, it is possible to choose between open-loop and hybrid systems depending on the emission requirements of different sailing areas.	Applied to ship exhaust gas cleaning systems (open-loop and hybrid types) under our marine exhaust gas cleaning systems

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<u>Technology</u>	<u>Description of the technology</u>	<u>Application</u>
Marine clean-energy supply technology ⁽¹⁾	The storage and use of clean-energy sources such as methanol, ammonia, and other low flash point fuels, as well as LNG come with higher safety requirements and technical challenges. Our clean-energy filling technology is based on comprehensive simulation analysis (including pipeline stress analysis, vibration analysis, exhaust and drainage analysis). Through integrated control, digital detection and information collection and feedback, our technology can ensure a stable supply of clean energy, meeting the needs of both the main and auxiliary engines on ships.	Applied to LFSS and FGSS under our marine clean-energy supply systems
Marine nitrogen technology ⁽¹⁾	Low-flashpoint fuels and LNG are chemically reactive and have a high risk of explosion and needing to be filled with nitrogen to achieve inerting treatment in their operating environment to improve the safety in ship power system operation. This technology facilitates the preparation of nitrogen on board and the filling of the application environment. This technology obtains pure air through a series of processes such as air compressor pressurization, multi-stage filter filtration, and refrigeration dryer drying, and then separates the nitrogen in the air through a membrane method or pressure swing adsorption method, so as to obtain nitrogen with a pressure and purity that meets the requirements of ship use. This technology can also facilitate the inerting of nitrogen into pipelines, storage tanks, etc., to realize the inertization of the fuel operating environment.	Applied to N ₂ generator under our marine clean-energy supply systems
Dual alkali decarburization technology	This technology combines the open alkali addition spray system to carry out spray decarburization and CaO replacement reaction on the ship's flue gas in the decarburization tower, forming a decarburization process that converts carbon dioxide into solid compounds and reuses the lye for recycling, so that the ship's flue gas can reduce CO ₂ emissions by 10%–20% or more on the original desulfurization effect.	Applied to carbon capture system (dual alkali-based) under our marine energy-saving devices
Alcohol amine decarburization technology	This technology combines desulfurization and decarbonization, and captures the CO ₂ in the ship's flue gas through the chemical absorption of alcohol amine solution, so that the ship's flue gas can reduce CO ₂ emissions by 10%–20% or more on the original desulfurization effect.	Applied to carbon capture system (organic amine-based) under our marine energy-saving devices

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<u>Technology</u>	<u>Description of the technology</u>	<u>Application</u>
Marine interior design technology ⁽¹⁾	We focus on providing high-standard marine interior engineering, procurement and construction (EPC) package services, which supply high-technology composite materials such as interior wall panels, floor materials, fabric, marine glue, door hardware, etc. We will persist with new technology research in accommodation systems, satisfy the relative standards of living quarters and international trends, focus on people, and, foremost, be customer-centered.	Applied to maritime services

Note:

(1) These technologies have been applied in commercial production.

Furthermore, our own production facility allows us to seamlessly integrate our R&D efforts into practice. We have developed prototypes and conducted tests for various projects including LFSS skids, high- and low-pressure skids for fuel supply systems, bunker manifold skids, marine photovoltaic systems, and hydro blasting machines), hydroponic vegetable cabinets, and urea storage solutions, all within our production facility.

As a result of our R&D and innovation capabilities, we have earned awards and recognitions for our innovation. See “— Awards and recognitions” in this section for further details.

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The following table sets forth the details of certain of our major R&D projects:

Name	Equipment and systems	R&D results	Timeline			Cycle from project initiation to project acceptance
			Project initiation	Project implementation	Project acceptance	
Fourth-generation ship exhaust gas cleaning systems	Marine exhaust gas cleaning systems	The water volume of each pump was reduced to 60%-70%. The standby pump meets the standby function under 90% working conditions.	Third quarter of 2022	Third quarter 2022 to third quarter 2022	Third quarter of 2022	About two months
Organic amine-based carbon capture system	Marine energy-saving devices	The test results were comprehensively analyzed, and the following conclusions were drawn: 1. The maximum carbon capture efficiency was: 93.08% 2. The pilot system operated stably, and the test results were consistent with the design parameters.	First quarter of 2023	First quarter of 2023 to second quarter of 2024	Second quarter of 2024	About 18 months
Marine photovoltaic system	Marine energy-saving devices	The system can basically realize the pre- envisaged functions, such as directly integrate the converted electrical energy into the ship's public power grid through inverters and isolation transformers.	First quarter of 2023	First quarter of 2023 to third quarter of 2023	Third quarter of 2023	About nine months
LFS	Marine clean-energy supply systems	The feasibility study and system principle design have been completed, clarifying the main equipment parameters. We have established the basis for equipment selection, and have the ability to independently carry out the procurement, construction, etc. of the main equipment.	Second quarter of 2020	Second quarter of 2020 to fourth quarter of 2022	Fourth quarter of 2022	About 33 months
PSA nitrogen generator	Marine clean-energy supply systems	We have mastered the key technology of the system and can carry out detailed design for various mainstream ship types, reserve a complete set of system data, have the ability to carry out actual projects, independently draw a full set of drawings for the R&D of large-scale PSA nitrogen system, as well as have the ability to select equipment for system projects, procurement, system commissioning, and after-sales warranty.	First quarter of 2023	First quarter of 2023 — third quarter of 2023	Third quarter of 2023	About six months
Ship cyber security software and hardware	Maritime services	We have completed the research on equipment principles and classification society specifications, and received the approval in principle certificate issued by Lloyd's Register Classification Society.	Second quarter of 2020	Second quarter of 2020 to third quarter of 2020	Fourth quarter of 2020	About six months

BUSINESS

LOGISTICS AND INVENTORY MANAGEMENT

Our cost of purchase primarily includes (i) raw materials consumed during our production primarily including stainless-steel plates and stainless-steel pipes, and (ii) product components we procured from suppliers or OEMs primarily including rudder bulbs, N₂ generators, air compressors, interior accommodation, and spares parts. Our procurement of raw materials and product components is conducted on a “production-driven” basis, meaning that purchases are made in alignment with established production schedules. For our main raw materials and product components, procurement is directly tied to these schedules, while for auxiliary materials, we maintain a certain level of safety stock to ensure uninterrupted production. See “Financial Information — Key factors affecting our results of operations — Our ability to manage our materials expense effectively” for the details of our various measures to manage our cost of purchase.

Logistics and warehouse

We operate our warehouses in our production facility in Nantong primarily for storing certain components and raw materials. We engage third-party logistics service providers for the delivery of all finished goods from our production facility to shipyards for installation. Raw materials and components are delivered directly to our production facility by suppliers.

The daily management of the warehouse and the control of material inflows and outflows are critical components of our operational efficiency. Upon receipt of goods, warehouse personnel are required to categorize and store items according to their type, characteristics, performance, and intended use. This process involves a systematic arrangement of goods into designated areas and the meticulous recording of these items in the inventory ledger. Prior to the withdrawal of materials, the individual requesting the items must complete a material requisition form. This form must then be authorized with the signature of the department manager before the materials can be issued by the warehouse personnel.

Inventory management

Our inventory primarily includes raw materials, work-in-process and finished goods. Our inventory turnover days were 82.0 days, 130.6 days, 118.7 days and 57.9 days in 2021, 2022 and 2023 and for the six months ended June 30, 2024, respectively. We implement strict inventory control policies to monitor our inventory levels at our production facility and warehouse, and maintain a relatively low level of inventory as we generally adopt a “production-driven” approach.

Warehouse personnel shall conduct monthly inventory checks to verify the accuracy of stock levels and to ensure that the physical count aligns with the recorded inventory. This process is not only crucial for identifying any discrepancies between the actual inventory and the inventory records, but also for helping us to maintain an optimal inventory level that is both cost-effective and responsive to market demands.

BUSINESS

QUALITY CONTROL

We are committed to maintaining the high quality of our products. Our quality control system allows us to uphold our product quality standards, meet our customer's requirements, minimize waste and improve production efficiency. Our quality control procedures cover the entire product lifecycle, primarily including: (i) R&D activities, (ii) supply chain management, and (iii) the production process.

Quality control in R&D

We develop our products in accordance with the requirements of relevant laws and regulations and industry practices. We conduct a series of evaluation and validation processes on prototype products to ensure product quality while controlling production costs. Our new products are tested under a variety of environmental conditions to meet the diverse needs of our customers.

Quality control in supply chain management

We have comprehensive policies and detailed procedures in place to ensure the quality of the components and raw materials we purchase from suppliers. When selecting and evaluating suppliers, we conduct due diligence and consider a number of factors, including, but not limited to, product or service quality, production conditions of products and technical capabilities. Suppliers must provide comprehensive documentation, including company profiles, business licenses, tax registration, management system certifications, product certifications, and environmental and occupational health safety management information. Depending on the type, function, design complexity, and manufacturing complexity of the materials, suppliers are categorized into three categories with corresponding quality assurance requirements. Category I suppliers must have a quality management assurance system and are capable of handling key integrated equipment or subsystems and producing complex structural components according to our specifications. Category II suppliers should have an inspection system in place and are able to produce general structural components, handle standard parts with special requirements, and independently complete and verify the quality of the materials they handle. Category III suppliers are responsible for supplying general raw materials and components, excluding those covered by Category I and II.

We require our suppliers to comply with our internal supply chain management policies. Our designated quality control team is responsible for communicating with suppliers regarding quality standards, and will thoroughly inspect product samples to ensure that they meet all technical requirements set forth in our product designs. The sample inspection process involves collecting product samples from suppliers and evaluating them against our internal standards. If substandard samples are identified: (i) we will notify the supplier the substandard samples are identified; (ii) suppliers are required to implement corrective measures to address the quality issues; and (iii) subsequent inspections will be conducted to ensure that the products meet the required standards.

Supplier assessment is conducted annually to ensure ongoing compliance with our quality standards. We may conduct regular or ad-hoc on-site inspections of suppliers and require suppliers to remedy quality issues timely upon notice. We maintain detailed assessment records for each supplier, documenting their compliance with quality, environmental, and occupational health safety standards.

BUSINESS

Quality control in production process

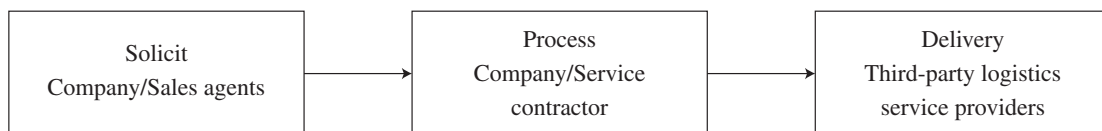
Our production facility in Nantong which we operated through ContiOcean Nantong is responsible for production. We have established a comprehensive production management and quality control process that begins with the marketing and sales department receiving sales orders. These orders are then uploaded to our Enterprise Resource Planning (ERP) system, which facilitates the seamless integration of order processing with our production management. The production management department, in turn, develops a production schedule based on the project plans provided by the engineering department. Following this, the manufacturing department formulates a job plan in accordance with the production schedule and organizes the production activities. Upon completion of the production process, our quality assurance department conducts rigorous inspections to ensure that the products meet our high standards.

We are committed to complying with the applicable production and sales laws, regulations, and national and industrial standards. We have been accredited with the quality management system certification, attesting that our quality management system for R&D, and our sales services of ship equipment and accessories, electromechanical equipment, and environmental protection equipment, is in compliance with the GB/T19001–2016/ISO9001:2015 standards.

During the Track Record Period and up to the Latest Practicable Date, we did not experience any material sales returns, product recalls or product liability claims due to quality control issues.

SALES AND SERVICE NETWORK

We solicit, process and deliver customers orders by involving different parties in different stage. A diagram of the procedure is set forth below:



Promotion and sales agents

We generally promote sales of maritime services by ourselves, and we primarily utilize sales agents to promote our sales for other equipment and systems. Our sales primarily include business negotiations and bidding processes. Business negotiations involve proactively contacting customers based on industry information channels or responding to customers' business invitations. Through discussions on design products, pricing, and business negotiations, we ultimately secure orders. Upon finalizing an order, contracts are signed with customers, and production commences. Bidding is an alternative, which includes both public and invitation-only tenders. We acquire project information through public channels or our proprietary networks. Then we organize various departments to determine technical solutions and complete cost estimates and other bidding materials, and after obtaining an internal approval to proceed, prepare bidding documents and participates in bidding. After winning the bid, we will sign a contract with the customer and production commences according to contract requirements.

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We also engage sales agents to market and promote our equipment and systems to shipowners in their own channels. When shipowners express their procurement needs, the sales agents organize us to issue quotations, negotiate and communicate with shipowners and help confirm their orders, and we enter into sales agreements with our customers directly. After that, we organize product delivery and order payment according to the operation and transaction flow under each segment. See “— Our equipment and systems” in this section for further details. There is no material difference in the work of sales agents or the delivery process for sales in the PRC and overseas because most of the ships would come to the shipyards in the mainland China for installation of relevant equipment and systems. For details of sales agents, see “— Marketing strategy” in this section.

The following table sets forth the revenue breakdown by sales promoted by ourselves and by sales agents for the periods indicated:

	For the year ended December 31,						For the six months ended June 30,			
	2021		2022		2023		2023		2024	
	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%
Sales promoted by ourselves	45,634	32.5	93,822	35.1	231,572	45.4	103,879	47.3	90,484	26.9
Sales promoted by sales agents	94,887	67.5	173,411	64.9	278,683	54.6	115,677	52.7	245,982	73.1
Total	140,521	100.0	267,233	100.0	510,255	100.0	219,556	100.0	336,466	100.0

Service contractor

Our service center based in Shanghai and our subsidiaries in the PRC provide services for the domestic and global markets. The service center operated by us in Singapore covers the Southeast Asia market. We provided services worldwide through our service contractor including Asia, Europe, Americas, and the Middle East. Our service centers are in charge of providing comprehensive customer services including processing and delivering customers’ orders and providing technical guidance in our global service network, and they also conduct marketing activities.

Set out below are the material terms of the service agreement with our service contractor:

Term	One year.
Services provided by the service contractor	The service contractor shall provide necessary technical services according to our instructions. The service contractor is required to submit a budget proposal before the execution of the service and obtain our confirmation. There is no material difference in delivery process between sales in PRC and overseas or the work performed by service contractor in different geographical locations.
Our obligation	We shall provide all necessary information regarding the proposed or required service including the name of the ship, details of the work, relevant time and location.

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IP protection	The service contractor should take any action which we may reasonably request to protect our IP rights at our expense and shall promptly notify us in writing of any actual or potential infringement of our IP rights.
Termination	The agreement can be terminated by either party by giving not less than three months' written notice, or by us for certain breaches or events caused by the service contractor, or by the service contractor for certain breaches or events caused by us.
Renewal	The agreement is automatically extended for another year unless either party breaches the agreement or notifies the other party of terminating the agreement.

We offer customers comprehensive services from pre-sale technical consultations to after-sale maintenance. In addition, we have cultivated a global service network. Moreover, we are dedicated to maintaining a responsive communication channel, ensuring that customer feedback is acknowledged and addressed around the clock.

Our customer base now extends across multiple countries and regions, including Asia, Europe, the Americas, and the Middle East, demonstrating our global reach and our customers' trust in our equipment and systems. Our customers include renowned shipowners and ship builders and their affiliates, such as Customer B, as well as prominent Chinese enterprises like Shanghai Waigaoqiao Shipbuilding Co., Ltd (上海外高橋造船有限公司) and Customer D. Our major customers generally procured from us multiple equipment and systems after experiencing our quality and services. For example, since 2018, when we first established our relationship, one of our major customers, Customer B, has procured ship exhaust gas cleaning systems, energy-saving devices, and ship accommodation interior design and construction, container ship and PCTC lashing gears under our maritime services. Another major customer who is known for its operations in the container feeder market, facilitating the movement of goods from major international shipping routes to inland destinations, has also procured ship exhaust gas cleaning systems, wind deflectors and maritime services from us since 2021 when we first established our relationship with them.

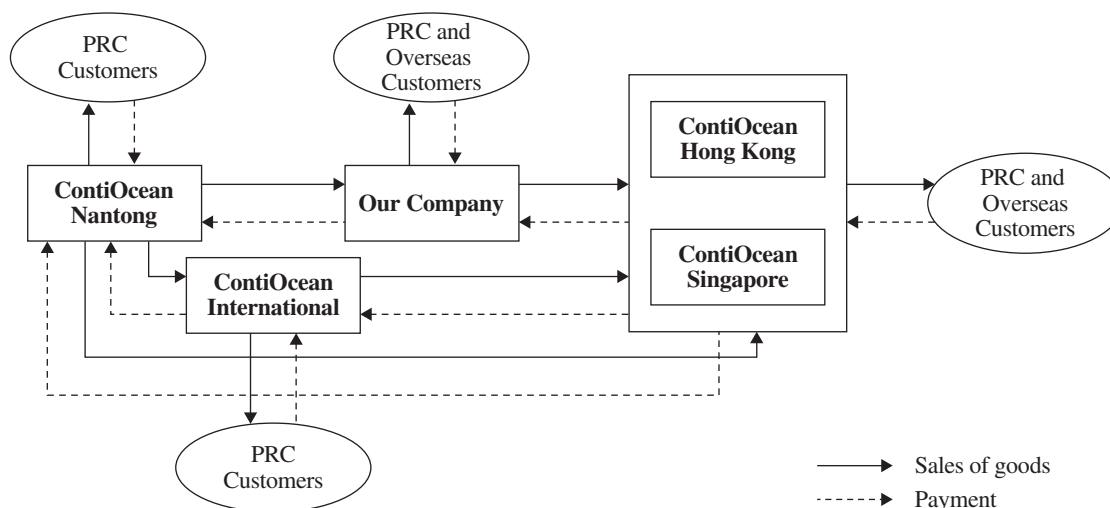
TRANSFER PRICING ANALYSIS

Our Group operates through subsidiaries in the PRC, Hong Kong, Singapore, Portugal and Norway which perform different functions including but not limited to manufacturing, sales and marketing and services. During the Track Record Period, our Group's subsidiaries in the PRC, Hong Kong, Singapore, Portugal and Norway have engaged in the following five types of intercompany transactions, namely (i) product buy-sell transactions, (ii) technical services, (iii) sales support services, (iv) R&D support services and (v) administrative service. These intercompany transactions are collectively referred to as "**Covered Transactions**" in this sub-section with regard to transfer pricing analysis.

BUSINESS

Intercompany product buy-sell transactions

During the Track Record Period, our Group's overall and intercompany product buy-sell transactions are illustrated below. The products are mainly maritime environmental protection equipment and system products such as marine exhaust gas cleaning systems, marine energy-saving devices, marine clean-energy supply systems and maritime services.



Our Company summarizes the amounts and percentage of sales of goods to third party customers in the table below.

Companies	For the year ended December 31,			For the six months ended June 30,
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
ContiOcean Nantong				
Sales to third parties	15,142	13,696	26,731	28,047
Sales to third parties (%)	46.8%	16.2%	16.9%	24.3%
Our Company				
Sales to third parties	34,712	91,160	273,563	83,918
Sales to third parties (%)	85.9%	83.9%	85.3%	70.6%
ContiOcean International				
Sales to third parties	Not established		1,288	1,969
Sales to third parties (%)	Not established		21.9%	8.8%
ContiOcean Hong Kong				
Sales to third parties	32,055	23,506	140,084	59,998
Sales to third parties (%)	100%	100%	97.1%	99.4%
ContiOcean Singapore				
Sales to third parties	56,638	79,528	45,575	131,035
Sales to third parties (%)	100%	100%	98.6%	100%

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Our Company summarizes the amounts and percentage of purchase of goods from third parties, in the table below.

Companies	For the year ended December 31,			For the
	2021	2022	2023	six months
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	ended
				June 30,
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
ContiOcean Nantong				
Purchase from third parties	30,385	103,381	129,118	50,171
Purchase from third parties (%)	100%	100%	96.4%	99.2%
Our Company				
Purchase from third parties	7,380	25,085	49,096	21,209
Purchase from third parties (%)	30.1%	26.5%	31.1%	34.9%
ContiOcean International				
Purchase from third parties	Not established		5,260	25,504
Purchase from third parties (%)	Not established		92.1%	96.2%
ContiOcean Hong Kong				
Purchase from third parties	19,950	13,458	44,408	17,117
Purchase from third parties (%)	79.2%	74.8%	56.0%	37.7%
ContiOcean Singapore				
Purchase from third parties	106,906	6,531	25,569	9,640
Purchase from third parties (%)	99.6%	30.9%	39.7%	11.5%

With respect to the pricing policy, company level operating margin is considered. Under a sales transaction with a third party customer, it involves sales of goods and provision of technical activities such as design, installation, commissioning and maintenance of maritime environmental protection equipment and system product. Our Company is responsible for carrying out the technical activities for the sales made to customers through itself and related companies (ContiOcean Nantong, ContiOcean International, ContiOcean Hong Kong and ContiOcean Singapore). Therefore, apart from intercompany payments under product buy-sell transactions, technical service fees are paid by the related companies to our Company. The Group considers that ContiOcean Nantong, ContiOcean International, ContiOcean Hong Kong and ContiOcean Singapore entitle to earn target range of operating margins on company level, taking into account of their overall functions performed and level of involvement in the value chain of the Group's business. The company level operating margins for our Company, ContiOcean Nantong, ContiOcean International, ContiOcean Hong Kong and ContiOcean Singapore are summarized in the table below.

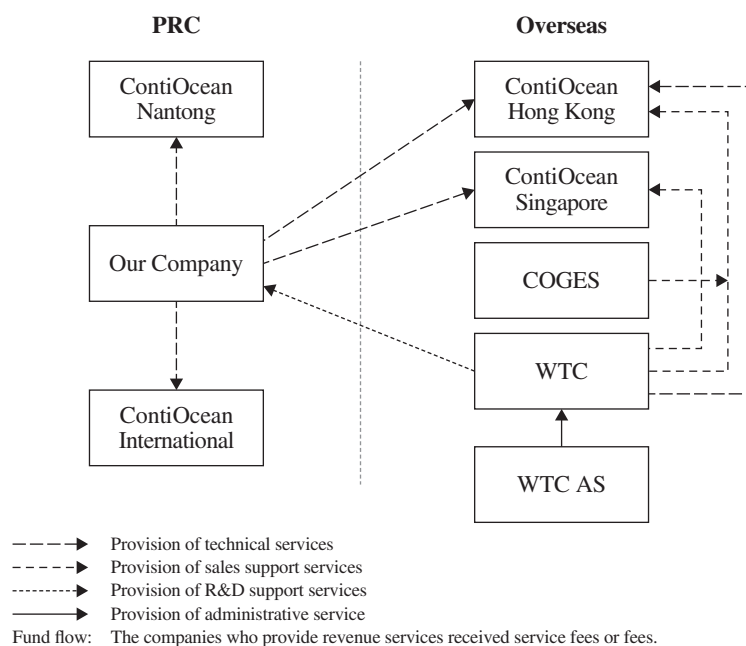
BUSINESS

<u>Company Operating Margin</u>	<u>For the year ended December 31,</u>			For the six months ended June 30,
	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>
Our Company	14.7%	16.0%	33.8%	41.6%
ContiOcean Nantong	1.8%	11.9%	1.6%	6.8%
ContiOcean International	Not established		15.68%	7.68%
ContiOcean Hong Kong	1.8%	1.6%	5.36%*	4.2%
ContiOcean Singapore	-1.9%	8.3%	14.47%	5.2%

(* Normalised operating margin excluding a few one-off transactions with third parties)

Intercompany service provision transactions

During the Track Record Period, there were four types of services provided among group companies, which were technical services, sales support services, R&D support services and administrative service.



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Transfer Pricing Characterisation

Our Group engaged an independent transfer pricing tax consultant, namely BDO Tax Limited (“**Transfer Pricing Tax Consultant**”), to conduct transfer pricing review and benchmarking studies on the Covered Transactions. The transfer pricing review is conducted in accordance with relevant transfer pricing regulations of Hong Kong, PRC, Singapore and OECD TPG. The jurisdictions of Hong Kong, PRC, Singapore, Portugal and Norway acknowledge OECD TPG and the local TP regulations are largely consistent with the spirit of the OECD TPG.

We are a PRC-based maritime environmental protection equipment and system provider serving customers from different regions. The principle activities are product development throughout the lifecycle of projects for Group’s products (i.e. maritime environmental protection equipment and system products), sales of such products to customers through itself and related companies, and to undertake technical and after-sales activities for customers of the Group, such as design, installation, commissioning and maintenance to ensure products are installed and operate on customer ships properly. Our Company has economically significant people functions and financial capability in overseeing and controlling the manufacturing, trading, R&D and overall business activities for the Group, thus it assumes the major market risk, R&D risk, product liability risk and credit risk for the overall business for the Group. Our Company is characterized as an entrepreneur.

ContiOcean Nantong’s principle activities are mainly manufacturing and sales of Group’s products to customers through itself and related companies. It also carries out R&D activities at production level. ContiOcean Nantong mainly assumes manufacturing and R&D risks (at production level), limited market risk and product liability risk, it is characterized as a contract manufacturer.

ContiOcean International’s principle activities are handling purchase of maritime environmental protection equipment and system products from third party suppliers, and administrative tasks for exporting goods to ContiOcean Hong Kong and ContiOcean Singapore and few third party customers according to the instructions and requirements of our Company. ContiOcean International assumes limited market risk, it is characterized as a limited risk distributor.

ContiOcean Hong Kong enters into contracts for purchase and sale of maritime environmental protection equipment and system products with related and third parties. However, ContiOcean Hong Kong only carries out business development and marketing activities, it does not undertake any product development, manufacturing, technical and after-sales activities for the sales made to customers. Therefore, ContiOcean Hong Kong is characterized as a sales agent, it assumes limited market risk.

ContiOcean Singapore enters into contracts for purchase and sale of maritime environmental protection equipment and system products with related and third parties. However, ContiOcean Singapore only carries out business development and marketing activities, it does not undertake any product development, manufacturing, technical and after-sales activities for the sales made to customers. Therefore, ContiOcean Singapore is characterized as a sales agent, it assumes limited market risk.

COGES’s principle activities are business development and marketing for the Group’s products for non-PRC customers. It does not undertake any product development, manufacturing, distribution, technical and after-sales activities, thus it assumes limited market risk. COGES is characterized as a sales agent.

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WTC is responsible for carrying out technical support, R&D support, business development and marketing activities for related companies. It assumes limited R&D risk and market risk as it provides such services in accordance with the instructions and requirements of the related companies. WTC is characterized as a service provider and sales agent.

WTC AS is responsible for processing and passing through payroll for WTC's personnel as a start up company. It does not assume any business risk and is characterized as an administrative service provider.

Transfer Pricing Assessment

From a transfer pricing perspective, our Company is an entrepreneur of the Group. After the related companies (ContiOcean Nantong, ContiOcean International, ContiOcean Hong Kong, ContiOcean Singapore, COGES, WTC and WTC AS) are compensated with arm's length returns for their roles and responsibilities with respect to the Covered Transactions, the residual profit for the Group's business (or loss, if any) is retained (or absorbed) by our Company. Transfer Pricing Tax Consultant selected the most appropriate transfer pricing methodology in its benchmarking studies based on nature and characteristics of the Covered Transactions. The transfer pricing methods are established below with respect to their involvements in the Covered Transactions during the Track Record Period.

Based on the Covered Transactions outlined, ContiOcean Nantong, our Company ContiOcean International, ContiOcean Hong Kong, ContiOcean Singapore, COGES, WTC and WTC AS were selected as the tested parties as they undertake routine manufacturing, distribution and service functions in the Covered Transactions. Details of benchmarking analyses for each tested party are set out below:

Tested Party	Benchmarking Analysis	Transfer Pricing Method	Profit Level Indicator ("PLI")
ContiOcean Nantong	Asia Pacific Manufacturer	Transactional Net Margin Method ("TNMM")	Net Cost Plus Markup ("NCP ¹ ")
ContiOcean International	Asia Pacific Distributor	TNMM	Operating Margin ("OM ² ")
Our Company, WTC	Asia Pacific Technical Service	TNMM	NCP
ContiOcean Hong Kong, ContiOcean Singapore, COGES, WTC	Sales Agent	Internal Comparable Uncontrolled Price ("CUP") Method	Commission (% of sales)
WTC AS	Simplified Method Without Benchmarking	TNMM	Break-even to 5% NCP

Under TNMM, the above-mentioned benchmarking analyses for manufacturer, distributor and technical service in the Asia Pacific Region are conducted to ascertain the arm's length returns for the tested parties. To identify comparable companies, OSIRIS database provided by Bureau Van Dijk ("BvD") is used. The search process is to first identify the pool of potential active comparable

¹ NCP = operating profit/total costs
operating profit = sales revenue – cost of sales – operating expenses
total costs = cost of sales + operating expenses
operating expenses = distribution and selling expenses + administrative expenses + research and development expenses
² OM = operating profit/sales revenue

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companies based on relevant Standard Industrial Code and geographical location of Asia Pacific region. Secondly, to apply quantitative criteria to eliminate companies with insufficient financial data or continuous loss during the Track Record Period. Thirdly, to perform qualitative screening on the business descriptions, financial data from the database and information from other sources (e.g. company websites, annual reports) to eliminate companies with functions or products/services significantly different from the tested parties' functions and products/services. After the above searching and screening criteria, independent companies that are comparable in functions performed and risks assumed by the tested parties are identified. Their available financial results (i.e. PLIs of NCP or OM) relevant to the Track Record Period are summarized to calculate the inter-quartile range as the arm's length returns.

Under internal CUP method for the tested parties characterised as sales agent, on the basis that the Group engages independent sales agents to carry out sales and business development activities during the Track Record Period, the independent agreements with similar sales and business development activities as the tested parties are accepted as comparable agreements. The payments of commission rates are summarized to calculate the inter-quartile range as the arm's length return.

ContiOcean Nantong is characterized as a contract manufacturer. For 2021, ContiOcean Nantong's NCP for 2021 is 1.82%, which falls below the arm's length NCP of 5.92% to 13.92% for 2021. On the basis that our Company is characterized as an entrepreneur, after it has compensated related companies with arm's length returns for their role and responsibilities with respect to the Covered Transactions, the residual profit for the overall business (or loss, if any) shall be retained and owned by our Company. Therefore, our Company shall remunerate ContiOcean Nantong for arm's length NCP for 2021. Given that our Company's CIT rate was 15% whereas ContiOcean Nantong's CIT rate was 25% during 2021, the CIT exposure is estimated based on a tax rate difference of 10%. Based on the quantification, the amount of PRC CIT exposure for 2021 is not material from the Group's financial perspective. For 2022 to six months ended June 30, 2024, overall, given that our Company and ContiOcean Nantong were subject to the same CIT rate of 15% (as high-tech enterprises) in the PRC, there shall be no transfer pricing risk because the profit allocation between our Company and ContiOcean Nantong will have no overall CIT impact.

ContiOcean International is characterized as a limited risk distributor. ContiOcean International's average OM from 2023 to six months ended June 30, 2024 is 9.35%, which is above the arm's length range OM for 2023 of 2.80% to 5.09%. Since our Company is responsible for sales, marketing and technical activities involved in ContiOcean International's trading transactions, the excess profit (above the arm's length range) shall be earned by our Company. Given that our Company's CIT rate of 15% is higher than ContiOcean International's effective CIT rate of 5%³, the excess profit could be subject to a tax rate difference of 10%. Based on the quantification, the amount of PRC CIT exposure for 2023 and six months ended June 30, 2024 is not material from the Group's financial perspective.

ContiOcean Hong Kong is characterized as a sales agent. ContiOcean Hong Kong's average normalised OM from 2021 to six months ended June 30, 2024 is 4.28% (excluding a few one-off transactions in 2023), which falls within the arm's length commission rate of 3% to 6%.

³ ContiOcean International's CIT rate — From 1 January 2023 to 31 December 2024, for the part of the annual taxable income of small enterprise that does not exceed RMB1 million, 25% of taxable income will be included in CIT computation, which is subject to CIT rate of 20%. It means that the effective CIT rate is 5%.

BUSINESS

The one-off transactions are trading transactions solely with third parties. For such trading activities, ContiOcean Hong Kong paid a technical service fee to our Company for providing technical services to its customers, such as installation, commissioning and maintenance. The NCP of the technical service fee is 39.12%, which is above the arm's length range of 2.77% to 29.71% for 2023. It means that ContiOcean Hong Kong compensated our Company higher than the arm's length technical service fee. Based on the quantification, the amount of Hong Kong profits tax exposure for 2023 is not material from the Group's financial perspective.

ContiOcean Singapore is characterized as a sales agent. ContiOcean Singapore's average OM from 2021 to six months ended June 30, 2024 is 4.02%, which falls within the arm's commission rate of 3% to 6%.

COGES is characterized as a sales agent. COGES' sales commission income from 2021 to six months ended June 30, 2024 is 3% on sales contract price, which is within the arm's length commission rate of 3% to 6%.

WTC is characterized as sales agent and service provider. For the six months ended June 30, 2024:

WTC earns a service fee from our Company for the provision of contract R&D support services at NCP of 166%.

WTC earns a service fee from ContiOcean Hong Kong for the provision of technical support services at NCP of 185%.

WTC's sale commission received from ContiOcean Hong Kong and ContiOcean Singapore is 3% to 5% on the sales contract price, which falls within the arm's length commission rate of 3% to 6%.

WTC AS is characterised as an administrative service provider to process and pass through payroll for WTC during the six months ended June 30, 2024. It is not unreasonable for WTC AS to break-even as it does not undertake an active role in payroll service (apart from merely passing through salaries) as a start up company. WTC AS's weighted average operating profit is approximately RMB43,230 during its start up period from 2022 to six months ended June 30, 2024. WTC AS earns more than a break-even and is sufficiently compensated.

As regards transfer pricing documentation requirements, ContiOcean Nantong, our Company, ContiOcean International, ContiOcean Hong Kong, ContiOcean Singapore and COGES have all met the relevant intercompany transaction exemption thresholds in their respective jurisdictions and are not required to prepare transfer pricing documentation with respect to the Covered Transactions during the Track Record Period in accordance with applicable transfer pricing regulations.

Conclusion

Our Directors, together with the Transfer Pricing Tax Consultant, are of the view that the above-mentioned Covered Transactions were largely consistent and in compliance with the relevant transfer pricing regulations and OECD TPG during the Track Record Period in material aspects. This is on the basis that the estimated tax exposures are not material on company level for each year and from the Group's financial perspective.

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Our management has monitored and will continue to monitor our Group’s intercompany transactions and ensure their compliance with the relevant applicable transfer pricing regulations in material aspects including reviewing the reasonableness of the pricing policy of our intercompany transactions from time to time. However, we cannot provide assurance that our transfer pricing arrangements will not be subject to review or possible challenge by any relevant tax authorities in the future, even though we believe we have reasonable grounds to defend ourselves against such possible challenges. Please refer to the section headed “Risk Factors — Risks relating to our business and industry — Our operations may be subject to transfer pricing adjustments by competent authorities” in this prospectus for further details.

MARKETING STRATEGY

We primarily acquire customers through participation in trade shows, business negotiations, and the engagement of sales agents. We enter into sales agreements with our customers directly.

Trade shows serve as a significant platform for us to showcase our equipment and systems, allowing us to engage with potential customers from various regions. These events provide us with the opportunity to present our offerings, understand market trends, and network with industry peers. Our presence at these trade shows is a strategic move to increase brand visibility and attract new business.

In addition to our own efforts, we currently engage sales agents who are Independent Third Parties and act on our behalf to facilitate the acquisition of new customers by leveraging their local market knowledge and networks. During the Track Record Period, we had 17 sales agents which promoted our sales to customers. We engaged six, six, eight, and nine sales agents during each year or period of the Track Record Period. These sales agents help us to identify market demands, negotiate contracts, and ensure prompt payment collection. According to Frost & Sullivan, engagement of sales agents in the maritime environmental protection equipment and system industry is in line with the industry norm. In 2021, 2022, 2023, and for the six months ended June 30, 2023 and 2024, we incurred sales commissions in this regard amounting to RMB6.2 million, RMB8.8 million, RMB17.5 million, RMB6.9 million and RMB14.8 million, respectively.

The following table sets forth the background, location, registered capital and financial standing of each of the sales agents based on our knowledge and belief and how the Group became acquainted and commenced business relationship with each of the sales agents during the Track Record Period:

No.	Sales agents	Background	Locations	Registered capital	Financial standing	Whether the Group was the sole customer of each of the sales agents during the Track Record Period	How the Group became acquainted and commenced business relationship with sales agents
1	Sales agent A	Incorporated in 2000 in Hong Kong, engaged in shipping agency ⁽³⁾	Mainland China, Hong Kong and Singapore ⁽³⁾	HK\$10,000 ⁽³⁾	N/A ⁽⁴⁾	N/A ⁽⁴⁾	Became acquainted in the Marintec China Exhibition ⁽⁵⁾

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No.	Sales agents	Background	Locations	Registered capital	Financial standing	Whether the Group was the sole customer of each of the sales agents during the Track Record Period	How the Group became acquainted and commenced business relationship with sales agents
2-4	Sales agents B to D ⁽¹⁾	Engaged in shipping agency ⁽¹⁾	Mainland China	Sales agent B: US\$50,000 ⁽³⁾ Sales agent C: N/A ⁽⁴⁾ Sales agent D: HK\$10,000 ⁽³⁾	N/A ⁽⁴⁾	N/A ⁽⁴⁾	Initially became acquainted in the APM ASIA Pacific Maritime Exhibition ⁽¹⁾
5	Sales agent E	Incorporated in 1984 in Hong Kong, headquartered in Hong Kong, with offices in various places, engaged in shipping equipment agency and production and sales services	Mainland China	HK\$2,200,000 ⁽³⁾	N/A ⁽⁴⁾	No. Our revenue contribution was approximately 0.5-1% of its total revenue. Its other customers are mainly based in South Korea, Japan and Europe.	Became acquainted in the Marintec China Exhibition
6	Sales agent F	Incorporated in 2017 in Singapore, engaged in shipping management services	Singapore	SG\$2 ⁽³⁾	N/A ⁽⁴⁾	N/A ⁽⁴⁾	Became acquainted in the APM ASIA Pacific Maritime Exhibition
7	Sales agent G	Incorporated in 2018 in Hong Kong and dissolved in 2023, engaged in ship agency business ⁽³⁾	Mainland China ⁽⁵⁾	HK\$10,000 ⁽³⁾	N/A ⁽⁴⁾	N/A ⁽⁴⁾	Became acquainted by visit ⁽⁵⁾
8	Sales agent H	Incorporated in 2019 in Singapore, engaged in engineering design and consultancy and maritime related consultancy services.	Singapore	SG\$1,000	Average annual revenue is less than US\$1 million with average annual profit less than US\$500,000.	Yes	Became acquainted in the APM ASIA Pacific Maritime Exhibition
9	Sales agent I	Incorporated in 2012 in the United Arab Emirates, engaged in ship agency ⁽³⁾	Maharashtra, India ⁽⁵⁾	N/A ⁽⁴⁾	N/A ⁽⁴⁾	N/A ⁽⁴⁾	Became acquainted in the Marintec China Exhibition ⁽⁵⁾

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No.	Sales agents	Background	Locations	Registered capital	Financial standing	Whether the Group was the sole customer of each of the sales agents during the Track Record Period	How the Group became acquainted and commenced business relationship with sales agents
10	Sales agent J	Incorporated in 2019 in Greece, engaged in marine and consulting services ⁽⁵⁾	Athens, Greece	N/A ⁽⁴⁾	N/A ⁽⁴⁾	N/A ⁽⁴⁾	Became acquainted in the Posidonia Exhibition
11	Sales agent K	Incorporated in 2005 in Hong Kong, engaged in providing ship installation and maintenance services, as well as maritime mechanical and electrical equipment trade services	Hong Kong	HK\$10,000	Average annual revenue is above US\$5 million with average annual profit less than US\$500,000.	No	Became acquainted by visit
12	Sales agent L	Incorporated in 2019 in Cyprus, engaged in shipping agency	Cyprus	EUR1,000	Average annual revenue is less than US\$1 million with average annual profit less than US\$500,000.	N/A ⁽⁴⁾	Became acquainted in the Posidonia Exhibition
13	Sales agent M	Incorporated in 2023 in Hong Kong, engaged in shipping equipment agency ⁽³⁾	Mainland China	HK\$10,000 ⁽³⁾	N/A ⁽⁴⁾	N/A ⁽⁴⁾	Became acquainted in the Marintec China Exhibition
14	Sales agent N	Incorporated in 2022 in Hong Kong, engaged in shipping management services	Hong Kong	HK\$10 ⁽³⁾	N/A ⁽⁴⁾	N/A ⁽⁴⁾	Became acquainted by visit
15	Sales agent O	Incorporated in 2024 in Hong Kong, engaged in shipping equipment agency	Hong Kong	HK\$100 ⁽³⁾	N/A ⁽⁴⁾	N/A ⁽⁴⁾	Became acquainted by visit

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No.	Sales agents	Background	Locations	Registered capital	Financial standing	Whether the Group was the sole customer of each of the sales agents during the Track Record Period	How the Group became acquainted and commenced business relationship with sales agents
16	Sales agent P	Incorporated in 2023 in Hong Kong, engaged in shipping equipment agency	Hong Kong	HK\$10,000 ⁽³⁾	N/A ⁽⁴⁾	N/A ⁽⁴⁾	Became acquainted in the Marintec China Exhibition
17	Sales agent Q	Incorporated in 2009 in Hong Kong, engaged in providing marine services and solutions	Hong Kong	HK\$10,000 ⁽³⁾	N/A ⁽⁴⁾	N/A ⁽⁴⁾	Became acquainted in the Marintec China Exhibition

Notes:

- (1) The three sales agents are under common control by the same person. Each of sales agents B, C and D was incorporated in 2021 in the British Virgin Islands which was dissolved in 2023, in 2018 in the Marshall Islands and in 2023 in Hong Kong, respectively. The Group initially became acquainted with sales agent C in the APM ASIA Pacific Maritime Exhibition and then became acquainted with sales agents B and D by sales agent C.
- (2) Based on our knowledge and belief, the above sales agents, their shareholders, directors or their respective ultimate beneficial owners do not have any past or present relationships (family, business, employment, trust, financing, shareholding, fund flow or otherwise) with us or our subsidiaries, shareholders, directors, supervisors or senior management, or any of their respective associates, except for one sales agent, Sales agent H, which was previously owned by a spouse (“Spouse”) of a director of our Group’s subsidiary before the Spouse’s disposal of interest in that sales agent to an Independent Third Party who, to our best knowledge, has experience in the maritime industry, in July 2024. Sales agent H is engaged in engineering design and consultancy services and maritime related consultancy services. Sales agent H does not offer products/services similar to ours.
- (3) We obtained the relevant information from public sources for the sales agent under the same name, as the relevant sales agent either refused to provide such information or we had not received any information as of the Latest Practicable Date.
- (4) We have proactively sought such information. However, the sales agent refused to provide such information or we had not received any information as of the Latest Practicable Date and such information is not available from public sources.
- (5) We have proactively confirmed such information with the sales agent. However, the sale agent refused to provide such information or we had not received any information as of the Latest Practicable Date. We provided such information to our best knowledge.

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We engage sales agents in addition to our in-house sales and marketing team because through sales agents, we can gain timely insights into market needs and expedite the contract signing process. Furthermore, sales agents in general have stronger relationships with shipowners or ship builders, therefore they can help us penetrate certain markets or networks of shipowners or ship builders where we do not have established relationships. In addition, sales agents help to communicate with customers more efficiently and improve service efficiency because they are more familiar with the customers. This is particularly beneficial in maintaining effective customer relations. Furthermore, during periods of rapid market growth, we can leverage sales agents to acquire a broader customer base.

Set out below are the material terms of such sales agent agreements:

- Service** We usually appoint sales agents as the sales agent for our equipment and systems, with responsibilities including promoting sales, assisting in contract execution, and aiding in payment collection.
- Commission and payment** The sales agents usually receive a commission generally calculated as a certain percentage of the total contract value, ranging from 3% to 6%, payable within a period of time after we receive payment from the customers. We are able to obtain a refund of the commission from sales agents if the order with customers is canceled.
- Termination** Each party may terminate the agreements in the event of, among others, any material breach by the other party.

WARRANTY AND AFTER-SALE SERVICES

We place great emphasis on the satisfaction of our customers. Our products are complemented by a comprehensive set of after-sales services. We provide maintenance services and a warranty period for our products, ranging from 12 to 60 months following delivery. During the warranty period, repair costs are principally borne by our upstream suppliers on a back-to-back basis, depending on specific circumstances. Post-warranty repairs are offered to customers as a chargeable service.

In 2021, 2022, and 2023, and for the six months ended June 30, 2024, our warranty expenses amounted to RMB0.4 million, RMB0.3 million, RMB4.4 million, and RMB2.6 million, respectively, each representing less than 1.0% of the total revenue for the same period. We also make warranty provisions, which represent the management's best estimate of our liability under 12 to 60 months assurance-type warranty granted on products, based on prior experience and industry averages for defective products. As of December 31, 2021, 2022, and 2023, and June 30, 2024, our warranty provisions amounted to RMB0.3 million, RMB0.5 million, RMB4.5 million, and RMB6.6 million, respectively.

We provide our staff with comprehensive training to deliver high-quality services to our customers. We keep track of customers' feedbacks on our product and service quality. We are committed to timely responding to customers' feedbacks and concerns, and taking measures in accordance with relevant procedures. Our comprehensive after-sales services and maintenance protocol monitors, and ensures timely response to, each complaint from customers. We are dedicated to maintaining a responsive communication channel, ensuring that customer feedback is acknowledged within 24 hours. We generally respond to customer inquiries within three days.

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We believe our customer service system helps improve customer satisfaction, build customer loyalty and trust, reduce similar complaints in the future, and maintain our brand image. During the Track Record Period, we did not receive any material claims or penalties as a result of product quality, nor did we experience any product recalls.

AWARDS AND RECOGNITIONS

During the Track Record Period, we received awards and recognitions for the quality of our equipment and systems and our R&D and innovation capabilities. Representative awards and recognitions are set forth below:

Our Company:

<u>Award/recognition</u>	<u>Award year</u>	<u>Awarding institution/authority</u>
High-tech Enterprise (高新技術企業)	2019	Shanghai Municipal Science and Technology Commission (上海市科學技術委員會)
Specialized, Refined, Distinctive, and Innovative Enterprise in Shanghai (上海市專精特新企業)	2022	Shanghai Commission of Economy and Information Technology (上海市經濟和信息化委員會)
The LFSS won the “Top 10 Energy — Saving and Low — Carbon Technology Products” (LFSS獲得“十佳節能低碳技術產品”)	2024	Shanghai Energy Saving Engineering and Technology Association (上海市節能工程技術協會)
Benchmark enterprise for brand cultivation in Shanghai (上海市品牌培育標杆企業)	2024	Shanghai Commission of Economy and Information Technology (上海市經濟和信息化委員會)

ContiOcean Nantong:

<u>Award/recognition</u>	<u>Award year</u>	<u>Awarding institution/authority</u>
Municipal Enterprise Engineering Technology Research Center (市級企業工程技術研究中心)	2021	Science and Technology Bureau of Nantong City, Jiangsu Province (江蘇省南通市科學技術局)
High-Tech Enterprise (高新技術企業)	2022	Jiangsu Provincial Department of Science and Technology (江蘇省科學技術廳)
Specialized, Refined, Distinctive, and Innovative Enterprise in Jiangsu (江蘇省專精特新中小企業)	2024	Industry and Information Technology Department of Jiangsu (江蘇省工業和信息化廳)

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WTC:

<u>Award/recognition</u>	<u>Award year</u>	<u>Awarding institution/authority</u>
The Gold Award of the New Energy Innovation Competition recognizes its exploration and innovation in the field of ammonia fuel application for new energy applications for ships and global carbon emission reduction	2023	Green Offshore Tech

ENVIRONMENTAL, SOCIAL AND GOVERNANCE MATTERS

ESG governance

Led by the Board, we are fully committed to integrating ESG considerations into our business operations for sustainable growth and better business resilience in response to the transition to a low-carbon economy. A robust ESG governance structure lays a solid foundation for our long-term development and creation of sustainable value to our key stakeholders.

The Board has the overall and collective responsibility for the oversight of ESG issues, including but not limited to, ESG strategy and management approach, ESG policy and practice, ESG-related risk and opportunity management, and review of progress made against metrics and targets to manage material ESG-related risks (including climate-related risks), with an emphasis on the alignment with the Group's future development and positioning.

The Board consists of members with a diverse range of expertise and knowledge in the management of ESG-related matters. The table below outlines the brief descriptions of the ESG-related expertise and qualifications of seven board members:

<u>Name</u>	<u>Position</u>	<u>Qualifications and Education</u>	<u>Expertise, Competencies and Experience</u>
Mr. Zhou Yang	Executive Director and Chairman of the Board	<ul style="list-style-type: none"> - Bachelor's degree in ship engineering from Dalian Ocean University (大連海洋大學) - Qualification of senior engineer issued by the Jiangsu Bureau of the Ministry of Human Resources and Social Security (江蘇省人力資源社會保障局) 	<p>Over 22 years of experience in the shipbuilding industry and heavy industry, specializing in:</p> <ul style="list-style-type: none"> - R&D oversight and technological advancement - product quality control and assurance - internal processes enhancement - compliance with safety and environmental standards for shipbuilding - corporate governance

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<u>Name</u>	<u>Position</u>	<u>Qualifications and Education</u>	<u>Expertise, Competencies and Experience</u>
Mr. Zhao Mingzhu**	Executive Director and chief executive officer	<ul style="list-style-type: none"> - Bachelor's degree in ship and marine engineering from Dalian University of Technology (大連理工大學) 	<p>Over 20 years of experience in the shipping and shipbuilding industries, specializing in:</p> <ul style="list-style-type: none"> - operations and management oversight - global marketing and sales - project oversight - stakeholder relationship management
Mr. Chen Zhiyuan*	Executive Director and chief technology officer	<ul style="list-style-type: none"> - Master of science in marine technology from Newcastle University the United Kingdom - Bachelor's degree in engineering from Dalian Ocean University (大連海洋大學) 	<p>Nearly 20 years of technical expertise in shipping and shipbuilding industries, specializing in:</p> <ul style="list-style-type: none"> - leading R&D initiatives and the technical team - technological advancement - solving key technical challenges - compliance with industry standards and regulatory requirements - maritime project management
Mr. Shu Wa Tung, Laurence	Executive Director, chief financial officer and company secretary	<ul style="list-style-type: none"> - Bachelor's degree in accounting from Deakin University - Executive Master of Business Administration degree from Washington University - Certified public accountant associate by Hong Kong Institute of Certified Public Accountants 	<p>Over 30 years of experience in audit, corporate finance and financial management, specializing in:</p> <ul style="list-style-type: none"> - corporate governance - risk management - internal control - financial oversight - compliance with relevant regulations - business ethics

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<u>Name</u>	<u>Position</u>	<u>Qualifications and Education</u>	<u>Expertise, Competencies and Experience</u>
Mr. Chen Rui*	Executive Director and secretary to the Board	<ul style="list-style-type: none"> - Bachelor's degree in engineering from Shenyang University of Technology (瀋陽工業大學) - Master's degree in engineering from Shanghai Jiao Tong University (上海交通大學) - Qualification of senior engineer issued by the Jiangsu Bureau of the Ministry of Human Resources and Social Security (江蘇省人力資源社會保障局) 	<p>Over 22 years of experience in the shipbuilding industry, specializing in:</p> <ul style="list-style-type: none"> - leading complex engineering projects - R&D - training and developing engineer team - project quality assurance - stakeholder communications - employment and labour practices - occupational health and safety
Mr. Zhu Rongyuan*	Independent non-executive Director	<ul style="list-style-type: none"> - Bachelor's degree in management, majoring in accounting, from Shanghai University of Finance and Economics (上海財經大學) - Certified public accountant by the Chinese Institute of Certified Public Accountants 	<p>Over 21 years of experience in accounting, finance, and corporate governance, specializing in:</p> <ul style="list-style-type: none"> - corporate governance - financial oversight and compliance
Ms. Ng Sin Kiu	Independent non-executive Director	<ul style="list-style-type: none"> - Bachelor of Laws degree and Postgraduate Certificate in Laws from The University of Hong Kong - Master of Laws degree from The University of Hong Kong - Qualified solicitor in Hong Kong and England and Wales - Qualified lawyer of the Greater Bay Area 	<p>Over 20 years of experience in legal practice, in particular, in corporate finance matters, specializing in:</p> <ul style="list-style-type: none"> - legal and compliance matters

** *Chairperson of the ESG committee*

* *Member of the ESG committee*

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The ESG Committee currently comprises three executive Directors and one independent non-executive Director, and is chaired by the chief executive officer of the Company. The ESG Committee drives the planning and implementation of the Group's ESG-related matters. The ESG Committee members possess expertise and knowledge in the management of ESG matters, including but not limited to employment and labour practices, occupational health and safety, product responsibility and business ethics. The chairperson of the ESG Committee reports material and relevant ESG matters to the Board at least once a year. In accordance with its terms of reference, the ESG Committee is responsible for ESG-related matters including the below:

- Assess the effectiveness of the ESG management framework and structure of the Group and advise any necessary changes;
- Review, endorse and suggest any changes to the Group's ESG vision and strategy;
- Review the Group's performance against its goals and targets, its annual sustainability-related key performance indicators ("KPIs") for strategic ESG factors, and any other appropriate benchmarks;
- Keep track of stakeholders' feedback (including the review and approval of material issues and materiality matrix), latest market trends and peer performances on ESG;
- Determine significant risks and opportunities in relation to the sustainable development of the Group, including ESG (and climate-related) risks and opportunities;
- Advise the Board of significant sustainable development risks identified, including ESG (and climate-related) risks;
- Propose appropriate action plans and targets to address the ESG opportunities identified;
- Supervise the ESG working group to advance the Group's sustainability agenda;
- Monitor and ensure the Group's progress in implementing action plans and achieving targets;
- Review and approve the annual ESG report of the Group; and
- Support and carry out any other duties as proposed by the chairperson of the ESG Committee.

The ESG working group, comprising of senior executives and heads of major business units or functional departments, supports the planning, development and implementation of the focus areas of our ESG strategy, and reports to the ESG Committee at least once a year.

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Materiality assessment

The materiality assessment plays an important role in advancing our ESG strategy and forming the foundation for ESG disclosure. After the Listing, we will adopt a three-step approach to identify, prioritize, and validate the ESG issues material to our business and stakeholders, allowing us to gain insight into stakeholder expectations and emerging sustainability trends, which in turn enables us to incorporate our sustainability priorities into our strategy development and reporting processes:

Step 1 — Identification

- Review potential material ESG issues identified through regular stakeholder engagement
- Conduct peer benchmarking and make reference to international ESG disclosure standards, including Sustainability Accounting Standards Board (SASB) standards, IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information and IFRS S2 Climate-related Disclosures
- Conduct an online stakeholder engagement survey with key external and internal stakeholders

Step 2 — Prioritization

- Assess material ESG issues from two perspectives: (i) stakeholder materiality (importance to stakeholders) and (ii) financial materiality (importance to business continuity and development)
- Develop a materiality matrix based on the findings from the online stakeholder engagement survey

Step 3 — Review and validation

- Present the list of identified material issues and the materiality matrix to ESG Committee for review and approval

Identification and management of ESG-related risks and opportunities

The ESG working group is responsible for identifying, evaluating, prioritizing and managing material ESG-related risks and opportunities. Corresponding measures have been formulated and implemented to mitigate material ESG-related risks and capture potential ESG-related opportunities. The ESG working group submits an ESG risk and opportunity assessment report to the ESG Committee. Supported by the ESG Committee, the Board regularly reviews the effectiveness of the ESG risk management process and provides guidance when necessary and retains ultimate responsibility for oversight of the Group's risk management activities.

The ESG risk and opportunity assessment identifies material ESG risks and opportunities relevant to the Groups, as either negative or positive, actual or potential, based on our business nature, industry research, as well as with reference to local and international reporting frameworks. The identified material ESG risks are evaluated by their likelihood and significance in terms of business, strategic, and financial impacts, and are given inherent risk rating scores. Residual risk rating scores are then produced by considering how our ESG-related risk control measures may impact the significance and likelihood of

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the risks. The ESG risks are then ranked and prioritized according to their residual risk rating scores. A similar methodology is devised to evaluate the significance and likelihood of material ESG opportunities.

Set forth below is a summary of identified material ESG-related risks and opportunities.

ESG-related risks	Timeframe	Potential impacts	Our responses
Climate-related physical risks			
<p>Chronic risks</p> <p>Long-term changes in weather patterns and the climate, such as sustained high temperatures</p>	<p>Medium to long term</p>	<ul style="list-style-type: none"> ● Damage to property and assets in our operating locations ● Disruption to business operation and supply chain 	<ul style="list-style-type: none"> ● We have established a climate change policy and integrated climate change into our internal risk management system, including contingency plans that support business continuity and recovery in the event of business disruption
Climate-related transition risks			
<p>Policy and legal risks</p> <p>Evolving climate-related laws and regulations in transition to a lower-carbon economy including policies for maritime environmental protection equipment and systems or potential future regulations mandating GHG emission reduction as well as the enhanced climate-related disclosure obligations set by the Hong Kong Stock Exchange</p>	<p>Medium to long term</p>	<ul style="list-style-type: none"> ● Increased compliance and operating costs 	<ul style="list-style-type: none"> ● We continue to develop maritime environmental protection equipment and systems to support the maritime sector in reducing their environmental impact and meet stricter climate-related policy requirements ● We regularly and closely monitor the latest regulatory changes in laws, policies and regulations to ensure compliance ● We promptly communicate policy updates to employees to ensure compliance
<p>Market and technology risks</p> <p>Rising customer demand for new products and services with advanced technology and lower environmental footprint</p>	<p>Medium to long term</p>	<ul style="list-style-type: none"> ● Reduced revenue 	<ul style="list-style-type: none"> ● We have established an R&D team to drive the development of new products and services ● Our production facility has obtained the ISO 14001:2015 Environmental Management Systems certification

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ESG-related risks	Timeframe	Potential impacts	Our responses
Other ESG-related risks			
<p>Supply chain risks</p> <p>Energy consumed and GHG emissions released along the supply chain</p>	Medium to long term	<ul style="list-style-type: none"> Increased reputational and operational risks 	<ul style="list-style-type: none"> We encourage our suppliers to explore opportunities to reduce environmental impact in their daily operations and manufacturing processes We have established policies which require suppliers to comply with environmental laws and regulations, as well as minimise energy consumption where possible
<p>Supplier product quality and supply chain stability</p> <p>Failure to meet customer expectations due to poor supplier product and service quality, and poor supply chain stability</p>	Short, medium and long term	<ul style="list-style-type: none"> Increased reputational risks, which may result in reduced revenue 	<ul style="list-style-type: none"> We select and regularly evaluate suppliers based on requirements including but not limited to service and product quality We have established policies and measures relating to supply chain management and product quality
<p>Intellectual property rights</p> <p>Failure to patent R&D achievements promptly and protect intellectual property</p>	Medium to long term	<ul style="list-style-type: none"> Increased risks to business development 	<ul style="list-style-type: none"> We sign confidentiality agreements with relevant employees, which acknowledge our ownership of all inventions, know-how, and trade secrets related to their work at the Group, use of resources, or involvement with the Group's business or property We include confidentiality clauses in agreements for collaborative R&D projects

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ESG-related opportunities	Timeframe	Potential impacts	Our responses
Climate-related opportunities			
<p>Products and services</p> <p>Increased market demand for products and services related to maritime environmental protection equipment and systems</p>	Short to medium term	<ul style="list-style-type: none"> Increased revenue due to growing market for maritime environmental protection equipment and systems 	<ul style="list-style-type: none"> We focus on developing comprehensive equipment and systems for the maritime environmental protection sector We have developed core technologies in fields including ship desulfurization, decarbonisation and clean-energy supply We have developed policies and measures relating to product quality and obtained the ISO 9001:2015 Quality Management Systems certification in our production facility
<p>Markets — growing markets for maritime environmental protection equipment and systems</p> <p>Strengthened maritime environmental protection and climate-related legal and regulatory frameworks, including the IMO's emissions requirements leading to growing markets</p>	Medium to long term	<ul style="list-style-type: none"> Increased revenue due to growing market for maritime environmental protection equipment and systems, as a result of stricter climate-related policies 	<ul style="list-style-type: none"> We continue to develop comprehensive maritime environmental protection equipment and systems to support the decarbonisation of the maritime sector We regularly monitor changes in policies, laws and regulations to capture the associated market trends and opportunities

Green energy and environmental sustainability

With our vision and mission to empower customers with our technology, enabling the effective adoption of green energy and the promotion of environmental sustainability across all ships, we have a suite of equipment and systems consisting of marine exhaust gas cleaning systems, marine energy-saving devices, marine clean-energy supply systems and maritime services. As of the Latest Practicable Date, we held registered patents and software copyrights that are material to our business as further disclosed in the section headed “Statutory and General Information — B. Further information about our business — 2. Intellectual property rights of our Group” in Appendix VI in this prospectus, reflecting our R&D and innovation capability to driving maritime decarbonisation.

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Our equipment and systems enable our customers in the maritime industry to transition to low-carbon business operations while meeting various requirements and targets set by the IMO. For example, our marine energy-saving devices, designed to reduce fuel consumption for ships and lower carbon emissions in maritime operations, enable customers to contribute to the IMO's target of reducing carbon intensity of international shipping by at least 40% by 2030 (compared to 2008 levels) and achieving net-zero emissions by or around 2050. Similarly, our marine exhaust gas cleaning systems, which reduces sulphur emissions from ships to mitigate the impact of shipping on air quality, enables customers to comply with the IMO requirements on sulphur content of the fuel oil used by ships and implement a global sulphur cap of 0.50%.

Our principal products demonstrate compliance with the stringent requirements of major maritime classification societies, by obtaining principle approval certificates and factory approval certificates. For example, our carbon capture and solidification system design has been awarded the "Approval in Principle" certification from Lloyd's Register. Likewise, our marine exhaust gas cleaning systems and products have received various certifications, including certification from Bureau Veritas for our exhaust gas cleaning system components, as well as factory certification for the manufacturing of control systems and exhaust gas treatment tower units.

ESG policy

We are committed to incorporating ESG factors into our business decision-making process. As such, we have established a group-level ESG policy complemented by a set of measures and initiatives to guide our actions and measures to strengthen our sustainability efforts.

Environment

Our environmental policy outlines our green practices and measures (as far as practicable), with a focus on emission reduction, waste reduction, resource conservation, protection of environmental and natural resources, as well as addressing climate change. In addition, we have obtained the ISO 14001:2015 Environmental Management Systems certification in our production facility to ensure our environmental management practices meet international standards and continuously improve our environmental performance.

Air emissions management

We are continuously exploring measures to minimize air emissions from our business operations, including but not limited to adopting the use of welding fume purifiers to capture and filter fumes generated during welding, as well as ensuring the proper maintenance of company vehicles and considering the adoption of electric vehicles.

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Energy and greenhouse gas emissions management

The major source of our energy consumption and GHG emissions includes the use of purchased electricity in our operations as well as fuel consumption for vehicles. To manage our energy consumption and reduce GHG emissions, we have implemented relevant policies and adopted a series of energy saving measures. This includes the adoption of energy efficient equipment and LED lighting system, the use of natural light, requiring employees to turn off lights and electrical equipment before leaving, etc. We will also consider the possibility of replacing our current vehicles with electric vehicles in the future.

Water consumption

The water consumption of the Group mainly comes from the use of municipal water in our operations. To conserve water resources, we have implemented relevant policies and adopted a series of water saving measures, including timely repairing dripping taps, adopting water equipment that meets water efficiency label requirements, as well as monitoring water consumption. We also remind our employees to minimize water consumption through internal communications channels.

Waste management and use of resources

The major source of our non-hazardous waste comes from general refuse while hazardous waste is primarily generated from waste oil during machinery maintenance. We strive to minimize our impact by ensuring that all waste is properly handled and disposed of, employing licensed third-parties to collect and handle all waste generated when necessary. With regards to hazardous waste and wastewater management, we have established relevant policies and measures to ensure they are handled responsibly.

Despite the insignificant amount of our hazardous waste generated, we store it in designated areas and containers which are then handled by licensed third-parties. To minimize non-hazardous waste generation, we have implemented relevant policies and measures such as reducing the use of single-use plastics in head office, promoting recycling by implementing waste sorting, implementing double-sided printing to reduce paper consumption and reminding our employees to minimize waste generation through internal communications channels.

Environmental metrics and targets

To advance our commitment to environmental protection, we set annual environmental targets for our production facility in Nantong. These targets consist of achieving zero environmental contamination incidents and ensuring the collection, sorting and handling of all solid waste. All targets have been met in each of 2021, 2022 and 2023 during the Track Record Period.

To further enhance our sustainability performance, we have established reduction targets for GHG emissions (Scope 1 and 2) intensity (tCO₂e/million RMB revenue) and energy consumption intensity (MWh/million RMB revenue) at 3% and 2%, respectively, by 2028, using 2023 as the baseline, with the assumptions of a constant business operation scale and related emission factors. To achieve these targets, we will implement measures including, but not limited to, using energy-efficient equipment, optimizing the lighting and air-conditioning system in our office, conducting daily inspections at our production facility to reduce inefficient energy use, reducing the use of company vehicles by shifting to eco-friendly transportation options.

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Moreover, we have set a reduction target for water consumption intensity (m³/million RMB revenue) at 1% by 2028, using 2023 as the baseline, assuming a constant business operation scale. To achieve this target, we will conduct regular maintenance and inspection of water pipes and faucets to eliminate leaks, and place posters in pantries, kitchens, and restrooms to promote water conservation.

The table below sets forth key environmental metrics of our business operations⁽¹⁾⁽²⁾:

	Unit	For the year ended December 31,			For the six months ended June 30,
		2021	2022	2023	2024
		2021	2022	2023	2024
Emissions					
<i>GHG emissions</i> ⁽³⁾					
Total (Scopes 1, 2)	tCO ₂ e	115.4	218.8	248.0	110.9
Total (Scopes 1, 2, 3)	tCO ₂ e	138,665.0	175,858.5	555,794.4	366,957.4
(i) Direct emissions (Scope 1)	tCO ₂ e	43.9	54.5	80.6	39.5
(ii) Indirect emissions (Scope 2)	tCO ₂ e	71.5	164.4	167.4	71.4
(iii) Other indirect emissions (Scope 3) ⁽⁴⁾	tCO ₂ e	138,549.6	175,639.6	555,546.4	366,846.5
Total (Scopes 1, 2) Intensity	tCO ₂ e/million RMB revenue	1.4	1.1	0.5	0.4
Total (Scopes 1, 2, 3) intensity	tCO ₂ e/million RMB revenue	1,642.0	855.8	1,099.8	1,343.0
Use of Resources					
<i>Energy</i>					
Total	MWh	267.5	460.7	554.7	254.4
(i) Purchased electricity	MWh	117.2	269.4	274.4	117.1
(ii) Unleaded petrol	MWh	149.4	169.4	260.1	124.9
(iii) Diesel oil	MWh	0.9	9.4	9.6	7.7
(iv) Natural gas	MWh	NA	12.5	10.6	4.6
Intensity	MWh/million RMB revenue	3.2	2.2	1.1	0.9

(1) The data covers the Group's major business operations.

(2) Totals may not be the exact sum of numbers stated here due to rounding.

(3) The calculation of GHG emissions made reference to the GHG Protocol published by the World Business Council for Sustainable Development (WBCSD) and the World Resources Institute (WRI). Scope 1 (Direct) emissions cover GHG emissions directly produced by business owned or controlled by the Group, Scope 2 (Indirect) emissions cover GHG emissions of indirect energy resulted from purchased electricity consumed by our operations, while Scope 3 (Other Indirect) emissions that occur in the Group's value chain.

(4) The Scope 3 categories that were identified as relevant to the Group include category 1: purchased goods and services, category 2: capital goods, category 4: upstream transportation and distribution, category 5: waste generated in operations, category 6: business travel, category 7: employee commuting, category 11: use of sold products, category 12: end of life treatment of sold products and category 15: investments.

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	Unit	For the year ended December 31,			For the six months ended June 30,
		2021	2022	2023	2024
<i>Water</i>					
Total	m ³	1,048.6	2,807.2	3,789.2	2,280.4
Intensity	m ³ /million RMB revenue	12.4	13.7	7.5	8.3

Social

We are committed to fostering a caring workplace culture that upholds diversity, equal opportunities, health and safety and employee well-being. Our social policy has outlined our socially responsible practices and measures (as far as practicable).

Employment and labor practice

We aim to build an inclusive and diverse workplace. We uphold principles of equal opportunity, diversity, and inclusiveness in all aspects of employment, including compensation, recruitment, promotion, benefit, and welfare. We respect labor rights, and we strictly prohibit the recruitment and use of child labor. We ensure anti-discrimination and equal opportunity for all applicants and employees, regardless of factors such as age, gender, marital status, family status, race, color, nationality, religion, or sexual orientation.

The Group offers competitive remuneration and benefits, taking into account individual performance and job nature. We regularly review our compensation packages to maintain competitiveness. Dismissals are managed according to internal policies and relevant labor laws, with terminations occurring through mutual agreement or in cases of policy violations.

We are committed to continually investing in our workforce. To this end, we actively provide internal and external training to equip our employees with professional knowledge, skills, and competence. In addition, we strive to strengthen employee engagement by regularly arranging leisure activities for our employees and maintaining two-way communication with our employees, to increase their job satisfaction. During the Track Record Period and up to the Latest Practicable Date, there was no material non-compliance with relevant laws and regulations regarding employment.

Occupational health and safety

Maintaining a healthy and safe workplace remains the Group's top priority. As part of our efforts to uphold occupational health and safety standards, we have obtained the ISO 45001:2018 Occupational Health and Safety Management Systems certification in our production facility. We strive to safeguard employees' health and safety across all levels of business operation by establishing and implementing health and safety policies and measures, including arranging health examinations for employees, performing regular fire safety inspections, as well as providing relevant safety training for employees.

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Furthermore, we have established emergency response systems specifying the appropriate procedures and departments responsible for handling emergencies, as well as detailing measures and plans to address different types of emergency situations, such as chemical leakages and ship accidents in port areas.

Additionally, we have developed a system of recording and handling accidents, which specifies that employees should notify their department head and that accidents should be handled according to the procedures specified by the applicable laws and regulations. During the Track Record Period, we did not record any material non-compliance or material accidents in the Group with regards to occupational health and safety.

The Group did not experience any major work safety-related incidents involving our employees as of the Latest Practicable Date.

In June 2021, before our production facility commenced commercial production, a fatal incident involving two workers employed by a renovation company, an Independent Third Party, (not employees of the Group) occurred within the facility premises. As the owner of the production facility, ContiOcean Nantong was subject to an administrative penalty of RMB350,000 on August 16, 2021. Rugao Shizhuang Town Safety Production Supervision Administration (如皋市石莊鎮安全生產監督管理局) has confirmed on June 6, 2023 that (i) ContiOcean Nantong has settled the administrative penalty and completed the rectification in connection with such incident, (ii) the act of ContiOcean Nantong involved in such incident did not constitute material violation of laws and regulations, and (iii) according to the Regulations on the Reporting, Investigation and Handling of Production Safety Accidents (《生產安全事故報告和調查處理條例》), this incident was considered to be a general incident (一般事故), which is the classification of the lowest severity under such Regulations. In respect of the above accident, Rugao Safety Emergency Management Bureau (如皋市應急管理局) has also confirmed that no material violation of laws and regulations occurred within our production facility. Our PRC Legal Adviser has confirmed that Rugao Emergency Management Bureau and Rugao Shizhuang Town Safety Production Supervision Administration are competent government authorities to give such confirmations. We have adopted remedial measures to prevent such incidents from recurring. Save as disclosed above, no other major safety incidents and fatalities have occurred as of the Latest Practicable Date.

Supply chain management

We have established a supply chain ESG risk management policy, which lays out our sustainability expectations including but not limited to employment practices, health and safety as well as environmental protection. Our new supplier selection and regular supplier evaluation criteria includes ESG considerations, including but not limited to environmental management, fair labor practices and ethical business practices. On-site inspections are conducted when necessary to ensure our sustainability expectations are met.

To advance our efforts on providing environmentally preferable products and services, we have established relevant green procurement policies and implemented measures including but not limited to prioritizing products with higher energy efficiency, as well as encouraging our suppliers to adopt environmentally friendly products and services.

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Product responsibility

We are committed to delivering high-quality and safe products and services for our customers. As such, we have obtained the ISO 9001:2015 Quality Management Systems certification in our production facility to strengthen our quality management practices. Furthermore, we have established measures to ensure the quality of our products and services, including but not limited to specifying our quality-related requirements in supplier agreements, establishing quality control procedures, as well as product and raw material quality inspection guidelines.

To ensure customer satisfaction, we have put in place procedures for handling customer complaints. As of the Latest Practicable Date, we did not receive any material customer complaints. To safeguard customer privacy, we have established privacy policies that cover data and privacy requirements. We have also established preventive and protection measures, including user access restrictions to customer information.

We have established relevant policies as a guide for our employees to ensure the authenticity and reliability of our promotional materials, which undergo thorough review before publication to ensure compliance and prevent false or misleading information.

Business ethics

We uphold the highest standards of business ethics, and strictly prohibit bribery, extortion, fraud, money laundering and any other unethical practices. We have established preventive measures, including but not limited to anti-corruption for the Board and our employees, as well as implementing whistleblowing channels for employees to report any potential misconduct that violates our ethical standards. The Board is responsible for the oversight of these preventive measures and whistle-blowing procedures, whereas senior management is responsible for implementing and monitoring the effectiveness of these measures and procedures.

As of the Latest Practicable Date, we were not aware of any material non-compliance with any law or regulation or legal cases concerning bribery, corruption, extortion, fraud and money laundering.

Community investment

We strive to contribute to the community and shoulder corporate social responsibility. We will explore opportunities to establish focus areas for community investment, as well as partnerships with social impact organizations where appropriate.

Social metrics and targets

To strengthen our commitment to safeguarding employee health and safety, we set annual social targets for our employees at our production facility in Nantong, including achieving zero major safety incidents and zero work-related fatalities. All targets have been met in each of 2021, 2022 and 2023 during the Track Record Period.

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The table below sets forth key social metrics of our business operations as of June 30, 2024, with all employees employed on a full-time basis⁽⁵⁾:

Workforce

	Number of employee as of June 30, 2024
 <i>By gender</i>	
Male	69
Female	37
 <i>By function</i>	
Management	7
Administration	19
R&D	28
Sales and marketing	10
Production	32
Procurement	5
Finance	5
 <i>By age group</i>	
At or below 30	37
Between 31–50	59
At or above 51	10
 <i>By geographical location</i>	
Mainland China	93
Singapore	2
Norway	1
Portugal	8
Hong Kong	2

(5) The data covers the entire Group.

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Turnover rate⁽⁶⁾

	As of June 30, 2024
<i>By gender</i>	
Male	1.4%
Female	10.8%
<i>By age group</i>	
At or below 30	5.4%
Between 31–50	1.7%
At or above 51	20.0%
<i>By geographical location</i>	
Mainland China	4.3%
Singapore	50.0%
Norway	0.0%
Portugal	0.0%
Hong Kong	0.0%

(6) Turnover rate is calculated as the total number of employees in the specified category leaving employment during each year or period of the Track Record Period, divided by the total number of employees in the specified category as of the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2024, and then multiplied by 100%.

OUR CUSTOMERS

The customers for our equipment and systems primarily include shipowners, ship management companies and ship builders.

We actively pursue new markets and expand our customer base through various channels such as trade shows, channel promotion, online news, and visits to shipowners and ship builders.

Our major customers

For each of the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2024, revenue from our five largest customers represented approximately 90.5%, 76.1%, 84.3% and 89.4% of our total revenue for the respective period and revenue from the largest customer represented approximately 30.2%, 33.3%, 37.3% and 23.6% of our total revenue for the respective period. The five largest customers during each year or period of the Track Record Period were not identical.

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The tables below set forth the basic information of our five largest customers during each year or period of the Track Record Period:

Five largest customers for the year ended December 31, 2021	Year of commencement of business relationship	Customer type	Company background	Business location	Major services provided	How the Group became acquainted with the customer	Credit terms	Payment method	Transaction amount RMB'000	Percentage to total revenue of our Group %
Customer A	2020	Shipowner	A container shipping company established in 1970 and headquartered in Hamburg, Germany, primarily offers container shipping services. It owns more than 280 ships, 11.9 million TEU transport volume, around 16,600 employees in more than 400 offices in about 139 countries.	Germany	Marine exhaust gas cleaning systems	Through sales agents	30 days	Wire transfer	42,476	30.2
Customer B ⁽¹⁾	2018	Shipowner	A shipping company with a history spanning 60 years primarily operates container ships, bulk carriers, and oil tankers and one of the world's largest well-known shipowners and Singapore's largest shipping company. It manages around 250 ships, with a managed fleet of over 23 million DWT, around 6,000 employees in seven offices worldwide.	Singapore/United Kingdom	Marine exhaust gas cleaning systems and maritime services	Through sales agents	30 days	Wire transfer	36,966	26.3
Customer C	2019	Shipowner	A shipping company established in 1980 primarily operates shipping routes from the Far East to Canada and the Houston area in the United States, transporting chemicals and returns to Far East ports to unload. It owns around 42 ships, with 5.35 million DWT.	Taiwan	Marine exhaust gas cleaning systems and maritime services	Through sales agents	30 days	Wire transfer	21,024	15.0
Customer D	2019	Ship builder	A company established in 2004 primarily engages in the design, manufacturing, and repair of ships as well as the production of ship parts and marine platforms. It covers a total area of two million square meters with a Yangtze River shoreline of over 3,200 meters. It has one 100,000-ton dry dock, one 300,000-ton dry dock, and one 500,000-ton dry dock, etc.	Mainland China	Marine exhaust gas cleaning systems and maritime services	Visit	30-90 days	Wire transfer/letter of credit	18,237	13.0
Customer E	2019	Shipowner	An Indian shipping company established in 1969 serving the global energy sector. It is an integrated supply chain solution provider with its sea transportation business having diversified ships. It provides crude oil and bulk commodity transportation services to leading Indian and global oil majors and commodity traders.	India	Marine exhaust gas cleaning systems	Through sales agents	30 days	Wire transfer	8,398	6.0
Total									<u>127,101</u>	<u>90.5</u>

Note:

(1) Includes transactions with Customer B and its subsidiary.

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Five largest customers for the year ended December 31, 2022	Year of commencement of business relationship	Customer type	Company background	Business location	Major services provided	How the Group became acquainted with the customer	Credit terms	Payment method	Transaction amount RMB'000	Percentage to total revenue of our Group %
Customer B ⁽¹⁾	2018	Shipowner	A shipping company with a history spanning 60 years primarily operates container ships, bulk carriers, and oil tankers and one of the world's largest well-known shipowners and Singapore's largest shipping company. It manages around 250 ships, with a managed fleet of over 22 million DWT, around 6,000 employees in seven offices worldwide.	Singapore/United Kingdom	Marine exhaust gas cleaning systems, marine energy-saving devices and maritime services	Through sales agents	30 days	Wire transfer	88,907	33.3
Customer A	2020	Shipowner	A container shipping company established in 1970 and headquartered in Hamburg, Germany, primarily offers container shipping services. It owns more than 280 ships, 11.9 million TEU transport volume, around 16,600 employees in more than 400 offices in about 139 countries.	Germany	Marine exhaust gas cleaning systems	Through sales agents	30 days	Wire transfer	58,461	21.9
Customer F	2022	Shipowner	A company established in 2008 engages in providing maritime import and export logistics services. It operates a versatile fleet that includes various types of ships, primarily focusing on dry bulk shipping and logistics services, etc.	Liberia	Marine exhaust gas cleaning systems	Through sales agents	30 days	Wire transfer	21,200	7.9
Customer D	2019	Ship builder	A company established in 2004 primarily engages in the design, manufacturing, and repair of ships as well as the production of ship parts and marine platforms. It covers a total area of 1.62 million square meters with a Yangze River shoreline of over 3,200 meters. It has one 100,000-ton dry dock, one 300,000-ton dry dock, and one 500,000-ton dry dock, etc.	Mainland China	Marine clean-energy supply systems and maritime services	Visit	30-90 days	Wire transfer/letter of credit	17,805	6.7
Customer G ⁽²⁾	2021	Shipowner	A company established in 1972 and known for its operations in the container feeder market, facilitating the movement of goods from major international shipping routes to inland destinations, which is crucial for the global supply chain. It operates more than 100 ships, with 5.9 million TEUs of throughput in 2023, 87 services in it network worldwide.	Singapore	Marine exhaust gas cleaning systems and maritime services	Through sales agents	30 days	Wire transfer	16,900	6.3
Total									203,273	76.1

Notes:

(1) Includes transactions with Customer B and its subsidiary.

(2) Includes transactions with its subsidiaries.

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Five largest customers for the year ended December 31, 2023	Year of commencement of business relationship	Customer type	Company background	Business location	Major services provided	How the Group became acquainted with the customer	Credit terms	Payment method	Transaction amount	Percentage to
										RMB'000
										%
Customer G ⁽¹⁾	2021	Shipowner	A company established in 1972 and known for its operations in the container feeder market, facilitating the movement of goods from major international shipping routes to inland destinations, which is crucial for the global supply chain. It operates more than 100 ships, with 5.9 million TEUs of throughput in 2023, 87 services in its network worldwide.	Singapore	Marine exhaust gas cleaning systems, marine energy-saving devices, marine clean-energy supply systems and maritime services	Through sales agents	30 days	Wire transfer	190,318	37.3
Customer B ⁽²⁾	2018	Shipowner	A shipping company with a history spanning 60 years primarily operates container ships, bulk carriers, and oil tankers and one of the world's largest well-known shipowners and Singapore's largest shipping company. It manages around 250 ships, with a managed fleet of over 22 million DWT, around 6,000 employees in seven offices worldwide.	Singapore/United Kingdom	Marine exhaust gas cleaning systems, marine energy-saving devices and maritime services	Through sales agents	30 days	Wire transfer	136,834	26.8
Customer H	2022	Shipowner	An international dry bulk shipping company established in 2007 focuses on transporting commodities like coal, iron ore, grain, and other dry bulk goods. It owns and manages a fleet of around 90 ships, with over 15 million DWT.	Singapore	Marine exhaust gas cleaning systems, marine energy-saving devices	Through sales agents	30 days	Wire transfer	39,198	7.7
Customer D	2019	Ship builder	A company established in 2004 primarily engages in the design, manufacturing, and repair of ships as well as the production of ship parts and marine platforms. It covers a total area of 1.62 million square meters with a Yangze River shoreline of over 3,200 meters. It has one 100,000-ton dry dock, one 300,000-ton dry dock, and one 500,000-ton dry dock, etc.	Mainland China	Marine exhaust gas cleaning systems, marine clean-energy supply systems and maritime services	Visit	30-90 days	Wire transfer/letter of credit	37,522	7.4
Customer I ⁽¹⁾	2021	Ship builder	A company established in 1961 primarily engages in global shipping and is one of the world's largest shipping companies. It operates more than 500 container ships and more than 400 bulk carriers and covers services worldwide as of December 31, 2023.	Mainland China	Marine exhaust gas cleaning systems and marine clean-energy supply systems	Visit	30 days	Wire transfer	26,475	5.2
Total									<u>430,347</u>	<u>84.3</u>

Notes:

(1) Includes transactions with its subsidiaries.

(2) Includes transactions with Customer B and its subsidiary.

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Five largest customers for the six months ended June 30, 2024	Year of commencement of business relationship	Customer type	Company background	Business location	Major services provided	How the Group became acquainted with the customer	Credit terms	Payment method	Transaction amount RMB'000	Percentage to total revenue of our Group %
Customer J ⁽¹⁾	2022	Ship builder	A company primarily engages design, manufacturing, and repair of ships as well as the production of ships. Its core ship products are exported to more than 20 developed countries and regions such as Britain, Spain, Germany, the Netherlands, Sweden, Denmark, etc.	Mainland China	Marine exhaust gas cleaning systems, marine clean-energy supply systems and maritime services	Visit	30 days	Wire transfer	79,292	23.6
Customer D	2019	Ship builder	A company established in 2004 primarily engages in the design, manufacturing, and repair of ships as well as the production of ship parts and marine platforms. It covers a total area of 1.62 million square meters with a Yangze River shoreline of over 3,200 meters. It has one 100,000-ton dry dock, one 300,000-ton dry dock, and one 500,000-ton dry dock, etc.	Mainland China	Marine exhaust gas cleaning systems, marine clean-energy supply systems and maritime services	Visit	30-90 days	Wire transfer/letter of credit	73,237	21.8
Customer B ⁽²⁾	2018	Shipowner	A shipping company with a history spanning 60 years primarily operates container ships, bulk carriers, and oil tankers and one of the world's largest well-known shipowners and Singapore's largest shipping company. It manages around 250 ships, with a managed fleet of over 22 million DWT, around 6,000 employees in seven offices worldwide.	Singapore/United Kingdom	Marine exhaust gas cleaning systems, marine energy-saving devices and maritime services	Through sales agents	30 days	Wire transfer	66,876	19.9
Customer G ⁽¹⁾	2021	Shipowner	A company established in 1972 and known for its operations in the container feeder market, facilitating the movement of goods from major international shipping routes to inland destinations, which is crucial for the global supply chain. It operates more than 100 ships, with 5.9 million TEUs of throughput in 2023, 87 services in its network worldwide.	Singapore	Marine exhaust gas cleaning systems, marine energy-saving devices, marine clean-energy supply systems and maritime services	Through sales agents	30 days	Wire transfer	61,757	18.4
Customer I ⁽¹⁾	2021	Ship builder	A company established in 1961 primarily engages in global shipping and is one of the world's largest shipping companies. It operates more than 500 container ships and more than 400 bulk carriers and covers services worldwide as of December 31, 2023.	Mainland China	Marine exhaust gas cleaning systems	Visit	30 days	Wire transfer	19,592	5.8
Total									300,754	89.4

Notes:

(1) Include transactions with its subsidiaries.

(2) Include transactions with Customer B and its subsidiary.

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The key underlying reasons for, and the circumstances leading to, the changes in the composition of our Group's five largest customers during each year or period of the Track Record Period and the significant fluctuations in our Group's sales to these customers during the Track Record Period are set forth below:

- Our revenue contribution from marine exhaust gas cleaning systems accounted for more than 60% of our total revenue during each year or period of the Track Record Period.
- A customer usually would not repeat its purchases of marine exhaust gas cleaning systems from us after completing the installation of marine exhaust gas cleaning systems for its existing fleet, until it later acquires new ships, as the case may be. Therefore, our sales to a particular customer could fluctuate significantly from period to period depending on the timing of each customer's plan of installing marine exhaust gas cleaning systems.
- The identity of our five largest customers during each year or period of the Track Record Period also depended on the customer delivery targets. In addition, because we continuously sought new customers in the marine exhaust gas cleaning system segment, the largest customers during each year or period of the Track Record Period were not identical.

Our Directors confirm that our five largest customers during each year or period of the Track Record Period were all Independent Third Parties and that none of our Directors, their respective close associates or any Shareholders (to the knowledge of our Directors owning more than 5% of our share capital as of the Latest Practicable Date) had any interest, directly or indirectly, in any of our five largest customers during each year or period of the Track Record Period. Our five largest customers during each year or period of the Track Record Period or their ultimate beneficial owners/directors do not have any other past or present relationships (family, business, employment, trust, financing or otherwise) with the Group, our shareholders, directors, supervisors or senior management, or any of their respective associates.

During the Track Record Period, to the best knowledge of our Directors, our Group did not have any material disputes with our customers or experience any material delays in or disruption of our equipment and systems. We believe that perceived quality and reputation are of paramount importance for the provision of our equipment and systems. We believe that our business relationships with such major customers are well-established and that our commitment to providing reliable and quality services will enable us to further attract new customers and diversify our customer base. We aim to take a flexible approach to continue broadening our customer base and equipment and system range and strengthening our relationship with key customers.

There was a notable concentration in our customer base as large shipping companies have increasingly dominated in terms of number of ships, which has influenced our strategy to engage primarily with these major players due to their substantial market share. Additionally, the shipbuilding industry mirrors this pattern, where major ship builders are strengthening their order-taking capabilities, leading to a further concentration within the industry. During each year or period of the Track Record Period, a majority part of our revenue was derived from our top five customers. According to Frost & Sullivan, concentration in the customer base in the maritime environmental protection equipment and system industry is in line with the industry norm based on the interviews conducted with top 10 global market players and comprehensive primary research by interviewing experts from the China Association of the National Shipbuilding Industry, a leading organization in the shipbuilding industry, encompassing various related enterprises and institutions. Nevertheless, according to Frost & Sullivan, certain of our

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competitors in the industry tend to have a relatively lower concentration risk in their customer base compared to us, primarily due to their longer operating history, larger business size and more diversified business operations. We are seeking to mitigate the concentration risks by fostering relationships with emerging markets and broadening our equipment and system offerings to appeal to a wider customer base. Additionally, we are investing in market development and sales to enhance our brand visibility and attract new customers. We are also leveraging technological advancements to innovate our equipment and systems, thereby increasing our competitive edge and reducing dependency on any single customer or market segment. Through these concerted efforts, we aim to achieve a more balanced revenue stream and fortify our market position in the long term. In addition, customers have become accustomed to utilizing our equipment and systems, and a transition to alternative providers would incur switching costs. According to Frost & Sullivan, using different equipment and systems will incur additional time and costs to train their personnel to become familiar with new equipment and systems.

Salient terms of our sales agreements

We generally enter into sales agreements with our customers. Depending on our arrangements with the customers, we may contract with ship-owning SPVs, with shipowner or ship management company customers confirming to us that they perform the necessary operational obligations regarding, among others, the use and handling of the contracts entered into by the ship-owning SPVs. According to Frost & Sullivan, contracting between maritime environmental protection equipment and system providers and ship-owning SPVs is in line with industry norm for shipowners' risk management purposes. Set out below are the key terms of our sales agreements:

Price	The agreements set out the price and payment arrangements.
Delivery	We are generally required to deliver our products to destinations specified by our customers at our own cost and risk.
Payment and settlement	<p>Marine exhaust gas cleaning systems:</p> <p>Usually by letter of credit or in installment. For example, in three installments including 30% of the contract price payable within certain days after signing the sales agreements, 50% of the contract price payable within certain days of the product being ready for delivery, and 20% of the contract price payable within certain days of the completion date which is the date of the award of the sea trial report following completion of installation and commissioning of marine exhaust gas cleaning systems.</p> <p>Marine energy-saving devices:</p> <p>Payment is due within certain days after receipt of the invoice from us.</p> <p>Marine clean-energy supply systems:</p> <p>Under letter of credit: The customers must provide an irrevocable letter of credit in favor of us within certain days prior to the delivery date. The credit is available against our drafts drawn at sight on the opening bank for 100% of the invoice value, accompanied by the specified shipping documents.</p>

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On collection: After shipment, we may draw on the customers at sight and send the drafts along with the shipping documents to the customers through our and customers' banks for collection.

By direct remittance: Payment is made by the customers within a specified number of days after receipt of the shipping documents from us.

Maritime services:

Ship accommodation interior design and construction:

Payment is due within certain days after receipt of the invoice from us.

Container ship and PCTC lashing gears:

Usually by letter of credit or in installments. For example, three installments including 15% of the contract price payable within certain days after signing the sales agreements, 10% of the contract price payable within certain days of a fixed date and 75% of the contract price payable within 30 days of the product's delivery to the shipyard.

Warranty

Marine exhaust gas cleaning systems:

We generally provide a warranty period of 24 months for marine exhaust gas cleaning systems following installation of the product onboard ships. During the warranty period, if defects are discovered, we must repair or replace the equipment at customers' choice, with minimal disruption to the ship's operations, and any such repairs or replacements will extend the warranty period by an additional 12 months. We generally provide a warranty period of 60 months for scrubbers following the delivery of products.

Marine energy-saving devices:

We generally provide a warranty period of 18 months for marine energy-saving devices following the product delivery or 12 months from the date the services are completed and the purchaser has received approval from the classification society, whichever comes earlier. If defects are discovered, we must repair or replace the equipment at customers' choice, with minimal disruption to the ship's operations.

Marine clean-energy supply systems:

The warranty period is generally 13 months after the ship builder deliver the ships to the shipowners or 24 months after the products arrive at the shipyard, whichever is earlier. A warranty of additional six months is provided for replacement or repairing parts, from the date of replacement.

BUSINESS

Maritime services:

Ship accommodation interior design and construction:

We generally provide a warranty period of 18 months for ship accommodation interior design and construction following the delivery of products or 12 months from the final acceptance, whichever comes earlier. If defects are discovered, we must repair or replace the equipment at customers' choice, with minimal disruption to the ship's operations.

Container ship and PCTC lashing gears:

We generally provide a warranty period of 12 months for container ship and PCTC lashing gears following the delivery of products or 18 months after the product's delivery to the shipyard, whichever comes earlier.

During the warranty period, if defects are discovered, we must repair or replace the equipment at customers' choice, with minimal disruption to the ship's operations, and any such repairs or replacements will extend the warranty period for an additional 12 months.

Installation and commissioning

We usually provide all relevant support for installation, commissioning and testing of the systems or products, including sending qualified and skilled labor to supervise and provide support and providing training for each crew.

Other terms

Generally including other terms such as termination, force majeure, and liabilities for breach.

Termination

Each party may terminate the agreements in the event of, among others, (i) any material breach by the other party; or (ii) any other breach by the other party that is not remedied within a prescribed time-period.

Order cancellation

In the event of any failure to make payment due to errors or omissions by the customers, we are generally entitled to terminate the agreements and recover any unpaid portion of the contract price that relates to the work performed up to the date of termination. Additionally, we may recover any losses we may suffer or any liabilities to subcontractors or suppliers that we may incur. Furthermore, we need to refund the payments made by customers for products or services we have not performed. Such terms apply to both newbuilding and retrofit in-service ship orders.

Our Directors confirm that, during the Track Record Period and up to the Latest Practicable Date, no customer has canceled orders and therefore we have not suffered any loss from order cancellation during the Track Record Period.

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Pricing policy and payment

We adopt generally the same pricing policy and pricing range for domestic and overseas customers. We primarily employ a cost-plus pricing approach. The pricing of our products is determined through a comprehensive calculation, considering the specific circumstances of each customer, such as the level of customization, performance of the products, expected time of completion, complexity of the project, scale of orders, customer profiles and our relationship with such customers, any payment terms, the prices of any competing equipment and systems and our strategic plans for entering new areas. We then establish the final sales prices based on these calculations.

For instance, one of our key products, marine exhaust gas cleaning systems, are customized and its pricing strategy generally takes into account various factors including the technical requirements for ships, the complexity of the design equipment and systems, expected time of completion, and the scope of equipment and systems such as whether retrofit design and construction will be involved. Furthermore, we also adjust our product prices based on negotiations with customers who may possess different bargaining power. Usually, the average selling price of the same or similar equipment and systems for retrofit in-service ships is higher than that for newbuildings mainly because the orders for retrofit in-service ships involve modification costs (including on-site 3D scanning and modification designs, etc.), which lead to a higher average selling price. For further details of the average selling price of our marine exhaust gas cleaning systems, see “ — Our equipment and systems — Marine exhaust gas cleaning systems — Average selling price” in this section.

When it comes to pricing our other equipment, systems or services, including our marine energy-saving devices, marine clean-energy supply systems and maritime services, we generally consider the technical requirements agreed upon with the customer. This allows us to anticipate corresponding procurement and production costs, research and development expenses, etc. We then apply a commercially reasonable profit margin to establish the basis for external quotations. Simultaneously, we closely monitor the bidding prices of competitors in the market to ensure that our product pricing remains within a competitive range while maintaining our market competitiveness.

We generally offer three payment terms: installment payments with wire transfer, 30 to 90 day credit period with wire transfer and letters of credit.

Seasonality

Our operations and financial performance are not significantly impacted by seasonality. Our proactive approach to managing potential impacts of seasonality includes planning in advance during customary holiday periods. For example, to ensure the continuity of project progress during the Chinese New Year, we proactively schedule overtime to mitigate any potential disruptions to our factory operations caused by the holidays.

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OUR SUPPLIERS

Our major suppliers

During the Track Record Period, our major suppliers included engineering equipment providers, components providers, stainless-steel plate providers, sales agents, OEMs and transportation service providers. For each of the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2024, procurement from our five largest suppliers represented approximately 70.5%, 40.9%, 34.5% and 56.0% of our total purchases for the respective period, and procurement from our largest supplier represented approximately 51.0%, 13.7%, 9.7% and 26.0% of our total purchases for the respective period. We mainly purchased raw materials, product components and services from domestic suppliers. The five largest suppliers during each year or period of the Track Record Period were not identical. The following tables set forth the basic information of our Group's five largest suppliers during each year or period of the Track Record Period:

Five largest suppliers for the year ended December 31, 2021	Year of commencement of business relationship	Company background	Business location	Products/services principally procured/rendered	Credit terms	Payment method	Transaction amount <i>RMB'000</i>	Percentage to total purchases of our Group %
Supplier A	2018	A company mainly engaged in the R&D, design, manufacture, and sales of petrochemical equipment	Mainland China	Scrubbers	30 days	Wire transfer	62,880	51.0
C&O Marine Engineering Co., Limited ("C&O Marine") ⁽¹⁾	2020	A group of companies under the same control, mainly engaged in providing interior renovation materials and installation services	Mainland China and Hong Kong	Ship accommodation interior design and construction, including provision of relevant equipment	30 days	Wire transfer	7,797	6.3
Supplier B	2020	A company mainly engaged in the manufacturing of general components, metal tools, and fasteners	Mainland China	Container ship and PCTC lashing gears	30-60 days	Wire transfer	6,627	5.4
Shanghai Hangxu Environmental Protection Technology Co., Ltd. (上海航環環保科技有限公司) ("Shanghai Hangxu")	2018	A company mainly engaged in various environmental and marine technology services, including sales and maintenance of related equipment, and international trade	Mainland China	Raw materials for the flue gas valves, stainless-steel argon arc welding wire and ship repair services	30 days	Wire transfer	4,980	4.0
Jiangsu Daming Industrial Technology Group Co., Ltd. (江蘇大明工業科技集團有限公司) (formerly known as Jiangsu Daming Metal Products Company Limited (江蘇大明金屬製品有限公司)) ("Jiangsu Daming")	2021	A company mainly engaged in the manufacture of general equipment, general components, machining of mechanical parts, and metal cutting services	Mainland China	Stainless steel plate	Not applicable	Wire transfer	4,550	3.7
Total							86,834	70.5

Note:

- (1) Includes transactions with C&O Marine and its subsidiary.

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Five largest suppliers for the year ended December 31, 2022	Year of commencement of business relationship	Company background	Business location	Products/services principally procured/rendered	Credit terms	Payment method	Transaction amount	Percentage to total purchases of our Group
							<i>RMB'000</i>	%
Shanghai Hangxu	2018	A company mainly engaged in various environmental and marine technology services, including sales and maintenance of related equipment, and international trade	Mainland China	Raw materials for the flue gas valves, stainless-steel argon arc welding wire and ship repair and commissioning services	30 days	Wire transfer	23,805	13.7
C&O Marine ⁽¹⁾	2020	A group of companies under the same control, mainly engaged in providing interior renovation materials and installation services	Mainland China and Hong Kong	Ship accommodation interior design and construction, including provision of relevant equipment	30 days	Wire transfer	14,788	8.5
Supplier B	2020	A company mainly engaged in the manufacturing of general components, metal tools, and fasteners	Mainland China	Container ship and PCTC lashing gears	30-60 days	Wire transfer	14,547	8.4
Jiangsu Daming	2021	A company mainly engaged in the manufacture of general equipment, general components, machining of mechanical parts, and metal cutting services	Mainland China	Stainless-steel plate	Not applicable	Wire transfer	9,013	5.2
Jiangsu ContiOcean	2022	A company mainly engaged in manufacturing and selling electrical and mechanical equipment, parts, and various metal products	Mainland China	Prefabricated cabin transformer	30 days	Wire transfer	8,881	5.1
Total							71,034	40.9

Note:

(1) Includes transactions with C&O Marine and its subsidiaries.

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Five largest suppliers for the year ended December 31, 2023	Year of commencement of business relationship	Company background	Business location	Products/services principally procured/rendered	Credit terms	Payment method	Transaction amount	Percentage to total purchases of our Group
							<i>RMB'000</i>	%
C&O Marine ⁽¹⁾	2020	A group of companies under the same control, mainly engaged in providing interior renovation materials and installation services	Mainland China and Hong Kong	Ship accommodation interior design and construction, including provision of relevant equipment	30 days	Wire transfer	27,234	9.7
Sc slashing Hong Kong Co., Limited ⁽²⁾	2020	A company mainly engaged in the sale of mechanical equipment, packaging materials and metal products	Mainland China and Hong Kong	Container ship and PCTC lashing gears	30 days	Wire transfer	23,550	8.4
Iron Pump A/S	2018	A Danish company engaged in the manufacturing and supplying quality pumps and components to the marine industry worldwide	Denmark	Seawater pump	Not applicable	Wire transfer	19,477	6.9
Shanghai Hangxu	2018	A company mainly engaged in various environmental and marine technology services, including sales and maintenance of related equipment, and international trade	Mainland China	Raw materials for the flue gas valves, stainless-steel argon arc welding wire and ship repair and commissioning services	30 days	Wire transfer	14,099	5.0
Rugao Saixing Ship Engineering Co., Ltd. (如皋賽興船舶工程有限公司) ⁽³⁾	2021	A multifaceted company engaged in marine equipment sales and services, including sales of marine transportation equipment, energy-saving devices and ship design	Mainland China	Production processing	30 days	Wire transfer	12,793	4.5
Total							97,153	34.5

Notes:

- (1) Includes transactions with C&O Marine and its subsidiary.
- (2) Includes transactions with Sc slashing Hong Kong Co., Limited and its subsidiary.
- (3) Includes transactions with Rugao Saixing Ship Engineering Co., Ltd. (如皋賽興船舶工程有限公司) and its subsidiaries.

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Five largest suppliers for the six months ended June 30, 2024	Year of commencement of business relationship	Company background	Business location	Products/services principally procured/rendered	Credit terms	Payment method	Transaction amount	Percentage to total purchases of our Group
							<i>RMB'000</i>	%
C&O Marine ⁽¹⁾	2020	A group of companies under the same control, mainly engaged in providing interior renovation materials and installation services	Mainland China and Hong Kong	Ship accommodation interior design and construction, including provision of relevant equipment	30 days	Wire transfer	36,965	26.0
Supplier E ⁽²⁾	2022	A company engaged in mechanical processing and manufacturing of process equipment	Mainland China	Container ship and PCTC lashing gears, energy saving devices, raw materials and equipment of marine valves	30-60 days	Wire transfer	14,456	10.2
Sc slashing Hong Kong Co., Limited ⁽³⁾	2020	A company mainly engaged in the sale of mechanical equipment, packaging materials and metal products	Mainland China and Hong Kong	Container ship and PCTC lashing gears	30 days	Wire transfer	11,828	8.3
Supplier F	2023	A company mainly engaged in offering a wide range of services including construction, ship repair, marine equipment manufacturing, and technical services	Mainland China	Energy-saving devices	Not applicable	Wire transfer	9,203	6.5
Rugao Saixing Ship Engineering Co., Ltd. (如皋賽興船舶工程有限公司) ⁽⁴⁾	2021	A multifaceted company engaged in marine equipment sales and services, including sales of marine transportation equipment, energy-saving devices and ship design	Mainland China	Production processing	30 days	Wire transfer	7,094	5.0
Total							79,546	56.0

Notes:

- (1) Includes transactions with C&O Marine and its subsidiary.
- (2) Includes transactions with its subsidiaries.
- (3) Includes transactions with Sc slashing Hong Kong Co., Limited and its subsidiary.
- (4) Includes transactions with Rugao Saixing Ship Engineering Co., Ltd. (如皋賽興船舶工程有限公司) and its subsidiaries.

BUSINESS

We used to hold a 40% equity interest in Jiangsu ContiOcean, which was subsequently disposed of in April 2023 to align with our business focus on developing maritime environmental protection equipment and systems. Jiangsu ContiOcean was established on July 4, 2022 with a registered capital of RMB10 million. At the time of establishment, ContiOcean Nantong and Nanjing Haitai Technology Co., Ltd. (南京海泰科技有限公司) (“**Nanjing Haitai**”) held 40% and 60% equity interest, respectively, of Jiangsu ContiOcean. We attempted to engage in the business of prefabricated cabin transformers, which is under our other maritime services, to diversify our business. During actual operations, we realized that the business did not perform as expected because Jiangsu ContiOcean had relatively low profit margins. Additionally, due to insufficient orders in the early stages of business and weak production cost control capabilities, it was difficult to cover the various expenses incurred in the early stages. Jiangsu ContiOcean experienced a loss-making financial situation before our equity disposal in 2023. Consequently, in April 2023, ContiOcean Nantong disposed of its entire interest in Jiangsu ContiOcean for nil consideration to Nantong Fuqian Power Equipment Co., Ltd. (南通福錢電力設備有限公司) (“**Nantong Fuqian**”) (the “**Disposal**”). The Disposal allows us to focus on our current main business.

Our revenue and gross profit margin attributable to the products we provided involving prefabricated cabin transformers provided by Jiangsu ContiOcean from the establishment of Jiangsu ContiOcean (i.e., July 4, 2022) to December 31, 2022 and from January 1, 2023 to the disposal date of Jiangsu ContiOcean (i.e., April 7, 2023) was RMB8.9 million, 4.0% and nil, nil, respectively. Our revenue and gross profit margin attributable to the products we provided involving prefabricated cabin transformers provided by Jiangsu ContiOcean from the disposal date to December 31, 2023 and from January 1, 2024 to June 30, 2024 was RMB4.8 million, negative 1.2% and nil, nil, respectively. The negative GPM of 1.2% from the disposal date to December 31, 2023 was primarily because the relevant procurement costs increased. However, the prices under the sales contracts we entered into with our customers before the Disposal have been fixed.

Nanjing Haitai, established on May 31, 2018 with a registered capital of RMB6.0 million, was principally engaged in the R&D, technology transfer, technical consultation, and technical services of new energy technologies, as well as the sales, installation, and maintenance of electromechanical products, power tools, and new energy equipment according to publicly available information. Nantong Fuqian, established on December 31, 2019 with a registered capital of RMB3.0 million, is principally engaged in construction engineering, design, and the sale of electrical equipment, power facilities, building materials, mechanical parts, and various other products according to publicly available information.

Nanjing Haitai and Nantong Fuqian are Independent Third Parties and have no past or present relationships (family, business, employment, trust, financing or otherwise) with us or our subsidiaries, shareholders, directors, supervisors or senior management, or any of our respective associates. To the best knowledge of our Directors and after making due inquiry with the management of Jiangsu ContiOcean, Jiangsu ContiOcean has not been the subject of any non-compliance or has not been involved in any pending or threatened litigation, arbitration or administrative proceedings since the date of establishment and up to the date of the Disposal.

BUSINESS

We were the sole customer of Jiangsu ContiOcean before the Disposal. We purchased prefabricated cabin transformers from Jiangsu ContiOcean for our maritime services. We set forth below the significance of our purchase from Jiangsu ContiOcean in terms of its proportion to the cost of sales of the maritime services for each of the period comprising the Track Record Period:

	For the year ended December 31,			For the six months ended June 30,
	2021	2022	2023	2024
The goods purchased from Jiangsu ContiOcean recognized in cost of sales (RMB'000)	—	8,525	4,893	—
Cost of sales of the maritime services (RMB'000)	—	57,910	75,556	—
The proportion of the goods purchased from Jiangsu ContiOcean to the cost of sales of the maritime services (%)	—	14.7	6.5	—

Our Directors confirm that, except as disclosed above, our five largest suppliers during each year or period of the Track Record Period were all Independent Third Parties and none of our Directors, their respective close associates or any Shareholder (to the knowledge of our Directors owning more than 5% of our share capital as of the Latest Practicable Date) had any interest, directly or indirectly, in any of our five largest suppliers during each year or period of the Track Record Period.

We select our suppliers based on various factors, including but not limited to product or service quality, production conditions of products and technical capabilities. We regularly review and dynamically evaluate suppliers on criteria such as qualifications, product or service quality, supply capacity, and relevant certifications. Based on these evaluations, we compile a list of qualified suppliers. If a supplier is deemed non-compliant or unqualified based on the dynamic evaluation, we will remove the supplier from our list. We prudently maintain a diversified supplier base, ensuring no dependency on any single supplier, and possess the capability to seamlessly secure alternative suppliers as necessary.

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The procurement process is managed by the project procurement officer, who is responsible for the timely processing of purchase requests submitted by the technical department. This involves generating purchase orders and soliciting quotes from suppliers. Once a supplier is approved, we proceed with the formalities of signing a procurement contract. Our procurement methods include competitive negotiations and requests for quotations, among others.

We consider it important to maintain good business relationships with our suppliers and where possible, to diversify our supplier base so as to avoid any disruptions to our operation. Our Directors confirm that during the Track Record Period and as of the Latest Practicable Date: (i) we did not experience any material difficulties in obtaining supplies for our business in a timely manner; and (ii) we did not have any material disputes with our major suppliers.

Salient terms of our purchase agreements

We generally enter into purchase agreements or place orders with our suppliers for each of our purchases. Set out below are the material terms of such purchase agreements or orders:

- | | |
|----------------------|---|
| Specification | The agreements or orders set out the type of equipment, components or stainless-steel plate and quantity to be supplied. |
| Price | The agreements or orders set out the price of equipment, components or stainless-steel plate. |
| Delivery | Our suppliers are typically required to deliver the equipment, components or stainless-steel plate to our production facility or to the delivery point we designate at the required time. |
| Payment | We generally make payments to our suppliers after the delivery of the equipment, components or stainless-steel plate to our production facility mainly by way of wire transfer or bank acceptance bills, and in some cases, we need to make prepayments. |
| Credit period | Our suppliers typically grant us credit periods around 30 days. |
| Warranty | If we receive any defective equipment, components, stainless-steel plate, we are entitled to require a substitution with equipment, components or stainless-steel plate satisfying the quality specifications stipulated by the contract at the supplier's costs. |
| Termination | Each party may terminate the agreements in the event of, among others, (i) any material breach by the other party; or (ii) any other breach by the other party that is not remedied within a prescribed time-period. |

We set forth below the material terms of OEM agreements:

- | | |
|-------------------------|--|
| Term | The term is generally within one year, depending on different needs. |
| Responsibilities | OEMs are required to process certain products according to our specifications. |

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- Raw materials procurement policy** Some OEMs are allowed to select raw materials that will be subject to our inspection. In cases our raw materials are to be used, OEMs should record the consumption quota for these materials. We will supply raw materials in accordance with the agreements' stipulations regarding time, quantity, quality, and specifications. OEMs shall inspect the raw materials provided by us in a timely manner. If the materials do not meet the required standards, OEMs are obliged to notify us immediately for replacement or supplementation. OEMs are not permitted to substitute the raw materials we provide without authorization.
- Payment** The payment terms include installment payments or paying upon completion of the work.
- Confidentiality** OEMs must maintain confidentiality regarding the processing and manufacturing work undertaken. They are not allowed to retain copies of technical documents without our permission.
- Termination** Each party may terminate the agreements in the event of, among others, (i) any material breach by the other party; or (ii) any other breach by the other party that is not remedied within a prescribed time-period.

See “— Sales and service network” in this section for the details of the material terms of service agreement with our service contractor and “— Marketing strategy” in this section for the details of the material terms of sales agent agreements.

OVERLAPPING OF MAJOR CUSTOMERS AND SUPPLIERS

During the Track Record Period, Customer I was one of our major customers and a supplier, and Shanghai Hangxu and Supplier E were our major suppliers and customers. According to Frost & Sullivan, it is not uncommon a customer is also a supplier in the shipping and shipping related industry.

Customer I purchased from our Group marine exhaust gas cleaning systems and marine clean-energy supply systems during the Track Record Period. We outsourced to Customer I the production and installation of wind deflectors which were designed by us. Our total sales to Customer I were approximately nil, RMB217,000, RMB26.5 million and RMB19.6 million, respectively, which accounted for approximately nil, 0.1%, 5.2% and 5.8% of our total sales, respectively, for the years ended December 31, 2021, 2022 and 2023 and for the six months ended June 30, 2024. Our gross profit derived from the sales of products to Customer I was approximately nil, RMB36,000, RMB12.9 million and RMB8.1 million, respectively, for the years ended December 31, 2021, 2022 and 2023 and for the six months ended June 30, 2024, and our gross profit margin for the sales of products to Customer I was approximately nil, 16.7%, 48.8% and 41.5%, respectively, for the same periods. For the years ended December 31, 2021, 2022 and 2023 and for the six months ended June 30, 2024, our total purchases from Customer I were approximately nil, RMB58,000, RMB8.9 million, and RMB20,000, respectively, which accounted for approximately nil, 0.03%, 3.2% and 0.01% of our total purchases, respectively.

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Shanghai Hangxu supplied us with raw materials for the flue gas valves, stainless-steel argon arc welding wire and ship repair services during the Track Record Period while it also outsourced to us the contract manufacturing of flue gas valves under our other maritime services, which were subsequently resold to its customers. Shanghai Hangxu provided raw materials for certain marine equipment including flue gas valves and ship repair services. When Shanghai Hangxu received orders for flue gas valves under maritime services, they outsource to us the contract manufacturing of flue gas valves considering our good cooperation. For the years ended December 31, 2021, 2022 and 2023 and for the six months ended June 30, 2024, our total purchases from Shanghai Hangxu were approximately RMB5.0 million, RMB23.8 million, RMB14.1 million and RMB4.1 million, respectively, which accounted for approximately 4.0%, 13.7%, 5.0% and 2.9% of our total purchases, respectively. Our total sales to Shanghai Hangxu were approximately RMB1.1 million, RMB3.0 million, nil and nil, respectively, which accounted for approximately 0.8%, 1.2%, nil and nil of our total sales, respectively, for the years ended December 31, 2021, 2022 and 2023 and for the six months ended June 30, 2024. Our gross profit derived from the sales of products to Shanghai Hangxu was approximately RMB139,000, RMB276,000, nil and nil, respectively, for the years ended December 31, 2021, 2022 and 2023 and for the six months ended June 30, 2024, and our gross profit margin for the sales of products to Shanghai Hangxu was approximately 12.3%, 9.3%, nil and nil, respectively, for the same periods.

Certain subsidiaries of Supplier E (collectively, the “**Supplier E-Selling Entities**”) supplied us with container ship and PCTC loose-lashing gears, energy saving devices, raw materials and equipment of marine valves during the Track Record Period. Another subsidiary of Supplier E (the “**Supplier E-Buying Entity**”) procured container ship fixed-lashing gears from us for the years ended December 31, 2022 and 2023. The products we procured from Supplier E-Selling Entities differ from the products we sold to Supplier E-Buying Entity. Supplier E is a large corporate group with a wide range of business activities. We collaborate with its different subsidiaries to meet our business demand. For the years ended December 31, 2021, 2022 and 2023 and for the six months ended June 30, 2024, our total purchases from Supplier E were approximately nil, RMB8.8 million, RMB9.3 million and RMB14.5 million, respectively, which accounted for approximately nil, 5.1%, 3.3% and 10.2% of our total purchases, respectively. Our total sales to Supplier E were approximately nil, RMB2.4 million, RMB0.8 million and RMB10,641, respectively, which accounted for approximately nil, 1.0%, 0.2% and 0.01% of our total sales, respectively, for the years ended December 31, 2021, 2022 and 2023 and for the six months ended June 30, 2024. Our gross profit derived from the sales of products to Supplier E was approximately nil, RMB694,000, RMB243,000 and RMB2,000, respectively, for the years ended December 31, 2021, 2022 and 2023 and for the six months ended June 30, 2024, and our gross profit margin for the sales of products to Supplier E was approximately nil, 29.1%, 28.9% and 21.5%, respectively, for the same periods.

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The following table sets forth our total revenue from and our purchases amount from these overlapping customers-suppliers for the periods indicated:

	For the year ended December 31,			For the six months ended June 30,
	2021	2022	2023	2024
	<i>RMB'000 (except for percentages)</i>			
Revenue from the overlapping customers-suppliers				
Revenue	1,131	5,583	27,315	19,602
As a percentage of our total revenue	0.8%	2.3%	5.4%	5.8%
Purchases from the overlapping customers-suppliers				
Purchase amount	4,980	32,689	32,313	18,567
As a percentage of our total purchases	4.0%	18.8%	11.5%	13.1%

Our Directors confirmed that all of our sales to and purchases from Customer I and Shanghai Hangxu were not inter-conditional, inter-related or otherwise considered as one transaction.

COMPETITION

We operate in a competitive industry. We generally compete with global maritime environmental protection equipment and system providers. Competition largely focuses on advancement of technology, price of services, quality and variety of services provided, financial capacity and access to customers. For details, see “Risk Factors — Risks relating to our business and industry — The maritime environmental protection equipment and system industry is highly fragmented and competitive, and we cannot guarantee success in competing within the industries”.

In addition, when we enter into a new market, we may face intense competition from companies with an established presence in the relevant geographical areas and from other companies with similar expansion targets. We cannot assure you that we will be able to successfully compete to expand our coverage and make strategic acquisitions. For details, see “Risk Factors — Risks relating to our business and industry — We may not be able to adapt to rapidly changing technologies in a timely manner, or at all” and “Risk Factors — Risks relating to our business and industry — Our business prospect hinges on our ability to successfully introduce and market new equipment and systems and execute our planned business initiatives. However, this endeavor may expose us to new and increased challenges and risks”.

Compared to overseas companies, Chinese maritime environmental protection equipment and system providers excel in delivery speed, typically completing projects two months faster than international competitors. In addition, we are one of the very few companies in the world that focuses exclusively on maritime environmental protection equipment and systems, while most competitors treat this area as just one part of their broader product portfolios. This dedicated focus enables us to deliver more specialized, professional, and customized solutions tailored to specific customer needs. Furthermore, compared to overseas companies, due to the lower costs of labor and raw materials, we can offer more competitive pricing for our products.

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Compared to the domestic competitors, we have expanded beyond our core business of maritime exhaust gas cleaning systems to include energy-saving devices and clean energy supply systems. This expansion aligns with both evolving customer demands and tightening global regulations, ensuring we remain relevant and competitive. In contrast, many domestic competitors have been slower to adapt to these market shifts. In addition, by building on our core maritime environmental and protection equipment and system business, we offer extended services, such as maritime services. Shipowners typically limit their retrofitting vendors to one to two service providers for cost efficiency. Our history of cooperation with customers and customer satisfaction makes us a preferred choice for these services. Furthermore, with our own production facility, we believe we improve both product quality control and cost efficiencies through better control on the production process compared to other domestic competitors. Lastly, compared to state-owned enterprises, we, as a private ship exhaust gas cleaning system provider, have more streamlined decision-making processes, allowing us to respond quickly to market changes and opportunities.

For further details, see “Industry Overview” in this prospectus.

INTELLECTUAL PROPERTY

As of the Latest Practicable Date, we owned trademarks, patents and copyrights that are material to our business, including 80 registered patents, 12 registered trademarks, 30 registered copyrights and two domain names, and had applied for the registration of two trademarks and 18 patents that are material to our business. See “Statutory and General Information — B. Further information about our business — 2. Intellectual property rights of our Group” in Appendix VI in this prospectus for detail of the intellectual property rights that are material to our business.

We also seek to protect our proprietary technology and process by entering into confidentiality agreements with consultants, business partners and contractors. We have entered into confidentiality agreements and non-competition clauses stipulated in the employee agreements with our senior management and certain core members of our R&D team and other key employees who have access to trade secrets or confidential proprietary information. Our standard employment contract contains an assignment clause, under which we own all the rights to all inventions, technology, know-how and trade secrets derived during the course of an employee’s employment with us. However, despite measures taken to protect our intellectual property rights, third parties may nevertheless gain unauthorized access to our confidential information and trade secrets. For further details, see “Risk Factors — Risks relating to our business and industry — We had been, and may in the future become, subject to patent, trademark and/or other intellectual property infringement claims, which may be time-consuming, cause us to incur significant liability and increase our costs of doing business”.

Save as disclosed in the section headed “Risk Factors,” during the Track Record Period and up to the Latest Practicable Date, we were not involved in any legal, arbitral, or administrative proceedings, or claims of infringement of any intellectual property rights, in which we may be a claimant or a respondent. Our Directors confirmed that they were not aware of any legal, arbitral, or administrative proceedings of infringement of any third parties’ intellectual property rights by us as of the Latest Practicable Date.

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EMPLOYEES

As of June 30, 2024, we had a total of 106 full-time employees based in Mainland China, Singapore, Norway, Portugal, and Hong Kong.

The following table sets forth the numbers and percentages of our full-time employees by function, as of the date indicated:

	As of June 30, 2024	
	Number of employees	% of total employees
Management ⁽¹⁾	7	6.6
Administration	19	17.9
R&D	28	26.4
Sales and marketing	10	9.4
Production	32	30.2
Procurement	5	4.7
Finance	5	4.7
Total	106	100.0

Note:

(1) Mr. Chen Zhiyuan is also our Chief Technology Officer leading our R&D team.

The following table sets forth the numbers and percentages of our full-time employees by location of our business as of the date indicated:

	As of June 30, 2024	
	Number of employees	% of total employees
Mainland China	93	87.7
Singapore	2	1.9
Norway	1	0.9
Portugal	8	7.5
Hong Kong	2	1.9
Total	106	100.0

We believe that our employees are valuable assets that contribute to the success of our Group. We recruit our employees based on a number of factors such as their industry experience in the maritime environmental protection equipment and system industry, their educational background, and our vacancy needs. We generally pay our employees a fixed salary and other bonus and allowances based on their respective positions and responsibilities.

BUSINESS

We entered into individual employment contracts with our full-time employees covering matters such as wages, employee benefits, employment scope and grounds for termination. In addition, we also use contracted workers to work in our production facility. As of the Latest Practicable Date, our employees had not negotiated their terms of employment through any labor union or by way of collective bargaining agreements.

Our employees would undergo training to enhance their technical skills, knowledge of industry quality standards, occupational health and safety standards and applicable laws and regulations. We believe that we have maintained good working relationships with our employees. During the Track Record Period and up to the Latest Practicable Date, we did not experience any major labor disputes, work stoppages or labor strikes, or any work safety-related incidents that led to disruptions in our Group's operations.

We are committed to providing a fair, diversified, and inclusive workplace for all employees by strictly abiding by laws and regulations in the regions in which we operate relevant to compensation and dismissal, equal opportunities, diversity, anti-discrimination, and other benefits. In compliance with relevant law requirements, the recruitment, remuneration and welfare, promotion, and dismissal of our employees are dependent on their competence at work. We respect the rights and interests of every employee and strive to ensure a discrimination- and harassment-free working environment for all employees, where equal opportunities are offered to all employees regardless of age, gender, race, nationality, disability, family status, marital status, or any other factors irrelevant to their work competence.

To protect the rights and interests of our employees, our internal employment policies have stipulated the regulations regarding the negotiation, adjustment, and payment of salaries, as well as the conditions and procedures for terminating employment contracts.

We also provide benefits to our employees as part of their compensation package, which we believe is in line with industry norm. For example, our employees based in Mainland China are entitled to housing provident fund and social insurance including pension, basic medical insurance, maternity insurance, work-related injury insurance and unemployment insurance, as mandated by relevant laws and regulations.

Housing provident fund

Pursuant to the relevant PRC laws and regulations, employers are required to contribute to the housing provident fund for their employees. During the Track Record Period, one of our subsidiaries, ContiOcean Nantong, did not pay housing provident fund in full for certain of our employees. The primary reason for this non-compliance was that some employees were not strongly inclined to make these contributions for personal reasons. In consideration of respecting employees' willingness to contribute and maintaining employment stability, ContiOcean Nantong temporarily contributed the housing provident fund for such employees based on their basic salary. For the years ended December 31, 2021, 2022 and 2023, and for the six months ended June 30, 2024, we estimate the total shortfall in the aggregate amount of unpaid housing provident fund was approximately RMB0.4 million. As advised by our PRC Legal Adviser, with respect to ContiOcean Nantong's failure to make full payment of the housing provident fund for its employees, ContiOcean Nantong may be required by competent authorities to pay the outstanding amount within a prescribed period. If ContiOcean Nantong does not make the payment within such required period, an application may be made by the relevant authority to the People's Courts for compulsory enforcement. During the Track Record Period and up to the Latest

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Practicable Date, we had not been subject to any penalties with respect to housing provident fund and had not received any notification from competent authorities requiring us to pay the shortfalls with respect to housing provident fund. In addition, we undertake that, in the event that competent government authorities require us to make contributions within a stipulated time period or make supplementary contributions and late fees, we will duly comply in a timely manner and the maximum payment we will be required to pay equals to the total shortfall amount. ContiOcean Nantong has been paying the housing provident fund fully for its employees in accordance with legal requirements since July 2024.

Based on the foregoing, our PRC Legal Adviser is of the view that the likelihood that the competent government authorities would impose fines on us due to our failure to make full payment of the housing provident funds during the Track Record Period is remote, as long as we make the outstanding contributions and late fees, if any, within a prescribed time period upon request from the competent government authorities. Therefore, the maximum potential liabilities in connection with our failure to make full payment of the housing provident funds during the Track Record Period would be approximately RMB0.4 million.

Having considered (i) the legal advice from our PRC Legal Adviser, (ii) the total shortfall of unpaid housing provident fund was only approximately RMB0.4 million, (iii) the maximum potential liabilities would only be approximately RMB0.4 million, and (iv) ContiOcean Nantong has been paying the housing provident fund fully for its employees in accordance with legal requirements since July 2024, our Directors are of view that the incident would not have a material adverse impact on the Group's operations and financial performance. See "Risk Factors — Risks relating to our business and industry — Non-compliance with relevant regulations regarding the housing provident fund may result in penalties and have an adverse impact on our business, financial condition, results of operations and prospects".

In addition, to prevent future occurrence of such non-compliance, we have improved our internal control measures:

- we plan to continually and regularly communicate closely with relevant government agencies to ensure we acquire the most updated information about the relevant laws and regulations, to understand their requirements and interpretation of relevant rules and regulations, and make contributions to housing provident fund in accordance with their specific guidance in a timely manner;
- we have formulated and improved our compliance policy to meet the requirements of competent authorities and relevant PRC laws and regulations. Our human resource department, in collaboration with other departments, monitors our ongoing compliance with the housing provident fund contribution regulations and oversee the implementation of any necessary measures;
- we conduct regular review of payments of housing provident fund and if any problem or potential risk is identified, we will timely make rectification to ensure the protection of employees' interests and the regulatory compliance; and

BUSINESS

- we will also strengthen legal compliance training to our employees to increase their awareness of the relevant PRC laws and regulations and set up a whistleblower email. We will provide the training to relevant departments in a timely manner about any update on the regulations with respect to housing provident fund.

We maintain integrated insurance coverage against property damage to our properties and fixed assets, production facility and equipment. Further, we are required by relevant laws and regulations in the PRC to maintain employment injury insurance, which covers, among other things, work injuries, accidents, and incidents which give rise to employees' occupational health diseases. We also make contributions to social security insurance for our employees in accordance with the relevant laws and regulations of the PRC. Our Directors believe that our insurance coverage arrangements are in line with the PRC's general practice in the industry in which our Group is engaged. For the years ended December 31, 2021, 2022 and 2023 and for the six months ended June 30, 2024, we had not claimed against our insurers. We believe that the insurance coverage we currently have is in line with relevant industry standards and is adequate for us to conduct normal business operations. However, certain types of risks, such as the risk in relation to the collectability of our trade receivables and liabilities arising from events such as epidemics, natural disasters, adverse weather conditions, political unrest and terrorist attacks, are generally not covered by insurance because they are either uninsurable or it is not cost justifiable to insure against such risks. See "Risk Factors — Risks relating to our business and industry — Our insurance coverage strategy may not be adequate to protect us from all business risks and cover all of our potential losses".

PROPERTIES

Owned property

As of the Latest Practicable Date, we owned one property with a GFA of approximately 10,712.5 square meters for warehouse, production, R&D, and office use in Mainland China. During the Track Record Period and up to the Latest Practicable Date, we obtained the right certificate for the real property we own.

Leased property

As of the Latest Practicable Date, we leased two properties with a GFA of approximately 801.1 square meters in Mainland China and one property in Singapore with a GFA of approximately 87.0 square meters. These leased properties were mainly for office use and the leases vary in duration from approximately from two to six years. We believe our current leased properties are sufficient to meet our near-term needs, and additional space can be obtained on commercially reasonable terms to meet our future needs. We do not anticipate undue difficulty in renewing our leases upon their expiry.

During the Track Record Period and up to the Latest Practicable Date, we had not experienced any difficulty in renewing the leases for our leased properties. Our Directors confirmed that none of the properties stated above is individually material to our Group in terms of rental expenses.

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Licensed property

We entered into a license agreement on July 9, 2024 with an Independent Third Party for the use of an office space as our principal place of business in Hong Kong.

Service agreement

We entered into a service agreement in 2022 with an Independent Third Party which agreed to provide with us office space, work stations, Internet access and office equipment, among others, in Lisbon.

General

The above properties are used for non-property activities as defined under Rule 5.01(2) of the Listing Rules. Pursuant to Rule 5.01A of the Listing Rules, this prospectus is exempt from the requirement to include valuation on property interests of non-property activities if the carrying amount of a property interest is less than 15% of our total assets. A similar exemption applies under section 6 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong), with respect to the requirement under section 38(1) of, and paragraph 34(2) of the Third Schedule to, the Companies (Winding Up and Miscellaneous Provisions) Ordinance. As of the Latest Practicable Date, we had no single property interest of non-property activities with a carrying amount of 15% or more of our total assets, and on such basis, we are not required to include in this prospectus any property valuation report.

LEGAL PROCEEDINGS

Save as disclosed in the section headed “Risk Factors,” during the Track Record Period and up to the Latest Practicable Date, there were no litigations or arbitration proceedings or administrative proceedings pending or threatened against us or any of our Directors which would individually or in the aggregate, had a material adverse effect on our business, financial condition and results of operations.

COMPLIANCE WITH LAWS AND REGULATIONS

During the Track Record Period and up to the Latest Practicable Date, we had not been and were not involved in any material noncompliance incidents (including environmental-related) that have led to fines, enforcement actions or other penalties that could, individually or in the aggregate, have a material adverse effect on our business, financial condition and results of operations. Our Directors are of view that we had been in compliance with all the applicable laws and regulations in relation to our business operations in all material aspects during the Track Record Period and up to the Latest Practicable Date. In view of the foregoing and based on the compliance certificates and confirmations issued by relevant government authorities, our PRC Legal Adviser is of the view that our Group had complied with all applicable PRC laws and regulations in all material aspects during Track Record Period and up to the Latest Practicable Date.

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LICENSES, PERMITS AND APPROVALS

Our Directors confirm that, during the Track Record Period and up to the Latest Practicable Date, we had obtained all requisite material licenses, permits and approvals from relevant authorities for our operations in all material respects. We are required to renew some of such licenses, permits and approvals from time to time, and we currently do not expect any material difficulties in or legal impediment to such renewals.

The following table sets forth a list of material licenses, permits and approvals and held by us as of the Latest Practicable Date:

<u>License/permit</u>	<u>Holder</u>	<u>Granting authority</u>	<u>Granting date</u>	<u>Expiry date</u>
Port operating license	ContiOcean Nantong	Rugao Municipal Transportation Bureau	Granted on December 27, 2021 and renewed on December 6, 2024	December 5, 2027
Receipt of registration of pollutant discharge from fixed pollution sources (Registration number: 91320682MA1XUT853L001W)	ContiOcean Nantong	National Pollutant Discharge Permit Management Information Platform	February 15, 2023	February 14, 2028
Receipt of the record of the consignee and consignor of the import and export goods of the customs (HS code: 32069649PW)	ContiOcean Nantong	Rugao Customs	July 24, 2019	Not applicable ⁽¹⁾
Receipt of the record of the consignee and consignor of the import and export goods of the customs (HS code: 32069649TT)	Alfaback Automation	Rugao Customs	April 24, 2020	Not applicable ⁽¹⁾
Port operation business record form (Record number: Hu Gang Bei No. 23054)	ContiOcean International	Shanghai Municipal Transportation Commission	August 30, 2023	August 29, 2026
Record form of transport means service enterprises (Record number: 2243MACAB1FW8)	ContiOcean International	Shanghai Customs of the PRC	September 6, 2023	Not applicable ⁽¹⁾

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<u>License/permit</u>	<u>Holder</u>	<u>Granting authority</u>	<u>Granting date</u>	<u>Expiry date</u>
Jiangsu Province investment project filing certificate for annual production capacity of 50 sets of exhaust gas environmental protection equipment (i.e., scrubbers) (Number: Gao Xing Shen Bei [2019]224)	ContiOcean Nantong	Rugao Administrative Approval Bureau	November 20, 2019	Not applicable ⁽¹⁾

Note:

(1) The relevant records and filings do not have an expiration date and will remain valid.

In addition, we produce ship exhaust gas cleaning systems, which are designed to meet the stringent certification requirements of major maritime classification societies. Our principal products have garnered significant recognition in the form of relevant approval in principle certificates and factory approval certificates. The details of these major achievements are as follows:

Approval in principle certificates⁽¹⁾

<u>Classification society</u>	<u>Relevant product</u>	<u>Granting number</u>	<u>Granting date</u>
American Bureau of Shipping	Exhaust gas control (EGC) system	CR1718965	August 1, 2017
	Nitrogen generator	5099859-A	April 18, 2022
	Carbon dioxide removal system carbon capture pilot test system	6424370-A	May 29, 2024
Bureau Veritas	Exhaust gas cleaning unit for sulfur oxides (SOx) reduction exhaust gas	DA-MACH/18/02817	August 16, 2018
	Exhaust gas control system control unit	21651CHN22	January 4, 2023
	Nitrogen generating device	06507CHN24	February 25, 2024
China Classification Society	De-SOx Scrubber	DL18X00001	May 5, 2019
Det Norske Veritas	COIS inline multi-stream hybrid scrubber system	MCADE343/YOPARK/ P24873-J-10006	August 7, 2017
	MeOH (methanol) fuel system for low flashpoint liquid (LFL) fuelled ships	—	September 29, 2022
	Exhaust gas control and monitoring system	N142BVUJ	January 3, 2023
Lloyd's Register EMEA	COIS inline hybrid scrubber system	SOUTSO/4849755/ENG	July 25, 2017
Lloyd's Register Classification Society	CYBERION ship cyber security (enhanced) solutions	20/80018	December 8, 2020
	Carbon capture and solidification system	STS/DDT/LYW/STS 20221106	December 23, 2022
	CO ₂ flowmeter design	STS/DDT/LYW/STS 20231110	November 28, 2023
	Membrane nitrogen generator	SHI2401054	April 17, 2024

BUSINESS

Classification society	Relevant product	Granting number	Granting date
Nippon Kaiji Kyokai	Exhaust gas control system (EGCS) control system	EL19SC03323	October 30, 2019
RINA	Exhaust gas control (EGC) control system	WS/2023/WS/01/821	April 23, 2023

Note:

(1) Principle approval certificates are valid for the long term and do not have an expiration date.

Factory approval certificates

Classification society	Relevant process	Granting number	Granting date	Expiry date
Bureau Veritas	Manufacturing of EGCS control system and exhaust gas treatment tower	SMS.W.II./137714/A.0	July 14, 2022	July 8, 2026
Lloyd's Register Classification Society	Manufacturing of fabricated steel sections and pressure pipework fabrication	NTG2400310	April 2, 2024	April 1, 2027
RINA	Cutting assembly and welding of hull construction; marine and industrial structures made by ordinary, high tensile strength steel and stainless steel according to approved procedures	REC386622WS	January 30, 2023	January 29, 2028
	Manufacturing of exhaust gas control system control unit as per approved plan	REC386622WS/001	January 31, 2023	January 30, 2028
	Manufacturing of skid intend for LNG gas fuel system as per approved plan	REC386622WS/002	February 15, 2023	Not applicable

RISK MANAGEMENT AND INTERNAL CONTROL

We are dedicated to the establishment and maintenance of a robust risk management and internal control system. We have adopted and continually improve our internal control mechanisms to ensure the compliance of our business operations. Furthermore, we conduct periodic reviews of the implementation of our risk management policies and internal control measures to ensure their effectiveness and sufficiency. We have been committed to promoting a compliance culture and will adopt policies and procedures on various compliance matters, including the applicable requirements on corporate governance and environmental, social and governance matters. Our Board will be collectively responsible for the establishment and operation of mechanisms in relation to corporate governance and environmental, social, and governance matters. Our Directors are involved in the formulation of such mechanisms and their related policies. We have adopted and implemented risk management policies in various aspects of our business operations to address various potential risks in relation to operations, compliance, intellectual property, and investment.

BUSINESS

Business operational risk management

We take a comprehensive approach with regard to operational risk management and implement a mechanism with detailed and decentralized responsibilities, clear rewards and punishment systems. Our business operations, finance, and relevant departments are collectively responsible in ensuring that the compliance of our business operations conform with internal procedures. On the occurrence of a major adverse event, the matter will be escalated to our senior management and the Board of Directors may need to take appropriate measures. Through effective business operational risk management, we expect to control operational risks within a reasonable range by identifying, measuring, monitoring and containing operational risks to reduce potential losses.

Anti-corruption risk management

We have established our anti-corruption risk management policies prohibiting any corruption activities by the employees, either for the pursuit of improper personal benefits or improper interests of the Company. Our human resources and legal departments shall oversee the implementation of anti-corruption policies. We have maintained a whistle-blower mechanism including reporting hotline and email encouraging the internal report of suspicious activities. We have zero-tolerance of corruption and do not accept employment or promotion of persons responsible for corruption incidents. We conduct internal trainings and require our suppliers to execute anti-corruption commitments.

Intellectual property risk management

See “— Intellectual property” in this section.

Audit Committee and board oversight

To monitor the ongoing implementation of our risk management policies, our Audit Committee shall review and supervise our financial reporting process and internal control system on an ongoing basis to ensure that our internal control system is effective in identifying, managing and mitigating risks involved in our business operations. The Audit Committee comprises three members, namely Mr. Zhu Rongyuan, Dr. Guan Yanmin and Ms. Ng Sin Kiu. Mr. Zhu Rongyuan is the chairperson of the Audit Committee. Please refer to the section headed “Directors, Supervisors, and Senior Management — Board of Directors” in this prospectus.

Our internal audit personnel who is under the Audit Committee is responsible for reporting issues identified and improving our internal control system and procedures by identifying internal control failures and weaknesses on an ongoing basis. The internal audit personnel reports any major issues identified to the Audit Committee and the Board on a timely basis.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

CONTROLLING SHAREHOLDERS

Immediately after the completion of the Global Offering (without taking into account any exercise of the share options granted under the Pre-IPO Share Option Scheme), our Controlling Shareholders (namely our Co-Founders, Mr. Zhou Yang, Mr. Zhao Mingzhu and Mr. Chen Zhiyuan, and ContiOcean Development) will be interested in an aggregate of 71.25% of the issued share capital of our Company and will remain as our Controlling Shareholders upon the Listing. For further background of Mr. Zhou Yang, Mr. Zhao Mingzhu, and Mr. Chen Zhiyuan, each of whom is an executive Director, see “Directors, Supervisors, and Senior Management” in this prospectus for further details. Mr. Zhou Yang is our Chairman and Mr. Zhao Mingzhu is our chief executive officer.

In addition, ContiOcean Development is a platform for employee shareholding and is regarded as one of our Controlling Shareholders for the purpose of the Listing Rules, given that its general partner is ContiOcean Industrial, a company owned as to 37.50% by Mr. Zhou Yang, 31.25% by Mr. Zhao Mingzhu, and 31.25% by Mr. Chen Zhiyuan. Immediately after the completion of the Global Offering (without taking into account any exercise of the share options granted under the Pre-IPO Share Option Scheme), ContiOcean Development will be interested in an aggregate of 6.00% of the issued share capital of our Company and will remain as our Controlling Shareholder upon the Listing. See “History, Development, and Corporate Structure — Corporate developments — Share transfers involving our employee shareholding platform” for further details.

The Concert Party Agreement

Pursuant to the Concert Party Agreement, Mr. Zhou Yang, Mr. Zhao Mingzhu and Mr. Chen Zhiyuan, shall act in concert when exercising the right to propose and vote on relevant matters to the Board of Directors and the Shareholders’ meetings. In the event that no consensus is reached among them, the relevant matter shall be decided by the majority. For the avoidance of doubt, ContiOcean Development is not a party to the Concert Party Agreement. However, as mentioned in the section headed “History, Development, and Corporate Structure” above, the general partner of ContiOcean Development is ContiOcean Industrial (which is in turn controlled by Mr. Zhou Yang, Mr. Zhao Mingzhu and Mr. Chen Zhiyuan). Given Mr. Zhou Yang, Mr. Zhao Mingzhu and Mr. Chen Zhiyuan shall act in concert when exercising the right to propose and vote on relevant matters to the Board of Directors and the Shareholders’ meetings, the voting rights of ContiOcean Development shall follow and hence ContiOcean Development shall be considered as one of the Controlling Shareholders.

Rule 8.10 of the Listing Rules

Each of our Controlling Shareholders and our Directors confirms that as of the Latest Practicable Date, he or it did not have any interest in a business, apart from the business of our Group, which competes or is likely to compete, directly or indirectly, with our business, and requires disclosure under Rule 8.10 of the Listing Rules. In addition to the shareholding interests of our Controlling Shareholders and some of our other Directors, our Controlling Shareholders and Directors may have their own investments or interests in other businesses such as those in the food and beverage, electronics, transport, asset management and textiles sectors, among others, which do not constitute any competing business with us.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

Non-competition Undertaking

Our Co-founders, namely Mr. Zhou Yang, Mr. Zhao Mingzhu and Mr. Chen Zhiyuan, entered into an undertaking in relation to the prevention of competition in the same industry (控股股東、實際控制人關於避免同業競爭的承諾) (the “**Non-competition Undertaking**”) dated October 12, 2023 in favor of our Company.

The key terms of the Non-competition Undertaking are summarized as follows:

- **Exclusivity of Business Operations:** The Co-founders confirmed that they, along with any enterprises they controlled, did not engage in any business activities that are the same as or similar to those of our Group.
- **Non-Competition Commitment:** The Co-founders agreed not to develop, operate, assist in operating, or participate in any activities that directly or indirectly compete with our Group’s business, both within and outside of China. They also did not hold any interests in any other companies or enterprises that compete with the company’s business.
- **Right of First Refusal:** In the event that the Co-founders intend to sell any assets, businesses, or interests related to our Group’s operations, our Company has the right of first refusal to purchase such assets. The Co-founders have undertaken to make efforts to ensure that the transaction price is fair and reasonable, based on normal commercial transactions with independent third parties.
- **Opportunity Transfer:** Should the Co-founders or their controlled enterprises receive any business opportunities that constitute or may constitute substantial competition with our Group, they agreed to immediately notify our Company and endeavor to transfer such opportunities to our Company.
- **Disclosure Obligations:** The Co-founders agreed to disclose, in a timely manner and in accordance with relevant laws, regulations, and company policies, any business or interests that compete or may compete with our Group’s business to our Company.
- **Prohibition of Harmful Activities:** The Co-founders agreed not use their status to engage in any business activities that could harm the interests of our Company or the Shareholders.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

INDEPENDENCE FROM CONTROLLING SHAREHOLDERS

Having considered the following factors, our Directors are satisfied that we are capable of carrying on our business independently from our Controlling Shareholders and their close associates after the Listing.

Management Independence

Upon the Listing, our Board will comprise of five executive Directors and three independent non-executive Directors, among which three executive Directors, Mr. Zhou Yang, Mr. Zhao Mingzhu, and Mr. Chen Zhiyuan, are also our Controlling Shareholders. Accordingly, the majority of our Board members are not our Controlling Shareholders. Our Directors and members of the senior management possess relevant management and/or industry-related experience to act as Directors or senior management of our Company and to make management decisions independently from our Controlling Shareholders. See “Directors, Supervisors, and Senior Management” for further details.

Each of our Directors is aware of his/her fiduciary duties as a director of our Company which require, among other things, that he/she acts for the benefit and in the best interests of our Company and does not allow any conflict between his/her duties as a Director and his/her personal interest. In the event that there is a potential conflict of interest arising out of any transaction to be entered into between our Group and our Directors or their respective associates, the interested Director(s) shall abstain from voting at the relevant Board meetings of our Company in respect of such transactions and shall not be counted towards the quorum. Our Directors, including our independent non-executive Directors, have the requisite qualifications, integrity and experience to maintain an effective Board and observe their fiduciary duties including in the event of a conflict of interest. In addition, we have a professional management team to carry out daily business decisions of our Group all of whom have substantial experience in the industry in which our Company is engaged, and will therefore make business decisions that are in the best interests of our Group. We have three independent non-executive Directors and certain matters of our Company must always be referred to the independent non-executive Directors for review. The independent non-executive Directors will represent an element of independence at the Board level and will protect the interests of our Company and our Shareholders as a whole. We have adopted a series of corporate governance measures to manage conflicts of interest, if any, between our Group and our Controlling Shareholders which would support our independent management. See “— Independence from Controlling Shareholders — Corporate governance measures” in this section for further details.

Having considered the above factors, our Directors are satisfied that they are able to perform their roles in our Company independently, and our Directors are of the view that we are capable of managing our business independently from our Controlling Shareholders and their respective close associates following the completion of the Global Offering.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

Operational Independence

We have sufficient capital, facilities, premises, and employees to operate our business independently from our Controlling Shareholders and their close associates. We also have independent access to our customers and suppliers and an independent management team to manage daily operations. We have established our own organizational structure comprising individual departments such as business units to operate our business. Our Group has also established a set of internal controls procedures to facilitate the effective operation of our business.

Accordingly, our Directors are satisfied that we will be able to function and operate independently from our Controlling Shareholders and their respective close associates.

Financial Independence

We have an independent internal control and accounting system and make financial decisions according to our business needs. We also have an independent finance department responsible for discharging the treasury functions for cash receipts and payments, accounting, reporting, and internal control independently of our Controlling Shareholders and their respective close associates. Our chief financial officer and the staff in our finance department are full-time staff, and they do not also work for any of our Controlling Shareholders or their respective close associates.

We have sufficient capital to operate our business independently, and have adequate internal resources and a strong credit profile to support our daily operations. During the Track Record Period, we financed our operation through a combination of cash generated from our operations and bank borrowings. Immediately upon the Listing, there will be no financial assistance, security, and/or guarantee provided by our Controlling Shareholders or their respective close associates in our favor or vice versa (as the case may be).

As of December 31, 2021, 2022 and 2023 and June 30, 2024, we had outstanding bank borrowings amounting to nil, RMB4.1 million, RMB19.9 million and RMB27.0 million, respectively. While our Controlling Shareholders provided guarantees for all of our Group's bank borrowings as of June 30, 2024, such guarantees had been released by the relevant banks by December 20, 2024. Going forward, we believe that we will be capable of obtaining financing from third parties, if necessary, without reliance on our Controlling Shareholders and their respective close associates.

Having considered that our future operations are not expected to be financed by our Controlling Shareholders or their respective close associates and we are capable of obtaining financing from external source on normal commercial terms without reliance on our Controlling Shareholders, we believe we are financially independent of our Controlling Shareholders and their respective close associates.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

Corporate Governance Measures

Our Directors recognize the importance of good corporate governance in protecting our Shareholders' interests. We have adopted the following measures to safeguard good corporate governance standards and to avoid potential conflict of interests between our Group and our Controlling Shareholders:

- (a) we have established internal control mechanisms to identify connected transactions. Upon the Listing, if we enter into connected transactions with our Controlling Shareholders or any of their associates, our Company will comply with the applicable Listing Rules;
- (b) the composition of our Board will include three independent non-executive Directors to ensure the effective exercise of independent judgments on the decision-making process of our Board and provide independent advice to our Shareholders;
- (c) where a Shareholders' meeting is to be held for considering proposed transactions in which our Controlling Shareholders or any of their close associates has a material interest, our Controlling Shareholders will not vote on the resolutions and shall not be counted in the quorum in the voting;
- (d) our independent non-executive Directors will review, on an annual basis, whether there are any conflicts of interests between our Group and our Controlling Shareholders ("**Annual Review**") and compliance of the Non-competition Undertaking, and provide impartial and professional advice to protect the interests of our minority Shareholders;
- (e) our Controlling Shareholders will undertake to provide all information necessary, including all relevant financial, operational, and market information and any other necessary information as required by the independent non-executive Directors for the Annual Review;
- (f) we will disclose decisions on matters reviewed by the independent non-executive Directors either in our annual reports or by way of announcements as required by the Listing Rules;
- (g) where our Directors reasonably request the advice of independent professionals, such as financial advisers, the appointment of such independent professionals will be made at our expenses; and
- (h) we have appointed China Galaxy International Securities (Hong Kong) Co., Limited as our compliance adviser to provide advice and guidance to us in respect of compliance with the Listing Rules, including various requirements relating to corporate governance.

Based on the above, our Directors are satisfied that sufficient corporate governance measures have been put in place to manage conflicts of interest that may arise between us and our Controlling Shareholders, and to protect our minority Shareholders' interests after the Listing.

DIRECTORS, SUPERVISORS, AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Upon the Listing, our Board of Directors will comprise of eight Directors, including five executive Directors and three independent non-executive Directors. The powers and duties of our Board include determining our business and investment plans, preparing our annual financial budgets and final reports, and exercising other powers, functions and duties as conferred by the Articles. We have entered or will prior to the Listing enter into service agreements with our executive Directors and letters of appointment with our independent non-executive Directors.

The table below sets out certain information in respect of our Directors:

<u>Name</u>	<u>Age</u>	<u>Position in our Company</u>	<u>Date of joining our Group</u>	<u>Date of appointment as Director</u>	<u>Roles and responsibilities</u>	<u>Relationship with other Directors, Supervisors and senior management</u>
Executive Directors						
Mr. Zhou Yang (周洋)	47	Executive Director and Chairman of our Board	September 26, 2018	July 20, 2019	Overseeing corporate governance and our Company's strategic position, safeguarding the interest of the Shareholders, managing the senior management, engaging in business development on behalf of our Group and overseeing our Board.	None
Mr. Zhao Mingzhu (趙明珠)	45	Executive Director and chief executive officer	September 6, 2017	July 20, 2019	Overseeing the overall operations and management of our Company, setting and taking the lead in executing strategic goals, facilitating profit growth, optimizing resource allocation, coordinating internal and external relations, and promoting the development of our Company.	None
Mr. Chen Zhiyuan (陳志遠)	42	Executive Director and chief technology officer	May 10, 2018	July 20, 2019	Strategic planning of technological initiatives, oversight of R&D, quality assurance, management of the technology team, improve internal processes, driving advancement in and enhancement of efficiencies and competitiveness of our technologies.	None

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Name	Age	Position in our Company	Date of joining our Group	Date of appointment as Director	Roles and responsibilities	Relationship with other Directors, Supervisors and senior management
Mr. Shu Wa Tung, Laurence (舒華東)	52	Executive Director, chief financial officer and company secretary	September 1, 2020	December 20, 2022	Formulating our Company's financial strategies, capital management, budgeting, financial reporting, risk control and tax planning to ensure our Company's financial health and compliance with relevant regulations.	None
Mr. Chen Rui (陳睿)	45	Executive Director and secretary to our Board	October 10, 2018	December 20, 2022	Organizing meetings of the Board and meetings of the Shareholders, corporate documentation, coordinating internal and external communications, corporate governance and compliance, information disclosure, and maintaining investor relations.	None

Independent non-executive Directors

Dr. Guan Yanmin (管延敏)	41	Independent non-executive Director	Listing Date	July 27, 2024	Supervising and providing independent advice on the operations and management of our Group.	None
Mr. Zhu Rongyuan (朱榮元)	45	Independent non-executive Director	Listing Date	July 27, 2024	Supervising and providing independent advice on the operations and management of our Group.	None
Ms. Ng Sin Kiu (吳先僑)	51	Independent non-executive Director	Listing Date	July 27, 2024	Supervising and providing independent advice on the operations and management of our Group.	None

Executive Directors

Mr. Zhou Yang (周洋), aged 47, one of the Co-founders of our Company, was appointed as a Director on July 20, 2019 and re-designated as our executive Director on July 27, 2024. Mr. Zhou is also Chairman of our Board. He is responsible for overseeing corporate governance and our Company's strategic position, safeguarding the interests of the Shareholders, managing the senior management, engaging in business development on behalf of our Group and overseeing our Board. He is also a core technical personnel of our Company, and is responsible for the strategic planning of technological initiatives, oversight of R&D, quality assurance, improving internal processes, driving advancement in and enhancement of efficiencies and competitiveness of our technologies. Mr. Zhou is also a director of ContiOcean Hong Kong.

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Mr. Zhou has over 22 years of experience in the shipbuilding industry and heavy industry. Prior to joining our Group, from September 2001 to February 2005, he worked as a quality personnel at Shanghai Waigaoqiao Shipbuilding Co., Ltd. (上海外高橋造船有限公司), a company principally engaged in the design and construction of civilian ships, marine constructions, ship equipment, where he was primarily responsible for maintaining the quality assurance system, product quality assurance, overseeing the manufacturing process, driving continuous improvement in overall product quality. From March 2005 to February 2006, he worked as a ship surveyor for Bureau Veritas Marine (China) Co., Ltd., a company principally engaged in the classification of shipbuilding and marine engineering projects, statutory inspections, certification of safety and quality management systems, inspection and certification of shipbuilding materials and equipment, and providing comprehensive technical support for shipbuilding and marine engineering projects, where he was primarily responsible for conducting ship surveys to ensure compliance with safety and environmental standards, supervising engineering projects, on-voyage inspections and providing recommendations for improvement. From April 2006 to August 2018, he worked as an assistant president at Jiangsu Rongsheng Heavy Industry Co., Ltd. (江蘇熔盛重工有限公司), a company principally engaged in the manufacturing of equipment for shipbuilding and marine engineering, where he was primarily responsible for quality control, painting and dock assembly work.

Mr. Zhou was also appointed as a representative at the 18th People's Congress of Rugao City (如皋市第十八屆人民代表大會) in 2022.

Mr. Zhou received a bachelor's degree in ship engineering from Dalian Ocean University (大連海洋大學) in Dalian in July 2001. He also holds a qualification of senior engineer issued by the Jiangsu Bureau of the Ministry of Human Resources and Social Security (江蘇省人力資源社會保障局) since December 2012.

Mr. Zhou is one of our Controlling Shareholders. See "Substantial Shareholders" in this prospectus for further details of his interests for the purpose of Part XV of the SFO.

Mr. Zhao Mingzhu (趙明珠), aged 45, one of the Co-founders of our Company, was appointed as a Director on July 20, 2019 and re-designated as our executive Director on July 27, 2024. Mr. Zhao is also the chief executive officer of our Company.

Mr. Zhao joined our Company on September 6, 2017 and became the financial person-in-charge of our Company in October 2017 and was primarily responsible for the global marketing and sales of our Company's products and global customer relationship management. Since December 2022, he has been responsible for overseeing the overall operations and management, setting and taking the lead in executing strategic goals, facilitating profit growth, optimizing resource allocation, coordinating internal and external relations, and promoting the development of our Company. He also holds directorships in various subsidiaries of our Company, including ContiOcean Hong Kong, CTL, WTC, and ContiOcean International, and is a supervisor of ContiOcean Industrial.

Mr. Zhao has over 20 years of experience in the shipping and shipbuilding industries. Prior to joining our Group, from July 2003 to June 2004, he worked as a technician at Dalian COSCO Shipping Engineering Co., Ltd. (大連中遠船務工程有限公司), a company principally engaged in the sales of equipment and spare parts for ship and marine engineering, and mechanical and electrical equipment, where he was primarily responsible for project planning. From June 2004 to March 2010, he worked as a manager at Zhoushan COSCO Shipping Engineering Co., Ltd. (舟山中遠船務工程有限公司), a company

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principally engaged in the sales of equipment and spare parts for ship and marine engineering, as well as mechanical and electrical equipment, where he was primarily responsible for overseeing the projects undertaken by the shipyard and the day-to-day affairs of the operations department. From March 2010 to January 2017, he worked as a manager of the operations department at COSCO Shipping Heavy Industry Co., Ltd. (中遠海運重工有限公司), a company principally engaged in the sales of equipment and spare parts for ship and marine engineering, and mechanical and electrical equipment, where he was primarily responsible for overseeing the company's ship repair and refit business, marketing and sales, and customer relationship management.

Mr. Zhao received a bachelor's degree in ship and marine engineering from Dalian University of Technology (大連理工大學) in Dalian in July 2003.

Mr. Zhao is one of our Controlling Shareholders. See "Substantial Shareholders" in this prospectus for further details of his interests for the purpose of Part XV of the SFO.

Mr. Chen Zhiyuan (陳志遠), aged 42, one of the Co-founders of our Company, was appointed as a Director on July 20, 2019 and re-designated as our executive Director on July 27, 2024. Mr. Chen is also the chief technology officer of our Company. Mr. Chen joined our Company on May 10, 2018 as the chief technology officer of our Company. He is responsible for leading R&D initiatives, enhancing the technology embedded in our products, solving key technical challenges, facilitating progress in our projects, leading the technical team, cultivating technical talents, and ensuring competitiveness of our technologies. He is also the general manager of ContiOcean Industrial. Additionally, he is a director of each of ContiOcean Hong Kong and ContiOcean Singapore, and a supervisor of ContiOcean International, all of which are subsidiaries of our Company.

Mr. Chen has approximately 20 years of experience in the shipping and shipbuilding industries. Prior to joining our Group, from October 2004 to March 2006, he worked as an assistant project manager at China Navigation Co Pte. Ltd (太古輪船有限公司), a company under Swire Pacific Limited (a company listed on the Main Board of the Hong Kong Stock Exchange, stock codes: 19 (A-shares) and 87 (B-shares)) and principally engaged in shipping services and ship management, where he was primarily responsible for assisting the project manager in project planning, progress tracking, resource coordination, document management, internal and external communication, and risk monitoring to support the smooth implementation and delivery of projects. From May 2006 to September 2008, he worked as a superintendent engineer at Man B&W Diesel (Shanghai) Co., Ltd (曼恩柴油機有限公司(上海)), a company principally engaged in diesel engine and fuel engine manufacturing, where he was primarily responsible for the maintenance, fault diagnosis, regular inspection, and updating maintenance logs for vessels or mechanical equipment, to ensure the safety of equipment and fulfillment of industry standards and regulatory requirements. From November 2008 to May 2018, Mr. Chen rejoined China Navigation Co Pte. Ltd as a newbuilding and projects manager, where he was primarily responsible for overall project planning, schedule control, budget management, team coordination and customer communication to ensure the timing and quality completion projects.

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Mr. Chen received a bachelor's degree in engineering from Dalian Ocean University (大連海洋大學) in Dalian in July 2001. He also received a master of science in marine technology from Newcastle University the United Kingdom in December 2005.

Mr. Chen is one of our Controlling Shareholders. See "Substantial Shareholders" in this prospectus for further details of his interests for the purpose of Part XV of the SFO.

Mr. Shu Wa Tung, Laurence (舒華東), aged 52, has been the chief financial officer of our Company since September 2020. He was appointed as a Director on December 20, 2022 and re-designated as our executive Director on July 27, 2024. He was also appointed as the company secretary of our Company on July 10, 2024. He is responsible for formulating our Company's financial strategies, capital management, budgeting, financial reporting, risk control and tax planning to ensure our Company's financial health and compliance with relevant regulations. He is also the chief financial officer of ContiOcean Hong Kong and WTC, both of which are subsidiaries of our Company. He discharges these duties with the support of our senior management, as well as other staff of the Company for daily management.

Mr. Shu has over 30 years of experience in audit, corporate finance and financial management. He was an independent non-executive Director of Chengdu Expressway Co., Ltd. (a company listed on the Main Board of the Hong Kong Stock Exchange, stock code: 1785) from November 2016 to September 2022, Riverine China Holdings Limited (a company listed on the Main Board of the Hong Kong Stock Exchange, stock code: 1417) since November 2017, Twintek Investment Holdings Limited (a company listed on the Main Board of the Hong Kong Stock Exchange, stock code: 6182) since December 2017, Goldstream Investment Limited (a company listed on the Main Board of the Hong Kong Stock Exchange, stock code: 1328) since December 2019; Zero Fintech Group Limited (formerly known as Termbray Industries International (Holdings) Limited) (a company listed on the Main Board of the Hong Kong Stock Exchange, stock code: 00093) since April 2022, and Texhong International Group Limited (a company listed on the Main Board of the Hong Kong Stock Exchange, stock code: 2678) ("**Texhong**") since May 2023.

Mr. Shu started as a staff accountant at Deloitte Touche Tohmatsu from March 1994 and left the same group in October 2000, and became a manager at Deloitte & Touche Corporate Finance Co. Ltd (a corporate finance service company of Deloitte Touche Tohmatsu) from July 2001 to November 2002. Mr. Shu was an associate director of Piper Jaffray Asia Limited (formerly known as Goldbond Capital (Asia) Limited) from November 2002 to April 2005. Mr. Shu was the chief financial officer and the company secretary of Texhong from May 2005 to July 2008. He served as the chief financial officer of Rongsheng Heavy Industries Holding Co., Ltd (熔盛重工控股有限公司) from July 2008 to June 2010, the chief financial officer of Petro-king Oilfield Services Limited (formerly known as Termbray Petro-king Oilfield Services Limited) (a company listed on the Main Board of the Stock Exchange, stock code: 2178) from July 2010 to July 2018, and the chief financial officer of Brainhole Technology Limited (formerly known as Top Dynamic International Holdings Limited) (a company listed on the Main Board of the Stock Exchange, stock code: 2203) from August 2018 to November 2019.

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Mr. Shu graduated from Deakin University in Australia, in September 1994 and obtained his bachelor's degree in accounting, and completed his CFO Programme at China Europe International Business School (中歐國際工商學院) in November 2009. He also received an executive Master of Business Administration degree from Washington University in St. Louis in the United States in May 2022. Mr. Shu was accredited as a certified public accountant associate by Hong Kong Institute of Certified Public Accountants in September 1997. Mr. Shu was admitted as a member to the Hong Kong Independent Non-executive Director Association in May 2019.

The Board has made appropriate enquires with a view to understanding Mr. Shu's work commitment and has considered Mr. Shu's concurrent services as an executive Director, chief financial officer and the company secretary of our Company, an independent non-executive director of (i) Riverine China Holdings Limited, (ii) Twintek Investment Holdings Limited, (iii) Goldstream Investment Limited, (iv) Zero Fintech Group Limited, (v) Texhong International Group Limited, and is satisfied that Mr. Shu is able to devote sufficient time to perform his duties as an executive Director, chief financial officer and company secretary of our Company having regard to all relevant factors, including:

- (1) his involvements as independent non-executive director primarily requires him to provide advices regarding risk management and internal control aspects, as well as to provide independent judgement on issues of conflict and other decisions made by the Board when needed, rather than to allocate substantial time on the participation of the day-to-day management and operations of its businesses;
- (2) he has acquired extensive management experience and developed substantial knowledge on corporate governance through his directorship in such other listed companies. Such experience are expected to facilitate the proper discharge of his duties and responsibilities as our executive Director;
- (3) when performing his role as executive Director of our Company in formulating and executing business strategies, annual operational and financial plans, Mr. Shu is assisted by other senior management and his team of staff in dealing with the day-to-day matters in various aspects; and
- (4) he has confirmed that: (a) none of the listed companies that he holds directorship with has questioned or complained about his time devoted to such listed companies; and (b) he will have sufficient time to devote to his duties as an executive Director, chief financial officer and company secretary of our Company notwithstanding such other concurrent directorships.

Mr. Shu is a Shareholder. See "Statutory and General Information — C. Further information about Directors, Supervisors and Substantial Shareholders" in Appendix VI in this prospectus for further details of Mr. Shu's interest in our Company for the purpose of Part XV of the SFO.

Mr. Chen Rui (陳睿), aged 45, was appointed as a Director on December 20, 2022 and re-designated as our executive Director on July 27, 2024. He has also been the secretary to our Board since January 6, 2020. He is responsible for organizing meetings of the Board and meetings of the Shareholders, corporate documentation, coordinating internal and external communications, corporate governance and compliance, information disclosure, and maintaining investor relations. He is also a senior engineer of our Company responsible for leading complex engineering projects, research and

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development, resolving technical hurdles, coaching intermediate and junior engineers, improving the technical expertise of our engineer team, and ensuring the quality of completed projects. He is also an executive director of Alfaback Automation.

Mr. Chen has over 22 years of experience in the shipbuilding industry. Prior to joining our Group, from August 2001 to June 2005 he worked at Shanghai Waigaoqiao Shipbuilding Co., Ltd. (上海外高橋造船有限公司), a company principally engaged in the design and construction of civilian ships, marine construction and ship equipment, where he was primarily responsible for planning and executing shipbuilding projects. From June 2005 to March 2006, he worked for Shanghai Wangdong Electrical Equipment Co., Ltd. (上海旺東電氣設備有限公司), a company principally engaged in distributing bearing, where he was primarily responsible for providing technical support. From April 2006 to September 2018, he worked as a head of planning management at Jiangsu Rongsheng Heavy Industries Co., Ltd. (江蘇熔盛重工有限公司), where he was primarily responsible for planning and management of shipbuilding projects.

Mr. Chen was also recognized as one of the Top Ten Outstanding Youths of Rugao City (如皋市十大傑出青年) in May 2009.

Mr. Chen received a bachelor's degree in engineering from Shenyang University of Technology (瀋陽工業大學) in Shenyang in June 2001. He also received a master's degree in engineering from Shanghai Jiao Tong University (上海交通大學) in Shanghai in September 2013. He also obtained a qualification of senior engineer issued by the Jiangsu Bureau of the Ministry of Human Resources and Social Security (江蘇省人力資源社會保障局) in December 2014.

For details of Mr. Chen's interest in our Company for the purpose of Part XV of the SFO, see "Statutory and General information — C. Further information about Directors, Supervisors and Substantial Shareholders" in Appendix VI in this prospectus.

Independent Non-Executive Directors

Dr. Guan Yanmin (管延敏), aged 41, was appointed as an independent non-executive Director on July 27, 2024, with effect from the Listing Date. Dr. Guan is responsible for providing oversight of the Board and independent advice on the operation and management of our Group.

From March 2012 to June 2016, Dr. Guan was the deputy director of the ship design institute of Jiangsu Rongsheng Heavy Industries Co., Ltd. (江蘇熔盛重工有限公司). He has been a lecturer at the School of Naval Architecture and Ocean Engineering of Jiangsu University of Science and Technology (江蘇科技大學) since November 2016.

Dr. Guan received a bachelor's degree in ship and marine engineering in June 2007 and a doctor of philosophy in the design and manufacture of ships and marine structures in June 2011, both from Huazhong University of Science and Technology (華中科技大學) in Wuhan. He also obtained a qualification of senior engineer issued by the Jiangsu Bureau of the Ministry of Human Resources and Social Security (江蘇省人力資源社會保障局) in December 2015.

Mr. Zhu Rongyuan (朱榮元), aged 45, was appointed as an independent non-executive Director on July 27, 2024, with effect from the Listing Date. Mr. Zhu is responsible for providing oversight of the Board and independent advice on the operation and management of our Group.

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Mr. Zhu has over 21 years of experience in accounting, finance, and corporate governance. From September 2002 to November 2004, he was an auditor of Ernst & Young Dahua Certified Public Accountants (Special General Partnership) (安永大華會計師事務所). From December 2004 to May 2011, he was a senior manager of BDO China Shu Lun Pan Certified Public Accountants LLP (立信會計師事務所(特殊普通合夥)). From June 2011 to December 2014, he was a salary partner of Dahua Certified Public Accountants (Special General Partnership) (大華會計師事務所(特殊普通合夥)).

From November 2014 to June 2016, Mr. Zhu served as a board secretary and an assistant to general manager at OTEC Technology (SHANGHAI) Co., Ltd. (上海澳潤信息科技有限公司). From July 2017 to September 2019, he served as a board secretary at Shanghai Golden Education Technology Co., Ltd. (上海高頓教育科技有限公司). Since April 2020, he has served as a director, secretary to the board, and chief financial officer at Bestudy (Shanghai) Medical Technology Co., Ltd. (百試達(上海)醫藥科技股份有限公司).

Mr. Zhu received a bachelor's degree in management, majoring in accounting, from Shanghai University of Finance and Economics (上海財經大學) in Shanghai in July 2002. Mr. Zhu was accredited as a certified public accountant by the Chinese Institute of Certified Public Accountants in October 2016.

Ms. Ng Sin Kiu (吳先僑), aged 51, was appointed as an independent non-executive Director on July 27, 2024, with effect from the Listing Date. Ms. Ng is responsible for providing oversight of the Board and independent advice on the operation and management of our Group.

Ms. Ng has over 20 years of experience in legal practice and, in particular, substantial experience in corporate finance matters, and has advised on a broad spectrum of matters, including initial public offerings, secondary equity and equity-linked offerings, mergers and acquisitions, transactional and compliance matters, and other commercial matters. She has been a partner of Watson Farley & Williams LLP since December 2015. From August 1998 to March 1999, Ms. Ng last served as an assistant solicitor at Chiu & Partners. From April 1999 to August 1999, she was an assistant solicitor at Siao, Wen & Leung. From August 1999 to February 2000, she was an assistant solicitor at Pun & Associates. From February 2000 to April 2001, she was an assistant solicitor at Gallant Y. T. Ho & Co. (now known as Gallant). From May 2001 to December 2007, she was an assistant solicitor at Sidley Austin. From January 2008 to October 2008, she was an assistant solicitor at Paul Hastings. From October 2008 to December 2009, she was an assistant solicitor at Sidley Austin. From January 2010 to March 2012, Ms. Ng was a consultant at Sidley Austin. From April 2012 to December 2015, she was a partner of Squire Patton Boggs.

Ms. Ng has served as an independent non-executive director of Palasino Holdings Limited (a company listed on the Main Board of the Hong Kong Stock Exchange, stock code: 2536 and principally engaged in gaming and leisure business) since March 2024, Zhongmiao Holdings (Qingdao) Co., Ltd. (a company listed on the Main Board of the Hong Kong Stock Exchange, stock code: 1471 and principally engaged in the insurance business) since August 2024, and Perfect Group International Holdings Limited (a company listed on the Main Board of the Hong Kong Stock Exchange, stock code: 3326 and principally engaged in the jewelery, property, and photovoltaic power generation businesses) since September 2024, respectively.

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Ms. Ng obtained her Bachelor of Laws degree and Postgraduate Certificate in Laws from The University of Hong Kong in November 1995 and in June 1996, respectively. She was awarded a Master of Laws degree from The University of Hong Kong in December 1999. Ms. Ng was qualified as a solicitor in Hong Kong and England and Wales in August 1998 and March 1999, respectively, as well as a lawyer of the Greater Bay Area in May 2023.

Ms. Ng was a director of Gain Pacific Investment Limited (裕國投資有限公司), a company incorporated in Hong Kong with limited liability and dissolved by way of striking off on May 8, 2020. The company had no business prior to its dissolution and was dissolved because of failure to pay annual registration fee. Ms. Ng confirmed that she has not been involved in any dispute with such company's creditors, shareholders and directors in respect of the dissolution, that such company has been dissolved with no outstanding liability or claim in relation thereto, had no material non-compliances or litigations before the dissolution and was solvent at the time of dissolution, that the dissolution of such company had not resulted in any liability or obligation being imposed against her, that her involvement in such company was in relation to her appointment as a director of such company and that no misconduct or misfeasance on her part had been involved in the dissolution.

Supervisors

In accordance with the PRC Company Law, with certain exceptions, all joint stock companies are generally required to establish a supervisory committee, which is responsible for supervising the Board and senior management on fulfilling their respective duties, financial performance, internal control management and risk management of the corporation. Our supervisory committee consists of three members comprising one employee representative Supervisor and two Supervisors representing Shareholders.

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The detailed information of our Supervisors are listed below.

Name	Age	Positions	Date of joining our Group	Date of appointment as Supervisor	Roles and responsibilities	Relationship with other Directors, Supervisors and senior management
Mr. Shen Xiaowei (沈小偉)	37	Supervisor and chairman of our supervisory committee	August 10, 2018	December 20, 2022	Supervising the overall operation of the Supervisory Committee and our Board, senior management and the financial management of our Group, and overseeing the day-to-day affairs of our marketing department and the sales of our products	None
Mr. Yu Yuanyang (于遠洋)	37	Supervisor	September 14, 2017	December 20, 2022	Supervising and providing independent advice to the Board, designing and developing electrical systems and equipment	None
Mr. Wu Yunfeng (吳雲峰)	39	Employee representative Supervisor	October 19, 2020	April 1, 2024	Supervising and providing independent advice to the Board, overseeing the operation and management of our Company's production management system	None

Mr. Shen Xiaowei (沈小偉), aged 37, was appointed as a Supervisor and chairman of our supervisory committee on December 20, 2022. He is responsible for supervising the overall operation of the supervisory committee, our Board, senior management and the financial management of our Group. Mr. Shen also holds the position of general manager of our marketing department, where he is primarily responsible for overseeing the day-to-day affairs of our marketing department and the sales of our products.

Mr. Shen has over 16 years of experience in the shipbuilding industry. Prior to joining our Group, from February 2008 to November 2017, he worked as an inspector in the quality assurance department, section chief and then assistant to the department head at Jiangsu Rongsheng Heavy Industries Co., Ltd. (江蘇熔盛重工有限公司), where he was primarily responsible for quality assurance. Mr. Shen joined our Group in August 2018 and has worked as a manager and executive director.

Mr. Shen received a bachelor's degree in engineering from Nanjing University of Aeronautics and Astronautics (南京航空航天大學) in Nanjing in July 2020 via distance learning. He also obtained a qualification of marine and ocean engineer (船舶與海洋工程系列工程師) issued by the Nantong Municipal Human Resources and Social Security Bureau (南通市人力資源社會保障局) in Jiangsu on November 27, 2014.

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For details of Mr. Shen's interest in our Company for the purpose of Part XV of the SFO, see "Statutory and General Information — C. Further information about Directors, Supervisors and Substantial Shareholders" in Appendix VI in this prospectus.

Mr. Yu Yuanyang (于遠洋), aged 37, was appointed as a Supervisor on December 20, 2022. Mr. Yu has also been an electrical engineer of our Company since joining our Company on September 14, 2017, primarily responsible for providing technical support to our Company's marketing activities, and the technical design of our existing projects, including formulating working principles, production design and software design.

Mr. Yu has over 13 years of experience in the shipbuilding industry. Prior to joining our Group, from August 2010 to July 2016, he worked as an electrical engineer at Hudong Zhonghua Shipbuilding (Group) Co., Ltd. (滬東中華造船(集團)有限公司), a company principally engaged in shipbuilding, where he was primarily responsible for electricity plan design. From July 2016 to August 2017, he worked as an electrical engineer at Eurostar Ship Design Co., Ltd. (歐之星船舶設計有限公司), a company principally engaged in shipbuilding, where he was primarily responsible for electricity plan design.

Mr. Yu is also a supervisor of ContiOcean Nantong and Alfaback Automation.

Mr. Yu obtained a bachelor's degree in engineering, majoring in automation from Dalian Ocean University (大連海洋大學) in Dalian in July 2010.

For details of Mr. Yu's interest in our Company for the purpose of Part XV of the SFO, see "Statutory and General Information — C. Further information about Directors, Supervisors and Substantial Shareholders" in Appendix VI in this prospectus.

Mr. Wu Yunfeng (吳雲峰), aged 39, was appointed as our employee representative Supervisor on April 1, 2024. He is responsible for supervising and providing independent advice to the Board. Mr. Wu has held the position of department manager with our Company since October 19, 2020, primarily responsible for overseeing the operation and management of our Company's production management system.

Mr. Wu has over 14 years of experience in the shipbuilding industry. Prior to joining our Group, from June 2009 to September 2016, he worked as a production planning manager at Jiangsu Rongsheng Heavy Industries Co., Ltd. (江蘇熔盛重工有限公司), a company principally engaged in shipbuilding, where he was primarily responsible for production planning. From October 2016 to March 2019, he has worked as the assistant to manager of engineering department, the manager of engineering department and the assistant to the general manager at Jiangsu Biaolong Mechanical and Electrical Installation Engineering Co., Ltd. (江蘇標龍機電安裝工程有限公司), where he was responsible for construction management and assisting the general manager in daily affairs, and from April 2019 to June 2020, he worked as a planning manager at Nantong Xiangyu Shipbuilding & Offshore Engineering Co., Ltd. (南通象嶼海洋裝備有限責任公司), where he was responsible for corporate management. From June 2020 to October 2020, Mr. Wu worked at Xinda Yang Shipbuilding Co., Ltd. (新大洋造船有限公司) as the production planning chief and was responsible for production management. Mr. Wu joined ContiOcean Nantong, a subsidiary of our Company in October 2020 as the head of production management, overseeing production management.

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Mr. Wu obtained a bachelor’s degree in measurement and control technologies and instrument from Nanjing University of Science and Technology ZiJin College (南京理工大學紫金學院) in Jiangsu in June 2008. He also obtained a qualification of assistant engineer issued by Nantong Bureau of the Ministry of Human Resources and Social Security (南通市人力資源和社會保障局) in Jiangsu since June 30, 2012.

CONFIRMATIONS FROM OUR DIRECTORS

Confirmation of Rule 3.09D of the Listing Rules

Each of our Directors confirmed that he or she (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules on July 15, 2024; and (ii) understood his/her obligations as a director of a listed issuer under the Listing Rules.

Rule 3.13 of the Listing Rules

Each of our proposed independent non-executive Directors has confirmed (i) his/her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules; (ii) that he/she has no past or present financial or other interest in the business of our Company or its subsidiaries or any connection with any core connected person of our Company as such term is defined in the Listing Rules; and (iii) that there are no other factors that may affect his/her independence at the time of his/her appointment.

SENIOR MANAGEMENT

Our senior management comprises of our executive Directors (see “— Board of Directors — Executive Directors” in this section for further details) together with the following individuals, the key information of whom is set forth in the table below:

Name	Age	Position in our Company	Date of joining our Group	Date of appointment as senior management	Roles and responsibilities	Relationship with other Directors, Supervisors and senior management
Ms. Shen Xiaojiao (申小嬌)	31	General manager of the finance department	July 19, 2021	April 4, 2023	Overseeing financial planning and strategy, managing financial risks, supervising financial reporting, and ensuring our Company’s financial health and compliance with regulations.	None
Mr. Qu Shixiang (曲世祥)	39	General manager of the R&D department	June 1, 2018	January 6, 2020	Leading the development of new products based on market demands and our Company’s market positioning, optimizing and upgrading existing products based on operational data, and assisting in devising the direction for future product development.	None

Ms. Shen Xiaojiao (申小嬌), aged 31, joined our Group in July 19, 2021 and became the general manager of the finance department of our Company in April 4, 2023. She is responsible for overseeing financial planning and strategy, managing financial risks, supervising financial reporting, and ensuring our Company’s financial health and compliance with regulations.

DIRECTORS, SUPERVISORS, AND SENIOR MANAGEMENT

Ms. Shen has over 7 years of experience in the audit and accounting field. Prior to joining our Group, September 2016 to May 2021, Ms. Shen served as a staff auditor then a senior auditor at Ernst & Young Hua Ming LLP, Shanghai Branch, where she was primarily responsible for auditing.

Ms. Shen obtained a bachelor's degree in international economics and trade from the Shanghai University of International Business and Economics (上海對外經貿大學) in Shanghai in June 2016. She also obtained a qualification of certified public accountant issued by the Certified Public Accountant Examination Committee of the Ministry of Finance (財政部註冊會計師考試委員會) of the PRC in December 2019.

Mr. Qu Shixiang (曲世祥), aged 39, joined our Group became the general manager of the R&D department of our Company on June 1, 2018. He is responsible for leading the development of new products based on market demands and our Company's market positioning, optimizing and upgrading existing products based on operational data, and assisting in devising the direction for future product development.

Mr. Qu has over 10 years of experience in R&D. Prior to joining our Group, from July 2013 to May 2018, Mr. Qu served as a research assistant at the Shanghai Institute of Applied Physics, Chinese Academy of Sciences, where he was primarily responsible for the identification of safety-related accidents for a molten salt reactor and conducting core thermal-hydraulic simulation experiments.

Mr. Qu obtained a bachelor's degree in engineering from Jiangsu University (江蘇大學) in China in June 2008. He also obtained a master's degree in engineering from Shanghai Jiao Tong University (上海交通大學) in China in March 2013, majoring in reactor thermal-hydraulics and reactor physics.

For details of Mr. Qu's indirect interest in our Company, see "History, Development and Corporate Structure — Corporate developments".

OTHER INFORMATION IN RELATION TO OUR DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Save as disclosed above in this section headed "Directors, Supervisors, and Senior Management", each of our Directors and Supervisors has confirmed that there are no other matters relating to his/her appointment as a Director or Supervisor (as applicable) that need to be brought to the attention of our Shareholders and there is no other information in relation to his/her appointment which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Save as disclosed above in this section headed "Directors, Supervisors, and Senior Management", none of our Directors, Supervisors and senior management holds any other positions within our Group.

Save as disclosed above in this section headed "Directors, Supervisors, and Senior Management", none of our Directors, Supervisors or senior management has been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus.

None of our Directors, Supervisors and senior management is related to any other Director, Supervisor or senior management.

DIRECTORS, SUPERVISORS, AND SENIOR MANAGEMENT

COMPANY SECRETARY

Mr. Shu Wa Tung, Laurence, was appointed as our company secretary on July 10, 2024.

For the biographic details of Mr. Shu, see “— Board of Directors — Executive Directors” in this section.

BOARD COMMITTEES

Our Board has established the Audit Committee, the Remuneration Committee, the Nomination Committee, and the ESG Committee, and delegated various responsibilities to these committees, which assist our Board in discharging its duties and overseeing particular aspects of our Group’s activities.

Audit Committee

We have established the Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraphs D.3 of the Corporate Governance Code (“CG Code”) as set out in Appendix C1 to the Listing Rules. The Audit Committee consists of Mr. Zhu Rongyuan, Dr. Guan Yanmin, and Ms. Ng Sin Kiu. Mr. Zhu Rongyuan is the chairperson of the Audit Committee.

The primary duties of the Audit Committee are to (i) review and supervise our financial reporting process and internal control system of our Group, risk management and internal audit; (ii) provide advice and comments to our Board in respect of the financial, risk management and internal control matters; and (iii) perform other duties and responsibilities as may be assigned by the Board.

Remuneration Committee

We have established the Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and paragraph E.1 of the CG Code as set out in Appendix C1 to the Listing Rules. The Remuneration Committee consists of Dr. Guan Yanmin, Mr. Shu Wa Tung, Laurence and Mr. Zhu Rongyuan. Dr. Guan Yanmin is the chairperson of the Remuneration Committee.

The primary duties of the Remuneration Committee include, but are not limited to (i) establishing, reviewing and providing advice to our Board on our policy and structure concerning remuneration of our Directors and senior management and on the establishment of a formal and transparent procedure for developing policies concerning such remuneration; (ii) determining the terms of the specific remuneration package of each Director and senior management; and (iii) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by our Directors from time to time.

Nomination Committee

We have established the Nomination Committee with written terms of reference in compliance with paragraph B.3 of the CG Code as set out in Appendix C1 to the Listing Rules. The Nomination Committee consists of Mr. Zhu Rongyuan, Mr. Zhou Yang and Dr. Guan Yanmin. Mr. Zhu Rongyuan is the chairperson of the Nomination Committee.

DIRECTORS, SUPERVISORS, AND SENIOR MANAGEMENT

The primary duties of the Nomination Committee are to (i) review the structure, size and composition of our Board on a regular basis and make recommendations to the Board regarding any proposed changes to the composition of our Board; (ii) identify, select or make recommendations to our Board on the selection of individuals nominated for directorship, and ensure the diversity of our Board members; (iii) perform review on the contributions made by our Directors (including our independent non-executive Directors) and the sufficiency of time devoted to perform their duties; (iv) assess the independence of our independent non-executive Directors; and (v) make recommendations to our Board on relevant matters relating to the appointment, re-appointment and removal of our Directors and succession planning for our Directors.

ESG Committee

We have established the ESG Committee with written terms of reference. The ESG Committee consists of Mr. Zhao Mingzhu, Mr. Chen Zhiyuan, Mr. Chen Rui and Mr. Zhu Rongyuan. Mr. Zhao Mingzhu is the chairperson of the ESG Committee.

The primary duties of the ESG Committee are to drive the planning and implementation of the Group's ESG-related matters, formulate and review the ESG-related development strategy, and to guide and supervise the Group's ESG-related matters.

CORPORATE GOVERNANCE

Board diversity policy

Our Board has adopted a board diversity policy which sets out the approach to achieve diversity on our Board. Our Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in supporting the attainment of our Company's strategic objectives and sustainable development. Our Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to talent, skills, gender, age, cultural and educational background, ethnicity, professional experience, independence, knowledge and length of service. We will select potential Board candidates based on merit and his/her potential contribution to our Board while taking into consideration our own business model and specific needs from time to time. All Board appointments will be based on meritocracy and candidates will be considered against objective criteria, having due regard to the benefits of diversity on our Board.

Our Board has a balanced mix of education background, knowledge, skills and experience. We have three independent non-executive Directors from different industry backgrounds, including shipping, shipbuilding, consultancy, audit and accounting and the legal industries.

With regards to gender diversity on the Board, we recognize the particular importance of gender diversity. Our Board currently comprises one female Director and seven male Directors. We have taken and will continue to take steps to promote and enhance gender diversity at all levels of our Company, including but without limitation at our Board and senior management levels. Our board diversity policy provides that our Board should aim to increase the proportion of female members over time where possible when selecting and making recommendations on suitable candidates for Board appointments. We will also ensure that there is gender diversity when recruiting staff at mid to senior level so that we

DIRECTORS, SUPERVISORS, AND SENIOR MANAGEMENT

will have a pipeline of female senior management and potential successors to our Board going forward. It is our objective to maintain an appropriate balance of gender diversity with reference to the expectations of stakeholders and international and local recommended best practices.

Our Nomination Committee is responsible for ensuring the diversity of our Board members. After Listing, our Nomination Committee will review our board diversity policy and its implementation from time to time to monitor its continued effectiveness and we will disclose the implementation of our board diversity policy, including any measurable objectives set for implementing the board diversity policy and the progress on achieving these objectives, in our corporate governance report on an annual basis.

COMPLIANCE ADVISER

We have appointed China Galaxy International Securities (Hong Kong) Co., Limited as our compliance adviser pursuant to Rule 3A.19 and Rule 19A.05 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, our compliance adviser will advise our Company in the following circumstances:

- before the publication of any regulatory announcement, circular and financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated including shares issues and share repurchases;
- where our Company proposes to use the proceeds from the Global Offering in a manner different from that detailed in this prospectus or where our business activities, developments or results deviate from any forecast, estimate or other information in this prospectus; and
- where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of our Shares under Rule 13.10 of the Listing Rules.

The term of the appointment shall commence on the Listing Date and end on the date on which our Company distributes our annual report in respect of our financial results for the first full financial year commencing after the Listing Date.

COMPENSATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Our Directors, Supervisors and members of our senior management receive compensation from our Group in the form of fees, salaries and other benefits and contribution to pension scheme.

The aggregate remuneration (including salaries, discretionary bonuses, allowances and benefits in kind, pension scheme contributions and equity-settled share-based payment) paid to our Directors, Supervisors and senior management for each of the three years ended December 31, 2021, 2022, and 2023 and the six months ended June 30, 2024 was approximately RMB9.7 million, RMB11.2 million, RMB18.5 million and RMB9.1 million, respectively. Save as disclosed in this paragraph, no other amounts have been paid or are payable by any member of our Group to our Directors and Supervisors for each of the three years ended December 31, 2021, 2022, and 2023 and the six months ended June 30, 2024.

DIRECTORS, SUPERVISORS, AND SENIOR MANAGEMENT

The five highest paid individuals of the Group in respect of each of the three years ended December 31, 2021, 2022, and 2023 and the six months ended June 30, 2024 were our Directors. For further details of the Directors' remuneration, see note 12 to the Accountants' Report as set out in Appendix I to this prospectus.

No remuneration was paid by us to our Directors, Supervisors or the five highest paid individuals as an inducement to join or upon joining us or as a compensation for loss of office in respect of each of the three years ended December 31, 2021, 2022, and 2023 and the six months ended June 30, 2024. Further, none of our Directors or Supervisors had waived or agreed to waive any remuneration during the same periods.

Each of Dr. Guan Yanmin, Mr. Zhu Rongyuan and Ms. Ng Sin Kiu shall receive RMB80,000, RMB100,000 and HK\$180,000, per annum, as directors' fees.

Under the arrangement currently in force, the aggregate remuneration (including fees, salaries, discretionary bonuses, allowances and benefits in kind, pension scheme contributions and equity-settled share-based payment) of our Directors and Supervisors for the year ending December 31, 2024 is estimated to be no more than approximately RMB20 million, subject to finalisation to be determined taking into account all relevant factors including our performance and financial position.

Our Board will review and determine the remuneration and compensation packages of our Directors and senior management and will, following the Listing, receive recommendation from the Remuneration Committee which will take into account salaries paid by comparable companies, time commitment and responsibilities of our Directors and performance of our Group.

COMPETITION

Each of our Directors confirms that as of the Latest Practicable Date, he/she did not have any interest in a business, apart from the business of our Group, which competes or is likely to compete, either directly or indirectly, with our business, which would require disclosure under Rule 8.10 of the Listing Rules.

From time to time our independent non-executive Directors may serve on the boards of both private and public companies within the shipping and shipbuilding industries. However, as independent non-executive Directors are neither our Controlling Shareholders nor members of our executive management team, we believe that their interests in such companies as directors would not render us incapable of carrying on our business independently from the other companies in which they may hold directorships from time to time.

CORPORATE GOVERNANCE

Our Company aims to achieve high standards of corporate governance which are crucial to the development and safeguard the interests of our Shareholders. To accomplish this, our Company expects to comply with the CG Code and the associated Listing Rules after the Listing.

SHARE CAPITAL

This section presents certain information regarding our share capital prior to and upon the completion of the Global Offering.

BEFORE THE GLOBAL OFFERING

As of the Latest Practicable Date, the registered share capital of our Company was RMB30,000,000 comprising 30,000,000 Shares with a nominal value of RMB1.00 each.

UPON COMPLETION OF THE GLOBAL OFFERING

Immediately upon completion of the Global Offering, without taking into account any exercise of the share options granted under the Pre-IPO Share Option Scheme, the share capital of our Company will be as follows:

<u>Number of Shares</u>	<u>Description of Shares</u>	<u>Nominal value</u> <i>(RMB)</i>	<u>Percentage of our total share capital</u>
30,000,000	Non-H Shares in issue as of the date of this prospectus	30,000,000	75%
10,000,000	H Shares to be issued under the Global Offering	10,000,000	25%
Total		<u>40,000,000</u>	<u>100%</u>

SHARE CAPITAL

CLASSES AND RANKINGS OF OUR SHARES

Upon completion of the Global Offering, our Company will have H Shares and Non-H Shares, both of which are ordinary shares in the share capital of our Company and are regarded as the same class of Shares. Apart from certain qualified domestic institutional investors in the PRC, certain qualified PRC investors under the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect, and other persons who are entitled to hold our H Shares pursuant to relevant PRC laws and regulations or upon approvals of any competent authorities, H Shares generally cannot be subscribed by or traded among legal and natural persons of the PRC.

Our H Shares and Non-H Shares will rank *pari passu* with each other in all respects and, in particular, will rank equally for all dividends or distributions declared, paid or made after the date of this prospectus. Dividends in respect of the H Shares may be paid by us in Hong Kong dollars or RMB or in the form of H Shares.

REGISTRATION OF SHARES NOT LISTED ON THE OVERSEAS STOCK EXCHANGE

According to the Notice of Centralized Registration and Deposit of Non-overseas Listed Shares of Companies Listed on an Overseas Stock Exchange (關於境外上市公司非境外上市股份集中登記存管有關事宜的通知) issued by the CSRC, our Company is required to register and deposit our Shares that are not listed on the overseas stock exchange with the China Securities Depository and Clearing Corporation Limited within 15 business days upon the Listing and provide a written report to the CSRC regarding the centralized registration and deposit of our Shares that are not listed on the overseas stock exchange as well as the offering and listing of our H Shares.

SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, immediately following the completion of the Global Offering (but without taking into account any Shares which may be allotted and issued upon any exercise of the share options granted under the Pre-IPO Share Option Scheme), the following persons will have an interest or short position in the Shares or underlying Shares which would fall to be disclosed to our Company and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO:

<u>Name of Shareholder</u>	<u>Nature of interest</u>	<u>Number of Shares⁽¹⁾</u>	<u>Approximate shareholding percentage</u> (%)
Mr. Zhou Yang ⁽²⁾	Beneficial owner	9,787,500 (L)	24.47
	Interest in a controlled corporation	2,400,000 (L)	6.00
	Beneficial interest ⁽³⁾	250,000 (L)	0.63
Mr. Zhao Mingzhu ⁽²⁾	Beneficial owner	8,156,250 (L)	20.39
	Interest in a controlled corporation	2,400,000 (L)	6.00
	Beneficial interest ⁽³⁾	250,000 (L)	0.63
Mr. Chen Zhiyuan ⁽²⁾	Beneficial owner	8,156,250 (L)	20.39
	Interest in a controlled corporation	2,400,000 (L)	6.00
	Beneficial interest ⁽³⁾	250,000 (L)	0.63
ContiOcean Development	Beneficial owner	2,400,000 (L)	6.00

Notes:

- (1) The letter “L” denotes a “long position” (as defined under Part XV of the SFO) in such Shares.
- (2) Mr. Zhou Yang, Mr. Zhao Mingzhu, and Mr. Chen Zhiyuan are parties acting in concert. Please see “Relationship with Our Controlling Shareholders — Controlling Shareholders — The Concert Party Agreement” for further details. In addition, for the purpose of Part XV of the SFO, each of them is deemed to be interested in the 2,400,000 Shares held by ContiOcean Development, whose general partner is ContiOcean Industrial, a company owned by Mr. Zhou Yang, Mr. Zhao Mingzhu and Mr. Chen Zhiyuan.
- (3) Each of Mr. Zhou Yang, Mr. Zhao Mingzhu and Mr. Chen Zhiyuan was granted share options under the Pre-IPO Share Option Scheme to each subscribe for 250,000 Shares. For details, please see the section headed “Statutory and General Information — C. Further Information about Directors, Supervisors and Substantial Shareholders — 4. Pre-IPO Share Option Scheme” in Appendix VI in this prospectus.

Except as disclosed in this prospectus, our Directors are not aware of any persons who will, immediately following completion of the Global Offering (but without taking into account any Shares which may be allotted and issued upon any exercise of the share options granted under the Pre-IPO Share Option Scheme), have an interest or a short position in the Shares or underlying Shares which would fall to be disclosed to our Company and the Hong Kong Stock Exchange under the provisions of Divisions 2 or 3 of Part XV of the SFO, or, will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group (other than our Company). Our Directors are not aware of any arrangement which may at a subsequent date result in a change of control of our Company.

CORNERSTONE INVESTOR

THE CORNERSTONE PLACING

We have entered into a cornerstone investment agreement (the “**Cornerstone Investment Agreement**”) with Harvest International Premium Value (Secondary Market) Fund SPC on behalf of Harvest Oriental SP (“**Harvest**” or “**Cornerstone Investor**”), pursuant to which, subject to certain conditions precedent, the Cornerstone Investor has agreed to subscribe, or cause its designated entities to subscribe, at the Offer Price, for the number of Offer Shares (rounded down to the nearest whole board lot of 100 H Shares) with an aggregate net amount of no more than US\$10 million (or approximately HK\$77.69 million, calculated based on an exchange rate of US\$1.00 to HK\$7.7688) (exclusive of brokerage, SFC transaction levy, AFRC transaction levy and the Stock Exchange trading fee) (the “**Cornerstone Placing**”).

Assuming an Offer Price of HK\$31.8 per Offer Share, being the low-end of the indicative Offer Price range set out in this Prospectus, the total number of Offer Shares to be subscribed by the Cornerstone Investor would be 2,443,000 Offer Shares, representing approximately 24.43% of the H Shares offered pursuant to the Global Offering and approximately 6.10% of our total issued share capital immediately upon completion of the Global Offering.

Assuming an Offer Price of HK\$35.8 per Offer Share, being the mid-point of the indicative Offer Price range set out in this Prospectus, the total number of Offer Shares to be subscribed by the Cornerstone Investor would be 2,170,000 Offer Shares, representing approximately 21.70% of the H Shares offered pursuant to the Global Offering and approximately 5.42% of our total issued share capital immediately upon completion of the Global Offering.

Assuming an Offer Price of HK\$39.8 per Offer Share, being the high-end of the indicative Offer Price range set out in this Prospectus, the total number of Offer Shares to be subscribed by the Cornerstone Investor would be 1,951,900 Offer Shares, representing approximately 19.52% of the H Shares offered pursuant to the Global Offering and approximately 4.88% of our total issued share capital immediately upon completion of the Global Offering.

Our Company is of the view that (i) introducing the Cornerstone Investor to the Global Offering would help to ensure a reasonable size of solid commitment at the commencement of the marketing period; and (ii) by leveraging on the Cornerstone Investor’s reputation, the Cornerstone Placing would contribute to elevating the profile of our Company and providing confidence to the market in respect of our business and prospects.

The Cornerstone Placing will form part of the International Offering, and the Cornerstone Investor will not subscribe any Offer Shares under the Global Offering other than pursuant to the Cornerstone Investment Agreement. The Offer Shares to be subscribed by the Cornerstone Investor will rank *pari passu* in all respects with the fully paid Shares in issue following the completion of the Global Offering and will be listed on the Stock Exchange and counted towards the public float of our Company for the purpose of Rule 8.08 of the Listing Rules and in compliance with the requirement under Rule 8.08(3) of the Listing Rules.

CORNERSTONE INVESTOR

There are no side agreements and arrangements between our Company and the Cornerstone Investor or any benefit, direct or indirect, conferred on the Cornerstone Investor by virtue of or in relation to the Listing, other than a guaranteed allocation of the relevant Offer Shares at the Offer Price. The Cornerstone Investor has confirmed that all necessary approvals have been obtained with respect to the relevant cornerstone investment. Neither the Cornerstone Investor nor any of its holding companies is listed on any stock exchange, and the Cornerstone Investor has confirmed that no specific approval from any stock exchange (if relevant) or its shareholders is required for the relevant cornerstone investment. The Cornerstone Investor has agreed that it shall fully pay for the relevant Offer Shares no later than one day prior to the Listing Date. There will also be no delayed delivery of the Offer Shares to be subscribed by the Cornerstone Investor and no deferred settlement of payment of the investment amounts for the Cornerstone Investor under the Cornerstone Investment Agreement.

Immediately upon the completion of the Global Offering, (i) the Cornerstone Investor will not become a substantial Shareholder; and (ii) the Cornerstone Investor or its close associates will not, by virtue of its cornerstone investments, has any Board representation in our Company.

Other than a guaranteed allocation of the relevant Offer Shares at the Offer Price, the Cornerstone Investor does not have any preferential rights in the Cornerstone Investment Agreement compared with other public Shareholders.

As confirmed by the Cornerstone Investor, to the best knowledge of our Company and after making reasonable enquiries:

- (i) the Cornerstone Investor and its beneficial owners is an Independent Third Party and is not our connected person (as defined under the Listing Rules) or its respective associate(s);
- (ii) the Cornerstone Investor is not accustomed to taking and has not taken any instructions from our Company, its subsidiaries, our Directors, Supervisors, chief executive, Controlling Shareholders, substantial Shareholders, existing Shareholders or any of their respective subsidiaries or their respective close associates in relation to the acquisition, disposal, voting or other disposition of the Offer Shares;
- (iii) the Cornerstone Investor has confirmed that its subscriptions under the Cornerstone Placing would be financed by its own internal financial resources or the financial resources of its parent company; and
- (iv) the subscription of the relevant Offer Shares by the Cornerstone Investor is not financed by our Company, its subsidiaries, our Directors, Supervisors, chief executive, Controlling Shareholders, substantial Shareholders, existing Shareholders or any of their respective subsidiaries or their respective close associates.

CORNERSTONE INVESTOR

The total number of Offer Shares to be subscribed by the Cornerstone Investor may be affected by reallocation of the Offer Shares between the International Offering and the Hong Kong Public Offering in the event of over-subscription under the Hong Kong Public Offering as described in “Structure of the Global Offering — The Hong Kong Public Offering — Reallocation” in this prospectus. The Cornerstone Investor has agreed that in the event that the requirements under Rule 8.08(3) of the Listing Rules, which stipulates that no more than 50% of the H Shares in public hands on the Listing Date can be beneficially owned by the three largest public shareholders, may not be complied with on the Listing Date, the allocation of Investor Shares to be subscribed for by the Cornerstone Investor may be adjusted to ensure compliance with Rule 8.08(3) of the Listing Rules. Details of the actual number of Offer Shares to be allocated to the Cornerstone Investor will be disclosed in the allotment results announcement to be published by our Company on or around January 8, 2025.

OUR CORNERSTONE INVESTOR

The tables below set forth details of the Cornerstone Placing:

Based on the Offer Price of HK\$31.8 (being the low-end of the indicative Offer Price range)

Cornerstone Investor	<u>Total investment amount</u> <i>(USD in millions)</i>	<u>Number of Offer Shares¹</u>	<u>Approximate % of total number of Offer Shares</u> <i>(approximate)</i>	<u>Approximate % of total H Shares in issue immediately following the completion of Global Offering</u> <i>(approximate)</i>
Harvest	10	2,443,000	24.43	24.43

Based on the Offer Price of HK\$35.8 (being the mid-point of the indicative Offer Price range)

Cornerstone Investor	<u>Total investment amount</u> <i>(USD in millions)</i>	<u>Number of Offer Shares¹</u>	<u>Approximate % of total number of Offer Shares</u> <i>(approximate)</i>	<u>Approximate % of total H Shares in issue immediately following the completion of Global Offering</u> <i>(approximate)</i>
Harvest	10	2,170,000	21.70	21.70

CORNERSTONE INVESTOR

Based on the Offer Price of HK\$39.8 (being the high-end of the indicative Offer Price range)

Cornerstone Investor	<u>Total investment amount</u> <i>(USD in millions)</i>	<u>Number of Offer Shares¹</u>	<u>Approximate % of total number of Offer Shares</u> <i>(approximate)</i>	<u>Approximate % of total H Shares in issue immediately following the completion of Global Offering</u> <i>(approximate)</i>
Harvest	10	1,951,900	19.52	19.52

Note:

- (1) The number of H Shares to be subscribed by the Cornerstone Investor is calculated based on the relevant investment amount in Hong Kong dollars (calculated at the exchange rate as quoted in the section headed “Information about this Prospectus and the Global Offering — Exchange Rate Conversion” with respect to investment amounts in currencies other than Hong Kong dollars) and the Offer Price, rounded down to the nearest whole board lot of 100 H Shares; provided that if there are differences between the exchange rate set out in the section headed “Information about this Prospectus and the Global Offering — Exchange Rate Conversion” in this prospectus and the exchange rate on the actual date of payment, the Joint Representatives and the Company shall have the sole and absolute discretion to adjust the number of H Shares to be subscribed by the Cornerstone Investor (as applicable) based on the actual amount of Hong Kong dollars received.

The information about our Cornerstone Investor set forth below has been provided by the Cornerstone Investor in relation to the Cornerstone Placing.

Harvest International Premium Value (Secondary Market) Fund SPC on behalf of Harvest Oriental SP

Harvest is a fund launched in October 2024. Harvest International Premium Value (Secondary Market) Fund SPC is a segregated portfolio company established in the Cayman Islands and is an Independent Third Party. 91% of the management shares of Harvest International Premium Value (Secondary Market) Fund SPC are held by Harvest Global Investments Limited (“HGI”) and 9% of the management shares are held by Harvest Global Capital Investments Limited (“HGCI”), as the investment manager in respect of the segregated portfolio. Harvest Oriental SP is the segregated portfolio of Harvest International Premium Value (Secondary Market) Fund SPC.

CORNERSTONE INVESTOR

Incorporated in Hong Kong in 2008, HGI is a wholly-owned subsidiary of Harvest Fund Management Co., Ltd (“**HFM**”). HGI is a company incorporated in Hong Kong in 2011. Both HGI and HGCI are licensed to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO in Hong Kong by the SFC. HGCI is principally engaged in asset management and investment advisory business. HFM is owned as to 40% by China Credit Trust Co., Ltd. (中誠信託有限公司), 30% by Lixin Investment Co., Ltd. (立信投資有限責任公司) and 30% by DWS Investments Singapore Limited, all of which are independent third parties of the Company. The sole participating shareholder of Harvest Oriental SP is Fortuna Capital Management Limited (“**Fortuna Capital**”). Fortuna Capital is a company incorporated in the BVI in November 2023, and is principally engaged in equity investment, including primary and secondary equity markets in Hong Kong and the U.S., with a focus in the technology, consumer and healthcare sectors. Its ultimate beneficial owner is YANG Dehui (楊德會) (“**Mr. Yang**”), who is an independent third party of the Company. Mr. Yang is the sole director and ultimate beneficial owner of Fortuna Capital.

The Company became acquainted with Harvest through introduction by one of the Underwriters. As confirmed by Harvest, its subscription under the Cornerstone Placing would be financed by internal resources.

CLOSING CONDITIONS

The subscription obligation of the Cornerstone Investor under the respective Cornerstone Investment Agreement is subject to, among other things, the following closing conditions:

- (a) the Underwriting Agreements being entered into and having become effective and unconditional (in accordance with their respective original terms or as subsequently waived or varied by agreement of the parties thereto) by no later than the time and date as specified in these Underwriting Agreements, and neither of the aforesaid Underwriting Agreements having been terminated;
- (b) the Offer Price having been agreed upon between our Company and the Joint Representatives (for themselves and on behalf of the Underwriters);
- (c) the Stock Exchange having granted the listing of, and permission to deal in, the Shares (including the Investor Shares) as well as other applicable waivers and approvals and such approval, permission or waiver having not been revoked prior to the commencement of dealings in the H Shares on the Stock Exchange;
- (d) no laws shall have been enacted or promulgated by any governmental authority which prohibits the consummation of the transactions contemplated in the Global Offering or the Cornerstone Investment Agreement, and there shall be no orders or injunctions from a court of competent jurisdiction in effect precluding or prohibiting consummation of such transactions; and

CORNERSTONE INVESTOR

- (e) the respective representations, warranties, undertakings, acknowledgements and confirmations of the Cornerstone Investor under the Cornerstone Investment Agreement are (as of the date of the Cornerstone Investment Agreement) and will be (as of the Listing Date) accurate and true in all respects and not misleading and that there is no breach of the Cornerstone Investment Agreement on the part of the Cornerstone Investor.

RESTRICTIONS ON THE CORNERSTONE INVESTOR

The Cornerstone Investor has agreed that it will not, whether directly or indirectly, at any time during the period of six months following the Listing Date, (a) dispose of, in any way, any of the Offer Shares purchased pursuant to the Cornerstone Investment Agreement (the “**Relevant Shares**”) or any interest in any company or entity holding any of the Relevant Shares, (b) agree or contract to, or publicly announce any intention to enter into a transaction with a third party for disposal of the Relevant Shares, (c) allow itself to undergo a change of control (as defined in the Takeovers Code) at the level of its ultimate beneficial owner, or (d) enter into any transactions directly or indirectly with the same economic effect as any aforesaid transactions.

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You should read the following discussion in conjunction with the consolidated financial statements and the notes thereto included in the Accountants' Report in Appendix I to this prospectus, which have been prepared in accordance with IFRSs, and the selected historical financial information and operating data included elsewhere in this prospectus.

The following discussion and analysis contain forward-looking statements that reflect our current views with respect to future events and financial performance. These statements are based on our assumptions and analysis in light of our experience and perception of historical trends, current conditions and expected future development, as well as other factors we believe are appropriate under the circumstances. However, whether actual outcomes and developments will meet our expectations and predictions depends on a number of risks and uncertainties. In evaluating our business you should carefully consider the information provided in the sections headed "Risk Factors" and "Forward-Looking Statements" and elsewhere in this prospectus.

OVERVIEW

We are a PRC-based maritime environmental protection equipment and system provider serving customers from different regions. We ranked third among ship exhaust gas cleaning system providers based in China and fourth among all ship exhaust gas cleaning system providers in the world in terms of the volume of total number of completed orders during 2023 and the cumulative on-hand orders as of December 31, 2023 for ship exhaust gas cleaning systems according to Frost & Sullivan. Our marine exhaust gas cleaning systems (which mostly includes the ship exhaust gas cleaning systems) contributed to the majority of our revenue during each year or period of the Track Record Period representing approximately 78.7%, 64.7%, 66.8%, 79.9% and 60.7% of our total revenue, respectively, in 2021, 2022 and 2023 and for the six months ended June 30, 2023 and 2024. In addition, a significant portion of our revenue was derived from a limited number of customers during each year or period of the Track Record Period. Our five largest customers for each of the years ended December 31, 2021, 2022 and 2023 and for the six months ended June 30, 2024 contributed to approximately 90.5%, 76.1%, 84.3% and 89.4% of our total revenue, respectively.

We commenced our business in 2017 by offering our first product, the ship exhaust gas cleaning system. We have now developed and commercialized various maritime environmental protection equipment and systems. In particular, our equipment and systems aim to help customers such as shipowners in reducing sulfur and GHG emissions. In addition, we aim to help our customers in upgrading the life quality for their ship crew members, by offering interior design and supplying equipment and systems that improve the onboard living conditions and enhance maritime operations.

During the Track Record Period, we achieved strong financial growth. Our revenue increased by 90.2% from RMB140.5 million in 2021 to RMB267.2 million in 2022, and further increased by 90.9% to RMB510.3 million in 2023. Our revenue increased by 53.2% from RMB219.6 million for the six months ended June 30, 2023 to RMB336.5 million for the six months ended June 30, 2024. Our net profit significantly increased from RMB12.8 million in 2021 to RMB36.8 million in 2022, and further significantly increased to RMB120.5 million in 2023. Our net profit increased by 65.1% from RMB49.7 million for the six months ended June 30, 2023 to RMB82.1 million for the six months ended June 30, 2024.

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BASIS OF PRESENTATION

Our Company was established in the PRC as a limited liability company on May 31, 2017. On December 20, 2022, our then Shareholders passed resolutions approving, among other matters, the conversion of our Company from a limited liability company to a joint stock limited liability company. Our consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”), which comprise all standards and interpretations approved by the International Accounting Standards Board (the “IASB”).

The consolidated financial information has been prepared under the historical cost convention, except for certain financial instruments which has been measured at fair value. The consolidated financial information is presented in RMB and all values are rounded to the nearest thousand except when otherwise indicated. For the purpose of preparing the historical financial information for the Track Record Period, we have consistently applied International Accounting Standards (“IASs”), IFRSs, and amendments issued by IASB, which are effective for our financial year beginning on January 1, 2024 throughout the Track Record Period.

KEY FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our Group’s financial condition and results of operations have been, and will continue to be, affected by a number of factors, including those set out below.

Favorable regulatory policies relating to the maritime environmental protection equipment and system industry

We are engaged in industries where policies and regulations play a critical role. With an increased level of environmental awareness in recent years, the decision of our customers to use our maritime environmental protection equipment and systems is largely influenced by various global and national requirements and initiatives. To comply with IMO regulations, many shipping companies choose to install scrubbers or to invest in new ships, which are powered by clean fuels. Increased market demand has led to a rise in our sales. For example, the IMO set a sulfur cap of 0.5% on fuel oil, effective from 2020, which has driven the market demand for our marine exhaust gas cleaning systems, among others. During the Track Record Period, our revenue generated from marine exhaust gas cleaning systems amounted to RMB110.5 million, RMB172.8 million and RMB341.2 million, respectively, for the years ended December 31, 2021, 2022 and 2023, representing a CAGR of 75.7% from 2021 to 2023, and increased by 16.6% from RMB175.4 million for the six months ended June 30, 2023 to RMB204.4 million for the six months ended June 30, 2024.

The IMO also introduced decarbonization measures such as Energy Efficiency Existing Ship Index (EEXI) and Carbon Intensity Indicator (CII), effective from 2023. On July 7, 2023, the IMO revised its GHG emission reduction strategy, targeting net-zero emissions by 2050 with interim milestones. In addition, the European Union has introduced the EU Emissions Trading System for shipping starting in 2024 and the upcoming FuelEU Maritime regulations for 2025. Such ever-evolving ESG regulatory framework regarding the emission reduction has driven the market demand for our marine energy-saving devices, among others. During the Track Record Period, our revenue generated from marine energy-saving devices amounted to nil, RMB15.0 million and RMB58.0 million, respectively, for the years ended December 31, 2021, 2022 and 2023, and amounted to RMB22.6 million for the six months ended June 30, 2024. Changes in the current favorable regulatory policies relating to the maritime environmental protection equipment and system industry and our abilities to adapt to future changes in policies and regulations will continue to affect our financial condition and results of operations.

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Our ability to meet customer demand, retain existing customers and grow our customer base

To meet customer demand, we need to maintain the effectiveness and comprehensiveness of our equipment and systems as they enable customers to comply with various requirements set by the IMO. We also need to adopt competitive pricing strategies, while developing our equipment and systems to embrace technological advancements, to adapt to evolving government regulations and policies, and to meet shifting customer needs that may change with developments in the shipping industry.

We customize our equipment and systems to tailor to the unique needs of each customer, which is particularly advantageous because the specifications and technical requirements can vary significantly from one ship to another. In addition, due to our comprehensive equipment and systems and customer services spanning from pre-sale technical consultations to after-sale maintenance, our major customers procured multiple equipment and systems from us subsequent to their first order.

Our ability to retain existing customers is also critical to our results of operations and financial conditions because our existing customers, such as shipowners and ship builders, generally have large ship portfolios and may repeat their purchases with us and procure multiple equipment and systems from us over time. In addition to retaining existing customers, we also strive to grow our customer base, so that we can enhance our brand recognition and expand our market share, which is vital for driving sales and boosting revenue. We plan to continue to enrich our equipment and systems and expand our sales and service network to grow our customer base.

Continued expansion of our equipment and system portfolio

We have a suite of equipment and systems helping our customers to pursue more effective and sustainable business operations while meeting various requirements set by the IMO. Our business growth and revenue will depend on our ability to continuously innovate and roll out new products and services. As of June 30, 2024, we had 28 R&D personnel, accounting for 26.4% of our total employees. With the continuous expansion of our product development and R&D team, we plan to continuously expand our equipment and system portfolio to address the evolving and diversified customer demand.

Leveraging our R&D, we have expanded and will continue to expand our equipment and systems, adapting to the rapidly evolving technologies and customer preferences. For example, we have expanded our equipment and system portfolio by launching new business lines, including generating revenue from marine energy-saving and marine clean-energy supply systems in 2022. In responses to evolving market demands, we have introduced new products, such as N₂ generators in 2021, rudder bulbs in 2022, followed by wind deflectors in 2023. The success of our equipment and system expansion plan also depends on our ability to adapt to the rapidly changing laws and regulations in a timely manner.

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We expect the continued expansion of our equipment and system portfolio to be a key factor to drive our business growth and revenue. However, we cannot assure you that we will always be able to invest in areas that align with market demands or customer preferences. Any misalignment can result in equipment and systems that fail to gain market acceptance, leading to significant financial losses and potentially damaging our reputation. For further details, see “Risk Factors — Risks relating to our business and industry — We may not be able to adapt to rapidly changing technologies in a timely manner, or at all”.

Our ability to manage our materials expense effectively

Our results of operations are significantly affected by the cost of sales, consisting of (i) materials expense, (ii) subcontracting costs, (iii) warranty, (iv) design and technical service expenses, and (v) others. Materials expense is the largest component of our cost of sales, which represented 89.5%, 88.2%, 82.4%, 80.3% and 86.6% of our total cost of sales for the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 and 2024, respectively. The prices of raw materials and product components are susceptible to significant price fluctuations due to various factors beyond our control, including supply and demand trends in the commodities markets, transportation costs, government regulations and tariffs, price controls, economic conditions and other unpredictable factors. We have experienced and may continue to experience cost fluctuations in the supply of raw materials and product components, which could impact our financial performance.

We have adopted various measures to manage our materials expense, including:

- commencing commercial production in June 2021, which enabled us to produce certain products in-house, which is more cost-effective compared to procuring them from OEMs,
- implementing continuous technological upgrades and structural optimization with an expectation to reduce the materials expense, and
- striving to diversify our suppliers and OEMs with an expectation to strengthen our bargaining power.

The following table sets forth a sensitivity analysis on the impact on our profit before tax from the changes in materials expense for the periods indicated. Actual changes in our profit before tax resulting from an increase or decrease in materials expense may differ from the results of the following sensitivity analysis.

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	(Decrease)/increase in profit before tax			
	Year ended December 31,			For the six months ended June 30,
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Hypothetical fluctuations in materials expense				
Increase of 5%	(4,161)	(7,383)	(11,062)	(8,384)
Decrease of 5%	4,161	7,383	11,062	8,384
Increase of 10%	(8,323)	(14,766)	(22,124)	(16,768)
Decrease of 10%	8,323	14,766	22,124	16,768
Increase of 20%	(16,645)	(29,531)	(44,247)	(33,536)
Decrease of 20%	16,645	29,531	44,247	33,536

Our ability to execute effective sales, marketing and pricing strategies

Effective sales and marketing are critical to our sales growth. We have established a global service network with a strong local presence. We provided services worldwide, including Asia, Europe, Americas, and the Middle East. See “Business — Sales and service network”.

We primarily acquire customers through participation in trade shows, business negotiations, and the engagement of sales agents. In addition to our own efforts, we currently engage sales agents who are Independent Third Parties and act on our behalf to facilitate the acquisition of new customers by leveraging their market knowledge and networks.

We intend to establish service centers in key international shipping hubs and ports, and along major trade routes, to facilitate market outreach and after-sales services to better serve our customers wherever they are. Concurrently, we will also upgrade our service centers, including recruiting more staff and relocating to new premises with similar size to accommodate showrooms to showcase our product models. Furthermore, we also plan to launch targeted marketing campaigns to enhance our visibility in the industry globally. See “Business — Our strategies — Strengthen marketing capabilities and expand customer outreach globally”.

Our ability to price our equipment and systems competitively and adjust our prices effectively are also essential for us in acquiring customer orders. We primarily employ a cost-plus pricing approach. The pricing of our products is determined through a comprehensive calculation, considering the specific circumstances of each customer, such as the level of customization, performance of the products, expected time of completion, complexity of the project, scale of orders, customer profiles and our relationships with such customers, any payment terms, the prices of any competing equipment and systems and our strategic plans for entering new areas. We then establish the final sales prices based on these calculations. We may not be able to adjust our prices in a timely manner when our costs, including labor, procurement of raw materials, product components, and services, increase. We may not be able to pass on these increased costs to

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customers by increasing the selling prices of our products in light of competitive pressure in the markets where we operate. In such circumstances, our profitability may decrease, which could have an adverse effect on our financial condition and results of operations.

MATERIAL ACCOUNTING POLICY INFORMATION AND ACCOUNTING JUDGMENTS AND ESTIMATES

This discussion and analysis of our financial position and results of operations is based on our consolidated financial statements, which have been prepared in accordance with IFRSs. The preparation of our consolidated financial statements requires management to make estimates, judgments and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each year or period of the Track Record Period. Uncertainty about these estimates and assumptions could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods. Our more critical accounting policies and significant estimates, assumptions and judgments are described below. See notes 3 and 4 to the Accountants' Report in Appendix I to this prospectus for further details on our accounting policies, estimates and judgments.

Our management has identified below the accounting policies, estimates and judgments that they believe are critical to the preparation of our financial statements:

Material accounting policy information

Revenue Recognition

We summarized certain information about our performance obligations and our corresponding revenue recognition policies as follows:

Marine exhaust gas cleaning systems, marine energy-saving devices and marine clean-energy supply systems

Equipment and systems from these marine equipment and system segments are individually available to the customers. Each of the equipment and systems involves design, manufacture, delivery, installation and commissioning and system testing of tailor-made products to the customers. Since the customers are not able to derive benefit from part of the process, each of the equipment and systems is accounted for as a single performance obligation. Revenue is recognized at a point in time when the control of the tailor-made products has been transferred to the customers. When a performance test including the commissioning tests and sea trials is required to be conducted, the control is transferred upon the award of the sea trial report following the completion of commissioning being obtained representing the timing when the customers can direct the use of the products and we are entitled to the enforceable rights to the considerations. In other cases, the control is transferred when the related equipment and system is accepted by the customer.

Maritime services

This revenue stream consists of a series of different service and product offerings to customers. Revenue from maritime services is recognized at a point in time whenever the goods are delivered and accepted by the customer, or the service is completed and accepted by the customer.

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We normally require advance and progress payments at a particular percentage as agreed with customers. Such advance payment schemes result in contract liabilities until the control of the promised goods and services has been transferred to the customer.

We recognize a receivable when the revenue recognized is in excess of the advance and progress payments received before the revenue recognition except when our right to consideration is conditioned on the fulfilment of warranty obligations in an agreed period. In such case, we recognize a contract asset.

Inventories

Inventories are stated at the lower of cost and net realizable value. Costs of inventories are determined on a weighted average method. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of our cash-generating units (“CGUs”) (or groups of CGUs) that are expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and are not larger than an operating segment.

A CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of CGUs).

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal (or any of the CGUs within a group of CGUs in which we monitor goodwill). When we dispose of an operation within the CGUs (or a group of CGUs), the amount of goodwill disposed of is measured on the basis of the relative values of the CGUs disposed of, and the portion of the CGUs (or the group of CGUs) retained.

Financial instruments

Financial assets and financial liabilities are recognized when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognized and recognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

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Financial assets and financial liabilities are initially measured at fair value, except for receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than fair value through profit or loss (“**FVTPL**”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at FVTPL are recognized immediately in profit or loss.

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 Financial Instruments

We perform impairment assessment under the expected credit loss (“**ECL**”) model on financial assets (including trade and other receivables), and other items (contract assets) which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“**12m ECL**”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on our historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

We always recognize lifetime ECL for trade receivables and contract assets.

For all other instruments we measure the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, when we recognize lifetime ECL. The assessment of whether lifetime ECL should be recognized is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. We use a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward-looking information that is available without undue cost or effort.

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Share-based payment

Equity-settled share-based payments to employees (including directors of the Company) are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on our estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based payments reserve). At the end of each reporting period, we revise our estimates of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognized in profit or loss such that the cumulative expense reflects the revised estimates, with a corresponding adjustment to the equity-settled share-based payment reserve. For shares that vest immediately at the date of grant, the fair value of the shares granted is expensed immediately to profit or loss.

When shares granted are vested, the amount previously recognized in the share-based payment reserve will transfer to share premium or capital reserve.

Critical accounting judgments and estimates

In applying our accounting policies, the Directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Impairment assessment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the cash-generating unit to which goodwill has been allocated, which is the higher of the value in use or fair value less costs of disposal. The value in use calculation requires us to estimate the future cash flows being expected to arise from the cash generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected or change in facts and circumstances results in a downward revision of future cash flows or upward revision of discount rate, a material impairment loss may arise.

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Recognition of share-based payment expenses

The share-based compensation expense is measured based on the fair value of the share rewards as calculated under the discounted cash flow model. The Directors are responsible for determining the fair value of the share awards granted to directors and employees. The key assumptions used to determine the fair value of the share awards at the grant date include discount rate, expected volatility and risk-free interest rate. Changes in these assumptions could significantly affect the fair value of share awards and hence the amount of compensation expenses we recognize in the historical financial information.

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

The following table sets forth our consolidated statement of profit or loss for the periods indicated:

	For the year ended December 31,			For the six months ended June 30,	
	2021	2022	2023	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
				<i>(Unaudited)</i>	
Revenue	140,521	267,233	510,255	219,556	336,466
Cost of sales	<u>(93,012)</u>	<u>(167,151)</u>	<u>(268,518)</u>	<u>(118,378)</u>	<u>(193,684)</u>
Gross profit	47,509	100,082	241,737	101,178	142,782
Other income	2,233	702	3,612	1,279	2,631
Other gains and losses	4,033	(5,219)	(6,576)	(7,527)	5,345
Distribution and selling expenses	(13,152)	(16,188)	(27,744)	(12,163)	(20,550)
Administrative expenses	(18,277)	(24,907)	(47,336)	(17,306)	(23,495)
Research and development expenses	(6,526)	(9,793)	(18,929)	(5,566)	(10,148)
Share of results of associates	—	(897)	(1,722)	(767)	—
Impairment losses under ECL model, net of reversal	(924)	(709)	(1,700)	(521)	(304)
Finance costs	<u>(132)</u>	<u>(176)</u>	<u>(558)</u>	<u>(119)</u>	<u>(443)</u>
Profit before tax	14,764	42,895	140,784	58,488	95,818
Income tax expense	<u>(1,995)</u>	<u>(6,118)</u>	<u>(20,250)</u>	<u>(8,760)</u>	<u>(13,736)</u>
Profit for the year/period	<u>12,769</u>	<u>36,777</u>	<u>120,534</u>	<u>49,728</u>	<u>82,082</u>

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DESCRIPTION OF MAJOR COMPONENTS IN OUR CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

Revenue

During the Track Record Period, we generated revenue from our maritime environmental protection equipment and systems consisting of marine exhaust gas cleaning systems, marine energy-saving devices, marine clean-energy supply systems and maritime services. The following table sets forth our revenue generated from different business segments and their corresponding percentages of total revenue for the periods indicated:

	For the year ended December 31,						For the six months ended June 30,			
	2021		2022		2023		2023		2024	
	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000	%
	<i>(Unaudited)</i>									
Marine exhaust gas cleaning systems	110,528	78.7	172,835	64.7	341,180	66.8	175,383	79.9	204,402	60.7
Marine energy-saving devices⁽¹⁾	—	—	14,961	5.6	58,031	11.4	16,361	7.4	22,557	6.7
Marine clean-energy supply systems	—	—	7,736	2.9	5,552	1.1	1,079	0.5	13,288	4.0
Maritime services	29,993	21.3	71,701	26.8	105,492	20.7	26,733	12.2	96,219	28.6
— Ship accommodation interior design and construction	17,701	12.6	37,375	13.9	50,761	9.9	12,732	5.8	60,338	17.9
— Container ship and PCTC lashing gears	11,155	7.9	22,388	8.4	33,408	6.6	9,542	4.3	30,869	9.2
— Other maritime services ⁽²⁾	1,137	0.8	11,938	4.5	21,323	4.2	4,459	2.1	5,012	1.5
Total	140,521	100.0	267,233	100.0	510,255	100.0	219,556	100.0	336,466	100.0

Notes:

- (1) Other than energy-saving devices, we have developed carbon reduction systems. However, we did not generate revenue from carbon reduction systems during the Track Record Period and up to the Latest Practicable Date.
- (2) Other maritime services include (i) maritime equipment and spare parts, including hydro blasting machines, hydroponic vegetable cabinets, flue gas valves, prefabricated cabin transformers, etc., (ii) personal protective equipment for crew members, (iii) ship retrofitting and ship repair supervision services, and (iv) ship cyber security software and hardware, etc.

During the Track Record Period, our revenue growth was primarily driven by the increase in (i) completed orders for our marine exhaust gas cleaning systems, (ii) completed orders for our maritime services with higher values in relation to (a) ship accommodation interior design and construction and (b) container ship and PCTC lashing gears, and (iii) other business segments that started to ramp up since 2022.

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The geographical regions of our customers are determined based on their principal places of business, which are in line with the industry norm. The following table sets forth our revenue by the geographic region of the customers and their corresponding percentages of total revenue for the periods indicated:

	For the year ended December 31,						For the six months ended June 30,			
	2021		2022		2023		2023		2024	
	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000	%
	<i>(Unaudited)</i>									
Mainland China	20,777	14.8	42,639	16.0	105,276	20.6	25,507	11.6	191,771	57.0
Overseas	119,744	85.2	224,594	84.0	404,979	79.4	194,049	88.4	144,695	43.0
Asia	71,549	50.9	153,285	57.4	394,007	77.3	192,812	87.8	138,795	41.3
Singapore	37,475	26.7	114,162	42.7	364,426	71.5	166,474	75.7	128,532	38.2
Hong Kong	3,683	2.6	16,476	6.2	20,046	3.9	17,456	8.0	8,919	2.7
India	8,616	6.1	21,815	8.2	9,240	1.8	8,709	4.0	1,038	0.3
Korea	—	—	—	—	—	—	—	—	271	0.1
Taiwan	21,244	15.1	32	0.0	34	0.0	—	—	35	0.0
Japan	531	0.4	800	0.3	261	0.1	173	0.1	—	—
Europe	47,095	33.5	71,154	26.6	5,132	1.0	1,237	0.6	5,895	1.7
Others ⁽¹⁾	1,100	0.8	155	0.0	5,840	1.1	—	—	5	0.0
Total	140,521	100.0	267,233	100.0	510,255	100.0	219,556	100.0	336,466	100.0

Note:

(1) Others include Africa, North America and Australia.

During the Track Record Period, there were significant increases in the number of orders we completed related to newbuildings primarily because of the surge of newbuildings orders driven by a shortage of shipping capacity and higher ocean freight rates, largely attributable to the COVID-19 pandemic and the resulting supply chain disruptions. For example, for the years ended December 31, 2021, 2022 and 2023, and six months ended June 30, 2024, we completed two, four, 13 and 21 orders, respectively, related to newbuildings, for our marine exhaust gas cleaning systems. See “Business — Our equipment and systems — Marine exhaust gas cleaning systems — Ship exhaust gas cleaning systems — Order amount range and average selling price per completed order” for details. Most of our newbuildings related order were placed by Chinese ship builders in mainland China during the Track Record Period. According to Frost & Sullivan, Mainland China has been the largest marine ship market in terms of on-hand order volume since 2019.

Our revenue from customers located overseas were mostly generated from orders placed by foreign shipowners related to in-service ships. The fluctuation in our overseas revenue during the Track Record Period was primarily influenced by the number of completed orders, which was subject to the delivery schedule communicated with foreign shipowners, considering prevailing freight rates in the region, ships’ route plans for in-service ships and shipbuilding progress for newbuildings.

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Cost of sales

During the Track Record Period, our cost of sales consisted of (i) materials expense in relation to (a) raw materials consumed during our production such as stainless steel plates and stainless-steel pipes and (b) product components we procured from suppliers or OEMs, (ii) subcontracting costs primarily related to the outsourcing of certain non-core production processes to contractors such as surface insulation treatment, machining, material cutting, drilling, and laser cutting for our self-produced ship exhaust gas cleaning systems, (iii) warranty for potential claims in connection with repair and replacement of our products, (iv) design and technical service expenses in relation to remodeling design, drawing review, and samples testing, and certification fees charged by maritime classification societies, and (v) others mainly including depreciation and amortization expenses, labor costs, manufacturing costs, freight and taxes and surcharges. The following table sets forth a breakdown of our cost of sales and their corresponding percentages of total cost of sales for the periods indicated.

	For the year ended December 31,						For the six months ended June 30,			
	2021		2022		2023		2023		2024	
	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000	%
	<i>(Unaudited)</i>									
Materials expense	83,226	89.5	147,657	88.2	221,237	82.4	95,058	80.3	167,678	86.6
Subcontracting costs	1,143	1.2	6,154	3.8	20,516	7.6	8,001	6.7	12,476	6.4
Warranty	445	0.5	297	0.2	4,380	1.6	2,366	2.0	2,574	1.3
Design and technical service expenses	3,790	4.0	3,312	2.0	7,859	2.9	5,428	4.5	2,457	1.3
Others	4,408	4.8	9,731	5.8	14,526	5.5	7,525	6.5	8,499	4.4
Total	<u>93,012</u>	<u>100.0</u>	<u>167,151</u>	<u>100.0</u>	<u>268,518</u>	<u>100.0</u>	<u>118,378</u>	<u>100.0</u>	<u>193,684</u>	<u>100.0</u>

During the Track Record Period, our maritime services encompassed every component of the cost of sales breakdown, with the exception of warranty, because we only manufactured ourselves a very small portion for this segment, and impairment loss on inventories. Specifically, within our maritime services, the main cost components for ship accommodation interior design and construction was materials expense incurred in relation to furniture and kitchenware; the main cost components for container ship and PCTC lashing gears was materials expense incurred in relation to lashing gears; and the main cost components for others was materials expense incurred in relation to wires, cables and welding materials and subcontracting costs mainly for the processing of the flue gas valves.

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Gross profit and gross profit margin

The following table sets forth our gross profit generated from different business segments and their corresponding gross profit margin for the periods indicated:

	For the year ended December 31,						For the six months ended June 30,			
	2021		2022		2023		2023		2024	
	Gross Profit	Gross Profit Margin	Gross Profit	Gross Profit Margin	Gross Profit	Gross Profit Margin	Gross Profit	Gross Profit Margin	Gross Profit	Gross Profit Margin
	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000	%
	<i>(Unaudited)</i>									
Marine exhaust gas cleaning systems	40,703	36.8	78,410	45.4	182,856	53.6	87,860	50.1	107,172	52.4
Marine energy-saving devices	—	—	6,141	41.1	27,673	47.7	7,096	43.4	11,210	49.7
Marine clean-energy supply systems	—	—	1,740	22.5	1,272	22.9	247	22.9	3,022	22.7
Maritime services	6,806	22.7	13,791	19.2	29,936	28.4	5,975	22.4	21,378	22.2
— Ship accommodation interior design and construction	6,038	34.1	12,402	33.2	20,270	39.9	4,505	35.4	15,208	25.2
— Container ship and PCTC lashing gears	627	5.6	1,039	4.6	5,508	16.5	1,397	14.6	5,394	17.5
— Other maritime services ⁽¹⁾	141	12.4	350	2.9	4,158	19.5	73	1.6	776	15.5
Total	47,509	33.8	100,082	37.5	241,737	47.4	101,178	46.1	142,782	42.4

Note:

- (1) Other maritime services include (i) maritime equipment and spare parts, including hydro blasting machines, hydroponic vegetable cabinets, flue gas valves, prefabricated cabin transformers, etc., (ii) personal protective equipment for crew members, (iii) ship retrofitting and ship repair supervision services, and (iv) ship cyber security software and hardware, etc.

The following table sets forth our gross profit and gross profit margin by geographic region for the periods indicated:

	For the year ended December 31,						For the six months ended June 30,			
	2021		2022		2023		2023		2024	
	Gross Profit	Gross Profit Margin	Gross Profit	Gross Profit Margin	Gross Profit	Gross Profit Margin	Gross Profit	Gross Profit Margin	Gross Profit	Gross Profit Margin
	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000	%
	<i>(Unaudited)</i>									
Mainland China	6,101	29.4	9,129	21.4	36,404	34.6	6,242	24.5	74,672	38.9
Overseas	41,408	34.6	90,953	40.5	205,333	50.7	94,936	48.9	68,110	47.1
Total	47,509	33.8	100,082	37.5	241,737	47.4	101,178	46.1	142,782	42.4

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Other income

During the Track Record Period, our other income consisted of (i) government grants, which mainly comprised PRC government subsidies to support local corporate and economic development such as encouraging our R&D activities and talents recruitment, which are generally non-recurring, (ii) interest income on bank deposits, and (iii) others primarily related to income as a result of late customer payments and contract breach by suppliers. The following table sets forth a breakdown of our other income for the period indicated.

	Year ended December 31,			For the six months ended June 30,	
	2021	2022	2023	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
				<i>(Unaudited)</i>	
Government grants	2,065	401	2,767	788	185
Interest income on bank deposits	47	278	845	491	2,435
Others	121	23	—	—	11
	<u>2,233</u>	<u>702</u>	<u>3,612</u>	<u>1,279</u>	<u>2,631</u>

Other gains and losses

During the Track Record Period, our other gains and losses consisted of (i) net foreign exchange gains or losses in connection with the customer prepayment and sales proceeds from our sales to overseas customers that were denominated in U.S. dollars, (ii) gain on early termination of lease arrangements, (iii) losses on disposal of equipment mainly in relation to the disposal of our vehicles, (iv) fair value gains or losses of financial assets at FVTPL primarily in relation to the foreign exchange forward and option contracts against U.S. dollars we entered into with banks, (v) gain on deemed disposal of an associate mainly reflecting the difference between the fair value and the original book value of WTC, over which we gained control when we increased our investment in it in 2023 and the original equity we held was remeasured, and (vi) others mainly in relation to the late charge from the late tax payment made in 2023.

The late charge from the late tax payment was incurred when we corrected our historical income tax return filings in 2023. We inadvertently applied the VAT filing standards when we filed both of our enterprise income tax (“EIT”) return and VAT return for 2020 and 2021 for our Company and ContiOcean Nantong. According to the VAT filing standards, the tax obligation arises generally at the time of the issuance of invoices against the payment collection as specified in the sales contract (the “VAT Tax Point”), whereas under the Enterprise Income Tax Law of the PRC, the income tax obligation should arise when revenue is recognized, which, in our case, is upon the completion of the orders (the “EIT Tax Point”). There is a timing gap between VAT tax point and the EIT tax point. As a result, (i) we did not file in the EIT return for 2020 certain revenue from orders completed in 2020, but we filed it in the EIT return for 2021 at the VAT Tax Point in which case the issuance of invoices occurred later than the order completion date; and (ii) we filed in the EIT return for 2021 certain

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revenue earlier than it should have been filed, in which case the VAT Tax Point occurred before the revenue could be recognized. Consequently, the above enterprise income tax return filings for 2020 and 2021 led to a shortage of our tax payments in 2020 and 2022 and extra tax payment in 2021.

During the preparation of the NEEQ Quoting in 2023, our then-auditor advised us to correct the EIT filings. With the assistance of our then-auditor, we corrected the filings of income tax return, paid additional income tax of RMB6.8 million to make up the shortfall and received a refund for the overpaid income tax of RMB6.2 million. In addition, we incurred a late charge amounting to RMB2.7 million in 2023 for the tax payment shortfall. We have enhanced and optimized our internal control over financial reporting since 2023. For example, we have recruited multiple experienced financial professionals who hold Chinese CPA certificates and have working experience at accredited accounting firms, to be in charge of the monthly review of our financial records, ensuring compliance with the applicable filing standards. Additionally, our financial staff regularly attend training sessions on tax filings to stay updated with the latest laws and regulations. As of the Latest Practicable Date, we had not been subject to any inquiries or investigations or administrative penalties from any competent tax authorities in relation to the late tax payment and the late charge.

The following table sets forth a breakdown of our other gains and losses for the periods indicated.

	Year ended December 31,			For the six months ended June 30,	
	2021	2022	2023	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
				<i>(Unaudited)</i>	
Net foreign exchange gains (losses)	2,799	(3,575)	(8,241)	(7,330)	5,470
Gain on early termination of lease arrangements	—	16	55	—	—
Losses on disposal of equipment	—	—	—	—	(121)
Fair value gains (losses) of financial assets as at FVTPL	1,608	(1,560)	(127)	(197)	—
Gain on deemed disposal of an associate	—	—	4,794	—	—
Others	(374)	(100)	(3,057)	—	(4)
	4,033	(5,219)	(6,576)	(7,527)	5,345

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To mitigate the impact of exchange rate fluctuations resulting from a large number of orders denominated in U.S. dollars, we entered into foreign exchange forward and option contracts in relation to U.S. dollars against Renminbi with reputable financial institutions for hedging purpose. However, we have not yet established a foreign currency hedging policy. Instead, we have formulated risk management strategies and policies with respect to the foreign exchange forward and option contracts we enter into, including (i) the duration of the foreign exchange forward deals should match the payment schedule of our orders and (ii) the amount of the foreign currencies with locked-in exchange rates should not exceed the total receivables from the orders. Our financial department is responsible for the foreign currency management, including formulating management plans, executing, bookkeeping, and archiving foreign exchange-related transactions, monitoring market trends, identifying and assessing market risks, and tracking and evaluating on-hand foreign exchange forward and option contracts. Our chief financial officer is responsible for formulating our Company's financial strategies, capital management, budgeting, financial reporting, risk control and tax planning, and has over 30 years of experience in audit, corporate finance and financial management. Our Directors are responsible for guiding and supervising foreign exchange risk-related work, reviewing related documents, and making decisions on major dealings.

Distribution and selling expenses

During the Track Record Period, our distribution and selling expenses consisted of (i) sales commission primarily paid to sales agents who assisted us with acquisition of customers, negotiation of contracts and collection of payments, and generally calculated as a certain percentage of the total contract value, ranging from 3% to 6%, for each sales contract, (ii) staff cost mainly representing the salaries and benefits paid to our sales personnel, (iii) business entertainment expenses mainly representing meals and accommodation expenditures incurred for business negotiations and technical exchanges with overseas shipowners and other sales activities, (iv) travelling and communication expenses, (v) marketing expenses such as advertising fees and exhibition booth fees, and (vi) others mainly representing service fees incurred during the ship installation process, legal consulting fees, business consulting fees and packaging fees.

The following table sets forth a breakdown of our distribution and selling expenses for the periods indicated.

	For the year ended December 31,						For the six months ended June 30,			
	2021		2022		2023		2023		2024	
	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000	%
	<i>(Unaudited)</i>									
Sales commission	6,209	47.2	8,842	54.6	17,484	63.0	6,911	56.8	14,837	72.2
Staff cost	4,170	31.7	5,236	32.3	6,930	25.0	3,591	29.5	4,198	20.4
Business entertainment expenses	1,291	9.8	1,232	7.6	1,862	6.7	983	8.1	662	3.2
Travelling and communication expenses	152	1.2	400	2.5	576	2.1	356	2.9	341	1.7
Marketing expenses	556	4.2	189	1.2	548	2.0	109	0.9	345	1.7
Others	774	5.9	289	1.8	344	1.2	213	1.8	167	0.8
Total	13,152	100.0	16,188	100.0	27,744	100.0	12,163	100.0	20,550	100.0

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Administrative expenses

During the Track Record Period, our administrative expenses consisted of (i) staff cost mainly representing the salaries and benefits paid to our administrative personnel, (ii) professional services expenses such as legal consultation fees, authentication fees, and professional service fees incurred for the NEEQ Quoting in February 2024, (iii) business entertainment expenses mainly representing meals and accommodation expenditures incurred for our operating activities and by professional parties for the NEEQ Quoting, (iv) depreciation and amortization expenses primarily related to our offices and office equipment, (v) office expenses including utilities and office supplies expenditures and (vi) others mainly representing travel expenses, vehicle fees and rental fees.

The following table sets forth a breakdown of our administrative expenses for the periods indicated.

	For the year ended December 31,						For the six months ended June 30,			
	2021		2022		2023		2023		2024	
	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000	%
	<i>(Unaudited)</i>									
Staff cost	9,700	53.1	14,833	59.6	25,055	52.9	8,318	48.1	13,496	57.4
Professional services expenses	1,601	8.8	1,970	7.9	8,127	17.2	2,276	13.2	2,882	12.3
Business entertainment expenses	1,416	7.7	1,676	6.7	5,002	10.6	2,200	12.7	2,214	9.4
Depreciation and amortization expenses	2,824	15.5	3,849	15.5	4,034	8.5	2,174	12.6	1,981	8.4
Office expenses	1,104	6.0	778	3.1	1,073	2.3	399	2.3	815	3.5
Others	1,632	8.9	1,801	7.2	4,045	8.5	1,939	11.1	2,107	9.0
Total	18,277	100.0	24,907	100.0	47,336	100.0	17,306	100.0	23,495	100.0

In 2021, 2022, 2023, and for the six months ended June 30, 2024, our professional services expenses under the administrative expenses included listing expenses incurred for the NEEQ Quoting of nil, RMB0.3 million, RMB5.7 million, and RMB1.0 million, respectively, and for the listing attempt on the Beijing Stock Exchange of nil, nil, nil, and RMB0.3 million, respectively.

Research and development expenses

During the Track Record Period, our research and development expenses consisted of (i) staff cost mainly representing the salaries and benefits paid to our R&D personnel, (ii) cost of purchase mainly incurred in relation to the materials used in R&D activities and testing, (iii) professional services expenses primarily related to our collaborative and commissioned research prepared by third-party research institutions, (iv) depreciation and amortization expenses primarily related to R&D offices and equipment, and (v) others mainly representing patent agency fees.

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The following table sets forth a breakdown of our research and development expenses for the periods indicated.

	For the year ended December 31,						For the six months ended June 30,			
	2021		2022		2023		2023		2024	
	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%	<i>RMB'000</i>	%
	<i>(Unaudited)</i>									
Staff cost	6,061	92.9	5,886	60.1	8,212	43.4	4,501	80.9	6,146	60.6
Cost of purchase	63	1.0	366	3.7	6,103	32.2	402	7.2	3,256	32.1
Professional services expenses	154	2.4	3,077	31.4	3,623	19.1	280	5.0	375	3.7
Depreciation and amortization expenses	172	2.6	226	2.3	254	1.3	132	2.4	158	1.6
Others	76	1.1	238	2.5	737	4.0	251	4.5	213	2.0
Total	6,526	100.0	9,793	100.0	18,929	100.0	5,566	100.0	10,148	100.0

Share of results of associates

During the Track Record Period, our share of results of associates primarily related to our equity interest in WTC and Jiangsu ContiOcean. Our share of results of associates was nil, loss of RMB0.9 million and loss of RMB1.7 million, respectively, for the years ended December 31, 2021, 2022 and 2023, and loss of RMB0.7 million and nil, respectively, for the six months ended June 30, 2023 and 2024.

Impairment losses under ECL model, net of reversal

During the Track Record Period, our impairment losses under ECL model, net of reversal, were primarily related to our trade and other receivables and contract assets. Our impairment losses under ECL model, net of reversal, were RMB0.9 million, RMB0.7 million and RMB1.7 million, respectively, for the years ended December 31, 2021, 2022 and 2023, and RMB0.5 million and RMB0.3 million, respectively, for the six months ended June 30, 2023 and 2024.

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Finance costs

During the Track Record Period, our finance costs consisted of (i) interest expenses on borrowings and (ii) interest expenses on lease liabilities. The following table sets forth a breakdown of our finance costs for the periods indicated.

	<u>Year ended December 31,</u>			<u>For the six months ended June 30,</u>	
	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2023</u>	<u>2024</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Interest expenses on borrowings	—	80	442	95	387
Interest expenses on lease liabilities	<u>132</u>	<u>96</u>	<u>116</u>	<u>24</u>	<u>56</u>
	<u>132</u>	<u>176</u>	<u>558</u>	<u>119</u>	<u>443</u>

Income tax expense

Under the PRC Enterprise Income Tax Law (the “EIT Law”) and Implementation Regulation of the EIT Law, we have been accredited as a high-tech enterprise by the Science and Technology Bureau of Shanghai and relevant authorities in December 2019 for a term of three years ended December 31, 2021. Our high-tech enterprise qualification was further renewed and extended to 2024. We were subject to a preferential income tax rate of 15% from year 2019 to 2024. Besides, our wholly-owned subsidiary, ContiOcean Nantong, has been accredited as a high-tech enterprise in October 2022, and subjected to the preferential income tax rate of 15% from 2022 to 2024.

Our wholly-owned subsidiary, ContiOcean International, has been recognized as small and micro enterprise. According to the relevant provisions of the Announcement by the State Administration of Taxation, a preferential enterprise income tax rate of 20% was applied to small and micro enterprises and discounts on taxable income were further applicable to the portion of annual taxable income not exceeding RMB3,000,000, ranging from 50% to 87.5%, during the Track Record Period.

Under the two-tiered profits tax rates regime in Hong Kong, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5% during the Track Record Period.

The tax rate used by the subsidiaries in Singapore is 17% during the Track Record Period. The subsidiaries in Singapore enjoy a 75% exemption on the first SGD10,000 of taxable income and a further 50% exemption on the next SGD190,000 of taxable income.

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Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

Our effective income tax rates (calculated by dividing our income tax expense by our profit before tax for the corresponding period) in 2021, 2022 and 2023 and the six months ended June 30, 2024 were 13.5%, 14.3%, 14.4% and 14.3%, respectively. Our effective income tax rate were generally lower than 15% during the Track Record Period, mainly due to the super deduction of the qualified R&D expenditures from the taxable income that our Company and ContiOcean Nantong, as high-tech enterprises, benefitted from. Our income tax expense were RMB2.0 million, RMB6.1 million and RMB20.3 million, respectively, for the years ended December 31, 2021, 2022 and 2023, and RMB8.8 million and RMB13.7 million, respectively, for the six months ended June 30, 2023 and 2024.

Our Group operates through subsidiaries in the PRC, Hong Kong, Singapore, Portugal and Norway which perform different functions including but not limited to manufacturing, sales and marketing and services. During the Track Record Period, our Group's subsidiaries in the PRC, Hong Kong, Singapore, Portugal and Norway have engaged in the following five types of intercompany transactions, namely (i) product buy-sell transactions, (ii) technical services, (iii) sales support services, (iv) R&D support services and (v) administrative service. These intercompany transactions are collectively referred to as "Covered Transactions". See "Business — Transfer pricing analysis" in this prospectus for further details.

Our Directors, together with the Transfer Pricing Tax Consultant, are of the view that the above-mentioned Covered Transactions were largely consistent and in compliance with the relevant transfer pricing regulations and OECD TPG during the Track Record Period in material aspects. This is on the basis that the estimated tax exposures are not material on company level for each year and from the Group's financial perspective.

RESULTS OF OPERATIONS

Six months ended June 30, 2024 compared to six months ended June 30, 2023

Revenue

Our revenue increased by 53.2% from RMB219.6 million for the six months ended June 30, 2023 to RMB336.5 million for the six months ended June 30, 2024, primarily reflecting the increased demand for our maritime environmental protection equipment and systems driven by the evolving global and national requirements and initiatives since 2020. The increased demand can be shown by a surge of completed orders for newbuildings, which was also attributable to the completion of newbuildings at shipyards ordered during high ocean freight rates amidst the COVID-19 pandemic and supply chain disruptions. Furthermore, orders for newbuildings tended to include more products in relation to ship accommodation interior design and construction as well as container ship and PCTC lashing gears. We also endeavoured to cross sell our maritime services when our customers placed orders for marine exhaust gas cleaning systems with us. Additionally, the recent focus on improving ship crews' onboard living conditions and the surge in container shipping freight rates resulted in increased demand for our maritime services.

The increase in our revenue was also attributable to our continuous efforts to expand marketing channels, diversify our product portfolio, broaden our customer base, and increase our market share in the domestic market.

FINANCIAL INFORMATION

By business line

Revenue from marine exhaust gas cleaning systems

Our revenue from marine exhaust gas cleaning systems increased by 16.6% from RMB175.4 million for the six months ended June 30, 2023 to RMB204.4 million for the six months ended June 30, 2024, mainly attributable to the completion of more orders related to newbuildings. For the six months ended June 30, 2024, we completed 25 orders, including 21 orders for our marine exhaust gas cleaning systems related to newbuildings and four orders for in-service ships, compared to 19 orders for the same period in 2023, including two orders for newbuildings and 17 orders for in-service ships.

Revenue from marine energy-saving devices

Our revenue from marine energy-saving devices increased by 37.9% from RMB16.4 million for the six months ended June 30, 2023 to RMB22.6 million for the six months ended June 30, 2024, primarily due to the increased number of orders completed, as a result of our continuous development and expansion of this business segment. For the six months ended June 30, 2024, we completed 15 orders for our marine energy-saving devices, compared to eight orders for the same period in 2023.

Revenue from marine clean-energy supply systems

Our revenue from marine clean-energy supply systems increased significantly from RMB1.1 million for the six months ended June 30, 2023 to RMB13.3 million for the six months ended June 30, 2024, primarily due to the increased number of orders completed. For the six months ended June 30, 2024, we completed 10 orders for our marine clean-energy supply systems, accompanied with a higher average selling price mainly as a result of the better performance of our products, compared to two orders for the same period in 2023.

Revenue from maritime services

Our revenue from maritime services increased significantly from RMB26.7 million for the six months ended June 30, 2023 to RMB96.2 million for the six months ended June 30, 2024, primarily due to the increases in the revenue from (i) ship accommodation interior design and construction from RMB12.7 million for the six months ended June 30, 2023 to RMB60.3 million for the six months ended June 30, 2024, and (ii) container ship and PCTC lashing gears from RMB9.5 million for the six months ended June 30, 2023 to RMB30.9 million for the six months ended June 30, 2024, mainly as a result of larger scale of completed orders services driven by (i) a rise in completed orders with higher sales prices, primarily due to the surge of newbuildings orders driven by a shortage of shipping capacity and higher ocean freight rates, ordering more products in relation to ship accommodation interior design and construction as well as container ship and PCTC lashing gears, (ii) ship builders and shipowners' greater emphasis on the wellbeing of the ship crew in recent years by improving onboard living conditions, aiming to attract and retain skilled crew members amidst a labor shortage, leading to an increased demand for our ship accommodation interior design and construction and (iii) the historic surging container shipping freight rates and the corresponding rise in shipowners' investments in the container ships, leading to increased demand for our container ship and PCTC lashing gears. For the six months ended June 30, 2024, we completed 728 orders for our maritime services, compared to 324 orders for the same period in 2023. For the six months ended June 30, 2024, we completed 454, 87 and 187 orders, respectively, for ship accommodation interior design and construction, container ship and PCTC lashing gears and other compared to 215, 50 and 59 orders, respectively, for the same period in 2023.

FINANCIAL INFORMATION

By geographical region

Revenue from customers located in mainland China

Our revenue from customers located in mainland China increased significantly from RMB25.5 million for the six months ended June 30, 2023 to RMB191.8 million for the six months ended June 30, 2024, primarily due to the increased completed orders which were placed by ship builders in mainland China, most of which were related to our marine exhaust gas cleaning systems and maritime services for newbuildings. The increase was primarily because of the surge of newbuildings orders driven by a shortage of shipping capacity and higher ocean freight rates, largely attributable to the COVID-19 pandemic and the resulting supply chain disruptions. For the six months ended June 30, 2024, we completed 18 and 113 orders, respectively, for our marine exhaust gas cleaning systems and maritime services placed by customers from mainland China, compared to two and 79 orders, respectively, for the same period in 2023.

Revenue from customers located overseas

Our revenue from customers located overseas decreased by 25.4% from RMB194.0 million for the six months ended June 30, 2023 to RMB144.7 million for the six months ended June 30, 2024, primarily due to the decreased revenue from customers located in Asia from RMB192.8 million for the six months ended June 30, 2023 to RMB138.8 million for the six months ended June 30, 2024, as a result of the decreased orders we completed for our marine exhaust gas cleaning systems, mainly because overseas shipowners, particularly in Singapore, Hong Kong and India, preferred not to suspend ships' operations for the installation of our products when freight rates were relatively high, partially offset by the increased orders we completed for our maritime services related to the orders where we could deliver individual products to the customers without suspending ships' operations, compared to those orders that also involved services performed on the ships. For the six months ended June 30, 2024, we completed seven and 509 orders, respectively, for our marine exhaust gas cleaning systems and maritime services placed by Asian customers, compared to 17 and 236 orders, respectively, for the same period in 2023.

Cost of sales

Our cost of sales increased by 63.6% from RMB118.4 million for the six months ended June 30, 2023 to RMB193.7 million for the six months ended June 30, 2024, mainly attributable to the increase in materials expense from RMB95.1 million for the six months ended June 30, 2023 to RMB167.7 million for the six months ended June 30, 2024, mainly driven by the increased number of our completed orders for the maritime services and marine exhaust gas cleaning systems. For the six months ended June 30, 2024, we completed 728 and 25 orders, respectively, for our maritime services and marine exhaust gas cleaning systems, compared to 324 and 19 orders, respectively, for the same period in 2023.

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Gross profit and gross profit margin

Our gross profit increased by 41.1% from RMB101.2 million for the six months ended June 30, 2023 to RMB142.8 million for the six months ended June 30, 2024, primarily due to the increases in gross profit of (i) marine exhaust gas cleaning systems from RMB87.9 million for the six months ended June 30, 2023 to RMB107.2 million for the six months ended June 30, 2024, and (ii) maritime services from RMB6.0 million for the six months ended June 30, 2023 to RMB21.4 million for the six months ended June 30, 2024, both of which were attributable to the increased number of orders we completed. For the six months ended June 30, 2024, we completed 25 and 728 orders, respectively, for our marine exhaust gas cleaning systems and maritime services, compared to 19 and 324 orders, respectively, for the same period in 2023.

Our overall gross profit margin decreased from 46.1% for the six months ended June 30, 2023 to 42.4% for the six months ended June 30, 2024, mainly due to the larger proportion of the revenue generated from the maritime services, which had a relatively lower gross profit margin than those of our other equipment and systems. Additionally, we started to complete orders that encompassed large quantities of products and equipment in relation to our ship accommodation interior design and construction, which included a smaller portion of services, such as interior decoration design, and in turn reduced the gross profit margin for these orders. Generally speaking, orders involving more services, such as interior decoration design, yield higher gross profit margins compared to those involving more products and equipment which entail procurement costs from OEMs.

By business line

Our gross profit margin for marine exhaust gas cleaning systems and marine energy-saving devices increased from 50.1% and 43.4%, respectively, for the six months ended June 30, 2023, to 52.4% and 49.7%, respectively, for the six months ended June 30, 2024, primarily because (i) we had strengthened bargaining power with suppliers after years of cooperation resulting in lower purchase prices of raw materials and product components and (ii) we implemented continuous technological upgrades and structural optimization to reduce the materials expense.

Our gross profit margin for marine clean-energy supply systems and maritime services remained stable at 22.9% and 22.4%, respectively, for the six months ended June 30, 2023 and 22.7% and 22.2%, respectively, for the six months ended June 30, 2024. Within the maritime services:

- Ship accommodation interior design and construction: Its gross profit margin decreased from 35.4% for the six months ended June 30, 2023 to 25.2% for the six months ended June 30, 2024, mainly because we started to complete orders that encompassed large quantities of products and equipment, which included a smaller portion of services, such as interior decoration design, and in turn reduced the gross profit margin for these orders.
- Container ship and PCTC lashing gears: Its gross profit margin remained relatively stable at 14.6% and 17.5%, respectively, for the six months ended June 30, 2023 and 2024, within the reasonable range for this segment.

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- Other maritime services: Its gross profit margin increased from 1.6% for the six months ended June 30, 2023 to 15.5% for the six months ended June 30, 2024, mainly because of the significant decrease in completed orders for products with a relatively lower gross profit margin, such as prefabricated cabin transformers, of which we ceased the manufacturing from November 2023.

By geographical region

Our gross profit margin for our mainland China sales increased from 14.0% for the six months ended June 30, 2023 to 38.9% for the six months ended June 30, 2024, mainly attributable to the larger proportion of the revenue generated from marine exhaust gas cleaning systems which had a higher gross profit margin than those of our other equipment and systems.

Our gross profit margin for our overseas sales decreased from 48.9% for the six months ended June 30, 2023 to 47.1% for the six months ended June 30, 2024, mainly attributable to the larger proportion of the revenue generated from the maritime services which had a lower gross profit margin than those of our other equipment and systems.

Other income

Our other income increased significantly from RMB1.3 million for the six months ended June 30, 2023 to RMB2.6 million for the six months ended June 30, 2024, primarily due to the increased interest income on bank deposits from RMB0.5 million for the six months ended June 30, 2023 to RMB2.4 million for the six months ended June 30, 2024, mainly because (i) we made time deposits denominated in U.S. dollars in late 2023 and early 2024, which earned higher interest rates, and (ii) the average bank and cash balance during the period increased, partially offset by the decrease in government grants from RMB0.8 million for the six months ended June 30, 2023 to RMB0.2 million for the six months ended June 30, 2024.

Other gains and losses

Our other gains and losses were a loss of RMB7.5 million for the six months ended June 30, 2023 and a gain of RMB5.3 million for the six months ended June 30, 2024, primarily due to net foreign exchange gains of RMB5.5 million incurred in the six months ended June 30, 2024, compared to the net foreign exchange losses of RMB7.3 million incurred in the same period of the previous year, mainly due to foreign exchange rate fluctuation impacting the sales proceeds from our sales to overseas customers that were denominated in U.S. dollars.

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Distribution and selling expenses

Our distribution and selling expenses increased by 69.0% from RMB12.2 million for the six months ended June 30, 2023 to RMB20.6 million for the six months ended June 30, 2024, primarily due to the increase in sales commission from RMB6.9 million for the six months ended June 30, 2023 to RMB14.8 million for the six months ended June 30, 2024, mainly because our revenue generated from sales promoted by sales agents increased significantly from RMB115.7 million for the six months ended June 30, 2023 to RMB246.0 million for the six months ended June 30, 2024.

Administrative expenses

Our administrative expenses increased by 35.8% from RMB17.3 million for the six months ended June 30, 2023 to RMB23.5 million for the six months ended June 30, 2024, primarily due to the increase in staff cost from RMB8.3 million for the six months ended June 30, 2023 to RMB13.5 million for the six months ended June 30, 2024, mainly due to the increases in the number of our administrative personnel and their salaries and bonuses as a result of our business expansion.

Research and development expenses

Our research and development expenses increased by 82.3% from RMB5.6 million for the six months ended June 30, 2023 to RMB10.1 million for the six months ended June 30, 2024, primarily due to the increases in (i) cost of purchase from RMB0.4 million for the six months ended June 30, 2023 to RMB3.3 million for the six months ended June 30, 2024, mainly because certain R&D projects entered the prototype trial production stage, resulting in greater demand for raw materials and product components, and (ii) staff cost from RMB4.5 million for the six months ended June 30, 2023 to RMB6.1 million for the six months ended June 30, 2024, mainly because our then-associate, WTC, whose principal business activity is R&D of maritime environmental protection-related equipment, systems and services, became our subsidiary at the end of 2023, leading to increased number of our R&D personnel.

Share of results of associates

Our share of results of associates was a loss of RMB0.8 million for the six months ended June 30, 2023 and nil for the six months ended June 30, 2024, primarily because (i) our then-associate, WTC, became our subsidiary at the end of 2023 after we increased our investment, which incurred net losses in 2023, as it was still in the ramp-up phase, and (ii) we disposed of Jiangsu ContiOcean in April 2023. Therefore, we had no associates in the six months ended June 30, 2024.

Impairment losses under the ECL model, net of reversal

Our impairment losses under the ECL model, net of reversal, decreased by 41.7% from RMB0.5 million for the six months ended June 30, 2023 to RMB0.3 million for the six months ended June 30, 2024, primarily due to the decrease in our trade and other receivables.

Finance costs

Our finance costs increased significantly from RMB0.1 million for the six months ended June 30, 2023 to RMB0.4 million for the six months ended June 30, 2024, primarily due to the higher average balance of our bank borrowings in the six months ended June 30, 2024.

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Income tax expense

Our income tax expense increased by 56.8% from RMB8.8 million for the six months ended June 30, 2023 to RMB13.7 million for the six months ended June 30, 2024, which was in line with our profit before tax increase.

Profit for the period

As a result of the foregoing, our profit for the period increased by 65.1% from RMB49.7 million for the six months ended June 30, 2023 to RMB82.1 million for the six months ended June 30, 2024.

Year ended December 31, 2023 compared to year ended December 31, 2022

Revenue

Our revenue increased by 90.9% from RMB267.2 million for the year ended December 31, 2022 to RMB510.3 million for the year ended December 31, 2023, primarily reflecting the increased demand for our maritime environmental protection equipment and systems driven by the evolving global and national requirements and initiatives since 2020. The increased demand can be shown by a surge of completed orders both for newbuildings and in-service ships, which was also attributable to (i) the completion of newbuildings at shipyards ordered during high ocean freight rates amidst the COVID-19 pandemic and supply chain disruptions, and (ii) shipowners' willingness to adjust their ships' operations for the installation of our products following the normalization of the ocean freight rates since their peak in 2022. Additionally, the recent focus on improving ship crews' onboard living conditions and the surge in container shipping freight rates resulted in increased demand for our maritime services.

By business line

Revenue from marine exhaust gas-cleaning systems

Our revenue from marine exhaust gas-cleaning systems increased by 97.4% from RMB172.8 million for the year ended December 31, 2022 to RMB341.2 million for the year ended December 31, 2023, in line with the increased number of orders completed for our marine exhaust gas cleaning systems, primarily driven by the increased market demand mainly due to the greater price difference between high and low sulfur fuels since 2022, that made the cost advantages of marine exhaust gas cleaning systems more appealing to our customers. According to Frost & Sullivan, the price of low-sulfur fuel was higher than that of high-sulfur fuel from 2016 to 2023, and this price spread is expected to be maintained from 2024 to 2028. See "Industry Overview — Overview of global maritime environmental protection equipment and system industry — Cost analysis of marine exhaust gas cleaning systems" for price comparison of high-sulfur and low-sulfur fuel. In 2023, we completed 37 orders for our marine exhaust gas cleaning systems, compared to 14 orders in 2022.

Revenue from marine energy-saving devices

Our revenue from marine energy-saving devices increased significantly from RMB15.0 million for the year ended December 31, 2022 to RMB58.0 million for the year ended December 31, 2023, primarily because we launched this business line in only March 2022. In 2023, we completed 25 orders for our marine energy-saving devices, compared to nine orders in 2022.

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Revenue from marine clean-energy supply systems

Our revenue from marine clean-energy supply systems decreased by 28.2% from RMB7.7 million for the year ended December 31, 2022 to RMB5.6 million for the year ended December 31, 2023, primarily because of the decreased number of orders completed for our marine clean-energy supply systems. In 2023, we completed six orders for our marine clean-energy supply systems, compared to nine orders in 2022.

Revenue from maritime services

Our revenue from maritime services increased by 47.1% from RMB71.7 million for the year ended December 31, 2022 to RMB105.5 million for the year ended December 31, 2023, primarily due to the increases in the revenue from (i) ship accommodation interior design and construction from RMB37.4 million for the year ended December 31, 2022 to RMB50.8 million for the year ended December 31, 2023, (ii) container ship and PCTC lashing gears from RMB22.4 million for the year ended December 31, 2022 to RMB33.4 million for the year ended December 31, 2023, and (iii) other maritime services from RMB11.9 million for the year ended December 31, 2022 to RMB21.3 million for the year ended December 31, 2023, mainly as a result of larger scale of completed orders driven by (i) ship builders and shipowners' greater emphasis on the wellbeing of the ship crew in recent years by improving onboard living conditions, aiming to attract and retain skilled crew members amidst a labor shortage, leading to an increased demand for our ship accommodation interior design and construction and (ii) the historic surging container shipping freight rates and the corresponding rise in shipowners' investments in the container ships, leading to increased demand for our container ship and PCTC lashing gears. In 2023, we completed 989 orders for our maritime services, compared to 462 orders in 2022.

In 2023, we completed 739, 82 and 168 orders, respectively, for ship accommodation interior design and construction, container ship and PCTC lashing gears and other maritime services compared to 371, 73 and 18 orders, respectively, in 2022.

By geographical region

Revenue from customers located in mainland China

Our revenue from customers located in mainland China increased significantly from RMB42.7 million for the year ended December 31, 2022 to RMB105.3 million for the year ended December 31, 2023, primarily due to the increased completed orders which were placed by ship builders in mainland China, most of which were related to our marine exhaust gas cleaning systems and maritime services for newbuildings. The increase was primarily because of the surge of newbuildings orders driven by a shortage of shipping capacity and higher ocean freight rates, largely attributable to the COVID-19 pandemic and the resulting supply chain disruptions. For the year ended December 31, 2023, we completed seven and 217 orders, respectively, for our marine exhaust gas cleaning systems and maritime services placed by customers from mainland China, compared to nil and 47 orders, respectively, for the year ended December 31, 2022.

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Revenue from customers located overseas

Our revenue from customers located overseas increased by 80.3% from RMB224.6 million for the year ended December 31, 2022 to RMB405.0 million for the year ended December 31, 2023, primarily due to the increased revenue generated from customers located in Asia from RMB153.3 million in 2022 to RMB394.0 million in 2023, partially offset by the decreased revenue generated from customers located in Europe from RMB71.2 million in 2022 to RMB5.1 million in 2023, mainly reflecting the number of orders we completed for our marine exhaust gas cleaning systems and maritime services placed by foreign customers. For the year ended December 31, 2023, we completed 29 and 739 orders, respectively, for our marine exhaust gas cleaning systems and maritime services placed by Asian customers, compared to 10 and 412 orders, respectively, for the year ended December 31, 2022. The decreased revenue from European customers in 2023 was mainly due to the decreased revenue from our German customer from RMB69.5 million in 2022 to RMB1.2 million in 2023. We completed four orders for our German customer in 2022 in relation to our marine exhaust gas cleaning systems, while in 2023 the same customer did not place orders with us related to marine exhaust gas cleaning systems and the revenue was derived from spare parts and maritime services provided.

Cost of sales

Our cost of sales increased by 60.6% from RMB167.2 million for the year ended December 31, 2022 to RMB268.5 million for the year ended December 31, 2023, mainly attributable to the increases in (i) materials expenses from RMB147.7 million for the year ended December 31, 2022 to RMB220.8 million for the year ended December 31, 2023, mainly attributable to the increased number of our completed orders for the marine exhaust gas cleaning systems, marine energy-saving devices and maritime services, and (ii) subcontracting costs from RMB6.2 million for the year ended December 31, 2022 to RMB20.5 million for the year ended December 31, 2023, mainly attributable to the increased volume of our self-produced products in our completed orders, certain production processes which were outsourced to contractors.

For the year ended December 31, 2023, we completed 37, 25 and 989 orders, respectively, for our marine exhaust gas cleaning systems, marine energy-saving devices and maritime services, compared to 14, nine and 462 orders, respectively, for the year ended December 31, 2022.

Gross profit and gross profit margin

Our gross profit increased significantly from RMB100.1 million for the year ended December 31, 2022 to RMB241.7 million for the year ended December 31, 2023, primarily due to the increases in gross profit of (i) marine exhaust gas cleaning systems from RMB78.4 million for the year ended December 31, 2022 to RMB182.9 million for the year ended December 31, 2023, (ii) marine energy-saving devices from RMB6.1 million for the year ended December 31, 2022 to RMB27.7 million for the year ended December 31, 2023, and (iii) maritime services from RMB13.8 million for the year ended December 31, 2022 to RMB29.9 million for the year ended December 31, 2023, due to the increased number of orders we completed. For the year ended December 31, 2023, we completed 37, 25 and 989 orders, respectively, for our marine exhaust gas cleaning systems, marine energy-saving devices and maritime services, compared to 14, nine and 462 orders, respectively, for the year ended December 31, 2022. Our overall gross profit margin increased from 37.5% for the year ended December 31, 2022 to 47.4% for the year ended December 31, 2023, mainly attributable to the commencement of our commercial production in June 2021 and its subsequent ramping up including in 2023, enabling us to

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reduce the proportion of procurement of supplies from third parties, which led to higher profitability. In addition, as the majority of our sales proceeds were denominated in U.S. dollars, while a significant portion of our costs were incurred in Renminbi, the appreciation of the U.S. dollars against Renminbi in 2023 also contributed to the increases in our gross profit and gross profit margin for the same period.

By business line

Our gross profit margin for marine exhaust gas cleaning systems increased from 45.4% for the year ended December 31, 2022 to 53.6% for the year ended December 31, 2023, primarily due to the commencement of our commercial production in June 2021 and its subsequent ramping up, enabling us to reduce the procurement of supplies from third parties, which led to higher profitability.

Our gross profit margin for marine energy-saving devices increased from 41.1% for the year ended December 31, 2022 to 47.7% for the year ended December 31, 2023, primarily due to (i) the lowered purchase price we negotiated with suppliers, (ii) the lower design and technical service expenses as we continued to gain experience from the systems we completed, and (iii) relatively higher profitability of certain products such as the wind deflectors we launched and the relevant orders we completed in 2023.

Our gross profit margin for marine clean-energy supply systems remained stable at 22.5% for the year ended December 31, 2022 and 22.9% for the year ended December 31, 2023.

Our gross profit margin for maritime services increased from 19.2% for the year ended December 31, 2022 to 28.4% for the year ended December 31, 2023, primarily due to a reallocation of more manufacturing capacity to products with a relatively higher gross profit margin, resulting in more completed orders for these higher-margin products in 2023.

Within the maritime services:

- Ship accommodation interior design and construction: Its gross profit margin increased from 33.2% in 2022 to 39.9% in 2023, mainly due to the lowered procurement costs we negotiated with suppliers.
- Container ship and PCTC lashing gears: Its gross profit margin increased from 4.6% in 2022 to 16.5% in 2023, mainly because we managed to fix the procurement price of lashing gears with OEMs upon receiving an order since 2021 while we previously could not manage to control the procurement cost.
- Other maritime services: Its gross profit margin increased from 2.9% in 2022 to 19.5% in 2023, mainly because of the significant decrease in completed orders for products with a relatively lower gross profit margin, such as prefabricated cabin transformers.

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By geographical region

Our gross profit margin for our mainland China sales increased from 21.4% for the year ended December 31, 2022 to 34.6% for the year ended December 31, 2023. Our gross profit margin for our overseas sales increased from 40.5% for the year ended December 31, 2022 to 50.7% for the year ended December 31, 2023. The increases in our gross profit margin in mainland China and overseas were both mainly attributable to the commencement of our commercial production in June 2021 and its subsequent ramping up, enabling us to reduce the proportion of procurement of supplies from third parties, which led to higher profitability.

Other income

Our other income increased significantly from RMB0.7 million for the year ended December 31, 2022 to RMB3.6 million for the year ended December 31, 2023, primarily due to the increase in government grants from RMB0.4 million for the year ended December 31, 2022 to RMB2.8 million for the year ended December 31, 2023.

Other gains and losses

Our other gains and losses increased by 26.0% from a loss of RMB5.2 million for the year ended December 31, 2022 to a loss of RMB6.6 million for the year ended December 31, 2023, primarily due to the increases in (i) net foreign exchange losses from RMB3.6 million for the year ended December 31, 2022 to RMB8.2 million for the year ended December 31, 2023, mainly due to foreign exchange rate fluctuation impacting customer prepayments from our sales to overseas customers that were denominated in U.S. dollars, and (ii) others from RMB0.1 million for the year ended December 31, 2022 to RMB3.1 million for the year ended December 31, 2023, mainly due to the late charge from the one-off tax payment made in 2023 as a result of the reassessment of our taxable income of certain subsidiaries for the years ended December 31, 2021 and 2022, partially offset by the gain on deemed disposal of an associate amounting to RMB4.8 million in 2023, mainly reflecting the difference between the fair value and the original book value of WTC, over which we gained control when we increased our investment in it in 2023 and the original equity we held was remeasured.

Distribution and selling expenses

Our distribution and selling expenses increased by 71.4% from RMB16.2 million for the year ended December 31, 2022 to RMB27.7 million for the year ended December 31, 2023, primarily due to the increase in sales commission from RMB8.8 million for the year ended December 31, 2022 to RMB17.5 million for the year ended December 31, 2023, mainly because our revenue generated from sales promoted by sales agents increased by 60.7% from RMB173.4 million for the year ended December 31, 2022 to RMB278.7 million for the year ended December 31, 2023.

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Administrative expenses

Our administrative expenses increased by 90.0% from RMB24.9 million for the year ended December 31, 2022 to RMB47.3 million for the year ended December 31, 2023, primarily due to the increases in (i) staff cost from RMB14.8 million for the year ended December 31, 2022 to RMB25.1 million for the year ended December 31, 2023, mainly due to (a) the increases in the number of our administrative personnel and their salaries and bonuses as a result of our business expansion and (b) the grant of shares to selected executives and employees in 2023, (ii) professional services expenses from RMB2.0 million for the year ended December 31, 2022 to RMB8.1 million for the year ended December 31, 2023, mainly in relation to the NEEQ Quoting in February 2024, (iii) business entertainment expenses from RMB1.7 million for the year ended December 31, 2022 to RMB5.0 million for the year ended December 31, 2023, mainly due to (a) increased business entertainment activities in line with our business expansion, following the recovery from the COVID-19 pandemic, such as numerous visits from shipowners, ship builders, suppliers and other business partners, compared to less business entertainment activities during the COVID-19 pandemic in 2022 and (b) the travel, accommodation, and meals expenses incurred by professional parties for the NEEQ Quoting in 2023, and (iv) others from RMB1.8 million for the year ended December 31, 2022 to RMB4.0 million for the year ended December 31, 2023, mainly in relation to the increased travel expenses and vehicle fees attributable to our business expansion.

Research and development expenses

Our research and development expenses increased by 93.3% from RMB9.8 million for the year ended December 31, 2022 to RMB18.9 million for the year ended December 31, 2023, primarily due to the increases in (i) cost of purchase from RMB0.4 million for the year ended December 31, 2022 to RMB6.1 million for the year ended December 31, 2023, as we increased our investment and efforts in R&D as our business expanded, and mainly due to certain R&D projects that entered the trial production and testing stages, and (ii) staff cost from RMB5.9 million for the year ended December 31, 2022 to RMB8.2 million for the year ended December 31, 2023, mainly due to the increases in the number of our R&D personnel and their salaries and bonuses to support our R&D.

Share of results of associates

Our share of results of associates increased by 92.0% from a loss of RMB0.9 million for the year ended December 31, 2022 to a loss of RMB1.7 million for the year ended December 31, 2023, primarily because WTC, which became our associate in June 2022, incurred net losses in 2023, as it was still in the ramp-up phase.

Impairment losses under ECL model, net of reversal

Our impairment losses under ECL model, net of reversal, increased from RMB0.7 million for the year ended December 31, 2022 to RMB1.7 million for the year ended December 31, 2023, primarily due to the increased impairment losses related to our trade and other receivables, which were in line with the increase in our trade receivables from RMB19.4 million as of December 31, 2022 to RMB42.2 million as of December 31, 2023.

Finance costs

Our finance costs increased from RMB0.2 million for the year ended December 31, 2022 to RMB0.6 million for the year ended December 31, 2023, primarily due to the increased bank borrowings from RMB4.1 million as of December 31, 2022 to RMB19.9 million as of December 31, 2023.

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Income tax expense

Our income tax expense increased significantly from RMB6.1 million for the year ended December 31, 2022 to RMB20.3 million for the year ended December 31, 2023, primarily due to our increased profit before tax.

Profit for the year

As a result of the foregoing, our profit for the year increased significantly from RMB36.8 million for the year ended December 31, 2022 to RMB120.5 million for the year ended December 31, 2023.

Year ended December 31, 2022 compared to year ended December 31, 2021

Revenue

Our revenue increased by 90.2% from RMB140.5 million for the year ended December 31, 2021 to RMB267.2 million for the year ended December 31, 2022, primarily reflecting the increased demand for our maritime environmental protection equipment and systems driven by the evolving global and national requirements and initiatives since 2020, including our marine energy-saving devices and marine clean-energy supply systems, for which we started to complete orders and generate revenue in 2022. Furthermore, we accelerated our completion of orders in late 2022 due to the ease of impact from the COVID-19 pandemic. Additionally, the recent focus on improving ship crews' onboard living conditions and the surge in container shipping freight rates resulted in increased demand for our maritime services.

By business line

Revenue from marine exhaust gas-cleaning systems

Our revenue from marine exhaust gas-cleaning systems increased by 56.4% from RMB110.5 million for the year ended December 31, 2021 to RMB172.8 million for the year ended December 31, 2022, primarily due to (i) the increased number of orders completed for our marine exhaust gas cleaning system orders driven by regulatory requirements including the regulation introduced by the IMO to limit the fuel oil used by ships with a maximum sulfur content of 0.5% from the beginning of 2020, and (ii) the diminishing impact from the COVID-19 pandemic which allowed us to complete more orders. In 2022, we completed 14 orders for our marine exhaust gas cleaning systems, compared to nine orders in 2021.

Revenue from marine energy-saving devices

Our revenue from marine energy-saving devices increased from nil for the year ended December 31, 2021 to RMB15.0 million for the year ended December 31, 2022, because we started to complete orders in 2022.

Revenue from marine clean-energy supply systems

Our revenue from marine clean-energy supply systems increased from nil for the year ended December 31, 2021 to RMB7.7 million for the year ended December 31, 2022, because we started to complete orders in 2022.

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Revenue from maritime services

Our revenue from maritime services increased significantly from RMB30.0 million for the year ended December 31, 2021 to RMB71.7 million for the year ended December 31, 2022, primarily due to the increases in the revenue from (i) ship accommodation interior design and construction from RMB17.7 million for the year ended December 31, 2021 to RMB37.4 million for the year ended December 31, 2022, (ii) other maritime services from RMB1.1 million for the year ended December 31, 2021 to RMB11.9 million for the year ended December 31, 2022, and (iii) container ship and PCTC lashing gears from RMB11.2 million for the year ended December 31, 2021 to RMB22.4 million for the year ended December 31, 2022, mainly as a result of larger scale of completed orders driven by (i) ship builders and shipowners' greater emphasis on the wellbeing of the ship crew in recent years by improving onboard living conditions, aiming to attract and retain skilled crew members amidst a labor shortage, leading to an increased demand for our ship accommodation interior design and construction and (ii) the historic surging container shipping freight rates and the corresponding rise in shipowners' investments in the container ships, leading to increased demand for our container ship and PCTC lashing gears. In 2022, we completed 462 orders for our maritime services, compared to 258 orders in 2021.

In 2022, we completed 371, 73 and 18 orders, respectively, for ship accommodation interior design and construction, container ship and PCTC lashing gears and other maritime services compared to 160, 95 and three orders, respectively, in 2021. Despite the decreased number of the completed orders for our container ship and PCTC lashing gears in 2022, its average selling price per order increased significantly from RMB117,000 to RMB307,000, leading to higher revenue.

By geographical region

Revenue from customers located in mainland China

Our revenue from customers located in mainland China increased significantly from RMB20.8 million for the year ended December 31, 2021 to RMB42.6 million for the year ended December 31, 2022, primarily due to the increased completed orders related to our maritime services. For the year ended December 31, 2022, we completed 47 orders for our maritime services placed by customers from mainland China, compared to 11 orders for the year ended December 31, 2021.

Revenue from customers located overseas

Our revenue from customers located overseas increased by 80.3% from RMB224.6 million for the year ended December 31, 2021 to RMB405.0 million for the year ended December 31, 2022, primarily due to the increases in revenue generated from customers located in Asia from RMB71.5 million in 2021 to RMB153.3 million in 2022, and customers located in Europe from RMB47.1 million in 2021 to RMB71.2 million in 2022, as a result of the increased orders we completed for our marine exhaust gas cleaning systems and maritime services placed by foreign customers. For the year ended December 31, 2022, we completed 10 and 412 orders, respectively, for our marine exhaust gas cleaning systems and maritime services placed by Asian customers, compared to four and 239 orders, respectively, for the year ended December 31, 2021. For the year ended December 31, 2022, we completed four and 23 orders, respectively, for our marine exhaust gas cleaning systems and spare parts of marine exhaust gas cleaning systems placed by European customers, compared to three and two orders, respectively, for the year ended December 31, 2021.

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Cost of sales

Our cost of sales increased by 79.7% from RMB93.0 million for the year ended December 31, 2021 to RMB167.2 million for the year ended December 31, 2022, mainly attributable to the increases in (i) materials expenses from RMB82.6 million for the year ended December 31, 2021 to RMB147.7 million for the year ended December 31, 2022, mainly as a result of the increased number of our completed orders for the maritime services and marine exhaust gas cleaning systems, respectively, and (ii) subcontracting costs from RMB1.1 million for the year ended December 31, 2021 to RMB6.2 million for the year ended December 31, 2022, mainly attributable to the increased volume of our self-produced products in our completed orders, certain production processes which were outsourced to contractors.

For the year ended December 31, 2022, we completed 462 and 14 orders, respectively, for our maritime services and marine exhaust gas cleaning systems, compared to 258 and nine orders, respectively, for the year ended December 31, 2021.

Gross profit and gross profit margin

Our gross profit increased significantly from RMB47.5 million for the year ended December 31, 2021 to RMB100.1 million for the year ended December 31, 2022, primarily due to the increases in gross profit of (i) marine exhaust gas cleaning systems from RMB40.7 million for the year ended December 31, 2021 to RMB78.4 million for the year ended December 31, 2022, (ii) maritime services from RMB6.8 million for the year ended December 31, 2021 to RMB13.8 million for the year ended December 31, 2022, (iii) marine energy-saving devices from nil for the year ended December 31, 2021 to RMB6.1 million for the year ended December 31, 2022, due to the increased number of orders we completed. For the year ended December 31, 2022, we completed 14, 462 and nine orders, respectively, for our marine exhaust gas cleaning systems, maritime services, and marine energy-saving devices, compared to nine, 258 and nil orders, respectively, for the year ended December 31, 2021.

Our overall gross profit margin increased from 33.8% for the year ended December 31, 2021 to 37.5% for the year ended December 31, 2022, mainly attributable to (i) the commencement of our commercial production in June 2021 and its subsequent ramping up, enabling us to reduce the proportion of procurement of supplies from third parties, which led to higher profitability and (ii) the increased completed orders of marine energy-saving devices that entailed a relatively higher gross profit margin.

By business line

Our gross profit margin for marine exhaust gas cleaning systems increased from 36.8% for the year ended December 31, 2021 to 45.4% for the year ended December 31, 2022, primarily due to the commencement of our commercial production in June 2021 and its subsequent ramping up, enabling us to reduce the procurement of supplies from third parties, which led to higher profitability.

Our gross profit margin for maritime services decreased from 22.7% for the year ended December 31, 2021 to 19.2% for the year ended December 31, 2022, primarily due to the increased proportion of the revenue generated from prefabricated cabin transformers categorized under other maritime services which had a lower gross profit margin compared to our other products in our maritime services, as an attempt to utilize our manufacturing capacity following the commencement of our commercial production in June 2021.

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Within the maritime services:

- Ship accommodation interior design and construction: Its gross profit margin remained stable at 34.1% and 33.2%, respectively, in 2021 and 2022.
- Container ship and PCTC lashing gears: Its gross profit margin remained relatively low at 5.6% and 4.6%, respectively, in 2021 and 2022, mainly due to delays in the schedule of several in-service ships for the delivery and installation of our products while the price of stainless steel, the main raw material for our container ship and PCTC lashing gears, increased during this period.
- Other maritime services: Its gross profit margin decreased from 12.4% in 2021 to 2.9% in 2022, mainly because we started to complete orders for self-manufactured products with a relatively lower gross profit margin, such as prefabricated cabin transformers.

By geographical region

Our gross profit margin for our mainland China sales decreased from 29.4% for the year ended December 31, 2021 to 21.4% for the year ended December 31, 2022, mainly attributable to the increased proportion of the revenue generated from products such as the fuel gas valves and prefabricated cabin transformers which had a lower gross profit margin compared to our other products in our maritime services, as an attempt to utilize our manufacturing capacity following the commencement of our commercial production in June 2021. In 2022, our mainland China sales were relatively small in scale. Consequently, products with lower gross profit margins, such as fuel gas valves and prefabricated cabin transformers, constituted a larger portion of our overall sales in mainland China and adversely affected the gross profit margin for our mainland China sales to a greater extent than it did for our overseas sales during the same period. Our gross profit margin for our overseas sales increased from 34.6% for the year ended December 31, 2021 to 40.5% for the year ended December 31, 2022, mainly attributable to (i) the increased proportion of the overseas revenue generated from marine exhaust gas cleaning systems which had a relatively higher gross profit margin compared to our other products and (ii) commencement of commercial production in June 2021 and its subsequent ramping up, enabling us to reduce the proportion of procurement from third-party suppliers, which led to lower cost of sales for overseas orders for marine exhaust gas cleaning systems.

Other income

Our other income decreased by 68.6% from RMB2.2 million for the year ended December 31, 2021 to RMB0.7 million for the year ended December 31, 2022, primarily due to the decrease in government grants from RMB2.1 million for the year ended December 31, 2021 to RMB0.4 million for the year ended December 31, 2022.

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Other gains and losses

Our other gains and losses were a gain of RMB4.0 million for the year ended December 31, 2021 and a loss of RMB5.2 million for the year ended December 31, 2022, primarily due to (i) the net foreign exchange losses of RMB3.6 million we recorded in 2022, compared to the net foreign exchange gains of RMB2.8 million in 2021, mainly due to foreign exchange rate fluctuation impacting customer prepayments from our sales to overseas customers that were denominated in U.S. dollars, and (ii) the fair value losses of financial assets at FVTPL of RMB1.6 million we recorded in 2022, as compared to fair value gains of RMB1.6 million in 2021, in relation to the foreign exchange forward and option contracts against U.S. dollar mainly reflecting the fluctuations in the exchange rate.

Distribution and selling expenses

Our distribution and selling expenses increased by 23.1% from RMB13.2 million for the year ended December 31, 2021 to RMB16.2 million for the year ended December 31, 2022, primarily due to the increase in (i) sales commission from RMB6.2 million for the year ended December 31, 2021 to RMB8.8 million for the year ended December 31, 2022, mainly because our revenue generated from sales promoted by sales agents increased by 82.8% from RMB94.9 million for the year ended December 31, 2021 to RMB173.4 million for the year ended December 31, 2022, and (ii) staff cost from RMB4.2 million for the year ended December 31, 2021 to RMB5.2 million for the year ended December 31, 2022, mainly due to the increase in the salaries and bonuses of our sales personnel.

Administrative expenses

Our administrative expenses increased by 36.3% from RMB18.3 million for the year ended December 31, 2021 to RMB24.9 million for the year ended December 31, 2022, primarily due to the increase in staff cost from RMB9.7 million for the year ended December 31, 2021 to RMB14.8 million for the year ended December 31, 2022, mainly due to (a) the increases in the number of our administrative personnel and their salaries and bonuses as a result of our business expansion, and (b) the grant of shares to selected executives and employees in 2022.

Research and development expenses

Our research and development expenses increased by 50.1% from RMB6.5 million for the year ended December 31, 2021 to RMB9.8 million for the year ended December 31, 2022, primarily due to the increase in professional services expenses from RMB0.2 million for the year ended December 31, 2021 to RMB3.1 million for the year ended December 31, 2022, mainly in relation to our cooperation with research institutions to develop new technologies and products.

Share of results of associates

Our share of results of associates changed from nil for the year ended December 31, 2021 to a loss of RMB0.9 million for the year ended December 31, 2022, primarily because our associate, WTC, incurred net losses in 2022, as it was still in the ramp-up phase.

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Impairment losses under the ECL model, net of reversal

Our impairment losses under the ECL model, net of reversal, decreased by 23.3% from RMB0.9 million for the year ended December 31, 2021 to RMB0.7 million for the year ended December 31, 2022, primarily due to the decreased impairment losses related to our trade and other receivables, mainly because we incurred one-off bad debts in 2021 in relation to impairment on property lease prepayment which have not been refunded, partially offset by the increase in our trade receivables from RMB5.6 million as of December 31, 2021 to RMB19.4 million as of December 31, 2022.

Finance costs

Our finance costs increased by 100.0% from RMB0.1 million for the year ended December 31, 2021 to RMB0.2 million for the year ended December 31, 2022, primarily due to increased bank borrowings from nil as of December 31, 2021 to RMB4.1 million as of December 31, 2022.

Income tax expense

Our income tax expense increased significantly from RMB2.0 million for the year ended December 31, 2021 to RMB6.1 million for the year ended December 31, 2022, primarily due to our increased profit before tax.

Profit for the year

As a result of the foregoing, our profit for the year increased significantly from RMB12.8 million as of December 31, 2021 to RMB36.8 million as of December 31, 2022.

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DESCRIPTION OF MAJOR LINE ITEMS IN OUR CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

The following table sets forth selected information from our consolidated statements of financial position as of the dates indicated, which has been extracted from the Accountants' Report set out in Appendix I to this prospectus:

	As of December 31,			As of
	2021	2022	2023	June 30,
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	2024
				<i>RMB'000</i>
Total current assets	292,747	311,098	451,798	343,090
Total non-current assets	<u>65,658</u>	<u>65,618</u>	<u>70,702</u>	<u>67,633</u>
Total assets	<u><u>358,405</u></u>	<u><u>376,716</u></u>	<u><u>522,500</u></u>	<u><u>410,723</u></u>
Total current liabilities	243,258	240,191	266,216	155,387
Total non-current liabilities	<u>1,547</u>	<u>622</u>	<u>1,493</u>	<u>15,927</u>
Total liabilities	<u><u>244,805</u></u>	<u><u>240,813</u></u>	<u><u>267,709</u></u>	<u><u>171,314</u></u>
Net current assets	49,489	70,907	185,582	187,703
Net assets	<u><u>113,600</u></u>	<u><u>135,903</u></u>	<u><u>254,791</u></u>	<u><u>239,409</u></u>
Share capital/paid-in capital	20,000	20,000	30,000	30,000
Reserves	<u>92,019</u>	<u>114,122</u>	<u>222,129</u>	<u>207,405</u>
Equity attributable to owners of the Company	112,019	134,122	252,129	237,405
Non-controlling interests	<u>1,581</u>	<u>1,781</u>	<u>2,662</u>	<u>2,004</u>
TOTAL EQUITY	<u><u>113,600</u></u>	<u><u>135,903</u></u>	<u><u>254,791</u></u>	<u><u>239,409</u></u>

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The following table sets forth our current assets, current liabilities and net current assets as of the dates indicated:

	As of December 31,			As of June 30,	As of October 31,
	2021	2022	2023	2024	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(Unaudited)</i>				
Current Assets					
Inventories	32,329	87,287	87,382	37,114	36,393
Contract assets	—	503	719	1,260	1,727
Trade and other receivables	89,665	83,462	88,193	82,117	110,121
Contract costs	—	2,930	11,900	12,382	17,274
Tax recoverable	552	442	—	—	—
Financial assets at FVTPL	504	—	—	—	—
Amount due from a related party	8,012	—	—	—	—
Amount due from directors and supervisors	10,121	10,907	—	—	—
Term deposits with an original maturity over three months but within one year	—	—	35,414	—	—
Term deposits with an original maturity over one year	—	—	10,000	10,000	10,000
Restricted bank deposits	51,482	58,844	40,776	44,583	12,976
Cash and cash equivalents	<u>100,082</u>	<u>66,723</u>	<u>177,414</u>	<u>155,634</u>	<u>165,091</u>
	<u>292,747</u>	<u>311,098</u>	<u>451,798</u>	<u>343,090</u>	<u>353,582</u>
Current Liabilities					
Trade and other payables	45,871	60,048	55,581	102,006	73,515
Bank borrowings	—	4,118	19,900	11,950	9,950
Income tax payable	9,097	12,081	9,934	11,800	5,644
Lease liabilities	1,171	899	1,395	1,248	1,438
Provisions	252	503	4,539	6,643	5,560
Contract liabilities	169,678	161,114	174,862	21,740	30,156
Amount due to related parties	14,047	275	—	—	—
Other current liabilities	<u>3,142</u>	<u>1,153</u>	<u>5</u>	<u>—</u>	<u>—</u>
	<u>243,258</u>	<u>240,191</u>	<u>266,216</u>	<u>155,387</u>	<u>126,263</u>
Net Current Assets	<u><u>49,489</u></u>	<u><u>70,907</u></u>	<u><u>185,582</u></u>	<u><u>187,703</u></u>	<u><u>227,319</u></u>

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Our net current assets increased from RMB70.9 million as of December 31, 2022 to RMB185.6 million as of December 31, 2023, primarily due to an increase in cash and cash equivalents from RMB66.7 million as of December 31, 2022 to RMB177.4 million as of December 31, 2023, mainly attributable to the profit for the year in 2023.

Our net current assets increased from RMB49.5 million as of December 31, 2021 to RMB70.9 million as of December 31, 2022, primarily due to an increase in inventories from RMB32.3 million as of December 31, 2021 to RMB87.3 million as of December 31, 2022, mainly because (i) we accelerated our production progress towards the end of 2022 to meet the tight delivery schedules of multiple orders for our marine exhaust gas cleaning systems and (ii) we procured certain raw materials, such as stainless-steel plates and stainless-steel pipes, before the end of 2022, partially offset by a decrease in cash and cash equivalents from RMB100.1 million as of December 31, 2021 to RMB66.7 million as of December 31, 2022, mainly attributable to (i) dividends paid and (ii) the net cash outflow on acquisition of a subsidiary under common control.

Property, plant and equipment

Our property, plant and equipment primarily consisted of (i) buildings, (ii) machinery and equipment, (iii) office equipment and furniture, (iv) transportation equipment, (v) leasehold improvements and (vi) construction in progress. The following table sets forth a breakdown of the net book value of our property, plant and equipment as of the dates indicated:

	As of December 31,			As of
	2021	2022	2023	June 30,
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>2024</i>
				<i>RMB'000</i>
Buildings	44,571	42,687	40,492	39,369
Machinery and equipment	4,634	4,193	3,846	3,741
Office equipment and furniture	1,574	1,822	1,399	1,104
Transportation equipment	3,327	2,275	1,841	1,872
Leasehold improvements	—	187	583	469
Construction in progress	—	—	942	1,556
Total	54,106	51,164	49,103	48,111

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Our property, plant and equipment decreased by 5.4% from RMB54.1 million as of December 31, 2021 to RMB51.2 million as of December 31, 2022, primarily reflecting the depreciation. Our property, plant and equipment further decreased by 4.0% to RMB49.1 million as of December 31, 2023, primarily reflecting the depreciation, partially offset by the increases in (i) construction in progress mainly in relation to our warehouse improvements and (ii) leasehold improvements mainly reflecting the purchases of furniture and fixtures for relocation of our Shanghai office in 2023. Our property, plant and equipment decreased by 2.0% to RMB48.1 million as of June 30, 2024, primarily reflecting the depreciation.

Inventories

Our inventories primarily consisted of (i) raw materials and consumables such as stainless-steel plates and stainless-steel pipes, (ii) work in progress in production lines, and (iii) finished goods representing the products that had completed the manufacturing and quality inspection processes and were ready to be delivered. The following table sets forth a breakdown of our inventories as of the dates indicated:

	As of December 31,			As of June 30,
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Raw materials and consumables	5,497	10,306	1,432	1,637
Work in progress	5,402	16,760	1,561	4,911
Finished goods	21,430	60,221	84,389	30,566
Total	32,329	87,287	87,382	37,114

Our inventories increased significantly from RMB32.3 million as of December 31, 2021 to RMB87.3 million as of December 31, 2022, mainly because (i) we brought forward our production progress in 2022 of multiple orders that were scheduled to be delivered in 2023 in anticipation of the potential disruptions in our procurement of raw materials, production, and daily operations during the COVID-19 pandemic, (ii) we accelerated our production progress towards the end of 2022 to meet the tight completion schedules of multiple orders for our marine exhaust gas cleaning systems and (iii) we procured certain raw materials, such as stainless-steel plates and stainless-steel pipes, before the end of 2022 in case the suppliers fail to deliver to us on time during the Spring Festival holiday, which occurred relatively early that year in January. Our inventories remained stable as of December 31, 2023, amounting to RMB87.4 million, as compared with RMB87.3 million as of December 31, 2022. In 2023, we accelerated our production for multiple orders for our marine exhaust gas cleaning systems in relation to newbuildings that were scheduled to be delivered in the end of 2023, resulting in decreased balances of raw materials and consumables as well as work in progress and increased balance of finished goods. As of December 31, 2023, certain finished goods represented products that had already been delivered but were still awaiting installation and acceptance by the customers. Our inventories then decreased by 57.5% to RMB37.1 million as of June 30, 2024, mainly due to the delivery of the finished goods which were made by the end of 2023. During the Track Record Period, we experienced an increase in orders related to newbuildings, which required a longer period to complete and recognize the revenue. Once production was finished and the inventories were classified as finished products, it could

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take more than a year to complete the orders for marine exhaust gas cleaning systems related to newbuildings and recognize the revenue, thereby reducing the balance of finished goods. For the six months ended June 30, 2024, we completed 21 orders for our marine exhaust gas cleaning systems related to newbuildings, which were mostly produced and delivered at the end of 2023 and in the first half of 2024.

Our raw materials are subject to write-down mainly due to the erosion of stainless steel, unusable steel remnants and outdated of product components. We had a write-down on our raw materials of approximately nil, RMB0.5 million, RMB0.8 million and RMB0.9 million, respectively, as of December 31, 2021, 2022 and 2023, and June 30, 2024. As our products are made on demand according to the requirements of our customers, our finished goods are attributable to designated customers. In the event of order cancellations, we will attempt to reconfigure or disassemble the finished products and recycle the parts for use in other products. Our management will assess when it is unfeasible for the remaining parts to be recycled, and when to write down any remaining parts. We had a write-down on our finished goods of approximately nil, nil, RMB1.9 million and RMB2.3 million, respectively, as of December 31, 2021, 2022 and 2023, and June 30, 2024. These write-downs on finished goods were primarily due to order cancellations in 2020, and our management concluded that certain remaining parts were unfeasible to be recycled in 2023 and the first half of 2024, respectively, leading to the write-down of the corresponding amount as of the end of the respective period. Our Directors confirm that, during the Track Record Period and up to the Latest Practicable Date, no customer has canceled orders and no finished goods are subject to potential write-down due to order cancellations.

The following table sets forth the aging analysis of our inventories as of the dates indicated:

	As of December 31,			As of June 30,
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
0-365 days	29,753	86,814	78,422	36,939
More than 365 days	2,576	473	8,960	175
	32,329	87,287	87,382	37,114

The following table sets forth our inventory turnover days for the period indicated:

	For the year ended December 31,			For the six months ended June 30,
	2021	2022	2023	2024
Inventory turnover days	82.0	130.6	118.7	57.9

Note:

Inventory turnover days are calculated by dividing the average of the opening and closing balance of inventories by cost of sales and multiplying by 365 days for the years ended December 31, 2021, 2022 and 2023 and 180 days for the six months ended June 30, 2024.

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Our average inventory turnover days were 82.0 days, 130.6 days and 118.7 days for the years ended December 31, 2021, 2022 and 2023, respectively, and 57.9 days for the six months ended June 30, 2024. Our inventory turnover days increased from 82.0 days in 2021 to 130.6 days in 2022 because the average of the opening and closing balance of inventories increased at a faster pace than the cost of sales in 2022, primarily due to our procurement of certain raw materials before the end of 2022. Our inventory turnover days decreased to 118.7 days in 2023, primarily due to the increased cost of sales in 2023 mainly as a result of the increased number of our completed orders and the increased volume of our self-produced products in our completed orders. Our inventory turnover days then decreased to 57.9 days for the six months ended June 30, 2024, primarily due to (i) the significant net decrease in our inventory within the period due to the increased order completion and (ii) the increased proportion of maritime service revenue out of our total revenue in the six months ended June 30, 2024, while maritime services generally do not involve a material level of inventories.

As of October 31, 2024, approximately RMB29.1 million, or 78.5% of our inventories as of June 30, 2024 had been utilized or sold.

Warranty provision and contract assets

We provide warranty period for our products, ranging from 12 to 60 months following delivery. We make warranty provisions, which represent the management's best estimate of our liability under 12 to 60 months assurance-type warranty granted on products, based on prior experience and industry averages for defective products. In 2021, 2022, and 2023, and for the six months ended June 30, 2024, our warranty expenses amounted to RMB0.4 million, RMB0.3 million, RMB4.4 million and RMB2.6 million, respectively, each representing less than 1.0% of the total revenue for the same period. As of December 31, 2021, 2022, and 2023, and June 30, 2024, our warranty provisions amounted to RMB0.3 million, RMB0.5 million, RMB4.5 million, and RMB6.6 million, respectively.

During the Track Record Period, our contract assets primarily represented the portion of the payment withheld by the customers until the expiry of the warranty period. Our contract assets were nil, RMB0.5 million, RMB0.7 million and RMB1.3 million, respectively, as of December 31, 2021, 2022 and 2023 and June 30, 2024. The increasing trend was mainly due to the increase in revenue from our maritime services.

As of October 31, 2024, RMB0.1 million, or 9.5% of our contract assets as of June 30, 2024 was settled, because certain products, for which the customers withheld certain portion of the payment as of June 2024, reached their warranty expiration as of October 31, 2024.

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Trade and other receivables

Our trade and other receivables primarily consisted of (i) trade receivables, less allowance for expected credit losses, in connection with the outstanding amounts due from customers, (ii) prepayments we paid to our suppliers and OEMs, (iii) deferred issue costs mainly representing the capitalization of our listing fee for the Global Offering, (iv) value-added-tax (“VAT”) recoverable mainly reflecting the value-added input tax in excess of the value-added output tax, which is deductible or recoverable in the future, (v) VAT export refund receivable, a type of VAT refund, mainly in relation to goods and services that are exported outside the PRC, (vi) rental deposits, less allowance for expected credit loss in relation to impairment on property lease prepayment which have not been refunded, mainly in relation to our leased properties, (vii) custom deposits mainly in relation to our imported raw materials, (viii) advance to employees due to work needs, such as travel expenses and petty cash and (ix) others, such as one-off temporary advances to our suppliers, which was fully settled in 2022. The following table sets forth a breakdown of our trade and other receivables as of the dates indicated:

	<u>As of December 31,</u>			<u>As of</u>
	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>June 30,</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Trade receivables	5,580	19,423	42,153	45,819
Less: allowance for expected credit losses	<u>281</u>	<u>1,010</u>	<u>2,054</u>	<u>2,320</u>
	5,299	18,413	40,099	43,499
Prepayments	79,223	57,559	42,982	28,196
Deferred issue costs	—	—	—	6,841
Value-added-tax (“VAT”) recoverable	531	4,580	1,146	1,492
VAT export refund receivable	—	919	2,734	866
Rental deposits	1,434	1,199	1,071	1,115
Less: allowance for expected credit loss	<u>638</u>	<u>638</u>	<u>638</u>	<u>638</u>
	<u>796</u>	<u>561</u>	<u>433</u>	<u>477</u>
Custom deposits	326	389	326	—
Advance to employees	272	349	333	595
Others	<u>3,218</u>	<u>692</u>	<u>140</u>	<u>151</u>
	<u>89,665</u>	<u>83,462</u>	<u>88,193</u>	<u>82,117</u>

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Our trade and other receivables decreased by 6.9% from RMB89.7 million as of December 31, 2021 to RMB83.5 million as of December 31, 2022, mainly due to the decrease in prepayments from RMB79.2 million as of December 31, 2021 to RMB57.6 million as of December 31, 2022, mainly because (i) we negotiated with certain suppliers and OEMs to waive the prepayment requirement for us and (ii) we reduced the procurement of product components from one OEM as a result of our enhanced production capacity, partially offset by the increase in our trade receivables from RMB5.6 million as of December 31, 2021 to RMB19.4 million as of December 31, 2022 mainly due to our business expansion.

Our trade and other receivables then increased by 5.7% from RMB83.5 million as of December 31, 2022 to RMB88.2 million as of December 31, 2023, mainly due to the increase in trade receivables from RMB19.4 million as of December 31, 2022 to RMB42.2 million as of December 31, 2023 due to our business expansion, partially offset by the decrease in prepayments from RMB57.6 million as of December 31, 2022 to RMB43.0 million as of December 31, 2023, primarily because (i) we received refunds for certain prepayments in relation to two cancelled purchase orders placed with an OEM and (ii) we negotiated with certain suppliers and OEMs to waive the prepayment requirement for us.

Our trade and other receivables then decreased by 6.9% from RMB88.2 million as of December 31, 2023 to RMB82.1 million as of June 30, 2024, mainly due to the decrease in prepayments from RMB43.0 million as of December 31, 2023 to RMB28.2 million as of June 30, 2024 due to the delivery of raw materials and product components.

The following table sets forth the aging analysis of our trade receivables as of the dates indicated:

	As of December 31,			As of
	2021	2022	2023	June 30,
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	2024
				<i>RMB'000</i>
0–30 days	4,956	12,024	21,041	30,406
31–90 days	302	4,387	17,453	5,467
91–180 days	—	1,140	1,017	6,071
181–365 days	—	253	584	1,080
Over 1 year	41	609	4	475
	<u>5,299</u>	<u>18,413</u>	<u>40,099</u>	<u>43,499</u>

We have applied the simplified approach in IFRS 9 for trade receivables to measure the loss allowance at lifetime ECL. The ECL on trade receivables is assessed collectively, based on the past default experience of the debtor, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forward-looking information that is available without undue cost or effort at the end of each reporting period. Our allowance for expected credit losses was 5.0%, 5.2%, 4.9% and 5.1%, respectively, of the trade receivables as of December 31, 2021, 2022 and 2023, and June 30, 2024, which is in line with the industry norm. Our Directors are of the view that there is no recoverability issues for our trade receivables and there is sufficient provision, on the basis that (i) the amount of trade receivables deemed unrecoverable during the Track Record Period has been insignificant and (ii) our expected credit loss rate is calculated based on the

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creditworthiness of each individual customer and is adjusted periodically to reflect any changes in circumstances. During the Track Record Period, we wrote off RMB0.6 million in trade receivables that was no longer deemed recoverable from a single customer with whom we only cooperated once and no longer maintain a business relationship. According to assessment of the management, since the majority of the trade receivables balance is still within the credit term and there's no indicator that the credit risk would significantly increase in the foreseeable future, in the opinion of the management, the impairment loss for the trade receivables is insignificant. See note 37 to the Accountants' Report in Appendix I to this prospectus for further details on the assessment on the provision of ECL of our trade receivables.

We normally grant a credit period of 30 to 90 days or a particular period agreed with customers effective from the date when the revenue were recognized. The following table sets forth the turnover days of our trade receivables for the period indicated:

	For the year ended December 31,			For the six months ended June 30,
	2021	2022	2023	2024
Trade receivables turnover days	9.4	17.1	22.0	23.5

Note: Trade receivables turnover days are calculated by dividing the average of the opening and closing balance of trade receivables by revenue and multiplying by 365 days or 180 days, where appropriate.

Our average trade receivables turnover days were 9.4 days, 17.1 days and 22.0 days for the years ended December 31, 2021, 2022 and 2023, respectively, and 23.5 days for the six months ended June 30, 2024. Our trade receivables turnover days increased from 9.4 days in 2021 to 17.1 days in 2022, and further to 22.0 days in 2023, generally in line with the increased orders for our marine energy-saving devices, and marine clean-energy supply systems and maritime services, which generally entailed a longer payment period of about one month. Our trade receivables turnover days remained stable at 23.5 days for the six months ended June 30, 2024.

As of October 31, 2024, RMB30.7 million, or 70.6% of our trade receivables as of June 30, 2024 was settled.

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Contract costs

Our contract costs primarily consisted of (i) contract costs capitalized relating to the incremental sales commissions paid to sales agents whose selling activities resulted in customers entering into sale and purchase agreements whose revenue has not yet been recognized at each of the ends of the reporting period, and (ii) costs to fulfill contracts including design review fees and freight costs of ongoing projects at each of the end of the reporting period. The contract costs are recognized as expenses in the period in which the corresponding revenue is recognized. The following table sets forth a breakdown of our contract costs as of the dates indicated:

	As of December 31,			As of June 30,
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Incremental costs to obtain contracts	—	579	10,425	10,186
Costs to fulfill contracts	—	2,351	1,475	2,196
	—	2,930	11,900	12,382

Our contract costs increased from nil as of December 31, 2021 to RMB2.9 million as of December 31, 2022, mainly because all of the orders we obtained in 2021 were related to in-service ships, which typically required a relatively shorter period to complete and were completed within 2021, and therefore the corresponding contract costs were recognized as relevant expenses. Our contract costs further increased significantly to RMB11.9 million as of December 31, 2023, mainly due to the increased orders we obtained through the sales agents, partially offset by certain amount recorded as contract costs being recognized as relevant expenses upon the completion of our orders. Our contract costs increased by 4.1% from RMB11.9 million as of December 31, 2023 to RMB12.4 million as of June 30, 2024, mainly attributable to increased freight costs in relation to the delivery of orders.

Restricted bank deposits

During the Track Record Period, our restricted bank deposits referred to the security deposits we made at banks for the issuance of bank guarantees, letters of credit, bankers' acceptances and foreign exchange contracts. Our restricted bank deposits increased by 14.3% from RMB51.5 million as of December 31, 2021 to RMB58.8 million as of December 31, 2022, mainly because we made additional deposits in order to issue more bank guarantees. Our restricted bank deposits then decreased by 30.7% to RMB40.8 million as of December 31, 2023, mainly attributable to (i) the release of the deposits upon the expiration of certain bank guarantees, (ii) the increased orders related to newbuildings that did not require bank guarantees and (iii) the lower requirement of security deposits due to our cooperation with banks over the years. Our restricted bank deposits increased by 9.3% as of June 30, 2024 to RMB44.6 million as compared with that as of December 31, 2023, mainly because we applied for bank credit line which required us to place bank deposits.

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Cash and cash equivalents

Our cash and cash equivalents decreased by 33.3% from RMB100.1 million as of December 31, 2021 to RMB66.7 million as of December 31, 2022, mainly attributable to (i) dividends paid of RMB20.0 million and (ii) the net cash outflow on acquisition of subsidiaries under common control of RMB14.0 million. Our cash and cash equivalents then increased significantly to RMB177.4 million as of December 31, 2023, mainly attributable to the profit for the year of RMB120.5 million in 2023. Our cash and cash equivalents decreased by 12.3% to RMB155.6 million as of June 30, 2024, primarily due to the payment of dividends of RMB48.0 million.

Trade and other payables

Our trade and other payables primarily consisted of (i) trade payables, mainly representing balances due to our suppliers and OEMs for raw materials and product components, settled in cash, consisting of payables to (a) third parties and (b) a then-associate, Jiangsu ContiOcean, (ii) notes payable, mainly representing balances due to our suppliers and OEMs for raw materials and product components, settled in notes, (iii) other payables consisting of payables to (a) related parties mainly in relation to a technology transfer on exhaust gas cleaning systems to us by ContiOcean Pty Ltd. and (b) third parties mainly in relation to the construction of our production facility, (iv) dividend payable, (v) payroll payables, mainly representing salaries and allowances due to our employees, (vi) accrued expenses, mainly representing the sales commission payables and outsourcing R&D cost payables, and (vii) other tax payables, mainly in relation to VAT, personal income tax withheld by the Company and surtaxes. The following table sets forth a breakdown of our trade and other payables as of the date indicated:

	As of December 31,			As of
				June 30,
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Trade payables				
— a related party	—	477	—	—
— third parties	20,797	32,073	29,472	29,886
Notes payable	—	2,287	1,044	5,610
Other payables				
— related parties	8,379	8,646	—	—
— third parties	5,829	4,061	6,245	4,131
Dividend payable	—	—	—	48,000
Payroll payables	3,470	7,755	8,068	6,238
Accrued expenses	4,915	3,239	9,115	8,026
Other tax payables	2,481	1,510	1,637	115
Total	45,871	60,048	55,581	102,006

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Our trade and other payables increased by 30.9% from RMB45.9 million as of December 31, 2021 to RMB60.0 million as of December 31, 2022, mainly due to the increases in (i) trade payables from RMB20.8 million as of December 31, 2021 to RMB32.6 million as of December 31, 2022, mainly due to the procurement of raw materials and product components before the end of 2022 and (ii) payroll payables from RMB3.5 million as of December 31, 2021 to RMB7.8 million as of December 31, 2022, mainly due to the increased number of employees and their increased salaries.

Our trade and other payables then decreased by 7.4% from RMB60.0 million as of December 31, 2022 to RMB55.6 million as of December 31, 2023, mainly due to the decreases in (i) other payables from RMB12.7 million as of December 31, 2022 to RMB6.2 million as of December 31, 2023, mainly due to our settlement of the payments and (ii) trade payables from RMB32.6 million as of December 31, 2022 to RMB29.5 million as of December 31, 2023, mainly due to our settlement of certain payments, partially offset by the increase in accrued expenses from RMB3.2 million as of December 31, 2022 to RMB9.1 million as of December 31, 2023, mainly due to the increased sales commissions payable to sales agents upon the recognition of the related revenues with the completion of orders in 2023.

Our trade and other payables increased by 83.5% from RMB55.6 million as of December 31, 2023 to RMB102.0 million as of June 30, 2024, mainly due to the increase in dividend payable from nil as of December 31, 2023 to RMB48.0 million as of June 30, 2024, mainly in relation to the dividends of RMB48.0 million we declared on June 28, 2024.

The following table sets forth an aging analysis of our trade payables based on the invoice date as of the date indicated:

	As of December 31,			As of June 30,
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
0–90 days	15,318	24,779	26,017	21,330
91–180 days	5,297	670	493	3,305
181–365 days	54	294	1,108	4,204
Over 365 days	128	6,807	1,854	1,047
	20,797	32,550	29,472	29,886

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During the Track Record Period, our suppliers (including OEMs) generally granted us a credit period of around 30 days. The following table sets forth the turnover days of our trade payables for the period indicated:

	For the year ended December 31,			For the six months ended June 30,
	2021	2022	2023	2024
Trade payables turnover days	62.0	58.2	42.2	27.6

Note: Trade payables turnover days are calculated by dividing the average of the opening and closing balance of trade payables by cost of sales and multiplying by 365 days for the years ended December 31, 2021, 2022 and 2023 and 180 days for the six months ended June 30, 2024.

Our average trade payables turnover days were 62.0 days, 58.2 days and 42.2 days for the years ended December 31, 2021, 2022 and 2023, respectively, and 27.6 days for the six months ended June 30, 2024. Our trade payables turnover days decreased from 62.0 days in 2021 to 58.2 days in 2022, and further decreased to 42.2 days in 2023, primarily because we settled all the payments due to an OEM in 2023 who granted us a relatively longer credit period, leading to a significant decrease in the ending inventory balances as of December 31, 2023. Our trade payables turnover days then decreased to 27.6 days for the six months ended June 30, 2024, which were generally within the credit period granted to us because we ceased procuring product components from that OEM who granted us a relatively longer credit period, due to our enhanced production capacity.

As of October 31, 2024, RMB21.0 million, or 70.1% of our trade payables as of June 30, 2024 was settled.

Income tax payable

Our income tax payable increased by 32.8% to from RMB9.1 million as of December 31, 2021 to RMB12.1 million as of December 31, 2022, primarily attributable to our increased taxable income in line with our business expansion. Our income tax payable decreased by 17.8% to RMB9.9 million as of December 31, 2023, primarily because we made a one-off tax payment in 2023 due to the reassessment of our taxable income of certain subsidiaries for the years ended December 31, 2021 and 2022. Our income tax payable then increased by 18.8% to RMB11.8 million as of June 30, 2024, primarily attributable to our increased taxable income in line with our business expansion.

Contract liabilities

For the contracts which require prepayments from the customers, we typically receive a deposit of up to 80% of the total contract sum based on the different stage of the projects. Our contract liabilities were RMB169.7 million, RMB161.1 million and RMB174.9 million, respectively, as of December 31, 2021, 2022 and 2023, and RMB21.7 million as of June 30, 2024, which mainly reflected the scale of consideration we received as of the respective dates before we could recognize revenue based on contract terms.

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The fluctuation in our contract liabilities during the Track Record Period were mainly due to the conversion of amounts recorded as contract liabilities into recognized revenue. Revenue of RMB34.3 million, RMB78.9 million, RMB95.9 million and RMB172.0 million was recognized during the year ended December 31, 2021, 2022 and 2023, and six months ended June 30, 2024, respectively, that was included in the contract liabilities at the beginning of the relevant period.

As of October 31, 2024, RMB10.1 million, or 46.4% of our contract liabilities as of June 30, 2024 was recognized as revenue.

LIQUIDITY AND CAPITAL RESOURCES

Cash flows

The following table sets forth selected cash flow data from our consolidated cash flow statements for the periods indicated:

	For the year ended December 31,			For the six months ended June 30,	
	2021	2022	2023	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
				<i>(Unaudited)</i>	
Net cash (used in) from operating activities	(46,765)	(10,385)	151,107	62,890	(14,908)
Net cash (used in) from investing activities	32,520	(7,240)	(58,721)	(21,764)	36,469
Net cash (used in) from financing activities	(11,942)	(22,715)	16,932	34,340	(43,951)
Net increase (decrease) in cash and cash equivalents	(26,187)	(40,340)	109,318	75,466	(22,390)
Cash and cash equivalents at beginning of the year/period	128,688	100,082	66,723	66,723	177,414
Effects of exchange rate changes	(2,419)	6,981	1,373	403	610
Total cash and cash equivalents at end of year/period	<u>100,082</u>	<u>66,723</u>	<u>177,414</u>	<u>142,592</u>	<u>155,634</u>

Net cash used in or from operating activities

For the six months ended June 30, 2024, we had net cash used in operating activities of RMB14.9 million. We had operating cash inflow before movements in working capital of RMB96.0 million, primarily consisting of profit before tax of RMB95.8 million. Movements in working capital resulted in a net cash outflow of RMB100.3 million, primarily consisting of decrease in contract liabilities of RMB153.1 million, reflecting customer installment payments we had previously received before revenue recognition. The decrease was mainly because we completed a significant amount of orders and concurrently recognized the customer installment payments we had previously received for the same

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orders as revenue. Nonetheless, the said revenue recognition did not generate any cash inflow for us. The net cash outflow attributable to movements in working capital was partially offset by the decreases in inventories of RMB48.9 million, both of which mainly due to the completion of orders. Such net cash outflow was further increased by the income tax paid of RMB10.6 million. In view of the aforesaid net operating cash outflows situation, we plan to improve our operating cash outflows through (i) negotiation with suppliers to waive their prepayment requirement and strengthening cooperation with banks to lower their requirement of security deposits, (ii) extending the credit period with suppliers by establishing long-term cooperation relationships with them, implementing periodic payments, and utilizing financing tools for settlement such as bank acceptance bills and letters of credit, (iii) strengthening inventory management by optimizing the procurement, production, and delivery arrangements to accelerate inventory turnover, and (iv) accelerating the collection of receivables.

For the year ended December 31, 2023, we had net cash from operating activities of RMB151.1 million. We had operating cash inflow before movements in working capital of RMB152.6 million, primarily consisting of profit before tax of RMB140.8 million, as adjusted for shared-based payment expenses of RMB7.0 million. Movements in working capital resulted in a net cash inflow of RMB21.0 million, primarily consisting of (i) the decrease in restricted bank deposits of RMB18.1 million mainly reflecting the release of the deposits upon the expiration of certain bank guarantees and (ii) increase in contract liabilities of RMB13.8 million mainly reflecting the payments we received in relation to our service contracts which were yet to be recognized as revenue, partially offset by the increase in contract costs of RMB9.0 million mainly due to the increased orders we obtained through the sales agents, partially offset by certain amount recorded as contract costs being recognized as relevant expenses upon the completion of our orders. Such net cash inflow was further affected by the income tax paid of RMB22.5 million.

For the year ended December 31, 2022, we had net cash used in operating activities of RMB10.4 million. We had operating cash inflow before movements in working capital of RMB50.0 million, primarily consisting of profit before tax of RMB42.9 million, as adjusted for (i) depreciation of property, plant and equipment of RMB3.7 million and (ii) net foreign exchange loss of RMB3.6 million. Movements in working capital resulted in a net cash outflow of RMB56.3 million, primarily consisting of an increase in inventories of RMB54.8 million, mainly because (i) we accelerated our production progress to meet the tight completion schedules of multiple orders and (ii) the procurement of certain raw materials and product components, partially offset by the increase in trade and other payables and other current liabilities of RMB14.4 million, mainly reflecting the procurement of raw materials and product components. Such net cash outflow was further affected by the income tax paid of RMB4.1 million.

For the year ended December 31, 2021, we had net cash used in operating activities of RMB46.8 million. We had operating cash inflow before movements in working capital of RMB20.1 million, primarily consisting of profit before tax of RMB14.8 million, as adjusted for depreciation of property, plant and equipment of RMB2.2 million. Movements in working capital resulted in a net cash outflow of RMB66.0 million, primarily consisting of increases in (i) restricted bank deposits of RMB50.5 million, mainly reflecting the additional security deposits we made, and (ii) trade and other receivables of RMB35.9 million, mainly reflecting our increased orders and business expansion, partially offset by the increase in contract liabilities of RMB39.8 million mainly reflecting the payments we received in relation to our service contracts which were yet to be recognized as revenue. Such net cash outflow was further affected by the income tax paid of RMB0.9 million.

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Net cash used in or from investing activities

For the six months ended June 30, 2024, our net cash from investing activities amounted to RMB36.5 million, primarily due to withdrawal of term deposits of RMB35.4 million.

For the year ended December 31, 2023, our net cash used in investing activities amounted to RMB58.7 million, primarily due to (i) placement of term deposits of RMB45.4 million, and (ii) purchase of financial assets at FVTPL of RMB30.0 million mainly reflecting the foreign exchange forward and option contracts we entered into with banks, partially offset by the proceeds received upon disposal of financial assets at FVTPL of RMB29.9 million mainly in relation to the bank deposits.

For the year ended December 31, 2022, our net cash used in investing activities amounted to RMB7.2 million, primarily due to (i) purchase of financial assets at FVTPL of RMB6.4 million mainly reflecting the bank deposits and (ii) acquisition of investment in associates of RMB4.0 million in relation to our investment in WTC and Jiangsu ContiOcean, partially offset by the proceeds received upon disposal of financial assets at FVTPL of RMB5.3 million mainly in relation to the bank deposits.

For the year ended December 31, 2021, our net cash from investing activities amounted to RMB32.5 million, primarily due to the proceeds received upon disposal of financial assets at FVTPL of RMB226.8 million mainly in relation to the bank deposits, partially offset by (i) purchase of financial assets at FVTPL of RMB172.5 million, mainly in relation to the bank deposits and (ii) purchase of property, plant and equipment of RMB20.8 million mainly related to our production facility.

Net cash used in or from financing activities

For the six months ended June 30, 2024, our net cash used in financing activities amounted to RMB44.0 million, primarily due to (i) dividends paid of RMB48.0 million, (ii) repayment of bank borrowings of RMB19.9 million, partially offset by proceeds from bank borrowings of RMB27.0 million.

For the year ended December 31, 2023, our net cash from financing activities amounted to RMB16.9 million, primarily due to proceeds from bank borrowings of RMB35.8 million, partially offset by (i) repayment of bank borrowings of RMB20.0 million and (ii) dividends paid of RMB5.0 million.

For the year ended December 31, 2022, our net cash used in financing activities amounted to RMB22.7 million, primarily due to (i) dividends paid of RMB20.0 million and (ii) net cash outflow on acquisition of subsidiaries under common control of RMB14.0 million, partially offset by (i) proceeds from investors of RMB8.3 million mainly in relation to the capital injection into ContiOcean Hong Kong and (ii) proceeds from bank borrowings of RMB4.1 million.

For the year ended December 31, 2021, our net cash used in financing activities amounted to RMB11.9 million, primarily due to dividends paid of RMB11.0 million.

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Working capital sufficiency

Our liquidity and capital resource needs over the next 12 months primarily relate to our R&D activities, procurement of raw materials and product components, employee benefits and daily operation. We believe our liquidity requirements will be satisfied by using funds from a combination of cash flow generated from operating activities, debt financing, net proceeds from the Global Offering and other funds raised from the capital markets from time to time. As of June 30, 2024, we had cash and cash equivalents of RMB155.6 million. After taking into consideration the above financial resources available to us, in the absence of unforeseeable circumstances, our Directors are of the opinion that we have sufficient working capital to meet our present and future cash requirements for at least the next 12 months from the date of publication of this prospectus.

Our ability to obtain additional funding beyond our anticipated cash needs for the next 12 months following the date of this prospectus, however, is subject to a variety of uncertainties, including our future results of operations, our future business plans, financial condition and cash flows and economic, political and other conditions in the markets where we and our customers and lenders operate.

INDEBTEDNESS

Indebtedness

Our indebtedness primarily consisted of bank borrowings and lease liabilities. As of December 31, 2021, 2022 and 2023, June 30, 2024 and October 31, 2024, except as disclosed below, we did not have any outstanding mortgages, charges, debentures, other issued debt capital, bank overdrafts, borrowings, liabilities under acceptance or other similar indebtedness, acceptance credits, hire purchase commitments, any guarantees or other material contingent liabilities. The following table sets forth a breakdown of our indebtedness as of the date indicated:

	As of December 31,			As of June 30,	As of October 31,
	2021	2022	2023	2024	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
					<i>(Unaudited)</i>
Non-current					
Bank borrowings	—	—	—	15,000	30,000
Lease liabilities	1,467	622	1,493	927	800
Current					
Bank borrowings	—	4,118	19,900	11,950	9,950
Lease liabilities	1,171	899	1,395	1,248	1,438
Total	<u>2,638</u>	<u>5,639</u>	<u>22,788</u>	<u>29,125</u>	<u>42,188</u>

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Bank borrowings

Our bank borrowings amounted to nil, RMB4.1 million, RMB19.9 million, RMB27.0 million and RMB40.0 million, respectively, as of December 31, 2021, 2022 and 2023, and June 30 and October 31, 2024, representing loans from PRC commercial banks, which was primarily used to fund our business operations. As of December 31, 2021, 2022 and 2023, and June 30 and October 31 2024, our bank borrowings amounting to nil, nil, RMB19.9 million, RMB27.0 million and RMB40.0 million, respectively, were unsecured but guaranteed, bearing effective interest rates ranging from 3.20% to 3.85% per annum. As of December 31, 2021, 2022 and 2023 and June 30 and October 31, 2024, our bank borrowing amounting to nil, RMB4.1 million, nil, nil and nil, respectively, were unsecured and unguaranteed, bearing effective interest rate of 3.2% per annum. While our Controlling Shareholders provided guarantees for all of our bank borrowings as of October 31, 2024, such guarantees had been released by the relevant banks by December 20, 2024.

As of October 31, 2024, we had unutilized banking facilities of RMB130.0 million.

Our bank borrowing agreements contain terms, conditions and covenants that are customary for commercial bank loans. Our Directors confirm that, during the Track Record Period and up to the Latest Practicable Date, there was no material restrictive covenant in our indebtedness which could significantly limit our ability to undertake additional debt or equity financing, nor did we experience any difficulty in obtaining bank borrowings, default in payment of bank borrowings or breach of covenants. Our Directors confirm that there is no material change in our indebtedness since October 31, 2024 and up to the date of this prospectus. Given our credit history and our current credit status, we believe that we will not encounter any major difficulties in obtaining additional bank borrowings in the future.

Lease liabilities

During the Track Record Period, our lease liabilities were mainly related to the offices, land use right and shoreline use right we leased for business operations. Our lease liabilities, secured and unguaranteed, decreased by 42.3% from RMB2.6 million as of December 31, 2021 to RMB1.5 million as of December 31, 2022, primarily due to the payment of rents. Our lease liabilities then increased by 89.9% to RMB2.9 million as of December 31, 2023, primarily due to the newly leased office in Shanghai in 2023. Our lease liabilities decreased by 24.7% to RMB2.2 million as of June 30, 2024, primarily due to the payment of rents.

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CONTINGENT LIABILITIES

We did not have any contingent liabilities during the Track Record Period and up to the Latest Practicable Date.

CAPITAL COMMITMENTS AND CAPITAL EXPENDITURE

Capital commitments

As of December 31, 2021, 2022 and 2023, and June 30, 2024, we did not have any material capital commitments.

Capital expenditure

For the years ended December 31, 2021, 2022 and 2023 and six months ended June 30, 2024, our capital expenditure amounted to RMB37.9 million, RMB1.4 million, RMB2.7 million and RMB1.5 million, respectively. Our capital expenditure during the Track Record Period mainly represented additions to our property, plant and equipment to enhance our manufacturing capabilities. We intend to fund our planned capital expenditures through a combination of cash generated from operating activities, and debt financing, as well as the net proceeds from the Global Offering. Our actual capital expenditures may differ from the amounts set forth above due to various factors, including our future cash flows, results of operations and financial condition, economic conditions in the market and changes in the regulatory environment. In addition, we may incur additional capital expenditures from time to time as we pursue new opportunities to expand our business.

OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

Save as disclosed above, during the Track Record Period and as of the Latest Practicable Date, we had no off-balance sheet arrangements.

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RELATED PARTY TRANSACTIONS

During the Track Record Period, our transactions with related parties of trade nature primarily included transactions with our then-associate, WTC, mainly in relation to the technology services we procured from it, and transactions with certain related parties mainly reflecting our procurement of raw materials from them. See note 35 to the Accountants' Report to Appendix I in this prospectus for further details on our related party transactions.

Name	Relationships	Nature of transactions	For the year ended December 31,			Six months ended	Six months ended
			2021	2022	2023	June 30, 2023	June 30, 2024
			RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
			<i>(Unaudited)</i>				
ContiOcean Pty Ltd.	A company that Mr. Chen Zhiyuan had control	Other payables	8,379	8,379	—	—	—
WTC ⁽ⁱ⁾	An associate, in which the Group had a 33.78% equity interest	Other payables	—	267	N/A	—	N/A
		Other service received	—	267	1,168	522	N/A
Jiangsu ContiOcean ⁽ⁱⁱ⁾	An associate, in which the Group had a 40% equity interest	Purchase of materials	—	8,881	—	—	N/A
		Trade payables	—	477	N/A	N/A	N/A
Sanhe Energy Co., Ltd. ⁽ⁱⁱⁱ⁾	A company that Mr. Zhou Yang and Mr. Chen Zhiyuan had control	Purchase of materials	2,207	N/A	N/A	N/A	N/A

Notes:

- (i) The associate was previously held by us and subsequent to an additional capital injection, it has become our subsidiary on December 31, 2023. The transaction amount disclosed for the year ended December 31, 2023 is from January 1, 2023 to the date of acquisition.
- (ii) Such 40% equity interest in Jiangsu ContiOcean was disposed by us to an Independent Third Party on April 7, 2023. The transaction amount disclosed for the year ended December 31, 2023 is from January 1, 2023 to the date of disposal.
- (iii) Mr. Zhou Yang and Mr. Chen Zhiyuan lost control in this company in September 2021. The related party transactions disclosed in the historical financial information included the transactions incurred from January 1, 2021 to September 30, 2021.

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Balances with related parties

The following table sets forth a breakdown of our balances with related parties that are classified as trade or non-trade in nature as of the date indicated.

	As of December 31,			As of June 30,
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Trade related				
Trade payables	—	477	—	—
Non-trade related				
Other payables	8,379	8,646	—	—
Amount due from a related party	8,012	—	—	—
Amounts due from directors and supervisors	10,121	10,907	—	—
Amounts due to related companies	14,047	275	—	—

As of June 30, 2024, our balances with related parties were nil.

It is the view of our Directors that our transactions with related parties during the Track Record Period was conducted on an arm's length basis and with normal commercial terms between the relevant parties. Our Directors are also of the view that our related party transactions during the Track Record Period would not distort our historical results or make our historical results not reflective of our future performance.

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KEY FINANCIAL RATIOS

The following table sets forth our key financial ratios as of the date or for the period indicated:

	As of/For the year ended December 31,			As of/ For the six months ended June 30,
	2021	2022	2023	2024
	Net profit margin ⁽¹⁾ (%)	9.1	13.8	23.6
Current ratio ⁽²⁾ (Times)	1.2	1.3	1.7	2.2
Quick ratio ⁽³⁾ (Times)	1.1	0.9	1.4	2.0
Gearing ratio ⁽⁴⁾ (%)	2.3	4.1	8.9	12.2

Notes:

- (1) Net profit margin equals to net profit for the year/period divided by revenue for the year/period and multiplied by 100%.
- (2) Current ratio is calculated based on total current assets divided by total current liabilities.
- (3) Quick ratio is calculated based on total current assets less inventories divided by total current liabilities.
- (4) Gearing ratio is calculated based on total indebtedness (including bank borrowings and lease liabilities) divided by total equity and multiplied by 100%.

Net profit margin

Our net profit margin was 9.1%, 13.8%, 23.6% and 24.4%, respectively, in 2021, 2022, 2023 and for the six months ended June 30, 2024. The increasing trend of our net profit margin during the Track Record Period was mainly due to (i) the increased demand for our maritime environmental protection equipment and systems, driven by the evolving global and national requirements and initiatives since 2020, which led to more sales orders and generated more revenue, and (ii) the commencement of our commercial production in June 2021, enabling us to reduce the procurement of supplies from third parties as a percentage of our total operating expenses, which led to higher profitability.

Current ratio

Our current ratio increased from 1.2 times as of December 31, 2021 to 1.3 times as of December 31, 2022, primarily due to the increase in our inventory mainly because (i) we accelerated our production progress towards the end of 2022 to meet the tight completion schedules of multiple orders for our marine exhaust gas cleaning systems, and (ii) we procured certain raw materials, such as stainless-steel plates and stainless-steel pipes, before the end of 2022. Our current ratio further increased to 1.7 times as of December 31, 2023, primarily due to the increases in (i) cash and cash equivalents mainly attributable to our strong operating cash flow in 2023 and (ii) term deposits with an original maturity over three months but within one year. Our current ratio then increased to 2.2 times as of June 30, 2024, mainly due to the decrease in contract liabilities primarily as a result of the conversion of amounts recorded as contract liabilities into recognized revenue upon the completion of the orders.

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Quick ratio

Our quick ratio decreased from 1.1 times as of December 31, 2021 to 0.9 times as of December 31, 2022, primarily due to the decrease in cash and cash equivalents mainly reflecting our increase in inventories and dividends paid in 2022. Our quick ratio then increased to 1.4 times as of December 31, 2023, primarily due to the increases in (i) cash and cash equivalents mainly attributable to our strong operating cash flow in 2023, and (ii) term deposits with an original maturity over three months but within one year. Our quick ratio further increased to 2.0 times as of June 30, 2024, primarily due to the decrease in contract liabilities mainly as a result of the conversion of amounts recorded as contract liabilities into recognized revenue upon the completion of the orders.

Gearing ratio

Our gearing ratio was 2.3%, 4.1%, 8.9% and 12.2%, respectively, as of December 31, 2021, 2022 and 2023, and June 30, 2024. The increasing trend of our gearing ratio during the Track Record Period was mainly due to our increased bank borrowings primarily used to fund our expanded business operation.

QUANTITATIVE AND QUALITATIVE DISCLOSURE OF FINANCIAL RISKS

We are exposed to various types of financial risks in the ordinary course of business, including market risk, such as currency risk and interest rate risk, other price risk, credit risk and liquidity risk. Our overall risk management strategy focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on our financial performance. We set forth a summary of our approach to managing these types of risks. See note 37 to the Accountants' Report in Appendix I to this prospectus for further details.

Market risk

(i) Currency risk

Cash and cash equivalents, trade and other receivables, and trade and other payables are denominated in foreign currency of respective group entities which are exposed to foreign currency risk. We currently do not have a foreign currency hedging policy. However, the Directors monitor foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise. See note 37 to the Accountants' Report in Appendix I to this prospectus for further details.

(ii) Interest rate risk

We are exposed to fair value interest rate risk in relation to restricted bank deposits, term deposits with an original maturity over three months but within one year, term deposits with an original maturity over one year, fixed rate bank borrowings and lease liabilities. Our cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances. Our Directors consider that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant, therefore no sensitivity analysis on such risk has been prepared. See note 37 to the Accountants' Report in Appendix I to this prospectus for further details.

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Credit risk

The carrying amounts of trade and other receivables, contract assets, cash and cash equivalents, restricted bank deposits and term deposits included in the consolidated statements of financial position represent our maximum exposure to credit risk in relation to our financial assets. As of December 31, 2021, 2022 and 2023 and June 30, 2024, the expected credit loss rate of trade receivable was 5.0%, 5.2%, 4.9% and 5.1%, respectively. During the Track Record Period, the expected credit loss rate for other receivables was nil. The expected credit risk on cash and cash equivalents, restricted bank deposits and term deposits are limited because the counterparties are reputable financial institutions. We assessed 12-month ECL for bank balances, restricted bank deposits and term deposits, and considered the ECL allowance insignificant at the end of each reporting period.

See note 37 to the Accountants' Report in Appendix I to this prospectus for further details.

Liquidity risk

In the management of the liquidity risk, we monitor and maintain a level of cash and cash equivalents deemed adequate by the management to finance our operations and mitigate the effects of fluctuations in cash flows. See note 37 to the Accountants' Report in Appendix I to this prospectus for further details.

DIVIDENDS AND DIVIDEND POLICY

We may distribute dividends by way of cash or by other means that we consider appropriate. For the years ended December 31, 2021, 2022 and 2023 and six months ended June 30, 2024, our Company declared cash dividends of RMB11.0 million, RMB20.0 million, RMB5.0 million and RMB96.0 million, respectively, and paid cash dividends of RMB11.0 million, RMB20.0 million, RMB5.0 million and RMB48.0 million, respectively, to our Shareholders. On July 23, 2024, we paid the remaining cash dividends of RMB48.0 million and fully settled all the dividends we declared to distribute in the past. Subject to our articles of association and the PRC Company Law, we have adopted a general annual dividend policy, according to which (i) we should place importance on providing reasonable investment returns to our investors by adopting a profit distribution policy with continuity and stability; (ii) when distributing dividends, we comply with relevant laws, regulations, and our constitutional documents, balance our long-term development plan while providing reasonable returns to shareholders, and ensure that shareholders with the same type of shares receive the same benefits; and (iii) we may declare dividend by way of cash dividends, stock dividends, or a combination of cash and stock dividends. The general annual dividend policy does not provide for a fixed dividend payout ratio, and any final dividends for a financial year will be subject to our Shareholders' approval. Any future determination to declare and pay any dividends will be at the discretion of our Board and will depend on, among other things, our earnings, financial condition, capital requirements, level of indebtedness, statutory and contractual restrictions applying to the payment of dividends and other considerations that our Board deems relevant.

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Dividends may be paid only out of our distributable profits as permitted under the relevant laws. There can be no assurance that we will be able to declare or distribute any dividend in the amount set forth in any plan to our Board or at all. Furthermore, if we or any of our subsidiaries incur debt on our or its own behalf in the future, the instruments governing the debt may restrict our ability to pay dividends. The past dividend distribution record may not be used as a reference or basis in determining the level of dividends that may be declared or paid by us in the future.

DISTRIBUTABLE RESERVES

As of June 30, 2024, our Company retained earnings amounted to RMB64.1 million. Such retained earnings represent our distributable reserves as of the same date.

UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

See “Unaudited Pro Forma Financial Information” in Appendix II or this prospectus for further details of our unaudited pro forma statement of adjusted consolidated net tangible assets.

No adjustment has been made to the unaudited pro forma adjusted net tangible assets attributable to our equity shareholders to reflect our any trading result or other transactions entered into subsequent to June 30, 2024.

LISTING EXPENSES

Listing expenses represent professional fees, underwriting commissions and other fees incurred in connection with the Global Offering. For the years ended December 31, 2021, 2022 and 2023, and six months ended June 30, 2024, the listing expenses incurred amounted to nil, nil, nil, and RMB6.8 million, respectively. We expect to incur total listing expenses of approximately RMB42.6 million (based on the Offer Price of HK\$35.8 per Offer Share, being the mid-point of the Offer Price range). Nil was charged to profit or loss for the Track Record Period. The total listing expenses consist of approximately RMB11.6 million underwriting-related fees (including SFC transaction levy, Stock Exchange trading fee and AFRC transaction levy) and approximately RMB31.0 million non-underwriting fees mainly including (i) fees of Joint Sponsors, legal adviser(s) and reporting accountant(s) of approximately RMB23.6 million; and (ii) other fees and expenses of approximately RMB7.4 million. Among the total listing expenses, approximately RMB0.4 million is expected to be charged to profit or loss for the year ending December 31, 2024; and approximately RMB42.2 million directly attributable to the issue of the H Shares is expected to be deducted from equity upon the completion of the Global Offering. Our total listing expenses are estimated to account for 8.9% of the gross proceeds of the Global Offering. The listing expenses above are the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

RECENT DEVELOPMENTS AND NO MATERIAL ADVERSE CHANGE

Subsequent to the Track Record Period, we continue to focus on developing and promoting our maritime environmental protection equipment and systems including identifying business opportunities with shipowners and ship builders.

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As of the Latest Practicable Date, some of our pipeline products had made further progress, including:

Pipeline products	Stage of development	Benefits to our business
Waste heat recovery system	It was undergoing system design in the project implementation phase.	Once developed, we are able to provide one more choice for energy saving needs of customers, through recovery and reuse of waste heat from ships. In addition, the waste heat recovery system can be installed with other systems and equipment provided by us. It will effectively reduce operating costs.
PCTC thermal run-away detector system	It was in the project implementation phase and had finished the system design.	Safety during transportation of new energy vehicles is crucial, as a fire can cause catastrophic damage to a ship. Therefore, shipping companies are highly concerned about PCTC vehicle fire monitoring. The successful development of this project will address market pain points and has market potential.

For further details, see “Business — Pipeline products”.

In addition, we also achieved positive results in our operations subsequent to the Track Record Period. For the four months ended October 31, 2024, we received new orders with a contract value of approximately RMB199.3 million, including a contract value of approximately RMB33.9 million for marine exhaust gas cleaning systems, a contract value of approximately RMB7.3 million for marine energy-saving devices, a contract value of approximately RMB36.4 million for marine clean-energy supply systems and a contract value of RMB121.7 million for maritime services.

The number of orders we completed for the four months ended October 31, 2024 for the ship exhaust gas cleaning systems and spare parts of marine exhaust gas cleaning systems was four and 239, respectively. The number of orders we completed for the same period for marine energy-saving devices, marine clean-energy supply systems, and maritime services was 19, 14 and 725, respectively.

The contracts entered into and orders completed for the four months ended October 31, 2024 were at arm’s length terms and the profit margin were comparable to those entered during the Track Record Period.

The average selling price of our ship exhaust gas cleaning systems, marine energy-saving devices and marine clean-energy supply systems for the four months ended October 31, 2024 was RMB7.8 million, RMB1.2 million and RMB2.0 million, respectively, compared to RMB8.3 million, RMB2.0 million and RMB1.0 million, respectively, for the same period in 2023. The average selling price of ship accommodation interior design, container ship and PCTC lashing gears and other maritime services of our maritime services for the four months ended October 31, 2024 was RMB109.6 thousand, RMB305.5 thousand and RMB21.2 thousand, respectively, compared to RMB67.0 thousand, RMB259.0 thousand and RMB110.0 thousand, respectively, for the same period in 2023. The average selling prices of our

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products for the four months ended October 31, 2024 were not materially different from those for the same period in 2023 while the aforesaid fluctuation in the average selling prices of each business segment was principally due to the different combination of various products within corresponding segments.

For the ten months ended October 31, 2024, based on our unaudited management accounts, we experienced an increase in revenue as compared to the same period in the previous year.

After due and careful consideration, our Directors confirm that, up to the date of this prospectus, there has been no material adverse change in our financial and trading position or prospects since June 30, 2024, and there is no event since June 30, 2024 which would materially affect the information shown in the Accountants' Report, the text of which is set out in Appendix I to this prospectus.

DISCLOSURE REQUIRED UNDER THE LISTING RULES

We confirm that, as of the Latest Practicable Date, there were no circumstances that would give rise to a disclosure requirement under Rule 13.13 to 13.19 of the Listing Rules.

FUTURE PLANS AND USE OF PROCEEDS

FUTURE PLANS

See “Business — Our strategies” for a detailed description of our future plans and strategies.

USE OF PROCEEDS

We estimate that we will receive net proceeds from the Global Offering of approximately HK\$312.0 million, after deducting underwriting commissions, fees, and estimated expenses payable by us in connection with the Global Offering, and assuming an Offer Price of HK\$35.8 per Share, being the mid-point of the indicative Offer Price range stated in this prospectus. If the Offer Price is set at HK\$39.8 per Share, being the high end of the indicative Offer Price range, the net proceeds from the Global Offering will increase by approximately HK\$38.6 million. If the Offer Price is set at HK\$31.8 per Share, being the low end of the indicative Offer Price range, the net proceeds from the Global Offering will decrease by approximately HK\$38.6 million.

Assuming an Offer Price at the mid-point of the indicative Offer Price range, we currently intend to apply these net proceeds for the following purposes:

- Approximately 50.0%, or HK\$156.0 million, will be used in connection with our R&D. In order to achieve the above R&D plan, we intend to apply the net proceeds with the following allocation:
 - Approximately 35.8%, or HK\$111.7 million, will be used to acquire the controlling stake in a company holding an ocean-going ship as our maritime R&D platform and a mobile exhibition platform to showcase our equipment and system offering and pipeline products. In addition to fulfilling the primary purpose of being our R&D platform, we may consider chartering out the ship.

Because our equipment and systems are utilized on ships, it is critical to have a ship as our maritime R&D platform to demonstrate the safety, reliability and effectiveness of our equipment and systems in real life operation without having to install our equipment and systems on our customers’ ships which may interrupt their shipping itinerary. Such maritime R&D platform will also enable us reach out potential customers worldwide in a more flexible way through reaching various ports. During calls at major ports, it can showcase our maritime environmental protection equipment and systems including pipeline products to both existing and potential customers. By showing the real operation of our equipment and systems on the ship, we expect to gain more customers’ confidence and facilitate their decision-making process regarding the purchases on our new equipment and systems.

FUTURE PLANS AND USE OF PROCEEDS

We plan to acquire a used bulk carrier or tanker with a deadweight capacity of between 60,000 to 80,000 tonnes, with an age of eight to 10 years with a partner. By partnering with us, the financial burden of purchasing the ship is shared, reducing the individual investment required from each party. Additionally, the partner will benefit from our expertise and resources, including optimized installation of our equipment and systems, which will add value to the ship and ensure it is managed in an environmentally responsible manner including the requirements set by the IMO. The commercial benefit of having the ship is also driven by the need for the ship to comply with these regulations by the charterer. The ship, which will be chartered out and managed by an external third-party ship management company, will have its operations handled independently. The partner, being a passive ship owner, will not affect the operation of the ship or our R&D work performed on the R&D platform, as we maintain the controlling stake and oversee all activities. According to Frost & Sullivan, collaborating with partners to purchase ships is in line with industry norms. As of the Latest Practicable Date, we had not identified any potential partner or ship.

We plan to set aside a budget of HK\$111.7 million to acquire the controlling stake in the company holding the ship and to the extent the proceeds are insufficient to support, we will utilize our internally generated funds. We expect the remaining useful life of the bulk carrier or tanker to be 16 years, and based on the current market conditions, the residual value (scrap price) is HK\$65.7 million, resulting in an annual depreciation expense of HK\$9.7 million, which will be charged to R&D expenses.

In addition to fulfilling the primary purpose of being our R&D platform, we may consider chartering out the bulk carrier or tanker, through professional ship leasing agents, on a time charter basis (for periods of 11 to 13 months each) to generate revenue when feasible, which is estimated to be HK\$40.6 million for the bulk carrier or tanker, we estimate that the annual net charter income after deducting relevant operating costs (including depreciation expense of HK\$9.7 million and crew expenses and maintenance fees) may amount to approximately HK\$13.8 million per year while the charterer will bear fuel costs and operating costs of the bulk carrier or tanker during the charter period. The annual net charter income mentioned above has already taken into account factors such as the market charter rate and the discount to the charterer having considered the arrangement between the charterer and us for facilitating our R&D. We plan to enter into arrangements with charterers to allow us to install our equipment and systems and pipeline products or to perform other necessary activity for maritime R&D purpose.

When leasing out the bulk carrier or tanker, we will consider the following circumstances and criteria: (i) if the lessee has substantial financial strength, a good market reputation, and qualified chartering credentials, with a preference for established Hong Kong or European operators; and (ii) the lease contract will include special clauses requiring cooperation with us for the installation and testing of R&D products and allowing target customers to board the ship for visits at certain ports.

FUTURE PLANS AND USE OF PROCEEDS

Chartering out the bulk carrier or tanker also facilitates our R&D by collecting performance data of our equipment and systems installed on the bulk carrier or tanker, which can be used to improve the effectiveness of our products. In response to the evolving demands and unique needs of shipowners and ship builders, we are committed to developing innovative equipment and systems, including energy-saving devices. The maritime R&D platform will be instrumental in the development, testing, and validation of our pipeline products, accelerating their market introduction. Installing these prototype equipment and systems on an actual ship to gather operational data can demonstrate their effectiveness to potential clients. It will also enable customers to experience the features and advantages of our new equipment and systems in operation, rather than through viewing diagrams or models.

We intend to reach out to ship brokers and dealers to study the historical and forecasted trading price of used bulk carriers and tankers and the market availability of the ship we desire. We believe we can execute the ship purchase quickly given the active trading market according to Frost & Sullivan. We plan to complete the purchase and put the maritime R&D platform into operation in 2025.

The feasibility to charter out the ship is favorable as the leasing market is highly market-driven, allowing the adjustment of rental prices to achieve the leasing objective. In addition, the ship needs to undergo periodic dry-docking for maintenance, during which we will take the opportunity to install and commission our products. Considering the ship equipped with environmental protection systems and equipment, for instance, ship exhaust gas cleaning systems, the lessee can use high-sulfur fuel, reducing operational costs and increasing market appeal. Furthermore, ship operation data can be automatically generated through the ship's logbook, and the captain can email this data to us daily for dynamic real-time monitoring of the ship's operational status, promoting stable operations without adding to the ship's operational burden, as evidenced by existing clients.

- Approximately 7.7%, or HK\$24.0 million, will be used for the development of prototype products such as the LFSS (for ammonia), optimization development of the carbon capture system and the waste heat recovery system. For further details of our pipeline products, see “Business — Pipeline products” in this prospectus.
- Approximately 4.1%, or HK\$12.8 million, will be used for the recruitment of and retaining around 13 new R&D staff holding at least a bachelor's degree in marine engineering, electrical engineering, environmental engineering or a relevant field. By attracting and retaining top talent, we aim to enhance our innovation capacity and drive forward our R&D projects. Currently, we plan to complete the recruitment of 13 new R&D staff by 2025 to accomplish the above business plans.
- Approximately 2.4%, or HK\$7.5 million, will be used for cooperative R&D with universities, enterprises, or R&D institutions in 2025 and 2026.

FUTURE PLANS AND USE OF PROCEEDS

- Approximately 15.0%, or HK\$46.8 million, will be used for potential mergers and acquisitions. We are particularly focused on the global market, with a keen interest in the European region, where we aim to acquire an advanced maritime environmental technology company focusing on marine clean-energy supply systems. This strategy is intended to position us at the forefront of environmental technology applications. Our commercial rationale and background for targeting acquisitions in the European region includes the following: (i) WTC is still in its start-up stage, its current technical and marketing team size and market influence are not sufficient to meet our development strategy and market layout in Europe; (ii) Europe has an early start in marine environmental technology, and has accumulated a number of companies with expertise in marine environmental technology and marine new energy supply systems. We hope to accelerate our technological development for future products by acquiring European marine environmental technology companies, and to provide European enterprises with high-quality, faster delivery and low cost marine environmental equipment; and (iii) by acquiring a European marine environmental technology company that has a track record in the local market, we can leverage its market reputation and customer base in Europe to speed up our market penetration in Europe.

Our selection criteria should prioritize companies which possess the technologies of marine hydrogen energy-related technology because it is a cutting-edge technology that requires significant time and cost to develop by ourselves, and acquiring it through mergers and acquisitions can expedite obtaining the technology. Additionally, the target should have a robust track record of innovation, and potential for synergistic integration with our existing maritime environmental protection equipment and systems, including having the ability to independently develop marine clean-energy supply systems, and meet one or more of the following criteria: (i) having a customer base of mainly European shipowners; (ii) having a business operation record of more than three years; (iii) having an average annual revenue of more than EUR10 million; (iv) having 20 to 30 staff; and (v) having a valuation between EUR10-15 million and considering the valuation of WTC we acquired previously, which focused solely on certain technology and was a new setup, we are now considering acquiring a more advanced company with more advanced technology and a larger scale staff. Our Directors believe we would be able to acquire a business or a target with more advanced technology and a larger scale with the aforementioned valuation. We plan to invest EUR6–8 million to acquire a majority stake in the target company to collaborate with its shareholders to explore and implement the new technology. Our goal is to eventually hold a controlling interest in the target company. Accordingly, we plan to fund part of the potential acquisitions with the proceeds from the Global Offering, while financing the shortfall through internally generated cash from business operations or external financing. According to Frost & Sullivan, there are around 20–30 available targets in the Europe which possess clean energy system technology or product development capabilities. As of the Latest Practicable Date, we had not identified any potential target.

FUTURE PLANS AND USE OF PROCEEDS

- Approximately 15.0%, or HK\$46.8 million, will be used for leasing a production facility in Mainland China or Southeast Asia, with the location to be determined by 2025 following an extensive research. The production facility will be mainly used to manufacture our existing and future products under our marine energy-saving devices, marine clean-energy supply systems and maritime services, addressing the consistently high utilization rate at our production facility in Nantong as well as the potential launch of our new equipment and systems.

As of the date of this prospectus, we were conducting research on the desirable locations of the production facility and had prepared a preliminary research report principally focusing on, among others, the suitability of the location in the target regions, the availability of the local talents, the maturity of the infrastructure. Based on our past experience and the labor and resources required to produce our existing and future products under our marine energy-saving devices, marine clean-energy supply systems and maritime services and the preliminary research report, we plan to recruit around 60-70 new staff based in the new facility, including management personnel, engineers, quality control personnel, finance and administration personnel and operational workers.

- Based on the preliminary research report, we selected Batam Island Free Trade Zone in Indonesia and Zhejiang Anji Industrial Park in Mainland China as potential locations for our new production facility or lease a new production facility near our production facility in Nantong. The selection criteria for the location include a stable political and trade environment, supportive policies, convenient transportation, competitive labor and energy costs, rich resources of competent personnel, a well-established supply chain, and easy access to ports.

During each year or period of the Track Record Period, the proportion of our overseas revenue was consistently around 80%. Establishing or leasing production facilities both domestically and internationally allows us to produce, transport, and install products closer to the locations of our customers and the installation sites of our products, which helps further control costs.

FUTURE PLANS AND USE OF PROCEEDS

Based on the preliminary research report, the reasons and advantages for leasing a production facility in Batam Island Free Trade Zone are as follows: In 2021, 2022 and 2023 and the six months ended June 30, 2024, our overseas revenue derived from customers from Asia (outside mainland China) accounted for 50.9%, 57.4%, 77.3% and 41.3% of the total revenue. We have established subsidiaries and service center in Singapore, such as ContiOcean Singapore and CTL, to engage in the sales and marketing of our key products. We also have several major customers in Singapore, which is an international shipping hub and the headquarters of various shipping companies. Singapore will be a key area for our future business development. Therefore, if we lease a production facility in Batam Island Free Trade Zone, it will fully leverage the radiating effect of Singapore's shipping hub, and combine the local geographical, cost, and industrial policy advantages of Southeast Asia to create a competitive edge, which will help us to expand our business in Southeast Asia. Enterprises within the Batam Island Free Trade Zone are exempt from all customs duties and value-added tax, significantly reducing operating costs and enhancing competitiveness. Furthermore, Batam Island has multiple international ports and airports, allowing enterprises to transport products globally through these ports and airports.

In addition, we will also purchase or lease manufacturing and warehousing logistics equipment, and acquire information technology software and hardware for the production facility.

- Approximately 10.0%, or HK\$31.2 million, will be used for establishing new service centers and upgrading existing service centers.
 - Approximately 8.0%, or HK\$25.0 million, will be used for establishing four service centers internationally, including the cities in Asia, Europe and the Middle East, with a timeline to establish four service centers in each of 2025 and 2026. We aim to select shipping center regions or cities around the world to establish new service centers and service ports, which will enhance our marketing and after-sales services. We will prioritize well-known shipping center regions and cities for the service centers, to capitalize on the high concentration of maritime traffic, ensuring maximum visibility and accessibility to a large customer base. Based on our past experience and the labor and resources required for our service center in Singapore and taking into account that the larger scale of future service centers than the one in Singapore, we plan to recruit around 22 new staff based in the four service centers.

Despite having a service contractor to cover global service network, there are needs for setting up service centers overseas, including (i) while the service contractor is unable to resolve issues independently, our own engineers can both diagnose and fix problems directly; (ii) our service centers can also serve as hubs for market promotion and customer visits, enhancing our marketing efforts by using our own employees who understand our products better than the service contractor; (iii) we can establish exhibition booths at our service centers to showcase our products, thereby increasing visibility and potential sales.

FUTURE PLANS AND USE OF PROCEEDS

We conducted a cost-benefit analysis for Shanghai and Singapore service centers. The cost of Singapore service center included marketing expenses, staff cost, office expenses, rental fees, business entertainment expenses, travelling and communication expenses, vehicle fees, among others. For Shanghai service center, as it is in our headquarters, we did not include cost or expenses which could not be identified and allocated to the service center except for salaries and bonuses related to sales and after-sales activities, marketing expenses, business entertainment expenses, travelling and communication expenses, among others. The cost-benefit analysis indicates that establishing service centers in Singapore and Shanghai has generated benefits of timely and efficient customer service, cultural and communication familiarity, cost reduction and cultural diversification which significantly outweigh its associated costs. Our revenue from customers located overseas increased from 2021 to 2023, and we anticipate collaborating with more customers located overseas in the future. Key considerations of setting up service centers internationally includes the following:

Timely and efficient customer service: By providing after-sales services to existing customers or pre-sales services to potential customers more promptly and efficiently, our engineers (as opposed to engineers from the service contractor) who have an in-depth understanding of our products and services can resolve issues on-site. This enhances customer satisfaction.

Cultural and communication familiarity: Local employees are more familiar with the culture, habits, and communication styles of local customers or potential customers. This familiarity aids us in expanding our customer base.

Showcasing products and services: Through the service center show rooms, potential customers can gain a direct understanding of all our products and services, thereby increasing their willingness to purchase new products and enhancing our brand image.

Cost reduction and cultural diversification: Setting up service centers can reduce costs of providing pre-sales and after-sales services costs locally and foster a more diverse corporate culture. This aligns with our international positioning and can attract more talent to join us.

- Approximately 2.0%, or HK\$6.2 million, will be used for upgrading our service centers, including recruiting more staff and relocating to new premises with similar size to accommodate showrooms to showcase our product models, with a timeline to complete by 2026. From 2021 to 2023 and from the six months ended June 30, 2023 to the same period in 2024, the revenue generated from the completed orders contributed by Shanghai and Singapore service centers gradually increased.
- Approximately 10.0%, or HK\$31.2 million, will be used for working capital and other general corporate purposes.

FUTURE PLANS AND USE OF PROCEEDS

The above allocation of the net proceeds from the Global Offering will be adjusted on a pro rata basis in the event that the Offer Price is fixed at a higher or lower level compared to the mid-point of the indicative Offer Price range stated in this prospectus.

To the extent that the net proceeds from the Global Offering are not immediately used for the purposes described above and to the extent permitted by the relevant laws and regulations, they will only be placed in short-term interest-bearing accounts at licensed commercial banks and/or other authorized financial institutions (as defined under the SFO or other applicable laws and regulations in other relevant jurisdictions).

We will issue an appropriate announcement if there is any material change to the above proposed use of proceeds.

UNDERWRITING

HONG KONG UNDERWRITERS

CLSA Limited
China Galaxy International Securities (Hong Kong) Co., Limited
BNP Paribas Securities (Asia) Limited
BOCI Asia Limited
CCB International Capital Limited
CEB International Capital Corporation Limited
China Everbright Securities (HK) Limited
China Sunrise Securities (International) Limited
Fortune Origin Securities Limited
Futu Securities International (Hong Kong) Limited
ICBC International Securities Limited
Lego Securities Limited
Livermore Holdings Limited
Quam Securities Limited
SPDB International Capital Limited
Tiger Brokers (HK) Global Limited
TradeGo Markets Limited

UNDERWRITING ARRANGEMENTS AND EXPENSES

Hong Kong Public Offering

Hong Kong Underwriting Agreement

Pursuant to the Hong Kong Underwriting Agreement, our Company has agreed to offer the Hong Kong Offer Shares for subscription by the public in Hong Kong on and subject to the terms and conditions of the Hong Kong Underwriting Agreement and this prospectus.

Subject to (a) the Stock Exchange granting approval for the listing of, and permission to deal in, our H Shares in issue and to be issued pursuant to the Global Offering on the Main Board as mentioned in this prospectus (including any additional H Shares which may be allotted and issued pursuant to the exercise of the share options granted under the Pre-IPO Share Option Scheme) and such approval not having been withdrawn; and (b) certain other conditions set out in the Hong Kong Underwriting Agreement (including, among others, the Joint Representatives (for themselves and on behalf of the Underwriters) and the Company, agreeing upon the Offer Price), the Hong Kong Underwriters have agreed, severally but not jointly, to subscribe, or procure subscribers to subscribe, for the Hong Kong Offer Shares which are being offered but are not taken up under the Hong Kong Public Offering on the terms and subject to the conditions set out in this prospectus and the Hong Kong Underwriting Agreement.

The Hong Kong Underwriting Agreement is conditional on and subject to, among other things, the International Underwriting Agreement having been executed and becoming unconditional and not having been terminated in accordance with its terms.

UNDERWRITING

Grounds for Termination

The obligations of the Hong Kong Underwriters to subscribe or procure subscribers for the Hong Kong Offer Shares under the Hong Kong Underwriting Agreement are subject to termination by written notice from the Joint Sponsors and the Joint Representatives (for themselves and on behalf of the Hong Kong Underwriters), at any time prior to 8:00 a.m. on the Listing Date if:

- (1) there develops, occurs, exists or comes into effect:
 - (a) any local, national, regional, or international event or circumstance in the nature of force majeure (including, without limitation, any acts of government, declaration of a national or international emergency or war, calamity, crisis, epidemic, pandemic, outbreak of infectious disease (including contagious coronavirus (COVID-19), SARS, swine or avian flu, H5N1, H1N1, H7N9 or such related/mutated forms), economic sanctions, strikes, lock-outs, fire, explosion, flooding, earthquake, volcanic eruption, civil commotion, riots, public disorder, acts of war, outbreak or escalation of hostilities (whether or not war is declared), acts of God or acts of terrorism (whether or not responsibility has been claimed) in or affecting Hong Kong, the PRC, Singapore, Portugal, Norway, the United States, the United Kingdom, any member of the European Union or any other jurisdiction relevant to any member of our Group or the Global Offering (collectively, the “**Relevant Jurisdictions**” and each, a “**Relevant Jurisdiction**”); or
 - (b) any change or any development involving a prospective change or development in (whether or not permanent), or any event or circumstance or series of events resulting or likely to result in any change or development, or a prospective change or development, in any local, national, regional or international financial, political, military, industrial, fiscal, economic, regulatory, currency, credit, currency or market conditions, or exchange control or any monetary or trading settlement system or other financial markets (including, but not limited to, a change in the conditions in stock and bond markets, money and foreign exchange markets, the interbank markets and credit markets or a change in the system under which the value of the Hong Kong dollar is linked to the U.S. dollar or Renminbi is linked to any foreign currency or currencies) in or affecting any of the Relevant Jurisdictions; or
 - (c) any moratorium, suspension, limitation or restriction (including, without limitation, any imposition of or requirement for any minimum or maximum price limit or price range) in or on trading in securities generally on the Stock Exchange, the NEEQ, the London Stock Exchange, the Shanghai Stock Exchange, the Shenzhen Stock Exchange, the New York Stock Exchange, or in the NASDAQ Global Market; or
 - (d) any general moratorium on commercial banking activities in or affecting Hong Kong (imposed by the Financial Secretary or the Hong Kong Monetary Authority or other competent Authority), New York (imposed at the U.S. Federal or New York State level or by other competent Authority), London or any other Relevant Jurisdictions (declared by the relevant authorities), or any disruption in commercial banking or foreign exchange trading or securities settlement or clearance services, procedures or matters in or affecting any of the Relevant Jurisdictions; or

UNDERWRITING

- (e) any new law, or any change or any development involving a prospective change or any event or circumstance likely to result in a change or a development involving a prospective change in, or in the interpretation or application by any court or other competent authorities of, existing laws, in each case, in or affecting any Relevant Jurisdiction; or
- (f) any imposition of economic sanctions, or the withdrawal of trading privileges, in respect of any jurisdiction relevant to the business operations of our Group, in whatever form, directly and indirectly, by, or for, any Relevant Jurisdictions; or
- (g) any change or development involving a prospective change in or affecting taxation or exchange control, currency exchange rates or foreign investment regulations (including, without limitation, a material devaluation of the U.S. dollar, Euro, Hong Kong dollar or the Renminbi against any foreign currencies), or the implementation of any exchange control, in any of the Relevant Jurisdictions; or
- (h) any litigation, legal action (except for any investigation or other action as stipulated in (i) below) or claim being threatened or instigated against any member of our Group or any Director or Supervisor; or
- (i) an authority in any Relevant Jurisdiction commencing any investigation or other action, or announcing an intention to investigate or take other action, against any member of our Group or any Director or Supervisor; or
- (j) any Director, Supervisor or senior management member of our Company as named in this prospectus being charged with or found guilty of an indictable offense or prohibited by operation of law or otherwise disqualified from taking part in the management of a company or taking directorship of a company; or
- (k) any Director, or president or financial controller of our Company vacating his or her office; or
- (l) save as disclosed in this prospectus, any contravention by any member of our Group or any Director or Supervisor of any applicable laws (including, without limitation, the Listing Rules or the Companies (Winding Up and Miscellaneous Provisions) Ordinance); or
- (m) a prohibition by any competent authority on our Company for whatever reason from offering, allotting, issuing, selling the Offer Shares (including any additional H Shares that may be issued pursuant to the exercise of the share options granted under the Pre-IPO Share Option Scheme) pursuant to the terms of the Global Offering; or
- (n) any change or development involving a prospective change which has the effect of materialization of, any of the risks set out in the section headed “Risk Factors” in this prospectus; or

UNDERWRITING

- (o) non-compliance of this prospectus, the CSRC filings (or any other documents used in connection with the contemplated offer, subscription and sale of the Offer Shares) or any aspect of the Global Offering with the Listing Rules, CSRC Rules (as defined in the Hong Kong Underwriting Agreement) or any other applicable laws; or
- (p) any breach or any event or circumstance rendering untrue or incorrect in any respect, any of the warranties; or
- (q) the issue or requirement to issue by our Company of any supplement or amendment to this prospectus, (or to any other documents in connection with the contemplated offer, subscription and sale of the Offer Shares) pursuant to the Companies (Winding Up and Miscellaneous Provisions) Ordinance or the Listing Rules or any requirement or request of the Stock Exchange, the SFC and/or the CSRC, unless such supplemental or amendment has been issued with the prior written consent of the Joint Sponsors and the Joint Representatives; or
- (r) an order or a petition is presented for the winding up or liquidation of any member of our Group or any member of our Group makes any composition, compromise or arrangement with its creditors or enters into a scheme of arrangement or any resolution is passed for the winding-up of any member of our Group or a provisional liquidator, receiver or manager is appointed over all or part of the assets or undertaking of any member of our Group or anything analogous thereto occurs in respect of any member of our Group; or
- (s) a valid demand by any creditor for repayment or payment of any indebtedness of any member of our Group or in respect of which any member of our Group is liable prior to its stated maturity,

which, individually or in the aggregate, in the sole and absolute opinion of the Joint Sponsors and the Joint Representatives (for themselves and on behalf of the Hong Kong Underwriters),

- (A) has or will have or is likely to have a material adverse effect or change, or any development involving a prospective material adverse effect or change, in or affecting the assets, liabilities, business, general affairs, management, prospects, shareholders' equity, revenue, profits, losses, results of operations, position or condition, financial or otherwise, or performance of our Group, taken as a whole; or
- (B) has or will have or is likely to have a material adverse effect on the success of the Global Offering or the level of applications under the Hong Kong Public Offering or the level of interest under the International Offering; or
- (C) makes or will make or is likely to make it inadvisable or inexpedient or impracticable for the Global Offering to proceed or to be performed or implemented as envisaged or to market the Global Offering, or to deliver the Offer Shares on the terms and in the manner contemplated by this prospectus, the formal notice, the preliminary offering circular or the final offering circular; or

UNDERWRITING

- (D) has or will have or is likely to have the effect of (i) making any part of the Hong Kong Underwriting Agreement (including underwriting) incapable of performance in accordance with its terms or (ii) preventing or delaying the processing of applications and/or payments pursuant to the Global Offering or pursuant to the underwriting thereof; or
- (2) there has come to the notice of the Joint Sponsors and the Joint Representatives as at or after the date of the Hong Kong Underwriting Agreement:
- (a) that any statement contained in any of the Offering Documents, the Operative Documents, the PHIP (as defined in the Hong Kong Underwriting Agreement) and/or in any notices, announcements, advertisements, communications or other documents issued or used by or on behalf of our Company in connection with the Hong Kong Public Offering (including any supplement or amendment thereto) (collectively, the “**Offer Related Documents**”) was, when it was issued, or has become, untrue, incorrect, inaccurate, incomplete or misleading or deceptive in any respect, or that any forecast, estimate, expression of opinion, intention or expectation expressed or contained in any of the Offer Related Documents is not fair and honest, not made on reasonable grounds or, where appropriate, not based on reasonable assumptions with reference to the facts and circumstances then subsisting; or
 - (b) that any matter has arisen or has been discovered which would, had it arisen or been discovered immediately before the date of this prospectus, constitute a material omission or misstatement from any of the Offer Related Documents; or
 - (c) a prohibition by a relevant authority on the Company for whatever reason from allotting or issuing the H Shares (including the H Shares which may be allotted and issued pursuant to the exercise of the share options granted under the Pre-IPO Share Option Scheme) pursuant to the terms of the Global Offering; or
 - (d) that any breach of the obligations or undertakings imposed upon any party to, the Hong Kong Underwriting Agreement or the International Underwriting Agreement (other than upon any of the Joint Representatives, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Capital Market Intermediaries, the Joint Sponsors, Hong Kong Underwriters or the International Underwriters); or
 - (e) any event, act or omission which gives rise to or is likely to give rise to any liability of our Company or any of the Controlling Shareholders under the Hong Kong Underwriting Agreement; or
 - (f) that there is any material adverse effect or change, or any development involving a prospective material adverse effect or change, in or affecting the assets, liabilities, business, general affairs, management, prospects, shareholders’ equity, revenue, profits, losses, results of operations, position or condition, financial or otherwise, or performance of our Group, taken as a whole; or

UNDERWRITING

- (g) that the approval of the Stock Exchange of the listing of, and permission to deal in, the H Shares in issue and to be issued pursuant to the Global Offering (including any additional H Shares that may be issued pursuant to the exercise of the share options granted under the Pre-IPO Share Option Scheme) is refused or not granted, other than subject to customary conditions, on or before the Listing Date, or if granted, the approval is subsequently withdrawn, canceled, qualified (other than by customary conditions), revoked or withheld; or
- (h) that the approval by CSRC for the issue and listing of the H Shares of our Company on the Stock Exchange is withdrawn, qualified or withheld; or
- (i) that our Company withdraws any of this prospectus, the formal notice or the Global Offering; or
- (j) any of the experts specified in this prospectus (other than the Joint Sponsors) has withdrawn its respective consent to the issue of this prospectus with the inclusion of its reports, letters and/or legal opinions (as the case may be) and references to its name included in the form and context in which it respectively appears; or
- (k) the orders or investment commitments by any placee or cornerstone investor after signing of agreement with such cornerstone investor, have been withdrawn, terminated or canceled; or
- (l) that there is a breach of, or any matter circumstance or event rendering any of the warranties given by our Company or any of the Controlling Shareholders in the Hong Kong Underwriting Agreement is (or might when repeated be) being untrue or misleading or inaccurate; or
- (m) a material portion of the orders in the book-building process have been withdrawn, terminated or canceled,

then the Joint Sponsors and the Joint Representatives (for themselves and on behalf of the Hong Kong Underwriters), shall be entitled, in their sole and absolute discretion, by giving a written notice to our Company and our Controlling Shareholders, to terminate the Hong Kong Underwriting Agreement with immediate effect if prior to 8:00 a.m. on the Listing Date.

UNDERWRITING

Undertakings to the Stock Exchange Pursuant to the Listing Rules

Undertakings by our Controlling Shareholders

By virtue of Rule 10.07 of the Listing Rules, each of our Controlling Shareholders has undertaken to the Stock Exchange and to our Company that, except pursuant to the Global Offering, it/he will not and will procure that the relevant registered holder(s) (if any) of our H Shares will not:

- (i) in the period commencing from the date by reference to which disclosure of its/his shareholdings in our Company is made in this prospectus and ending on the date which is six months from the Listing Date (the “**First Six-Month Period**”), either directly or indirectly, dispose of, nor enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of, any of the H Shares or securities of the Company in respect of which they are shown to be the beneficial owner in this prospectus (the “**Relevant Shares**”); and
- (ii) in the period of six months commencing from the expiry of the First Six-Month Period, either directly or indirectly, dispose of, nor enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of, any of the Relevant Shares to such extent that, immediately following such disposal, or upon the exercise or enforcement of such options, rights, interests or encumbrances, they will cease to be a group of controlling shareholders (as defined in the Listing Rules) of our Company.

Pursuant to Note 3 to Rule 10.07(2) of the Listing Rules, each of our Controlling Shareholders has undertaken to the Stock Exchange and to our Company that within the period commencing from the date by reference to which disclosure of their shareholdings in our Company is made in this prospectus and ending on the date which is 12 months from the Listing Date, it will:

- (i) when it pledges or charges any Relevant Shares in favor of an authorized institution (as defined in the Banking Ordinance (Chapter 155 of the Laws of Hong Kong)) pursuant to Note 2 to Rule 10.07(2) of the Listing Rules, immediately inform our Company in writing of such pledge or charge together with the number of Relevant Shares so pledged or charged; and
- (ii) when it receives indications, either verbal or written, from the pledgee or chargee of any H Shares that any of the pledged or charged Relevant Shares will be disposed of, immediately inform our Company in writing of such indications.

Our Company will inform the Stock Exchange as soon as we have been informed of matters referred in above by any of our Controlling Shareholders and disclose such matters by way of announcement pursuant to the requirements under the Listing Rules as soon as possible.

UNDERWRITING

Undertakings pursuant to the Hong Kong Underwriting Agreement

(A) Undertakings by our Company

Our Company has undertaken to each of the Joint Sponsors, the Joint Representatives, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Hong Kong Underwriters and the Capital Market Intermediaries, that except for the offer, allotment, issue and sale of the Offer Shares pursuant to the Global Offering and the issue and allotment of Shares pursuant to the exercise of the share options granted under the Pre-IPO Share Option Scheme, at any time after the date of the Hong Kong Underwriting Agreement up to and including the date falling the First Six-Month Period, our Company will not, without the prior written consent of the Joint Sponsors and the Joint Representatives (for themselves and on behalf of the Hong Kong Underwriters) and unless in compliance with the requirements of the Listing Rules:

- (i) offer, allot, issue, sell, accept subscription for, offer to allot, issue or sell, contract or agree to allot, issue or sell, mortgage, charge, pledge, hypothecate, lend, grant or sell any option, warrant, contract or right to subscribe for or purchase, grant or purchase any option, warrant, contract or right to allot, issue or sell, make any short sell or otherwise transfer or dispose of or create an encumbrance over, or agree to transfer or dispose of or create an encumbrance over, either directly or indirectly, conditionally or unconditionally, any H Shares or other equity securities of our Company, or any interest in any of the foregoing (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any H Shares or other equity securities of our Company, as applicable, or any interest in any of the foregoing), or deposit any H Shares or other equity securities of our Company, with a depository in connection with the issue of depository receipts; or
- (ii) enter into any swap, derivative or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership (legal or beneficial) of any H Shares or other securities of our Company, or any interest in any of the foregoing (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any H Shares or other equity securities of our Company, or any interest in any of the foregoing); or
- (iii) enter into any transaction with the same economic effect as any transaction specified in (i) or (ii) above; or
- (iv) offer to or agree to or announce any intention to enter into any transaction specified in (i), (ii) or (iii) above,

in each case, whether any of the transactions specified in (i), (ii) or (iii) above is to be settled by delivery of H Shares or other equity securities of our Company, or in cash or otherwise (whether or not the issue of such H Shares or other equity securities of our Company will be completed within the First Six-month Period).

UNDERWRITING

Our Company has further agreed that, in the event our Company is allowed to enter into any of the transactions described in paragraph (i), (ii) or (iii) above or offers to or agrees to or announces any intention to enter into any such transaction during the period of six months commencing on the date on which the First Six Month Period expires (the “**Second Six Month Period**”), we will take all reasonable steps to ensure that such an issue or disposal will not, and no other act of our Company will, create a disorderly or false market in the securities of our Company.

Our Controlling Shareholders have jointly and severally undertaken to each of the Joint Sponsors, the Joint Representatives, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Capital Market Intermediaries, the Hong Kong Underwriters that it/he shall procure our Company to comply with the above undertakings.

Our Company has agreed and undertaken to each of the Joint Sponsors, the Joint Representatives, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Capital Market Intermediaries and the Hong Kong Underwriters that we will, and the Controlling Shareholders undertake to procure that our Company will, comply with the minimum public float requirements specified in the Listing Rules or any waiver granted and not revoked by the Stock Exchange (the “**Minimum Public Float Requirement**”), and we will not effect any purchase of the H Shares, or agree to do so, which may reduce the holdings of the H Shares held by the public (as defined in Rule 8.24 of the Listing Rules) to breach the Minimum Public Float Requirement without first having obtained the prior written consent of the Joint Sponsors and the Joint Representatives (for themselves and on behalf of the Hong Kong Underwriters).

(B) Undertakings by our Controlling Shareholders

Each of our Controlling Shareholders has jointly and severally agreed and undertaken to each of the Company, the Joint Sponsors, the Joint Representatives, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Hong Kong Underwriters and the Capital Market Intermediaries that, except as pursuant to the Global Offering and the share options granted under the Pre-IPO Share Option Scheme and the issue of the H Shares thereof, without the prior written consent of the Joint Sponsors and the Joint Representatives (for themselves and on behalf of the Hong Kong Underwriters) and unless in compliance with the requirements of the Listing Rules:

- (i) it/he will not, at any time during the First Six-Month Period, (a) sell, offer to sell, contract or agree to sell, assign, mortgage, charge, pledge, hypothecate, hedge, lend, grant or sell any option, warrant, contract or right to purchase, grant or purchase any option, warrant, contract or right to sell, make short sell or otherwise transfer or dispose of or create an encumbrance over, or agree to transfer or dispose of or create an encumbrance over, either directly or indirectly, conditionally or unconditionally, any Shares or other securities of our Company or any interest therein (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any Shares or any such other securities of our Company, as applicable), or deposit any Shares or other securities of our Company with a depositary in connection with the issue of depositary receipts, or (b) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of any Shares or other securities of our Company or any interest therein (including, without limitation, any securities convertible into or exchangeable or exercisable

UNDERWRITING

for or that represent the right to receive, or any warrants or other rights to purchase, any Shares or any such other securities, as applicable), or (c) enter into any transaction with the same economic effect as any transaction specified in (a) or (b) above, or (d) offer to or agree to or announce any intention to enter into any transaction specified in (a), (b) or (c) above, in each case, whether any of the transactions specified in (a), (b) or (c) above is to be settled by delivery of Shares or other securities of our Company or in cash or otherwise (whether or not the settlement or delivery of such Shares or other securities will be completed within the First Six-Month Period);

- (ii) it/he will not, during the Second Six-Month Period, enter into any of the transactions specified in (a), (b), (c) or (d) above or offer to or agree to or announce any intention to enter into any such transaction if, immediately following any sale, transfer or disposal or upon the exercise or enforcement of any option, right, interest or encumbrance pursuant to such transaction, it/he will cease to be, whether individually or collectively with the other Controlling Shareholders, a “Controlling Shareholder” (as defined in the Listing Rules) of our Company; and
- (iii) until the expiry of the Second Six-Month Period, in the event that it/he enters into any of the transactions specified in (a), (b), (c) or (d) above or offers to or agrees to or announces any intention to enter into any such transaction, it/he will take all reasonable steps to ensure that it/he will not create a disorderly or false market in the securities of our Company,

provided that, subject to strict compliance with any requirements of applicable laws (including, without limitation and for the avoidance of doubt, the requirements of the Stock Exchange or of the SFC or of any other relevant authority), nothing in the undertakings above shall prevent any of our Controlling Shareholders from (i) purchasing additional H Shares or other securities of our Company in accordance with the Listing Rules and disposing of such additional H Shares or other securities of our Company; (ii) using the H Shares or other securities of our Company or any interest therein beneficially owned by it as security (including without limitation a charge or a pledge) in favor of an authorized institution (as defined in the Banking Ordinance (Chapter 155 of the Laws of Hong Kong)) for a bona fide commercial loan, provided that (a) the relevant Controlling Shareholder will immediately inform our Company, the Joint Representatives, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Capital Market Intermediaries, the Hong Kong Underwriters and the Joint Sponsors in writing of such pledge or charge together with the number of Shares or other securities of our Company so pledged or charged if and when it/he/she or the relevant registered holder(s) pledges or charges any Shares or other securities of our Company beneficially owned by it/him, and (b) when the relevant Controlling Shareholder receives indications, either verbal or written, from the pledgee or charge of any Shares that any of the pledged or charged Shares or other securities of our Company will be disposed of, it/he/she will immediately inform our Company and the Joint Representatives of such indications.

UNDERWRITING

We have agreed and undertaken to the Joint Representatives, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Capital Market Intermediaries, the Hong Kong Underwriters and the Joint Sponsors that upon receiving such information in writing from the Controlling Shareholders, it will, as soon as practicable and if required pursuant to the Listing Rules, the SFO and/or any other applicable Law, notify the Stock Exchange and/or other relevant governmental authorities, and make a public disclosure in relation to such information by way of an announcement.

Indemnity

We and our Controlling Shareholders have agreed to indemnify, among others, the Joint Sponsors, the Joint Representatives, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Hong Kong Underwriters and the Capital Market Intermediaries for certain losses which they may suffer, including, among others, losses arising from the performance of their obligations under the Hong Kong Underwriting Agreement and any breach by our Company and our Controlling Shareholders of the Hong Kong Underwriting Agreement.

The International Offering

International Underwriting Agreement

In connection with the International Offering, it is expected that our Company and our Controlling Shareholders will enter into the International Underwriting Agreement with the Joint Sponsors, the Joint Representatives and the International Underwriters. Under the International Underwriting Agreement, subject to the conditions set forth therein, the International Underwriters would severally and not jointly agree to purchase, or procure purchasers to purchase, the Offer Shares being offered pursuant to the International Offering (subject to, among others, any reallocation between the International Offering and the Hong Kong Public Offering). It is expected that the International Underwriting Agreement may be terminated on similar grounds as the Hong Kong Underwriting Agreement. Potential investors are reminded that in the event that the International Underwriting Agreement is not entered into, or is terminated, the Global Offering will not proceed.

It is expected that each of our Controlling Shareholders will undertake to the International Underwriters not to dispose of, or enter into any agreement to dispose of, or otherwise create any options, rights, interest or encumbrances in respect of any of the H Shares held by it in our Company for a period similar to such undertakings given by them pursuant to the Hong Kong Underwriting Agreement, which is described in “— Underwriting Arrangements and Expenses — Undertakings pursuant to the Hong Kong Underwriting Agreement — (B) Undertakings by our Controlling Shareholders” above.

UNDERWRITING

Commission and Expenses

Our Company will pay an underwriting commission of 2.5% of the aggregate Offer Price of all the Offer Shares (the “**Fixed Fees**”). Our Company may also in our sole and absolute discretion pay any one or all of the Underwriters an additional incentive fee in aggregate of up to 1.0% of the aggregate Offer Price for all of the Offer Shares (the “**Discretionary Fees**”). The ratio of the Fixed Fees and Discretionary Fees payable is therefore approximately 71.4%:28.6% (on the basis that the Discretionary Fees will be fully paid). For any unsubscribed Hong Kong Offer Shares reallocated to the International Offering, we will pay an underwriting commission at the rate applicable to the International Offering and such commission will be paid to the relevant International Underwriters and not the Hong Kong Underwriters.

The aggregate commissions and fees, together with Stock Exchange listing fees, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565%, AFRC transaction levy of 0.00015%, legal and other professional fees and printing and all other expenses payable by us relating to the Global Offering are currently estimated to amount in aggregate to approximately HK\$46.0 million (assuming an Offer Price of HK\$35.8 per Offer Share, being the mid-point of the indicative Offering Price range stated in this prospectus).

INDEPENDENCE OF THE JOINT SPONSORS

The Joint Sponsors satisfy the independence criteria applicable to sponsor set out in Rule 3A.07 of the Listing Rules.

UNDERWRITERS' INTERESTS IN OUR COMPANY

Save for the obligations under the Hong Kong Underwriting Agreement and the International Underwriting Agreement and as disclosed in this prospectus, as at the Latest Practicable Date, none of the Underwriters has any shareholding or beneficial interests in any member of our Group nor has any right or option (whether legally enforceable or not) to subscribe for or purchase or to nominate persons to subscribe for or purchase securities in any member of our Group nor any interest in the Global Offering.

Following the completion of the Global Offering, the Joint Representatives and the Hong Kong Underwriters and their affiliated companies may hold a certain portion of the H Shares as a result of fulfilling their obligations under the Hong Kong Underwriting Agreement.

UNDERWRITING

ACTIVITIES BY SYNDICATE MEMBERS

The underwriters of the Hong Kong Public Offering and the International Offering (together, the “**Syndicate Members**”) and their affiliates may each individually undertake a variety of activities (as further described below) which do not form part of the underwriting process.

The Syndicate Members and their affiliates are diversified financial institutions with relationships in countries around the world. These entities engage in a wide range of commercial and investment banking, brokerage, funds management, trading, hedging, investing and other activities for their own account and for the account of others. In the ordinary course of their various business activities, the Syndicate Members and their respective affiliates may purchase, sell or hold a broad array of investments and actively trade securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments for their own account and for the accounts of their customers. Such investment and trading activities may involve or relate to assets, securities and/or instruments our Company and/or persons and entities with relationships with our Company and may also include swaps and other financial instruments entered into for hedging purposes in connection with our Group’s loans and other debt.

In relation to issues by Syndicate Members or their affiliates of any listed securities having the H Shares as their underlying securities, whether on the Stock Exchange or on any other stock exchange, the rules of the exchange may require the issuer of those securities (or one of its affiliates or agents) to act as a market maker or liquidity provider in the security, and this will also result in hedging activity in the H Shares in most cases.

Such activities may affect the market price or value of our H Shares, the liquidity or trading volume in our H Shares and the volatility of the price of our H Shares, and the extent to which this occurs from day to day cannot be estimated.

It should be noted that when engaging in any of these activities, the Syndicate Members will be subject to certain restrictions, including the following:

- (a) the Syndicate Members must not, in connection with the distribution of the Offer Shares, effect any transactions (including issuing or entering into any option or other derivative transactions relating to the Offer Shares), whether in the open market or otherwise, with a view to stabilizing or maintaining the market price of any of the Offer Shares at levels other than those which might otherwise prevail in the open market; and
- (b) the Syndicate Members must comply with all applicable laws and regulations, including the market misconduct provisions of the SFO, including the provisions prohibiting insider dealing, false trading, price rigging and stock market manipulation.

Certain of the Syndicate Members or their respective affiliates have provided from time to time, and expect to provide in the future, investment banking and other services to our Company and our affiliates for which such Syndicate Members or their respective affiliates have received or will receive customary fees and commissions.

STRUCTURE OF THE GLOBAL OFFERING

THE GLOBAL OFFERING

This prospectus is published in connection with the Hong Kong Public Offering as part of the Global Offering. The Global Offering comprises:

- (a) the Hong Kong Public Offering of initially 1,000,000 H Shares (subject to reallocation) in Hong Kong, as described in “— The Hong Kong Public Offering” below; and
- (b) the International Offering of initially 9,000,000 H Shares (subject to reallocation) outside the United States in offshore transactions in reliance on Regulation S, as described in “— The International Offering” below.

The 10,000,000 H Shares initially being offered in the Global Offering will represent 25% of the total number of issued Shares immediately after completion of the Global Offering, assuming that the share options granted under the Pre-IPO Share Option Scheme are not exercised. The underwriting arrangements, and the respective Underwriting Agreements, are summarized in “Underwriting” in this prospectus.

Investors may apply for Hong Kong Offer Shares under the Hong Kong Public Offering, or, if qualified to do so, apply for or indicate an interest in International Offer Shares under the International Offering, but may not do both.

References in this prospectus to applications, application monies or the procedure for application relate solely to the Hong Kong Public Offering.

THE HONG KONG PUBLIC OFFERING

Number of Shares Initially Offered

We are initially offering 1,000,000 Hong Kong Offer Shares, representing 10% of the total number of Offer Shares initially available under the Global Offering, at the Offer Price for subscription by the public in Hong Kong. Subject to the reallocation of H Shares between (i) the International Offering; and (ii) the Hong Kong Public Offering, the Hong Kong Offer Shares will represent 2.5% of our Company’s enlarged issued share capital immediately after the completion of the Global Offering (assuming the share options granted under the Pre-IPO Share Option Scheme are not exercised).

The Hong Kong Public Offering is open to members of the public in Hong Kong as well as to institutional and professional investors. Professional investors generally include brokers, dealers and companies (including fund managers) whose ordinary business involves dealing in shares and other securities, and corporate entities which regularly invest in shares and other securities.

The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters on a several basis under the terms of the Hong Kong Underwriting Agreement and is subject to our Company and the Joint Representatives (for themselves and on behalf of the Underwriters) agreeing on the Offer Price. Completion of the Hong Kong Public Offering is subject to the conditions as set out in “— Conditions of the Global Offering” below.

STRUCTURE OF THE GLOBAL OFFERING

Allocation

Allocation of the Offer Shares to investors under the Hong Kong Public Offering will be based solely on the level of valid applications received under the Hong Kong Public Offering. The basis of allocation may vary, depending on the number of Hong Kong Offer Shares validly applied for by applicants. Such allocation could, where appropriate, consist of balloting, which would mean that some applicants may receive a higher allocation than others who have applied for the same number of Hong Kong Offer Shares, and those applicants who are not successful in the ballot may not receive any Hong Kong Offer Shares.

For allocation purposes only, the total number of the Offer Shares initially available under the Hong Kong Public Offering (after taking account of any reallocation in the number of Offer Shares allocated between the Hong Kong Public Offering and the International Offering referred to below) will be divided equally into two pools (with any odd lots being allocated to pool A): pool A and pool B. Pool A will comprise 500,000 Hong Kong Offer Shares and pool B will comprise 500,000 Hong Kong Offer Shares initially. Both of which are available on an equitable basis to successful applicants. All valid applications that have applied for Hong Kong Offer Shares with a total subscription price (excluding brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% payable) of HK\$5 million or below will fall into pool A. All valid applications that have applied for Hong Kong Offer Shares with a total subscription price (excluding brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% payable) of over HK\$5 million and up to the total value of pool B will fall into pool B.

For the purpose of this sub-section only, the “price” for Offer Shares means the price payable on application therefor (without regard to the Offer Price as finally determined).

Applicants should be aware that applications in Pool A and applications in Pool B may receive different allocation ratios. If Hong Kong Offer Shares in one (but not both) of the two pools are undersubscribed, the surplus Hong Kong Offer Shares will be transferred to the other pool to satisfy demand in that other pool and be allocated accordingly.

Applicants can only receive an allocation of Hong Kong Offer Shares from either Pool A or Pool B, but not from both pools. Multiple or suspected multiple applications and any application for more than 500,000 Hong Kong Offer Shares (being 50% of the 1,000,000 Offer Shares initially available under the Hong Kong Public Offering) will be rejected.

STRUCTURE OF THE GLOBAL OFFERING

Reallocation

The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering is subject to reallocation on the following basis:

- (a) where the International Offer Shares are fully subscribed or oversubscribed and:
 - (i) if the Hong Kong Offer Shares are undersubscribed, the Joint Representatives (for themselves and on behalf of the Underwriters) have the authority (but not the obligation) in their absolute discretion to reallocate all or any unsubscribed Hong Kong Offer Shares to the International Offering, in such proportions as the Joint Representatives deem appropriate to satisfy demand under the International Offering;
 - (ii) if the number of Offer Shares validly applied for under the Hong Kong Public Offering represents less than 15 times the number of the Offer Shares initially available for subscription under the Hong Kong Public Offering, then Offer Shares may be reallocated to the Hong Kong Public Offering from the International Offering in accordance with Chapter 4.14 of the Guide issued by the Stock Exchange, so that the number of the Offer Shares available under the Hong Kong Public Offering will be increased up to 2,000,000 Offer Shares, representing 20% of the number of the Offer Shares initially available under the Global Offering;
 - (iii) if the number of Offer Shares validly applied for under the Hong Kong Public Offering represents 15 times or more but less than 50 times the number of the Offer Shares initially available for subscription under the Hong Kong Public Offering, then Offer Shares will be reallocated to the Hong Kong Public Offering from the International Offering, so that the total number of the Offer Shares available under the Hong Kong Public Offering will be increased to 3,000,000 Offer Shares, representing 30% of the number of the Offer Shares initially available under the Global Offering;
 - (iv) if the number of Offer Shares validly applied for under the Hong Kong Public Offering represents 50 times or more but less than 100 times the number of the Offer Shares initially available for subscription under the Hong Kong Public Offering, then Offer Shares will be reallocated to the Hong Kong Public Offering from the International Offering, so that the number of the Offer Shares available under the Hong Kong Public Offering will be increased to 4,000,000 Offer Shares, representing 40% of the number of the Offer Shares initially available under the Global Offering; and
 - (v) if the number of Offer Shares validly applied for under the Hong Kong Public Offering represents 100 times or more the number of the Offer Shares initially available for subscription under the Hong Kong Public Offering, then Offer Shares will be reallocated to the Hong Kong Public Offering from the International Offering, so that the number of the Offer Shares available under the Hong Kong Public Offering will be increased to 5,000,000 Offer Shares, representing 50% of the number of the Offer Shares initially available under the Global Offering.

STRUCTURE OF THE GLOBAL OFFERING

- (b) where the International Offer Shares are undersubscribed and:
 - (i) if the Hong Kong Offer Shares are undersubscribed, the Global Offering will not proceed unless fully underwritten by the Underwriters; and
 - (ii) if the Hong Kong Offer Shares are oversubscribed, irrespective of the number of times of the number of Offer Shares initially available for subscription under the Hong Kong Public Offering, then Offer Shares may be reallocated to the Hong Kong Public Offering from the International Offering, so that the total number of the Offer Shares available under the Hong Kong Public Offering will be increased up to 2,000,000 Offer Shares, representing 20% of the number of the Offer Shares initially available under the Global Offering.

The Offer Shares to be offered in the Hong Kong Public Offering and the International Offering may, in certain circumstances, be reallocated as between these offerings at the sole and absolute discretion of the Joint Representatives. If either the Hong Kong Public Offering or the International Offering is not fully subscribed for, the Joint Representatives have the authority (but not the obligation) in its sole and absolute discretion to reallocate all or any unsubscribed Offer Shares from such offering to the other, in such proportion as the Joint Representatives deem appropriate.

In addition to any mandatory reallocation required as described above, the Joint Representatives (for themselves and on behalf of the Underwriters) may reallocate the Offer Shares from the International Offering to the Hong Kong Public Offering. In accordance with Chapter 4.14 of the Guide issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, (i) the maximum total number of Offer Shares that may be reallocated to the Hong Kong Public Offering following such reallocation shall be not more than double the initial allocation to the Hong Kong Public Offering (i.e. 2,000,000 Offer Shares); and (ii) the final Offer Price shall be fixed at HK\$31.8 per Offer Share, the low-end of the Offer Price range stated in this prospectus.

In the event of a reallocation of the Offer Shares from the International Offering to the Hong Kong Public Offering in the circumstances under paragraphs (a)(ii), (a)(iii), (a)(iv), (a)(v) or (b)(ii) above, the number of Offer Shares allocated to the International Offering will be correspondingly reduced.

Applications

The Joint Representatives (for themselves and on behalf of the Underwriters) may require any investor who has been offered H Shares under the International Offering, and who has made an application under the Hong Kong Public Offering, to provide sufficient information to the Joint Representatives so as to allow it to identify the relevant applications under the Hong Kong Public Offering and to ensure that it is excluded from any application for H Shares under the Hong Kong Public Offering.

STRUCTURE OF THE GLOBAL OFFERING

Each applicant under the Hong Kong Public Offering will also be required to give an undertaking and confirmation in the application submitted by him/her/it that he/she/it and any person(s) for whose benefit he/she/it is making the application has not applied for or taken up, or indicated an interest in, and will not apply for or take up, or indicate an interest in, any International Offer Shares under the International Offering, and such applicant's application is liable to be rejected if the said undertaking and/or confirmation is breached and/or untrue (as the case may be) or it has been or will be placed or allocated International Offer Shares under the International Offering.

Applicants under the Hong Kong Public Offering may be required to pay, on application (subject to application channels), the maximum price of HK\$39.8 per Offer Share in addition to the brokerage, SFC transaction levy, Stock Exchange trading fee and AFRC transaction levy payable on each Offer Share. If the Offer Price, as finally determined in the manner described in “— Pricing and Allocation” below, is less than the maximum price of HK\$39.8 per Offer Share, appropriate refund payments (including the brokerage, SFC transaction levy, Stock Exchange trading fee and AFRC transaction levy attributable to the surplus application monies) will be made to successful applicants (subject to application channels), without interest. Further details are set out in “How to Apply for Hong Kong Offer Shares”.

References in this prospectus to applications, application monies or the procedure for application relate solely to the Hong Kong Public Offering.

THE INTERNATIONAL OFFERING

Number of Offer Shares Offered

Subject to the reallocation as described above, the number of Offer Shares to be initially offered under the International Offering will be 9,000,000, representing 90% of the total number of Offer Shares initially available under the Global Offering. The International Offering is expected to be fully underwritten by the International Underwriters subject to the terms and conditions of the International Underwriting Agreement, and is subject to the Hong Kong Public Offering becoming unconditional.

Allocation

The International Offering will include selective marketing of Offer Shares to institutional and professional investors and other investors anticipated to have a sizeable demand for such Offer Shares in Hong Kong and other jurisdictions outside the United States in offshore transactions in reliance on Regulation S. Professional investors generally include brokers, dealers, companies (including fund managers) whose ordinary business involves dealing in shares and other securities and corporate entities which regularly invest in shares and other securities. The International Offering is subject to the Hong Kong Public Offering being unconditional.

Allocation of Offer Shares pursuant to the International Offering will be effected in accordance with the “book-building” process described in “— Pricing and Allocation” below and based on a number of factors, including the level and timing of demand, total size of the relevant investor's invested assets or equity assets in the relevant sector and whether or not it is expected that the relevant investor is likely hold or sell, H Shares, after the Listing. Such allocation is intended to result in a distribution of the H Shares on a basis which would lead to the establishment of a solid shareholder base to the benefit of our Company and our Shareholders as a whole.

STRUCTURE OF THE GLOBAL OFFERING

The Joint Representatives (for themselves and on behalf of the Underwriters) may require any investor who has been offered Offer Shares under the International Offering and who has made an application under the Hong Kong Public Offering, to provide sufficient information to the Joint Representatives (for themselves and on behalf of the Underwriters) so as to allow them to identify the relevant applications under the Hong Kong Public Offering and to ensure that they are excluded from any application of Offer Shares under the Hong Kong Public Offering.

Reallocation

The total number of Offer Shares to be issued pursuant to the International Offering may change as a result of the reallocation arrangement described in “— The Hong Kong Public Offering — Reallocation” above, and/or any reallocation of unsubscribed Offer Shares originally included in the Hong Kong Public Offering.

PRICING AND ALLOCATION

Determining the Offer Price

The International Underwriters will be soliciting from prospective investors' indications of interest in acquiring Offer Shares in the International Offering. Prospective professional and institutional investors will be required to specify the number of Offer Shares under the International Offering they would be prepared to acquire either at different prices or at a particular price. This process, known as “book-building”, is expected to continue up to, and to cease on or around, the last day for lodging applications under the Hong Kong Public Offering.

Pricing for the Offer Shares for the purpose of the various offerings under the Global Offering will be fixed on the Price Determination Date, which is expected to be on or about Tuesday, January 7, 2025, by agreement between the Joint Representatives (for themselves and on behalf of the Underwriters) and our Company and the number of Offer Shares to be allocated under the various offerings will be determined shortly thereafter.

Offer Price Range

The Offer Price per Offer Share under the Hong Kong Public Offering will be identical to the Offer Price per Offer Share under the International Offering based on the Hong Kong dollar price per Offer Share, as determined by the Joint Representatives (for themselves and on behalf of the Underwriters) and our Company.

The Offer Price will not be more than HK\$39.8 per Offer Share and is expected to be not less than HK\$31.8 per Offer Share, unless otherwise announced by our Company no later than the morning of the last day for lodging applications under the Hong Kong Public Offering, which is Monday, January 6, 2025, as further explained below. **Prospective investors should be aware that the Offer Price to be determined on the Price Determination Date may be, but is not expected to be, lower than the indicative Offer Price range stated in this prospectus.**

If, for any reason, our Company and the Joint Representatives (for themselves and on behalf of the Underwriters) are unable to reach agreement on the Offer Price on or before 12:00 noon on Tuesday, January 7, 2025, the Global Offering will not proceed and will lapse.

STRUCTURE OF THE GLOBAL OFFERING

Reduction in Indicative Offer Price Range and/or Number of Offer Shares

The Joint Representatives (for themselves and on behalf of the other Underwriters) may, where considered appropriate, based on the level of interest expressed by prospective professional and institutional investors during the book-building process, and with the consent of our Company, reduce the number of Offer Shares and/or the indicative Offer Price range as stated in this prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such case, we will, as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering, cause to be announced on the website of our Company at www.contioceangroup.com and the website of the Stock Exchange at www.hkexnews.hk, notices of the reduction, and the cancellation of the Global Offering and relaunch of the offer at the revised number of Offer Shares and/or the revised Offer Price.

As soon as practicable after such reduction of the number of Offer Shares and/or the Offer Price, we will also issue a supplemental prospectus or a new prospectus updating investors of the change in the number of Offer Shares being offered under the Global Offering and/or the Offer Price, and giving investors at least three business days to consider the new information. The supplemental or new prospectus should include at least the following: updated (i) Offer Price and market capitalization; (ii) listing timetable and underwriting obligations; (iii) price/earning multiple, unaudited pro forma and adjusted net tangible assets; and (iv) use of proceeds and working capital adequacy confirmation based on the revised proceeds.

Before submitting applications for the Hong Kong Offer Shares, applicants should have regard to the possibility that any announcement of a reduction in the number of Offer Shares and/or the indicative Offer Price range may not be made until the day which is the last day for lodging applications under the Hong Kong Public Offering, which is Monday, January 6, 2025. In the absence of any such supplemental or new prospectus so published, the number of Offer Shares will not be reduced and/or the Offer Price, if agreed upon by the Joint Representatives (for themselves and on behalf of the Underwriters) and our Company, will under no circumstances be set outside the Offer Price range as stated in this prospectus.

If there is any change to the offer size due to change in the number of Offer Shares offered in the Global Offering (other than pursuant to the reallocation mechanism as disclosed in this prospectus), or change to the Offer Price which leads to the resulting price falling outside the indicative Offer Price range as stated in this prospectus, or if the Company becomes aware that there has been a significant change affecting any matter contained in this prospectus or a significant new matter has arisen, the inclusion of information in respect of which would have been required to be in this prospectus if it had arisen before this prospectus was issued, after the issue of this prospectus and before the commencement of dealings in our Offer Shares as prescribed under Rule 11.13 of the Listing Rules, our Company is required to cancel the Global Offering and issue a supplemental prospectus or a new prospectus and subsequently relaunched on FINI pursuant to the supplemental prospectus.

STRUCTURE OF THE GLOBAL OFFERING

In the event of a reduction in the number of Offer Shares, the Joint Representatives (for themselves and on behalf of the Underwriters) may, at its discretion, reallocate the number of Offer Shares to be offered in the Hong Kong Public Offering and the International Offering, provided that the number of Offer Shares comprised in the Hong Kong Public Offering shall not be less than 10% of the total number of Offer Shares available under the Global Offering. The Offer Shares to be offered in the Hong Kong Public Offering and the Offer Shares to be offered in the International Offering may, in certain circumstances, be reallocated between these offerings at the discretion of the Joint Representatives (for themselves and on behalf of the Underwriters).

Announcement of Offer Price and Basis of Allocations

The final Offer Price, the results of indications of interest in the International Offering, the results of applications in the Hong Kong Public Offering, the basis of allocations of the Hong Kong Offer Shares and the results of allocations are expected to be announced on Wednesday, January 8, 2025 on the website of our Company at www.contioceangroup.com and the website of the Stock Exchange at www.hkexnews.hk.

UNDERWRITING

The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters under the terms of the Hong Kong Underwriting Agreement and is subject to our Company and the Joint Representatives (for themselves and on behalf of the Underwriters) agreeing on the Offer Price.

We expect to enter into the International Underwriting Agreement relating to the International Offering on or around the Price Determination Date.

These underwriting arrangements under the Hong Kong Underwriting Agreement and the International Underwriting Agreement are summarized in “Underwriting” in this prospectus.

CONDITIONS OF THE GLOBAL OFFERING

Acceptances of all applications for Offer Shares pursuant to the Global Offering will be conditional on, among others:

- (a) the Stock Exchange granting approval for the listing of, and permission to deal in, the H Shares in issue and the H Shares to be issued pursuant to the (i) Global Offering, and (ii) the exercise of the share options granted under the Pre-IPO Share Option Scheme, and such approval not subsequently having been revoked prior to the commencement of dealings in the H Shares on the Stock Exchange;
- (b) the Offer Price having been duly agreed between our Company and the Joint Representatives (for themselves and on behalf of the Underwriters) on the Price Determination Date;
- (c) the execution and delivery of the International Underwriting Agreement on or around the Price Determination Date; and

STRUCTURE OF THE GLOBAL OFFERING

- (d) the obligations of the Underwriters under the respective Underwriting Agreements becoming and remaining unconditional and not having been terminated in accordance with the terms of the respective agreements,

in each case on or before the dates and times specified in the respective Underwriting Agreements (unless and to the extent such conditions are validly waived on or before such dates and times) and, in any event, not later than the date which is 30 days after the date of this prospectus.

If, for any reason, the Offer Price is not agreed between our Company and the Joint Representatives (for themselves and on behalf of the Underwriters) by 12:00 noon on Tuesday, January 7, 2025, the Global Offering will not proceed and will lapse immediately.

The consummation of each of the Hong Kong Public Offering and the International Offering is conditional upon, among other things, the other offering becoming unconditional and not having been terminated in accordance with their respective terms.

If the above conditions are not fulfilled or waived prior to the times and dates specified, the Global Offering will lapse and the Stock Exchange will be notified immediately. Notice of the lapse of the Hong Kong Public Offering will be published by our Company on the website of the Stock Exchange at www.hkexnews.hk and the website of our Company at www.contioceangroup.com on the next Business Day following such lapse. In such eventuality, all application monies will be returned, without interest, on the terms set out in “How to Apply for Hong Kong Offer Shares — D. Dispatch/Collection of H Share Certificates and Refund of Application Monies”. In the meantime, all application monies will be held in separate bank account(s) with the receiving bankers or other bank(s) in Hong Kong licensed under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong) (as amended).

H Share certificates will only become valid evidence of title at 8:00 a.m. on the Listing Date provided that (i) the Global Offering has become unconditional in all respects; and (ii) the right of termination as described in “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination” has not been exercised.

APPLICATION FOR LISTING ON THE STOCK EXCHANGE

We have applied to the Stock Exchange for the listing of, and permission to deal in, the H Shares in issue and to be issued by us pursuant to the Global Offering and the share options granted under the Pre-IPO Share Option Scheme.

No part of our Company’s share or loan capital is listed on, quoted or dealt in on any other stock exchange (other than that the Non-H Shares are quoted on NEEQ) and no such listing or permission to deal is being or proposed to be sought in the near future.

STRUCTURE OF THE GLOBAL OFFERING

SHARES WILL BE ELIGIBLE FOR CCASS

Subject to the granting of the listing of, and permission to deal in, the H Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares on the Stock Exchange or any other date HKSCC chooses. Settlement of transactions between participants of the Stock Exchange (as defined in the Listing Rules) is required to take place in CCASS on the second settlement day after any trading day. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. Investors should seek the advice of their stockbroker or other professional advisors for details of the settlement arrangements as such arrangements may affect their rights and interests.

All necessary arrangements have been made enabling our H Shares to be admitted into CCASS.

DEALING ARRANGEMENTS

Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Thursday, January 9, 2025, it is expected that dealings in the H Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, January 9, 2025. The H Shares will be traded in board lots of 100 H Shares. The stock code of the H Shares will be 2613.

HOW TO APPLY FOR HONG KONG OFFER SHARES

IMPORTANT NOTICE TO INVESTORS

OF HONG KONG OFFER SHARES

FULLY ELECTRONIC APPLICATION PROCESS

We have adopted a fully electronic application process for the Hong Kong Public Offering and below are the procedures for application.

This prospectus is available at the website of the Stock Exchange at www.hkexnews.hk under the “HKEXnews > New Listings > New Listing Information” section, and our website at www.contioceangroup.com.

The contents of this prospectus are identical to the prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

A. APPLICATION FOR HONG KONG OFFER SHARES

1. Who Can Apply

You can apply for Hong Kong Offer Shares if you or the person(s) for whose benefit you are applying for:

- are 18 years of age or older; and
- have a Hong Kong address (*for the HK eIPO White Form service only*).

Unless permitted by the Listing Rules or a waiver and/or consent has been granted by the Stock Exchange to us, you cannot apply for any Hong Kong Offer Shares if you or the person(s) for whose benefit you are applying for:

- are an existing Shareholder or its close associates; or
- are a Director or a Supervisor, or any of his/her close associates.

2. Application Channels

The Hong Kong Public Offering period will begin at 9:00 a.m. on Tuesday, December 31, 2024 and end at 12:00 noon on Monday, January 6, 2025 (Hong Kong time).

HOW TO APPLY FOR HONG KONG OFFER SHARES

To apply for Hong Kong Offer Shares, you may use one of the following application channels:

Application Channel	Platform	Target Investors	Application Time
HK eIPO White Form service	Online application via the HK eIPO White Form service at www.hkeipo.hk	Investors who would like to receive a physical H Share certificate. Hong Kong Offer Shares successfully applied for will be allotted and issued in your own name.	From 9:00 a.m. on Tuesday, December 31, 2024 to 11:30 a.m. on Monday, January 6, 2025, Hong Kong time. The latest time for completing full payment of application monies will be 12:00 noon on Monday, January 6, 2025, Hong Kong time.
HKSCC EIPO channel	Your broker or custodian who is a HKSCC Participant will submit a HKSCC EIPO application on your behalf through HKSCC's FINI system in accordance with your instruction.	Investors who would not like to receive a physical H Share certificate. Hong Kong Offer Shares successfully applied for will be allotted and issued in the name of HKSCC Nominees, deposited directly into CCASS and credited to your designated HKSCC Participant's stock account.	Contact your broker or custodian for the earliest and latest time for giving such instructions, as this may vary by broker or custodian.

The **HK eIPO White Form** service and the HKSCC EIPO channel are facilities subject to capacity limitations and potential service interruptions and you are advised not to wait until the last day of the application period to apply for Hong Kong Offer Shares.

HOW TO APPLY FOR HONG KONG OFFER SHARES

For those applying through the **HK eIPO White Form** service, once you complete payment in respect of any application instructions given by you or for your benefit through the **HK eIPO White Form** service to make an application for Hong Kong Offer Shares, an actual application shall be deemed to have been made. If you are a person for whose benefit the **electronic application instructions** are given, you shall be deemed to have declared that only one set of **electronic application instructions** has been given for your benefit. If you are an agent for another person, you shall be deemed to have declared that you have only given one set of **electronic application instructions** for the benefit of the person for whom you are an agent and that you are duly authorized to give those instructions as an agent.

For the avoidance of doubt, giving an application instruction under the **HK eIPO White Form** service more than once and obtaining different payment reference numbers without effecting full payment in respect of a particular reference number will not constitute an actual application.

If you apply through the **HK eIPO White Form** service, you are deemed to have authorized the **HK eIPO White Form** Service Provider to apply on the terms and conditions in this prospectus, as supplemented and amended by the terms and conditions of the **HK eIPO White Form** service.

By instructing your broker or custodian to apply for the Hong Kong Offer Shares on your behalf through the HKSCC EIPO Channel, you (and, if you are joint applicants, each of you jointly and severally) are deemed to have instructed and authorized HKSCC to cause HKSCC Nominees (acting as nominee for the relevant HKSCC Participants) to apply for Hong Kong Offer Shares on your behalf and to do on your behalf all the things stated in this prospectus and any supplement to it.

For those applying through HKSCC EIPO channel, an actual application will be deemed to have been made for any application instructions given by you or for your benefit to HKSCC (in which case an application will be made by HKSCC Nominees on your behalf) provided such application instruction has not been withdrawn or otherwise invalidated before the closing time of the Hong Kong Public Offering.

HKSCC Nominees will only be acting as a nominee for you and neither HKSCC nor HKSCC Nominees shall be liable to you or any other person in respect of any actions taken by HKSCC or HKSCC Nominees on your behalf to apply for Hong Kong Offer Shares or for any breach of the terms and conditions of this prospectus.

HOW TO APPLY FOR HONG KONG OFFER SHARES

3. Information Required to Apply

You must provide the following information with your application:

For Individual Applicants	For Corporate Applicants
<ul style="list-style-type: none"> ● Full name(s)² as shown on your identity document ● Identity document's issuing country or jurisdiction ● Identity document type, with order of priority: <ul style="list-style-type: none"> i. HKID card; or ii. National identification document; or iii. Passport; and ● Identity document number 	<ul style="list-style-type: none"> ● Full name(s)² as shown on your identity document ● Identity document's issuing country or jurisdiction ● Identity document type, with order of priority: <ul style="list-style-type: none"> i. LEI registration document; or ii. Certificate of incorporation; or iii. Business registration certificate; or iv. Other equivalent document; and ● Identity document number

Notes:

1. If you are applying through the **HK eIPO White Form** service, you are required to provide a valid e-mail address, a contact telephone number and a Hong Kong address. You are also required to declare that the identity information provided by you follows the requirements as described in Note 2 below. In particular, where you cannot provide a HKID number, you must confirm that you do not hold a HKID card. The number of joint applicants may not exceed four. If you are a firm, the applicant must be in the individual members' names.
2. The applicant's full name as shown on their identity document must be used. If an applicant's identity document contains both an English and Chinese name, both English and Chinese names must be used. Otherwise, either English or Chinese names will be accepted. The order of priority of the applicant's identity document type must be strictly followed and where an individual applicant has a valid HKID card, the HKID number must be used when making an application to subscribe for shares in a public offer. Similarly for corporate applicants, a LEI number must be used if an entity has a LEI certificate.
3. If the applicant is a trustee, the client identification data ("CID") of the trustee, as set out above, will be required. If the applicant is an investment fund (i.e. a collective investment scheme, or CIS), the CID of the asset management company or the individual fund, as appropriate, which has opened a trading account with the broker will be required, as above.
4. The maximum number of joint account holders on FINI⁽¹⁾ is capped at four in accordance with market practice.

⁽¹⁾ Subject to change, if the Company's Articles of Association and applicable company law prescribe a lower cap.

HOW TO APPLY FOR HONG KONG OFFER SHARES

5. If you are applying as a nominee, you must provide: (i) the full name (as shown on the identity document), the identity document's issuing country or jurisdiction, the identity document type; and (ii), the identity document number, for each of the beneficial owners or, in the case(s) of joint beneficial owners, for each joint beneficial owner. If you do not include this information, the application will be treated as being made for your benefit.
6. If you are applying as an unlisted company and (i) the principal business of that company is dealing in securities; and (ii) you exercise statutory control over that company, then the application will be treated as being for your benefit and you should provide the required information in your application as stated above.

“Unlisted company” means a company with no equity securities listed on the Stock Exchange or any other stock exchange.

“Statutory control” means you:

- control the composition of the board of directors of the company;
- control more than half of the voting power of the company; or
- hold more than half of the issued share capital of the company (not counting any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital).

For those applying through HKSCC EIPO channel, and making an application under a power of attorney, we and the Joint Representatives, as our agent, have discretion to consider whether to accept it on any conditions we think fit, including evidence of the attorney's authority.

Failing to provide any required information may result in your application being rejected.

4. Permitted Number of Hong Kong Offer Shares for Application

Board lot size : 100 H Shares

Permitted number of Hong Kong Offer Shares for application and amount payable on application/successful allotment : Hong Kong Offer Shares are available for application in specified board lot sizes only. Please refer to the amount payable associated with each specified board lot size in the table below.

The maximum Offer Price is HK\$39.8 per H Share.

If you are applying through the HKSCC EIPO channel, you are required to pre-fund your application based on the amount specified by your broker or custodian, as determined based on the applicable laws and regulations in Hong Kong.

HOW TO APPLY FOR HONG KONG OFFER SHARES

By instructing your broker or custodian to apply for the Hong Kong Offer Shares on your behalf through the HKSCC EIPO Channel, you (and, if you are joint applicants, each of you jointly and severally) are deemed to have instructed and authorized HKSCC to cause HKSCC Nominees (acting as nominee for the relevant HKSCC Participants) to arrange payment of the final Offer Price, brokerage, SFC transaction levy, the Stock Exchange trading fee and the AFRC transaction levy by debiting the relevant nominee bank account at the designated bank for your broker or custodian.

If you are applying through the **HK eIPO White Form** service, you may refer to the table below for the amount payable for the number of Shares you have selected. You must pay the respective amount payable on application in full upon application for Hong Kong Offer Shares.

No. of Hong Kong Offer Shares applied for	Maximum Amount payable ⁽²⁾ on application/successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable ⁽²⁾ on application/successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable ⁽²⁾ on application/successful allotment	No. of Hong Kong Offer Shares applied for	Maximum Amount payable ⁽²⁾ on application/successful allotment
	<i>HK\$</i>		<i>HK\$</i>		<i>HK\$</i>		<i>HK\$</i>
100	4,020.14	2,000	80,402.77	10,000	402,013.84	300,000	12,060,414.90
200	8,040.27	2,500	100,503.46	20,000	804,027.65	400,000	16,080,553.20
300	12,060.41	3,000	120,604.15	30,000	1,206,041.49	500,000 ⁽¹⁾	20,100,691.50
400	16,080.55	3,500	140,704.84	40,000	1,608,055.32		
500	20,100.69	4,000	160,805.53	50,000	2,010,069.16		
600	24,120.83	4,500	180,906.23	60,000	2,412,082.98		
700	28,140.96	5,000	201,006.91	70,000	2,814,096.81		
800	32,161.11	6,000	241,208.30	80,000	3,216,110.65		
900	36,181.24	7,000	281,409.68	90,000	3,618,124.46		
1,000	40,201.38	8,000	321,611.07	100,000	4,020,138.30		
1,500	60,302.07	9,000	361,812.45	200,000	8,040,276.60		

Notes:

- (1) Maximum number of Hong Kong Offer Shares you may apply for and this is 50% of the Hong Kong Offer Shares initially offered.
- (2) The amount payable is inclusive of brokerage, SFC transaction levy, the Stock Exchange trading fee and AFRC transaction levy. If your application is successful, brokerage will be paid to the Exchange Participants (as defined in the Listing Rules) or to the **HK eIPO White Form** Service Provider (for applications made through the application channel of the **HK eIPO White Form** Service Provider) while the SFC transaction levy, the Stock Exchange trading fee and the AFRC transaction levy will be paid to the SFC, the Stock Exchange and the AFRC, respectively.

HOW TO APPLY FOR HONG KONG OFFER SHARES

5. Multiple Applications Prohibited

You or your joint applicant(s) shall not make more than one application for your own benefit, except where you are a nominee and provide the information of the underlying investor in your application as required under the paragraph headed “— *A. Application for Hong Kong Offer Shares — 3. Information Required to Apply*” in this section. If you are suspected of submitting or cause to submit more than one application, all of your applications will be rejected.

Multiple applications made either through (i) the **HK eIPO White Form** service, (ii) HKSCC EIPO channel, or (iii) both channels concurrently are prohibited and will be rejected. If you have made an application through the **HK eIPO White Form** service or HKSCC EIPO channel, you or the person(s) for whose benefit you have made the application shall not apply further for any Offer Shares.

The H Share Registrar would record all applications into its system and identify suspected multiple applications with identical names, identification document numbers and reference numbers according to the Best Practice Note on Treatment of Multiple/Suspected Multiple Applications (“**Best Practice Note**”) issued by the Federation of Share Registrars Limited.

Since applications are subject to personal information collection statements, identification document numbers displayed are redacted.

6. Terms and Conditions of An Application

By applying for Hong Kong Offer Shares through the **HK eIPO White Form** service or HKSCC EIPO channel, you (or as the case may be, HKSCC Nominees will do the following things on your behalf):

- (i) undertake to execute all relevant documents and instruct and authorize us and/or the Joint Representatives, as our agent, to execute any documents for you and to do on your behalf all things necessary to register any Hong Kong Offer Shares allocated to you in your name or in the name of HKSCC Nominees as required by the Articles of Association, and (if you are applying through the HKSCC EIPO channel) to deposit the allotted Hong Kong Offer Shares directly into CCASS for the credit of your designated HKSCC Participant’s stock account on your behalf;
- (ii) confirm that you have read and understand the terms and conditions and application procedures set out in this prospectus and the designated website of the **HK eIPO White Form** service (or as the case may be, the agreement you entered into with your broker or custodian), and agree to be bound by them;
- (iii) (if you are applying through the HKSCC EIPO channel) agree to the arrangements, undertakings and warranties under the participant agreement between your broker or custodian and HKSCC and observe the General Rules of HKSCC and the HKSCC Operational Procedures for giving application instructions to apply for Hong Kong Offer Shares;

HOW TO APPLY FOR HONG KONG OFFER SHARES

- (iv) confirm that you are aware of the restrictions on offers and sales of shares set out in this prospectus and they do not apply to you, or the person(s) for whose benefit you have made the application;
- (v) confirm that you have read this prospectus and any supplement to it and have relied only on the information and representations contained therein in making your application (or as the case may be, causing your application to be made) and will not rely on any other information or representations;
- (vi) agree that our Company, the Joint Sponsors, the Joint Representatives, the Overall Coordinators, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, the Capital Market Intermediaries, and any of their or our Company's respective directors, officers, employees, partners, agents, advisors, and representatives, and any other parties involved in the Global Offering (collectively, the "**Relevant Persons**"), the H Share Registrar and HKSCC will not be liable for any information and representations not in this prospectus and any supplement to it;
- (vii) agree to disclose the details of your application and your personal data and any other personal data which may be required about you and the person(s) for whose benefit you have made the application to us, the Relevant Persons, the H Share Registrar, HKSCC, HKSCC Nominees, the Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations, for the purposes under the paragraph headed "*— G. Personal Data — 3. Purposes*" and "*4. Transfer of personal data*" in this section;
- (viii) agree (without prejudice to any other rights which you may have once your application (or as the case may be, HKSCC Nominees' application) has been accepted) that you will not rescind it because of an innocent misrepresentation;
- (ix) agree that subject to Section 44A(6) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, any application made by you or HKSCC Nominees on your behalf cannot be revoked once it is accepted, which will be evidenced by the notification of the result of the ballot by the H Share Registrar by way of publication of the results at the time and in the manner as specified in the paragraph headed "*— B. Publication of Results*" in this section;
- (x) confirm that you are aware of the situations specified in the paragraph headed "*— C. Circumstances In Which You Will Not Be Allocated Hong Kong Offer Shares*" in this section;
- (xi) agree that your application or HKSCC Nominees' application, any acceptance of it and the resulting contract will be governed by and construed in accordance with the laws of Hong Kong;

HOW TO APPLY FOR HONG KONG OFFER SHARES

- (xii) agree to comply with the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Articles of Association and laws of any place outside Hong Kong that apply to your application and that neither we nor the Relevant Persons will breach any law inside and/or outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in this prospectus;
- (xiii) confirm that (a) your application or HKSCC Nominees' application on your behalf is not financed directly or indirectly by our Company, any of the directors, chief executives, substantial Shareholder(s) or existing shareholder(s) of our Company or any of our subsidiaries or any of their respective close associates; and (b) you are not accustomed or will not be accustomed to taking instructions from our Company, any of the directors, chief executives, substantial shareholder(s) or existing shareholder(s) of our Company or any of our subsidiaries or any of their respective close associates in relation to the acquisition, disposal, voting or other disposition of the H Shares registered in your name or otherwise held by you;
- (xiv) warrant that the information you have provided is true and accurate;
- (xv) confirm that you understand that we and the Joint Representatives will rely on your declarations and representations in deciding whether or not to allocate any Hong Kong Offer Shares to you and that you may be prosecuted for making a false declaration;
- (xvi) agree to accept Hong Kong Offer Shares applied for or any lesser number allocated to you under the application;
- (xvii) declare and represent that this is the only application made and the only application intended by you to be made to benefit you or the person for whose benefit you are applying;
- (xviii) (if the application is made for your own benefit) warrant that no other application has been or will be made for your benefit by giving **electronic application instructions** to HKSCC directly or indirectly or through the application channel of the **HK eIPO White Form** Service Provider or by any one as your agent or by any other person; and
- (xix) (if you are making the application as an agent for the benefit of another person) warrant that (1) no other application has been or will be made by you as agent for or for the benefit of that person or by that person or by any other person as agent for that person by giving **electronic application instructions** to HKSCC and the **HK eIPO White Form** Service Provider and (2) you have due authority to give **electronic application instructions** on behalf of that other person as its agent.

HOW TO APPLY FOR HONG KONG OFFER SHARES

B. PUBLICATION OF RESULTS

Results of Allocation

You can check whether you are successfully allocated any Hong Kong Offer Shares through:

Platform	Date/Time
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Applying through the **HK eIPO White Form** service or HKSCC EIPO channel:

Website	From the “Allotment Results” page at www.tricor.com.hk/ipo/result or www.hkeipo.hk/IPOResult with a “search by ID” function.	24 hours, from 11:00 p.m. on Wednesday, January 8, 2025 to 12:00 midnight Tuesday, January 14, 2025 (Hong Kong time).
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The full list of (i) wholly or partially successful applicants using the **HK eIPO White Form** service and HKSCC EIPO channel; and (ii) the number of Hong Kong Offer Shares conditionally allotted to them, among other things, will be displayed at **www.hkeipo.hk/IPOResult** or **www.tricor.com.hk/ipo/result**.

The Stock Exchange’s website at www.hkexnews.hk and our website at www.contioceangroup.com which will provide links to the above mentioned websites of the H Share Registrar.	No later than 11:00 p.m. on Wednesday, January 8, 2025 (Hong Kong time).
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Telephone	+852 3691 8488 — the allocation results telephone enquiry line provided by the H Share Registrar.	Between 9:00 a.m. and 6:00 p.m., from Thursday, January 9, 2025 to Tuesday, January 14, 2025 (Hong Kong time) on a business day.
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For those applying through HKSCC EIPO channel, you may also check with your broker or custodian from 6:00 p.m. on Tuesday, January 7, 2025 (Hong Kong time), HKSCC Participants can log into FINI and review the allotment result from 6:00 p.m. on Tuesday, January 7, 2025 (Hong Kong time) on a 24-hour basis and should report any discrepancies on allotments to HKSCC as soon as practicable.

HOW TO APPLY FOR HONG KONG OFFER SHARES

Allocation Announcement

We expect to announce the results of the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocations of Hong Kong Offer Shares on the Stock Exchange's website at www.hkexnews.hk and our website at www.contioceangroup.com by no later than 11:00 p.m. on Wednesday, January 8, 2025 (Hong Kong time).

C. CIRCUMSTANCES IN WHICH YOU WILL NOT BE ALLOCATED HONG KONG OFFER SHARES

You should note the following situations in which Hong Kong Offer Shares will not be allocated to you or the person(s) for whose benefit you are applying for:

1. If your application is revoked:

Your application or the application made by HKSCC Nominees on your behalf may be revoked pursuant to Section 44A(6) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

2. If we or our agents exercise our discretion to reject your application:

We, the Joint Representatives, the H Share Registrar and their respective agents and nominees have full discretion to reject or accept any application, or to accept only part of any application, without giving any reasons.

3. If the allocation of Hong Kong Offer Shares is void:

The allocation of Hong Kong Offer Shares will be void if the Stock Exchange does not grant permission to list the H Shares either:

- within three weeks from the closing date of the application lists; or
- within a longer period of up to six weeks if the Stock Exchange notifies us of that longer period within three weeks of the closing date of the application lists.

4. If:

- you make multiple applications or suspected multiple applications. You may refer to the paragraph headed “— A. Application for Hong Kong Offer Shares — 5. Multiple Applications Prohibited” in this section on what constitutes multiple applications;
- your application instruction is incomplete;
- your payment (or confirmation of funds, as the case may be) is not made correctly;
- the Underwriting Agreements do not become unconditional or are terminated;
- we or the Joint Representatives believe that by accepting your application, it or we would violate applicable securities or other laws, rules or regulations.

HOW TO APPLY FOR HONG KONG OFFER SHARES

5. If there is money settlement failure for allotted H Shares:

Based on the arrangements between HKSCC Participants and HKSCC, HKSCC Participants will be required to hold sufficient application funds on deposit with their designated bank before balloting. After balloting of Hong Kong Offer Shares, the Receiving Bank will collect the portion of these funds required to settle each HKSCC Participant's actual Hong Kong Offer Share allotment from their designated bank.

There is a risk of money settlement failure. In the extreme event of money settlement failure by a HKSCC Participant (or its designated bank), who is acting on your behalf in settling payment for your allotted H Shares, HKSCC will contact the defaulting HKSCC Participant and its designated bank to determine the cause of failure and request such defaulting HKSCC Participant to rectify or procure to rectify the failure.

However, if it is determined that such settlement obligation cannot be met, the affected Hong Kong Offer Shares will be reallocated to the International Offering. Hong Kong Offer Shares applied for by you through the broker or custodian may be affected to the extent of the settlement failure. In the extreme case, you will not be allocated any Hong Kong Offer Shares due to the money settlement failure by such HKSCC Participant. None of us, the Relevant Persons, the H Share Registrar and HKSCC is or will be liable if Hong Kong Offer Shares are not allocated to you due to the money settlement failure.

D. DISPATCH/COLLECTION OF H SHARE CERTIFICATES AND REFUND OF APPLICATION MONIES

You will receive one H Share certificate for all Hong Kong Offer Shares allotted to you under the Hong Kong Public Offering (except pursuant to applications made through the HKSCC EIPO channel where the H Share certificates will be deposited into CCASS as described below).

No temporary document of title will be issued in respect of the H Shares. No receipt will be issued for sums paid on application.

H Share certificates will only become valid at 8:00 a.m. on the Listing Date, provided that the Global Offering has become unconditional and the right of termination described in the section headed "Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination" has not been exercised. Investors who trade the H Shares on the basis of publicly available allocation details prior to the receipt of H Share certificates or prior to the H Share certificates becoming valid evidence of title do so entirely at their own risk.

The right is reserved to retain any H Share certificate(s) and (if applicable) any surplus application monies pending clearance of application monies.

HOW TO APPLY FOR HONG KONG OFFER SHARES

The following sets out the relevant procedures and time:

HK eIPO White Form service

HKSCC EIPO channel

Dispatch/collection of H Share certificate¹

For application of 100,000 Hong Kong Offer Shares or more

Collection in person at the H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

H Share certificate(s) will be issued in the name of HKSCC Nominees, deposited into CCASS and credited to your designated HKSCC Participant's stock account.

Time: from 9:00 a.m. to 1:00 p.m. on Thursday, January 9, 2025 (Hong Kong time).

No action by you is required.

If you are an individual, you must not authorize any other person to collect for you. If you are a corporate applicant, your authorized representative must bear a letter of authorization from your corporation stamped with your corporation's chop.

Both individuals and authorized representatives must produce, at the time of collection, evidence of identity acceptable to the H Share Registrar.

Note: If you do not collect your H Share certificate(s) personally within the time above, it/they will be sent to the address specified in your application instructions by ordinary post at your own risk.

For application of less than 100,000 Hong Kong Offer Shares

Your H Share certificate(s) will be sent to the address specified in your application instructions by ordinary post at your own risk.

Date: Wednesday, January 8, 2025.

HOW TO APPLY FOR HONG KONG OFFER SHARES

HK eIPO White Form service

HKSCC EIPO channel

Refund mechanism for surplus application monies paid by you

Date	Thursday, January 9, 2025.	Subject to the arrangement between you and your broker or custodian.
Responsible party	H Share Registrar.	Your broker or custodian.
Application monies paid through single bank account	HK eIPO White Form e-Auto Refund payment instructions to your designated bank account.	Your broker or custodian will arrange refund to your designated bank account subject to the arrangement between you and it.
Application monies paid through multiple bank accounts	Refund cheque(s) will be dispatched to the address as specified in your application instructions by ordinary post at your own risk.	

1. Except in the event of a tropical cyclone warning signal number 8 or above, a black rainstorm warning and/or Extreme Conditions in the morning on Wednesday, January 8, 2025 rendering it impossible for the relevant H Share certificates to be dispatched to HKSCC in a timely manner, the Company shall procure the H Share Registrar to arrange for delivery of the supporting documents and H Share certificates in accordance with the contingency arrangements as agreed between them. You may refer to “— E. Severe Weather Arrangements” in this section.

E. SEVERE WEATHER ARRANGEMENTS

The Opening and Closing of the Application Lists

The application lists will not open or close on Monday, January 6, 2025 if, there is/are:

- a tropical cyclone warning signal number 8 or above;
- a black rainstorm warning; and/or
- Extreme Conditions,

(collectively, “**Severe Weather Signals**”),

in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Monday, January 6, 2025.

Instead they will open between 11:45 a.m. and 12:00 noon and/or close at 12:00 noon on the next business day which does not have Severe Weather Signals in force at any time between 9:00 a.m. and 12:00 noon.

HOW TO APPLY FOR HONG KONG OFFER SHARES

Prospective investors should be aware that a postponement of the opening/closing of the application lists may result in a delay in the listing date. Should there be any changes to the dates mentioned in the section headed “Expected Timetable” in this prospectus, an announcement will be made and published on the Stock Exchange’s website at www.hkexnews.hk and our website at www.contioceangroup.com of the revised timetable.

If a Severe Weather Signal is hoisted on Wednesday, January 8, 2025, the H Share Registrar will make appropriate arrangements for the delivery of the H Share certificates to the HKSCC Depository’s service counter so that they would be available for trading on Thursday, January 9, 2025.

If a **Severe** Weather Signal is hoisted on Wednesday, January 8, 2025, for application of less than 100,000 Offer Shares, the dispatch of physical H Share certificates will be made by ordinary post when the post office re-opens after the **Severe** Weather Signal is lowered or cancelled (e.g. in the afternoon of Wednesday, January 8, 2025 or on Thursday, January 9, 2025).

If a **Severe** Weather Signal is hoisted on Thursday, January 9, 2025, for application of 100,000 Offer Shares or more, the physical H Share certificates will be available for collection in person at the H Share Registrar’s office after the **Severe** Weather Signal is lowered or cancelled (e.g. in the afternoon of Thursday, January 9, 2025 or on Friday, January 10, 2025).

Prospective investors should be aware that if they choose to receive physical H Share certificates issued in their own name, there may be a delay in receiving the H Share certificates.

F. ADMISSION OF THE H SHARES INTO CCASS

If the Stock Exchange grants the listing of, and permission to deal in, the H Shares on the Stock Exchange and we comply with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares or any other date HKSCC chooses. Settlement of transactions between Exchange Participants is required to take place in CCASS on the second settlement day after any trading day.

All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

All necessary arrangements have been made enabling the H Shares to be admitted into CCASS.

You should seek the advice of your broker or other professional advisor for details of the settlement arrangement as such arrangements may affect your rights and interests.

HOW TO APPLY FOR HONG KONG OFFER SHARES

G. PERSONAL DATA

The following Personal Information Collection Statement applies to any personal data collected and held by our Company, the H Share Registrar, the receiving bank and the Relevant Persons about you in the same way as it applies to personal data about applicants other than HKSCC Nominees. This personal data may include client identifier(s) and your identification information. By giving application instructions to HKSCC, you acknowledge that you have read, understood and agree to all of the terms of the Personal Information Collection Statement below.

1. Personal Information Collection Statement

This Personal Information Collection Statement informs the applicant for, and holder of, Hong Kong Offer Shares, of the policies and practices of our Company and the H Share Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong).

2. Reasons for the collection of your personal data

It is necessary for applicants and registered holders of Hong Kong Offer Shares to ensure that personal data supplied to our Company or its agents and the H Share Registrar is accurate and up-to-date when applying for Hong Kong Offer Shares or transferring Hong Kong Offer Shares into or out of their names or in procuring the services of the H Share Registrar.

Failure to supply the requested data or supplying inaccurate data may result in your application for Hong Kong Offer Shares being rejected, or in the delay or the inability of our Company or the H Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfers of Hong Kong Offer Shares which you have successfully applied for and/or the dispatch of H Share certificate(s) to which you are entitled.

It is important that applicants for and holders of Hong Kong Offer Shares inform our Company and the H Share Registrar immediately of any inaccuracies in the personal data supplied.

3. Purposes

Your personal data may be used, held, processed, and/or stored (by whatever means) for the following purposes:

- processing your application and refund cheque and **HK eIPO White Form** e-Auto Refund payment instruction(s), where applicable, verification of compliance with the terms and application procedures set out in this prospectus and announcing results of allocation of Hong Kong Offer Shares;
- compliance with applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the names of the holders of the H Shares including, where applicable, HKSCC Nominees;
- maintaining or updating the register of members of our Company;

HOW TO APPLY FOR HONG KONG OFFER SHARES

- verifying identities of applicants for and holders of the H Shares and identifying any duplicate applications for the Shares;
- facilitating Hong Kong Offer Shares balloting;
- establishing benefit entitlements of holders of the H Shares, such as dividends, rights issues, bonus issues, etc.;
- distributing communications from our Company and our subsidiaries;
- compiling statistical information and profiles of the holder of the H Shares;
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable our Company and the H Share Registrar to discharge their obligations to applicants and holders of the H Shares and/or regulators and/or any other purposes to which applicants and holders of the H Shares may from time to time agree.

4. Transfer of personal data

Personal data held by our Company and the H Share Registrar relating to the applicants for and holders of Hong Kong Offer Shares will be kept confidential but our Company and the H Share Registrar may, to the extent necessary for achieving any of the above purposes, disclose, obtain or transfer (whether within or outside Hong Kong) the personal data to, from or with any of the following:

- our Company's appointed agents such as financial advisors, receiving bank and overseas principal share registrar;
- HKSCC or HKSCC Nominees, who will use the personal data and may transfer the personal data to the H Share Registrar, in each case for the purposes of providing its services or facilities or performing its functions in accordance with its rules or procedures and operating FINI and CCASS (including where applicants for the Hong Kong Offer Shares request a deposit into CCASS);
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to our Company or the H Share Registrar in connection with their respective business operation;
- the Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations, including for the purpose of the Stock Exchange's administration of the Listing Rules and the SFC's performance of its statutory functions; and
- any persons or institutions with which the holders of Hong Kong Offer Shares have or propose to have dealings, such as their bankers, solicitors, accountants or brokers etc.

HOW TO APPLY FOR HONG KONG OFFER SHARES

5. Retention of personal data

Our Company and the H Share Registrar will keep the personal data of the applicants and holders of Hong Kong Offer Shares for as long as necessary to fulfill the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong).

6. Access to and correction of personal data

Applicants for and holders of Hong Kong Offer Shares have the right to ascertain whether our Company or the H Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. Our Company and the H Share Registrar have the right to charge a reasonable fee for the processing of such requests. All requests for access to data or correction of data should be addressed to our Company and the H Share Registrar, at their registered address disclosed in the section headed “Corporate information” in this prospectus or as notified from time to time, for the attention of our joint company secretaries, or the H Share Registrar for the attention of the privacy compliance officer.

The following is the text of a report set out on pages I-1 to I-80, received from the Company's reporting accountants Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this prospectus.

Deloitte.

德勤

ACCOUNTANTS' REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF CONTIOCEAN ENVIRONMENT TECH GROUP CO., LTD., CITIC SECURITIES (HONG KONG) LIMITED AND CHINA GALAXY INTERNATIONAL SECURITIES (HONG KONG) CO., LIMITED

INTRODUCTION

We report on the historical financial information of ContiOcean Environment Tech Group Co., Ltd.* (“上海匯舸環保科技集團股份有限公司”) (the “**Company**”) and its subsidiaries (together, the “**Group**”) set out on pages I-4 to I-80, which comprises the consolidated statements of financial position of the Group as at December 31, 2021, 2022 and 2023 and June 30, 2024, the statements of financial position of the Company as at December 31, 2021, 2022 and 2023 and June 30, 2024, and the consolidated statements of profit or loss and other comprehensive income, the consolidated statements of changes in equity and the consolidated statements of cash flows of the Group for each of the three years ended December 31, 2023 and the six months ended June 30, 2024 (the “**Track Record Period**”) and material accounting policy information and other explanatory information (together, the “**Historical Financial Information**”). The Historical Financial Information set out on pages I-4 to I-80 forms an integral part of this report, which has been prepared for inclusion in the prospectus of the Company dated December 31, 2024 (the “**Prospectus**”) in connection with the initial listing of shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Directors' responsibility for the Historical Financial Information

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation and presentation set out in Note 3 to the Historical Financial Information, and for such internal control as the directors of the Company determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

Reporting accountants' responsibility

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 “Accountants' Reports on Historical Financial Information in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

* English name for identification purpose only

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants' judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity's preparation of Historical Financial Information that gives a true and fair view in accordance with the basis of preparation and presentation set out in Note 3 to the Historical Financial Information in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors of the Company, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Historical Financial Information gives, for the purposes of the accountants' report, a true and fair view of the Group's financial position as at December 31, 2021, 2022 and 2023 and June 30, 2024, of the Company's financial position as at December 31, 2021, 2022 and 2023 and June 30, 2024 and of the Group's financial performance and cash flows for the Track Record Period in accordance with the basis of preparation and presentation set out in Note 3 to the Historical Financial Information.

Review of stub period comparative financial information

We have reviewed the stub period comparative financial information of the Group which comprises the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the six months ended June 30, 2023 and other explanatory information (the "**Stub Period Comparative Financial Information**"). The directors of the Company are responsible for the preparation and presentation of the Stub Period Comparative Financial Information in accordance with the basis of preparation and presentation set out in Note 3 to the Historical Financial Information. Our responsibility is to express a conclusion on the Stub Period Comparative Financial Information based on our review. We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*" issued by the HKICPA. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion. Based on our review, nothing has come to our attention that causes us to believe that the Stub Period Comparative Financial Information, for the purposes of the accountants' report, is not prepared, in all material respects, in accordance with the basis of preparation and presentation set out in Note 3 to the Historical Financial Information.

Report on matters under the Rules Governing the Listing of Securities on the Stock Exchange and the Companies (Winding Up and Miscellaneous Provisions) Ordinance*Adjustments*

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page I-4 have been made.

Dividends

We refer to Note 14 to the Historical Financial Information which contains information about the dividend declared and paid by the Company in respect of the Track Record Period.

Deloitte Touche Tohmatsu*Certified Public Accountants*

Hong Kong

December 31, 2024

HISTORICAL FINANCIAL INFORMATION OF THE GROUP**Preparation of Historical Financial Information**

Set out below is the Historical Financial Information which forms an integral part of this accountants' report.

The consolidated financial statements of the Group for the Track Record Period, on which the Historical Financial Information is based, have been prepared in accordance with the accounting policies which conform with International Financial Reporting Standards (“IFRSs”) issued by International Accounting Standards Board (the “IASB”) and were audited by us in accordance with Hong Kong Standards on Auditing issued by the HKICPA (“**Underlying Financial Statements**”).

The Historical Financial Information is presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand (“RMB'000”) except when otherwise indicated.

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	NOTES	Year ended December 31,			Six months ended June 30,	
		2021	2022	2023	2023	2024
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Revenue	5	140,521	267,233	510,255	219,556	336,466
Cost of sales		(93,012)	(167,151)	(268,518)	(118,378)	(193,684)
Gross profit		47,509	100,082	241,737	101,178	142,782
Other income	7	2,233	702	3,612	1,279	2,631
Other gains and losses	8	4,033	(5,219)	(6,576)	(7,527)	5,345
Distribution and selling expenses		(13,152)	(16,188)	(27,744)	(12,163)	(20,550)
Administrative expenses		(18,277)	(24,907)	(47,336)	(17,306)	(23,495)
Research and development expenses		(6,526)	(9,793)	(18,929)	(5,566)	(10,148)
Share of results of associates	17	—	(897)	(1,722)	(767)	—
Impairment losses under expected credit loss ("ECL") model, net of reversal		(924)	(709)	(1,700)	(521)	(304)
Finance costs	9	(132)	(176)	(558)	(119)	(443)
Profit before tax	10	14,764	42,895	140,784	58,488	95,818
Income tax expense	11	(1,995)	(6,118)	(20,250)	(8,760)	(13,736)
Profit for the year/period		12,769	36,777	120,534	49,728	82,082
Other comprehensive income (expense)						
<i>Items that may be reclassified subsequently to profit or loss:</i>						
Share of other comprehensive income (expense) of an associate		—	117	(117)	(59)	—
Exchange differences arising on translation of foreign operations		(1,039)	3,445	(350)	1,485	(2,594)
Other comprehensive (expense) income for the year/period, net of income tax		(1,039)	3,562	(467)	1,426	(2,594)
Total comprehensive income for the year/period		11,730	40,339	120,067	51,154	79,488
Profit (loss) for the year/period attributable to:						
Owners of the Company		12,754	36,735	120,556	49,572	82,494
Non-controlling interests		15	42	(22)	156	(412)
Profit for the year/period		12,769	36,777	120,534	49,728	82,082
Total comprehensive income (expense) for the year/period attributable to:						
Owners of the Company		11,749	40,139	119,977	51,059	80,146
Non-controlling interests		(19)	200	90	95	(658)
		11,730	40,339	120,067	51,154	79,488
EARNINGS PER SHARE						
Basic (in RMB)	13	0.43	1.22	4.02	1.65	2.75

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	NOTES	At December 31,			At June 30,
		2021	2022	2023	2024
		RMB'000	RMB'000	RMB'000	RMB'000
Non-Current Assets					
Property, plant and equipment	15	54,106	51,164	49,103	48,111
Right-of-use assets	16	9,835	8,463	9,460	8,690
Interests in associates	17	—	3,236	—	—
Goodwill	18	—	—	8,524	8,585
Other intangible assets	20	123	108	94	86
Deferred tax assets	21	1,485	2,430	3,433	2,125
Prepayment for purchase of property, plant and equipment		109	217	88	36
		<u>65,658</u>	<u>65,618</u>	<u>70,702</u>	<u>67,633</u>
Current Assets					
Inventories	22	32,329	87,287	87,382	37,114
Trade and other receivables	23	89,665	83,462	88,193	82,117
Contract assets	24	—	503	719	1,260
Contract costs	25	—	2,930	11,900	12,382
Tax recoverable		552	442	—	—
Financial assets at fair value through profit or loss (“FVTPL”)		504	—	—	—
Amount due from a related party	26	8,012	—	—	—
Amounts due from directors and supervisors	12	10,121	10,907	—	—
Term deposits with an original maturity over three months but within one year	27	—	—	35,414	—
Term deposits with an original maturity over one year	27	—	—	10,000	10,000
Restricted bank deposits	27	51,482	58,844	40,776	44,583
Cash and cash equivalents	27	<u>100,082</u>	<u>66,723</u>	<u>177,414</u>	<u>155,634</u>
		<u>292,747</u>	<u>311,098</u>	<u>451,798</u>	<u>343,090</u>

	NOTES	At December 31,			At June 30,
		2021	2022	2023	2024
		RMB'000	RMB'000	RMB'000	RMB'000
Current Liabilities					
Trade and other payables	28	45,871	60,048	55,581	102,006
Bank borrowings	29	—	4,118	19,900	11,950
Income tax payable		9,097	12,081	9,934	11,800
Lease liabilities	30	1,171	899	1,395	1,248
Provisions	31	252	503	4,539	6,643
Contract liabilities	24	169,678	161,114	174,862	21,740
Amounts due to related parties	26	14,047	275	—	—
Other current liabilities		3,142	1,153	5	—
		<u>243,258</u>	<u>240,191</u>	<u>266,216</u>	<u>155,387</u>
Net Current Assets		<u>49,489</u>	<u>70,907</u>	<u>185,582</u>	<u>187,703</u>
Total Assets Less Current Liabilities		<u>115,147</u>	<u>136,525</u>	<u>256,284</u>	<u>255,336</u>
Capital and Reserves					
Share capital/paid-in capital	32	20,000	20,000	30,000	30,000
Reserves		<u>92,019</u>	<u>114,122</u>	<u>222,129</u>	<u>207,405</u>
Equity attributable to owners of the Company		112,019	134,122	252,129	237,405
Non-controlling interests		<u>1,581</u>	<u>1,781</u>	<u>2,662</u>	<u>2,004</u>
Total Equity		<u>113,600</u>	<u>135,903</u>	<u>254,791</u>	<u>239,409</u>
Non-Current Liabilities					
Bank borrowings	29	—	—	—	15,000
Deferred tax liabilities	21	80	—	—	—
Lease liabilities	30	<u>1,467</u>	<u>622</u>	<u>1,493</u>	<u>927</u>
		<u>1,547</u>	<u>622</u>	<u>1,493</u>	<u>15,927</u>
		<u>115,147</u>	<u>136,525</u>	<u>256,284</u>	<u>255,336</u>

STATEMENTS OF FINANCIAL POSITION OF THE COMPANY

	NOTES	At December 31,			At June 30,
		2021	2022	2023	2024
		RMB'000	RMB'000	RMB'000	RMB'000
Non-Current Assets					
Property, plant and equipment	15	3,243	2,404	2,450	2,522
Right-of-use assets	16	1,878	855	2,268	1,719
Investments in subsidiaries	19	45,000	45,648	46,355	56,708
Other intangible assets	20	123	108	94	86
Deferred tax assets	21	10	359	450	609
Prepayment for purchase of property, plant and equipment		—	130	—	36
		50,254	49,504	51,617	61,680
Current Assets					
Inventories	22	18,764	29,820	17,842	4,121
Trade and other receivables	23	68,404	170,245	131,747	111,775
Contract assets	24	—	503	—	—
Contract costs	25	—	2,930	2,656	238
Financial assets at FVTPL		504	—	—	—
Amount due from a subsidiary	26	22,037	13,994	9,219	10,233
Amounts due from directors and supervisors	12	412	300	—	—
Term deposits with an original maturity over one year	27	—	—	10,000	10,000
Restricted bank deposits	27	51,482	58,844	40,776	33,706
Cash and cash equivalents	27	19,743	15,981	84,044	54,353
		181,346	292,617	296,284	224,426

	NOTES	At December 31,			At June 30,
		2021	2022	2023	2024
		RMB'000	RMB'000	RMB'000	RMB'000
Current Liabilities					
Trade and other payables	28	16,198	51,366	20,715	76,285
Amount due to a related party	26	14,000	—	—	—
Amounts due to subsidiaries	26	—	55,992	61,603	30,988
Bank borrowings	29	—	—	9,900	9,950
Income tax payable		6,359	7,494	4,191	2,598
Lease liabilities	30	942	612	1,081	1,066
Provisions	31	—	194	1,499	2,097
Contract liabilities	24	97,880	122,534	49,109	—
Other current liabilities		3,080	1,147	—	—
		138,459	239,339	148,098	122,984
Net Current Assets		42,887	53,278	148,186	101,442
Total Assets Less Current Liabilities		93,141	102,782	199,803	163,122
Capital and Reserves					
Share capital/paid-in capital	32	20,000	20,000	30,000	30,000
Reserves	33	72,155	82,487	168,337	132,195
Total Equity		92,155	102,487	198,337	162,195
Non-Current Liabilities					
Deferred tax liabilities	21	80	—	—	—
Lease liabilities	30	906	295	1,466	927
		986	295	1,466	927
		93,141	102,782	199,803	163,122

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Attributable to the Owners of the Company										
	Paid-in capital	Share capital	Capital reserve	Share premium	Foreign currency translation reserve	Other reserves	Share-based payment reserve	Retained profits	Subtotal	Non-controlling interests	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At January 1, 2021	20,000	—	8,504	—	1,591	5,037	2,071	72,986	110,189	427	110,616
Profit for the year	—	—	—	—	—	—	—	12,754	12,754	15	12,769
Other comprehensive expense for the year	—	—	—	—	(1,005)	—	—	—	(1,005)	(34)	(1,039)
Total comprehensive (expense) income for the year	—	—	—	—	(1,005)	—	—	12,754	11,749	(19)	11,730
Contribution from a non-controlling shareholder	—	—	—	—	—	—	—	—	—	1,173	1,173
Appropriation to surplus reserve	—	—	—	—	—	851	—	(851)	—	—	—
Distribution to the shareholders	—	—	—	—	—	—	—	(11,000)	(11,000)	—	(11,000)
Provision of safety fund surplus reserve	—	—	—	—	—	832	—	(832)	—	—	—
Utilisation of safety fund surplus reserve	—	—	—	—	—	(47)	—	47	—	—	—
Deemed distribution to the shareholders (Note b)	—	—	(48)	—	—	—	—	—	(48)	—	(48)
Recognition of equity settled share-based payments (Note 34)	—	—	—	—	—	—	1,129	—	1,129	—	1,129
At December 31, 2021	20,000	—	8,456	—	586	6,673	3,200	73,104	112,019	1,581	113,600
Profit for the year	—	—	—	—	—	—	—	36,735	36,735	42	36,777
Other comprehensive income for the year	—	—	—	—	3,404	—	—	—	3,404	158	3,562
Total comprehensive income for the year	—	—	—	—	3,404	—	—	36,735	40,139	200	40,339
Recognition of equity settled share-based payments (Note 34)	—	—	—	—	—	—	2,166	—	2,166	—	2,166
Appropriation to surplus reserve	—	—	—	—	—	2,817	—	(2,817)	—	—	—
Distribution to the shareholders	—	—	—	—	—	—	—	(20,000)	(20,000)	—	(20,000)
Provision of safety fund surplus reserve	—	—	—	—	—	624	—	(624)	—	—	—
Utilisation of safety fund surplus reserve	—	—	—	—	—	(263)	—	263	—	—	—
Conversion into a joint stock company	(20,000)	20,000	(8,456)	45,661	—	(5,422)	—	(31,785)	—	—	—
Deemed distribution to the shareholders (Note b)	—	—	—	(202)	—	—	—	—	(202)	—	(202)

Attributable to the Owners of the Company											
	Paid-in capital	Share capital	Capital reserve	Share premium	Foreign currency translation reserve	Other reserves	Share-based payment reserve	Retained profits	Subtotal	Non-controlling interests	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At December 31, 2022	—	20,000	—	45,459	3,990	4,429	5,366	54,878	134,122	1,781	135,903
Profit (loss) for the year	—	—	—	—	—	—	—	120,556	120,556	(22)	120,534
Other comprehensive (expense) income for the year	—	—	—	—	(579)	—	—	—	(579)	112	(467)
Total comprehensive (expense) income for the year	—	—	—	—	(579)	—	—	120,556	119,977	90	120,067
Acquisition of a subsidiary (Note 39)	—	—	—	—	—	—	—	—	—	791	791
Recognition of equity settled share-based payments (Note 34)	—	—	—	—	—	—	7,036	—	7,036	—	7,036
Appropriation to surplus reserve	—	—	—	—	—	9,381	—	(9,381)	—	—	—
Distribution to the shareholders	—	—	—	—	—	—	—	(5,000)	(5,000)	—	(5,000)
Provision of safety fund surplus reserve	—	—	—	—	—	1,175	—	(1,175)	—	—	—
Utilisation of safety fund surplus reserve	—	—	—	—	—	(509)	—	509	—	—	—
Conversion of share premium into share capital	—	10,000	—	(10,000)	—	—	—	—	—	—	—
Vested Restricted Shares (Note 34)	—	—	—	4,776	—	—	(4,776)	—	—	—	—
Deemed distribution to the shareholders (Note c)	—	—	—	(4,006)	—	—	—	—	(4,006)	—	(4,006)
At December 31, 2023	—	30,000	—	36,229	3,411	14,476	7,626	160,387	252,129	2,662	254,791

Attributable to the Owners of the Company											
	Paid-in capital	Share capital	Capital reserve	Share premium	Foreign currency translation reserve	Other reserves	Share-based payment reserve	Retained profits	Subtotal	Non-controlling interests	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At January 1, 2024	—	30,000	—	36,229	3,411	14,476	7,626	160,387	252,129	2,662	254,791
Profit (loss) for the period	—	—	—	—	—	—	—	82,494	82,494	(412)	82,082
Other comprehensive expense for the period	—	—	—	—	(2,348)	—	—	—	(2,348)	(246)	(2,594)
Total comprehensive (expense) income for the period	—	—	—	—	(2,348)	—	—	82,494	80,146	(658)	79,488
Recognition of equity settled share-based payments (Note 34)	—	—	—	—	—	—	1,130	—	1,130	—	1,130
Distribution to the shareholders	—	—	—	—	—	—	—	(96,000)	(96,000)	—	(96,000)
Provision of safety fund surplus reserve	—	—	—	—	—	752	—	(752)	—	—	—
Utilisation of safety fund surplus reserve	—	—	—	—	—	(108)	—	108	—	—	—
At June 30, 2024	—	30,000	—	36,229	1,063	15,120	8,756	146,237	237,405	2,004	239,409
At January 1, 2023	—	20,000	—	45,459	3,990	4,429	5,366	54,878	134,122	1,781	135,903
Profit for the period	—	—	—	—	—	—	—	49,572	49,572	156	49,728
Other comprehensive income (expense) for the period	—	—	—	—	1,487	—	—	—	1,487	(61)	1,426
Total comprehensive income for the period	—	—	—	—	1,487	—	—	49,572	51,059	95	51,154
Recognition of equity settled share-based payments (Note 34)	—	—	—	—	—	—	1,130	—	1,130	—	1,130
Provision of safety fund surplus reserve	—	—	—	—	—	588	—	(588)	—	—	—
Utilisation of safety fund surplus reserve	—	—	—	—	—	(130)	—	130	—	—	—
At June 30, 2023 (unaudited)	—	20,000	—	45,459	5,477	4,887	6,496	103,992	186,311	1,876	188,187

Notes:

- a. The other reserves mainly consist of surplus reserve and safety fund surplus reserve.
- b. During the year ended December 31, 2021, the Group acquired the entire equity interest in ContiOcean Pte. Ltd. (“**ContiOcean Singapore**”) for a consideration of RMB48,000 from Mr. Zhou Yang, Mr. Zhao Mingzhu and Mr. Chen Zhiyuan, who act in concert in accordance with the Concert Party Agreement entered into among them on October 13, 2022 and also confirmed such acting in concert arrangement has been in place since the establishment of the Company (the “**Controlling Shareholders**”). During the year ended December 31, 2022, the Group acquired the equity interest in ContiLashing Pte. Ltd. (“**CTL**”) for a consideration of RMB202,000 from the Controlling Shareholders. CTL and ContiOcean Singapore were incorporated and controlled by the Controlling Shareholders. The acquisitions are accounted for as business combination under common control by applying merger accounting principle and the considerations are deemed as distribution to the Controlling Shareholders.
- c. On August 31, 2023, the Company acquired the entire business of Conti Marine Services Pte. Ltd. (“**CMS**”), a company controlled by the Controlling Shareholders, at nil consideration. The acquisitions are accounted for as business combination under common control by applying merger accounting principle and the difference of RMB4,006,000 between assets and liabilities not retained by the Group at the acquisition date was recognized as deemed distribution to the Controlling shareholders.
- d. As at December 31, 2021, 2022 and 2023 and June 30, 2023 and 2024, the retained earnings of RMB406,000, RMB1,265,000, RMB1,463,000, RMB1,265,000 (unaudited), RMB1,463,000 are surplus reserve of a subsidiary, which is undistributable.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
				(unaudited)	
OPERATING ACTIVITIES					
Profit before tax	14,764	42,895	140,784	58,488	95,818
Adjustments for:					
Interest income	(47)	(278)	(845)	(491)	(2,435)
Interest expenses on borrowings	—	80	442	95	387
Interest expenses on lease liabilities	132	96	116	24	56
Depreciation of property, plant and equipment	2,198	3,744	4,343	2,442	3,223
Depreciation of right-of-use assets	1,247	1,245	1,430	478	764
Amortisation of other intangible assets	15	15	14	7	8
Share of results of associates	—	897	1,722	767	—
(Gain) loss arising on changes in fair value of financial assets at FVTPL	(1,608)	1,560	127	197	—
Impairment loss, net of reversal-financial assets and other items under ECL	924	709	1,700	521	304
Provision for inventories	—	463	2,352	211	394
Gain on deemed disposal of investments in an associate	—	—	(4,794)	—	—
Net foreign exchange loss (gain)	1,341	(3,593)	(1,723)	(1,351)	(3,777)
Gain on early termination of lease arrangements	—	(16)	(55)	—	—
Loss on disposal of equipment	—	—	—	—	121
Share-based payment expenses	1,129	2,166	7,036	1,130	1,130
Operating cash flow before movements in working capital	20,095	49,983	152,649	62,518	95,993
Increase in contract costs	—	(2,930)	(8,970)	(4,309)	(482)
(Increase) decrease in contract assets	—	(530)	421	—	(602)
(Increase) decrease in trade and other receivables	(35,884)	4,241	1,104	(30,778)	8,625
(Increase) decrease in restricted bank deposits	(50,474)	(8,370)	18,068	84	(3,807)
Increase in provisions	252	251	4,036	2,342	2,104
Increase (decrease) in trade and other payables and other current liabilities	2,801	14,405	(5,465)	2,403	(1,978)
Increase (decrease) in contract liabilities	39,825	(8,564)	13,752	48,393	(153,122)
(Increase) decrease in inventories	(22,528)	(54,821)	(1,993)	(5,723)	48,941
Cash (used in) generated from operations	(45,913)	(6,335)	173,602	74,930	(4,328)
Income tax paid	(852)	(4,050)	(22,495)	(12,040)	(10,580)
NET CASH (USED IN) FROM OPERATING ACTIVITIES	(46,765)	(10,385)	151,107	62,890	(14,908)

APPENDIX I
ACCOUNTANTS' REPORT

	<u>Year ended December 31,</u>			<u>Six months ended June 30,</u>	
	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2023</u>	<u>2024</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> <i>(unaudited)</i>	<i>RMB'000</i>
INVESTING ACTIVITIES					
Interest received	47	278	845	491	2,435
Rental deposits paid	—	(337)	(356)	(310)	—
Refund of rental deposits	3	572	484	—	—
Purchase of property, plant and equipment	(20,822)	(3,688)	(3,467)	(1,709)	(1,470)
Proceeds from disposal of property, plant and equipment	—	—	—	—	90
Purchase of intangible assets	—	—	(8,379)	(8,379)	—
Purchase of financial assets at FVTPL	(172,500)	(6,351)	(30,000)	(10,000)	—
Net cash outflow/cash prepaid on acquisition of a subsidiary	—	—	(2,307)	(1,660)	—
Proceeds received upon disposal of financial assets at FVTPL	226,800	5,294	29,873	9,803	—
Placement of restricted bank deposits	(1,008)	—	—	—	—
Withdrawal of restricted bank deposits	—	1,008	—	—	—
Acquisition of investment in associates	—	(4,016)	—	—	—
Withdrawal of term deposits	—	—	—	—	35,414
Placement of term deposits	—	—	(45,414)	(10,000)	—
NET CASH FROM (USED IN) INVESTING ACTIVITIES	<u>32,520</u>	<u>(7,240)</u>	<u>(58,721)</u>	<u>(21,764)</u>	<u>36,469</u>
FINANCING ACTIVITIES					
Repayment of lease liabilities	(1,288)	(1,024)	(1,175)	(435)	(727)
Net cash outflow on acquisition of subsidiaries under common control	(1,000)	(14,000)	(281)	(281)	—
Net cash outflow on deemed distribution to the shareholders	—	—	(2,480)	—	—
Proceeds from bank borrowings	—	4,118	35,818	28,877	26,950
Repayment of bank borrowings	—	—	(20,036)	(4,118)	(19,900)
Bank interest paid	—	(80)	(442)	(95)	(387)
Proceeds from investors	173	8,271	10,528	10,392	—
Proceeds from a non-controlling shareholder	1,173	—	—	—	—
Deferred issue cost paid	—	—	—	—	(1,887)
Dividends paid	(11,000)	(20,000)	(5,000)	—	(48,000)
NET CASH (USED IN) FROM FINANCING ACTIVITIES	<u>(11,942)</u>	<u>(22,715)</u>	<u>16,932</u>	<u>34,340</u>	<u>(43,951)</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR/ PERIOD	<u>128,688</u>	<u>100,082</u>	<u>66,723</u>	<u>66,723</u>	<u>177,414</u>
Effects of exchange rate changes	(2,419)	6,981	1,373	403	610
TOTAL CASH AND CASH EQUIVALENTS AT END OF YEAR/PERIOD	<u>100,082</u>	<u>66,723</u>	<u>177,414</u>	<u>142,592</u>	<u>155,634</u>

1. GENERAL INFORMATION

The Company was established in the People's Republic of China (the "PRC") on May 31, 2017, as a limited liability company. On December 28, 2022, the Company was converted into a joint stock company with limited liability under the Company Law of the PRC. The Non-H Shares of the Company became quoted on National Equities Exchange and Quotations ("NEEQ") (stock code:874207.NQ) in February 2024. The respective address of the registered office and the principal place of business of the Company are set out in the section headed "Corporate Information" to the Prospectus. As at the date of this report, the Company is controlled by Controlling Shareholders.

The Group is a marine exhaust gas cleaning systems, marine energy-saving devices, marine clean-energy supply systems and maritime services provider. Particulars and principal activities of the subsidiaries are disclosed in Note 40.

The Historical Financial Information is presented in RMB, which is also the functional currency of the Company.

2. APPLICATION OF NEW AND AMENDMENTS TO IFRSs

For the purpose of preparing the Historical Financial Information for the Track Record Period, the Group has consistently applied International Accounting Standards ("IASs"), IFRSs, and amendments issued by IASB, which are effective for the Group's financial year beginning on January 1, 2024 throughout the Track Record Period.

New and amendments to IFRSs in issue but not yet effective

At the date of this report, the Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

Amendments to IFRS 9 and IFRS 7	Amendments to the Classification and Measurement of Financial Instruments ³
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to IFRS Accounting Standards	Annual Improvements to IFRS Accounting Standards — Volume 11 ³
Amendments to IAS 21	Lack of Exchangeability ²
IFRS 18	Presentation and Disclosure in Financial Statements ⁴

¹ Effective for annual periods beginning on or after a date to be determined.

² Effective for annual periods beginning on or after January 1, 2025.

³ Effective for annual periods beginning on or after January 1, 2026.

⁴ Effective for annual periods beginning on or after January 1, 2027.

The application of IFRS 18 has no impact on the Group's financial positions and performance, but has impact on presentation of the consolidated statement of profit or loss and other comprehensive income. Except for the IFRS 18, the directors of the Company anticipate that the application of these amendments to IFRSs will have no material impact on the Group's financial position and performance in foreseeable future.

3. BASIS OF PREPARATION AND PRESENTATION OF HISTORICAL FINANCIAL INFORMATION AND MATERIAL ACCOUNTING POLICY INFORMATION

3.1 Basis of preparation and presentation of Historical Financial Information

The Historical Financial Information has been prepared in accordance with IFRSs issued by the IASB and the principle of merger accounting conventions applicable for business combination under common control (details are set out below). For the purpose of preparation of the Historical Financial Information, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the Historical Financial Information include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and by the Hong Kong Companies Ordinance.

During the Track Record Period, the Company acquired respective entire equity interest of CTL and ContiOcean Singapore. In addition, the Company acquired the entire business of CMS. Since CTL, ContiOcean Singapore and CMS were incorporated and controlled by the Controlling Shareholders, such business acquisitions are accounted for as business combination under common control by applying merger accounting principle. As a result, the Historical Financial Information has been prepared as if the Company had always controlled CTL, ContiOcean Singapore and the business of CMS since the incorporation of each entity.

The statutory financial statements of the Company for each of the years ended December 31, 2021, 2022 and 2023 were prepared in accordance with Chinese Accounting Standards for Business Enterprises (“**CASBE**”) and were audited by Zhongxingcai Guanghua Certified Public Accountants LLP, certified public accountants registered in the PRC.

3.2 Material accounting policy information

Basis of consolidation

The Historical Financial Information incorporates the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statements of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, incomes, expenses and cash flows relating to transactions between members of the Group are eliminated in full on combination.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Business combinations

A business is an integrated set of activities and assets which includes an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired processes are considered substantive if they are critical to the ability to continue producing outputs, including an organised workforce with the necessary skills, knowledge, or experience to perform the related processes or they significantly contribute to the ability to continue producing outputs and are considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

Acquisitions of businesses, other than business combination under common control, are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognized in profit or loss as incurred.

The identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the Conceptual Framework for Financial Reporting (the “**Conceptual Framework**”) except for transactions and events within the scope of IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* or IFRIC-Int 21 *Levies*, in which the Group applies IAS 37 or IFRIC-Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination. Contingent assets are not recognized.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with IAS 12 *Income Taxes* and IAS 19 *Employee Benefits*, respectively;
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard; and
- lease liabilities are recognized and measured at the present value of the remaining lease payments (as defined in IFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognized and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer’s previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer’s previously held interest in the acquiree (if any), the excess is recognized immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary’s net assets in the event of liquidation are initially measured at the non-controlling interests’ proportionate share of the recognized amounts of the acquiree’s identifiable net assets.

When a business combination is achieved in stages, the Group’s previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e., the date when the Group obtains control), and the resulting gain or loss, if any, is recognized in profit or loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognized in other comprehensive income and measured under IFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

Merger accounting for business combination involving businesses under common control

The Historical Financial Information incorporates the financial statements items of the combining businesses in which the common control combination occurs as if they had been combined from the date when the combining businesses first came under the control of the controlling party.

The net assets of the combining businesses are consolidated using the existing book values from the controlling party's perspective. No amount is recognized in respect of goodwill or bargain purchase gain at the time of common control combination.

The consolidated statement of profit or loss and other comprehensive income includes the results of each of the combining businesses from the earliest date presented or since the date when the combining businesses first came under the common control, where this is a shorter period.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGUs") (or group of CGUs) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of CGUs).

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal (or any of the CGU within group of CGUs in which the Group monitors goodwill). When the Group disposes of an operation within the CGUs (or a group of CGUs), the amount of goodwill disposed of is measured on the basis of the relative values of the CGUs disposed of and the portion of the CGUs (or the group of CGUs) retained.

The Group's policy for goodwill arising on the acquisition of an associate is described below.

Investments in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in the Historical Financial Information using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate is initially recognized in the consolidated statement of financial position at cost and adjusted thereafter to recognize the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognized only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognized as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognized immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognized is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognized in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognized in profit or loss.

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognized in the Historical Financial Information only to the extent of interests in the associate that are not related to the Group.

The group applies IFRS 9, including the impairment requirements, to long-term interests in an associate to which the equity method is not applied and which form part of the net investment in the investee. Furthermore, in applying IFRS 9 to long-term interests, the group does not take into account adjustments to their carrying amount required by IAS 28 (i.e., adjustments to the carrying amount of long-term interests arising from the allocation of losses of the investee or assessment of impairment in accordance with IAS 28).

Revenue from contracts with customers

Information about the Group's accounting policies relating to contracts with customers is provided in Notes 5, 24 and 25.

Financial instruments

Financial assets and financial liabilities are recognized when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Financial assets and financial liabilities are initially measured at fair value except for receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at FVTPL are recognized immediately in profit or loss.

The effective interest method is a method of calculating the amortized cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortized cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets the Group held are subsequently measured at FVTPL.

Amortized cost and interest income

Interest income is recognized using the effective interest method for financial assets measured subsequently at amortized cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognized by applying the effective interest rate to the amortized cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognized by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortized cost or fair value through other comprehensive income (“**FVTOCI**”) or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognized in profit or loss. The net gain or loss recognized in profit or loss excludes any dividend or interest earned on the financial asset and is included in the “other gains and losses” line item.

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 Financial Instruments (“**IFRS 9**”)

The Group performs impairment assessment under ECL model on financial assets (including trade and other receivables, amount due from a related party, amounts due from directors and supervisors, bank balances and term deposits), and other items (contract assets) which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“**12m ECL**”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment is done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognized lifetime ECL for trade receivables and contract assets.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognized lifetime ECL. The assessment of whether lifetime ECL should be recognized is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, for example, a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of "investment grade" as per globally understood definitions.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Definition of default

For internal credit risk management, the Group considers an event of default to have occurred when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over three years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries made are recognized in profit or loss.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e., the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Lifetime ECL for trade receivables and contract assets are considered on a collective basis taking into consideration past due information and relevant credit information such as forward-looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortized cost of the financial asset.

The Group recognizes an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount through a loss allowance account.

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. Specifically:

- For financial assets measured at amortized cost that are not part of a designated hedging relationship, exchange differences are recognized in profit or loss in the “other gains and losses” line item as part of the net foreign exchange gains or losses;
- For financial assets measured at FVTPL that are not part of a designated hedging relationship, exchange differences are recognized in profit or loss in the “other gains and losses” line item as part of the fair value gains or losses of the financial assets.

Financial liabilities and equity

Derecognition of financial assets

The Group derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortized cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss.

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognized at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities the Group held are subsequently measured at amortized cost using the effective interest method.

Financial liabilities subsequently measured at amortized cost

Financial liabilities, including trade and other payables and bank borrowings, are subsequently measured at amortized cost, using the effective interest method.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortized cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortized cost of the instruments. These foreign exchange gains and losses are recognized in the “other gains and losses” line item in profit or loss.

Derecognition of financial liabilities

The Group recognized financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expired. The difference between the carrying amount of the financial liabilities recognized and the consideration paid and payable, recognized in profit or loss.

Investment in subsidiaries

Investments in subsidiaries are included in the statement of financial position of the Company at cost less any identified impairment losses.

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application of IFRS 16 or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Non-lease components are separated from lease component and are accounted for by applying other applicable standards.

Short-term leases

The Group applies the short-term lease recognition exemption to leases of offices that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognized as expense on a straight-line basis over the lease term.

Right-of-use assets

The cost of right-of-use assets includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The Group presents right-of-use assets as a separate line item on the consolidated statements of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognized and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include fixed payments (including in-substance fixed payments).

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group presents lease liabilities as a separate line item on the consolidated statements of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group re-measures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognized at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognized in profit or loss in the period in which they arise.

For the purposes of presenting the Historical Financial Information, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e., RMB) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognized in other comprehensive income and accumulated in equity under the heading of foreign currency translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognized in other comprehensive income.

Employee benefits

Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognized at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognized as an expense unless another IFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognized for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Share-based payment

Equity-settled share-based payment transactions

Shares granted to employees

Equity-settled share-based payments to employees (including directors of the Company) are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based payment reserve). At the end of each reporting period, the Group revises its estimates of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognized in profit or loss such that the cumulative expense reflects the revised estimates, with a corresponding adjustment to the share-based payment reserve. For shares that vest immediately at the date of grant, the fair value of the shares granted is expensed immediately to profit or loss.

When shares granted are vested, the amount previously recognized in the share-based payment reserve will transfer to share premium or capital reserve.

Taxation

Income tax expense represents the sum of the current and deferred income tax expense.

The tax currently payable is based on taxable profit for the year/period. Taxable profit differs from "profit before tax" because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of each reporting period.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Historical Financial Information and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be recognized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary differences. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognized for taxable temporary differences arising on investments in subsidiaries or associates except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to recognize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset recognized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of each reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of each reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognized the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 requirements to the lease liabilities and the related assets separately. The Group recognized a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized and a deferred tax liability for all taxable temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes other than construction in progress as described below. Property, plant and equipment are stated in the consolidated statements of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Property, plant and equipment in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalized in accordance with the Group's accounting policy.

Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognized so as to write off the cost of assets other than construction in progress less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

Intangible assets***Intangible assets acquired separately***

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortization and any accumulated impairment losses. Amortization for intangible assets with finite useful lives is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Internally-generated intangible assets — research and development expenditure

Expenditure on research activities is recognized as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognized if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognized for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally generated intangible asset can be recognized, development expenditure is recognized in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortization and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

Impairment on property, plant and equipment, right-of-use assets, contract costs and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets, intangible assets with finite useful lives and contract costs to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of property, plant and equipment, right-of-use assets, and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Before the Group recognizes an impairment loss for assets capitalized as contract costs under IFRS 15, the Group assesses and recognizes any impairment loss on other assets related to the relevant contracts in accordance with applicable standards. Then, impairment loss, if any, for assets capitalized as contract costs is recognized to the extent the carrying amounts exceeds the remaining amount of consideration that the Group expects to receive in exchange for related goods or services less the costs which relate directly to providing those goods or services that have not been recognized as expenses. The assets capitalized as contract costs are then included in the carrying amount of the CGUs to which they belong for the purpose of evaluating impairment of that cash-generating unit.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognized immediately in profit or loss. An impairment loss is recognized immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

Inventories

Inventories are stated at the lower of cost and net realizable value. Costs of inventories are determined on a weighted average method. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale.

Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Warranties

Provisions for the expected cost of assurance-type warranty obligations under the relevant contracts with customers for sales of Sulphur oxide exhaust gas cleaning systems are recognized at the date of sale of the relevant products, at the directors' best estimate of the expenditure required to settle the Group's obligation.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCE OF ESTIMATION UNCERTAINTIES

In applying the Group's accounting policies, which are described in Note 3, the directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the coming twelve months, are described below.

Impairment assessment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the group of CGUs to which goodwill has been allocated, which is the higher of the value in use or fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows being expected to arise from the group of CGUs and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected or change in facts and circumstances results in a downward revision of future cash flows or upward revision of discount rate, a material impairment loss may arise. As at December 31, 2021, 2022 and 2023, and June 30, 2024, the carrying amount of goodwill is nil, nil, RMB8,524,000 and RMB8,585,000, respectively.

Recognition of share-based payment expenses

The share-based compensation expense is measured based on the fair value of the share awards as calculated under the discounted cash flow model. The directors of the Company are responsible for determining the fair value of the shares awards granted to directors and employees. The key assumptions used to determine the fair value of the share awards at the grant date include discount rate, expected volatility and risk-free interest rate. Changes in these assumptions could significantly affect the fair value of share awards and hence the amount of compensation expenses the Group recognized in the Historical Financial Information. Details of the share-based payment expenses are disclosed in Note 34.

5. REVENUE**Disaggregation of revenue from contracts with customers**

The Group's revenue streams are categorized as follows:

	<u>Year ended December 31,</u>			<u>Six months ended June 30,</u>	
	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2023</u>	<u>2024</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
				<i>(unaudited)</i>	
Type of goods or services					
Marine exhaust gas cleaning systems	110,528	172,835	341,180	175,383	204,402
Marine energy-saving devices	—	14,961	58,031	16,361	22,557
Marine clean-energy supply systems	—	7,736	5,552	1,079	13,288
Maritime services	29,993	71,701	105,492	26,733	96,219
	<u>140,521</u>	<u>267,233</u>	<u>510,255</u>	<u>219,556</u>	<u>336,466</u>

(i) Performance obligations for contracts with customers and revenue recognition policies

Information about the Group's performance obligations and their corresponding revenue recognition policies are summarized as below:

Marine exhaust gas cleaning systems, marine energy-saving devices and marine clean-energy supply systems

These marine equipment and systems revenue streams are individually available to the customers. Each of the equipment and systems involves design, manufacture, delivery, installation and commissioning and system testing of tailor-made products to the customers. Since the customers are not able to have benefit from part of the process, each of the equipment and systems is accounted for as a single performance obligation. Revenue is recognised at a point in time when the control of the tailor-made products has been transferred to the customers. When a performance test including the commissioning tests and sea trials is required to be conducted, the control is transferred upon the

award of the sea trial report following the completion of commissioning being obtained representing the timing when the customers can direct the use of the products and the Group entitles the enforceable rights to the considerations. In other cases, the control is transferred when the related equipment and systems is accepted by the customer.

Maritime services

This revenue stream consists of a series of different service and product offerings to customers, mainly including ship interior decoration services and container fixed and loose fittings related equipment and systems.

Ship interior decoration services include the design and decoration of the ship's living quarters, as well as the supply of maritime equipment and spare parts to customers. Revenue from ship interior decoration services is recognised at a point in time whenever the interior decoration projects are completed, including the delivery of maritime equipment and spare parts, and accepted by the customers since this is the timing when the customers can direct the use of the maritime equipment and spare parts and the Group entitles the enforceable rights to the considerations. For the container fixed and loose fittings related equipment and systems, it involves design, manufacture and supply of products in accordance with the requirements of technical specifications, industry practices or standards and classification society rules and regulations. Revenue is recognised at a point in time when the control of the products has been transferred to the customers.

The Group normally requires advance and progress payments at a particular percentage as agreed with customers, such advance payment schemes result in contract liabilities until the control of the promised goods and services has been transferred to the customer.

A receivable is recognized by the Group when the revenue recognized is in excess of the advance and progress payments received before the revenue recognition except when the Group's right to consideration is conditional on the fulfilment of warranty obligations in an agreed period. In such case, a contract asset is recognized by the Group.

Contracts with customers normally include warranties period of 12 to 60 months from the point the goods or services being accepted by customers. This type of warranties is an assurance-type warranty that ensures that the goods and services fulfil the established quality standards and cannot be purchased separately, which does not constitute a single performance obligation. Accordingly, the Group/Company accounts for warranties in accordance with IAS 37.

(ii) *Geographical markets*

The Group's revenue from external customers, based on the respective country/region of the external customers' operations are as follows:

	<u>Year ended December 31,</u>			<u>Six months ended June 30,</u>	
	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2023</u>	<u>2024</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
				<i>(unaudited)</i>	
Mainland China	20,777	42,639	105,276	25,507	191,771
Overseas	119,744	224,594	404,979	194,049	144,695
	<u>140,521</u>	<u>267,233</u>	<u>510,255</u>	<u>219,556</u>	<u>336,466</u>
	<u>Year ended December 31,</u>			<u>Six months ended June 30,</u>	
Timing of revenue recognition	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2023</u>	<u>2024</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
				<i>(unaudited)</i>	
At a point in time	<u>140,521</u>	<u>267,233</u>	<u>510,255</u>	<u>219,556</u>	<u>336,466</u>

(iii) *Transaction price allocated to the remaining performance obligation for contracts with customers*

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at December 31, 2021, 2022, 2023 and June 30, 2024, are RMB334,492,000, RMB549,066,000, RMB538,099,000 and RMB431,723,000, respectively. The remaining performance obligations are categorized as follows:

	At December 31,			At June 30,
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Type of goods or services				
Marine exhaust gas cleaning systems	267,128	404,891	230,004	150,208
Marine energy-saving devices	839	16,821	36,717	39,207
Marine clean-energy supply systems	13,566	24,437	87,116	110,998
Maritime services	52,959	102,917	184,262	131,310
	<u>334,492</u>	<u>549,066</u>	<u>538,099</u>	<u>431,723</u>

Based on management's estimate as at December 31, 2021, 2022 and 2023 and June 30, 2024, these remaining performance obligations are expected to be recognized as revenue within three years since the end of each year/period.

6. SEGMENT INFORMATION

Operating segments are identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker ("CODM"), who is also identified as the chief executive officer of the Group, in order to allocate resources to segments and to assess their performance. During the Track Record Period, the CODM assesses the operating performance and allocates the resources of the Group as a whole. Therefore, the CODM considers the Group only has one operating segment.

The CODM reviews the overall results and financial position of the Group as a whole prepared based on the same accounting policies as set out in Note 3 and no further analysis of the single segment is presented.

Information about major customers

During the Track Record Period, revenue from customers of the corresponding periods contributing over 10% of the total revenue of the Group are as follows:

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Customer A	N/A	N/A	190,318	85,024	N/A
Customer B	36,966	88,907	136,834	58,076	61,757
Customer C	42,476	58,461	N/A	N/A	66,876
Customer D	21,024	N/A	N/A	N/A	73,237
Customer E	18,237	N/A	N/A	N/A	79,292
Customer F	N/A	N/A	N/A	23,274	N/A
	<u>118,703</u>	<u>147,368</u>	<u>327,152</u>	<u>166,374</u>	<u>281,162</u>

N/A: not disclosed as the revenue from such customers was less than 10% of total revenue during the corresponding years/periods.

Geographical information

Information about the Group's non-current assets is presented based on the geographical location of the assets. Non-current assets excluded deferred tax assets.

	As at December 31,			As at
	2021	2022	2023	June 30,
	RMB'000	RMB'000	RMB'000	RMB'000
Mainland China	63,399	62,613	66,953	65,340
Overseas	774	575	316	168
	<u>64,173</u>	<u>63,188</u>	<u>67,269</u>	<u>65,508</u>

7. OTHER INCOME

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
				(unaudited)	
Government grants related to income (Note)	2,065	401	2,767	788	185
Interest income on bank deposits	47	278	845	491	2,435
Others	121	23	—	—	11
	<u>2,233</u>	<u>702</u>	<u>3,612</u>	<u>1,279</u>	<u>2,631</u>

Note: The amount mainly represents various subsidies granted by the PRC local government authorities to group entities as incentives for the Group's operating activities. The government grants were unconditional and had been approved by the PRC local government authorities, which are recognized when payments were received.

8. OTHER GAINS AND LOSSES

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
				(unaudited)	
Net foreign exchange gains (losses)	2,799	(3,575)	(8,241)	(7,330)	5,470
Gain on early termination of lease arrangements	—	16	55	—	—
Loss on disposal of equipment	—	—	—	—	(121)
Fair value gains (losses) of financial assets at FVTPL	1,608	(1,560)	(127)	(197)	—
Gain on deemed disposal of investments in an associate (Note 17)	—	—	4,794	—	—
Others	(374)	(100)	(3,057)	—	(4)
	<u>4,033</u>	<u>(5,219)</u>	<u>(6,576)</u>	<u>(7,527)</u>	<u>5,345</u>

9. FINANCE COSTS

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Interest expenses on borrowings	—	80	442	95	387
Interest expenses on lease liabilities	132	96	116	24	56
	132	176	558	119	443

10. PROFIT BEFORE TAX

Profit before tax has been charged by the following:

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Profit before tax for the year/period has been arrived at after charging:					
Depreciation of property, plant and equipment	2,536	4,345	4,798	2,214	2,290
Depreciation of right-of-use assets	1,249	1,245	1,431	478	764
Amortisation of other intangible assets	15	15	14	7	8
	3,800	5,605	6,243	2,699	3,062
Changes in amount capitalised in inventories	(340)	(601)	(456)	228	933
	3,460	5,004	5,787	2,927	3,995
Auditor's remuneration	—	—	—	—	894
Directors and supervisors' remuneration	8,752	9,940	16,883	5,789	8,472
Other staff costs:					
— Salaries, bonus and other allowances	14,528	18,904	24,197	10,719	14,767
— Retirement benefit scheme contributions	876	1,309	1,672	753	927
— Equity-settled share-based payment expenses	377	1,414	1,508	754	754
	24,533	31,567	44,260	18,015	24,920
Changes in amount capitalised in inventories	(3,527)	(1,883)	(619)	1,213	751
	21,006	29,684	43,641	19,228	25,671
Amortisation of contract costs	11,079	13,644	27,278	14,198	18,982
Cost of inventories recognized as an expense (excluding write-down of inventories)	88,265	162,757	259,018	110,459	190,325
Write-down of inventories	—	463	2,352	211	394

11. INCOME TAX EXPENSE

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
					(unaudited)
Income tax expenses comprise:					
Current tax:					
PRC Enterprise Income Tax ("EIT")	1,679	6,728	17,333	8,360	11,314
Hong Kong Profits tax	—	—	3,855	2,484	305
Singapore Income tax	1,635	369	27	232	827
Deferred tax (Note 21)	(1,319)	(979)	(965)	(2,316)	1,290
	<u>1,995</u>	<u>6,118</u>	<u>20,250</u>	<u>8,760</u>	<u>13,736</u>

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the Company have been accredited as a High-New Technology Enterprise (the "HNTE") by the Science and Technology Bureau of Shanghai and relevant authorities in December 2019 for a term of three years ended December 31, 2021. The HNTE qualification of the Company was further renewed and extended to 2024. The Company was subject to a preferential income tax rate of 15% from year 2019 to 2024. Besides, ContiOcean (Nantong) E.P. Equipment Co., Ltd ("ContiOcean Nantong"), a wholly-owned subsidiary of the Company, has been accredited as a HNTE in October 2022, and subjected to the preferential income tax rate of 15% from 2022 to 2024.

ContiOcean International Development Co., Ltd. ("ContiOcean International") has been recognized as small and micro enterprise. According to the relevant provisions of Announcement by the State Administration of Taxation, a preferential enterprise income tax rate of 20% was applied to small and micro enterprise and discounts on taxable income were further applicable for the portion of annual taxable income not exceeding RMB3,000,000 ranged from 50% to 87.5% during the Track Record Period.

Under the two-tiered profits tax rates regime in Hong Kong, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5% during the Track Record Period.

The tax rate used by the subsidiaries in Singapore is 17% during the Track Record Period. The subsidiaries in Singapore enjoy a 75% exemption on the first Singapore dollar ("SGD") 10,000 of taxable income and a further 50% exemption on the next SGD190,000 of taxable income during the years ended December 31, 2021, 2022 and 2023.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

The tax charge for the Track Record Period can be reconciled to the profit per consolidated statements of profit or loss and other comprehensive income as follows:

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
				(unaudited)	
Profit before tax	14,764	42,895	140,784	58,488	95,818
Tax at the domestic income tax rate of 15% (Note i)	2,215	6,434	21,118	8,773	14,373
Tax effect of expenses that are not deductible for tax purpose	563	962	1,564	549	268
Tax effect of extra deduction of research and development expenses (Note ii)	(799)	(1,097)	(2,550)	(779)	(1,174)
Tax effect of tax losses not recognized	—	—	—	—	249
Utilization of tax losses previously not recognized	—	—	—	—	(34)
Income tax at concessionary rate	(256)	(191)	(167)	(56)	(290)
Effect of different tax rates of subsidiaries	272	10	285	273	344
Income tax expenses recognized in profit or loss	<u>1,995</u>	<u>6,118</u>	<u>20,250</u>	<u>8,760</u>	<u>13,736</u>

Notes:

- i. The domestic tax rate (which is PRC EIT preferential tax rate) in the jurisdiction where the operation of the Group is substantially based is used.
- ii. Pursuant to Caishui 2018 circular No. 99, the Company enjoyed super deduction of 175% on qualified research and development expenditures throughout the year ended December 31, 2021 and the first three quarters of 2022. Pursuant to Caishui 2023 circular No. 7, the Company enjoyed super deduction of 200% on qualified research and development expenditures in the last quarter of 2022 and throughout the year ended December 31, 2023 and six months ended with June 30, 2024. ContiOcean Nantong enjoyed super deduction of 200% on qualified research and development expenditures throughout the Track Record Period.

12. DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES

Details of the emoluments paid or payable to the individuals who were appointed as directors, supervisors and the chief executive officer of the Company (including emoluments for services as employees/directors of the group entities prior to becoming the directors and supervisors of the Company) during the Track Record Period are as follows:

	Date of appointment	Director's fee	Salaries and other benefits	Retirement benefit scheme contributions	Share-based payments	Discretionary bonus	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
For the year ended December 31, 2021							
<i>Executive directors:</i>							
Mr. Zhou Yang (<i>chief executive officer</i>)	July 20, 2019	—	1,025	57	—	240	1,322
Mr. Zhao Mingzhu	July 20, 2019	—	1,025	57	—	240	1,322
Mr. Chen Zhiyuan	July 20, 2019	—	1,025	57	—	240	1,322
Mr. Shu Wa Tung, Laurence	December 20, 2022	—	828	15	—	240	1,083
Mr. Chen Rui	December 20, 2022	—	697	57	188	150	1,092
		—	4,600	243	188	1,110	6,141
<i>Independent non-executive directors:</i>							
Dr. Guan Yanmin	June 26, 2024	—	—	—	—	—	—
Mr. Zhu Rongyuan	June 26, 2024	—	—	—	—	—	—
Ms. Ng Sin Kiu	June 26, 2024	—	—	—	—	—	—
		—	—	—	—	—	—
<i>Supervisors:</i>							
Mr. Shen Xiaowei	December 20, 2022	—	589	57	376	26	1,048
Mr. Yu Yuanyang	May 24, 2021	—	560	57	188	26	831
Mr. Wang Zhenkang (<i>note v</i>)	March 27, 2023	—	355	50	—	20	425
Mr. Wu Yunfeng (<i>note v</i>)	April 1, 2024	—	234	13	—	60	307
		—	1,738	177	564	132	2,611
For the year ended December 31, 2022							
<i>Executive directors:</i>							
Mr. Zhou Yang (<i>chief executive officer</i>)	July 20, 2019	—	797	63	—	888	1,748
Mr. Zhao Mingzhu	July 20, 2019	—	924	63	—	88	1,075
Mr. Chen Zhiyuan	July 20, 2019	—	679	63	—	1,230	1,972
Mr. Shu Wa Tung, Laurence	December 20, 2022	—	753	15	—	168	936
Mr. Chen Rui	December 20, 2022	—	522	63	188	250	1,023
		—	3,675	267	188	2,624	6,754
<i>Independent non-executive directors:</i>							
Dr. Guan Yanmin	June 26, 2024	—	—	—	—	—	—
Mr. Zhu Rongyuan	June 26, 2024	—	—	—	—	—	—
Ms. Ng Sin Kiu	June 26, 2024	—	—	—	—	—	—
		—	—	—	—	—	—
<i>Supervisors:</i>							
Mr. Shen Xiaowei	December 20, 2022	—	552	63	376	400	1,391
Mr. Yu Yuanyang	May 24, 2021	—	394	63	188	353	998
Mr. Wang Zhenkang (<i>note v</i>)	March 27, 2023	—	347	51	—	46	444
Mr. Wu Yunfeng (<i>note v</i>)	April 1, 2024	—	273	20	—	60	353
		—	1,566	197	564	859	3,186

	Date of appointment	Director's fee	Salaries and other benefits	Retirement benefit	Share-based payments	Discretionary bonus	Total
				scheme contributions			
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
For the year ended December 31, 2023							
<i>Executive directors:</i>							
Mr. Zhou Yang (<i>chief executive officer</i>)	July 20, 2019	—	1,921	68	4,776	427	7,192
Mr. Zhao Mingzhu	July 20, 2019	—	1,849	82	—	459	2,390
Mr. Chen Zhiyuan	July 20, 2019	—	1,792	82	—	729	2,603
Mr. Shu Wa Tung, Laurence	December 20, 2022	—	850	14	—	240	1,104
Mr. Chen Rui	December 20, 2022	—	381	68	188	—	637
		—	6,793	314	4,964	1,855	13,926
<i>Independent non-executive directors:</i>							
Dr. Guan Yanmin	June 26, 2024	—	—	—	—	—	—
Mr. Zhu Rongyuan	June 26, 2024	—	—	—	—	—	—
Ms. Ng Sin Kiu	June 26, 2024	—	—	—	—	—	—
		—	—	—	—	—	—
<i>Supervisors:</i>							
Mr. Shen Xiaowei	December 20, 2022	—	438	68	376	216	1,098
Mr. Yu Yuanyang	May 24, 2021	—	451	68	188	225	932
Mr. Wang Zhenkang (<i>note v</i>)	March 27, 2023	—	389	52	—	95	536
Mr. Wu Yunfeng (<i>note v</i>)	April 1, 2024	—	301	20	—	70	391
		—	1,579	208	564	606	2,957
For the six months ended June 30, 2023							
(unaudited)							
<i>Executive directors:</i>							
Mr. Zhou Yang (<i>chief executive officer</i>)	July 20, 2019	—	1,003	33	—	213	1,249
Mr. Zhao Mingzhu	July 20, 2019	—	898	33	—	229	1,160
Mr. Chen Zhiyuan	July 20, 2019	—	895	33	—	364	1,292
Mr. Shu Wa Tung, Laurence	December 20, 2022	—	379	8	—	120	507
Mr. Chen Rui	December 20, 2022	—	191	33	94	—	318
		—	3,366	140	94	926	4,526
<i>Independent non-executive directors:</i>							
Dr. Guan Yanmin	June 26, 2024	—	—	—	—	—	—
Mr. Zhu Rongyuan	June 26, 2024	—	—	—	—	—	—
Ms. Ng Sin Kiu	June 26, 2024	—	—	—	—	—	—
		—	—	—	—	—	—
<i>Supervisors:</i>							
Mr. Shen Xiaowei	December 20, 2022	—	219	33	188	37	477
Mr. Yu Yuanyang	May 24, 2021	—	208	33	94	35	370
Mr. Wang Zhenkang (<i>note v</i>)	March 27, 2023	—	188	25	—	32	245
Mr. Wu Yunfeng (<i>note v</i>)	April 1, 2024	—	138	10	—	23	171
		—	753	101	282	127	1,263

Date of appointment	Director's fee	Salaries and other benefits	Retirement benefit	Share-based payments	Discretionary bonus	Total	
			scheme contributions				
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
For the six months ended June 30, 2024							
<i>Executive directors:</i>							
Mr. Zhou Yang (<i>chief executive officer</i>)	July 20, 2019	—	913	35	—	1,161	2,109
Mr. Zhao Mingzhu	July 20, 2019	—	965	43	—	890	1,898
Mr. Chen Zhiyuan	July 20, 2019	—	895	43	—	576	1,514
Mr. Shu Wa Tung, Laurence	December 20, 2022	—	472	8	—	598	1,078
Mr. Chen Rui	December 20, 2022	—	230	35	94	457	816
		—	3,475	164	94	3,682	7,415
<i>Independent non-executive directors:</i>							
Dr. Guan Yanmin	June 26, 2024	—	—	—	—	—	—
Mr. Zhu Rongyuan	June 26, 2024	—	—	—	—	—	—
Ms. Ng Sin Kiu	June 26, 2024	—	—	—	—	—	—
		—	—	—	—	—	—
<i>Supervisors:</i>							
Mr. Shen Xiaowei	December 20, 2022	—	225	35	188	22	470
Mr. Yu Yuanyang	May 24, 2021	—	230	35	94	22	381
Mr. Wang Zhenkang (<i>note v</i>)	March 27, 2023	—	37	13	—	—	50
Mr. Wu, Yunfeng (<i>note v</i>)	April 1, 2024	—	133	10	—	13	156
		—	625	93	282	57	1,057

Notes:

- (i) None of the directors nor the chief executive officer of the Company waived or agreed to waive any emoluments during the Track Record Period.
- (ii) During the Track Record Period, no emoluments were paid by the Group to any of the directors nor the chief executive officer of the Company as an inducement to join or upon joining the Group or as compensation for loss of office.
- (iii) The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Group and the Company, respectively.
- (iv) The discretionary bonuses were determined with reference to their duties and responsibilities of the relevant individuals within the Group and the Group's performance.
- (v) Mr. Wang Zhenkang was appointed as supervisor of the Company on March 27, 2023 and resigned on March 31, 2024. Afterwards Mr. Wu Yunfeng was appointed as supervisor of the Company on April 1, 2024.

Other dealings in favour of directors and supervisors

The Group

Amounts due from directors and supervisors

	As at January 1, 2021 RMB'000 (unaudited)	As at December 31,			As at June 30, 2024 RMB'000	Maximum amount outstanding during the				
		Year ended December 31,				Six months ended June 30,				
		2021	2022	2023		2021	2022	2023	2023	2024
Mr. Zhou Yang	3,005	2,920	3,189	—	—	3,005	3,189	3,842	3,189	—
Mr. Zhao Mingzhu	2,504	2,432	2,658	—	—	2,544	2,758	3,359	2,658	—
Mr. Chen Zhiyuan	2,504	2,432	2,658	—	—	2,504	2,658	3,201	2,658	—
Mr. Shu Wa Tung	1,633	1,586	1,733	—	—	1,633	1,733	1,833	1,833	—
Mr. Chen Rui	327	265	232	—	—	327	272	232	232	—
Mr. Shen Xiaowei	174	169	185	—	—	174	185	185	185	—
Mr. Yu Yuanyang	391	317	252	—	—	391	324	252	252	—
	<u>10,538</u>	<u>10,121</u>	<u>10,907</u>	<u>—</u>	<u>—</u>					

The Company

	As at January 1, 2021 RMB'000 (unaudited)	As at December 31,			As at June 30, 2024 RMB'000	Maximum amount outstanding during the				
		Year ended December 31,				Six months ended June 30,				
		2021	2022	2023		2021	2022	2023	2023	2024
Mr. Zhou Yang	304	232	160	—	—	304	232	160	160	—
Mr. Zhao Mingzhu	240	180	140	—	—	240	180	140	140	—
Mr. Chen Zhiyuan	—	—	—	—	—	40	100	544	—	—
Mr. Shu Wa Tung	—	—	—	—	—	25	—	—	—	—
Mr. Chen Rui	—	—	—	—	—	—	—	653	—	—
Mr. Shen Xiaowei	—	—	—	—	—	—	—	544	—	—
Mr. Yu Yuanyang	—	—	—	—	—	—	—	100	—	—
	<u>544</u>	<u>412</u>	<u>300</u>	<u>—</u>	<u>—</u>					

These amounts are non-trade related, unsecured, interest free and repayable on demand.

Five highest paid employees

The five highest paid individuals of the Group are directors of the Company for the Track Record Period, details of whose remuneration are set out above. The emoluments of these employees are within the following bands:

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
	<i>No. of employees</i>	<i>No. of employees</i>	<i>No. of employees</i>	<i>No. of employees (unaudited)</i>	<i>No. of employees</i>
Nil to Hong Kong Dollar (“HK\$”)					
1,000,000	—	—	—	2	1
HK\$1,000,001 to HK\$1,500,000	2	2	2	3	1
HK\$1,500,001 to HK\$2,000,000	3	1	—	—	1
HK\$2,000,001 to HK\$2,500,000	—	2	—	—	2
HK\$2,500,001 to HK\$3,000,000	—	—	2	—	—
HK\$3,000,001 to HK\$4,000,000	—	—	1	—	—
	<u>5</u>	<u>5</u>	<u>5</u>	<u>5</u>	<u>5</u>

13. EARNINGS PER SHARE

The calculation of the basic earnings per share attributable to the owners of the Company is based on the following data:

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000 (unaudited)</i>	<i>RMB'000</i>
Profit for the year/period attributable to owners of the Company	<u>12,754</u>	<u>36,735</u>	<u>120,556</u>	<u>49,572</u>	<u>82,494</u>
Number of shares					
	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
	<i>'000</i>	<i>'000</i>	<i>'000</i>	<i>'000 (unaudited)</i>	<i>'000</i>
Weighted average number of ordinary shares in issue	<u>30,000</u>	<u>30,000</u>	<u>30,000</u>	<u>30,000</u>	<u>30,000</u>

The weighted average number of ordinary shares for the purpose of basic earnings per share has been adjusted retrospectively for the Company's conversion into a joint stock company in 2022 and the 10,000,000 shares issued in 2023 by conversion of the share premium into the share capital of the Company, as if 30,000,000 shares were in issue as at the beginning of the Track Record Period.

No diluted earnings per share for the Track Record Period was presented as there were no potential ordinary shares in issue during the Track Record Period.

14. DIVIDENDS

A final dividend of RMB0.37, RMB0.67, RMB0.17, nil and RMB3.20 per share totalling RMB11,000,000, RMB20,000,000, RMB5,000,000, nil and RMB96,000,000 was distributed to the shareholders in respect of the years ended December 31, 2021, 2022 and 2023 and six months ended June 30, 2023 (unaudited) and 2024.

The number of shares used in the calculation of dividend per share is adjusted retrospectively for the Company's conversion into a joint stock company in 2022 and the 10,000,000 shares issued in 2023 by conversion of the share premium into the share capital of the Company, as if 30,000,000 shares were in issue as at the beginning of the Track Record Period.

15. PROPERTY, PLANT AND EQUIPMENT

The Group

	<u>Buildings</u>	<u>Machinery and equipment</u>	<u>Office equipment and furniture</u>	<u>Transportation equipment</u>	<u>Leasehold improvements</u>	<u>Construction in progress</u>	<u>Total</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
COST							
As at January 1, 2021	—	950	585	2,640	—	15,268	19,443
Additions	212	367	641	2,042	—	34,670	37,932
Transfer	45,669	3,573	696	—	—	(49,938)	—
As at December 31, 2021	45,881	4,890	1,922	4,682	—	—	57,375
Additions	50	72	788	—	250	243	1,403
Transfer	243	—	—	—	—	(243)	—
As at December 31, 2022	46,174	4,962	2,710	4,682	250	—	58,778
Additions	—	193	251	668	677	942	2,731
Acquisition of subsidiaries (Note 39)	—	—	6	—	—	—	6
As at December 31, 2023	46,174	5,155	2,967	5,350	927	942	61,515
Additions	—	172	53	670	—	614	1,509
Disposals	—	—	—	(293)	—	—	(293)
As at June 30, 2024	46,174	5,327	3,020	5,727	927	1,556	62,731
ACCUMULATED DEPRECIATION							
As at January 1, 2021	—	—	189	544	—	—	733
Provided for the year	1,310	256	159	811	—	—	2,536
As at December 31, 2021	1,310	256	348	1,355	—	—	3,269
Provided for the year	2,177	513	540	1,052	63	—	4,345
As at December 31, 2022	3,487	769	888	2,407	63	—	7,614
Provided for the year	2,195	540	680	1,102	281	—	4,798
As at December 31, 2023	5,682	1,309	1,568	3,509	344	—	12,412
Provided for the period	1,123	277	348	428	114	—	2,290
Eliminated on disposals	—	—	—	(82)	—	—	(82)
As at June 30, 2024	6,805	1,586	1,916	3,855	458	—	14,620
CARRYING VALUES							
As at December 31, 2021	44,571	4,634	1,574	3,327	—	—	54,106
As at December 31, 2022	42,687	4,193	1,822	2,275	187	—	51,164
As at December 31, 2023	40,492	3,846	1,399	1,841	583	942	49,103
As at June 30, 2024	39,369	3,741	1,104	1,872	469	1,556	48,111

Buildings with carrying amount of approximately nil, RMB42,687,000 and RMB40,492,000 and nil as at December 31, 2021, 2022 and 2023 and June 30, 2024, were pledged to banks to secure the bank borrowing facilities.

The Company

	Office equipment and furniture	Transportation equipment	Leasehold improvements	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
COST				
As at January 1, 2021	430	2,639	—	3,069
Additions	<u>132</u>	<u>1,602</u>	<u>—</u>	<u>1,734</u>
As at December 31, 2021	562	4,241	—	4,803
Additions	<u>88</u>	<u>—</u>	<u>250</u>	<u>338</u>
As at December 31, 2022	650	4,241	250	5,141
Additions	<u>178</u>	<u>668</u>	<u>677</u>	<u>1,523</u>
As at December 31, 2023	828	4,909	927	6,664
Additions	<u>22</u>	<u>670</u>	<u>—</u>	<u>692</u>
As at June 30, 2024	<u>850</u>	<u>5,579</u>	<u>927</u>	<u>7,356</u>
ACCUMULATED DEPRECIATION				
As at January 1, 2021	138	544	—	682
Provided for the year	<u>93</u>	<u>785</u>	<u>—</u>	<u>878</u>
As at December 31, 2021	231	1,329	—	1,560
Provided for the year	<u>107</u>	<u>1,007</u>	<u>63</u>	<u>1,177</u>
As at December 31, 2022	338	2,336	63	2,737
Provided for the year	<u>136</u>	<u>1,060</u>	<u>281</u>	<u>1,477</u>
As at December 31, 2023	474	3,396	344	4,214
Provided for the period	<u>94</u>	<u>412</u>	<u>114</u>	<u>620</u>
As at June 30, 2024	<u>568</u>	<u>3,808</u>	<u>458</u>	<u>4,834</u>
CARRYING VALUES				
As at December 31, 2021	<u>331</u>	<u>2,912</u>	<u>—</u>	<u>3,243</u>
As at December 31, 2022	<u>312</u>	<u>1,905</u>	<u>187</u>	<u>2,404</u>
As at December 31, 2023	<u>354</u>	<u>1,513</u>	<u>583</u>	<u>2,450</u>
As at June 30, 2024	<u>282</u>	<u>1,771</u>	<u>469</u>	<u>2,522</u>

The above items of property, plant and equipment, except for construction in progress, are depreciated on a straight-line basis after taking into account of the residual value as follows:

Buildings	5.00% per annum
Machinery and equipment	9.50%–19.00% per annum
Office equipment and furniture	19.00%–31.67% per annum
Transportation equipment	9.50%–23.75% per annum
Leasehold improvements	Over the shorter of the lease term or 5 years

16. RIGHT-OF-USE ASSETS

The Group

	<u>Office premises</u>	<u>Land use right</u>	<u>Shoreline use right</u>	<u>Total</u>	
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	
Carrying amount					
As at January 1, 2021	—	5,107	2,227	7,334	
Additions	3,764	—	—	3,764	
Depreciation charge	(1,098)	(105)	(46)	(1,249)	
Exchange realignment	(14)	—	—	(14)	
As at December 31, 2021	<u>2,652</u>	<u>5,002</u>	<u>2,181</u>	<u>9,835</u>	
Depreciation charge	(1,094)	(105)	(46)	(1,245)	
Derecognition	(189)	—	—	(189)	
Exchange realignment	61	—	1	62	
As at December 31, 2022	<u>1,430</u>	<u>4,897</u>	<u>2,136</u>	<u>8,463</u>	
Additions	2,893	—	—	2,893	
Depreciation charge	(1,280)	(105)	(46)	(1,431)	
Derecognition	(480)	—	—	(480)	
Exchange realignment	15	—	—	15	
As at December 31, 2023	<u>2,578</u>	<u>4,792</u>	<u>2,090</u>	<u>9,460</u>	
Depreciation charge	(689)	(52)	(23)	(764)	
Exchange realignment	(6)	—	—	(6)	
As at June 30, 2024	<u>1,883</u>	<u>4,740</u>	<u>2,067</u>	<u>8,690</u>	
	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
				<i>(unaudited)</i>	
Expense relating to short-term leases	113	13	160	158	105
Total cash outflow for leases	<u>1,401</u>	<u>1,037</u>	<u>1,335</u>	<u>593</u>	<u>832</u>

The Company

	Office premises
	<i>RMB'000</i>
Carrying amount	
As at January 1, 2021	—
Additions	2,721
Depreciation charge	<u>(843)</u>
As at December 31, 2021	<u>1,878</u>
Depreciation charge	(834)
Derecognition	<u>(189)</u>
As at December 31, 2022	<u>855</u>
Additions	2,893
Depreciation charge	(1,000)
Derecognition	<u>(480)</u>
As at December 31, 2023	<u>2,268</u>
Depreciation charge	<u>(549)</u>
As at June 30, 2024	<u><u>1,719</u></u>

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Expense relating to short-term leases	4	9	160	158	105
Total cash outflow for leases	<u>965</u>	<u>820</u>	<u>962</u>	<u>338</u>	<u>695</u>

The Group regularly entered into short-term leases for office properties. As at December 31, 2021, 2022 and 2023 and June 30, 2024, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

During the Track Record Period, the Group leases various properties for its operations. Lease contracts are entered into for fixed term of 21 months to 72 months. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. There were no extension or termination options in the lease contracts. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The lump sum payments for land use right and shoreline use right were made upfront and with fixed terms of 50 years and 50 years respectively and depreciated on a straight line basis since the date of acquisition to the end of the contract terms.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

Restrictions or covenants on leases

In addition, lease liabilities of RMB2,638,000, RMB1,521,000, RMB2,888,000 and RMB2,175,000 are recognized with related right-of-use assets of RMB2,652,000, RMB1,430,000, RMB2,578,000 and RMB1,883,000 as at December 31, 2021, 2022 and 2023 and June 30, 2024, respectively. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. These leased assets may not be used as security for borrowing purposes.

17. INTERESTS IN ASSOCIATES**The Group**

	<u>At December 31,</u>			<u>At June 30,</u>
	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Investment in associates under equity methods	—	3,236	—	—

Details of each of the Group's associates at the end of each of years ended December 31, 2021, 2022 and 2023 and June 30, 2024 are as follows:

<u>Name of entities</u>	<u>Country of incorporation</u>	<u>Principal place of business</u>	<u>Proportion of ownership interest and voting rights held by the Group</u>				<u>Principal activities</u>
			<u>As at December 31</u>			<u>At June 30,</u>	
			<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>	
Wavelength Technology Center, LDA (“WTC”) (Note i)	Portugal	Portugal	—	33.78%	51.00%	51.00%	Research and technology service
Jiangsu ContiOcean Electronic Ltd. (Note ii)	the PRC	the PRC	—	40.00%	—	—	Prefabricated cabin processing

Notes:

- (i) On June 20, 2022, ContiOcean Environment Tech Co., Limited (“**ContiOcean Hong Kong**”), a wholly owned subsidiary of the Company, made a capital injection amounting to Euro (“**EUR**”) 500,000 (equivalent to RMB3,616,000) into WTC. After the injection, the Group obtained 33.78% of the equity interests in WTC and had significant influence over WTC. As a result, WTC was accounted for as an associate using equity method by the Group.

ContiOcean Hong Kong injected an additional EUR400,000 (equivalent to RMB3,156,000) into WTC, which was fully settled in December 2023. After the completion of the injection, the equity interests in WTC held by the Group increased from 33.78% to 51% and the Group obtained control over WTC. As a result, WTC became a subsidiary of the Group in December 2023. A gain on deemed disposal of WTC amounting to RMB4,794,000 was recognized. Details are disclosed in Note 39.

- (ii) Jiangsu ContiOcean Electronic Ltd. (“**Jiangsu ContiOcean**”) was established on July 4, 2022. ContiOcean Nantong held 40% equity interest in Jiangsu ContiOcean since its establishment with an investment cost of RMB400,000. On April 7, 2023, ContiOcean Nantong disposed the entire interest of Jiangsu ContiOcean at nil consideration to an independent third party.

Aggregate information of associates that are not individually material:

	Year Ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
				<i>(unaudited)</i>	
The Group's share of total comprehensive expense	—	(780)	(1,699)	(826)	—
Aggregate carrying amount of the Group's interests in these associates	—	3,236	—	2,410	—

18. GOODWILL

The Group

	<u>WTC Group</u>
	<i>RMB'000</i>
COST AND CARRYING AMOUNT	
As at January 1, 2021, December 31, 2021 and 2022	—
Goodwill arising on acquisition (<i>Note 39</i>)	<u>8,524</u>
As at December 31, 2023	8,524
Exchange realignment	<u>61</u>
As at June 30, 2024	<u><u>8,585</u></u>

The directors of the Company are of the view that there is no impairment on goodwill as at December 31, 2023 as completion date of the acquisition is in December 2023.

For the purpose of goodwill impairment assessment as at June 30, 2024, the recoverable amount of the group of CGUs that are expected to benefit from the synergies of the acquisition of WTC was determined based on a value-in-use calculation using the discounted cashflow method. The value-in-use calculation is based on the financial budgets of relevant business prepared by the management of the Company covering a five-year period. The cash flows beyond the five-year period were extrapolated by using a steady 2.0% growth rate, which was estimated with reference to the relevant industry growth forecasts and did not exceed the average long-term growth rate for the relevant industry. The estimated revenue, cost and expenses were based on the past performance and the management's expectation of future market development. Pre-tax discount rate of 14.72% was used to reflect market assessment of time value and the specific risks relating to the CGUs for the impairment assessment as at June 30, 2024.

As at June 30, 2024, the recoverable amount of the group of CGUs exceeded its carrying amount by RMB12,755,000. The management of the Company was in the view that there was sufficient headroom in respect of the reasonably possible changes in the key parameters, and had not identified that as reasonably possible changes in the key parameters would cause the carrying amount of the group of CGUs to exceed the recoverable amount as at June 30, 2024. If the pre-tax discount rate was changed to 18.21% or the forecasted revenue was to decrease by 69%, with other parameters remain constant, the recoverable amount of the group of CGU would equal its carrying amount.

19. INVESTMENTS IN SUBSIDIARIES

The Company

	At December 31,			At June 30,
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Cost of investment	45,000	45,648	46,355	56,708

20. OTHER INTANGIBLE ASSETS

The Group and the Company

	Intellectual properties RMB'000
COST	
As at December 31, 2021, December 31, 2022, December 31, 2023 and June 30, 2024	147
ACCUMULATED AMORTISATION	
As at January 1, 2021	9
Provided for the year	15
As at December 31, 2021	24
Provided for the year	15
As at December 31, 2022	39
Provided for the year	14
As at December 31, 2023	53
Provided for the period	8
As at June 30, 2024	61
CARRYING VALUES	
As at December 31, 2021	123
As at December 31, 2022	108
As at December 31, 2023	94
As at June 30, 2024	86

The above intangible assets have finite useful lives. Such intangible assets are amortized on a straight-line basis over 10 years.

21. DEFERRED TAX ASSETS/LIABILITIES

The Group

For the purpose of presentation in the consolidated statements of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

	At December 31,			At June 30,
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Deferred tax assets	1,485	2,430	3,433	2,125
Deferred tax liabilities	(80)	—	—	—
	<u>1,405</u>	<u>2,430</u>	<u>3,433</u>	<u>2,125</u>

The following are the major deferred tax assets/(liabilities) recognized and movements thereon during the Track Record Period:

	Accrued expenses	Provision for impairment of assets	Right-of-use assets	Lease liabilities	Unrealized profit on internal transactions	Tax losses	Provision	ECL provision	Fair value change of financial assets at FVTPL	Others	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
As at January 1, 2021	—	—	—	—	88	—	—	—	—	—	88
Credited (charged) to profit or loss	10	—	(416)	414	1,123	97	43	124	(76)	—	1,319
Exchange adjustments	—	—	2	(2)	—	(1)	(1)	—	—	—	(2)
As at December 31, 2021	<u>10</u>	<u>—</u>	<u>(414)</u>	<u>412</u>	<u>1,211</u>	<u>96</u>	<u>42</u>	<u>124</u>	<u>(76)</u>	<u>—</u>	<u>1,405</u>
Credited (charged) to profit or loss	227	69	198	(182)	(146)	572	35	92	76	38	979
Exchange adjustments	—	—	(10)	11	—	36	4	5	—	—	46
As at December 31, 2022	<u>237</u>	<u>69</u>	<u>(226)</u>	<u>241</u>	<u>1,065</u>	<u>704</u>	<u>81</u>	<u>221</u>	<u>—</u>	<u>38</u>	<u>2,430</u>
(Charged) credited to profit or loss	(158)	373	(164)	197	(382)	333	599	205	—	(38)	965
Exchange adjustments	—	2	(3)	3	—	31	1	4	—	—	38
As at December 31, 2023	<u>79</u>	<u>444</u>	<u>(393)</u>	<u>441</u>	<u>683</u>	<u>1,068</u>	<u>681</u>	<u>430</u>	<u>—</u>	<u>—</u>	<u>3,433</u>
(Charged) credited to profit or loss	(25)	68	106	(109)	(634)	(1,051)	316	39	—	—	(1,290)
Exchange adjustments	—	4	1	(2)	(1)	(17)	—	(3)	—	—	(18)
As at June 30, 2024	<u>54</u>	<u>516</u>	<u>(286)</u>	<u>330</u>	<u>48</u>	<u>—</u>	<u>997</u>	<u>466</u>	<u>—</u>	<u>—</u>	<u>2,125</u>
As at January 1, 2023	237	69	(226)	241	1,065	704	81	221	—	38	2,430
Credited (charged) to profit or loss	779	32	(332)	337	1,240	(274)	452	120	—	(38)	2,316
Exchange adjustments	27	4	(2)	2	—	11	3	(2)	—	—	43
As at June 30, 2023 (Unaudited)	<u>1,043</u>	<u>105</u>	<u>(560)</u>	<u>580</u>	<u>2,305</u>	<u>441</u>	<u>536</u>	<u>339</u>	<u>—</u>	<u>—</u>	<u>4,789</u>

APPENDIX I
ACCOUNTANTS' REPORT

As at December 31, 2021, 2022 and 2023 and June 30, 2024, the Group has unrecognized tax losses of nil, nil, approximately RMB5,196,000 and RMB6,733,000.

	At December 31,			At June 30,
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Indefinite	—	—	5,196	6,733

No deferred tax liability is recognized on temporary differences of RMB27,480,000, RMB26,321,000, RMB44,780,000 and RMB46,094,000 as at December 31, 2021, 2022 and 2023 and June 30, 2024, respectively relating to the unremitted earnings of overseas subsidiaries as the Group is able to control the timings of the reversal of these temporary differences and it is probable that they will not reverse in the foreseeable future.

The Company

The following is the analysis of the deferred tax balances for financial reporting purposes:

	At December 31,			At June 30,
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Deferred tax assets	10	359	450	609
Deferred tax liabilities	(80)	—	—	—
	<u>(70)</u>	<u>359</u>	<u>450</u>	<u>609</u>

The following are the major deferred tax assets/(liabilities) recognized and movements thereon during the Track Record Period:

	Accrued expenses	Provision for impairment of assets	Right-of-use asset	lease liabilities	Provision	ECL provision	Fair value change of financial assets at		Total
							FVTPL	Others	
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
As at January 1, 2021	—	—	—	—	—	—	—	—	—
Credited (charged) to profit or loss	10	—	(282)	278	—	—	(76)	—	(70)
As at December 31, 2021	10	—	(282)	278	—	—	(76)	—	(70)
Credited (charged) to profit or loss	227	—	153	(142)	29	48	76	38	429
As at December 31, 2022	237	—	(129)	136	29	48	—	38	359
(Charged) credited to profit or loss	(158)	—	(212)	246	196	57	—	(38)	91
As at December 31, 2023	79	—	(341)	382	225	105	—	—	450
(Charged) credited to profit or loss	(25)	54	82	(83)	90	41	—	—	159
As at June 30, 2024	<u>54</u>	<u>54</u>	<u>(259)</u>	<u>299</u>	<u>315</u>	<u>146</u>	<u>—</u>	<u>—</u>	<u>609</u>
As at January 1, 2023	237	—	(129)	136	29	48	—	38	359
Credited (charged) to profit or loss	76	—	(355)	361	96	84	—	(38)	224
As at June 30, 2023 (Unaudited)	<u>313</u>	<u>—</u>	<u>(484)</u>	<u>497</u>	<u>125</u>	<u>132</u>	<u>—</u>	<u>—</u>	<u>583</u>

22. INVENTORIES

The Group

	At December 31,			At June 30,
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Raw materials and consumables	5,497	10,306	1,432	1,637
Work in progress	5,402	16,760	1,561	4,911
Finished goods	21,430	60,221	84,389	30,566
	<u>32,329</u>	<u>87,287</u>	<u>87,382</u>	<u>37,114</u>

Finished goods are net of a write-down of approximately nil, nil, RMB1,930,000 and RMB2,304,000 as at December 31, 2021, 2022 and 2023 and June 30, 2024.

Raw materials are net of a write-down of approximately nil, RMB463,000, RMB841,000 and RMB875,000 as at December 31, 2021, 2022 and 2023 and June 30, 2024.

The Company

	At December 31,			At June 30,
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Raw materials and consumables	469	469	—	—
Finished goods	18,295	29,351	17,842	4,121
	<u>18,764</u>	<u>29,820</u>	<u>17,842</u>	<u>4,121</u>

Finished goods are net of a write-down of approximately nil, nil, nil and RMB360,000 as at December 31, 2021, 2022 and 2023 and June 30, 2024.

23. TRADE AND OTHER RECEIVABLES

The Group

Details of trade and other receivables are as follows:

	At December 31,			At June 30,
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables	5,580	19,423	42,153	45,819
Less: allowance for ECL (Note 37)	281	1,010	2,054	2,320
	5,299	18,413	40,099	43,499
Prepayments	79,223	57,559	42,982	28,196
Deferred issue costs	—	—	—	6,841
Value-added-tax (“VAT”) recoverable	531	4,580	1,146	1,492
VAT export refund receivable	—	919	2,734	866
Rental deposits	1,434	1,199	1,071	1,115
Less: allowance for ECL	638	638	638	638
	796	561	433	477
Custom deposits	326	389	326	—
Advance to employees	272	349	333	595
Others	3,218	692	140	151
	89,665	83,462	88,193	82,117

As at January 1, 2021, trade receivables from contracts with customers amounting to RMB1,634,000 (net of ECL allowance of nil).

The Group normally grants a credit period of 30 to 90 days or a particular period agreed with customers effective from the date when the revenue were recognized.

The following is an aging analysis of trade receivables net of allowance for credit losses presented based on revenue recognition dates at the end of each reporting period:

	At December 31,			At June 30,
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
0–30 days	4,956	12,024	21,041	30,406
31–90 days	302	4,387	17,453	5,467
91–180 days	—	1,140	1,017	6,071
181–365 days	—	253	584	1,080
Over 365 days	41	609	4	475
	5,299	18,413	40,099	43,499

Details of the assessment on the provision of ECL of trade receivables of the Group as at December 31, 2021, 2022 and 2023 and June 30, 2024 are set out in Note 37.

The Group does not hold any collateral over these balances.

Trade and other receivables that are denominated in currencies other than the functional currencies of the respective group entities are set out below:

	At December 31,			At June 30,
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
HK\$	199	517	—	20
SGD	194	240	61	60
United States dollar ("US\$")	—	506	2,155	302
	<u>393</u>	<u>1,263</u>	<u>2,216</u>	<u>382</u>

The Company

Details of trade and other receivables are as follows:

	At December 31,			At June 30,
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables				
— subsidiaries	50,938	59,972	64,024	73,305
— third parties	—	5,821	13,961	19,370
Less: allowance for ECL	—	291	698	971
	<u>50,938</u>	<u>65,502</u>	<u>77,287</u>	<u>91,704</u>
Prepayments				
— subsidiaries	8,642	95,561	40,605	41
— third parties	7,849	7,222	9,581	12,090
Deferred issue costs	—	—	—	6,841
VAT recoverable	—	323	1,090	180
VAT export refund receivable	—	919	2,544	325
Rental deposits	403	195	390	434
Advance to employees	272	224	250	152
Others	300	299	—	8
	<u>68,404</u>	<u>170,245</u>	<u>131,747</u>	<u>111,775</u>

As at January 1, 2021, trade receivables from contracts with customers amounting to RMB44,205,000 (net of ECL allowance of nil).

The Company normally grants a credit period of 30 to 90 days or a particular period agreed with customers effective from the dates when the revenue were recognized.

The following is an aging analysis of trade receivables net of allowance for credit losses presented based revenue recognition dates at the end of each reporting period:

	At December 31,			At June 30,
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
0–30 days	33,888	49,155	32,829	42,295
31–90 days	17,050	2,426	15,277	4,147
91–180 days	—	5,863	17,481	28,273
181–365 days	—	485	10,977	15,704
Over 365 days	—	7,573	723	1,285
	50,938	65,502	77,287	91,704

The Company does not hold any collateral over these balances.

Trade and other receivables that are denominated in currencies other than the functional currency of the Company are set out below:

	At December 31,			At June 30,
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
US\$	169	52,539	48,062	31,759

24. CONTRACT ASSETS AND CONTRACT LIABILITIES

The Group and the Company

Contract Assets

Certain marine services contracts of the Company and its subsidiaries include terms that require certain portion of the payments to be withheld by the customers until the expiry of the warranty period.

The Group typically agrees to a retention period of 12 months for a percentage ranging from 2% to 5% of the contract value. This amount is included in contract assets until the end of the retention period as the Group's entitlement to this final payment is conditioned on the marine services not having any quality issues. The contract assets are transferred to trade receivables when the warranty obligations expire.

As at January 1, 2021, contract assets of the Group and the Company was nil and nil, respectively.

The Group and the Company classifies these contract assets as current because the Group and the Company expects to realize them in its normal operating cycle.

Contract Liabilities

For the contracts which require prepayments from the customers, the Group and the Company typically receive a deposit up to 80% of the total contract sum based on the different stage of the projects.

Revenue of RMB34,306,000, RMB78,873,000, RMB95,881,000, RMB33,866,000 and RMB168,851,000 of the Group was recognized during the years ended December 31, 2021, 2022 and 2023 and six months ended June 30, 2023 (unaudited) and 2024, respectively, that was included in the contract liabilities at the beginning of the relevant years and periods.

Revenue of RMB6,383,000, RMB62,001,000, RMB66,400,000, RMB10,852,000 and RMB49,109,000 of the Company was recognized during the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2023 (unaudited) and 2024 respectively, that was included in the contract liabilities at the beginning of the relevant years and periods.

Contract liabilities that are expected to be settled within the Group's and the Company's normal operating cycle are classified as current liabilities.

The significant decrease in contract liabilities of the Group and the Company was mainly due to the delivery of projects, resulting in the contract liabilities being recognized as revenue during the six months ended June 30, 2024. In addition, certain new orders obtained during the six months ended June 30, 2024 were secured by letter of credits instead of receiving deposits in advance.

As at January 1, 2021, contract liabilities of the Group and of the Company were RMB129,854,000 and RMB31,192,000, respectively.

25. CONTRACT COSTS

Details of contract cost are as follows:

The Group

	At December 31,			At June 30,
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Incremental costs to obtain contracts (<i>Note i</i>)	—	579	10,425	10,186
Costs to fulfill contracts (<i>Note ii</i>)	—	2,351	1,475	2,196
	—	2,930	11,900	12,382

The Company

	At December 31,			At June 30,
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Incremental costs to obtain contracts (<i>Note i</i>)	—	579	1,525	71
Costs to fulfill contracts (<i>Note ii</i>)	—	2,351	1,131	167
	—	2,930	2,656	238

Notes:

- i. Contract costs capitalized relate to the incremental sales commissions to sales agents whose selling activities resulted in customers entering into sale and purchase agreements whose revenue has not yet been recognized at each of the end of the reporting period.
- ii. Costs to fulfill contracts are mainly in relation to the design review fees of ongoing projects at each of the end of the reporting period.

Contract costs are recognized as expenses in the consolidated statement of profit or loss in the period in which the corresponding revenue is recognized.

There was no impairment in relation to the opening balance of capitalized costs or the costs capitalized during the Track Record Period.

26. AMOUNT DUE FROM A RELATED PARTY/AMOUNT DUE FROM A SUBSIDIARY/AMOUNTS DUE TO RELATED PARTIES/ AMOUNTS DUE TO SUBSIDIARIES

The amount due from a related party and amounts due to related parties, being a company controlled by the Controlling Shareholders, are non-trade, unsecured, interest-free and repayable on demand.

The amount due from a subsidiary and the amounts due to subsidiaries are non-trade, unsecured, interest-free and repayable on demand.

27. CASH AND CASH EQUIVALENTS/RESTRICTED BANK DEPOSITS/TERM DEPOSITS

The Group and the Company

Cash and cash equivalents comprise demand deposits and short-term bank deposits held by the Group. Bank balances carry interests at market rates which was from 0.0001% to 1.00% as at December 31, 2021, from 0.0001% to 2.05% as at December 31, 2022, from 0.0001% to 5.30% as at December 31, 2023 and from 0.0001% to 0.80% as at June 30, 2024 respectively.

Restricted bank deposits carry interests at market rates which was from 0.01% to 2.90% as at December 31, 2021, from 0.25% to 2.90% as at December 31, 2022, from 0.20% to 2.90% as at December 31, 2023 and from 0.20% to 2.90% as at June 30, 2024 respectively.

As at December 31, 2023 and June 30, 2024, term deposits with an original maturity over three months but within one year and term deposits with an original maturity over one year carry interests at market rates which were 5.43% and 2.7%, nil and 2.7%, respectively.

Cash and cash equivalents, restricted bank deposits and term deposits that are denominated in currencies other than functional currencies of the relevant group entities are set out below:

	At December 31,			At June 30,
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
The Group				
US\$	34,294	6,608	56,071	17,003
SGD	563	798	600	805
RMB	—	8,800	38,687	42,309
HK\$	—	143	240	185
	<u>34,294</u>	<u>6,608</u>	<u>56,071</u>	<u>17,003</u>
	At December 31,			At June 30,
	2021	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
The Company				
US\$	<u>34,294</u>	<u>6,608</u>	<u>45,517</u>	<u>17,003</u>

28. TRADE AND OTHER PAYABLES

The Group

	At December 31,			At June 30,
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables				
— a related party	—	477	—	—
— third parties	20,797	32,073	29,472	29,886
Notes payable	—	2,287	1,044	5,610
Other payables				
— related parties	8,379	8,646	—	—
— third parties	5,829	4,061	6,245	4,131
Dividend payable (<i>Note</i>)	—	—	—	48,000
Payroll payables	3,470	7,755	8,068	6,238
Accrued expenses	4,915	3,239	9,115	8,026
Other tax payables	2,481	1,510	1,637	115
	<u>45,871</u>	<u>60,048</u>	<u>55,581</u>	<u>102,006</u>

Note: The dividend payable was subsequently paid in July 2024.

The average credit period on purchases of goods and services of the Group is within 120 days.

The following is an aged analysis of trade payables, presented based on earlier of the date of goods and services received and the invoice dates at the end of each reporting period:

	At December 31,			At June 30,
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
0–90 days	15,318	24,779	26,017	21,330
91–180 days	5,297	670	493	3,305
181–365 days	54	294	1,108	4,204
Over 365 days	128	6,807	1,854	1,047
	<u>20,797</u>	<u>32,550</u>	<u>29,472</u>	<u>29,886</u>

Trade and other payables that are denominated in currencies other than the functional currencies of the respective group entities are set out below:

	At December 31,			At June 30,
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
HK\$	2,021	931	5,491	2,006
US\$	—	—	—	1,972
SGD	874	88	680	27
EUR	—	267	83	95
RMB	—	—	308	—
	<u>—</u>	<u>—</u>	<u>308</u>	<u>—</u>

The Company

	At December 31,			At June 30,
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables				
— third parties	1,013	5,436	9,854	10,046
— subsidiaries	2,491	27,025	2,440	6,211
Other payables				
— a subsidiary	—	—	143	—
— related parties	8,379	8,646	—	—
— third parties	—	228	1,459	1,474
Notes payables				
— a subsidiary	—	4,118	—	2,153
— third parties	—	1,076	1,044	317
Accrued expenses	65	468	1,521	6,076
Dividend payable (<i>Note</i>)	—	—	—	48,000
Payroll payables	2,113	3,454	4,172	1,961
Other tax payables	2,137	915	82	47
	<u>16,198</u>	<u>51,366</u>	<u>20,715</u>	<u>76,285</u>

Note: The dividend payable was subsequently paid in July 2024.

The average credit period on purchases of goods and services of the Company is within 120 days.

The following is an aged analysis of trade payables, presented based on earlier of the date of goods and services received and the invoice dates at the end of each reporting period:

	At December 31,			At June 30,
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
0–90 days	3,345	30,604	10,470	8,780
91–180 days	76	1,519	488	4,025
181–365 days	32	78	698	2,121
Over 365 days	51	260	638	1,331
	<u>3,504</u>	<u>32,461</u>	<u>12,294</u>	<u>16,257</u>

Trade and other payables that are denominated in currencies other than the functional currency of the Company are set out below:

	At December 31,			At June 30,
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
US\$	—	—	785	14,161
EUR	—	267	—	4
HK\$	—	—	—	2,005
	<u>—</u>	<u>267</u>	<u>785</u>	<u>16,170</u>

The other payables of the Group and the Company are unsecured, interest-free and repayable on demand.

29. BANK BORROWINGS

The Group

As at December 31, 2021, 2022 and 2023 and June 30, 2024, bank borrowings of nil, nil, RMB9,900,000 and RMB9,950,000 are unsecured but guaranteed by the Controlling Shareholders of the Company.

As at December 31, 2021, 2022 and 2023 and June 30, 2024, bank borrowings of nil, nil, RMB10,000,000 and RMB17,000,000 are unsecured but guaranteed by the Company, Mr. Yang Zhifu, the general manager of a subsidiary, and Mr. Zhou Yang.

As at December 31, 2021, 2022 and 2023 and June 30, 2024, bank borrowings of nil, RMB4,118,000, nil, nil are unsecured and unguaranteed.

While the Controlling Shareholders provided guarantees for all of the bank borrowings as of June 30, 2024, such guarantees had been released by the relevant banks by December 20, 2024.

The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings are as follows:

	<u>At December 31,</u>			<u>At June 30,</u>
	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>
Fixed-rate borrowings	—	3.20%	3.80%–3.85%	3.20%–3.85%
	<u>At December 31,</u>			<u>At June 30,</u>
	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
The carrying amounts of the above borrowings are repayable				
Within one year	—	4,118	19,900	11,950
Over two years but within five years	—	—	—	15,000
	—	4,118	19,900	26,950

The Company

As at December 31, 2021, 2022 and 2023 and June 30, 2024, bank borrowings of nil, nil, RMB9,900,000 and RMB9,950,000 are unsecured but guaranteed by the Controlling Shareholders of the Company.

The ranges of effective interest rates (which are also equal to contracted interest rates) on the Company's borrowings are as follows:

	<u>At December 31,</u>			<u>At June 30,</u>
	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>
Fixed-rate borrowings	—	—	3.80%	3.50%
	<u>At December 31,</u>			<u>At June 30,</u>
	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
The carrying amounts of the above borrowings are repayable				
Within one year	—	—	9,900	9,950

30. LEASE LIABILITIES

The Group

	At December 31,			At June 30,
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Lease liabilities payable:				
Within one year	1,171	899	1,395	1,248
Within a period of more than one year but not exceeding two years	874	596	1,118	927
Within a period of more than two years but not exceeding five years	593	26	375	—
	2,638	1,521	2,888	2,175
Less: Amount due for settlement with 12 months shown under current liabilities	(1,171)	(899)	(1,395)	(1,248)
Amount due for settlement after 12 months shown under non-current liabilities	1,467	622	1,493	927

The weighted average incremental borrowing rates applied to lease liabilities is 4.75% for the years ended December 31, 2021, 2022 and 2023 and six months ended June 30, 2024.

The Company

	At December 31,			At June 30,
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Lease liabilities payable:				
Within one year	942	612	1,081	1,066
Within a period of more than one year but not exceeding two years	611	295	1,091	927
Within a period of more than two years but not exceeding five years	295	—	375	—
	1,848	907	2,547	1,993
Less: Amount due for settlement with 12 months shown under current liabilities	(942)	(612)	(1,081)	(1,066)
Amount due for settlement after 12 months shown under non-current liabilities	906	295	1,466	927

The weighted average incremental borrowing rates applied to lease liabilities is 4.75% for the years ended December 31, 2021, 2022 and 2023 and six months ended June 30, 2024.

31. PROVISIONS

The Group

	Warranty provision
	<i>RMB'000</i>
At January 1, 2021	—
Additional provision during the year	445
Utilisation of provision	(189)
Exchange realignment	(4)
	<hr/>
At December 31, 2021	252
Additional provision during the year	297
Utilisation of provision	(66)
Exchange realignment	20
	<hr/>
At December 31, 2022	503
Additional provision during the year	4,380
Utilisation of provision	(319)
Exchange realignment	(25)
	<hr/>
At December 31, 2023	4,539
Additional provision during the period	2,574
Utilisation of provision	(470)
	<hr/>
At June 30, 2024	<u>6,643</u>

The Company

	Warranty provision
	<i>RMB'000</i>
At January 1, 2021	—
Additional provision during the year	189
Utilisation of provision	(189)
	<hr/>
At December 31, 2021	—
Additional provision during the year	260
Utilisation of provision	(66)
	<hr/>
At December 31, 2022	194
Additional provision during the year	1,608
Utilisation of provision	(303)
	<hr/>
At December 31, 2023	1,499
Additional provision during the period	832
Utilisation of provision	(234)
	<hr/>
At June 30, 2024	<u>2,097</u>

The warranty provision represents management's best estimate of the Group's and the Company's liability under 12 to 60 months assurance-type warranty granted on products, based on prior experience and industry averages for defective products.

32. SHARE CAPITAL/PAID-IN CAPITAL

The Company converted into a joint stock company on December 20, 2022, the balance as at January 1, 2021 and December 31, 2021 represented the paid-in capital of the Company prior to the conversion of the Company. Share capital as at December 31, 2022 and 2023 and June 30, 2024 represented the issued share capital of the Company.

Paid-in capital	Paid-in capital	
	<u>RMB'000</u>	
Issued and fully paid		
As at January 1, 2021 and December 31, 2021		20,000
Conversion into a joint stock company (<i>Note i</i>)		<u>(20,000)</u>
As at December 31, 2022		<u>—</u>
Share capital		
	Number of shares	Nominal value of shares
	<u>RMB'000</u>	
Ordinary shares of RMB1 each		
Authorized and issued		
As at January 1, 2021 and December 31, 2021	—	—
Conversion into a joint stock company (<i>Note i</i>)	<u>20,000,000</u>	<u>20,000</u>
As at December 31, 2022	20,000,000	20,000
Conversion of share premium to share capital (<i>Note ii</i>)	<u>10,000,000</u>	<u>10,000</u>
As at December 31, 2023 and June 30, 2024	<u>30,000,000</u>	<u>30,000</u>

Notes:

- i. In December 2022, the Company converted into a joint stock company with limited liability under the Company Law of the PRC. The net assets of the Company as at the conversion date of August 31, 2022 were converted into approximately 20,000,000 ordinary shares at RMB1.00 each.

The excess of net assets converted over nominal value of the ordinary shares was credited to the Company's share premium.

- ii. In July 2023, the Company converted share premium amounting to RMB10,000,000 to 10,000,000 ordinary shares with nominal value of RMB1.00 each.

33. RESERVES OF THE COMPANY

	<u>Capital reserve</u>	<u>Share premium</u>	<u>Other reserves</u>	<u>Share- based payment reserve</u>	<u>Retained earnings</u>	<u>Total</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At January 1, 2021	8,504	—	11,246	2,071	51,746	73,567
Profit and total comprehensive income for the year	—	—	—	—	8,507	8,507
Appropriation of surplus reserve	—	—	851	—	(851)	—
Distribution to the shareholders	—	—	—	—	(11,000)	(11,000)
Deemed distribution to the shareholders	(48)	—	—	—	—	(48)
Recognition of equity settled share- based payments	—	—	—	1,129	—	1,129
At December 31, 2021	<u>8,456</u>	<u>—</u>	<u>12,097</u>	<u>3,200</u>	<u>48,402</u>	<u>72,155</u>
Profit and total comprehensive income for the year	—	—	—	—	28,166	28,166
Conversion into a joint stock company	(8,456)	45,661	(5,422)	—	(31,783)	—
Distribution to the shareholders	—	—	—	—	(20,000)	(20,000)
Appropriation of surplus reserve	—	—	2,817	—	(2,817)	—
Recognition of equity settled share- based payments	—	—	—	2,166	—	2,166
At December 31, 2022	<u>—</u>	<u>45,661</u>	<u>9,492</u>	<u>5,366</u>	<u>21,968</u>	<u>82,487</u>
Profit and total comprehensive income for the year	—	—	—	—	93,814	93,814
Appropriation of surplus reserve	—	—	9,381	—	(9,381)	—
Distribution to the shareholders	—	—	—	—	(5,000)	(5,000)
Conversion of share premium into share capital	—	(10,000)	—	—	—	(10,000)
Recognition of equity settled share- based payments	—	—	—	7,036	—	7,036
Vested Restricted Shares	—	4,776	—	(4,776)	—	—
At December 31, 2023	<u>—</u>	<u>40,437</u>	<u>18,873</u>	<u>7,626</u>	<u>101,401</u>	<u>168,337</u>
Profit and total comprehensive income for the period	—	—	—	—	58,728	58,728
Distribution to the shareholders	—	—	—	—	(96,000)	(96,000)
Recognition of equity settled share- based payments	—	—	—	1,130	—	1,130
At June 30, 2024	<u>—</u>	<u>40,437</u>	<u>18,873</u>	<u>8,756</u>	<u>64,129</u>	<u>132,195</u>

34. SHARE-BASED PAYMENT TRANSACTIONS

During the years ended December 31, 2021, 2022 and 2023 and six months ended June 30, 2024, the Group has the following outstanding share-based payment arrangements.

In February 2019, the shareholders' meeting of the Company passed a resolution to transfer 8% of the equity interests in the Company to six key employees at the price of RMB1.00 per the then paid-in capital, in order to attract and retain the employees for the continual operation and development of the Group. The fair value of the equity interests of the Company at the grant date was RMB24.84 per the then paid-in capital. The equity interests vested over a three-year period with 1/3 of the equity interests granted vesting on each of the first, second and third anniversary of the grant date. The vesting of the equity interests is also subject to the performance condition of the Company's successful listing at a recognized stock exchange. The difference between the fair value of the equity interests transferred to these employees at the grant date and the price paid by them for such transfer was accounted for as equity settled share-based payment and the relevant expenses were recognized over the expected vesting period.

In May 2021, one of the six key employees resigned and the shares granted to this employee were transferred to Mr. Zhou Yang at cost and Mr. Zhou Yang, Mr. Zhao Mingzhu, Mr. Chen Zhiyuan and the other five key employees transferred 8% equity interests of the Company to ContiOcean Corporate Development LLP ("ContiOcean Development").

In January 2022, in order to attract and retain the employees for the continual operation and development of the Group, Mr. Zhou Yang transferred 12.50% of the interest in ContiOcean Development to ten employees, which represented 1% of the equity interests in the Company indirectly at the price of RMB0.55 per the then paid-in capital. The fair value of the Company's equity interests at the grant date was RMB24.70 per the then paid-in capital. The equity interests will vest over a three-year period with 1/3 of the equity interests granted vesting on each of the first, second and third anniversary of the grant date. The vesting of the equity interests is also subject to the performance condition of the Company's successful listing at a recognized stock exchange. The difference between the fair value of the equity interests transferred to these employees at the grant date and the price paid by them for such transfer was accounted for as equity settled share-based payment and the relevant expenses were recognized over the expected vesting period.

In November 2023, 0.7% of the shares of the Company were granted to Mr. Zhou Yang indirectly through the shares of ContiOcean Development, in order to retain and motivate Mr. Zhou Yang for the continual operation and development of the Group. These shares were vested immediately. As a result, the difference between the fair value of the shares at the grant date and the price paid by Mr. Zhou Yang was accounted for as equity settled share-based payment and the relevant expenses were recognized during the year ended December 31, 2023.

Set out below are details of the movements of the outstanding unvested shares granted under the share-based payment arrangements during the Track Record Period. The number of shares listed below is adjusted retrospectively for the Company's conversion into a joint stock company in 2022 and the 10,000,000 shares issued in 2023 by conversion of the share premium into the share capital of the Company, as if 30,000,000 shares were in issue as at the beginning of the Track Record Period.

	As at December 31,			As at June 30,
	2021	2022	2023	2024
Directors				
At the beginning of the year/period	75,000	75,000	75,000	75,000
Granted during the year/period	—	—	210,000	—
Vested during the year/period	—	—	(210,000)	—
	<u>75,000</u>	<u>75,000</u>	<u>75,000</u>	<u>75,000</u>
At the end of the year/period	<u>75,000</u>	<u>75,000</u>	<u>75,000</u>	<u>75,000</u>

	As at December 31,			As at
	2021	2022	2023	June 30, 2024
Supervisors				
At the beginning and end of the year/period	225,000	225,000	225,000	225,000
	As at December 31,			As at
	2021	2022	2023	June 30, 2024
Other Employees				
At the beginning of the year/period	300,000	150,000	450,000	390,000
Granted during the year/period	—	300,000	—	—
Forfeited during the year/period	(150,000)	—	(60,000)	—
At the end of the year/period	150,000	450,000	390,000	390,000

During each of the years ended December 31, 2021, 2022 and 2023 and six months ended June 30, 2023 and 2024, equity-settled share-based payment compensation expenses of RMB1,129,000, RMB2,166,000, RMB7,036,000, RMB1,130,000 (unaudited) and RMB1,130,000, respectively in relation to the above mentioned share-based payment arrangements were charged to profit or loss.

The Group has applied discounted cash flow method to determine the fair value of the underlying shares of RMB24.84 per the then paid-in capital granted in February 2019, RMB24.70 per the then paid-in capital granted in January 2022 and RMB23.58 per share granted in November 2023. Best estimates of key assumptions, such as discount rate and projections of future performance, are required to be determined by management. Key assumptions used in determining the fair value of shares under the share-based payment arrangements are as follows:

	Shares granted at		
	February 2019	January 2022	November 2023
Key assumptions			
Discount rate	14.76%	13.38%	11.41%
Risk-free interest rate	3.17%	2.78%	2.67%
Volatility	50%	45%	40%

The fair value of the restricted shares was valued by directors of the Company with reference to valuation reports prepared by 藍策亞洲(北京)企業管理諮詢有限公司 ValueLink Asia (Beijing) Enterprise Management Consulting Co., Ltd.* (“ValueLink”), an independent qualified valuer. The address of ValueLink is Room 301-3068, No. 16 West Sihuan Middle Road, Haidian District, Beijing, PRC.

* English name for identification purpose only.

35. RELATED PARTY TRANSACTIONS

(a) Related party transactions

Save for disclosed in elsewhere of the Historical Financial Information, the Group has the following material transactions and balances with the related parties during the Track Record Period.

The Group

Names	Relationships	Nature of balances/ transactions	At/year ended December 31,			At/six months ended June 30,	
			2021	2022	2023	2023	2024
			RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
ContiOcean Pty Ltd.	A company that Mr. Chen Zhiyuan had control	Other payables	8,379	8,379	—	—	—
WTC	An associate, in which the Group had a 33.78% equity interest (Note i)	Other payables Other service received	— —	267 267	N/A 1,168	— 522	N/A N/A
Jiangsu ContiOcean	An associate, in which the Group had a 40% equity interest (Note ii)	Purchase of materials Trade payables	— —	8,881 477	— N/A	— N/A	N/A N/A
Sanhe Energy Co., Ltd.	A company that Mr. Zhou Yang and Mr. Chen Zhiyuan had control (Note iii)	Purchase of materials	2,207	N/A	N/A	N/A	N/A

The Company

Names	Relationships	Nature of balances	At December 31,			At
			2021	2022	2023	June 30,
			RMB'000	RMB'000	RMB'000	2024
ContiOcean Pty Ltd.	A company that Mr. Chen Zhiyuan had control	Other payables	8,379	8,379	—	—
WTC	An associate, in which the Group had a 33.78% equity interest (Note i)	Other payables	—	267	N/A	N/A
	Subsidiaries	Trade receivables	50,938	65,502	77,287	91,704
	Subsidiaries	Prepayments	8,642	95,561	40,605	41
	Subsidiaries	Trade payables	2,491	27,025	2,440	6,211
	A subsidiary	Notes payables	—	4,118	—	2,153
	A subsidiary	Other payables	—	—	143	—

Notes:

- (i) The associate was previously held by the Group and subsequent to the additional capital injection as disclosed in Note 39, it has become a subsidiary of the Company on December 31, 2023. The transaction amount disclosed for the year ended December 31, 2023 is from January 1, 2023 to the date of acquisition.
- (ii) The associate was disposed by the Group during the year ended December 31, 2023 as disclosed in Note 17. The transaction amount disclosed for the year ended December 31, 2023 and six months ended June 30, 2023 is from January 1, 2023 to the date of disposal.
- (iii) Mr. Zhou Yang and Mr. Chen Zhiyuan lost control in this company in September 2021. The related party transactions disclosed in the Historical Financial Information included the transactions incurred from January 1, 2021 to September 30, 2021.

(b) Compensation of key management personnel

The remuneration of the directors, supervisors and senior management of the Group during the Track Record Period were as follows:

	Year ended December 31,			Six months ended June 30,	
	2021	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
				(unaudited)	
Short-term benefits	6,956	5,938	9,146	4,504	4,567
Discretionary bonus (<i>Note</i>)	1,336	3,774	2,995	1,118	3,785
Retirement benefit scheme contributions	497	583	656	307	325
Share-based payments	940	940	5,716	470	470
	<u>9,729</u>	<u>11,235</u>	<u>18,513</u>	<u>6,399</u>	<u>9,147</u>

Note: Discretionary bonus is determined based on their duties and responsibilities of the relevant individuals within the Group and the Group's performance.

36. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the group will be able to continue as going concern while maximizing the return to shareholders through the optimization of the debt and equity balance. The Group's overall strategy remains unchanged throughout the Track Record Period.

The capital structure of the Group consists of net assets, which includes cash and cash equivalents, restricted bank deposits and term deposits, net of bank borrowings and lease liabilities, and equity attributable to owners of the Company, comprising issued share capital, retained profits and other reserves.

The management of the Group regularly reviews the capital structure on a continuous basis taking into account the cost of capital and the risk associated with the capital. The Group will balance its overall capital structure through the new shares issues as well as the issue of new debts and redemption of existing debts.

37. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

The Group

	At December 31,			At June 30,
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Financial assets				
Amortized cost (including cash and cash equivalents)	180,246	158,435	308,304	256,443
Financial assets at FVTPL	504	—	—	—
	<u>180,750</u>	<u>158,435</u>	<u>308,304</u>	<u>256,443</u>
Financial liabilities				
Amortized cost	<u>49,052</u>	<u>51,937</u>	<u>56,661</u>	<u>114,577</u>

The Company

	At December 31,			At June 30,
	2021	2022	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Financial assets				
Amortized cost (including cash and cash equivalents)	145,587	156,258	224,510	200,915
Financial assets at FVTPL	504	—	—	—
	<u>146,091</u>	<u>156,258</u>	<u>224,510</u>	<u>200,915</u>
Financial liabilities				
Amortized cost	<u>25,948</u>	<u>102,988</u>	<u>87,964</u>	<u>115,215</u>

(b) Financial risk management objectives and policies

The Group's major financial assets and liabilities include trade and other receivables, financial assets at FVTPL, cash and cash equivalents, restricted bank deposits, term deposits with an original maturity over three months but within one year, term deposits with an original maturity over one year, amount due from a related party, amounts due from directors and supervisors, trade and other payables, amounts due to related parties, and bank borrowings. Details of these financial assets and liabilities are disclosed in respective notes.

The risks associated with these financial assets and liabilities include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The directors manage and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

The Group's activities expose it primarily to currency risk and interest rate risk. There has been no change in the Group's exposure to these risks or the manner in which it manages and measures the risks.

(i) Currency risk

Cash and cash equivalents, trade and other receivables, and trade and other payables are denominated in foreign currency of respective group entities which are exposed to foreign currency risk.

The carrying amounts of the Group's foreign currency denominated monetary assets and liabilities at the end of each reporting period are mainly as follows:

The Group

	<u>At December 31,</u>			<u>At June 30,</u>
	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Assets				
US\$	34,294	7,114	58,226	17,305
HK\$	17,920	11,267	240	205
SGD	757	1,038	661	865
RMB	—	8,800	38,687	42,309
	<u>52,971</u>	<u>28,219</u>	<u>97,814</u>	<u>60,684</u>
Liabilities				
US\$	—	—	—	1,972
HK\$	2,021	931	5,491	2,006
SGD	874	88	680	27
EUR	—	267	83	95
RMB	—	—	308	—
	<u>2,895</u>	<u>1,286</u>	<u>6,562</u>	<u>4,100</u>

The Company

	<u>At December 31,</u>			<u>At June 30,</u>
	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Assets				
US\$	<u>34,463</u>	<u>59,147</u>	<u>93,579</u>	<u>48,762</u>
Liabilities				
US\$	—	—	10,038	14,161
EUR	—	267	—	4
HK\$	—	—	—	2,005
	<u>—</u>	<u>267</u>	<u>10,038</u>	<u>16,170</u>

Sensitivity analysis

The following table details the Group's sensitivity to a 5% increase and decrease in foreign currencies against respective entities' functional currencies, with which the Group and the Company may have a material exposure. 5% represents management's assessment of the reasonably possible change in foreign exchange rate. The sensitivity analysis uses outstanding foreign currency denominated monetary items as a base and adjusts their translation at the end of each reporting period for a 5% change in foreign currency rates. A positive/negative number below indicates an increase/decrease in profit where foreign currencies strengthen 5% against functional currencies. For a 5% weakening of foreign currencies against functional currencies, there would be an equal and opposite impact on profit for the year/period.

The Group

	Year ended December 31,			Six months ended
	2021	2022	2023	June 30,
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Impact on profit or loss	<u>2,116</u>	<u>1,140</u>	<u>3,854</u>	<u>2,457</u>

The Company

	Year ended December 31,			Six months ended
	2021	2022	2023	June 30,
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Impact on profit or loss	<u>1,465</u>	<u>2,514</u>	<u>3,550</u>	<u>1,385</u>

(ii) Interest rate risk

The Group and the Company are exposed to fair value interest rate risk in relation to restricted bank deposits, term deposits with an original maturity over three months but within one year, term deposits with an original maturity over one year, fixed rate bank borrowings and lease liabilities. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances. The directors of the Company consider that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant, therefore no sensitivity analysis on such risk has been prepared.

Credit risk

The carrying amounts of trade and other receivables, contract assets, bank balances, restricted bank deposits and term deposits included in the consolidated statements of financial position represent the Group's maximum exposure to credit risk in relation to its financial assets

For trade receivables and contract assets, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The ECL on trade receivables and contract assets are assessed collectively, based on the past default experience of the debtor, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forward-looking information that is available without undue cost or effort at the end of each reporting period.

According to assessment of the management, since the majority of the trade receivables and contract assets balance is still within the credit term and there's no indicator that the credit risk would significantly increase in the foreseeable future, in the opinion of the management, the impairment loss for the trade receivables and contract assets is insignificant.

In order to minimize the credit risk with customers, the management of the Group has delegated its finance team responsible for determination of credit limits and credit approvals. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts.

The Group has concentration of credit risk of the trade receivables amounting to RMB4,116,000, RMB7,431,000, RMB17,832,000 and RMB16,196,000, respectively, representing 73.76%, 38.26%, 42.30% and 35.35% of total trade receivables as at December 31, 2021, 2022 and 2023 and June 30, 2024 from the Group's largest debtors. RMB5,425,000, RMB16,721,000, RMB34,402,000 and RMB40,503,000 of the trade receivables was due from the five largest debtors, representing 97.22%, 86.09%, 81.61% and 88.40% of total trade receivables as at December 31, 2021, 2022 and 2023 and June 30, 2024, respectively.

As at December 31, 2021, 2022 and 2023 and June 30, 2024, the credit loss rate of trade receivable is 5.04%, 5.20%, 4.87% and 5.06%, respectively.

For other receivables, the Group and the Company has applied ECL model in accordance to IFRS 9 to measure the loss allowance. The ECL on other receivables are assessed individually based on historical settlement records and past default experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the end of each year/period. Except for the balance with one counterparty which has been fully impaired during 2021, the management of the Group believes that the Group's credit risk in other receivables is insignificant and therefore, the credit loss rate is nil as at December 31, 2021, 2022 and 2023 and June 30, 2024.

The credit risk on cash and cash equivalents, restricted bank deposits and term deposits are limited because the counterparties are reputable financial institutions. The Group and the Company assesses 12m ECL for bank balances, restricted bank deposits and term deposits, and considered the ECL allowance is insignificant at the end of each reporting period.

The following tables shows the movement in lifetime ECL that has been recognized for trade receivables and contract assets under the simplified approach and credit impaired other receivable.

	Trade receivables (Lifetime ECL)	Contract assets (Lifetime ECL)	Other receivable (Lifetime ECL)	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
As at January 1, 2021	—	—	—	—
— Impairment losses recognised, net of reversal	286	—	638	924
— Exchange differences	(5)	—	—	(5)
As at December 31, 2021	<u>281</u>	<u>—</u>	<u>638</u>	<u>919</u>
— Impairment losses recognised, net of reversal	683	26	—	709
— Exchange differences	46	—	—	46
As at December 31, 2022	<u>1,010</u>	<u>26</u>	<u>638</u>	<u>1,674</u>
— Impairment losses recognised, net of reversal	1,689	11	—	1,700
— Write-off	(637)	—	—	(637)
— Exchange differences	(8)	—	—	(8)
As at December 31, 2023	<u>2,054</u>	<u>37</u>	<u>638</u>	<u>2,729</u>
— Impairment losses recognised, net of reversal	243	61	—	304
— Exchange differences	23	—	—	23
As at June 30, 2024	<u>2,320</u>	<u>98</u>	<u>638</u>	<u>3,056</u>

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's and the Company's operations and mitigate the effects of fluctuations in cash flows.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

The Group

	Weighted average effective interest rate	Within 1 year or on demand	1 to 2 years	2 to 5 years	Total	Carrying amount
	%	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At December 31, 2021						
Trade and other payables	—	35,052	—	—	35,052	35,052
Amount due to a related party	—	14,000	—	—	14,000	14,000
Lease liabilities	4.75	1,268	920	604	2,792	2,638
		<u>50,320</u>	<u>920</u>	<u>604</u>	<u>51,844</u>	<u>51,690</u>
At December 31, 2022						
Trade and other payables	—	47,596	—	—	47,596	47,596
Bank borrowings	3.20	4,149	—	—	4,149	4,118
Lease liabilities	4.75	948	608	26	1,582	1,521
Amount due to a related party	—	223	—	—	223	223
		<u>52,916</u>	<u>608</u>	<u>26</u>	<u>53,550</u>	<u>53,458</u>
At December 31, 2023						
Trade and other payables	—	36,761	—	—	36,761	36,761
Bank borrowings	3.83	20,058	—	—	20,058	19,900
Lease liabilities	4.75	1,797	1,163	379	3,339	2,888
		<u>58,616</u>	<u>1,163</u>	<u>379</u>	<u>60,158</u>	<u>59,549</u>
At June 30, 2024						
Trade and other payables	—	87,627	—	—	87,627	87,627
Bank borrowings	3.42	11,962	—	16,330	28,292	26,950
Lease liabilities	4.75	1,320	947	—	2,267	2,175
		<u>100,909</u>	<u>947</u>	<u>16,330</u>	<u>118,186</u>	<u>116,752</u>

The Company

	Weighted average effective interest rate	Within 1 year or on demand	1 to 2 years	2 to 5 years	Total	Carrying amount
	%	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At December 31, 2021						
Trade and other payables	—	11,948	—	—	11,948	11,948
Amount due to a related party	—	14,000	—	—	14,000	14,000
Lease liabilities	4.75	1,008	638	297	1,943	1,848
		<u>26,956</u>	<u>638</u>	<u>297</u>	<u>27,891</u>	<u>27,796</u>
At December 31, 2022						
Trade and other payables	—	46,996	—	—	46,996	46,996
Amounts due to subsidiaries	0.20	55,992	—	—	55,992	55,992
Lease liabilities	4.75	638	297	—	935	907
		<u>103,626</u>	<u>297</u>	<u>—</u>	<u>103,923</u>	<u>103,895</u>
At December 31, 2023						
Trade and other payables	—	16,461	—	—	16,461	16,461
Amounts due to subsidiaries	0.20	61,603	—	—	61,603	61,603
Bank borrowings	3.80	9,994	—	—	9,994	9,900
Lease liabilities	4.75	1,474	1,136	379	2,989	2,547
		<u>89,532</u>	<u>1,136</u>	<u>379</u>	<u>91,047</u>	<u>90,511</u>
At June 30, 2024						
Trade and other payables	—	74,277	—	—	74,277	74,277
Amounts due to subsidiaries	0.20	30,988	—	—	30,988	30,988
Bank borrowings	3.50	9,950	—	—	9,950	9,950
Lease liabilities	4.75	1,136	947	—	2,083	1,993
		<u>116,351</u>	<u>947</u>	<u>—</u>	<u>117,298</u>	<u>117,208</u>

(c) Fair value measurements of financial instruments

Fair value of the Group's financial asset that is measured at fair value on a recurring basis

A financial asset of the Group is measured at fair value at December 31, 2021. The following table gives information about how the fair value of the financial asset is determined (in particular, the valuation techniques and inputs used).

Financial asset	Fair value as at December 31,			Fair value as at June 30,	Fair value hierarchy	Valuation techniques and key inputs	Significant unobservable input
	2021	2022	2023	2024			
	RMB'000	RMB'000	RMB'000	RMB'000			
Financial assets at FVTPL	504	—	—	—	Level 2	Discounted cash flow	N/A

There were no transfers between Level 1 and Level 2 during the Track Record Period.

Fair value of financial assets and financial liabilities that are not measured at fair value

The directors of the Company consider that the carrying amount of the Group's and the Company's financial assets and financial liabilities recorded at amortized cost in the Historical Financial Information approximate their fair values. Such fair values have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis.

38. RETIREMENT BENEFIT PLANS

The employees of the Group's subsidiary in PRC are members of a state-managed retirement benefit scheme organized by the relevant local government authority in the PRC. The subsidiary is required to contribute, based on a certain percentage of the payroll costs of its employees, to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions. The total amount provided by the Group to the scheme in the PRC is RMB1,214,000, RMB1,601,000, RMB2,034,000, RMB914,000 and RMB1,159,000 for the year/period ended December 31, 2021, 2022 and 2023 and six months ended June 30, 2023(unaudited) and 2024, respectively.

39. ACQUISITION OF A SUBSIDIARY**For the year ended December 31, 2023**

As disclosed in Note 17, the Group obtained 33.78% of the equity interests in WTC and had significant influence over WTC in 2022 and WTC was accounted for as an associate using equity method by the Group.

In 2023, ContiOcean Hong Kong injected an additional EUR400,000 (equivalent to RMB3,156,000) into WTC. After the completion of the injection, the equity interests in WTC held by the Group increased from 33.78% to 51.00% and the Group obtained control over WTC. The acquisition has been accounted for as acquisition of business using the acquisition method. The total consideration for the acquisition consisted of the cash amounting to EUR400,000 (equivalent to RMB3,156,000) further injected and the fair value of the Group's original interests in WTC before acquisition amounting to RMB6,191,000. The difference between the fair value and the carrying amount of the Group's original interests in WTC before the acquisition amounting to RMB4,794,000 was recognized as a gain on deemed disposal of an associate of the Group.

The principal activities of WTC and its subsidiary are engaged in research and development of the clean energy technology and market expansion in Europe.

Fair value of consideration transferred

	<u>Amount</u>
	<i>RMB'000</i>
Cash	3,156
Fair value of 33.78% interest in WTC previously held	<u>6,191</u>
	<u>9,347</u>

Assets acquired and liabilities assumed at the date of acquisition

	<u>Amount</u>
	<i>RMB'000</i>
Net assets recognized:	
Property and equipment	6
Trade and other receivables	1,230
Cash and cash equivalents	849
Contract liabilities	(5)
Trade and other payables	<u>(466)</u>
	<u>1,614</u>

The fair value of trade and other receivables at the date of acquisition amounted to RMB1,230,000. The gross contractual amounts of those receivables acquired amounted to RMB1,230,000 at the date of acquisition. The best estimate at acquisition date of the contractual cash flows not expected to be collected is nil. The management of the Group considers that the carrying amount of assets and liabilities of WTC and its subsidiary approximate to their fair values at the date of acquisition.

Non-controlling interests

The non-controlling interests (49%) in WTC recognized at the acquisition date was measured by reference to the fair value of the proportionate share of recognized amounts of net assets of WTC and amounted to RMB791,000.

Goodwill arising on acquisition

	<u>Amount</u>
	<i>RMB'000</i>
Cash consideration transferred	3,156
Fair value of interest in WTC previously held	6,191
Plus: non-controlling interests	791
Less: fair value of net assets acquired	<u>(1,614)</u>
Goodwill arising on acquisition	<u><u>8,524</u></u>

Goodwill arose on the acquisition of WTC because the acquisition consolidated and expanded the capacity of the Group's research and development and marketing capability of clean energy technology as at the date of acquisition. These benefits are not recognized separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. Goodwill arising from this acquisition is not expected to be deductible for tax purposes.

Gain on deemed disposal of an associate

	<u>Amount</u>
	<i>RMB'000</i>
Fair value of 33.78% interest in WTC previously held	6,191
Less: carrying amount of interest in an associate	<u>(1,397)</u>
	<u><u>4,794</u></u>

Net cash outflow on acquisition of a subsidiary

	<u>Amount</u>
	<i>RMB'000</i>
Cash consideration	3,156
Less: Cash and cash equivalents acquired	<u>(849)</u>
	<u><u>2,307</u></u>

WTC did not contribute any revenue or profit during the year ended December 31, 2023. If the acquisition had been completed on January 1, 2023, the total revenue of the Group for the year ended December 31, 2023 would have been RMB513,175,000 and the profit for the year of the Group ended December 31, 2023 would have been RMB117,571,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of the revenue and results of the Group that actually would have been achieved had the acquisition been completed on January 1, 2023, nor is it intended to be a projection of future results.

40. PARTICULARS OF SUBSIDIARIES

As at December 31, 2021, 2022, 2023 and June 30, 2024 and the date of this report, the Group's subsidiaries are as follows:

Name of subsidiaries	Place/country and date of establishment/incorporations	Issued and fully paid share/registered capital as at				Equity interest attributable to the Group as at				The date of this report	Principal activities	
		December 31, 2021	December 31, 2022	December 31, 2023	June 30, 2024	December 31, 2021	December 31, 2022	December 31, 2023	June 30, 2024			
						%	%	%	%	%		
Nantong ContiOcean (Note ii)	PRC, January 28, 2019	RMB50,000,000	RMB50,000,000	RMB50,000,000	RMB50,000,000	100	100	100	100	100	100	Manufacture of ship desulfurization systems
ContiOcean Hong Kong (Note iii)	Hong Kong, December 28, 2017	HK\$10,000,000	HK\$10,000,000	HK\$10,000,000	HK\$10,000,000	100	100	100	100	100	100	Ship desulfurization system business and maritime services
ContiOcean International (Note iv)	PRC, March 15, 2023	N/A	N/A	RMB10,000,000	RMB10,000,000	N/A	N/A	100	100	100	100	Marine equipment sales
ContiOcean Singapore (Note i)	Singapore, July 20, 2018	SGD10	SGD10	SGD10	SGD10	100	100	100	100	100	100	Ship desulfurization system business, ship clean-energy supply systems, and maritime services
CTL (Note i)	Singapore, August 1, 2019	SGD100	SGD100	SGD100	SGD100	100	100	100	100	100	100	Ship lashing fitting business
ContiOcean Global Energy Solution Pte. Ltd. (Note i)	Singapore, January 3, 2019	SGD1,200,000	SGD1,200,000	SGD1,200,000	SGD1,200,000	70	70	70	70	70	70	Provision of marketing services
Conti Marine Services Pte. Ltd	Singapore, August 1, 2019	SGD100	SGD100	SGD100	SGD100	100	100	—	—	—	—	Maritime services
Wavelength Technology Center, LDA (Note i)	The Portuguese Republic, April 14, 2022	N/A	EUR1,020	EUR1,020	EUR1,020	N/A	33.78	51	51	51	51	Research and development of clean energy supply systems, such as methanol gas supply systems
Wavelength Technology Center AS (Note i)	Norway, June 29, 2022	N/A	Norwegian Krone ("NOK") 30,000	NOK30,000	NOK30,000	N/A	33.78	51	51	51	51	Research and technology service
Alfaback Automation Co., Ltd (Note i)	PRC, September 30, 2019	RMB50,000,000	RMB50,000,000	RMB50,000,000	RMB50,000,000	100	100	100	100	100	100	Inactive

All of the subsidiaries adopted December 31 as financial year end.

None of the subsidiaries has issued any debt securities as at December 31, 2021, 2022 and 2023 and June 30, 2024.

Notes:

- (i) No statutory financial statements have been prepared for these subsidiaries, as there is no statutory audit requirement.
- (ii) The statutory financial statements of the subsidiary for the year ended December 31, 2021, 2022 and 2023 were prepared in accordance with CASBE and were audited by Nantong Changcheng Joint Certified Public Accountants LLP.
- (iii) The statutory financial statements of this subsidiary for the year ended December 31, 2021 were prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) and were audited by Huang Tak Wai Certified Public Accountant. The statutory financial statements of this subsidiary for the year ended December 31, 2022 and 2023 were prepared in accordance with HKFRSs and were audited by Richmoral Certified Public Accountants LLP.
- (iv) The statutory financial statements of this subsidiary for the period from incorporation date to the year ended December 31, 2023 were prepared in accordance with CASBE and were audited by Zhongxingcai Guanghua Certified Public Accountants LLP.

41. MAJOR NON-CASH TRANSACTIONS

Other than the deemed disposal of WTC as disclosed in Note 39, there are no other major non-cash transactions during the Track Record Period.

42. RECONCILIATION OF ASSETS AND LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group’s assets and liabilities arising from financing activities, including both cash and non-cash changes. Assets and liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group’s consolidated statements of cash flows as cash flows from financing activities.

	Amount due from a related party	Amounts due from directors and supervisors	Amounts due to related parties	Other receivables	Other payables	Lease liabilities	Bank Borrowings	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At January 1, 2021	(8,185)	(10,121)	15,000	—	—	—	—	(3,306)
Financing cash flows	173	—	(1,000)	1,173	(11,000)	(1,288)	—	(11,942)
Non-cash changes:								
Acquisition of a subsidiary under common control	—	—	47	—	—	—	—	47
Dividend declared	—	—	—	—	11,000	—	—	11,000
New lease entered	—	—	—	—	—	3,764	—	3,764
Contribution from a non- controlling shareholders	—	—	—	(1,173)	—	—	—	(1,173)
Interest expenses	—	—	—	—	—	132	—	132
Exchange adjustments	—	—	—	—	—	30	—	30
At December 31, 2021	(8,012)	(10,121)	14,047	—	—	2,638	—	(1,448)
Financing cash flows	8,271	—	(14,000)	—	(20,080)	(1,024)	4,118	(22,715)
Non-cash changes:								
Acquisition of a subsidiary under common control	—	—	223	—	—	—	—	223
Dividend declared	—	—	—	—	20,000	—	—	20,000
Early termination of lease arrangements	—	—	—	—	—	(203)	—	(203)
Interest expenses	—	—	—	—	80	96	—	176
Exchange adjustments	(259)	(786)	5	—	—	14	—	(1,026)

	Amount due from a related party	Amounts due from directors and supervisors	Amounts due to related parties	Other receivables	Other payables	Lease liabilities	Bank Borrowings	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At December 31, 2022	—	(10,907)	275	—	—	1,521	4,118	(4,993)
Financing cash flows	—	10,528	(281)	—	(5,442)	(1,175)	15,782	19,412
Non-cash changes:								
New lease entered	—	—	—	—	—	2,893	—	2,893
Early termination of lease arrangements	—	—	—	—	—	(535)	—	(535)
Exchange adjustments	—	379	6	—	—	68	—	453
Dividend declared	—	—	—	—	5,000	—	—	5,000
Interest expenses	—	—	—	—	442	116	—	558
	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>442</u>	<u>116</u>	<u>—</u>	<u>558</u>
At December 31, 2023	—	—	—	—	—	2,888	19,900	22,788
Financing cash flows	—	—	—	—	(50,274)	(727)	7,050	(43,951)
Non-cash changes:								
Dividend declared	—	—	—	—	96,000	—	—	96,000
Accrued issue costs	—	—	—	—	6,841	—	—	6,841
Exchange adjustments	—	—	—	—	—	(42)	—	(42)
Interest expenses	—	—	—	—	387	56	—	443
	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>387</u>	<u>56</u>	<u>—</u>	<u>443</u>
At June 30, 2024	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>52,954</u>	<u>2,175</u>	<u>26,950</u>	<u>82,079</u>
At December 31, 2022	—	(10,907)	275	—	—	1,521	4,118	(4,993)
Financing cash flows	—	10,392	(281)	—	(95)	(435)	24,759	34,340
Non-cash changes:								
New lease entered	—	—	—	—	—	2,643	—	2,643
Exchange adjustments	—	316	6	—	—	46	—	368
Interest expenses	—	—	—	—	95	24	—	119
	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>95</u>	<u>24</u>	<u>—</u>	<u>119</u>
At June 30, 2023 (unaudited)	<u>—</u>	<u>(199)</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>3,799</u>	<u>28,877</u>	<u>32,477</u>

43. SUBSEQUENT EVENTS

On July 27, 2024, to improve the Company's incentive mechanism to attract and retain outstanding talents and to promote the long-term development of the Company, the Company adopted a share option scheme pursuant to which a maximum of 3,930,000 options shall be granted to its directors, supervisors, senior management and core employees of the Group (the "Pre-IPO Share Option Scheme"). The exercise price for each option is RMB25.00. On July 29, 2024, the Company granted 3,930,000 options. The options granted under the Pre-IPO Share Option Scheme may be vested in tranches: (1) 33% vested on the first anniversary of the listing date of the H Shares of the Company on the Stock Exchange (the "Listing Date"), and exercisable from the first trading day after 12 months from the Listing Date to the last trading day within 24 months from the Listing Date; (2) 33% vested on the second anniversary of the Listing Date, and exercisable from the first trading day after 24 months from the Listing Date to the last trading day within 36 months from the Listing Date; and (3) 34% vested on the third anniversary of the Listing Date, and exercisable from the first trading day after 36 months from the Listing Date to the last trading day within 48 months from the Listing Date. The exercising conditions stipulated in the Pre-IPO Share Options Scheme include performance targets at both Company-level and grantee-level. The Company-level performance target is based on the net profit of the Company during the exercising period. The grantee-level performance target is based on the annual grantee-level performance appraisal of the relevant grantee. Only those grantees who achieve at least a grantee-level performance appraisal of satisfactory standard are qualified to exercise their options.

44. SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements of the Group, the Company or any of its subsidiaries have been prepared in respect of any period subsequent to June 30, 2024 and up to the date of this report.

APPENDIX II	UNAUDITED PRO FORMA FINANCIAL INFORMATION
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The information set forth in this Appendix does not form part of the accountants' report on the historical financial information of the Group for each of three years ended December 31, 2023 and the six months ended June 30, 2024 (the "Accountants' Report") prepared by Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, as set forth in Appendix I to this prospectus, and is included herein for information only.

The unaudited pro forma financial information should be read in conjunction with the section headed "Financial Information" in this prospectus and the Accountants' Report set forth in Appendix I to this prospectus.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP ATTRIBUTABLE TO OWNERS OF THE COMPANY

The following unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company which has been prepared in accordance with paragraph 4.29 of the Listing Rules is for illustration only, and is set out below to illustrate the effect of the proposed Global Offering (as defined in this prospectus) on the consolidated net tangible assets of the Group attributable to the owners of the Company as at June 30, 2024, as if the Global Offering had taken place on that date.

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group attributable to owners of the Company as at June 30, 2024 or as at any subsequent dates following the Global Offering.

The following unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company is prepared based on the audited consolidated net tangible assets of the Group attributable to owners of the Company as at June 30, 2024 as derived from the Accountants' Report set out in Appendix I to this prospectus, and adjusted as described below.

	Audited consolidated net tangible assets of the Group attributable to owners of the Company as at June 30, 2024	Estimated net proceeds from the Global Offering	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at June 30, 2024	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share as at June 30, 2024	
	<i>RMB'000</i> <i>(Note 1)</i>	<i>RMB'000</i> <i>(Note 2)</i>	<i>RMB'000</i>	<i>RMB</i> <i>(Note 3)</i>	<i>HK\$</i> <i>(Note 4)</i>
Based on the offer price of HK\$39.80 per Share	228,734	324,477	553,211	13.83	14.94
Based on the offer price of HK\$31.80 per Share	228,734	253,035	481,769	12.04	13.01

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION

Notes:

1. The audited consolidated net tangible assets of the Group attributable to owners of the Company as at June 30, 2024 is arrived at after deducting goodwill and intangible assets attributable to owners of the Company of RMB8,585,000 and RMB86,000, respectively, from the audited consolidated net assets attributable to owners of the Company of RMB237,405,000 as at June 30, 2024 as extracted from the Accountants' Report set out in Appendix I to this prospectus.
2. The estimated net proceeds from the Global Offering are based on 10,000,000 Offer Shares at the offer price of HK\$39.80 (equivalent to RMB36.83) and HK\$31.80 (equivalent to RMB29.43) per Offer Share, being the high-end and low-end of the stated offer price range, respectively, after deduction of the estimated underwriting fees and commissions and other listing related expenses not yet recognized in profit or loss up to June 30, 2024. It does not take into account of any Share which may be allotted and issued upon (i) under the general mandates for the allotment and issue of shares granted to the directors of the Company, or (ii) under the Pre-IPO Share Option Scheme.

For the purpose of this unaudited pro forma statement, the estimated net proceeds from the Global Offering denominated in HK\$ has been converted into RMB at the rate of HK\$1 to RMB0.9255, which was the exchange rate prevailing on December 20, 2024 with reference to the rate published by the People's Bank of China. No representation is made that the HK\$ amounts have been, could have been or may be converted to RMB, or vice versa, at that rate or any other rates or at all.

3. The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share is arrived at on the basis that 40,000,000 Shares were in issue assuming that the Global Offering had been completed on June 30, 2024 and it does not take into account of any Share which may be allotted and issued upon (i) under the general mandates for the allotment and issue of shares granted to the directors of the Company, or (ii) under the Pre-IPO Share Option Scheme.
4. For the purpose of this unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company per Share, the amount stated in RMB is converted into HK\$ at an exchange rate of RMB1 to HK\$1.0805, which was the exchange rate prevailing on December 20, 2024 with reference to the rate published by the People's Bank of China. No representation is made that RMB amounts have been, could have been or may be converted to HK\$, or vice versa, at that rate or any other rates or at all.
5. No adjustment has been made to the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at June 30, 2024 to reflect any trading result or other transactions of the Group entered into subsequent to June 30, 2024.

**B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

The following is the text of the independent reporting accountants' assurance report received from Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, in respect of the Group's unaudited pro forma financial information prepared for the purpose of incorporation in this prospectus.

To the Directors of ContiOcean Environment Tech Group Co., Ltd.

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of ContiOcean Environment Tech Group Co., Ltd. (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") by the directors of the Company (the "Directors") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets as at June 30, 2024 and related notes as set out on pages II-1 to II-2 of Appendix II to the prospectus issued by the Company dated December 31, 2024 (the "Prospectus"). The applicable criteria on the basis of which the Directors have compiled the unaudited pro forma financial information are described on pages II-1 to II-2 of Appendix II to the Prospectus.

The unaudited pro forma financial information has been compiled by the Directors to illustrate the impact of the proposed Global Offering (as defined in the Prospectus) on the Group's financial position as at June 30, 2024 as if the proposed Global Offering had taken place at June 30, 2024. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's historical financial information for the three years ended December 31, 2023 and six months ended June 30, 2024, on which an accountants' report set out in Appendix I to the Prospectus has been published.

Directors' Responsibilities for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the unaudited pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the "Code of Ethics for Professional Accountants" issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management (HKSQM) 1 "Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements" issued by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants' Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus" issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the unaudited pro forma financial information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the unaudited pro forma financial information.

The purpose of unaudited pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at June 30, 2024 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgement, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION

Opinion

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
December 31, 2024

TAXATION OF SECURITY HOLDERS

The taxation of income and capital gains of holders of H Shares is subject to the laws and practices of the PRC and of jurisdictions in which holders of H Shares are residents or otherwise subject to tax. The following summary of certain relevant taxation provisions is based on current effective laws and practices, and no predictions are made about changes or adjustments to relevant laws or policies, and no comments or suggestions will be made accordingly. The discussion has no intention to cover all possible tax consequences resulting from the investment in H Shares, nor does it take the specific circumstances of any particular investor into account, some of which may be subject to special regulations. Accordingly, you should consult your own tax advisor regarding the tax consequences of an investment in H Shares. The discussion is based upon laws and relevant interpretations in effect as of the date of this prospectus, which is subject to change or adjustment and may have retrospective effect. No issues on PRC or Hong Kong taxation other than income tax, capital appreciation and profit tax, business tax/appreciation tax, stamp duty and estate duty were referred in the discussion. Prospective investors are urged to consult their financial advisors regarding the PRC, Hong Kong and other tax consequences of owning and disposing of H Shares.

PRC Taxation

Taxation on Dividends

Individual Investor

Pursuant to the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》), which was most recently amended on August 31, 2018 and the Implementation Provisions of the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法實施條例》), which was most recently amended on December 18, 2018 (hereinafter collectively referred to as the “**IIT Law**”), dividends distributed by PRC enterprises are subject to individual income tax levied at a flat rate of 20%. For a foreign individual who is not a resident of the PRC, the receipt of dividends from an enterprise in the PRC is normally subject to individual income tax of 20% unless specifically exempted by the tax authority of the State Council or reduced by relevant tax treaty.

Enterprise Investors

In accordance with the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》), which was most recently amended on December 29, 2018 and the Implementation Provisions of the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法實施條例》) which was most recently amended on April 23, 2019, the rate of enterprise income tax shall be 25%. A non-resident enterprise is generally subject to a 10% enterprise income tax on PRC-sourced income (including dividends received from a PRC resident enterprise that issues shares in Hong Kong), if it does not have an establishment or premise in the PRC or has an establishment or premise in the PRC but its PRC-sourced income has no real connection with such establishment or premise. The aforesaid income tax payable for non-resident enterprises are deducted at source, where the payer of the income is required to withhold the income tax from the amount to be paid to the non-resident enterprise.

The Circular of the SAT on Issues Relating to the Withholding and Remitting of Enterprise Income Tax by PRC Resident Enterprises on Dividends Distributed to Overseas Non-Resident Enterprise Shareholders of H Shares (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》), which was issued and implemented by the SAT on November 6, 2008, further clarified that a PRC-resident enterprise must withhold enterprise income tax at a rate of 10% on the dividends of 2008 and onwards that it distributes to overseas non-resident enterprise shareholders of H Shares.

Pursuant to the Arrangement between the Mainland and the Hong Kong Special Administrative Region on the Avoidance of Double Taxation and the Prevention of Fiscal Evasion (《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》) (the “**Arrangement**”), which was signed on August 21, 2006, the PRC Government may levy taxes on the dividends paid by a PRC-resident enterprise to Hong Kong residents (including resident individuals and resident entities) in an amount not exceeding 10% of the total dividends payable by the PRC-resident enterprise unless a Hong Kong resident directly holds 25% or more of the equity interest in a PRC-resident enterprise, then such tax shall not exceed 5% of the total dividends payable by the PRC-resident enterprise. The Fifth Protocol of the Arrangement between the Mainland of China and the Hong Kong Special Administrative Region on the Avoidance of Double Taxation and the Prevention of Fiscal Evasion (《<內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排>第五議定書》), which came into effect on December 6, 2019, adds a criteria for the qualification of entitlement to enjoy treaty benefits. Although there may be other provisions under the Arrangement, the treaty benefits under the criteria shall not be granted in the circumstance where relevant gains, after taking into account all relevant facts and conditions, are reasonably deemed to be one of the main purposes for the arrangement or transactions which will bring any direct or indirect benefits under this Arrangement, except when the grant of benefits under such circumstance is consistent with relevant objective and goal under the Arrangement. The application of the dividend clause of tax agreements is subject to the requirements of PRC tax law and regulation, such as the Notice of the SAT on the Issues Concerning the Application of the Dividend Clauses of Tax Agreements (《國家稅務總局關於執行稅收協定股息條款有關問題的通知》).

Tax Treaties

Non-resident investors residing in jurisdictions which have entered into treaties or adjustments for the avoidance of double taxation with the PRC might be entitled to a reduction of the Chinese corporate income tax imposed on the dividends received from PRC companies. The PRC currently has entered into Avoidance of Double Taxation Treaties or Arrangements with a number of countries and regions including Hong Kong Special Administrative Region, Macau Special Administrative Region, Australia, Canada, France, Germany, Japan, Malaysia, the Netherlands, Singapore, the United Kingdom and the United States. Non-PRC resident enterprises entitled to preferential tax rates in accordance with the relevant taxation treaties or arrangements are required to apply to the Chinese tax authorities for a refund of the corporate income tax in excess of the agreed tax rate, and the refund application is subject to approval by the Chinese tax authorities.

Pursuant to the Administrative Measures on Entitlement of Non-resident Taxpayers to Preferential Treatment under Tax Treaties (《非居民納稅人享受協定待遇管理辦法》), which was promulgated by the SAT on October 14, 2019 and became effective on January 1, 2020, non-resident taxpayers are entitled to preferential treatment under the tax treaties through self-determination, self-declaration and keeping and documenting relevant information for inspection. Where a non-resident taxpayer self-assesses and

concludes that it satisfies the criteria for claiming treaty benefits, it may enjoy treaty benefits at the time of tax declaration or at the time of withholding declaration through a withholding agent, simultaneously gather and retain the relevant materials pursuant to the regulations for future inspection, and be subject to subsequent administration by tax authorities.

Taxation on Share Transfer

VAT and Local Surcharges

Pursuant to the Notice on Fully Implementing the Pilot Reform for the Transition from Business Tax to Value-added Tax (《關於全面推開營業稅改徵增值稅試點的通知》) (the “**Circular 36**”), which was implemented on May 1, 2016, entities and individuals engaged in the services sale in the PRC are subject to VAT and “engaged in the services sale in the PRC” means that the seller or buyer of the taxable services is located in the PRC. Circular 36 also provides that transfer of financial products, including transfer of the ownership of marketable securities, shall be subject to VAT at 6% on the taxable revenue (which is the balance of sales price upon deduction of purchase price), for a general or a foreign VAT taxpayer. However, individuals who transfer financial products are exempt from VAT.

According to the provisions above, upon the sale or disposal of H shares, the holders are exempt from VAT in the PRC if they are non-resident individuals; in case the holders are non-resident enterprises, they may not be subject to the VAT in the PRC if the purchasers of the H shares are individuals or entities located outside of the PRC whereas the holders may be subject to the VAT in the PRC if the purchasers of the H shares are individuals or entities located in the PRC.

Income tax

Individual Investors

According to the IIT Law, gains on the transfer of equity interests in the PRC resident enterprises are subject to individual income tax at a rate of 20%. Pursuant to the Circular on Declaring that Individual Income Tax Continues to be Exempted over Income of Individuals from the Transfer of Shares (《關於個人轉讓股票所得繼續暫免徵收個人所得稅的通知》) issued by the Ministry of Finance and the SAT on March 30, 1998, from January 1, 1997, income of individuals from transfer of the shares of listed enterprises continues to be exempted from individual income tax.

According to the Announcement of the Ministry of Finance and the State Taxation Administration about the Catalog of Preferential Individual Income Tax Policies with Continued Effect (《財政部、國家稅務總局關於繼續有效的個人所得稅優惠政策目錄的公告》) which was promulgated by the MOF and the SAT and became effective on December 29, 2018, the Circular Declaring that Individual Income Tax Continues to Be Exempted over Individual Income from Transfer of Shares (《關於個人轉讓股票所得繼續暫免徵收個人所得稅的通知》) will remain effective.

Enterprise Investors

In accordance with the EIT Law, a non-resident enterprise is generally subject to corporate income tax at the rate of a 10% on PRC-sourced income, including gains derived from the disposal of equity interests in a PRC resident enterprise, if it does not have an establishment or premise in the PRC or has an establishment or premise in the PRC but its PRC-sourced income has no real connection with such

establishment or premise. Such income tax payable for non-resident enterprises are deducted at source, where the payer of the income is required to withhold the income tax from the amount to be paid to the non-resident enterprise. Such tax may be reduced or exempted pursuant to relevant tax treaties or agreements on avoidance of double taxation.

Stamp Duty

Pursuant to the Stamp Duty Law of the PRC (《中華人民共和國印花稅法》), which was issued on June 10, 2021 and came into effect on July 1, 2022, PRC stamp duty only applies to specific taxable document executed or received within the PRC, having legally binding force in the PRC and protected under the PRC laws, thus the requirements of the stamp duty imposed on the transfer of shares of PRC listed companies shall not apply to the acquisition and disposal of H Shares by non-PRC investors outside of the PRC.

Estate Duty

As of the date of this prospectus, no estate duty has been levied in the PRC under the PRC laws.

Taxation in Hong Kong

Tax on Dividends

Under the current practice of the Inland Revenue Department of Hong Kong, no tax is payable in Hong Kong in respect of dividends paid by our Company.

Capital Gains

No tax is imposed in Hong Kong in respect of capital gains from the sale of H shares. However, trading gains from the sale of the H shares by persons carrying on a trade, professional service or business in Hong Kong will be subject to Hong Kong profits tax, which is currently imposed at the maximum rate of 16.5% on corporations and at the maximum rate of 15% on unincorporated businesses. Certain categories of taxpayers are likely to be regarded as deriving trading gains rather than capital gains (for example, financial institutions, insurance companies and securities dealers) unless these taxpayers can prove that the investment securities are held for long-term investment purposes.

Trading gains from sales of the H shares effected on the Hong Kong Stock Exchange will be considered to be derived from or arise in Hong Kong. Liability for Hong Kong profits tax would thus arise in respect of trading gains from sales of H shares effected on the Hong Kong Stock Exchange realized by persons carrying on a business of trading or dealing in securities in Hong Kong.

Stamp Duty

Hong Kong stamp duty, currently charged at the ad valorem rate of 0.10% on the higher of the consideration for or the market value of the H shares, will be payable by the purchaser on every purchase and by the seller on every sale of any Hong Kong securities, including H shares (in other words, a total of 0.20% is currently payable on a typical sale and purchase transaction involving H Shares). In addition, a fixed duty of HK\$5.00 is currently payable on any instrument of transfer of H Shares. Where one of the parties is a resident outside Hong Kong and does not pay the ad valorem duty

due by it, the duty not paid will be assessed on the instrument of transfer (if any) and will be payable by the transferee. If no stamp duty is paid on or before the due date, a penalty of up to ten times the duty payable may be imposed.

AFRC Transaction Levy

The AFRC Transaction Levy is applicable to all sale and purchase of securities at 0.00015% per side with effect from January 1, 2022, which will be regarded as one of the transaction costs.

Estate Duty

The Revenue (Abolition of Estate Duty) Ordinance 2005 abolished estate duty in respect of deaths occurring on or after February 11, 2006.

FOREIGN EXCHANGE

The lawful currency of the PRC is Renminbi, which cannot be freely converted into foreign currency. The State Administration of Foreign Exchange (“SAFE”), with the authorization of the People’s Bank of China (“PBOC”), is empowered with the functions of administering all matters relating to foreign exchange, including the enforcement of foreign exchange control regulations.

Pursuant to the Foreign Exchange Administrative Regulations of the PRC (《中華人民共和國外匯管理條例》) promulgated by the State Council on January 29, 1996, effective on April 1, 1996 and last amended on August 5, 2008, and the Administrative Regulations on Foreign Exchange Settlement, Sales and Payment (《結匯、售匯及付匯管理規定》) promulgated by the PBOC on June 20, 1996 and effective on July 1, 1996, Renminbi is freely convertible for payments of current account items such as trade and service-related foreign exchange transactions and dividend payments after the relevant financial institutions have reasonably examined the authenticity of the transactions and their consistency with foreign exchange receipts and payments, but are not freely convertible for capital expenditure items such as direct investment, loans or investments in securities outside the PRC unless the approval of the SAFE or its local counterparts is obtained in advance.

Pursuant to the Announcement of the PBOC on Improving the Reform of the Renminbi Exchange Rate Formation Mechanism (《中國人民銀行關於完善人民幣匯率形成機制改革的公告》), which was promulgated by the PBOC on July 21, 2005 and came into effect on the same day, the PRC has started to implement a managed floating exchange rate system in which the exchange rate would be determined based on market supply and demand and adjusted with reference to a basket of currencies since July 21, 2005. Therefore, the Renminbi exchange rate was no longer pegged to the U.S. dollar. The PBOC would publish the closing price of the exchange rate of the Renminbi against trading currencies such as the U.S. dollar in the interbank foreign exchange market after the closing of the market on each working day, as the central parity of the currency against Renminbi transactions on the following working day.

According to the relevant laws and regulations in the PRC, PRC enterprises (including foreign investment enterprises) which need foreign exchange for current item transactions may, without the approval of the foreign exchange administrative authorities, effect payment through foreign exchange accounts opened at the designated foreign exchange bank, on the strength of valid transaction receipts and proof. Foreign investment enterprises which need foreign exchange for the distribution of profits to their shareholders and PRC enterprises which, in accordance with regulations, are required to pay

dividends to their shareholders in foreign exchange (such as our Company) may, on the strength of resolutions of the board of directors or the shareholders' meeting on the distribution of profits, effect payment from foreign exchange accounts at the designated foreign exchange bank, or effect exchange and payment at the designated foreign exchange bank.

Pursuant to the Decisions of the State Council on Matters including Canceling and Adjusting a Batch of Administrative Approval Items (《國務院關於取消和調整一批行政審批項目等事項的決定》), which was promulgated by the State Council on October 23, 2014, it decided to cancel the approval requirement of the SAFE and its branches for the remittance and settlement of the proceeds raised from the overseas listing of the foreign shares into Renminbi domestic accounts.

According to the Notice of the State Administration of Foreign Exchange on Issues Concerning the Foreign Exchange Administration of Overseas Listing (《關於境外上市外匯管理有關問題的通知》) promulgated by the SAFE on December 26, 2014, a domestic company shall, within 15 working days after the completion of its overseas listing, go through the registration of overseas listing with the foreign exchange bureau at its place of registration. A domestic issuer may transfer the capital raised through overseas listing to its local bank account or deposit at its overseas account. The use of proceeds shall be consistent with the purposes disclosed in this prospectus or other public documents.

According to the Notice of the State Administration of Foreign Exchange on Reforming and Regulating Policies on the Administration of Foreign Exchange Settlement under Capital Accounts (《國家外匯管理局關於改革和規範資本項目結匯管理政策的通知》) issued by SAFE and came into effect on June 9, 2016, the settlement of foreign exchange receipts under the capital account (including the foreign exchange capital, external debts and funds recovered from overseas listing, etc.) that are subject to discretionary settlement as already specified by relevant policies may be handled at banks based on the domestic institutions' actual requirements for business operation. The proportion of discretionary settlement of domestic institutions' foreign exchange receipts under the capital account is temporarily determined as 100%. The SAFE may, based on the international balance of payments, adjust the aforesaid proportion at appropriate time.

This appendix contains a summary of the laws and regulations relating to companies and securities in the PRC and certain significant differences between the PRC Company Law and the Hong Kong Companies Ordinance. The primary purpose of this summary is to provide potential investors with an overview of the principal laws and regulations applicable to us and is not intended to cover all information important to potential investors. For a discussion of the laws and regulations that specifically govern our business, please refer to the “Regulatory Overview”.

PRC LEGAL SYSTEM

The PRC legal system is based on the Constitution of the PRC (《中華人民共和國憲法》) (the “**Constitution**”) and is made up of written laws, administrative regulations, local regulations, separate regulations, autonomous regulations, rules and regulations of departments, rules and regulations of local governments, international treaties of which the PRC government is a signatory, and other regulatory documents. Court verdicts do not constitute binding precedents. However, they may be used as judicial reference and guidance.

According to the Constitution and the Legislation Law of the PRC (Amended in 2023) (《中華人民共和國立法法(2023年修正)》) (the “**Legislation Law**”), the NPC and the SCNPC are empowered to exercise the legislative power of the State in accordance with the Constitution. The NPC has the power to formulate and amend basic laws governing civil and criminal matters, state organs and other matters. The SCNPC is empowered to formulate and amend laws other than those required to be enacted by the NPC and to supplement and amend any parts of laws enacted by the NPC during the adjournment of the NPC, provided that such supplements and amendments are not in conflict with the basic principles of such laws. The NPC can authorize the SCNPC to formulate relevant laws.

The State Council is the highest organ of the PRC administration and has the power to formulate administrative regulations based on the Constitution and laws.

The people’s congresses of provinces, autonomous regions and municipalities and their respective standing committees may formulate local regulations based on the specific circumstances and actual requirements of their own respective administrative areas, provided that such local regulations do not contravene any provision of the Constitution, laws or administrative regulations.

The ministries and commissions of the State Council, PBOC, the State Audit Administration as well as the other organs endowed with administrative functions directly under the State Council and the organs prescribed by laws may, in accordance with the laws as well as the administrative regulations, decisions and orders of the State Council and within the limits of their power, formulate rules and regulations of departments.

The people’s congresses of cities divided into districts and their respective standing committees may formulate local regulations in terms of urban and rural development and management, ecological civilization development, historical and cultural protection and grassroots governance based on the specific circumstances and actual requirements of such cities, which will become enforceable after being reported to and approved by the standing committees of the people’s congresses of the relevant provinces or autonomous regions but such local regulations shall conform with the Constitution, laws, administrative regulations, and the relevant local regulations of the relevant provinces or autonomous

regions. People's congresses of national autonomous areas have the power to enact autonomous regulations and separate regulations in light of the political, economic and cultural characteristics of the nationality (nationalities) in the areas concerned.

The people's governments of the provinces, autonomous regions, and municipalities directly under the central government and the cities divided into districts or autonomous prefectures may enact rules, in accordance with laws, administrative regulations and the local regulations of their respective provinces, autonomous regions or municipalities.

The Constitution has supreme legal authority and no laws, administrative regulations, local regulations, autonomous regulations, separate regulations or rules may contravene the Constitution. The authority of laws is greater than that of administrative regulations, local regulations and rules. The authority of administrative regulations is greater than that of local regulations and rules. The authority of local regulations is greater than that of the rules of the local governments at or below the corresponding level. The authority of the rules enacted by the people's governments of the provinces or autonomous regions is greater than that of the rules enacted by the people's governments of the city divided into districts or autonomous prefecture within the administrative areas of the provinces and the autonomous regions.

The NPC has the power to alter or annul any inappropriate laws enacted by its Standing Committee, and to annul any autonomous regulations or separate regulations which have been approved by its Standing Committee but which contravene the Constitution or the Legislation Law. The SCNPC has the power to annul any administrative regulations that contravene the Constitution and laws, to annul any local regulations that contravene the Constitution, laws or administrative regulations, and to annul any autonomous regulations or local regulations which have been approved by the standing committees of the people's congresses of the relevant provinces, autonomous regions or municipalities directly under the central government, but which contravene the Constitution and the Legislation Law. The State Council has the power to alter or annul any inappropriate ministerial rules and rules of local governments. The people's congresses of provinces, autonomous regions or municipalities directly under the central government have the power to alter or annul any inappropriate local regulations enacted or approved by their respective standing committees. The people's governments of provinces and autonomous regions have the power to alter or annul any inappropriate rules enacted by the people's governments at a lower level.

According to the Constitution and the Legislation Law, the power to interpret laws is vested in the Standing Committee of the NPC. According to the Decision of the SCNPC Regarding the Strengthening of Interpretation of Laws (《全國人民代表大會常務委員會關於加強法律解釋工作的決議》) passed on June 10, 1981, the Supreme People's Court of the PRC has the power to give general interpretation on questions involving the specific application of laws and decrees in court trials. The State Council and its ministries and commissions are also vested with the power to give interpretation of the administrative regulations and department rules which they have promulgated. At the regional level, the power to give interpretations of the local laws and regulations as well as administrative rules is vested in the regional legislative and administrative organs which promulgate such laws, regulations and rules.

PRC JUDICIAL SYSTEM

Under the Constitution and the PRC Law on the Organization of the People's Courts (2018 revision) (《中華人民共和國人民法院組織法(2018年修訂)》), the PRC judicial system is made up of the Supreme People's Court, the local people's courts and special people's courts.

The local people's courts are comprised of the primary people's courts, the intermediate people's courts and the higher people's courts. The higher-level people's courts supervise the primary and intermediate people's courts. The people's procuratorates also have the right to exercise legal supervision over the civil proceedings of people's courts of the same level and lower levels. The Supreme People's Court is the highest judicial body in the PRC. It supervises the judicial administration of the people's courts at all levels.

The PRC Civil Procedure Law (《中華人民共和國民事訴訟法》) (the “**Civil Procedure Law**”), which was adopted in 1991 and amended in 2007, 2012, 2017, 2021, and 2023 sets forth the criteria for instituting a civil action, the jurisdiction of the people's courts, the procedures to be followed for conducting a civil action and the procedures for enforcement of a civil judgment or order. All parties to a civil action conducted within the PRC must comply with the Civil Procedure Law. Generally, a civil case is initially heard by a local court of the municipality or province in which the defendant resides. The parties to a contract may, by express agreement, select a judicial court where civil actions may be brought, provided that the judicial court is either the plaintiff's or the defendant's domicile, the place of execution or implementation of the contract or the place of the object of the action, provided that the provisions of this law regarding the level of jurisdiction and exclusive jurisdiction shall not be violated.

A foreign national or enterprise generally has the same litigation rights and obligations as a citizen or legal person of the PRC. If a foreign country's judicial system limits the litigation rights of PRC citizens and enterprises, the PRC courts may apply the same limitations to the citizens and enterprises of that foreign country within the PRC.

If any party to a civil action refuses to comply with a judgment or ruling made by a people's court or an award made by an arbitration panel in the PRC, the other party may apply to the people's court for the enforcement of the same. There are time limits of two years imposed on the right to apply for such enforcement. If a person fails to satisfy a judgment made by the court within the stipulated time, the court will, upon application by either party, enforce the judgment in accordance with the law.

A party seeking to enforce a judgment or ruling of a people's court against a party who is not personally or whose property is not within the PRC may apply to a foreign court with jurisdiction over the case for recognition and enforcement of the judgment or ruling. A foreign judgment or ruling may also be recognized and enforced by the people's court according to PRC enforcement procedures if the PRC has entered into or acceded to an international treaty with the relevant foreign country, which provides for such recognition and enforcement, or if the judgment or ruling satisfies the court's examination according to the principle of reciprocity, unless the people's court finds that the recognition or enforcement of such judgment or ruling will result in a violation of the basic legal principles of the PRC, its sovereignty or security or against social and public interest.

THE COMPANY LAW AND ADMINISTRATIVE MEASURES

A joint stock limited company which was incorporated in the PRC and seeking a listing on the Hong Kong Stock Exchange is mainly subject to the following laws and regulations in the PRC:

- The Company Law which was promulgated by the SCNPC on December 29, 1993, came into effect on July 1, 1994, amended or revised on December 25, 1999, August 28, 2004, October 27, 2005, December 28, 2013, October 26, 2018 and December 29, 2023, and the latest revised Company Law has been implemented on July 1, 2024;
- Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (the “**Overseas Listing Trial Measures**”) and the Applicable Guidelines under Regulatory Rules — Listed Category No. 1 for Overseas Issuance which were promulgated by the CSRC on February 17, 2023, came into effect on March 31, 2023, applicable to the overseas share offering and listing of domestic joint stock limited companies. If a domestic company directly issues and lists securities in an overseas market, it shall formulate articles of association with reference to the provisions of the CSRC’s “Guidelines on the Articles of Association of Listed Companies”, which was promulgated by the CSRC on March 16, 2006, with the latest revised version promulgated and implemented on December 15, 2023.

Set out below is a summary of the major provisions of the Company Law, Overseas Listing Trial Measures etc. applicable to the Company.

General

A joint stock limited company refers to an enterprise legal person incorporated under the Company Law with its registered capital dividing into shares of equal par value or non-par value. The liability of its shareholders is limited to the amount of shares held by them and the company is liable to its creditors for an amount equal to the total value of its assets.

A joint stock limited company shall conduct its business in accordance with laws and administrative regulations. It may invest in other limited liability companies and joint stock limited companies and its liabilities with respect to such invested companies are limited to the amount invested. Unless otherwise provided by law, the joint stock limited company may not be a contributor that undertakes joint and several liabilities for the debts of the invested companies.

Incorporation

A joint stock limited company may be incorporated by promotion or public offering.

A joint stock limited company may be incorporated by a minimum of one but not more than 200 promoters, and at least half of the promoters must have residence within the PRC.

The promoters must convene an establishment meeting within 30 days after the issued shares have been fully paid up, and must give notice to all subscribers or make an announcement of the date of the establishment meeting 15 days before the meeting. The establishment meeting shall only be held with the presence of subscribers representing a majority of voting rights. At the establishment meeting, matters including the adoption of articles of association and the election of members of the board of directors and members of the board of supervisors of the company will be dealt with. All resolutions of the establishment meeting require the approval of subscribers with a majority voting rights present at the meeting.

Within 30 days after the conclusion of the establishment meeting, the board of directors must apply to the registration authority for registration of the establishment of the joint stock limited company. A company is formally established, and has the status of a legal person, after the business license has been issued by the relevant registration authority.

A joint stock limited company's shareholders at the time of its establishment shall be liable for: (i) all expenses and debts incurred by the establishment (ii) damages suffered by the company as a result of the default of the shareholders at the time of its establishment in the course of incorporation of the company. According to the Interim Provisional Regulations on the Administration of Share Issuance and Trading (《股票發行與交易管理暫行條例》) promulgated by the State Council on April 22, 1993 (which is only applicable to the issuance and trading of shares in the PRC and their related activities), if a company is established by means of public subscription, the promoters of such company are required to sign on the document to ensure that the document does not contain any misrepresentation, serious misleading statements or material omissions, and assume joint and several responsibility for it.

Share capital

The promoters of a company can make capital contributions in cash or in kind, which can be valued in currency and transferable according to law such as intellectual property rights or land use rights and other non-monetary property based on their appraised value.

If capital contribution is made other than in cash, valuation and verification of the property contributed must be carried out and converted into shares.

A company must issue registered share

Under the Overseas Listing Trial Measures, if a domestic enterprise issues shares overseas, it may raise funds and dividend distributions in foreign currency or Renminbi.

To issue shares overseas, the domestic enterprise shall report the application documents for issuance and listing to the CSRC for record-filing within three working days after submission of the application documents for issuance and listing overseas.

The transfer of shares by shareholders should be conducted via the legally established stock exchange or in accordance with other methods as stipulated by the State Council. Transfer of shares by a shareholder shall be made by means of an endorsement or by other means stipulated by applicable laws and regulations. Company shall register the name of the transferee in the register of shareholders after such transfer.

APPENDIX IV SUMMARY OF PRINCIPAL LEGAL AND REGULATORY PROVISIONS

Shares issued by a company before its public offering of shares shall not be transferred within one year of the date on which the company's stock is listed for trading on a stock exchange. Directors, supervisors and senior management of a company shall not transfer over 25% of the shares held by each of them in the company each year during their term of office and shall not transfer any share of the company held by each of them within one year after the listing date. There is no restriction under the Company Law as to the percentage of shareholding a single shareholder may hold in a company.

Transfers of shares may not be entered in the register of shareholders within 20 days before the date of a shareholders' meeting or within five days before the base data for determination of dividend distributions.

Allotment and issue of shares

All issue of shares of a joint stock limited company shall be based on the principles of equality and fairness. The same class of shares must carry equal rights. Shares issued at the same time and within the same class must be issued on the same conditions and at the same price. It may issue par-value shares at par value or at a premium, but it may not issue shares below the par value.

To issue shares overseas, the domestic enterprise shall report the application documents for issuance and listing to the CSRC for record-filing within three working days after submission of the application documents for issuance and listing overseas.

Registered shares

Under the Company Law, shareholders may make capital contributions in cash, or alternatively may make capital contributions with such valuated non-monetary property as physical items, intellectual property rights, and land-use rights that may be valued in monetary term and may be transferred in accordance with the law.

Under the Company Law, when the company issues shares in registered form, it shall maintain a register of shareholders, stating the following matters:

- the name and domicile of each shareholder;
- the type and number of subscribed shares for each shareholder;
- the serial numbers of shares held by each shareholder; and
- the date on which each shareholder acquired the shares.

Increase of share capital

According to the Company Law, when the joint stock limited company issues new shares, resolutions shall be passed by a shareholders' meeting, approving the class and number of the new shares, the issue price of the new shares, the commencement and end of the new share issuance, the class and amount of new shares to be issued to existing shareholders and the amount of capital obtained from the issuance of non-par value shares that is not included in the registered capital. When the company launches a public issuance of new shares with the approval or filing of the securities regulatory authorities of the State Council, it shall publish a document and financial and accounting reports, and prepare the share subscription form. After the new share issuance has been paid up, the change shall be registered with the company registration authorities and an announcement shall be made. A company conducting a public offering of shares shall register the offering with the securities regulatory authority under the State Council and publish a prospectus. After the issued shares have been fully subscribed and paid for, the company shall issue a public announcement.

Reduction of share capital

A company may reduce its registered capital in accordance with the following procedures prescribed by the Company Law:

- it shall prepare a balance sheet and a property list;
- the reduction of registered capital shall be approved by a shareholders' meeting;
- it shall inform its creditors of the reduction in capital within 10 days and publish an announcement of the reduction in the newspaper within 30 days or the National Enterprise Credit Information Publicity System after the resolution approving the reduction has been passed;
- creditors may within 30 days after receiving the notice, or within 45 days of the public announcement if no notice has been received, require the company to pay its debts or provide guarantees covering the debts;
- it shall apply to the relevant administration of registration for the registration of the reduction in registered capital.

Repurchase of shares

According to the Company Law, a joint stock limited company may not purchase its shares other than for one of the following purposes: (i) to reduce its registered capital; (ii) to merge with another company that holds its shares; (iii) to grant its shares for carrying out an employee stock ownership plan or equity incentive plan; (iv) to purchase its shares from shareholders who are against the resolution regarding the merger or division with other companies at a shareholders' meeting; (v) use of shares for conversion of convertible corporate bonds issued by a listed company; and (vi) the share buyback is necessary for a listed company to maintain its company value and protect its shareholders' equity.

The purchase of shares on the grounds set out in (i) and (ii) above shall require approval by way of a resolution passed by the shareholders' meeting. For a company's share buyback under any of the circumstances stipulated in (iii), (v) or (vi) of the preceding paragraph shall be subject to a resolution of a meeting of the board of directors with two-thirds or more of the directors present, as stipulated in the articles of association or authorized by the shareholders' meeting.

Following the purchase of shares in accordance with (i) above, such shares shall be canceled within 10 days from the date of purchase. The shares shall be assigned or deregistered within six months if the share buyback is made under the circumstances stipulated in either (ii) or (iv). The shares held in total by a company after a share buyback under any of the circumstances stipulated in (iii), (v) or (vi) shall not exceed 10% of the company's total outstanding shares, and shall be assigned or deregistered within three years.

Listed companies making a share buyback shall perform their obligation of information disclosure according to the provisions of the Securities Law. If the share buyback is made under any of the circumstances stipulated in (iii), (v) or (vi) hereof, centralized trading shall be adopted publicly.

Transfer of shares

Shares held by shareholders may be transferred in accordance with the relevant laws and regulations. Pursuant to the Company Law, transfer of shares by shareholders shall be carried out at a legally established stock exchange or in other ways stipulated by the State Council. No modifications of registration in the share register caused by transfer of registered shares shall be carried out within 20 days prior to the convening of shareholder's meeting or five days prior to the base date for determination of dividend distributions. However, where there are separate provisions on alternation of registration in the share register of listed companies, those provisions shall prevail.

Under the Company law, shares issued prior to the public offering of shares shall not be transferred within one year from the date of the joint stock limited company's listing on a stock exchange. Directors, supervisors and the senior management shall declare to the company their shareholdings in the company and any changes of such shareholdings. They shall not transfer more than 25% of all the shares they hold in the company annually during their tenure. The abovementioned persons shall not transfer the shares they hold within one year from the date on which the company's shares are listed and commenced trading on a stock exchange, nor within six months after their resignation from their positions with the company.

Shareholders

Under the Company Law, the rights of holders of ordinary shares of a joint stock limited company include:

- the right to attend or appoint a proxy to attend shareholders' meetings and to vote thereat;
- the right to transfer shares in accordance with laws, administrative regulations and provisions of the articles of association;

APPENDIX IV SUMMARY OF PRINCIPAL LEGAL AND REGULATORY PROVISIONS
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- the right to inspect the company's articles of association, share register, minutes of shareholder's meetings, resolutions of meetings of the board of directors, resolutions of meetings of the board of supervisors and financial and accounting reports and to make proposals or enquiries on the company's operations;
- the right to bring an action in the people's court to rescind resolutions passed by shareholder's meetings and board of directors where the articles of association is violated by the above resolutions;
- the right to receive dividends and other types of interest distributed in proportion to the number of shares held;
- in the event of the termination or liquidation of the company, the right to participate in the distribution of residual properties of the company in proportion to the number of shares held; and
- other rights granted by laws, administrative regulations, other regulatory documents and the company's articles of association.

The obligations of a shareholder include the obligation to abide by the company's articles of association, to pay the subscription moneys in respect of the shares subscribed for and in accordance with the form of making capital contributions, to be liable for the company's debts and liabilities to the extent of the amount of his or her subscribed shares and any other shareholders' obligation specified in the company's articles of association.

Shareholders' meetings

The shareholders' meeting is the organ of authority of the company, which exercises its powers in accordance with the Company Law.

Under the Company Law, the shareholders' meeting exercises the following principal powers:

- to elect or remove the directors and supervisors (other than the representative of the employees of the company) and to decide on matters relating to the remuneration of directors and supervisors;
- to examine and approve reports of the board of directors;
- to examine and approve reports of the board of supervisors;
- to examine and approve the company's proposals for profit distribution plans and loss recovery plans;
- to decide on any increase or reduction of the company's registered capital;
- to decide on the issue of bonds by the company;
- to decide on issues such as merger, division, dissolution, liquidation of the company, change of corporate form of the company and other matters;

APPENDIX IV	SUMMARY OF PRINCIPAL LEGAL AND REGULATORY PROVISIONS
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- to amend the articles of association; and
- other powers as provided for in the articles of association.

Shareholders' meetings are required to be held once every year. Under the Company Law, an extraordinary meeting is required to be held within two months after the occurrence of any of the following:

- the number of directors is less than the number stipulated by the law or less than two thirds of the number specified in the articles of association;
- the aggregate losses of the company which are not recovered reach one-third of the company's total share capital;
- when shareholders alone or in aggregate holding 10% or more of the company's shares request the convening of an extraordinary meeting;
- whenever the board of directors deems necessary;
- when the board of supervisors so requests; or
- other circumstances as provided for in the articles of associations.

Under the Company Law, shareholders' meetings shall be convened by the board of directors, and presided over by the chairman of the board of directors. In the event that the chairman is incapable of performing or does not perform his duties, the meeting shall be presided over by the vice chairman. In the event that the vice chairman is incapable of performing or not performing his duties, a director nominated by more than half of directors shall preside over the meeting.

Where the board of directors is incapable of performing or not performing its duties of convening the shareholders' meeting, the board of supervisors shall convene and preside over such meeting in a timely manner. In case the board of supervisors fails to convene and preside over such meeting, shareholders alone or in aggregate holding more than 10% of the company's shares for 90 days consecutively may unilaterally convene and preside over such meeting.

Under the Company Law, notice of shareholders' meeting shall state the time and venue of and matters to be considered at the meeting and shall be given to all shareholders 20 days before the meeting. Notice of extraordinary meetings shall be given to all shareholders 15 days prior to the meeting.

There is no specific provision in the Company Law regarding the number of shareholders constituting a quorum in a shareholders' meeting.

Under the Company Law, shareholders present at shareholders' meeting have one vote for each share they hold, except for shareholders of non-ordinary shares. However, shares held by the company do not carry voting rights.

Pursuant to the provisions of the articles of association or a resolution of the shareholders' meeting, the accumulative voting system may be adopted for the election of directors and supervisors at the shareholders' meeting. Under the accumulative voting system, each share shall be entitled to vote equivalent to the number of directors or supervisors to be elected at the shareholders' meeting and shareholders may consolidate their voting rights when casting a vote.

Pursuant to the Company Law, resolutions of the shareholders' meeting shall be adopted by more than half of the voting rights held by the shareholders present at the meeting. However, resolutions of the shareholders' meeting regarding the following matters shall be adopted by more than two-thirds of the voting rights held by the shareholders present at the meeting: (i) amendments to the articles of association; (ii) the increase or decrease of registered capital; (iii) the merger, division, dissolution, liquidation or change in the form of the company; (iv) other matters considered by the shareholders' meeting, by way of an ordinary resolution, to be of a nature which may have a material impact on the company and should be adopted by a special resolution.

Under the Company Law, meeting minutes shall be prepared in respect of decisions on matters discussed at the shareholders' meeting. The host of the meeting and directors attending the meeting shall sign to endorse such minutes. The minutes shall be kept together with the shareholders' attendance register and the proxy forms.

Board of directors

Under the Company Law, a joint stock limited company shall have a board of directors, which shall consist of three or more members. Members of the board of directors may include representatives of the employees of the company, who shall be democratically elected by the company's staff at the staff representative assembly, general staff meeting or otherwise. The term of a director shall be stipulated in the articles of association, but no term of office shall last for more than three years. Directors may serve consecutive terms if re-elected. A director shall continue to perform his duties in accordance with the laws, administrative regulations and articles of association until a duly re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his term of office, or if the resignation of directors results in the number of directors being less than the quorum.

Under the Company Law, the board of directors mainly exercises the following powers:

- to convene the shareholders' meetings and report on its work to the shareholders' meetings;
- to implement the resolutions passed in shareholders' meetings;
- to decide on the company's business plans and investment proposals;
- to formulate the company's profit distribution proposals and loss recovery proposals;
- to formulate proposals for the increase or reduction of the company's registered capital and the issuance of corporate bonds;
- to prepare plans for the merger, division, dissolution and change in the form of the company;

- to decide on the set-up of internal management organization of the company;
- to decide on appointment or dismissal of company managers and their remuneration, and decide on appointment or dismissal of deputy managers and person in charge of finance of the company based on the nomination by the managers;
- to formulate the company's basic management system; and
- to exercise any other power under the articles of association or granted by the shareholders' meeting.

Board meetings

Under the Company Law, meetings of the board of directors of a joint stock limited company shall be convened at least twice a year. Notice of meeting shall be given to all directors and supervisors 10 days before the meeting. Interim board meetings may be proposed to be convened by shareholders representing more than 10% of voting rights or more than one-third of the directors or supervisors. The chairman shall convene and preside over such meeting within 10 days after receiving such proposal. Meetings of the board of directors shall be held only if half or more of the directors are present. Resolutions of the board of directors shall be passed by more than half of all directors. Each director shall have one vote for resolutions to be approved by the board of directors. Directors shall attend board meetings in person. If a director is unable to attend a board meeting, he may appoint another director by a written power of attorney specifying the scope of the authorization to attend the meeting on his behalf.

If a resolution of the board of directors violates the laws, administrative regulations or the articles of association, resolutions of shareholders' meeting and as a result of which the company sustains serious losses, the directors participating in the resolution are liable to compensate the company. However, if it can be proved that a director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such director may be released from that liability.

Chairman of the board

Under the Company Law, the board of directors shall appoint a chairman and may appoint a vice chairman. The chairman and the vice chairman are elected with approval of more than half of all the directors. The chairman shall convene and preside over board meetings and examine the implementation of board resolutions. The vice chairman shall assist the work of the chairman. In the event that the chairman is incapable of performing or not performing his duties, the duties shall be performed by the vice chairman. In the event that the vice chairman is incapable of performing or not performing his duties, a director nominated by more than half of the directors shall perform his duties.

Qualification of directors

The Company Law provides that the following persons may not serve as a director:

- a person who is unable or has limited ability to undertake any civil liabilities;

- a person who has been convicted of an offense of bribery, corruption, embezzlement or misappropriation of property, or the destruction of socialist market economy order; or who has been deprived of his political rights due to his crimes, in each case where less than five years have elapsed since the date of completion of the sentence, or in the case of a suspended sentence, two years have not elapsed since the probation period was completed;
- a person who has been a former director, factory manager or manager of a company or an enterprise that has entered into insolvent liquidation and who was personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the bankruptcy and liquidation of the company or enterprise;
- a person who has been a legal representative of a company or an enterprise that has had its business license revoked due to violations of the law and has been ordered to close down by law and the person was personally responsible, where less than three years have elapsed since the date of revocation of business license or shutdown order; or
- a person identified as a subject of enforcement for breach of trust by the people's court for failure to repay a significant amount of overdue debts.

Board of supervisors

A joint stock limited company shall have a board of supervisors composed of not less than three members. The board of supervisors is made up of representatives of the shareholders and an appropriate proportion of representatives of the employees of the company. The actual proportion shall be stipulated in the articles of association, provided that the proportion of representatives of the employees shall not be less than one third of the supervisors. Representatives of the employees of the company in the board of supervisors shall be democratically elected by the employees at the employees' representative assembly, employees' general meeting or otherwise.

The directors and senior management may not act concurrently as supervisors.

The board of supervisors shall appoint a chairman and may appoint a vice chairman. The chairman and the vice chairman of the board of supervisors are elected with approval of more than half of all the supervisors. The chairman of the board of supervisors shall convene and preside over the meetings of the board of supervisors. In the event that the chairman of the board of supervisors is incapable of performing or not performing his duties, the vice chairman of the board of supervisors shall convene and preside over the meetings of the board of supervisors. In the event that the vice chairman of the board of supervisors is incapable of performing or not performing his duties, a supervisor nominated by more than half of the supervisors shall convene and preside over the meetings of the board of supervisors.

Each term of office of a supervisor is three years and he or she may serve consecutive terms if re-elected. A supervisor shall continue to perform his duties in accordance with the laws, administrative regulations and articles of association until a duly re-elected supervisor takes office, if re-election is not conducted in a timely manner upon the expiry of his term of office, or if the resignation of supervisors results in the number of supervisors being less than the quorum.

APPENDIX IV SUMMARY OF PRINCIPAL LEGAL AND REGULATORY PROVISIONS

The board of supervisors of a company shall hold at least one meeting every six months. According to the PRC Company Law, a resolution of the board of supervisors shall be passed by more than half of all the supervisors.

The board of supervisors exercises the following powers:

- to review the company's financial position;
- to supervise the directors and senior management in their performance of their duties and to propose the removal of directors and senior management who have violated laws, regulations, the articles of association or the resolutions of shareholders' meeting;
- when the acts of directors and senior management are harmful to the company's interests, to require correction of those acts;
- to propose the convening of extraordinary shareholders' meetings and to convene and preside over shareholders' meetings when the board of directors fails to perform the duty of convening and presiding over shareholders' meeting under this law;
- to initiate proposals for resolutions to shareholders' meeting;
- to initiate proceedings against directors and senior management;
- other powers specified in the articles of association; and
- Supervisors may attend board meetings and make enquiries or proposals in respect of board resolutions. The board of supervisors may initiate investigations into any irregularities identified in the operation of the company and, where necessary, may engage an accounting firm to assist their work at the company's expense.

Manager and senior management

Under the Company Law, a company shall have a manager who shall be appointed or removed by the board of directors. The manager shall report to the board of directors and exercise functions and powers as specified in the articles of association or as authorized by the board of directors.

The manager shall attend meetings of the board of directors as a non-voting attendee.

According to the Company Law, senior management shall mean the manager, deputy manager(s), person-in-charge of finance, board secretary (in case of a listed company) of a company and other personnel as stipulated in the articles of association.

Duties of directors, supervisors and senior management

Directors, supervisors and senior management of the company are required under the Company Law to comply with the relevant laws, regulations and the articles of association, and have duty of loyalty and duty of diligence to the company. Directors, supervisors and senior management are prohibited from abusing their powers to accept bribes or other unlawful income and from misappropriating of the company's properties. Directors, supervisors and senior management are prohibited from:

- Embezzling company property, misappropriation of the company's capital;
- depositing the company's capital into accounts under his own name or the name of other individuals;
- accept and possess commissions paid by a third party for transactions conducted with the company;
- unauthorized divulgence of confidential business information of the company; or
- other acts in violation of their duty of loyalty to the company.

A director, supervisor or senior management who contravenes any law, regulation or the company's articles of association in the performance of his duties resulting in any loss to the company shall be personally liable to the company.

Finance and accounting

Under the Company Law, a company shall establish financial and accounting systems according to laws, administrative regulations and the regulations of the financial department of the State Council and shall at the end of each financial year prepare a financial and accounting report which shall be audited by an accounting firm as required by law. The company's financial and accounting report shall be prepared in accordance with provisions of the laws, administrative regulations and the regulations of the financial department of the State Council.

Pursuant to the Company Law, the company shall deliver its financial and accounting reports to all shareholders within the time limit stipulated in the articles of association and make its financial and accounting reports available at the company for inspection by the shareholders at least 20 days before the annual shareholders' meeting. A joint stock limited company that has publicly offered shares shall publish its financial and accounting reports.

When distributing each year's after-tax profits, it shall set aside 10% of its after-tax profits into a statutory common reserve fund (except where the fund has reached over 50% of its registered capital).

If its statutory common reserve fund is not sufficient to make up losses of the previous year, profits of the current year shall be applied to make up losses before allocation is made to the statutory common reserve fund pursuant to the above provisions.

APPENDIX IV	SUMMARY OF PRINCIPAL LEGAL AND REGULATORY PROVISIONS
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After allocation of the statutory common reserve fund from after-tax profits, it may, upon a resolution passed at the shareholders' meeting, allocate discretionary common reserve fund from after-tax profits.

The remaining after-tax profits after making up losses and allocation of common reserve fund shall be distributed in proportion to the number of shares held by the shareholders, unless otherwise stipulated in the articles of association.

Shares held by the Company shall not be entitled to any distribution of profit.

The premium received from the issuance of shares by the company at a price exceeding the par value of the stocks, the amount of capital obtained from the issuance of non-par value shares that is not included in the registered capital, and other items stipulated by the finance authority under the State Council to be included in the capital reserve, shall be included in the capital reserve.

The Company's reserve fund shall be applied to make up losses of the company, expand its business operations or be converted to increase the registered capital of the company. Where the reserve of a company is used for making up losses, the discretionary reserve and statutory reserve shall be firstly used. If losses still cannot be made up, the capital reserve can be used in accordance with relevant regulations. Upon the conversion of statutory common reserve fund into capital, the balance of the statutory common reserve fund shall not be less than 25% of the registered capital of the company before such conversion.

The Company shall have no other accounting books except the statutory accounting books. Its assets shall not be deposited in any accounts opened in the name of any individual.

Appointment and dismissal of accounting firms

Pursuant to the Company Law, the appointment or dismissal of accounting firms responsible for the auditing of the company shall be determined by shareholders' meeting, board of directors or board of supervisors in accordance with provisions of articles of association. The accounting firm should be allowed to make representations when the shareholders' meeting, board of directors or board of supervisors conducts a vote on the dismissal of the accounting firm. The company should provide true and complete accounting evidences, books, financial and accounting reports and other accounting data to the accounting firm it employs without any refusal, withholding and misrepresentation.

If a listed company has established an audit committee within the board of directors, before the board of directors adopts a resolution on any of the following matters, the resolution shall be adopted by a majority of all members of the audit committee:

- appointment or removal of the accounting firm providing audit services to the company;
- appointment or removal of the head of finance;
- disclosure of financial accounting reports; or
- any other matters as stipulated by the securities regulatory authority under the State Council.

Distribution of profits

According to the Company Law, a company shall not distribute profits before losses are covered and the statutory common reserve is drawn.

Amendments to articles of association

Any amendments to the company's articles of association must be made in accordance with the procedures set out in the company's articles of association. In relation to matters involving the company's registration, its registration with the authority must also be changed.

Dissolution and liquidation

According to the Company Law, a company shall be dissolved by reason of the following: (i) the term of its operations set down in the articles of association has expired or other events of dissolution specified in the articles of association have occurred; (ii) the shareholders' meeting have resolved to dissolve the company; (iii) the company is dissolved by reason of merger or division; (iv) the business license is revoked; the company is ordered to close down or be dissolved; or (v) the company is dissolved by the people's court in response to the request of shareholders holding shares that represent more than 10% of the voting rights of all its shareholders, on the grounds that the company suffers significant hardship in its operation and management that cannot be resolved through other means, and the ongoing existence of the company would bring significant losses for shareholders.

In the event of (i) or (ii) above and has not distributed assets to its shareholders, it may continue its existence by amending its articles of association or by resolution of the shareholders' meeting. The amendment of the articles of association in accordance with provisions set out above shall require approval of more than two thirds of voting rights of shareholders attending a shareholders' meeting.

Where the company is dissolved in the circumstances described in subparagraphs (i), (ii), (iv), or (v) above, a liquidation group shall be established and the liquidation process shall commence within 15 days after the occurrence of an event of dissolution.

The liquidation team shall be composed of directors, unless it is otherwise stipulated by the company's articles of association or appointed by resolution of the shareholders' meeting. If a liquidation group is not established within the stipulated period, any stakeholders may apply to the people's court to designate relevant individuals to form a liquidation group for the liquidation.

The liquidation group shall exercise the following powers during the liquidation period:

- to handle the company's assets and to prepare a balance sheet and an inventory of the assets;
- to notify creditors through notice or public announcement;
- to deal with the company's outstanding businesses related to liquidation;
- to pay any tax overdue as well as tax amounts arising from the process of liquidation;
- to claim credits and pay off debts;

APPENDIX IV SUMMARY OF PRINCIPAL LEGAL AND REGULATORY PROVISIONS

- to handle the company's remaining assets after its debts have been paid off; and
- to represent the company in civil lawsuits.

The liquidation group shall notify the company's creditors within 10 days after its establishment and make a public announcement through a newspaper or the National Enterprise Credit Information Publicity System. A creditor shall lodge his claim with the liquidation group within 30 days after receiving notification, or within 45 days of the public notice if he did not receive any notification. A creditor shall state all matters relevant to his creditor rights in making his claim and furnish evidence. The liquidation group shall register such creditor rights. The liquidation group shall not make any debt settlement to creditors during the period of claim.

Upon liquidation of properties and the preparation of the balance sheet and inventory of assets, the liquidation group shall draw up a liquidation plan to be submitted to the shareholders' meeting or people's court for confirmation.

The company's remaining assets after payment of liquidation expenses, wages, social insurance expenses and statutory compensation, outstanding taxes and debts shall be distributed to shareholders according to their shareholding proportion. It shall continue to exist during the liquidation period, although it can only engage in any operating activities that are related to the liquidation. The company's properties shall not be distributed to the shareholders before repayments are made in accordance to the foregoing provisions.

Upon liquidation of the company's properties and the preparation of the balance sheet and inventory of assets, if the liquidation group becomes aware that the company does not have sufficient assets to meet its liabilities, it must apply to the people's court for a declaration for bankruptcy.

Following such declaration, the liquidation group shall hand over liquidation affairs to the administrator designated by the people's court.

Upon completion of the liquidation, the liquidation group shall submit a liquidation report to the shareholders' meeting or the people's court for verification. Thereafter, the report shall be submitted to the registration authority of the company in order to cancel the company's registration, and a public notice of its termination shall be issued. Members of the liquidation group shall fulfill liquidation responsibilities with a duty of loyalty and diligence.

Any member of the liquidation group who neglects their liquidation responsibilities and causes losses to the company shall be liable for compensation; if losses are caused to any creditor due to intent or gross negligence, such member shall be liable for compensation.

Overseas listing

According to the Overseas Listing Trial Measures, the domestic enterprise shall report the application documents for issuance and listing to the CSRC for record-filing within three working days after submission of the application documents for issuance and listing overseas. The remittance and cross-border flow of funds related to overseas issuance and listing of domestic companies shall comply with national regulations on cross-border investment and financing, foreign exchange management, and cross-border RMB management.

Loss of Share Certificates

If a share certificate is lost, stolen or destroyed, the relevant shareholder may apply, in accordance with the relevant provisions set out in the Civil Procedure Law, to a people's court to declare such certificate invalid. After the people's court declares the invalidity of such certificate, the shareholder may apply to the company for a replacement share certificate.

Suspension and termination of listing

The Company Law has deleted provisions governing suspension and termination of listing. The PRC Securities Law (2019 revision) (《中華人民共和國證券法》(2019年修訂)) has also deleted provisions regarding suspension of listing. Where listed securities fall under the delisting circumstances stipulated by the stock exchange, the stock exchange shall terminate its listing and trading in accordance with the business rules.

Where the stock exchange decides on delisting of securities, it shall promptly announce and file records with the securities supervisory and regulatory authority of the State Council.

Merger and demerger

Companies may merge through merger by absorption or through the establishment of a newly merged entity. If it merges by absorption, the company which is absorbed shall be dissolved. If it merges by forming a new corporation, both companies will be dissolved.

SECURITIES LAW AND REGULATIONS

The PRC has promulgated a number of regulations that relate to the issue and trading of shares and disclosure of information. In October 1992, the State Council established the Securities Committee and the CSRC. The Securities Committee is responsible for coordinating the drafting of securities regulations, formulating securities-related policies, planning the development of securities markets, directing, coordinating and supervising all securities related institutions in the PRC and administering the CSRC. The CSRC is the regulatory arm of the Securities Committee and is responsible for the drafting of regulatory provisions of securities markets, supervising securities companies, regulating public offers of securities by PRC companies in the PRC or overseas, regulating the trading of securities, compiling securities related statistics and undertaking relevant research and analysis. In April 1998, the State Council consolidated the two departments and reformed the CSRC.

The Interim Provisional Regulations on the Administration of Share Issuance and Trading (《股票發行與交易管理暫行條例》) deals with the application and approval procedures for public offerings of equity securities, trading in equity securities, the acquisition of listed companies, deposit, clearing and transfer of listed equity securities, the disclosure of information with respect to a listed company, investigation, penalties and dispute settlement.

On December 25, 1995, the State Council promulgated and implemented the Regulations of the State Council Concerning Domestic Listed Foreign Shares of Joint Stock Limited Companies (《國務院關於股份有限公司境內上市外資股的規定》). These regulations deal mainly with the issue, subscription, trading and declaration of dividends and other distributions of domestic listed and foreign invested shares and disclosure of information of joint stock limited companies having domestic listed and foreign invested shares.

The PRC Securities Law took effect on July 1, 1999 and was revised or amended on August 28, 2004, October 27, 2005, June 29, 2013, August 31, 2014 and December 28, 2019, respectively. This is the first national securities law in the PRC, which is divided into 14 chapters and 226 articles regulating, among other things, the issue and trading of securities, takeovers by listed companies, securities exchanges, securities companies and the duties and responsibilities of the State Council's securities supervisory and regulatory authorities. The PRC Securities Law comprehensively regulates activities in the PRC securities market. Article 224 of the PRC Securities Law provides that domestic enterprises shall comply with the relevant provisions of the State Council to list its shares outside the PRC. Currently, the issue and trading of foreign issued shares (including H shares) are mainly governed by the rules and regulations promulgated by the State Council and the CSRC.

ARBITRATION AND ENFORCEMENT OF ARBITRAL AWARDS

The Arbitration Law of the PRC (《中華人民共和國仲裁法》) (the “**Arbitration Law**”) was passed by the SCNPC on August 31, 1994, became effective on September 1, 1995 and was amended on August 27, 2009 and September 1, 2017. Under the Arbitration Law, an arbitration committee may, before the promulgation by the PRC Arbitration Association of arbitration regulations, formulate interim arbitration rules in accordance with the Arbitration Law and the Civil Procedure Law. Where the parties have by agreement provided arbitration as the method for dispute resolution, the people's court will refuse to handle the case except when the arbitration agreement is declared invalid.

Under the Arbitration Law and the Civil Procedure Law, an arbitral award is final and binding on the parties. If a party fails to comply with an award, the other party to the award may apply to the people's court for enforcement. A people's court may refuse to enforce an arbitral award made by an arbitration commission if there is any irregularity on the procedures or composition of arbitrators specified by law or the award exceeds the scope of the arbitration agreement or is outside the jurisdiction of the arbitration commission.

A party seeking to enforce an arbitral award of PRC arbitration panel against a party who, or whose property, is not within the PRC, may apply to a foreign court with jurisdiction over the case for enforcement. Similarly, an arbitral award made by a foreign arbitration body may be recognized and enforced by the PRC courts in accordance with the principles of reciprocity or any international treaty concluded or acceded to by the PRC. The PRC acceded to the Convention on the Recognition and Enforcement of Foreign Arbitral Awards (the “**New York Convention**”) adopted on June 10, 1958 pursuant to a resolution of the SCNPC passed on December 2, 1986. The New York Convention provides that all arbitral awards made in a state which is a party to the New York Convention shall be recognized and enforced by all other parties to the New York Convention, subject to their right to refuse enforcement under certain circumstances, including where the enforcement of the arbitral award is against the public policy of the state to which the application for enforcement is made. It was declared by the SCNPC simultaneously with the accession of the PRC that (i) the PRC will only recognize and enforce foreign arbitral awards on the principle of reciprocity and (ii) the PRC will only apply the New York Convention in disputes considered under PRC laws to arise from contractual and non-contractual mercantile legal relations.

An arrangement was reached between Hong Kong and the Supreme People's Court for the mutual enforcement of arbitral awards. On June 18, 1999, the Supreme People's Court adopted the Arrangement on Mutual Enforcement of Arbitral Awards between Mainland China and Hong Kong (《關於內地與香港特別行政區相互執行仲裁裁決的安排》), which became effective on February 1, 2000, and Supplementary Arrangements of Supreme People's Court on Reciprocal Enforcement of Arbitration Awards between the Mainland and the Hong Kong Special Administrative Region (《關於內地與香港特別行政區相互執行仲裁裁決的補充安排》), which promulgated on November 26, 2020. In accordance with these arrangement, awards made by PRC arbitral authorities under the Arbitration Law can be enforced in Hong Kong, and Hong Kong arbitration awards are also enforceable in the PRC.

Judicial judgment and its enforcement

Pursuant to the Arrangements for Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Cases between Courts of the Mainland and Hong Kong Special Administrative Region (《最高人民法院關於內地與香港特別行政區法院相互認可和執行民商事案件判決的安排》) which is promulgated by the Supreme People's Court on January 25, 2024 and implemented on January 29, 2024, except for judgments in civil and commercial cases that are not applicable under Article 3 of this Arrangements, judgments that can be recognized and enforced in both places are those made by mainland and Hong Kong SAR courts on or after January 29, 2024. The mutually recognized and enforced judgments include monetary judgments and non monetary judgments.

SUMMARY OF MATERIAL DIFFERENCES BETWEEN HONG KONG AND PRC COMPANY LAW

The Hong Kong law applicable to a company incorporated in Hong Kong is mainly based on the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Companies Ordinance and is supplemented by common law and the rules of equity that are applicable to Hong Kong. As a joint stock limited company established in the PRC that is seeking a listing of shares on the Hong Kong Stock Exchange, we are governed by the PRC Company Law and all other rules and regulations promulgated pursuant to the PRC Company Law.

Set out below is a summary of certain material differences between Hong Kong company law applicable to a company incorporated in Hong Kong and the PRC Company Law applicable to a joint stock limited company incorporated and existing under the PRC Company Law. This summary is, however, not intended to be an exhaustive comparison.

Corporate existence

Under Hong Kong company law, a company with share capital, shall be incorporated by the Registrar of Companies in Hong Kong which issues a certificate of incorporation to the Company upon its incorporation and the company will acquire an independent corporate existence. A company may be incorporated as a public company or a private company. Pursuant to the Companies Ordinance, the articles of association of a private company incorporated in Hong Kong shall contain provisions that restrict a member's right to transfer shares. A public company's articles of association do not contain such provisions.

Under the PRC Company Law, a joint stock limited company may be incorporated by promotion or public subscription.

Hong Kong law does not prescribe any minimum capital requirement for a Hong Kong company.

Share capital

The Hong Kong company law does not provide for authorized share capital. The share capital of a Hong Kong company would be its issued share capital. The full proceeds of a share issue will be credited to share capital and becomes a company's share capital. The directors of a Hong Kong company may, with the prior approval of the shareholders if required, issue new shares of the company. The PRC Company Law does not provide for authorized share capital, either. Our registered capital is the amount of our issued share capital. Any increase in our registered capital must be approved by our shareholders' meeting and file with the relevant PRC governmental and regulatory authorities.

Under the PRC Company Law, the shares may be subscribed for in the form of money or non-monetary assets (other than assets not entitled to be used as capital contributions under relevant laws and administrative regulations). For non-monetary assets to be used as capital contributions, appraisals and verification must be carried out to ensure no overvaluation or undervaluation of the assets. There is no such restriction on a Hong Kong company under Hong Kong Law.

Restrictions on shareholding and transfer of shares

Generally, overseas listed shares, which are denominated in Renminbi and subscribed for in a currency other than Renminbi, may only be subscribed for, and traded by, investors from Hong Kong, Macau and Taiwan or any country and territory outside the PRC, or qualified domestic institutional investors as allowed under Tentative Regulatory Measures for Qualified Domestic Institutional Investors Investing in Overseas Securities (《合格境內機構投資者境外證券投資管理試行辦法》). If the H shares are eligible securities under the Southbound Trading Link, they are also subscribed for and traded by PRC investors in accordance with the rules and limits of Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect.

Under the PRC Company Law, shares in issue prior to our public offering cannot be transferred within one year from the listing date of the shares on a stock exchange. Shares in a joint stock limited liability company held by its directors, supervisors and managers and transferred each year during their term of office shall not exceed 25% of the total shares they held in the company, and the shares they held in the company cannot be transferred within one year from the listing date of the shares, and also cannot be transferred within half a year after the said personnel has left office. The articles of association may set other restrictive requirements on the transfer of the company's shares held by its directors, supervisors and officers. There are no such restrictions on shareholdings and transfers of shares under Hong Kong law apart from the relevant lockup period rules of Hong Kong Stock Exchange that the company, controlling shareholders, and other entities should comply with.

Directors, senior management and supervisors

The PRC Company Law, unlike Hong Kong company law, does not contain any requirements relating to the declaration of directors' interests in material contracts, restrictions on directors' authority in making major dispositions, restrictions on companies providing certain benefits to directors and guarantees in respects of directors' liability and prohibitions against compensation for loss of office without shareholders' approval.

Board of supervisors

Under the PRC Company Law, a joint stock limited company's directors and managers are subject to the supervision of a supervisors committee. There is no mandatory requirement for the establishment of a board of supervisors for a company incorporated in Hong Kong.

Derivative action by minority shareholders

Hong Kong law permits minority shareholders to initiate a derivative action on behalf of all shareholders against directors who have committed a breach of their fiduciary duties to the company if the directors control a majority of votes at a meeting, thereby effectively preventing a company from suing the directors in breach of their duties in its own name.

The PRC Company Law provides shareholders of a joint stock limited company with the right so that in the event where the directors and senior management violate their fiduciary obligations to a company, the shareholders individually or jointly holding over 1% of the shares in the company for more than 180 consecutive days may request in writing the board of supervisors to initiate proceedings in the people's court. In the event that the board of supervisors violates their fiduciary obligations to a company, the above said shareholders may send written request to the board of directors to initiate proceedings in the people's court. Upon receipt of such written request from the shareholders, if the board of supervisors or the board of directors refuses to initiate such proceedings, or has not initiated proceedings within 30 days upon receipt of the request, or if under urgent situations, failure of initiating immediate proceeding may cause irremediable damages to the company, the above said shareholders shall, for the benefit of the company's interests, have the right to initiate proceedings directly to the court in their own name.

Protection of minorities

Under Hong Kong law, the company may be wound up by the court if the court considers that it is just and equitable to do so, in addition, a shareholder who complains that the affairs of a company incorporated in Hong Kong are conducted in a manner unfairly prejudicial to his interests may petition to the court to make an appropriate order regulating the affairs of the company. Furthermore, under certain circumstances, the Financial Secretary of Hong Kong may appoint inspectors who are given extensive statutory powers to investigate the affairs of a company incorporated in Hong Kong. The PRC law does not contain similar safeguards.

Notice of shareholders' meetings

Under the PRC Company Law, notice of a shareholder's annual meeting must be given not less than 20 days before the meeting. According to the Official Reply of the State Council on Adjusting the Provisions Governing Matters Including the Application of the Notice Period for the Convening of Shareholders' General Meetings by Companies Listed Overseas (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》) promulgated by the State Council on October 17, 2019, the notice period for a shareholders' meeting, the shareholder proposal right, and the procedures for convening a shareholders' meeting, for those joint stock companies established within the territory of China but listed outside the territory of China, should be governed by the PRC Company Law. For a company incorporated in Hong Kong, the notice period for an annual meeting is at least 21 days and in any other case, at least 14 days for a limited company and at least 7 days for an unlimited company.

Quorum for shareholders' meetings

Under Hong Kong law, the quorum for a shareholders' meeting must be at least two members unless the articles of association of the company otherwise provide. For companies with only one member, the quorum must be one member. The PRC Company Law does not specify any quorum requirement for a shareholders' meeting.

Voting

Under Hong Kong law, an ordinary resolution is passed by a simple majority of votes cast by members present in person or by proxy at a shareholders' meeting and a special resolution is passed by a majority of not less than three-fourths of votes cast by members present in person or by proxy at a shareholders' meeting. Under the PRC Company Law, the passing of any resolution requires affirmative votes of shareholders representing more than half of the voting rights represented by the shareholders who attend the shareholders' meeting except in cases of proposed amendments to a company's articles of association, increase or decrease of registered capital, merger, division or dissolution, or change of corporation form, which require affirmative votes of shareholders representing more than two-thirds of the voting rights represented by the shareholders who attend the shareholders' meeting.

Financial disclosure

Under the PRC Company Law, a joint stock limited company is required to make available at the company for inspection by shareholders its financial report 20 days before its shareholders' annual meeting. In addition, a joint stock limited company of which the shares are publicly offered must publish its financial report. The Companies Ordinance requires a company incorporated in Hong Kong to send to every shareholder a copy of its balance sheet, auditors' report and directors' report, which are to be presented before the company in its annual general meeting, not less than 21 days before such meeting. A joint stock limited liability company is required under the PRC law to prepare its financial statements in accordance with the PRC GAAP.

Information on directors and shareholders

The PRC Company Law gives shareholders the right to inspect the company's articles of association, minutes of the shareholders' meetings and financial and accounting reports. Under the Articles of Association, shareholders have the right to inspect and copy (at reasonable charges) certain information on shareholders and on directors which is similar to the shareholders' rights of Hong Kong companies under Hong Kong law.

Receiving agent

Under the PRC Company Law and Hong Kong law, dividends once declared are debts payable to shareholders. The limitation period for debt recovery action under Hong Kong law is six years, while under the PRC law this limitation period is three years.

Corporate reorganization

Corporate reorganization involving a company incorporated in Hong Kong may be effected in a number of ways, such as a transfer of the whole or part of the business or property of the company in the course of voluntary winding up to another company pursuant to Section 237 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance or a compromise or arrangement between the company and its creditors or between the company and its members pursuant to Section 673 and Section 674 of the Companies Ordinance, which requires the sanction of the court. Under PRC law, merger, division, dissolution or change to the status of a joint stock limited liability company has to be approved by shareholders in shareholder' meeting.

Mandatory deductions

Under the Company Law, a joint stock limited liability company is required to make transfers equivalent to certain prescribed percentages of its after tax profit to the statutory common reserve fund. There are no corresponding provisions under Hong Kong law.

Remedies of the company

Under the Company Law, if a director, supervisor or senior management in carrying out his duties infringes any law, administrative regulation or the articles of association of a company, which results in damage to the company, that director, supervisor or senior management should be responsible to the company for such damages. In addition, the Hong Kong Listing Rules require listed companies' articles of association to provide for remedies of the company similar to those available under Hong Kong law (including rescission of the relevant contract and recovery of profits from a director, supervisor or senior management).

Dividends

The company has the power in certain circumstances to withhold, and pay to the relevant tax authorities, any tax payable under PRC law on any dividends or other distributions payable to a shareholder. Under Hong Kong law, the limitation period for an action to recover a debt (including the recovery of declared dividends) is six years, whereas under PRC laws, the relevant limitation period is two years now or three years beginning from January 1, 2021. The company must not exercise its powers to forfeit any unclaimed dividend in respect of shares until after the expiry of the applicable limitation period.

Fiduciary duties

In Hong Kong, there is the common law concept of the fiduciary duty of directors. Under the PRC Company Law, directors, supervisors and senior management should be loyal and diligent.

Closure of register of shareholders

The Companies Ordinance requires that the register of shareholders of a company must not generally be closed for the registration of transfers of shares for more than 30 days (extendable to 60 days in certain circumstances) in a year, whereas, as required by the PRC Company Law, share transfers shall not be registered within 20 days before the date of a shareholders' meeting or within five days before the base date set for the purpose of distribution of dividends.

Any person wishing to have detailed advice on PRC law or the laws of any jurisdiction is recommended to seek independent legal advice.

This appendix contains a summary of the principal provisions of the Company's Articles of Association, which will take effect on the date when the Company's H shares are listed on the Hong Kong Stock Exchange. This appendix is primarily intended to provide potential investors with an overview of the Company's Articles of Association. Therefore, it may not contain all the information that is important to potential investors.

SHARES

Shares and Registered Capital

Shares of the Company shall be issued in a transparent, fair and equal manner and shares of the same class shall rank pari passu in all respects. Each of the shares of the same class shall be issued under the same conditions and at the same price in each issuance, and the same price shall be paid for each of the shares subscribed for by any entity or individual.

Shares issued by the Company are all ordinary shares denominated in Renminbi (RMB).

The shares of the Company are in the form of share certificates. The Non-H shares of the Company are quoted on the National Equities Exchange and Quotations (“**NEEQ Quoting**”) and centrally registered in China Securities Depository and Clearing Co., Ltd. H shares issued by the Company are mainly held in escrow by the entrusted custody company under Hong Kong Securities Clearing Company Limited. Shares issued by the Company are all ordinary shares denominated in Renminbi (RMB).

Increase, Reduction and Repurchase of Shares

Based on its operating and development needs, the Company may, pursuant to the laws and regulations, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed, and with the approval by resolutions at the shareholders' meeting, increase its registered capital in the following ways:

- (1) Public offering of shares in fulfillment of statutory procedures;
- (2) Private offering of shares;
- (3) Distributing bonus shares to existing shareholders;
- (4) Converting capital reserves into share capital;
- (5) Adopting any other means stipulated in the laws and administrative regulations and approved by securities regulatory authorities of the places where the Company's shares are listed, China Securities Regulatory Commission and Hong Kong Stock Exchange.

If the Company's shares are issued in the way of cash subscription, the Company's existing shareholders are not entitled to the preemptive right of the issued shares under the same conditions.

The Company may reduce its registered capital. The reduction in registered capital shall be made in accordance with the procedures set out in Company Law, other applicable regulations, and the Articles of Association.

Shareholders who vote against any resolution adopted at the shareholders' meeting may request the Company to acquire their shares at a reasonable price under one of the following circumstances:

- (1) The Company has not distributed profits to shareholders for 5 consecutive years, provided, however, that the Company has been profitable for the past 5 consecutive years and has satisfied the profit distribution conditions stipulated in Company Law;
- (2) The Company has transferred its main properties;
- (3) The Company continues to exist by amending the Articles of Association through a resolution adopted at the shareholders' meeting despite the occurrence of reasons for dissolution as stipulated in the Articles of Association.

If a shareholder and the Company fail to reach an agreement on the purchase of shares within 60 days from the date of the resolution adopted at the shareholders' meeting, the shareholder may file a lawsuit against the people's court within 90 days from the date of the resolution adopted at the shareholders' meeting. Shares of the Company acquired by the Company as a result of the above circumstances shall be transferred or canceled within 6 months in accordance with the law.

The Company may, in accordance with the provisions set out in the laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, purchase its shares under the following circumstances:

- (1) Reduction of the Company's registered capital;
- (2) Merger with another company which holds the shares of the Company;
- (3) Use of shares for employee stock ownership plans or equity incentives;
- (4) Request to the Company to acquire the shares from shareholders who vote against any resolution adopted at the shareholders' meeting on the merger or demerger of the Company;
- (5) Use of shares to convert corporate bonds issued by the Company that are convertible into shares;
- (6) Other circumstances necessary for the Company to maintain the value of the Company and the interests of its shareholders; and
- (7) Other circumstances under which the Company's shares may be acquired in accordance with laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed.

The Company must obtain the prior approval by the resolution adopted at the shareholders' meeting if it acquires its shares by reason of the circumstances specified in subparagraphs (1) and (2) of the preceding paragraph; and obtain the prior approval by the resolution adopted at the meetings of the Board of Directors where more than two-thirds of the directors attend if it acquires its shares by reason of the circumstances specified in subparagraphs (3), (5) and (6) of the preceding paragraph. Shares

acquired by the Company under subparagraph (1) thereof shall be canceled within 10 days from the date of acquisition; those acquired under sub-paragraphs (2) and (4) thereof shall be transferred or canceled within 6 months; and those acquired by the Company under subparagraphs (3), (5) and (6) thereof and held by the Company, shall not exceed 10% of the Company's total issued shares, and shall be transferred or canceled within three years. Except for the above circumstances, the Company shall not engage in the trading of the Company's shares.

The Company may acquire shares of the Company through public centralized trading, or other methods recognized by laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed and China Securities Regulatory Commission (if necessary). Shares acquired by the Company under subparagraphs (3), (5) and (6) of paragraph I of Article 23 of the Articles of Association shall be traded through public centralized trading.

After acquiring shares of the Company, the Company shall fulfill its obligations of information disclosure in accordance with laws, administrative regulations, rules, normative documents, the Hong Kong Listing Rules and other relevant provisions. If matters related to share repurchases are otherwise provided in the relevant regulatory rules of the places where the Company's shares are listed, such regulatory rules shall prevail.

Transfer of Shares

Shares held by shareholders of the Company may be transferred to other shareholders or to persons other than shareholders.

The Company shall not accept any of its own shares as the subject of the pledge.

The shares directly or indirectly held by the Company's controlling shareholders and de facto controllers prior to the NEEQ Quoting may be released from transfer restriction in three batches, with the number of shares released from transfer restriction in each batch being one-third of the number of shares held prior to the NEEQ Quoting. The dates for the release of shares from the transfer restriction shall be the date of listing, the expiration date of listing for one entire year and for two entire years, respectively.

Shares issued prior to the Company's initial public offering of H shares shall not be transferred within one year from the date of listing of the Company's shares on the Main Board of Hong Kong Stock Exchange.

The Company's directors, supervisors and senior management officers shall report to the Company their holdings of shares of the Company and changes thereof. Shares of the Company held by these persons shall not be transferred within one year from the date of listing of the Company's shares on the Main Board of Hong Kong Stock Exchange, and the number of shares to be transferred annually during their tenures of office determined at the time of assumption of their positions shall not exceed 25% of the total number of shares held by them. Shares of the Company held by the aforesaid persons shall not be transferred within half a year after leaving office. If the shares are pledged within the period of transfer restriction prescribed by laws and administrative regulations, the pledgee shall not exercise the pledge right within the period of transfer restriction.

If the transfer restriction of H shares is otherwise provided in the relevant regulatory rules of the places where the Company's shares are listed, such regulatory rules shall prevail.

SHAREHOLDERS AND SHAREHOLDERS' MEETING

Shareholders

China Securities Depository and Clearing Co., Ltd. is the registration and depository institution for the Company's domestic unlisted shares held by its shareholders. The register of shareholders recording shareholders of the Company's domestic unlisted shares and shares held by such shareholders shall be subject to the data recorded in the securities book-entry system of China Securities Depository and Clearing Co., Ltd. The Company's H shares are held in escrow by the entrusted custody company under Hong Kong Securities Clearing Company Limited, and can also be held by shareholders in their personal names.

Matters that shall be stated in the Company's share certificate shall include, in addition to those stipulated in the Company Law, matters required to be stated by the stock exchanges where the Company's shares are listed.

H shares issued by the Company that are listed overseas may be in the form of overseas depository receipts or other derivatives of share certificates in accordance with the laws and the practice of the securities registration and depository of the places where the Company's shares are listed.

Shareholders of the Company may enjoy the following rights:

- (1) The right to receive dividends and other distributions in proportion to the number of shares held;
- (2) The right to request, convene, chair, attend and vote in person or appoint a proxy to attend and vote on their behalf at the shareholders' meeting in accordance with the laws;
- (3) The right to supervise the Company's business operations, and to put forward proposals and raise enquiries;
- (4) The right to transfer, give as gifts or pledge the shares held in accordance with the laws, administrative regulations, *the Hong Kong Listing Rules* and other securities regulatory rules of the places where the Company's shares are listed;
- (5) The right to access and copy Articles of Association, register of shareholders, meeting minutes of the shareholders' meeting, resolutions of meetings of the Board of Directors, resolutions of meetings of the Board of Supervisors, and financial and accounting reports;
- (6) In the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company in proportion to the number of shares held;
- (7) With respect to shareholders who voted against any resolution adopted at the shareholders' meeting on the merger or demerger of the Company, the right to demand the Company to acquire the shares held by them; and

- (8) Any other rights conferred by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed or the Articles of Association.

The Company shall not deprive or restrict shareholders of their statutory rights.

Shareholders of the Company shall assume the following obligations:

- (1) To abide by laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed and the Articles of Association;
- (2) To pay subscription money according to the number of shares subscribed and the method of subscription;
- (3) Not to withdraw their shares except as otherwise provided by laws, regulations, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed;
- (4) Not to abuse their shareholder rights to jeopardize the interests of the Company or other shareholders; and not to abuse the independent status of the Company as a legal entity and the limited liabilities of shareholders to jeopardize the interests of the Company's creditors; and
- (5) Any other obligations imposed by laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed or the Articles of Association.

Shareholders of the Company who abuse their shareholder rights to cause losses to the Company or other shareholders shall be liable for compensation in accordance with the laws.

Shareholders of the Company who abuse the independent status of the Company as a legal entity and the limited liabilities of shareholders to evade debts and seriously jeopardize the interests of the Company's creditors shall be jointly and severally liable for the debts of the Company.

If shareholders holding more than 5% of the voting rights of shares of the Company pledge the shares held by them, such shareholders shall report to the Company in writing on the date when such fact occurs.

The Company's controlling shareholders and de facto controllers shall not use their related (connected) relationship to jeopardize the interests of the Company. Those who violate the regulations and cause losses to the Company shall be liable for compensation.

The Company's controlling shareholders and de facto controllers shall bear fiduciary duties for the Company and shareholders of the Company. The Company's controlling shareholders and de facto controllers shall not use any means to jeopardize the legitimate rights and interests of the Company and other shareholders.

General Provisions of the Shareholders' Meeting

The shareholders' meeting is the power of authority of the Company and shall exercise the following functions and powers in accordance with the laws:

- (1) To elect and replace directors and supervisors and to determine matters relating to the remuneration of the directors and supervisors;
- (2) To consider and approve the reports of the Board of Directors;
- (3) To consider and approve the reports of the Board of Supervisors;
- (4) To consider and approve the Company's profit distribution plan and plan for recovery of losses;
- (5) To make resolutions on the increase or reduction of the Company's registered capital;
- (6) To make resolutions on the issue of corporate bonds;
- (7) To make resolutions on the merger, demerger, dissolution, liquidation or change of corporate form of the Company;
- (8) To amend the Articles of Association;
- (9) To decide the appointment and dismissal of the accounting firms;
- (10) To consider and approve financial assistance matters as stipulated in Article 44 of the Articles of Association;
- (11) To consider and approve guarantee matters as stipulated in Article 45 of the Articles of Association;
- (12) To consider and approve major transaction matters as stipulated in Article 46 of the Articles of Association;
- (13) To consider and approve the share incentive plan;
- (14) To consider and approve matters related to the change of use of proceeds;
- (15) To consider and approve related (connected) transaction matters that exceed the resolution authority of the Company's Board of Directors; and
- (16) To consider and approve other matters which are required to be determined at the shareholders' meeting as required by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed or the Articles of Association.

The shareholders' meeting may authorize the Board of Directors to make resolutions on issuing corporate bonds. In addition to the aforementioned matters, the powers of the shareholders' meeting may not be exercised by the Board of Directors or by other institutions and individuals on its behalf by way of authorization. Transactions in which the Company unilaterally obtains benefits, including receipt of cash assets, debt relief, guarantees and subsidies, may be exempted from the consideration procedures of the shareholders' meeting as stipulated in the aforementioned subparagraph (12). Transactions between the Company and its controlled subsidiaries within the scope of the consolidated statements or between the said controlled subsidiaries shall be exempted from the consideration procedures of the shareholders' meeting as stipulated in the aforementioned subparagraph (12), unless as otherwise provided or such transactions are detrimental to the shareholders' legitimate rights and interests.

A shareholders' meeting shall either be an annual shareholders' meeting or an extraordinary shareholders' meeting. Annual shareholders' meetings shall be held once every year and within 6 months from the close of the preceding accounting year.

The Company shall convene an extraordinary shareholders' meeting within two months from the occurrence of any of the following circumstances:

- (1) When the number of directors is less than the number stipulated in Company Law or two-thirds of the number specified in the Articles of Association;
- (2) When the unrecovered losses of the Company amount to one-third of the total amount of its paid-in share capital;
- (3) When any shareholder individually or jointly holding 10% or more of the Company's shares requests in writing for the convening of an extraordinary shareholders' meeting;
- (4) When deemed necessary by the Board of Directors;
- (5) When proposed to convene by the Board of Supervisors;
- (6) When the number of independent directors (with the same meaning as "independent non-executive directors", the same as below) is less than the quorum; and
- (7) Any other circumstances stipulated in the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed or the Articles of Association.

The number of shares held as mentioned in subparagraph (3) above shall be subject to the number of shares held on the date when the shareholder submits a written request.

Convocation of Shareholders' Meeting

A majority of independent directors have the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting. In response to a proposal from independent directors that request to convene an extraordinary shareholders' meeting, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, give written feedback on whether it agrees or disagrees with the convening of the extraordinary shareholders' meeting within 10 days upon receipt of the proposal.

If the Board of Directors agrees to convene an extraordinary shareholders' meeting, the Board of Directors will issue a notice of convening the extraordinary shareholders' meeting within 5 days after the Board of Directors' resolution is made; if the Board of Directors disagrees to convene an extraordinary shareholders' meeting, it will state the reasons and make an announcement.

The Board of Supervisors has the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting and shall submit such proposal to the Board of Directors in writing. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, give written feedback on whether it agrees or disagrees with the convening of the extraordinary shareholders' meeting within 10 days upon receipt of the proposal.

If the Board of Directors agrees to convene an extraordinary shareholders' meeting, the Board of Directors will issue a notice of convening the extraordinary shareholders' meeting within 5 days after the Board of Directors' resolution is made, and any changes to the original proposal contained in the notice shall be approved by the Board of Supervisors.

If the Board of Directors disagrees to convene an extraordinary shareholders' meeting or fails to provide feedback within 10 days upon receipt of the proposal, it shall be deemed that the Board of Directors is unable to perform or fails to perform its duty to convene the shareholders' meeting, and the Board of Supervisors shall convene and preside over the extraordinary shareholders' meeting of its own accord.

Shareholders individually or jointly holding 10% or more of the Company's shares have the right to request the Board of Directors to convene an extraordinary shareholders' meeting, and shall submit such request to the Board of Directors in writing. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, give written feedback on whether it agrees or disagrees with the convening of the extraordinary shareholders' meeting within 10 days upon receipt of the request.

If the Board of Directors agrees to convene an extraordinary shareholders' meeting, the Board of Directors will issue a notice of convening the extraordinary shareholders' meeting within five days after the Board of Directors' resolution is made, and any changes to the original request contained in the notice shall be approved by the shareholders concerned.

If the Board of Directors disagrees to convene an extraordinary shareholders' meeting or fails to provide feedback within 10 days upon receipt of the request, shareholders individually or jointly holding 10% or more of the Company's shares shall have the right to propose to the Board of Supervisors to convene an extraordinary shareholders' meeting and shall submit such request to the Board of Supervisors in writing.

If the Board of Supervisors agrees to convene an extraordinary shareholders' meeting, the Board of Supervisors will issue a notice of convening the extraordinary shareholders' meeting within five days upon receipt of the request, and any changes to the original request contained in the notice shall be approved by the shareholders concerned.

If the Board of Supervisors fails to issue the notice of convening the extraordinary shareholders' meeting within the prescribed period, it shall be deemed that the Board of Supervisors does not convene and preside over the shareholders' meeting, in which case shareholders individually or jointly holding 10% or more of the Company's shares for more than 90 consecutive days can convene and preside over the shareholders' meeting of its own accord. Prior to the announcement of the resolution adopted at the shareholders' meeting, shareholders convening the shareholders' meeting shall jointly hold 10% or more of the Company's shares.

When shareholders individually or jointly holding 10% or more of the Company's shares request to convene an extraordinary shareholders' meeting, the Board of Directors and the Board of Supervisors shall make a decision on whether to convene the extraordinary shareholders' meeting and reply to the shareholders in writing within 10 days upon receipt of the request.

If the Board of Supervisors or the shareholders decide to convene the shareholders' meeting of their own accord, they shall notify the Board of Directors in writing.

If the shareholders decide to convene the shareholders' meeting of their own accord, the shareholders convening the shareholders' meeting shall jointly hold 10% or more of the Company's shares prior to the announcement of the resolution adopted at the shareholders' meeting.

The Board of Directors and the secretary to the Board of Directors shall cooperate and fulfill their information disclosure obligations in a timely manner for a shareholders' meeting convened by the Board of Supervisors or shareholders of its own accord. The Board of Directors shall provide a register of shareholders of the Company as of the record date.

All necessary expenses incurred for the shareholders' meeting convened by the Board of Supervisors and shareholders meeting of their own accord in accordance with the law shall be borne by the Company.

Proposals and Notices of the Shareholders' Meeting

Contents in proposals shall fall within the scope of functions and powers of the shareholders' meeting with clear topics and specific resolutions and shall be in compliance with the relevant provisions of laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

When the Company convenes a shareholders' meeting, the Board of Directors, the Board of Supervisors and shareholders individually or jointly holding 1% or more of the Company's shares are entitled to submit proposals to the Company.

Shareholders individually or jointly holding 1% or more of the Company's shares may make a provisional proposal and submit in writing to the convener 10 days prior to the convening of the shareholders' meeting. The convener of the shareholders' meeting shall issue a supplemental notice of shareholders' meeting within two days upon receipt of such proposal, setting out the contents of the provisional proposal and submitting such provisional proposal to the shareholders' meeting for consideration; provided, however, that the provisional proposal shall be in compliance with the provisions of the laws, administrative regulations or the Articles of Association or shall fall within the scope of functions and powers of the shareholders' meeting.

The convener shall notify all shareholders 21 days prior to the convening of an annual shareholders' meeting and 15 days prior to the convening of an extraordinary shareholders' meeting. When calculating the aforementioned notice period, the Company excludes the date on which the meeting is held. With the consent of more than two-thirds of the voting rights represented by the shareholders (including their proxies) present at the meeting, the period of advance notice may be waived, which shall be set out in the meeting minutes, and the resolution adopted at such shareholders' meeting shall be lawful and valid.

After giving the notice of convening the shareholders' meeting, without justifiable reasons, such shareholders' meeting shall not be adjourned or canceled and the proposals specified in such notice shall not be canceled. If the shareholders' meeting is necessary to be adjourned or canceled, the Company shall announce at least 2 trading days prior to the originally scheduled date of the shareholders' meeting with detailed reasons stated.

Convening of the Shareholders' Meeting

The Board of Directors and other conveners of the Company shall take the necessary measures to ensure the normal order of the shareholders' meeting will be taken to stop interference with the shareholders' meeting, provocations and detriment to the legitimate rights and interests of shareholders.

All shareholders registered on the record date or their proxies are entitled to present at the shareholders' meeting, and exercise their voting rights in accordance with relevant laws and regulations, the Hong Kong Listing Rules, and other securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Shares held by the Company that carry no voting rights shall not be counted toward the total number of shares with voting rights held by shareholders attending the shareholders' meeting.

Shareholders may attend the shareholders' meeting in person or authorize proxies to attend and vote on their behalf.

Individual shareholders attending the meeting in person shall present their own identity cards or other valid documents or certificates that can indicate their identity; proxies attending the meeting under shareholders' authorization shall present their own valid identity certificates and the shareholders' power of attorney.

Where a shareholder is a legal person or other institution, its legal representative/managing partner or a proxy authorized by the legal representative/managing partner shall be entitled to attend the shareholders' meeting of the Company. The legal representative/managing partner attending the meeting shall present his/her own identity card and valid proof that can indicate his/her qualification as the legal representative/managing partner. If the legal representative/managing partner authorizes a proxy to attend the meeting, the legal representative/managing partner shall specify the authorized matters, authority and period for such proxy and the proxy attending the meeting shall present his/her own identity card and the power of attorney issued by the legal representative/managing partner of the shareholder as a legal person or other institution in accordance with the law and exercise the voting right within the scope of authorization.

Where such shareholder is a recognized clearing house (or its proxy), it may authorize one or more persons as it deems fit to act as its representative(s) at any shareholders' meeting, provided that, if more than one person is so authorized, the power of attorney shall specify the number and class of shares in respect to which person is so authorized and shall be signed by the authorizing person of the recognized clearing house. The person so authorized (or its proxies) may attend the meeting (unnecessary to present share certificates, with notarized authorization and/or further evidence to confirm formal authorization) and exercise the rights on behalf of the recognized clearing house as if such person were an individual shareholder of the Company.

The power of attorney issued by the shareholder for someone to attend the shareholders' meeting shall include the following:

- (1) Name of the proxy;
- (2) whether voting rights are granted to the proxy;
- (3) Instructions on voting for, against, or abstaining on each item on the agenda of the shareholders' meeting;
- (4) Date of issuance and expiration date of the power of attorney;
- (5) Signature of the principal. If the principal is a corporate shareholder or institutional shareholder, seal of the corporate shareholder or institutional shareholder shall be affixed; and
- (6) Other contents stipulated by laws, regulations, normative legal documents, the Hong Kong Listing Rules, and other securities regulatory rules of the places where the Company's shares are listed.

If the power of attorney authorizing voting rights is authorized by the principal to be signed by others, the power of attorney signed under authorization or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents, and the voting proxy form shall be kept at the Company's domicile or at other places as may be specified in the notice of convening the meeting.

When the shareholders' meeting is convened, all directors, supervisors and the secretary to the Board of Directors of the Company shall attend the meeting, and the general manager and other senior management officers shall attend the meeting as non-voting participants.

A shareholders' meeting shall be presided by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, a director jointly elected by a majority of the directors shall preside over the meeting.

A shareholders' meeting convened by the Board of Supervisors of its own accord shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor jointly elected by a majority of the supervisors shall preside over the meeting.

The shareholders' meeting convened by shareholders of their own accord shall be presided over by a representative elected by the convener.

When a shareholders' meeting is held and the chairman violates the rules of procedure in a way that makes it difficult for the shareholders' meeting to continue, a person may be elected at the shareholders' meeting to act as the chairman so as to carry on with the meeting, subject to the approval of a majority of the attending shareholders holding voting rights.

The shareholders' meeting have meeting minutes, which shall be taken by the secretary to the Board of Directors, and include the following contents:

- (1) Date, location, agenda, and name of the convener of the meeting;
- (2) The name of the meeting chairman and the directors, supervisors, the general manager and other senior management officers attending or attending the meeting as non-voting participants;
- (3) Number of shareholders and proxies attending the meeting, the total number of shares with voting rights held by such shareholders, and the proportion over total shares of the Company;
- (4) Consideration and approval process, key points of discussion, and voting results for each proposal;
- (5) Shareholders' inquiries or suggestions and corresponding responses or explanations;
- (6) Names of lawyers and tellers and scrutineers; and
- (7) Other contents that shall be recorded in the meeting minutes in accordance with the Articles of Association and laws, regulations, normative legal documents, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed.

Voting and Resolutions of Shareholders' Meetings

Resolutions of shareholders' meeting are classified as ordinary resolutions and special resolutions.

Ordinary resolutions of the shareholders' meeting shall be passed by a majority of the voting rights represented by the shareholders (including proxies) present at the meeting.

Special resolutions of the shareholders' meeting shall be passed by more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.

The following matters shall be resolved by way of ordinary resolutions at a shareholders' meeting:

- (1) Work reports of the Board of Directors and the Board of Supervisors;
- (2) Plans for profit distribution and recovery of losses drafted by the Board of Directors;

- (3) Appointment or removal of members of the Board of Directors and the Board of Supervisors, and their remuneration and method of payment thereof;
- (4) The Company's annual report; and
- (5) Any matters other than those required by the laws, administrative regulations the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed or the Articles of Association to be approved by special resolution.

The following matters shall be resolved by way of special resolutions at a shareholders' meeting:

- (1) Increase or reduction of the registered capital of the Company;
- (2) Demerger, merger, dissolution and liquidation of the Company or change of corporate form of the Company;
- (3) Amendment to the Articles of Association;
- (4) Purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;
- (5) Share incentive plans; and
- (6) Any other matters prescribed by the laws, administrative regulations, the Hong Kong Listing Rules or the Articles of Association, and those matters approved by ordinary resolution at a shareholders' meeting as having a material impact on the Company and are required to be approved by a special resolution.

Shareholders (including proxies) shall exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder to one voting right at the shareholders' meeting.

Shares held by the Company that carry no voting rights shall not be counted toward the total number of shares with voting rights held by shareholders attending the shareholders' meeting.

Shareholders who have related (connected) relationship with matters proposed to be considered and approved at the shareholders' meeting shall abstain from voting, and shares with voting rights they hold shall not be counted toward the total number of shares with voting rights held by shareholders attending the shareholders' meeting; the announcement of resolutions of the shareholders' meeting shall fully disclose the voting situation unless otherwise provided by laws, regulations, departmental rules, business rules, the Articles of Association, and other securities regulations of the stock exchange where the Company's shares are listed, and all shareholders are connected parties.

The abstention and voting procedures for related (connected) shareholders are as follows:

- (1) Related (connected) shareholders or other shareholders apply for abstention;

- (2) A resolution, which decides whether the shareholders are related (associated) shareholders and whether the shareholders shall abstain from voting, is passed by a majority of the voting directors of the Board of Directors;
- (3) Related (connected) shareholders shall not participate in and present at the consideration and approval of related (connected) transaction matters; and
- (4) When related (connected) transaction matters are voted at the shareholders' meeting, non-related (connected) shareholders attending the shareholders' meeting shall vote according to the relevant provisions of the Articles of Association after deducting the number of shares with voting rights represented by related (connected) shareholders.

Except in special circumstances, such as when the Company is in crisis, the Company shall not enter into a contract with a person other than a director, general manager, or other senior management officers that entrusts the management of all or significant business of the Company to such person, unless approved by a special resolution at the shareholders' meeting.

The list of candidates for directors and supervisors is submitted to the shareholders' meeting for voting by way of proposal.

Shareholders holding different classes of shares are referred to as class shareholders.

A class shareholder shall enjoy rights and assume obligations in accordance with laws, administrative regulations, normative documents, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Rights conferred to class shareholders may not be varied or abrogated unless approved by way of a special resolution at a shareholders' meeting and by the affected class shareholders at a separate shareholders' meeting convened in accordance with the Articles of Association.

Notices of convening a class shareholders' meeting shall only be given to shareholders entitled to vote at that meeting.

BOARD OF DIRECTORS

Directors

A director of the Company who is a natural person shall not act as the director of the Company under any of the following circumstances:

- (1) Lacking or having limited capacity to engage in civil juristic acts;
- (2) Having been sentenced to any criminal penalty due to an offense of corruption, bribery, encroachment of property, misappropriation of property or disrupting the economic order of the socialist market, with less than 5 years having elapsed since the completion date of the execution of the penalty; or having ever been deprived of political rights due to any crime, with less than 5 years having elapsed since the completion date of the execution of the penalty, or having been granted probation, with less than 2 years having elapsed since the completion date of the probation period;

- (3) Acting as a director, factory director or general manager of a company or enterprise that has been bankrupt and liquidated, whereby the director is personally liable for the bankruptcy of such company or enterprise, with 3 years having not elapsed since the completion date of the bankruptcy and liquidation of the company or enterprise;
- (4) Acting as the legal representative of a company or enterprise, but the business license of this company or enterprise has been revoked and this company or enterprise has been ordered to close due to a violation of the law, whereby the director is personally liable for the revocation, with 3 years having not elapsed since the revocation date of the business license thereof;
- (5) Classified as a dishonest person subject to enforcement due to significant outstanding debts that have become due but have not been paid;
- (6) Prohibited from entering the securities market or recognized as an unsuitable candidate by the China Securities Regulatory Commission with the penalty period not yet expired;
- (7) Recognized by the National Equities Exchange and Quotations or stock exchanges as unsuitable for serving as a director, supervisor or senior officer of a company, with the disciplinary action period not yet expired; or
- (8) Other circumstances as stipulated by the China Securities Regulatory Commission, National Equities Exchange and Quotations, the Hong Kong Listing Rules, and other securities regulatory rules of the places where the Company's shares are listed.

If a director is elected or appointed in violation of the provisions of this Article, such election, appointment or employment shall be null and void. The Company shall terminate the office of a director in the event that the circumstances of this Article arise during his/her tenure of office.

Directors shall be elected or replaced at the shareholders' meeting for a term of three years. Upon maturity of the tenure of office, a director shall be eligible to offer himself/herself for re-election and re-appointment. Before the expiration of the tenure of office, the shareholders' meeting cannot terminate the post of the director without justifiable reasons.

The tenure of office of a director shall be calculated from the date of appointment until the expiry of the current term of the Board of Directors. If the tenure of office of a director expires but re-election is not made in a timely manner, the said director shall continue to perform the duties as a director in accordance with the provisions of laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed, and the Articles of Association until the re-elected director assumes office. The director, if resigning, shall notify the Company in writing, and the resignation shall take effect on the date upon receipt of the notification by the Company, provided that the director shall continue to perform the duties as a director if there are circumstances set forth in the preceding paragraph.

The shareholders' meeting may resolve to dismiss a director, and the dismissal shall take effect on the date of the resolution. If a director is dismissed before the expiration of his/her tenure of office without justifiable reasons, the director may demand compensation from the Company.

A director may concurrently hold the position of the general manager or other senior management officer. However, the total number of directors who also hold positions as general managers or other senior management officers and who are employee representatives shall not exceed half of the total number of directors of the Company.

If any director fails to attend in person or appoint other directors as his/her representative to attend meetings of the Board of Directors for two consecutive times, such director shall be deemed to have failed to perform his duties, and the Board of Directors shall propose to replace such director at the shareholders' meeting.

The appointment conditions, nomination and election procedures, functions and powers and other related matters of the independent directors shall be subject to the laws, regulations, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed. The number of independent directors shall not be less than 3 persons and not be less than one-third of the total number of directors and shall include at least 1 director with appropriate professional qualifications or with appropriate accounting or related financial management expertise in compliance with the requirements of the Hong Kong Listing Rules. One independent director shall be permanently resident in Hong Kong. All independent directors shall be independent as required by the Hong Kong Listing Rules.

Board of Directors

The Company shall establish a Board of Directors, which is responsible for the shareholders' meeting.

The Board of Directors shall comprise eight directors. The Board of Directors shall have one chairman. Members of the Company's Board of Directors include three independent directors.

The Board of Directors shall exercise the following functions and powers:

- (1) To convene the shareholders' meeting and report to the shareholders' meeting;
- (2) To implement the resolutions adopted at shareholders' meeting;
- (3) To decide on the Company's business plans and investment plans;
- (4) To formulate the Company's plan for profit distribution and plan for recovery of losses;
- (5) To formulate plans for increases or reductions of the Company's registered capital and plans for the issue and listing of corporate bonds or other securities;
- (6) To formulate plans for material asset acquisition and purchase of the Company's shares, or merger, demerger, dissolution and change of corporate form of the Company;
- (7) Within the authorization scope by the shareholders' meeting, to decide on matters such as external investment, acquisition and sale of assets, pledge of assets, external guarantee matters, entrusted financial management and related (connected) transactions;
- (8) To decide on the establishment of the Company's internal management structure;

- (9) To appoint or dismiss the Company's general manager; and to appoint or dismiss other senior management officers of the Company, such as chief financial officer and the secretary to the Board of Directors pursuant to the nomination of the general manager; and to decide on matters of compensation and rewards and penalties;
- (10) To formulate the Company's basic management system;
- (11) To formulate proposals for amendment to the Articles of Association;
- (12) To manage the Company's disclosure matters;
- (13) To propose to the shareholders' meeting for the appointment or replacement of the accounting firm that audits the Company;
- (14) To receive work reports from the Company's general manager and to inspect the general manager's work; and
- (15) To exercise other functions and powers conferred by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed, the Articles of Association or the shareholders' meeting.

During the recess of meetings of the Board of Directors, the chairman of the Board of Directors is authorized to exercise part of the functions and powers of the Board of Directors on behalf thereof, provided that the Board of Directors shall make collective decisions on significant matters and shall not authorize the statutory functions and powers to individual directors or other persons.

The Board of Directors of the Company shall give an explanation to the shareholders' meeting on the modified audit opinion issued by the certified public accountants on the Company's financial reports.

The Board of Directors shall establish strict review and decision-making procedures, under which matters not included in the scope of the decision-making authority of the Board of Directors are required to be approved by the shareholders' meeting and significant investment projects shall be evaluated by relevant experts and professionals and reported to the shareholders' meeting for approval.

The chairman of the Board of Directors shall be elected by a majority of all directors of the Board of Directors. The chairman of the Board of Directors shall exercise the following functions and powers:

- (1) To preside over the shareholders' meeting and to convene and preside over the meetings of the Board of Directors;
- (2) To supervise and inspect the implementation of resolutions of the Board of Directors;
- (3) To sign share certificates, corporate bonds and other marketable securities issued by the Company;
- (4) To sign material documents of the Board of Directors and other documents that shall be signed by the legal representative of the Company;

- (5) To exercise the functions and powers of the legal representative;
- (6) In the event of force majeure emergencies, such as a major natural disaster, to exercise special disposition powers in relation to the Company's affairs in compliance with legal requirements and the interests of the Company. and subsequently report such activities to the Board of Directors and the shareholders' meeting of the Company; and
- (7) To exercise any other functions and powers conferred by the Board of Directors.

Special Committees under the Board of Directors

The Company's Board of Directors has established four special committees, namely the Audit Committee, the Nomination Committee, the Remuneration Committee and the Environmental, Social and Corporate Governance (ESG) Committee. The special committees are accountable to the Board of Directors and perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors, and their proposals shall be submitted to the Board of Directors for consideration and approval. The Board of Directors shall formulate the working rules for the special committees of the Board of Directors and regulate the operation of the special committees. All members of the special committees shall directors with compositions as follows:

- (1) All members of the Audit Committee shall be non-executive directors not acting as senior management officers in the Company, and shall have no relationship with the Company that may affect their independent and objective judgment. The Audit Committee shall consist of at least three members, including at least one independent director with appropriate professional qualifications in compliance with the regulatory requirements or with appropriate accounting or related financial management expertise, who shall act as the chairman of the Audit Committee (convener). A majority of the members of the Audit Committee shall be independent directors;
- (2) A majority of the members of the Nomination Committee shall be independent directors, and an independent director shall act as the chairman of the Nomination Committee (convener); and
- (3) A majority of the members of the Remuneration Committee shall be independent directors, and an independent director shall act as the chairman of the Remuneration Committee (convener).

Prior to a resolution made by the Board of Directors, the following matters shall be approved by a majority of all members of the Audit Committee:

- (1) The appointment or dismissal of the auditing firm responsible for the audit business of the Company;
- (2) The appointment or dismissal of the financial officer;
- (3) The disclosure of the financial and accounting reports; and

- (4) Other matters prescribed by the securities regulatory authority under the State Council, Hong Kong Stock Exchange or other competent securities regulatory authorities.

THE GENERAL MANAGER AND OTHER SENIOR MANAGEMENT OFFICERS

The Company's general manager, chief financial officer, and secretary to the Board of Directors are the Company's senior management officers and shall be appointed or dismissed by the Board of Directors.

Persons in executive positions other than directors and supervisors in entities acting as the Company's controlling shareholders or de facto controllers shall not serve as the Company's senior management officers.

The Company's senior management officers are remunerated solely by the Company and shall not be paid by the controlling shareholders on behalf of the Company.

The tenure of office for the general manager shall be three years and is renewable upon reappointment.

The general manager is accountable to the Board of Directors and exercises the following functions and powers:

- (1) To be in charge of the production, operation and management of the Company, to organize and implement the resolutions of the Board of Directors, and to report to the Board of Directors;
- (2) To organize the implementation of the Company's annual business plans and investment plans;
- (3) To formulate plans for the establishment of the Company's internal management institutions;
- (4) To formulate plans for the establishment of the Company's basic management system;
- (5) To formulate the rules and regulations of the Company;
- (6) To propose to the Board of Directors the appointment and dismissal of the chief financial officer, the secretary to the Board of Directors and other senior management officers of the Company;
- (7) To decide on the appointment and dismissal of the management officers other than those required to be employed or dismissed by the Board of Directors; and
- (8) To exercise other functions and powers conferred by the Articles of Association and the Board of Directors.

The general manager may attend meetings of the Board of Directors as a non-voting participant.

The Company shall appoint a secretary to the Board of Directors, who is responsible for the preparation of the Company's shareholders' meeting and meetings of the Board of Directors, the custody of documents as well as the management of the information of the Company's shareholders, and the disclosure of information.

The secretary to the Board of Directors shall comply with the relevant provisions of laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Senior management officers shall strictly implement the resolutions of the Board of Directors and the shareholders' meeting, etc., and shall not, without authorization, amend, refuse to implement, or negligently implement such resolutions. Senior management officers shall be liable for any losses caused to the Company as a result of their breach of the provisions of laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed or the Articles of Association in the performance of their duties for the Company.

BOARD OF SUPERVISORS

Supervisors

The tenure of office of supervisors shall be three years. Upon maturity of the tenure of office, a supervisor shall be eligible to offer himself/herself for re-election and re-appointment.

Supervisors, if resigning, shall submit written resignation reports, and shall not circumvent their due responsibilities by resigning or other means. The resignation of a supervisor shall take effect from the time upon delivery of the resignation report to the Board of Supervisors, except in the following cases:

- (1) The resignation of the supervisor results in the number of members of the Board of Supervisors being less than the quorum; or
- (2) The resignation of a staff representative supervisor results in the number of staff representative supervisors being less than one-third of the total members of the Board of Supervisors.

In the aforementioned circumstances, the resignation report shall not take effect until the successor fills the vacancy created by such supervisor's resignation. Before the resignation report takes effect, the intending resigning supervisors shall continue to perform their duties as supervisors. In such cases, the Company shall complete the supplementary election of supervisors within two months.

Supervisors shall ensure that the information disclosed by the Company is true, accurate and complete.

Supervisors may attend the Board of Directors meeting as non-voting participants and may raise enquiries or make suggestions regarding matters to be resolved by the Board of Directors.

Supervisors shall be liable for any losses caused to the Company as a result of their breach of the provisions of laws, administrative regulations, departmental rules or the Articles of Incorporation in the performance of their duties for the Company.

Board of Supervisors

The Company shall establish the Board of Supervisors. The Board of Supervisors shall be comprised of three supervisors, including two shareholder representative supervisors and one staff representative supervisor. The staff representative supervisor shall be elected by the Company's staff representative meeting, staff meeting, or by other democratic means.

The Board of Supervisors shall have 1 chairman. The chairman of the Board of Supervisors shall be elected by a majority of all supervisors. The chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors; if the chairman is unable or fails to perform his duties, a supervisor who has been elected by a majority of the supervisors shall convene and preside over meetings of Board of Supervisors.

The Board of Supervisors shall understand the operation of the Company, review the Company's financial positions, supervise the legal compliance of the Company's directors and senior management officers in the performance of their duties, exercise other functions and powers stipulated in the Company's Articles of Association, and safeguard the legitimate rights and interests of the Company and its shareholders. The Board of Supervisors may independently engage intermediary agencies to provide professional advice.

The Board of Supervisors shall exercise the following functions and powers:

- (1) To audit the Company's periodic reports prepared by the Board of Directors and provide written audit opinions;
- (2) To review the Company's financial position;
- (3) To monitor the compliance of directors and senior management officers with laws and regulations, departmental rules, business rules, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed and the Articles of Association and their performance of duties, and propose the dismissal of any directors and senior management officers who violate the laws, administrative regulations, the Articles of Association or resolutions of the shareholders' meeting;
- (4) To demand directors and senior management officers to make rectifications if their conduct have been detrimental to the Company's interest;
- (5) To propose the convening of an extraordinary shareholders' meeting, and convene and preside over the shareholders' meeting when the Board of Directors fails to perform such duties specified under the Company Law;
- (6) To submit proposals to the shareholders' meeting;

- (7) To bring an action against a director and senior management officer in accordance with Article 189 of the Company Law;
- (8) To conduct investigations if there are any abnormal situations detected in the Company's operations, and to employ professional organizations such as accounting firms and law firms to assist in its work at the Company's expense if necessary; and
- (9) To exercise other functions and powers specified in laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed or the Articles of Association.

The Board of Supervisors may require directors and senior management officers to submit reports on the performance of their duties.

The Board of Supervisors shall convene at least once a meeting every six months. The supervisors may propose to convene extraordinary meetings of the Board of Supervisors. In convening the regular or extraordinary meetings of the Board of Supervisors, the Board of Supervisors shall give the written notice of the meetings to all supervisors by hand, fax, e-mail or other means 10 days and 2 days in advance, respectively. The Board of Supervisors may require directors, senior management officers, internal and external auditors, and others to attend the Board of Supervisors meetings as non-voting participants to reply to issues concerned.

Resolutions of the Board of Supervisors shall be passed by a simple majority of all supervisors. Resolutions of the Board of Supervisors shall be made by way of voting with one vote for each supervisor.

FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

Financial and Accounting System and Profit Distribution

The Company shall establish its financial and accounting system in accordance with the law, administrative regulations and the provisions stipulated by the relevant authorities of the People's Republic of China. If the financial and accounting system is otherwise provided in the relevant regulatory rules of the places where the Company's shares are listed, such regulatory rules shall prevail.

The Company prepares annual financial and accounting reports within 4 months from the end of each fiscal year, semi-annual financial and accounting reports within two months from the end of the first six months of each fiscal year, and quarterly financial and accounting reports within one month from the end of the first three months and the first nine months of each fiscal year.

The above-mentioned financial and accounting reports shall be prepared in accordance with relevant laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and other securities regulatory rules of the places where the Company's shares are listed.

The Company shall not maintain books of accounts other than those provided for by law. No assets of the Company shall be deposited into any account opened in the name of any individual.

In distributing the after-tax profits in the current year, the Company shall allocate 10% of such profits into its statutory reserve fund. When the aggregate amount of the statutory reserve fund of the Company is 50% or more of its registered capital, further allocations are not required.

Where the statutory reserve fund of the Company is insufficient to make up for the losses of the previous year, the profits of the current year shall be used to make up for such losses before making allocation to its statutory reserve fund in accordance with the preceding paragraph.

After allocation of its after-tax profits to its statutory reserve fund, the Company may, subject to the approval by resolutions of the shareholders' meeting, allocate its after-tax profits to its discretionary reserve fund.

After making up for the losses and making allocations to the reserve fund, any remaining after-tax profits shall be distributed by the Company to its shareholders in proportion to their respective shareholdings unless it is stipulated that such distribution shall not be made in proportion to the shareholdings pursuant to the Articles of Association.

If the shareholders' meeting has, in violation of the provision of the preceding paragraph, distributed profits to shareholders before the Company has made up for its losses and made allocations to its statutory reserve fund, the shareholders shall return to the Company the profit distributed in violation of the provision. If the Company incurs losses due to such distribution, the shareholders and the directors, supervisors, and senior management officers who are held accountable shall be liable for compensation.

The Company's shares held by the Company are not entitled to any profit distribution.

The reserve funds of the Company may be applied for making up for losses of the Company, expansion of the Company's production and operation or increase the capital of the Company. When applying the reserve funds to make up for the Company's losses, the discretionary reserve fund and the statutory reserve fund shall be used first; if such funds are still insufficient to make up for losses, the capital reserve fund may be applied in accordance with relevant provisions.

Where the statutory reserve fund is converted into capital, the balance of the reserve fund shall not fall below 25% of the Company's registered capital prior to such conversion.

The Company's profit distribution policies are as follows:

- (1) The Company shall emphasize reasonable investment returns to investors and shall maintain continuity and stability in its profit distribution policies;
- (2) The Company shall adhere to the following principles in the distribution of dividends: (a) to comply with relevant laws, regulations, rules and the Articles of Association, and carry out the distribution in accordance with the prescribed conditions and procedures; (b) to balance the long-term development of the Company with reasonable returns to investors; and (c) to implement the principle of "equal rights and dividend distribution for the same shares";
- (3) The Company may distribute dividends in the form of cash, shares, or a combination of cash and shares.

After the Company's shareholders' meeting has resolved on the profit distribution plan, the Board of Directors of the Company shall complete the distribution of dividends (or shares) within two months after the shareholders' meeting.

Internal audit

The Company shall adopt an internal audit system and designate full-time auditors to carry out internal audit supervision of the Company's financial income and expenditure and economic activities.

The Company's internal audit system and the responsibilities of its auditors shall be implemented with the approval of the Board of Directors. The head of audit is accountable and reports to the Board of Directors.

Appointment of Accountant Firm

The Company shall appoint an accounting firm that complies with the provisions of the Securities Law, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed to conduct audits of accounting statements, verification of net assets, and other related consulting services, etc., with a term of one year, which is renewable.

The appointment of an accounting firm by the Company shall be decided by the shareholders' meeting, hence the Board of Directors shall not appoint an accounting firm prior to the decision made by the shareholders' meeting.

The Company shall ensure the provision of true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting information to the appointed accounting firm without any refusal, concealment or misrepresentation.

The audit fees of the accounting firm shall be determined by the shareholders' meeting.

When the Company removes or does not renew the appointment of the accounting firm, it shall notify the accounting firm 30 days in advance, and the accounting firm shall be allowed to state its opinions when the Company's shareholders' meeting votes on the removal of the accounting firm.

If the accounting firm resigns, it shall make clear to the shareholders' meeting whether there is any impropriety on the part of the Company.

NOTICES AND ANNOUNCEMENTS

Notices of the Company may be delivered through the following means:

- (1) By hand;
- (2) By mail;
- (3) By fax;
- (4) By email;

- (5) By way of announcement;
- (6) By way of publishing information on websites designated by the Company and the Hong Kong Stock Exchange, subject to the laws, administrative regulations and regulatory rules of the places where the Company's shares are listed; and
- (7) By any other means as recognized by the laws, administrative regulations or normative documents and the securities regulatory authorities of the places where the Company's shares are listed or as provided in the Articles of Association.

For a notice of the Company delivered by hand, the notice shall be deemed to have been received upon signing (or affixing the seal) by the recipient on the note of receipt and the receipt date shall be the date of delivery. If the notice is delivered by post, it shall be deemed to have been received on the fifth working day from the date upon which the post office receives the notice. If the notice is delivered by email, it shall be deemed to have been received on the date the e-mail arrives at the information system of the person to be served. If the notice is delivered by fax, or by way of publishing information on websites, it shall be deemed to have been received on the date the fax arrives at the fax system of the person to be served. If the notice is delivered by way of announcement, it shall be deemed to have been received by all relevant persons on the date on which the announcement is published.

The accidental omission to give a meeting notice to, or the failure of receipt of the meeting notice by, a person entitled to receive notice shall not invalidate any meeting and any resolution passed thereat.

Unless the context otherwise specifies, the "announcement" referred to in the Articles of Association shall mean, with respect to announcements made to the H-share shareholders or the announcements to be published in Hong Kong as required by the relevant requirements and the Articles of Association, the publication of announcement on websites of the Company and the Hong Kong Stock Exchange as well as other websites as may be required under the Hong Kong Listing Rules from time to time as required by the Hong Kong Listing Rules.

In respect of the manner in which the Company provides and/or distributes its communications to its H-share shareholders as required by the listing rules of the places where the Company's shares are listed, and subject to the relevant listing rules of the places where the Company's shares are listed, the Company may also send or provide its communications to the H-share shareholders of the Company either electronically or by posting a message on the Company's website or on the website of the stock exchange of the places where the Company's shares are listed to replace the manners in which the Company provides and/or distributes its communications to its H-share shareholders by hand or postage-paid mail.

MERGER, DEMERGER, CAPITAL INCREASE AND REDUCTION, DISSOLUTION AND LIQUIDATION

Merger, Demerger, Capital Increase and Reduction

The merger of the Company may take the form of either merger by absorption or merger by establishment of a new entity.

Merger by absorption refers to the merger realized by a company through the absorption of other companies, in which case the absorbed companies are dissolved. Merger by the establishment of a new entity refers to the merger of two or more companies to create a new company, in which case the merging parties are dissolved.

In the event of a division of the Company, its properties shall be divided up accordingly.

In the event of a division, the Company shall prepare balance sheets and inventories of properties. The Company shall notify its creditors within 10 days from the date on which a resolution is adopted in favor of the division and shall publish an announcement in a newspaper or in the National Enterprise Credit Information Publicity System within 30 days from the date of such resolution.

Unless otherwise agreed in writing between the Company and its creditors in relation to the repayment of debts before the division, the surviving companies after the division shall be jointly and severally liable for the debts of the Company which have been incurred before such division.

The Company shall prepare balance sheets and inventories of properties when it reduces its registered capital.

The Company shall notify its creditors within 10 days from the date on which a resolution to reduce the registered capital is adopted and shall publish an announcement in a newspaper or in the National Enterprise Credit Information Publicity System within 30 days from the date of such resolution. A creditor has the right to require the Company to repay its debts or to provide a corresponding guarantee for such debts within 30 days from the date it receives the relevant notice or, in the case of a creditor who did not receive such notice, within 45 days from the date of the relevant announcement.

The Company's registered capital after reduction shall not be less than the statutory minimum limit. If the Company reduces registered capital, the Company shall correspondingly reduce the amount of capital contribution or shares in proportion to shareholders' capital contributions or shareholdings, unless as otherwise provided by laws, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed, or the Articles of Association.

Dissolution and Liquidation

The Company shall be dissolved in any of the following circumstances:

- (1) The business period specified in the Articles of Association is expired or other causes of dissolution specified therein take place;
- (2) The shareholders' meeting resolves to dissolve the Company;
- (3) Dissolution is necessary due to a merger or demerger of the Company;
- (4) The business license is revoked, or the company is ordered to close or be shut down according to law; and

- (5) Where the Company has experienced material difficulties in operation and management, and the continuous operation would lead to substantial losses to the interests of its shareholders and there are no other solutions to resolve the matters, shareholders holding 10% or more of the total voting rights of the Company may appeal to the People's Court for dissolution of the Company.

The liquidation committee shall notify creditors within 10 days from the date of its establishment and shall, within 60 days, make an announcement in a newspaper or on the National Enterprise Credit Information Publicity System. The creditors shall declare their claims to the liquidation committee within 30 days from the date it receives the above notice or within 45 days from the date of announcement if no such notice is received.

During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company shall amend its articles of association in one of the following circumstances:

- (1) Subsequent to the amendment of the Company Law or relevant laws and administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed, the matters stipulated in the Articles of Association are in conflict with the provisions of the amended laws and administrative regulations;
- (2) The Company has experienced changes, resulting in matters inconsistent with those recorded in the Articles of Association; and
- (3) The shareholders' meeting decides to amend the Articles of Association.

INVESTOR RELATIONS MANAGEMENT

The main content of communication between the company and investors in investor relations management includes:

- (1) The Company's development strategy;
- (2) Operation and management information that the Company may disclose in accordance with the law, including production and operation status, financial position, research and development of new products or new technologies, business performance, dividend distribution, etc.;
- (3) Significant matters that may be disclosed by the Company in accordance with the law, including information on the Company's significant investments and changes therein, asset restructuring, mergers and acquisitions, external cooperation, external guarantees, significant contracts, related (connected) transactions, major litigation or arbitration, changes in the management, and changes in the major shareholders;
- (4) Statutory information disclosures and their explanations, including periodic reports and interim announcements, etc.;

- (5) Corporate culture and corporate image; and
- (6) Other information related to the Company that investors are concerned about.

Responsibilities for investor relations management include:

- (1) Information disclosure
 - (a) To collect information related to the Company's production, operation and finance, and to disclose such information in a timely manner in accordance with the requirements of laws, regulations, business rules, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed, as well as the relevant provisions on the Company's information disclosure and investor relations management;
 - (b) To prepare and release the Company's periodic reports (including annual reports, and semi-annual report); and
 - (c) To prepare for the Company's annual shareholders' meeting, extraordinary shareholders' meeting, meetings of the Board of Directors, and prepare meeting materials.
- (2) Analysis and research
 - (a) To analyze the number, composition, and changes of investors;
 - (b) To continuously pay attention to the opinions, suggestions, reports and other types of information from investors and the media, and to timely report to the Board of Directors and management of the Company; and
 - (c) To Analyze and research the policies and regulations of the regulatory authorities; to track, study and research the Company's development strategies, business conditions, industry dynamics and relevant regulations; to formulate and revise the regulations on information disclosure and investor relations management, and submit them to the relevant departments of the Company for approval and implementation.
- (3) Communication and contact
 - (a) To establish an investor relations management column on the Company's website for timely disclosure and update of the Company's information online and open an interactive investor communication section to answer investor inquiries; to hold analyst briefings and roadshow activities to accept inquiries from analysts, investors and the media; and
 - (b) To receive investor visits and maintain regular contact with institutional investors and small and medium-sized investors, in order to stimulate investors' participation in the Company.

- (4) Public relations
 - (a) To establish and maintain good relationships with regulatory authorities, industry associations, the media, and other non-listed public companies and relevant institutions; and
 - (b) To deal with emergencies and significant events: In the event of emergencies that may have a significant impact on the Company's share price, such as major litigation, major changes in the management, abnormal fluctuations in share trading, rumors related to the Company, punishments from regulatory authorities, natural disasters, accidents and major changes in the business environment, it is required to propose and implement effective solutions under the leadership of the relevant responsible persons in cooperation with relevant departments of the Company, and communicate and negotiate with investors through various means to actively maintain the Company's public image.
- (5) Other efforts in favor of improving investor relations.

A. FURTHER INFORMATION ABOUT OUR GROUP**1. Establishment of our Company**

Our Company was established in the PRC on May 31, 2017 and was converted to a joint stock company with limited liability under the PRC Company Law with effect from December 28, 2022. Our Company has established a place of business in Hong Kong at 20/F, Silver Fortune Plaza, 1 Wellington Street, Central, Hong Kong, and was registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on August 29, 2024. Mr. Shu Wa Tung, Laurence and Mr. Chen Rui have been appointed as the authorized representatives of our Company for the acceptance of service of process and notices on behalf of our Company in Hong Kong.

As we are established in the PRC, our corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of the relevant provisions of our Articles of Association is set out in Appendix V in this prospectus. A summary of certain relevant aspects of the laws and regulations of the PRC is set out in Appendix IV in this prospectus.

2. Changes in the share capital of our Company

As of the date of our establishment, our registered capital was RMB5,000,000 which was fully paid up.

On November 24, 2020, our registered capital was increased from RMB5,000,000 to RMB20,000,000.

On December 28, 2022, our Company was converted from a limited liability company into a joint stock company with limited liability. The registered capital of our Company was RMB20,000,000 divided into 20,000,000 Shares with a nominal value of RMB1.00 each.

On August 14, 2023, our registered capital was increased from RMB20,000,000 to RMB30,000,000.

Without taking into account any exercise of the share options granted under the Pre-IPO Share Option Scheme, upon completion of the Global Offering, our share capital will be increased to RMB40,000,000, made up of 30,000,000 Non-H Shares and 10,000,000 H Shares fully paid up or credited as fully paid up, representing 100% of our share capital.

Save as aforesaid, there has been no alteration in our share capital since our establishment.

3. Restriction of share repurchase

For further details of the restrictions on the share repurchase by our Company, please refer to “Summary of the Articles of Association” in Appendix V in this prospectus.

4. Resolutions of our Shareholders passed at our Company's extraordinary shareholders' meeting held on July 27, 2024

At the extraordinary shareholders' meeting of our Company held on July 27, 2024, among other things, the following resolutions were passed by the Shareholders:

- (a) the issuance of our H Shares with a nominal value of RMB1.00 each and such H Shares to be listed on the Hong Kong Stock Exchange;
- (b) subject to the completion of the Global Offering, the Articles of Association has been approved and adopted, which shall only become effective on the Listing Date, and our Board has been authorized to amend the Articles of Association in accordance with any comments from the Hong Kong Stock Exchange and the relevant PRC regulatory authorities; and
- (c) authorizing our Board to handle all relevant matters relating to, among other things, the implementation of the issuance of H Shares and the Listing.

5. Particulars of our subsidiaries

Set out below is certain information of our subsidiaries as of the Latest Practicable Date:

<u>No.</u>	<u>Name of subsidiary</u>	<u>Identity of shareholder(s)/member(s)</u>	<u>Direct/indirect percentage of ownership of our Company</u>
1.	ContiOcean Nantong	Our Company	100%
2.	Alfaback Automation	Our Company	100%
3.	ContiOcean Hong Kong	Our Company	100%
4.	ContiOcean International	Our Company	100%
5.	ContiOcean Singapore	ContiOcean Hong Kong	100%
6.	CTL	ContiOcean Hong Kong	100%
7.	COGES	ContiOcean Hong Kong	70%
8.	WTC	ContiOcean Hong Kong	51%
9.	Wavelength Technology Center AS	WTC	51%

6. Change in the registered capital of subsidiaries

Save as disclosed below in this section headed “— A. Further information about our Group — 6. Change in the registered capital of subsidiaries”, there has been no alteration in the share capital of any of our subsidiaries within the two years immediately preceding the date of this prospectus.

On May 31, 2024, the registered capital of Alfaback Automation was decreased from RMB50,000,000 to RMB1,000,000.

B. FURTHER INFORMATION ABOUT OUR BUSINESS**1. Summary of material contracts**

We have entered into the following contracts (not being contracts entered into in the ordinary course of business) within the two years preceding the date of this prospectus that are or may be material:

- (a) a share transfer agreement dated April 7, 2023 entered into among ContiOcean Nantong, Nanjing Haitai and Nantong Fuqian, in relation to the disposal of equity interests by Nanjing Haitai and ContiOcean Nantong in Jiangsu ContiOcean to Nantong Fuqian for nil consideration;
- (b) the cornerstone investment agreement dated December 28, 2024, entered into among our Company, Harvest International Premium Value (Secondary Market) Fund SPC, CITIC Securities (Hong Kong) Limited, China Galaxy International Securities (Hong Kong) Co., Limited and CLSA Limited, pursuant to which Harvest International Premium Value (Secondary Market) Fund SPC agreed to subscribe for Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent amount of US\$10 million (excluding brokerage and levies); and
- (c) the Hong Kong Underwriting Agreement.

2. Intellectual property rights of our Group**(a) Trademarks**

As of the Latest Practicable Date, our Group was the registered proprietor of the following trademarks which, in the opinion of our Directors, are material to our business:

No.	Trademark	Registration number	Class	Name of Registered Proprietor	Place of Registration
1.		26475696	12	Our Company	PRC
2.	汇舸	26462692	12	Our Company	PRC
3.	ContiOcean	304651399	12	Our Company	Hong Kong
4.	ContiOcean	1451970	12	Our Company	United States
5.	ContiOcean	1451970	12	Our Company	United Kingdom
6.	ContiOcean	1451970	12	Our Company	Türkiye
7.	ContiOcean	1451970	12	Our Company	South Korea
8.	ContiOcean	1451970	12	Our Company	India
9.	ContiOcean	1451970	12	Our Company	Japan
10.	ContiOcean	1451970	12	Our Company	European Union
11.		306574249	12, 35, 37	Our Company	Hong Kong
12.	汇舸	306574230	12, 35, 37	Our Company	Hong Kong

As of the Latest Practicable Date, our Group had applied for the registration of the following trademarks which, in the opinion of our Directors, are material to our business:

No.	Trademark	Application number	Class	Name of Applicant	Place of Application	Date of Application
1.	滙舸環保	306722767	12, 35, 37	Our Company	Hong Kong	November 8, 2024
2.	滙舸	306722758	12, 35, 37	Our Company	Hong Kong	November 8, 2024

(b) Patents

As of the Latest Practicable Date, our Group had registered the following patents which, in the opinion of our Directors, are material to our business:

No.	Patent	Type	Patent Number	Registered Owner	Place of Registration	Date of Application	Status
1.	A desulfurization device based on the principle of spiral gas-liquid mixing and cyclone gas-liquid separation (一種基於螺旋氣液混合和旋流氣液分離原理的脫硫裝置)	Invention	201610104859.6	Our Company	PRC	February 26, 2016	Granted
2.	LNG ship transport refrigeration system and refrigeration transport method thereof (LNG船舶輸料冷凍系統及其冷凍輸料方法)	Invention	201910011589.8	Our Company	PRC	January 7, 2019	Granted
3.	A small-scale LNG supply system and control method thereof (一種小型LNG供應系統及其控制方法)	Invention	201910021494.4	Our Company	PRC	January 10, 2019	Granted
4.	A glue applicator for PVC drainage pipe joint (一種PVC排水管接頭塗膠器)	Invention	201811486168.2	Our Company	PRC	December 6, 2018	Granted
5.	A device for preventing reaction residues from blocking the demister of a flue gas desulfurization tower (一種煙氣脫硫塔除霧器防反應殘留物堵塞裝置)	Invention	201910805678.X	Our Company	PRC	August 29, 2019	Granted
6.	Marine natural gas reliquefaction system (船舶天然氣再液化系統)	Invention	202011387706.X	Our Company	PRC	December 2, 2020	Granted

No.	Patent	Type	Patent Number	Registered Owner	Place of Registration	Date of Application	Status
7.	Natural gas processing system for ship engines (用於船舶發動機的天然氣處理系統)	Invention	202110285336.7	Our Company	PRC	March 17, 2021	Granted
8.	Marine LNG engine gas supply system (船舶LNG發動機供氣系統)	Invention	202110545919.9	Our Company	PRC	May 19, 2021	Granted
9.	An electricity distribution box that is easy to install (一種便於安裝的配電箱)	Invention	201910999640.0	ContiOcean Nantong	PRC	October 21, 2019	Granted
10.	A method for desulfurization and denitrification of industrial waste gas (一種工業污染排放廢氣脫硫脫硝處理方法)	Invention	202010147090.2	ContiOcean Nantong	PRC	March 5, 2020	Granted
11.	A ship exhaust purification device based on adaptive hull space (一種基於自適應船體空間的船舶尾氣淨化設備)	Invention	202211423643.8	ContiOcean Nantong	PRC	November 15, 2022	Granted
12.	A gas self-guiding desulfurization equipment for ship exhaust purification (一種氣體自導向船舶尾氣淨化用脫硫設備)	Invention	202211472399.4	ContiOcean Nantong	PRC	November 23, 2022	Granted
13.	Flue gas uniform distribution device and marine desulfurization tower using the same (煙氣均勻布裝置及採用該裝置的船用脫硫塔)	Invention	202310290062.X	ContiOcean Nantong	PRC	March 23, 2023	Granted
14.	Flue gas residence time extension device and marine desulfurization tower using the same (煙氣留駐時間延長裝置及採用該裝置的船用脫硫塔)	Invention	202310290143.X	ContiOcean Nantong	PRC	March 23, 2023	Granted
15.	A spray desulfurization equipment (一種噴淋式脫硫設備)	Invention	202310240283.6	ContiOcean Nantong	PRC	March 14, 2023	Granted
16.	A high efficiency desulfurization tower (一種高效脫硫塔)	Invention	202211317737.7	ContiOcean Nantong	PRC	October 26, 2022	Granted
17.	A marine scrubber drain water sampling port structure (一種船用洗滌塔泄放水取樣口結構)	Utility Model	202023128563.9	Our Company	PRC	December 23, 2020	Granted
18.	A marine scrubber drain water diluter (一種船用洗滌塔泄放水稀釋器)	Utility Model	202023135437.6	Our Company	PRC	December 23, 2020	Granted

No.	Patent	Type	Patent Number	Registered Owner	Place of Registration	Date of Application	Status
19.	A cleaning structure for a marine scrubbing and desulfurization tower demister (一種船用洗滌脫硫塔除霧器清洗結構)	Utility Model	202023128574.7	Our Company	PRC	December 23, 2020	Granted
20.	A diffuser for efficiently diluting scrubbing water of desulfurization tower (一種高效稀釋脫硫塔洗滌水的擴散器)	Utility Model	201821641957.4	Our Company	PRC	October 10, 2018	Granted
21.	A flue gas inlet structure for a desulfurization tower (一種脫硫塔進煙氣結構)	Utility Model	201821614434.0	Our Company	PRC	September 30, 2018	Granted
22.	A water quality monitoring device for desulfurization system (一種脫硫系統水質監測裝置)	Utility Model	201821712410.9	Our Company	PRC	October 22, 2018	Granted
23.	A new type of marine desulfurization tower bottom drain outlet (一種新型船用脫硫塔塔底排水口)	Utility Model	202023128556.9	Our Company	PRC	December 23, 2020	Granted
24.	A new horizontal desulfurization tower for ship exhaust gas cleaning system (一種用於船舶尾氣清洗系統的新型臥式脫硫塔)	Utility Model	201821718589.9	Our Company	PRC	October 23, 2018	Granted
25.	A fully automatic wastewater treatment device for ship exhaust gas desulfurization system (一種用於船舶尾氣脫硫系統的全自動廢水處理裝置)	Utility Model	201821727527.4	Our Company	PRC	October 24, 2018	Granted
26.	A fully automatic pressure-stabilizing alkali supply device for ship exhaust gas desulfurization device (一種用於船舶尾氣脫硫裝置的全自動穩壓供鹼裝置)	Utility Model	201821667589.0	Our Company	PRC	October 15, 2018	Granted
27.	A waterpower energy saving device (一種水動力節能裝置)	Utility Model	202320617159.2	Our Company	PRC	March 27, 2023	Granted
28.	A seawater pump controller for a ship desulfurization system (一種船舶脫硫系統用海水泵控制器)	Utility Model	202021423721.0	ContiOcean Nantong	PRC	July 20, 2020	Granted
29.	A fan for a ship desulfurization system (一種船舶脫硫系統用風機)	Utility Model	202021423709.X	ContiOcean Nantong	PRC	July 20, 2020	Granted

No.	Patent	Type	Patent Number	Registered Owner	Place of Registration	Date of Application	Status
30.	A PLC centralized controller for ship desulfurization system (一種船舶脫硫系統用PLC集中控制器)	Utility Model	202021424199.8	ContiOcean Nantong	PRC	July 20, 2020	Granted
31.	A control cabinet for a ship desulfurization system (一種船舶脫硫系統用控制櫃)	Utility Model	202021424197.9	ContiOcean Nantong	PRC	July 20, 2020	Granted
32.	An alkali solution adding device for ship desulfurization system (一種船舶脫硫系統用鹼液添加裝置)	Utility Model	202021424196.4	ContiOcean Nantong	PRC	July 20, 2020	Granted
33.	A fan control cabinet for a ship desulfurization system (一種船舶脫硫系統用風機控制櫃)	Utility Model	202021423674.X	ContiOcean Nantong	PRC	July 20, 2020	Granted
34.	A flue gas monitoring installation device for a ship desulfurization system (一種船舶脫硫系統用煙氣監測安裝裝置)	Utility Model	202021423673.5	ContiOcean Nantong	PRC	July 20, 2020	Granted
35.	A seawater pump mounting bracket for a ship desulfurization system (一種船舶脫硫系統用海水泵安裝支架)	Utility Model	202021424194.5	ContiOcean Nantong	PRC	July 20, 2020	Granted
36.	A touch display screen for ship desulfurization system (一種船舶脫硫系統用觸摸顯示屏幕)	Utility Model	202021424193.0	ContiOcean Nantong	PRC	July 20, 2020	Granted
37.	A sensor installation device for ship desulfurization system (一種船舶脫硫系統用傳感器安裝裝置)	Utility Model	202021435633.2	ContiOcean Nantong	PRC	July 20, 2020	Granted
38.	A flue gas valve positioning and installation device for a ship desulfurization system (一種船舶脫硫系統用煙氣閥門定位安裝裝置)	Utility Model	202021423667.X	ContiOcean Nantong	PRC	July 20, 2020	Granted
39.	A pneumatic valve for ship desulfurization system (一種船舶脫硫系統用氣動閥門)	Utility Model	202021423672.0	ContiOcean Nantong	PRC	July 20, 2020	Granted
40.	A control cabinet mounting base for a ship desulfurization system (一種船舶脫硫系統用控制櫃安裝底座)	Utility Model	202021423640.0	ContiOcean Nantong	PRC	20 July, 2020	Granted

No.	Patent	Type	Patent Number	Registered Owner	Place of Registration	Date of Application	Status
41.	A water quality monitoring device for ship desulfurization system (一種船舶脫硫系統用水質監測裝置)	Utility Model	202021424192.6	ContiOcean Nantong	PRC	July 20, 2020	Granted
42.	A flue gas valve for a ship desulfurization system (一種船舶脫硫系統用煙氣閥門)	Utility Model	202021424190.7	ContiOcean Nantong	PRC	July 20, 2020	Granted
43.	An exhaust gas online monitoring and control system for a ship desulfurization system (一種船舶脫硫系統用尾氣在線監測控制系統)	Utility Model	202021424188.X	ContiOcean Nantong	PRC	July 20, 2020	Granted
44.	An external pipeline structure for installing a liquid level sensor for a ship desulfurization tower (一種船舶脫硫塔用安裝液位傳感器的外置管路結構)	Utility Model	202221062339.0	ContiOcean Nantong	PRC	May 6, 2022	Granted
45.	An adjustable high-efficiency nozzle for ship desulfurization system (一種船舶脫硫系統用的可調節式高效噴嘴)	Utility Model	202221062325.9	ContiOcean Nantong	PRC	May 6, 2022	Granted
46.	A flue gas diffusion prevention treatment device in a ship desulfurization system (一種船舶脫硫系統中的煙氣防擴散處理裝置)	Utility Model	202220997053.5	ContiOcean Nantong	PRC	April 27, 2022	Granted
47.	An alkali adding cabinet (一種加鹼櫃)	Utility Model	202123413960.5	ContiOcean Nantong	PRC	December 31, 2021	Granted
48.	A fast drainage device suitable for ship desulfurization (一種適用於船舶脫硫的快速排水裝置)	Utility Model	202221062065.5	ContiOcean Nantong	PRC	May 6, 2022	Granted
49.	A vegetable hydroponic cabinet (一種蔬菜水培櫃)	Utility Model	202123413943.1	ContiOcean Nantong	PRC	December 31, 2021	Granted
50.	A wastewater treatment device for ship desulfurization (一種應用於船舶脫硫的廢水處理裝置)	Utility Model	202221000138.8	ContiOcean Nantong	PRC	April 27, 2022	Granted
51.	A solid powder transfer device for marine decarburization and solidification system (一種船用脫碳及固化系統用的固體粉末轉運設備)	Utility Model	202320931904.0	ContiOcean Nantong	PRC	April 23, 2023	Granted
52.	A desulfurization device for ship flue exhaust gas (一種用於船舶煙道廢氣的脫硫裝置)	Invention	202211317665.6	ContiOcean Nantong	PRC	October 26, 2022	Granted

No.	Patent	Type	Patent Number	Registered Owner	Place of Registration	Date of Application	Status
53.	A type of marine exhaust gas desulfurization equipment and method (一種船用廢氣脫硫設備及方法)	Invention	202311426421.6	Our Company	PRC	October 31, 2023	Granted
54.	A type of marine mixing scrubber and desulfurization method (一種船用混合脫硫塔及脫硫方法)	Invention	202311445126.5	Our Company	PRC	November 2, 2023	Granted
55.	A type of ship desulfurization device and its usage method (一種船用脫硫裝置及其使用方法)	Invention	202311445156.6	Our Company	PRC	November 2, 2023	Granted
56.	A type I ship desulfurization scrubbing tower and its usage method (一種船用脫硫I型洗滌塔及其使用方法)	Invention	202410439817.2	Our Company	PRC	April 12, 2024	Granted
57.	A type of marine diesel engine exhaust gas dust removal and desulfurization equipment and its usage method (一種船用柴油機廢氣除塵脫硫設備及其使用方法)	Invention	202311468224.0	Our Company	PRC	November 7, 2023	Granted
58.	A type of carbon dioxide gas dehydration device (一種二氧化碳氣體脫水裝置)	Invention	202410133869.7	Our Company	PRC	January 31, 2024	Granted
59.	An intelligent control device for energy-saving seawater pumps (一種用於海水泵節能的智能控制設備)	Invention	202311326540.4	ContiOcean Nantong	PRC	October 13, 2023	Granted
60.	An intelligent purification device for flue gas filtration utilising swirl flow to improve purification efficiency (一種利用旋流提高淨化效率的煙氣過濾智能淨化裝置)	Invention	202311326595.5	ContiOcean Nantong	PRC	October 13, 2023	Granted
61.	A marine spray decarbonization system (一種船用噴淋脫碳系統)	Invention	202311334214.8	ContiOcean Nantong	PRC	October 16, 2023	Granted
62.	A flue gas water quenching temperature control intelligent detection and control device (一種煙氣水淬溫控智能檢測控制裝置)	Invention	202311329827.2	ContiOcean Nantong	PRC	October 16, 2023	Granted
63.	A dual-alkali spray decarbonization system for ships (一種雙鹼法噴淋脫碳船用系統)	Invention	202311354757.6	ContiOcean Nantong	PRC	October 19, 2023	Granted

No.	Patent	Type	Patent Number	Registered Owner	Place of Registration	Date of Application	Status
64.	An intelligent desulfurization treatment spray device for purifying ship exhaust (一種船舶尾氣淨化用的脫硫處理智能噴淋裝置)	Invention	202311352465.9	ContiOcean Nantong	PRC	October 19, 2023	Granted
65.	A drainage control system for a nitrogen generator (一種氮氣發生器的排水控制系統)	Invention	202311439791.3	ContiOcean Nantong	PRC	November 1, 2023	Granted
66.	A high-performance marine carbon capture system that reduces energy consumption (一種降低能耗的高性能船用碳捕集系統)	Invention	202311494079.3	ContiOcean Nantong	PRC	November 10, 2023	Granted
67.	A type of valve with self-check function for flue gas (一種具備自檢功能的煙氣閥)	Invention	202311605487.1	ContiOcean Nantong	PRC	November 29, 2023	Granted
68.	Low-temperature sublimation carbon capture equipment for marine main engine exhaust (一種船用主機尾氣的低溫凝華碳捕集設備)	Invention	202410198069.3	ContiOcean Nantong	PRC	February 22, 2024	Granted
69.	A combined device for wet-process desulfurization and dedusting used in ship exhaust gas treatment (一種用於船舶尾氣處理的濕法脫硫除塵一體化裝置)	Invention	202410343512.1	ContiOcean Nantong	PRC	March 25, 2024	Granted
70.	An integrated treatment facility for ship exhaust wastewater (一種船舶尾氣廢水一體化處理設備)	Invention	202410538410.5	ContiOcean Nantong	PRC	April 30, 2024	Granted
71.	A separator for solidified products used in a marine decarbonization and solidification system (一種船用脫碳及固化系統用的固化產物分離器)	Utility Model	202320964367.X	ContiOcean Nantong	PRC	April 23, 2023	Granted
72.	A product reaction stirrer for marine decarbonization and curing systems (一種船用脫碳及固化系統用的產物反應攪拌器)	Utility Model	202321551004.X	ContiOcean Nantong	PRC	June 16, 2023	Granted
73.	A carbon dioxide flowmeter measuring device for ship exhaust (一種船舶尾氣二氧化碳流量計量裝置)	Utility Model	202321551569.8	ContiOcean Nantong	PRC	June 16, 2023	Granted

No.	Patent	Type	Patent Number	Registered Owner	Place of Registration	Date of Application	Status
74.	A type of marine urea solution preparation equipment and its preparation method (一種船用尿素水溶液配製設備及其配製方法)	Invention	202410307628.X	Our Company	PRC	March 18, 2024	Granted
75.	A carbon dioxide capture device (一種二氧化碳捕集裝置)	Invention	202410081959.6	ContiOcean Nantong	PRC	January 19, 2024	Granted
76.	A wet desulfurization and purification device for ship exhaust (一種船舶尾氣濕法脫硫淨化裝置)	Invention	202410609695.7	ContiOcean Nantong	PRC	May 16, 2024	Granted
77.	Real-time data analysis system for decarbonized electric control (脫碳電控實時數據分析系統)	Invention	202410933221.8	ContiOcean Nantong	PRC	July 12, 2024	Granted
78.	A purification device for the exhaust gas treatment of marine diesel engines (一種船舶柴油機尾氣淨化處理設備)	Invention	202410933281.X	ContiOcean Nantong	PRC	July 12, 2024	Granted
79.	A type of carbon dioxide treatment system for ships and its treatment method (一種用於船舶的二氧化碳處理系統及其處理方法)	Invention	202410703101.9	Our Company	PRC	June 3, 2024	Granted
80.	A carbon dioxide capture system and its usage method (一種二氧化碳捕集系統及其使用方法)	Invention	202411119261.5	Our Company	PRC	August 15, 2024	Granted

As of the Latest Practicable Date, our Group had applied for the registration of the following patents which, in the opinion of our Directors, are material to our business:

<u>No.</u>	<u>Patent</u>	<u>Type</u>	<u>Application Number</u>	<u>Name of Applicant</u>	<u>Place(s) of Application</u>	<u>Date of Application</u>
1.	Marine LNG engine air supply system (船用LNG發動機供氣系統)	Invention	202310055876.5	Our Company	PRC	January 18, 2023
2.	Marine LNG engine gas supply and reliquefaction complex system (船舶LNG發動機供氣和再液化複合系統)	Invention	202211660651.4	Our Company	PRC	December 23, 2022
3.	A prefabricated cabin screen cabinet and its component mounting bracket (一種預製艙屏櫃及其元件安裝托架)	Invention	202311058758.6	ContiOcean Nantong	PRC	August 22, 2023
4.	Gas supply system with heat pump de-icing system for dual-bunker engine and icing detection device (帶有熱泵除冰系統的雙燃料發動機供氣系統及結冰檢測裝置)	Invention	202310057861.2	Our Company	PRC	May 19, 2023
5.	Dual-wall tube with replaceable adsorbents (可更換吸附劑的雙壁管)	Invention	202310057541.7	Our Company	PRC	January 18, 2023
6.	A system and method for capturing carbon dioxide using sodium hydroxide and sodium carbonate (一種利用氫氧化鈉及碳酸鈉捕集二氧化碳的系統及方法)	Invention	202410093450.3	Our Company	PRC	January 23, 2024

No.	Patent	Type	Application Number	Name of Applicant	Place(s) of Application	Date of Application
7.	A type of rotating air duct for marine energy saving and its usage method (一種用於節能的船用旋轉風筒及其使用方法)	Invention	202311689562.7	Our Company	PRC	December 8, 2023
8.	A type of energy-saving container ship conducting cover and its usage method (一種用於節能的集裝箱船導流罩及其使用方法)	Invention	202311639729.9	Our Company	PRC	December 1, 2023
9.	A fastening device for container lashing and its usage method (一種集裝箱綁扎緊固裝置及其使用方法)	Invention	202311608618.1	Our Company	PRC	November 28, 2023
10.	Windshield structure for the bow of very large container ships and its usage method (用於超大型集裝箱船艏部的擋風罩結構及其使用方法)	Invention	202410662322.6	Our Company	PRC	May 27, 2024
11.	A type of prefabricated cabin panel cabinet and its integrated installation module (一種預製艙屏櫃及其集成式安裝模塊)	Invention	202211736567.6	ContiOcean Nantong	PRC	December 30, 2022
12.	A dual-pilot pressure reducing valve for easy exhaust control (一種雙先導便於排氣控制的減壓閥)	Utility Model	202420553064.3	ContiOcean Nantong	PRC	March 21, 2024

No.	Patent	Type	Application Number	Name of Applicant	Place(s) of Application	Date of Application
13.	A self-controlled flue gas valve with external rotating support structure (一種具有外置旋轉支撐結構的自控煙氣閥)	Utility Model	202420756666.9	ContiOcean Nantong	PRC	April 12, 2024
14.	A manually adjustable ball sealing surface butterfly valve (一種可手動調節型球式密封面蝶閥)	Utility Model	202420894294.6	ContiOcean Nantong	PRC	April 26, 2024
15.	A marine methanol filling system and its usage method (一種船用甲醇加注系統及其使用方法)	Invention	202411080450.6	Our Company	PRC	August 8, 2024
16.	A marine methanol fuel supply pressurization system and its usage method (一種船用甲醇燃料供給增壓系統及其使用方法)	Invention	202411080636.1	Our Company	PRC	August 8, 2024
17.	A device for desulfurization, decarburization and absorbing ship exhaust gas and its usage method (一種船舶尾氣脫塵脫硫脫碳吸收解析裝置及其使用方法)	Invention	202411438824.7	Our Company	PRC	October 15, 2024
18.	A lashing arrangement structure for mixed loading of two different lengths of containers in container ships (集裝箱船貨艙內兩種長度集裝箱混合裝載的綁扎佈置結構)	Invention	202411439135.8	Our Company	PRC	October 15, 2024

(c) Copyright

As of the Latest Practicable Date, our Group was the registered proprietor of the following copyrights which, in the opinion of our Directors, is material to our business:

<u>No.</u>	<u>Name</u>	<u>Registration number</u>	<u>Registered Proprietor</u>	<u>Date of Registration</u>
1.	Ship Network Security System V1.0 (船舶網路安全系統V1.0)	2021SR1580114	Our Company	October 28, 2021
2.	Marine three-way valve automatic control system V1.0 (船用三通閥自動控制系統V1.0)	2021SR1690276	Our Company	November 10, 2021
3.	Marine Vegetable Planting Monitoring System V1.0 (船用蔬菜種植監控系統V1.0)	2021SR1580113	Our Company	October 28, 2021
4.	Marine desulfurization seawater pump inverter control system V1.0 (船用脫硫海水泵變頻器控制系統V1.0)	2021SR1579381	Our Company	October 28, 2021
5.	Marine desulfurization system control system V1.0 (船用脫硫系統控制系統V1.0)	2021SR1580115	Our Company	October 28, 2021
6.	Marine desulfurization system control system V1.0 (船用脫硫系統遠程監控軟件V1.0)	2021SR0002010	Our Company	January 4, 2021
7.	Automatic start and stop system for air compressor for nitrogen generator V1.0 (氮氣發生器用空氣壓縮機自動啟停系統V1.0)	2021SR1578057	Our Company	October 28, 2021
8.	Nitrogen generator automatic control system V1.0 (氮氣發生器自控控制系統V1.0)	2021SR1582118	Our Company	October 28, 2021
9.	Dual fuel ship gas detection control system V1.0 (雙燃料船氣體探測控制系統V1.0)	2021SR1690275	Our Company	November 10, 2021

<u>No.</u>	<u>Name</u>	<u>Registration number</u>	<u>Registered Proprietor</u>	<u>Date of Registration</u>
10.	Ship desulfurization control system V1.0 (船舶去硫控制系統V1.0)	2018SR848882	Our Company	October 24, 2018
11.	Ship desulfurization data acquisition system V1.0 (船舶去硫數據採集系統 V1.0)	2018SR848860	Our Company	October 24, 2018
12.	Ship desulfurization data monitoring system V1.0 (船舶去硫數據監測系統 V1.0)	2018SR848488	Our Company	October 24, 2018
13.	Ship desulfurization device maintenance system V1.0 (船舶去硫裝置維護系統 V1.0)	2018SR848590	Our Company	October 24, 2018
14.	Intelligent atmospheric environment monitoring system V1.0 (大氣環境智能化監測軟件V1.0)	2018SR848584	Our Company	October 24, 2018
15.	Environmental protection equipment production management software V1.0 (環保設備生產管理軟件V1.0)	2018SR848873	Our Company	October 24, 2018
16.	Environmental Pollution Source Monitoring Software V1.0 (環境污染源監測軟件V1.0)	2018SR848693	Our Company	October 24, 2018
17.	Environmental Quality Real-time Monitoring System V1.0 (環境質量實時監測系統V1.0)	2018SR848576	Our Company	October 24, 2018
18.	Ship desulfurization system remote control system V1.0 (船舶脫硫系統遠程控制系統V1.0)	2021SR2157471	ContiOcean Nantong	December 26, 2021
19.	Desulfurization system water quality analyzer control system V1.0 (脫硫系統用水質分析儀控制系統V1.0)	2021SR2157920	ContiOcean Nantong	December 26, 2021

<u>No.</u>	<u>Name</u>	<u>Registration number</u>	<u>Registered Proprietor</u>	<u>Date of Registration</u>
20.	Three-way valve automatic control software for desulfurization system V1.0 (脫硫系統用三通閥自動控制軟件V1.0)	2021SR2157906	ContiOcean Nantong	December 26, 2021
21.	Automatic control desulfurization system based on artificial intelligence V1.0 (基於人工智能的自動控制脫硫系統V1.0)	2022SR0623685	ContiOcean Nantong	May 23, 2022
22.	Intelligent detection system for desulfurization system V1.0 (脫硫系統用智能檢測系統V1.0)	2022SR0621904	ContiOcean Nantong	May 23, 2022
23.	Marine Intelligent Desulfurization Equipment Operation Supervision System V1.0 (船用智能化脫硫設備運行監管系統V1.0)	2022SR0623684	ContiOcean Nantong	May 23, 2022
24.	Interior decoration design master ACCOMAX Software V1.0 (船舶內裝設計大師ACCOMAX軟件V1.0)	2023SR1754756	Our Company	December 25, 2023
25.	A type of automatic carbon dioxide flow measurement system for marine decarbonization and solidification system V1.0 (一種船用脫碳及固化系統用自動二氧化碳流量測量系統V1.0)	2023SR0272605	ContiOcean Nantong	December 16, 2022
26.	An automatic alkali liquor dispensing system for marine decarbonization and solidification system V1.0 (一種船用脫碳及固化系統用鹼液自動調配系統V1.0)	2023SR0272607	ContiOcean Nantong	February 23, 2023
27.	An automatic solid replacement reaction system V1.0 for a marine decarbonization and curing system (一種船用脫碳及固化系統用自動固體置換反應系統V1.0)	2023SR0272606	ContiOcean Nantong	February 23, 2023

<u>No.</u>	<u>Name</u>	<u>Registration number</u>	<u>Registered Proprietor</u>	<u>Date of Registration</u>
28.	Marine Exhaust Gas Monitoring System Software V1.0 (船用尾氣監測系統軟件V1.0)	2024SR0676915	ContiOcean Nantong	May 20, 2024
29.	Marine Emissions Control Platform Software V1.0 (船用排放控制平台軟件V1.0)	2024SR0458884	ContiOcean Nantong	April 2, 2024
30.	Marine Environmental Management System Software V1.0 (船舶環保管理系統軟件V1.0)	2024SR0456754	ContiOcean Nantong	April 2, 2024

(d) Domain names

As of the Latest Practicable Date, our Group owned the following domain names which we consider to be or may be material to our business:

<u>No.</u>	<u>Registered owner</u>	<u>Domain name</u>	<u>Date of Registration</u>	<u>Expiry Date</u>
1	Our Company	contiocean.com.cn	January 18, 2023	June 9, 2027
2	Our Company	contioceangroup.com	January 18, 2023	March 6, 2030

C. FURTHER INFORMATION ABOUT DIRECTORS, SUPERVISORS AND SUBSTANTIAL SHAREHOLDERS

1. Directors and Supervisors

(a) Interests and short positions of the Directors, Supervisors and the chief executive of our Company in the registered capital of our Company and its associated corporations

Immediately following the completion of the Global Offering, assuming that the share options granted under the Pre-IPO Share Option Scheme are not exercised, the interests or short positions of the Directors, Supervisors or chief executive of our Company in the shares, underlying shares and debentures of our Company or its associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to in that section, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules (the “**Model Code**”), to be notified to our Company once the H Shares are listed will be as follows:

Interest in our Company

<u>Name</u>	<u>Nature of Interest</u>	<u>Number of Shares ⁽¹⁾</u>	<u>Approximate shareholding percentage (%)</u>
Mr. Zhou Yang ⁽²⁾	Beneficial owner	9,787,500 (L)	24.47
	Interest in a controlled corporation	2,400,000 (L)	6.00
	Beneficial interest ⁽⁴⁾	250,000 (L)	0.63
Mr. Zhao Mingzhu ⁽²⁾	Beneficial owner	8,156,250 (L)	20.39
	Interest in a controlled corporation	2,400,000 (L)	6.00
	Beneficial interest ⁽⁴⁾	250,000 (L)	0.63
Mr. Chen Zhiyuan ⁽²⁾	Beneficial owner	8,156,250 (L)	20.39
	Interest in a controlled corporation	2,400,000 (L)	6.00
	Beneficial interest ⁽⁴⁾	250,000 (L)	0.63

Name	Nature of Interest	Number of Shares ⁽¹⁾	Approximate shareholding percentage (%)
Mr. Shu Wa Tung, Laurence	Beneficial owner	1,500,000 (L)	3.75
	Beneficial interest ⁽⁴⁾	200,000 (L)	0.50
Mr. Chen Rui ⁽³⁾	Interest in a controlled corporation	300,000 (L)	0.75
	Beneficial interest ⁽⁴⁾	300,000 (L)	0.75
Mr. Shen Xiaowei ⁽³⁾	Interest in a controlled corporation	600,000 (L)	1.50
Mr. Yu Yuanyang ⁽³⁾	Interest in a controlled corporation	300,000 (L)	0.75

Notes:

- (1) The letter “L” denotes respectively a “long position” (as defined under Part XV of the SFO) in such Shares.
- (2) Mr. Zhou Yang, Mr. Zhao Mingzhu, and Mr. Chen Zhiyuan are parties acting in concert. Please see “Relationship with Our Controlling Shareholders — Controlling Shareholders — The Concert Party Agreement” for further details. In addition, for the purpose of Part XV of the SFO, each of them is deemed to be interested in the 2,400,000 Shares held by ContiOcean Development, whose general partner is ContiOcean Industrial, a company owned by Mr. Zhou Yang, Mr. Zhao Mingzhu and Mr. Chen Zhiyuan.
- (3) Pursuant to the partnership agreement among the partners of ContiOcean Development (a limited partnership that holds 2,400,000 Shares), each of Mr. Chen Rui, Mr. Shen Xiaowei and Mr. Yu Yuanyang is interested in 12.50%, 25.00% and 12.50% interest in the partnership, respectively. Each of Mr. Chen Rui, Mr. Shen Xiaowei and Mr. Yu Yuanyang is deemed to be proportionately interested in the corresponding 300,000 Shares, 600,000 Shares and 300,000 Shares, respectively, held by ContiOcean Development.
- (4) Each of Mr. Zhou Yang, Mr. Zhao Mingzhu, Mr. Chen Zhiyuan, Mr. Shu Wa Tung, Laurence and Mr. Chen Rui was granted share options under the Pre-IPO Share Option Scheme to each subscribe for 250,000 Shares, 250,000 Shares, 250,000 Shares, 200,000 Shares and 300,000 Shares. For details, please see the section headed “Statutory and General Information — C. Further Information about Directors, Supervisors and Substantial Shareholders — 4. Pre-IPO Share Option Scheme” in Appendix VI in this prospectus.

(b) *Particulars of service contracts*

Each of our Directors and Supervisors entered into a service contract or appointment letter with our Company. The principal particulars of these service contracts and appointment letters comprise (a) the term of the service; (b) termination provisions in accordance with their respective terms; and (c) a dispute resolution provision. The service contracts and appointment letters may be renewed in accordance with our Articles of Association and the applicable laws, rules and regulations from time to time.

Save as disclosed above in this section headed “— C. Further information about Directors, Supervisors and Substantial Shareholders — 1. Directors and Supervisors — (b) Particulars of service contracts”, none of our Directors or Supervisors has or is proposed to have a service contract with any member of our Group (other than contracts expiring or determinable by the relevant employer within one year without the payment of compensation (other than statutory compensation)).

(c) *Directors’ and Supervisors’ remuneration*

For further details of the Directors’ and Supervisors’ remuneration, see “Directors, Supervisors, and Senior Management — Compensation of Directors, Supervisors and senior management” and note 12 to the Accountants’ Report as set out in Appendix I in this prospectus.

2. Substantial Shareholders

For further details of our Substantial Shareholders for the purpose of Part XV of the SFO, please refer to the section headed “Substantial Shareholders” in this prospectus.

3. Agency fees or commissions received

Save as disclosed in this Appendix headed “Statutory and General Information”, none of our Directors, Supervisors or any of the persons whose names are listed under “— D. Other information — 6. Qualification of experts” in this Appendix had received any commissions, discounts, agency fee, brokerages or other special terms in connection with the issue or sale of any capital of any member of our Group within the two years immediately preceding the date of this prospectus.

4. Pre-IPO Share Option Scheme

Our Board has conditionally approved the adoption of the Pre-IPO Share Option Scheme on July 10, 2024, which has been further approved by our Shareholders by way of an extraordinary shareholders’ meeting on July 27, 2024. All options under the Pre-IPO Share Option Scheme have been granted on July 29, 2024. No further options will be granted under the Pre-IPO Share Option Scheme.

The following is a summary of the principal terms of the Pre-IPO Share Option Scheme which became effective on July 27, 2024. The terms of the Pre-IPO Share Option Scheme are not subject to the provisions of Chapter 17 of the Listing Rules as it does not involve the grant of options by the Company after the Listing.

(a) Purpose

The purpose of the Pre-IPO Share Option Scheme is to improve our Company's incentive mechanism to attract and retain outstanding talents, to better align the interests of our Company's employees and senior management with those of the Shareholders and our Company, and to promote the long-term, sustainable and healthy development of our Company.

(b) Number of Shares

The maximum number of Shares underlying the options under the Pre-IPO Share Option Scheme shall be 3,930,000 H Shares, representing approximately 9.83% of the issued share capital of the Company immediately after completion of the Global Offering. Each option entitles the purchase of one H Share. There is no reserved entitlement under the Pre-IPO Share Option Scheme. No further options will be granted under the Pre-IPO Share Option Scheme after Listing.

(c) Participants

The participants of the Pre-IPO Share Option Scheme (the "**Participants**") are our executive Directors, senior managements (as defined under the Articles of Association) and core employees working for our Group as approved by the shareholders' meeting of the Company.

(d) Administration

The Board is responsible for the implementation of the Pre-IPO Share Option Scheme.

(e) Implementation

Adjustment of the number of share options and the exercise price: In the event of any conversion of capital reserve into share capital, distribution of stock dividends, share split, reduction of share capital, allotment of shares or distribution of dividends by the Company before exercise of share options, the number of share options and the exercise price shall be adjusted accordingly pursuant to the terms of the Pre-IPO Share Option Scheme.

Alternation and termination of the Pre-IPO Share Option Scheme: Shareholders' approval is required for considering and approving the implementation, alteration and termination of the Pre-IPO Share Option Scheme and authorizing the Board for handling certain matters relating to the Pre-IPO Share Option Scheme. Upon the termination of the Pre-IPO Share Option Scheme, the Company shall cancel any outstanding share options.

(f) Date of grant of options

All options under the Pre-IPO Share Option Scheme have been granted on July 29, 2024. No consideration was paid for the grant of such options, which is to align with the purpose of the Pre-IPO Share Option Scheme as disclosed above. No further options will be granted under the Pre-IPO Share Option Scheme.

(g) Exercising Arrangement

The options granted under the Pre-IPO Share Option Scheme shall be exercised in tranches as per the agreed proportions upon satisfaction of the exercising conditions. The exercising date must be a trading day within the validity period of the Pre-IPO Share Option Scheme. Details of the exercising period and exercising arrangements for all options granted under the Pre-IPO Share Option Scheme are as follows:

Exercising period	Exercising time	Exercising proportion
First exercising period	From the first trading day after 12 months from the Listing Date to the last trading day within 24 months from the Listing Date	33%
Second exercising period	From the first trading day after 24 months from the Listing Date to the last trading day within 36 months from the Listing Date	33%
Third exercising period	From the first trading day after 36 months from the Listing Date to the last trading day within 48 months from the Listing Date	34%

(h) Exercise of Options

The Board shall consider whether the exercising conditions stipulated in the Pre-IPO Share Option Scheme are satisfied.

The exercising conditions stipulated in the Pre-IPO Share Options Scheme include performance targets at both Company-level and grantee-level. The Company-level performance target is based on the net profit of the Company during the exercising period. The grantee-level performance target is based on the annual grantee-level performance appraisal of the relevant grantee. Only those grantees who achieve at least a grantee-level performance appraisal of satisfactory standard are qualified to exercise their options.

For grantees who satisfy the exercising conditions, the Company may make centralized arrangements for the exercise of share options and handle relevant matters of the exercise. For grantees who fail to satisfy the conditions, the Company shall cancel their share options with respect to such exercise that they have applied for.

Exercise price of share options: The exercise price of all share options granted under the Pre-IPO Share Option Scheme is RMB25 per H Share.

Cancellation of options: If a grantee fails to apply for exercise of options within the requisite period or is unable to apply for exercise of options due to the failure to meet exercising conditions, the Company shall cancel the corresponding options that have not been exercised according to the specified rules under the Pre-IPO Share Option Scheme.

(i) Expiry of options

The validity period for all of the options granted under the Pre-IPO Share Option Scheme shall be from July 29, 2024 (being the date of grant) to the date on which the relevant share option granted are exercised or cancelled, which in any event will not be longer than 10 years from the date of grant. The Participants of the Pre-IPO Share Option Scheme may only exercise their options within the validity period in accordance with relevant rules. After the expiry of the validity period, all outstanding share options will lapse and be cancelled.

(j) Rights and restrictions attached to the Pre-IPO Share Option Scheme

The Participants who are granted options under the Pre-IPO Share Option Scheme shall abide by the rights and obligations under the Pre-IPO Share Option Scheme and relevant laws and regulations.

Share options under the Pre-IPO Share Option Scheme shall not be transferred, used as security or to repay debts.

If a Participant leaves the Group for any reason other than death, disability, retirement or redeployment, that Participant's unexercised and unvested options under the Pre-IPO Share Option Scheme will be cancelled by the Company. Such Participant's exercised options under the Pre-IPO Share Option Scheme will not be affected. If a Participant retires and continues to provide services to the Group, the Participant's options under the Pre-IPO Share Option Scheme will remain valid and the individual performance target in relation to exercising conditions will be based on the combined performance of the original and new positions. If a Participant retires and does not continue to provide services to the Group, that Participant's unexercised and unvested options under the Pre-IPO Share Option Scheme will be cancelled by the Company.

(k) Summary of Grantees

On July 29, 2024, our Company granted share options for an aggregate of 3,930,000 H Shares (being the maximum number of H Shares underlying the options under the Pre-IPO Share Option Scheme), representing 9.83% of the issued share capital of the Company immediately following completion of the Global Offering to 50 grantees as follows:

<u>Name of grantees under the Pre-IPO Share Scheme</u>	<u>Address</u>	<u>Positions in our Group</u>	<u>Number of H Shares under options granted</u>	<u>Approximate percentage of the issued Shares immediately after completion of the Global Offering</u>
<i>Executive Directors of our Company</i>				
Zhou Yang (周洋)	20-902, Lane 1650, Yongtai Road, Pudong New Area, Shanghai, PRC	Executive Director and Chairman of our Board of our Company	250,000	0.63%
Zhao Mingzhu (趙明珠)	Flat NC, 20/F, Tower 1, Phase 3, Festival City, 1 Mei Tin Road, Tai Wai, Shatin, New Territories, Hong Kong	Executive Director and chief executive officer of our Company	250,000	0.63%
Chen Zhiyuan (陳志遠)	15-1201, 600 Miao Pu Road, Pudong New Area, Shanghai, PRC	Executive Director and chief technology officer of our Company	250,000	0.63%
Shu Wa Tung, Laurence (舒華東)	Flat B, 18/F, Block 3, Ocean View, 1 Po Tai Street, Shatin, New Territories, Hong Kong	Executive Director, chief financial officer and company secretary of our Company	200,000	0.50%
Chen Rui (陳睿)	16-202, Lane 630, Dingxi Road, Changning District, Shanghai, PRC	Executive Director and secretary to our Board of our Company	300,000	0.75%
Subtotal:			<u>1,250,000</u>	<u>3.13%</u>

Name of grantees under the Pre-IPO Share Scheme	Address	Positions in our Group	Number of H Shares under options granted	Approximate percentage of the issued Shares immediately after completion of the Global Offering
<i>Management personnel and core employees working for our Group</i>				
Subir Ghatak	19-01, 10 Anson Road International Plaza, Singapore	Director of certain subsidiaries of our Company	140,000	0.35%
Yang Zhifu (楊志富)	No. 2, Squad 24, Wenzhu Village, Linzi Town, Rugao City, Nantong City, Jiangsu Province, PRC	General manager of a subsidiary	140,000	0.35%
Qu Shixiang (曲世祥)	Room 501, No. 161, Alley 2288, Hongxin Road, Minhang District, Shanghai, PRC	General manager of R&D department	140,000	0.35%
Shen Xiaojiao (申小嬌)	No. 106, Weilou Village, Guanshan Town, Suining County, Jiangsu Province, PRC	General manager of finance department	140,000	0.35%
Gu Fengjie (顧豐杰)	No. 80, Squad 5, Yaozhuang Village, Yuanzhuang Town, Rudong County, Jiangsu Province, PRC	General manager of engineering department	140,000	0.35%
Xie Jingjing (謝晶晶)	No. 28, Squad 17, Guanghua Village, Rucheng Street, Rugao City, Nantong City, Jiangsu Province, PRC	General manager of global service centre	140,000	0.35%
Hu Hong (胡泓)	Dormitory No. 1, No. 2 Brick and Tile Factory, Changjiang Town, Rugao City, Nantong City, Jiangsu Province, PRC	Director of general manager's office	100,000	0.25%
Tang Yu (湯煜)	5-1-1, No. 34, Yangshu Street, Shahekou District, Dalian City, Liaoning Province, PRC	Deputy general manager of marketing department	100,000	0.25%
Gao Pengfei (高鵬飛)	Squad 2, Xiaoleigong Village, Fenglei Town, Baishui County, Shaanxi Province, PRC	Deputy general manager of marketing department	100,000	0.25%
Lu Ping (陸平)	Room 302, No. 86, Baolin No. 1 Village, Baoshan District, Shanghai, PRC	Deputy general manager of a subsidiary	90,000	0.23%
Tang Yanling (唐艷玲)	Room 402, No. 27, Alley 618, Linghe Road, Pudong New District, Shanghai, PRC	Deputy general manager of R&D department	90,000	0.23%
Miao Hairui (繆海瑞)	Room 408, Building 405, Donggao New Village, Rucheng Street, Rugao City, Nantong City, Jiangsu Province, PRC	Deputy general manager of engineering department	90,000	0.23%
Meng Qingyu (孟慶宇)	Room 205, Unit 1, Rongsheng Garden, Pingnan New Village, Changjiang Town, Rugao City, Nantong City, Jiangsu Province, PRC	Deputy general manager of Procurement Department	90,000	0.23%
Wang Liquan (王立群)	Room 201, No. 39, Alley 418, Heze Road, Pudong New District, Shanghai, PRC	Deputy general manager of financial department	90,000	0.23%
Wu Maochen (吳茂琛)	No. 28-100, Zhonghua North Road, Lishan District, Anshan, Liaoning Province, PRC	Senior design engineer of technical department	70,000	0.18%
Zhou Mingjuan (周明娟)	No. 3, Kuaizi Alley, Zhushan District, Jingdezhen, Jiangxi Province, PRC	Deputy general manager of financial department	60,000	0.15%
Zhu Yumi (朱玉米)	Room 504, Building 1, No. 329, Zhongshan East Road, Rucheng Town, Rugao City, Nantong City, Jiangsu Province, PRC	Deputy head of finance department of a subsidiary	60,000	0.15%

Name of grantees under the Pre-IPO Share Scheme	Address	Positions in our Group	Number of H Shares under options granted	Approximate percentage of the issued Shares immediately after completion of the Global Offering
Wang Yongqiang (王永強)	No. 20, Guaitai, Luozhuang Administrative Village, Yingnan Office, Jieshou, Anhui Province, PRC	Senior head of engineering department	60,000	0.15%
Liu Chen (劉臣)	2-5-1, No. 35 Hutan Road, Zhongshan District, Dalian, Liaoning Province, PRC	Senior marketing head of marketing department	50,000	0.13%
Bai Jushen (白居申)	No. 13, Squad 5, Qibao Village, Zaohe Town, Suyu District, Suqian, Jiangsu Province, PRC	Head of R&D department	50,000	0.13%
Xi Wei (席偉)	No. 53, Squad 9, Wulishu Village, Chenqiao Street, Gangzha District, Nantong City, Jiangsu Province, PRC	Project general manager of global service centre	50,000	0.13%
Zhang Lele (張樂樂)	No. 12, Squad 11, Qianjinju, Baipu Town, Rugao City, Nantong City, Jiangsu Province, PRC	Head of manufacturing department of a subsidiary	50,000	0.13%
Yang Zhigang (楊志剛)	No. 8, Squad 9, Tianbaoju, Rugao City, Nantong City, Jiangsu Province, PRC	Technical manager of global service centre	40,000	0.10%
Sun Qian (孫倩)	No. 39, Squad 4, Guanghua Village, Rugao City, Nantong City, Jiangsu Province, PRC	Business manager of global service centre	40,000	0.10%
Liu Jichen (劉季琛)	No. 1 Dongxin Road, Putuo District, Shanghai, PRC	Head of securities affairs of securities department	40,000	0.10%
Lan Qiang (蘭強)	No. 28, Tingli, Dianting Village, Fuling Town, Pucheng County, Fujian Province, PRC	Head of R&D department	30,000	0.08%
Wang Baolin (王寶琳)	No. 83, Beishantou Tun, Sanhe Village, Pikou Town, Pulandian City, Liaoning Province, PRC	Head of R&D department	30,000	0.08%
Chen Wenting (陳文婷)	No. 5-3-13, Binhe Community, Binbei Road, Yongji County, Jilin Province, PRC	Head of technical department	30,000	0.08%
Wei Di (魏迪)	Qianwei Louzhuang, Dashan Village, Louzhuang Town, Lingbi County, Anhui Province, PRC	Head of technical department	30,000	0.08%
Li Xiaodong (李曉東)	No. 36, Nanfeng Jiazhai, Qunle Village, Caolu Town, Pudong New District, Shanghai, PRC	Head of R&D department	30,000	0.08%
Feng Hao (馮浩)	No. 8, Squad 5, Kanjia'an Village, Si'an Town, Tongzhou City, Jiangsu Province, PRC	Project manager of engineering department	30,000	0.08%
Sun Ji (孫吉)	Pingdigou Tun, Pingdigou Village, Qianjin Township, Jiaohe City, Jilin Province, PRC	Installation manager of engineering department	30,000	0.08%
Shi Yinyan (施銀燕)	No. 34, Squad 1, Yongpingju, Changjiang Town, Rugao City, Nantong City, Jiangsu Province, PRC	Manager (Planning) of engineering department	30,000	0.08%
Ganliu Yunzhuo (甘劉韻卓)	Room 1102, No. 6, Alley 80, Dehua Road, Nanxiang Town, Jiading District, Shanghai, PRC	Representative of securities affairs of securities department	30,000	0.08%
Ding Yuming (丁玉明)	No. 45, Squad 6, Shinanju, Shizhuang Town, Rugao City, Nantong City, Jiangsu Province, PRC	Deputy director of safety and environmental protection department of a subsidiary	30,000	0.08%
Wei Yong (危勇)	Room 604, Unit 2, Building 35, Guoan Fengqing Street, Rifeng Town, Lichuan County, Fuzhou, Jiangxi Province, PRC	Senior marketing manager of marketing department	30,000	0.08%

APPENDIX VI
STATUTORY AND GENERAL INFORMATION

Name of grantees under the Pre-IPO Share Scheme	Address	Positions in our Group	Number of H Shares under options granted	Approximate percentage of the issued Shares immediately after completion of the Global Offering
Cao Yue (曹月)	No. 45, Squad 9, Shinanju, Shizhuang Town, Rugao City, Nantong City, Jiangsu Province, PRC	Deputy head of integrated management department of a subsidiary	30,000	0.08%
Jin Haiying (金海英)	Room 402, No. 2771 Pudong Avenue, Pudong New District, Shanghai, PRC	Procurement Assistant of procurement department	20,000	0.05%
Tao Guoxiang (陶果香)	No. 113, Yongning Road, Pudong New District, Shanghai, PRC	Personnel commissioner of general manager's office	20,000	0.05%
Zhou Jiachen (周嘉晨)	No. 37, Jinqiao Heng Street, Pudong New District, Shanghai, PRC	Assistant of R&D department	20,000	0.05%
Zhou Jiani (周佳妮)	No. 3, 6/F, Unit 1, New Building 5, Nonglin Wudao Street, Xiangfang District, Harbin, Heilongjiang Province, PRC	Assistant of R&D department	20,000	0.05%
Ji Chao (季超)	No. 24, Jijiating, Xunjian Village, Caolu Town, Pudong New District, Shanghai, PRC	Executive commissioner of general manager's office	20,000	0.05%
Liu Zhihong (刘志红)	No. 15, Squad 2, Siyu Village, Jiuhua Town, Rugao City, Nantong City, Jiangsu Province, PRC	Head of warehouse of production and management department of a subsidiary	20,000	0.05%
Yuan Xukang (袁旭康)	No. 23, Squad 3, Dayuanzhuang Village, Yuanzhuang Town, Rudong County, Jiangsu Province, PRC	Cashier of finance department of a subsidiary	20,000	0.05%
Zhang Chi (张弛)	No. 12, Squad 3, Xinwangzhuangju, Chengbei Street, Rugao City, Nantong City, Jiangsu Province, PRC	Head of electric appliance of production department of a subsidiary	20,000	0.05%
Subtotal:			<u>2,680,000</u>	<u>6.70%</u>

5. Disclaimers

- (a) none of our Directors or Supervisors nor any of the parties listed in “— D. Other information — 6. Qualification of experts” in this Appendix has any direct or indirect interest in the promotion of our Company, or in any assets which within the two years immediately preceding the date of this prospectus, have been acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (b) save as disclosed in this Appendix headed “Statutory and General Information”, none of our Directors or Supervisors is a director or employee of a company which is expected to have an interest or short position in the Shares and underlying Shares falling to be disclosed to our Company and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO once the H Shares are listed on the Hong Kong Stock Exchange;
- (c) none of our Directors or Supervisors nor any of the parties listed in “— D. Other information — 6. Qualification of experts” in this Appendix is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to the business of our Group as a whole;
- (d) save for the Underwriting Agreements, none of the parties listed in “— D. Other information — 6. Qualification of experts” in this Appendix:
 - (i) is interested legally or beneficially in any of our Shares or any shares of any of our subsidiaries; or
 - (ii) has any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe securities in any member of our Group;
- (e) none of our Directors, Supervisors, their respective associates or Shareholders of our Company (who is interested in more than 5% of the share capital of our Company) has any interests in any of our top five suppliers and top five customers during each year or period of the Track Record Period; and
- (f) none of our Directors is interested in any business (other than the business of our Group) which competes or is likely to compete, directly or indirectly, with our business.

D. OTHER INFORMATION**1. Estate duty**

Our Directors have been advised that currently no material liability for estate duty is likely to fall upon our Company in the PRC.

2. Litigation

We are not aware of any material legal proceedings, claims or disputes currently existing or pending against us, and no litigation, arbitration or claim of material importance is known to our Directors to be pending or threatened against us that may have a material adverse effect on our business, financial position or results of operations.

3. Joint Sponsors

The Joint Sponsors have made an application on behalf of our Company to the Stock Exchange for the listing of, and permission to deal in, the H Shares in issue and to be issued pursuant to the Global Offering, any H Shares which may be issued pursuant to any H Shares to be issued upon exercise of the options granted under the Pre-IPO Share Option Scheme. All necessary arrangements have been made to enable such H Shares to be admitted into CCASS.

Each of the Joint Sponsors satisfies the independence criteria applicable to sponsor set out in Rule 3A.07 of the Listing Rules.

The Joint Sponsors will receive an aggregate fee of HK\$4,680,000 for acting as the Joint Sponsors for the Listing.

4. Preliminary expenses

Our Company has not incurred any preliminary expenses for the purpose of the Listing Rules.

5. Promoters

The promoters of our Company are the five Shareholders of our Company as of December 20, 2022 before our conversion to a joint stock company with limited liability.

Save as disclosed in the section headed “History, Development, and Corporate Structure” within the two years immediately preceding the date of this prospectus, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the Global Offering and the related transactions described in this prospectus.

6. Qualification of experts

The following are the qualifications of the experts who have given opinion or advice which are contained in this prospectus:

Name	Qualifications
CITIC Securities (Hong Kong) Limited	Licensed corporation to conduct Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO
China Galaxy International Securities (Hong Kong) Co., Limited	Licensed corporation to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO
Deloitte Touche Tohmatsu	Certified Public Accountants and Registered Public Interest Entity Auditor
Jingtian & Gongcheng	Legal advisers to our Company as to PRC law
Frost & Sullivan	Industry consultant
BDO Tax Limited	Transfer Pricing Tax Consultant

7. Consents of experts

Each of the experts named above has given and has not withdrawn its respective written consent to the issue of this prospectus with the inclusion of its report and/or letter and/or opinion and/or the references to its name included in this prospectus the form and context in which it is respectively included.

8. Interests of experts in our Company

None of the experts named above is interested beneficially or otherwise in any Shares or shares of any member of our Group or has any right or option (whether legally enforceable or not) to subscribe for or nominate persons to subscribe for any shares or securities in any member of our Group.

9. Taxation of holders of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty. The current rate chargeable on each of the seller and purchaser is 0.1% of the consideration or, if higher, the fair value of the H Shares being sold or transferred.

10. Binding effect

This prospectus shall have the effect, if an application is made in pursuance of this prospectus, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance insofar as applicable.

11. Miscellaneous

- (a) Saved as disclosed in this prospectus, within the two years immediately preceding the date of this prospectus:
 - (i) no share or loan capital of our Company or any of our subsidiaries has been issued or agreed to be issued or is proposed to be fully or partly paid either for cash or a consideration other than cash;
 - (ii) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
 - (iii) no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries; and
 - (iv) no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share in our Company or any of our subsidiaries.
- (b) our Directors confirm that:
 - (i) there has been no material adverse change in the financial or trading position of our Group since June 30, 2024 (being the date to which the latest audited consolidated financial statements of our Group were prepared); and
 - (ii) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this prospectus;

- (c) there are no founder, management or deferred shares nor any debentures in our Company or any of our subsidiaries;
- (d) all necessary arrangements have been made to enable our H Shares to be admitted into CCASS for clearing and settlement;
- (e) our Company has no outstanding convertible debt securities or debentures;
- (f) there is no arrangement under which future dividends are waived or agreed to be waived; and
- (g) none of the equity and debt securities of our Company, if any, is listed, quoted or dealt with in any other stock exchange (other than that the Non-H Shares are quoted on the NEEQ) nor is any listing or permission to deal being or proposed to be sought.

12. Bilingual prospectus

The English and Chinese language versions of this prospectus are being published separately, in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

A. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES

The documents attached to the copy of this prospectus delivered to the Registrar of Companies in Hong Kong for registration were, among other documents:

- (a) the written consents referred to under “Statutory and General Information — D. Other information — 7. Consents of experts” in Appendix VI in this prospectus; and
- (b) a copy of each of the material contracts referred to in “Statutory and General Information — B. Further information about our business — 1. Summary of material contracts” in Appendix VI in this prospectus.

B. DOCUMENTS ON DISPLAY

The following documents will be published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and our Company (www.contioceangroup.com) up to and including the date which is 14 days from the date of this prospectus:

- (a) the Articles of Association;
- (b) the Accountants’ Report prepared by Deloitte Touche Tohmatsu, the text of which is set out in Appendix I in this prospectus;
- (c) the report on the unaudited pro forma financial information of our Group prepared by Deloitte Touche Tohmatsu, the texts of which is set out in Appendix II in this prospectus;
- (d) the audited consolidated financial statements of our Company for the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2024;
- (e) the legal opinions prepared by Jingtian & Gongcheng, our legal adviser as to PRC law, in relation to certain aspects of our Group and our property interests in Mainland China;
- (f) the PRC Company Law, the PRC Securities Law and the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies together with their unofficial English translation;
- (g) the terms of the Pre-IPO Share Option Scheme;
- (h) the Frost & Sullivan Report, the summary of which is set forth in the section headed “Industry Overview” in this prospectus;
- (i) the transfer pricing review report issued by BDO Tax Limited;
- (j) the written consents referred to in “Statutory and General Information — D. Other information — 7. Consents of experts” in Appendix VI in this prospectus;

- (k) the material contracts referred to in “Statutory and General Information — B. Further information about our business — 1. Summary of material contracts” in Appendix VI in this prospectus; and
- (l) the service contracts referred to in “Statutory and General Information — C. Further information about Directors, Supervisors and Substantial Shareholders — 1. Directors and Supervisors — (b) Particulars of service contracts” in Appendix VI in this prospectus.



ContiOcean

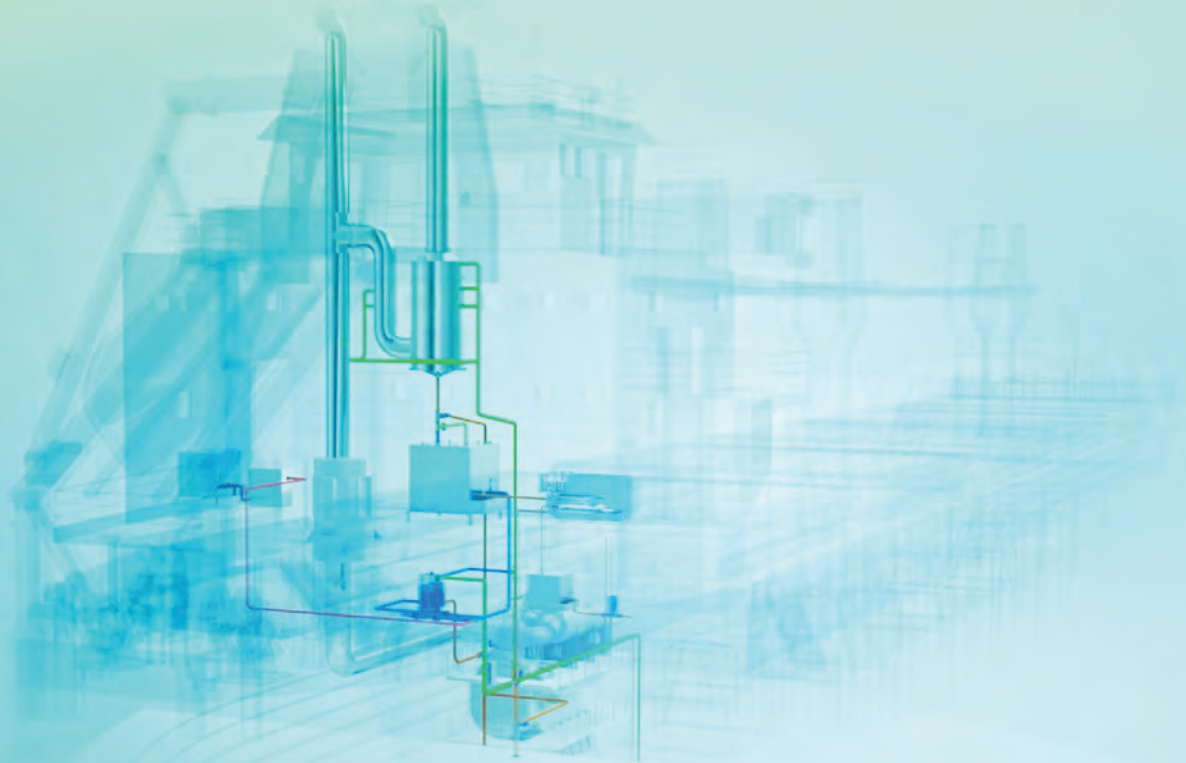
上海匯舸環保科技集團股份有限公司
CONTIOCEAN ENVIRONMENT TECH GROUP CO.,LTD.



上海匯舸環保科技集團股份有限公司
CONTIOCEAN ENVIRONMENT TECH GROUP CO., LTD.

(於中華人民共和國註冊成立的股份有限責任公司)

股份代號: 2613



全球發售

聯席保薦人、整體協調人、聯席全球協調人、
聯席賬簿管理人及聯席牽頭經辦人



整體協調人、聯席全球協調人
聯席賬簿管理人及聯席牽頭經辦人



重要提示



重要提示：倘閣下對本招股章程的任何內容有任何疑問，應諮詢獨立專業意見。



上海匯舸環保科技集團股份有限公司 CONTIOCEAN ENVIRONMENT TECH GROUP CO., LTD.

(於中華人民共和國註冊成立的股份有限責任公司)

全球發售

全球發售的發售股份數目	: 10,000,000 股H股
香港發售股份數目	: 1,000,000 股H股(可予重新分配)
國際發售股份數目	: 9,000,000 股H股(可予重新分配)
最高發售價	: 每股H股39.8港元，另加1.0%經紀佣金、0.0027%證監會交易徵費、0.00015%會財局交易徵費及0.00565%香港聯交所交易費(須於申請時以港元繳足及可予退還)
面值	: 每股H股人民幣1.00元
股份代號	: 2613

聯席保薦人、整體協調人、聯席全球協調人、
聯席賬簿管理人及聯席牽頭經辦人



中信証券



中國銀河國際
CHINA GALAXY INTERNATIONAL

整體協調人、聯席全球協調人、聯席賬簿管理人及聯席牽頭經辦人



BNP PARIBAS

聯席賬簿管理人及聯席牽頭經辦人



中銀國際 BOCI



建銀國際
CCP International



光銀國際
CEB International



光大證券 國際
EVERBRIGHT SECURITIES INTERNATIONAL



華升證券
HUASHENG SECURITIES



富中證券有限公司
FORTAC GROUP SECURITIES LIMITED



ICBC 工銀國際



Lego Securities Limited
力高證券有限公司



華富證券
QUANA SECURITIES



浦銀國際
SPS INTERNATIONAL

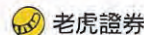
聯席牽頭經辦人



富途證券



利弗莫爾證券
LIFERMORE SECURITIES



老虎證券



TradeGo Markets

香港交易及結算所有限公司、香港聯合交易所有限公司及香港中央結算有限公司對本招股章程的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本招股章程全部或部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

本招股章程副本連同本招股章程附錄七「送呈公司註冊處處長文件及展示文件」A.送呈公司註冊處處長文件」所指定文件已根據香港法例第32章公司(清盤及雜項條文)條例第342C條的規定送呈香港公司註冊處處長登記。證券及期貨事務監察委員會及香港公司註冊處處長對本招股章程或上述任何其他文件的內容概不負責。

發售價預期將由聯席代表(為其本身及代表包銷商)與本公司於定價日透過協議釐定。定價日預期為二零二五年一月七日(星期二)或前後，且無論如何不遲於二零二五年一月七日(星期二)中午十二時正。發售價將不高於39.8港元，而目前預期不低於31.8港元。申請香港發售股份的投資者可能須於申請時(視乎申請渠道而定)支付最高發售價每股發售股份39.8港元，連同1.0%經紀佣金、0.0027%證監會交易徵費、0.00565%香港交易費及0.00015%會財局交易徵費(倘若發售價低於39.8港元，則多繳款項可予退還(視乎申請渠道而定))。倘聯席代表(為其本身及代表包銷商)與我們因任何理由於二零二五年一月七日(星期二)中午十二時正或之前仍未能協定發售價，則全球發售將不會進行且將告失效。

聯席代表(為其本身及代表包銷商)可在我們同意的情況下於遞交香港公開發售申請截止日期上午之前隨時調減發售股份數目及/或指示性發售價範圍至低於本招股章程所述者(為每股發售股份31.8港元至39.8港元)。在此情況下，本公司將於不遲於遞交香港公開發售申請截止日期上午在香港聯交所網站(www.hkexnews.hk)及我們網站(www.contioceangroup.com)刊登下調通告。進一步詳情載於本招股章程「全球發售的架構」及「如何申請香港發售股份」。

在作出投資決定前，有意投資者應仔細考慮本招股章程所載的全部資料，包括「風險因素」所載的風險因素。

倘若二零二五年一月九日(星期四)上午八時正前發生若干事件，聯席代表(為其本身及代表包銷商)可終止香港包銷商根據香港包銷協議自行及促使認購人認購香港發售股份的責任。有關理由載於「包銷」。閣下務請參閱該節所載的其他詳情。發售股份並無亦將不會根據美國證券法或美國任何州證券法登記，並僅可根據S規則在美國境外的離岸交易中發售及出售。

重要通知

我們已就香港公開發售採取全電子化申請程序。我們不會就香港公開發售向公眾人士提供本招股章程印刷本。

本招股章程可於香港聯交所網站(www.hkexnews.hk)及我們網站(www.contioceangroup.com)閱覽。倘閣下需要本招股章程印刷本，閣下可從上述網址下載並打印。

二零二四年十二月三十一日

重要提示

致香港發售股份投資者的重要通知 全電子化申請程序

我們已就香港公開發售採用全電子化申請程序。

本招股章程可於香港聯交所網站 www.hkexnews.hk「披露易」新上市」新上市資料」一節及我們的網站 www.contioceangroup.com 查閱。

我們將不會提供任何實體渠道以接收公眾人士任何香港發售股份認購申請。本招股章程電子版本的內容與根據公司(清盤及雜項條文)條例第342C條送呈香港公司註冊處處長登記的招股章程印刷本相同。

閣下可通過以下其中一種方法申請香港發售股份：

- (1) 在網上通過網上白表服務於 www.hkeipo.hk 提交申請；或
- (2) 透過香港結算EIPO渠道以電子方式申請，並指示閣下的經紀或託管商(為香港結算參與者)通過香港結算的FINI系統發出電子申請指示，指示香港結算代理人代表閣下申請香港發售股份。

倘閣下為中介公司、經紀或代理，務請提示閣下的顧客、客戶或主事人(如適用)注意，本招股章程於上述網址可供網上閱覽。

有關閣下可通過申請認購香港發售股份的程序之進一步詳情，請參閱「如何申請香港發售股份」一節。

預期時間表

倘以下全球發售的預期時間表有任何變動，我們將在本公司網站 www.contioceangroup.com 及聯交所網站 www.hkexnews.hk 刊發公告。

香港公開發售開始 二零二四年十二月三十一日
(星期二)上午九時正

通過網上白表服務於指定網站 www.hkeipo.hk

完成電子申請的截止時間⁽²⁾ 二零二五年一月六日
(星期一)上午十一時三十分

開始辦理香港公開發售申請登記⁽³⁾ 二零二五年一月六日
(星期一)上午十一時四十五分

(a)以網上銀行轉賬或繳費靈轉賬方式完成

支付網上白表申請款項或；(b)向香港結算發出

電子申請指示的截止時間⁽⁴⁾ 二零二五年一月六日
(星期一)中午十二時正

倘閣下指示經紀或託管商(為香港結算參與者)根據閣下的指示，通過香港結算的FINI系統代表閣下提交香港結算EIPO申請，則閣下應聯絡經紀或託管商以了解發出有關指示的截止時間，可能會與上文所述截止時間不同。

截止辦理香港公開發售申請登記⁽³⁾ 二零二五年一月六日
(星期一)中午十二時正

預期定價日⁽⁵⁾ 二零二五年一月七日
(星期二)中午十二時正或之前

公告：

- 最終發售價；
- 國際發售的認購踴躍程度；
- 香港公開發售的申請水平；及
- 香港發售股份的分配基準。

於本公司網站 www.contioceangroup.com⁽⁶⁾ 及

聯交所網站 www.hkexnews.hk 刊發 不遲於二零二五年一月八日
(星期三)下午十一時正

預期時間表

通過下列各種渠道公佈香港公開發售的分配結果(連同獲接納申請人的身份證明文件號碼(如適用))，包括：

- 通過分配結果的指定網站
www.tricor.com.hk/ipo/result
(或 **www.hkeipo.hk/IPOResult**)
「配發結果」一頁使用
「按身份證號碼搜索」功能查閱⁽⁷⁾ 二零二五年一月八日
(星期三)下午十一時正至
二零二五年一月十四日
(星期二)午夜十二時正
- 聯交所網站 **www.hkexnews.hk** 及
我們的網站 **www.contioceangroup.com**⁽⁶⁾，
將提供上述H股證券登記處
網站的連結 不遲於二零二五年一月八日
(星期三)下午十一時正
- 於上午九時正至下午六時正
致電H股證券登記處提供的
分配結果電話查詢
熱線 +852 3691 8488 二零二五年一月九日(星期四)
至二零二五年一月十四日(星期二)
(星期六、星期日及香港公眾假期除外)
- 若閣下通過香港結算EIPO渠道申請，
閣下亦可向經紀或託管商查詢 二零二五年一月七日
(星期二)下午六時正

就根據香港公開發售全部或部分獲接納申請
寄發有關全部或部分獲接納申請的H股股票
或將H股股票存入中央結算系統 二零二五年一月八日
(星期三)或之前

於下列日期或之前，就全部或部分獲接納申請
(倘最終發售價低於申請時初步支付的
每股發售股份的最高發售價(如適用))
或全部或部分不獲接納申請，
發出網上白表電子自動
退款指示/退款支票⁽¹⁰⁾ 二零二五年一月九日
(星期四)或之前

預期股份開始在聯交所買賣⁽⁹⁾ 二零二五年一月九日
(星期四)上午九時正

預期時間表

附註：

- (1) 除非另有說明，否則所有時間及日期均指香港本地時間及日期。
- (2) 閣下不得於遞交申請的截止日期上午十一時三十分後，通過指定網站 www.hkeipo.hk 遞交申請。倘閣下於上午十一時三十分前已遞交申請，並從指定網站取得申請參考編號，閣下將獲准(通過完成支付申請股款)繼續辦理申請手續，直至遞交申請的截止日期中午十二時正(即截止辦理申請登記時)為止。
- (3) 倘於二零二五年一月六日(星期一)上午九時正至中午十二時正期間任何時間，香港懸掛「黑色」暴雨警告信號或八號或以上熱帶氣旋警告信號及/或極端情況(統稱「惡劣天氣信號」)，則當日不會開始或截止辦理申請登記。進一步詳情，請參閱「如何申請香港發售股份—E.惡劣天氣下的安排」。
- (4) 通過香港結算EIPO渠道提出申請的申請人須聯絡其經紀或託管商，以了解發出有關指示的最早時間及截止時間，因為其或會因經紀或託管商而異。
- (5) 定價日預期為二零二五年一月七日(星期二)或前後。倘若因任何理由，聯席代表(為其本身及代表其他包銷商)與我們於二零二五年一月七日(星期二)中午十二時正之前未能協定發售價，則全球發售將不會進行並將告失效。
- (6) 網站及網站所載任何資料均不構成本招股章程一部分。
- (7) (i)使用網上白表服務及香港結算EIPO渠道的全部或部分獲接納申請人；及(ii)彼等獲有條件配發的香港發售股份數目的完整清單(其中包括)將登載於 www.hkeipo.hk/IPOResult 或 www.tricor.com.hk/ipo/result。
- (8) 僅於全球發售成為無條件及「包銷—包銷安排及費用—香港公開發售—終止理由」所述終止權利未被行使時，H股股票方會於上市日期上午八時正生效。投資者如在獲發H股股票前基於公開可得分配詳情或於H股股票成為有效的所有權憑證前交易H股，須自行承擔一切風險。
- (9) 倘於二零二五年一月八日(星期三)懸掛惡劣天氣信號，H股證券登記處將作出適當安排，將H股股票送交香港結算存管處服務櫃檯，以便於二零二五年一月九日(星期四)可供交易。
- (10) 通過香港結算EIPO渠道申請支付的多繳申請股款的退款機制受申請人與其經紀或託管商之間的安排所規限。

申請人若通過香港結算EIPO渠道申請香港發售股份，應參閱「如何申請香港發售股份—D.寄發/領取H股股票及退回申請股款」以了解詳情。

申請人若通過網上白表服務提出申請並以單一銀行賬戶繳付申請股款，則退回股款(如有)可以網上白表電子自動退款指示的形式發送至指定銀行賬戶。申請人若通過網上白表服務提出申請並以多個銀行賬戶繳付申請股款，則退回股款(如有)可以退款支票的形式(以申請人為收款人，或倘屬聯名申請，則以排名首位申請人為收款人)，以普通郵遞方式寄往其申請指示所示地址，郵誤風險概由彼等自行承擔。

進一步資料載於「如何申請香港發售股份—D.寄發/領取H股股票及退回申請股款」。

預期時間表

上述預期時間表僅為概要。有關全球發售的架構(包括其條件)及香港發售股份申請手續的進一步詳情，請分別參閱本招股章程「全球發售的架構」及「如何申請香港發售股份」。

倘全球發售並未成為無條件或根據其條款予以終止，則全球發售將不會進行。在該情況下，本公司將於其後在實際可行情況下盡快刊發公告。

目 錄

致投資者的重要通知

本公司僅就香港公開發售而刊發本招股章程，其並不構成根據香港公開發售按本招股章程提呈發售的香港發售股份以外的任何證券的出售要約或購買要約招攬。在任何其他司法管轄區或於任何其他情況，本招股章程或不能用作且其亦不構成要約或認購或購買任何證券的要約招攬。概無採取任何行動以獲准於香港以外任何司法管轄區公開提呈發售股份或分派本招股章程。於其他司法管轄區分派本招股章程及提呈以及銷售發售股份均受限制，且除非根據該司法管轄區的適用證券法律獲許可、向相關證券監管機構進行登記或獲其授權或就此獲得豁免外，其未必可進行。

閣下應僅倚賴本招股章程所載的資料以作出投資決定。我們並無授權任何人士向閣下提供與本招股章程所載者不同的資料。閣下不應將並非本招股章程所載的任何資料或所作出的聲明視為已獲本公司、聯席保薦人、聯席代表、整體協調人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人、資本市場中介人、包銷商、任何本公司或彼等各自的董事、高級職員或代表或參與全球發售的任何其他人士或其他方的授權而加以倚賴。

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概 要

本概要旨在向閣下提供本招股章程所載資料的概覽。由於僅屬概要，故並無載列可能對閣下而言屬重要的所有資料。閣下在決定投資發售股份前，應細閱整份招股章程。任何投資均涉及風險。投資發售股份的若干特定風險載於本招股章程「風險因素」。閣下在決定投資發售股份前，應細閱該節。

概 覽

我們是一家中國船舶環境保護設備及系統提供商，服務世界各地的客戶。根據弗若斯特沙利文的資料，於二零二三年十二月三十一日，按船舶廢氣淨化系統的二零二三年已完成訂單總數及累計手頭訂單量計，我們在中國船舶廢氣淨化系統提供商中排名第三，在全球所有船舶廢氣淨化系統提供商中排名第四。於往績記錄期間各年度或期間，我們的船舶脫硫系統(主要包括船舶廢氣淨化系統)貢獻了我們的大部分收益，分別佔我們於二零二一年、二零二二年及二零二三年以及截至二零二三年及二零二四年六月三十日止六個月的總收益約78.7%、64.7%、66.8%、79.9%及60.7%。此外，於往績記錄期間各年度或期間，我們的收益的重大部分來自少數客戶。截至二零二一年、二零二二年及二零二三年十二月三十一日止年度各年以及截至二零二四年六月三十日止六個月，我們的五大客戶分別佔我們的總收益約90.5%、76.1%、84.3%及89.4%。

我們於二零一七年開展業務，推出首款產品船舶廢氣淨化系統。我們現已開發及商業化多種船舶環境保護設備及系統。具體而言，我們的設備及系統旨在幫助客戶(例如船東)減少硫及GHG排放。此外，我們通過提供內部設計以及供應設備及系統來提高船上生活條件及加強海事作業，旨在幫助客戶改善其船員的生活質素。

此外，對本集團設備及系統的需求由各種要求所帶動。例如，國際海事組織自二零二零年起已對燃油設定了0.5%的硫上限並自二零二三年起推出EEXI和CII等措施。於二零二三年七月七日，國際海事組織修訂其GHG減排戰略，目標是到二零五零年之前實現淨零排放的中期里程碑。此外，歐盟於二零二四年開始針對航運業推出歐盟排放交易體系及於二零二五年即將推出FuelEU Maritime規則。不斷演進的ESG監管框架已經並將繼續推動船舶環境保護設備及系統市場的增長。

根據弗若斯特沙利文的資料，全球船舶環境保護設備及系統市場從二零一七年的753.4百萬美元增加至二零二三年的3,102.2百萬美元，年均複合增長率為26.6%，並預計增加至二零二八年的11,384.1百萬美元，從二零二三年至二零二八年的年均複合增長率為29.7%。我們相信我們的設備及系統以及業務可從全球船舶環境保護設備及系統市場的潛在增長中獲利。

概 要

我們的業務模式

我們的設備及系統

我們擁有成套船舶環境保護設備及系統，可助力我們的客戶進行更高效及可持續的商業運營，同時滿足國際海事組織制定的各項規定。此等設備及系統包括船舶脫硫系統、船舶節能裝置、船舶清潔能源供應系統及海事服務。我們定制設備及系統，量身訂造每名客戶的獨特需求。我們的船舶脫硫系統為客戶提供選擇，以減少硫排放，我們亦提供其他設備及系統以長遠滿足ESG需要，例如遵守國際海事組織制定的各種規定。我們的主要客戶通常向我們購買多種設備及系統。

下表載列我們的業務分部以及因應不同客戶需求提供的各種主要產品或服務。

客戶需求	我們的業務分部	我們於各業務分部下主要的產品或服務
踐行海洋環境保護及遵守國際海事組織對硫含量的規定(二零一六年)，將船舶燃料中的硫含量從3.5%降低至0.5% ⁽¹⁾	船舶脫硫系統(旨在減少船舶的硫排放，減輕航運對空氣質量的影響)	船舶廢氣淨化系統(包括開式及混合式)
踐行海洋環境保護及遵守國際海事組織脫碳規定及目標(二零二一年)，在二零三零年前實現每次運輸工作的溫室氣體排放量相對於二零零八年的基準數字至少減少40% ⁽²⁾	船舶節能裝置(包括一套降低船舶燃料消耗及減少船舶作業碳排放的設備)	節能裝置，包括舵球、前置預旋導輪、消渦鰭、導風罩等
踐行海洋環境保護及遵守國際海事組織脫碳規定及目標(二零二三年)，在二零五零年左右實現國際航運溫室氣體淨零排放 ⁽³⁾	船舶清潔能源供應系統(協助船舶利用清潔能源推動船舶運行)	(i) 低閃點燃料供給系統(「LFSS」)(甲醇) (ii) 雙燃料供氣系統(液化天然氣/液化乙烯氣)(「FGSS」)

概 要

客戶需求	我們的業務分部	我們於各業務分部下主要的產品或服務
踐行(其中包括)環境可持續性、運營效率、及社會參與度的持續趨勢	海事服務(其旨在改善船上生活環境及精簡船舶業務)	(i) 船舶內裝, 包括及提供相關設備 (ii) 集裝箱船舶及PCTC綁扎件 (iii) 其他海事服務, 包括提供船舶設備及備件, 例如高壓清洗機、船員個體防護設備、船舶網絡安全軟硬件等

附註:

- (1) 於二零一六年, 國際海事組織下轄的海洋環境保護委員會(「MEPC」)會議將船舶燃料中硫含量上限從3.5%削減至0.5%, 自二零二零年一月一日起生效。根據弗若斯特沙利文的資料, 於二零一六年至二零二三年間, 低硫燃料的價格高於高硫燃料的價格, 預期此價格差異於二零二四年至二零二八年間將會維持。已安裝使用高硫燃料的船舶廢氣淨化系統的船舶亦可使用低硫燃料。
- (2) 於二零二一年, 國際海事組織下轄的MEPC會議更新了船舶GHG減排目標, 力爭在二零三零年前實現每次運輸工作的溫室氣體排放量相對於二零零八年的基準數字至少減少40%。
- (3) 於二零二三年, 國際海事組織下轄的MEPC會議更新了船舶GHG減排目標, 力爭達到峰值及後續在二零五零年左右實現國際航運溫室氣體淨零排放。

概 要

下表載列於所示期間我們自不同業務分部(按船舶類型劃分)產生的收益及其佔總收益的相應百分比：

	截至十二月三十一日止年度						截至六月三十日止六個月				
	二零二一年		二零二二年		二零二三年		二零二三年		二零二四年		
	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	%	
	(未經審核)										
船舶脫硫系統	110,528	78.7	172,835	64.7	341,180	66.8	175,383	79.9	204,402	60.7	
船舶廢氣淨化系統	98,960	70.4	148,282	55.5	318,987	62.5	167,016	76.1	193,628	57.5	
— 改裝現役船舶	85,600	60.9	114,933	43.0	205,029	40.2	151,183	68.9	26,977	8.0	
— 新船	13,360	9.5	33,349	12.5	113,958	22.3	15,833	7.2	166,651	49.5	
備件 ⁽¹⁾	11,568	8.3	24,553	9.2	22,193	4.3	8,367	3.8	10,774	3.2	
— 改裝現役船舶	11,568	8.3	24,553	9.2	21,998	4.3	8,367	3.8	10,232	3.0	
— 新船	—	—	—	—	195	0.0	—	—	542	0.2	
船舶節能裝置⁽²⁾	—	—	14,961	5.6	58,031	11.4	16,361	7.4	22,557	6.7	
— 改裝現役船舶	—	—	14,961	5.6	56,759	11.2	16,361	7.4	20,861	6.2	
— 新船	—	—	—	—	1,272	0.2	—	—	1,696	0.5	
船舶清潔能源供應系統	—	—	7,736	2.9	5,552	1.1	1,079	0.5	13,288	4.0	
— 改裝現役船舶	—	—	—	—	—	—	—	—	—	—	
— 新船	—	—	7,736	2.9	5,552	1.1	1,079	0.5	13,288	4.0	
海事服務	29,993	21.3	71,701	26.8	105,492	20.7	26,733	12.2	96,219	28.6	
船舶內裝	17,701	12.6	37,375	13.9	50,761	9.9	12,732	5.8	60,338	17.9	
— 改裝現役船舶	13,743	9.8	21,939	8.2	8,688	1.7	2,990	1.4	10,638	3.2	
— 新船	3,958	2.8	15,436	5.7	42,073	8.2	9,742	4.4	49,700	14.7	
集裝箱船舶及 PCTC綁扎件	11,155	7.9	22,388	8.4	33,408	6.6	9,542	4.3	30,869	9.2	
— 改裝現役船舶	11,155	7.9	22,388	8.4	4,032	0.8	2,228	1.0	3,610	1.1	
— 新船	—	—	—	—	29,376	5.8	7,314	3.3	27,259	8.1	
其他海事服務 ⁽³⁾	1,137	0.8	11,938	4.5	21,323	4.2	4,459	2.1	5,012	1.5	
總計	140,521	100.0	267,233	100.0	510,255	100.0	219,556	100.0	336,466	100.0	

概 要

附註：

- (1) 備件包括客戶作為備品或在超過保修期後為更換產品購買的船舶廢氣淨化系統零件。
- (2) 除節能裝置外，我們已開發減碳系統。然而，我們於往績記錄期間及直至最後實際可行日期並無從減碳系統產生收益。
- (3) 其他海事服務包括：(i) 船舶設備及備件，包括高壓清洗機、蔬菜水培櫃、煙氣閥、預製艙變壓器等，(ii) 船員個體防護設備，(iii) 船舶改裝和船舶維修監督服務，以及(iv) 船舶網絡安全軟硬件等。其他海事服務指我們主要售予設備製造商客戶的產品，我們不知該等產品的最終用途。由於缺乏相關知識，故我們無法按船舶類型提供明細。

下表載列於所示期間我們自不同業務分部(按客戶類型劃分)產生的收益及其佔總收益的相應百分比：

	截至十二月三十一日止年度						截至六月三十日止六個月				
	二零二一年		二零二二年		二零二三年		二零二三年		二零二四年		
	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	%	
	(未經審核)										
船舶脫硫系統	110,528	78.7	172,835	64.7	341,180	66.8	175,383	79.9	204,402	60.7	
船舶廢氣淨化系統	98,960	70.4	148,282	55.5	318,987	62.5	167,016	76.1	193,628	57.5	
— 造船商	13,360	9.5	—	—	41,929	8.2	10,110	4.6	129,158	38.3	
— 船東/船舶管理公司 ⁽¹⁾	85,600	60.9	148,282	55.5	277,058	54.3	156,906	71.5	64,470	19.2	
備件 ⁽²⁾	11,568	8.3	24,553	9.2	22,193	4.3	8,367	3.8	10,774	3.2	
— 造船商	55	0.0	—	—	1	0.0	231	0.1	102	0.0	
— 船東/船舶管理公司 ⁽¹⁾	11,174	8.1	23,644	8.9	22,052	4.3	8,043	3.7	10,668	3.2	
— 其他 ⁽³⁾	339	0.2	909	0.3	140	0.0	93	0.0	4	0.0	
船舶節能裝置 ⁽⁴⁾	—	—	14,961	5.6	58,031	11.4	16,361	7.4	22,557	6.7	
— 造船商	—	—	—	—	1,272	0.2	—	—	1,696	0.5	
— 船東/船舶管理公司 ⁽¹⁾	—	—	14,961	5.6	56,759	11.2	16,361	7.4	20,861	6.2	

概 要

	截至十二月三十一日止年度						截至六月三十日止六個月			
	二零二一年		二零二二年		二零二三年		二零二三年		二零二四年	
	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	%
船舶清潔能源供應系統	—	—	7,736	2.9	5,552	1.1	1,079	0.5	13,288	4.0
— 造船商	—	—	6,130	2.3	4,141	0.9	870	0.4	11,876	3.6
— 船東/船舶管理公司 ⁽¹⁾	—	—	1,005	0.4	679	0.1	209	0.1	346	0.1
— 其他 ⁽³⁾	—	—	601	0.2	732	0.1	—	—	1,066	0.3
海事服務	29,993	21.3	71,701	26.8	105,492	20.7	26,733	12.2	96,219	28.6
船舶內裝	17,701	12.6	37,375	13.9	50,761	9.9	12,732	5.8	60,338	17.9
— 造船商	6,230	4.4	21,532	8.0	34,131	6.6	7,739	3.5	43,016	12.8
— 船東/船舶管理公司 ⁽¹⁾	11,468	8.2	15,838	5.9	16,614	3.3	4,993	2.3	15,518	4.6
— 其他 ⁽³⁾	3	0.0	5	0.0	16	0.0	—	—	1,804	0.5
集裝箱船舶及 PCTC 綁扎件	11,155	7.9	22,388	8.4	33,408	6.6	9,542	4.3	30,869	9.2
— 造船商	—	—	—	—	—	—	—	—	—	—
— 船東/船舶管理公司 ⁽¹⁾	11,155	7.9	19,534	7.3	31,292	6.2	7,469	3.4	30,858	9.2
— 其他 ⁽³⁾	—	—	2,854	1.1	2,116	0.4	2,073	0.9	11	0.0
其他海事服務 ⁽⁵⁾	1,137	0.8	11,938	4.5	21,323	4.2	4,459	2.1	5,012	1.5
— 造船商	—	—	80	0.0	5,986	1.2	—	—	—	—
— 船東/船舶管理公司 ⁽¹⁾	—	—	—	—	—	—	—	—	938	0.3
— 其他 ⁽³⁾	1,137	0.8	11,858	4.5	15,337	3.0	4,459	2.1	4,074	1.2
總計	140,521	100.0	267,233	100.0	510,255	100.0	219,556	100.0	336,466	100.0

概 要

附註：

- (1) 於往績記錄期間，由於船舶管理公司為船東管理船舶並(在部分情況下)代表船東與我們訂立合約，我們並無區分來自船東的收益及來自船舶管理公司的收益。船舶的日常運營由船東或船舶管理公司管理，其不影響我們提供產品及服務或對其收費的方式。
- (2) 備件包括客戶作為備品或在超過保修期後為更換產品而購買的船舶廢氣淨化系統零件。
- (3) 其他主要包括向設備製造商所作銷售而產生的收益。
- (4) 除節能裝置外，我們已開發減碳系統。然而，我們於往績記錄期間及直至最後實際可行日期並無從減碳系統產生收益。
- (5) 其他海事服務包括(i)船舶設備及備件，包括高壓清洗機、蔬菜水培櫃、煙氣閥、預製船艙變壓器等，(ii)船員個體防護設備，(iii)船舶改裝及船舶維修監督服務，及(iv)船舶網絡安全軟硬件等。

下表載列於所示期間我們自不同業務分部所產生的毛利及其相應毛利率：

	截至十二月三十一日止年度						截至六月三十日止六個月			
	二零二一年		二零二二年		二零二三年		二零二三年		二零二四年	
	毛利	毛利率	毛利	毛利率	毛利	毛利率	毛利	毛利率	毛利	毛利率
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	%	
船舶脫硫系統	40,703	36.8	78,410	45.4	182,856	53.6	87,860	50.1	107,172	52.4
船舶節能裝置	—	—	6,141	41.1	27,673	47.7	7,096	43.4	11,210	49.7
船舶清潔能源供應系統	—	—	1,740	22.5	1,272	22.9	247	22.9	3,022	22.7
海事服務	6,806	22.7	13,791	19.2	29,936	28.4	5,975	22.4	21,378	22.2
— 船舶內裝	6,038	34.1	12,402	33.2	20,270	39.9	4,505	35.4	15,208	25.2
— 集裝箱船舶及 PCTC綁扎件	627	5.6	1,039	4.6	5,508	16.5	1,397	14.6	5,394	17.5
— 其他海事服務 ⁽¹⁾	141	12.4	350	2.9	4,158	19.5	73	1.6	776	15.5
總計	47,509	33.8	100,082	37.5	241,737	47.4	101,178	46.1	142,782	42.4

附註：

- (1) 其他海事服務包括：(i)船舶設備及備件，包括高壓清洗機、蔬菜水培櫃、煙氣閥、預製船艙變壓器等，(ii)船員個體防護設備，(iii)船舶改裝和船舶維修監督服務，以及(iv)船舶網絡安全軟硬件等。

概 要

於往績記錄期間各年度或期間，我們的船舶廢氣淨化系統貢獻了我們的大部分收益。下表載列於往績記錄期間我們的船舶廢氣淨化系統的收益、完成的訂單數量及平均售價：

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
				(未經審核)	
收益					
改裝現役船舶(人民幣千元)	85,600	114,933	205,029	151,183	26,977
新船(人民幣千元)	13,360	33,349	113,958	15,833	166,651
總計	<u>98,960</u>	<u>148,282</u>	<u>318,987</u>	<u>167,016</u>	<u>193,628</u>
毛利					
改裝現役船舶(人民幣千元)	29,111	46,691	106,916	74,951	10,063
新船(人民幣千元)	5,002	18,181	63,066	9,438	91,981
總計	<u>34,113</u>	<u>64,872</u>	<u>169,982</u>	<u>84,389</u>	<u>102,044</u>
毛利率					
改裝現役船舶(%)	34.0	40.6	52.1	49.6	37.3
新船(%)	37.4	54.5	55.3	59.6	55.2
總計	<u>34.5</u>	<u>43.7</u>	<u>53.3</u>	<u>50.5</u>	<u>52.7</u>
已完成訂單的數目					
改裝現役船舶(艘)	7	10	24	17	4
新船(艘)	2	4	13	2	21
總計	<u>9</u>	<u>14</u>	<u>37</u>	<u>19</u>	<u>25</u>
平均售價					
改裝現役船舶(人民幣千元)	12,229	11,493	8,543	8,893	6,744
新船(人民幣千元)	6,680	8,337	8,766	7,917	7,936
平均售價	10,996	10,592	8,621	8,790	7,745

概 要

於往績記錄期間，我們用於新船的船舶廢氣淨化系統的毛利率普遍高於改裝現役船舶，乃主要由於新船通常以類似設計製造而成，使我們可分攤及節省設計成本，而改裝現役船舶則可能產生由外部供應商提供的3D掃描及修改設計等相關設計成本。

於二零二二年，我們用於改裝現役船舶的船舶廢氣淨化系統的毛利率遠低於新船，乃主要由於我們就二零二零年所獲得與改裝現役船舶相關的若干訂單向原設備製造商採購塔體，而非自行製造。我們僅自二零二一年六月起方進行商業生產，因此我們在有關生產前會向原設備製造商下達訂單，以滿足與改裝現役船舶相關的若干訂單的原定交付時間表。然而，由於該等船舶的交付及安裝時間表有所延誤，導致該等訂單於二零二二年連同相關收益確認一併完成，令該年度的毛利率相對較低。

於二零二三年，我們用於改裝現役船舶的船舶廢氣淨化系統的毛利率與新船相若，乃主要由於(i)我們完成多宗與交付時間表緊迫的改裝現役船舶相關的訂單，並收取較高售價，導致毛利率相對較高；及(ii)於二零二三年下半年，我們完成多宗與擁有類似設計的改裝現役船舶相關的訂單，使我們可分攤及節省設計成本。

截至二零二四年六月三十日止六個月，我們用於改裝現役船舶的船舶廢氣淨化系統的毛利率遠低於新船，乃主要由於我們僅完成改裝現役船舶的四份訂單，其中涉及根據客戶要求設計獨特直徑尺寸的脫硫塔，從而增加設計成本。在並無相應大幅調整售價以保持競爭力的情況下，該等訂單的毛利率因而降低。

於二零二一年及二零二二年以及截至二零二三年六月三十日止六個月，我們的新船船舶廢氣淨化系統的平均售價低於改裝現役船舶，主要是因為改裝現役船舶的訂單涉及額外改裝成本(包括現場3D掃描及改裝設計等)，導致平均售價較高。

因涉及改裝成本，與改裝現役船舶相關訂單的單位售價通常較高，然而，於二零二三年及截至二零二四年六月三十日止六個月，我們改裝現役船舶的船舶廢氣淨化系統的平均售價低於新船舶的單價，主要原因是我們根據客戶的要求採用直徑更小的脫硫塔完成改裝現役船舶，與新船相比，其具有更低的成本及更低的平均售價。隨著脫硫塔的直徑增加，脫硫塔的鋼材用量也會增加，導致脫硫塔的成本上升。此外，相關系統設備(如海水泵和變頻驅動器(包括其數量及功率))的配置亦需要加強。

概 要

我們的船舶廢氣淨化系統的平均售價於往績記錄期間下降主要是由於我們的改裝現役船舶的船舶廢氣淨化系統之平均售價於同期下降所致。我們於二零二二年的改裝現役船舶的船舶廢氣淨化系統平均售價下降主要是由於一個已完工訂單涉及直徑為2.8米的小型脫硫塔，而二零二一年的已完工訂單不涉及這種小型脫硫塔。與二零二二年的已完工訂單相比，我們於二零二三年的改裝現役船舶的船舶廢氣淨化系統平均售價下降主要是由於已完工訂單主要涉及我們客戶所要求的較小直徑的脫硫塔。截至二零二三年六月三十日止六個月，我們根據客戶要求提供安裝服務，其中兩份訂單涉及船舶廢氣淨化系統(其安裝服務通常由第三方船廠或造船商客戶提供)及一份訂單涉及雙脫硫塔，由於所提供的額外安裝服務及多一個脫硫塔，該等訂單的平均售價較高。然而，於截至二零二四年六月三十日止六個月，我們在已完工訂單中並未提供該等來自客戶的特別要求，從而導致我們的改裝現役船舶的船舶廢氣淨化系統平均售價於同期下降。截至二零二四年六月三十日止六個月，本公司船舶廢氣淨化系統的平均售價為往績記錄期間的最低水平，主要是由於該期間來自新船訂單的收益比例增加，而其中由於交付的脫硫塔直徑較小導致訂單的相關平均售價下降。

於二零二四年十一月二十七日後，我們的積壓訂單(按訂單數量及價值)及將確認為收益的金額變動如下：

- (i) 船舶脫硫系統：截至二零二四年十一月二十七日，我們的手頭訂單為263份(包括24份船舶廢氣淨化系統訂單及239份備件訂單)，總合約金額為人民幣174.4百萬元，其中總合約金額為人民幣45.2百萬元的188份訂單(包括四份船舶廢氣淨化系統訂單及184份備件訂單)估計將於截至二零二四年十二月三十一日止兩個月完成。總合約金額為人民幣113.9百萬元及人民幣15.3百萬元的餘下64份訂單(包括18份系統訂單及46份備件訂單)及11份訂單(包括兩份系統訂單及九份備件訂單)估計將分別於二零二五年及二零二六年完成。
- (ii) 船舶節能裝置：截至二零二四年十一月二十七日，我們的手頭訂單為27份，總合約金額為人民幣35.4百萬元，其中總合約金額為人民幣24.5百萬元的19份訂單估計將於截至二零二四年十二月三十一日止兩個月完成。總合約金額為人民幣10.9百萬元的餘下八份訂單估計將於二零二五年完成。
- (iii) 船舶清潔能源供應系統：截至二零二四年十一月二十七日，我們的手頭訂單為70份，總合約金額為人民幣134.5百萬元，其中總合約金額為人民幣30.9百萬元的16份訂單估計將於截至二零二四年十二月三十一日止兩個月完成。總合約金額為人民幣79.7百萬元及人民幣23.9百萬元的餘下41份及13份訂單估計將分別於二零二五年及二零二六年完成。

概 要

- (iv) 海事服務：截至二零二四年十一月二十七日，我們的手頭訂單為1,297份，總合約金額為人民幣258.1百萬元，其中總合約金額為人民幣35.8百萬元的577份訂單估計將於截至二零二四年十二月三十一日止兩個月完成。總合約金額為人民幣124.4百萬元、人民幣59.0百萬元、人民幣30.2百萬元及人民幣8.7百萬元的餘下488份、222份、八份及兩份訂單估計將分別於二零二五年、二零二六年、二零二七年及二零二八年完成。

我們的研發實力

我們獲認可為國家級高新技術企業及上海市專精特新企業。我們的研發團隊位於上海及里斯本，在行業中擁有平均10年經驗，普遍持有各種工程學科的學位，是我們項目生命週期中從概念到執行不可或缺的一部分。從項目中累積的應用及反饋有助於我們改善及完善研發策略。憑藉位於上海及里斯本的研發團隊，我們利用國內的船舶專業知識和成熟的歐洲船舶環境保護設備及系統行業。我們的產品獲得主要船級社的認證，確保遵守國際標準。

我們的生產設施

我們的生產設施策略性地位於江蘇南通，毗鄰上海，是全球最大經濟區之一長江三角洲的一部分。我們採用「以銷定產」模式，即需求導向法，從而使我們的生產計劃與銷售訂單量保持一致，並最大限度地減少生產過剩和庫存過剩的風險。我們在生產設施內生產船舶廢氣淨化系統的重要核心零部件，其中包括脫硫塔、電控系統、水質分析儀及煙氣閥，以及我們其他設備及系統的若干零部件。藉助我們自身的生產設施，我們認為，通過更好地掌控生產工藝，我們可提升產品質量控制及成本效益。

我們的服務網絡及客戶群

通過全球服務網絡，我們為客戶提供從售前技術諮詢到售後維護的全面服務。我們的全球服務網絡包括位於上海及新加坡的服務中心，我們亦通過服務承包商在全球提供服務。此外，我們已充分利用我們的全球服務網路打造一個不斷擴大的全球客戶群。

競爭

我們所處的行業競爭激烈，且通常與船舶環境保護設備及系統提供商競爭。競爭主要集中在技術進步、服務價格、所提供服務的質量及種類、財務能力及接觸客戶的機會。此外，當我們進入新市場時，我們可能會面臨來自在相關地區已建立業務的公司及具有類似擴張目標的其他公司的激烈競爭。

概 要

與海外公司相比，中國船舶環保設備及系統提供商在交付速度方面表現出色，通常較國際競爭對手領先兩個月完成項目。此外，我們是全球極少數專注於船舶環境保護設備及系統的公司之一，而大多數競爭對手僅將此領域視為其更廣泛產品組合的一部分。這種專注使我們能夠提供更具體、專業及定制的解決方案，以滿足特定客戶的需求。此外，與海外公司相比，由於勞工及原材料成本較低，我們可以為產品提供更具競爭力的價格。

與國內競爭對手相比，我們已擴張至其船舶脫硫系統的核心業務之外，還包括節能裝置及清潔能源供應系統。該擴張既與不斷變化的客戶需求一致，亦符合日益嚴格的全球法規，確保我們保持相關性及競爭力。相比而言，眾多國內競爭對手適應這些市場變化的速度較慢。此外，通過形成其核心船舶環保設備及系統業務，我們提供擴展服務(如海事服務)。船東通常將其改裝供應商限制在一至兩個服務提供商，以提高成本效率。我們與客戶合作的歷史及客戶滿意度使我們成為有關服務的首選提供商。此外，藉助我們自身的生產設施，我們相信，通過相較於其他國內競爭對手更好地掌控生產工藝，我們可提升產品質量控制及成本效益。最後，相比國有企業，我們作為民營船舶脫硫系統提供商，擁有更精簡的決策流程，使我們能夠快速應對市場變化及把握機會。

我們的優勢

我們認為下列優勢促成我們的成功並使我們從其他競爭對手中脫穎而出。

- 船舶環境保護設備及系統提供商，受惠於嚴格且日新月異的ESG監管框架及海洋環境保護相關倡議所帶動日益壯大的全球市場
- 研發及創新能力，捕獲快速變化的市場需求
- 強大的全球服務網絡，服務多元優質的客戶群
- 全方位的定制型船舶環境保護設備及系統
- 強大的供應鏈管理能力及嚴格的質量控制
- 具有豐富行業經驗及良好業績記錄的管理團隊

我們的策略

我們計劃通過實施下列業務策略進一步鞏固我們作為船舶環境保護設備及系統提供商的地位：

- 進一步加大對研發及技術創新的投資，繼續豐富我們的設備及系統
- 強化營銷能力，擴大全球客戶範圍
- 進一步強化我們的製造能力
- 進行策略併購或建立策略夥伴關係，鞏固我們的市場地位或擴展我們的設備及系統

我們的客戶及供應商

我們設備及系統的客戶主要包括(i)船東；(ii)船舶管理公司；及(iii)造船商。我們積極開拓新市場，通過展會、渠道推廣、在線新聞以及訪問船東及造船商等各種渠道擴大客戶群。來自我們五大客戶於截至二零二一年、二零二二年及二零二三年十二月三十一日止年度各年以及截至二零二四年六月三十日止六個月的收益佔各年度或期間總收益約90.5%、76.1%、84.3%及89.4%，而來自最大客戶於各相同年度或期間的收益佔各年度或期間總收益約30.2%、33.3%、37.3%及23.6%。我們的五大客戶於往績記錄期間各年度或期間並不相同。

於往績記錄期間各年度或期間內，我們的大部分收益來自五大客戶。根據弗若斯特沙利文的資料，船舶環境保護設備及系統行業客戶群的集中度符合行業常態。我們正尋求通過培育與新興市場的關係以降低集中風險，並擴大我們的設備及系統產品以吸引更多廣泛的客戶群。此外，我們正在投資市場發展及銷售，以提高我們的品牌知名度及吸引新客戶。我們亦利用技術進步來創新我們的設備及系統，從而提高我們的競爭優勢及減少對任何單一客戶或細分市場的依賴。經過這些共同努力，我們的目標是實現更平衡的收益來源及鞏固我們的長期市場地位。此外，客戶已經習慣於使用我們的設備及系統，轉而使用其他供應商的產品會產生轉換成本。根據弗若斯特沙利文的資料，使用其他的設備及系統會引致時間及成本增加，以培訓人員熟悉新設備及系統。

於往績記錄期間，我們的主要供應商包括工程設備提供商、零部件提供商、不鏽鋼板提供商、銷售代理、原設備製造商及運輸服務提供商。來自我們五大供應商於截至二零二一年、二零二二年及二零二三年十二月三十一日止年度各年以及截至二零二四年六月三十日止六個月的採購額佔各年度或期間採購總額約70.5%、40.9%、34.5%及56.0%，以及來自我們最大供應商於各相同年度或期間的採購額佔各年度或期間採購總額約51.0%、13.7%、9.7%及26.0%。

主要風險因素

我們的業務營運及全球發售面對各種風險，其中許多風險非我們所能控制。有關風險可分為：(i)與我們的業務及行業有關的風險；(ii)與我們在中國經營業務有關的風險；及(iii)與全球發售有關的風險。

我們認為，我們面對的主要風險因素包括但不限於：

- 我們未來的增長取決於對船舶環境保護設備及系統的需求以及提供支持的法律及監管框架；
- 高硫燃料和低硫燃料之間的價格差距縮小和／或引入替代燃料可能會影響我們船舶廢氣淨化系統的市場需求；
- 倘現時有利於船舶環境保護設備及系統行業的監管政策有不利變動或終止，或會對我們的業務造成不利影響；
- 我們過往的增長率未必能反映我們未來的表現；
- 船舶環境保護設備及系統行業高度分散且競爭激烈，我們無法保證在有關行業中成功競爭；
- 我們未必能及時適應快速變化的技術，甚或完全無法適應；
- 我們的船舶脫硫系統的銷售集中於有限數量的客戶可能會影響我們的收益及盈利能力；
- 匯率波動可能對我們的業務、前景、營運業績及財務狀況造成重大不利影響；
- 我們的設備及系統可能無法滿足客戶的期望，並可能存在缺陷；
- 我們的業務前景取決於我們能否成功推出及推廣新設備及系統以及執行我們計劃的業務舉措。然而，此舉可能會使我們面臨全新的更大挑戰及風險；及
- 我們可能會遇到用於我們設備及系統的原材料或產品組件成本上升或供應中斷。

有關進一步詳情，請參閱「風險因素」。

控股股東

我們的控股股東(即我們的聯合創始人周洋先生、趙明珠先生及陳志遠先生以及匯舸發展)將於緊隨全球發售完成後(未計及根據首次公開發售前購股權計劃授出的購股權獲行使)合共擁有本公司已發行股本71.25%權益。於最後實際可行日期,匯舸發展為員工持股平台,就上市規則而言,其被視為本公司的控股股東之一,原因是其普通合夥人為匯舸產業,而匯舸產業由周洋先生持有37.50%、趙明珠先生持有31.25%而陳志遠先生持有31.25%。

緊隨全球發售完成後(未計及根據首次公開發售前購股權計劃授出的購股權獲行使),就上市規則第8.08(1)條而言,本公司預期已發行股本總額25.00%將由公眾人士持有(根據發售價35.8港元(即本招股章程所述指示性發售價範圍的中位數)計算,約為本公司市值的358.0百萬港元)。

根據中國公司法,公司公開發售股份前已發行的股份自該等公開發售的股份在相關證券交易所上市及買賣當日起一年內不得轉讓。因此,本公司於根據全球發售發行H股前已發行的股份(包括控股股東持有的股份)自上市日期起計一年期間內將受限於有關轉讓的法定限制。此外,由於我們的非H股在全國股轉系統報價,我們的股東需遵守《全國中小企業股份轉讓系統業務規則(試行)》中的轉讓限制,即全部已發行非H股在全國股轉系統報價前由本公司控股股東及實際控制人直接或間接持有在全國股轉系統報價的股份,應在報價日期、該報價日期後滿一週年及滿兩週年,分三批等額解除轉讓限制。此外,各控股股東將於上市之前根據上市規則第10.07條及香港包銷協議提供不處置承諾。詳情請參閱本招股章程「歷史、發展及公司架構—股東的股份轉讓限制及禁售承諾」及「包銷」章節。根據中國公司法,董事、監事及本公司高級管理層成員(定義見公司章程)應申報其於本公司的持股量及其持股量的任何變動。該等董事、監事及高級管理層成員在其任期內每年轉讓的股份於上任時釐定,不得超過其各自於本公司持股總數的25%。上述人士所持本公司股份自股份上市之日起一年內不得轉讓,亦不得於其辭任本公司職位後半年內轉讓。

概 要

主要財務資料概要

以下所載過往財務資料概要源自我們的經審核綜合財務報表及經審閱簡明綜合財務報表(包括附註)，應連同本招股章程「財務資料」所載資料與之一併閱讀，該等報表載於本招股章程附錄一所載會計師報告。我們的財務資料根據國際財務報告準則編製。

綜合損益表

下表載列於所示期間我們的綜合損益表：

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	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
				(未經審核)	
收益	140,521	267,233	510,255	219,556	336,466
銷售成本	<u>(93,012)</u>	<u>(167,151)</u>	<u>(268,518)</u>	<u>(118,378)</u>	<u>(193,684)</u>
毛利	47,509	100,082	241,737	101,178	142,782
其他收入	2,233	702	3,612	1,279	2,631
其他收益及虧損	4,033	(5,219)	(6,576)	(7,527)	5,345
分銷及銷售開支	(13,152)	(16,188)	(27,744)	(12,163)	(20,550)
行政開支	(18,277)	(24,907)	(47,336)	(17,306)	(23,495)
研發開支	(6,526)	(9,793)	(18,929)	(5,566)	(10,148)
分佔聯營公司業績	—	(897)	(1,722)	(767)	—
預期信貸虧損模 型下的減值虧損， 扣除撥回	(924)	(709)	(1,700)	(521)	(304)
財務成本	<u>(132)</u>	<u>(176)</u>	<u>(558)</u>	<u>(119)</u>	<u>(443)</u>
除稅前溢利	14,764	42,895	140,784	58,488	95,818
所得稅開支	<u>(1,995)</u>	<u>(6,118)</u>	<u>(20,250)</u>	<u>(8,760)</u>	<u>(13,736)</u>
年內／期內溢利	<u>12,769</u>	<u>36,777</u>	<u>120,534</u>	<u>49,728</u>	<u>82,082</u>

概 要

於截至二零二一年、二零二二年及二零二三年十二月三十一日止年度，我們的收益分別為人民幣140.5百萬元、人民幣267.2百萬元及人民幣510.3百萬元，而截至二零二三年及二零二四年六月三十日止六個月則分別為人民幣219.6百萬元及人民幣336.5百萬元。我們於往績記錄期間的收益增長主要歸因於自二零二零年以來全球及國家規定及倡議不斷演變，推動對我們船舶環境保護設備及系統及海事服務的需求增加，有關要求及倡議包括國際海事組織引入自二零二零年初起限制船用燃油含硫量不得超過0.5%的規定以及國際海事組織成員國所同意旨在約於二零五零年或之前實現淨零排放的經修訂GHG減排策略。此外，近期對於改善船員的船上生活條件的關注以及集裝箱船運運費率飆升導致對我們海事服務的需求有所上升。

有關進一步詳情，請參閱「財務資料—綜合損益表主要組成部分的說明」。

綜合財務狀況表概要

下表載列我們截至所示日期的綜合財務狀況表的經選定資料：

	截至十二月三十一日			截至
	二零二一年	二零二二年	二零二三年	二零二四年 六月三十日
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
流動資產總值	292,747	311,098	451,798	343,090
非流動資產總值	65,658	65,618	70,702	67,633
資產總值	358,405	376,716	522,500	410,723
流動負債總額	243,258	240,191	266,216	155,387
非流動負債總額	1,547	622	1,493	15,927
負債總額	244,805	240,813	267,709	171,314
流動資產淨值	49,489	70,907	185,582	187,703
資產淨值	113,600	135,903	254,791	239,409
股本／實繳股本	20,000	20,000	30,000	30,000
儲備	92,019	114,122	222,129	207,405
本公司擁有人 應佔權益	112,019	134,122	252,129	237,405
非控股權益	1,581	1,781	2,662	2,004
權益總額	113,600	135,903	254,791	239,409

概 要

截至二零二三年十二月三十一日及二零二四年六月三十日，我們的流動資產淨值維持相對穩定，分別為人民幣185.6百萬元及人民幣187.7百萬元。

我們的流動資產淨值由截至二零二二年十二月三十一日的人民幣70.9百萬元增加至截至二零二三年十二月三十一日的人民幣185.6百萬元，主要由於現金及現金等價物由截至二零二二年十二月三十一日的人民幣66.7百萬元增加至截至二零二三年十二月三十一日的人民幣177.4百萬元，主要歸因於二零二三年度的溢利。

我們的流動資產淨值由截至二零二一年十二月三十一日的人民幣49.5百萬元增加至截至二零二二年十二月三十一日的人民幣70.9百萬元，主要由於存貨由截至二零二一年十二月三十一日的人民幣32.3百萬元增加至截至二零二二年十二月三十一日的人民幣87.3百萬元，主要原因是(i)我們於二零二二年底加快生產進度，以滿足船舶脫硫系統多個訂單的緊迫交貨安排，及(ii)我們於二零二二年底前採購若干原材料，例如不鏽鋼板及不鏽鋼管，但部分被現金及現金等價物的減少(由截至二零二一年十二月三十一日的人民幣100.1百萬元減少至截至二零二二年十二月三十一日的人民幣66.7百萬元)所抵銷，主要歸因於(i)支付的股息及(ii)收購共同控制下的附屬公司的淨現金流出。

綜合現金流量表概要

下表載列我們於所示期間的綜合現金流量表的經選定現金流量數據：

	截至十二月三十一日			截至六月三十日	
	止年度			止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	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
經營活動(所用)					
所得現金淨額	(46,765)	(10,385)	151,107	62,890	(14,908)
投資活動所得(所用)					
現金淨額	32,520	(7,240)	(58,721)	(21,764)	36,469
融資活動(所用)					
所得現金淨額	(11,942)	(22,715)	16,932	34,340	(43,951)
現金及現金等價物					
(減少)增加淨額	(26,187)	(40,340)	109,318	75,466	(22,390)
年/期初現金及現金等價物	128,688	100,082	66,723	66,723	177,414
匯率變動影響	(2,419)	6,981	1,373	403	610
年/期末現金及現金等價物總額	<u>100,082</u>	<u>66,723</u>	<u>177,414</u>	<u>142,592</u>	<u>155,634</u>

概 要

我們於二零二一年、二零二二年及截至二零二四年六月三十日止六個月錄得經營現金流出淨額。

截至二零二四年六月三十日止六個月，我們的經營活動所用現金淨額為人民幣14.9百萬元，主要由於合約負債減少人民幣153.1百萬元，反映我們在確認收益前已收到的客戶分期付款。減少乃主要由於我們完成大量訂單，並同時確認之前就相同訂單收到的客戶分期付款作為收益。然而，上述收益確認並無為我們產生任何現金流入。

於二零二二年，我們的經營活動所用現金淨額為人民幣10.4百萬元，主要由於我們考慮到二零二三年一月的春節假期時間較早，我們在二零二二年底前預先採購更多原材料，並在二零二二年底加快生產進度，以滿足多個訂單的緊迫完成時間表，以及由於我們的業務擴張所致。

於二零二一年，我們的經營活動所用現金淨額為人民幣46.8百萬元，主要由於訂單數量增加及業務擴張，故我們作出額外保證金、償付貿易及其他應收款項，以及採購存貨。

鑑於上述經營現金流出淨額狀況，我們計劃通過以下方式改善經營現金流出：(i) 與供應商磋商豁免其預付款要求，並加強與銀行合作以降低其保證金要求；(ii) 與供應商建立長期合作關係、實行定期付款及利用銀行承兌匯票及信用證等融資工具進行結算，延長供應商的信用期；(iii) 優化採購、生產及交付安排加快存貨周轉，以加強存貨管理；及(iv) 加快收回應收款項。

主要財務比率

下表載列我們截至所示日期或期間的主要財務比率：

	截至十二月三十一日／ 截至該日止年度			截至 六月 三十日／ 截至該日 止六個月
	二零二一年	二零二二年	二零二三年	二零二四年
純利率 ⁽¹⁾ (%)	9.1	13.8	23.6	24.4
流動比率 ⁽²⁾ (倍)	1.2	1.3	1.7	2.2
速動比率 ⁽³⁾ (倍)	1.1	0.9	1.4	2.0
資本負債比率 ⁽⁴⁾ (%)	2.3	4.1	8.9	12.2

概 要

附註：

- (1) 純利率等於年／期內純利除以年／期內收益，再乘以100%。
- (2) 流動比率按流動資產總值除以流動負債總額計算。
- (3) 速動比率按流動資產總值減存貨再除以流動負債總額計算。
- (4) 資本負債比率按債務總額(包括銀行借款及租賃負債)除以權益總額乘以100%計算。

全球發售統計資料

下表統計數據乃基於以下假設：(i)全球發售已完成，且於全球發售中已發行及銷售10,000,000股股份；(ii)根據首次公開發售前購股權計劃授出的購股權未獲行使；及(iii)全球發售完成後已發行40,000,000股股份。

	基於發售價 每股31.8港元	基於發售價 每股39.8港元
股份市值(概約) ⁽¹⁾	1,272.0百萬港元	1,592.0百萬港元
截至二零二四年六月三十日本公司 擁有人應佔本集團每股未經審核備考 經調整綜合有形資產淨值 ⁽²⁾	13.01港元	14.94港元

附註：

- (1) 該計算乃基於緊隨全球發售完成後預期已發行40,000,000股股份(未計及根據首次公開發售前購股權計劃授出的購股權獲行使)的假設。
- (2) 每股未經審核備考經調整綜合有形資產淨值乃於本招股章程附錄二「未經審核備考財務資料」所述的調整後，並基於緊隨全球發售完成後已發行40,000,000股股份(未計及根據首次公開發售前購股權計劃授出的購股權獲行使)計算。
- (3) 並無就權益股東應佔未經審核備考經調整綜合有形資產淨值作出調整，以反映任何交易結果或於二零二四年六月三十日後訂立的其他交易。

未來計劃及所得款項用途

有關我們未來計劃及策略的詳情，請參閱「業務—我們的策略」。

我們估計，經扣除我們就全球發售應付的包銷佣金、費用及估計開支後，並假設發售價為每股股份35.8港元(即本招股章程所述指示發售價範圍的中位數)，我們將自全球發售收取所得款項淨額約312.0百萬港元。

我們擬將自全球發售收取的所得款項淨額按下列金額用作下列用途，惟可根據我們不斷變化的業務需要及變化不定的市況予以更改：

- 約50.0%(或156.0百萬港元)將用於研發。
- 約15.0%(或46.8百萬港元)將用於潛在併購。
- 約15.0%(或46.8百萬港元)將用於租賃在中國內地或東南亞的生產設施。此外，我們亦會就生產設施採購或租賃製造及倉儲物流設備，並購置資訊科技軟硬件。
- 約10.0%(或31.2百萬港元)將用於在全球各地設立四間服務中心，包括亞洲、歐洲及中東。我們亦會升級服務中心。
- 約10.0%(或31.2百萬港元)將用作營運資金及其他一般企業用途。

有關進一步詳情，請參閱「未來計劃及所得款項用途」。

股息及股息政策

我們或會以現金或我們認為適當的其他方式分派股息。截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月，本公司分別宣派現金股息人民幣11.0百萬元、人民幣20.0百萬元、人民幣5.0百萬元及人民幣96.0百萬元，並分別派付現金股息人民幣11.0百萬元、人民幣20.0百萬元、人民幣5.0百萬元及人民幣48.0百萬元予股東。於二零二四年七月二十三日，我們支付餘下現金股息人民幣48.0百萬元，並全數結清過往宣派的所有股息。受我們的組織章程細則及中國公司法所限，我們已採納一項全面年度股息政策，據此(i)我們應重視向投資者提供合理的投資回報，採用具有連續性及穩定性的利潤分配政策；(ii)於分派股息時，我們遵守相關法律、法規及我們的章程文件，平衡我們的長期發展計劃，同時向股東提供合理的回報，並確保持有相同類型股份的股東享有相同的利益；及(iii)我們可以現金股息、股票分紅、或現金股息及股票分紅相結合的方式宣派股息。全面年度股息政策並無固定派息比率，而財政年度的任何末期股息將須經股東批准後方可作實。未來宣派及派付任何股息的決議將由董事會酌情決定，其將取決於(其中包括)我們的盈利、財務狀況、資本需求、債務水平、適用於派付股息的法定及合約限制以及董事會視為相關的其他考慮因素。

股息僅可自相關法律所允許的可分派溢利中派付。概不保證我們將能夠按任何董事會計劃所載金額宣派或分派任何股息，甚或不會宣派或分派股息。此外，倘我們或我們任何附屬公司於未來代表我們或其本身產生債務，則規管該債務的文據可能限制我們派付股息的能力。過往的股息分派記錄不可用作釐定我們未來可能宣派或派付的股息水平的參考或基準。

上市開支

上市開支指與全球發售有關的專業費用、包銷佣金及其他費用。截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月，產生的上市開支分別為零、零、零及人民幣6.8百萬元。我們預計產生的上市開支總額約為人民幣42.6百萬元(基於發售價每股發售股份35.8港元(即發售價範圍中位數))，於往績記錄期間，損益已扣除零元。上市開支總額包括約人民幣11.6百萬元的包銷相關費用(包括證監會交易徵費、聯交所交易費及會財局交易徵費)及約人民幣31.0百萬元的非包銷費用，主要包括(i)聯席保薦人、法律顧問及申報會計師的費用約人民幣23.6百萬元；及(ii)其他費用及開支約人民幣7.4百萬元。在上市開支總額中，約人民幣0.4百萬元預計將自截至二零二四年十二月三十一日止年度的損益扣除，而直接歸屬於發行H股的約人民幣42.2百萬元預計將於全球發售完成後自權益扣除。估計上市開支總額佔全球發售所得款項總額的8.9%。上述上市開支為最後可行估計，僅供參考，實際金額可能有別於與該估計。

COVID-19 疫情的影響

於往績記錄期間，COVID-19 疫情對我們及整個行業帶來影響。勞動力減少、集裝箱短缺、供應鏈中斷以及 COVID-19 造成的商品需求增加等因素在二零二一年至二零二二年間大幅提高了海運價格。一方面，航運公司受惠於運費大幅上漲，業績屢創新高，該等公司繼而擴大資本開支，包括採購新船以及與新船訂單相關的設備及系統。另一方面，許多船東推遲對其營運中船舶的設備及系統安裝，以免中斷其航運業務運作，從而受惠於高昂的海運費用。因此，船舶脫硫系統行業的市場規模在二零二二年下降至 1,137.8 百萬美元，導致全球船舶環境保護設備及系統市場整體下滑。其他詳情請參閱「行業概覽」。

此外，受 COVID-19 疫情影響，我們的業務營運面臨一定挑戰。由於中國內地採取各種檢疫措施，我們的生產、設備及系統的交付、安裝及調試以及其他日常運作暫時受到影響。此外，不同司法管轄區採取的各種檢疫措施亦妨礙我們與客戶的溝通。然而，由於我們在遵守當地政府的防疫政策的同時，努力確保訂單及時交付，舒緩短暫干擾的影響。我們亦採取各種措施保障員工的健康與安全，包括暫時關閉辦公室、為研發活動及支援工作提供遠端工作安排，以及在必要時暫停若干現場項目。

董事確認，於往績記錄期間及直至最後實際可行日期，COVID-19 疫情對我們的業務營運或財務表現並無造成任何重大不利影響，主要原因是：(i) 我們的營運並無受到重大干擾；(ii) 我們的銷售及營銷活動並無受到重大干擾；及 (iii) 我們並無遇到任何重大供應鏈中斷。

近期發展

於往績記錄期間後，我們繼續專注於開發及推廣我們的船舶環境保護設備及系統，包括與船東及造船商物色商機。

概 要

截至最後實際可行日期，我們的部分管線產品已取得進一步進展，包括：

管線產品	開發階段	對我們業務的裨益
餘熱利用系統	該系統正處於項目執行階段並正在進行系統設計。	一旦開發完成，我們便能透過回收及再利用船舶餘熱，為客戶節能的需求提供多一種選擇。此外，餘熱利用系統可與我們提供的其他系統及設備一同安裝。這將有效降低經營成本。
PCTC熱逃逸探測系統	該系統正處於項目執行階段並已完成系統設計。	火災可能對船舶造成災難性損害，故新能源汽車運輸過程中的安全性至關重要。因此，航運公司高度關注PCTC車輛火災監測。該項目成功開發將解決市場的痛點，並具有市場潛力。

更多詳情請參閱「業務 — 管線產品」。

此外，在往績記錄期間後，我們的營運亦取得正面成果。截至二零二四年十月三十一日止四個月，我們收到多份新訂單，合約價值約為人民幣199.3百萬元，其中包括船舶脫硫系統的合約價值約人民幣33.9百萬元、船舶節能裝置的合約價值約人民幣7.3百萬元、船舶清潔能源供應系統的合約價值約人民幣36.4百萬元，以及海事服務的合約價值人民幣121.7百萬元。

截至二零二四年十月三十一日止四個月，我們完成的船舶廢氣淨化系統及船舶脫硫系統備件訂單數量分別為4份及239份。同期完成的船舶節能裝置、船舶清潔能源供應系統及海事服務訂單數量分別為19份、14份及725份。

截至二零二四年十月三十一日止四個月所訂立合約及已完成訂單乃按公平條款進行，有關利潤率與往績記錄期間所訂立者相若。

截至二零二四年十月三十一日止四個月，我們的船舶廢氣淨化系統、船舶節能裝置及船舶清潔能源供應系統的平均售價分別為人民幣7.8百萬元、人民幣1.2百萬元及人民幣2.0百萬元，二零二三年同期則分別為人民幣8.3百萬元、人民幣2.0百萬元及人民幣1.0百萬元。截至二零二四年十月三十一日止四個月，我們海事服務的船舶內裝、集裝箱船舶及PCTC綁扎件以及其他海事服務的平均售價分別為人民幣109.6千元、人民幣305.5千元及人民幣21.2千元，二零二三年同期則分別為人民幣67.0千元、人民幣259.0千元及人民幣110.0千元。截至二零二四年十月三十一日止四個月我們產品的平均售價與二零二三年同期並無重大差異，而上述各業務分部的平均售價波動乃主要由於相關分部的各產品的不同組合所致。

概 要

根據我們截至二零二四年十月三十一日止十個月的未經審核管理賬目，我們的收益與去年同期相比有所增加。

經過審慎周詳考慮後，董事確認，直至本招股章程日期，我們自二零二四年六月三十日以來的財務及交易狀況或前景並無重大不利變動，且自二零二四年六月三十日以來並無發生對會計師報告(其全文載於附錄一)所示資料產生重大影響的事件。

釋 義

於本招股章程，除文義另有所指外，下列詞彙具有以下涵義。若干其他詞彙於本招股章程「技術詞彙表」闡述。

「會計師報告」	指	本公司截至二零二一年、二零二二年及二零二三年十二月三十一日止三個財政年度以及截至二零二四年六月三十日止六個月期間的會計師報告，全文載於本招股章程附錄一
「會財局」	指	香港會計及財務匯報局
「安佰科電氣」	指	安佰科(南通)電氣設備有限公司，一間於二零一九年九月三十日在中國註冊成立的公司，為本公司的全資附屬公司
「公司章程」或「章程」	指	本公司於二零二四年七月二十七日採納的公司章程，將於H股在香港聯交所上市之日生效，並經不時修訂，其概要載於本招股章程附錄五「公司章程概要」
「聯繫人」	指	具有上市規則所賦予的涵義
「審核委員會」	指	董事會審核委員會
「董事會」	指	本公司董事會
「營業日」	指	香港的銀行一般對公眾開門營業進行正常銀行業務的日子，該日並非香港的星期六、星期日或公眾假期
「英屬處女群島」	指	英屬處女群島
「年均複合增長率」	指	年均複合增長率
「資本市場中介人」	指	參與全球發售的資本市場中介人，具有上市規則所賦予的涵義
「中央結算系統」	指	由香港結算運作的中央結算及交收系統
「中央結算系統投資者戶口持有人」	指	獲准以投資者戶口持有人身份參與中央結算系統的人士，可為個人、聯名個人或法團
「董事長」	指	董事會主席

釋 義

「中國」或「中國內地」	指	中華人民共和國，但就本招股章程而言及僅供地理參考，除文義另有所指外，本招股章程中對「中國」的提述不適用於香港、中華人民共和國澳門特別行政區及台灣
「緊密聯繫人」	指	具有上市規則所賦予的涵義
「CMS」	指	Conti Marine Services Pte. Ltd，一間於二零一九年八月一日在新加坡共和國註冊成立的有限公司，由我們的聯合創始人之一趙明珠先生全資擁有
「聯合創始人」	指	周洋先生、趙明珠先生及陳志遠先生
「COGES」	指	ContiOcean Global Energy Solution Pte. Ltd.，一間於二零一九年一月三日在新加坡共和國註冊成立的有限公司，為本公司間接擁有70%的附屬公司
「公司條例」	指	香港法例第622章《公司條例》，經不時修訂、補充或以其他方式修改
「公司(清盤及雜項條文)條例」	指	香港法例第32章《公司(清盤及雜項條文)條例》，經不時修訂、補充或以其他方式修改
「本公司」	指	上海匯舸環保科技集團股份有限公司(前稱上海匯舸環保科技集團股份有限公司)，一間於二零一七年五月三十一日在中國成立的有限公司，並於二零二二年十二月二十八日轉為股份有限公司
「一致行動人協議書」	指	周洋先生、趙明珠先生及陳志遠先生訂立日期為二零二二年十月十三日的一致行動人協議書
「關連人士」	指	具有上市規則所賦予的涵義
「關連交易」	指	具有上市規則所賦予的涵義

釋 義

「匯舸發展」	指	上海匯舸企業發展合夥企業(有限合夥)(前稱湖州匯舸股權投資合夥企業(有限合夥)及匯舸(湖州)企業管理合夥企業(有限合夥))，一間於二零二一年五月二十一日在中國成立的有限合夥，為我們的僱員持股平台，其普通合夥人為匯舸產業
「ContiOcean Hong Kong」	指	ContiOcean Environment Tech Co., Limited，一間於二零一七年十二月二十八日在香港註冊成立的有限公司，為本公司的全資附屬公司
「匯舸產業」	指	匯舸(南通)環保產業控股有限公司，一間於二零二一年五月十四日在中國成立的有限公司，由我們的聯合創始人控制
「匯舸國際」	指	上海匯舸國際貿易發展有限公司，一間於二零二三年三月十五日在中國成立的有限公司，為本公司的全資附屬公司
「匯舸南通」	指	匯舸(南通)環保設備有限公司(前稱匯舸(南通)環保科技有限公司)，一間於二零一九年一月二十八日在中國註冊成立的有限公司，為本公司的全資附屬公司
「ContiOcean Singapore」	指	ContiOcean Pte. Ltd.，一間於二零一八年七月二十日在新加坡共和國註冊成立的有限公司，為本公司的全資附屬公司
「Contipilot」	指	Contipilot Limited，於二零一九年五月二十一日在英屬處女群島註冊成立的有限公司，由我們的聯合創始人控制
「控股股東」	指	具有上市規則所賦予的涵義，就上市規則而言，除文義另有所指外，是指周洋先生、趙明珠先生、陳志遠先生及匯舸發展
「核心關連人士」	指	具有上市規則所賦予的涵義
「中國證監會」	指	中國證券監督管理委員會

釋 義

「CTL」	指	ContiLashing Pte. Ltd.，一間於二零一九年八月一日在新加坡共和國註冊成立的有限公司，為本公司的全資附屬公司
「指定銀行」	指	香港結算參與者的電子公開發售指定銀行
「董事」	指	本公司董事，包括所有執行董事、非執行董事及獨立非執行董事
「企業所得稅法」	指	中華人民共和國企業所得稅法，由全國人大於二零零七年三月十六日頒佈，並於二零零八年一月一日生效，經不時修訂、補充或以其他方式修改
「環境、社會及管治委員會」	指	董事會環境、社會及管治委員會
「歐元」	指	歐盟法定貨幣歐元
「交易所參與者」	指	(a)根據香港聯交所規則，可以在香港聯交所交易或通過香港聯交所交易的人士；及(b)其姓名已列入由香港聯交所保存的名單、登記冊或名冊中，作為可以在香港聯交所交易或通過香港聯交所交易的人士
「極端情況」	指	在八號或以上颱風信號轉為三號或以下颱風信號之前，香港任何政府當局因公共交通服務嚴重受阻、廣泛地區水浸、嚴重山泥傾瀉、大規模停電或任何其他不利情況而宣佈發生的極端情況
「FINI」	指	由香港結算營運在線平台Fast Interface for New Issuance，該平台是進入交易的必須條件，(如適用)用於收集及處理所有新發行的認購及結算的指定信息
「弗若斯特沙利文」	指	弗若斯特沙利文(北京)諮詢有限公司上海分公司，我們的獨立行業顧問
「弗若斯特沙利文報告」	指	本公司委託弗若斯特沙利文編製的行業報告，本招股章程引用了該報告內容
「全球發售」	指	香港公開發售及國際發售

釋 義

「本集團」或「我們」	指	本公司及所有附屬公司，或在相關情況下，指本公司成為現有附屬公司的控股公司之前的期間，由該等附屬公司或其前身(視情況而定)經營的業務
「指南」	指	由香港聯交所於二零二三年十一月二十九日發佈並於二零二四年一月一日生效的新上市申請人指南，經不時修訂或補充
「H股」	指	本公司股本中每股面值人民幣1.00元的普通股，將在香港聯交所上市並以港元交易
「H股證券登記處」	指	卓佳證券登記有限公司
「網上白表」	指	透過指定網站 www.hkeipo.hk 遞交網上申請，認購將以申請人本身名義發行的香港發售股份
「網上白表服務供應商」	指	如指定網站 www.hkeipo.hk 所示，本公司指定的網上白表服務供應商
「香港結算」	指	香港中央結算有限公司，為香港交易及結算所有有限公司的全資附屬公司
「香港結算結算參與者」	指	獲准以直接結算參與者或一般結算參與者身份參與中央結算系統的人士
「香港結算託管商參與者」	指	獲准以託管參與者身份參加中央結算系統的人士
「香港結算EIPO」	指	透過指示 閣下的經紀或作為香港結算參與者的託管商，透過香港結算的FINI系統發出電子申請指示，由香港結算代理人代 閣下申請，以 閣下名義申請香港發售股份，並以香港結算代理人的名義發行，直接存入中央結算系統，記存於 閣下指定的香港結算參與者的股份戶口
「香港結算代理人」	指	香港中央結算(代理人)有限公司，為香港結算的全資附屬公司

釋 義

「香港結算運作程序規則」	指	不時生效的香港結算運作程序規則，當中載有與香港結算的服務及中央結算系統、FINI或任何其他由或透過香港結算設立、營運及／或以其他方式提供的平台、設施或系統的運作及功能有關的慣例、程序及行政或其他規定
「香港結算參與者」	指	獲准以直接結算參與者、一般結算參與者或託管商參與者身份參與中央結算系統的參與者
「香港結算規則」	指	香港結算的一般規則，可不時修訂或修改，並在文意允許的情況下，包括香港結算運作程序規則
「香港結算系統」	指	中央結算系統、FINI或任何其他由香港結算設立、營運及／或以其他方式提供的平台、設施或系統
「港元」	指	香港法定貨幣港元
「香港」	指	中國香港特別行政區
「香港發售股份」	指	本公司根據香港公開發售按發售價初步提呈發售以供認購的1,000,000股H股(可按本招股章程「全球發售的架構」一節所述重新分配)
「香港公開發售」	指	根據本招股章程「全球發售的架構—香港公開發售」進一步詳述的條款及條件，按發售價(另加經紀佣金、證監會交易徵費、會財局交易徵費及香港聯交所交易費)提呈發售香港發售股份以供香港公眾人士認購(可根據本招股章程「全球發售的架構」一節所述予以重新分配)
「香港聯交所」或「聯交所」	指	香港聯合交易所有限公司，為香港交易及結算所有有限公司的全資附屬公司
「香港收購守則」或「收購守則」	指	證監會頒佈的公司收購、合併及股份回購守則，經不時修訂、補充或以其他方式修改
「香港包銷商」	指	香港公開發售的包銷商，其名稱載於本招股章程「包銷—香港包銷商」一節

釋 義

「香港包銷協議」	指	本公司、我們的控股股東、聯席保薦人、聯席代表及香港包銷商就香港公開發售訂立日期為二零二四年十二月三十日的包銷協議
「國際財務報告準則」	指	國際會計準則理事會頒佈的國際財務報告準則
「獨立第三方」	指	據董事作出一切合理查詢後所深知、盡悉及確信，並非本公司關連人士(定義見上市規則)的一方或多方
「國際發售股份」	指	本公司根據國際發售初步提呈發售以供認購的9,000,000股H股(可根據本招股章程「全球發售的架構」一節所述予以重新分配)
「國際發售」	指	根據S規例在美國以外地區按發售價發售國際發售股份，詳情請參閱本招股章程「全球發售的架構」一節
「國際包銷商」	指	預期就國際發售訂立國際包銷協議的一組國際包銷商
「國際包銷協議」	指	本公司、控股股東、聯席保薦人、聯席代表及國際包銷商等各方將於定價日或前後訂立的國際包銷協議，詳情請參閱本招股章程中「包銷」一節
「投資者股份」	指	Harvest International Premium Value (Secondary Market) Fund SPC on behalf of Harvest Oriental SP根據其與(其中包括)本公司之間的基石投資協議所載條款及條件在國際發售中將予認購的H股數目
「江蘇匯舸」	指	江蘇匯舸電力有限公司，一間於二零二二年七月四日在中國成立的有限公司

釋 義

「聯席賬簿管理人」	指	於本招股章程「董事、監事及參與全球發售的各方」列出的聯席賬簿管理人
「聯席全球協調人」	指	於本招股章程「董事、監事及參與全球發售的各方」列出的聯席全球協調人
「聯席牽頭經辦人」	指	於本招股章程「董事、監事及參與全球發售的各方」列出的聯席牽頭經辦人
「聯席代表」	指	本招股章程「董事、監事及參與全球發售的各方」所提及的聯席代表
「聯席保薦人」	指	中信證券(香港)有限公司及中國銀河國際證券(香港)有限公司
「最後實際可行日期」	指	二零二四年十二月二十一日，為於本招股章程刊印前為確定其中所載若干資料之最後實際可行日期
「上市」	指	我們H股於香港聯交所主板上市
「上市日期」	指	H股獲准於香港聯交所上市及首次開始買賣的日期，預期為二零二五年一月九日(星期四)或前後
「上市規則」	指	香港聯合交易所有限公司證券上市規則，經不時修訂、補充或以其他方式修改
「主板」	指	由香港聯交所運作的證券交易所(不包括期權市場)，獨立於香港聯交所GEM並與其並行運作
「中國商務部」	指	中華人民共和國商務部
「國家發改委」	指	中華人民共和國國家發展和改革委員會
「全國股轉系統」	指	全國中小企業股份轉讓系統
「全國股轉系統報價」	指	我們的非H股在全國股轉系統報價
「全國人大」	指	全國人民代表大會

釋 義

「提名委員會」	指	董事會提名委員會
「非H股」	指	每股面值人民幣1.00元之普通股(不包括我們的H股)(即目前於全國股轉系統報價的股份)
「發售價」	指	每股發售股份的最終發售價(不包括1.0%經紀佣金、0.0027%證監會交易徵費、0.00565%香港聯交所交易費及0.00015%會財局交易徵費)，不高於39.8港元且預期不低於31.8港元，發售股份將按此價格認購，並將根據本招股章程「全球發售的架構—定價及分配」一節所述方式確定
「發售股份」	指	香港發售股份及國際發售股份
「整體協調人」	指	本招股章程「董事、監事及參與全球發售的各方」中所提及的整體協調人
「中國人民銀行」	指	中國人民銀行
「中國公司法」	指	中華人民共和國公司法，經不時修訂、補充或以其他方式修改
「中國法律顧問」	指	競天公誠律師事務所，我們有關中國法律的法律顧問
「中國證券法」	指	中華人民共和國證券法，經不時修訂、補充或以其他方式修改
「首次公開發售前購股權計劃」	指	本公司於二零二四年七月二十七日生效的首次公開發售前購股權計劃，其主要條款概述於本招股章程附錄六「法定及一般資料—C.有關董事、監事及主要股東的其他資料—4.首次公開發售前購股權計劃」
「定價協議」	指	本公司與聯席代表(為其本身及代表包銷商)於定價日訂立的協議，以記錄及釐定發售價
「定價日」	指	釐定發售價的日期，預期為二零二五年一月七日(星期二)(香港時間)或前後，或聯席代表(為其本身及代表包銷商)與本公司可能協定的較後日期
「研發」	指	研究與開發

釋 義

「S規例」	指	美國證券法S規例
「薪酬委員會」	指	董事會薪酬委員會
「人民幣」	指	中國法定貨幣人民幣
「國家外匯管理局」	指	中華人民共和國國家外匯管理局
「國家工商行政管理總局」	指	中華人民共和國國家工商行政管理總局
「國家稅務總局」	指	中華人民共和國國家稅務總局
「證監會」	指	香港證券及期貨事務監察委員會
「證券及期貨條例」	指	香港法例第571章《證券及期貨條例》，經不時修訂、補充或以其他方式修改
「新加坡元」	指	新加坡共和國的法定貨幣新加坡元
「股份」	指	本公司股本中每股面值人民幣1.00元的普通股
「股東」	指	股份持有人
「國務院」	指	中華人民共和國國務院
「附屬公司」	指	具有公司條例第15條所賦予的涵義
「主要股東」	指	具有上市規則所賦予的涵義
「監事」	指	本公司監事
「往績記錄期間」	指	截至二零二一年、二零二二年及二零二三年十二月三十一日止三個財政年度以及截至二零二四年六月三十日止六個月的期間
「美國」	指	美利堅合眾國、其領土、其屬地及所有受其管轄的地區
「美國人士」	指	美國人士(定義見S規例)
「美國證券法」	指	一九三三年美國證券法，經不時修訂
「包銷商」	指	香港包銷商及國際包銷商

釋 義

「包銷協議」	指	香港包銷協議及國際包銷協議
「美元」	指	美國法定貨幣美元
「Wavelength Technology Center AS」	指	Wavelength Technology Center AS，一間於二零二二年六月二十九日在挪威註冊成立的公司，為本公司間接擁有51%權益的附屬公司
「WTC」	指	Wavelength Technology Center, LDA，一間於二零二二年四月二十一日在馬德拉註冊成立的有限公司，為本公司間接持有51%股權的附屬公司
「%」	指	百分比

在本招股章程中，除非明確說明或文義另有所指：

- 所有資料及數據均截至最後實際可行日期；
- 本招股章程內的若干金額及百分比數字經過四捨五入調整。因此，若干表格中顯示的總計數字可能並非其前述數字的算術總和；
- 除另有說明外，所有提及本公司任何持股均假設未行使根據首次公開發售前購股權計劃授出的購股權；
- 為方便參考，中國法律法規、政府機關、機構、自然人或其他實體(包括本公司若干附屬公司)的名稱已在招股章程中以中英文列出，如有任何不一致，應以中文版本為準。公司名稱及其他用語的英文翻譯僅供識別用途；及
- 提及中國的「省份」包括省、中央直轄市及省級自治區。

技術詞彙表

除文義另有所指外，本招股章程中就本集團及業務所用的若干詞彙的解釋及定義應具有以下所列之涵義。該等詞彙及其涵義可能與行業標準的意思或用法不一致。

「美國船級社」	指	美國船級社(ABS)，為主要海事船級社之一
「氨」	指	一種無色氣體，具有刺激性氣味，由氮和氫直接合成，廣泛應用於電子、食品、化工、科學研究等領域
「法國船級社」	指	Bureau Veritas Marine & Offshore (BV)，為主要海事船級社之一
「碳強度指標」或「CII」	指	計量海運過程中碳排放強度的指標。其通過收集船隻的燃料消耗及航行距離數據來計算其碳強度
「中國船級社」	指	中國船級社(CCS)，為主要海事船級社之一
「船級社」	指	一個制定及維持船舶及離岸結構物建造及營運技術標準的組織，確保其符合安全及環保規範
「挪威船級社」	指	挪威船級社(DNV)，為主要海事船級社之一
「ESG」	指	環境、社會及管治
「排放控制區」	指	亦稱為硫排放控制區(SECA)，指實施更嚴格控制的海域，以盡量減少船舶的空氣排放物，保護人類健康及環境。該等排放物主要包括硫氧化物、氮氧化物及其他顆粒物
「現有船舶能效指數」或「EEXI」	指	在特定於船舶的參考條件下，每容量噸英里所排放的二氧化碳克數，由國際海事組織建立的框架，用於評估現有船舶的能源效率，亦是旨在減少國際航運GHG排放的一系列更廣泛措施的一部分

技術詞彙表

「GHG」或「溫室氣體」	指	吸收紅外線輻射而導致溫室效應的氣體。其包括超過30種氣體，例如二氧化碳(CO ₂)、甲烷(CH ₄)、一氧化二氮(N ₂ O)和臭氧(O ₃)，該等氣體對太陽短波輻射透明(吸收很少)並強烈吸收長波輻射
「高硫燃料」	指	其特點是含硫量較高，通常超過重量的2%，燃燒時會產生更多的二氧化硫排放，造成空氣污染和酸雨，並帶來環境和健康挑戰
「國際海事組織」	指	國際海事組織，聯合國轄下負責監管航運的專門機構。國際海事組織成立於一九四八年，總部設於倫敦，其主要宗旨是制定及維持一個全面的航運監管框架，其職權範圍涵蓋安全、環境問題、法律事務、技術合作、海事安全和航運效率等方面
「惰化」	指	將惰性氣體(例如氮氣)引入空間以取代氧氣和其他氣體的過程，從而防止易燃物質點燃或材料腐蝕
「防止船舶污染國際公約」或「MARPOL」	指	一項旨在減少海洋及海域污染的重要國際海事公約。其中包括多種措施，旨在防止船隻意外及操作性污染。防止船舶污染國際公約由國際海事組織於一九七三年制定，並經一九七八年議定書更新，乃最重要的國際海洋環境公約之一。其已經獲得了大多數參與海運的國家批准，不僅涵蓋意外和操作性石油污染，亦涵蓋化學品、包裝貨品、污水、垃圾及船隻空氣污染
「現役船舶」	指	目前已投入使用並從事現役服務的船舶
「液化乙烯氣」	指	液化乙烯氣，即經過冷卻或加壓從氣態轉變為液態的乙烯。此過程使乙烯更易於儲存和運輸
「勞氏船級社」	指	勞氏集團有限公司(Lloyd's Register Group Limited (LR))，為主要海事船級社之一
「勞氏船級社(中國)」	指	勞氏船級社(中國)有限公司，為勞氏船級社的附屬公司
「勞氏船級社歐洲」	指	勞氏船級社歐洲(Lloyd's Register EMEA)，為勞氏船級社的成員公司

技術詞彙表

「液化天然氣」	指	液化天然氣，是一種為了方便和安全地在非加壓狀態下儲存或運輸而被冷卻成液態的天然氣。其體積約為氣態天然氣體積的1/600
「低閃點燃料」	指	閃點低於攝氏60度的氣體或液體燃料，例如液化天然氣、甲醇、液態氨及其他船舶燃料
「低硫燃料」	指	一種含硫量較少的燃料，通常按重量計少於0.5%，有助於在燃燒時減少二氧化硫的排放，從而減少空氣污染並降低對環境的影響
「液化石油氣」	指	液化石油氣，此術語用於描述兩種最常用作燃料的碳氫化合物氣體：丙烷(C ₃ H ₈)和丁烷(C ₄ H ₁₀)
「船舶環境保護設備及系統」	指	包括船舶脫硫系統、船舶節能裝置、船舶清潔能源供應系統、海事服務及其他
「單乙醇胺」	指	單乙醇胺，一種弱鹼，因其吸收酸性化合物的能力而常用於化學合成和氣體處理過程
「甲醇」	指	一種無色、揮發性、易燃的液體，具有獨特的酒精氣味，常用作溶劑、防凍劑、燃料，以及化學品和塑料合成的原料
「新船」	指	新建造以及最近已在船廠建造或目前正在建造中的船舶
「日本海事協會」	指	日本海事協會(NK)，為主要海事船級社之一
「NO _x 」或「氮氧化物」	指	兩種氣體：一氧化氮(NO)，一種無色無味的氣體；及二氧化氮(NO ₂)，一種帶有刺鼻氣味的紅棕色氣體
「原設備製造商」	指	原設備製造商，生產零件及設備供其他製造商銷售

技術詞彙表

「有機朗肯循環」或「ORC」	指	一種熱力循環。此乃朗肯循環的變體，因其使用汽化溫度低於水的有機高分子質量流體(與水相比)而得名。這種流體可從生物質燃燒、工業廢熱、地熱、太陽能等低溫源回收熱量。低溫熱被轉化為有用功，進而可轉化為電力
「PCTC」	指	汽車運輸船
「民營船舶廢氣淨化系統 提供商」	指	非國家或政府擁有的船舶廢氣淨化系統提供商
「意大利船級社」	指	意大利RINA Services S.p.A. (RINA)，為主要海事船級社之一
「選擇性催化還原」	指	一種先進的主動排放控制技術系統，通過特殊催化劑將液體還原劑注入柴油發動機的排氣流中
「單船特殊目的公司」	指	專為擁有單一船舶而成立的實體，以分隔船舶運行的財務及法律風險

前 瞻 性 陳 述

本招股章程載有有關本公司及本公司附屬公司之前瞻性陳述及資料，該等陳述及資料是基於我們管理層的信念以及管理層目前可獲得的資料和作出的假設。在本招股章程中使用「目的」、「預計」、「相信」、「能夠」、「繼續」、「可能會」、「估計」、「預期」、「將來」、「有意」、「可能」、「或會」、「應該」、「計劃」、「潛在」、「預估」、「尋求」、「應當」、「將會」、「將」及該等詞彙的否定形式及其他類似表達，均與本集團或我們的管理層有關，旨在識別前瞻性陳述。該等前瞻性陳述包括但不限於以下陳述：

- 我們的業務營運及前景；
- 我們的策略、計劃及目標，以及我們實施這些策略、計劃及目標的能力；
- 中國及其他我們經營或計劃經營的國家及地區的一般政治及經濟狀況；
- 我們經營所在行業及市場的監管環境變化；
- 我們行業的未來發展及競爭環境；
- 我們的股息政策；
- 正在開發的項目；
- 我們未來的資本需求及資本開支計劃；
- 資本市場發展；
- 銷量、經營、利潤率、整體市場趨勢及風險管理；
- 本招股章程中並非歷史事實的其他陳述；
- 匯率波動及法律制度的發展，這些情況均與中國及我們經營或計劃經營的其他國家和地區有關；
- 財務狀況及表現；
- 為管理經濟增長而採取的宏觀經濟措施，
- 其他非我們可控制的因素。

此類陳述反映出管理層目前對未來事件、營運、流動資金及資金來源的看法，其中若干觀點可能不會實現或可能會改變。該等陳述會受若干風險、不確定因素及假設的影響，包括本招股章程所述的其他風險因素。

前 瞻 性 陳 述

閣下務請注意，倚賴任何前瞻性陳述均涉及已知及未知的風險及不確定因素。

除適用法律、規則及法規的規定外，我們並無任何責任就新資料、未來事件或其他事項更新或以其他方式修訂本招股章程內的前瞻性陳述且並不就此承擔任何責任。本招股章程內論述的前瞻性事件及情況可能會因該等及其他風險、不確定因素及假設而未能如我們預期般發生，甚至不會發生。因此，閣下不應過分依賴任何前瞻性資料。

於本招股章程中，有關我們或我們董事意圖的陳述或提述均以本招股章程日期為準。任何該等資料可能會因未來的發展而改變。

本節所載警示聲明適用於本招股章程內載列的所有前瞻性陳述。

風險因素

閣下在作出任何有關H股的投資決定前，應仔細考慮本招股章程所載列的所有資料，尤其應考慮以下與投資本公司有關的風險和特殊考慮因素。這包括(但不限於)我們是一家在中國成立的公司，大部分業務在中國經營，而中國的法律及監管環境在若干方面可能與香港不同。發生下述任何風險均可能對我們的業務、財務狀況、經營業績及未來前景造成重大不利影響。任何該等風險均可能導致H股的交易價格大幅下跌，閣下可能會損失全部或部分投資。我們目前未知或認為不重大的其他風險及不確定性亦可能損害我們的業務、經營業績、財務狀況或對我們H股的上市造成影響。過往表現並不保證未來的業績。

與我們的業務及行業有關的風險

我們未來的增長取決於對船舶環境保護設備及系統的需求以及提供支持的 legal 及監管框架。

我們擁有成套船舶環境保護設備及系統，可助力我們的客戶進行更高效及可持續的商業運營。我們的未來增長取決於對船舶環境保護設備及系統的需求以及提供支持的 legal 及監管框架。客戶在其船舶上採用我們的船舶環境保護設備及系統，一般由法律及監管規定帶動。例如，國際海事組織設定燃油的硫含量上限為0.5%，自二零二零年起生效，這推動了市場對我們的船舶脫硫系統的需求。倘缺乏有關法律及監管框架支持，客戶使用我們的船舶環境保護設備及系統的意願可能會受到影響。

採用我們的船舶環境保護設備及系統的進度可能會比我們預期更慢。船舶環境保護設備及系統行業的特點是技術迅速發展、價格競爭激烈、政府法規及行業標準不斷變化，以及客戶需求及偏好不斷轉變。可能影響對我們船舶環境保護設備及系統需求的因素包括：

- 政府對船舶環境保護設備及系統的有利政策，或可能要求減少GHG排放的潛在法規；
- 造船業及航運業的發展，可能會影響造船商及船東對執行我們的船舶環境保護設備及系統的需求、規劃及意見；

風險因素

- 高硫燃料與低硫燃料之間的感知成本和實際成本差異。差異越大，客戶越願意使用我們的船舶環境保護設備及系統以減少硫排放，而不是使用低硫燃料；
- 現有及潛在客戶以及公眾的環保意識；
- 對船舶環境保護設備及系統的成本、品質、設計、安全、性能及壽命的見解；
- 船舶環境保護設備及系統的市場滲透率；
- 船舶環境保護設備及系統的維修及保養服務的可及性；
- 非石油動力船舶的出現與普及，此等船舶由替代能源(如核能和電力)驅動，而有關能源不屬於我們船舶環境保護設備及系統的首要重點；
- 涉及我們或我們競爭對手的船舶環境保護設備及系統的負面事件，或對此類事件的見解，導致不良宣傳並影響客戶對行業的看法；及
- 宏觀經濟因素。

倘上文所述任何因素，無論是單獨或共同，導致對我們的船舶環境保護設備及系統需求減少，或阻礙船舶環境保護設備及系統行業的整體進展，我們可能無法挽留現有客戶及吸引潛在客戶，這將對我們的業務、前景、經營業績及財務狀況構成重大不利影響。

此外，各種因素可能會直接或間接影響船舶環境保護設備及系統的銷售價格，以及其供應鏈、營運及維修的相關成本，包括銷售及融資激勵、原材料及產品組件成本、關稅及其他稅項。我們難以預測目前及未來設備及系統的需求，而需求波動可能會減少銷量，從而對價格施加下行壓力，並可能對我們的業務、前景、經營業績及財務狀況造成不利影響。

風險因素

高硫燃料和低硫燃料之間的價格差距縮小和／或引入替代燃料可能會影響我們船舶廢氣淨化系統的市場需求。

我們所經營船舶廢氣淨化系統行業受益於高硫燃料和低硫燃料之間的價格差距。根據弗若斯特沙利文的資料，二零一六年至二零二三年低硫燃料的價格高於高硫燃料的價格，預計二零二四年至二零二八年這種價格差距將會維持。然而，如果價格差距縮小，使用我們船舶廢氣淨化系統的高硫燃料的成本優勢可能會減少，這可能降低我們產品的吸引力。此外，符合環境法規且無需廢氣淨化系統的替代燃料的出現可能進一步影響客戶需求。這些因素可能導致銷售額下降，並對我們的財務表現產生負面影響。此外，監管變化和燃料技術的進步可能會加速替代燃料的採用，從而加劇對我們船舶廢氣淨化系統需求的下降。

倘現時有利於船舶環境保護設備及系統行業的監管政策有不利變動或終止，或會對我們的業務造成不利影響。

我們經營所在船舶環境保護設備及系統行業已自各項全球及國家規定以及旨在保護海洋環境的倡議中獲得顯著利益。客戶決定使用我們的船舶環境保護設備及系統，主要受到政府政策影響。例如，國際海事組織設定燃油的硫含量上限為0.5%，自二零二零年起生效，這推動了市場對我們的船舶脫硫系統等的需求。國際海事組織亦引入了減碳措施，例如現有船舶能效指數(EEXI)及碳強度指標(CII)，自二零二三年起生效。於二零二三年七月七日，國際海事組織修訂其GHG減排策略，目標在二零五零年實現淨零排放，並設定中期里程碑。此外，歐盟自二零二四年起為航運業引入了歐盟排放交易體系，以及即將於二零二五年實施的FuelEU Maritime法規。所有該等有利的監管政策鼓勵航運公司選擇安裝具有碳捕捉或減碳功能的脫硫器，或投資於使用清潔燃料的新船舶。

海洋環境法規及規定的複雜性可能有所變動，故需要靈活且積極的合規方法。我們是否能夠及時或完全適應快速變化的法律及法規仍然存在不確定性。例如，為應對新GHG減排要求，我們可能需要精心規劃、戰略性分配資源及強大的研發能力以開發及推出新設備及系統。我們不能保證能夠如期成功推出或完成有關新設備及系統，亦不能保證新設備及系統會如預期運作。倘未能如預期取得正面成果，則可能對我們的業務、財務狀況、經營業績、現金流量及前景造成重大不利影響。

風險因素

此外，我們無法向閣下保證國際海事組織或世界各地政府將繼續實施此等有利於GHG減排的政策，亦不能保證有關政策不會調整甚或廢除。倘此等鼓勵措施意外地被減少或取消，可能會使潛在客戶卻步而不使用船舶環境保護設備及系統，尤其是考慮到初期投資成本高昂。鑒於有關鼓勵措施在我們所在行業中扮演重要角色，任何不利變動可能對我們的業務、前景、經營業績、財務狀況及現金流量造成重大不利影響。

我們過往的增長率未必能反映我們未來的表現。

於往績記錄期間內，我們經歷顯著增長。我們的收益由二零二一年的人民幣140.5百萬元大幅增至二零二二年的人民幣267.2百萬元，並進一步增加至二零二三年的人民幣510.3百萬元，以及由截至二零二三年六月三十日止六個月的人民幣219.6百萬元增加至截至二零二四年六月三十日止六個月的人民幣336.5百萬元。我們計劃透過以下措施進一步擴大業務營運，其中包括：(i)進一步擴大研發及技術創新投資，繼續豐富我們的設備及系統；(ii)加強營銷能力並擴展全球客戶觸及範圍；(iii)進一步加強我們的製造能力；及(iv)尋求戰略併購或建立戰略合作夥伴關係。我們的未來經營業績在很大程度上取決於我們能否成功管理擴展及增長。

然而，由於我們的業務擴展涉及多項風險，包括但不限於以下風險，我們無法向閣下保證我們能夠有效管理未來增長並維持過往增長率：

- 成功維持並擴展我們的現有客戶群，並維持與供應商的關係，以確保原材料、產品組件及服務的及時和充足供應；
- 成功執行我們的增長策略及業務舉措，例如豐富我們的設備及系統，包括LFSS(氨)、碳捕捉系統及筒轉帆系統的優化開發；
- 管理規模擴大、僱員人數更多的更大型組織所增加的複雜性；
- 以具成本效益的方式控制開支及作出投資，以適應預期業務增長；
- 建立或擴展我們的設計、生產以及銷售及服務設施；及
- 提升我們的行政基礎設施、系統及流程。

未能有效管理我們的增長可能對我們的業務、前景、經營業績、財務狀況及現金流量造成重大不利影響。

風險因素

船舶環境保護設備及系統行業高度分散且競爭激烈，我們無法保證在有關行業中成功競爭。

根據弗若斯特沙利文，全球及中國的船舶環境保護設備及系統行業高度分散且競爭激烈，而我們是少數提供全面及客製化船舶環境保護設備及系統的公司之一。我們通常與全球船舶環境保護設備及系統提供商競爭。市場上潛在新進入者亦會增加有關行業的競爭。此外，當我們進入新市場時，我們可能會面臨來自在相關地區已建立業務的公司以及其他有類似擴展目標的公司的激烈競爭。我們現時及潛在的競爭對手可能有能力在設計、生產及營銷其產品方面投入更多的財務、技術、生產、營銷及其他資源。彼等亦可能能夠以更低的價格提供產品或服務，並具有更先進的技術創新或設計特點，從而迫使我們降低價格與彼等競爭，這將對我們的業務、前景、經營業績及財務狀況造成不利影響。

競爭對手推出更優質且更佳性能的新設備及系統或更令人滿意的服務，可能對我們保持可觀市場份額的能力造成不利影響。倘我們未能成功競爭，可能會導致銷售下降及營銷成本增加，從而對我們的業務、前景、經營業績及財務狀況造成不利影響。

我們未必能及時適應快速變化的技術，甚或完全無法適應。

為維持及提升我們目前的競爭地位並拓展業務，我們需要不斷引入具備優越品質的先進且高效的設備及系統，並專注於技術開發及創新，以改進我們設備及系統的性能及應對日益複雜的市場需求。然而，我們無法向閣下保證我們能夠在產品推出時投資於符合市場需求或客戶偏好的方向。這種不一致可能導致設備及系統無法獲得市場認可，從而造成重大財務損失，並可能損害我們的聲譽。

船舶環境保護設備及系統市場可能不時採用新技術或替代技術。我們不能保證能夠通過研發努力繼續提升技術，亦不能保證能夠趕上我們經營所在市場的技術變化步伐。倘我們的船舶環境保護設備及系統的任何專有技術被超越或證明不如新技術、流行技術或替代技術具成本效益，我們的業務、經營業績及財務狀況可能會受到重大不利影響。

我們採用的先進技術，包括海外現有的成熟技術，可能會由於與使用我們的船舶環境保護設備及系統的船舶的特質出現意外的兼容性問題而變得不適用或不適合使用，或我們可能必須投資於研發及設備及系統設計工作，以根據當地情況測試、修改及客製化此類技術。倘我們未能適應有關技術及業務營運的變化，我們可能無法維持或提升我們的競爭地位，因而可能對我們的業務、財務狀況、經營業績及前景造成重大不利影響。

風險因素

我們的船舶脫硫系統的銷售集中於有限數量的客戶可能會影響我們的收益及盈利能力。

於往績記錄期間，我們主要銷售船舶廢氣系統，主要客戶為航運公司，導致收益來源集中。我們的收益和盈利能力極大程度上依賴於我們船舶脫硫系統的銷售表現及對少數客戶的銷售。倘我們無法維持或提升船舶脫硫系統的銷售表現，我們的收益及盈利能力將受到不利影響。過去，我們的收益大部分來自於我們的船舶脫硫系統，於二零二一年、二零二二年及二零二三年以及截至二零二三年及二零二四年六月三十日止六個月分別佔總收益約78.7%、64.7%、66.8%、79.9%及60.7%。於往績記錄期間各年度或期間，我們的收益的重大部分來自少數客戶。截至二零二一年、二零二二年及二零二三年十二月三十一日止年度各年以及截至二零二四年六月三十日止六個月，我們的五大客戶分別佔我們的總收益約90.5%、76.1%、84.3%及89.4%。有關我們與五大客戶的關係詳情，請參閱「業務—我們的客戶—我們的主要客戶」一節。

儘管我們努力使設備和系統組合多元化，但我們無法確保能夠不斷成功推出新產品並獲得市場接受。我們預期將有相當部分的收益來自目前的產品，尤其是船舶脫硫系統。這些系統的任何延誤或市場負面反應均可能對我們的銷售、業務前景、運營及財務狀況造成不利影響。此外，我們未有與五大客戶訂立長期合約和購買承諾，而這些客戶毋須完全倚賴我們的供應，因而產生風險。倘若我們的價格缺乏競爭力或質量未能達到預期，該等客戶可能會減少或停止購買，並可能要求降低價格。這可能迫使我們降低價格以維持關係，影響我們的利潤率和財政穩健。此外，概不保證我們與該等客戶的關係將會維持，或我們將成功多元化我們的客戶群。失去任何主要客戶的業務而未能獲得新客戶，可能會對我們的盈利能力及財務穩定性構成負面影響。

匯率波動可能對我們的業務、前景、經營業績及財務狀況造成重大不利影響。

於往績記錄期間各年度或期間內，我們的收益大部分來自海外，且一般以美元計值。於二零二一年、二零二二年及二零二三年以及截至二零二四年六月三十日止六個月，我們來自海外的收益分別為人民幣119.7百萬元、人民幣224.6百萬元、人民幣405.0百萬元及人民幣144.7百萬元，相當於總收益分別為85.2%、84.0%、79.4%及43.0%。另外，我們的部分海外客戶預付款項及銷售所得款項以美元計值。由於我們的收益大部分以美元計值，而我們的成本絕大部分以人民幣計值，外匯匯率的波動，特別是美元與人民幣之間的波動，將影響我們的經營業績及財務狀況。當美元兌人民幣升值時，將導致以人民幣計算的收益金額增加，而以人民幣計值的成本(人民幣亦是我們的申報貨幣)保持不變，從而導致利潤及利潤率提高。我們於二零二一年及截至二零二四年六月三十日止六個月分別錄得匯兌收益淨額人民幣2.8百萬元及人民幣5.5百萬元，並於二零二二年及二零二三年分別錄得匯兌虧損淨額人民幣3.6百萬元及人民幣8.2百萬元，主要由於匯率波動。

風險因素

人民幣兌外幣的匯率波動持續，有時波動幅度顯著且難以預測。人民幣兌外幣的價值受到中國經濟狀況變動以及中國外匯政策等因素影響。我們無法向閣下保證人民幣兌外幣的價值於未來不會大幅升值或貶值。

倘人民幣大幅升值或貶值，或會嚴重影響我們的收益、盈利及財務狀況，並對以外幣計值的H股及任何應付股息的價值造成不利影響。例如，倘我們須將全球發售所得港元款項兌換為人民幣以支付營運費用，則人民幣兌港元升值可能會對我們兌換所得人民幣金額有不利影響。相反，人民幣兌港元大幅貶值可能會顯著減少我們盈利的港元等值，因而可能對我們H股的價格造成不利影響。

儘管我們可能決定進行進一步對沖交易，但對沖的可用性及有效性可能有限，我們可能無法充分對沖我們的風險，甚至完全無法對沖。因此，匯率波動或會對閣下的投資造成重大不利影響。

我們的設備及系統可能無法滿足客戶的期望，並可能存在缺陷。

我們的設備及系統可能無法滿足客戶對性能的期望，並且我們不能保證設備及系統在應用過程中沒有缺陷或不會出現運作問題。例如，客戶可能對我們設備及系統的快速完成和安裝以及設計的實用性有具體期望，這體現在能源效率、脫硫效率及耐用性等方面。達到此等期望至關重要，因為任何未達期望的情況都可能導致客戶不滿，尤其是如我們延長船舶在碼頭等待安裝的時間會影響到船舶的廢氣排放或船舶的預定服務。此外，我們設備及系統的穩定性及堅固程度可能會受到多種因素的影響，包括操作員的操作技能、操作員是否根據產品手冊維護產品和更換零件、使用時間、產品連續使用的時間長短以及其運行的條件，例如極端天氣和巨浪。如我們的設備及系統因為超出我們控制範圍的因素而顯示出較高的故障率，客戶可能會感到不滿。任何產品缺陷或預期性能偏差均可能導致聲譽受損、負面宣傳、收益損失、延期完成、產品召回、產品責任索賠及保修成本等重大費用，這些情況均可能對我們的業務、前景、經營業績及財務狀況造成重大不利影響。

我們產品的設計及生產過程十分複雜，可能包含潛在缺陷及錯誤，因而可能導致性能不佳或引起財產損壞或人身傷害。此外，向第三方採購的原材料及產品組件的品質可能存在缺陷或品質問題，大大影響我們的設備及系統的整體機械結構及功能。由於先進及新興技術的複雜性，可能會隨時間出現缺陷及錯誤。我們對機械零件及第三方服務的持續穩定表現控制有限，其可能無法符合我們的期望。雖然我們在完成產品前會進行內部測試，但由於歷史數據有限，我們對設備及系統長期性能的評估能力受到限制。我們無法保證能夠及時識別並糾正產品缺陷，甚或完全無法識別及糾正缺陷。

風險因素

另外，在我們的產品測試、交付及服務的每個階段，凡需要人手操作的環節，都存在著我們的僱員或第三方出現人為錯誤、疏忽或不遵守規程的可能性。此類人為錯誤可能導致我們的設備及系統無法如預期般執行或運作。我們無法向閣下保證我們能完全消除運作中的人為錯誤。

我們的業務前景取決於我們能否成功推出及推廣新設備及系統以及執行我們計劃的業務舉措。然而，此舉可能會使我們面臨全新的更大挑戰及風險。

我們業務擴展及持續增長的成功，取決於我們能否擴大設備及系統範圍、為設備及系統設定具競爭力價格、並在維持設計及生產過程成本效益的同時，確保佔有可觀的市場份額。此外，提升我們在管線產品(如LFSS(氨)及碳捕捉系統的優化開發)方面的技術能力至關重要。然而，我們無法保證推出新設備及系統或改進現有設備及系統能夠達到預期的市場接受程度或市場份額(如有)。我們無法向閣下保證我們在進入新市場或推出新設備及系統時未來不會遇到重大延誤。

此外，我們依賴供應商及原設備製造商提供原材料及關鍵產品組件，可能會導致我們在生產及商業化時間表上的潛在延誤。無法保證我們可就此避免重大延誤及成本超支。我們無法控制如供應商或原設備製造商問題等因素，因而可能會增加有關困難，進而妨礙我們的產品商業化進度及滿足客戶要求的能力。

倘新設備及系統延期完成，或未能如預期般運作，或在市場反應不佳，可能會對我們的研發能力或所提供設備及系統構成負面宣傳，對我們的增長前景造成重大不利影響，並可能阻礙我們建立或擴大市場份額的努力。作為我們引入新設備及系統並改進現有設備及系統策略的一部分，我們預計將撥出大量資金用於研發、產品改良以及銷售及營銷。倘未能成功執行我們的長期增長策略，或會對我們的業務、前景、經營業績、財務狀況及現金流量造成重大不利影響。

我們自註冊成立以來不斷推出新的設備及系統。然而，我們在執行這些舉措方面的往績有限。倘我們未能按計劃成功執行有關舉措，或是未能達到預期的正面效果，則我們的業務、財務狀況、經營業績、現金流量及前景或會受到重大不利影響。

風險因素

我們可能會遇到用於我們設備及系統的原材料或產品組件成本上升或供應中斷。

我們產生的大量採購成本主要與(i)我們生產過程中消耗的原材料及(ii)我們向供應商或原設備製造商採購的產品組件相關。此等原材料及產品組件的價格可能出現波動，並受到我們無法控制的因素影響，包括市況、通脹、供應鏈短缺及對這些材料和組件的全球需求，所有有關因素均可能對我們的業務及經營業績造成不利影響。

我們的營運尤其依賴若干原材料及產品組件的穩定供應，例如不銹鋼板、不銹鋼管、舵球、氮氣系統、空氣壓縮機、內飾及備件。我們面臨與該等原材料及產品組件的可得性及成本相關的多種風險，包括但不限於：

- 製造商可能未能或不願意擴大生產或建立能夠提供所需數量原材料及產品組件的設施；
- 由於製造缺陷或製造商召回而導致主要產品組件(如舵球、氮氣系統及空氣壓縮機)供應中斷；及
- 原材料如不銹鋼板及不銹鋼管的成本上升或供應減少。

此外，匯率波動或關稅，以及其他經濟或政治情況，均可能導致運輸成本及原材料或產品組件價格大幅上升。任何採購成本大幅增加將會提高我們的經營開支，並可能減少我們的利潤率。

造船業及航運業的表現會影響我們的業務、前景及財務業績。

我們的業務顯著受到造船及航運行業發展趨勢的影響。有關行業低迷可能導致對新船的需求減少，從而可能對我們的設備及系統需求造成不利影響。反之，當貨運費率相對較高時，新船訂單通常會激增。然而，在此期間，船東可能不願意暫停船舶營運以安裝我們的產品，這可能會影響我們的業務營運。此外，俄烏衝突及紅海危機等地緣政治緊張局勢可能會對全球及區域航運業及造船業的供應、需求、成本及營運產生重大影響。這些緊張局勢可對航運公司適應船用燃料成本、取得船用燃料及航線出現變動的能力產生負面影響，進而影響其購買新船的決策，最終影響造船業。造船及航運行業的表現為我們的業務、前景及財務業績以及有關新船及現役船舶的手頭訂單組成帶來一定程度的不可預測性。

風險因素

在往績記錄期間，主要由於COVID-19疫情及其引致的供應鏈中斷導致運力短缺及海運貨運費率上升，故我們完成的新船訂單數目顯著增加。例如，截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月，就船舶脫硫系統而言，我們分別完成2、4、13及21份與新船相關的訂單，以及分別完成7、10、24及4份與改裝現役船舶相關的訂單。由於我們的收益在訂單完成時確認，因此我們收到訂單的時間與確認收益的時間之間存在固有不匹配情況。這種不匹配情況可能導致我們的收益及溢利波動，導致難以準確預測我們的財務表現。訂單的及時完成可能受到多項我們無法控制的因素影響，包括但不限於改裝現役船舶的運輸時間表受影響或延誤、港口使用出現變化以及新建造船舶的造船過程延誤。此外，當需要進行性能測試(如調試測試或試航)時，我們的收益將在獲得試航報告後確認。倘惡劣天氣情況使船舶無法抵達指定的測試水域，可能會延遲測試時間，並因而延遲發出試航報告。倘發生有關受影響情況或未能及時完成訂單，均可能導致收益確認延遲，從而對我們的財務業績及業務前景造成不利影響。與新船相關的訂單通常需要較長時間才能完成，這意味著來自新船訂單的收益會在較長時間內確認，這可能會延遲實現收入並影響我們的短期財務業績。此外，訂單完成時間表延長亦會導致訂單取消的可能性增加，這可能會擾亂我們的存貨管理及現金流，導致營運成本增加。有關訂單取消影響的更多詳情，請參閱本節「與我們的業務及行業有關的風險—我們面臨存貨撇減的風險」。與新船相關的手頭訂單數量增加，使我們須管理更長的項目時間表，這可能會影響我們的營運效率及承接新項目的能力。這可能反過來影響我們的業務、前景及財務業績。

船舶環境保護設備及系統的設計及使用受到項目執行風險的影響。

我們的系統安裝由造船商完成，而我們提供現場技術指導。我們的業務受到固有的項目執行風險影響，這些風險可能超出我們的控制範圍，包括但不限於：

- 設備或系統交付延遲；
- 缺乏熟手僱員及有能力的管理層以按時完成安裝或完全遵守我們有關安裝的指示；
- 不可預見的工程、設計或環境問題以及意料之外的成本增加；及
- 罷工及勞資糾紛。

風險因素

由於上述因素或其他原因導致我們的營運出現任何重大中斷或未能及時完成工作，均可能影響我們與潛在客戶洽談新合約的能力。倘出現延誤，我們的現有客戶可能有權根據有關合約規定獲得違約賠償或終止合約。我們無法向閣下保證我們的項目將來不會發生此類終止或類似事件。任何此類事件均可能對我們的業務、財務狀況及經營業績造成重大不利影響。

我們的業務很大程度上取決於我們的研發能力。任何技術及研發工作表現不佳或會對我們的競爭力及盈利能力造成不利影響。

我們的業務成功很大程度上取決於我們的研發能力。我們的技術開發人員涵蓋各業務分部，包括工程部、技術部及研發部。

我們營運所在行業具有高度技術複雜性及快速變化的特點，需要投放大量資源提升我們的研發能力，以引領技術創新並維持我們的競爭力。因此，我們預期我們的研發成本將繼續維持在較高水平。

此外，研發活動本質上涉及不確定性。我們的研發方向未必經常與市場需求、技術進步或行業趨勢一致。無法保證我們在研發方面的努力能夠產生可行的成果。市場需求的變化、技術挑戰或技術發展中不可預見的趨勢均可能導致失敗。因此，我們在研發方面的大量投資未必經常可產生預期回報，或對我們的業務增長作出相應貢獻。

倘我們的技術及研發舉措表現不佳，可能會削弱我們的競爭地位，從而對我們的業務、聲譽、經營業績及前景造成重大不利影響。

我們於往績記錄期間錄得經營活動所用現金淨額。

於二零二一年、二零二二年及截至二零二四年六月三十日止六個月，我們錄得經營活動所用現金淨額分別為人民幣46.8百萬元、人民幣10.4百萬元及人民幣14.9百萬元。詳情請參閱本招股章程「財務資料 — 流動資金及資本資源 — 現金流量 — 經營活動所用或所得現金淨額」一節。

風險因素

我們無法向閣下保證我們日後能夠從經營活動中產生現金淨額，或因業務擴展而增加經營活動所產生的現金數額。倘我們日後錄得經營現金流出淨額，我們的營運資金可能受到限制，從而可能對我們的流動資金及財務狀況造成不利影響。倘我們沒有足夠的營運資金及未能產生足夠的收益或籌集額外資金，我們或有機會延遲完成我們現有的業務計劃或大大減低其範圍或於其後使我們的營運收縮，以上任何一項情況均可能對我們的業務、財務狀況及經營業績造成重大不利影響。此外，倘我們確定現金需求超過手頭可用現金，我們可能會尋求發行債務或股本證券，或獲取信貸融資。我們無法向閣下保證我們將能夠於現行的經濟環境下取得債務或權益融資。此外，發行任何權益或與權益掛鈎的證券有可能攤薄我們股東的持股，而任何債務產生有可能使我們的債務服務責任增加及導致我們受有限制的營運及融資契約所限。因此，我們或會面臨流動資金問題且我們的業務、財務狀況及經營業績可能會受到重大不利影響。

任何在擴展及維持現有生產設施營運或租賃生產設施方面的問題或延誤，均可能對我們生產設備及系統造成負面影響。

我們在江蘇南通的自有生產設施中管理生產和完成包括我們的船舶廢氣淨化系統在內的組裝。我們計劃在中國內地或東南亞租賃生產設施，地點將於廣泛研究後於二零二五年前確定。維持並擴建我們的生產設施以及租賃新生產設施將需投放大量資金資源。我們無法保證可以具成本效益的方式完成有關計劃，或通過生產及銷售收回有關投資。任何項目延誤或預算超支都可能對我們的財務狀況、產能及經營業績造成不利影響。

我們的生產設施內佈滿工程機械、原材料及組件，令員工及訪客面臨更高的工作場所安全風險，包括生產設備及設施的損壞或破壞或操作事故，亦可能導致人身傷害、死亡、運作延誤、金錢損失及法律責任。此等風險來自與重型設備的互動、機械操作的複雜性質以及可能接觸危險材料。除非嚴格執行安全規程並定期更新，否則有關廠房條件可能會導致意外發生。無法保證未來不會發生嚴重事故或致命事件。倘我們未能防止嚴重事故或死亡事件，我們將對由有關事故或死亡事件產生或與此相關的損害承擔責任，可能對我們的經營業績、業務、財務狀況及前景造成重大不利影響。

此外，根據中國法律及法規，建設項目受限於政府廣泛監管及批准程序，包括但不限於項目審批或備案、建設用地及項目規劃批准、環保備案、消防驗收，以及相關部門檢查及驗收。營運有關建設項目的實體或會面臨行政審批程序的不確定性、罰款或項目暫停使用，任何一項均會對我們的業務營運造成重大不利影響。

風險因素

我們在業務的若干主要範疇依賴第三方，倘任何有關第三方未能及時提供優質產品或服務，或我們與其中任何一方的關係惡化，我們的聲譽或業務營運可能受到不利影響。

我們在業務的若干主要範疇依賴第三方，包括(其中包括)：(i)供應商及原設備製造商提供我們設備及系統所需的原材料及產品組件，(ii)承包商執行若干非核心生產過程，以及(iii)委聘銷售代理代表我們推進獲得新客戶等。我們的供應鏈面臨各種風險，包括可能交付失敗或原材料、產品組件及服務的供應不足，該等風險來自多個來源，包括我們的承包商未能按時履約，或我們的銷售代理在獲取新客戶、識別市場需求、談判合約及代我們促進收款方面表現不佳。倘未能按我們的要求(例如時間表、價格、品質及數量)向供應商、原設備製造商、承包商及銷售代理取得必要的原材料、產品組件或服務，將導致失去生產能力或潛在客戶，從而對我們的業務、前景、經營業績、財務狀況及現金流量造成重大不利影響。

在日常業務過程中，我們與供應商、原設備製造商、承包商及銷售代理(包括過去與本集團若干董事有關連的人士)按公平磋商基準及一般商業條款進行交易。我們各現有供應商、原設備製造商、承包商及銷售代理目前均為獨立第三方。由於我們對供應商、原設備製造商、承包商及銷售代理(不論彼等是否為獨立第三方或其他人士)及其商業慣例的控制有限，我們無法保證彼等所提供的原材料、產品組件及服務的品質始終如一。任何有關原材料、產品組件及服務的缺陷或品質問題，以及涉及我們第三方供應商、原設備製造商、承包商或銷售代理的不合規事件，均可能導致與我們的設備及系統有關的品質問題及負面宣傳，從而可能損害我們的品牌形象並影響我們的業務、前景、經營業績、財務狀況及現金流量。特別是，於截至二零二二年十二月三十一日止年度，我們已根據日期為二零二三年四月七日的股份轉讓協議，無償將我們於江蘇匯舸(五大供應商之一)的全部權益出售予一名獨立第三方。有關進一步詳情，請參閱本招股章程「業務—我們的供應商—我們的主要供應商」一節。江蘇匯舸已於二零二四年十一月六日簽署承諾函，承諾不從事與本集團相似的業務活動或使用類似的商標，並於二零二五年八月三十一日前更改公司名稱。儘管有這些承諾，在過渡期間繼續使用「匯舸」作為其名稱，仍然存在可能與江蘇匯舸相關的負面消息或報道而對我們的聲譽、業務及增長前景產生不利影響的風險。此外，我們無法保證我們的供應商、原設備製造商、承包商和銷售代理遵守道德商業慣例，包括環境責任、公平工資慣例及遵守童工法等。無法證明合規可能迫使我們尋找替代供應商、原設備製造商、承包商或銷售代理，並可能會增加成本及導致產品延期完成、產品短缺或業務中斷。

風險因素

此外，物色原材料、產品組件或服務的替代供應商、原設備製造商、承包商和銷售代理，或開發高度定制產品組件的替代品可能耗時且費用昂貴。任何原材料、產品組件或服務供應中斷，不論是來自單一或多個來源，均可能會暫停生產，直至我們物色到替代供應，或導致客戶流失。無法保證我們能夠及時或以可接受的方式，甚至根本無法成功獲得替代供應商、原設備製造商、承包商和銷售代理。業務狀況變動、不可抗力事件、政府變動或其他超出我們控制的不可預見因素，亦可能影響我們的供應商、原設備製造商、承包商和銷售代理及時交付原材料、產品組件及服務的能力。

此外，倘我們的需求顯著增加或需要更換現有供應商、原設備製造商、承包商和銷售代理，我們無法向閣下保證能夠在有利條款下取得額外供應或服務，甚或完全無法取得額外供應或服務，亦無法保證任何供應商、原設備製造商、承包商或銷售代理會分配足夠資源以滿足我們的需求或及時履行我們的訂單。上述任何一項均可能對我們的業務、財務狀況、經營業績及前景造成重大不利影響。

我們的營運可能受到主管機關的轉讓定價調整影響。

我們的營運可能受到主管機關的轉讓定價調整影響。我們存在若干集團內公司間交易，或會受到相關稅務機關的審查或質疑。於往績記錄期間，我們於中國、香港、新加坡、葡萄牙及挪威的附屬公司從事以下五類集團內公司間交易，即(i)產品買賣交易、(ii)技術服務、(iii)銷售支持服務、(iv)研發支持服務及(v)行政服務。詳情請參閱本招股章程「業務—轉讓定價分析」。

因此，如果相關稅務機關認定我們的一些集團內公司間交易未經公平磋商，並因此以轉讓定價調整的形式調整任何該等實體的收入，我們可能會面臨不利的稅務後果。轉讓定價調整可能(其中包括)增加我們的稅務負擔。倘若我們未能在相關稅務機關要求的有限時間內糾正此類事件，相關稅務機關可能會對我們未繳的稅款徵收滯納金或附加費及其他罰款。此外，轉讓定價安排可能會因稅務調整而在某些司法管轄區產生雙重課稅減免安排項下可收回稅項(如適用)。我們無法保證能成功從相關稅務機關收回可收回稅項。因此，我們的業務、財務狀況及經營業績可能會受到重大不利影響。

風險因素

此外，我們預期集團內公司間交易將於可見將來繼續進行，並將釐定我們認為與非關聯第三方按公平交易原則進行交易者相同的轉讓定價安排。然而，我們概不能保證稅務機關持同樣觀點，亦不能保證該等轉讓定價法律及法規不會被修改。倘任何相關司法管轄區的主管機關確定有關集團內公司間交易不符合公平交易原則並影響應課稅收入，該主管機關可能會要求我們的相關附屬公司重新釐定轉讓定價，並因而調整收益、扣減成本及開支或調整相關附屬公司的應課稅收入，以準確反映應課稅收入。任何有關調整都可能導致我們的整體稅項負債增加，從而可能對我們的業務、財務狀況及經營業績產生不利影響。

倘我們未能充分維護我們的設備及系統，或未來出現保修索賠，可能對我們的業務、前景、財務狀況、經營業績及現金流量造成重大不利影響。

維護及維修船舶環境保護設備及系統需要在船舶電氣、船舶工程、結構、熱力學、化學和室內設計方面的專業技能。我們無法保證我們的售後服務安排可完全滿足客戶要求及滿意度。

隨著我們不斷擴展業務，我們的售後服務團隊可能會面臨額外的壓力，可能令即時回應客戶對技術支援需求在短期內增加更具挑戰性。顧客行為及使用模式可能導致高於預期的維護及維修成本，因而對我們的業務、前景、財務狀況、經營業績及現金流量造成不利影響。我們亦可能難以調整我們所提供技術支援服務，以應對競爭對手所提供支援服務的變化。在收益未有相應增加的情況下，調整以應對更高的客戶支持需求可能會增加開支，從而對我們的經營成果造成不利影響。如未能充分應對客戶的服務需求，或未能在市場上建立高品質支援的形象，可能會導致客戶提出索賠，包括收益損失或損害，並可能對我們的業務、前景、財務狀況、經營業績及現金流量造成重大不利影響。

此外，我們的大部分客戶來自海外，為全球提供維護及維修服務造成額外風險。派遣專業技術人員或跨境運送備件可能會增加成本並引致延誤。文化、語言及法律差異可能令與客戶服務互動變得複雜，增加誤解及潛在法律後果的風險，並損害我們的品牌聲譽。倘我們未能將服務適應此等國際複雜性，或會導致客戶滿意度下降及增加成本，因而對我們的業務、前景、經營業績及財務狀況造成重大不利影響。

風險因素

我們就我們的產品提供自訂單完成起計12至60個月的保修期。我們計提保修撥備，即管理層對於已售產品仍在保修期內根據銷售協議預期結算金額的最佳估計。於二零二一年、二零二二年及二零二三年以及截至二零二四年六月三十日止六個月，我們的保修開支分別為人民幣0.4百萬元、人民幣0.3百萬元、人民幣4.4百萬元及人民幣2.6百萬元，各自佔同期總收益少於1.0%。截至二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，我們的保修撥備分別為人民幣0.3百萬元、人民幣0.5百萬元、人民幣4.5百萬元及人民幣6.6百萬元。

無法保證有關儲備足以應付未來索賠。將來，我們或會面臨重大且意料之外的保修索賠，導致產生大額開支，因而對我們的業務、前景、財務狀況、經營業績及現金流量造成重大不利影響。

我們可能無法成功維持及加強我們的品牌，令客戶對我們設備及系統的接受度、業務、前景、財務狀況及經營業績有重大不利影響。

我們的業務及前景有賴我們建立、維持及加強品牌的能力。未能樹立正面品牌形象或會導致失去機會培養不斷增長的忠誠客戶群。我們能否成功推廣品牌取決於我們是否可持續完成及提供優質設備及系統。倘我們的設備及系統未能滿足客戶期望，我們的品牌認受性及市場接受度將會下降。此外，有關我們產品及服務的事件，特別是涉及安全問題或缺陷的事件，不論是否歸咎於我們，均可能引起負面宣傳。任何負面宣傳不論是否真確，皆有可能迅速傳播，從而削弱客戶對我們品牌的觀感與信心。

我們建立及提升品牌的能力亦依賴於我們銷售及營銷策略的有效性，包括(其中包括)在主要國際航運樞紐及港口以及主要貿易路線沿線設立服務中心。詳情請參閱「業務 — 我們的策略 — 強化營銷能力，擴大全球客戶範圍」。儘管我們力求通過謹慎挑選銷售及營銷渠道以改善資源分配，該等努力可能無法達到預期效果。

我們面臨來自客戶的信貸風險，倘未能及時收回貿易應收款項，或會對我們的財務狀況及經營業績造成不利影響。

我們的貿易應收款項主要包括在日常業務過程中應收客戶款項。於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，我們的貿易應收款項分別為人民幣5.6百萬元、人民幣19.4百萬元、人民幣42.2百萬元及人民幣45.8百萬元。儘管我們努力評估客戶的信貸狀況，惟無法向閣下保證客戶日後將會履行彼等對我們的義務。

風險因素

我們無法控制的各種因素，例如經濟衰退及客戶破產，可能會阻礙或使我們無法及時收回貿易應收款項，甚或完全無法收回。倘若未能有效管理與我們的貿易應收款項相關的信貸風險，並及時收取款項，將會對我們的業務、前景、財務狀況、經營業績及現金流量產生重大不利影響。

我們面臨存貨撇減的風險

於往績記錄期間，我們的存貨主要包括：(i) 原材料及消耗品，例如不銹鋼板及不銹鋼管；(ii) 生產線上的在製品；及(iii) 已完成製造及質量檢驗程序並準備交付的製成品。截至二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，我們的存貨分別為人民幣32.3百萬元、人民幣87.3百萬元、人民幣87.4百萬元及人民幣37.1百萬元。

我們的原材料出現撇減，主要由於不銹鋼腐蝕、無法使用的殘餘鋼材以及產品組件過時。截至二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，我們的原材料撇減分別約為零、人民幣0.5百萬元、人民幣0.8百萬元及人民幣0.9百萬元。由於我們的產品乃根據客戶的要求按需求生產，因此我們的製成品歸屬於指定客戶。倘若訂單取消，我們將嘗試重新配置或拆解製成品，並回收零件以用於其他產品。我們的管理層將評估何時剩餘零件無法回收，以及何時撇減任何餘下零件。截至二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，我們的製成品撇減分別約為零、零、人民幣1.9百萬元及人民幣2.3百萬元。有關對製成品的撇減主要是由於二零二零年的訂單取消，我們的管理層認為若干剩餘零件於二零二三年及二零二四年上半年無法回收，導致在各有關期間末撇減相應金額。

因此，任何儲存條件的意外變化或重大技術發展均可能導致我們的原材料過時。此外，我們無法保證在訂單取消的情況下，我們能夠回收零件以用於其他產品，這可能會對我們的盈利能力、經營業績及財務狀況造成不利影響。

我們可能無法履行有關合約負債的責任，這可能會對我們的業務、聲譽及流動資金狀況產生重大不利影響。

我們可能無法履行有關合約負債的責任。於往績記錄期間，我們的合約負債代表我們就若干合約自客戶收取的訂金，有關合約於我們能夠根據合約條款確認收益之前要求預付款項。截至二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，我們分別錄得合約負債人民幣169.7百萬元、人民幣161.1百萬元、人民幣174.9百萬元及人民幣21.7百萬元。我們將合約負債確認為收益需視乎未來履約責任，並且可能無法代表未來期間的收益。在我們完成相關訂單後，合約負債將被確認為收益。有關進一步詳情，請參閱「財務資料 — 綜合財務狀況表主要項目說明 — 合約負債」。倘我們未能履行我們的責任，或我們的客戶對我們提供的產品或服務有爭議，我們可能無法將合約負債全數確認為收益，甚至可能無法確認任何收益，並可能需要退還按金，這可能對我們的業務、聲譽及流動資金造成重大不利影響。

風險因素

我們的業務很大程度上依賴我們的主要僱員及合資格人員的努力。

我們的成功很大程度上取決於我們的主要僱員及合資格人員(如我們的主要管理人員、工程師及其他研發人員)的持續努力。倘我們的一名或多名主要僱員及合資格人員未能投入足夠時間及資源支持我們的營運及持續增長，或倘其終止向我們提供服務，我們可能無法輕易、及時或完全地替代彼等。有關主要人員離職可能會對我們的業務造成干擾，並會產生額外費用以招聘、培訓及挽留合資格人員取代彼等。

我們可能難以聘請曾接受充足船舶環境保護設備及系統行業培訓的專業人士，並需要花費大量時間及費用培訓現有及潛在僱員。

我們經營所在行業對頂尖人才有高需求且競爭激烈。近年來，平均勞工成本，特別是高技術及有經驗人員的成本穩步上升。我們無法向閣下保證我們的勞工成本不會大幅上升，特別是我們繼續擴展業務及營運。儘管勞工成本增加，我們仍可能無法吸引或挽留合資格僱員或其他高技術僱員。隨著我們的品牌知名度提升，競爭對手或其他公司試圖挖角我們人才的風險亦會增加。我們的每位行政人員及主要僱員均已與我們簽訂了包含保密及不競爭條款的僱傭協議。然而，我們可能會因為有關不競爭條款的爭議而面臨法律程序。倘任何主要管理人員、工程師及其他研發人員加入競爭對手或成立競爭公司，我們可能會失去客戶、技術知識及關鍵專業人士及員工，因而對我們的競爭地位造成重大不利影響。

我們的國際業務使我們面臨各種風險，包括不利的監管、政治、貨幣、稅務及勞工狀況，此等風險可能會損害我們的業務、前景、經營業績及財務狀況。

我們提供全球服務，包括亞洲、歐洲、美洲和中東地區。我們的國際業務使我們的業務營運面臨各種風險，包括不利的監管環境、政治不穩、貨幣波動、稅務挑戰及勞工條件，此等風險可能會對我們的業務、前景、經營業績及財務狀況造成重大不利影響。此外，我們計劃將部分全球發售所得款項淨額分配於擴展計劃，包括在中國內地或東南亞租賃生產設施，具體地點將於二零二五年經過廣泛研究後確定。有關我們擴展計劃的進一步詳情，請參閱本招股章程「未來計劃及所得款項用途」一節。在國際市場經營業務須遵守不同的法律、政治、監管及社會規定，以及適應有關司法管轄區內不同的經濟環境。

風險因素

此外，國際業務或其擴展需要在不同司法管轄區及時區之間廣泛協調，對我們的管理資源有龐大要求。我們將面臨與國際業務活動相關的眾多風險，此等風險可能增加成本、影響我們推廣及銷售設備及系統的能力，並需要大量的管理注意力，包括但不限於：

- 確保我們的設備及系統符合不斷變化的國際監管要求；
- 產生與外國司法管轄區法律行動及負債相關的開支；
- 管理與員工配置及海外業務相關的複雜性；
- 建立並維持與國際供應商的關係並管理潛在供應鏈中斷；
- 吸引新國際市場客戶；
- 遵守外國政府的稅務、監管及許可規定，包括可能無法以我們在中國所繳稅款抵銷外國稅項，以及限制我們能夠將資金匯回中國的外國稅務及其他法律；
- 管理外幣匯率及利率波動；
- 遵守中國及外國政府施加的貿易限制、關稅及價格或外匯監管；
- 遵守外國勞工法律、法規及限制；
- 適應外交及貿易關係的變化；
- 在可能有利於本地公司而非國際競爭對手的法律框架及商業慣例下營運業務；
- 在國際間保護或取得知識產權；
- 應對地緣政治因素、自然災害、衝突、恐怖主義、流行病及其潛在影響；及
- 評估國際經濟的韌性。

倘我們未能有效減低有關風險，我們的業務、前景、財務狀況、經營業績及現金流量或會受到重大影響。

風險因素

我們可能會考慮通過併購擴展業務，其中可能涉及重大風險及不確定因素，而我們或無法識別合適目標或成功整合所收購業務。

我們過去曾收購附屬公司及聯營公司股權，以進一步發展業務。我們將積極物色符合我們核心能力及戰略目標的戰略性併購，以鞏固我們的市場地位並擴展我們的設備及系統。同時，我們將尋求建立能夠提供進入新市場、技術及專業知識的戰略夥伴關係。我們特別關注全球市場，尤其對歐洲地區有濃厚興趣，目標為收購先進的海洋環保技術公司。然而，併購活動涉及重大風險及不確定因素，包括難以物色合適目標及來自其他潛在買家或競標者的競爭，或難以確定目標的適當購買價，可能導致商譽潛在減值及潛在債務增加，因而可能增加我們的財務成本，以及目標公司未預期的或有負債風險。

此外，整合新收購業務可能會耗費大量成本及時間，並可能給我們帶來重大風險及困難，包括(i)將所收購業務的業務及人員整合至我們的企業文化及管理風格之中，並執行統一的資訊技術系統、控制、程序及政策；(ii)與所收購業務的主要僱員、客戶、業務夥伴及供應商維持關係；(iii)成功進入我們之前經驗有限的業務或地理市場；(iv)實現預期的協同效應以及收購帶來的戰略或財務利益；及(v)應對與所收購業務所在的任何新司法管轄區相關的經濟、政治、監管及外匯風險。因此，我們無法向閣下保證我們未來進行的任何併購將會成功。未能執行我們的併購計劃可能會對我們的業務、財務狀況及經營業績造成負面影響。

我們可能有資本需求，亦可能會因業務戰略而增加開支，但我們無法保證能夠獲得必要的融資，為大量資本開支提供資金，或有效管理有關增加的開支。

我們預計將利用經營活動產生的現金、債務融資以及全球發售的所得款項淨額為資本開支提供資金。我們計劃將全球發售的若干所得款項淨額分配至我們的擴張計劃，包括潛在合併以及在國際上租賃一個生產設施及建立四間服務中心。我們亦計劃收購一間持有一艘船舶的公司的控股權作為我們的海事研發平台。有關我們擴張計劃的更多詳情，請參閱本招股章程「未來計劃及所得款項用途」。作為我們業務戰略的一部分，有關擴張計劃可能會導致開支大幅增加，從而對我們的財務狀況及經營業績產生不利影響。例如，作為擴張計劃的一部分，我們預計將招聘新員工，而招聘、培訓及挽留這些員工將產生大量的員工成本。此外，將新員工融入我們的現有營運可能需要額外資源及時間，從而可能導致效率低下及營運成本增加。

風險因素

此外，購買船舶及租賃新生產設施亦將涉及大量資本開支，並增加折舊成本及維護成本。具體而言，船舶的運作需要船員及其他操作人員，產生與其薪金、培訓及福利相關的勞工成本。此外，船舶將產生燃料成本及其他經營開支，這些開支可能會根據市場狀況波動。儘管我們可能考慮出租船隻以產生租金收益，但我們無法保證我們能夠及時以有利的租金率出租船舶，甚至根本無法出租。許多因素均可能影響船舶產生的租金收入，這些因素我們無法控制，包括市場租金費率的波動、供需平衡以及承租人按時全額支付租金的財務能力。此外，訂立租船協議使我們面臨各種合約及法律風險。倘因租船協議的條款引起爭議，例如拖欠租船款項、維護責任或交付時間表，均可能導致昂貴的法律訴訟及潛在的財務責任。倘我們將船舶租出，而勞工成本及營運開支由承租方直接承擔，我們將只會收取期間的淨租金收入作為其他收入。倘船舶未租出，則該期間的相應勞工成本、營運開支及折舊成本將全部以研發開支列賬，這可能對我們的財務報表產生負面影響。我們亦將增加營運成本以及與我們向新地區擴張計劃相關的不可預見開支。此外，倘未來出現不利市場狀況，或者我們的擴張計劃、營運流程、技術、機器設備價格或利率發生變化，我們的實際開支可能會超過計劃開支，且我們可能並無足夠流動資金來源以實施當前的營運計劃，將需要從外部來源獲得額外融資。

鑑於有關潛在增加的開支，概不保證外部流動資金來源能為我們的持續經營或產品開發提供資金，我們的擴張計劃缺乏資金將無法成功，另外亦無法保證能產生預期投資回報。倘無法獲得所需融資或有效管理有關增加的開支，則會阻礙我們對產品開發進行持續投資或實施業務戰略的能力，從而對我們的業務、經營業績及財務狀況造成重大不利影響。

倘我們與合作夥伴購買船舶的合作不穩或終止，我們的研發、業務、財務狀況及經營業績或會受到重大不利影響。

我們計劃與合作夥伴共同購買船舶。進一步詳情請參閱「未來計劃及所得款項用途—所得款項用途」。此類合作存在風險及不確定因素。例如，儘管合作夥伴將是一個被動的船東，但其可能擁有不同業務目標，這可能導致合作不穩定或面臨變動。此外，儘管我們將簽訂協議以確保合作夥伴不會影響我們在研發平台上進行的研發工作，但未來船舶利用的戰略方向若出現任何分歧或不一致，可能導致營運效率低下或衝突。此外，合作夥伴可能因合作模式、利潤分配或其他原因而感到不滿，並可能選擇終止合作。此類終止可能會擾亂我們營運船舶，導致財務損失，並需要尋找新的合作夥伴或替代融資，惟可能無法以商業上可接受的條款獲得，甚或無法獲得。此等因素可能對我們的研發、業務、財務狀況及經營業績造成重大不利影響。

風險因素

倘若我們未能取得、維持及重續對我們的業務至關重要的許可證、批准、資格及認證，或未能遵守適用於我們業務的法律和法規，我們的業務運作可能會受到重大不利影響。

我們在中國所營運業務受多個中國機關監管，有關機關共同監管我們在中國所從事行業的主要方面。我們亦須在我們營運業務所在的中國及其他司法管轄區取得並維持所需的牌照及批文，例如港口經營許可證、固定污染源排污登記以及海關進出口貨品收發貨人備案。詳情請參閱「業務一牌照、許可證及批文」。

董事確認，於往績記錄期間及截至最後實際可行日期，我們已獲得所有相關當局所需的牌照、許可證及批文，並在所有重大方面遵守適用於我們業務的法律和法規。然而，我們無法向閣下保證我們能夠及時成功為現有業務所需牌照續期，或此等牌照足以進行所有現有或未來業務。由於現行及未來規管我們業務活動的法律、法規及政策的詮釋及實施情況正不斷演變，我們無法向閣下保證我們不會被發現違反任何未來的法律、法規及政策，亦不能保證不會違反現行的任何法律、法規及政策。倘若我們未能取得、重續或維持任何必要的牌照或批准，或在我們有業務營運的任何司法管轄區進行必要和適當的備案，或未能及時或完全未能遵守適用於我們的法律和法規，則我們可能面臨各種處罰，包括罰款、終止或限制我們的業務營運。任何此類罰款可能損害我們的聲譽，中斷我們的業務營運，甚或終止我們在有關司法管轄區所營運業務。因此，我們的經營業績、財務狀況及業務前景可能會受重大不利影響。

我們依賴資訊科技及其他基礎設施，有關設施面臨若干風險，包括網絡安全風險。

我們依賴各種資訊科技及自動化操作系統以管理或支援我們的業務營運，包括保護我們的知識產權。此等系統的正常運作對高效營運及管理我們的業務至關重要。此外，此等系統可能因技術變化或我們的業務增長而需作出修改或升級。有關變更可能耗費高昂成本，並對我們的業務營運造成干擾，且可能需要管理層投放大量時間。我們本身及第三方供應商的系統或會因我們無法控制的因素而受損或中斷，例如災難事件、停電、天災、電腦系統或網絡故障、病毒或惡意軟件、實體或電子入侵、未經授權存取資料、網絡攻擊及盜竊。我們無法向閣下保證我們所採取措施及步驟能充份保障我們的系統及電子資訊安全。任何對我們系統的重大干擾，均可能導致未經授權披露機密資料，並對我們的業務及經營業績造成不利影響。

風險因素

我們曾經且未來可能會面臨專利、商標及／或其他知識產權侵權索賠，索賠可能耗時，導致我們承擔重大責任並增加我們的經營成本。

我們曾涉及知識產權侵權訴訟，未來亦可能成為此類訴訟的當事人。公司、機構或個人(包括我們的競爭對手)可能持有或取得專利、商標或其他專有或知識產權，可能會阻止、限制或干擾我們生產、使用、開發、銷售或營銷我們的設備及系統的能力，從而使我們的業務營運變得更加困難。

我們可能會不時收到專利、軟件版權、商標、商業秘密或其他知識產權或專有權利持有人的通知，指控我們侵犯、盜用、攤薄或以其他方式違反其權利。有關第三方已經或將來可能會對我們提起訴訟，指控侵犯或其他違反其權利，或以其他方式主張其權利，並促使我們取得其知識產權的牌照。例如，我們於二零二三年牽涉三宗針對我們的一名供應商和我們的知識產權侵權訴訟，指稱相關產品侵犯了原告的知識產權。受影響產品為我們的船舶節能裝置中的前置預旋導輪及消渦鰭，這些產品由我們的供應商設計、製造並向我們銷售。有關糾紛於二零二四年六月解決，其中供應商支付人民幣2.4百萬元和解款項，而管轄法院已於二零二四年七月批准原告撤回三宗案件的申請。

董事認為，有關糾紛對本集團的營運並無重大不利影響，理由是：(i)所涉及的產品並非我們的主要產品，銷售額及收益貢獻相對較少；(ii)我們無需支付由供應商支付的和解款項，且我們並未因此產生任何重大開支或損失；及(iii)我們已終止與有關供應商的合作，並就上述產品選擇另一供應商，而該供應商已承諾產品並無侵犯任何知識產權，並同意就因與產品有關的任何知識產權侵權索償所引致或與之有關的任何及一切成本及損失向我們提供彌償。於往績記錄期間，我們並無因知識產權侵權索賠導致任何客戶流失，亦無其他與知識產權侵權有關的索賠或糾紛。

儘管我們在委聘供應商前進行評估和背景調查，而且我們的標準做法是透過合約契約要求供應商遵守適用法律和法規，但我們無法向閣下保證在與彼等簽訂合約前能夠發現所有可能表明供應商不合規或不當行為的潛在問題。此外，我們可能並不知悉可能與我們的業務相關的現有專利或專利申請，此乃由於許多專利申請在一個國家是保密提交的，並且在適用提交日期之後幾個月方會公佈。此外，我們對於旗下設備及系統、服務或設計相關商標的申請及使用，可能會被認為侵犯了第三方擁有的現有商標權。

風險因素

倘針對我們、我們的供應商或授出許可權的第三方提出有關知識產權索賠，或倘與我們無關的第三方持有與我們的設備及系統或技術相關的待批或已發出的專利，我們可能需要尋求有關知識產權的牌照或挑戰有關專利。即使我們能夠取得牌照，有關牌照亦可能屬非獨家性質，從而使我們的競爭對手及其他第三方能夠使用我們所獲授相同技術。此外，我們可能無法以商業上合理的條款取得有關牌照，甚或無法取得牌照，而我們對第三方專利的挑戰亦可能不成功。與知識產權索賠相關的訴訟或其他法律程序，不論其是否有理，均可能使我們承擔重大費用，並可能分散我們技術及管理人員的正常職責。此外，倘我們被判定已侵犯第三方的知識產權，我們或須採取以下一項或多項行動：

- 停止銷售、將若干組件納入產品或使用產品，或提供納入或使用我們被指控侵犯、盜用、攤薄或以其他方式違反的知識產權的服務；
- 支付大量專利權費或牌照費或其他損害賠償；
- 尋求被侵犯知識產權持有人的牌照，但有關牌照可能無法在合理條款下取得，甚至可能完全無法取得；
- 重新設計或重新開發我們的設備及系統、服務或技術，此舉可能涉及高昂成本、耗時或無法實現；或
- 為我們的設備及系統及服務建立及維持替代品牌。

此外，我們可能無法防止他人未經授權使用我們的知識產權，因而可能損害我們的業務及競爭地位。我們依賴專利、商業秘密(包括我們的專有知識)及其他知識產權，以及與我們的高級管理層及若干關鍵僱員簽訂的保密協議及僱員協議中規定的不競爭條款、知識產權許可及其他合約權利，以建立及保障我們在技術及知識產權方面的權利。我們的專利或商標申請可能不會獲得批准，任何已授予我們的專利或商標註冊可能無法充分保障我們的知識產權，而任何我們已獲授專利、商標註冊或其他知識產權可能會受到第三方挑戰。任何此類情況均可能導致我們的知識產權範圍受限或我們使用知識產權的限制，或可能對我們的業務營運造成不利影響。儘管我們致力保護我們的知識產權，第三方仍可能試圖複製或以其他方式獲取並使用我們的知識產權，或尋求法院聲明其並無侵犯我們的知識產權。監察未經授權使用我們的知識產權困難且成本高昂，而我們已採取或將會採取的防止盜用措施可能不會成功。我們可能不時需要訴諸訴訟以維護我們的知識產權，可能會導致大量費用並分散我們的資源。

風險因素

倘針對我們的侵權索賠成功，或我們未能阻止他人未經授權使用我們的知識產權，則可能會對我們的業務、前景、財務狀況、經營業績及現金流量造成重大不利影響。此外，任何訴訟或索賠，不論是否有效，都可能導致大量成本、負面宣傳，並分散資源及管理層注意力。

我們的供應商基礎集中，倘其服務或產品價格上升，或會對我們的經營業績、財務狀況及前景造成重大不利影響。

於往績記錄期間各年度或期間內，我們向主要供應商採購大部分採購量。於二零二一年、二零二二年及二零二三年以及截至二零二四年六月三十日止六個月，本公司向五大供應商的採購量相當於本公司於有關期間的總購買額分別70.5%、40.9%、34.5%及56.0%，而向最大供應商的採購量則相當於本公司於同一期間的總購買額分別51.0%、13.7%、9.7%及26.0%。該等採購主要與脫硫塔、海事服務下的設備、集裝箱船舶及PCTC綁扎件以及船舶廢氣淨化系統的組件及原材料有關。高度依賴主要供應商使我們面臨集中風險。

我們預計將繼續自有關供應商採購原材料、產品組件及服務。倘在採購有關原材料方面遇到困難，可能會影響我們及時完成及向客戶提供設備及系統的能力，從而導致失去競爭優勢及現有客戶群。

儘管我們期望與此等供應商維持穩定關係，但我們無法保證能夠向有關供應商獲得穩定且優質的供應。倘任何主要供應商決定提高其產品或服務的價格，或終止與我們的業務關係，我們可能會遇到困難，難以物色能夠以相似價格提供同等品質材料或組件的替代供應商。倘我們未能在合理的時間範圍內以類似的商業條款物色新供應商，或根本無法物色新供應商，則可能會對我們的業務、財務狀況、經營業績及盈利能力造成不利影響。

我們目前及未來可能會在日常業務過程中面臨法律及監管程序及／或調查。

我們可能會不時面臨由客戶、最終用戶、競爭對手、進行民事、監管或刑事調查的政府機構或其他方對我們提起訴訟、監管程序和政府調查，亦可能由我們對其他方提起訴訟。有關申索可能會根據各種法律提出，包括但不限於產品責任法、知識產權法、勞工及僱傭法、證券法、侵權法、合約法及財產法。相關業務或其他協議或安排可能牽涉多方及／或司法管轄區，我們無法保證能成功執行相關業務或其他協議或安排下的權利、維護我們在相關協議或安排下或適用法律及法規下的權利，或對有關法律及監管程序或調查進行抗辯。

即使我們在辯護或主張權利方面取得成功，此等過程可能會非常昂貴且耗時，且可能不會取得預期結果。法律及監管程序亦可能令我們面臨負面宣傳、重大經濟損失、法律辯護費用、禁制令，以及刑事、民事及行政罰款及處罰。

風險因素

我們的保險保障政策可能不足以保障我們免受所有業務風險及涵蓋我們所有潛在損失。

我們就物業及固定資產、生產設施和設備投購綜合保險，以防止財產損失。此外，根據中國相關法律法規，我們需投購工傷保險。我們亦根據中國相關法律法規，為僱員繳納社會保障保險供款。我們亦就銷售投購產品責任保險。然而，我們的保險保障政策可能無法保障我們免受所有業務風險。倘我們因未投保的事件(如業務中斷、訴訟或天災)而招致重大損失及負債，則我們可能面臨大額成本及資源轉移，因而可能對我們的業務、經營業績、財務狀況及前景造成重大不利影響。倘我們的保險保障範圍不足，我們可能須自行承擔損失。

我們的以股份為基礎補償可能導致股份付款費用增加及現有股東持股權益被攤薄。

我們的經選定高級管理人員及僱員已獲授股份或購股權，以激勵彼等的表現並使彼等的利益與我們的利益趨於一致。我們根據國際財務報告準則在綜合財務報表中確認以權益結算以股份為基礎付款開支，於二零二一年、二零二二年及二零二三年以及截至二零二四年六月三十日止六個月，分別為人民幣1.1百萬元、人民幣2.2百萬元、人民幣7.0百萬元及人民幣1.1百萬元。

我們相信授出以股份為基礎的補償對吸引及挽留關鍵人員及僱員非常重要，而我們的僱員未來可繼續獲授股份或購股權。因此，我們的以股份為基礎補償可能對我們的經營業績產生不利影響，且現有股東的持股權益可能會進一步被攤薄。

違反有關住房公積金的相關規定可能會導致處罰，並對我們的業務、財務狀況、經營業績及前景造成不利影響。

根據《住房公積金管理條例》及其他相關法律法規，僱主須按照相關法規所規定的比例為僱員繳納住房公積金，並代扣僱員應繳納的供款部分。於往績記錄期間，我們未有為部分僱員全額支付住房公積金。因此，我們可能會被主管當局要求在規定期限內支付未付金額。倘未能在該期限內付款，則可向人民法院申請強制執行。截至二零二一年、二零二二年及二零二三年止年度以及截至二零二四年六月三十日止六個月，我們估計未支付的住房公積金差額總額約為人民幣0.4百萬元。

風險因素

於往績記錄期間及直至最後實際可行日期，我們並無因住房公積金而受到任何處罰，亦未收到任何主管部門要求我們支付住房公積金差額的通知。然而，我們無法向閣下保證相關政府部門不會要求我們支付未付金額並對我們徵收滯納金或罰款。倘我們受到調查，並被處以嚴厲的罰款或在勞工法糾紛或調查中產生大量法律費用，則我們的業務、前景、經營業績、財務狀況及現金流量或會受到不利影響。

我們的風險管理及內部控制系統可能不足或無效。

我們致力於建立及維持穩健的風險管理及內部控制系統。我們已採用並不斷改進內部控制機制，以確保我們業務營運合規。儘管我們致力於持續改進風險管理及內部控制系統，但我們無法向閣下保證此等系統在確保準確報告財務業績及防止欺詐等方面是否足夠有效。詳情請參閱「業務 — 風險管理及內部控制」。由於我們依賴由僱員實施此等系統，即使我們在這方面提供相關的內部培訓，本集團無法向閣下保證我們的僱員已充分或完全接受培訓以實施有關系統，亦不能保證其實施過程中不會出現人為錯誤或失誤。倘若我們未能及時更新、實施及修改，或未能部署足夠的人力資源以維持我們的風險管理政策及程序，則我們的業務、財務狀況、經營業績及前景或會受重大不利影響。

我們可能會受到反貪污、反賄賂、反洗錢、金融及經濟制裁及類近的法律及規例約束，如違反有關法律及規例，可能會使我們面臨行政、民事及刑事罰款、附帶後果、補救措施及法律費用，所有後果均可能對我們的業務、前景、經營業績、財務狀況及現金流量造成不利影響。

我們可能會受到我們開展業務所在各司法管轄區的反貪污、反賄賂、反洗錢、金融及經濟制裁及類似法律及規例約束，包括美國海外反腐敗行為法（「海外反腐敗法」）及其他反貪污法律及規例。海外反腐敗法禁止我們及我們的高級職員、董事、僱員及代表我們行事的業務夥伴（包括代理商）的腐敗行為，提供、承諾、授權或提供任何有價值的東西予「外國官員」，以影響官方決策或獲取或保留業務或以其他方式獲得有利待遇。海外反腐敗法亦要求公司編製並保存真實反映交易及資產處置的賬簿、記錄及賬目，並維持充足的內部會計控制系統。違反有關法律或法規可能會對我們的業務、前景、經營業績、財務狀況及現金流量造成不利影響。

風險因素

我們在日常業務過程中直接或間接地與政府機構及國有附屬實體的官員及員工進行互動。我們亦與國有附屬實體有業務合作。此等互動使我們面臨更多有關合規的關注事項。我們正在制定政策及程序，以確保我們及我們的董事、高級職員、員工、代表、顧問、代理商及業務夥伴遵守適用的反貪污、反賄賂、反洗錢、金融及經濟制裁及類似法律及規例。然而，我們的政策及程序可能不足，我們的董事、高級職員、僱員、代表、顧問、代理及業務夥伴可能涉及不當行為，而我們可能須要為此負責。

倘違反反貪污、反賄賂、反洗錢或金融及經濟制裁相關法律及規例，可能會引致告密者投訴、負面媒體報導、調查及嚴重的行政、民事及刑事制裁、附帶後果、補救措施及法律費用，所有後果均可能對我們的業務、前景、經營業績、財務狀況及現金流量造成重大不利影響。

若干國家或組織，包括美國、歐盟、聯合國、英國及澳洲，已通過行政命令、立法或其他政府手段，對若干國家、地區或指定行業部門、公司集團或個人及／或該等國家及地區內的組織實施經濟制裁措施。制裁法律及法規不斷演變，新個人及實體經常被列入制裁名單。此外，新規定或限制可能生效，可能會加強對我們業務的審查，特別是關於我們的國際擴展計劃，或導致我們的一項或多項業務活動被視為違反制裁。倘相關司法管轄區的有關當局認定我們的任何未來活動構成違反其所施加的制裁，則我們的業務及聲譽可能會受到不利影響。

任何僱員或業務夥伴及／或其僱員的不當行為，均可能使我們面臨重大法律責任、聲譽損害及其他可能對我們業務造成不利影響的損失。

我們依賴僱員維持及營運業務，並已實施內部行為守則以指導僱員的行動。然而，我們無法控制僱員的行為，任何僱員的不當行為均可能對我們的聲譽及業務造成重大不利影響。我們亦依賴業務夥伴，包括(其中包括)銷售代理、供應商及原設備製造商供應原材料及產品組件，並依賴承包商提供若干生產加工服務，以進行業務營運。儘管我們已採取措施選擇業務夥伴，但我們可能無法成功監控、維持及改良其產品及服務的品質。倘我們的業務夥伴及／或其僱員表現未如理想，則我們的業務、前景、經營業績、財務狀況及現金流量或會受到重大不利影響。

風險因素

我們受到各種環境及安全法律及法規約束，有關法律及法規可能會對我們的環境合規、金錢損失、罰款及其他責任以及品牌名稱及聲譽造成潛在成本。

我們遵守與產品製造和生產設施營運相關的多項環境及安全法律及法規。有關法律變動或其他新環境及安全法律及法規，可能要求我們改變營運，從而可能對我們的業務、財務狀況、經營業績、現金流量及前景造成重大不利影響。有關法律可能會導致行政監管費用、清理費用、財產損失、人身傷害、罰款及處分的責任。違反有關法律及法規可能會導致巨額罰款及處分、第三方損害賠償、停產、補救措施或停止營運。我們擁有或經營所在物業，或我們送付危險物質的物業若受到污染，可能會導致我們根據環境法律及法規承擔責任。

此外，中國政府不時頒布新規定，可能要求我們採取額外的行動以確保合規。倘我們的生產設施或任何未來的其他建設未能遵守適用法規，則我們可能須承擔大額清理費用、人身傷害賠償或罰款，或被迫關閉或暫停我們的生產設施或其他相關建設的營運，任何一項均可能對我們的業務、前景、財務狀況及經營業績造成重大不利影響。

我們的業務亦須遵守工作場所安全法律及法規，有關法律及法規要求我們遵守各種工作場所安全規定，包括與生產安全相關規定。有關法律及法規可能會引致監督成本、合規成本、人身傷害(包括工人賠償)、罰款及處分的責任。此外，不合規可能導致生產延誤或暫停，甚至停止營運。遵守工作場所安全法例所需成本可能相當可觀，若未能遵守，則可能對我們的生產或其他營運造成不利影響，進而對我們的業務、前景、經營業績、財務狀況及現金流量構成重大不利影響。

此外，全球日益關注對生產商環保措施。此外，日後可能會採取更嚴格的社會責任法律及規例，可能會導致我們的合規成本增加。業界一般認為符合相關法規的成本高昂。隨著我們擴展業務至新市場，我們將受到更多環境及安全法律法規約束。我們可能會產生額外成本，以確保遵守有關法律及法規以及管理當地勞工慣例。

風險因素

倘我們未能繼續享有稅務優惠或政府補助，則我們的經營業績或會受到不利影響。

我們現時受惠於若干稅務優惠待遇。根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，我們已於二零一九年十二月獲上海市科學技術委員會及相關部門認定為高新技術企業，直至二零二一年十二月三十一日為期三年。我們的高新技術企業資格已再次重續並延長至二零二四年。我們於二零一九年至二零二四年享有15%的優惠所得稅率。此外，我們的全資附屬公司匯舸南通已於二零二二年十月獲認定為高新技術企業，因此可於二零二二年至二零二四年享有15%的優惠所得稅率。我們的全資附屬公司匯舸國際被認定為小微企業。根據國家稅務總局公告的相關條文，於往績記錄期間，小型微利企業適用20%的企業所得稅優惠稅率，而年度應課稅收入不超過人民幣3,000,000元的部分進一步適用50%至87.5%的應課稅收入折扣。

再者，根據香港的利得稅兩級制，往績記錄期間內合資格集團實體的首2百萬港元溢利將按8.25%的稅率繳稅，而超過2百萬港元的溢利將按16.5%的稅率繳稅。此外，新加坡附屬公司於往績記錄期間採用的稅率為17%。新加坡的附屬公司首筆10,000新加坡元的應課稅收入可享有75%的豁免，其後190,000新加坡元的應課稅收入可進一步豁免50%。

倘我們目前享有的任何優惠所得稅待遇被取消，則可能對我們的經營業績及財務狀況造成重大不利影響。我們無法向閣下保證我們能夠在未來維持或降低目前的實際稅率。

此外，我們已收到來自中國地方政府當局的各種政府補助金，作為對我們經營活動的激勵措施。取得有關政府補貼如有延遲或不確定性或停止取得有關補貼，或徵收任何額外稅款，均可能對我們的業務、前景、盈利能力、經營業績、財務狀況及現金流量造成不利影響。

稅法變動或會對我們的業務、前景、財務狀況、經營業績及現金流量造成重大不利影響。

新入息稅、銷售稅、使用稅或其他稅法、法令、規則、法規或條例或隨時頒佈或詮釋、更改、修改，或應用有關法例對我們不利，任何一項均可能對我們的業務營運及財務表現造成不利影響。我們目前無法預測此類變化是否會發生，以及如果發生對我們業務最終所造成影響。倘此等變動對我們、我們的供應商、生產商或客戶造成負面影響，包括因相關不確定性所致，則有關變動可能會對我們的業務、前景、財務狀況、經營業績及現金流量造成重大不利影響。

風險因素

我們面臨與疫情、自然災害、恐怖活動、政治動盪、金融或經濟危機及其他不可抗力事件相關的風險，可能嚴重干擾我們的業務營運。

我們的業務可能因疫情而面臨不利影響。近年，全球爆發新冠狀病毒疫情。各國已採取措施應對新冠狀病毒疫情，包括限制人流及外遊、取消公共活動以及暫停公共交通等，可能會導致我們的業務營運出現延誤或中斷，包括但不限於商業活動及研發活動。倘再次爆發新冠狀病毒或其他疫情，可能會限制經濟活動的整體水平，及／或拖慢或中斷我們的業務活動，因而對我們的業務、前景、經營業績、財務狀況及現金流量造成不利影響。

除上述疫情的影響外，我們的業務亦可能因自然災害(如暴風雪、地震、火災或洪水)或其他事件(如戰爭、恐怖主義行為、環境事故、電力短缺或通訊中斷)而受到重大不利影響。倘我們營運所在國家及地區發生此類災難或長期爆發疫情或其他不利的公共衛生事件，可能會嚴重干擾我們的業務及營運。此類事件亦可能對我們的行業造成重大影響，並導致我們用於經營業務的設施暫時關閉，從而嚴重干擾我們的營運，並對我們的業務、經營業績、財務狀況及前景造成重大不利影響。

任何金融或經濟危機，或對此類危機的感知威脅，包括消費者信心顯著下降，均可能對我們的業務、財務狀況及經營業績造成重大不利影響。隨著全球經濟惡化，消費者支出及非必需品的消費額或會下降，因而影響我們銷售及營銷服務的需求。目前尚不清楚此等挑戰是否會受到控制，以及其各自可能造成的影響。在我們經營業務所在若干經濟體，中央銀行及金融機關所採取的擴張性貨幣及財政政策的長期成效存在相當大的不確定性。倘全球經濟波動顯著，並對消費者對我們設備及系統的需求造成不利影響，則我們的業務、經營業績、財務狀況及前景可能會受到重大不利影響。

與我們在中國經營業務有關的風險

經濟及法律狀況的變動，以及相關法律、規例及規則的詮釋及實施，可能會影響我們的業務、前景、經營業績、財務狀況及現金流量。

由於我們在中國的廣泛業務，我們的業務、財務狀況、經營業績及前景受中國經濟及法律發展的影響。有關當局不時頒佈有關經濟事宜的法律、規則及規例，包括有關外商投資、企業組織及管治、商業、稅務、金融、外匯及貿易等方面的規定。

風險因素

此外，有關規管船舶環境保護設備及系統行業的法律及法規的詮釋及應用亦在不斷演變及修訂。法律方面的有關變動有可能對我們的營運及商業環境造成重大影響。

我們可能會受到中國政府當局頒佈的有關海外發行和上市的新法律及法規的額外監管要求。

在二零二一年七月六日，有關中國政府部門頒佈《關於依法從嚴打擊證券違法活動的意見》。有關意見強調需要加強對非法證券活動的管理以及對中國企業海外上市的監管，並建議採取有效措施，例如推動相關監管系統的建設，以應對中國企業海外上市所面臨的風險及事件。

於二零二三年二月十七日，中國證監會頒佈《境內企業境外發行證券和上市管理試行辦法》（「**境外上市試行辦法**」）及五項相關指引，有關指引已於二零二三年三月三十一日生效。境外上市試行辦法規定（其中包括）無論直接或間接尋求在海外市場首次發售及上市證券的中國國內公司，必須在提交海外上市申請後的三個營業日內向中國證監會提交所需文件。

於二零二三年二月二十四日，中國證監會、中國財政部、中國國家保密局及中國國家檔案局頒佈《關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定》（「**檔案規定**」），該規定於二零二三年三月三十一日生效。檔案規定規定，無論直接或間接形式進行境內企業的境外證券發行及上市活動，該等境內企業及提供相關證券服務的證券公司及證券服務機構，均須嚴格遵守相關的保密和檔案管理要求，建立健全的保密及檔案制度，並採取必要措施履行其保密及檔案管理責任。檔案規定的詮釋及實施可能不斷變化，違反有關規定可能會嚴重影響我們的業務、前景、經營業績、財務狀況及現金流量。請參閱「監管概覽—我們在中國業務的適用法律及法規—有關境外發行及上市的法規」一節。

鑒於境外上市試行辦法及檔案規定乃於近期頒佈，其詮釋、應用及執行仍在不斷發展及可能有所變動。我們正密切監察兩者將如何影響我們的業務營運及未來融資活動。

風險因素

國際貿易政策的變動以及中國與其他國家之間關係的變化，或會對我們的業務及經營業績造成不利影響。

我們正積極拓展國際市場。我們亦計劃在主要國際航運樞紐及港口以及主要貿易路線沿線設立服務中心，包括在亞洲、歐洲及中東的城市。具體而言，我們擬將部分全球發售所得款項用於設立新的服務中心及升級自有的服務中心。同時，我們將進行深入的市場研究，以物色新的地理區域。

不利國際貿易相關政府政策，包括資本管制或關稅，或中國與外國或地區之間的外交關係變化，可能會影響我們的設備及系統在國際市場的銷量。此等因素亦可能影響我們招聘工程師及其他研發人員的能力，並影響對我們國際擴展努力至關重要的原材料的進出口。實施新關稅、法律及法規的變動或重新談判現有貿易協議，可能會對我們的業務、前景、經營業績、財務狀況及現金流量造成重大不利影響。

我們受外匯管理制度約束。

人民幣兌換須遵守中國的適用法律及法規。無法保證在特定匯率下，我們會有足夠的外匯以滿足我們的外匯需求。根據中國現行外匯管理制度，我們進行的往來賬戶外匯交易(包括支付股息)毋須獲國家外匯管理局批准，但我們須提交該等交易的證明文件，並在中國境內獲得外匯業務許可的指定外匯銀行進行該等交易。

根據現行外匯法規，在完成全球發售後，我們將能夠在遵守若干程序規定下，毋須事先獲國家外匯管理局批准即可用外幣支付股息。然而，無法保證此等關於外幣支付股息的外匯政策將會在未來繼續。此外，任何外匯不足或會限制我們向股東派發股息或滿足其他外匯需求的能力，並可能影響我們的資本開支計劃，甚至對我們的業務、前景、經營業績、財務狀況及現金流量造成不利影響。

若干中國法規可能令我們更難以透過收購實現增長。

全國人大常委會於二零零七年八月三十日頒佈並於二零二二年六月二十四日修訂及於二零二二年八月一日生效的《中華人民共和國反壟斷法》以及國務院於二零零八年八月三日頒佈並於二零二四年一月二十二日經最後修訂的《關於經營者集中申報標準的規定》規定，經營者集中達到若干標準時，應當事先向國務院反壟斷執法機構申報，否則不得實施集中。此外，根據相關中國法律法規，我們需要就海外投資及收購向中國商務部、國家發改委、國家外匯管理局及／或其地方對口單位或指定銀行獲取或完成批准、註冊、備案及／或其他程序要求。倘若未能如此行事或該過程有任何延誤，可能會導致我們的海外投資或收購被暫停、及時整改、警告、罰款及其他法律制裁，從而對我們的業務運營構成不利影響。

風險因素

我們可能尋求與我們的業務及營運互補的潛在戰略收購。遵守該等法規的規定完成該等交易可能耗時，且於有關當局完成所需的任何審批程序可能會延遲或約束我們完成該等交易的能力，從而可能影響我們擴展業務或維持市場份額的能力。

我們營運業務須遵守中國的稅務法律及法規。

我們須接受中國稅務機關根據中國稅法及法規對我們履行稅務義務的定期檢查。中國的稅法及法規可能會不時由相關部門詮釋及作出調整。儘管我們相信過去我們在所有重大方面均遵守中國相關稅法及法規的要求，並建立有效的內部控制措施以應對會計規範，但我們無法向閣下保證未來中國稅務機關的審查不會導致罰款、其他懲罰或行動，從而對我們的業務、前景、經營業績、財務狀況及現金流量造成重大不利影響。

H股持有人可能須繳納中國所得稅。

名列本公司H股股東名冊的非中國居民個人或非中國居民企業的H股持有人，須根據適用的稅法及法規，就收取自我們的股息以及透過出售或以其他方式轉讓H股所變現收益繳納中國所得稅。

根據《中華人民共和國個人所得稅法》及《中華人民共和國個人所得稅法實施條例》(兩者均於二零一九年一月一日生效)，對於非中國居民個人於中國境內收取的任何股息或轉讓股份的收益，適用稅率為20%，並由扣繳義務人代扣代繳。根據於二零零六年八月二十一日簽署的《內地和香港特別行政區(「香港特別行政區」)關於對所得避免雙重徵稅和防止偷漏稅的安排》(「**雙重徵稅安排**」)，中國政府可根據中國法律對中國公司支付給香港居民的股息徵稅，但徵收的稅款(如股息的受益所有人並非直接持有支付股息公司至少25%股權的公司)不得超過股息總額的10%。

根據於二零一八年十二月二十九日修訂並實施的《中華人民共和國企業所得稅法》，以及於二零一九年四月二十三日修訂並實施的《中華人民共和國企業所得稅法實施條例》，若非居民企業在中國境內未設立機構、場所，或雖設立機構、場所但取得的所得與其所設機構、場所沒有實際聯繫，則應就其來自中國境內的所得按10%的優惠稅率繳納企業所得稅。根據雙重徵稅安排，中國居民企業支付給香港居民的股息可以在香港徵稅，或根據中國法律徵稅。然而，倘股息的實益擁有人為香港居民，所徵收的稅款不得超過：(i)如香港居民為直接擁有支付股息的中國居民企業至少25%資本的公司，則為總股息金額的5%；或(ii)在其他情況下，為總股息金額的10%。

風險因素

考慮到上述情況，我們的H股非中國居民持有人應注意，彼等可能有義務就通過出售或以其他方式轉讓H股所實現的股息和收益支付中國所得稅。

儘管有關情況亦可能適用於其他司法管轄區，在中國對我們或我們的董事、監事及高級管理層送達法律程序文件或執行外國判決可能會有困難。

本公司乃於中國註冊成立的股份有限公司。此外，我們大多數的董事、監事及高級管理層居住在中國內地，我們及彼等的絕大部分資產亦位於中國境內。因此，投資者可能難以直接向我們或我們在中國的董事、監事及高級管理人員送達法律程序文件。

於二零零六年七月十四日，中國最高人民法院與香港特別行政區政府簽訂《關於內地與香港特別行政區法院相互認可和執行當事人協議管轄的民商事案件判決的安排》（「安排」），安排已於二零零八年八月一日生效。

根據安排，如任何指定的中國法院或任何指定的香港法院在具有書面管轄協議的民商事案件中作出須支付款項的可強制執行終審判決，當事人可向相關中國法院或香港法院申請認可和執行該判決。書面管轄協議是指當事人為解決爭議，自安排生效之日起，以書面形式明確約定香港法院或內地法院具有唯一管轄權的任何協議。

於二零一九年一月十八日，中國最高人民法院與香港特別行政區政府簽訂《關於內地與香港特別行政區法院相互認可和執行民商事案件判決的安排》（「新安排」），旨在為認可及執行香港特別行政區與中國內地之間的民商事案件判決建立一個更清晰及肯定的機制。於二零二四年一月二十九日，中國最高人民法院與香港特別行政區政府共同宣佈新安排生效，以取代原有安排。然而，新安排不適用於若干民商事案件的判決。此外，有關在中國認可及執行此等判決及仲裁裁決的任何應用情況仍存在不確定性。

儘管我們的H股在香港聯交所上市後將受香港上市規則及香港收購守則約束，H股持有人將無法基於違反香港上市規則提出訴訟，而必須依賴香港聯交所執行其規則。香港上市規則及香港收購守則在香港並無法律效力。

風險因素

與全球發售有關的風險

我們的H股此前並無公開市場，且H股未必會形成活躍的交易市場。本公司非H股在全國股轉系統的市場表現可能無法反映H股的市場表現。

目前我們的H股並無公開市場。向公眾人士發行的H股的初始發售價將由本公司與聯席代表(為其本身及代表包銷商)磋商釐定，發售價可能與全球發售後的H股市價有較大差異。我們已向香港聯交所申請批准H股的上市及買賣。然而，在香港聯交所上市並不能保證H股將會形成活躍及具流動性的交易市場，或倘形成這樣的交易市場，亦不能保證其在全球發售後可以維持，或H股市價將在全球發售後上升。

我們的非H股目前在全國股轉系統報價。由於中國資本市場與香港資本市場的特性不同，全國股轉系統上非H股的市場表現可能無法反映本公司H股在全球發售後的表現。

H股的市價及交易量可能會波動，這可能導致在全球發售中購買H股的投資者蒙受重大損失。

我們H股的市價及交易量會因應各種超出我們控制範圍的因素而出現顯著波動，包括香港及世界其他地區的證券市場的一般市況。特別是，從事類似業務的其他公司的業務和表現及其H股的市價可能會影響我們H股的市價及交易量。除了市場和行業因素外，我們H股的市價及交易量因特定業務原因可能會大幅波動，例如我們的收入、盈利及現金流量波動、與我們主要客戶的關係、任何潛在的策略聯盟、重要人員的加入或離職、訴訟、市場價格波動及對我們產品需求的變化。此外，我們H股或其他與H股相關的證券未來在公開市場上大量出售，或新股或其他證券的發行，或被認為可能會發生有關出售或發行，亦都可能導致我們H股的市場價格下跌。本公司發行的新股或與股份掛鈎的證券亦可能享有優先於H股的權利和特權。

香港聯交所及其他證券市場不時經歷與任何特定公司經營表現無關的重大價格及交易量波動。這種波動亦可能對我們H股的市價產生重大不利影響。

風險因素

潛在投資者將會面臨立即大幅攤薄，若我們未來發行額外股份或其他股本證券，亦可能會進一步攤薄。

H股的發售價高於緊接全球發售前每股H股的有形資產淨值。因此，於全球發售中我們H股的購買者將面臨備考綜合有形資產淨值立即大幅攤薄。倘若我們於全球發售後立刻清盤，不能保證在清償債權人索償後，仍有任何資產可分派給股東。為了擴展業務，我們未來可能會考慮發售及發行額外的H股。倘若我們未來以低於當時每股H股有形資產淨值的價格發行額外H股，H股購買者可能會面臨其H股的每股H股有形資產淨值被攤薄。

我們的非H股在未來可能轉換為H股，這可能會增加市場上H股的供應，並對H股的市價產生負面影響。

我們所有的非H股均可轉換為H股，且該等經轉換股份可於香港聯交所上市或買賣。任何該等經轉換股份於香港聯交所的上市或買賣，應當遵守其監管程序、規則及要求。然而，中國公司法規定，就公司公開發行而言，公司在公開發行前已發行的股份，自上市之日起一年內不得轉讓。因此，完成相關備案手續後，我們的非H股在轉換後及在適用法律法規的轉讓限制規限下，可於全球發售一年後以H股形式在聯交所買賣，這可能進一步增加市場上我們H股的供應，並可能對我們H股的市場價格產生負面影響。

我們無法保證本招股章程中有關船舶環境保護設備及系統行業的事實、預測及其他統計數據的準確性。

本招股章程中有關中國及中國以外的船舶環境保護設備及系統行業的若干事實、統計數據及資料，均來自我們一般認為可靠的各種官方政府刊物、行業協會、獨立研究機構、第三方報告及／或其他公開可得的來源，以及我們委託弗若斯特沙利文編製的報告。我們認為有關資料來源乃屬適當的資料來源，且在摘錄及轉載有關資料時持合理審慎態度。我們並無理由相信有關資料屬虛假或具有誤導性，或遺漏任何事實而導致有關資料屬虛假或具有誤導性。然而，我們或參與全球發售的任何其他方並無對來自政府官方來源的資料進行獨立核實，亦未對其準確性作出任何聲明。

風險因素

我們無法保證是否及何時會支付股息，這取決於中國法律的限制。

於往績記錄期間，我們宣佈及支付了股息。根據適用的中國法律，支付股息可能會受到某些限制。請參閱「財務資料—股息及股息政策」以了解我們於往績記錄期間的股息分派詳情及有關本公司分派及支付股息的相關法律法規。根據適用會計準則計算我們的溢利在若干方面與根據《國際財務報告準則》的計算有所不同。因此，即使我們根據《國際財務報告準則》釐定為有利可圖，亦未必能於某一特定年份內支付股息。董事會在考慮我們的經營業績、財務狀況、現金需求及可用性以及其他當時認為相關的因素後，未來可能會宣派股息。任何股息的宣派、支付及數額將受我們的組織章程文件及中國法律法規的約束。僅可自合法可供分派的利潤及儲備中宣派或派付股息。

我們在如何使用全球發售所得款項淨額方面具備重大酌情權，但閣下未必一定會同意我們使用所得款項淨額的方式。

我們的管理層可能以閣下不同意的方式，或不會為股東帶來有利回報的方式使用全球發售所得款項淨額。我們計劃將全球發售所得款項淨額用於(其中包括)我們的研發活動、併購、投資租賃生產設施、在全球設立服務中心以及補充營運資金。詳情請參閱「未來計劃及所得款項用途」。然而，我們的管理層將酌情決定所得款項淨額的實際運用。閣下將資金委託予我們的管理層，閣下須依賴其判斷，我們將就特定用途使用全球發售所得款項淨額。

本招股章程所載前瞻性陳述涉及風險及不確定因素。

本招股章程載有基於管理層的看法以及管理層所作假設及現時可得的資料並與我們有關的若干前瞻性陳述及資料。本招股章程中使用的「旨在」、「預期」、「相信」、「能夠」、「持續」、「能」、「估計」、「預期」、「未來」、「擬」、「應當」、「或會」、「可能」、「計劃」、「潛在」、「預測」、「預計」、「尋求」、「應該」、「會」、「將會」等詞彙及類似表述因其與我們或我們的業務有關，乃旨在識別前瞻性陳述。該等陳述反映管理層有關未來事件、業務運營、流動資金及資本資源的當前看法，其中部分可能不會實現或可能發生變動。該等陳述涉及若干風險、不確定因素及假設，包括本招股章程所述其他風險因素。倘出現其中一項或多項該等風險或不確定因素，或任何有關假設證實為不正確，則實際結果可能嚴重偏離本招股章程的前瞻性陳述。實際結果是否將會符合我們的預期及預測，須視乎多項風險及不確定因素而定，當中許多因素非我們所能控制，並反映未來業務決策，而此等決策可能會出現變動。鑒於該等及其他不確定因素，載入本招股章程的前瞻性陳述不應被視為我們的計劃或目標將獲達成的聲明，投資者亦不應過分依賴該等前瞻性陳述。本節所載之警告陳述適用於本招股章程所有前瞻性陳述。我們並不打算因新資料、未來事件或其他原因而公開更新或以其他方式修改本招股章程內的前瞻性陳述，惟須遵守上市規則或香港聯交所其他規定的持續披露責任。

風險因素

閣下應仔細閱讀整份招股章程，並且在未仔細考慮招股章程內所載的風險及其他資料前，不應考慮或依賴任何已刊發的媒體報導中的個別陳述。

於本招股章程刊發前及於本招股章程日期後但於全球發售完成前，可能已有或可能有關於我們、我們的業務、行業及全球發售的報章及媒體報導。該等報章及媒體報導可能包含本招股章程中並無出現亦未必真實的資料。我們對報章及媒體報導沒有足夠的控制，分析師可能會對我們發表負面看法或建議，這可能會對H股的市場價格產生不利影響。我們並無授權刊發任何有關報章及媒體報導中包含的該等資料。因此，我們不會就報章及媒體發佈的任何資料是否適宜、準確、完整或可靠發表任何聲明，亦不對當中所載財務資料或前瞻性陳述之準確性或完整性承擔任何責任。倘任何有關資料與本招股章程的內容不符或抵觸，我們概不承擔責任。因此，有意投資者在決定是否投資我們的全球發售時，應僅依賴本招股章程所載的資料，而不應依賴新聞文章或其他媒體報導中的任何資料。透過申請認購我們在全球發售中的H股，即視為閣下同意，除本招股章程、全球發售以及我們在香港就全球發售發佈的任何正式公告所載資料外，閣下並無亦不會依賴其他任何資料。

有關本招股章程及全球發售的資料

董事責任聲明

本招股章程(董事就此共同及個別地承擔全部責任)載有遵照公司(清盤及雜項條文)條例、香港法例第571V章證券及期貨(在證券市場上市)規則及上市規則而提供有關本集團的資料。董事在作出一切合理查詢後確認，就彼等所深知及確信，本招股章程所載資料於各重大方面均屬準確完整，概無誤導或欺詐成分，且並無遺漏其他事宜，導致本招股章程所載任何陳述或本招股章程產生誤導。

中國證監會備案

根據境外上市試行辦法，我們需要就擬定上市完成中國證監會的備案程序。於二零二四年十二月六日，中國證監會已就本公司完成H股在香港聯交所上市及全球發售的中國證監會備案程序發出通知。我們毋須就上市取得中國證監會的其他批准。中國證監會對我們的財務穩健性或本招股章程內所作任何聲明或所表達任何意見的準確性概不承擔責任。

香港公開發售及本招股章程

本招股章程僅就香港公開發售(其構成全球發售的一部分)而刊發。全球發售包括初步提呈發售1,000,000股H股的香港公開發售及初步提呈發售9,000,000股H股的國際發售(可按「全球發售的架構」一節所提述的基準重新分配)。

就香港公開發售項下的申請人而言，本招股章程載有香港公開發售的條款及條件。

香港發售股份僅基於本招股章程所載資料及所作聲明，並按照其中訂明的條款並在其條件的規限下提呈發售。概無任何人士獲授權提供有關全球發售的任何資料或作出本招股章程並無載列的任何聲明，而本招股章程並無載列的任何資料或聲明亦不得視為已獲本公司或有關人士授權而加以依賴。

上市由聯席保薦人保薦，而全球發售則由聯席代表經辦。香港公開發售由香港包銷商根據香港包銷協議的條款悉數包銷，惟須待我們及聯席代表(為其本身及代表包銷商)協定發售價後方可作實。國際發售預期將由國際包銷商根據國際包銷協議的條款及條件悉數包銷，而國際包銷協議則預期將於定價日或前後訂立。

有關本招股章程及全球發售的資料

發售價預期由聯席代表(為其本身及代表包銷商)與本公司於定價日釐定。定價日預期將為二零二五年一月七日(星期二)或前後,惟無論如何不遲於二零二五年一月七日(星期二)中午十二時正(聯席代表(為其本身及代表包銷商)與本公司另行釐定者除外)。倘聯席代表與本公司因任何原因而未能於二零二五年一月七日(星期二)中午十二時正或之前協定發售價,則全球發售將不會進行並將告失效。有關包銷商及包銷安排的進一步資料,請參閱本招股章程「包銷」。

在任何情況下,交付本招股章程或就股份作出的任何發售、銷售或交付並不構成聲明,指出自本招股章程日期以來並無發生可能會合理地導致我們的事務改變的變動或發展,亦非暗示本招股章程所載資料於本招股章程日期之後的任何日期仍然正確。

申請香港發售股份的程序

香港發售股份的申請程序載於本招股章程「如何申請香港發售股份」一節。

全球發售的架構及條件

有關全球發售的架構(包括其條件)的詳情載於本招股章程「全球發售的架構」。

有關發售及銷售股份的限制

凡購買香港公開發售項下香港發售股份的每名人士將須確認或因其購買發售股份而被視為確認其知悉本招股章程所述提呈發售發售股份的限制。

本公司並無採取任何行動以獲准在香港以外的任何司法管轄區公開發售發售股份,或在香港以外的任何司法管轄區派發本招股章程。因此,在未獲授權作出有關要約或邀請或向任何人士作出有關要約或邀請即屬違法的任何情況下,本招股章程不得用作亦不構成要約或邀請。於其他司法管轄區派發本招股章程以及提呈及銷售發售股份須受到限制,除非已根據該等司法管轄區的適用證券法向相關證券監管機關登記或獲其授權或豁免而獲准進行,否則不得進行上述活動。

有意申請發售股份的申請人應徵詢彼等的財務顧問及尋求法律意見(如適用),以知悉及遵守任何相關司法管轄區的所有適用法律、規則及法規。有意申請發售股份的申請人亦應知悉其各自的公民身份、居留權或居籍所屬國家的相關法律規定以及任何適用外匯管制規例及適用稅項。

有關本招股章程及全球發售的資料

在香港聯交所上市的申請

我們已向香港聯交所申請批准根據全球發售已發行及將予發行的H股，以及根據首次公開發售前購股權計劃授出的購股權獲行使時將予發行的任何H股上市及買賣。

除了非H股於全國股轉系統報價外，概無股份或貸款資本於任何其他證券交易所上市、報價或買賣，且近期概無尋求或擬尋求有關上市或上市批准。所有發售股份將於H股股東名冊登記，以使該等股份可於香港聯交所買賣。

根據公司(清盤及雜項條文)條例第44B(1)條，倘在登記認購申請截止日期起計三週或香港聯交所可能在上述三週內通知本公司的較長期間(不超過六週)屆滿前，H股被拒絕在香港聯交所上市及買賣，則根據任何申請所作的任何配發將告無效。

H股開始買賣

H股預期將於二零二五年一月九日(星期四)開始在香港聯交所主板進行買賣。H股將於香港聯交所主板以每手100股H股進行買賣。H股的股份代號將為2613。

H股將合資格納入中央結算系統

待H股獲批准於香港聯交所上市及買賣，且我們符合香港結算的證券收納規定後，H股將獲香港結算接納為合資格證券，自上市日期或香港結算釐定的任何其他日期起，可於中央結算系統內寄存、結算及交收。香港聯交所參與者之間的交易交收須於任何交易日後第二個交收日在中央結算系統內進行。

根據中央結算系統進行的所有活動均受不時生效的香港結算規則及香港結算運作程序規則所規限。

我們已作出一切必要安排，以使H股獲納入中央結算系統。投資者應就該等交收安排的詳情以及有關安排將如何對其權利及權益產生影響尋求其股票經紀或其他專業顧問的意見。

有關本招股章程及全球發售的資料

H股股東名冊及印花稅

所有根據全球發售提交的申請所發行的H股將由我們的H股證券登記處卓佳證券登記有限公司於香港存置的H股股東名冊登記。股東名冊總冊將由我們於中國內地總辦事處保存。

買賣H股將須繳納香港印花稅，向各買方及賣方收取的現時稅率為出售或轉讓H股的代價(倘屬較高者，則為公平值)的0.1%。

除本公司另有決定外，須以港元支付的H股股息將支付予名列本公司H股股東名冊的股東，並以普通郵遞方式寄往各股東的登記地址，郵誤風險由股東自行承擔。

建議尋求專業稅務意見

發售股份的申請人如對認購、購買、持有、出售或買賣H股或行使H股附帶的任何權利的稅務影響有任何疑問，建議諮詢其專業顧問。謹此強調，我們或有關人士概不就因認購、購買、持有、出售、買賣H股或行使與H股有關的任何權利而對H股持有人造成的任何稅務影響或負債承擔任何責任。

匯率轉換

除另有指明外，為方便讀者，本招股章程載有按以下匯率進行的若干換算：

1.00港元兌人民幣0.9255元

1.00美元兌人民幣7.1901元

1.00新加坡元兌人民幣5.3145元

1.00歐元兌人民幣7.4984元

該等換算僅供參考及方便閱讀，概不表示，亦不應被詮釋為表示，任何人民幣、美元、港元、新加坡元或歐元金額可以或應於有關日期按上述匯率或任何其他匯率兌換，或根本無法兌換。

語言

本招股章程英文版本與本招股章程的中文譯本如有任何歧義，除非另有說明，否則概以本招股章程英文版本為準。然而，本招股章程英文版本所述任何實體的非英文名稱與其英文譯名如有任何歧義，概以其各自原語言的名稱為準。

有關本招股章程及全球發售的資料

約整

本招股章程所載若干金額及百分比數字經已約整，或已約整至小數點後幾位數。因此，若干表格內所示總計數字未必等於前列數字的算術總和。本招股章程內任何表格所列示的總額與各數額總和之間的任何差額皆因約整所致。

董事、監事及參與全球發售的各方

董事

有關董事及監事的更多資料，請參閱本招股章程「董事、監事及高級管理層」。

姓名	居住地址	國籍
<i>執行董事</i>		
周洋先生	中國上海市浦東新區永泰路1650弄20-902	中國
趙明珠先生	香港新界沙田大圍美田路1號名城3期(盛世)1座20樓NC室	中國
陳志遠先生	中國上海市浦東新區苗圃路600弄15-1201	中國
舒華東先生	香港新界沙田保泰街1號海典灣3座18樓B室	中國(香港)
陳睿先生	中國上海市長寧區定西路630弄16-202	中國
<i>獨立非執行董事</i>		
管延敏博士	中國江蘇省鎮江市潤州區萬科藍山四期130幢103室	中國
朱榮元先生	中國上海市黃浦區新閘路1340弄21號	中國
吳先僑女士	香港新界將軍澳維景灣畔16座38樓E室	中國(香港)

監事

姓名	居住地址	國籍
沈小偉先生	中國江蘇省南通市崇川區朝暉花園11-604	中國
于遠洋先生	中國上海市寶山區松蘭路1169弄40號402	中國
吳雲峰先生	中國江蘇省南通市如皋市長江鎮豪天花苑6棟405	中國

董事、監事及參與全球發售的各方

參與全球發售的各方

聯席保薦人

中信證券(香港)有限公司
香港
金鐘道88號
太古廣場一座18樓

中國銀河國際證券(香港)有限公司
香港
上環
干諾道中111號
永安中心20樓

保薦人—整體協調人

中信里昂證券有限公司
香港
金鐘道88號
太古廣場第一期18樓

中國銀河國際證券(香港)有限公司
香港
上環
干諾道中111號
永安中心20樓

聯席代表

中信里昂證券有限公司
香港
金鐘道88號
太古廣場第一期18樓

中國銀河國際證券(香港)有限公司
香港
上環
干諾道中111號
永安中心20樓

整體協調人

中信里昂證券有限公司
香港
金鐘道88號
太古廣場第一期18樓

中國銀河國際證券(香港)有限公司
香港
上環
干諾道中111號
永安中心20樓

董事、監事及參與全球發售的各方

聯席全球協調人

法國巴黎證券(亞洲)有限公司
香港
中環
金融街8號
國際金融中心2期
60樓及63樓

中信里昂證券有限公司
香港
金鐘道88號
太古廣場第一期18樓

中國銀河國際證券(香港)有限公司
香港
上環
干諾道中111號
永安中心20樓

法國巴黎證券(亞洲)有限公司
香港
中環
金融街8號
國際金融中心2期
60樓及63樓

聯席賬簿管理人

中信里昂證券有限公司
香港
金鐘道88號
太古廣場第一期18樓

中國銀河國際證券(香港)有限公司
香港
上環
干諾道中111號
永安中心20樓

法國巴黎證券(亞洲)有限公司
香港
中環
金融街8號
國際金融中心2期
60樓及63樓

董事、監事及參與全球發售的各方

中銀國際亞洲有限公司

香港
中環
花園道1號
中銀大廈
26樓

建銀國際金融有限公司

香港
中環
干諾道中3號
中國建設銀行大廈12樓

光銀國際資本有限公司

香港
灣仔
告士打道108號
光大中心
34樓至35樓

中國光大證券(香港)有限公司

香港
灣仔
告士打道108號
光大中心
33樓

華升證券(國際)有限公司

香港
中環
皇后大道中99號
中環中心
45樓
4502室

富中證券有限公司

香港
中環
干諾道中88號
南豐大廈
4樓404-405室

工銀國際證券有限公司

香港
中環
花園道3號
中國工商銀行大廈
37樓

董事、監事及參與全球發售的各方

力高證券有限公司

香港
中環
畢打街20號
會德豐大廈
15樓
1506室

華富建業證券有限公司

香港
干諾道中111號
永安中心
5樓及24樓(2401及2412室)

滙銀國際融資有限公司

香港
軒尼詩道1號
滙發銀行大廈33樓

聯席牽頭經辦人

中信里昂證券有限公司

香港
金鐘道88號
太古廣場第一期18樓

中國銀河國際證券(香港)有限公司

香港
上環
干諾道中111號
永安中心20樓

法國巴黎證券(亞洲)有限公司

香港
中環金融街8號
國際金融中心2期
60樓及63樓

中銀國際亞洲有限公司

香港
中環
花園道1號
中銀大廈
26樓

董事、監事及參與全球發售的各方

建銀國際金融有限公司
香港
中環
干諾道中3號
中國建設銀行大廈12樓

光銀國際資本有限公司
香港
灣仔
告士打道108號
光大中心
34樓至35樓

中國光大證券(香港)有限公司
香港
灣仔
告士打道108號
光大中心
33樓

華升證券(國際)有限公司
香港
中環
皇后大道中99號
中環中心
45樓
4502室

富中證券有限公司
香港
中環
干諾道中88號
南豐大廈
4樓404-405室

富途證券國際(香港)有限公司
香港
金鐘
金鐘道95號
統一中心
34樓

工銀國際證券有限公司
香港
中環
花園道3號
中國工商銀行大廈
37樓

董事、監事及參與全球發售的各方

力高證券有限公司

香港
中環
畢打街20號
會德豐大廈
15樓
1506室

利弗莫爾證券有限公司

香港
九龍
長沙灣道833號
長沙灣廣場二座
12樓
1214A室

華富建業證券有限公司

香港
干諾道中111號
永安中心
5樓及24樓(2401及2412室)

浦銀國際融資有限公司

香港
軒尼詩道1號
浦發銀行大廈
33樓

老虎證券(香港)環球有限公司

香港
上環
德輔道中308號
1樓

TradeGo Markets Limited

香港
干諾道中168-200號
信德中心西翼
3405室

資本市場中介人

中信里昂證券有限公司

香港
金鐘道88號
太古廣場第一期18樓

董事、監事及參與全球發售的各方

中國銀河國際證券(香港)有限公司
香港
上環
干諾道中111號
永安中心20樓

法國巴黎證券(亞洲)有限公司
香港
中環
金融街8號
國際金融中心2期
60樓及63樓

中銀國際亞洲有限公司
香港
中環
花園道1號
中銀大廈
26樓

建銀國際金融有限公司
香港
中環
干諾道中3號
中國建設銀行大廈12樓

光銀國際資本有限公司
香港
灣仔
告士打道108號
光大中心
34樓至35樓

中國光大證券(香港)有限公司
香港
灣仔
告士打道108號
光大中心
33樓

華升證券(國際)有限公司
香港
中環
皇后大道中99號
中環中心
45樓
4502室

董事、監事及參與全球發售的各方

富中證券有限公司

香港
中環
干諾道中88號
南豐大廈
4樓404-405室

富途證券國際(香港)有限公司

香港
金鐘
金鐘道95號
統一中心
34樓

工銀國際證券有限公司

香港
中環
花園道3號
中國工商銀行大廈
37樓

力高證券有限公司

香港
中環
畢打街20號
會德豐大廈
15樓
1506室

利弗莫爾證券有限公司

香港
九龍
長沙灣道833號
長沙灣廣場二座
12樓
1214A室

華富建業證券有限公司

香港
干諾道中111號
永安中心
5樓及24樓(2401及2412室)

浦銀國際融資有限公司

香港
軒尼詩道1號
浦發銀行大廈
33樓

董事、監事及參與全球發售的各方

老虎證券(香港)環球有限公司
香港
上環
德輔道中308號
1樓

TradeGo Markets Limited
香港
干諾道中168-200號
信德中心西翼
3405室

本公司的法律顧問

有關香港及美國法律：
安理謝爾曼思特靈律師事務所
香港
中環
交易廣場第三座9樓

有關中國法律：
競天公誠律師事務所
上海市徐匯區
淮海中路1010號嘉華中心45層

聯席保薦人及包銷商的法律顧問

有關香港及美國法律：
盛德律師事務所
香港
中環
金融街8號
國際金融中心二期39樓

有關中國法律：
信達律師事務所
深圳市福田區
益田路6001號
太平金融大廈11-12樓

核數師兼申報會計師

德勤•關黃陳方會計師行
執業會計師
註冊公眾利益實體核數師
香港金鐘道88號
太古廣場第一期35樓

董事、監事及參與全球發售的各方

獨立行業顧問

弗若斯特沙利文(北京)諮詢有限公司
上海分公司
中國
上海市
南京西路1717號
會德豐國際廣場
2504室

獨立轉讓定價稅務顧問

德豪稅務顧問有限公司
香港
干諾道中111號
永安中心25樓

收款銀行

招商永隆銀行有限公司
香港
德輔道中45號

公司資料

註冊辦事處	上海 自由貿易試驗區 馬吉路2號 1101室
總部及中國主要營業地點	上海市浦東新區新金橋路36號上海國際財富中心南塔 30樓3002室
香港主要營業地點	香港中環 威靈頓街1號 荊威廣場20樓
公司網站	www.contioceangroup.com (網站所載資料並不構成本招股章程的一部分)
公司秘書	舒華東先生
授權代表	舒華東先生 陳睿先生
審核委員會	朱榮元先生(主席) 管延敏博士 吳先僑女士
薪酬委員會	管延敏博士(主席) 舒華東先生 朱榮元先生
提名委員會	朱榮元先生(主席) 周洋先生 管延敏博士
環境、社會及管治委員會	趙明珠先生(主席) 陳志遠先生 陳睿先生 朱榮元先生
合規顧問	中國銀河國際證券(香港)有限公司 香港 上環 干諾道中111號 永安中心20樓

公司資料

H股證券登記處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

主要往來銀行

招商銀行股份有限公司
中國
上海
長樂路801號
上海分行長樂支行

交通銀行股份有限公司
中國
上海
中山南路99號10樓
上海市分行

行業概覽

本節及本招股章程其他各節所載資料及統計數據乃摘錄自由我們委託的弗若斯特沙利文編製的弗若斯特沙利文報告，以及來自多份政府官方刊物及其他公開可得公開刊物。我們委聘弗若斯特沙利文就全球發售編製弗若斯特沙利文報告(即獨立行業報告)。董事經採取合理審慎措施後確認，自弗若斯特沙利文報告日期起，彼等概不知悉市場資料出現可能使本節披露的資料及統計數據存有保留意見、相抵觸或影響本節資料及統計數據的不利變動。政府官方來源的資料並未經我們、聯席保薦人、聯席代表、整體協調人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人、任何包銷商或資本市場中介人、任何我們及彼等的各自董事、監事、高級職員、代表、僱員、顧問或參與全球發售的任何其他人士或各方獨立核實，且概無就其準確性發表任何聲明。

資料來源及可靠性

我們已委聘獨立市場研究顧問弗若斯特沙利文分析全球及中國的海事船舶及船舶環境保護設備及系統市場，並編製報告以供本招股章程使用，就此我們已同意支付委聘費用人民幣500,000元。弗若斯特沙利文為於一九六一年在紐約成立的獨立全球諮詢公司，其服務包括(其中包括)增長策略諮詢、市場研究及分析以及企業培訓。弗若斯特沙利文已進行詳盡的第一手研究，其中涉及與若干領先的行業參與者討論行業現狀並與有關各方進行面談。弗若斯特沙利文亦已進行第二手研究，其中涉及審閱公司報告、獨立研究報告及基於自身研究數據庫的數據。除另有說明者外，本節中包括的所有數據及預測均來自弗若斯特沙利文報告，乃基於案頭研究、專家訪談及弗若斯特沙利文的分析和估計。董事確認，經合理審慎行事後，自弗若斯特沙利文報告日期起，整體市場資料概無出現任何不利變動而可能會重大限制、抵觸該等數據或對該等數據產生不利影響。

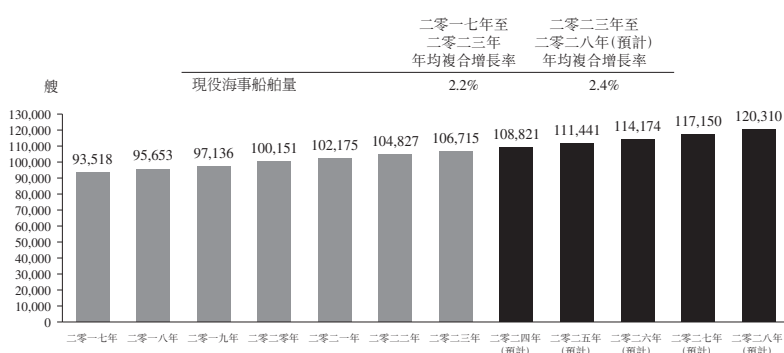
全球海事船舶行業概覽

全球海事船舶市場是一個多元化的行業，涵蓋各類商業及其他船舶的設計、製造、營運、維護及海洋保護，在支持物流、能源運輸、製造業及旅遊業方面發揮至關重要的作用。世界各國認識到其重要性後正積極實施政策及法規，以促進海事船舶製造的技術升級及環保轉變。目標是建立一個現代船運系統，通過平衡經濟增長與生態環保來促進可持續發展。

行業概覽

海運是海事船舶最重要的下游應用及國際物流中的首要運輸方式。於二零二三年，海運佔國際貿易貨物運輸總量逾80%。由於航運能力及國際貿易需求的穩定增長，全球現役海事船舶總量從二零一七年的93,518艘穩定增長至二零二三年的106,715艘，達到2.2%的年均複合增長率。展望未來，這一上升趨勢預計從二零二三年至二零二八年將加速，預計全球現役海事船舶總量於二零二八年將達到120,310艘，年均複合增長率為2.4%。

二零一七年—二零二八年(預計)全球現役海事船舶量

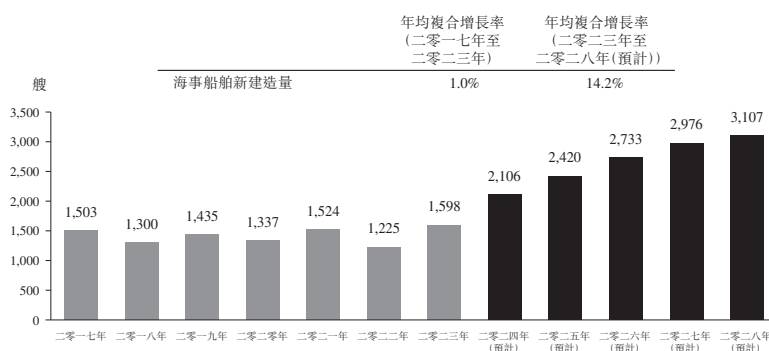


資料來源：弗若斯特沙利文報告、中國船舶工業行業協會、勞氏船級社、Clarkson、中國船舶工業年鑒

附註：現役海事船舶量乃基於年內的運營中船舶總量計算。

從二零一七年至二零二三年，全球海事船舶新建造量呈小幅波動上升趨勢。於二零一七年至二零一九年，更嚴格的環保法規和之前的船隊擴張導致新船需求的波動。二零二零年至二零二二年，COVID-19疫情的反復導致各國間歇性停工停產，造成這一時期新船量的波動。然而，從二零二三年到二零二八年，全球海事船舶新建造量預計將恢復並以14.2%的年均複合增長率從1,598艘大幅增長到3,107艘。推動這一增長的因素包括疫情後復蘇、全球貿易需求上升、造船技術進步以及為滿足法規和效率標準而增加對配備環境保護設備及系統的船舶的投資。

二零一七年至二零二八年(預計)全球海事船舶新建造量

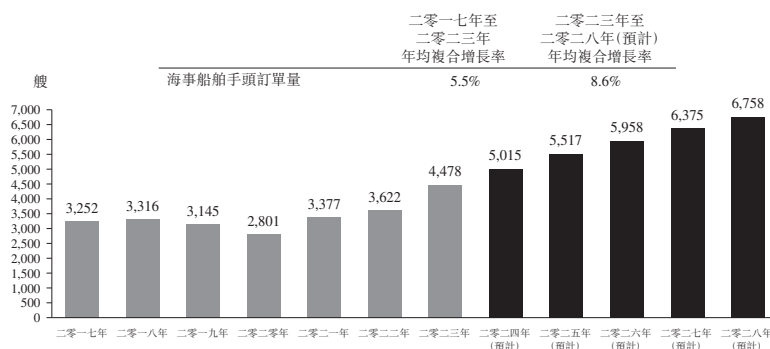


資料來源：弗若斯特沙利文報告、中國船舶工業行業協會、勞氏船級社、Clarkson、中國船舶工業年鑒

行業概覽

從二零一七年至二零二三年，全球海運船舶手頭訂單量呈波動上升趨勢。於二零二零年，COVID-19疫情導致各國間歇性封閉及停產，擾亂了海運供應鏈及導致新船訂單下降。然而，這些供應鏈中斷導致海運費上升及航運能力短缺。因此，眾多造船廠利用這些更高的費率並隨後下達新訂單。從二零二三年至二零二八年，全球海運船舶訂單量預計將從4,478艘穩步增至6,758艘，年均複合增長率為8.6%。此增長乃由疫情後復蘇、全球貿易需求上升、造船技術進步以及增加對配備清潔能源系統的投資以滿足監管及效率標準船舶所推動。

二零一七年至二零二八年(預計)的全球海事船舶手頭訂單量



資料來源：弗若斯特沙利文報告、勞氏船級社、Clarkson、中國船舶工業年鑒

全球海事船舶市場的市場推動因素及趨勢

全球經濟增長

全球經濟增長通過增加貿易量顯著帶動了海事船舶市場，導致對航運服務和船隊擴張的需求增加。隨着經濟增長，消費者支出及工業生產上升，推動了對海運的需求。這種需求催生了對新船及船隊現代化的投資。全球經濟增長帶動全球供應鏈改善並擴張而進一步刺激了航運活動，鞏固了海事船舶市場的增長及現代化。

環保要求趨嚴

全球海事船舶市場越來越受到嚴格的環保要求影響，特別是受到國際海事組織(IMO)、不同國家及地區的政府的規定所影響。這些規定要求大幅減少硫氧化物及溫室氣體(GHG)排放，從而促使採用船舶環境保護設備及系統，例如船舶脫硫系統、船舶節能裝置，或重建船舶動力系統以使用液化天然氣、液化石油氣、甲醇及氨等替代燃料。此外，業界正積極採用數字化技術以加強排放監測及報告，並與在制定及實施有效的環保解決方案方面擔任重要角色的各持份者合作。

技術進步

通過提高效能、減少對環境的影響及改善安全性，海事船舶行業的技術進步正改變船舶的運作。船舶脫硫技術以及船舶節能裝置進一步提高效率並減少廢氣排放，確保遵守嚴格的環保法規。隨著替代燃料的採用，推進系統已經演變，提供比傳統化石燃料更清潔的能源選項。自動化及數字化亦發揮關鍵作用，使配備先進的智能管理系統及實時性能檢測系統的智能船舶得以發展。這些技術優化燃料消耗、降低排放並提高營運可靠性，體現由創新及環境責任所推動的可持續及高效海事營運轉型。

運費與全球新建海事船舶訂單量的關係分析

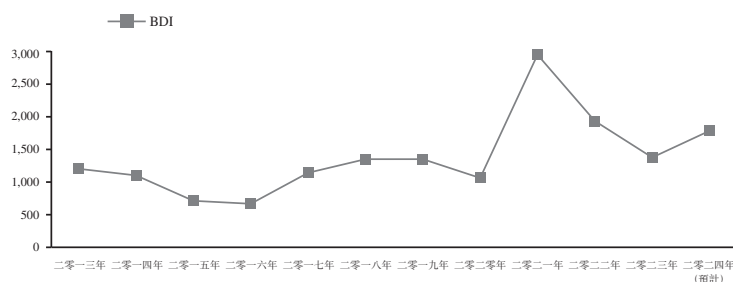
波羅的海乾散貨指數(BDI)為衡量全球航運價格的重要指標，可反映貨物運輸成本，與航運服務需求密切相關。一般而言，BDI與新船訂單之間存在正相關。BDI上升表示航運需求強勁，其推動力通常為全球貿易增長或供應鏈承壓，且會促使船東訂購新船以擴充船隊及利用有利的市場條件。

於COVID-19疫情期間，全球海運物流面臨中斷危機，導致航運價格大幅飆升。BDI於二零二零年下半年至二零二一年上升，為二零一三年至二零一九年期間的2至3倍。然而，造船廠及零部件製造商的營運停頓，加之航運訂單飽和，導致一些船東承接新訂單的能力受限。隨著疫情得到有效控制並恢復營運，新建船舶的需求於二零二一年開始逐步釋放。因此，二零二三年新增海事船舶的手頭訂單量繼續呈上升趨勢，與二零一六年至二零二零年期間相比仍保持顯著增長。在海運及船隊現代化需求持續增長的推動下，預計這一趨勢將會持續。

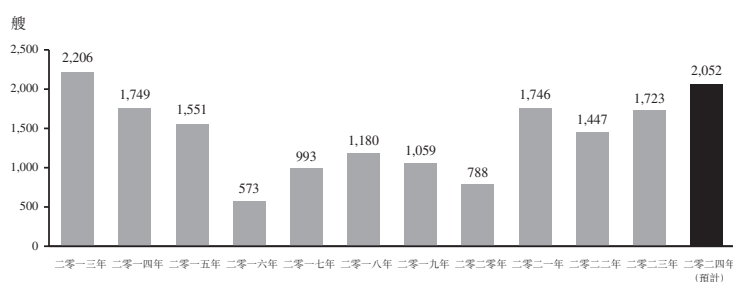
二零二二年，隨著疫情影響減弱，航運價格回穩，BDI雖有下降，但仍高於疫情前的水平。受紅海危機等因素影響，該指標隨後於二零二三年飆升。由於船東優先考量航運供應鏈的穩定性及運力(鑒於應對疫情及其他不確定因素所獲得的經驗)，收入持續增長且對新船的長期需求仍然強勁。在全球貿易增長、環保法規更趨嚴格以及船隊現代化需求的推動下，預計未來幾年的新船訂單將持續增加。持續的需求及運費高企將推動新建船舶訂單持續增加。

行業概覽

波羅的海乾散貨指數平均值(二零一三年至二零二四年(預計))



新增海事船舶在手頭訂單量(全球)(二零一三年至二零二四年(預計))



資料來源：弗若斯特沙利文報告、中國船舶工業行業協會、勞氏船級社、Clarkson、中國船舶工業年鑒

全球船舶環境保護設備及系統行業概覽

航運業對本集團業務的影響分析

本集團業務發展與全球航運業趨勢及驅動因素息息相關，包括但不限於以下各項：

全球經濟增長

本集團業務受惠於全球經濟增長，原因是貿易量增加及船隊擴張帶動對其創新船舶環境保護設備及系統以及技術的需求。航運活動的增加刺激了對新船及船隊現代化的投資，為本集團產品及服務(如EGCS及節能裝置)創造了強勁市場。該行業日益重視高效率與可持續經營，這與本集團的產品組合不謀而合，使其成為船隊升級的主要推動者及全球航運業變革不可或缺的一環。

環保要求趨嚴

更嚴格的環保法規大大推動了本集團產品及技術的應用。其EGCS可協助船舶營運者符合國際海事組織的硫排放限制，而其節能裝置及清潔能源供應系統為達成脫碳目標提供具前瞻性的選擇。推動替代燃料和排放監測的法規進一步增加對本集團先進系統的需求，確保船東在營運過程中優先考慮合規性及可持續性的同時實現強勁的增長前景。

技術進步

本集團致力於創新，這使其在全球航運業向先進技術轉型的進程中處於領先地位。其海事服務、船舶節能裝置及清潔能源供應系統的發展符合對更智能及可持續的海事營運日益增加的需求。隨著環境保護及數字化不斷重塑行業，本集團產品及服務為提高營運可行性、降低燃料消耗及滿足變幻莫測的市場需求提供了重大機會。這種技術進步加強了本集團的競爭優勢，並鞏固其在全球航運業中的地位。

船舶環境保護設備及系統的定義及分類

國際航運(佔全球運輸貿易量逾80%)正面臨日趨增長的環境挑戰。傳統化石燃料排放硫氧化物、氮氧化物及懸浮顆粒物等有害物質，對空氣質素及人類健康造成重大影響。為應對這情況，國際社會及世界各國對航運業制定了更嚴格的環保公約及標準，提高排放要求。例如，國際海事組織的嚴格要求已使造船及船舶改裝行業增加環保及時間壓力，導致對船舶環境保護設備及系統的需求增加。船舶環境保護設備及系統通過快速回應、全面服務及創新技術有效滿足客戶需求，從而提升船舶的效率及質量。

同時，船舶相關環境技術正在迅速發展，新一代的節能減排以及高效設備及系統不斷湧現。通過優化船舶設計、改裝能源及動力系統、實施智能船舶營運管理系統及利用清潔能源，這些創新舉措提升海事船舶行業的可持續發展及競爭力。船舶環境保護設備及系統專注於先進技術及環保轉型，從設計及製造到營運及回收，貫穿船舶的生命週期。這些設備及系統有效地實現其預期功能及表現，提高能源效率，減少或消除環境污染，並為操作員及用戶提供優良的工作環境，引領行業邁向更可持續的發展。

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根據國際海事組織領導的行業環保要求的發展歷史，船舶環境保護設備及系統市場可以分為四個領域：

- **船舶脫硫系統(EGCS)**：指在海事船舶上安裝關鍵的環保設備，對主機、發電機、鍋爐及其他來源的廢氣進行無害處理。這可以防止因船舶排放物失控而引起的大氣污染，並幫助船東及營運者遵守國際海事組織及國家環保法規。增加船舶廢氣淨化系統是目前減少硫氧化物的主要及最具成本效益的方法。通過選擇合適的船舶廢氣淨化系統類型(包括開式、閉式及混合式)，並確保科學的設計、安裝及保養，可以顯著減少船舶的硫氧化物排放，保護大氣環境。此外，有效的成本管理及操作培訓確保整個海事船舶生命週期內的最佳經濟及環境效益。
- **船舶節能裝置**：整合節能設備、碳捕捉、利用及儲存系統(包括有機醇胺碳捕捉系統及雙鹼法碳捕捉系統)及智能控制技術，以優化電力性能、減少燃料消耗及降低排放。這種全面的方法提高船舶的營運效率及環保表現，使船東及營運商能降低營運成本，同時符合國際及地區環保法規。
- **船舶清潔能源供應系統**：涵蓋使用清潔能源供應系統及相關設備，包括但不限於液化天然氣(LNG)/液化乙烯氣(LEG)的雙燃料氣體供應系統(FGSS)、甲醇/液化石油氣(LPG)/氨的低閃點燃料供給系統(LFSS)，以及液化天然氣/液化石油氣/氨/液態二氧化碳(LCO₂)的液體貨物系統(CHS)。這些系統以清潔能源替代傳統石油，旨在減少船舶燃燒化石燃料所產生的排放，從而降低碳排放及空氣污染。
- **海事服務及其他**：涵蓋船舶內裝、船舶網絡安全軟硬件、船舶改裝及船舶修理監督服務、集裝箱船舶及PCTC綁扎件等，主要關注船舶的環保方面。

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下表顯示國際海事組織排放要求下船舶環境保護設備及系統的發展歷史：

年份	國際海事組織 政策背景	達成目標的 關鍵設備及系統	特點
自二零一六年起	國際海事組織於二零一六年建議的全球硫氧化物排放限制標誌着海事船舶脫硫行業的發展開始。於二零二零年，國際海事組織進一步將船舶燃油中硫氧化物含量上限從3.5%降至0.5%，作為關鍵催化劑加速行業活動，推動大幅增長。因此，海事船舶脫硫經歷快速擴張，以滿足監管需求，將其定位為海事船舶行業減少硫氧化物排放及提高環境合規力度的重要組成部分。	船舶脫硫系統	有效降低硫氧化物排放，具有高成本效益
二零二一年至 二零五零年	除已經發佈的既定法規之外，國際海事組織於二零二一年頒佈的「GHG策略」旨在到二零三零年之前將每項運輸工作的GHG排放量比二零零八年的水平削減至少40%。這一時期對於從最初引入GHG減排政策過渡到在整個海事船舶行業全面採用及執行非常關鍵。此階段預計將推動GHG減排技術及策略的重大進展，促進更可持續的做法。時間表反映了在清潔技術、能源效率改進及替代燃料方面的力度及投資的逐步擴大，力爭到二零三零年之前大幅減少GHG排放。這一時期對於建立海洋船舶行業的長期環境合規性和可持續性至關重要。	船舶脫硫系統 船舶節能裝置	有效減少硫氧化物排放，具有高成本效益 有效減少GHG排放，但無法實現GHG淨零排放
第一階段： 二零二一年至 二零三零年			

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年份	國際海事組織 政策背景	達成目標的 關鍵設備及系統	特點
第二階段： 二零三一年至 二零五零年	國際海事組織的「GHG策略」旨在到二零五零年前後達峰，然後實現國際航運GHG淨零排放。此長期目標標誌着海事船舶行業的變革性轉變，需要在綠色船舶技術及可持續慣例方面取得重大進步。實現淨零排放需要廣泛的研發及部署替代燃料，例如液化天然氣、液化石油氣、甲醇及氨，與傳統化石燃料相比，這些燃料的碳足跡更低或沒有碳足跡。此外，通過優化船舶設計及運營慣例來提高能源效率至關重要。通過瞄準淨零排放，國際海事組織策略不僅旨在減輕航運對環境的影響，同時亦使該行業與全球氣候目標保持一致，確保其在氣候變化面前的可持續性及韌性。	船舶清潔能源供應系統	旨在實現GHG淨零排放
長期持續	全球航運業踐行環境可持續性、運營效率、社會參與等方面的持續趨勢。	海事服務及其他	實現行業的健康及環境可持續性發展

資料來源：弗若斯特沙利文報告、國際海事組織、Clarkson、中國船舶工業行業協會、勞氏船級社、中國船舶工業年鑒

船舶脫硫系統的成本分析

自國際海事組織於二零一六年首次提出全球硫氧化物排放限制以來，船舶脫硫系統始終主導着全球船舶環境保護設備及系統市場，於二零二三年約佔該行業的50%。為解決國際海事組織的硫氧化物排放限制，可以採用三種策略：1) 使用低硫燃料；2) 採用船舶廢氣淨化系統；及3) 安裝船舶清潔能源供應系統(例如FGSS及LFSS)。儘管向低硫燃料過渡是在短時間內實現合規的直接方法，但在石油生產中的非標準混合導致較低的能量傳輸效率，並可能在航行過程中對船舶發動機造成相對較高程度的損壞。此外，與船舶廢氣淨化系統一併使用的低硫燃料通常比高硫燃料更昂貴。另外，於二零一六年至二零二三年間，低硫燃料的價格高於高硫燃料的價格，預期此價格差異於二零二四年至二零二八年間將會維持，這是由幾個關鍵因素造成，包括但不限於以下原因：(i) 國際海事組織於二零一六年首次推出全球硫氧化物排放限制，刺激低硫燃料需求上升。隨著環保意識提高，許多國家及地區因應國際海事組織的硫氧化物排放限制，實施嚴格的法規，強制使用低硫燃料或EGCS。需求激增加上相對有限的供應，推高低硫燃料的價格；及(ii) 低硫燃料的生產成本高於高硫燃料。生產低硫燃料需要先進技術、專門設備及更嚴格的精煉過程來以降低硫含量。這些額外的成本反映在低硫燃料較高的價格上，使其與需要較簡單提煉方法的高硫燃料相比更加昂貴。於二零二三

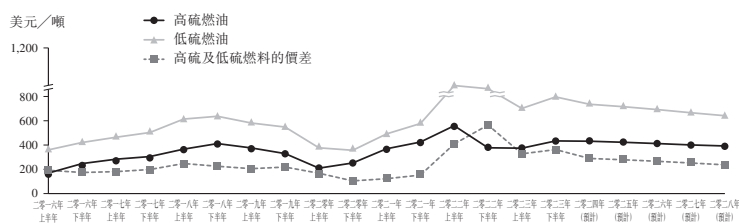
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年，全球高硫及低硫燃料之間的平均價差約為每噸340至350美元。安裝船舶廢氣淨化系統的時間介乎6個月至15個月，而船舶廢氣淨化系統的使用年限可達5至10年。在達到盈虧平衡點後，採納船舶廢氣淨化系統的優勢會更加明顯。

國際海事組織於二零一六年首次提出的全球硫氧化物排放限制啟動船舶脫硫行業的增長。此後，低硫燃料需求的快速增長導致高硫燃料和低硫燃料之間出現顯著價差，從二零一六年至二零二零年保持在每噸200美元左右的高位價差。由於COVID-19對全球經濟的影響，高硫及低硫燃料供應的不平衡導致兩者價格差距收窄。因此，高硫燃料和低硫燃料之間的價差於二零二零年降至每噸約105美元的低點。隨著二零二零年實施硫氧化物排放限制及COVID-19對全球經濟的影響開始消退，此價差在二零二一年迅速恢復，並在二零二三年進一步擴大至約每噸350美元，促使許多船東大力投資脫硫系統，以繼續使用更便宜的高硫燃料，同時遵守環境標準。然而，低硫燃料產量的上升及煉油效率的提高穩定了低硫燃料的供應。

展望二零二四至二零二八年，價差預計將保持相對穩定。隨著更多煉油廠投產並提高低硫燃料產量，供需平衡應會穩定。倘若政治及宏觀經濟條件等外部因素保持穩定，價差可能會保持穩定或逐漸縮小，特別是倘若高硫燃料價格保持穩定。然而，到二零二八年，高硫和低硫燃料之間的價差預計將保持在每噸240美元左右，與二零一六年的水平相比仍然相對較高。此種持續價差使脫硫系統的使用在經濟上具有優勢，允許船東繼續使用高硫燃料，同時遵守環境法規。

二零一六年上半年至二零二八年(預計)的高硫及低硫燃料平均價格比較



資料來源：弗若斯特沙利文報告、石油輸出國組織、Clarkson、Platts、彭博

附註：

- (1) 弗若斯特沙利文使用同一計算方法來釐定上述高硫及低硫燃料的平均價格。高硫燃料平均價格由新加坡及鹿特丹高硫燃料相應半年的平均FOB現貨價格計算得出。同時，低硫燃料平均價格由新加坡及鹿特丹超低硫燃料相應半年的平均FOB現貨價格計算得出。
- (2) 上述數據預測乃基於全球經濟及行業供需穩定的假設，並無不可預測的外部不明朗因素的影響。

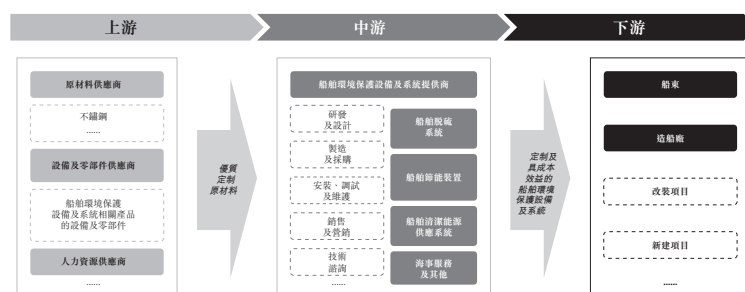
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此外，由於安裝船舶清潔能源供應系統需要對船舶動力及燃料供應系統進行必要的改造，因此會產生高昂成本，如將柴油發動機轉換為雙燃料發動機及更新能源供應系統，目前的成本是實施船舶廢氣淨化系統的六至八倍，因此，採用船舶廢氣淨化系統的成本優勢在現階段更加明顯。

全球船舶環境保護設備及系統行業的價值鏈分析

船舶環境保護設備及系統行業擁有一個全面整合的價值鏈，涵蓋多個階段以及多個專注於開發及實施環境友好船舶技術的參與者。

行業上游依賴於提供不鏽鋼及關鍵設備等基本零部件的原材料供應商以及生產與船舶環境保護設備及系統相關產品的零部件供應商。在行業中游，船舶環境保護設備及系統提供商提供一系列產品及服務，包括研發及設計、製造及採購、安裝、調試及維護、銷售及營銷以及技術諮詢等。於船舶環境保護設備及系統行業，除內部銷售及營銷團隊外，委聘銷售代理乃屬行業常規，原因為船舶環保設備及系統供應商可及時洞察市場需求，並加快簽約程序。此外，一般而言，銷售代理與船東或造船商的關係較為密切，因此其有助於打入供應商尚未建立關係的特定市場或船東或造船商網絡。在行業下游，船東和造船商與船舶環境保護設備及系統提供商進行合作，將這些訂制且具成本效益的設備及系統整合到新船舶或改裝現有船舶，以符合環境標準並提高效率。下文說明船舶環境保護設備及系統行業的價值鏈：



資料來源：弗若斯特沙利文報告

全球船舶環境保護設備及系統行業的市場規模

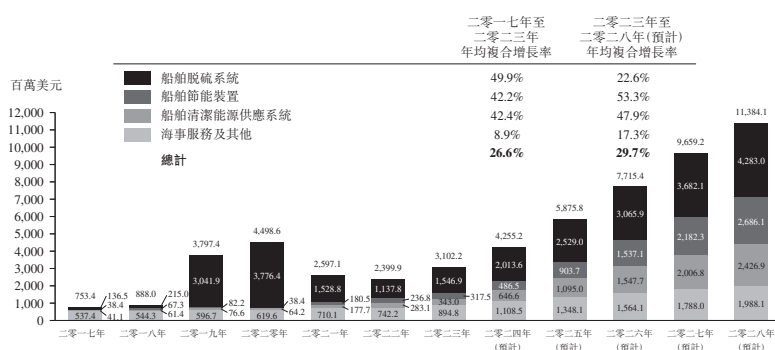
於二零一六年至二零二一年期間，國際海事組織提出並設定適用於全球的船舶燃油硫氧化物含量限制，同時發佈「GHG策略」，目標是到二零五零年前後實現海事船舶行業的GHG淨零排放。這些措施作為關鍵催化劑，加速全球綠色船舶產業的發展。

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作為一個主要分部，船舶脫硫系統市場在過去五年中一直主導着全球船舶環境保護設備及系統市場，於二零二三年佔該行業約50%，並預計二零二四年至二零二八年仍將是最大分部。於二零一七年至二零二零年，全球船舶脫硫系統市場的主要驅動力是國際海事組織於二零一六年宣佈並於二零二零年生效的脫硫法規，促使眾多船東在新建和改裝船舶上安裝船舶廢氣淨化系統。這導致在此期間對船舶脫硫系統的需求激增，市場規模從二零一七年的136.5百萬美元增加到二零二零年的3,776.4百萬美元，其在船舶環境保護設備及系統行業的市場份額從18.1%上升到81.6%。然而，COVID-19導致的勞動力減少、集裝箱短缺、供應鏈中斷及貨物需求增加等因素大幅提高了二零二一年至二零二二年間的海運價格，間接降低了船東停止運營及安裝船舶廢氣淨化系統的意願。因此，二零二二年船舶脫硫系統行業的市場規模降至1,137.8百萬美元，導致全球整體船舶環境保護設備及系統市場下滑。隨着疫情的影響消退及供應鏈復甦，預計市場規模將自二零二三年起反彈，於二零二八年達到4,283.0百萬美元，二零二三年至二零二八年間的年均複合增長率為22.6%。

由於日趨嚴格的國際法規及不斷增長的環境擔憂，對船舶節能裝置及船舶清潔能源供應系統的需求亦將大幅上升。技術進步、經濟激勵及財政支持使這些設備及系統更具吸引力，促使眾多公司進行投資以遵守法規、降低成本及增強其競爭力。船舶節能裝置及船舶清潔能源供應系統分部預計到二零二八年將分別達到2,686.1百萬美元及2,426.9百萬美元。與此同時，該等分部的市場份額預計將分別從二零二三年的10.2%及11.1%增加至二零二八年的23.6%及21.3%，為船舶環境保護設備及系統行業的發展提供強大支持。在該等因素的推動下，全球船舶環境保護設備及系統行業預計到二零二八年將達到11,384.1百萬美元，二零二三年至二零二八年的年均複合增長率為29.7%。

**二零一七年至二零二八年(預計)船舶環境保護設備及系統行業
按收益按分部劃分的市場規模**



資料來源：弗若斯特沙利文報告、與行業專家的面談、國際海事組織、Clarkson

行業概覽

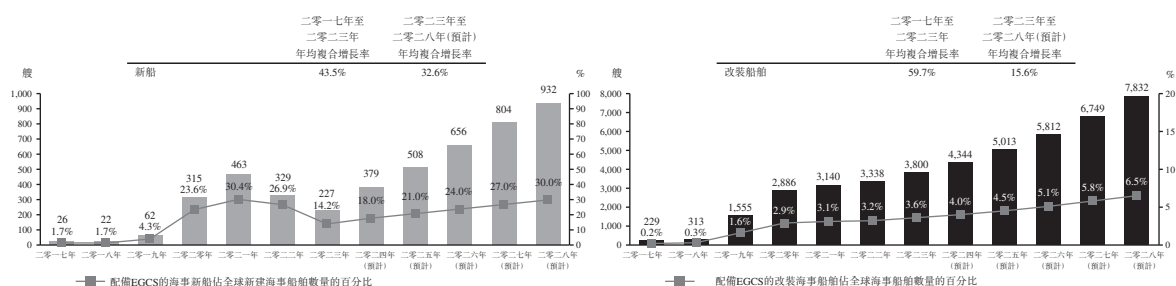
船舶廢氣淨化系統是遵守國際海事組織及地區船舶硫氧化物排放法規的重要手段，其提供穩定的經濟效益、可直接安裝，以及與高硫及低硫燃料之間的波動價格差距相比具有相對較短的投资回收期。因此，自國際海事組織於二零一六年首次提出全球硫氧化物排放限制以來，配備船舶廢氣淨化系統的全球船舶量大幅增長。配備EGCS海事船舶總量由兩部分組成：(i) 配備EGCS的新建船舶數量，及(ii) 配備EGCS的改造現役海事船舶數量。此兩項因素共同推動EGCS市場需求的增長。

配備EGCS的新建海事船舶的全球增加量從二零一七年的26艘增加到二零二三年的227艘，年均複合增長率大幅達到43.5%。展望未來，在新船領域，全球向綠色航運活動的轉變使得造船商從最初就將脫硫系統納入船舶設計變得更加普遍。隨着國際海事組織硫氧化物排放限制及預期進一步監管，此舉激勵船東在訂購新船時提早處理該事宜，從而導致對新建船舶脫硫系統安裝的穩定需求。

在改裝市場，配備EGCS的改裝海事船舶累計數量增長主要受以下兩項因素影響：高昂的燃料成本及日趨嚴格的環保法規。高硫及低硫燃料價格持續上漲使得使用脫硫系統具有經濟優勢。此外，二零二二年，隨著疫情影響減弱及航運價格回穩，運費開始下跌，但仍高於疫情前的水平，且航運能力不再極度短缺。然而，於二零二三年，受紅海危機等因素影響，運費隨後有所上升。許多船東自二零二零年以來運費高企期間累積資金，目前正專注於升級其船隊，以遵守日益嚴格的環保法規。由於在控制燃料成本的同時亦需要滿足更為嚴格的排放標準，安裝EGCS的改裝海事船舶的數量預計將會增加。此外，由於累積資金，船東將繼續下達新船訂單，以迎合下一個週期的需求。

因此，全球新建及累計改裝海事船舶安裝船舶廢氣淨化系統的新增量於二零二八年將達到932艘及7,832艘，年均複合增長率從二零二三年起分別為32.6%和15.6%，從而推進產業升級，促進傳統航運活動的脫硫發展。

二零一七年至二零二八年(預計)配備船舶脫硫系統的海事船舶的新建及累計改裝數量



資料來源：弗若斯特沙利文報告、國際海事組織、Clarkson、中國船舶工業行業協會、勞氏船級社、中國船舶工業年鑒

全球船舶環境保護設備及系統市場的市場推動因素及趨勢

監管及標準提高

全球對環境保護日益重視，是船舶環境保護設備及系統行業的重要推動因素。由於實施更嚴格的環保法規及標準，迫使航運業採用更清潔的能源解決方案。

- 從船舶脫硫的角度看：

與船舶脫硫相關的法規及標準在環境問題及監管框架的推動下已經歷重大演變。自二零一零年一月一日以來，歐盟規定在歐盟港口停泊兩小時以上的船舶使用硫含量不超過0.1%的低硫燃料，旨在減少港區的硫氧化物排放。於二零一六年十月，國際海事組織進一步決定，自二零二零年開始，0.5%的全球硫氧化物限制將適用於在硫氧化物排放控制區(ECA)以外航行的船舶。此項規定刺激了整個船舶行業採用低硫燃料及脫硫技術(如EGC系統)，標誌着向船舶環境保護設備及系統的重大轉變，以符合全球環境標準。世界各國都以其自身的措施積極響應國際海事組織的規定，例如自二零二零年一月一日起生效的韓國《港區空氣質量改善特別法案》等，實施0.1%的硫氧化物上限和自願降速。中國交通運輸部亦規定於排放控制區的船舶從二零一九年一月一日起使用硫氧化物含量不超過0.5%的燃料，自二零二零年一月一日起為0.1%，自二零二二年一月一日起在特定區域實施更嚴格的控制，可能會在二零二五年一月一日之前在全國範圍內實施。

- 從船舶減碳的角度看：

於二零二一年舉行的海洋環境保護委員會第76屆會議推出自二零二三年起生效的技術及操作措施，其旨在降低國際航運的碳密度。這些措施包括實施現有船舶能效指數(EEXI)、加強船舶能源效率管理計劃(SEEMP)、強調能源效率設計指數(EEDI)，及建立碳強度指標(CII)評級方案。CII系統規定船舶參照既定標準計算及比較其碳密度表現，鼓勵運營效率及為評級較高的船舶提供競爭優勢。評級較低的船舶必須改善其能源管理活動。碳密度降低係數的增加旨在大幅降低全球海運船隊的總體碳密度。此外，於二零二三年採納的《國際海事組織減少船舶溫室氣體排放策略》設定了一個遠大目標，包括到二零三零年之前將溫室氣體排放量從二零零八年的水平減少40%，並在二零五零年左右實現淨零排放。此外，歐盟排放交易體系(歐盟ETS)已從二零二四年一月開始擴展到航運業，要求在歐盟內運營的公司逐步支付碳排放費用，到二零二六年適用全額收費。這些監管進步反映了航運業與嚴格的環境目標及全球減排戰略保持一致的全面工作。這些政策激勵投資於船舶脫硫及脫碳，鼓勵船東採用船舶環境保護設備及系統，並促進更清潔和更可持續的海事船舶工業。

技術創新提高經濟效益

為應對國際海事組織的硫氧化物排放限制，由於成本控制及考慮到船舶的當前運行性能，安裝船舶廢氣淨化系統可獲得最大經濟效益。隨着世界各國設定雙碳目標及國際海事組織推出「GHG策略」，控制船舶硫氧化物排放不再足以符合當前的環境規定。船舶脫碳的重要性日益突出。為遵守國際海事組織的GHG排放目標，船東可以考慮採用船舶節能裝置或船舶清潔能源供應系統。這些設備及系統有助於減少碳稅和交易的付款，儘管目前安裝成本較高，但從長遠而言符合國際海事組織的GHG排放策略。

節能減碳技術(如螺旋槳優化系統、導風罩及船舶光伏系統)為降低能源消耗及排放提供了多種選擇。這些領域的持續進步正在推動高效設備及系統的發展，同時碳捕捉技術也正在增強，以有效捕捉及儲存二氧化碳。然而，僅靠這些措施不足以實現國際海事組織到二零五零年之前實現淨零排放的目標。船舶清潔能源供應系統涉及液化天然氣、液化石油氣、甲醇及用於氨生產的清潔能源等可持續技術，由於設備及建設成本高，因此目前較少採用。大多數船舶專注於長期減碳的節能措施。隨着更嚴格的GHG排放法規、清潔能源技術的進步及成本降低，預計清潔能源供應系統將成為未來實現船舶環境保護設備及系統的主要途徑。

中國國產優質產品的替代

近年來，中國已發展出全面的產業價值鏈，與外國競爭對手相比表現出卓越的成本優勢。中國領先企業現在展現出強大而穩定的交付及項目管理能力。因此，彼等的產品越來越多地安裝在更為廣泛的船舶上，性能得到快速驗證及獲得客戶的信任。交鑰匙工程服務亦滿足客戶的一站式服務需求，使這些企業能夠設立全球服務網絡。於二零二三年，按已完成及手頭訂單計，全球十大船舶廢氣淨化系統提供商中有三家是中國企業。隨着中國公司深化與各船東的客制化及一體化合作，以及船舶脫碳需求持續增長，預計優質的國內產品將擴大其市場份額。隨着不斷增強的因素，如卓越的性能、節能的效果、全面的設備及系統、高效的施工週期、更長的使用壽命及更高的整體項目價值，預計優質國產產品的產品交付及新訂單將持續增長。這將加快國產替代步伐，增強中國企業在全球市場的競爭優勢。

全球船舶環境保護設備及系統市場的機遇與挑戰分析

短期分析：

常規燃料動力船舶的持續角色：在短期內，傳統燃料動力船舶將繼續在海運中發揮重要作用。化石燃料仍然是船舶的主要能源，對脫硫系統的需求將保持強勁，特別是鑒於廣泛採用減硫系統以遵守當前的環境法規。

電動船舶的局限性：電動船舶提供了一種更清潔的替代方案，但目前面臨重大限制，降低了其對脫硫系統市場的直接影響。技術局限限制其處理長距離及大噸位航運需求的能力，而與大容量電動船舶相關的高成本則阻礙了它們的競爭力。此外，為電動船舶充電的基礎設施不發達，港口充電設施不足，這進一步限制了它們的運營範圍。充電時間長也構成挑戰，因為它們降低了整體效率，使得電動船舶不太適合時間敏感的航運。因此，電動船舶主要適用於短程近岸航線，短期內不太可能在長途航運中取代大噸位船舶。因此，該等限制意味著電動船舶在短期內不會對脫硫系統的需求構成重大風險。

來自其他替代燃料的挑戰：綠色甲醇及綠色氨等替代燃料仍處於開發和採用的早期階段，在擴大生產及建立供應鏈方面面臨挑戰。目前的估計表明，該等燃料只能滿足1%至3%的需求，化石燃料將成為大多數船舶的主要能源來源。此外，與化石燃料相比，替代燃料面臨著重大障礙，例如較低的能源轉換效率，這意味著需要更多的燃料量來實現相同的功率輸出。此限制降低了船舶的最大航程。

長期展望：

技術進步及市場機遇：長遠而言，技術進步將決定對EGCS產品的需求。預計該行業將出現更豐富的船舶推進技術，如核動力、綠色甲醇、綠色氨、電力和氫動力船舶。該等發展同時帶來了挑戰及機遇。參與EGCS的公司需要創新及擴大產品範圍(包括清潔能源解決方案)，以保持競爭力。雖然向清潔能源的轉變可能會減少對傳統EGCS的需求，但其為公司投資多元化解決方案打開了大門。

清潔能源競爭：隨著清潔能源技術的進步，對EGCS的需求可能會減少。電動、核動力、綠色甲醇、綠色氨及氫動力船舶一旦成熟，可能會縮小EGCS的市場規模。該領域的公司將面臨調整產品以適應不斷變化的能源格局的挑戰。

行業概覽

高硫及低硫燃料之間的較低價差：高硫及低硫燃料之間的價差未來可能會暴跌，這為船東轉向低硫燃料而不是安裝脫硫塔創造了更多動力。此種不可預測性會影響對EGCS產品的需求。然而，高硫及低硫燃料之間的價差預計在二零二四年至二零二八年期間將保持相對穩定，在每噸250美元左右波動，這繼續使脫硫系統對使用帶有EGCS的高硫燃料的船東具有經濟優勢。

不斷演變的全球性法規：不同地區的排放監管標準差異很大，這給航運等行業帶來複雜性和不確定性。雖然船東通常遵守最嚴格的法規以避免處罰，但該等標準的不斷演變的性質至關重要。倘若排放法規在全球範圍內繼續收緊，隨着公司尋求合規，對脫硫系統(EGCS)的需求將保持強勁。然而，倘若法規停止收緊甚至開始放寬，對EGCS的需求可能會大幅減弱，因為船東可能會選擇不太先進的技術或減少對該等系統的依賴，從而使投資決策複雜化，並在市場上造成長期不確定性。

全球船舶環境保護設備及系統市場的進入壁壘

技術壁壘

全球船舶環境保護設備及系統市場的技術壁壘很高，其驅動因素是對包括工程設計、材料科學和環境科學在內的多個領域專業知識的需求。擁有先進技術及專業知識的公司獲得巨大的競爭優勢，給新進入者帶來巨大挑戰。嚴格的國際法規進一步強化了此壁壘，例如國際海事組織對硫含量及脫碳目標作出規定，對減排及能源效率施加高標準。遵守這些規定需要先進的技術和廣泛的研發投資，提高進入壁壘。領先公司必須整合先進的清潔能源技術、專業硬件、專業操作及維護技能，以提供高度先進的產品及服務。這種整合對於克服高昂的初始投資、技術複雜性及市場不確定性至關重要，最終使供應商能夠滿足航運公司的多樣化需求及保持高質量的服務交付。

監管及資格壁壘

航運業必須遵守國際公約。勞氏船級社、挪威船級社、美國船級社及法國船級社等船級社為獲得認證必須滿足的環境表現及安全性設定了嚴格的標準。未能滿足船級社的規定可能導致不會獲得認證、運營限制、保險問題、法律及經濟處罰、聲譽損害以及代價高昂的運營中斷。國家環境政策使監管環境進一步複雜化，要求公司在複雜的法律規定網絡中合法運營。未能符合這些標準的公司將面臨高額罰款、運營關閉及市場信譽損失。船舶環境保護設備及系統市場參與者必須投入大量資源來理解及遵守這些法規，以獲得市場準入及運營合法性。

客戶壁壘

全球船舶環境保護設備及系統行業的主要挑戰之一是克服其主要客戶大型航運公司設定的高預期及嚴格要求。這些客戶要求供應商提供與其運營和環境目標一致的可靠、具成本效益及高效的設備及系統。為滿足這些需求，行業參與者需要先進的技術能力、強大的研發及良好的往績記錄來獲得這些高要求客戶的信任及業務。對質量及表現的高標準為缺乏必要資源及專業知識的新進入者或小型公司創造了一個充滿挑戰的環境。

全面及可定制化的產品壁壘

提供一系列的全面優質及可定制化產品的能力對於保持競爭優勢至關重要。該能力要求在研發、製造及專業知識方面進行大量投資，為新進入者和小型參與者創造了巨大壁壘。領先的行業參與者必須不斷適應政策變化、不斷變化的市場需求及技術進步，以保持強大的產品組合。此外，預見市場趨勢和預測客戶需求以提前開發新產品的能力亦至關重要。此種前瞻性方法反映在公司的研發能力及積極參與眾多客戶合作中。這些客戶預期設備及系統不僅符合嚴格的環境法規，亦能提高運營效率及成本有效性。

生產壁壘

由於需要先進的製造技術及能夠處理定制訂單的多功能生產設施，生產中的定制化及靈活性面臨着巨大障礙。整合快速的技術進步、遵守多樣化的監管標準及保持順暢的供應鏈協調增加了複雜性層次。有效的成本管理及熟練的勞動力至關重要，因為這些因素直接影響高效制定定制設備及系統的能力。公司必須投資於尖端技術、強大的質量控制及持續的勞動力培訓，以克服這些挑戰，並利用其集成供應鏈來滿足特定的客戶需求。擁有工廠變得日趨重要，因為其允許公司直接控制生產過程，確保更高的質量標準，並對市場變化及監管要求做出快速反應。此種所有權促進創新，提高運營效率，並增強提供定制化的、可持續的設備及系統的能力，使公司能夠更好地在不斷變化的船舶環境保護設備及系統市場環境中競爭。

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競爭格局

自二零一九年以來，船舶脫硫系統市場始終是全球船舶環境保護設備及系統市場的最大分部，於二零二三年佔近50%。因此，全球船舶環境保護設備及系統市場的競爭主要圍繞船舶脫硫系統分部。目前，全球船舶脫硫系統市場高度分散，全球約有60至70家公司能夠提供船舶廢氣淨化系統。本集團是極少數提供全面的、客制化的船舶環境保護設備及系統的公司之一。

於二零二三年期間，全球船舶廢氣淨化系統的已完成及在手頭訂單累計達到985份。十大從業者合共佔約52.5%的市場份額。本集團已獲得57份訂單，在全球船舶環境保護設備及系統市場中排名第四。

二零二三年全球十大船舶廢氣淨化系統提供商

排名	公司	已完成及手頭 訂單累積量 (份)	市場份額 (%)
1	D公司	130	13.2%
2	E公司	85	8.6%
3	A公司	60	6.1%
4	本集團	57	5.8%
5	B公司	50	5.1%
6	F公司	40	4.1%
7	C公司	35	3.6%
8	I公司	27	2.7%
9	H公司	18	1.8%
10	G公司	15	1.5%

附註：

- (1) EGCS提供商按訂單數目而非收益排序乃屬行業常規。此方法被視為更平等，原因是基於船舶類型、噸重及特定客戶要求等因素的定價會大幅變動，使得按收益為基準的比較可靠性較低。每份訂單通常指一台脫硫塔，且通常而言，每艘船舶安裝一台脫硫塔。因此，訂單數量是市場活動及供應商表現的更為連續及清晰的指標。
- (2) 已完成及手頭訂單累積量乃根據截至二零二三年十二月三十一日的累積手頭訂單，再加上二零二三年的已完成訂單總量。

資料來源：弗若斯特沙利文報告、Clarkson、中國船舶工業行業協會、行業專家訪談

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全球海事服務市場高度分散，成千上萬家從業公司提供廣泛的服務，因此很難形成清晰的競爭壁壘。大部分公司專注於提供一或兩種專門的海事服務，導致競爭格局高度分散。相反，船舶環境保護設備及系統市場相對專業化，僅有小部分全球供應商既能提供設備及系統(如EGCS及清潔能源供應系統)，又能提供海事服務。在提供環境保護設備及系統的90至100家公司中，僅有30至35家二者都能提供，使得船舶服務市場中這一細分市場更為集中。於二零二三年，按二零二三年自海事服務獲得的收益計，本集團於該等同時提供全球船舶環境保護設備及系統以及海事服務的30至35家公司中，位列第三大海事服務提供商。本集團於二零二三年來自海事服務的收益為人民幣1.0億元，市場份額為1.7%。

二零二三年全球船舶環境保護設備及系統市場的三大海事服務提供商(按收益計)

排名	公司	收益 (人民幣十億元)	市場份額 (%)	提供的主要海事服務
1	A公司	2.0	31.7%	船舶改裝及船舶維修監督服務、備件、技術支持等
2	B公司	1.5	23.8%	船員培訓、船舶改裝及船舶維修監督服務、船舶網路安全軟硬件、備件、技術支持等。
3	本集團	0.1	1.7%	船舶內裝、提供船舶設備及備品、船舶網路安全軟硬件等。

資料來源：弗若斯特沙利文報告、Clarkson、可比公司官方網站及年報、行業專家訪談

附註：上述收益僅包括來自集團海事服務分部的收入。

A公司成立於一八八三年，總部位於瑞典隆德。其主要業務包括船舶廢氣淨化系統以及用於高效淨化、提煉及回收自然資源的清潔能源供應。該公司在歐洲、亞洲和美洲營運約40個生產基地及配送中心。其在斯德哥爾摩證券交易所上市。

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B公司成立於一八三四年，總部位於芬蘭赫爾辛基。其主要業務包括船舶廢氣淨化系統、船舶發動機、電氣化及推進系統，以及混合動力及推進系統。該公司在79個國家開展業務，為全球脫碳努力做出貢獻。其在赫爾辛基證券交易所上市。

C公司成立於一九八九年，是一家總部位於韓國釜山的非上市公司。其主要業務包括船舶廢氣淨化系統及技術、泛交叉過濾系統、水位控制測量裝置，以及塔、氣體監測系統和水處理系統等內部生產系統的核心部件。該公司在歐洲、中國和日本設有當地辦事處。

D公司成立於二零一八年，是一家總部位於中國浙江省的非上市公司。其主營業務專注於船舶廢氣淨化系統、雙燃料供電系統及船舶碳捕捉系統。該公司業務覆蓋歐洲、美洲、亞洲以及世界其他國家和地區。

E公司成立於二零一五年，是一家總部位於中國上海的非上市公司。其主要業務包括船舶廢氣淨化系統、選擇性催化還原系統、燃料氣供應系統、船上碳捕捉及儲存系統等。該公司在上海和新加坡運營兩個獨立的售後服務中心，並與國內外服務商合作，覆蓋全球主要港口和航線。

F公司成立於一九九七年，是一家總部位於新加坡的非上市公司，其主要業務包括惰性氣體系統、船舶廢氣淨化系統、氮氣系統，以及帆船的零件和服務，該公司的管理和服務業務遍及印度尼西亞、新加坡、中國、日本、挪威等。

G公司成立於二零零五年，是一家非上市公司，總部位於意大利阿爾扎諾斯克裏維亞，其主要業務包括船舶廢氣淨化系統、濕式靜電除塵器、生物甲烷液化、CO₂液化系統、碳捕捉封存系統等。該公司業務覆蓋歐美、中國等全球多個國家及地區。

H公司成立於一九零五年，是一家總部位於挪威奧斯陸的非上市公司。其主要業務包括脫硫系統、清潔氨生產以及船用電池技術。該公司業務遍及約60個國家。

I公司成立於一九七二年，是一家總部位於韓國京畿道的非上市公司。其主要業務包括船舶廢氣淨化系統、熱回收蒸汽發生器等。該公司業務遍及亞洲、北美等世界其他國家及地區。

與海外公司相比，中國企業成立時間較短，但快速佔據重大市場份額。這歸因於多個因素。作為全球領先的造船國家，中國擁有完善的產業鏈，提高了脫硫系統的生產效率。自二零一九年以來，中國已經是全球最大的造船市場，按噸位計，該行業於二零二三年佔全球新訂單的65%以上。這一強大的供應鏈使中國公司能夠在生產效率、定價和售後服務方面超越外國競爭對手。平均而言，中國公司的脫硫系統成本比外國公司低20至30%，而大噸位船舶上複雜系統的價格差距更大。此外，中國公司在交付速度方面表現出色，通常較國際競爭對手領先兩個月，這要歸功於其裝備精良的團隊。

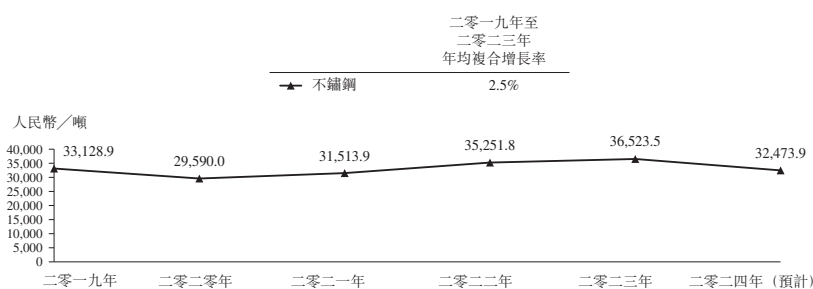
行業概覽

鑒於上述優勢，本集團在全球船舶環境保護設備及系統市場中脫穎而出，尤其是與其同行相比。首先，其是世界上極少數專注於船舶環境保護設備及系統的公司之一，而大多數競爭對手將此領域視為其更廣泛產品組合的一部分。這種專注使本集團能夠提供更具體、專業及定制的解決方案，以滿足特定客戶的需求。其次，本集團已擴張至其船舶脫硫系統的核心業務之外，還包括船舶節能裝置及清潔能源供應系統。該擴張既與不斷變化的客戶需求一致，亦符合日益嚴格的全球法規，確保本集團保持相關性及競爭力。相比而言，眾多競爭對手適應這些市場變化的速度較慢。最後，通過形成其核心船舶環保設備及系統業務，本集團提供擴展服務(如海事服務)，此舉增強了客戶忠誠度及滿意度。鑒於船東通常將其改裝供應商限制在一至兩家服務供應商以提高成本效率及憑藉穩固的成功合作歷史及較高的客戶滿意度，下游客戶越來越傾向於選擇本集團以獲得額外的海事服務。本集團提供全面解決方案的能力賦予其巨大的競爭優勢。

原材料分析

不鏽鋼是全球船舶環境保護設備及系統行業的主要原材料之一。不鏽鋼價格已從二零一九年的每噸人民幣33,128.9元人民幣小幅波動上漲至二零二三年的每噸人民幣36,523.5元，複合年增長率為2.5%。此增長主要是由建築及汽車等關鍵行業的強勁需求以及COVID-19疫情造成的供應鏈中斷所帶動，其令供應條件收緊及價格攀升。展望未來，預計在生產效率提高、技術創新及潛在原材料成本降低的推動下，不鏽鋼平均價格將下跌，進一步提升船舶環境保護設備及系統的經濟可行性。

二零一九年—二零二四年(預計)中國不鏽鋼的平均價格



資料來源：弗若斯特沙利文報告、中國國家統計局、百川盈孚

附註：不鏽鋼的平均價格乃基於2205型6.0毫米不鏽鋼的平均價格，不鏽鋼在業內常用作船舶廢氣淨化系統的原材料。

概覽

本節載列可能對我們業務造成重大影響的主要相關法律、法規、規則及政策。

我們在中國業務的適用法律及法規

我們在我們業務的多個方面受中國各種法律、規則及法規所規限。本節載列適用於我們中國業務的主要法律及法規概要。

有關公司及外商投資的法規

在中國設立、經營及管理企業實體受《中華人民共和國公司法》(於一九九三年十二月二十九日由中國全國人民代表大會常務委員會(「全國人大常委會」)頒佈及於一九九四年七月一日生效,並於二零二三年十二月二十九日作最近一次修訂及於二零二四年七月一日生效)規管。中國公司法主要規管兩類公司,即有限責任公司及股份有限公司。兩類公司均具備法人地位,且有限責任公司或股份有限公司股東的責任限於該等股東對註冊資本的出資額。中國公司法亦適用於以有限責任公司或股份有限公司形式經營的外商投資公司。有關外商投資法律另有規定的,從其規定。

於二零二零年一月一日,《中華人民共和國外商投資法》(「外商投資法」)及《中華人民共和國外商投資法實施條例》生效,並同時取代先前有關規管中國外商投資的三項主要法律,即《中華人民共和國中外合資經營企業法》、《中華人民共和國中外合作經營企業法》及《中華人民共和國外資企業法》連同其實施細則及配套規定。外商投資法載列外商投資的定義以及促進、保護及管理外商投資活動的框架。於二零一九年十二月三十日,中國商務部(「商務部」)及國家市場監督管理總局(「國家市場監管總局」)共同頒佈《外商投資信息報告辦法》(於二零二零年一月一日生效),據此,外國投資者設立外商投資企業以及通過購買非外商投資企業的股權而設立外商投資企業及其後續變更必須向企業註冊系統提交初始或變更報告。

根據外商投資法,中國已採納國民待遇制度,其中包括有關外商投資管理的負面清單。負面清單將不時在獲得國務院批准後頒佈、修改或公佈。負面清單將列出禁止外商投資的產業及限制外商投資的產業。外商不得投資於禁止類產業,而於限制類產業的外商投資則必須符合負面清單所規定的若干條件。除負面清單所規定的禁止類產業及限制類產業的範圍外,其他產業的外商投資與國內投資將一視同仁。《外商投資准

監管概覽

入特別管理措施(負面清單)(2024年版)》(「負面清單」,於二零二四年九月六日由國家發改委及商務部頒佈,並於二零二四年十一月一日生效)及《鼓勵外商投資產業目錄(2022年版)》(「鼓勵目錄」,於二零二二年十月二十六日由國家發改委及商務部頒佈,並於二零二三年一月一日生效)取代先前的負面清單,包括《外商投資准入特別管理措施(負面清單)(2021年版)》及鼓勵目錄,並列出鼓勵、限制及禁止類產業的類別。未列入負面清單的任何產業按照內外資一致的原則實施管理。根據負面清單及鼓勵目錄,截至最後實際可行日期,我們的業務不在負面清單的範圍內,亦不受特別管理措施所規限。

有關海洋環境保護的法規

根據《中華人民共和國海洋環境保護法》(於一九八二年八月二十三日頒佈,於二零二三年十月二十四日作最近一次修訂,並於二零二四年一月一日由全國人大常委會實施),任何船舶及相關作業不得違反該法規定向中國管轄海域排放污染物、廢物及壓艙水、船舶垃圾及其他有害物質。所有船舶均應配備足夠的防污染系統及設備。

根據《中華人民共和國大氣污染防治法》(於一九八七年九月五日頒佈,並於二零一八年十月二十六日由全國人大常委會作最近一次修訂及實施),船舶檢驗機構應對船舶引擎及相關設備進行排放檢查。只有在檢驗後達到國家排放標準的船舶方可營運。國際航運船舶在靠港後須使用符合大氣污染物控制要求的船用燃料。

根據《防治船舶污染海洋環境管理條例》(於二零零九年九月九日頒佈,並於二零一八年三月十九日由國務院作最近一次修訂及實施)及《中華人民共和國船舶及其有關作業活動污染海洋環境防治管理規定》(於二零一七年五月二十三日由交通運輸部作最近一次修訂及實施),船舶的結構、設施及設備應符合國家有關防治船舶污染海洋環境的相關船舶檢驗規則,並滿足中國締結或加入的國際條約的要求,並應按照國家相關條文取得相應證書。船舶應根據法律、行政法規、國務院交通主管部門的規定以及中國締結或加入的國際條約的要求,取得並隨船攜帶防治船舶污染海洋環境的相應證書及文件。

監管概覽

在國際海事組織第70屆海洋環境保護委員會會議上，國際海事組織通過決議，確認以二零二零年一月一日作為船舶燃油含硫量大幅減少的實施日期，並實施全球0.50% m/m (質量/質量)的硫含量上限。為有效實施全球船用燃油硫含量限制，中國海事局於二零一九年十月二十三日頒佈《2020年全球船用燃油限硫令實施方案》(「**2020年實施方案**」)，其中明確規定國際航行船舶(i)自二零二零年一月一日起不得在中國管轄水域使用硫含量超過0.50% m/m的燃油；(ii)自二零二零年一月一日起不得在進入中國內河船舶大氣污染物排放控制區時使用硫含量超過0.10% m/m的燃油(自二零二二年一月一日起擴展至海南水域船舶大氣污染物排放控制區)；(iii)自二零二零年三月一日起不得攜帶硫含量超過0.50% m/m的自用燃油進入中國管轄水域。2020年實施方案進一步明確規定，倘船舶使用任何裝置、設備或替代燃料，使船舶在減少空氣污染方面達到與規定相同或更好的效果，則可豁免上述要求。

根據《中華人民共和國固體廢物污染環境防治法》(於一九九五年由全國人大常委會頒佈，並於二零二零年四月二十九日作最近一次修訂)，中國鼓勵及支持與固體廢物污染環境防治相關的科學研究、技術開發、先進技術推廣及科學普及，以加強固體廢物污染環境防治的科技支持。此外，政府推動固體廢物污染環境防治產業的專業化及規模化發展。

有關報關的法規

《中華人民共和國海關法》(於一九八七年一月二十二日由全國人大常委會頒佈及於一九八七年七月一日生效，並於二零二一年四月二十九日作最近一次修訂)規定中國海關為負責監督及控制所有進出海關區域的政府機構。所有運輸工具、貨物及物品必須通過設立海關的地點進入或離開中國境內。進出口貨物收發貨人或由有關收發貨人委託的報關企業可辦理報關及繳稅手續。進出口貨物收發貨人及報關企業在辦理報關手續時應向海關備案，否則可能會被海關處以罰款。

監管概覽

根據中國海關總署(「海關總署」)於二零二一年十一月十九日頒佈並於二零二二年一月一日生效的《中華人民共和國海關報關單位備案管理規定》，進出口貨物收發貨人、報關企業申請海關備案的，應當取得市場主體資格；其中進出口貨物收發貨人申請海關備案的，還應當取得對外貿易經營者備案。根據海關總署及國家市場監管總局於二零二一年十二月二十日聯合發佈並自二零二二年一月一日起生效的《關於報關單位備案全面納入「多證合一」改革的公告》，申請人辦理市場監管部門市場主體登記時，需要同步辦理報關單位備案的，應按照要求勾選報關單位備案，並補充填寫相關備案信息。市場監管部門按照「多證合一」流程完成登記，並在市場監管總局層面完成與海關總署的數據共享。有關申請人無需再向海關提交報關單位備案申請。

此外，全國人民代表大會常務委員會於二零二二年十二月三十日頒佈的全國人民代表大會常務委員會關於修改《中華人民共和國對外貿易法》的決定刪除了從事貨物進出口或者技術進出口的對外貿易經營者應當向國務院對外貿易主管行政部門或其委託的任何機構辦理登記的要求，即對外貿易經營者備案。

有關進出中國及港口的運輸工具服務的法規

根據《中國海關法》，中國海關可根據《中國海關法》以及其他相關法律及行政法規對進出海關區域的運輸工具實施控制。於二零一零年十一月一日，海關總署頒佈《中華人民共和國海關進出境運輸工具監管辦法》(並於二零一八年五月二十九日修訂，及於二零一八年七月一日實施)，據此，進出境運輸工具的服務企業應當在經營業務所在地的海關總署直屬海關或者經海關總署直屬海關授權的隸屬海關備案，且上述服務企業的備案應接受全國海關網絡化管理。

根據《中華人民共和國港口法》(於二零零三年六月二十八日由全國人大常委會頒佈及於二零零四年一月一日生效，並於二零一八年十二月二十九日作最近一次修訂)及《港口經營管理規定》(於二零零九年十一月六日由交通運輸部發佈及於二零一零年三月一日生效，並於二零二零年十二月二十日作最近一次修訂)，港口經營包括碼頭及其他港口設施的經營，港口旅客運輸服務經營，在港區內從事貨物的裝卸、駁運及倉儲以及港口拖輪經營等；申請港口經營的實體應當向港口行政管理部門書面申請取得港口經營許可。港口行政管理部門將審核此類申請並發放港口經營證書。港口經營證書有效期為三年。港口經營商應當在港口行政管理部門核准的範圍內進行港口經營活動。

監管概覽

《港口經營管理規定》亦規定，為船舶提供港口服務(如供應岸電、燃料及物資、生活必需品、水上轉運船員、接收船舶污染物(包括油污水、殘油、洗艙水、生活污水及垃圾)及供應圍油欄)的實體、從事港口設施、設備及機械租賃及維修的實體，以及港口理貨業務經營者須向港口行政管理部門辦理備案手續。港口行政管理部門應當建立備案情況檔案。

有關岸線使用的法規

根據《港口岸線使用審批管理辦法》(於二零一二年五月二十二日由交通運輸部及國家發改委頒佈及於二零一二年七月一日生效，並於二零二一年十二月二十三日作最近一次修訂)，在港口總體規劃區內建設港口設施使用港口岸線，應當按照中國法律開展岸線使用審批。就使用岸線的港口設施建設項目而言，在提交項目申請報告或可行性研究報告前，應向港口所在地的港口行政管理部門提交港口岸線使用申請。港口岸線使用審批機關審查決定批准港口岸線使用申請的，應當出具港口岸線使用批准文件。需要使用岸線的港口設施項目未取得港口岸線使用批准文件或者交通運輸部關於使用港口岸線的意見，不予批准港口設施項目初步設計及施工許可。港口岸線的使用期限不得超過50年。

有關生產安全、產品質量、環境保護及消防安全法規

生產安全

工作安全的主要法律為《中華人民共和國安全生產法》(「安全生產法」)(於二零零二年六月二十九日由全國人大常委會頒佈，隨後於二零一四年八月三十一日修訂及於二零一四年十二月一日生效，並於二零二一年六月十日修訂及於二零二一年九月一日生效)。根據安全生產法，生產經營單位應當具備安全生產法及其他有關法律、行政法規及國家標準或者行業標準規定的安全生產條件。不具備安全生產條件的，不得從事生產經營活動。

產品質量

根據《中華人民共和國產品質量法》(於一九九三年二月二十二日頒佈並分別於二零零零年七月八日、二零零九年八月二十七日及二零一八年十二月二十九日修訂)規定，所有在中國從事生產及銷售活動的生產者及銷售者應當建立並完善內部產品質量管理制度，並嚴格實施崗位質量規範、質量責任及相應的考核辦法。

監管概覽

倘任何生產者或銷售者違反上述責任及義務，並對消費者造成損失或人身或財產損害，則應承擔賠償責任。主管機關可對任何違法行為採取行政處罰，例如責令停產、沒收非法生產或銷售的產品、處以罰款、沒收非法所得(如有)，情節嚴重的，吊銷營業執照。倘構成犯罪，則依法追究刑事責任。

環境保護

《中華人民共和國環境保護法》(「**環境保護法**」)於一九八九年十二月二十六日由全國人大常委會頒佈，並於二零一四年四月二十四日作最近一次修訂及於二零一五年一月一日生效。國務院環境保護部會監督及管理中國的環境保護工作，並就環境質素及污染物排放制定國家標準。地方環境保護局則負責其各自管轄區內的環境保護工作。

《中華人民共和國環境影響評價法》(「**環境影響評價法**」)(於二零零二年十月二十八日由全國人大常委會頒佈，並於二零一六年七月二日及二零一八年十二月二十九日修訂)規定，建設單位應當根據有關建設項目對環境的影響程度，組織編製環境影響報告書、環境影響報告表或者填報環境影響登記表。根據《建設項目環境保護管理條例》(於一九九八年十一月二十九日由國務院頒佈，於二零一七年七月十六日修訂並於二零一七年十月一日生效)，編製環境影響報告書、環境影響報告表的建設項目竣工後，項目擁有人應當按照國務院環境保護行政主管部門規定的標準及程序，對配套建設的環境保護設施進行驗收，編製驗收報告。

排污許可管理辦法

《排污許可管理條例》(於二零二一年一月二十四日由國務院頒佈，並於二零二一年三月一日生效)及《排污許可管理辦法》(於二零二四年四月一日由生態環境部頒佈，並於二零二四年七月一日生效)取代《排污許可管理辦法(試行)》，當中規定列入固定污染源排污許可分類管理名錄的企事業單位及其他生產經營者(以下簡稱「**排污單位**」)應當按規定的時限申請並取得排污許可證；未納入名錄的，暫不需申請排污許可證。

監管概覽

根據《固定污染源排污許可分類管理名錄(2019年版)》(於二零一九年十二月二十日由生態環境部頒佈，並於同日生效)，實行登記管理的排污單位，不需要申請取得排污許可證，應當在全國排污許可證管理信息平台填報排污登記表，登記基本信息、污染物排放去向、執行的污染物排放標準以及採取的污染防治措施等信息。

消防安全

根據《中華人民共和國消防法》(「消防法」，於一九九八年四月二十九日頒佈，於二零零八年十月二十八日、二零一九年四月二十三日及二零二一年四月二十九日修訂)，倘法律規定須進行消防驗收的建設項目未能進行或通過消防驗收，該項目將被禁止開始營運。根據消防法進行的隨機檢查發現不合格的其他建設項目將停止營運。

有關土地及物業的法規

根據《中華人民共和國物權法》(於二零零七年三月十六日由全國人大頒佈，並於二零零七年十月一日至二零二一年一月一日生效)及《中華人民共和國民法典》(於二零二零年五月二十八日由全國人大頒佈，並於二零二一年一月一日生效)，不動產物權的設立、變更、轉讓及消滅，經依法登記，發生效力；未經登記，不發生效力，但是法律另有規定的除外。

根據《中華人民共和國土地管理法》(於一九八六年六月二十五日由全國人大常委會頒佈，並於二零一九年八月二十六日作最近一次修訂及自二零二零年一月一日起生效)，國有土地及農民集體所有的土地，可以依法確定給單位或者個人使用。任何單位及個人進行建設，需要使用土地的，必須依法申請使用國有土地。國有土地的使用權可通過政府劃撥或支付土地使用權出讓金出讓的方式取得，並經政府部門登記造冊，核發證書，確認使用權。根據《中華人民共和國城鎮國有土地使用權出讓和轉讓暫行條例》(於一九九零年五月十九日頒佈並於同日生效，及於二零二零年十一月二十九日修訂)，國有土地的最長使用年限為商業用地40年、工業用地50年及住宅用地70年。

監管概覽

根據《中華人民共和國城鄉規劃法》(於二零零七年十月二十八日由全國人大常委會頒佈，並於二零一九年四月二十三日作最近一次修訂)，使用劃撥的土地及出讓的土地均需建設用地規劃許可證。在城市、鎮規劃區內進行工程建設的，相關建設單位或者個人應當向城市、縣人民政府城鄉規劃主管部門或者城市、縣人民政府或者省、自治區、直轄市人民政府確定的鎮人民政府申請辦理建設工程規劃許可證。

根據《中華人民共和國建築法》(於一九九七年十一月一日由全國人大常委會頒佈，並於二零一九年四月二十三日作最近一次修訂)，建築工程開工前，建設單位應當按照相關法規向工程所在地縣級或以上人民政府建設行政主管部門申請領取施工許可證；但是，國務院建設行政主管部門確定的限額以下的小型工程除外。按照國務院規定的權限及程序批准開工報告的建築工程，不再領取施工許可證。

根據《房屋建築和市政基礎設施工程竣工驗收規定》(於二零一三年十二月二日由中華人民共和國住房和城鄉建設部(「住房城鄉建設部」)頒佈)，項目竣工後，應當組織設計、勘察、施工、監理等單位組成驗收組。各單位應當匯報工程合同履約情況及在工程建設各個環節執行法律、法規及工程建設強制性標準的情況。

根據《房屋建築和市政基礎設施工程竣工驗收備案管理辦法》(於二零零九年十月十九日由住房城鄉建設部頒佈)，在中國境內新建、擴建、改建的各類房屋建築及市政基礎設施工程的竣工驗收備案，適用本辦法。建設單位應當自工程竣工驗收合格之日起15日內，依照本辦法規定，向工程所在地的縣級以上地方人民政府建設行政主管部門備案。

《不動產登記暫行條例》(於二零一四年十一月二十四日由國務院頒佈，於二零一五年三月一日生效，並於二零一九年三月二十四日及二零二四年三月十日修訂)及《不動產登記暫行條例實施細則》(於二零一六年一月一日由國土資源部頒佈，並於二零一九年七月二十四日及二零二四年五月二十一日修訂)規定(其中包括)國家實行不動產統一登記制度，不動產登記應遵循嚴格管理、穩定連續、方便群眾的原則。

有關知識產權的法律及法規

商標

根據《中華人民共和國商標法》(於一九八三年三月一日生效,並於二零一九年四月二十三日作最近一次修訂及於二零一九年十一月一日生效)及《中華人民共和國商標法實施條例》(於二零零二年九月十五日生效及於二零一四年四月二十九日修訂,並於二零一四年五月一日生效),國務院工商行政管理部門商標局主管中國商標註冊及管理工作。商標註冊人享有商標的專有權。商標註冊人可以通過簽訂商標使用許可合同,許可他人使用其註冊商標。許可他人使用其註冊商標的,許可人應當將其商標使用許可報商標局備案,由商標局發佈。商標使用許可未經備案不得對抗善意第三方。

域名

於二零一九年六月十八日,中國互聯網絡信息中心(「中國互聯網絡信息中心」)發佈《國家頂級域名註冊實施細則》(於二零一九年六月十八日生效),制訂域名註冊的具體規則。根據《互聯網域名管理辦法》(於二零一七年八月二十四日頒佈,並於二零一七年十一月一日生效),域名註冊服務原則上實行「先申請先註冊」。

專利

根據《中華人民共和國專利法》(於一九八四年三月十二日由全國人大常委會頒佈,於二零二零年十月十七日作最近一次修訂,並於二零二一年六月一日生效)及《中華人民共和國專利法實施細則(2023年修訂)》(於二零二三年十二月十一日由國務院作最近一次修訂,並於二零二四年一月二十日生效),國家知識產權局負責管理中國的專利工作。省、自治區或直轄市政府管理專利工作的部門負責各自行政區域內的專利代理管理工作。《中華人民共和國專利法》及其實施規則規定三類專利:「發明」、「實用新型」及「外觀設計」。

計算機軟件著作權

《計算機軟件著作權登記辦法》(於二零零二年二月二十日由國家版權局頒佈,並於同日生效)規管軟件著作權登記、軟件著作權專有許可合同及轉讓合同登記。國家版權局主管全國軟件著作權登記管理工作,並認定中國版權保護中心為軟件登記機構。中國版權保護中心將向計算機軟件著作權申請人授出登記證書。

有關勞動保護的法律及法規

根據(i)《中華人民共和國勞動法》(於一九九五年一月一日生效，並於二零一八年十二月二十九日修訂)；(ii)《中華人民共和國勞動合同法》(於二零零八年一月一日生效，並於二零一二年十二月二十八日修訂及於二零一三年七月一日生效)；及(iii)《中華人民共和國勞動合同法實施條例》(於二零零八年九月十八日頒佈及生效)，用人單位應與任何勞動者訂立書面勞動合同，所支付的工資不得低於當地最低工資標準。此外，用人單位必須建立職業健康與安全相關制度，為勞動者提供職業培訓以避免職業危害並保護勞動者的權益。用人單位招用勞動者時，應當如實告知勞動者工作內容、工作條件、工作地點、職業危害、安全生產狀況及勞動報酬等情況。

根據(i)《中華人民共和國社會保險法》(於二零一一年七月一日實施，並於二零一八年十二月二十九日修訂)；(ii)《社會保險費徵繳暫行條例》(於一九九九年一月二十二日頒佈及生效，並於二零一九年三月二十四日修改)；(iii)《企業職工生育保險試行辦法》(於一九九四年十二月十四日頒佈，並於一九九五年一月一日生效)；(iv)《失業保險條例》(於一九九九年一月二十二日頒佈及生效)；及(v)《工傷保險條例》(於二零零四年一月一日生效，並於二零一零年十二月二十日修訂及於二零一一年一月一日生效)，用人單位須為其勞動者作出多種社會保障基金(包括基本養老保險、基本醫療保險、生育保險、失業保險及工傷保險)供款。

根據《國稅地稅徵管體制改革方案》(於二零一八年七月二十日由中共中央辦公廳及中國國務院辦公廳頒佈)，自二零一九年一月一日起，所有社會保險，包括基本養老保險、失業保險、生育保險、工傷保險及基本醫療保險，統一交由稅務部門徵收。根據《國家稅務總局辦公廳關於穩妥有序做好社會保險費徵管有關工作的通知》(於二零一八年九月十三日頒佈)及《人力資源社會保障部辦公廳關於貫徹落實國務院常務會議精神切實做好穩定社保費徵收工作的緊急通知》(於二零一八年九月二十一日頒佈)，所有負責收取社會保險費的地方機關嚴禁自行向企業收取過往未繳納的社會保險供款。《國家稅務總局關於實施進一步支持和服務民營經濟發展若干措施的通知》(於二零一八年十一月十六日頒佈)重申，各級稅務機關不得自行組織收取包括民營企業在內的繳費人以前年度欠費。

監管概覽

根據《住房公積金管理條例》(於一九九九年四月三日生效，並於二零一九年三月二十四日作最近一次修訂)，用人單位須於住房公積金管理部門為勞動者開立住房公積金賬戶，並繳納住房公積金。

有關外匯管制的法規

根據《中華人民共和國外匯管理條例》(於一九九六年一月二十九日由國務院頒佈，並於一九九六年四月一日生效及於二零零八年八月五日作最近一次修訂)及《結匯、售匯及付匯管理規定》(於一九九六年六月二十日由中國人民銀行頒佈，並於一九九六年七月一日生效)，在相關金融機構對交易單證的真實性及其與外匯收支的一致性進行合理審查後，人民幣可自由兌換用於支付經常賬戶項目，如貿易及服務相關的外匯交易及股息付款，但不得自由兌換用於資本性開支項目，如於中國境外進行直接投資、貸款或證券投資，除非事先取得國家外匯管理局或其地方分局的批准。

根據《關於境外上市外匯管理有關問題的通知》(於二零一四年十二月二十六日由國家外匯管理局頒佈)，境內公司應在境外上市完成後的15個工作日內，到其註冊所在地外匯管理局辦理境外上市登記。境內發行人可將通過境外上市籌集的資金轉入其本地銀行賬戶或存入其境外賬戶。所得款項用途應與本招股章程或其他公開文件所披露的用途一致。

有關境外投資的法規

根據《企業境外投資管理辦法》(於二零一七年十二月二十六日由國家發改委頒佈，並於二零一八年三月一日生效)，投資主體開展境外投資，應當履行境外投資項目核准、備案等手續，報告有關信息，配合監督檢查。

根據《境外投資管理辦法》(於二零零九年三月十六日由商務部頒佈，於二零一四年九月六日作最近一次修訂，並於二零一四年十月六日實施)，「境外投資」是指在中國境內依法設立的企業通過新設、併購或其他方式在中國境外擁有非金融企業或取得現有非金融企業的所有權、控制權、經營管理權或其他權益的行為。商務部及省級商務主管部門頒佈法規，規定企業的境外投資應根據投資的實際情況實行備案或確認管理。涉及任何敏感國家或地區或任何敏感產業的境外投資應實行核准管理。其他情形的境外投資則實行備案管理。企業投資的境外企業開展境外再投資，在完成境外法律手續後，企業應當向商務主管部門報告。

監管概覽

根據《境內機構境外直接投資外匯管理規定》(於二零零九年七月十三日由國家外匯管理局頒佈，並於二零零九年八月一日實施)及《關於進一步簡化和改進直接投資外匯管理政策的通知》(於二零一五年二月十三日由國家外匯管理局頒佈，於二零一五年六月一日實施，並於二零一九年十二月三十日部分廢止)規定，中國企業在取得境外投資批准時，應到註冊地銀行申請辦理境外直接投資外匯登記。

有關股權激勵計劃的法規

根據《國家外匯管理局關於境內個人參與境外上市公司股權激勵計劃外匯管理有關問題的通知》(或《股權激勵規則》，於二零一二年二月十五日發佈)及其他法規，參與境外上市公司股權激勵計劃的董事、監事、高級管理人員及其他員工，凡是中國公民或在中國連續居住不少於一年的非中國公民，除若干例外情況外，均須在國家外匯管理局登記。所有該等參與者均須委託一家合資格中國境內代理機構(如境外上市公司的中國附屬公司)，在國家外匯管理局登記及辦理開戶、資金劃轉與結算相關所得款項的外匯事宜。《股權激勵規則》進一步要求指定一家境外代理機構，為股權激勵計劃的參與者處理與行使股票期權及出售所得款項有關的事宜。未能完成上述國家外匯管理局登記可能會使參與的董事、監事、高級管理人員及其他員工受到罰款及其他法律制裁。

有關稅務的法規

企業所得稅

根據《中華人民共和國企業所得稅法》(「**企業所得稅法**」，於二零零七年三月十六日頒佈，並於二零一七年二月二十四日及二零一八年十二月二十九日修訂)，25%的統一所得稅稅率將適用於在中國境內設立機構或場所的外商投資及外國企業以及中國企業。根據企業所得稅法，在中國境外成立而其「實際管理機構」位於中國境內的企業被視為「居民企業」，一般將須就其全球收入按25%的統一企業所得稅稅率繳稅。

根據科技部、財政部(「**財政部**」)及國家稅務總局頒佈的《高新技術企業認定管理辦法》被認定為高新技術企業的企業有權享有15%的優惠企業所得稅稅率，據此，高新技術企業資格的有效期為自頒發證書日期起計三年。企業可於先前證書到期之前或之後重新申請認定為高新技術企業。

增值稅

根據《中華人民共和國增值稅暫行條例》(於一九九三年十二月十三日由國務院頒佈，於一九九四年一月一日生效，並於二零一七年十一月十九日作最近一次修訂)及《中華人民共和國增值稅暫行條例實施細則》(於一九九三年十二月二十五日由財政部頒佈，並於二零零八年十二月十五日及二零一一年十月二十八日修訂)，在中國境內銷售貨物或者加工、修理修配勞務，銷售服務、無形資產、不動產以及進口貨物的單位及個人，為增值稅(「增值稅」)的納稅人，而在中國境內銷售貨物或者提供加工、修理修配勞務，銷售服務、無形資產、不動產以及進口貨物的所有企業及個人均須繳納增值稅。

有關境外發行及上市的法規

於二零二三年二月十七日，中國證監會頒佈《境內企業境外發行證券和上市管理試行辦法》(「境外上市試行辦法」)等相關五項指引，於二零二三年三月三十一日生效。根據境外上市試行辦法，尋求在境外市場直接或間接發行證券及上市(「境外發行上市」)的中國境內企業須向中國證監會履行備案程序並提交備案報告、法律意見書及其他相關文件。根據具體情況，境外上市試行辦法要求(其中包括)(i)在境外市場進行首次公開發行或上市的，應在境外提交相關申請後三個工作日內向中國證監會提交備案；(ii)發行人在曾發行證券並上市在同一境外市場進行後續證券發行的，應在發行完成後三個工作日內向中國證監會提交備案；及(iii)發行人在證券發行及上市地點以外的其他境外市場進行後續證券發行或上市的，應在境外提交相關申請後三個工作日內向中國證監會提交備案。倘中國公司未能完成備案程序，或中國公司提交的備案文件存在虛假記載、誤導性陳述或重大遺漏，則該中國公司可能會被責令改正、警告及罰款，而其控股股東、實際控制人、直接負責人及其他直接責任人亦可能會被罰款。

境外上市試行辦法亦載明發行人在境外發行上市後發生重大事件(「重大事件」)時的報告義務。倘境外發行及上市被中國境內企業視為間接境外發行上市，則發行人應在相關事件發生並公開公佈後3個工作日內向中國證監會提交詳細報告：(i)控制權變更；(ii)受境外證券監管機構或相關部門的調查、處罰或其他措施；(iii)更改上市狀態或更改上市板塊；或(iv)主動或強制終止上市。此外，倘發行人在境外發行上市後主要業務及營運發生重大變化，使發行人不再屬於備案範圍，則發行人應當在相關變化發生後3個工作日內向中國證監會提交專項報告及由中國境內律師事務所出具的法律意見書，以說明相關情況。根據境外上市試行辦法，中國境內企業境外發行上市活動，應當嚴格遵守外商投資、國有資產、行業監管、境外投資等中國法律、行政法規及有關規定，不得擾亂境內市場秩序，不得損害國家利益、社會公共利益及境內投資者合法權益。

監管概覽

進行境外發行上市的中國境內企業應當(i)根據中國公司法、中國會計法及其他中國法律、行政法規及適用規定，制定公司章程，完善內部控制制度，規範公司治理、財務及會計活動；(ii)遵守中國的保密法律制度，採取必要措施履行保密義務，不得洩露任何國家秘密或國家機關的工作秘密，並在涉及境外提供個人信息及重要數據時，應遵守中國的法律、行政法規及有關規定。

此外，境外上市試行辦法亦規定明確禁止境外發行上市的情形，包括：(i)法律、行政法規及國家有關規定明確禁止有關證券發行上市的；(ii)經國務院有關主管部門依法審查認定，境外發行上市可能危害國家安全的；(iii)中國境內企業或其控股股東及實際控制人在最近三年內存在貪污、賄賂、侵佔財產、挪用財產或者破壞社會主義市場經濟秩序等相關犯罪的；(iv)因涉嫌犯罪或者重大違法違規行為正在被依法立案調查，尚未有明確結論意見的；或(v)控股股東或者受控股股東及／或實際控制人支配的股東持有的股權存在重大權屬糾紛的。

於二零二三年二月二十四日，中國證監會聯同國家保密局及國家檔案局頒佈《關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定》，據此，在境內企業進行境外發行及上市活動期間，境內企業、提供相應服務的證券公司及證券服務機構應嚴格遵守相關中國法律及法規以及條文規定，提高保護國家秘密及加強檔案管理的法律意識，建立健全保密及檔案工作制度，採取必要措施落實保密及檔案管理責任，不得洩露國家秘密及國家機關的工作秘密，不得損害國家及公眾利益。境內企業向有關證券公司、證券服務機構、境外監管機構等單位及個人提供、公開披露，或者通過其境外上市主體等提供、公開披露涉及國家秘密、機關單位工作秘密的文件、資料的，應當依法報有審批許可權的主管部門批准，並報同級保密行政管理部門備案。

我們在香港業務的適用法律及法規

《商業登記條例》

香港法例第310章《商業登記條例》第5條規定，於香港經營業務的每名人士(公司或個人)須於業務開始一個月內向稅務局(「稅務局」)登記，並取得商業登記證。商業登記為以申請為基礎的程序，並不涉及政府批核。一旦達到規定標準，將會授出商業登記證。商業登記旨在將於香港成立企業之事項知會稅務局及方便向香港企業徵稅。

《稅務條例》

香港採用地域來源原則，向在香港經營任何行業、專業或業務所得的利潤徵稅。根據香港法例第112章《稅務條例》(「稅務條例」)第14(1)條，凡任何人在香港經營任何行業、專業或業務，而從該行業、專業或業務獲得其在該年度於香港產生或得自香港的應評稅利潤(售賣資本資產所得的利潤除外)，則須徵收其在每個課稅年度的利得稅。

稅務條例第51C條進一步規定，每名在香港經營某行業、專業或業務的人，須就其入息及開支以英文或中文備存足夠的紀錄，以便該行業、專業或業務的應評稅利潤能易於確定，並須在該紀錄所關乎的交易完結後，將該紀錄保留為期七年。

《僱員補償條例》

香港法例第282章《僱員補償條例》(「僱員補償條例」)就僱員因工受傷制定一個不論過失及毋須供款的僱員補償制度，並列明僱主及僱員因工及在受僱期間遭遇意外或因患上所指定的職業病而致受傷或死亡的權利及責任。根據僱員補償條例，如僱員在受僱工作期間因工遭遇意外以致受傷，或僱員患上特定職業病時，僱主須負起補償責任。根據僱員補償條例第40條，除非保險公司就僱員出具金額不少於《僱員補償條例》所規定金額的有效保單，否則僱主不得僱用該僱員從事任何工作。

《強制性公積金計劃條例》

香港法例第485章《強制性公積金計劃條例》（「強積金計劃條例」）第7條規定每名僱用有關僱員的僱主必須採取所有切實可行的步驟，以確保該僱員在有關時間之後的特准限期內成為註冊計劃的成員。強積金計劃條例第7A條規定，僱用有關僱員的僱主必須就僱用開始之後出現的每一供款期(i)用僱主本身的資金向有關註冊計劃作出供款，款額則按照強積金計劃條例釐定；及(ii)從該僱員在該供款期的有關入息中作出扣除，以作為該僱員向該計劃作出的供款，款額則按照強積金計劃條例釐定。

《貨品售賣條例》

香港法例第26章《貨品售賣條例》（「貨品售賣條例」）為香港有關貨品售賣的主要管制法例。貨品售賣條例第15條規定，憑貨品說明售貨的合約，均有貨品必須與貨品說明相符的隱含條件。

貨品售賣條例第16條規定，凡賣方在業務運作中售貨，有一項隱含的條件：根據合約供應的貨品具可商售品質，但在以下事項方面則並無該項條件：(i)在合約訂立前曾明確地促請買方注意的缺點；(ii)如買方在合約訂立前驗貨，則該次驗貨應揭露的缺點；或(iii)如合約是憑樣本售貨的合約，則在對樣本進行合理檢驗時會顯現的缺點。

貨品售賣條例第14條規定，除非售賣合約所顯示或從合約的情況所推定的意向，是賣方只轉讓其本身的所有權或第三者的所有權外，每份售賣合約均有賣方須符合的若干隱含承擔。該等承擔包括：(i)賣方有權售賣有關貨品，如該合約是一項售賣協議，則他在貨品產權轉移時，將有權售賣該等貨品；及(ii)該等貨品並無任何在訂立合約前未向買方披露或未為買方所知的押記或產權負擔，而在產權轉移前亦不會有這樣的押記或產權負擔；此外，買方將安寧地享有對該等貨品的管有，但如對該項管有的干擾是由有權享有已向買方披露或已為買方所知的任何押記或產權負擔的利益的擁有人或其他有權享有該等利益的人作出的，則不在此限。

《服務提供(隱含條款)條例》

本集團於香港提供服務須受香港法例第457章《服務提供(隱含條款)條例》（「服務提供條例」）的規管。服務提供條例第5條規定，凡提供人是在業務過程中行事，則在有關的服務提供合約中，即有一隱含條款，規定該人須以合理程度的謹慎及技術作出服務。

服務提供條例第6條規定，凡服務提供合約就提供人在業務過程中所提供的服務，沒有訂明作出服務的時間，而該時間亦無透過該合約所協議的方式訂定，亦並非以雙方的交易過程來決定，則在該合約中即有一隱含條款，規定提供人須在合理時間內作出該項服務。

監管概覽

《商船(安全)條例》及《商船(防止及控制污染)條例》

香港是國際海事組織的附屬會員，並已接納有關安全及海洋環境保護的國際公約。該等公約透過香港法例第369章《商船(安全)條例》及香港法例第413章《商船(防止及控制污染)條例》項下的規例實行，並對香港船舶安全與防止及控制污染事項作出規範。

《商船(本地船隻)條例》

根據香港法例第548章《商船(本地船隻)條例》(「商船(本地船隻)條例」)第47條，如有油或含油混合物排放入香港水域，則將油或含油混合物如此排放的人或導致油或含油混合物如此排放的人；及如排放來自某本地船隻，則該船隻的船東及船長(視乎排放情況而定)已觸犯該條所訂罪行，一經定罪，可被罰款200,000港元。

商船(本地船隻)條例第51(1)條訂明，在香港水域內的任何本地船隻，均不得在任何一段時間內，連續排放黑煙達三分鐘或以上。如該條遭違反，有關的本地船隻的船東、該船東的代理人及該船隻的船長，均屬犯罪，如該人從沒有就有關船隻犯該罪行，則處以第3級罰款(現時為10,000港元)；或如該人先前曾就有關船隻犯該罪行，則處以第4級罰款(現時為25,000港元)。

我們在新加坡業務的適用法律及法規

在新加坡的業務營運不受任何特別法例或監管規例所規限，惟一般適用於在新加坡經營／註冊成立的公司及／或業務的法例或監管規例除外。

有關業務營運的法律及法規

《一九七九年貨物銷售法令》

在新加坡，國內貨品售賣須受《一九七九年貨物銷售法令》(第393章，二零二零年修訂版)(「貨物銷售法令」)規管。貨物銷售法令規定適用於貨物銷售合約的成立、銷售合約的效力、買賣雙方在履行合約期間的各自權利及義務，以及當銷售合約被違反時買賣雙方對彼此的權利等法律。

貨物銷售法令第12至15條包含在貨物銷售合約中隱含的條款。部分為隱含條件，而其他則為隱含保證。第13條規定，倘通過說明銷售貨物，則存在貨物與說明相符的隱含條件。即使貨物已展示銷售並由買方選擇，此隱含條件仍然可能適用。

監管概覽

凡賣方在業務運作中售貨，第14(2)條規定存在一項隱含條件：貨物質素令人滿意。就上述情況而言，貨物銷售法令規定，倘貨物達到合理人士經考慮貨物的任何說明、價格(如屬有關者)及所有其他有關情況後認為令人滿意的標準，則貨物質素令人滿意。

根據貨物銷售法令，倘賣方違反銷售合約的保證條款，或買方選擇或被強迫將違反條件視為違反保證，則買方可根據第53條向賣方提出因違反保證而要求損害賠償的訴訟。損害賠償的衡量標準乃根據在正常情況下因違反保證而直接及自然造成的估計虧損。

《聯合國國際貨物銷售合同公約》(「國際貨物銷售合同公約」)

新加坡的國際貨物銷售須受《聯合國國際貨物銷售合同公約》(「國際貨物銷售合同公約」)的規管，該公約通過《貨物銷售(聯合國公約)法令》(第283A章，二零二零年修訂版)在新加坡具有法律效力。

國際貨物銷售合同公約第30至44條列明受國際貨物銷售合同公約規管的銷售合同中賣方的義務。第30條規定，賣方有義務按照銷售合同的要求交付貨物、移交相關文件並轉讓貨物所有權。第31條規定，倘銷售合同並無說明貨物的交付地點，則在涉及貨物運輸的合同中，貨物將交付予第一承運人；倘不涉及運輸，則在雙方已知的製造地點交付；倘製造地點未知，則在賣方的營業地點交付。根據第35條，賣方必須交付符合合同所要求數量、質素及說明的貨物，並以合同要求的方式包裝或裝載。根據第36條，賣方對風險轉移時存在的任何不符合情況負責。

根據第41及42條，賣方亦必須保證貨物不附有任何第三方的權利或申索。根據第39及43條，買方必須在合理時間內發出通知以行使該等保證項下的追索權，且就符合性保證而言最遲須於兩年內發出通知。

倘賣方違反上述任何義務，則國際貨物銷售合同公約允許買方行使第46至52條所規定的任何權利，並根據第74至77條提出損害賠償要求。根據第45(2)條，買方亦不會因行使其他補救措施的權利而被剝奪其可能要求損害賠償的任何權利。

有關稅務的法律及法規

下文所述的新加坡若干稅項概要屬一般性質，並以新加坡現行稅法及現時生效的法規及決策為依據，全部均可能出現變動(可能具有追溯效力)。該等法律及法規亦有各種詮釋，而新加坡相關稅務機關或法院其後可能不同意下文載列的闡釋或結論。本概要不擬構成所述稅項的完整分析。其無意亦不會構成法律或稅務建議。

企業所得稅

倘我們公司的控制及管理權在新加坡行使，則該公司將被視為新加坡的稅務居民。公司納稅人(包括新加坡稅務居民及非居民)須就於新加坡累計或產生的收入及在新加坡收取來自新加坡境外的收入繳納新加坡所得稅，除非明確豁免所得稅則另作別論。

根據《一九四七年所得稅法》，新加坡稅務居民的公司納稅人在新加坡收取或視為收取的外國來源股息、外國分公司利潤及外國來源服務收入將獲豁免繳稅，惟須符合以下合資格條件：

外國收入已在收取該收入的外國司法管轄區納稅(稱為「須納稅條件」)。外國收入的稅率可能與最高稅階稅率不同；

在新加坡收取外國收入時，收取該收入的外國司法管轄區的最高企業所得稅稅率(即外國最高稅階稅率條件)至少為15%；及

所得稅審計長信納免稅對新加坡稅務居民公司有利。稅務局信納免稅將對公司納稅人有利。

新加坡的現行公司稅率為17%。公司自二零二零年評稅年度起的一般應課稅收入首200,000新加坡元獲部分免稅，具體如下：

- (a) 一般應課稅收入首10,000新加坡元的75.0%；及
- (b) 一般應課稅收入的下一筆190,000新加坡元的50.0%。

餘下應課稅收入(免稅後)將按現行企業稅稅率全額應稅。

股息分配

新加坡採納單層公司稅制，據此，新加坡居民公司就其公司利潤支付的稅項為最終稅項。新加坡居民公司向其股東應付的股息在股東手中獲豁免繳納新加坡所得稅。並無對居民及非居民股東的所得股息付款徵收預扣稅。

轉讓定價

香港

於二零一八年七月十三日，香港特別行政區政府刊憲《二零一八年稅務(修訂)(第6號)條例》(「修訂條例」)。修訂條例將轉讓定價原則編纂為《稅務條例》(第112章)。法規的生效日期分別為於二零一八年一月一日或之後開始的會計期間(適用於國別報告)，於二零一八年四月一日或之後開始的會計期間(適用於總體檔案及分部檔案)及於二零一八年四月一日或之後開始的課稅年度(適用於基本轉讓定價規則及預先定價協議)。

轉讓定價指兩名相聯人士之間交易所收取的價格。修訂條例第50AAF條規則1涉及相聯人士之間交易所收取的價格，原因是在有關情況下，所收取的價格不一定是在該等人士並無關聯的情況下將收取的價格。

修訂條例第50AAF(3)條作為正當程序，規定評稅主任可發出通知，要求獲益人證明其在報稅表中所列的收入或虧損金額屬獨立交易款額。第50AAF(5)條規定，倘若該人士未能令評稅主任信納其報稅表所列的收入或虧損金額屬獨立交易款額，評稅主任須估算出一個數額，作為獨立交易款額，並在顧及該估算數額後：

- (a) 對該人作出評稅或補加評稅；或
- (b) 就該人發出虧損計算表，或就該人修改虧損計算表，以致計算所得的虧損款額較小。

香港的轉讓定價框架主要基於經濟合作與發展組織的跨國企業和稅務機關轉讓定價指南(「經合組織轉讓定價指南」)，而稅務局一般不會偏離經合組織轉讓定價指南所建議的轉讓定價方法。具體而言，修訂條例第50AAE條要求，香港轉讓定價規例應以最能確保與經合組織轉讓定價指南一致的方式詮釋。

中國

根據企業所得稅法，企業與其關聯方之間的業務往來，不符合獨立交易原則而減少企業或其關聯方應納稅收入或所得額的，稅務機關有權按照合理方法調整。企業向稅務機關提交企業所得稅年度納稅申報表時，應當同時就其與關聯方之間的業務往來報送年度關聯業務往來報告表。

監管概覽

企業未提供與關聯方的業務往來信息，或提供虛假、不完整信息，不能如實反映關聯方業務往來情況的，稅務機關有權依法核定其應納稅所得額。稅務機關就納稅調整要求補繳稅款時，應收取補繳稅款及其利息。此外，根據企業所得稅法的實施細則，稅務機關有權自該交易發生的納稅年度起10年內進行上述納稅調整。

根據國家稅務總局於二零一七年三月十七日頒佈並於二零一七年五月一日起生效的《特別納稅調查調整及相互協商程序管理辦法》，稅務機關應當對企業開展以特別納稅調整為重點的監控管理，對發現存在特別納稅調整風險的企業，可以送達稅務事項通知書，提示其存在的稅收風險。企業亦可自行調整補稅，但稅務機關此後仍可實施特別納稅調查調整。

稅務機關應根據企業的請求啟動特別稅務審計程序，以確認其對特殊稅務調整項目的稅務立場，例如關聯方交易採用的定價原則或方法。

根據於一九九二年九月四日發佈及於二零一五年四月二十四日作最近一次修訂的《中華人民共和國稅收徵收管理法》，納稅人未按照規定期限繳納稅款的，或扣繳義務人未按照規定期限解繳稅款的，稅務機關可以從滯納稅款之日起，按日加收滯納稅款0.05%的滯納金。對於不繳納稅款的納稅人，稅務機關可追繳其不繳或者少繳的稅款50%以上5倍以下的罰款。情節嚴重的，可追究刑事責任。

新加坡

《二零一八年所得稅(轉讓定價文件)規則》(「轉讓定價文件規則」)由新加坡政府於二零一八年二月二十二日根據《新加坡所得稅法》(「所得稅法」)發佈。轉讓定價文件規則適用於二零一九年課稅年度及其後的基準期間。

於二零一八年二月二十三日及二零二一年八月十日，新加坡稅務局(「新加坡稅務局」)發佈新加坡轉讓定價指南的更新版本。該等指南將轉讓定價文件規則納入指南中，就轉讓定價文件規則的若干方面提供範例及解釋，並反映公平交易原則要求的執行。

所得稅法第34D條授權新加坡稅務局在新加坡納稅人的轉讓定價做法不符合公平交易原則的情況下作出轉讓定價調整。

所得稅法第34E條允許新加坡稅務局自二零一九年課稅年度起對審計長作出的轉讓定價調整徵收5%的附加稅。

所得稅法第34F條規定強制要求提供同期及充分的轉讓定價文件，並對自二零一九年課稅年度起不合規者處以罰款。

經濟合作與發展組織(「經合組織」)

經合組織轉讓定價指南就「公平交易原則」的應用提供指引，該原則為國際間對轉讓定價的共識，即對關聯企業之間跨境交易的稅務估值。經合組織轉讓定價指南旨在確保跨國企業之應課稅溢利不會被人為地轉移至其司法管轄區，以及跨國企業在其國家申報之稅基能反映當地進行的經濟活動。經合組織轉讓定價指南指出，納稅人必須限制因兩國釐定其與關聯企業之間的跨境交易的公平報酬時產生糾紛而可能導致的經濟雙重課稅風險。

概覽

本集團由聯合創始人周洋先生、趙明珠先生及陳志遠先生於二零一七年創立，當時我們預見到市場機遇，開展業務幫助世界各地的船東和造船商應對與海洋環境保護相關的新興及日新月異的全球及國家性規定及倡議。在創立本集團之前，聯合創始人在造船業擁有超過15年的豐富經驗，並在該行業的國際市場上擁有深厚的業務聯繫。本公司於二零一七年成立後，在陳志遠先生(為我們的聯合創始人之一，亦為我們的技術總監)的帶領下開發的船舶廢氣淨化系統符合國際海事組織的規例要求，並獲得勞氏船級社歐洲、美國驗船協會及挪威船級社的批准。通過我們的聯合創始人在行業內積累的業務聯繫、本公司市場部對客戶的積極推廣以及本公司對銷售代理的運用，加上國際海事組織引入硫上限增加了船公司對廢氣淨化系統的需求，在本公司市場部及銷售代理的共同努力下，本公司於二零一八年五月取得及簽訂了首份船舶脫硫系統(EGCS)訂單。

在本公司的生產設施於二零二一年六月投產之前，本公司的主要業務分部為船舶脫硫系統及海事服務。在此期間，本公司委託一名主要從事大型工業設備生產的第三方(該公司為一間於上海證券交易所上市的公司的附屬公司)加工及生產脫硫塔(為船舶脫硫系統的核心組件)。該第三方製造商在當時具備強大的生產及製造能力，能夠很好地滿足本公司當時的製造需求。自二零二一年六月起，本集團在江蘇省南通市的生產設施開始投入商業生產。

本公司亦於二零一九年被認定為高新技術企業。作為本公司根據中國《高新技術企業認定管理辦法》獲認定為高新技術企業的程序的一部分，本公司申請高新技術企業認定需在註冊成立時間、知識產權、研發開支比例、高新技術產品收入比例、安全、品質及環保要求等方面符合相應要求。本公司經過專業評估後符合所要求，因此，本公司於專業評估後被認定為國家高新技術企業。

多年來，我們已成長為中國船舶環境保護設備及系統提供商，服務世界各地的客戶，根據弗若斯特沙利文的資料，於二零二四年六月三十日，按船舶廢氣淨化系統的累計完成及手頭訂單量計，我們在中國的民營船舶廢氣淨化系統提供商中排名第一；在全球的所有船舶廢氣淨化系統提供商中排名第十。

業務里程碑

以下為我們的主要業務發展里程碑摘要：

月份／年份	事件
二零一七年五月	• 本公司成立。
二零一九年十二月	• 本公司獲認可為上海高新技術企業。
二零二一年六月	• 本集團在江蘇省南通市的生產設施開始商業生產。
二零二二年八月	• 本公司獲上海市經濟和信息化委員會認可為專精特新企業。
二零二二年十月	• 匯舸南通獲認可為江蘇高新技術企業。
二零二四年一月	• 本集團的LFSS產品獲上海市節能工程技術協會授予十佳節能低碳技術產品稱號。
二零二四年二月	• 我們的非H股於全國股轉系統報價。
二零二四年五月	• 匯舸南通被江蘇省工業和信息化廳認可為專精特新中小企業。
二零二四年六月	• 本集團獲選為上海市品牌培育標杆企業。

歷史、發展及公司架構

主要附屬公司

我們認為屬主要附屬公司的各實體的主要業務活動以及成立日期及地點載列如下：

附屬公司名稱	主要業務活動	成立地點	成立日期
ContiOcean Hong Kong	船舶環保相關業務和 海事服務	香港	二零一七年十二月 二十八日
ContiOcean Singapore	船舶環保相關業務和 海事服務	新加坡	二零一八年七月 二十日
COGES	船舶環保相關業務和 海事服務	新加坡	二零一九年一月三日
匯舸南通	船舶環保相關設備的 製造	中國	二零一九年一月 二十八日
CTL	船舶綁扎件服務	新加坡	二零一九年八月一日
WTC	船舶環保相關設備、 系統及服務的研發	馬德拉群島	二零二二年四月 二十一日
匯舸國際	船舶環保相關業務和 海事服務	中國	二零二三年三月 十五日

公司發展

本公司的成立

本公司於二零一七年五月三十一日成立，為一間有限責任公司，初始註冊資本為人民幣5百萬元。當時，本公司的全部股本已發行予孫婉婉女士(作為聯合創始人周洋先生、趙明珠先生及陳志遠先生的代名人)。孫婉婉女士為陳志遠先生的配偶，擁有法律專業背景，於本集團成立初步階段協助辦理工商手續。於二零一七年十月，為了逐步解除代名人安排，同時繼續保留實際控制人，周洋先生的配偶孫鑫女士於二零一七年十月獲介紹為另一名代名人股東，當時孫婉婉女士將已發行股份的51%轉讓予孫鑫女士(代表聯合創始人持有)以及將已發行股份的24.5%轉讓予趙明珠先生。自本公司成立以來及於代名人安排悉數解除(已於二零一九年三月一日完成)前，本公司一直由周洋先生、趙明珠先生及陳志遠先生分別實益擁有37.5%、31.25%及31.25%權益。

所有聯合創始人於二零一八年九月前正式加入本集團，且彼等已解除代名人安排，指示將代名人持有的股份轉讓予實益擁有人以及本集團六名主要員工(見下文股權架構)。除高雲鵬先生於二零二一年五月因個人原因離職本集團外，所有其他人士截至最後實際可行日期仍為本集團僱員。

歷史、發展及公司架構

截至二零一九年三月一日，代名人安排已完成解除，而本公司的股權架構如下：

股東姓名	股權百分比
周洋	34.50%
趙明珠	28.75%
陳志遠	28.75%
高雲鵬	2.00%
沈小偉	2.00%
陳睿	1.00%
于遠洋	1.00%
曲世祥	1.00%
唐艷玲	1.00%
總計	100.00%

初期股份轉讓

為籌備當時潛在通過一間於開曼群島註冊成立的實體作為上市實體在香港聯交所上市，於二零一九年十一月，我們引入外國投資者Subir Ghatak先生為我們當時的股東，故本公司轉為中外合資企業。Subir Ghatak先生為非全資附屬公司COGES的少數股東，持有該公司的30%權益，亦為本集團僱員，以及本公司若干附屬公司的董事。當時，Subir Ghatak先生按代價約人民幣551,000元向聯合創始人購買已發行股本合共5%。代價乃基於本公司估值釐定，並已於二零二零年十一月二十五日結清。

於二零二零年四月十七日，我們當時的內資股東(即本節「一公司發展—本公司的成立」表格載列的全體股東)(統稱「內資股東」)將其各自持有的本公司股權轉讓予ContiOcean Hong Kong(當時由我們的聯合創始人間接控制的公司)，總代價為人民幣10.5百萬元，作為我們籌備當時潛在上市的重組一部分。代價乃基於本公司估值釐定，並已於二零二零年九月二十八日及九月二十九日(視情況而定)結清。

截至二零二零年四月十七日，完成上述步驟後，本公司由ContiOcean Hong Kong及Subir Ghatak先生分別持有95%及5%權益。

後續增資及股份轉讓

二零二零年下半年，作為發展策略轉變的一部分，本公司不再以香港聯交所上市為目標，並以境內交易所上市為目標。我們當時在香港聯交所上市的建議屬初步性質，並無委聘保薦人。除競天公誠律師事務所(即本公司有關上市的中國法律顧問)僅為協助本集團就當時在香港聯交所上市的建議進行重組步驟而獲委聘外，概無就有關建議委聘其他顧問或專業人士。於二零二零年十一月，本公司將資本由人民幣5百萬元增加至人民幣20百萬元，而內資股東已於二零二零年十二月悉數繳足相關股本。

同時，ContiOcean Hong Kong 將其於本公司的全部股權轉讓予內資股東及舒華東先生(其後獲委任為董事及財務總監)，總代價為人民幣10.45百萬元。代價乃經參考ContiOcean Hong Kong之原始出資額釐定，並已於二零二三年四月結清。

Subir Ghatak先生亦按個人決定於二零二零年十二月從其股份撤資，按代價人民幣550,000元將其股份出售予舒華東先生。代價乃參考Subir Ghatak先生之原始出資額經訂約方公平磋商後釐定，並已於二零二三年二月結清。

截至二零二零年十二月一日，上述股份轉讓完成後，本公司的股權架構如下：

本公司股東姓名	股權百分比
周洋	32.78%
趙明珠	27.31%
陳志遠	27.31%
舒華東	5.00%
高雲鵬	1.90%
沈小偉	1.90%
陳睿	0.95%
于遠洋	0.95%
曲世祥	0.95%
唐艷玲	0.95%
總計	100.00%

自股東轉讓

為了消除任何潛在競爭及優化本集團結構，聯合創始人已向本集團作出多項轉讓。誠如聯合創始人於不競爭承諾中所確認，轉讓後彼等不再直接或間接從事任何可能與本集團構成競爭的業務。有關更多資料請參閱「與我們控股股東的關係」。

ContiOcean Hong Kong

我們通過本公司全資附屬公司ContiOcean Hong Kong持有海外附屬公司。ContiOcean Hong Kong的已發行股本為10百萬港元。於二零二零年十二月，本公司與Contipilot（一間由聯合創始人控制的公司及ContiOcean Hong Kong當時的母公司）訂立協議，據此，Contipilot向本公司轉讓ContiOcean Hong Kong的全部已發行股本，代價為人民幣15百萬元。轉讓的代價乃參考ContiOcean Hong Kong的資產淨值釐定，並於二零二二年十一月一日妥善合法完成及結算。我們獲告知該轉讓屬合法、有效並已正式完成。

ContiOcean Singapore

於二零二一年五月二十七日，我們的聯合創始人之一陳志遠先生將ContiOcean Singapore的全部已發行股本轉讓予ContiOcean Hong Kong，代價為10,000新加坡元。該轉讓的代價乃基於ContiOcean Singapore的評估價值釐定，並已於二零二三年五月十日妥善合法完成及結算。ContiOcean Singapore的已發行股本為10新加坡元。我們獲告知該轉讓屬合法、有效及已正式完成。

CTL

於二零二二年三月二十四日，Contipilot將CTL的全部已發行股本轉讓予ContiOcean Hong Kong，代價為43,000新加坡元。該轉讓的代價乃基於CTL的評估價值釐定，並已於二零二三年五月十一日妥善合法完成及結算。CTL的已發行股本為100新加坡元。我們獲告知該轉讓屬合法、有效及已正式完成。

其他

CMS為於新加坡共和國註冊成立的公司，由聯合創始人之一趙明珠先生全資實益擁有。根據日期為二零二二年十二月三十日的業務轉讓協議及經補充，CMS將其截至二零二三年八月三十一日的所有資產及負債轉讓予本公司。於完成該轉讓後，CMS已停止所有業務營運。由於該協議並未涉及具體實物資產的轉讓，因此本公司或CMS均無需支付任何金錢代價。

出售聯營公司權益

江蘇匯舸於二零二二年七月四日成立。於下文所述出售前，匯舸南通持有江蘇匯舸的40%股權，而餘下股權則由獨立第三方持有。根據日期為二零二三年四月七日的股份轉讓協議，匯舸南通無償將其於江蘇匯舸的全部權益出售予獨立第三方。江蘇匯舸從事製造及銷售機電設備、零件及各類金屬產品。出售於江蘇匯舸的權益是為了配合我們開發船舶環境保護設備及系統的業務重點。代價乃經考慮江蘇匯舸當時的虧損財務狀況後釐定。截至二零二二年十二月三十一日止年度，江蘇匯舸為我們五大供應商之一。有關進一步詳情，請參閱本招股章程「業務 — 我們的供應商 — 我們的主要供應商」一節。

其他附屬公司

我們亦認為以下實體屬重大附屬公司：

COGES

於二零一九年一月，COGES成立為我們的非全資附屬公司，以進行船舶環保相關業務和海事服務，另一名股東為Subir Ghatak先生。COGES的已發行股本為1.2百萬新加坡元。

匯舸南通

於二零一九年一月，匯舸南通成立為我們的全資附屬公司，以製造船舶環保相關設備。匯舸南通的註冊股本為人民幣30百萬元，已全數繳足。

WTC

於二零二二年六月二十日，ContiOcean Hong Kong、WTC、David Gunaseelan先生(WTC董事、Wavelength Technology Center AS(WTC的附屬公司)唯一董事兼首席執行官)及Tiago Braz先生(WTC董事)訂立資本投資協議，據此，ContiOcean Hong Kong同意向WTC分批認購股份。根據有關資本投資協議，ContiOcean Hong Kong透過注資代價500,000歐元(於二零二二年六月二十二日悉數償付)獲得WTC約33.78%股權。同時，Tiago Braz先生及David Gunaseelan先生於WTC的股權分別由50%減少至約33.11%。因此，本集團當時採用權益法將WTC入賬列作聯營公司。

歷史、發展及公司架構

ContiOcean Hong Kong進一步向WTC注入合共400,000歐元，該款項已於二零二三年十月二十三日全部結清。根據上述注資及各方進一步同意，ContiOcean已將其在WTC的持股比例相應增加至約51.00%，因此WTC成為我們的附屬公司之一。同時，Tiago Braz先生及David Gunaseelan先生在WTC的持股比例各自由約33.11%相應減少至約24.5%。該等注資的代價經各方公平磋商後釐定，並已完成及結清。

注資完成後，WTC的已發行股本為1,020.41歐元。

匯舸國際

於二零二三年三月，匯舸國際成立為我們的全資附屬公司，以進行船舶環保相關業務和海事服務。匯舸國際的註冊股本為人民幣10百萬元，已全數繳足。

涉及員工持股平台的股份轉讓

我們成立匯舸發展作為我們的員工持股平台。其為一間於中國成立的有限合夥企業，截至最後實際可行日期，其普通合夥人為匯舸產業(該公司由周洋先生、趙明珠先生及陳志遠先生分別擁有37.5%、31.25%及31.25%權益)，而其有限合夥人包括周洋先生及13名員工股東(「員工股東」)。

於二零二一年五月，周洋先生按代價人民幣476,000元收購高雲鵬先生在本公司的全部股權，該代價乃參考高雲鵬先生的原始出資額釐定，並已於二零二一年九月三日悉數結清。同月，匯舸發展按總代價約人民幣2百萬元收購本公司當時已發行股本合共8%，其中包括沈小偉先生、陳睿先生、于遠洋先生、曲世祥先生及唐艷玲女士(統稱「匯舸發展原員工股東」)的全部股權，以及周洋先生、趙明珠先生及陳志遠先生分別持有本公司當時已發行股本的2.055%、0.1225%及0.1225%權益。代價已結清如下：

- (a) 就各匯舸發展原員工股東而言，全部按匯舸發展的權益比例形式結清；
- (b) 就趙明珠先生及陳志遠先生而言，全部按以匯舸產業的名義持有匯舸發展的權益比例形式結清；及
- (c) 就周洋先生而言，部分按上文(b)段所述以匯舸產業的名義持有匯舸發展的權益比例形式結清，其餘按以周洋先生本身名義持有匯舸發展的權益比例形式結清。

匯舸發展收購股份的代價乃參考轉讓方的原始總出資額釐定，並已於二零二一年八月三十日結清。

歷史、發展及公司架構

有關股份轉讓完成後，本公司的股權架構如下：

本公司股東姓名／名稱	股權百分比
周洋	32.6250%
趙明珠	27.1875%
陳志遠	27.1875%
舒華東	5.00%
匯舸發展	8.00%
總計	100.00%

二零二二年二月十六日，周洋先生將其於匯舸發展的部分股本權益轉讓予本集團10名員工，相當於本公司股本權益總額的1%，總代價為人民幣110,000元。於二零二三年，周洋先生及匯舸產業根據與員工股東所訂立有關參與員工持股平台的協議，按該等員工股東原本收購其各自權益的價格收購兩名離職員工股東持有的匯舸發展若干權益。

截至二零二三年十月，匯舸發展的所有權架構如下：

匯舸發展合夥人姓名／名稱	貢獻百分比
周洋	8.75%
沈小偉	25.00%
唐艷玲	12.50%
于遠洋	12.50%
陳睿	12.50%
曲世祥	12.50%
匯舸產業	6.25%
顧豐杰	1.25%
胡泓	1.25%
楊志富	1.25%
王立群	1.25%
謝晶晶	1.25%
繆海瑞	1.25%
湯煜	1.25%
陸平	1.25%
總計	100.00%

變更為股份公司及後續增資

於二零二二年十二月二十日，當時股東通過決議案，批准(其中包括)本公司由有限責任公司變更為股份有限公司。根據當時全體股東所訂立日期為二零二二年十二月二十日的發起人協議，全體發起人批准本公司截至二零二二年八月三十一日的資產淨值按4.4505217435:1的比例轉換為20,000,000股股份。

有關轉換完成後，本公司的註冊資本變更為人民幣20,000,000元，分為20,000,000股每股面值人民幣1元的股份，由當時全體股東認購。轉換已於二零二二年十二月二十八日完成，且本公司已取得新的營業執照。

於二零二三年八月，我們將資本由人民幣20百萬元增加至人民幣30百萬元，由本公司資本儲備撥付，因此，我們的股份數目增加至30,000,000股。

全國股轉系統報價

為了改善公司形象及治理以及進入股權資本市場，本公司計劃可能申請在北京證券交易所上市。根據北京證券交易所上市規則的規定，有資格申請上市的方法之一是申請人必須為已連續12個月在全國股轉系統報價的創新層公司(「資格要求」)。因此，為了滿足資格要求，當時股東議決申請非H股於二零二三年在全國股轉系統報價。

於二零二四年二月六日，本公司非H股獲批准於全國股轉系統報價。於二零二四年二月二十七日，本公司全部已發行非H股於全國股轉系統報價，股份代號為874207。自此及直至最後實際可行日期，我們的股東之間並無股份轉讓。中國法律顧問表示，自全部已發行非H股在全國股轉系統報價之日起至最後實際可行日期止，基於下文所述，本公司並無遭受全國股轉系統或其他主管證券監管機構的行政處罰或措施：(i)中國法律顧問就本公司在全國股轉系統及其他主管證券監管機構的官網上進行網上搜索，其中並無發現本公司遭受行政處罰或措施的記錄；及(ii)本公司確認，截至最後實際可行日期，本公司並無遭受全國股轉系統或任何其他主管證券監管機構的任何行政處罰、措施或制裁。鑑於資格要求以及本公司相信在符合兩地公司管治要求的情況下，在全國股轉系統報價及在香港聯交所上市，將提升市場認可度並有利於其市場擴展，本公司目前預期上市後將繼續全國股轉系統報價。考慮到(i)根據適用的全國股轉系統監管規則，並無有關本公司非H股於全國股轉系統定價及/或買賣的強制規定，及(ii)本公司確認，自全部已發行非H股在全國股轉系統報價日期起至最後實際可行日期止，並無接獲全國股轉系統就其非H股定價或買賣發出的任何通知，亦無遭受全國股轉系統或其他主管證券監管機構施加行政處罰或措施，中國法律顧問認為，自我們的非H股在全國股轉系統報價日期起，本公司非H股並無於全國股轉系統定價及/或買賣，此情況並無引起全國股轉系統或其他主管證券監管機構的任何監管或合規問題。

調整在北京證券交易所上市的計劃

於二零二三年十二月十八日，本公司委聘中國銀河證券股份有限公司作為其可能申請在北京證券交易所上市的輔導機構。就輔導過程而言，本公司亦委聘眾華會計師事務所(特殊普通合伙)為其會計師、競天公誠律師事務所為其法律顧問，以及藍策亞洲(北京)資產評估有限公司為其估值師(統稱「輔導專業人士」)。於二零二三年十二月二十日，本公司向中國證監會上海證監局(「上海證監局」)提交向不特定合資格投資者公開發售股份並在北京證券交易所上市的輔導備案材料，但未提交上市申請。於二零二三年十二月二十五日，上海證監局受理本公司的輔導申請，本公司其後正式進入輔導程序。經董事確認，在輔導過程中，考慮到國際擴展的資金需要等因素，本公司繼而決定計劃在香港聯交所或其他海外市場上市。因此，本公司決定暫時中止在北京證券交易所公開發售股份及上市的計劃。故此，本公司與中國銀河證券股份有限公司終止輔導委聘工作，並向上海證監局提交相關備案材料，其中已確認本公司於二零二四年六月十一日終止輔導。截至輔導終止日期，本公司並無向上海證監局或北京證券交易所提交上市申請。於輔導過程期間及截至最後實際可行日期，上海證監局並無向本公司或中國銀河證券股份有限公司提出任何查詢或意見，而本公司與任何輔導專業人士之間亦無就輔導產生任何分歧。董事已確認，本公司與輔導專業人士之間並無重大意見分歧。經考慮董事的意見及聯席保薦人進行的獨立盡職審查工作後，聯席保薦人並無注意到任何事項，導致彼等對董事就本公司與上述相關輔導專業人士之間的任何重大意見分歧所持觀點的合理性產生懷疑。董事進一步確認，相關專業人士在輔導期間進行評估時並無重大不利發現。本公司自截至二零二三年十二月三十一日止年度的往績記錄期間開始產生專門用於輔導的開支。截至二零二三年十二月三十一日止年度及截至二零二四年六月三十日止六個月產生的有關開支分別為人民幣300,000元及零元。

於最後實際可行日期，本公司並無任何計劃自上市日期起未來十二個月於任何其他地點進行任何其他或進一步上市。

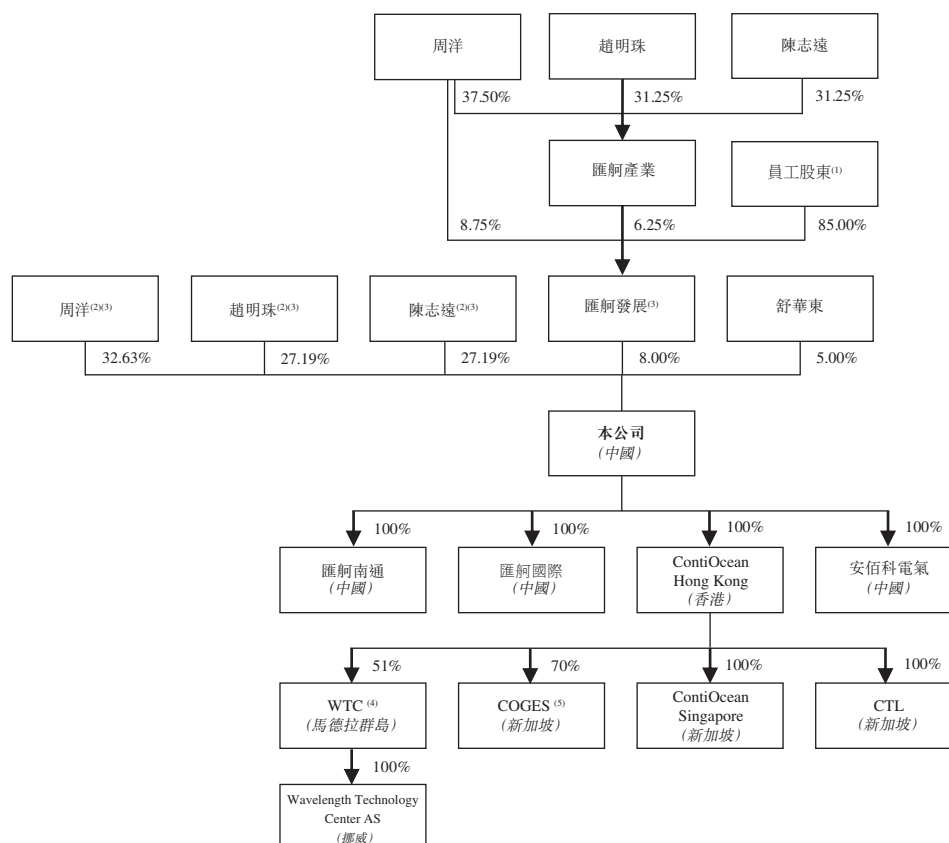
首次公開發售前購股權計劃

本公司已採納首次公開發售前購股權計劃，該計劃於二零二四年七月二十七日生效。進一步詳情請參閱本招股章程附錄六「法定及一般資料—C.有關董事、監事及主要股東的其他資料—4.首次公開發售前購股權計劃」。

歷史、發展及公司架構

全球發售前的股權及公司架構

下圖載列本集團截至最後實際可行日期的概約股權及公司架構：



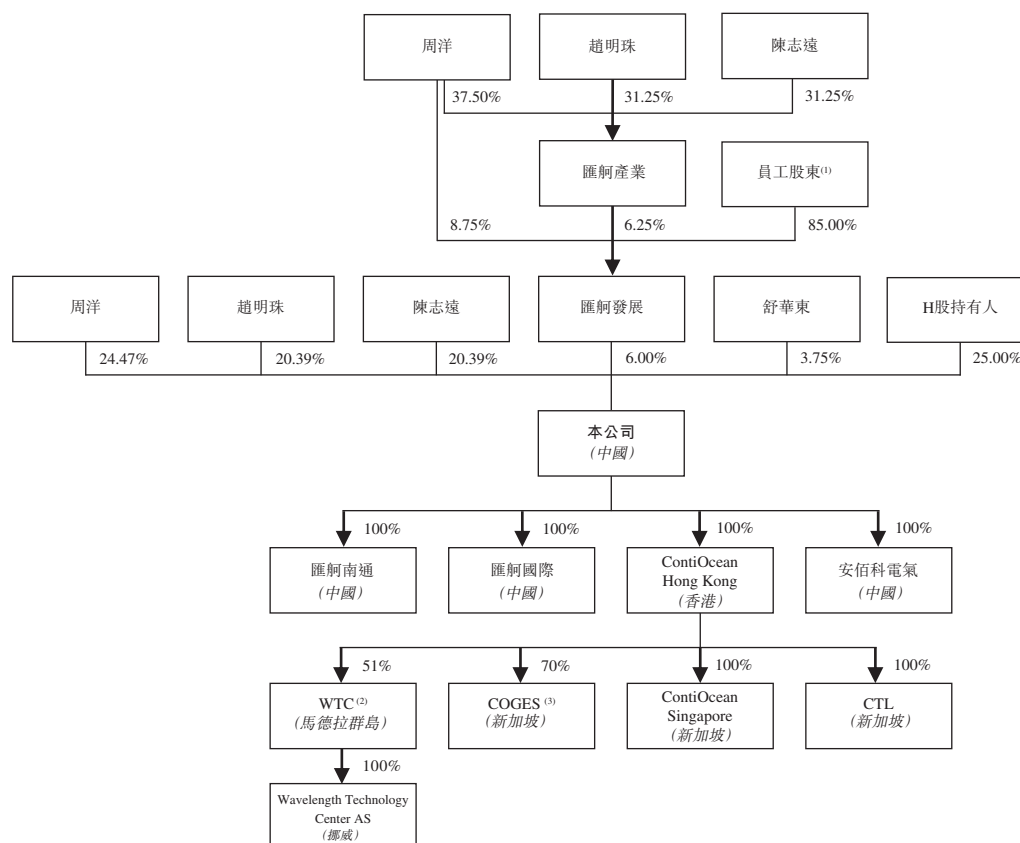
附註：

- (1) 有關更多詳情，請參閱本節「—公司發展—涉及員工持股平台的股份轉讓」。
- (2) 根據一致行動人協議書，周洋先生、趙明珠先生及陳志遠先生在向董事會會議及股東會行使相關事項的提案權及表決權時，彼等應一致行動。倘彼等無法達成一致意見，相關事項應由多數人決定。
- (3) 周洋先生、趙明珠先生、陳志遠先生及匯舸發展為我們的控股股東。
- (4) WTC的餘下49%已發行股本由Tiago Braz先生(24.5%)及David Gunaseelan先生(24.5%)持有，Tiago Braz先生及David Gunaseelan先生均為WTC的董事。
- (5) COGES的餘下30%已發行股本由Subir Ghatak先生持有，Subir Ghatak先生亦為本集團僱員及本公司若干附屬公司的董事。
- (6) 由於四捨五入，百分比相加可能不等於100%。

歷史、發展及公司架構

緊隨全球發售後的股權及公司架構

下圖載列緊隨全球發售完成後本集團的概約股權及公司架構(未計及根據首次公開發售前購股權計劃授出的購股權獲行使)：



附註：

- (1) 有關更多詳情，請參閱本節「—公司發展—涉及員工持股平台的股份轉讓」。
- (2) WTC的餘下49%已發行股本由Tiago Braz先生(24.5%)及David Gunaseelan先生(24.5%)持有，Tiago Braz先生及David Gunaseelan先生均為WTC的董事。
- (3) COGES的餘下30%已發行股本由Subir Ghatak先生持有，Subir Ghatak先生亦為本集團僱員及本公司若干附屬公司的董事。
- (4) 由於四捨五入，百分比相加可能不等於100%。

於香港聯交所上市的理由

非H股現時在全國股轉系統報價。我們正在尋求H股在香港聯交所上市，以利用境外融資平台提升國際知名度、為業務發展籌集資金，增強國際化戰略，並進一步擴大資本架構。有關進一步詳情，請參閱「未來計劃及所得款項用途」及「業務」。

董事確認，自全部已發行非H股於全國股轉系統報價開始起直至最後實際可行日期，我們並無任何嚴重違反全國股轉系統規則及要求的情況(就於全國股轉系統報價的非H股而言)。

自全部已發行非H股於全國股轉系統報價開始起直至最後實際可行日期，我們並未受到全國股轉系統或其他主管證券監管機構的行政處罰、行政監管措施或自律監管措施的規限。

股東的股份轉讓限制及禁售承諾

根據中國公司法，公司公開發售股份前已發行的股份自該等公開發售的股份在相關證券交易所上市及買賣當日起一年內不得轉讓。因此，本公司於根據全球發售發行H股前已發行的股份(包括控股股東持有的股份)自上市日期起計一年期間內將受限於有關轉讓的法定限制。

由於非H股在全國股轉系統報價，我們的股東需遵守《全國中小企業股份轉讓系統業務規則(試行)》中的轉讓限制，其中訂明全部已發行非H股在全國股轉系統報價前由本公司控股股東及實際控制人直接或間接持有的股份，應在全國股轉系統各報價日期，以及該報價日期滿一週年及兩週年，分三批等額解除轉讓限制。

此外，各控股股東將於上市前根據上市規則第10.07條及香港包銷協議提供不處置承諾。更多詳情請參閱「包銷」。根據中國公司法，董事、監事及本公司高級管理層成員(定義見公司章程)應申報其於本公司的持股量及其持股量的任何變動。該等董事、監事及高級管理層成員在其就任時確定的任職期間每年轉讓的股份不得超過其各自於本公司持股總數的25%。上述人士所持本公司股份自股票上市之日起一年內不得轉讓，亦不得於其離職後半年內轉讓。

公眾持股量

緊隨全球發售後(未計及根據首次公開發售前購股權計劃授出的購股權獲行使)：

- (a) 周洋先生、趙明珠先生及陳志遠先生(為執行董事及根據一致行動人協議書為控股股東)將擁有本公司已發行股本合共65.25%權益(不包括通過匯舸發展持有的權益以及彼等根據首次公開發售前購股權計劃所授予的購股權所享有的實益權益)；
- (b) 匯舸發展(其普通合夥人為匯舸產業，由我們的聯合創始人周洋先生擁有37.5%，趙明珠先生擁有31.25%及陳志遠先生擁有31.25%的公司)為一名控股股東，將擁有本公司已發行股本6.00%的權益；及
- (c) 執行董事舒華東先生將擁有本公司已發行股本3.75%的權益(不包括彼根據首次公開發售前購股權計劃所授予的購股權所享有的實益權益)。

緊隨上市後，就上市規則而言，周洋先生、趙明珠先生、陳志遠先生、匯舸發展及舒華東先生各自持有的股份不被視為由公眾人士持有。

除上文所述者外，就上市規則第8.08條而言，其他股東於上市時持有的所有其他股份(相當於本公司已發行股本25.00%(未計及根據首次公開發售前購股權計劃授出的購股權獲行使))將計入公眾持股量。因此，本公司於上市時將能夠符合上市規則第8.08條項下的最低公眾持股量規定。

遵守中國法律法規

遵守中國法律法規

中國法律顧問已確認，上述「一公司發展」中所提及本公司及其中國附屬公司的股權架構及變動、增資及股權轉讓已根據適用的中國法律及法規在中國當地登記機關進行登記。

境外上市規定

於二零二三年二月十七日，中國證監會頒佈《境內企業境外發行證券和上市管理試行辦法》（「境外上市試行辦法」）及五項相關指引，自二零二三年三月三十一日起生效。根據境外上市試行辦法，尋求直接或間接在境外市場發行證券及上市（「境外發行及上市」）的中國境內企業須向中國證監會履行備案程序，並提交備案報告、法律意見書及其他相關文件。根據具體情況，境外上市試行辦法規定（其中包括），(i)在境外市場進行首次公開發行或上市，應在境外提交相關上市申請後三個工作日內向中國證監會備案，(ii)發行人在先前證券已發行及上市的同一境外市場進行後續證券發行，應在發行完成後三個工作日內向中國證監會備案，及(iii)發行人在其證券已發行及上市的市場以外的其他境外市場進行後續證券發行或上市，應在境外提交相關申請後三個工作日內向中國證監會備案。

我們的中國法律顧問認為，我們需要在提交發售上市申請後三個營業日內向中國證監會備案。更多詳情請參閱「有關本招股章程及全球發售的資料—中國證監會備案」。

概 覽

我們是一家中國船舶環境保護設備及系統提供商，服務世界各地的客戶。根據弗若斯特沙利文的資料，於二零二三年十二月三十一日，按船舶廢氣淨化系統的二零二三年已完成訂單總數及累計手頭訂單量計，我們在中國船舶廢氣淨化系統提供商中排名第三，在全球所有船舶廢氣淨化系統提供商中排名第四。於往績記錄期間各年度或期間，我們的船舶脫硫系統(主要包括船舶廢氣淨化系統)貢獻了我們的大部分收益，於二零二一年、二零二二年及二零二三年以及截至二零二三年及二零二四年六月三十日止六個月分別佔總收益約78.7%、64.7%、66.8%、79.9%及60.7%。此外，於往績記錄期間各年度或期間，我們的收益的重大部分來自少數客戶。截至二零二一年、二零二二年及二零二三年十二月三十一日止年度各年以及截至二零二四年六月三十日止六個月，我們的五大客戶分別佔我們的總收益約90.5%、76.1%、84.3%及89.4%。

我們於二零一七年開展業務，推出首款產品船舶廢氣淨化系統。我們現已開發及商業化多種船舶環境保護設備及系統。具體而言，我們的設備及系統旨在幫助客戶(例如船東)減少硫及GHG排放。此外，我們通過提供內部設計以及供應設備及系統來提高船上生活條件及加強海事作業，旨在幫助客戶改善其船員的生活質素。

此外，對本集團設備及系統的需求亦由各種要求所帶動。例如，國際海事組織自二零二零年起已對燃油設定了0.5%的硫上限並自二零二三年起推出EEXI和CII等措施。於二零二三年七月七日，國際海事組織修訂其GHG減排戰略，目標是到二零五零年之前實現淨零排放的中期里程碑。此外，歐盟於二零二四年開始針對航運業推出歐盟排放交易體系及於二零二五年即將推出FuelEU Maritime規則。不斷演進的ESG監管框架已經並將繼續推動船舶環境保護設備及系統市場的增長。

根據弗若斯特沙利文的資料，全球船舶環境保護設備及系統市場從二零一七年的753.4百萬美元增加至二零二三年的3,102.2百萬美元，年均複合增長率為26.6%，並預計增加至二零二八年的11,384.1百萬美元，從二零二三年至二零二八年的年均複合增長率為29.7%。我們相信我們的設備及系統以及業務可從全球船舶環境保護設備及系統市場的潛在增長中獲利。

我們的設備及系統

我們擁有成套船舶環境保護設備及系統，可助力我們的客戶進行更高效及可持續的商業運營，同時滿足國際海事組織制定的各項規定。此等設備及系統包括船舶脫硫系統、船舶節能裝置、船舶清潔能源供應系統及海事服務。我們定制設備及系統，量身訂造每名客戶的獨特需求。我們的船舶脫硫系統為客戶提供選擇，以減少硫排放，我們亦提供其他設備及系統以長遠滿足ESG需要，例如遵守國際海事組織制定的各種規定。我們的主要客戶通常向我們購買多種設備及系統。

業 務

下表載列我們的業務分部以及因應不同客戶需求提供的各種主要產品或服務：

客戶需求	我們的業務分部	我們於各業務分部下 主要的產品或服務
踐行海洋環境保護及遵守國際海事組織對硫含量的規定(二零一六年)，將船舶燃料中的硫含量從3.5%降低至0.5% ⁽¹⁾	船舶脫硫系統(旨在減少船舶的硫排放，減輕航運對空氣質量的影響)	船舶廢氣淨化系統(包括開式及混合式)
踐行海洋環境保護及遵守國際海事組織脫碳規定及目標(二零二一年)，在二零三零年前實現每次運輸工作的溫室氣體排放量相對於二零零八年的基準數字至少減少40% ⁽²⁾	船舶節能裝置(包括一套降低船舶燃料消耗及減少船舶作業碳排放的設備)	節能裝置，包括舵球、前置預旋導輪、消渦鰭、導風罩等
踐行海洋環境保護及遵守國際海事組織脫碳規定及目標(二零二三年)，在二零五零年前後實現國際航運溫室氣體淨零排放 ⁽³⁾	船舶清潔能源供應系統(協助船舶利用清潔能源推動船舶運行)	(i) 低閃點燃料供給系統(「LFSS」)(甲醇) (ii) 雙燃料供氣系統(液化天然氣/液化乙烯氣)(「FGSS」)
踐行(其中包括)環境可持續性、運營效率、及社會參與度的持續趨勢	海事服務(其旨在改善船上生活環境及精簡船舶業務)	(i) 船舶內裝，包括及提供相關設備 (ii) 集裝箱船舶及PCTC綁扎件 (iii) 其他海事服務，包括提供船舶設備及備件，例如高壓清洗機、船員個體防護設備、船舶網絡安全軟硬件等

附註：

- (1) 於二零一六年，國際海事組織下轄的海洋環境保護委員會(「MEPC」)會議將船舶燃料中硫含量上限從3.5%削減至0.5%，自二零二零年一月一日起生效。根據弗若斯特沙利文的資料，於二零一六年至二零二三年間，低硫燃料的價格高於高硫燃料的價格，預期此價格差異於二零二四年至二零二八年間將會維持。已安裝使用高硫燃料的船舶廢氣淨化系統的船舶亦可使用低硫燃料。
- (2) 於二零二一年，國際海事組織MEPC會議更新了船舶GHG減排目標，力爭在二零三零年前實現每次運輸工作的溫室氣體排放量相對於二零零八年的基準數字至少減少40%。
- (3) 於二零二三年，國際海事組織MEPC會議更新了船舶GHG減排目標，力爭達到峰值及後續在二零五零年左右實現國際航運溫室氣體淨零排放。

我們的研發實力

我們獲認可為國家級高新技術企業及上海市專精特新企業。我們位於上海及里斯本的研發團隊在行業中擁有平均10年經驗，普遍持有各種工程學科的學位，是我們項目生命週期中從概念到執行不可或缺的一部分。從項目中累積的應用及反饋有助於我們改善及完善研發策略。憑藉位於上海及里斯本的研發團隊，我們利用國內的船舶專業知識和成熟的歐洲船舶環境保護設備及系統行業。我們的產品已獲得主要船級社的認證，確保遵守國際標準。

我們的生產設施

我們的生產設施策略性地位於江蘇南通，毗鄰上海，是全球最大經濟區之一長江三角洲的一部分。我們採用「以銷定產」模式，即需求導向法，從而使我們的生產計劃與銷售訂單量保持一致，並力爭最大限度地減少生產過剩和庫存過剩的風險。我們在生產設施內生產船舶廢氣淨化系統的重要核心零部件，其中包括脫硫塔、電控系統、水質分析儀及煙氣閥，以及我們其他設備及系統的若干零部件。藉助我們自身的生產設施，我們認為，通過更好地掌控生產工藝，我們可提升產品質量控制及成本效益。

我們的服務網絡及客戶群

通過全球服務網絡，我們為客戶提供從售前技術諮詢到售後維護的全面服務。我們的全球服務網絡包括位於上海及新加坡的服務中心，我們亦通過服務承包商在全全球提供服務。此外，我們已充分利用我們的全球服務網路打造一個不斷擴大的全球客戶群。

業 務

我們的財務表現

於往績記錄期間，我們實現強勁的財務增長。我們的收益從二零二一年的人民幣140.5百萬元增加90.2%至二零二二年的人民幣267.2百萬元，並進一步增加90.9%至二零二三年的人民幣510.3百萬元。我們的收益從截至二零二三年六月三十日止六個月的人民幣219.6百萬元增加53.2%至截至二零二四年六月三十日止六個月的人民幣336.5百萬元。我們的純利從二零二一年的人民幣12.8百萬元增加至二零二二年的人民幣36.8百萬元，並進一步大幅增至二零二三年的人民幣120.5百萬元。我們的純利由截至二零二三年六月三十日止六個月的人民幣49.7百萬元增加65.1%至截至二零二四年六月三十日止六個月的人民幣82.1百萬元。

下表載列於所示期間我們不同業務分部的收益及其佔總收益的相應百分比：

	截至十二月三十一日止年度						截至六月三十日止六個月			
	二零二一年		二零二二年		二零二三年		二零二三年		二零二四年	
	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	%
船舶脫硫系統	110,528	78.7	172,835	64.7	341,180	66.8	175,383	79.9	204,402	60.7
船舶節能裝置 ⁽¹⁾	—	—	14,961	5.6	58,031	11.4	16,361	7.4	22,557	6.7
船舶清潔能源供應系統	—	—	7,736	2.9	5,552	1.1	1,079	0.5	13,288	4.0
海事服務	29,993	21.3	71,701	26.8	105,492	20.7	26,733	12.2	96,219	28.6
總計	140,521	100.0	267,233	100.0	510,255	100.0	219,556	100.0	336,466	100.0

附註：

- (1) 除節能裝置外，我們已開發減碳系統。然而，我們於往績記錄期間及直至最後實際可行日期並無從減碳系統產生收益。

市場機遇

國際海事組織及其他全球監管機構在制定船舶ESG法規方面發揮着關鍵作用，由於航運的國際性質及標準化慣例的需要，大多數司法管轄區傾向於採納這些法規。如不遵守，則可能導致重大處罰，包括拒絕泊靠特權，此舉可能會對航運公司產生嚴重的財務及運營影響。

為了符合這些嚴格規定，船東及造船商有幾種選擇可供使用，我們的設備及系統大部分均涵蓋這些選擇。首先，安裝船舶廢氣淨化系統可使船舶在尾氣排入大氣中之前通過淨化排放繼續使用更經濟的高硫燃料。根據弗若斯特沙利文的資料，於二零一六年至二零二三年間，低硫燃料的價格高於高硫燃料的價格，預期此價格差異於二零二四年至二零二八年間將會維持。此外，繼續使用更經濟的高硫燃料所節省的成本也遠超過所需的前期投資及未來維護。其次，向低硫燃料過渡是一種直接的合規方法，儘管在油料生產中會出現更高的持續性燃料成本及不標準化的混合，這可能導致在船舶航行過程中對船舶發動機產生相對較高程度的損害。最後，採用液化天然氣、甲醇及氨等新能源是最具可持續性的系統，其需要對船舶動力及燃料供應系統進行必要的

改造，但其會產生高昂成本，如將柴油發動機轉換為雙燃料發動機及更新能源供應系統。目前，船東及造船商主要選擇安裝船舶廢氣淨化系統，原因是它們的成本效益及改造現役船舶的能力使之在中短期內成為更加實用和高效的系統。然而，隨着技術進步及法規收緊，長期趨勢預計將轉向新能源。除船舶脫硫系統外，我們亦提供船舶節能、船舶清潔能源供應系統及海事服務。我們認為，我們已做好準備把握當前和未來由不斷演進的海洋環境保護規定及倡議帶動的重大市場機遇。

我們的優勢

我們認為下列優勢促成我們的成功並使我們從其他競爭對手中脫穎而出。

船舶環境保護設備及系統提供商，受惠於嚴格且日新月異的ESG監管框架及海洋環境保護相關倡議所帶動日益壯大的全球市場

根據弗若斯特沙利文的資料，於二零二三年十二月三十一日，按船舶廢氣淨化系統的二零二三年已完成訂單總數及累計手頭訂單量計，我們在中國船舶廢氣淨化系統提供商中排名第三，在全球所有船舶廢氣淨化系統提供商中排名第四。

我們的設備及系統助力我們的客戶追求更高效及可持續的商業運營。此外，對本集團設備及系統的需求亦受到各種要求的帶動。例如，國際海事組織將燃料油的硫上限設定為0.5%，自二零二零年起生效，並推出EEXI及CII等措施，自二零二三年起生效。於二零二三年七月七日，國際海事組織修訂了其GHG減排戰略，其目標是到二零五零年實現淨零排放的中期里程碑。此外，歐洲聯盟從二零二四年開始引入歐盟航運排放交易系統，以及即將出台的二零二五年FuleEU海事法規。不斷發展的ESG監管框架為我們的設備及系統的銷售增長做出了貢獻，並將繼續做出貢獻。

根據弗若斯特沙利文的資料，全球船舶環境保護設備及系統市場從二零一七年的753.4百萬美元增加至二零二三年的3,102.2百萬美元，年均複合增長率為26.6%，並預計增加至二零二八年的11,384.1百萬美元，二零二三年至二零二八年的年均複合增長率為29.7%。作為領域內企業之一，我們將受惠於此市場強勁的增長潛力。根據弗若斯特沙利文的資料，我們的收益從截至二零二一年十二月三十一日止年度的人民幣140.5百萬元增加至截至二零二三年十二月三十一日止年度的人民幣510.3百萬元，年均複合增長率為90.6%，大幅超過行業平均的年均複合增長率9.3%。

研發及創新能力，捕獲快速變化的市場需求

我們的研發及創新能力使我們能夠開發設備及系統，幫助船東和造船商應對不斷演進的要求以及彼等的獨特需求。例如，我們的核心產品船舶廢氣淨化系統已經歷四代升級，每一代在脫硫效率方面均有所提升。此外，我們船舶廢氣淨化系統的核心部件脫硫塔具有輕量化設計特點，可降低船舶的功耗。另外，我們已對產品進行模組化，以縮短安裝時間，節省船東船舶運作中斷的時間和成本。

我們的研發團隊深度參與新項目的整個周期，從最初開始構思和開發切合客戶規格的設備及系統，到持續執行以確保與項目目標銜接。這些項目累積的應用和反饋有助於我們改進和完善我們的研發策略。例如，在氮氣系統調試期間，我們的研發團隊在發現多個問題後在設計中添加一個智能氣動雙重隔離和排放單元，可防止危險氣體倒流並使船員能夠遠程操作。

上海研發中心及研發團隊對我們的創新戰略至關重要。我們的上海研發中心通過提供專業的觀點和指導參與我們的項目啟動及項目實施。其亦與我們的其他部門保持密切溝通，使我們能夠提供定制設備及系統來滿足客戶的需求。我們的上海研發團隊專注於先進技術(例如氮氣系統)的發展及應用。同時，我們位於里斯本的研發團隊擁有工程資源，截至二零二四年六月三十日由八名成員組成，包括六名研發職員、一名負責提供技術服務(包括船上檢查及維護以及為研發職員提供支持)的工程師以及一名支持研發團隊的行政職員。全體六名研發職員均持有碩士學位，涵蓋自動化、控制與儀器工程、無機與生物醫學化學、以及科學及化學工程等學科。兩個研發團隊各自均可獨立展開研發工作。此外，我們位於上海及里斯本的研發團隊還利用各自的優勢合作建立不同研發階段的設備及系統及交換研發成就。例如，我們的上海研發團隊負責LFSS的生產設計和製造，而我們的里斯本研發團隊則利用其在LFSS技術領域的技術能力負責LFSS的原理設計。

此外，我們位於南通的生產設施使我們能夠將研發活動與工作進行融合。例如，於我們開發雙鹼法碳捕捉系統期間，我們能夠在現實條件下快速製作樣機並測試雙鹼法碳捕捉系統，我們認為這將大幅縮短從構思到完成開發的時間。我們認為我們能夠在真實運營環境中測試新技術，這種方法不但增強了我們的創新能力，亦能持續提升我們的產品和服務。與雙鹼流程類似，在研發團隊及生產設施的共同作用下，我們已使用生產設備完成有機醇胺碳捕捉系統的建造、組裝和測試。

強大的全球服務網絡，服務多元優質的客戶群

我們位於上海的服務中心及我們的中國附屬公司為國內及全球市場提供服務。我們位於新加坡的服務中心為東南亞市場提供服務。此外，我們通過服務承包商提供全球服務，包括亞洲、歐洲、美洲及中東。我們的服務中心負責在我們的全球服務網絡提供客戶服務及技術指導，且其還進行營銷活動。

通過我們的全球服務網絡，我們為客戶提供從售前技術諮詢到售後維護的服務。此外，我們已培育一個全球服務網絡。另外，我們致力保持快速響應的溝通渠道，確保全天候確認並解決客戶反饋的問題。

我們的客戶群現在遍佈多個國家及地區，包括亞洲、歐洲、美洲及中東，展示了我們的全球影響力和客戶對我們設備及系統的信任。我們的客戶包括知名的船東及造船商及其聯屬公司，例如客戶B以及上海外高橋造船有限公司及客戶D等舉足輕重的中國企業。

全方位的定制型船舶環境保護設備及系統

我們是擁有不僅涵蓋船舶脫硫系統、船舶節能裝置及船舶清潔能源供應系統，同時還提供涵蓋社會層面的海事服務(包括船舶內裝，以改善船員的工作及生活環境)的成套設備及系統的少數從業者之一。憑藉我們全面的產品組合，我們能夠按照客戶的獨特需求為彼等提供定制的設備及系統組合。我們的定制化方法對我們的客戶有利，因為其使我們能夠客制化我們的設備及系統，從而滿足不同船舶的不同規格和技術要求。每套設備及系統均可進行定制，以符合個別的船舶類型、客戶需求、航綫及船舶登記，我們的定制從理解客戶需求開始，到進行現場3D掃描建模，形成技術建議及圖紙，其後提交至船級社及客戶供審查和認證，最後進行採購、製造、安裝及調試。

我們的主要客戶通常向我們採購多套設備及系統。例如，自二零一八年起，當我們首次與我們的主要客戶之一客戶B建立關係時，其已經採購了我們的船舶廢氣淨化系統、節能裝置，以及我們的海事服務項下的船舶內裝以及集裝箱船舶及PCTC綁扎件。另一主要客戶以在集裝箱支線市場業務而聞名，其促進貨品從主要國際航線運輸到內陸目的地，自二零二一年我們首次與其建立業務關係起亦已向我們採購船舶廢氣淨化系統、導風罩及海事服務。

強大的供應鏈管理能力及嚴格的質量控制

我們具備強大的供應鏈管理能力，該能力垂直整合我們設備及系統的所有關鍵方面。這進而亦確保了我們的質量控制。例如，我們從一家全球電氣及自動化技術供應商北京ABB電氣傳動系統有限公司獲得大中華區授權，作為國內運動控制系統整合商使用ABB的變頻驅動器(VFD)，開發及生產電氣控制系統(該系統是我們的船舶廢氣淨化系統的關鍵部分)。我們根據該工藝標準開發電氣控制系統，使我們能夠適應船舶應用環境。此外，我們向國內外知名供應商採購零部件及原材料，包括海水泵，水質分析儀，煙氣分析儀，以及氮氣系統。此外，我們認為，我們的供應鏈能力使我們能夠對成本、質量及進度保持控制權，確保可靠及具成本效益的設備及系統開發及業務運營。

此外，我們對質量的承諾透過嚴格的質量控制來實現。我們已建立產品質量控制體系且我們的生產設施已從包括法國船級社及勞氏船級社在內的主要船級社獲得對船舶廢氣淨化系統及相關產品的工廠認證。我們的產品已獲得包括美國船級社、勞氏船級社、挪威船級社、法國船級社、日本海事學會及中國船級社在內的主要船級社的認證。

通過我們的生產設施，我們生產設備及系統的核心零部件，包括船舶廢氣淨化系統的脫硫塔、電控系統、水質分析儀及煙氣閥，船舶清潔能源供應系統中的船舶與海洋工程氣體撬塊的零部件等。藉助我們自身的生產設施，通過更好地掌控生產工藝，我們可提升產品質量控制及成本效益，我們採用「以銷定產」模式，即需求導向法，從而使我們的生產計劃與銷售訂單量保持一致。此舉最大限度地減少了生產過剩和庫存過剩的風險。

具有豐富行業經驗及良好業績記錄的管理團隊

我們擁有一支經驗豐富的管理團隊，在船舶環境保護設備及系統行業領域擁有廣泛經驗，彼等帶領我們發展了我們的業務並提高了市場份額。我們管理團隊的平均行業經驗超過20年，同時擁有可準確物色潛在商機的敏銳商業洞察力。特別是，我們的董事長、執行董事及聯合創始人之一周洋先生在航運及造船業擁有超過20年的職業生涯。自二零一八年九月起，彼一直以董事長的身份領導本公司，監督我們的戰略地位、公司管治。我們的首席執行官、執行董事及聯合創始人之一趙明珠先生在航運及造船業擁有超過20年的職業生涯，主要負責我們產品的全球營銷及銷售以及全球客戶關係管理。另外，我們的執行董事、技術總監及我們的聯合創始人之一陳志遠先生在航運及造船業擁有約20年豐富經驗。彼監督我們的技術策略、研發、質量控制、流程優化以及技術效率和競爭力的提高。我們管理團隊的良好業績記錄已經證明其遠見和執行能力。其已始終如一地展示了其物色及利用商機的能力，特別是在不斷演進的船舶環境保護設備及系統領域。其戰略遠見對我們保持行業地位發揮了重要作用。

業 務

我們成功的基礎亦歸功於熟練的工程師和技術人員，彼等致力於設備及系統的研究、設計、整合、調試及維護。經驗豐富的工程師及員工對我們項目的高效執行至關重要。

我們的策略

我們計劃通過實施下列業務策略進一步鞏固我們作為船舶環境保護設備及系統提供商的地位：

進一步加大對研發及技術創新的投資，繼續豐富我們的設備及系統

作為一家船舶環境保護設備及系統提供商，加大對研發及技術創新的投資對保持競爭優勢及促進永續成長至關重要。我們將不斷分析市場趨勢並預測船舶環境保護設備及系統行業的未來發展，當中涉及投入市場研究以瞭解新興技術、不斷變化的法規及客戶需求。

- 船舶節能裝置：我們正在開發筒轉帆系統及餘熱回收系統並優化開發碳捕捉系統；
- 船舶清潔能源供應系統：憑藉我們在液化天然氣及甲醇等低碳燃料方面的經驗，我們正在加大開發力度，以納入氨等零碳燃料。我們的目標是拓展這些清潔能源資源的進一步應用，從而抓住未來的市場機遇。我們將重點發展船舶清潔能源供應系統，特別是LFSS(氨)，力爭到二零二六年之前落實；及
- 海事服務：我們正在逐步投資海事服務的開發，這將提高安全性和效率，包括PCTC熱逃逸探測系統。

通過擴大我們的產品及服務範圍，我們爭取抓住ESG監管框架及海洋環境保護相關倡議帶來的市場機會。有關我們管線產品的進一步詳情，請參閱本節「管線產品」。

此外，我們計劃收購一間持有一艘遠洋船舶的公司的控股權作為海事研發平台和一個移動展覽平台，以展示我們提供的設備及系統和管線產品。由於我們的設備及系統是在船上使用，因此擁有一艘船舶作為我們的海事研發平台至關重要，這可在現實生活中展示我們設備及系統的安全性、可靠性及有效性，從而無需將我們的設備及系統安裝在客戶的船舶上，這或會中斷彼等的運輸行程。該海事研發平台亦將使我們能夠通過到達各個港口以更靈活的方式接觸全球潛在客戶。在主要港口停靠期間，其能夠向現有及潛在客戶展示我們的設備及系統，包括管線產品。透過展示我們設備及系統在船舶的真實操作，我們希望獲得更多客戶的信任，並促使彼等就購買我們的新設備及系統的決策過程。船舶研發平台將有助於我們管線產品的開發、測試和驗證，加快產品的市場推廣，還能讓客戶在運行中而非通過閱覽圖表或模型體驗我們新設備及系統的功能和優勢。

此外，我們將繼續制定專利策略來保護知識產權，並投資於知識產權組合，以涵蓋船舶環境保護設備及系統技術領域的新發明及改進。

我們擬將全球發售的部分所得款項用於研發。更多詳情，請參閱「未來計劃及所得款項用途—所得款項用途」。

強化營銷能力，擴大全球客戶範圍

為鞏固我們的競爭地位，我們計劃通過(其中包括)利用我們的競爭優勢來吸引現有地理覆蓋範圍內外的新客戶，從而進一步滲透船舶環境保護設備及系統市場。

我們擬於主要國際航運樞紐及港口以及主要貿易路線沿線建立四間服務中心，包括在亞洲、歐洲及中東的城市，以促進市場拓展及售後服務，更好地為我們遍及全球的客戶提供服務。此外，我們的新服務中心可在我們的全球服務網絡提供更全面的客戶服務及提供技術指導，亦其可進行市場推廣活動。我們亦將升級服務中心，包括招聘更多員工及遷至面積相若的新辦公處所安排陳列室，展示我們的產品型號。我們擬將全球發售的部分所得款項用於設立新的服務中心並升級我們現有的服務中心。更多詳情，請參閱「未來計劃及所得款項用途—所得款項用途」。

此外，我們還計劃開展有針對性的營銷活動，擴大我們在全球業界範圍內的知名度。我們將積極參與國際船舶環保、船舶節能及船舶清潔能源會議、貿易展覽和展覽會，向潛在客戶及合作夥伴展示我們的產品和全球服務網絡。

通過實施該等策略，我們的目標不僅是增強我們的營銷能力，更是要在全球範圍內大幅擴大我們的客戶範圍。

進一步強化我們的製造能力

為應對南通生產基地持續的高利用率和推出潛在的新設備及系統，我們計劃在中國內地或東南亞地區租賃生產基地，具體地點將在廣泛調研後於二零二五年之前確定。生產設施將主要用於生產我們現有和日後的船舶節能裝置、船舶清潔能源供應系統及海事服務的產品。選址標準包括穩定的政治和貿易環境、扶持政策、便利的交通、具有競爭力的勞動力和能源成本、豐富的優秀人力資源、完善的供應鏈以及便捷的港口交通。選址確定後，我們將開始與相關各方商討商業條款，並執行相關必要程序，以使設施投入營運，如獲得監管機構許可及批准、購買生產設備及聘請優秀的員工。我們擬將全球發售的部分所得款項用於租賃生產設施。有關進一步詳情，請參閱「未來計劃及所得款項用途—所得款項用途」。

此外，我們計劃繼續探索與主要供應商簽訂長期合約的可能性，其中可能包括數量承諾。為減少與供應商依賴相關的風險，我們或將分散供應商。這將涉及識別和鑒定符合我們的質量和可靠性標準的其他供應商。該等安排可節省成本，並為雙方提供穩定性及可預測性。

進行策略併購或建立策略夥伴關係，鞏固我們的市場地位或擴展我們的設備及系統

為鞏固我們的市場地位及擴展我們的設備及系統，我們將積極尋求與我們核心能力和策略目標一致的策略併購。我們將對船舶環境保護設備及系統分部進行全面分析，以確定完善或增強我們的設備及系統以及我們研發實力的潛在目標。我們的選擇標準優先考慮擁有船舶氫能相關技術的公司。此外，目標公司應在創新擁有良好的記錄並具備與我們現有船舶環境保護設備及系統的協同整合潛力。我們擬將全球發售的部分所得款項用於併購。更多詳情，請參閱「未來計劃及所得款項用途—所得款項用途」。於最後實際可行日期，我們並未物色到任何潛在目標。

我們亦將尋求建立能夠提供進入新市場、獲得技術及專業知識的策略合作夥伴關係。我們力爭吸引航運業的策略性投資，同時亦正在考慮與專門從先進船舶環境保護設備及系統技術的歐洲公司建立合作夥伴關係或進行潛在收購。我們將為合作夥伴關係建立清晰的管治架構，以確保雙方遵守共同的目標，並對交付結果負責。

通過進行策略併購及建立策略合作夥伴關係，我們力爭鞏固我們的市場地位並擴展我們的設備及系統。此種雙重方法的執行重點是為我們的股東及客戶創造可持續價值。

業 務

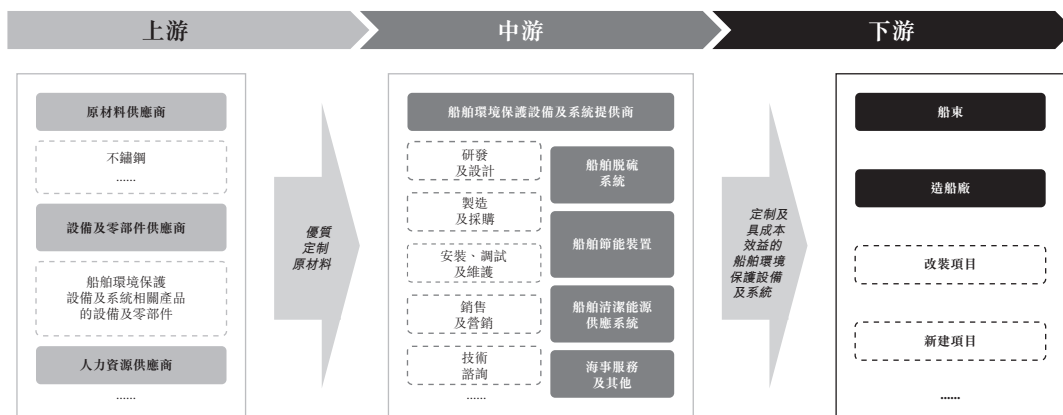
我們的業務模式

我們是一家中國船舶環境保護設備及系統提供商，服務世界各地的客戶。我們提供定制化的船舶環境保護設備及系統，客戶主要包括船東、船舶管理公司(其為船東及單船特殊目的公司管理船舶)及造船商。我們通過位於上海及新加坡的服務中心提供服務。此外，我們亦通過服務承包商提供全球服務。

我們在江蘇省南通市設有生產設施，主要為我們的船舶脫硫系統生產設備，並向供應商及原設備製造商採購產品零部件及其他產品。

全球船舶環境保護設備及系統市場主要由與海洋環境保護相關的全球及國家性規定所推動，而我們的設備及系統赋能我們的客戶遵守環境法規並提高其整體可持續性表現。

下圖顯示我們在船舶環境保護設備及系統行業的業務活動：



資料來源：弗若斯特沙利文報告

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船舶環境保護設備及系統行業的上游依賴於(其中包括)(i)提供不鏽鋼等基本材料的原材料供應商；及(ii)生產船舶環境保護設備及系統相關產品(例如脫硫塔、碳捕捉裝置、燃料供應裝置、燃料管道等)的設備及零部件供應商。在行業中游，船舶環境保護設備及系統提供商(包括我們)提供一系列產品及服務，包括研發及設計、製造及採購、安裝、試運行及維護、銷售及營銷以及技術諮詢等。在行業下游，船東、造船商及船舶環境保護設備及系統提供商合作，將這些定制且具有成本效益的船舶環境保護設備及系統集成到新船或改造現役船舶，以滿足環境標準及提高效率。

下表載列於所示期間我們自不同業務分部(按船舶類型劃分)產生的收益及其佔總收益的相應百分比：

	截至十二月三十一日止年度						截至六月三十日止六個月			
	二零二一年		二零二二年		二零二三年		二零二三年		二零二四年	
	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	%
	(未經審核)									
船舶脫硫系統	110,528	78.7	172,835	64.7	341,180	66.8	175,383	79.9	204,402	60.7
船舶廢氣淨化系統	98,960	70.4	148,282	55.5	318,987	62.5	167,016	76.1	193,628	57.5
— 改造現役船舶	85,600	60.9	114,933	43.0	205,029	40.2	151,183	68.9	26,977	8.0
— 新船	13,360	9.5	33,349	12.5	113,958	22.3	15,833	7.2	166,651	49.5
備件 ⁽¹⁾	11,568	8.3	24,553	9.2	22,193	4.3	8,367	3.8	10,774	3.2
— 改造現役船舶	11,568	8.3	24,553	9.2	21,998	4.3	8,367	3.8	10,232	3.0
— 新船	—	—	—	—	195	0.0	—	—	542	0.2
船舶節能裝置⁽²⁾	—	—	14,961	5.6	58,031	11.4	16,361	7.4	22,557	6.7
— 改造現役船舶	—	—	14,961	5.6	56,759	11.2	16,361	7.4	20,861	6.2
— 新船	—	—	—	—	1,272	0.2	—	—	1,696	0.5
船舶清潔能源供應系統	—	—	7,736	2.9	5,552	1.1	1,079	0.5	13,288	4.0
— 改造現役船舶	—	—	—	—	—	—	—	—	—	—
— 新船	—	—	7,736	2.9	5,552	1.1	1,079	0.5	13,288	4.0
海事服務	29,993	21.3	71,701	26.8	105,492	20.7	26,733	12.2	96,219	28.6
船舶內裝	17,701	12.6	37,375	13.9	50,761	9.9	12,732	5.8	60,338	17.9
— 改造現役船舶	13,743	9.8	21,939	8.2	8,688	1.7	2,990	1.4	10,638	3.2
— 新船	3,958	2.8	15,436	5.7	42,073	8.2	9,742	4.4	49,700	14.7
集裝箱船舶及										
PCTC綁扎件	11,155	7.9	22,388	8.4	33,408	6.6	9,542	4.3	30,869	9.2
— 改造現役船舶	11,155	7.9	22,388	8.4	4,032	0.8	2,228	1.0	3,610	1.1
— 新船	—	—	—	—	29,376	5.8	7,314	3.3	27,259	8.1
其他海事服務 ⁽³⁾	1,137	0.8	11,938	4.5	21,323	4.2	4,459	2.1	5,012	1.5
總計	140,521	100.0	267,233	100.0	510,255	100.0	219,556	100.0	336,466	100.0

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附註：

- (1) 備件包括客戶作為備品或在超過保修期後為更換產品購買的船舶廢氣淨化系統零件。
- (2) 除節能裝置外，我們已開發減碳系統。然而，我們於往績記錄期間及直至最後實際可行日期並無從減碳系統產生收益。
- (3) 其他海事服務包括：(i) 船舶設備及備件，包括高壓清洗機、蔬菜水培櫃、煙氣閥、預製艙變壓器等，(ii) 船員個體防護設備，(iii) 船舶改裝和船舶維修監督服務，以及(iv) 船舶網絡安全軟硬件等。其他海事服務指我們主要售予設備製造商客戶的產品，我們不知該等產品的最終用途。由於缺乏相關知識，故我們無法按船舶類型提供明細。

下表載列於所示期間我們自不同業務分部(按客戶類型劃分)產生的收益及其佔總收益的相應百分比：

	截至十二月三十一日止年度						截至六月三十日止六個月				
	二零二一年		二零二二年		二零二三年		二零二三年		二零二四年		
	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	%	
	(未經審核)										
船舶脫硫系統	110,528	78.7	172,835	64.7	341,180	66.8	175,383	79.9	204,402	60.7	
船舶廢氣淨化系統	98,960	70.4	148,282	55.5	318,987	62.5	167,016	76.1	193,628	57.5	
— 造船商	13,360	9.5	—	—	41,929	8.2	10,110	4.6	129,158	38.3	
— 船東/船舶管理公司 ⁽¹⁾	85,600	60.9	148,282	55.5	277,058	54.3	156,906	71.5	64,470	19.2	
備件 ⁽²⁾	11,568	8.3	24,553	9.2	22,193	4.3	8,367	3.8	10,774	3.2	
— 造船商	55	0.0	—	—	1	0.0	231	0.1	102	0.0	
— 船東/船舶管理公司 ⁽¹⁾	11,174	8.1	23,644	8.9	22,052	4.3	8,043	3.7	10,668	3.2	
— 其他 ⁽³⁾	339	0.2	909	0.3	140	0.0	93	0.0	4	0.0	
船舶節能裝置⁽⁴⁾	—	—	14,961	5.6	58,031	11.4	16,361	7.4	22,557	6.7	
— 造船商	—	—	—	—	1,272	0.2	—	—	1,696	0.5	
— 船東/船舶管理公司 ⁽¹⁾	—	—	14,961	5.6	56,759	11.2	16,361	7.4	20,861	6.2	

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	截至十二月三十一日止年度						截至六月三十日止六個月			
	二零二一年		二零二二年		二零二三年		二零二三年		二零二四年	
	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	%
船舶清潔能源供應系統	—	—	7,736	2.9	5,552	1.1	1,079	0.5	13,288	4.0
— 造船商	—	—	6,130	2.3	4,141	0.9	870	0.4	11,876	3.6
— 船東/船舶管理公司 ⁽¹⁾	—	—	1,005	0.4	679	0.1	209	0.1	346	0.1
— 其他 ⁽³⁾	—	—	601	0.2	732	0.1	—	—	1,066	0.3
海事服務	29,993	21.3	71,701	26.8	105,492	20.7	26,733	12.2	96,219	28.6
船舶內裝	17,701	12.6	37,375	13.9	50,761	9.9	12,732	5.8	60,338	17.9
— 造船商	6,230	4.4	21,532	8.0	34,131	6.6	7,739	3.5	43,016	12.8
— 船東/船舶管理公司 ⁽¹⁾	11,468	8.2	15,838	5.9	16,614	3.3	4,993	2.3	15,518	4.6
— 其他 ⁽³⁾	3	0.0	5	0.0	16	0.0	—	—	1,804	0.5
集裝箱船舶及 PCTC 綁扎件	11,155	7.9	22,388	8.4	33,408	6.6	9,542	4.3	30,869	9.2
— 造船商	—	—	—	—	—	—	—	—	—	—
— 船東/船舶管理公司 ⁽¹⁾	11,155	7.9	19,534	7.3	31,292	6.2	7,469	3.4	30,858	9.2
— 其他 ⁽³⁾	—	—	2,854	1.1	2,116	0.4	2,073	0.9	11	0.0
其他海事服務 ⁽⁵⁾	1,137	0.8	11,938	4.5	21,323	4.2	4,459	2.1	5,012	1.5
— 造船商	—	—	80	0.0	5,986	1.2	—	—	—	—
— 船東/船舶管理公司 ⁽¹⁾	—	—	—	—	—	—	—	—	938	0.3
— 其他 ⁽³⁾	1,137	0.8	11,858	4.5	15,337	3.0	4,459	2.1	4,074	1.2
總計	<u>140,521</u>	<u>100.0</u>	<u>267,233</u>	<u>100.0</u>	<u>510,255</u>	<u>100.0</u>	<u>219,556</u>	<u>100.0</u>	<u>336,466</u>	<u>100.0</u>

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附註：

- (1) 於往績記錄期間，由於船舶管理公司為船東管理船舶並(在部分情況下)代表船東與我們訂立合約，我們並無區分來自船東的收益及來自船舶管理公司的收益。船舶的日常運營由船東或船舶管理公司管理，其不影響我們提供產品及服務或對其收費的方式。
- (2) 備件包括客戶作為備品或在超過保修期後為更換產品而購買的船舶廢氣淨化系統零件。
- (3) 其他主要包括向設備製造商所作銷售而產生的收益。
- (4) 除節能裝置外，我們已開發減碳系統。然而，我們於往績記錄期間及直至最後實際可行日期並無從減碳系統產生收益。
- (5) 其他海事服務包括(i)船舶設備及備件，包括高壓清洗機、蔬菜水培櫃、煙氣閥、預製船艙變壓器等，(ii)船員個體防護設備，(iii)船舶改裝及船舶維修監督服務，及(iv)船舶網絡安全軟硬件等。

我們成立於二零一七年，主要專注於提供船舶脫硫系統，並持續向其他船舶設備及系統拓展。於往績記錄期間各年度或期間，我們的船舶脫硫系統一直是最大的業務分部，分別佔截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月總收益的78.7%、64.7%、66.8%及60.7%。其收益佔比的下降反映了我們實施設備及系統組合多元化的策略。

具體而言，截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月，來自海事服務的收益分別佔總收益的21.3%、26.8%、20.7%及28.6%。於往績記錄期間，海事服務的收益貢獻增加，主要歸因於(i)主要由於航運運力短缺及海運運費上升導致新船訂單激增，因而需要進行更多的船舶內裝以及綁扎件，從而導致銷售價格較高的已完工訂單增加，(ii)在勞動力短缺的情況下，造船商及船東更加重視改善船上生活條件，以吸引及留住船員，從而導致對我們的海事服務需求增加，及(iii)集裝箱海運運費的歷史性飆升以及船東對集裝箱船舶投資的相應增加，導致對我們的集裝箱船舶及PCTC綁扎件的需求增加。

於往績記錄期間，我們取得海事服務合約的策略主要涉及利用與現有客戶的關係以及透過貿易展覽、商務談判及拜訪(倘適當)積極尋求新商機。於往績記錄期間，我們海事服務的大部分收益來自多個現有客戶對船舶脫硫系統分部下達的訂單，而餘下收益來自新客戶下達的訂單。我們力求抓住一切機遇向我們其他業務分部的現有客戶交叉銷售海事服務。

業 務

於二零二四年十一月二十七日後，我們的積壓訂單(按訂單數量及價值)及將確認為收益的金額變動如下：

- (i) 船舶脫硫系統：截至二零二四年十一月二十七日，我們的手頭訂單為263份(包括24份船舶廢氣淨化系統訂單及239份備件訂單)，總合約金額為人民幣174.4百萬元，其中總合約金額為人民幣45.2百萬元的188份訂單(包括四份船舶廢氣淨化系統訂單及184份備件訂單)估計將於截至二零二四年十二月三十一日止兩個月完成。總合約金額為人民幣113.9百萬元及人民幣15.3百萬元的餘下64份訂單(包括18份系統訂單及46份備件訂單)及11份訂單(包括兩份系統訂單及九份備件訂單)估計將分別於二零二五年及二零二六年完成。
- (ii) 船舶節能裝置：截至二零二四年十一月二十七日，我們的手頭訂單為27份，總合約金額為人民幣35.4百萬元，其中總合約金額為人民幣24.5百萬元的19份訂單估計將於截至二零二四年十二月三十一日止兩個月完成。總合約金額為人民幣10.9百萬元的餘下八份訂單估計將於二零二五年完成。
- (iii) 船舶清潔能源供應系統：截至二零二四年十一月二十七日，我們的手頭訂單為70份，總合約金額為人民幣134.5百萬元，其中總合約金額為人民幣30.9百萬元的16份訂單估計將於截至二零二四年十二月三十一日止兩個月完成。總合約金額為人民幣79.7百萬元及人民幣23.9百萬元的餘下41份及13份訂單估計將分別於二零二五年及二零二六年完成。
- (iv) 海事服務：截至二零二四年十一月二十七日，我們的手頭訂單為1,297份，總合約金額為人民幣258.1百萬元，其中總合約金額為人民幣35.8百萬元的577份訂單估計將於截至二零二四年十二月三十一日止兩個月完成。總合約金額為人民幣124.4百萬元、人民幣59.0百萬元、人民幣30.2百萬元及人民幣8.7百萬元的餘下488份、222份、八份及兩份訂單估計將分別於二零二五年、二零二六年、二零二七年及二零二八年完成。

我們的設備及系統

我們擁有成套船舶環境保護設備及系統，可助力我們的客戶進行更高效及可持續的商業運營，同時滿足各項要求。此等設備及系統包括船舶脫硫系統、船舶節能裝置、船舶清潔能源供應系統及海事服務。我們亦定制設備及系統，量身訂造每名客戶的獨特需求。由於每艘船舶的規格及技術要求大相徑庭，此種方式尤為有利。

下表載列我們的業務分部以及因應不同客戶需求提供的各種主要產品或服務：

客戶需求	我們的業務分部	我們於各業務分部下的主要產品或服務
踐行海洋環境保護及遵守國際海事組織對硫含量的規定 (二零一六年)，將船舶燃料中的硫含量從3.5%降低至0.5% ⁽¹⁾	船舶脫硫系統(其旨在減少船舶的硫排放，減輕航運對空氣質量的影響)	船舶廢氣淨化系統(包括開式及混合式)

業 務

客戶需求	我們的業務分部	我們於各業務分部下的 主要產品或服務
踐行海洋環境保護及國際海事組織脫碳規定及目標(二零二一年), 在二零三零年前實現每次運輸工作的溫室氣體排放量相對於二零零八年的基準數字至少減少40% ⁽²⁾	船舶節能裝置(其包括一套降低船舶燃料消耗及減少船舶作業碳排放的設備)	節能裝置, 包括舵球、前置預旋導輪、消渦鰭、導風罩等
踐行海洋環境保護及遵守國際海事組織脫碳規定及目標(二零二三年), 在二零五零年左右實現國際航運溫室氣體淨零排放 ⁽³⁾	船舶清潔能源供應系統(其協助船舶利用清潔能源推動船舶運行)	(i) LFSS (甲醇) (ii) FGSS
踐行(其中包括)環境可持續性、運營效率及社會參與度的持續趨勢	海事服務(其旨在改善船上生活環境及精簡船舶業務)	(i) 船舶內裝, 包括提供相關設備 (ii) 集裝箱船舶及PCTC綁扎件 (iii) 其他海事服務, 包括提供船舶設備及備件, 例如高壓清洗機、船員個體防護設備、船舶網絡安全軟硬件等

附註：

- (1) 於二零一六年, 國際海事組織MEPC會議將船舶燃料中硫含量上限從3.5%削減至0.5%, 自二零二零年一月一日起生效。根據弗若斯特沙利文的資料, 於二零一六年至二零二三年間, 低硫燃料的價格高於高硫燃料的價格, 預期此價格差異於二零二四年至二零二八年間將會維持。已安裝使用高硫燃料的船舶廢氣淨化系統的船舶亦可使用低硫燃料。
- (2) 於二零二一年, 國際海事組織下轄的MEPC會議更新了船舶GHG減排目標, 力爭實現到二零三零年之前將每項運輸工作的GHG排放量最低削減40% (相對於二零零八年的基線數字)。
- (3) 於二零二三年, 國際海事組織MEPC會議更新了船舶GHG減排目標, 力爭達到峰值及其後到二零五零年前後實現國際航運業的GHG淨零排放。

業 務

下表載列我們於往績記錄期間相關業務線項下完成的訂單數量：

	截至十二月三十一日止年度			截至六月三十日 止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	船舶脫硫系統 ⁽¹⁾	9	14	37	19
船舶節能裝置 ⁽²⁾	—	9	25	8	15
船舶清潔能源供應系統	—	9	6	2	10
海事服務	258	462	989	324	728
— 船舶內裝	160	371	739	215	454
— 集裝箱船舶及 PCTC綁扎件	95	73	82	50	87
— 其他海事服務 ⁽³⁾	3	18	168	59	187

附註：

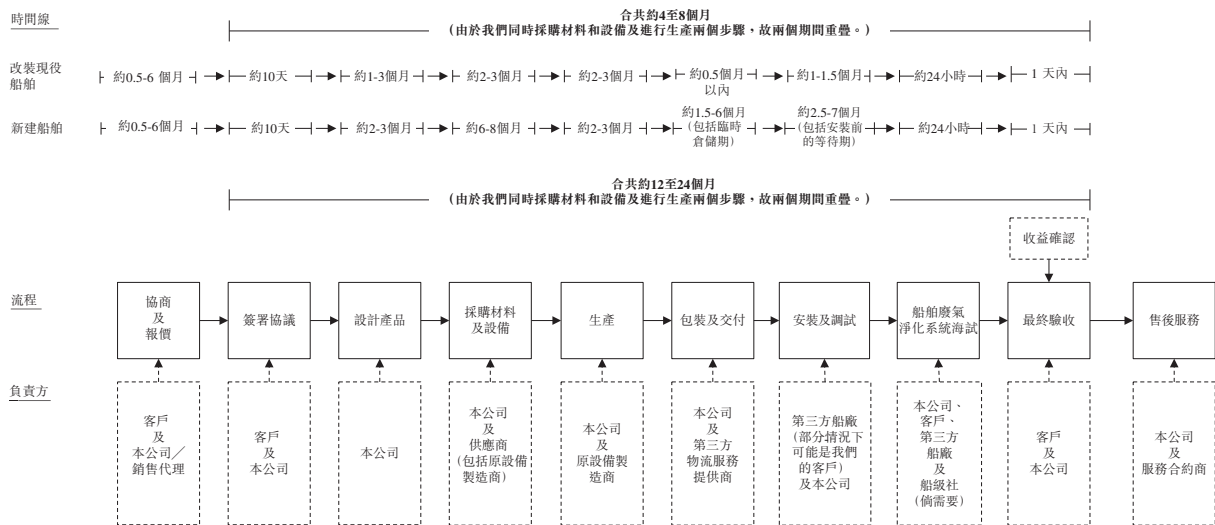
- (1) 已完工訂單數量僅反映與我們的船舶廢氣淨化系統相關的訂單，乃由於該等訂單佔船舶脫硫系統收益的絕大部分，而其餘已完工訂單主要與我們的系統備件有關。
- (2) 除節能裝置外，我們已開發減碳系統。然而，我們於往績記錄期間及直至最後實際可行日期並無安裝任何減碳系統。
- (3) 其他海事服務包括(i)船舶設備及備件，包括高壓清洗機、蔬菜水培櫃、煙氣閥、預製艙變壓器等，(ii)船員個體防護設備，(iii)船舶改裝及船舶維修監督服務，以及(iv)船舶網絡安全軟硬件等。
- (4) 整體而論，對於船舶脫硫系統、船舶節能裝置及船舶清潔能源供應系統而言，單份訂單僅涉及一艘船舶。對於我們的海事服務(包括船舶內裝子分部)而言，單份訂單可能涉及一艘或多艘船舶，原因是客戶可能會在一份訂單中為彼等的多艘船舶訂購設備。

船舶脫硫系統

我們的船舶脫硫系統旨在減少船舶的硫排放，主要包括船舶廢氣淨化系統以及我們主要間或向系統客戶提供的系統中的產品備件。我們的船舶脫硫系統佔我們收益的大部分，於二零二一年、二零二二年及二零二三年以及截至二零二四年六月三十日止六個月分別佔我們收益的78.7%、64.7%、66.8%及60.7%。我們的船舶脫硫系統經過四代升級來滿足客戶需求，具有穩定、可靠、低能耗以及脫硫反應效率高等優點。而且，我們船舶廢氣淨化系統的核心部件脫硫塔具有輕量化設計的特點，可降低船舶的功耗。此外，在設計船舶廢氣淨化系統時，我們會根據每艘船舶的運行模式定制產品，以使我們的系統更加節能。

業 務

下列流程圖載列船舶脫硫系統的實施及交易工作流程：



經與我們的客戶協商後及通過銷售代理的協助（部分情況下），我們與客戶組織報價。最終，我們與客戶簽署相關協議。在內部，我們準備項目方案，並根據計劃開始產品設計、採購及生產。產品其後由第三方物流服務提供商進行包裝及運輸。隨後，產品根據我們的指導由第三方船廠或造船廠客戶進行安裝及由我們進行調試。

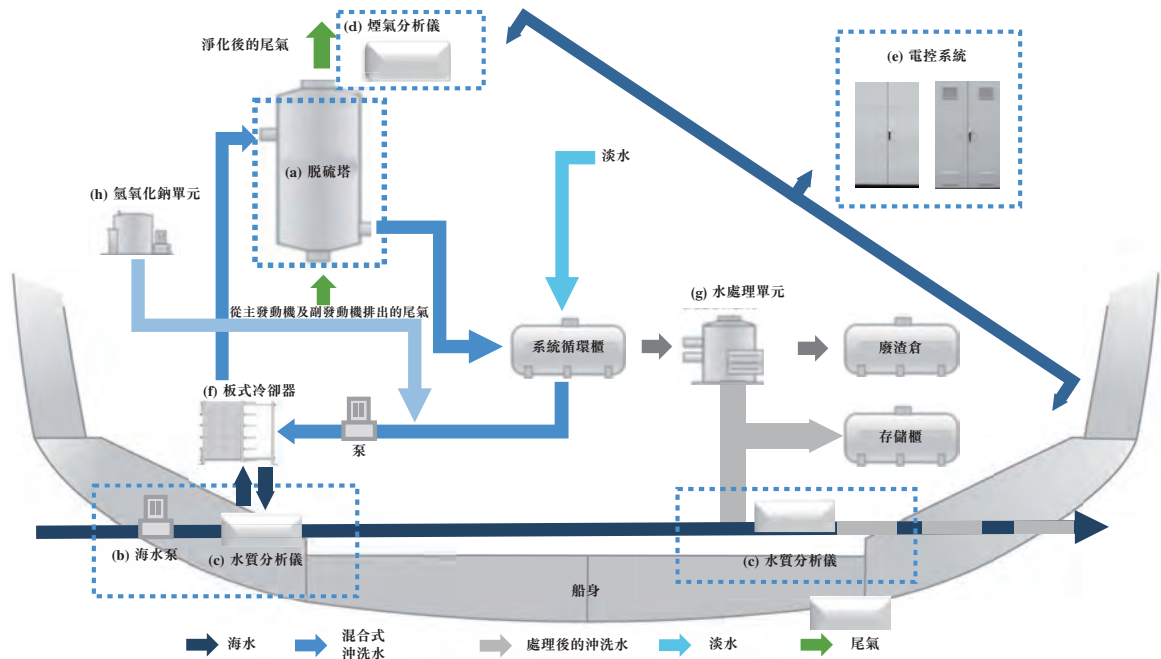
船舶脫硫系統的收益於產品的控制權移交給客戶時確認。當需要進行性能測試（包括調試測試和海試）時，控制權在頒發海試報告後轉移。在其他情況下，控制權於產品獲客戶驗收通過時轉移。海試在我們將產品運送至船廠進行安裝和調試後進行。海試通常由我們的工程師及客戶代表參加，根據監管要求，船級社可選擇地參與（倘需要）。船舶廢氣排放參數在海試期間將予以記錄。我們的工程師、客戶代表及船級社（倘參與）必須共同簽署海試報告進行確認。海試一般需耗時24小時，不包括船舶到達指定測試水域的往返時間。倘若所有參數都符合國際海事組織(IMO)的要求，則海試報告將在海試結束後立即簽署並出具。然而，倘若任何參數未能符合IMO的要求，我們可能無法獲得海試報告。截至最後實際可行日期，我們沒有出現未能獲得海試報告的情況。在最終驗收後，我們及服務承包商根據相關協議規定的保修條款提供售後服務。

對於新船，從簽署協議到最終驗收的過程一般需耗時約12至24個月。對於改裝現役船舶，從簽署協議到最終驗收及交付的過程一般需耗時約四至八個月。根據弗若斯特沙利文的資料，上述項目時間跨度整體上符合行業規範。

船舶廢氣淨化系統

我們的船舶廢氣淨化系統由各種關鍵零部件組成，包括脫硫塔、海水泵、水質分析儀、煙氣分析儀、電控系統、板式冷卻器、水處理單元及氫氧化鈉單元。

下圖說明我們船舶廢氣淨化系統的運行流程和關鍵零部件((a)至(h))：



資料來源：弗若斯特沙利文報告

附註：

- (1) 藍色虛線內的所有設備，即脫硫塔、煙氣分析儀、海水泵、水質分析儀及電控系統，用於所有類型的系統(開式及混合式)，而其他設備僅用於混合式系統。

根據弗若斯特沙利文的資料，於二零一六年至二零二三年間，低硫燃料的價格高於高硫燃料的價格，預期此價格差異於二零二四年至二零二八年間將會維持。已安裝使用高硫燃料的船舶廢氣淨化系統的船舶亦可使用低硫燃料。我們的船舶廢氣淨化系統有兩種類型：開式及混合式，這些系統類型的目標客戶對船舶服務模式有不同的偏好，同時確保煙氣排放的硫含量符合防止船舶污染國際公約(「**MARPOL**」)規定的標準。

船舶廢氣淨化系統(開式)

我們船舶脫硫系統的主要產品是船舶廢氣淨化系統(開式)，其主要以海水為介質。海水用作吸收劑，以中和煙氣中存在的硫化物。煙氣經過脫硫處理後被排放到大氣中，與硫化物反應的海水於船舶航行期間在公開作業時排出。由於僅需要少量裝置進行安裝，開式提供了一種經濟高效的解決方案，因此與混合式系統相比，設備維護更少。

船舶廢氣淨化系統(混合式)

我們的船舶廢氣淨化系統(混合式)有效結合「開式」和「閉式」系統的優點，可根據航行區域要求切換不同脫硫模式。當船舶在非排放控制區航行時，混合系統的開式將被啟用，相應的系統操作可參考上述「開式類型」。此外，當船舶在排放控制區或其他限制區域航行時，混合系統將切換到閉式；其利用混合鹼性溶液作為其洗滌介質。鹼性溶液用作吸收劑。此種吸收劑中和煙氣中存在的硫化物，反應形成硫酸鹽及水。經過脫硫過程之後，清潔的煙氣被釋放到大氣中。產生的洗滌廢液儲存在船舶的存儲櫃中。配備該系統的船舶可滿足排放控制區內航行的嚴格要求，其禁止將經處理的洗滌水直接排放入海洋。儘管我們於往績記錄期間並無從船舶廢氣淨化系統(混合式)取得任何收益，但我們於二零二三年十一月獲得該產品的六份訂單，總合約金額約為人民幣39百萬元，預計於二零二五年至二零二六年間完成。所有六份訂單均與新船有關，與改裝現役船舶相比，其需要更長時間才能獲得最終驗收。

我們的船舶廢氣淨化系統的關鍵零部件

我們的船舶廢氣淨化系統由各種關鍵零部件組成：

設備名稱	主要功能
(a) 脫硫塔	其為一個主要反應單元，海水或鹼性溶液與尾氣發生化學反應而產生廢水，廢水經處理後會被排放或儲存。因此，淨化後的煙氣會經由塔頂排放至大氣中。
(b) 海水泵	其用於抽取海水作為洗滌水。泵的工作強度由系統自動控制。此強度可根據煙氣量和高硫燃料中的硫含量進行微量調整，以達到最佳處理效果。

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設備名稱	主要功能
(c) 水質分析儀	負責海水進出口處的水質相關數據的連續在綫監測和記錄，包括水質的pH值、濁度、多環芳烴和溫度等參數，用以判斷洗滌水是否遵守國際海事組織相應標準和排放要求。
(d) 煙氣分析儀	負責煙氣出口的煙氣探測、取樣和分析。
(e) 電控系統	電控系統的作用是通過智慧感測器對海水／鹼液和煙氣的流量、壓力、溫度、液位元等信號進行分析和監控，並根據不同工況自動調整這些感測器以使脫硫系統可以穩定、可靠的運行。電控系統還可以在系統出現故障時發出報警信號。
(f) 板式冷卻器	洗滌水和混合鹼性溶液的冷卻中起着關鍵作用。
(g) 水處理單元	當系統循環櫃內的溶液濃度和殘留污染物水平達到預定閾值時，就會激活這個單元。它負責將溶液分離成其組成部分。
(h) 氫氧化鈉單元	其用於準確及定量地將鹼液輸送到船舶廢氣淨化系統(混合式)。主要功能是增加擦洗溶液的鹼度。

四代升級

我們的船舶廢氣淨化系統已經歷四代升級，以滿足客戶需求，且具有穩定、可靠、低能耗及脫硫反應效率高等特點，每次升級的詳情載列如下：

	第一代	第二代	第三代	第四代
尺寸	—	與第一代相比無變化	與第二代相比，主塔體直徑減少約3-5%，及總高度保持不變	與第三代相比，主塔體直徑保持不變，及總高度降低約10-15%

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	第一代	第二代	第三代	第四代
重量	—	與第一代相比無變化	與第二代相比，減少約2-3%	與第三代相比，減少約8-12%
其他設備	—	<ul style="list-style-type: none"> 煙氣閥⁽²⁾結構已升級以提高密封性能。 	<ul style="list-style-type: none"> 水泵被移除 經優化的傳感器、閥門及膨脹節設計，可實現更具流線型的系統及更輕鬆的操作 	<ul style="list-style-type: none"> 進一步優化的閥門 煙氣閥⁽²⁾結構升級，密封性能更佳 煙氣閥⁽²⁾加裝閥座，沖洗管被移除
脫硫效率	>86%	>97%	>97%	>97%
背壓 ⁽¹⁾	<1500 帕	<1500 帕	<1200 帕	<1100 帕
成本	—	與第一代相比增加約10%	與第二代相比減少約30%	與第三代相比減少約10%
填料	單層	雙層填料，可增強毛細作用，均勻分佈液體，提高壓力及分離性能，促進脫硫效率	優化脫硫塔中噴嘴的數量及分佈，保證脫硫效率，同時降低用水量，促進節能	更換脫硫塔的上層填料，使用背壓較低的填料可幫助減少背壓 ⁽¹⁾

附註：

- (1) 船舶的主機及輔機均有背壓極限，與其相連的裝置、管道、閥門等的總背壓不得超過發動機背壓的上限。適當控制及降低船舶廢氣淨化系統的背壓有助於降低系統的阻力及能量損失，提高發動機性能及降低功耗。
- (2) 煙氣閥管理船舶發動機的廢氣流。其不僅用於船舶廢氣淨化系統，亦用於其他設備，例如碳捕捉系統。

市場上的脫硫效率基準

在國際海事組織和地區政府的推動下，全球海運業正在經歷監管轉變，以減少硫化物排放。國際海事組織引入「排放控制區」的概念，其目標旨在通過設立特定的海洋區域來規範船舶排放。目前，全球範圍內有多個排放控制區，包括波羅的海、北海、美國和加拿大的沿海水域以及加勒比海。該等區域規定了0.1% m/m 的嚴格硫氧化物排放限制。於二零二零年一月一日，國際海事組織進一步將排放控制區之外的全球船舶燃料中的硫含量限制在不超過0.5% m/m 。此監管轉變旨在減少海上航運的污染，並鼓勵採用更清潔的燃料及技術(如廢氣淨化系統)，以符合嚴格的排放標準。

我們的船舶廢氣淨化系統在幫助船舶滿足此類嚴格的硫排放規定方面發揮著至關重要的作用。業內通常使用硫含量為2.5%至3.5%的高硫燃料。然而，我們的船舶廢氣淨化系統卻能達到97%的脫硫效率。這意味著，使用該系統後，燃油中的硫含量最多可降至約0.1%或更低，從而能夠滿足全球最嚴格的排放要求。

弗若斯特沙利文對全球排名前10位的供應商所提供的船舶廢氣淨化系統進行了比較，結果顯示，目前行業內領先產品的脫硫效率大都達到97%。因此，就產品性能而言，我們的船舶廢氣淨化系統與業內其他可比公司的產品並無明顯差異。由於97%的脫硫效率已能滿足業內最嚴格的要求，因此我們的系統符合既定的標準。

每份已完工訂單的訂單金額範圍及平均售價

於往績記錄期間各年度或期間，我們的船舶廢氣淨化系統貢獻了我們的大部分收益。於往績記錄期間，我們的改裝現役船舶及新船的船舶廢氣淨化系統的單份已完工訂單範圍分別約為人民幣3.9百萬元至人民幣16.4百萬元及人民幣6.3百萬元至人民幣9.9百萬元。

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下表載列於往績記錄期間我們的船舶廢氣淨化系統的收益、完成的訂單數量及平均售價：

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年 (未經審核)	二零二四年
收益					
改裝現役船舶(人民幣千元)	85,600	114,933	205,029	151,183	26,977
新船(人民幣千元)	13,360	33,349	113,958	15,833	166,651
總計	98,960	148,282	318,987	167,016	193,628
毛利					
改裝現役船舶(人民幣千元)	29,111	46,691	106,916	74,951	10,063
新船(人民幣千元)	5,002	18,181	63,066	9,438	91,981
總計	34,113	64,872	169,982	84,389	102,044
毛利率					
改裝現役船舶(%)	34.0	40.6	52.1	49.6	37.3
新船(%)	37.4	54.5	55.3	59.6	55.2
總計	34.5	43.7	53.3	50.5	52.7
已完成訂單的數目					
改裝現役船舶(艘)	7	10	24	17	4
新船(艘)	2	4	13	2	21
總計	9	14	37	19	25
平均售價					
改裝現役船舶(人民幣千元)	12,229	11,493	8,543	8,893	6,744
新船(人民幣千元)	6,680	8,337	8,766	7,917	7,936
平均售價	10,996	10,592	8,621	8,790	7,745

於往績記錄期間，我們用於新船的船舶廢氣淨化系統的毛利率普遍高於改裝現役船舶，乃主要由於新船通常以類似設計製造而成，使我們可分攤及節省設計成本，而改裝現役船舶則可能產生由外部供應商提供的3D掃描及修改設計等相關設計成本。

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於二零二二年，我們用於改裝現役船舶的船舶廢氣淨化系統的毛利率遠低於新船，乃主要由於我們就二零二零年所獲得與改裝現役船舶相關的若干訂單向原設備製造商採購塔體，而非自行製造。我們僅自二零二一年六月起方進行商業生產，因此我們在有關生產前會向原設備製造商下達訂單，以滿足與改裝現役船舶相關的若干訂單的原定交付時間表。然而，由於該等船舶的交付及安裝時間表有所延誤，導致該等訂單於二零二二年連同相關收益確認一併完成，令該年度的毛利率相對較低。

於二零二三年，我們用於改裝現役船舶的船舶廢氣淨化系統的毛利率與新船相若，乃主要由於(i)我們完成多宗與交付時間表緊迫的改裝現役船舶相關的訂單，並收取較高售價，導致毛利率相對較高；及(ii)於二零二三年下半年，我們完成多宗與擁有類似設計的改裝現役船舶相關的訂單，使我們可分攤及節省設計成本。

截至二零二四年六月三十日止六個月，我們用於改裝現役船舶的船舶廢氣淨化系統的毛利率遠低於新船，乃主要由於我們僅完成改裝現役船舶的四份訂單，其中涉及根據客戶要求設計獨特直徑尺寸的脫硫塔，從而增加設計成本。在並無相應大幅調整售價以保持競爭力的情況下，該等訂單的毛利率因而降低。

於二零二一年及二零二二年以及截至二零二三年六月三十日止六個月，我們的新船船舶廢氣淨化系統的平均售價低於改裝現役船舶，主要是因為改裝現役船舶的訂單涉及額外改裝成本(包括現場3D掃描及改裝設計等)，導致平均售價較高。

因涉及改裝成本，與改裝現役船舶相關訂單的單位售價通常較高，然而，於二零二三年及截至二零二四年六月三十日止六個月，我們改裝現役船舶的船舶廢氣淨化系統的平均售價低於新船舶的單價，主要原因是我們根據客戶的要求採用直徑更小的脫硫塔完成改裝現役船舶，與新船相比，其具有更低的成本及更低的平均售價。隨著脫硫塔的直徑增加，脫硫塔的鋼材用量也會增加，導致脫硫塔的成本上升。此外，相關系統設備(如海水泵和變頻驅動器(包括其數量及功率))的配置亦需要加強。

我們的船舶廢氣淨化系統的平均售價於往績記錄期間下降主要是由於我們的改裝現役船舶的船舶廢氣淨化系統之平均售價於同期下降所致。我們於二零二二年的改裝現役船舶的船舶廢氣淨化系統平均售價下降主要是由於一個已完工訂單涉及直徑為2.8米的小型脫硫塔，而二零二一年的已完工訂單不涉及這種小型脫硫塔。與二零二二年的已完工訂單相比，我們於二零二三年的改裝現役船舶的船舶廢氣淨化系統平均售價下降主要是由於已完工訂單主要涉及我們客戶所要求的較小直徑的脫硫塔。截至二零二三年六月三十日止六個月，我們根據客戶要求提供安裝服務，其中兩份訂單涉及船舶廢氣淨化系統(其安裝服務通常由第三方船廠或造船商客戶提供)及一份訂單涉及雙脫硫塔，由於所提供的額外安裝服務及多一個脫硫塔，該等訂單的平均售價較高。然而，

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於截至二零二四年六月三十日止六個月，我們在已完工訂單中並未提供該等來自客戶的特別要求，從而導致我們的改裝現役船舶的船舶廢氣淨化系統平均售價於同期下降。截至二零二四年六月三十日止六個月，本公司船舶廢氣淨化系統的平均售價為往績記錄期間的最低水平，主要是由於該期間來自新船訂單的收益比例增加，而其中由於交付的脫硫塔直徑較小導致訂單的相關平均售價下降。

於往績記錄期間，新船訂單所得收益比例增加是由於運力短缺及海運運費上漲導致新船訂單激增，此主要歸因於COVID-19疫情產生更多新船訂單，以增加運輸能力。此外，由截至二零二一年十二月三十一日止年度至截至二零二三年十二月三十一日止年度，我們的新船船舶廢氣淨化系統的平均售價上漲，乃由於我們根據客戶要求為新船訂單完成的脫硫塔直徑更大，從而令成本更高及平均售價更高。

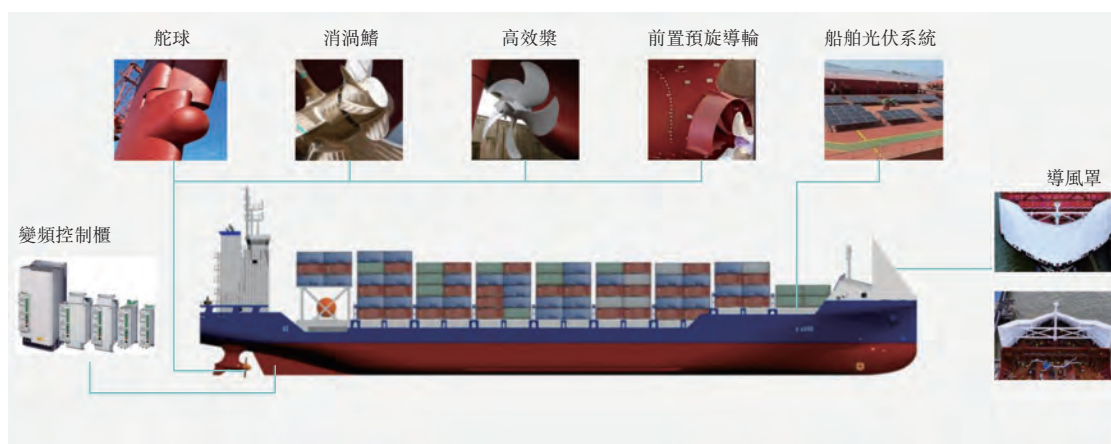
船舶節能裝置

除節能裝置外，我們已開發減碳系統。然而，於往績記錄期間及直至最後實際可行日期，我們並無就減碳系統接獲任何訂單或產生任何收益。

節能裝置

我們的節能裝置主要包括舵球、前置預旋導輪、消渦鰭、高效槳、導風罩、船舶光伏系統及變頻控制櫃，以協助船舶透過更節能的方式巡航。

下圖說明應於船舶上安裝該等設備的位置：



資料來源：弗若斯特沙利文報告

附註：

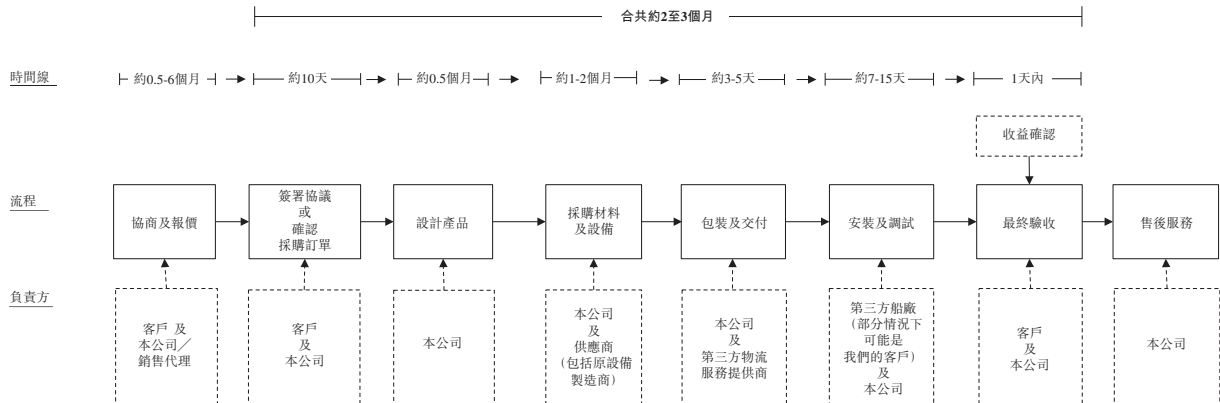
- (1) 上圖中的船舶類型僅供說明。我們的節能裝置將根據每名客戶和不同船舶類型的的要求進行定制。船舶光伏系統通常安裝在散貨船及油輪的甲板表面上。

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裝置名稱	主要功能
舵球	其可減小阻力，提高舵效。其可獲得介乎1%至3%的節能效果。
前置預旋導輪	其引入額外的導向葉片功能，提供預旋效應，從而減少槳的旋轉能量損失。這種增強對放大螺旋槳的推進效率至關重要，節能潛力介乎3%至7%。
消渦鰭	一種安裝在螺旋槳後方帶有鰭葉的新型槳帽，能夠有效降低螺旋槳轂渦能量損失；具有結構簡單、重量輕、安裝方便、安全實用等優點，其可獲得介乎2%至5%的節能效果。
高效槳	其可獲得介乎2%至6%的節能潛力。
導風罩	其可降低船舶風阻，確保節能減排效果約2%。同時不佔用船舶載貨空間。
船舶光伏系統	適配船用獨特使用環境和需求。該增強功能可使船舶發電機的燃料消耗減少約20%，進而可減少約4至5%的二氧化碳排放量。有助於解決船舶發電機產能不足的問題，增強船舶運行的整體可靠性。
變頻控制櫃	其利用遠程智能控制技術調節泵的電機頻率，從而降低泵的轉速，避免使用閘門的傳統流量控制方法造成的能量損失。這使得泵在不同負載下以最高效的速度運行，最大限度減少不必要的能源消耗。

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下列流程圖載列船舶節能裝置的實施及交易工作流程：



經與我們的客戶協商後及通過銷售代理的協助(部分情況下)，我們與客戶組織報價。最終，我們與客戶簽署相關協議或確認採購訂單。在內部，我們準備項目方案，並根據計劃開始產品設計及採購。產品其後由第三方物流服務提供商進行包裝及運輸。隨後，產品根據我們的指導由第三方船廠或造船廠客戶進行安裝及由我們進行調試。

船舶節能裝置下的節能裝置所得收益於產品的控制權移交給客戶時確認。在其他情況下，控制權於客戶簽署安裝報告及現場工作表並驗收產品後轉移。在最終驗收後，我們根據相關協議或採購訂單中訂明的保修條款提供售後服務。對於改裝現役船舶及新船，從簽署協議或確認採購訂單到最終驗收的過程通常需耗時約兩至三個月。根據弗若斯特沙利文的資料，上述項目時間跨度整體上符合行業規範。

每份已完成訂單的訂單金額範圍及平均售價

於往績記錄期間，我們的船舶節能裝置的單份已完工訂單範圍約為人民幣0.3百萬元至人民幣5.9百萬元。

下表載列於往績記錄期間我們的船舶節能裝置的收益、已完工訂單數量及平均售價：

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
收益(人民幣千元)	—	14,961	58,031	16,361	22,557
已完成訂單數量(套)	—	9	25	8	15
平均售價(人民幣千元)	—	1,662	2,321	2,045	1,504

(未經審核)

從二零二二年到二零二三年，我們的船舶節能裝置的平均售價上漲是由於二零二三年的已完工訂單的單位售價較高(如導風罩)。相比而言，二零二三年的已完工訂單包括消渦鰭、舵球及高效槳等產品，該等產品的單位售價較低。截至二零二三年六月三十日止六個月至二零二四年同期，我們的船舶節能裝置的平均售價下降是由於與二零二三年同期相比，截至二零二四年六月三十日止六個月的已完工訂單的單位售價較低(如船舶光伏系統)。

其他已開發產品—減碳系統

為遵守國際海事組織的GHG排放目標，客戶可以考慮採用船舶節能裝置與減碳系統。這些設備及系統有助於減少碳稅和交易的付款且從長遠而言符合國際海事組織的GHG排放策略。根據弗若斯特沙利文的資料，船舶節能裝置與減碳系統預計到二零二八年將達到2,686.1百萬美元。與此同時，市場份額預計將從二零二三年的10.2%增加至二零二八年的23.6%，為船舶環境保護設備及系統行業的發展提供有力的支持。

考慮到市場需求，我們已開發減碳系統，並將其視為我們的主要產品。我們的減碳系統包括(i)有機醇胺碳捕捉系統、(ii)雙鹼法碳捕捉系統及(iii)二氧化碳流量計系統。我們分別自二零二一年、二零二二年及二零二三年起一直開發雙鹼法碳捕捉系統、二氧化碳流量計系統及有機醇胺碳捕捉系統，有關開發已分別於二零二四年第四季度、二零二三年第四季度及二零二四年第二季度完成。認識到其帶動未來增長的潛力後，我們啟動全面營銷及銷售戰略，以取得訂單及建立穩定的客戶群。主要工作包括直接接觸潛在客戶，參加行業會議及展覽，展示產品的先進功能。展望未來，我們將集中加強該等促銷活動，以推動市場滲透。

有機醇胺碳捕捉系統

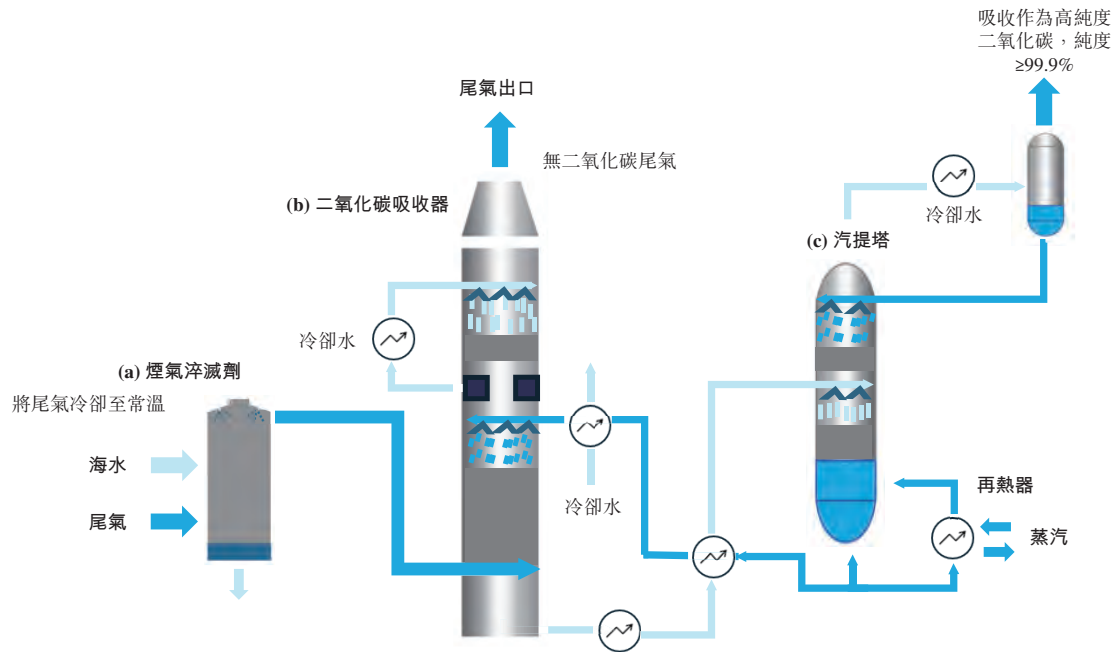
我們的有機醇胺碳捕捉系統可滿足船舶脫碳的技術標準，並可與我們的船舶廢氣淨化系統相結合。此種結合能運行一套系統，實現脫硫脫碳兩個目標。

我們的有機醇胺碳捕捉系統捕捉液態二氧化碳(CO₂)。由於捕捉的二氧化碳存儲在櫃內，故此方法對船舶空間利用的靈活度較高。此外，有機醇胺碳捕捉系統可同時實現脫硫脫碳過程，其可同時滿足船舶廢氣淨化及減碳的要求。

我們的有機醇胺碳捕捉系統的基本原理為，二氧化碳等弱酸與單乙醇胺(MEA)等弱鹼發生放熱和可逆反應，生成可溶性鹽。上述胺脫碳工藝產物可直接在船上脫附，然後通過加壓和冷卻進行液化以獲得液態二氧化碳。此液態二氧化碳可以儲存在船上，並運送到岸上。

有機醇胺碳捕捉系統雛形已完成，發展水平可嘉。美國船級社(全球公認的海事船級社)的驗船師進行的現場驗證，證實這一進步。我們的系統表現出93%的碳捕捉效能，此數據不僅表明其性能高，還表明其顯著降低船舶GHG排放的潛力。

下圖說明我們的有機醇胺碳捕捉系統的流程：



資料來源：弗若斯特沙利文報告

尾氣在進入二氧化碳吸收器(如上圖(b)處所示)之前被引入煙氣淬滅劑(如上圖(a)處所示)進行脫硫和冷卻，煙氣在此向上流動，同時胺吸收劑從塔頂向下噴灑，加快逆流接觸和反應，吸附並去除部分碳含量，然後處理後的煙氣從塔頂排出。一旦二氧化碳被吸收後，胺吸收劑從「貧」過渡到「富」溶液，並被輸送到汽提塔(如上圖(c)處所示)。在汽提塔內，富溶液被加熱到特定溫度以釋放二氧化碳，二氧化碳從塔頂排出，在處理後，被壓縮、液化及儲存，而再生的貧溶液通過熱交換器冷卻，然後再循環回二氧化碳吸收器進行連續二氧化碳吸收。

市場上的碳捕捉效率基準

於二零二三年採納的《國際海事組織減少船舶溫室氣體排放策略》為海運業制定一個遠大的減排目標，即到二零三零年溫室氣體排放量比二零零八年減少40%，到二零四零年比二零零八年減少70%。為配合國際海事組織於航運業溫室氣體的排放目標，我們已開發有機醇胺碳捕捉系統，碳捕捉效率為93%。此系統可協助我們的客戶符合國際海事組織的碳排放監管。

目前，業內的船舶減碳系統仍處於開發階段，各市場參與者都在積極開發，以滿足船舶碳排放的監管要求。不同行業參與者提供的減碳系統和技術也各不相同。例如，行業概覽一節所述的E公司提供用於吸收二氧化碳的脫碳塔，而行業概覽一節所述的B公司則提供船載碳捕捉與封存系統。

業內領先企業提供的減碳系統的平均碳捕捉效率當前主要在70–90%之間。相比之下，我們的有機醇胺碳捕捉系統在市場上具有明顯的競爭優勢。該系統使我們在滿足市場對高性能碳捕捉系統日益增長的行業需求方面更具優勢。

雙鹼法碳捕捉系統

我們的雙鹼法碳捕捉系統的過程產生固體產物碳酸鈣，其可以儲存在船舶內的指定存儲空間中，並使此方法具有成本效益。較低的相關成本使得雙鹼法特別適合不對現有結構進行重大改動的現役船舶。我們已獲得勞氏船級社對該系統的船級社原理認可。

二氧化碳流量計系統

我們的二氧化碳流量計系統是專為船舶領域開發的實時線上二氧化碳監測系統。其可以計算船舶的實時和累積碳排放量。該系統的主要組成部分包括煙氣量測量系統、煙氣分析和檢測系統以及數據分析和控制單元。

船舶清潔能源供應系統

我們的船舶清潔能源供應系統主要包括(i) LFSS(甲醇)；(ii) FGSS；及(iii)液貨系統(液化天然氣／液化石油氣／氨／液態二氧化碳) (「CHS」)。我們的客戶可按其需求購買一種或多種系統。

LFSS (甲醇)

LFSS (甲醇) 主要為主發動機提供合適溫度、壓力及流量的低閃點燃料，以滿足主發動機燃燒的要求。只有滿足這些要求，主發動機才能正常運行，該模塊主要包括氮氣系統、加注站、LFSS 撬塊、儲罐、日用罐、雙聯過濾器、閥組(「閥組」)等。

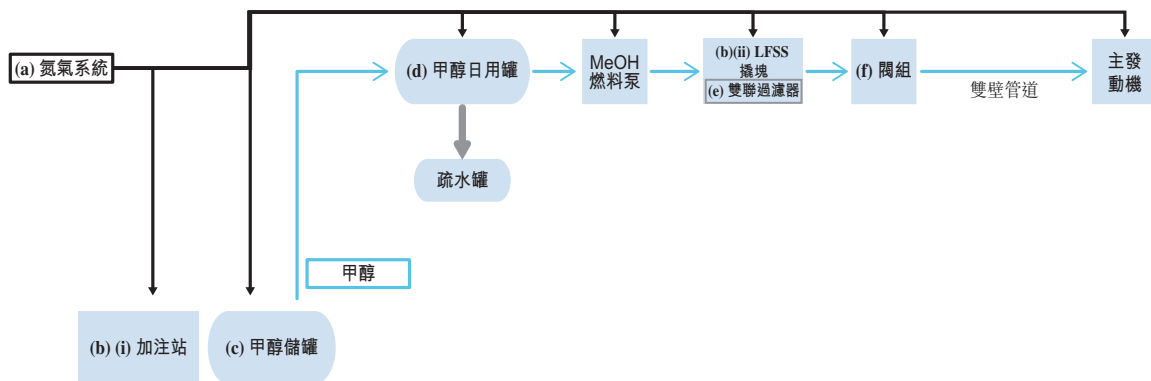
LFSS 通過加注站將液態燃料注入儲罐，然後轉運到日用罐。通過燃油泵、LFSS 撬塊、雙聯過濾器及其他相關設備，將液態燃料安全升溫升壓。當燃料達到所需的溫度及壓力後，通過閥組輸送至終端(如主發動機)。

FGSS

我們的 FGSS 是一種將儲存在船上的液化天然氣/液化乙烯氣汽化、加熱及加壓的系統，並將其提供給船舶的主發動機或其他耗氣設備。只有滿足這些要求，主發動機或其他耗氣設備才能正常運行。該模塊主要包括氮氣系統、加注站、高低壓撬塊、儲罐、日用罐、過濾器、閥組、低溫閥等。

FGSS 通過加注站將液態燃料注入儲罐。系統通過 FGSS 的高低壓撬塊控制壓力並將液態燃料升溫氣化。當燃料達到終端(如主發動機)所需的溫度時，通過過濾器及低溫閥轉運至日用罐。當需要燃料供給時，通過閥組輸送至終端。

LFSS 及 FGSS 的功能類似。LFSS 的運行原理主要涉及在環境溫度下向主發動機提供低閃點燃料，並維持合適溫度、壓力及流量。下圖說明 LFSS (甲醇) 的運作流程及關鍵零部件：



資料來源：弗若斯特沙利文報告

CHS

我們的液貨系統(液化天然氣/液化石油氣/氨/液態二氧化碳)提供量身定制的液貨系統(包括裝載、儲存、運輸及卸載)。該系統的主要功能包括：

裝載：將液貨從岸上或其他船舶裝入貨艙。

儲存：在貨艙內安全儲存液貨。

運輸：在運輸過程中對貨艙蒸發汽進行液化處理，確保液貨的穩定性。

卸載：根據需要卸載液貨到目的地。

CHS 促進通過加注站將液貨從港口或其他船舶裝載至運輸船舶的儲罐中。在運輸過程中，該系統根據需要對液貨進行升溫升壓，以保持其流動性。此外，其通過低溫閥確保流量、壓力及低溫環境的正常運行以及管理蒸汽的壓縮及再液化，以提高液化氣體運輸的效率及安全性。在到達目的地後，系統卸載液貨。整個裝卸過程通過液—氣交叉連接方法進行，確保操作靈活性和安全性。

我們的船舶清潔能源供應系統的關鍵組成部分

我們的船舶清潔能源供應系統由不同的關鍵部件組成：

設備名稱	每種設備的產品	主要功能
(a) 氮氣系統 (FGSS、LFSS 及 CHS)	膜法氮氣系統	我們的膜法氮氣系統以最高效率生產氮，專為滿足客戶的特定要求而量身定制。它具有自動開/關系統，配備水箱壓力連鎖裝置，可提高安全性和便利性。最佳控制系統經過精細調整，以管理氮氣的流速和純度，從而最大限度地延長膜盒的使用壽命。此外，該系統幾乎無需維護，因為氮氣生產過程中不涉及移動部件。

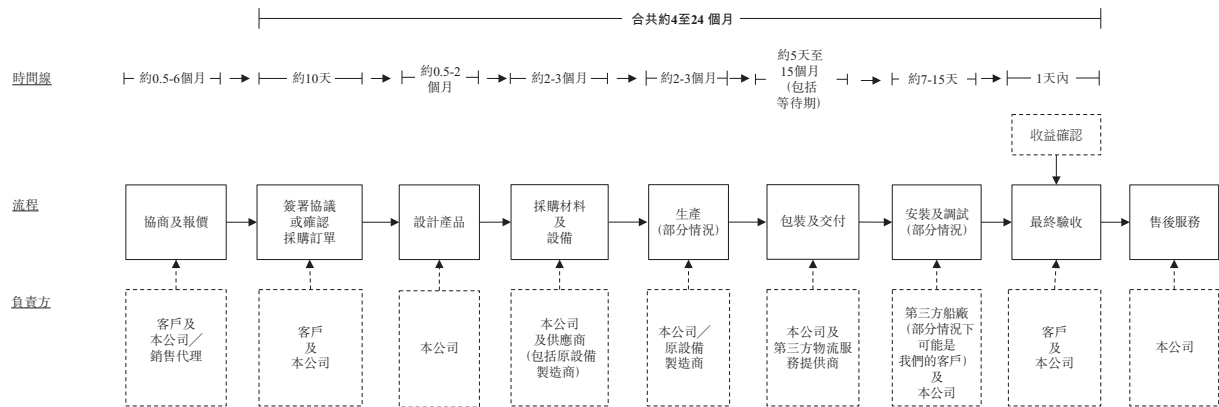
業 務

設備名稱	每種設備的產品	主要功能
	PSA 氮氣系統	我們的PSA氮氣系統的單位制氮成本最低，乃由於於碳分子篩採用的獨特填充和壓實方法，允許更大的壓實強度和更高的吸附效率。該系統自動記錄並持續監測氮氣製備的進度，確保捕捉所有操作數據以進行分析和記錄保存。一般而言，對於產生氮氣的高流量需求的應用，其成本效益較高。
(b) 船舶與海洋工程氣體類撬塊及模塊	(i) FGSS 及 LFSS 加注站	用於安全高效地加注液化天然氣或低閃點燃料，在天然氣加注到儲罐內時，對整個過程實現自動與安全的控制與監測。
	(ii) LFSS 撬塊	提供滿足主發動機工作流量、壓力和溫度要求的甲醇，通過自動控制並調節燃料供給。
	(iii) FGSS 高低壓撬塊	調節壓力、溫度及流速，整合各個加裝設備使之與船舶的原始自動化系統匹配。
(c) 甲醇儲罐 (LFSS)	不適用	是一個更大的罐體，專門用於長期儲存甲醇。它是甲醇供應鏈的關鍵組成部分，在需要時為甲醇的批量儲存提供安全穩定的環境。
(d) 甲醇日用罐 (LFSS)	不適用	是一種用於日常消耗和補充甲醇的油箱。
(e) 雙聯過濾器 (LFSS)	不適用	我們的雙聯過濾器設計用於各種LFSS，包括甲醇系統。它包含雙聯截止閥，以確保過濾器可以連續維護和保養，而不會中斷燃料供應系統的運行。另外，我們為雙聯過濾器提供的切斷系統可以防止維修過程中甲醇等危險化學品回流到操作區域，以充分確保操作者的安全。

業 務

設備名稱	每種設備的產品	主要功能
(f) 閥組 (FGSS 及 LFSS)	不適用	甲醇供應系統配有燃油閥組，將系統與主發動機隔離，便於待機和啟停操作等功能。
(g) 用於 CHS 和 FGSS 的低溫閥	(i) 球閥	採用低溫材料及特殊加工工藝設計及製造，使其滿足超低溫下的開關功能，同時具備良好密閉性。
	(ii) 截止閥	
	(iii) 止回閥	

下列流程圖載列船舶清潔能源供應系統的實施及交易工作流程：



經與我們的客戶協商後及通過銷售代理的協助(部分情況下)，我們與客戶組織報價。最終，我們與客戶簽署相關協議或確認採購訂單。在內部，我們準備項目方案，並根據計劃開始產品設計、採購及生產(部分情況下)。產品其後由第三方物流服務提供商進行包裝及運輸。隨後，產品根據我們的指導由第三方船廠或造船廠客戶進行安裝及由我們進行調試。

來自船舶清潔能源供應系統的收益於產品的控制權移交給客戶時確認。控制權於客戶簽署驗收單及驗收產品後轉移。在最終驗收後，我們根據相關協議或採購訂單中訂明的保修條款提供售後服務。對於改裝現役船舶及新船，從簽署協議到最終驗收的過程通常需耗時約四至24個月。根據弗若斯特沙利文的資料，上述項目時間跨度整體上符合行業規範。

業 務

每份已完工訂單的訂單金額範圍及平均售價

於往績記錄期間，我們的船舶清潔能源供應系統的單份已完工訂單範圍約為人民幣0.2百萬元至人民幣6.1百萬元。

下表載列於往績記錄期間我們的船舶清潔能源供應系統的收益、已完工訂單數量及平均售價：

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年 (未經審核)	二零二四年
收益(人民幣千元)	—	7,736	5,552	1,079	13,288
已完工訂單數量(套)	—	9	6	2	10
平均售價(人民幣千元)	—	860	925	539	1,329

從二零二二年到二零二三年以及截至二零二三年六月三十日止六個月至二零二四年同期，我們的船舶清潔能源供應系統的平均售價上漲歸因於新能源的日益應用。具體而言，石化船舶對氮的需求大幅增加。石化船舶對氮的需求高於新能源船舶，從而導致平均售價更高。

海事服務

我們的海事服務包括(i)船舶內裝、(ii)集裝箱船舶及PCTC綁扎件，及(iii)其他海事服務。

於往績記錄期間，我們通過貿易展會及業務洽談結識海事服務下各項子分部業務的新客戶，包括船東及造船商。我們還酌情拜訪新客戶。截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月，我們的新客戶分別為三名、三名、六名及兩名。擴大客戶群需要時間，我們在海事服務中還採用了交叉銷售的方法，旨在增強該分部客戶的粘性，並最大限度地發掘與彼等的潛在商機。提供海事服務與提供其他三個業務分部項下的設備及系統(即船舶脫硫系統、船舶節能裝置及船舶清潔能源供應系統)並非互為條件。

業 務

船舶內裝

我們為客戶提供全方位、高標準的船舶內裝服務，包括船舶生活區裝修的設計施工，以及內牆板材、地板材料、織物、船用膠、門五金等裝修材料的供應。此外，我們還提供相關設備，包括廚房和洗衣設備。船舶內裝服務不僅滿足船舶的美觀和功能需求，且亦提高船員的工作環境。

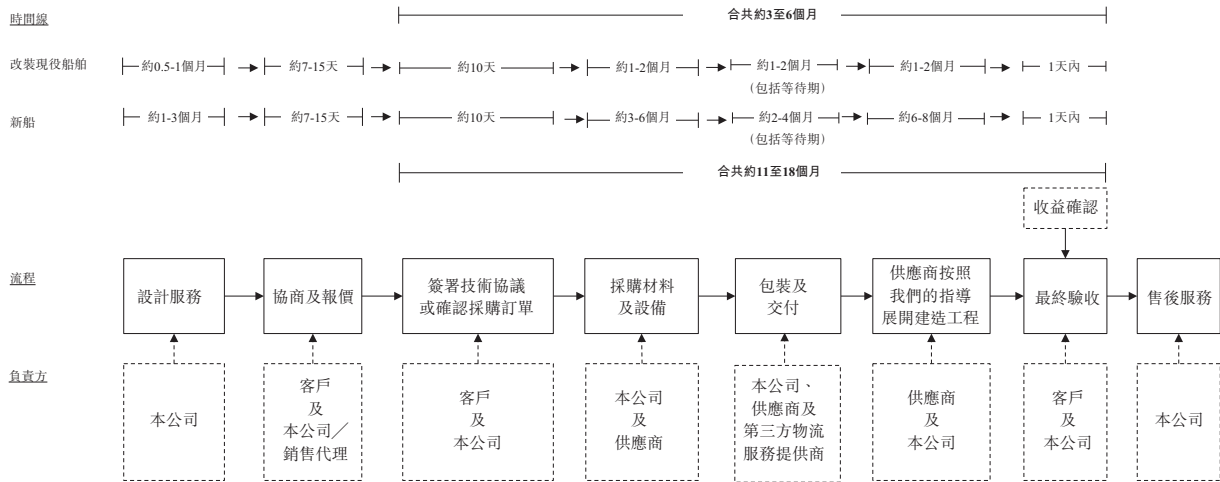
我們設計及安裝的船舶內裝成品示意圖如下：



業 務

於往績記錄期間，已有包括三家全球航運公司及八家APAC造船商在內的11名客戶向我們採購我們的船舶內裝服務。

下列流程圖載列船舶內裝服務的實施及交易工作流程：



考慮到客戶對船舶內裝服務的各種需求，我們的報價乃在我們與客戶討論後為每個項目量身定製的設計服務而作出。因此，對於船舶內裝服務，我們在報價前為客戶準備設計服務。我們根據客戶的要求組織設計，為客戶編製方案及圖紙以供協商及確認。經與我們的客戶協商後及通過銷售代理的協助(部分情況下)，我們與客戶組織報價。最終，我們與客戶簽署相關協議或確認採購訂單。在內部，我們準備項目方案，並根據計劃開始向供應商採購。相關材料及設備其後由供應商或第三方物流服務提供商進行包裝及運輸。隨後，供應商根據我們的指導展開建造工程。在最終驗收後，我們根據相關協議或採購訂單中訂明的保修條款提供售後服務。

對於新船，從設計服務到最終驗收的過程一般需耗時約11至18個月。對於改裝現役船舶，從設計服務到最終驗收的過程一般需耗時約三至六個月。根據弗若斯特沙利文的資料，上述項目時間跨度整體上符合行業規範。

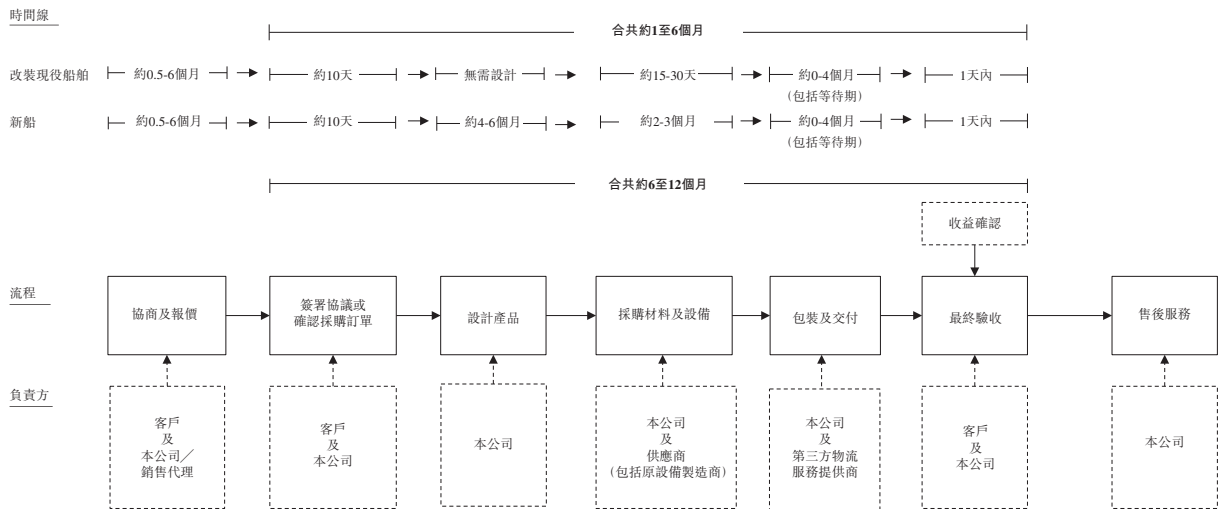
業 務

集裝箱船舶及PCTC綁扎件

我們提供集裝箱船舶及PCTC綁扎件和相關服務的設計。我們根據技術規格、行業慣例或標準和船級社規章制度的要求設計和供應產品。

於往績記錄期間，已有包括六家全球航運公司及三家APAC造船商在內的九名客戶向我們採購了集裝箱船舶及PCTC綁扎件以及相關服務。

下列流程圖載列集裝箱船舶及PCTC綁扎件以及相關服務的實施及交易工作流程：



經與我們的客戶協商後及通過銷售代理的協助(部分情況下)，我們與客戶組織報價。最終，我們與客戶簽署相關協議或確認採購訂單。在內部，我們準備項目方案，並根據計劃開始產品設計及採購。產品其後由第三方物流服務提供商進行包裝及運輸。

來自集裝箱船舶及PCTC綁扎件以及相關服務的收益於簽署收據確認函經最後驗收後確認。對於新船，從簽署協議到最終驗收及交付的過程一般需耗時約六至12個月。在最終驗收後，我們根據相關協議或採購訂單中訂明的保修條款提供售後服務。對於改裝現役船舶，從簽署協議到最終驗收及交付的過程一般需耗時約一至六個月。根據弗若斯特沙利文的資料，上述項目時間跨度整體上符合行業規範。

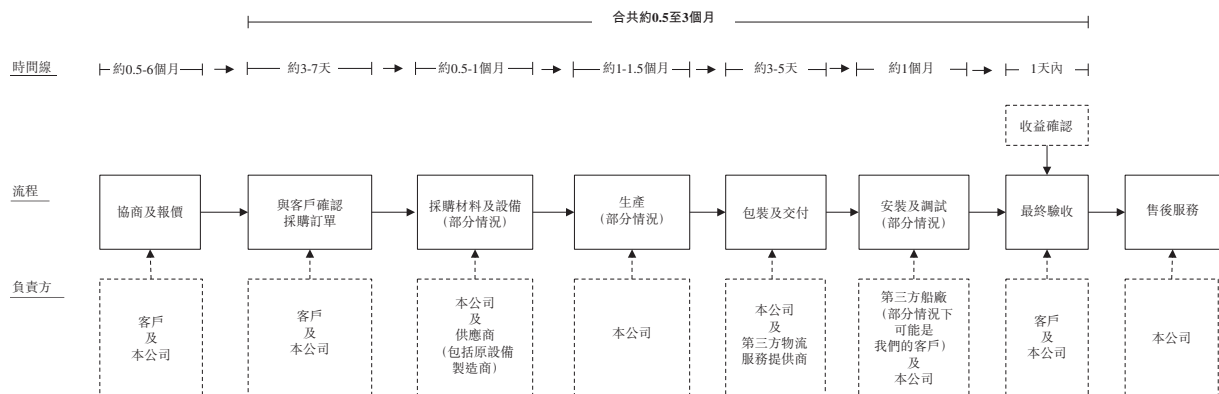
業 務

其他海事服務

我們的其他海事服務包括提供：(i)船舶設備及備件，包括高壓清洗機、蔬菜水培櫃、煙氣閥、預製艙式變壓器等；(ii)船員個體防護設備；(iii)船舶改裝及船舶修理項目監督服務；及(iv)船舶網絡安全軟硬件等。

於往績記錄期間，已有七名APAC造船商向我們採購其他海事服務。

下列流程圖載列其他海事服務的實施及交易工作流程：



經與我們的客戶協商後，我們與客戶組織報價及最終我們與客戶確認採購訂單。在內部(部分情況下)，我們準備項目方案，並根據計劃開始採購及生產。產品其後由第三方物流服務提供商進行包裝及運輸。隨後，產品根據我們的指導由第三方船廠或造船廠客戶進行安裝及由我們進行調試。

來自其他海事服務的收益於簽署收據確認函經最後驗收後確認。在最終驗收後，我們根據相關採購訂單中訂明的保修條款提供售後服務。對於新船及改裝現役船舶，整個過程通常需要耗時約兩周至三個月。根據弗若斯特沙利文的資料，上述項目時間跨度整體上符合行業規範。

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供應商與我們的角色及義務

於往績記錄期間，我們向供應商採購材料及服務，用於提供海事服務，其詳情載列如下：

	供應商提供的材料及服務	我們的角色及義務
船舶內裝：	供應商提供傢俱、地板、牆板、以及廚房及洗衣設備等材料以及提供相關安裝服務。	我們準備設計。我們向供應商採購材料及設備，同時我們根據相關船級社及船東的標準為供應商提供安裝指導。
集裝箱船舶及PCTC綁扎件：	供應商提供集裝箱船舶及PCTC綁扎件的固定配件及鬆散綁扎件。 代工供應商根據我們的設計製造產品。	我們準備設計並向客戶交付產品。
其他海事服務：		
海事設備及零配件	供應商提供材料及部件。	我們向供應商採購材料及部件，同時我們負責安裝及調試，以及將產品交付予客戶。
船員個體防護設備	供應商提供材料。 供應商根據我們的設計製造產品。	我們準備設計並向客戶交付產品。
船舶改裝及船舶維修監督服務	不適用。	我們為客戶提供船舶改裝及船舶維修監督服務。

業 務

供應商提供的材料及服務

我們的角色及義務

船舶網絡安全軟硬件

供應商提供軟硬件及相關服務。

我們準備設計並根據相關船級社及船東的標準向供應商提供安裝指導。

每份已完工訂單的訂單金額範圍及平均售價

我們海事服務的每個子分部均提供多種產品。即使在同一產品類別中，由於產品型號和其他因素(包括但不限於預期完工時間、項目複雜程度和訂單規模)的不同，產品價格也存在很大差異。因此，根據客戶對產品品種及數量的不同要求，各子分部中每份已完工訂單的訂單金額範圍很廣。於往績記錄期間，船舶內裝、集裝箱船舶及PCTC綁扎件及其他海事服務的單份已完工訂單範圍分別約為人民幣210元至人民幣5.9百萬元、人民幣780元至人民幣4.6百萬元及人民幣460元至人民幣2.9百萬元。

下表載列於往績記錄期間海事服務項下三個子分部的每份已完工訂單的平均售價：

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	(人民幣千元)				
船舶內裝	111	101	69	59	133
集裝箱船舶及PCTC綁扎件	117	307	407	191	355
其他海事服務	379	663	127	76	27

船舶內裝、集裝箱船舶及PCTC綁扎件子分部的整體平均售價低於其他備件訂單，其他備件訂單佔往績記錄期間已完工訂單數量的較大部分。倘不計及該等其他訂單，該兩個子分部的平均售價普遍遠高於此。

管線產品

通常而言，我們的開發中產品在推出之前會經歷以下階段：(i)項目開始，包括市場調查、編製項目提案及預算，以及為產品概念奠定基礎的理論研究；(ii)項目執行，包括試驗及測試，以完善其設計及功能；及(iii)項目驗收，涉及確認所有預想方面及目標均已實現的驗收測試。在若干情況下，這亦可能包括透過海試進行驗證，以在現實條件下測試產品。

下圖概述主要管線產品及其於最後實際可行日期的狀態：

名稱	設備及系統	功能及主要優勢	開發階段及 完成開發的預期時間
LFSS (氨)	船舶清潔 能源供應 系統	其負責管理整體運行，加注系統將液態氨泵入儲存系統，而供應系統則將氨氣燃料送到船舶引擎燃燒，整個過程需要小心控制壓力、溫度及安全性。	預計將於二零二五年第一季度進入項目啟動階段。驗收測試預計將於二零二六年前完成。
碳捕捉系統的優化 開發	船舶節能 裝置	我們已完成初步專為船舶應用定制的碳捕捉技術，能夠捕捉船舶尾氣中超過90%的二氧化碳排放。為應對競爭激烈的市場需求，我們旨在透過迭代開發、集成及緊密的結構設計，大幅提升系統的整體效能，再搭配智慧電控系統的開發，預計可降低超過30%的運行能耗，同時亦能提供自動運行、自我診斷及自我修復的功能，進而減少操作維護人員的需求。	預計將於二零二五年第二季度起始進入項目啟動階段。驗收測試預計於二零二六年前完成。

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名稱	設備及系統	功能及主要優勢	開發階段及 完成開發的預期時間
筒轉帆系統	船舶節能 裝置	其提高了船舶在航行過程中的推進效率。筒轉帆系統可大幅降低燃油消耗，進而降低二氧化碳排放，幫助船舶滿足國際海事組織制定的CII和EEXI規定。	預計將於二零二四年第四季度起始進入項目啟動階段。驗收測試預計將於二零二五年第三季度前完成。
餘熱利用 系統	船舶節能 裝置	該系統採用有機朗肯循環(「ORC」)技術將船舶運行過程中產生的廢熱轉化為電能。目的是提高能源利用效率，降低燃料消耗及減少排放。船舶發動機產生的大量高溫尾氣和冷卻水的熱量通過廢熱鍋爐和ORC系統轉化為蒸汽，然後驅動渦輪機發電。該系統不僅有效降低燃料成本，還減少了GHG排放，符合環境法規(例如CII和EEXI)。	該系統處於項目執行階段的系統設計階段。驗收測試預計將於二零二五年第三季度前完成。
PCTC熱逃逸探測 系統	海事服務	該系統能夠實時監測電動車附近區域的溫度變化，快速發現火災的發生，並及時觸發警報。該系統與船舶消防系統配合撲滅火災，從而減少可能發生的火災事故，並最大限度地降低人身傷亡及財產損失的風險。	該系統處於項目執行階段及已完成系統設計。驗收測試預計將於二零二五年第二季度前完成。

製造及安裝

我們採用「以銷定產」模式，這是一種需求驅動的方法，使我們的生產計劃與銷售訂單量保持一致。

在我們的生產設施中，我們生產船舶廢氣淨化系統的關鍵和核心零部件，其中包括脫硫塔、電控系統、水質分析儀、煙氣閥等、船舶清潔能源供應系統中的船舶與海洋工程氣體類撬塊及模塊以及海事服務中的高壓清洗機和蔬菜水培櫃等。

我們的生產設施

我們的生產設施策略性地位於江蘇省南通市，可便利通達我們持有港口經營許可證的一個附近內河港口，使我們能夠通過距長江河口僅10公里之遙的內河水道便捷快速地將我們的大型產品由生產設施運送到各個第三方船廠。例如，與設計帶法蘭連接的脫硫塔而需要多次運輸至港口進行船廠組裝的其他船舶脫硫系統提供商不同，我們將脫硫塔製造為全焊接單元。這不僅增強了脫硫塔的密封完整性，還大幅減少了第三方船廠的組裝時間，從而盡量降低洩露風險並提供了精簡的交付流程。我們的生產工廠建築面積約為10,000平方米，該廠已自二零二一年六月起投入商業生產，而在此之前，我們主要向原設備製造商採購。我們的生產設施集中於製造我們的船舶廢氣淨化系統的關鍵及核心設備或組件，船舶清潔能源供應系統中的船舶與海洋工程氣體類撬塊及模塊，以及海事服務中的高壓清洗機和蔬菜水培櫃。在生產設施於二零二一年開始運

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行後，我們繼續將氮氣系統及節能設備以及其他非核心產品及設備(如集裝箱船舶及PCTC綁扎件等)外判予原設備製造商。自從我們的生產設施於二零二一年六月投入商業生產以來，我們不再就脫硫塔與原設備製造商訂立採購協議。我們的僱員及合同工均在我們的生產設施內工作。下表載列於所示期間的總產量、年產能及利用率：

	截至十二月三十一日止年度			截至 六月三十日 止六個月	二零二四年 一月一日至 最後實際可 行日期期間
	二零二一年	二零二二年	二零二三年	二零二四年	
船舶脫硫系統(工作時數)	54,924	205,730	252,690	77,028	143,346
船舶節能裝置 ⁽¹⁾ (工作時數)	—	—	—	12,720	12,720
船舶清潔能源供應系統(工作時數)	—	2,028	1,560	5,444	5,444
海事服務(工作時數)	7,060	9,212	4,742	1,286	21,548
總產量(工作時數)	61,984	216,970	258,992	96,478	183,058
產能(工作時數)	128,333	220,000	220,000	110,000	188,142
利用率(%)	48.3 ⁽²⁾	98.6	117.7 ⁽³⁾	87.7 ⁽²⁾	97.3

附註：

- (1) 我們於二零二二年開始船舶節能裝置業務。從二零二二年至二零二三年，我們沒有生產船舶節能裝置下的任何產品，原因是我們將相關產品的生產外判予原設備製造商。截至二零二四年六月三十日止六個月的工作時數反映了我們碳捕捉系統的開發及原型製作所花費的時間。
- (2) 我們於二零二一年六月開始投入商業生產。於二零二一年的利用率較低乃由於我們的生產設施處於升級階段。截至二零二四年六月三十日止六個月的較低利用率主要是因為我們為海事服務客戶的訂單保留了部分產能，該訂單的協議至二零二四年七月才簽訂。
- (3) 於二零二三年的利用率超過100%，原因是我們在加班期間安排人力資源，以滿足對我們船舶脫硫設備激增的需求。根據弗若斯特沙利文的資料，於二零二三年的利用率超過100%與行業慣例一致，原因是COVID-19疫情導致二零二一年至二零二二年出現嚴重的集裝箱短缺及供應鏈中斷，令海運費率飆升。因此，許多船東推遲安裝設備及系統，因為彼等更願意讓其船舶盡可能繼續運營，以利用高價海運費。然而，隨着疫情於二零二三年緩解，海運費下降，船東更願意安裝我們的設備及系統。

由於我們產品的多樣性及定制化性質，我們通過將各類生產線工人的實際工作時間除以對應於50套脫硫塔設計年生產能力的總工時來衡量我們的生產利用率，該等產品與標準化項目有很大不同。為製造我們用於銷售的一套正常類型的脫硫塔，我們的生產一般涉及大概十名工人同時工作約4,400個工作時數。一套脫硫塔的生產週期約為55個工作日，約十名工人每天工作八個工作小時。工人可同時進行不同的生產步驟及

程序。每天工作的工人數量視乎工作任務而波動。因為每種產品均需要不同的計量單位用於生產，故工時可更直接地反映我們的生產力。使用50套脫硫塔的設計年產能乃根據投資項目備案證釐定，因此，生產50套脫硫塔的預計工時數作為生產設施設計年產能。

我們的生產設施協助確保產品質量，同時通過減少從外部供應商採購零部件的需求來實現成本效益。此外，我們的生產設施亦獲得法國船級社、勞式船級社及意大利船級社對船舶廢氣淨化系統及相關產品的工廠認證。有關更多詳情，請參閱本節「一牌照、許可證及批文」。

生產計劃以及生產及安裝流程

鑒於船舶廢氣淨化系統的複雜性，改裝一艘運營中的船舶需要對船舶結構及其電氣和管道系統進行重大修改。因此，改裝現役船舶必須在船廠停泊一段時間，以進行此改裝過程。船東通常會與我們協調改裝時間表，並計及船舶行程和泊位可用性等因素。對於新船，船舶廢氣淨化系統的安裝時間表由造船時間表決定。

對於改裝現役船舶，我們會提前與船東或第三方船廠溝通，討論設計和技術計劃，組織船舶廢氣淨化系統的生產，並與第三方船廠協調船舶進塢和改裝計劃。在整個改裝過程中，我們從最初的設計修改到最終的調試均全程參與。在船舶進入第三方船廠進行改裝前，我們會完成設計修改，並為所有參與安裝和調試的部門組織簡報會。然後，我們會根據第三方船廠的建造計劃及時間表，制定並執行一個全面的項目計劃。在安裝期間，我們的項目經理會參加與第三方船廠、船東和海事檢查員的每日會議，促進實時溝通，並通過我們的工程師提供技術支持。在安裝完成後，項目經理和我們的調試人員會共同執行調試過程，直至成功完成海上試航。

我們的營銷及技術部不時就新訂單舉辦業務和技術簡報會。工程部根據訂單要求制定和發佈產品生產計劃、產品交付及項目執行計劃，並組織工程簡報會。技術部及採購部根據這些計劃執行各自的任務，例如採購原材料、設備、備件及耗材。生產管理部會根據工程部門發佈的項目計劃，制定雙月生產計劃。製造部門根據此計劃制定每周／每日的生產時間表，並監督生產和儲存。同時，質量保證部門制定內部／外部檢查計劃，並在生產過程中進行產品檢查，以確保任務按所需的質量和數量完成。在生產完成後，生產管理部會組織編寫月度生產報告，以促進整個生產過程的持續改進。有關質量控制的詳情請參閱本節「一質量控制一生產流程質量控制」。

業 務

下圖概述我們的船舶廢氣淨化系統關鍵部分(即脫硫塔，這是我們於往績記錄期間生產的主要產品)的生產流程：



通常而言，脫硫塔的生產週期約為兩至三個月，包括(i)預製過程，其主要包括鋼板切割、銑邊、拼接鋼板及軋鋼板，需時約30天；(ii)組裝，包括初步組裝(即將預處理好的鋼板焊接構成小型組件)，中期組裝(即將小型組件焊接形成大型部件)及最終組裝(即將部件作為整體進一步組裝)，需時逾一個月；及(iii)包裝，其需時約10天。最後，將完工產品交付至第三方船廠。

我們亦生產船舶廢氣淨化系統的控制系統、水質分析儀及其他部件。完成該等部件的生產需要兩週到1.5個月的時間，其可與脫硫塔同時生產。

我們的船舶廢氣淨化系統從生產到完成訂單，包括生產(約兩至三個月)、安裝(約一至兩個月)及調試(約兩週至一個月)，大約需時四至六個月，不包括從生產完成至裝運的臨時倉儲期(約一至六個月)以及安裝前的等待期(約一至四個月)。我們的系統、設備及產品的生產、安裝和調試均受限於船東或第三方船廠的運輸、建造及修理和保養進度。通常從生產完成到安裝有約一至13個月的時間。

於往績記錄期間，我們將船舶廢氣淨化系統的若干非核心生產流程外包給承包商，如表面絕緣處理、機械加工、材料切割、鑽孔及激光切割。這些過程不被視為主要程序或關鍵技術。我們的船舶廢氣淨化系統的核心技術和附加價值主要在於我們的產品設計。

業 務

關鍵生產機械及設備

於往績記錄期間，我們的生產機械及設備大部分從中國購買。我們對生產機械及設備採用直線折舊法。

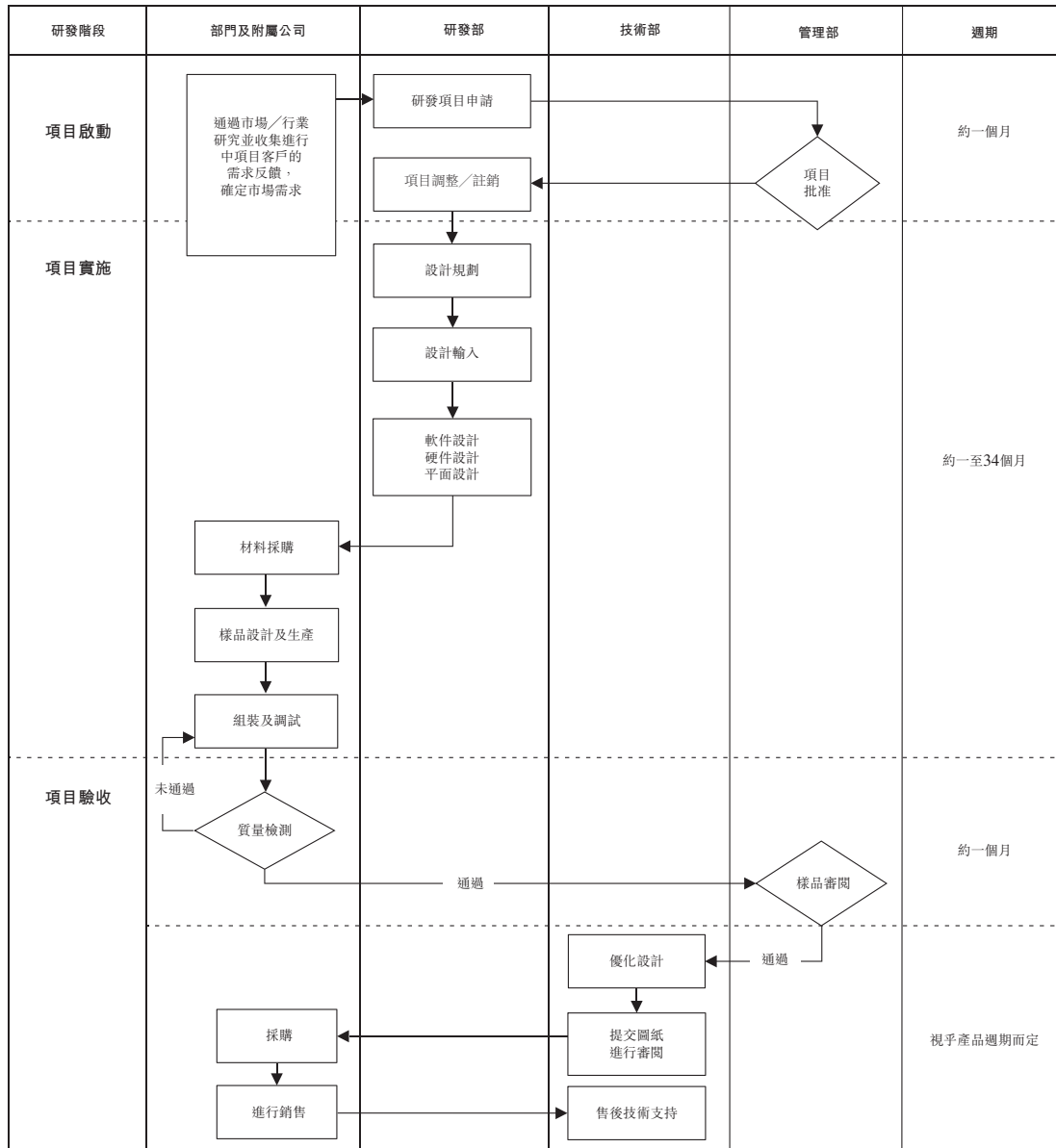
截至二零二四年六月三十日，本公司主要自有機械及設備的資料如下：

機械及設備	用途/功能	年齡	維修及保養記錄	更換或升級時間
激光切割機	鋼板切割下料	3年	每半年進行保養	二零二六年前
激光機工作平台	切割平台	3年	每半年進行保養	二零二六年前
卷板機	工作輓使板料彎曲成形	3年	每半年進行保養	二零三零年前
多功能母線加工機	剪切、沖孔、大折彎、小折彎(折回形)、壓花、壓線纜頭等	4年	每半年進行保養	二零三零年前
等離子切割機	鋼板切割下料	3年	每月進行保養	二零二六年前
搖臂鑽床	零件的鑽孔、擴孔、平面及攻螺紋等	3年	每半年進行保養	二零二六年前
電動坡口機	用於金屬構件上衝切坡口	3年	每半年進行保養	二零二六年前
真空吸吊機	利用吸盤移動工件	3年	每季度進行保養	二零二六年前
銑邊機	焊接前為鋼板開焊縫坡口	3年	每半年進行保養	二零三零年前
固定式起重機	吊運材料、半成品、製成品等	3年	每季度進行保養	二零三零年前
電動單梁起重機	吊運材料、半成品等	1年	每季度進行保養	二零三零年前
合力叉車	運送及裝卸自製半成品、外購材料、外購設備等	3.5年	每300工時進行保養	二零三零年前
葫蘆雙梁起重機	運送及裝卸自製半成品及製成品等	3.5年	每季度進行保養	二零三零年前
氬弧焊機(底部滑輪可移動式)	與自製結構件有關的焊接，例如塔架、撬塊、罐體、隔間、櫃、閥門等	3年	每月進行保養	二零二六年前
空氣壓縮機	供應壓縮空氣給氣動工具、氣密試驗等	3年	每半年進行保養	二零三零年前
空氣壓縮機	供應壓縮空氣給氣動工具、氣密試驗等	3年	每半年進行保養	二零三零年前
自調試滾輪架	根據工件直徑大小不同的需求，移動滾輪組，調節滾輪中心距滿足工件尺寸變化	3年	每半年進行保養	二零二六年前
5*2*0.75製作小平台	產品生產平台，提高製造效率	3年	每半年進行保養	二零二六年前
6*6*0.7製作大平台	產品生產平台，提高製造效率	3年	每半年進行保養	二零二六年前

業 務

研究與開發

我們的技術開發流程全面覆蓋包括技術部及研發部在內的所有業務板塊。下圖載列我們的研發工作流程，當中詳述各項工作流程：



我們的研發部根據最新的行業趨勢及市場需求進行可行性分析。於完成可行性分析後，我們的研發部提交項目申請供管理層批准。待批准後，我們的研發部根據管理層的反饋調整項目申請，完成設計規劃，並整合設計規劃。我們的研發部後續將進行軟件設計、硬件設計及建築設計，採購材料，生產原型，以及進行安裝調試。待質量檢驗成功後，我們的研發部結束研發項目。

業 務

隨後，我們的技術部對正式訂單展開細節設計及生產設計，並將圖紙提交至相關船級社進行審閱，在整個交付及售後過程中不斷優化設計。一般而論，研發項目的整體週期介乎約三個月至36個月。研發週期視乎開發中設備或系統的複雜性及規模而異。

我們的研發團隊深度參與新項目的整個周期，從最初開始構思和開發切合客戶規格的設備及系統，延伸到確保與項目目標銜接的持續執行。這些項目累積的應用和反饋有助於我們改進和完善我們的研發策略。我們的研發團隊成員平均擁有10年行業經驗，大部分持有至少學士學位，涵蓋船體設計、海洋工程、電氣工程、化學、及熱能各種專業。我們的研發團隊由陳志遠先生領導，彼持有英國紐卡斯爾大學海洋技術理學碩士學位，在航運及造船業擁有逾20年的經驗，作為本公司聯合創始人和技術總監，彼帶領團隊推進船舶環境保護設備及系統技術與產品。

我們位於上海的研發中心及研發團隊對我們的創新戰略至關重要，其旨在開拓我們的技術應用並專注於先進技術的開發和實施，例如氮氣系統項目。此外，上海的研發中心可將其研發工作整合到我們位於南通的生產設施中。例如，於我們開發雙鹼法碳捕捉系統期間，我們能夠利用我們的生產設施在現實條件下快速原型化及測試鹼法碳捕捉系統，我們認為將會大幅縮短從概念到完成開發的時間。與雙鹼工藝類似，在研發團隊和生產設施的共同努力下，我們使用生產設備成功完成了有機醇胺碳法捕捉系統的構建、組裝及測試。

同時，我們位於里斯本的研發團隊WTC引領新能源技術的定向研發，以原理設計為主，開發餘熱回收系統。

我們的技術組合滿足客戶日新月異的需求，並幫助我們保持行業趨勢的領先地位。下表載列由我們獨立開發的關鍵技術概要：

技術	技術說明	應用
船舶尾氣淨化技術 ⁽¹⁾	我們基於此項技術設計的系統可以處理尾氣及海水，以符合《MARPOL公約》規定的排放標準，滿足船舶連續長途航行的需要。此外，系統結構簡單，安裝、維護及升級的成本相對較低。另外，還可以根據不同航行區域的排放規定在開式及混合系統之間進行選擇。	應用於我們的船舶脫硫系統下的船舶廢氣淨化系統(開式及混合式)

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技術	技術說明	應用
船用清潔能源供應技術 ⁽¹⁾	甲醇、氨及其他低閃點燃料以及LNG等清潔能源的儲存和使用帶來了更高的安全要求和技術挑戰。我們的清潔能源加注技術是基於全面的仿真分析(包括管道壓力分析、振動分析、排氣排水分析)。通過集成控制、數字化檢測以及信息收集和反饋，我們的技術可以保證清潔能源的穩定供應，同時滿足船舶主機、副機的需求。	應用於我們的船舶清潔能源供應系統下的LFSS及FGSS
船用氮氣技術 ⁽¹⁾	低閃點燃料和液化天然氣的化學性質活躍，其燃爆的風險較高，需填充氮氣實現其作業環境的惰化處理，以提高船舶動力系統運行的安全性。該技術加快氮氣的船上製備及應用環境的填充。該技術通過空氣壓縮機增壓、多級濾器過濾、冷乾機乾燥等一系列工藝獲得純淨空氣，再通過膜法或變壓吸附法將空氣中的氮氣分離出來，從而得到壓力和純度都滿足船舶使用要求的氮氣；該技術還可加快將氮氣填充至管路、儲存罐等以實現燃料作業環境的惰化處理。	應用於我們的船舶清潔能源供應系統下的氮氣系統
雙鹼法脫碳技術	該技術結合開式加鹼噴淋系統，在脫碳塔中對船舶煙氣開展噴淋脫碳和氧化鈣置換反應，形成一個將二氧化碳轉化為固態化合物再利用鹼液循環使用的脫碳過程，使得船舶煙氣在原有脫硫效果上減少二氧化碳排放量10%-20%或以上。	應用於我們的船舶節能裝置下的碳捕捉系統(雙鹼法)
醇胺法脫碳技術	該技術將脫硫與脫碳結合，對船舶排放煙氣當中的二氧化碳通過醇胺溶液化學吸收進行碳捕捉，使得船舶煙氣在原有脫硫效果上減少二氧化碳排放量10%-20%或以上。	應用於我們的船舶節能裝置下的碳捕捉系統(有機醇胺法)

業 務

技術	技術說明	應用
船舶內裝設計技術 ⁽¹⁾	我們專注於提供高標準的船用內飾工程、採購和施工(EPC)組合服務，提供高科技複合材料，如內飾牆板、地板材料、織物、船用膠水、門五金等。我們將堅持在內裝系統方面的新技術研究，滿足生活區的相對標準和國際趨勢，以人為本，及以客戶為中心。	應用於海事服務

附註：

(1) 該等技術均已應用於商業生產。

此外，我們的自有生產設施使我們能夠順暢地將研發工作與實踐相結合。我們就多個項目開發了原型並進行了測試，包括LFSS撬塊、燃氣供應系統高低壓撬塊、加注撬塊、船舶光伏系統及高壓清洗機、蔬菜水培櫃以及尿素倉，這些均在我們的生產設施內進行。

由於我們的研發和創新能力，我們已憑藉創新榮獲各種獎項和認可。有關更多詳情，請參閱本節的「— 獎項及認可」。

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下表載列我們若干主要研發項目的詳情：

名稱	設備及系統	研發結果	時間線			從項目啟動到項目驗收的週期
			項目開始	項目執行	項目驗收	
第四代船舶廢氣淨化系統	船舶脫硫系統	每台泵的水量降低到60%至70%；備用泵滿足90%工作環境下的備用功能。	二零二二年第三季度	二零二二年第三季度至二零二二年第三季度	二零二二年第三季度	約兩個月
有機醇胺法碳捕捉系統	船舶節能裝置	綜合分析測試結果，得出以下結論： 1.最大碳捕捉效率：93.08% 2.先導系統運行穩定，試驗結果與設計參數一致。	二零二三年第一季度	二零二三年第一季度至二零二四年第二季度	二零二四年第二季度	約18個月
船舶光伏系統	船舶節能裝置	該系統基本上實現預先設想的功能，如通過逆變器和隔離變壓器將轉換後的電能直接整合進船舶的公共電網中。	二零二三年第一季度	二零二三年第一季度至二零二三年第三季度	二零二三年第三季度	約九個月
LFSS	船舶清潔能源供應系統	已完成可行性研究及系統原理設計，明確了主要設備參數。我們已建立設備選型基礎，具備獨立開展主要設備的採購、施工等能力。	二零二零年第二季度	二零二零年第二季度至二零二二年第四季度	二零二二年第四季度	約33個月
PSA氮氣系統	船舶清潔能源供應系統	我們掌握了系統的關鍵技術，能夠對各種主流船型進行詳細設計，儲備了一套完整的系統數據，具有開展實際項目的能力，可獨立繪製大型PSA氮氣系統研發的全套圖紙，並有系統項目選擇設備、採購、系統調試及售後保修的能力。	二零二三年第一季度	二零二三年第一季度至二零二三年第三季度	二零二三年第三季度	約六個月
船舶網絡安全軟硬件	海事服務	我們已完成設備原理及船級社規範的研究，獲得勞氏船級社頒發的原理認可證書。	二零二零年第二季度	二零二零年第二季度至二零二零年第三季度	二零二零年第四季度	約六個月

物流及存貨管理

我們的採購成本主要包括(i)生產過程中消耗的原材料，主要包括不鏽鋼板及不鏽鋼管，及(ii)我們從供應商或原設備製造商採購的產品零部件，主要包括舵球、氮氣系統、空氣壓縮機、內飾及備件。我們遵從「以產定購」原則採購原材料及產品零部件，即依據制定的生產計劃進行採購。我們直接按照該等計劃採購主要原材料及產品零部件，設定輔助材料的安全庫存數目，以確保生產不受影響。有關我們管理採購成本的各種措施的詳情，請參閱「財務資料 — 影響我們經營業績的主要因素 — 我們有效管理材料開支的能力」。

物流及倉庫

我們所運營的倉庫位於南通工廠內，主要用於存儲零部件及原材料。我們委聘第三方物流服務提供商將所有製成品從我們的工廠運送至造船廠進行安裝。原材料及零部件由供應商直接運送至我們的工廠。

我們的運營效率主要體現為倉庫日常管理及對物料出入庫的控制。物資入庫後，庫管員須根據該等物資的類別、特點、性能及預期用途對其進行分類及儲存。該流程包括將物資系統地安排至指定區域，並將該等物資詳情錄入庫存登記台帳。物資領用人於領用物資之前須填寫物資領用單。該單據由部門經理簽字授權後，方可向庫管員領取物料。

存貨管理

存貨主要包括原材料、在製品及成品。於二零二一年、二零二二年二零二三年以及截至二零二四年六月三十日止六個月，存貨周轉天數分別為82.0天、130.6天、118.7天及57.9天。我們實施嚴格的存貨控制政策，監控工廠及倉庫的存貨情況。我們通常採用「以產定購」的方式，並將庫存量維持於相對較低水平。

庫管員每月對庫存物資進行一次盤點，準確核實庫存情況，確保實際盤點數目與庫存記錄一致。該流程不僅對識別實際庫存與庫存記錄之間的差異至關重要，還可以協助我們保持最佳庫存水平，既具成本效益，又能夠響應市場需求。

質量控制

我們致力於持續提供優質產品。我們的質量控制體系能夠確保產品符合品質標準，滿足客戶的要求，最大限度地減少浪費並提升生產效率。質量控制流程涵蓋整個產品生命周期，主要包括：(i)研發活動；(ii)供應鏈管理；及(iii)生產流程。

研發質量控制

我們按照相關法律法規及行業慣例的要求開發產品。我們通過一系列流程對原型開發產品進行評估及驗證，確保產品質量並控制生產成本。新產品將於多種環境條件下經受測試，以滿足客戶的多元化需求。

供應鏈管理質量控制

我們已制定完整的政策及詳細的流程，以確保我們從供應商採購的零部件及原材料符合品質要求。就甄選及評估供應商而言，我們會進行盡職調查並考慮多種因素，包括但不限於產品或服務品質、產品生產條件及技術能力。供應商必須提供全面的文件，包括公司簡介、營業執照、稅務登記、管理體系認證、產品認證以及及環境和職業健康安全信息。根據材料的類型、功能、設計複雜性及製造複雜性，供應商按相應的質量保證要求分為三類。第一類供應商必須有質量管理保證體系，能夠處理關鍵的集成設備或子系統，並根據我們的規格生產複雜的結構部件。第二類供應商應設有檢查系統，能夠生產通用結構部件，處理具有特殊要求的標準零件，並獨立完成及驗證其所處理材料的質量。第三類供應商負責供應通用原材料及部件，不包括第一類及第二類涵蓋的原材料及部件。

我們要求供應商遵守我們的內部供應鏈管理政策。我們指定的質量控制團隊負責與供應商就品質標準進行溝通，並對樣品進行全面檢查，以確保其符合產品設計所規定的所有技術要求。樣品檢驗過程涉及從供應商處收集產品樣品，並根據我們的內部標準進行評估。倘若發現不合格樣品：(i)我們將通知供應商發現不合格樣品；(ii)供應商必須採取糾正措施解決質量問題；及(iii)將進行後續檢查，確保產品符合要求的標準。

我們按年進行供應商評估，以確保持續遵守我們的質量標準。我們可能會定期或臨時對供應商進行現場檢查，並要求供應商於發現質量問題時及時補救。我們為每位供應商保留詳細的評估記錄，備存彼等遵守質量、環境及職業健康安全標準的情況。

生產流程質量控制

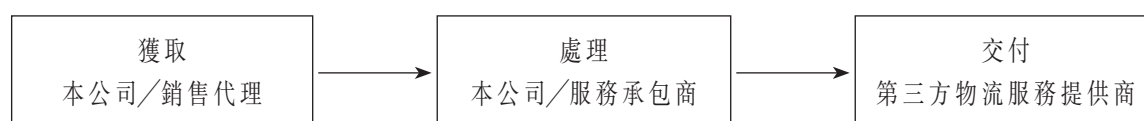
我們透過匯舸南通經營位於南通的生產設施，負責生產。我們已建立全面的生產管理及質量控制流程，首個步驟為營銷及銷售部接收銷售訂單。該等訂單隨後被上傳至企業資源規劃(ERP)系統(其有助於處理訂單並與生產管理無縫銜接)，生產管理部將根據工程部提供的項目計劃制定生產計劃。在此之後，製造部根據生產計劃制定工作計劃並組織生產活動。於生產流程結束後，品質保證部對產品進行嚴格檢查，以確保產品符合高標準要求。

我們承諾遵守適用的生產及銷售法律、法規以及國家及行業標準。我們已獲得質量管理體系認證，證明我們的研發質量管理體系以及我們的船舶設備及配件、機電設備以及環保設備的銷售服務均符合GB/T19001-2016/ISO9001:2015標準。

於往績記錄期間及直至最後實際可行日期，我們並無因質量控制問題遭遇任何重大銷貨退回、產品召回或產品責任索賠。

銷售及服務網絡

我們在獲取、處理及交付客戶訂單時分階段與不同各方接觸。程序示意圖載列如下：



促銷及銷售代理

我們一般由我們自身推廣海事服務的銷售，且我們主要利用銷售代理促進其他設備及系統的銷售。我們的銷售主要包括商務談判及招投標。商務談判為根據行業資訊渠道主動聯繫客戶或接受客戶的商務邀請。通過討論設計產品、報價及商務談判，最終獲得訂單。確認訂單後，我們與客戶簽訂合約，並開始生產。另一種方式為招投標，其包括公開招投標及邀請招投標。我們通過公開渠道或自有渠道獲取項目資料。我們其後會組織各部門確定技術解決方案及完成成本估算和其他招標材料，在獲得內部批准後進行，準備招標文件並參與投標。於中標後，我們將與客戶簽訂合約，並根據合約要求開始生產。

業 務

我們亦聘請銷售代理在彼等自身的渠道內向船東推銷及推廣我們的設備及系統。當船東表達採購需求時，銷售代理會組織我們發出報價，與船東進行磋商及溝通，同時幫助確認彼等的訂單，且我們會直接與客戶簽訂銷售協議。此後，我們根據各分部下的營運及交易流程組織產品交付及訂單付款。進一步詳情請參閱本節「我們的設備及系統」。由於大部分船舶在中國內地將進入船廠安裝相關設備及系統，彼等在中國及海外的工作或交付過程並無重大區別。有關銷售代理的詳情，請參閱本節的「營銷策略」。

下表載列所示期間按由我們自身及通過銷售代理推廣銷售劃分的收益明細：

	截至十二月三十一日止年度						截至六月三十日止六個月			
	二零二一年		二零二二年		二零二三年		二零二三年		二零二四年	
	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	%
由我們自身推廣銷售	45,634	32.5	93,822	35.1	231,572	45.4	103,879	47.3	90,484	26.9
通過銷售代理推廣銷售	94,887	67.5	173,411	64.9	278,683	54.6	115,677	52.7	245,982	73.1
總計	<u>140,521</u>	<u>100.0</u>	<u>267,233</u>	<u>100.0</u>	<u>510,255</u>	<u>100.0</u>	<u>219,556</u>	<u>100.0</u>	<u>336,466</u>	<u>100.0</u>

服務承包商

我們位於上海的服務中心及中國附屬公司面向境內及全球市場提供服務。我們於新加坡運營的服務中心涵蓋東南亞市場。我們通過包括位於亞洲、歐洲、美洲及中東的服務承包商提供全球服務。我們的服務中心負責在我們的全球服務網絡提供全面的客戶服務(包括處理及交付客戶的訂單)及提供技術指導，且彼等亦進行營銷活動。

以下是我們與服務承包商的服務協議的重要條款：

期限	一年。
服務承包商提供的服務	服務承包商應根據我們的指示提供必要的技術服務。服務承包商必須在服務執行前提交預算建議，並獲得我們的確認。在中國或海外銷售的交付流程或服務承包商在不同地理位置進行的工程並無重大差異。
我們的義務	我們應提供有關建議或所需服務的所有必要資料，包括船舶名稱、工作細節、相關時間及地點。

業 務

知識產權保護	服務承包商應採取我們可能合理要求的任何行動，以保護我們的知識產權，費用由我們承擔，並應及時以書面形式向我們通知任何實際或潛在的知識產權侵權行為。
終止	協議可由任何一方通過發送不少於三個月的書面通知予以終止，或由我們因服務承包商導致的若干違規行為或事件予以終止，或因我們導致的若干違規行為或事件而由服務承包商予以終止。
續期	除非任何一方違反協議或通知另一方終止協議，否則協議將自動延期一年。

我們為客戶提供從售前技術諮詢到售後維護的全方位服務。另外，我們已培育一個全球服務網絡。此外，我們致力保持快速響應的溝通渠道，確保全天候確認並解決客戶反饋的問題。

我們的客戶群現在遍佈多個國家和地區，包括亞洲、歐洲、美洲及中東，這顯示了我們的全球影響力及客戶對我們的設備及系統的信任。我們的客戶包括知名船東和造船商及其聯屬公司，例如客戶B以及上海外高橋造船有限公司及客戶D等舉足輕重的中國企業。我們的主要客戶通常在體驗我們的品質和服務後向我們購買多種設備及系統。例如，自二零一八年起，當我們首次建立業務關係時，我們的主要客戶之一客戶B已經採購了船舶廢氣淨化系統、節能裝置，以及我們海事服務項下的船舶內裝、集裝箱船舶及PCTC綁扎件。另一主要客戶以在集裝箱支線市場業務而聞名，其促進貨品從主要國際航線運輸到內陸目的地，自二零二一年我們首次與其建立合作關係起亦一直向我們購買船舶廢氣淨化系統、導風罩和海事服務。

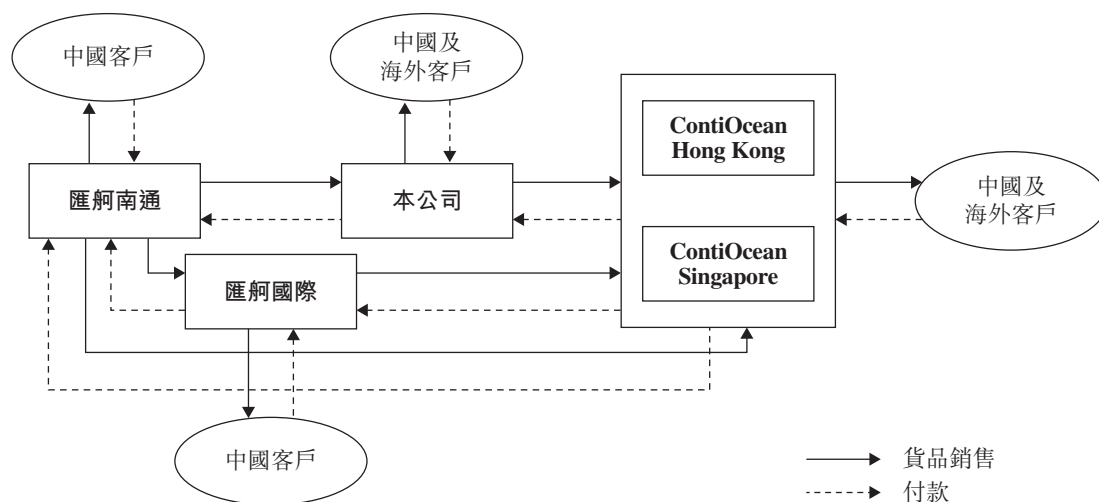
轉讓定價分析

本集團通過位於中國、香港、新加坡、葡萄牙及挪威的附屬公司經營業務，該等附屬公司履行不同職能，包括但不限於製造、銷售及營銷以及服務。於往績記錄期間，本集團位於中國、香港、新加坡、葡萄牙及挪威的附屬公司從事以下五類集團內公司間交易，即(i)產品買賣交易，(ii)技術服務，(iii)銷售支持服務，(iv)研發支持服務及(v)行政管理服務。就轉讓定價分析而言，該等集團內公司間交易在本分節統稱為「已覆蓋交易」。

業 務

公司間產品買賣交易

於往績記錄期間，本集團的整體及公司間產品買賣交易說明如下。產品主要為船舶環境保護設備及系統產品，如船舶脫硫系統、船舶節能裝置、船舶清潔能源供應系統及海事服務。



本公司向第三方客戶銷售貨品的金額及百分比概述於下表。

公司	截至十二月三十一日止年度			截至
	二零二一年	二零二二年	二零二三年	二零二四年 六月三十日 止六個月
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
匯舸南通				
向第三方銷售	15,142	13,696	26,731	28,047
向第三方銷售(%)	46.8%	16.2%	16.9%	24.3%
本公司				
向第三方銷售	34,712	91,160	273,563	83,918
向第三方銷售(%)	85.9%	83.9%	85.3%	70.6%
匯舸國際				
向第三方銷售	未成立		1,288	1,969
向第三方銷售(%)	未成立		21.9%	8.8%
ContiOcean Hong Kong				
向第三方銷售	32,055	23,506	140,084	59,998
向第三方銷售(%)	100%	100%	97.1%	99.4%
ContiOcean Singapore				
向第三方銷售	56,638	79,528	45,575	131,035
向第三方銷售(%)	100%	100%	98.6%	100%

業 務

本公司向第三方採購貨品的金額及百分比概述於下表。

公司	截至十二月三十一日止年度			截至
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	六月三十日 止六個月 人民幣千元
匯舸南通				
向第三方採購	30,385	103,381	129,118	50,171
向第三方採購(%)	100%	100%	96.4%	99.2%
本公司				
向第三方採購	7,380	25,085	49,096	21,209
向第三方採購(%)	30.1%	26.5%	31.1%	34.9%
匯舸國際				
向第三方採購	未成立		5,260	25,504
向第三方採購(%)	未成立		92.1%	96.2%
ContiOcean Hong Kong				
向第三方採購	19,950	13,458	44,408	17,117
向第三方採購(%)	79.2%	74.8%	56.0%	37.7%
ContiOcean Singapore				
向第三方採購	106,906	6,531	25,569	9,640
向第三方採購(%)	99.6%	30.9%	39.7%	11.5%

在定價政策方面，我們考慮公司層面的經營利潤率。在與第三方客戶的銷售交易中，其涉及貨品銷售及提供技術活動，如船舶環境保護設備及系統產品的設計、安裝、調試及維護。本公司負責通過自身及關聯公司（匯舸南通、匯舸國際、ContiOcean Hong Kong及ContiOcean Singapore）展開向客戶進行銷售的技術活動。因此，除了產品買賣交易下的公司間付款外，技術服務費由關聯公司支付予本公司。本集團認為，考慮到匯舸南通、匯舸國際、ContiOcean Hong Kong及ContiOcean Singapore履行的整體職能及參與本集團業務價值鏈的程度，彼等有權在公司層面賺取目標範圍的經營利潤率。下表概述本公司、匯舸南通、匯舸國際、ContiOcean Hong Kong及ContiOcean Singapore的公司層面經營利潤率。

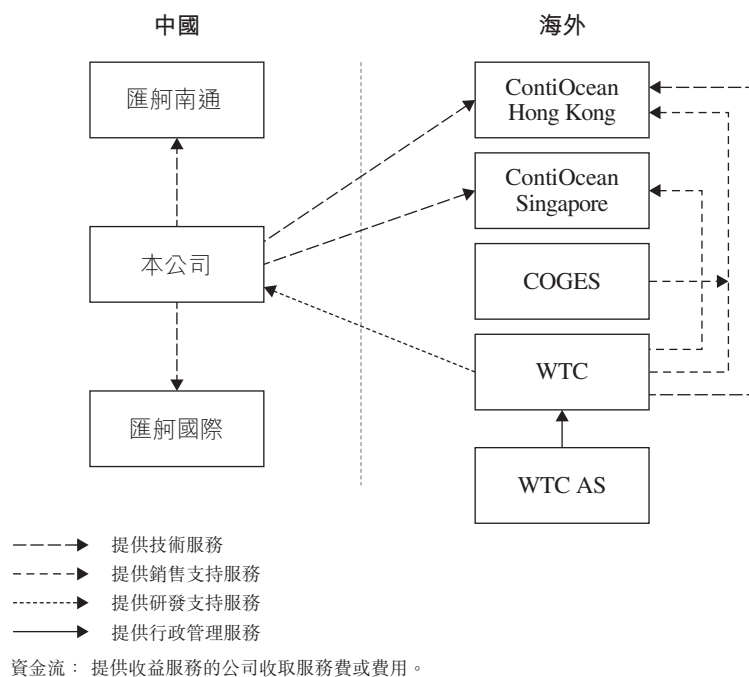
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公司經營利潤率	截至十二月三十一日止年度			截至 二零二四年 六月三十日 止六個月
	二零二一年	二零二二年	二零二三年	
本公司	14.7%	16.0%	33.8%	41.6%
匯舸南通	1.8%	11.9%	1.6%	6.8%
匯舸國際	未成立		15.68%	7.68%
ContiOcean Hong Kong	1.8%	1.6%	5.36%*	4.2%
ContiOcean Singapore	-1.9%	8.3%	14.47%	5.2%

(* 正常經營利潤率不包括與第三方進行的部分一次性交易。)

公司間服務提供交易

於往績記錄期間，集團公司間提供四類服務，分別為技術服務、銷售支持服務、研發支持服務及行政管理服務。



轉讓定價特徵

本集團委聘獨立轉讓定價稅務顧問(即德豪稅務顧問有限公司)(「轉讓定價稅務顧問」)對已覆蓋交易進行轉讓定價評估及基準研究。轉讓定價評估乃根據香港、中國、新加坡及經合組織轉讓定價指南的相關轉讓定價法規進行。香港、中國、新加坡、葡萄牙及挪威的司法管轄區承認經合組織轉讓定價指南及當地轉讓定價指南法規在很大程度上符合經合組織轉讓定價指南的精神。

我們是一間中國船舶環境保護設備及系統提供商，服務世界各地的客戶。主要業務是在本集團產品(即船舶環境保護設備及系統產品)的整個項目生命週期中進行產品開發，通過自身及關聯公司向客戶銷售該等產品，同時為本集團客戶承擔技術及售後活動，例如設計、安裝、調試及維護，以確保產品在客戶船舶上正確安裝及運行。本公司在監督及控制本集團的製造、貿易、研發及整體業務活動方面具有重要的經濟人職能和財務能力，因此承擔了本集團整體業務的主要市場風險、研發風險、產品責任風險及信用風險。本公司的特徵是企業家。

匯舸南通的主要活動主要是通過自身及關聯公司製造集團的產品及向客戶銷售。其亦開展產品層面的研發活動。匯舸南通主要承擔製造及研發風險(在生產層面)、有限市場風險及產品責任風險，其特徵是合約製造商。

匯舸國際的主要活動是根據本公司的指示及要求，處理向第三方供應商採購船舶環境保護設備及系統產品以及行政任務，以出口貨品至ContiOcean Hong Kong及ContiOcean Singapore以及少數第三方客戶。匯舸國際承擔有限的市場風險，其特徵為有限風險分銷商。

ContiOcean Hong Kong與關聯方及第三方訂立船舶環境保護設備及系統產品的採購及銷售合約。然而，ContiOcean Hong Kong僅進行業務開發及營銷活動，不承擔任何面向客戶銷售的產品開發、製造、技術及售後活動。因此，ContiOcean Hong Kong的特徵是銷售代理，承擔有限的市場風險。

ContiOcean Singapore與關聯方及第三方訂立船舶環境保護設備及系統產品的採購及銷售合約。然而，ContiOcean Singapore僅進行業務開發及營銷活動，不承擔任何面向客戶銷售的產品開發、製造、技術和售後活動。因此，ContiOcean Singapore的特徵是銷售代理，承擔有限的市場風險。

COGES的主要活動是為非中國客戶開發及營銷本集團的產品。其不承擔任何產品開發、製造、分銷、技術及售後活動，因此承擔有限的市場風險。COGES的特徵是銷售代理。

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WTC負責為關聯公司提供技術支持、研發支持、業務開發及營銷活動。其承擔有限的研發風險及市場風險，原因是其按照關聯公司的指示及要求提供該等服務。WTC的特徵是服務提供商及銷售代理。

作為一家初創公司，WTC AS負責處理及傳遞WTC人員的工資單。其不承擔任何業務風險，其特徵為行政服務提供商。

轉讓定價評估

從轉讓定價的角度看，本公司是本集團的企業家。在關聯公司(匯舸南通、匯舸國際、ContiOcean Hong Kong、ContiOcean Singapore、COGES, WTC及WTC AS)因彼等於已覆蓋交易中的角色和責任獲得公平回報後，本集團業務的剩餘利潤(或虧損(如有))由本公司保留(或吸收)。轉讓定價稅務顧問根據已覆蓋交易的性質和特徵，在其進行基準研究時選擇最合適的轉讓定價分析方法。轉讓定價方法就其於往績記錄期間涉及已覆蓋交易而確立如下。

根據所概述的已覆蓋交易，匯舸南通、本公司、匯舸國際、ContiOcean Hong Kong、ContiOcean Singapore、COGES、WTC及WTC AS獲選為測試方，原因是彼等承擔已覆蓋交易的日常製造、分銷及服務職能。下文載列各測試方的基準分析詳情：

測試方	基準分析	轉讓定價方式	利潤水平指標 (「利潤水平指標」)
匯舸南通	亞太地區製造商	交易淨利潤法 (「交易淨利潤法」)	淨成本加成 (「淨成本加成 ¹ 」)
匯舸國際	亞太地區分銷商	交易淨利潤法	經營利潤率 (「經營利潤率 ² 」)
本公司、WTC	亞太地區技術服務	交易淨利潤法	淨成本加成
ContiOcean Hong Kong、 ContiOcean Singapore、 COGES、WTC	銷售代理	內部可比不受控制 價格(「可比不受 控制價格」)方法	佣金 (銷售百分比)
WTC AS	簡化法(無基準)	交易淨利潤法	盈虧平衡至5%淨 成本加成

根據交易淨利潤法，對亞太地區的製造商、分銷商及技術服務進行了上述基準分析，以確定測試方的公平回報。為確定可比公司，我們使用了由Bureau Van Dijk(「BvD」)提供的OSIRIS數據庫。首先，搜查過程根據相關的標準行業代碼及亞太地區的地理位置確定潛在的活躍可比公司庫。其次，應用定量標準剔除於往績記錄期間的財務數據不足或持續虧損的公司。第三，對數據庫中的業務說明、財務數據及其他來源(例如公司

¹ 淨成本加成=經營利潤/總成本
 經營利潤=銷售收益-銷售成本-經營開支
 總成本=銷售成本+經營開支
 經營開支=分銷及銷售開支+行政開支+研發開支

² 經營利潤率=經營利潤/銷售收益

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網站、年報)的資料進行定性篩選，剔除功能或產品／服務與測試方的功能及產品／服務有重大不同的公司。經過應用上述搜查及篩選標準，確定在所履行的職能及測試方承擔的風險方面具有可比性的獨立公司。我們概述其與往績記錄期間有關的可用財務業績(即淨成本加成或經營利潤率的利潤水平指標)，以計算四分位數範圍，作為公平回報。

根據以銷售代理為特徵的測試方的內部可比不受控制價格方法，基於本集團於往績記錄期間聘請獨立銷售代理開展銷售及業務開發活動，與測試方具有類似銷售及業務開發活動的獨立協議被接受為可比協議。我們概述佣金付款以計算四分位數範圍作為公平回報。

匯舸南通的特徵是合約製造商。於二零二一年，匯舸南通的二零二一年淨成本加成為1.82%，低於二零二一年5.92%至13.92%的公平淨成本加成。鑒於本公司的特徵為企業家，在其就已覆蓋交易的角色及責任以公平回報補償關聯公司後，整體業務的剩餘利潤(或虧損(如有)應保留並由本公司擁有。因此，本公司應向匯舸南通支付二零二一年公平淨成本加成的報酬。鑒於本公司的企業所得稅稅率為15%，而匯舸南通於二零二一年的企業所得稅稅率為25%，企業所得稅風險乃根據10%的稅率差異進行估計。根據量化，從本集團的財務角度來看，二零二一年的中國企業所得稅風險金額並不重要。從二零二二年至截至二零二四年六月三十日止六個月，整體而言，鑒於本公司與匯舸南通在中國的企業所得稅率均為15%(作為高科技企業)，因此不存在轉讓定價風險，原因是本公司與匯舸南通之間的利潤分配將不會有整體企業所得稅影響。

匯舸國際的特徵是有限風險分銷商。匯舸國際從二零二三年至截至二零二四年六月三十日止六個月的平均經營利潤率為9.35%，高於二零二三年2.80%至5.09%的公平範圍經營利潤率。由於本公司負責匯舸國際的貿易交易中涉及的銷售、營銷及技術活動，因此超額利潤(公平範圍以上)應由本公司賺取。鑒於本公司的15%企業所得稅稅率高於匯舸國際的5%³實際企業所得稅稅率，超額利潤可能會產生10%的稅率差異。根據量化，從本集團的財務角度來看，二零二三年及截至二零二四年六月三十日止六個月的中國企業所得稅風險金額並不重大。

ContiOcean Hong Kong的特徵是銷售代理。ContiOcean Hong Kong從二零二一年至截至二零二四年六月三十日止六個月的平均正常經營利潤率為4.28%(不包括二零二三年的部分一次性交易)，其位於3%至6%的公平佣金比率範圍內。

³ 匯舸國際的企業所得稅稅率 — 從二零二三年一月一日至二零二四年十二月三十一日，對於年度應課稅收入不超過人民幣100萬元的小型企業，25%的應課稅收入將納入企業所得稅計算，須按20%的企業所得稅稅率納稅。其意味著實際企業所得稅稅率為5%。

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一次性交易為僅與第三方進行的貿易交易。就該等貿易活動而言，ContiOcean Hong Kong向本公司支付技術服務費，以向其客戶提供技術服務(例如安裝、調試及維護)。技術服務費的淨成本加成為39.12%，高於二零二三年2.77%至29.71%的公平範圍。這表示ContiOcean Hong Kong補償本公司的金額高於公平技術服務費。根據量化，從本集團財務角度來看，二零二三年香港利得稅風險金額並不重大。

ContiOcean Singapore的特徵是銷售代理。ContiOcean Singapore從二零二一年至截至二零二四年六月三十日止六個月的平均經營利潤率為4.02%，位於3%至6%的公平佣金比率範圍內。

COGES的特徵是銷售代理。COGES從二零二一年至截至二零二四年六月三十日止六個月的銷售佣金收入為銷售合約價格的3%，位於3%至6%的公平佣金比率範圍內。

WTC的特徵是銷售代理及服務提供商。對於截至二零二四年六月三十日止六個月：

WTC就提供合約研發支持服務從本公司賺取服務費，淨成本加成為166%。

WTC就提供技術支持服務從ContiOcean Hong Kong賺取服務費，淨成本加成為185%。

WTC從ContiOcean Hong Kong及ContiOcean Singapore收取的銷售佣金為銷售合約價格的3%至5%，位於3%至6%的公平佣金比率範圍內。

WTC AS的特徵是行政管理服務提供商，於截至二零二四年六月三十日止六個月為WTC處理及傳遞工資。作為一家初創公司，由於WTC AS在工資服務中沒有發揮積極作用(除僅傳遞工資之外)，因此WTC AS的盈虧平衡合理。WTC AS從二零二二年至截至二零二四年六月三十日止六個月初創期間的加權平均經營溢利約為人民幣43,230元。WTC AS賺取的收入超過盈虧平衡，得到充分補償。

就轉讓定價文件規定而言，匯舸南通、本公司、匯舸國際、ContiOcean Hong Kong、ContiOcean Singapore及COGES均已符合其各自司法管轄區的相關公司間交易豁免門檻，且毋需於往績記錄期間根據適用的轉讓定價法規就已覆蓋交易編製轉讓定價文件。

結 論

我們的董事及轉讓定價稅務顧問認為，上述已覆蓋交易於往績記錄期間在各重大方面大致上均符合及遵守相關轉讓定價法規及經合組織轉讓定價指南。此乃基於每年從公司層面以及從本集團的財務角度來看，估計的稅務風險並不重大。

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我們的管理層已經監督並將繼續監督本集團的集團內公司間交易，並確保其在重大方面遵守相關適用的轉讓定價法規，包括不時審查我們的集團內公司間交易的定價政策的合理性。然而，我們無法保證我們的轉讓定價安排將來不會受到任何相關稅務機關的審查或可能質疑，即使我們認為我們有合理理由就該等可能質疑為自己辯護。有關進一步詳情，請參閱本招股章程「風險因素 — 與我們的業務及行業有關的風險 — 我們的營運可能受到主管機關的轉讓定價調整影響」一節。

營銷策略

我們主要通過參加展會、商務談判及委聘銷售代理的方式獲取客戶。我們與客戶直接訂立銷售協議。

展會是我們展示設備及系統的重要平台，有助於我們與來自不同地區的潛在客戶進行互動。該等活動為我們提供了展示產品、瞭解市場趨勢以及與業內人士建立聯繫的機會。我們參與該等展會，並將其作為提升品牌知名度及招攬新業務的戰略舉措。

除自身開展銷售活動之外，我們目前委聘獨立第三方銷售代理代表我們利用彼等的本地市場知識及渠道來推動獲取新客戶。於往績記錄期間，我們有17名銷售代理向客戶促銷。於往績記錄期間各年度或期間，我們委聘六名、六名、八名及九名銷售代理。這些銷售代理幫助我們確定市場需求、磋商合約並確保及時收款。根據弗若斯特沙利文的資料，在船舶環境保護設備及系統行業中委聘銷售代理符合行業常規。於二零二一年、二零二二年、二零二三年以及截至二零二三年及二零二四年六月三十日止六個月，我們就此產生的銷售佣金分別為人民幣6.2百萬元、人民幣8.8百萬元、人民幣17.5百萬元、人民幣6.9百萬元及人民幣14.8百萬元。

下表載列據我們所知及所信，各名銷售代理的背景、地點、註冊資本及財務狀況以及本集團於往績記錄期間與各銷售代理結識及開始業務關係的方式：

編號	銷售代理	背景	地點	註冊資本	財務狀況	於往績記錄期間本集團是否為各名銷售代理的唯一客戶	本集團與銷售代理結識及開始業務關係的方式
1	銷售代理A	於二零零零年在香港註冊成立，從事船舶代理 ⁽³⁾	中國內地、香港及新加坡 ⁽³⁾	10,000港元 ⁽³⁾	不詳 ⁽⁴⁾	不詳 ⁽⁴⁾	在中國國際海事展覽會上結識 ⁽⁵⁾

業 務

編號	銷售代理	背景	地點	註冊資本	財務狀況	於往績記錄期間本集團是否為各名銷售代理的唯一客戶	本集團與銷售代理結識及開始業務關係的方式
2-4	銷售代理B至D ⁽¹⁾	從事船舶代理 ⁽¹⁾	中國內地	銷售代理B：50,000美元 ⁽³⁾ 銷售代理C：不詳 ⁽⁴⁾ 銷售代理D：10,000港元 ⁽³⁾	不詳 ⁽⁴⁾	不詳 ⁽⁴⁾	在APM亞太海事展覽會上初步結識 ⁽¹⁾
5	銷售代理E	於一九八四年在香港註冊成立，總部位於香港，在各地設有辦事處，從事船舶設備代理及生產銷售服務	中國內地	2,200,000港元 ⁽³⁾	不詳 ⁽⁴⁾	否。我們的收益貢獻佔其總收益約0.5至1%。其他客戶主要位於韓國、日本及歐洲。	在中國國際海事展覽會上結識
6	銷售代理F	於二零一七年在新加坡註冊成立，從事船舶管理服務	新加坡	2新加坡元 ⁽³⁾	不詳 ⁽⁴⁾	不詳 ⁽⁴⁾	在APM亞太海事展覽會上結識
7	銷售代理G	於二零一八年在香港註冊成立並於二零二三年解散，從事船舶代理業務 ⁽³⁾	中國內地 ⁽⁵⁾	10,000港元 ⁽³⁾	不詳 ⁽⁴⁾	不詳 ⁽⁴⁾	通過拜訪結識 ⁽⁵⁾
8	銷售代理H	於二零一九年在新加坡註冊成立，從事工程設計及諮詢以及海事相關諮詢服務。	新加坡	1,000新加坡元	平均年收益低於1百萬美元，平均年溢利低於500,000美元。	是	在APM亞太海事展覽會上結識
9	銷售代理I	於二零一二年阿拉伯聯合酋長國註冊成立，從事船舶代理 ⁽³⁾	印度馬哈拉施特拉邦 ⁽⁵⁾	不詳 ⁽⁴⁾	不詳 ⁽⁴⁾	不詳 ⁽⁴⁾	在中國國際海事展覽會上結識 ⁽⁵⁾

業 務

編號	銷售代理	背景	地點	註冊資本	財務狀況	於往績記錄期間本集團是否為各名銷售代理的唯一客戶	本集團與銷售代理結識及開始業務關係的方式
10	銷售代理J	於二零一九年在希臘註冊成立，從事船舶及諮詢服務 ⁽⁵⁾	希臘雅典	不詳 ⁽⁴⁾	不詳 ⁽⁴⁾	不詳 ⁽⁴⁾	在Posidonia展覽會上結識
11	銷售代理K	於二零零五年在香港註冊成立，從事提供船舶安裝及維修服務，以及船舶機電設備貿易服務	香港	10,000港元	平均年收益高於5百萬美元，平均年溢利低於500,000美元。	無	通過拜訪結識
12	銷售代理L	於二零一九年在塞浦路斯成立，從事船舶代理	塞浦路斯	1,000歐元	平均年收益低於1百萬美元，平均年溢利低於500,000美元。	不詳 ⁽⁴⁾	在Posidonia展覽會上結識
13	銷售代理M	於二零二三年在香港註冊成立，從事船舶設備代理 ⁽³⁾	中國內地	10,000港元 ⁽³⁾	不詳 ⁽⁴⁾	不詳 ⁽⁴⁾	在中國國際海事展覽會上結識
14	銷售代理N	於二零二二年在香港註冊成立，從事船舶管理服務	香港	10港元 ⁽³⁾	不詳 ⁽⁴⁾	不詳 ⁽⁴⁾	通過拜訪結識
15	銷售代理O	於二零二四年在香港註冊成立，從事船舶設備代理	香港	100港元 ⁽³⁾	不詳 ⁽⁴⁾	不詳 ⁽⁴⁾	通過拜訪結識

業 務

編號	銷售代理	背景	地點	註冊資本	財務狀況	於往績記錄 期間本集團 是否為各 名銷售代理 的唯一客戶	本集團與銷售 代理結識及開始 業務關係的方式
16	銷售代理P	於二零二三年在香港註冊成立，從事船舶設備代理	香港	10,000港元 ⁽³⁾	不詳 ⁽⁴⁾	不詳 ⁽⁴⁾	在中國國際海事展覽會上結識
17	銷售代理Q	於二零零九年在香港註冊成立，從事提供海事服務及解決方案	香港	10,000港元 ⁽³⁾	不詳 ⁽⁴⁾	不詳 ⁽⁴⁾	在中國國際海事展覽會上結識

附註：

- (1) 三家銷售代理均由同一人士共同控制。銷售代理B、C及D分別於二零二一年在英屬維爾京群島註冊成立(並於二零二三年解散)、二零一八年在馬紹爾群島註冊成立及二零二三年在香港註冊成立。本集團最初於APM亞太海事展覽會上與銷售代理C結識，其後通過銷售代理C與銷售代理B及D結識。
- (2) 據我們所知及所信，上述銷售代理、其股東、董事或各自的最終實益擁有人與我們或我們的附屬公司、股東、董事、監事或高級管理層或彼等各自的任何聯繫人在過去或現在均無任何關係(家族、商業、僱傭、信託、融資、股權、資金流動或其他)，惟一名銷售代理(即銷售代理H)除外，其先前由本集團附屬公司一名董事的配偶(「配偶」)擁有，而該配偶於二零二四年七月已出售於該銷售代理的權益予獨立第三方(據我們所深知，其於海事業擁有經驗)。銷售代理H從事工程設計及諮詢服務以及海事相關諮詢服務。銷售代理H並不提供與我們類似的產品/服務。
- (3) 截至最後實際可行日期，我們從公開渠道獲得同名項下銷售代理的相關資料，原因是相關銷售代理拒絕提供有關資料或我們尚未收到任何資料。
- (4) 我們已積極索求相關資料。然而，截至最後實際可行日期，銷售代理拒絕提供相關資料或我們尚未收到任何資料且從公開渠道無法獲取相關資料。
- (5) 我們已主動向銷售代理確認有關資料。然而，截至最後實際可行日期，銷售代理拒絕提供有關資料或我們尚未收到任何資料。我們盡最大努力提供有關資料。

業 務

除我們的內部銷售及營銷團隊之外，我們還委聘銷售代理，因為通過銷售代理，我們可以及時洞察市場需求，加快合約簽署過程。此外，銷售代理一般都與船東或造船廠建立了更牢固的關係，因此他們可以幫助我們打入我們尚未建立關係的若干市場或船東或造船廠網絡。另外，銷售代理有助於更高效地與客戶溝通，提高服務效率，其原因是他們更熟悉客戶。這在維持有效的客戶關係方面特別有益。此外，在市場快速增長期，我們可利用銷售代理獲得更廣泛的客戶群。

下文載列有關銷售代理協議的重要條款：

服務	我們通常指定銷售代理作為我們設備及系統的銷售代理，其職責包括銷售推廣、協助執行合同和收款。
佣金及付款	銷售代理通常收取佣金，通常按合約總值的若干百分比計算，介乎3%至6%，應於我們收到客戶的付款後一段時間內支付。如客戶訂單被取消，我們可自銷售代理退還佣金。
終止	如對方出現任何重大違約行為等事項，另一方可終止協議。

保修及售後服務

我們對客戶滿意度非常重視。我們的產品配有全套售後服務。我們的產品提供維修服務及自交貨後12至60個月的保修期。於保修期內，維修費用視具體情況主要由上游供應商背對背承擔。保修期屆滿後的維修作為收費服務向客戶提供。

於二零二一年、二零二二年及二零二三年，以及截至二零二四年六月三十日止六個月，我們的保修開支分別為人民幣0.4百萬元、人民幣0.3百萬元、人民幣4.4百萬元及人民幣2.6百萬元，每項開支均低於同期總收益的1.0%。我們亦根據過往經驗及瑕疵產品的行業平均水平作出保修撥備，這代表管理層對我們授予產品的12至60個月保證型保修下的責任的最佳估計。截至二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，我們的保修撥備分別為人民幣0.3百萬元、人民幣0.5百萬元、人民幣4.5百萬元及人民幣6.6百萬元。

我們為員工提供全面培訓，以向客戶提供優質服務。我們跟蹤客戶對我們產品及服務質量的反饋。我們致力於及時回應客戶的反饋及疑慮，並按照相關流程採取措施。我們完善的售後服務及保修工單監督並確保及時回應客戶投訴。我們致力維護回應迅速的溝通渠道，確保於24小時內確認客戶反饋的問題。我們通常會在三天內回覆客戶的查詢。

業 務

我們相信，我們的客服體系有助於提高客戶滿意度、建立客戶忠誠度及信任、減少未來類似的投訴及維護品牌形象。於往績記錄期間，我們並無因產品質量問題而受到任何重大索償或處罰，亦無發生任何產品召回的情況。

獎項及認可

於往績記錄期間，我們因設備及系統的質量以及研發及創新能力而獲得獎勵及認可。具有代表性的獎項及認可載列如下：

本公司：

獎項／認可	獲獎年份	頒獎機構／部門
高新技術企業	二零一九年	上海市科學技術委員會
上海市專精特新企業	二零二二年	上海市經濟和信息化 委員會
LFSS獲得「十佳節能低碳 技術產品」	二零二四年	上海市節能工程技術協會
上海市品牌培育標杆企業	二零二四年	上海市經濟和信息化 委員會

匯舸南通：

獎項／認可	獲獎年份	頒獎機構／部門
市級企業工程技術研究中心	二零二一年	江蘇省南通市科學技術局
高新技術企業	二零二二年	江蘇省科學技術廳
江蘇省專精特新中小企業	二零二四年	江蘇省工業和信息化廳

業 務

WTC:

獎項／認可	獲獎年份	頒獎機構／部門
<p>新能源創新大賽金獎以此表彰WTC在氨燃料應用領域對船舶新能源應用及全球碳減排工作的探索和創新</p>	二零二三年	Green Offshore Tech

環境、社會及管治事宜

ESG管治

在董事會的領導下，我們全面致力於將ESG考量融入我們的業務營運中，以實現可持續增長及更佳的業務韌性，響應低碳經濟轉型。穩健的ESG管治架構為我們的長期發展以及為主要持份者創造可持續價值奠定了堅實基礎。

董事會整體及共同負責監察ESG事務，包括但不限於ESG策略和管理方針、ESG政策及常規、ESG相關風險及機遇管理，以及根據指標與目標檢討有關進展，以管理重大ESG相關風險(包括氣候相關風險)，專注於符合本集團未來發展和定位。

董事會由在管理ESG相關事務方面擁有不同專長及知識的成員組成。下表概述七名董事會成員在ESG相關專長及資質方面的簡述：

姓名	職位	資質及教育	專長、能力及經驗
周洋先生	執行董事兼 董事長	<ul style="list-style-type: none"> — 大連海洋大學船舶工程學學士學位 — 江蘇省人力資源社會保障局頒授高級工程師職稱 	<p>於造船業及重工業擁有逾22年經驗，專精於：</p> <ul style="list-style-type: none"> — 監督研發及推動技術進步 — 產品質量控制及保證 — 改善內部流程 — 造船安全及環境標準合規 — 企業管治

業 務

姓名	職位	資質及教育	專長、能力及經驗
趙明珠先生**	執行董事兼 首席執行官	<ul style="list-style-type: none"> — 大連理工大學船舶與海洋工程學士學位) 	於航運及造船業擁有逾20年經驗，專精於： <ul style="list-style-type: none"> — 經營及管理監督 — 全球營銷及銷售 — 項目監督 — 持份者關係管理
陳志遠先生*	執行董事兼 技術總監	<ul style="list-style-type: none"> — 英國紐卡素大學海洋技術理學碩士學位 — 大連海洋大學工程學學士學位 	於航運及造船業擁有約20年的技術專長，專精於： <ul style="list-style-type: none"> — 領導研發計劃和技術團隊 — 技術進步 — 解決關鍵技術挑戰 — 行業標準及監管要求合規 — 船舶項目管理
舒華東先生	執行董事、 財務總監兼 公司秘書	<ul style="list-style-type: none"> — 澳洲迪肯大學會計學士學位 — 華盛頓大學高級管理人員工商管理碩士學位 — 獲香港會計師公會認可為註冊會計師 	在審計、企業融資及財務管理方面擁有逾30年經驗，專精於： <ul style="list-style-type: none"> — 企業管治 — 風險管理 — 內部控制 — 財務監督 — 相關監管合規 — 商業道德

業 務

姓名	職位	資質及教育	專長、能力及經驗
陳睿先生*	執行董事兼 董事會秘書	<ul style="list-style-type: none"> — 瀋陽工業大學工程學學士學位 — 上海交通大學工程碩士學位 — 江蘇省人力資源社會保障局頒授高級工程師職稱 	於造船業擁有逾22年經驗，專精於： <ul style="list-style-type: none"> — 領導複雜的工程項目 — 研發 — 培訓及發展工程師團隊 — 項目質量保證 — 持份者溝通 — 僱傭及勞工慣例 — 職業健康及安全
朱榮元先生*	獨立非執行 董事	<ul style="list-style-type: none"> — 上海財經大學管理學士學位，主修會計 — 獲得中國註冊會計師協會的註冊會計師資格 	於會計、財務及企業管治領域擁有逾21年經驗，專精於： <ul style="list-style-type: none"> — 企業管治 — 財務監督及合規
吳先僑女士	獨立非執行 董事	<ul style="list-style-type: none"> — 香港大學法學學士學位及法學專業證書 — 香港大學法學碩士學位 — 香港和英格蘭及威爾士律師資格 — 大灣區律師資格 	擁有逾20年法律執業經驗，特別是在企業融資事項方面擁有豐富經驗，專精於： <ul style="list-style-type: none"> — 法律及合規事務

** 環境、社會及管委員會主席

* 環境、社會及管治委員會成員

業 務

環境、社會及管治委員會當前包括三名執行董事及一名獨立非執行董事，並由本公司首席執行官擔任主席。環境、社會及管治委員會推動本集團ESG相關事宜的規劃與實施。環境、社會及管治委員會成員擁有ESG事務管理方面的專長及知識，包括但不限於僱傭及勞工常規、職業健康與安全、產品責任及商業道德。環境、社會及管治委員會主席每年至少一次向董事會報告重大及相關ESG事宜。根據其職權範圍，環境、社會及管治委員會負責下述ESG相關事宜，包括：

- 評估本集團ESG管理框架及架構的成效，並就必要的變動提出建議；
- 審查及批准對本集團ESG願景及策略的任何變更並就此提出建議；
- 根據本集團的目標、策略性ESG因素的年度可持續發展相關關鍵績效指標（「KPI」）以及其他適當的基準，檢討本集團的表現；
- 追蹤ESG方面的持份者反饋（包括審閱及批准重大議題及重要性矩陣）、最新市場趨勢及同業表現；
- 釐定本集團可持續發展方面的重大風險和機遇，包括ESG（及氣候相關）風險和機遇；
- 就已識別的重大可持續發展風險，包括ESG（及氣候相關）風險，向董事會提出建議；
- 因應已識別的ESG機遇，提出適當的行動計劃及目標；
- 監督ESG工作小組推動本集團可持續發展的議程；
- 監察並確保本集團在實施行動計劃和實現目標方面取得進展；
- 審議並批准本集團年度ESG報告；及
- 支持並履行環境、社會及管治委員會主席提議的任何其他職責。

由高級管理人員及主要業務單位或職能部門負責人組成的ESG工作小組，支援我們ESG策略重點領域的規劃、制定及實施，並每年至少一次向環境、社會及管治委員會匯報。

重要性評估

重要性評估在推進我們的ESG戰略以及形成ESG披露的基礎方面發揮着重要作用。在上市後，我們將採用三步法識別、優次排序及驗證對我們的業務及持份者屬重大的ESG事項，使我們能夠深入瞭解持份者的預期和新出現的可持續發展趨勢，這進而使我們能夠將可持續發展優先事項納入我們的戰略制定及報告流程：

步驟1 — 識別

- 審閱通過定期持份者交流所識別的潛在重大ESG事項
- 進行同行對標，並參考國際ESG披露標準，包括可持續發展會計準則委員會(SASB)標準、國際財務報告可持續披露準則第1號 — 可持續發展相關財務資料披露的一般要求(IFRS S1)及國際財務報告可持續披露準則第2號 — 氣候相關披露(IFRS S2)
- 與主要外部及內部持份者進行線上持份者溝通調查

步驟2 — 優次排序

- 從兩個角度評估實質性ESG事項：(i)持份者重要性(對持份者的重要性)及(ii)財務重要性(對業務連續性及發展的重要性)
- 根據線上持份者溝通調查的結果制定重要性矩陣

步驟3 — 審閱及驗證

- 將已確定的重大議題清單及重要性矩陣提交至環境、社會及管治委員會審閱及批准

ESG相關風險和機遇的識別及管理

ESG工作小組負責識別、評估、優次排序並管理ESG相關重大風險和機遇。本集團已制定並實施相應措施，以減輕重大ESG相關風險並把握潛在的ESG相關機遇。ESG工作小組向環境、社會及管治委員會遞交ESG風險及機遇評估報告。在環境、社會及管治委員會的支持下，董事會定期檢討ESG風險管理流程的成效，並在必要時提供指導，並對監察本集團風險管理活動負有最終責任。

根據我們的業務性質、行業研究並參考本地及國際報告框架進行的ESG風險和機遇評估，旨在識別與本集團相關的負面或正面、實際或潛在的重大ESG風險和機遇。所識別出的重大ESG風險則會根據其在業務、策略及財務影響方面的可能性及重要性

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進行評估，並賦予固有風險評分。之後，通過考慮我們的ESG相關風險控制措施可能如何影響風險的重要性及可能性，得出剩餘風險評分。然後，根據剩餘風險評分對ESG風險進行排名及優次排序。對於重大ESG機遇的重要性及可能性，我們則設計了類似的方法進行評估。

下文載列已識別的重大ESG相關風險和機遇的概要。

ESG相關風險	時間範圍	潛在影響	我們的回應
氣候相關實體風險			
慢性風險 天氣模式和氣候的長期變化，如持續高溫	中長期	<ul style="list-style-type: none"> 我們經營場所的財產和資產受損 業務運營和供應鏈中斷 	<ul style="list-style-type: none"> 我們已制定氣候變化政策，並將氣候變化納入內部風險管理系統，包括在業務中斷時支持業務連續性和恢復的應急計劃
氣候相關轉型風險			
政策及法律風險 在向低碳經濟轉型的過程中，與氣候相關的法律法規不斷演變，包括船舶環境保護設備及系統的政策或強制GHG減排的潛在未來法規以及香港聯交所施加更嚴格的氣候相關披露責任	中長期	<ul style="list-style-type: none"> 增加合規及經營成本 	<ul style="list-style-type: none"> 我們不斷開發船舶環境保護設備及系統，以支持海運業減少對環境的影響，並滿足更嚴格的氣候相關政策要求 我們定期密切關注法律、政策和法規方面的最新監管變化，以確保合規 我們及時向員工傳達最新政策，以確保合規
市場和技術風險 客戶對技術先進、環境影響較小的新產品和服務的需求不斷增長	中長期	<ul style="list-style-type: none"> 收益減少 	<ul style="list-style-type: none"> 我們已建立研發團隊，以推動新產品和服務的開發 我們的生產設施已獲得ISO 14001:2015環境管理體系認證

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ESG 相關風險	時間範圍	潛在影響	我們的回應
其他ESG 相關風險			
供應鏈風險 供應鏈各環節消耗的能源和釋放的GHG排放量	中長期	<ul style="list-style-type: none"> 聲譽及經營風險增加 	<ul style="list-style-type: none"> 我們鼓勵供應商在日常運營和生產流程中尋找減少環境影響的機會 我們已制定政策，要求供應商遵守環境法律法規，並盡可能減少能源消耗
供應商產品質量和供應鏈穩定性 由於供應商的產品和服務質量差以及供應鏈穩定性差，導致無法滿足客戶的期望	短期、中期及長期	<ul style="list-style-type: none"> 聲譽風險增加，可能導致收益減少 	<ul style="list-style-type: none"> 我們根據包括但不限於服務和產品質量等方面的規定選擇供應商並定期進行評估 我們已制定與供應鏈管理和產品質量相關的政策和措施
知識產權 未能及時為研發成果申請取得專利和保護知識產權	中長期	<ul style="list-style-type: none"> 業務發展面臨的風險增加 	<ul style="list-style-type: none"> 我們與相關員工簽署保密協議，承認我們擁有與彼等在本集團工作、使用資源或參與本集團業務或財產有關的所有發明、技術訣竅和商業秘密 我們在合作研發項目協議中加入保密條款

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ESG 相關機遇	時間範圍	潛在影響	我們的回應
氣候相關機遇			
<p>產品和服務</p> <p>與船舶環境保護設備及系統相關的產品和服務的市場需求增加</p>	短期至中期	<ul style="list-style-type: none"> 船舶環境保護設備及系統市場不斷擴大，帶來收益增加 	<ul style="list-style-type: none"> 我們專注於為船舶環境保護領域開發全面的設備及系統 我們已在船舶脫硫、脫碳和清潔能源供應等領域開發核心技術 我們已制定與產品質量相關的政策和措施，並且我們的生產設施已獲得ISO 9001:2015質量管理體系認證
<p>市場—船舶環境保護設備及系統市場不斷增長</p> <p>由於加強海洋環境保護以及與氣候有關的法律和監管框架(包括國際海事組織的排放要求)，導致市場不斷擴大</p>	中長期	<ul style="list-style-type: none"> 由於氣候相關政策更加嚴格，船舶環境保護設備及系統市場不斷擴大，帶來收益增加 	<ul style="list-style-type: none"> 我們不斷開發全面的船舶環境保護設備及系統，為海運業的脫碳提供支持 我們定期監測政策、法律和法規的變化，以把握相關的市場趨勢和機遇
綠色能源及環境可持續發展			

我們的願景及使命是利用我們的技術賦能客戶，有效採用綠色能源，並在所有船隻上推動環境可持續發展。我們已具備由船舶脫硫系統、船舶節能裝置、船舶清潔能源供應系統及海事服務組成的成套設備及系統。截至最後實際可行日期，我們擁有對我們業務至關重要的已註冊專利及軟件版權，其進一步披露於本招股章程附錄六「法定及一般資料—B.有關我們業務的進一步資料—2.本集團的知識產權」一節，這彰顯了我們在推動海運脫碳方面的研發和創新能力。

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我們的設備及系統使我們的海運業客戶能夠轉型至低碳業務經營，同時滿足國際海事組織制定的各項規定和目標。例如，我們的船舶節能裝置旨在減少船舶燃料消耗和降低海運業務中的碳排放，使客戶能夠為實現國際海事組織的目標做出貢獻，即到二零三零年前將國際航運的碳密度降低至少40%（與二零零八年水平相比），到二零五零年或前後實現淨零排放。同樣，我們的船舶脫硫系統可減少船舶的硫排放，從而減輕航運對空氣質量的影響，使客戶能夠遵守國際海事組織對船用燃油硫含量的規定，並實施全球0.50%的硫含量上限。

我們的主要產品已獲得原理認可證書和工廠認可證書，證明符合主要船級社的嚴格要求。例如，我們的碳捕捉及固化系統設計獲得了勞氏船級社頒發的「原理認可」證書。同樣，我們的船舶脫硫系統和產品也取得了多項認證，包括法國船級社的廢氣淨化系統組件的認證，以及控制系統和廢氣處理塔裝置製造的工廠認可證書。

ESG 政策

我們致力於將ESG因素納入我們的業務決策過程。因此，我們制定了集團層面的ESG政策，並輔以一系列措施及舉措，以指導我們加強可持續發展工作的行動及措施。

環境

我們的環境政策（在實際可能情況下盡量）概述我們的綠色實踐及措施，專注於減少排放物、減少廢棄物、節約資源、保護環境及自然資源以及應對氣候變化。此外，我們的生產設施還獲得了ISO 14001:2015環境管理體系認證，以確保我們的環境管理慣例符合國際標準，並持續改進我們的環境表現。

廢氣排放管理

我們不斷探索措施，盡量減少業務營運中的廢氣排放，包括但不限於採用焊接煙塵淨化器來捕獲並過濾焊接過程中產生的煙塵，以及確保公司車輛的適當保養以及考慮採用電動汽車。

能源及溫室氣體排放管理

我們的能源消耗及GHG排放的主要來源包括在我們的營運中使用的外購電力以及車輛的燃料消耗。為管理能源消耗並減少GHG排放，我們已實施相關政策並採取了一系列節能措施，包括採用節能設備及LED照明系統、使用自然光、要求員工在離開前關閉燈光及電器設備等。我們也會考慮未來用電動汽車取代現有車輛的可能性。

耗水

本集團的耗水主要來自於營運中使用的市政用水。為節約水資源，我們已實施相關政策並採取一系列節水措施，包括及時維修滴漏的水龍頭、採用符合用水效率標籤要求的用水設備並監測用水量。我們也通過內部溝通渠道提醒員工盡量減少用水。

廢棄物管理及資源使用

我們的無害廢棄物主要來自一般垃圾，而有害廢棄物則主要來自機械保養過程中產生的廢油。我們通過確保妥善處理及棄置所有廢棄物，並在必要時聘請持牌第三方收集及處理產生的所有廢棄物，努力將影響降到最低。在有害廢棄物及廢水管理方面，我們制定了相關政策及措施，確保以負責任的方式處理該等廢棄物。

儘管我們產生的有害廢棄物數量很少，但我們將其存放在指定區域和容器中，然後交由持牌第三方進行處理。為盡量減少無害廢棄物的產生，我們實施了相關的政策及措施，例如減少總部一次性塑料製品的使用、通過實施廢棄物分類以促進循環利用，實施雙面打印以減少紙張消耗，以及通過內部溝通渠道提醒員工盡量減少廢棄物的產生。

環境指標與目標

為推進我們對環境保護的承諾，我們為南通生產設施設定了年度環境目標。該等目標包括實現零環境污染事故以及確保所有固體廢棄物的收集、分類和處理。於往績記錄期間中的二零二一年、二零二二年及二零二三年各年，所有目標均獲達成。

為進一步提升我們的可持續發展表現，我們以二零二三年為基線，在業務經營規模不變及相關排放因素不變的假設下，到二零二八年之前分別將溫室氣體排放(範圍1及2)密度(噸二氧化碳當量/百萬元人民幣收益)及能源消耗密度(兆瓦時/百萬元人民幣收益)的減排目標分別設定為3%及2%。為達致該等目標，我們將採取多種措施，包括但不限於使用節能設備、優化辦公室的照明及空調系統、在生產設施進行日常檢查以減少低效能源使用、通過轉向環保交通方式減少公司車輛的使用。

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此外，我們以二零二三年為基線，假設業務經營規模不變，設定到二零二八年用水密度(立方米／百萬元人民幣收益)降低1%的目標。為實現此目標，我們將對水管及水喉進行定期維護及檢查以消除泄漏，並在茶水間、廚房及洗手間張貼海報以促進節約用水。

下表載列我們業務運營的關鍵環境指標⁽¹⁾⁽²⁾：

	單位	截至十二月三十一日止年度			截至 六月三十日止 六個月
		二零二一年	二零二二年	二零二三年	二零二四年
排放物					
GHG 排放⁽³⁾					
總量(範圍1、2)	噸二氧化碳當量	115.4	218.8	248.0	110.9
總量(範圍1、2、3)	噸二氧化碳當量	138,665.0	175,858.5	555,794.4	366,957.4
(i) 直接排放(範圍1)	噸二氧化碳當量	43.9	54.5	80.6	39.5
(ii) 間接排放(範圍2)	噸二氧化碳當量	71.5	164.4	167.4	71.4
(iii) 其他間接排放(範圍3) ⁽⁴⁾	噸二氧化碳當量	138,549.6	175,639.6	555,546.4	366,846.5
總量(範圍1、2)密度	噸二氧化碳當量／ 百萬元人民幣收益	1.4	1.1	0.5	0.4
總量(範圍1、2、3)密度	噸二氧化碳當量／ 百萬元人民幣收益	1,642.0	855.8	1,099.8	1,343.0
資源使用					
能源					
總量	兆瓦時	267.5	460.7	554.7	254.4
(i) 外購電力	兆瓦時	117.2	269.4	274.4	117.1
(ii) 無鉛汽油	兆瓦時	149.4	169.4	260.1	124.9
(iii) 柴油	兆瓦時	0.9	9.4	9.6	7.7
(iv) 天然氣	兆瓦時	不適用	12.5	10.6	4.6
密度	兆瓦時／ 百萬元人民幣收益	3.2	2.2	1.1	0.9

(1) 數據涵蓋本集團的主要業務運營。

(2) 總數因湊整而可能並非此處所述數字的确切總和。

(3) GHG 排放量的計算乃參考世界可持續發展工商理事會(WBCSD)和世界資源研究所(WRI)發佈的GHG 協議(GHG Protocol)。範圍1(直接)排放涵蓋本集團擁有或控制的企業直接產生的GHG 排放，範圍2(間接)排放涵蓋我們的營運消耗的外購電力產生的間接能源的GHG 排放，而範圍3(其他間接)排放則發生在本集團的價值鏈中。

(4) 被識別為與本集團相關的範圍3類別包括第1類：購買的產品和服務，第2類：資本產品，第4類：上游運輸和配送，第5類：營運中產生的廢物，第6類：商務差旅，第7類：僱員通勤，第11類：已售產品的使用，第12類：已售產品的最終處理及第15類：投資。

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	單位	截至十二月三十一日止年度			截至
		二零二一年	二零二二年	二零二三年	六月三十日止
					六個月
水	立方米	1,048.6	2,807.2	3,789.2	2,280.4
總量	立方米／				
密度	百萬元人民幣收益	12.4	13.7	7.5	8.3

社會

我們致力於培育充滿關懷的工作場所文化，維護多元化、平等機會、健康與安全以及員工福祉。我們的社會政策概述了我們對社會負責的實踐及措施(在實際可行的情況下盡量)。

僱傭及勞工常規

我們旨在建立一個包容和多元化的工作場所。我們在薪資、招聘、晉升、利益及福利等各個僱傭方面秉持機會均等、多元化和包容性的原則。我們尊重勞工權利，嚴格禁止招聘及使用童工。我們確保對所有申請者及僱員均無歧視和享有平等機會，無論年齡、性別、婚姻狀況、家庭狀況、種族、膚色、國籍、宗教或性取向等因素如何。

本集團提供具競爭力的薪酬及福利待遇，同時考慮個人表現和工作性質。我們定期檢討我們的薪酬方案，以保持競爭力。若通過雙方協議或違反政策而離職，則解聘將根據內部政策和相關勞動法進行管理。

我們致力於持續投資於我們的員工隊伍。為此，我們積極提供內部和外部培訓，使員工具備專業知識、技能及能力。此外，我們通過定期為員工安排休閒活動並與員工保持雙向溝通，力求加強與員工的交流，並提高員工的工作滿意度。於往績記錄期間及直至最後實際可行日期，概無與僱傭相關法律法規有關的重大違規情況。

職業健康與安全

維持健康安全的工作場所一直為本集團的首要任務。作為我們維持職業健康與安全標準工作的一環，我們的生產設施已獲得ISO 45001:2018職業健康和安全管理體系認證。我們通過制定並實施健康與安全政策和措施，包括為員工安排健康檢查、定期進行消防安全檢查以及為員工提供相關安全培訓，務求在業務運營的各個層面保障員工的健康和安全。

業 務

另外，我們還設立應急響應制度，明確規定了處理緊急情況的相應程序和負責部門，並詳述應對港區化學品洩漏和船舶事故等不同類型緊急情況的措施和方案。

此外，我們還設有事故記錄及處理制度，規定員工應通知部門負責人，並依照法律法規規定的程序處理。於往績記錄期間，本集團並無任何有關職業健康與安全的重大違規或重大事故記錄。

於最後實際可行日期，本集團並無發生任何涉及我們僱員的重大工作安全相關事故。

於二零二一年六月，在我們的生產設施開始商業生產前，在設施場所範圍內發生一宗涉及身為獨立第三方的一家裝修公司僱傭的兩名工人(非本集團僱員)的亡故事故。作為生產設施的擁有人，匯舸南通於二零二一年八月十六日被處以行政罰金人民幣350,000元。如皋市石莊鎮安全生產監督管理局已於二零二三年六月六日確認(i)匯舸南通已繳納行政罰款及完成與該事件有關的整改，(ii)該事故所涉的匯舸南通行為不構成嚴重違法違規，及(iii)根據《生產安全事故報告和調查處理條例》，該事故被視為一般事故，屬於於該等條例項下的最低嚴重程度類別。就上述事故而言，如皋市應急管理局亦已確認，於我們的生產設施內概無發生嚴重違法違規事件。我們的中國法律顧問已確認，如皋市應急管理局及如皋市石莊鎮安全生產監督管理局為作出該等確認的主管政府機關。我們已採取補救措施防止該等事故再次發生。除上述披露外，截至最後實際可行日期，概無發生其他重大安全事故及亡故事故。

供應鏈管理

我們制定了供應鏈ESG風險管理政策，當中闡述了我們的可持續發展預期，包括但不限於僱傭常規、健康與安全以及環境保護。我們的新供應商甄選及供應商定期評估標準涵蓋ESG考慮因素，包括但不限於環境管理、公平勞工常規及商業道德常規。我們在必要時會進行現場檢查，以確保符合我們的可持續發展預期。

為促進我們提供更加環保的產品及服務，我們制定了相關綠色採購政策並採取相關措施，包括但不限於優先考慮能源效率較高的產品，以及鼓勵供應商採用環保產品及服務。

產品責任

我們致力於為客戶提供優質、安全的產品及服務。因此，我們的生產設施已獲得ISO 9001:2015質量管理體系認證，以加強我們的質量管理慣例。此外，我們已制定措施確保我們產品及服務的品質，包括但不限於在供應商協議中明確我們在品質方面的要求、建立品質控制程序以及產品及原材料品質檢驗指引。

為確保客戶滿意度，我們設有客戶投訴處理程序。於最後實際可行日期，我們並無收到任何重大客戶投訴。為保護客戶隱私，我們制定了涵蓋資料及私隱規定的私隱政策。我們還建立了防範和保護措施，包括對使用者取閱客戶資料施加限制。

我們設立相關政策作為員工指南，以確保我們的宣傳資料真實可靠。宣傳資料在發佈前需要經過全面審查，以確保合規並防止虛假或誤導性資料。

商業道德

我們秉持最高標準的商業道德，嚴格禁止賄賂、勒索、欺詐、洗黑錢及任何其他不道德行為。我們已制定防範措施，包括但不限於董事會及僱員反貪污，並為員工建立舉報渠道，以報告任何違反我們道德標準的潛在不當行為。董事會負責監察該等防範措施及舉報程序，而高級管理層則負責實施並監督該等措施及程序的成效。

截至最後實際可行日期，我們並不知悉任何有關賄賂、貪污、勒索、欺詐及洗黑錢的法律法規的重大違反或相關法律案件。

社區投資

我們力求回饋社會，並承擔企業社會責任。我們將就建立社區投資重點領域探索機會，並在適當的情況下與社會影響組織建立夥伴關係。

社會指標及目標

為加強我們對保障員工健康和安全的承諾，我們為身處南通生產設施的僱員設定了年度社會目標，包括實現零重大安全事故和零因工亡故。於往績記錄期間中的二零二一年、二零二二年及二零二三年各年，所有目標均獲達成。

業 務

下表載列截至二零二四年六月三十日我們業務運營的關鍵社會指標，所有僱員均為全職⁽⁵⁾：

員工

	截至 二零二四年 六月三十日的 僱員人數
按性別	
男性	69
女性	37
按職能	
管理	7
行政	19
研發	28
銷售及營銷	10
生產	32
採購	5
財務	5
按年齡組別	
30歲或以下	37
31歲至50歲	59
51歲或以上	10
按地區	
中國內地	93
新加坡	2
挪威	1
葡萄牙	8
香港	2

(5) 數據涵蓋整個集團。

業 務

流失率⁽⁶⁾

	截至 二零二四年 六月三十日
按性別	
男性	1.4%
女性	10.8%
按年齡組別	
30歲或以下	5.4%
31歲至50歲	1.7%
51歲或以上	20.0%
按地區	
中國內地	4.3%
新加坡	50.0%
挪威	0.0%
葡萄牙	0.0%
香港	0.0%

- (6) 流失率按於往績記錄期間各年度或期間指定類別離職僱員的總人數除以截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月的指定類別僱員總人數，然後乘以100%進行計算。

我們的客戶

我們的設備及系統的客戶主要包括船東、船舶管理公司及造船商。

我們積極開拓新市場，通過展會、渠道推廣、在線新聞以及造訪船東及造船商等各種渠道擴大客戶群。

我們的主要客戶

截至二零二一年、二零二二年及二零二三年十二月三十一日止年度各年以及截至二零二四年六月三十日止六個月，來自我們五大客戶的收益於各個期間分別佔總收益約90.5%、76.1%、84.3%及89.4%，來自最大客戶的收益於各個期間分別佔總收益約30.2%、33.3%、37.3%及23.6%。於往績記錄期間各年度或期間，五大客戶並不相同。

下表載列於往績記錄期間各年度或期間五大客戶的基本資料：

截至二零二一年 十二月三十一日止 年度的五大客戶	業務關係 開始年份	客戶類型	公司背景	營業地點	提供的 主要服務	本集團與客戶 結識的方式	信貸期	付款方式	交易金額 人民幣千元	佔本集團 總收益的 百分比
										%
客戶A	二零二零年	船東	一家成立於一九七零年及總部位於德國漢堡的集裝箱運輸公司，主要提供集裝箱運輸服務。其擁有逾280艘船舶，11.9百萬標準箱運輸量，約16,600名僱員，在約139個國家設有超過400個辦事處。	德國	船舶脫硫系統	通過銷售代理	30天	電匯	42,476	30.2
客戶B ⁽¹⁾	二零一八年	船東	一家歷史跨越60年，主要經營集裝箱船、散貨船和油輪的航運公司，是世界上最大的知名船東之一及新加坡的最大航運公司。其管理約250艘船舶，管理船隊超過23百萬噸，在全球七個辦事處擁有約6,000名僱員。	新加坡/ 英國	船舶脫硫系統及 海事服務	通過銷售代理	30天	電匯	36,966	26.3
客戶C	二零一九年	船東	一家成立於一九八零年的航運公司，主要經營從遠東到加拿大和美國休斯頓地區的航線，運輸化學品並返回遠東港口卸貨。其擁有約42艘船舶，5.35百萬噸噸噸。	台灣	船舶脫硫系統及 海事服務	通過銷售代理	30天	電匯	21,024	15.0
客戶D	二零一九年	造船商	一家成立於二零零四年，主要從事船舶設計、製造和修理以及船舶部件和海洋平台生產的公司。其覆蓋總面積達兩百萬平方米，長江岸線超過3,200米。其擁有一個10萬噸噸噸船塢、一個30萬噸噸噸船塢、一個50萬噸噸噸船塢等。	中國內地	船舶脫硫系統及 海事服務	拜訪	30至90天	電匯/信用證	18,237	13.0
客戶E	二零一九年	船東	一家成立於一九六九年及服務全球能源市場的印度航運公司。其是一家綜合供應鏈解決方案提供商，海上運輸業務擁有各種船舶。其為印度和全球領先的石油巨頭及大宗商品貿易商提供原油及大宗商品運輸服務。	印度	船舶脫硫系統	通過銷售代理	30天	電匯	8,398	6.0
總計									127,101	90.5

業務

附註：

(1) 包括與客戶B及其附屬公司的交易。

截至二零二二年 十二月三十一日止 年度的五大客戶	業務關係 開始年份	客戶類型	公司背景	營業地點	提供的 主要服務	本集團與客戶 結識的方式	信貸期	付款方式	交易金額 人民幣千元	佔本集團 總收益的 百分比 %
客戶B ⁽¹⁾	二零一八年	船東	一家歷史跨越60年，主要經營集裝箱船、散貨船和油輪的航運公司，是世界上最大的知名船東之一及新加坡的最大航運公司。其管理約250艘船舶，管理船隊超過22百萬載重噸，在全球七個辦事處擁有約6,000名僱員。	新加坡 /英國	船舶脫硫系統、 船舶節能裝置 及海事服務	通過銷售代理	30天	電匯	88,907	33.3
客戶A	二零二零年	船東	一家成立於一九七零年及總部位於德國漢堡的集裝箱運輸公司，主要提供集裝箱運輸服務。其擁有逾280艘船舶，11.9百萬標準箱運輸量，約16,600名僱員，在約139個國家設有超過400個辦事處。	德國	船舶脫硫系統	通過銷售代理	30天	電匯	58,461	21.9
客戶F	二零二二年	船東	一家成立於二零零八年從事提供海運進出口物流服務的公司。其經營一支多功能船隊，包括各種類型的船舶，主要專注於乾散貨運輸及物流服務等。	利比亞	船舶脫硫系統	通過銷售代理	30天	電匯	21,200	7.9
客戶D	二零一九年	造船商	一家成立於二零零四年，主要從事船舶設計、製造和修理以及船舶部件和海洋平台生產的公司。其覆蓋總面積達162百萬平方米，長江岸線超過3,200米。其擁有一個10萬噸級乾船塢、一個30萬噸級乾船塢、一個50萬噸級乾船塢等。	中國內地	船舶清潔能源 供應系統及 海事服務	拜訪	30至90天	電匯/信用證	17,805	6.7
客戶G ⁽²⁾	二零二一年	船東	一家成立於一九七二年及以經營集裝箱支線市場而聞名的公司，為貨物從主要國際航線運往內陸目的地提供便利，對全球供應鏈至關重要。其經營逾100艘船舶，在二零二三年有5.9百萬標準箱吞吐量，其全球服務網絡中有87項服務。	新加坡	船舶脫硫系統及 海事服務	通過銷售代理	30天	電匯	16,900	6.3
總計									203,273	76.1

業務

附註：

(1) 包括與客戶B及其附屬公司的交易。

(2) 包括與其附屬公司的交易。

業務

截至二零二三年十二月三十一日止年度的五大客戶	業務關係開始年份	客戶類型	公司背景	營業地點	提供的 主要服務	本集團與客戶 結識的方式	信貸期	付款方式	交易金額 人民幣千元	佔本集團 總收益的 百分比 %
客戶G ⁽¹⁾	二零二一年	船東	一家成立於一九七二年及以經營集裝箱支線市場而聞名的公司，為貨物從主要國際航線運往內陸目的地提供便利，對全球供應鏈至關重要。其經營逾100艘船舶，在二零二三年有5.9百萬標準箱吞吐量，其全球服務網絡中有87項服務。	新加坡	船舶脫硫系統、船舶節能裝置、船舶清潔能源供應設備及系統及海事服務	通過銷售代理	30天	電匯	190,318	37.3
客戶B ⁽²⁾	二零一八年	船東	一家歷史跨越60年，主要經營集裝箱船、散貨船和油輪的航運公司，是世界上最大的知名船東之一及新加坡的最大航運公司。其管理約250艘船舶，管理船隊超過22百萬載重噸，在全球七個辦事處擁有約6,000名僱員。	新加坡/ 英國	船舶脫硫系統、船舶節能裝置及海事服務	通過銷售代理	30天	電匯	136,834	26.8
客戶H	二零二二年	船東	一家成立於二零零七年的國際乾散貨航運公司，專注於運輸煤炭、鐵礦石、穀物和其他乾散貨等商品。其擁有一個約90艘船舶的船隊，超過15百萬載重噸。	新加坡	船舶脫硫系統、船舶節能裝置	通過銷售代理	30天	電匯	39,198	7.7
客戶D	二零一九年	造船商	一家成立於二零零四年，主要從事船舶設計、製造和修理以及船舶部件和海洋平台生產的公司。其覆蓋面積達1.62百萬平方米，長江岸線超過3,200米。其擁有一個10萬噸級乾船塢、一個30萬噸級乾船塢、一個50萬噸級乾船塢等。	中國內地	船舶脫硫系統、船舶清潔能源供應系統及海事服務	拜訪	30至90天	電匯/信用證	37,522	7.4
客戶I ⁽¹⁾	二零二一年	造船商	一家成立於一九六一年，主要從事全球航運的公司，為全球最大的航運公司之一。截至二零二三年十二月三十一日，其經營逾500艘集裝箱船及逾400艘散貨船舶並為全球提供服務。	中國內地	船舶脫硫系統及船舶清潔能源供應系統	拜訪	30天	電匯	26,475	5.2
總計									430,347	84.3

附註：

(1) 包括與其附屬公司的交易。

(2) 包括與客戶B及其附屬公司的交易。

截至二零二四年
六月三十日止
六個月的大客戶

業務關係 開始年份	客戶類型	公司背景	營業地點	提供的 主要服務	本集團與客戶 結識的方式	信貨期	付款方式	交易金額 人民幣千元	佔本集團 總收益的 百分比 %
二零二二年	造船商	一家主要從事船舶設計、製造和修理以及船舶生產的公司。其核心船舶產品出口至英國、西班牙、德國、荷蘭、瑞典、丹麥等20多個發達國家及地區。	中國內地	船舶脫硫系統、船舶清潔能源供應系統及海事服務	拜訪	30天	電匯	79,292	23.6
二零一九年	造船商	一家成立於二零零四年，主要從事船舶設計、製造和修理以及船舶部件和海洋平台生產的公司。其覆蓋總面積達1.62百萬平方米，長江岸線超過3,200米。其擁有一個10萬噸級乾船塢、一個30萬噸級乾船塢、一個50萬噸級乾船塢等。	中國內地	船舶脫硫系統、船舶清潔能源供應系統及海事服務	拜訪	30至90天	電匯/信用證	73,237	21.8
二零一八年	船東	一家歷史跨越60年，主要經營集裝箱船、散貨船和油輪的航運公司，是世界上最大的知名船東之一及新加坡的最大航運公司。其管理約250艘船舶，管理船隊超過22百萬噸噸，在全球七個辦事處擁有約6,000名僱員。	新加坡/ 英國	船舶脫硫系統、船舶節能裝置及海事服務	通過銷售代理	30天	電匯	66,876	19.9
二零二一年	船東	一家成立於一九七二年及以經營集裝箱支線市場而聞名的公司，為貨物從主要國際航線運往內陸目的地提供便利，對全球供應鏈至關重要。其經營逾100艘船舶，在二零二三年有5.9百萬標準箱吞吐量，其全球服務網絡中有87項服務。	新加坡	船舶脫硫系統、船舶節能裝置、船舶清潔能源供應系統及海事服務	通過銷售代理	30天	電匯	61,757	18.4
二零二一年	造船商	一家成立於一九六一年，主要從事全球航運的公司，為全球最大的航運公司之一。截至二零二三年十二月三十一日，其經營逾500艘集裝箱船及逾400艘散貨船並為全球提供服務。	中國內地	船舶脫硫系統	拜訪	30天	電匯	19,592	5.8
總計								300,754	89.4

附註：

- (1) 包括與其附屬公司的交易。
- (2) 包括與客戶B及其附屬公司的交易。

業 務

於往績記錄期間，本集團五大客戶於往績記錄期間各年度或期間的組成發生變化以及本集團向該等客戶的銷售額出現重大波動的主要根本原因及情況載列如下：

- 於往績記錄期間各年度或期間，我們來自船舶脫硫系統的收益貢獻佔我們總收益的60%以上。
- 客戶在為其現有船隊完成安裝船舶脫硫系統後，通常不會重複向我們採購船舶脫硫系統，直至其後來採購新船(視乎情況而定)。因此，我們對特定客戶的銷售額可能會視乎每個客戶計劃安裝船舶脫硫系統的時間而於各期間出現大幅波動。
- 我們於往績記錄期間各年度或期間的五大客戶的身份亦取決於客戶交付目標。此外，由於我們在船舶脫硫系統領域不斷尋找新客戶，因此於往績記錄期間各年度或期間的最大客戶並不相同。

董事確認，本集團於往績記錄期間各個期間的五大客戶均為獨立第三方，概無董事、彼等各自之緊密聯繫人或任何股東(據董事所知，截至最後實際可行日期於我們的股本中擁有超過5%的權益)於往績記錄期間各年度或期間五大客戶中直接或間接擁有任何權益。我們於往績記錄期間各年度或期間的五大客戶或其最終實益擁有人／董事與本集團、我們的股東、董事、監事或高級管理層，或彼等各自的任何聯繫人於過往或現在並無任何關係(家族、業務、僱傭、信託、融資或其他方式)。

於往績記錄期間，據董事所深知，本集團與客戶並無任何重大糾紛，設備及系統亦未出現任何重大延誤或中斷的情況。我們認為，感知品質及信譽對提供設備及系統至關重要。我們認為，我們已與該等主要客戶建立成熟的業務關係及我們致力於提供可靠及優質的服務能夠幫助我們吸引更多新客戶，使得客戶群更為多元化。我們的目標是採取靈活的策略持續擴充客戶群並提供更豐富的設備及系統，增強我們與主要客戶的關係。

由於大型航運公司在船舶數量上日益佔據主導地位，這也一直影響到我們的策略，即主要與這些擁有巨大市場份額的大型航運公司合作，我們的客戶群出現了明顯的集中。此外，這種模式在造船業也得到反映，主要造船商正在加強其接單能力，從而導致行業集中度進一步提高。於往績記錄期間各年度或期間，我們的大部分收益來自我們的五大客戶。根據弗若斯特沙利文的資料，基於對全球十大市場從業者的採訪及通過與中國船舶工業協會(其是造船業的領先組織，包括各種相關企業及機構)專家面談進行的全面一手研究，船舶環境保護設備及系統行業客戶群的集中度符合行業常態。儘管如此，根據弗若斯特沙利文的資料，我們若干同業競爭對手的客戶群集中風險與我們相比相對較低，主要由於彼等的經營歷史較長、企業規模較大及業務經營更多元化。我們正通過培育與新興市場的關係以及豐富我們的設備及系統產品以吸引更多廣泛

的客戶群，務求降低集中性風險。此外，我們正在投資市場發展及銷售，以提高我們的品牌知名度及吸引新客戶。我們亦利用技術進步來創新我們的設備及系統，從而提高我們的競爭優勢及減少對任何單一客戶或細分市場的依賴。通過上述多種工作，我們的目標是實現更平衡的收益來源及鞏固我們的長期市場地位。此外，客戶已經習慣於使用我們的設備及系統，轉而使用其他供應商的產品會產生轉換成本。根據弗若斯特沙利文的資料，使用其他的設備及系統會引致時間及成本增加，以培訓人員熟悉新設備及系統。

銷售協議的重要條款

我們一般與我們的客戶訂立銷售協議。根據我們與客戶的安排，我們可能與單船特殊目的公司簽訂合約，而船東或船舶管理公司客戶向我們確認彼等履行與(其中包括)單船特殊目的公司所訂立合約的使用及處理有關的必要營運責任。根據弗若斯特沙利文的資料，船舶環境保護設備及系統提供商與單船特殊目的公司之間的合約符合船東風險管理的行業規範。下文載列我們銷售協議的主要條款：

價格	協議載有價格和付款安排。
交付	我們通常需要自費並自擔風險將產品運送到客戶指定的目的地。
付款及結算	<p>船舶脫硫系統：</p> <p>通常通過信用證或分期付款。例如，三期分期付款包括在簽署銷售協議後的幾天內應付30%合約價格，產品準備交付的幾天內應付50%的合約價格，以及於完成日期(為完成船舶脫硫系統安裝及調試後的海試報告頒授日期)的幾天內應付20%的合約價格。</p> <p>船舶節能裝置：</p> <p>在收到我們的發票後的幾天內付款。</p> <p>船舶清潔能源供應系統：</p> <p>按信用證：客戶必須在交付日期前的幾天內提供以我們為受益人的不可撤銷信用證。信用證可用於我們以發票金額的100%在開證行即期開出的匯票，同時附有指定的裝運文件。</p>

業 務

收款：在裝運後，我們可以即期向客戶提款，並將匯票連同裝運單據通過我們及客戶的銀行發送給客戶以供託收。

直接匯款：客戶在收到我們的裝運文件後的指定天數內付款。

海事服務：

船舶內裝：

在收到我們的發票後的幾天內付款。

集裝箱船舶及PCTC綁扎件：

通常通過信用證或分期付款。例如，三期分期付款包括在簽署銷售協議後的幾天內應付15%合約價格，於固定日期的幾天內應付10%的合約價格以及於產品交付予船廠後的30天內應付75%的合約價格。

保 修

船舶脫硫系統：

我們一般於在船舶上安裝產品後為船舶脫硫系統提供24個月的保修期。在保修期內，如果發現缺陷，我們必須在對船舶運行干擾最小的範圍內根據客戶的選擇修理或更換設備，且任何該等維修或更換將另行延長保修期12個月。我們通常在產品交付後為脫硫塔提供60個月的保修期。

船舶節能裝置：

我們通常為船舶節能裝置提供自交付產品起計為期18個月或自服務完成日期及買方已收到船級社批准起計為期12個月(以較早者為準)的保修期。倘若發現缺陷，我們必須根據客戶的選擇維修或更換設備，儘量減少對船舶運營的影響。

船舶清潔能源供應系統：

保修期一般為造船商交付船舶至船東後13個月或產品抵達船廠後24個月(以較早者為準)。我們為替換或維修部件提供自更換日期起計的額外六個月保修。

業 務

海事服務：

船舶內裝：

我們通常為船舶內裝提供自交付產品起計為期18個月或自最終驗收起計為期12個月(以較早者為準)的保修期。倘若發現缺陷，我們必須根據客戶的選擇維修或更換設備，儘量減少對船舶運營的影響。

集裝箱船舶及PCTC綁扎件：

我們通常為集裝箱船舶及PCTC綁扎件提供自交付產品起計為期12個月或自產品交付予船廠後18個月內(以較早者為準)的保修期。

在保修期內，如果發現缺陷，我們必須在對船舶運行干擾最小的範圍內根據客戶的選擇修理或更換設備，且任何該等維修或更換將另行延長保修期12個月。

安裝及調試

我們通常會為系統或產品的安裝、調試及測試提供所有相關支持，包括派遣合格的熟練人工進行監督和提供支持，並為每位船員提供培訓。

其他條款

一般包括終止、不可抗力和違約責任等其他條款。

終止

在出現(其中包括)以下情況時，各方均可終止協議：(i)另一方嚴重違約；或(ii)另一方在規定期限內未能就任何其他違約行為作出補救。

取消訂單

如因客戶的錯誤或疏忽而未能付款，我們一般有權終止協議，並收回與截至終止日止已完成工作相關的任何未付合約價格部分。此外，我們可追討我們可能蒙受的任何損失或我們可能對分包商或供應商產生的任何責任。此外，我們需要就未能提供的產品及服務向客戶退還款項。此類條款對新船及改裝現役船舶訂單均適用。

董事確認，於往績記錄期間及截至最後實際可行日期，概無客戶取消訂單，因此，我們於往績記錄期間並無因取消訂單而蒙受任何損失。

定價政策及付款

我們通常對國內及海外客戶採用相同的定價政策及定價區間。我們主要採用成本加成定價方法。我們的產品定價在計及每名客戶的具體情況(例如定制化水準、產品性能、項目的預期完成時間及複雜性、訂單規模、客戶概況及我們與客戶的關係、付款條件、競爭對手設備及系統的價格以及我們進軍新領域的戰略計劃)後，通過綜合計算而釐定。我們隨後根據該等計算結果確定最終銷售價格。

例如，我們的主要產品之一船舶脫硫系統屬於定製，其定價策略通常考慮各種因素，包括船舶的技術要求、設計設備及系統的複雜性、預期完成時間以及設備及系統的範圍，如是否涉及改造設計及建造。此外，我們亦根據與可能擁有不同議價能力的客戶的磋商調整產品價格。通常而言，我們改裝現役船舶的相同或類似設備及系統的平均售價高於新船，主要是因為改裝現役船舶的訂單涉及改裝成本(包括現場3D掃描及改裝設計等)，其導致平均售價較高。有關我們船舶脫硫系統平均售價的更多詳情，請參閱本節的「—我們的設備及系統—船舶脫硫系統—平均售價」。

在為我們的其他設備、系統或服務(包括我們的船舶節能裝置、船舶清潔能源供應系統以及海事服務)設置定價時，我們通常考慮與客戶協定的技術要求。這使我們能夠預測相應的採購及生產成本、研發費用等。然後，我們應用商業上合理的利潤率來制定外部報價的基礎。同時，我們密切關注市場上競爭對手的投標價格，以確保我們的產品定價維持在具競爭力的範圍內，同時保持我們的市場競爭力。

我們一般提供三種付款方式：可使用電匯的分期付款、為期30日至90日的信用期，可使用電匯及信用證。

季節性

我們的經營和財務表現並不受到季節性因素的重大影響。我們採取積極主動的方法管理季節性可能帶來的影響，包括預先在傳統節假期間進行規劃。例如，為確保中國春節期間項目進展的連續性，我們主動安排加班，以減輕節假日對工廠運營可能造成的干擾。

業 務

我們的供應商

我們的主要供應商

於往績記錄期間，我們的主要供應商包括工程設備提供商、零部件提供商、不鏽鋼板提供商、銷售代理、原設備製造商及運輸服務提供商。截至二零二一年、二零二二年及二零二三年十二月三十一日止年度各年以及截至二零二四年六月三十日止六個月，來自我們五大供應商的採購額分別佔各個期間採購總額約70.5%、40.9%、34.5%及56.0%，以及來自我們最大供應商的採購額分別佔各個期間採購總額約51.0%、13.7%、9.7%及26.0%。我們主要從國內供應商採購原材料、產品零部件及服務。於往績記錄期間各年度或期間，五大供應商並不相同。下表載列本集團五大供應商於往績記錄期間各年度或期間的基本資料：

截至二零二一年 十二月三十一日止 年度的五大供應商	業務關係 開始年份	公司背景	業務地點	主要採購/提供 的產品/服務	信貸期	付款方式	交易金額	佔本集團 總採購額 百分比
							人民幣千元	%
供應商A	二零一八年	一家主要從事研發、設計、製造及銷售石化產品的公司	中國內地	脫硫塔	30天	電匯	62,880	51.0
C&O Marine Engineering Co., Limited (「C&O Marine」) ⁽¹⁾	二零二零年	同一控制下的集團公司，主要提供室內裝修材料和安裝服務	中國內地及香港	船舶內裝，包括提供相關設備	30天	電匯	7,797	6.3
供應商B	二零二零年	一家主要從事製造通用零部件、金屬工具及緊固件的公司	中國內地	集裝箱船舶及PCTC綁扎件	30至60天	電匯	6,627	5.4
上海航續環保科技有限公司 (「上海航續」)	二零一八年	一家主要從事各類環境及船舶技術服務的公司，包括相關設備的銷售及維護，以及國際貿易	中國內地	用於煙氣閥、不鏽鋼氬弧焊絲及船舶修理服務的原材料	30天	電匯	4,980	4.0
江蘇大明工業科技集團有限公司 (前稱江蘇大明金屬製品有限公司) (「江蘇大明」)	二零二一年	一家主要從事製造通用設備、通用零部件、機械零件加工、及金屬切削服務的公司	中國內地	不鏽鋼板	不適用	電匯	4,550	3.7
總計							86,834	70.5

附註：

(1) 包括與C&O Marine及其附屬公司的交易。

業 務

截至二零二二年 十二月三十一日止 年度的五大供應商	業務關係 開始年份	公司背景	業務地點	主要採購/提供 的產品/服務	信貸期	付款方式	交易金額 人民幣千元	佔本集團 總採購額 百分比 %
上海航績	二零一八年	一家主要從事各類環境及船舶技術服務的公司，包括相關設備的銷售及維護，以及國際貿易	中國內地	用於煙氣閥、不鏽鋼氬弧焊絲及船舶修理以及調試服務的原材料	30天	電匯	23,805	13.7
C & O Marine ⁽¹⁾	二零二零年	同一控制下的集團公司，主要提供室內裝修材料和安裝服務	中國內地及香港	船舶內裝，包括提供相關設備	30天	電匯	14,788	8.5
供應商B	二零二零年	一家主要從事製造通用零部件、金屬工具及緊固件的公司	中國內地	集裝箱船舶及PCTC綁扎件	30至60天	電匯	14,547	8.4
江蘇大明	二零二一年	一家主要從事製造通用設備、通用零部件、機械零件加工、及金屬切削服務的公司	中國內地	不鏽鋼板	不適用	電匯	9,013	5.2
江蘇匯舸	二零二二年	一家公司主要從事製造及銷售機電設備、零件及各種金屬製品的公司	中國內地	預製艙式變壓器	30天	電匯	8,881	5.1
總計							<u>71,034</u>	<u>40.9</u>

附註：

(1) 包括與C&O Marine及其附屬公司的交易。

業 務

截至二零二三年 十二月三十一日止 年度的五大供應商	業務關係 開始年份	公司背景	業務地點	主要採購/提供 的產品/服務	信貸期	付款方式	交易金額	佔本集團 總採購額 百分比
							人民幣千元	%
C & O Marine ⁽¹⁾	二零二零年	同一控制下的集團公司，主要提供室內裝修材料和安裝服務	中國內地及香港	船舶內裝，包括提供相關設備	30天	電匯	27,234	9.7
Sclashing Hong Kong Co., Limited ⁽²⁾	二零二零年	一家主要從事銷售機械設備、包裝材料及金屬製品的公司	中國內地及香港	集裝箱船舶及PCTC綁扎件	30天	電匯	23,550	8.4
Iron Pump A/S	二零一八年	一家從事為全球船舶業製造及供應優質泵及部件的丹麥公司	丹麥	海水泵	不適用	電匯	19,477	6.9
上海航績	二零一八年	一家主要從事各類環境及船舶技術服務的公司，包括相關設備的銷售及維護，以及國際貿易	中國內地	用於煙氣閥、不鏽鋼氬弧焊絲及船舶修理以及調試服務的原材料	30天	電匯	14,099	5.0
如皋賽興船舶工程有限公司 ⁽³⁾	二零二一年	一家從事船舶設備銷售及服務的多元化公司，包括銷售船舶運輸設備，節能裝置及船舶設計	中國內地	生產加工	30天	電匯	12,793	4.5
總計							<u>97,153</u>	<u>34.5</u>

附註：

- (1) 包括與C&O Marine及其附屬公司的交易。
- (2) 包括與 Sclashing Hong Kong Co., Limited 及其附屬公司的交易。
- (3) 包括與如皋賽興船舶工程有限公司及其附屬公司的交易。

業 務

截至二零二四年 六月三十日止 六個月的五大供應商	業務關係 開始年份	公司背景	業務地點	主要採購/提供 的產品/服務	信貸期	付款方式	交易金額 人民幣千元	佔本集團 總採購額 百分比 %
C & O Marine ⁽¹⁾	二零二零年	同一控制下的集團公司，主要提供室內裝修材料和安裝服務	中國內地及香港	船舶內裝，包括提供相關設備	30天	電匯	36,965	26.0
供應商E ⁽²⁾	二零二二年	一家從事機械加工及製造工藝設備的公司	中國內地	集裝箱船舶及PCTC綁扎件、節能裝置、船用閥門的原材料及設備	30至60天	電匯	14,456	10.2
Scslashing Hong Kong Co., Limited ⁽³⁾	二零二零年	一家主要從事銷售機械設備、包裝材料及金屬製品的公司	中國內地及香港	集裝箱及PCTC綁扎件	30天	電匯	11,828	8.3
供應商F	二零二三年	一家主要從事提供廣泛服務的公司，包括建築、船舶修理、船舶設備製造及技術服務	中國內地	節能裝置	不適用	電匯	9,203	6.5
如皋賽興船舶工程有限公司 ⁽⁴⁾	二零二一年	一家從事船舶設備銷售及服務的多元化公司，包括銷售船舶運輸設備，節能裝置及船舶設計	中國內地	生產加工	30天	電匯	7,094	5.0
總計							79,546	56.0

附註：

- (1) 包括與C&O Marine及其附屬公司的交易。
- (2) 包括與其附屬公司的交易。
- (3) 包括與Scslashing Hong Kong Co., Limited及其附屬公司的交易。
- (4) 包括與如皋賽興船舶工程有限公司及其附屬公司的交易。

業 務

我們曾持有江蘇匯舸的40%股權，其全部隨後於二零二三年四月被出售，以與我們發展船舶環境保護設備及系統的業務重點保持一致。江蘇匯舸成立於二零二二年七月四日，註冊資本為人民幣10百萬元。於成立時，匯舸南通及南京海泰科技有限公司（「**南京海泰**」）分別持有江蘇匯舸40%及60%股權。我們曾嘗試從事預製艙式變壓器業務（其屬於我們的其他海事服務），以將我們的業務多元化。在實際營運過程中，由於江蘇匯舸的利潤率較低，我們發現該業務沒有達到預期效果。此外，由於業務前期訂單不足及生產成本控制能力較弱，難以涵蓋前期產生的各項開支。江蘇匯舸在二零二三年股權出售前財務狀況出現虧損。因此，於二零二三年四月，匯舸南通無償將其於江蘇匯舸的全部權益出售予南通福錢電力設備有限公司（「**南通福錢**」）（「**出售事項**」）。出售事項使我們得以專注於當前的主要業務。

我們所提供產品（涉及包括自江蘇匯舸成立（即二零二二年七月四日）至二零二二年十二月三十一日及自二零二三年一月一日至江蘇匯舸出售日期（即二零二三年四月七日）由江蘇匯舸提供的預製艙式變壓器在內的貨品）的應佔收益及毛利潤率分別為人民幣8.9百萬元、4.0%及零、零。我們所提供產品（涉及包括自出售日期至二零二三年十二月三十一日及自二零二四年一月一日至二零二四年六月三十日由江蘇匯舸提供的預製艙式變壓器在內的貨品）的收益及毛利潤率分別為人民幣4.8百萬元、負1.2%及零、零。自出售日期至二零二三年十二月三十一日，負毛利潤率為1.2%，主要是因為相關採購成本有所增加。然而，我們於出售事項前與客戶訂立的銷售合約項下的價格已確定。

根據公開可得資料，南京海泰成立於二零一八年五月三十一日，註冊資本為人民幣6.0百萬元，主要從事新能源技術的研發、技術轉讓、技術諮詢及技術服務，以及機電產品、電動工具及新能源設備的銷售、安裝及維護。根據公開可得資料，南通福錢成立於二零一九年十二月三十一日，註冊資本為人民幣3.0百萬元，主要從事建築工程、設計及電氣設備、電力設施、建築材料、機械零件及各種其他產品的銷售。

南京海泰及南通福錢均為獨立第三方，與我們或我們的附屬公司、股東、董事、監事或高級管理層，或彼等各自的任何聯繫人於過往或現在並無任何關係（家族、業務、僱傭、信託、融資或其他方式）。據董事所深知及向江蘇匯舸作出正式查詢後，自成立日期起及直至出售事項日期，江蘇匯舸並無出現任何違規行為，且並無涉及任何未決或即將進行的訴訟、仲裁或行政程序。

業 務

於出售事項前，我們是江蘇匯舸的唯一客戶。我們向江蘇匯舸採購預製艙式變壓器，用於我們的海事服務。於構成往績記錄期間的各期間，我們按我們從江蘇匯舸的採購佔海事服務銷售成本的比例載列其比重：

	截至十二月三十一日止年度			截至 六月三十日 止六個月
	二零二一年	二零二二年	二零二三年	二零二四年
	向江蘇匯舸採購的貨品，確認為銷售成本 (人民幣千元)	—	8,525	4,893
海事服務的銷售成本(人民幣千元)	—	57,910	75,556	—
自江蘇匯舸採購的貨品佔海事服務銷售 成本的比例(%)	—	14.7	6.5	—

我們的董事確認，除上文披露者外，於往績記錄期間各年度或期間，我們的五大供應商均為獨立第三方，且我們的董事、彼等各自之緊密聯繫人或任何股東(據我們董事所知截至最後實際可行日期擁有我們股本逾5%)於往績記錄期間各年度或期間概無直接或間接於我們的五大供應商中任何一家擁有任何權益。

我們根據各種因素選擇供應商，包括但不限於產品或服務質量、產品的生產條件及技術能力。我們根據資質、產品或服務質量、供應能力以及相關認證等標準定期審閱及動態評估供應商。根據這些評估，我們編製一份合資格供應商名單。倘若某個供應商根據動態評估被認為不合規或不合格，則我們將從名單中剔除該供應商。出於審慎考慮，我們維持供應商基礎的多元化，確保不依賴任何單一供應商，並有能力在必要時順利獲取替代供應商。

業 務

採購過程由項目採購主管管理，彼負責及時處理技術部門提交的採購請求。此包括生成採購訂單及向供應商取得報價。一旦供應商獲得批准，我們就著手辦理簽署採購合約的手續。我們的採購方法包括競爭性談判和報價請求等。

我們認為與供應商保持良好業務關係十分重要，並應分散供應商基礎，以避免對我們的經營造成任何干擾。我們的董事確認，於往績記錄期間及截至最後實際可行日期：(i)我們在為業務及時取得供應方面並無遇到任何重大困難；及(ii)我們與主要供應商並無任何重大糾紛。

我們的採購協議的主要條款

我們通常與供應商就各項採購訂立採購協議或下達訂單。下文是該等採購協議或訂單的重要條款：

規格	協議或訂單規定了設備、零部件或不鏽鋼板的類型及供應數量。
價格	協議或訂單規定了設備、零部件或不鏽鋼板的價格。
交付	我們的供應商通常需要在規定的時間將設備、零部件或不鏽鋼板交付至我們的生產設施或我們指定的交付地點。
付款	我們通常在設備、零部件或不鏽鋼板交付至我們的生產設施後向供應商付款，主要通過電匯或銀行承兌匯票的方式，在某些情況下，我們需要預先付款。
信貸期	我們的供應商通常會給予我們約30天的信貸期。
保修	倘若我們收到任何有瑕疵的設備、零部件、不鏽鋼板，則我們有權要求更換符合合約規定的質量規格的設備、零部件或不鏽鋼板，費用由供應商承擔。
終止	倘(其中包括)(i)另一方出現任何重大違約；或(ii)另一方出現任何其他違約且未在規定期限內進行補救，則各方可終止協議。

下文載列原設備製造商協議的重要條款：

期限	期限一般為一年之內，視乎不同的需求而定。
責任	原設備製造商需要根據我們的規格處理某些產品。

業 務

原材料採購政策	部分原設備製造商可以選擇原材料，但將接受我們的檢查。倘使用我們的原材料，原設備製造商應記錄有關材料的消耗配額。我們將根據協議中關於時間、數量、質量及規格的規定供應原材料。原設備製造商應及時檢查我們提供的原材料。若材料不符合要求標準，原設備製造商必須立即通知我們以進行更換或補充。原設備製造商不得在未經授權的情況下替換我們提供的原材料。
付款	付款條件包括分期付款或在工作完成後支付。
保密	原設備製造商必須對所承擔的加工及製造工作保密。未經我們許可，彼等不得保留技術文件的副本。
終止	倘(其中包括)(i)另一方出現任何重大違約；或(ii)另一方出現任何其他違約且未在規定期限內進行補救，則各方可終止協議。

有關與我們服務承包商的服務協議主要條款的詳情，請參閱本節「一 銷售及服務網絡」，及有關銷售代理協議主要條款的詳情，請參閱本節「一 營銷策略」。

主要客戶與供應商重疊

於往績記錄期間，客戶I是我們的主要客戶之一及供應商，而上海航續及供應商E是我們的主要供應商及客戶。根據弗若斯特沙利文的資料，在航運及航運相關行業，客戶亦為供應商的情況並非罕見。

於往績記錄期間，客戶I向本集團採購船舶脫硫系統及船舶清潔能源供應系統，我們將我們設計的擋風罩的生產及安裝外判予客戶I。於截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月，我們向客戶I所作銷售總額分別約為零元、人民幣217,000元、人民幣26.5百萬元及人民幣19.6百萬元，分別佔我們總銷售額約零、0.1%、5.2%及5.8%。於截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月，我們向客戶I銷售產品獲得的毛利分別約為零元、人民幣36,000元、人民幣12.9百萬元及人民幣8.1百萬元，而於同期我們向客戶I銷售產品獲得的毛利率分別約為零、16.7%、48.8%及41.5%。於截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月，我們向客戶I的採購總額分別約為零元、人民幣58,000元、人民幣8.9百萬元及人民幣20,000元，分別佔我們總採購額約零、0.03%、3.2%及0.01%。

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上海航續於往績記錄期間向我們提供煙氣閥、不鏽鋼氬弧焊絲的原材料以及船舶維修服務，同時其亦向我們外判我們其他海事服務下的煙氣閥的合約製造，然後轉售予其客戶。上海航續為若干船舶設備(包括煙氣閥)提供原材料及船舶維修服務。當上海航續接到海事服務下的煙氣閥訂單時，經考慮我們的良好合作後向我們外判煙氣閥的合約製造。於截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月，我們向上海航續的採購總額分別約為人民幣5.0百萬元、人民幣23.8百萬元、人民幣14.1百萬元及人民幣4.1百萬元，分別佔我們總採購額約4.0%、13.7%、5.0%及2.9%。於截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月，我們向上海航續所作銷售總額分別約為人民幣1.1百萬元、人民幣3.0百萬元、零元及零元，分別佔我們總銷售額約0.8%、1.2%、零及零。於截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月，我們向上海航續銷售產品獲得的毛利分別約為人民幣139,000元、人民幣276,000元、零元及零元，而於同期我們向上海航續銷售產品獲得的毛利率分別約為12.3%、9.3%、零及零。

於往績記錄期間，供應商E的若干附屬公司(統稱「**供應商E銷售實體**」)向我們供應了集裝箱船舶及PCTC鬆散綁扎件、節能裝置、船用閥門的原材料及設備。供應商E的另一附屬公司(「**供應商E購買實體**」)於截至二零二二年及二零二三年十二月三十一日止年度向我們採購了集裝箱船固定綁扎件。我們從供應商E銷售實體採購的產品與我們向供應商E購買實體銷售的產品有所不同。供應商E是一家擁有廣泛業務活動的大型企業集團。我們與其不同附屬公司合作以滿足我們的業務需求。截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月，我們向供應商E的總採購額分別約為零元、人民幣8.8百萬元、人民幣9.3百萬元及人民幣14.5百萬元，分別佔我們總採購額約零、5.1%、3.3%及10.2%。截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月，我們向供應商E的總銷售額分別約為零元、人民幣2.4百萬元、人民幣0.8百萬元及人民幣10,641元，分別佔我們總銷售額約零、1.0%、0.2%及0.01%。於截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月，我們向供應商E銷售產品獲得的毛利分別約為零元、人民幣694,000元、人民幣243,000元及人民幣2,000元，而於同期我們向供應商E銷售產品獲得的毛利率分別約為零、29.1%、28.9%及21.5%。

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下表載列於所示期間我們來自該等重疊客戶—供應商的總收益及我們的採購金額：

	截至十二月三十一日止年度			截至 六月三十日 止六個月
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元(百分比除外)			
來自重疊客戶—供應商的收益				
收益	1,131	5,583	27,315	19,602
佔我們總收益百分比	0.8%	2.3%	5.4%	5.8%
來自重疊客戶—供應商的採購				
採購金額	4,980	32,689	32,313	18,567
佔我們總採購的百分比	4.0%	18.8%	11.5%	13.1%

我們的董事確認，我們與客戶I及上海航續的所有銷售和採購並非互為條件、互相關聯或於其他方面被認為一項整體交易。

競爭

我們所處的行業競爭激烈。我們通常與全球船舶環境保護設備及系統提供商競爭。競爭主要集中在技術進步、服務價格、所提供服務的質量及種類、財務能力及接觸客戶的機會。詳情請參閱「風險因素—與我們的業務及行業有關的風險—船舶環境保護設備及系統行業高度分散且競爭激烈，我們無法保證在有關行業中成功競爭」。

此外，當我們進入新市場時，我們可能會面臨來自在相關地區已建立業務的公司及具有類似擴張目標的其他公司的激烈競爭。我們無法向閣下保證我們將能成功競爭以擴大我們的覆蓋範圍並進行策略性收購。詳情請參閱「風險因素—與我們的業務及行業有關的風險—我們未必能及時適應快速變化的技術，甚或完全無法適應」及「風險因素—與我們的業務及行業有關的風險—我們的業務前景取決於我們能否成功推出及推廣新設備及系統以及執行我們計劃的業務舉措。然而，此舉可能會使我們面臨全新的更大挑戰及風險」。

與海外公司相比，中國船舶環保設備及系統提供商在交付速度方面表現出色，通常較國際競爭對手領先兩個月完成項目。此外，我們是全球極少數專注於船舶環境保護設備及系統的公司之一，而大多數競爭對手僅將此領域視為其更廣泛產品組合的一部分。這種專注使我們能夠提供更具體、專業及定制的解決方案，以滿足特定客戶的需求。此外，與海外公司相比，由於勞工及原材料成本較低，我們可以為產品提供更具競爭力的價格。

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與國內競爭對手相比，我們已擴張至船舶脫硫系統的核心業務之外，還包括節能裝置及清潔能源供應系統。該擴張既與不斷變化的客戶需求一致，亦符合日益嚴格的全球法規，確保我們保持相關性及競爭力。相比而言，眾多國內競爭對手適應這些市場變化的速度較慢。此外，通過形成其核心船舶環保設備及系統業務，我們提供擴展服務(如海事服務)。船東通常將其改裝供應商限制在一至兩個服務提供商，以提高成本效率。我們與客戶的合作歷史及客戶滿意度使我們成為有關服務的首選提供商。此外，藉助我們自身的生產設施，我們相信，通過相較於其他國內競爭對手更好地掌控生產工藝，我們可提升產品質量控制及成本效益。最後，相比國有企業，我們作為民營船舶廢氣淨化系統提供商，擁有更精簡的決策流程，使我們能夠快速應對市場變化及把握機會。

更多詳情請參閱本招股章程「行業概覽」。

知識產權

截至最後實際可行日期，我們擁有對我們的業務至關重要的商標、專利及版權，包括80項已註冊專利、12個已註冊商標、30項已註冊版權及兩個域名，並已申請註冊對我們的業務至關重要的兩個商標及18項專利。有關對我們的業務而言屬重大的知識產權詳情，請參閱本招股章程附錄六「法定及一般資料 — B.有關我們業務的進一步資料 — 2.本集團的知識產權」。

我們亦通過與顧問、業務合作夥伴及承包商訂立保密協議來尋求保護我們的專有技術及流程。我們已與高級管理層及研發團隊的若干核心成員以及接觸商業機密或機密專有資料的其他關鍵僱員訂立保密協議及僱員協議中規定的不競爭條款。我們的標準僱傭合約包含一項轉讓條款，根據該條款，我們擁有僱員受僱於我們期間獲得的所有發明、技術、專有技術及商業機密的所有權利。然而，儘管我們已採取措施保護我們的知識產權，但第三方仍可能未經授權獲得我們的機密資料及商業機密。更多詳情請參閱「風險因素 — 與我們的業務及行業有關的風險 — 我們曾經且未來可能會面臨專利、商標及／或其他知識產權侵權索賠，索賠可能耗時，導致我們承擔重大責任並增加我們的經營成本」。

除「風險因素」一節所披露者外，於往績記錄期間及直至最後實際可行日期，我們未涉及任何法律、仲裁或行政訴訟或任何知識產權侵權索賠，我們可能是其中的原告或被告。我們的董事確認，截至最後實際可行日期，彼等並不知悉我們有任何第三方知識產權侵權的任何法律、仲裁或行政訴訟。

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僱員

截至二零二四年六月三十日，我們在中國內地、新加坡、挪威、葡萄牙及香港共有106名全職僱員。

下表載列截至所示日期按職能劃分的我們的全職僱員人數及百分比：

	截至二零二四年六月三十日	
	僱員人數	佔僱員總人數的%
管理 ⁽¹⁾	7	6.6
行政	19	17.9
研發	28	26.4
銷售及營銷	10	9.4
生產	32	30.2
採購	5	4.7
財務	5	4.7
總計	106	100.0

附註：

(1) 陳志遠先生亦為領導我們研發團隊的技術總監。

下表載列截至所示日期按業務地點劃分的全職僱員人數及百分比：

	截至二零二四年六月三十日	
	僱員人數	佔僱員總人數的%
中國內地	93	87.7
新加坡	2	1.9
挪威	1	0.9
葡萄牙	8	7.5
香港	2	1.9
總計	106	100.0

我們認為，我們的僱員是有助於本集團成功的寶貴資產。我們根據多種因素招募僱員，例如其在船舶環境保護設備及系統行業的行業經驗、其教育背景以及我們的職缺需求。我們一般根據僱員各自的職位及職責向其支付固定薪資及其他花紅及津貼。

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我們與全職僱員訂立個人僱傭合約，內容涵蓋工資、僱員福利、僱傭範圍及終止理由等事項。此外，我們在生產設施中亦使用合同工進行工作。截至最後實際可行日期，我們的僱員尚未通過任何工會或集體談判協議協商其僱傭條款。

我們的僱員將接受培訓，以提高其技術技能、行業質量標準、職業健康及安全標準以及適用法律法規的知識。我們相信我們與僱員保持著良好的工作關係。於往績記錄期間及直至最後實際可行日期，我們並無發生任何重大勞資糾紛、停工或罷工或任何導致本集團營運中斷的工作安全相關事件。

我們致力於嚴格遵守我們經營所在地區有關薪酬及解僱、平等機會、多元化、反歧視及其他福利的法律法規，為所有僱員提供公平、多元化及包容的工作場所。根據相關法律要求，我們僱員的招聘、薪酬及福利、晉升及解僱取決於其工作能力。我們尊重每名僱員的權益，努力確保為所有僱員提供一個無歧視、無騷擾的工作環境，為所有僱員提供平等的機會，無論其年齡、性別、種族、國籍、殘疾、家庭狀況、婚姻狀況或與工作能力無關的任何其他因素。

為保障僱員的權益，我們的內部僱傭政策已規定工資的協商、調整及支付以及終止僱傭合約的條件及程序。

我們亦為僱員提供福利，作為其薪酬待遇的一部分，我們認為這符合行業規範。例如，根據相關法律法規的規定，我們在中國內地的僱員享有住房公積金及社會保險，包括退休金、基本醫療保險、生育保險、工傷保險及失業保險。

住房公積金

根據中國的相關法律及法規，僱主必須為其僱員繳納住房公積金。於往績記錄期間，我們的一間附屬公司匯舸南通並未為我們的若干僱員足額繳納住房公積金。造成該不合規的主要原因是，部分僱員因個人原因不太願意供繳。出於尊重僱員的供繳意願及保持就業穩定，匯舸南通暫時為該等僱員按其基本薪金供繳住房公積金。截至二零二一年、二零二二年及二零二三年十二月三十一日止年度，以及截至二零二四年六月三十日止六個月，我們估計未繳住房公積金總金額的總差額約為人民幣0.4百萬元。據我們的中國法律顧問告知，對於匯舸南通未足額為其僱員繳納住房公積金的行為，主管部門可要求匯舸南通在規定期限內補繳欠款。倘匯舸南通未能於該規定期間內繳納，則相關部門可向人民法院申請強制執行。於往績記錄期間及直至最後實際可行日期，我們並未受到任何有關住房公積金的處罰，亦未收到主管部門要求我們補足住房公積

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金差額的任何通知。此外，我們承諾，如果政府主管部門要求我們在規定期限內繳納差額或補繳並繳納滯納金，我們將及時遵守且我們須支付的最高金額將等於總差額款項。匯舸南通自二零二四年七月起已根據法律要求一直為其僱員足額繳納住房公積金。

基於以上所述，我們的中國法律顧問認為，只要我們按主管政府部門要求在規定期限內支付未繳納供款及滯納金(如有)，因我們於往績記錄期間未足額繳納住房公積金而面臨主管政府機關處以罰金的可能性甚微。因此，就於往績記錄期間未能足額繳納住房公積金的最高潛在責任將約為人民幣0.4百萬元。

經考慮(i)我們的中國法律顧問的法律意見，(ii)未繳住房公積金的總差額僅約為人民幣0.4百萬元，(iii)最高潛在責任將僅約為人民幣0.4百萬元，及(iv)匯舸南通自二零二四年七月以來已根據法律要求一直為其僱員足額繳納住房公積金，我們的董事認為，該事件不會對本集團的運營及財務表現產生重大不利影響。請參閱「風險因素 — 與我們的業務及行業有關的風險 — 違反有關住房公積金的相關規定可能會導致處罰，並對我們的業務、財務狀況、經營業績及前景造成不利影響。」

此外，為預防今後發生該等違規行為，我們已改進內部控制措施：

- 我們計劃持續定期與相關政府機構密切溝通，確保我們獲得相關法律法規的最新資料，了解彼等的要求及對相關規章制度進行解釋，並根據彼等的具體指導及時繳納住房公積金；
- 我們已制定並完善合規政策，以滿足主管部門及中國相關法律法規的要求。我們的人力資源部與其他部門合作，監管我們對住房公積金繳費規定的持續遵守情況，並監督實施任何必要措施；
- 我們會定期檢討住房公積金的支付情況，倘發現有任何問題或潛在風險，我們將及時進行整改，以確保僱員的利益得到保障及符合監管規定；及

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- 我們亦將加強對僱員的法律合規培訓，提高彼等對相關中國法律法規的認識，並設立舉報人電郵。我們將及時向相關部門提供關於住房公積金法規的任何最新資料的培訓。

我們就財產損害對物業及固定資產、生產設施及設備購買綜合保險。此外，根據中國相關法律及法規，我們必須投購工傷保險，保障(其中包括)工傷、意外或引致僱員患上職業健康疾病的事件。我們亦按照中國相關法律法規為僱員繳納社會保障保險供款。董事認為，我們的投保安排與本集團所屬行業在中國的一般做法一致。截至二零二一年、二零二二年及二零二三年十二月三十一日止年度及截至二零二四年六月三十日止六個月，我們概無向保險公司進行索賠。我們相信，我們目前擁有的保險範圍符合相關行業標準，足以滿足我們正常的業務運營。然而，若干類風險，例如有關收回貿易應收款項的機會及因流行病、天災、惡劣天氣狀況、政治動盪及恐怖主義襲擊等事件產生的負債風險，通常不受保險所涵蓋，因為該等風險不在承保範圍內或就該等風險投保的成本過於高昂。請參閱「風險因素 — 與我們的業務及行業有關的風險 — 我們的保險保障政策可能不足以保障我們免受所有業務風險及涵蓋我們所有潛在損失」。

物業

自有物業

截至最後實際可行日期，我們在中國內地擁有一處建築面積約10,712.5平方米的物業，用作倉庫、生產、研發及辦公用途。於往績記錄期間及直至最後實際可行日期，我們已取得我們所擁有房地產的權利證書。

租賃物業

截至最後實際可行日期，我們在中國內地租賃兩處物業，建築面積約801.1平方米，以及在新加坡租賃一處物業，建築面積約87.0平方米。該等租賃物業主要用作辦公用途，租賃期限約兩年至六年不等。我們相信，我們目前的租賃物業足以滿足我們的近期需求，並可以商業合理的條款獲得額外的空間，以滿足我們未來的需求。我們預計租約到期後續約不會遇到太大困難。

於往績記錄期間及直至最後實際可行日期，我們在續租租賃物業時並無遇到任何困難。我們的董事確認，就租金開支而言，上述物業概無個別對本集團而言屬重大。

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持牌物業

我們於二零二四年七月九日與一名獨立第三方簽訂持牌協議，以使用一處辦公空間作為我們在香港的主要營業地點。

服務協議

我們於二零二二年與一名獨立第三方訂立服務協議，同意在里斯本向我們提供辦公空間、工作站、網路存取及辦公設備等。

一般事項

上述物業用於上市規則第5.01(2)條所界定的非物業業務。根據上市規則第5.01A條，倘物業權益的賬面值少於我們總資產的15%，則本招股章程可獲豁免遵守納入對非物業業務的物業權益估值的規定。就《公司(清盤及雜項條文)條例》第38(1)條及附表三第34(2)段的規定而言，《公司(豁免公司及招股章程遵從條文)公告》(香港法例第32L章)第6條亦有類似豁免。截至最後實際可行日期，我們概無賬面值佔總資產15%或以上的非物業業務的單一物業權益，因此，我們無需在本招股章程中納入任何物業估值報告。

法律訴訟

除「風險因素」一節所披露者外，於往績記錄期間及直至最後實際可行日期，概無向我們或任何董事作出尚未了結或面臨威脅的訴訟、仲裁程序或行政訴訟，從而將單獨或總體對我們的業務、財務狀況及經營業績產生重大不利影響。

遵守法律法規

於往績記錄期間及直至最後實際可行日期，我們概未參與亦未涉及任何導致罰款、執法行動或其他處罰，且單獨或總體可能對我們的業務、財務狀況及經營業績產生重大不利影響的重大不合規事件(包括環境相關事件)。於往績記錄期間及直至最後實際可行日期，我們的董事認為，我們在所有重大方面均遵守有關我們業務運營所有適用法律及法規。有鑒於此及基於相關政府部門頒發的合規證書和確認書，我們的中國法律顧問認為，本集團於往績記錄期及直至最後實際可行日期在所有重大方面均已遵守所有適用中國法律及法規。

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牌照、許可證及批文

我們的董事確認，於往績記錄期間及直至最後實際可行日期，我們已在所有重大方面就我們的營運取得相關當局所有必需的重要牌照、許可證及批文。我們需不時更新部分有關牌照、許可證及批文，目前我們預計有關更新不會出現任何重大困難或法律障礙。

下表載列截至最後實際可行日期我們持有的重要牌照、許可證及批文列表：

牌照/許可證	持有人	授予機關	授予日期	到期日
港口營運許可證	匯舸南通	如皋市交通運輸局	於二零二一年十二月二十七日頒發及於二零二四年十二月六日續期	二零二七年十二月五日
固定污染源排污登記回執 (註冊號：91320682MA1XUT853L001W)	匯舸南通	全國排污許可證管理信息平台	二零二三年二月十五日	二零二八年二月十四日
海關進出口貨物收發貨人備案回執 (HS代碼：32069649PW)	匯舸南通	如皋海關	二零一九年七月二十四日	不適用 ⁽¹⁾
海關進出口貨物收發貨人備案回執 (HS代碼：32069649TT)	安佰科電氣	如皋海關	二零二零年四月二十四日	不適用 ⁽¹⁾
港口經營業務備案表 (備案編號：滬港備23054號)	匯舸國際	上海市交通委員會	二零二三年八月三十日	二零二六年八月二十九日
運輸工具服務企業備案表 (備案編號：2243MACAB1FW8)	匯舸國際	中國上海海關	二零二三年九月六日	不適用 ⁽¹⁾

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牌照/許可證	持有人	授予機關	授予日期	到期日
年產能50套脫硫環保設備(即脫硫塔)的江蘇省投資項目備案證 (編號: 皋行審備[2019]224)	匯舸南通	如皋市行政審批局	二零一九年十一月二十日	不適用 ⁽¹⁾

附註:

(1) 相關記錄及備案概無屆滿日期及將保持有效。

此外，我們生產船舶廢氣淨化系統，旨在滿足主要船級社嚴格的認證要求。我們的主要產品已獲得相關原理認可證書及工廠認可證書。該等主要成就的詳情如下：

原理認可證書⁽¹⁾

船級社	相關產品	授予編號	授予日期
美國船級社	廢氣控制(EGC)系統	CR1718965	二零一七年八月一日
	氮氣系統	5099859-A	二零二二年四月十八日
	二氧化碳去除系統碳捕集先導試驗系統	6424370-A	二零二四年五月二十九日
法國船級社	減少硫氧化物(SOx)廢氣的廢氣淨化裝置	DA-MACH/18/02817	二零一八年八月十六日
	廢氣控制系統控制單元	21651CHN22	二零二三年一月四日
	氮氣產生裝置	06507CHN24	二零二四年二月二十五日
中國船級社	脫硫脫硫塔	DL18X00001	二零一九年五月五日
挪威船級社	COIS內聯多流混合脫硫塔系統	MCADE343/YOPARK/P24873-J-10006	二零一七年八月七日
	MeOH(甲醇)燃料系統用於低閃點液體燃料船舶	—	二零二二年九月二十九日
	廢氣控制及監控系統	N142BVUJ	二零二三年一月三日
勞氏船級社歐洲	COIS內聯混合脫硫塔系統	SOUTSO/4849755/ENG	二零一七年七月二十五日
勞氏船級社(中國)	CYBERION船舶網絡安全(增強版)解決方案	20/80018	二零二零年十二月八日
	碳捕捉及固化系統	STS/DDT/LYW/STS 20221106	二零二二年十二月二十三日
	二氧化碳流量計設計	STS/DDT/LYW/STS 20231110	二零二三年十一月二十八日
	膜法氮氣系統	SHI2401054	二零二四年四月十七日

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船級社	相關產品	授予編號	授予日期
日本海事學會	廢氣控制系統(EGCS)控制系統	EL19SC03323	二零一九年 十月三十日
意大利船級社	廢氣控制(EGC)控制系統	WS/2023/WS/01/821	二零二三年 四月二十三日

附註：

(1) 原理認可證書長期有效，無到期日。

工廠認可證書

船級社	相關工序	授予編號	授予日期	到期日
法國船級社	製造EGCS電控系統和脫硫塔	SMS.W.II./137714/ A.0	二零二二年 七月十四日	二零二六年 七月八日
勞氏船級社(中國)	製造預製鋼結構部分及壓力管道製作	NTG2400310	二零二四年 四月二日	二零二七年 四月一日
意大利船級社	根據批准程序，船體建造的切割、裝配和焊接；由普通、高強度鋼和不銹鋼製成的海洋和工業結構	REC386622WS	二零二三年 一月三十日	二零二八年 一月二十九日
	按照批准計劃製造廢氣控制系統控制單元	REC386622WS/001	二零二三年 一月三十一日	二零二八年 一月三十日
	按照批准計劃製造撬裝式液化天然氣燃氣系統	REC386622WS/002	二零二三年 二月十五日	不適用

風險管理及內部控制

我們致力建立及維護健全的風險管理及內部控制系統。我們已採用並持續改善內部控制機制，確保業務運營合規。此外，我們定期審查風險管理政策及內部控制措施的實施，以確保其有效性及充分性。我們一直致力推動合規文化，並將就各種合規事宜採取政策及程序，包括對企業管治及環境、社會及管治事宜的適用要求。我們的董事會將共同負責建立及運作有關企業管治及環境、社會及管治事宜的機制。我們的董事參與有關機制及相關政策的制定。我們已在業務運營的各個方面採取並實施風險管理政策，以應對有關營運、合規、知識產權及投資的各種潛在風險。

業務運營風險管理

我們採取全面的運營風險管理方法，並實施責任細化、獎懲分明的機制。我們的業務營運、財務及相關部門共同負責確保我們的業務營運符合內部程序。一旦發生重大不利事件，該事項將被上報至我們的高級管理層，董事會可能需採取適當措施。通過有效的業務運營風險管理，我們預期通過識別、計量、監控及控制運營風險，將運營風險控制在合理範圍內，以減少潛在虧損。

反腐敗風險管理

我們已制定反腐敗風險管理政策，禁止僱員為追求不正當個人利益或本公司不正當權益而從事任何腐敗活動。我們的人力資源及法律部門應監督反腐敗政策的實施。我們設有鼓勵內部舉報可疑活動的舉報機制(包括舉報熱線及電郵)。我們對腐敗行為採取零容忍態度，不會聘用或晉升對腐敗事件負有責任的人員。我們開展內部培訓，並要求所有供應商簽訂反腐敗承諾。

知識產權風險管理

請參閱本節「一 知識產權」。

審核委員會及董事會監督

為監控我們風險管理政策的持續實施，審核委員會持續審查及監督我們的財務報告流程及內部控制系統，以確保我們的內部控制系統有效識別、管理及減輕業務運營所涉及的風險。審核委員會由三名成員組成，即朱榮元先生、管延敏博士及吳先僑女士。朱榮元先生為審核委員會主席。請參閱本招股章程「董事、監事及高級管理層 — 董事會」一節。

審核委員會下的內部審核人員負責報告問題，並透過持續識別內部控制的失誤及弱點來改善我們的內部控制系統及程序。內部審核人員及時向審核委員會及董事會報告所發現的任何重大問題。

與我們控股股東的關係

控股股東

緊隨全球發售完成後(未計及根據首次公開發售前購股權計劃授出的購股權獲行使)，我們的控股股東(即我們的聯合創始人周洋先生、趙明珠先生及陳志遠先生以及匯舸發展)將合共擁有本公司已發行股本71.25%權益，並將在上市後繼續成為我們的控股股東。有關周洋先生、趙明珠先生及陳志遠先生(各自為執行董事)的進一步背景資料，更多詳情請參閱本招股章程「董事、監事及高級管理層」。周洋先生是我們的董事長，趙明珠先生是我們的首席執行官。

此外，匯舸發展為員工持股平台，就上市規則而言，其被視為本公司的控股股東之一，因其普通合夥人為匯舸產業，而匯舸產業由周洋先生持有37.50%、趙明珠先生持有31.25%及陳志遠先生持有31.25%。緊隨全球發售完成後(未計及根據首次公開發售前購股權計劃授出的購股權獲行使)，匯舸發展將合共擁有本公司已發行股本6.00%權益，並將於上市後繼續作為我們的控股股東。更多詳情請參閱「歷史、發展及公司架構—公司發展—涉及員工持股平台的股份轉讓」。

一致行動人協議書

根據一致行動人協議書，周洋先生、趙明珠先生及陳志遠先生在行使提議權及對董事會及股東會相關事項進行投票時應採取一致行動。如未能達成共識，則有關事項將由大多數股東決定。為免生疑問，匯舸發展並非一致行動人協議書的訂約方。然而，如上文「歷史、發展及公司架構」一節所述，匯舸發展的普通合夥人是匯舸產業(其由周洋先生、趙明珠先生及陳志遠先生控制)。鑑於周洋先生、趙明珠先生及陳志遠先生在行使向董事會及股東會就相關事項提出建議及投票的權利時應採取一致行動，應遵循匯舸發展的投票權，因此匯舸發展應被視為控股股東之一。

上市規則第8.10條

各控股股東及董事確認，截至最後實際可行日期，彼並無於本集團業務之外與我們的業務構成或可能構成直接或間接競爭並須根據上市規則第8.10條披露的業務中擁有任何權益。除我們的控股股東及部分其他董事的持股權益外，我們的控股股東及董事可能在其他業務中擁有其自身的投資或權益，例如食品和飲料、電子、運輸、資產管理及紡織等行業，這些業務並不構成與我們競爭的業務。

與我們控股股東的關係

不競爭承諾

我們的聯合創始人周洋先生、趙明珠先生及陳志遠先生於二零二三年十月十二日訂立一份控股股東、實際控制人關於避免同業競爭的承諾(「不競爭承諾」)，以支持本公司。

不競爭承諾的主要條款概述如下：

- 業務經營的排他性：聯合創始人確認，彼等及其控制的任何企業均未從事與本集團相同或相似的業務活動。
- 不競爭承諾：聯合創始人同意不會在中國境內外發展、經營、協助經營或參與任何與本集團業務直接或間接競爭的活動。彼等亦並無持有任何與本公司業務競爭的任何其他公司或企業的權益。
- 優先購買權：倘聯合創始人有意出售任何與本集團經營相關的資產、業務或權益，本公司有權優先購買該等資產。聯合創始人已承諾將努力確保交易價格公平合理，並基於與獨立第三方的正常商業交易。
- 機會轉讓：倘聯合創始人或其控制的企業獲得任何與本集團構成或可能構成實質性競爭的商業機會，其同意立即通知本公司，並努力將該等機會轉讓予本公司。
- 信息披露義務：聯合創始人同意根據相關法律、法規和公司政策，及時向本公司披露任何與本集團業務競爭或可能競爭的業務或利益。
- 禁止有害活動：聯合創始人同意不利用其身份從事任何可能損害本公司或股東利益的商業活動。

與我們控股股東的關係

控股股東的獨立性

經考慮以下因素，董事信納我們能夠於上市後獨立於控股股東及其緊密聯繫人開展業務。

管理獨立

於上市後，董事會將由五名執行董事及三名獨立非執行董事組成，其中三名執行董事周洋先生、趙明珠先生及陳志遠先生亦為控股股東。因此，我們的大多數董事會成員並非我們的控股股東。董事及高級管理層成員均具備擔任本公司董事或高級管理層所需的相關管理及／或行業經驗，並可獨立於控股股東作出管理決策。更多詳情請參閱「董事、監事及高級管理層」。

各董事均知悉其作為本公司董事的誠信責任，責任要求(其中包括)其為本公司裨益行事，並符合本公司的最佳利益，且不容許其擔任董事的職責與個人利益之間有任何衝突。倘因本集團與董事或彼等各自的聯繫人之間訂立的任何交易而產生潛在利益衝突，則擁有權益的董事須於本公司的相關董事會會議上就該等交易放棄投票，並不得計入法定人數。我們的董事(包括獨立非執行董事)具備必要的資格、誠信和經驗，以維持有效的董事會並履行其誠信責任(包括在利益衝突的情況下)。此外，我們擁有一支專業管理團隊，以執行本集團的日常業務決策，該團隊所有成員均於本公司所從事的行業擁有豐富經驗，因此將作出符合本集團最佳利益的業務決策。我們有三名獨立非執行董事，本公司的若干事項一貫須呈交獨立非執行董事審議。獨立非執行董事將代表董事會層面的獨立性，並保護本公司及股東的整體利益。我們已採納一系列企業管治措施以管理本集團與控股股東之間的利益衝突(如有)，從而支持我們的獨立管理。更多詳情請參閱本節「一 控股股東的獨立性 — 企業管治措施」。

經考慮上述因素後，董事信納彼等能獨立履行於本公司的職責，且董事認為我們能於全球發售完成後獨立於控股股東及其各自的緊密聯繫人管理業務。

與我們控股股東的關係

營運獨立性

我們擁有足夠資本、設施、場所及員工，以獨立於控股股東及彼等的緊密聯繫人經營業務。我們亦有獨立渠道接觸客戶及供應商，並擁有獨立管理團隊以管理日常營運。我們已建立自有的組織架構，包括業務單位等個別部門經營業務。本集團亦已建立一套內部監控程序以促進業務的有效運營。

因此，董事信納，我們能夠獨立於控股股東及彼等各自的緊密聯繫人營運。

財務獨立性

我們擁有獨立的內部控制及會計系統，並根據我們的業務需求作出財務決策。我們亦有一個獨立的財務部門，負責獨立於我們的控股股東及其各自的緊密聯繫人履行現金收支、會計、申報及內部控制等庫務職能。我們的財務總監及財務部員工均為全職員工，且彼等並不為任何控股股東或其各自的緊密聯繫人工作。

我們擁有充足資本以獨立經營業務，並擁有足夠的內部資源及強大的信貸狀況以支持日常營運。於往績記錄期間，我們主要透過結合營運所得現金及銀行借款為營運提供資金。緊隨上市後，控股股東或彼等各自的緊密聯繫人將不會以我們為受益人提供財務資助、抵押及／或擔保，反之亦然(視情況而定)。

截至二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，我們的未償還銀行借款分別為零元、人民幣4.1百萬元、人民幣19.9百萬元及人民幣27.0百萬元。儘管截至二零二四年六月三十日我們的控股股東已為本集團的所有銀行借款提供擔保，惟相關銀行已於二零二四年十二月二十日前解除該等擔保。展望未來，我們相信，如有需要，我們將有能力從第三方獲得融資，而毋需依賴我們的控股股東及其各自的緊密聯繫人。

考慮到預期控股股東或彼等各自的緊密聯繫人將不會為我們日後的經營提供資金，且我們能夠在不依賴控股股東的情況下按正常商業條款自外部來源獲得融資，我們認為，我們財務上獨立於控股股東及彼等各自的緊密聯繫人。

與我們控股股東的關係

企業管治措施

董事明白良好企業管治對保障股東權益的重要性。我們已採納下列措施以保障良好企業管治標準及避免本集團與控股股東之間的潛在利益衝突：

- (a) 我們已建立內部監控機制以識別關連交易。於上市後，倘我們與控股股東或彼等任何聯繫人訂立關連交易，則本公司將遵守適用的上市規則；
- (b) 我們的董事會組成將包括三名獨立非執行董事以確保對董事會的決策過程有效行使獨立判斷，並向股東提供獨立建議；
- (c) 倘須召開股東會以審議控股股東或彼等任何緊密聯繫人於其中有重大利益的擬定交易，則控股股東不會就決議案投票且不得計入投票的法定人數；
- (d) 獨立非執行董事將每年檢視本集團與控股股東之間是否存在任何利益衝突及不競爭承諾的遵守情況（「年度檢視」），並提供公正及專業意見，以保障少數股東權益；
- (e) 控股股東將承諾提供所有必要資料，包括所有相關財務、營運及市場資料以及獨立非執行董事進行年度審閱所要求的任何其他必要資料；
- (f) 我們將按照上市規則的規定於年度報告或以公告方式披露有關獨立非執行董事所審閱事項的決定；
- (g) 倘董事合理要求獨立專業人士（如財務顧問）提供意見，則委聘有關獨立專業人士的費用將由我們支付；及
- (h) 我們已委聘中國銀河國際證券（香港）有限公司為合規顧問，以就遵守上市規則（包括有關企業管治的多項規定）向我們提供意見及指引。

基於上文所述，董事信納已採取充足企業管治措施以管理我們與控股股東之間可能發生的利益衝突以及保障少數股東於上市後的利益。

董事、監事及高級管理層

董事會

於上市後，董事會將由八名董事組成，包括五名執行董事及三名獨立非執行董事。董事會的權力及職責包括釐定業務及投資計劃、編製年度財務預算及最終報告，以及行使章程賦予的其他權力、職能及職責。我們與執行董事已訂立或將於上市前訂立服務協議，並與獨立非執行董事訂立委任函。

下表載列董事的若干資料：

姓名	年齡	於本公司的職位	加入本集團的日期	獲委任為董事的日期	職務及職責	與其他董事、監事及高級管理層的關係
執行董事						
周洋先生	47歲	執行董事兼董事長	二零一八年九月二十六日	二零一九年七月二十日	監督企業管治及本公司戰略地位、維護股東權益、管理高級管理層、代表本集團參與業務發展以及監督董事會。	無
趙明珠先生	45歲	執行董事兼首席執行官	二零一七年九月六日	二零一九年七月二十日	監督本公司的整體營運及管理、制定並牽頭執行戰略目標、促進利潤增長、優化資源配置、協調內外關係以及推動本公司發展。	無
陳志遠先生	42歲	執行董事兼技術總監	二零一八年五月十日	二零一九年七月二十日	技術舉措的戰略規劃、研發監督、品質保證、技術團隊管理、改進內部流程、推動技術進步並提高效率及競爭力。	無

董事、監事及高級管理層

姓名	年齡	於本公司的職位	加入本集團的日期	獲委任為董事的日期	職務及職責	與其他董事、監事及高級管理層的關係
舒華東先生	52歲	執行董事、財務總監兼公司秘書	二零二零年九月一日	二零二二年十二月二十日	制定本公司財務戰略、資本管理、預算、財務報告、風險監控及稅務規劃，確保本公司財務健康並遵守相關法規。	無
陳睿先生	45歲	執行董事兼董事會秘書	二零一八年十月十日	二零二二年十二月二十日	安排董事會會議及股東會、編製公司文件、協調內部及外部溝通、企業管治及合規、信息披露以及維護投資者關係。	無
獨立非執行董事						
管延敏博士	41歲	獨立非執行董事	上市日期	二零二四年七月二十七日	監督本集團的營運及管理並提供獨立意見。	無
朱榮元先生	45歲	獨立非執行董事	上市日期	二零二四年七月二十七日	監督本集團的營運及管理並提供獨立意見。	無
吳先僑女士	51歲	獨立非執行董事	上市日期	二零二四年七月二十七日	監督本集團的營運及管理並提供獨立意見。	無

執行董事

周洋先生，47歲，為本公司的聯合創始人之一，於二零一九年七月二十日獲委任為董事，並於二零二四年七月二十七日調任執行董事。周先生亦為董事長。彼負責監督企業管治及本公司的戰略地位、維護股東權益、管理高級管理層、代表本集團參與業務發展以及監督董事會。彼亦為本公司的核心技術人員，負責我們技術項目的策略規劃，監督研發、質量保證、改善內部流程，推動技術進步以及提高技術的效率及競爭力。周先生亦為 ContiOcean Hong Kong 的董事。

董事、監事及高級管理層

周先生擁有逾22年的造船業及重工業經驗。於加入本集團前，彼於二零零一年九月至二零零五年二月擔任上海外高橋造船有限公司的質量人員，該公司主要從事民用船舶、海洋建築及船舶設備的設計及建造。彼主要負責維護該公司的質量保證系統、產品質量保證、監督製造過程、推動整體產品質量的持續改進。於二零零五年三月至二零零六年二月，彼擔任Bureau Veritas Marine (China) Co., Ltd.的驗船師，該公司主要從事造船及海洋工程項目的分級、法定檢驗、安全和質量管理系統認證、造船材料及設備檢驗及認證，並為造船及海洋工程項目提供全面技術支援。彼主要負責進行該公司船舶檢驗，以確保符合安全和環境標準、監督工程項目、進行航行檢驗、並提供改進建議。於二零零六年四月至二零一八年八月，彼擔任江蘇熔盛重工有限公司的總裁助理，該公司主要從事造船及海洋工程設備製造。彼主要負責品質控制、噴漆及碼頭組裝工程。

於二零二二年，周先生亦被任命為如皋市第十八屆人民代表大會代表。

周先生於二零零一年七月獲得大連海洋大學船舶工程學學士學位。彼亦自二零一二年十二月起持有江蘇省人力資源社會保障局頒授高級工程師職稱。

周先生亦為控股股東之一。有關其根據證券及期貨條例第XV部的權益的更多詳情，請參閱本招股章程「主要股東」。

趙明珠先生，45歲，為本公司的聯合創始人之一，於二零一九年七月二十日獲委任為董事，並於二零二四年七月二十七日調任執行董事。趙先生亦為本公司的首席執行官。

趙先生於二零一七年九月六日加入本公司，並於二零一七年十月擔任本公司財務負責人，主要負責本公司產品的全球營銷及銷售以及全球客戶關係管理。自二零二二年十二月起，彼負責監督本公司的整體營運管理、制定並牽頭執行戰略目標、促進利潤增長、優化資源配置、協調內外關係以及推動本公司發展。彼亦於本公司多間附屬公司擔任董事職務，包括ContiOcean Hong Kong、CTL、WTC及匯舸國際，並擔任匯舸產業的監事。

趙先生於航運及造船業擁有逾20年經驗。於加入本集團前，彼於二零零三年七月至二零零四年六月擔任大連中遠船務工程有限公司的工藝員，該公司主要從事銷售船舶及海洋工程設備及備件以及機電設備。彼主要負責該公司的項目規劃。於二零零四年六月至二零一零年三月，彼擔任舟山中遠船務工程有限公司的經理，該公司主要從

董事、監事及高級管理層

事銷售船舶及海洋工程設備及備件以及機電設備。彼主要負責監督該公司的船廠開展的項目及營運部門的日常事務。於二零一零年三月至二零一七年一月，彼擔任中遠海運重工有限公司的經營部經理，該公司主要從事銷售船舶及海洋工程設備及備件以及機電設備。彼主要負責監督該公司的船舶維修及改裝業務、營銷及銷售以及客戶關係管理。

趙先生於二零零三年七月獲得大連理工大學船舶與海洋工程學士學位。

趙先生為我們的控股股東之一。有關其根據證券及期貨條例第XV部的權益的更多詳情，請參閱本招股章程「主要股東」。

陳志遠先生，42歲，為本公司的聯合創始人之一，於二零一九年七月二十日獲委任為董事，並於二零二四年七月二十七日調任執行董事。陳先生亦為本公司的技術總監。陳先生於二零一八年五月十日加入本公司，擔任本公司技術總監。彼負責領導研發計劃，提升我們產品中的技術，解決關鍵技術挑戰，促進項目的進展，領導技術團隊，培養技術人才，並確保我們技術的競爭力。彼亦為匯舸產業的總經理。此外，彼分別為ContiOcean Hong Kong及ContiOcean Singapore的董事以及匯舸國際的監事，該等公司均為本公司的附屬公司。

陳先生於航運及造船業擁有約20年經驗。於加入本集團前，彼於二零零四年十月至二零零六年三月擔任太古輪船有限公司的助理項目經理，該公司為太古股份有限公司(香港聯交所主板上市公司，股份代號：19(A股)及87(B股))旗下公司，主要從事航運服務及船舶管理。彼主要負責協助該公司項目經理進行項目規劃、進度追蹤、資源協調、文件管理、內部和外部溝通以及風險監控，以支持項目順利實施及交付。於二零零六年五月至二零零八年九月，彼擔任曼恩柴油機有限公司(上海)的總工程師，該公司主要從事柴油發動機及燃油發動機製造。彼主要負責該公司的船舶或機械設備維護、故障診斷、定期檢查及更新維護日誌，以確保設備安全並符合行業標準及監管要求。於二零零八年十一月至二零一八年五月，陳先生重新加入太古輪船有限公司，擔任新船及項目經理，主要負責整體項目規劃、進度控制、預算管理、團隊協調及客戶溝通，以確保項目按時高質量完成。

董事、監事及高級管理層

陳先生於二零零一年七月獲得大連海洋大學工程學學士學位。於二零零五年十二月，彼亦獲得英國紐卡素大學海洋技術理學碩士學位。

陳先生為我們的控股股東之一。有關其根據證券及期貨條例第XV部的權益的更多詳情，請參閱本招股章程「主要股東」。

舒華東先生，52歲，自二零二零年九月起擔任本公司的財務總監。彼於二零二二年十二月二十日獲委任為董事，並於二零二四年七月二十七日調任為執行董事。彼亦於二零二四年七月十日獲委任為本公司的公司秘書。彼負責制定本公司的財務戰略、資本管理、預算、財務報告、風險監控及稅務規劃，確保本公司財務健康並遵守相關法規。彼亦為ContiOcean Hong Kong及WTC的財務總監，該兩間公司均為本公司的附屬公司。彼在我們的高級管理層，以及本公司負責日常管理的其他員工支持下履行有關職責。

舒先生在審計、企業融資及財務管理方面擁有逾30年經驗。彼自二零一六年十一月至二零二二年九月擔任成都高速公路股份有限公司(香港聯交所主板上市公司，股份代號：1785)的獨立非執行董事；自二零一七年十一月起擔任浦江中國控股有限公司(香港聯交所主板上市公司，股份代號：1417)獨立非執行董事；自二零一七年十二月起擔任乙德投資控股有限公司(香港聯交所主板上市公司，股份代號：6182)的獨立非執行董事；自二零一九年十二月起擔任金涌投資有限公司(香港聯交所主板上市公司，股份代號：1328)的獨立非執行董事；自二零二二年四月起擔任零在科技金融集團有限公司(前稱添利工業國際(集團)有限公司)(香港聯交所主板上市公司，股份代號：00093)的獨立非執行董事；以及自二零二三年五月起擔任天虹國際集團有限公司(香港聯交所主板上市公司，股份代號：2678)的獨立非執行董事。

舒先生自一九九四年三月起在德勤•關黃陳方會計師事務所擔任會計職員，後於二零零零年十月離職，並於二零零一年七月至二零零二年十一月擔任德勤企業財務顧問有限公司(德勤•關黃陳方會計師事務所的一間企業融資服務公司)經理。於二零零二年十一月至二零零五年四月，舒先生擔任派杰亞洲有限公司(前稱金榜融資(亞洲)有限公司)的聯席董事。於二零零五年五月至二零零八年七月，舒先生擔任天虹的首席財務官兼公司秘書。彼於二零零八年七月至二零一零年六月擔任熔盛重工控股有限公司的首席財務官並於二零一零年七月至二零一八年七月擔任百勤油田服務有限公司(前稱添利百勤油田服務有限公司)(聯交所主板上市公司，股份代號：2178)的首席財務官，以及於二零一八年八月至二零一九年十一月擔任腦洞科技有限公司(前稱泰邦集團國際控股有限公司)(聯交所主板上市公司，股份代號：2203)的首席財務官。

董事、監事及高級管理層

舒先生於一九九四年九月畢業於澳洲迪肯大學，取得會計學士學位，並於二零零九年十一月在中歐國際工商學院完成首席財務官課程。於二零二二年五月，彼亦獲得美國聖路易斯華盛頓大學高級管理人員工商管理碩士學位。舒先生於一九九七年九月獲香港會計師公會認可為註冊會計師。舒先生於二零一九年五月獲接納為香港獨立非執行董事協會會員。

董事會已作出適當查詢，以了解舒先生的工作事務，並考慮到舒先生同時擔任本公司執行董事、財務總監及公司秘書，以及擔任(i)浦江中國控股有限公司、(ii)乙德投資控股有限公司、(iii)金涌投資有限公司、(iv)零在科技金融集團有限公司、(v)天虹國際集團有限公司的獨立非執行董事，信納舒先生能夠在考慮所有相關因素後，投入足夠時間履行其作為本公司執行董事、財務總監及公司秘書的職責，包括：

- (1) 其作為獨立非執行董事的參與工作主要是提供有關風險管理及內部監控方面的意見，並在需要時對衝突問題及董事會作出的其他決策提供獨立判斷，而非投入大量時間參與日常管理及業務運作；
- (2) 其透過在其他上市公司擔任董事職務，獲得了豐富的管理經驗並對企業管治有深入了解。有關經驗預期將有助於其妥善履行作為執行董事的職務及責任；
- (3) 在履行本公司執行董事職責時，舒先生在制訂和執行業務策略、年度營運及財務計劃方面，得到其他高級管理層及其員工團隊的協助，以處理各方面的日常事務；及
- (4) 其已確認：(a)彼擔任董事職位的上市公司中，沒有任何公司質疑或投訴其投入於該等上市公司的時間；及(b)儘管有其他同時擔任的董事職位，彼仍有足夠時間履行本公司執行董事、財務總監及公司秘書的職責。

舒先生是股東。有關舒先生於本公司根據證券及期貨條例第XV部的權益的更多詳情，請參閱本招股章程附錄六「法定及一般資料 — C.有關董事、監事及主要股東的其他資料」。

陳睿先生，45歲，於二零二二年十二月二十日獲委任為董事，並於二零二四年七月二十七日調任為執行董事。彼亦自二零二零年一月六日起擔任董事會秘書。彼負責安排董事會會議及股東會、編製公司文件、協調內部及外部溝通、企業管治及合規、信息披露以及維護投資者關係。彼亦為本公司高級工程師，負責領導複雜的工程項目、

董事、監事及高級管理層

研發、解決技術障礙、指導中級及初級工程師、提高工程師團隊的專業技術能力，並確保已完成項目的質量。彼亦為安佰科電氣的執行董事。

陳先生於造船業擁有逾22年經驗。於加入本集團前，彼自二零零一年八月至二零零五年六月任職於上海外高橋造船有限公司，該公司主要從事民用船舶、海洋建築及船舶設備的設計及建造。彼主要負責該公司的規劃及執行造船項目。於二零零五年六月至二零零六年三月，彼任職於上海旺東電氣設備有限公司，該公司主要從事軸承分銷。彼於該公司主要負責提供技術支援。於二零零六年四月至二零一八年九月，彼擔任江蘇熔盛重工有限公司的計劃管理部部長，主要負責造船項目的規劃及管理。

於二零零九年五月，陳先生亦獲認可為如皋市十大傑出青年之一。

陳先生於二零零一年六月獲得位於瀋陽的瀋陽工業大學工程學學士學位。彼亦二零一三年九月獲得位於上海的交通大學工程碩士學位。彼亦於二零一四年十二月獲江蘇省人力資源社會保障局頒授高級工程師職稱。

有關陳先生根據證券及期貨條例第XV部於本公司的權益詳情，請參閱本招股章程附錄六「法定及一般資料—C.有關董事、監事及主要股東的其他資料」。

獨立非執行董事

管延敏博士，41歲，於二零二四年七月二十七日獲委任為獨立非執行董事，自上市日期起生效。管博士負責監督董事會，並就本集團的營運及管理提供獨立意見。

自二零一二年三月至二零一六年六月，管博士擔任江蘇熔盛重工有限公司的船舶設計院副院長。自二零一六年十一月起，他一直擔任江蘇科技大學船舶與海洋工程學院講師。

管博士於二零零七年六月獲得位於武漢的華中科技大學船舶與海洋工程學士學位，並於二零一一年六月獲得船舶與海洋結構物設計製造哲學博士學位。彼亦於二零一五年十二月獲江蘇省人力資源社會保障局頒發高級工程師職稱。

朱榮元先生，45歲，於二零二四年七月二十七日獲委任為獨立非執行董事，自上市日期起生效。朱先生負責監督董事會，並就本集團的營運及管理提供獨立意見。

董事、監事及高級管理層

朱先生於會計、財務及企業管治領域擁有逾21年經驗。於二零零二年九月至二零零四年十一月，彼擔任安永大華會計師事務所的審計員。於二零零四年十二月至二零一一年五月，彼擔任立信會計師事務所(特殊普通合夥)的高級經理。於二零一一年六月至二零一四年十二月，彼為大華會計師事務所(特殊普通合夥)的受薪合夥人。

於二零一四年十一月至二零一六年六月，朱先生於上海澳潤信息科技有限公司擔任董事會秘書及總經理助理。於二零一七年七月至二零一九年九月，彼擔任上海高頓教育科技有限公司的董事會秘書。自二零二零年四月起，彼擔任百試達(上海)醫藥科技股份有限公司的董事、董事會秘書兼副財務總監。

朱先生於二零零二年七月獲得位於上海的上海財經大學管理學士學位，主修會計。朱先生於二零一六年十月獲得中國註冊會計師協會的註冊會計師資格。

吳先僑女士，51歲，於二零二四年七月二十七日獲委任為獨立非執行董事，自上市日期起生效。吳女士負責監督董事會，並就本集團的營運及管理提供獨立意見。

吳女士擁有逾20年法律執業經驗，特別是在企業融資事項方面擁有豐富經驗，曾就廣泛事務提供諮詢服務，包括首次公開發行、次級股權及股權掛鈎發售、併購、交易及合規事宜以及其他商業事務。彼自二零一五年十二月起擔任華盛國際律師事務所(有限法律責任合夥)的合夥人。於一九九八年八月至一九九九年三月，吳女士曾擔任趙不渝馬國強律師事務所的助理律師。於一九九九年四月至一九九九年八月，彼於蕭溫梁律師行擔任助理律師。於一九九九年八月至二零零零年二月，彼於潘浩正律師行擔任助理律師。於二零零零年二月至二零零一年四月，彼於Gallant Y.T. Ho & Co(現稱何耀棣律師事務所)擔任助理律師。於二零零一年五月至二零零七年十二月，彼於盛德律師事務所擔任助理律師。於二零零八年一月至二零零八年十月，彼於普衡律師事務所擔任助理律師。於二零零八年十月至二零零九年十二月，彼於盛德律師事務所擔任助理律師。於二零一零年一月至二零一二年三月，吳女士於盛德律師事務所擔任顧問。於二零一二年四月至二零一五年十二月，彼曾為翰宇國際律師事務所的合夥人。

吳女士分別自二零二四年三月起擔任百樂皇宮控股有限公司(香港聯交所主板上市公司，股份代號：2536，主要從事博彩及休閒業務)、自二零二四年八月起擔任眾森控股(青島)股份有限公司(香港聯交所主板上市公司，股份代號：1471，主要從事保險業務)，以及自二零二四年九月起擔任保發集團國際控股有限公司(香港聯交所主板上市公司，股份代號：3326，主要從事珠寶、物業及光伏發電業務)的獨立非執行董事。

董事、監事及高級管理層

吳女士分別於一九九五年十一月及一九九六年六月取得香港大學法學學士學位及法學專業證書。彼於一九九九年十二月獲港大頒授法學碩士學位。吳女士分別於一九九八年八月和一九九九年三月獲得香港和英格蘭及威爾士的律師資格，並於二零二三年五月取得大灣區律師資格。

吳女士曾擔任裕國投資有限公司的董事，該公司為一間於香港註冊成立的有限公司，並於二零二零年五月八日以除名方式解散。該公司在解散前沒有業務，並因未能支付年度註冊費而被解散。吳女士確認，彼並無涉及與有關公司債權人、股東及董事有關解散的任何糾紛，有關公司已解散而並無與此有關的未清償負債或申索、於其解散前並無重大不合規或訴訟且於解散時仍具償債能力，有關公司解散並無導致彼須承擔任何責任或義務，彼參與有關公司與彼獲委任為有關公司的董事有關，以及解散並無涉及彼的不當或不法行為。

監事

根據中國公司法，除若干例外情況外，所有股份有限公司一般須成立監事會，負責監督董事會及高級管理層履行各自職務、財務業績、內部監控管理及企業風險管理。本公司的監事會由三名成員組成，包括一名職工代表監事及兩名股東代表監事。

董事、監事及高級管理層

監事的詳細資料如下。

姓名	年齡	職位	加入本集團的日期	獲委任為監事的日期	職務及職責	與其他董事、監事及高級管理層的關係
沈小偉先生	37歲	監事及監事會主席	二零一八年八月十日	二零二二年十二月二十日	監督監事會、董事會、高級管理層及本集團財務管理的整體營運、監察營銷部的日常事務及產品銷售	無
于遠洋先生	37歲	監事	二零一七年九月十四日	二零二二年十二月二十日	監督並向董事會提供獨立建議、設計及開發電氣系統及設備	無
吳雲峰先生	39歲	職工代表監事	二零二零年十月十九日	二零二四年四月一日	監督並向董事會提供獨立建議、監察本公司生產管理系統的營運及管理	無

沈小偉先生，37歲，於二零二二年十二月二十日獲委任為監事及監事會主席。彼負責監督監事會、董事會、高級管理層及本集團財務管理的整體營運。沈先生亦擔任營銷部總經理，主要負責監察營銷部的日常事務及產品銷售。

沈先生於造船業擁有超過16年經驗。於加入本集團前，彼於二零零八年二月至二零一七年十一月歷任江蘇熔盛重工有限公司的品保部檢驗員、科長、部長助理，主要負責品質保證。沈先生於二零一八年八月加入本集團，歷任經理及執行董事。

沈先生於二零二零年七月透過遙距學習獲得位於南京的南京航空航天大學工學學士學位。彼亦於二零一四年十一月二十七日獲南通市人力資源社會保障局頒授船舶與海洋工程系列工程師職稱。

董事、監事及高級管理層

有關沈先生根據證券及期貨條例第XV部於本公司的權益詳情，請參閱本招股章程附錄六「法定及一般資料—C.有關董事、監事及主要股東的其他資料」。

于遠洋先生，37歲，於二零二二年十二月二十日獲委任為監事。于先生自二零一七年九月十四日加入本公司以來，一直擔任本公司的電氣工程師，主要負責為本公司的營銷活動提供技術支援，以及本公司現有項目的技術設計，包括制定工作原理、生產設計及軟體設計。

于先生於造船業擁有超過13年經驗。於加入本集團前，彼於二零一零年八月至二零一六年七月擔任滬東中華造船(集團)有限公司的電氣工程師，該公司主要從事造船。彼於該公司主要負責電力計劃設計。於二零一六年七月至二零一七年八月，彼擔任歐之星船舶設計有限公司的電氣工程師，該公司主要從事造船。彼於該公司主要負責電力計劃設計。

于先生亦為匯舸南通及安佰科電氣的監事。

于先生於二零一零年七月獲得大連海洋大學工程學學士學位，主修自動化專業。

有關於先生根據證券及期貨條例第XV部於本公司的權益詳情，請參閱本招股章程附錄六「法定及一般資料—C.有關董事、監事及主要股東的其他資料」。

吳雲峰先生，39歲，於二零二四年四月一日獲委任為職工代表監事。彼負責監督並向董事會提供獨立建議。自二零二零年十月十九日起，吳先生亦為本公司部門經理，主要負責監察本公司生產管理系統的營運及管理。

吳先生於造船業擁有超過14年經驗。於加入本集團前，彼於二零零九年六月至二零一六年九月於江蘇熔盛重工有限公司擔任生產計劃經理，該公司主要從事造船。彼於該公司主要負責生產計劃。於二零一六年十月至二零一九年三月，彼於江蘇標龍機電安裝工程有限公司擔任工程部經理助理、工程部經理及總經理助理，負責施工管理及協助總經理處理日常事務；及於二零一九年四月至二零二零年六月，彼於南通象嶼海洋裝備有限責任公司擔任計劃經理，負責公司管理。於二零二零年六月至二零二零年十月，吳先生於新大洋造船有限公司擔任生產計劃主管，負責生產管理。吳先生於二零二零年十月加入本公司附屬公司匯舸南通，擔任生產管理主管，監督生產管理。

董事、監事及高級管理層

吳先生於二零零八年六月獲得位於江蘇的南京理工大學紫金學院測控技術與儀器學士學位。彼亦於二零一二年六月三十日獲得江蘇南通市人力資源和社會保障局頒授助理工程師職稱。

董事確認

上市規則第3.09D條的確認

各董事確認，彼(i)已於二零二四年七月十五日取得上市規則第3.09D條所述的法律意見，及(ii)了解上市規則項下其作為上市發行人董事的責任。

上市規則第3.13條

各建議獨立非執行董事已確認，(i)彼於上市規則第3.13(1)至(8)條所述各項因素方面的獨立性，(ii)彼過去或現在於本公司或其附屬公司的業務中並無財務或其他權益，或與本公司的任何核心關連人士(定義見上市規則)並無任何關連，及(iii)於獲委任時並無其他可能會影響其獨立性的因素。

高級管理層

我們的高級管理層包括我們的執行董事(更多詳情請參閱本節「— 董事會 — 執行董事」)以及以下人士，其主要資料載列於下表：

姓名	年齡	於本公司的職位	加入本集團的日期	獲委任為高級管理層的日期	職務與職責	與其他董事、監事及高級管理層的關係
申小嬌女士	31	財務部總經理	二零二一年七月十九日	二零二三年四月四日	監督財務規劃及策略、管理財務風險、監督財務報告，並確保本公司財務健康及合規。	無
曲世祥先生	39	研究及發展部門總經理	二零一八年六月一日	二零二零年一月六日	根據市場需求及本公司的市場定位，領導新產品的開發，根據營運數據優化和升級現有產品，並協助制定未來產品開發的方向。	無

申小嬌女士，31歲，於二零二一年七月十九日加入本集團，並於二零二三年四月四日成為本公司財務部總經理。彼負責監督財務規劃及策略、管理財務風險、監督財務報告，並確保本公司財務健康及遵守法規。

董事、監事及高級管理層

申女士於審計及會計方面擁有逾七年經驗。在加入本集團之前，於二零一六年九月至二零二一年五月期間，申女士曾於安永華明會計師事務所(特殊普通合伙)上海分所擔任核數師，其後擔任高級核數師，主要負責審計工作。

申女士於二零一六年六月取得位於上海的上海對外經貿大學國際經濟與貿易學士學位。彼亦於二零一九年十二月獲得由中國財政部註冊會計師考試委員會頒發的註冊會計師資格。

曲世祥先生，39歲，於二零一八年六月一日加入本集團，擔任本公司研發部總經理。彼負責根據市場需求及本公司的市場定位，領導新產品的開發，根據營運數據優化和升級現有產品，並協助制定未來產品開發的方向。

曲先生於研發方面擁有逾10年經驗。在加入本集團之前，於二零一三年七月至二零一八年五月期間，曲先生在中國科學院上海應用物理研究所擔任研究助理，主要負責鑑定熔鹽反應堆的安全相關事故，並進行堆芯熱液模擬實驗。

曲先生於二零零八年六月取得中國江蘇大學工程學學士學位。彼於二零一三年三月取得中國上海交通大學工程學碩士學位，主修反應堆熱工學及反應堆物理學。

有關曲先生於本公司的間接權益詳情，請參閱「歷史、發展及公司架構—公司發展」。

有關董事、監事及高級管理層的其他資料

除本節「董事、監事及高級管理層」上文所披露者外，各董事及監事已確認並無其他有關其委任為董事或監事(如適用)的事宜須提請股東垂注，亦無其他有關其委任的資料須根據上市規則第13.51(2)條予以披露。

除本節「董事、監事及高級管理層」上文所披露者外，概無董事、監事及高級管理層於本集團擔任任何其他職位。

除本節「董事、監事及高級管理層」上文所披露者外，董事、監事或高級管理層於緊接本招股章程日期前三年並無擔任任何公眾公司(其證券在香港或海外任何證券市場上市)的董事。

董事、監事及高級管理層並無與任何其他董事、監事或高級管理層有任何關聯。

董事、監事及高級管理層

公司秘書

舒華東先生，於二零二四年七月十日獲委任為我們的公司秘書。

有關舒先生的履歷詳情，請參閱本節「— 董事會 — 執行董事」。

董事委員會

董事會已成立審核委員會、薪酬委員會、提名委員會以及環境、社會及管治委員會，並向該等委員會轉授多項職責，協助董事會履行其職責及監督本集團活動的特定範疇。

審核委員會

我們已根據上市規則第3.21條及上市規則附錄C1所載企業管治守則（「企業管治守則」）第D.3段成立審核委員會，並設有書面職權範圍。審核委員會由朱榮元先生、管延敏博士及吳先僑女士組成。朱榮元先生為審核委員會主席。

審核委員會的主要職責為(i)審閱及監督本集團財務報告程序及內部監控系統、風險管理及內部審計；(ii)向董事會提供有關財務、風險管理及內部控制事宜的建議及意見；及(iii)履行董事會可能指派的其他職責及責任。

薪酬委員會

我們已根據上市規則第3.25條及上市規則附錄C1所載企業管治守則第E.1段成立薪酬委員會，並設有書面職權範圍。薪酬委員會由管延敏博士、舒華東先生及朱榮元先生組成。管延敏博士為薪酬委員會主席。

薪酬委員會的主要職責包括但不限於：(i)制定、審閱關於董事及高級管理層薪酬政策及結構及關於設立與制定該等薪酬政策有關的正式、透明程序，並向董事會提供建議；(ii)釐定各董事及高級管理層的具體薪酬待遇的條款；及(iii)參照董事不時議決的企業目標及宗旨，審閱及批准表現掛鈎薪酬。

提名委員會

我們已根據上市規則附錄C1所載企業管治守則第B.3段成立提名委員會，並設有書面職權範圍。提名委員會由朱榮元先生、周洋先生及管延敏博士組成。朱榮元先生為提名委員會主席。

董事、監事及高級管理層

提名委員會的主要職責為(i)定期檢討董事會的架構、規模及組成，並就有關董事會組成的任何建議變動向董事會提出推薦建議；(ii)物色及甄選獲提名出任董事的人士，或就此向董事會提出推薦建議，並確保董事會成員多元化；(iii)對董事(包括獨立非執行董事)作出的貢獻及履行職責所投入的時間充足性進行檢討；(iv)評估獨立非執行董事的獨立性；及(v)就委任、重新委任及罷免董事以及董事繼任計劃的相關事宜向董事會提出推薦建議。

環境、社會及管治委員會

我們已設立環境、社會及管治委員會，並制定書面職權範圍。環境、社會及管治委員會包括趙明珠先生、陳志遠先生、陳睿先生及朱榮元先生。趙明珠先生為環境、社會及管治委員會主席。

環境、社會及管治委員會的主要職責是推動本集團ESG相關事宜的規劃和實施，制定及審閱ESG相關的發展策略，並且指導及監督本集團的ESG相關事宜。

企業管治

董事會多元化政策

董事會已採納董事會多元化政策，當中載列實現董事會多元化的方法。本公司認可並歡迎多元化董事會帶來的裨益，並視董事會層面日益多元化為支持本公司實現戰略目標及可持續發展的關鍵因素。本公司通過考慮眾多因素尋求實現董事會多元化，該等因素包括但不限於才能、技能、性別、年齡、文化及教育背景、種族、專業經驗、獨立性、知識及服務年期。我們將根據候選人的才幹以及其可能為董事會帶來的貢獻，並且考慮我們本身的業務模式及不時的具體需求，選拔有潛力的董事會候選人。董事會所有委任均以用人唯才為原則，在考慮人選時會考慮客觀條件並顧及董事會多元化的益處。

我們的董事會在教育背景、知識、技能及經驗方面有著均衡的組合。我們有三名來自不同行業背景的獨立非執行董事，包括航運、造船、顧問、審計和會計及法律行業。

就董事會性別多元化而言，我們認同性別多元化尤其重要。董事會現時由一名女性董事及七名男性董事組成。我們已採取並將繼續採取措施促進及加強本公司各層級的性別多元化，包括但不限於董事會及高級管理層級別。我們的董事會多元化政策規定，在甄選及推薦合適的董事會委任人選時，董事會應盡可能逐漸提高女性成員的比例。我們亦將在招聘中高層員工時確保性別多元化，以使未來我們將擁有一批女性高

董事、監事及高級管理層

級管理人員及董事會的潛在繼任者。本公司的目標為參考利益相關者的期望以及國際及本地推薦的最佳實務以維持性別多元化的適當平衡。

提名委員會負責確保董事會成員的多元化。上市後，提名委員會將不時審閱董事會的多元化政策及其實施情況，以監察其持續效能，而我們會按年度於企業管治報告披露董事會多元化政策的執行情況，包括就實施董事會多元化政策制定的可計量目標及達致該等目標的進度。

合規顧問

我們已根據上市規則第3A.19條及第19A.05條委任中國銀河國際證券(香港)有限公司為合規顧問。根據上市規則第3A.23條，合規顧問將於下列情況向本公司提出建議：

- 於刊發任何監管公告、通函及財務報告前；
- 擬進行交易(或為須予公佈或關連交易)，包括發行股份及購回股份；
- 本公司擬以有別於本招股章程詳述的方式使用全球發售的所得款項時，或本公司的業務活動、發展或業績與本招股章程中的預測、估計或其他資料存在偏差時；及
- 聯交所根據上市規則第13.10條就本公司股份的價格或成交量的異常變動向本公司作出查詢。

委任期限自上市日期開始，並於本公司就於上市日期後開始的首個完整財政年度的財務業績派發年報當日屆滿。

董事、監事及高級管理層薪酬

董事、監事及高級管理層成員以袍金、薪金及其他福利以及退休金計劃供款的形式自本集團收取薪酬。

截至二零二一年、二零二二年及二零二三年十二月三十一日止三個年度各年以及截至二零二四年六月三十日止六個月，支付予董事、監事及高級管理層的薪酬總額(包括薪金、酌情花紅、津貼及實物利益、退休金計劃供款及以權益結算以股份為基礎的付款)分別約為人民幣9.7百萬元、人民幣11.2百萬元、人民幣18.5百萬元及人民幣9.1百萬元。除本段所披露者外，截至二零二一年、二零二二年及二零二三年十二月三十一日止三個年度各年及截至二零二四年六月三十日止六個月，本集團任何成員公司概無支付或應付予董事及監事的任何其他款項。

董事、監事及高級管理層

截至二零二一年、二零二二年及二零二三年十二月三十一日止三個年度各年及截至二零二四年六月三十日止六個月，本集團五名最高薪酬人士均為董事。有關董事薪酬的進一步詳情，請參閱本招股章程附錄一所載會計師報告附註12。

截至二零二一年、二零二二年及二零二三年十二月三十一日止三個年度各年及截至二零二四年六月三十日止六個月，我們概無向董事、監事或五名最高薪酬人士支付薪酬，作為加入我們或於加入時的獎勵或作為離職補償。此外，同期概無董事或監事放棄或同意放棄任何薪酬。

管延敏博士、朱榮元先生及吳先僑女士各自將分別獲得每年人民幣80,000元、每年人民幣100,000元及每年180,000港元作為董事酬金。

根據現時生效的安排，截至二零二四年十二月三十一日止年度，董事及監事薪酬總額(包括袍金、薪金、酌情花紅、津貼及實物利益、退休金計劃供款及以權益結算以股份為基礎的付款)估計不超過約人民幣20百萬元，最終將考慮所有相關因素(包括我們的表現和財務狀況)後確定。

董事會將審閱並釐定董事及高級管理層的酬金及薪酬待遇，並將於上市後自薪酬委員會獲得推薦意見，其中將考慮可資比較公司支付的薪金、董事所投入時間及所承擔責任以及本集團的表現。

競爭

各董事確認，截至最後實際可行日期，彼概無於與本公司業務直接或間接競爭或可能競爭且根據上市規則第8.10條須予以披露的業務(本集團業務除外)中擁有權益。

我們的獨立非執行董事可能會不時在航運及造船業的私人和上市公司董事會任職。然而，由於獨立非執行董事既非我們的控股股東，亦非我們的執行管理團隊成員，我們相信彼等在有關公司擔任董事的利益不會使我們無法獨立於彼等可能不時擔任董事職務的其他公司經營業務。

企業管治

本公司致力實現對發展及保障股東權益至關重要的高水平企業管治。為此，本公司預期於上市後遵守企業管治守則及相關上市規則。

股本

本節呈列有關股本於全球發售完成前及完成時的若干資料。

全球發售前

截至最後實際可行日期，本公司註冊股本為人民幣30,000,000元，包括30,000,000股每股面值人民幣1.00元的股份。

全球發售完成後

緊隨全球發售完成後，未計及根據首次公開發售前購股權計劃授出的購股權獲行使，本公司的股本將為如下：

股份數目	股份描述	面值 (人民幣元)	佔總股本的 百分比
30,000,000股	於本招股章程日期已發行的非H股	30,000,000	75%
10,000,000股	將於全球發售項下發行的H股	10,000,000	25%
總計		<u>40,000,000</u>	<u>100%</u>

股 本

股份類別及地位

於全球發售完成後，本公司將擁有H股及非H股，兩者均為本公司股本中的普通股，並被視為同一類股份。除若干中國合資格境內機構投資者、滬港通及深港通項下的若干合資格中國投資者，以及根據中國相關法律及法規或經任何主管部門批准有權持有H股的其他人士外，中國法人及自然人一般不可認購或買賣H股。

H股及非H股在各方面均享有同地位，尤其可平等享有於本招股章程日期後宣派、派付或作出的一切股息或分派。H股股息可由我們以港元或人民幣或以H股的形式派付。

登記並非於境外證券交易所上市的股份

根據中國證監會發出的《關於境外上市公司非境外上市股份集中登記存管有關事宜的通知》，本公司須於上市後15個營業日內在中國證券登記結算有限責任公司登記及存管並非於境外證券交易所上市的股份，並向中國證監會提供有關集中登記及存管並非於境外證券交易所上市的股份以及H股發售及上市情況的書面報告。

主要股東

就我們董事所知，緊隨全球發售完成後(惟不計及根據首次公開發售前購股權計劃授出的購股權獲行使而可能配發及發行的任何股份)，以下人士將於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司及香港聯交所披露的權益或淡倉：

股東姓名	權益性質	股份數目 ⁽¹⁾	概約持股 百分比 (%)
周洋先生 ⁽²⁾	實益擁有人	9,787,500 (L)	24.47
	受控法團權益	2,400,000 (L)	6.00
	實益權益 ⁽³⁾	250,000 (L)	0.63
趙明珠先生 ⁽²⁾	實益擁有人	8,156,250 (L)	20.39
	受控法團權益	2,400,000 (L)	6.00
	實益權益 ⁽³⁾	250,000 (L)	0.63
陳志遠先生 ⁽²⁾	實益擁有人	8,156,250 (L)	20.39
	受控法團權益	2,400,000 (L)	6.00
	實益權益 ⁽³⁾	250,000 (L)	0.63
匯舸發展	實益擁有人	2,400,000 (L)	6.00

附註：

- (1) 字母「L」表示於有關股份的「好倉」(定義見《證券及期貨條例》第XV部)。
- (2) 周洋先生、趙明珠先生及陳志遠先生為一致行動人士。更多詳情請參閱「與我們控股股東的關係—控股股東—一致行動人協議書」。此外，根據《證券及期貨條例》第XV部，彼等各自被視為擁有匯舸發展所持2,400,000股股份的權益，而匯舸發展的普通合夥人為匯舸產業(一間由周洋先生、趙明珠先生及陳志遠先生擁有的公司)。
- (3) 周洋先生、趙明珠先生及陳志遠先生各自獲授首次公開發售前購股權計劃項下的購股權，可各自認購250,000股股份。有關詳情請參閱本招股章程附錄六「法定及一般資料—C.有關董事、監事及主要股東的其他資料—4.首次公開發售前購股權計劃」一節。

除本招股章程所披露者外，董事並不知悉有任何人士將於緊隨全球發售完成後(惟不計及根據首次公開發售前購股權計劃授出的購股權獲行使而可能配發及發行的任何股份)在股份或相關股份中擁有須根據證券及期貨條例第XV部第2或3分部的條文向本公司及香港聯交所披露的權益或淡倉，或將直接或間接擁有附帶權利可於任何情況下在本集團任何成員公司(本公司除外)的股東會上投票的任何類別股本面值10%或以上權益。董事並不知悉任何可於隨後日期導致本公司控制權出現變動的安排。

基石投資者

基石配售

我們已與Harvest International Premium Value (Secondary Market) Fund SPC on behalf of Harvest Oriental SP (「Harvest」或「基石投資者」)訂立基石投資協議(「基石投資協議」)，據此，在若干先決條件規限下，基石投資者已同意按發售價認購，或促使其指定實體認購發售股份(向下約整至最接近每手100股H股的完整買賣單位)，合共淨額不超過10百萬美元(或約77.69百萬港元，按1.00美元兌7.7688港元的匯率計算)(不含經紀佣金、證監會交易徵費、會財局交易徵費及聯交所交易費)(「基石配售」)。

假設每股發售股份的發售價為每股31.8港元(即本招股章程所述指示性發售價範圍的下限)，基石投資者將予認購的發售股份總數將為2,443,000股發售股份，約佔根據全球發售提呈發售H股的24.43%及緊隨全球發售完成後我們已發行股本總額約6.10%。

假設每股發售股份的發售價為每股35.8港元(即本招股章程所述指示性發售價範圍的中位數)，基石投資者將予認購的發售股份總數將為2,170,000股發售股份，約佔根據全球發售提呈發售H股的21.70%及緊隨全球發售完成後我們已發行股本總額約5.42%。

假設每股發售股份的發售價為每股39.8港元(即本招股章程所述指示性發售價範圍的上限)，基石投資者將予認購的發售股份總數將為1,951,900股發售股份，約佔根據全球發售提呈發售H股的19.52%及緊隨全球發售完成後我們已發行股本總額約4.88%。

本公司認為：(i)在全球發售中引入基石投資者將有助於確保在營銷期開始時實質承擔的合理規模；及(ii)藉助基石投資者的聲譽，基石配售將有助於提升本公司的形象，並為市場對我們的業務和前景提供信心。

基石配售將構成國際發售的一部分，基石投資者將不會根據基石投資協議以外的其他方式在全球發售下認購任何發售股份。基石投資者將予認購的發售股份將於各方面與緊隨全球發售完成後已發行的繳足股份享有同地位，並將在聯交所上市，且就上市規則第8.08條而言計入本公司的公眾持股量，並符合上市規則第8.08(3)條的規定。

基石投資者

本公司與基石投資者之間並無訂立附屬協議或安排，亦無因上市或就此直接或間接向基石投資者授予任何利益，惟按發售價保證分配相關發售股份除外。基石投資者已確認，已就有關基石投資獲得所有必要的批准。基石投資者或其任何控股公司概無在任何證券交易所上市，且基石投資者已確認，相關基石投資不需要任何證券交易所(如適用)或其股東的特定批准。基石投資者已同意，其將不遲於上市日期前一天全額支付相關發售股份。基石投資者將予認購的發售股份亦不會延遲交付，且根據基石投資協議，基石投資者的投資金額付款亦不會延遲結算。

緊隨全球發售完成後，(i)基石投資者概不會成為主要股東；及(ii)基石投資者或其緊密聯繫人不會因為其基石投資而佔有本公司任何董事會席位。

除按發售價保證分配相關發售股份外，基石投資者在基石投資協議中與其他公眾股東相比並無任何優先權。

根據基石投資者確認，據本公司所知並經合理查詢後：

- (i) 基石投資者及其實益擁有人均為獨立第三方，並非我們的關連人士(定義見上市規則)或其各自的聯繫人；
- (ii) 基石投資者概無慣於及曾接受本公司、其附屬公司、董事、監事、最高行政人員、控股股東、主要股東、現有股東或其各自的任何附屬公司或其各自的緊密聯繫人有關發售股份的收購、出售、投票或其他處置事宜的指示；
- (iii) 基石投資者已確認，其於基石配售下的認購將由其自身內部財務資源或其母公司的財務資源提供資金；及
- (iv) 概無基石投資者認購相關發售股份是由本公司、其附屬公司、董事、監事、最高行政人員、控股股東、主要股東、現有股東或其各自的附屬公司或其各自的緊密聯繫人提供資金。

基石投資者

基石投資者將予認購的發售股份總數可能會在香港公開發售出現超額認購的情況下按本招股章程「全球發售的架構—香港公開發售—重新分配」所述在國際發售與香港公開發售之間重新分配發售股份而受影響。基石投資者均已同意，若上市規則第8.08(3)條的規定(其中訂明在上市日期公眾持有的H股中，三大公眾股東所實益擁有的股份不得超過50%)可能在上市日期無法遵守，則基石投資者認購的投資者股份分配可能會被調整，以確保符合上市規則第8.08(3)條的規定。分配予基石投資者的實際發售股份數目的詳情將在本公司將於二零二五年一月八日或前後發佈的配發結果公告中披露。

我們的基石投資者

下表載列基石配售的詳情：

按發售價31.8港元(即指示性發售價範圍的下限)計算

基石投資者	投資總額 (百萬美元)	發售 股份數目 ¹	發售股份總數 的概約百分比 (概約)	佔緊隨全球 發售完成後 已發行H股總數 的概約百分比 (概約)
Harvest	10	2,443,000	24.43	24.43

按發售價35.8港元(即指示性發售價範圍的中位數)計算

基石投資者	投資總額 (百萬美元)	發售 股份數目 ¹	發售股份總數 的概約百分比 (概約)	佔緊隨全球 發售完成後 已發行H股總數 的概約百分比 (概約)
Harvest	10	2,170,000	21.70	21.70

基石投資者

按發售價39.8港元(即指示性發售價範圍的上限)計算

基石投資者	投資總額 (百萬美元)	發售 股份數目 ¹	發售股份總數 的概約百分比 (概約)	佔緊隨全球 發售完成後 已發行H股總數 的概約百分比 (概約)
Harvest	10	1,951,900	19.52	19.52

附註：

- (1) 基石投資者認購的H股數目乃根據相關投資金額的港元金額(以港元以外的貨幣計算的投資金額，乃根據「有關本招股章程及全球發售的資料－匯率換算」一節所載的匯率計算)及發售價計算，並向下調整至最接近每手100股H股的完整買賣單位；惟倘本招股章程「有關本招股章程及全球發售的資料－匯率換算」一節所載的匯率與實際付款當日的匯率出現差異，聯席代表及本公司將有權全權酌情根據實際收到的港元金額調整基石投資者認購的H股數目(如適用)。

以下有關基石投資者的資料乃由基石投資者就基石配售提供。

Harvest International Premium Value (Secondary Market) Fund SPC on behalf of Harvest Oriental SP

Harvest是於二零二四年十月成立的基金。Harvest International Premium Value (Secondary Market) Fund SPC為於開曼群島成立的獨立投資組合公司，並為獨立第三方。作為獨立投資組合的投資經理，Harvest International Premium Value (Secondary Market) Fund SPC的91%管理股份由嘉實國際資產管理有限公司(「嘉實國際資產管理」)持有，9%的管理股份由嘉實國際投資有限公司(「嘉實國際投資」)持有。Harvest Oriental SP為Harvest International Premium Value (Secondary Market) Fund SPC的獨立投資組合。

基石投資者

嘉實國際資產管理於二零零八年於香港註冊成立，是嘉實基金管理有限公司（「嘉實基金」）的全資附屬公司。嘉實國際投資是一家於二零一一年於香港註冊成立的公司。嘉實國際資產管理及嘉實國際投資均獲證監會發牌在香港進行證券及期貨條例項下第1類（證券交易）、第4類（就證券提供意見）及第9類（提供資產管理）受規管活動，主要從事資產管理及投資顧問業務。嘉實基金由中誠信託有限公司、立信投資有限責任公司及DWS Investments Singapore Limited分別擁有40%、30%及30%權益，以上各方均為本公司的獨立第三方。Harvest Oriental SP的唯一參與股東為Fortuna Capital Management Limited（「Fortuna Capital」）。Fortuna Capital是一間於二零二三年十一月在英屬處女群島註冊成立的公司，主要從事股權投資，包括香港及美國的一手及二手股票市場，專注於科技、消費及醫療保健領域。其最終實益擁有人為楊德會（「楊先生」），其為本公司的獨立第三方。楊先生為Fortuna Capital的唯一董事及最終實益擁有人。

本公司透過其中一名包銷商介紹結識Harvest。據Harvest確認，其於基石配售項下的認購將由內部資源撥付。

完成條件

基石投資者在相關基石投資協議下的認購義務受限於（其中包括）以下完成條件：

- (a) 包銷協議在不遲於該等包銷協議中規定的時間和日期之前簽訂並成為有效和無條件（根據其各自的原始條款或隨後經各方同意豁免或修改），且上述包銷協議均未被終止；
- (b) 發售價已由本公司與聯席代表（為其本身及代表包銷商）協定；
- (c) 聯交所已批准股份（包括投資者股份）上市及買賣，以及已授出其他適用的豁免及批准，且該等批准、許可或豁免於H股在聯交所開始買賣前並未撤銷；
- (d) 任何政府當局均未實施或頒佈任何法律禁止完成全球發售或基石投資協議中擬進行的交易，且具有有效司法管轄權的法院亦無任何生效命令或禁令排除或禁止完成此類交易；及

基石投資者

- (e) 基石投資者在基石投資協議項下的相關聲明、保證、承諾、承認及確認目前(截至基石投資協議日期)及將(截至上市日期)在所有方面均屬準確及真實，不存在誤導，並且基石投資者並無違反基石投資協議。

基石投資者的限制

基石投資者已同意，其不會於上市日期後六個月內直接或間接(a)以任何方式出售根據基石投資協議購買的任何發售股份(「**相關股份**」)或持有任何相關股份的任何公司或實體的任何權益，(b)同意或簽訂合約，或公開宣佈與第三方進行交易以出售相關股份的任何意向，(c)允許其最終實益擁有人發生控制權變更(定義見收購守則)，或(d)直接或間接進行與上述任何交易有相同經濟效果的任何交易。

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閣下應將以下討論與根據國際財務報告準則編製的本招股章程附錄一會計師報告所載之綜合財務報表及其附註以及本招股章程其他章節所載的經選定歷史財務資料及經營數據一併閱讀。

以下討論及分析載有反映我們目前對未來事件及財務表現的看法的若干前瞻性陳述。此等陳述乃基於憑借我們的經驗及對過往趨勢、現時狀況及預期未來發展的理解所作的假設及分析，以及在此情況下我們認為適用的其他因素而作出。然而，實際結果及發展會否符合我們的預期及預測取決於多項風險及不明朗因素。在評估我們的業務時，閣下應仔細考慮本招股章程「風險因素」及「前瞻性陳述」各節以及其他章節提供的資料。

概覽

我們是一家中國船舶環境保護設備及系統提供商，服務世界各地的客戶。根據弗若斯特沙利文的資料，於二零二三年十二月三十一日，按船舶廢氣淨化系統的二零二三年已完成訂單總數及累計手頭訂單量計，我們在中國船舶廢氣淨化系統提供商中排名第三，在全球所有船舶廢氣淨化系統提供商中排名第四。於往績記錄期間各年度或期間，我們的船舶脫硫系統(主要包括船舶廢氣淨化系統)為我們的收益作出主要貢獻，於二零二一年、二零二二年及二零二三年以及截至二零二三年及二零二四年六月三十日止六個月分別佔總收益約78.7%、64.7%、66.8%、79.9%及60.7%。此外，於往績記錄期間各年度或期間，我們的收益的重大部分來自少數客戶。截至二零二一年、二零二二年及二零二三年十二月三十一日止年度各年以及截至二零二四年六月三十日止六個月，我們的五大客戶分別佔我們的總收益約90.5%、76.1%、84.3%及89.4%。

我們於二零一七年開展業務，推出我們的首款產品船舶廢氣淨化系統。我們現已開發及商業化多種船舶環境保護設備及系統。具體而言，我們的設備及系統旨在幫助客戶(例如船東)減少硫及GHG排放。此外，我們通過提供內部設計以及供應設備及系統來提高船上生活條件及促進海事作業，旨在幫助我們的客戶改善其船員的生活質量。

於往績記錄期間，我們取得強勁的財務增長。我們的收益由二零二一年人民幣140.5百萬元上升90.2%至二零二二年人民幣267.2百萬元，並進一步上升90.9%至二零二三年人民幣510.3百萬元。我們的收益由截至二零二三年六月三十日止六個月的人民幣219.6百萬元增加53.2%至截至二零二四年六月三十日止六個月的人民幣336.5百萬元。我們的純利由二零二一年人民幣12.8百萬元大幅增加至二零二二年人民幣36.8百萬元，並進一步大幅增加至二零二三年人民幣120.5百萬元。我們的純利由截至二零二三年六月三十日止六個月的人民幣49.7百萬元增加65.1%至截至二零二四年六月三十日止六個月的人民幣82.1百萬元。

呈列基準

本公司於二零一七年五月三十一日在中國成立為有限責任公司。於二零二二年十二月二十日，我們當時的股東通過決議，批准(其中包括)將本公司從有限責任公司改制為股份有限公司。我們的綜合財務報表已根據國際財務報告準則(「國際財務報告準則」)編製，該等準則包括國際會計準則理事會(「國際會計準則理事會」)批准的所有準則及詮釋。

除若干金融工具按公平值計量外，綜合財務資料按歷史成本法編製。綜合財務資料乃以人民幣呈列，且除另有說明外，所有數值均約整至最接近之千位。就編製往績記錄期間的歷史財務資料而言，我們在整個往績記錄期間一致應用了國際會計準則(「國際會計準則」)、國際財務報告準則及國際會計準則理事會頒佈的修訂，該等準則及修訂於二零二四年一月一日開始的財政年度生效。

影響我們經營業績的主要因素

本集團的財務狀況及經營業績一直並將繼續受眾多因素影響，其中包括下文所載因素。

有利於船舶環境保護設備及系統行業的監管政策

我們從事政策及法規有關鍵影響的行業。近年來，隨著環保意識的提高，我們客戶使用我們的船舶環境保護設備及系統的決定，主要受到各項全球及國家規定及措施的影響。為了遵守國際海事組織規定，許多航運公司選擇安裝脫硫裝置或投資於使用清潔燃料的新船隻。市場需求增加導致我們的銷售額上升。例如，國際海事組織自二零二零年起對燃油設定了0.5%的硫上限，這推動了市場對我們的船舶脫硫系統等產品的需求。於往績記錄期間，截至二零二一年、二零二二年及二零二三年十二月三十一日止年度，我們來自船舶脫硫系統的收益分別為人民幣110.5百萬元、人民幣172.8百萬元及人民幣341.2百萬元，二零二一年至二零二三年的年均複合增長率為75.7%，並由截至二零二三年六月三十日止六個月的人民幣175.4百萬元增加16.6%至截至二零二四年六月三十日止六個月的人民幣204.4百萬元。

國際海事組織亦引入了減碳措施，例如現有船舶能效指數(EEXI)及碳強度指標(CII)，自二零二三年起生效。於二零二三年七月七日，國際海事組織修訂了其GHG減排策略，目標是在二零五零年前實現淨零排放，並設有中期里程碑。此外，歐盟已引入歐盟排放交易體系，自二零二四年起適用於航運業，並將於二零二五年推出即將到來的FuelEU Maritime規定。這種不斷演變的有關減排的ESG監管框架的規定，推動了市場對我們的船舶節能裝置等的需求。於往績記錄期間，我們截至二零二一年、二零二二年及二零二三年十二月三十一日止年度的船舶節能裝置產生的收益分別為零元、人民幣15.0百萬元及人民幣58.0百萬元，而截至二零二四年六月三十日止六個月產生的收益為人民幣22.6百萬元。目前與船舶環境保護設備及系統行業相關的利好監管政策的變化，以及我們對未來政策及法規變化的適應能力，將繼續影響我們的財務狀況及經營業績。

我們滿足客戶需求、挽留現有客戶及擴展客戶基礎的能力

為滿足客戶需求，我們需要維持設備及系統有效和全面，使客戶能夠遵守國際海事組織制定的各項規定。我們亦需要採取具競爭力的定價策略，同時開發設備及系統以迎接科技進步，適應不斷演變的政府法規及政策，並滿足隨著航運業發展而改變的客戶需求。

我們根據各客戶的獨特需求，量身定制我們的設備及系統，鑒於各船舶間的規格及技術要求大相徑庭，此種方法尤為有利。此外，由於我們從售前技術諮詢到售後維護的全面設備及系統和客戶服務，我們的主要客戶在向我們下達首份訂單後會繼續向我們採購多種設備及系統。

我們留住現有客戶的能力對我們的經營業績及財務狀況亦至關重要，因為我們現有的客戶如船東及造船商一般擁有大量船隻，隨著時間可能會多次向我們購買，並向我們採購多種設備及系統。除留住現有客戶外，我們亦致力於擴大客戶基礎，以提升品牌知名度及增加市場份額，這對推動銷售及提升收益至關重要。我們計劃繼續豐富設備及系統並擴展銷售及服務網絡，以增加我們的客戶基礎。

持續擴展我們的設備及系統組合

我們有一套設備及系統，幫助客戶追求更有效及可持續的業務營運，同時滿足國際海事組織制定的各項規定。我們的業務增長及收益將取決於我們能否持續創新並推出新產品及服務。截至二零二四年六月三十日，我們共有28名研發人員，佔我們員工總數的26.4%。隨著我們產品開發及研發團隊的不斷擴展，我們計劃不斷擴大我們的設備及系統組合，以應對不斷變化及多樣化的客戶需求。

憑藉我們的研發，我們已擴展並將繼續擴展我們的設備及系統，以適應快速發展的技術及消費者喜好。例如，我們透過推出新業務線擴展設備及系統組合，包括在二零二二年從船舶節能及船舶清潔能源供應系統中產生收益。為了應對不斷變化的市場需求，我們推出新產品，例如二零二一年的氮氣系統及二零二二年的舵球，並在二零二三年推出導風罩。我們的設備及系統擴展計劃是否成功，亦取決於我們能否及時適應快速變化的法律及規例。

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我們預期，我們設備及系統組合的持續擴張將是推動我們業務增長及收益的關鍵因素。然而，我們無法向閣下保證我們始終能夠投資於符合市場需求或客戶偏好的方向，這可能會導致設備及系統未能獲得市場接受，從而造成重大財務損失及可能損害我們的聲譽。有關更多詳情，請參閱「風險因素 — 與我們的業務及行業有關的風險 — 我們未必能及時適應快速變化的技術，甚或完全無法適應」。

我們有效管理材料開支的能力

我們的營運業績受到銷售成本的顯著影響，其包括(i)材料開支，(ii)分包成本，(iii) 保修，(iv)設計及技術服務開支，及(v)其他。材料開支是我們銷售成本的最大組成部分，分別佔截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二三年及二零二四年六月三十日止六個月的總銷售成本的89.5%、88.2%、82.4%、80.3%及86.6%。原材料及產品組件的價格會因為多種我們無法控制的因素而出現顯著波動，包括商品市場的供需趨勢、運輸成本、政府法規及關稅、價格管制、經濟狀況及其他不可預測的因素。我們已經並可能繼續經歷原材料及產品組件供應成本的波動，這可能會影響我們的財務表現。

我們已採取多項措施以管理我們的材料開支，包括：

- 二零二一年六月開始商業生產，使我們能夠自行生產若干產品，比向原設備製造商採購產品更具成本效益，
- 實行持續技術升級及結構優化，預期減少材料開支，及
- 致力使我們的供應商和原設備製造商多元化，期望藉此加強我們的議價能力。

下表載列於所示期間材料開支變動對我們除稅前溢利影響的敏感度分析。材料開支增加或減少導致除稅前溢利出現的實際變動可能與以下敏感度分析的結果有所不同。

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除稅前溢利(減少)/增加

	截至十二月三十一日止年度			截至 六月三十日 止六個月
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
材料開支的假設性波動				
增加5%	(4,161)	(7,383)	(11,062)	(8,384)
減少5%	4,161	7,383	11,062	8,384
增加10%	(8,323)	(14,766)	(22,124)	(16,768)
減少10%	8,323	14,766	22,124	16,768
增加20%	(16,645)	(29,531)	(44,247)	(33,536)
減少20%	16,645	29,531	44,247	33,536

我們執行有效銷售、營銷及定價戰略的能力

有效的銷售及營銷對銷售增長至關重要。我們已建立一個全球服務網絡，並擁有強大的本地業務網路。我們在全球範圍內提供服務，包括亞洲、歐洲、美洲和中東。請參閱「業務—銷售及服務網絡」。

我們主要透過參與商展、商務談判及聘用銷售代理來爭取客戶。除了我們自身的努力外，我們目前亦聘請獨立第三方銷售代理代表我們，利用其市場知識和網絡促成爭取新客戶。

我們計劃在主要的國際航運樞紐和港口以及主要貿易路線沿線設立服務中心，以便拓展市場和提供售後服務，從而更好地服務我們的客戶，而無論客戶身處何地。同時，我們亦會升級我們的服務中心，包括招聘更多員工及遷至面積相若的新辦公處所安排陳列室，展示我們的產品型號。此外，我們亦計劃推出針對性的市場推廣活動，以提升我們在全球行業中的知名度。請參閱「業務—我們的策略—強化營銷能力，擴大全球客戶範圍」。

我們具備為設備及系統設定具有競爭力價格並有效調整價格的能力，對我們爭取客戶訂單至關重要。我們主要採用成本加成定價方法。我們的產品定價是通過綜合計算釐定，會考慮每個客戶的具體情況，例如定制化水平、產品性能、預計完成時間、項目複雜程度、訂單規模、客戶情況及我們與該客戶的關係、任何付款條款、任何競爭設備及系統的價格以及我們進入新領域的戰略計劃。然後我們根據這些計算結果釐定最終銷售價格。當我們的成本(包括勞動力、原材料採購、產品組件及服務)上升時，我

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們未必能夠及時調整價格。鑒於我們經營所在市場的競爭壓力，我們可能無法以提高產品售價的方式將該等上升的成本轉嫁予客戶。在此情況下，我們的盈利能力可能會下降，這可能會對我們的財務狀況及經營業績造成不利影響。

重大會計政策資料及會計判斷及估計

我們財務狀況及經營業績的討論及分析基於我們的綜合財務報表，該等報表根據國際財務報告準則編製。編製我們的綜合財務報表需要管理層作出估計、判斷及假設，該等估計、判斷及假設會影響收益、開支、資產及負債的呈報金額，以及於往績記錄期間各年度或期間末或然負債的披露。該等估計及假設的不確定性可能導致需要對未來期間受影響的資產或負債的賬面值進行重大調整。我們更多關鍵會計政策及主要估計、假設及判斷於下文闡述。有關我們會計政策、估計及判斷的進一步詳情，見本招股章程附錄一會計師報告附註3及4。

我們的管理層已識別下述彼等認為對編製財務報表屬重要的會計政策、估計及判斷：

重大會計政策資料

收益確認

我們概述有關我們履約責任以及相應的收益確認政策的若干資料如下：

船舶脫硫系統、船舶節能裝置和船舶清潔能源供應系統

該等船舶設備及系統分部的設備及系統是個別提供給客戶。每個設備及系統都涉及設計、製造、運送、安裝及調試及系統測試為客戶量身訂造的產品。由於客戶無法從部分過程中受益，因此每個設備及系統都作為單一履約責任入賬。收益在訂製產品的控制權轉移至客戶之時按某一時間點確認。當需要進行包括調試及海試在內的性能測試時，控制權會在完成調試後獲得海試報告後轉移，即客戶可主導產品的使用而我們有權強制執行代價權利的時間。在其他情況下，控制權於相關設備及系統獲客戶接納時轉移。

海事服務

此收益來源包括向客戶供應一系列不同的服務及產品。來自海事服務的收益於貨品交付並獲客戶接納時，或服務完成並獲客戶接納時確認。

財務資料

我們通常要求按與客戶協議的特定百分比進行預付款及進度付款，有關預付款計劃導致於承諾之貨品及服務之控制權轉移予客戶前確認合約負債。

當我們確認的收益超過在收益確認前收到的預付款及進度款時，我們會確認應收款項，惟倘我們的代價權利取決於在協定期限內履行保修責任，則不包括在內。在此情況下，我們確認合約資產。

存貨

存貨按成本及可變現淨值兩者的較低者列賬。存貨的成本是根據加權平均法確定的。可變現淨值代表存貨的估計售價減去所有預計竣工成本及進行銷售的必要成本。進行銷售的必要成本包括直接應佔銷售的增加成本。

商譽

收購業務所產生的商譽按於收購業務日期確立的成本減累計減值虧損(如有)列賬。

就減值測試而言，商譽會被分配至預期受惠於合併協同效應的各現金產生單位(「現金產生單位」)(或現金產生單位組別)，即就內部管理目的監控商譽的最低層級且不會大於一個經營分部。

獲分配商譽的現金產生單位(或現金產生單位組別)會每年進行減值測試，或於單位出現減值跡象時會更頻繁進行減值測試。就於報告期間因收購產生的商譽而言，獲分配商譽的現金產生單位(或現金產生單位組別)於報告期末前進行減值測試。倘可收回金額低於其賬面值，首先分配減值虧損以減少任何商譽的賬面值，然後基於有關單位(或現金產生單位組別)內各資產的賬面值按比例分配至其他資產。

於出售有關現金產生單位(或我們監控商譽的現金產生單位組別內的任何現金產生單位)時，商譽的應佔金額於釐定出售收益或虧損金額時包括在內。當我們出售現金產生單位(或現金產生單位組別)內的業務時，所出售商譽金額按所出售現金產生單位與所保留現金產生單位(或現金產生單位組別)部分的相對價值計量。

金融工具

金融資產及金融負債於集團實體訂立金融工具的合約條文時予以確認。所有以常規方式買賣的金融資產會予以確認，並按交易日基準進行確認。以常規方式買賣指買賣要求在市場規定或慣例所定時限內交付資產的金融資產。

財務資料

金融資產及金融負債初步按公平值計量，惟因客戶合約而產生的應收款項根據國際財務報告準則第15號作初始計量。因收購或發行金融資產及金融負債(按公平值計入損益(「按公平值計入損益」)除外)而直接產生的交易成本於初次確認時加入金融資產或金融負債的公平值或自金融資產或金融負債的公平值扣除(如適用)。收購按公平值計入損益的金融資產直接應佔的交易成本即時於損益確認。

須根據國際財務報告準則第9號金融工具進行減值評估的金融資產及其他項目的減值

我們根據預期信貸虧損(「預期信貸虧損」)模型對根據國際財務報告準則第9號須進行減值評估的金融資產(包括貿易及其他應收款項)及其他項目(合約資產)進行減值評估。預期信貸虧損金額於各報告日期更新，以反映信貸風險自初始確認以來的變動。

全期預期信貸虧損指相關工具預計年期內所有潛在違約事件將會引起的預期信貸虧損。反之，12個月預期信貸虧損(「12個月預期信貸虧損」)指預期於報告日期後12個月內可能發生的違約事件而導致的部分全期預期信貸虧損。評估乃根據我們過往信貸虧損經驗作出，並就債務人特定因素、整體經濟狀況以及對於報告日期當時的狀況及未來狀況預測的評估予以調整。

我們一直就貿易應收款項及合約資產確認全期預期信貸虧損。

就所有其他工具而言，我們計量虧損撥備等於12個月預期信貸虧損，除非自初始確認以來信貸風險顯著增加，則我們確認全期預期信貸虧損。評估是否應確認全期預期信貸虧損乃根據自初步確認以來發生違約的可能性或風險顯著增加進行。

預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約損失率(即違約時的損失程度)及違約風險敞口的函數。評估違約概率及違約損失率乃基於經前瞻性資料調整的歷史數據。預期信貸虧損的估計反映不偏不倚的概率加權的金額，以各自發生違約的風險的權重釐定。我們採用可行權宜方法，利用撥備矩陣估計貿易應收款項的預期信貸虧損，其中考慮歷史信貸虧損經驗，並根據毋需付出不必要的成本或努力即可獲得的前瞻性資料進行調整。

以股份為基礎的付款

向僱員(包括本公司董事)作出的以權益結算以股份為基礎的付款乃於授出日期按權益工具的公平值計量。

以權益結算以股份為基礎的付款於授出日期釐定的公平值(不計及所有非市場行權條件)根據我們對最終行權的權益工具的估計,按行權期以直線法支銷,並於權益內作相應增加(以股份為基礎的付款儲備)。於各報告期末,我們根據對所有相關非市場行權條件的評估,修訂對預期將行權的權益工具數目的估計。修訂原有估計的影響(如有)於損益確認,以使累計開支反映經修訂的估計,而相關調整計入以權益結算以股份為基礎的付款儲備。對於授出日期立即行權的股份,已授出股份的公平值將於損益中即時支銷。

當授出的股份行權時,先前於以股份為基礎的付款儲備中確認的金額將轉入股份溢價或資本儲備。

關鍵會計判斷及估計

在應用我們的會計政策時,董事需對資產及負債的賬面值作出判斷、估計及假設,而這些賬面值並不容易從其他來源獲得。該等估計及相關假設是根據過往經驗及其他被認為相關的因素作出。實際結果可能與該等估計有所不同。

對估計及相關假設進行持續審查。如果會計估計的修訂僅影響該期間,則在修訂估計的期間確認修訂;如果修訂同時影響當前及未來期間,則在修訂期間及未來期間確認修訂。

商譽減值評估

釐定商譽是否減值需要估計獲分配商譽的現金產生單位的可收回金額,即使用價值或公平值減去處置成本後的較高者。使用價值計算需要我們估計預期將從現金產生單位產生的未來現金流量,並使用合適的貼現率來計算現值。若實際未來現金流量少於預期或事實及情況的變更導致未來現金流量的下調或貼現率的上調,可能會出現重大減值虧損。

財務資料

確認以股份為基礎的付款開支

以股份為基礎的薪酬開支是根據貼現現金流量模型計算的股份獎勵公平值來衡量。董事負責確定授予董事及僱員之股份獎勵的公平值。用以釐定授出日期股份獎勵公平值的主要假設包括貼現率、預期波動性及無風險利率。該等假設的變動可能會顯著影響股份獎勵的公平值，從而影響我們在歷史財務資料中確認的薪酬開支金額。

綜合損益表

下表載列於所示期間我們的綜合損益表：

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年 人民幣千元	二零二二年 人民幣千元	二零二三年 人民幣千元	二零二三年 人民幣千元 (未經審核)	二零二四年 人民幣千元
收益	140,521	267,233	510,255	219,556	336,466
銷售成本	(93,012)	(167,151)	(268,518)	(118,378)	(193,684)
毛利	47,509	100,082	241,737	101,178	142,782
其他收入	2,233	702	3,612	1,279	2,631
其他收益及虧損	4,033	(5,219)	(6,576)	(7,527)	5,345
分銷及銷售開支	(13,152)	(16,188)	(27,744)	(12,163)	(20,550)
行政開支	(18,277)	(24,907)	(47,336)	(17,306)	(23,495)
研發開支	(6,526)	(9,793)	(18,929)	(5,566)	(10,148)
分佔聯營公司業績	—	(897)	(1,722)	(767)	—
預期信貸虧損模 型下的減值虧損， 扣除撥回	(924)	(709)	(1,700)	(521)	(304)
財務成本	(132)	(176)	(558)	(119)	(443)
除稅前溢利	14,764	42,895	140,784	58,488	95,818
所得稅開支	(1,995)	(6,118)	(20,250)	(8,760)	(13,736)
年/期內溢利	12,769	36,777	120,534	49,728	82,082

財務資料

綜合損益表主要組成部分的說明

收益

於往績記錄期間，我們透過提供船舶環境保護設備及系統獲得收益，包括船舶脫硫系統、船舶節能裝置、船舶清潔能源供應系統及海事服務。下表載列於所示期間我們自不同業務分部所產生的收益及其佔總收益的百分比：

	截至十二月三十一日止年度						截至六月三十日止六個月			
	二零二一年		二零二二年		二零二三年		二零二三年		二零二四年	
	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	%
船舶脫硫系統	110,528	78.7	172,835	64.7	341,180	66.8	175,383	79.9	204,402	60.7
船舶節能裝置 ⁽¹⁾	—	—	14,961	5.6	58,031	11.4	16,361	7.4	22,557	6.7
船舶清潔能源供應系統	—	—	7,736	2.9	5,552	1.1	1,079	0.5	13,288	4.0
海事服務	29,993	21.3	71,701	26.8	105,492	20.7	26,733	12.2	96,219	28.6
— 船舶內裝	17,701	12.6	37,375	13.9	50,761	9.9	12,732	5.8	60,338	17.9
— 集裝箱船舶及PCTC綁扎件	11,155	7.9	22,388	8.4	33,408	6.6	9,542	4.3	30,869	9.2
— 其他海事服務 ⁽²⁾	1,137	0.8	11,938	4.5	21,323	4.2	4,459	2.1	5,012	1.5
總計	140,521	100.0	267,233	100.0	510,255	100.0	219,556	100.0	336,466	100.0

附註：

- (1) 除節能裝置外，我們已開發減碳系統。然而，我們於往績記錄期間及直至最後實際可行日期並無從減碳系統產生收益。
- (2) 其他海事服務包括(i)海事設備及零配件，包括高壓清洗機、蔬菜水培櫃、煙氣閥、預製艙變壓器等；(ii)船員個體防護設備；(iii)船舶改裝及船舶修理項目監督服務；及(iv)船舶網絡安全軟件及硬件等。

於往績記錄期間，我們的收益增長主要受以下各項推動：(i)我們的船舶脫硫系統完成訂單增加，(ii)我們的海事服務完成訂單增加，其中涉及(a)船舶內裝及(b)集裝箱船舶及PCTC綁扎件的價值有所提高，及(iii)自二零二二年開始起步的其他業務分部。

財務資料

我們客戶的地理區域乃根據其主要營業地點釐定，這與行業標準一致。下表載列於所示期間我們按客戶的地理區域劃分的收益及其佔總收益的相應百分比：

	截至十二月三十一日止年度						截至六月三十日止六個月			
	二零二一年		二零二二年		二零二三年		二零二三年		二零二四年	
	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	%
	(未經審核)									
中國內地	20,777	14.8	42,639	16.0	105,276	20.6	25,507	11.6	191,771	57.0
海外	119,744	85.2	224,594	84.0	404,979	79.4	194,049	88.4	144,695	43.0
亞洲	71,549	50.9	153,285	57.4	394,007	77.3	192,812	87.8	138,795	41.3
新加坡	37,475	26.7	114,162	42.7	364,426	71.5	166,474	75.7	128,532	38.2
香港	3,683	2.6	16,476	6.2	20,046	3.9	17,456	8.0	8,919	2.7
印度	8,616	6.1	21,815	8.2	9,240	1.8	8,709	4.0	1,038	0.3
韓國	—	—	—	—	—	—	—	—	271	0.1
台灣	21,244	15.1	32	0.0	34	0.0	—	—	35	0.0
日本	531	0.4	800	0.3	261	0.1	173	0.1	—	—
歐洲	47,095	33.5	71,154	26.6	5,132	1.0	1,237	0.6	5,895	1.7
其他 ⁽¹⁾	1,100	0.8	155	0.0	5,840	1.1	—	—	5	0.0
總計	140,521	100.0	267,233	100.0	510,255	100.0	219,556	100.0	336,466	100.0

附註：

(1) 其他包括非洲、北美及澳洲。

於往績記錄期間，本集團完成的新船相關訂單大幅增加，主要由於COVID-19疫情及其導致的供應鏈中斷引致運力短缺及海運貨運費率上升，導致新船訂單激增。例如，截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月，我們分別完成兩份、四份、13份及21份與新船有關的船舶脫硫系統訂單。詳情請參閱「業務—我們的設備及系統—船舶脫硫系統—船舶廢氣淨化系統—每份已完工訂單的訂單金額範圍及平均售價」。於往績記錄期間，本集團大部分的新船相關訂單由中國內地的中國造船廠下達。根據弗若斯特沙利文的資料，自二零一九年以來按手頭訂單數量計算，中國內地一直是最大的海運船舶市場。

我們來自海外客戶的收益主要來自外國船東與現役船舶相關的訂單。我們海外收益的波動於往績記錄期間主要受已完成訂單數量影響，這取決於與外國船東溝通的交付時間表，並考慮到該地區的現行貨運費率、現役船舶的航線計劃以及新船的建造進度。

財務資料

銷售成本

於往績記錄期間，銷售成本包括(i)與(a)我們生產過程中消耗的原材料，如不銹鋼板及不銹鋼管及(b)我們從供應商或原設備製造商處採購的產品組件有關的材料開支，(ii)主要與將若干非核心生產工序(例如我們自行生產的船舶廢氣淨化系統的表面絕緣處理、機械加工、材料切割、鑽孔及激光切割)外包予承包商有關的分包成本，(iii)與我們產品的維修及更換有關的潛在索賠保修，(iv)與改造設計、圖紙審查、樣品測試及海事船級社收取的認證費用有關的設計及技術服務開支，及(v)其他(主要包括折舊及攤銷開支、勞工成本、製造成本、運費以及稅費及附加費)。下表載列於所示期間的銷售成本及其佔總銷售成本的相應百分比明細。

	截至十二月三十一日止年度						截至六月三十日止六個月			
	二零二一年		二零二二年		二零二三年		二零二三年		二零二四年	
	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	%
	(未經審核)									
材料開支	83,226	89.5	147,657	88.2	221,237	82.4	95,058	80.3	167,678	86.6
分包成本	1,143	1.2	6,154	3.8	20,516	7.6	8,001	6.7	12,476	6.4
保修	445	0.5	297	0.2	4,380	1.6	2,366	2.0	2,574	1.3
設計及技術服務開支	3,790	4.0	3,312	2.0	7,859	2.9	5,428	4.5	2,457	1.3
其他	4,408	4.8	9,731	5.8	14,526	5.5	7,525	6.5	8,499	4.4
總計	93,012	100.0	167,151	100.0	268,518	100.0	118,378	100.0	193,684	100.0

於往績記錄期間，我們的海事服務涵蓋銷售成本明細的每一個組成部分，惟保修(原因是我們僅為該分部自行製造一小部分)及存貨減值虧損除外。具體而言，於我們的海事服務中，船舶內裝的主要成本組成部分為與傢俱及廚具相關的材料開支；集裝箱船舶及PCTC綁扎件的主要成本組成部分為與綁扎件相關的材料開支；以及其他的主要成本組成部分為與電線、電纜及焊接材料相關的材料開支以及分包成本，主要用於加工煙氣閥。

財務資料

毛利及毛利率

下表載列於所示期間我們自不同業務分部所產生的毛利及其相應毛利率：

	截至十二月三十一日止年度						截至六月三十日止六個月			
	二零二一年		二零二二年		二零二三年		二零二三年		二零二四年	
	毛利	毛利率	毛利	毛利率	毛利	毛利率	毛利	毛利率	毛利	毛利率
	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	%
船舶脫硫系統	40,703	36.8	78,410	45.4	182,856	53.6	87,860	50.1	107,172	52.4
船舶節能裝置	—	—	6,141	41.1	27,673	47.7	7,096	43.4	11,210	49.7
船舶清潔能源供應系統	—	—	1,740	22.5	1,272	22.9	247	22.9	3,022	22.7
海事服務	6,806	22.7	13,791	19.2	29,936	28.4	5,975	22.4	21,378	22.2
— 船舶內裝	6,038	34.1	12,402	33.2	20,270	39.9	4,505	35.4	15,208	25.2
— 集裝箱船舶及 PCTC綁扎件	627	5.6	1,039	4.6	5,508	16.5	1,397	14.6	5,394	17.5
— 其他海事服務 ⁽¹⁾	141	12.4	350	2.9	4,158	19.5	73	1.6	776	15.5
總計	47,509	33.8	100,082	37.5	241,737	47.4	101,178	46.1	142,782	42.4

附註：

- (1) 其他海事服務包括：(i) 船舶設備及備件，包括高壓清洗機、蔬菜水培櫃、煙氣閥、預製艙變壓器等，(ii) 船員個體防護設備，(iii) 船舶改裝和船舶維修監督服務，以及(iv) 船舶網絡安全軟硬件等。

下表載列所示期間按地理區域劃分的毛利及毛利率：

	截至十二月三十一日止年度						截至六月三十日止六個月			
	二零二一年		二零二二年		二零二三年		二零二三年		二零二四年	
	毛利	毛利率	毛利	毛利率	毛利	毛利率	毛利	毛利率	毛利	毛利率
	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	%
中國內地	6,101	29.4	9,129	21.4	36,404	34.6	6,242	24.5	74,672	38.9
海外	41,408	34.6	90,953	40.5	205,333	50.7	94,936	48.9	68,110	47.1
總計	47,509	33.8	100,082	37.5	241,737	47.4	101,178	46.1	142,782	42.4

財務資料

其他收入

於往績記錄期間，其他收入包括(i)政府補助，主要包括中國政府補助，以支持本地企業及經濟發展，例如鼓勵我們的研發活動及人才招聘，該等補助通常是非經常性，(ii)銀行存款利息收入，及(iii)主要與客戶延遲付款及供應商違約相關的其他收入。下表載列所示期間的其他收入明細。

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	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
政府補助	2,065	401	2,767	788	185
銀行存款利息收入	47	278	845	491	2,435
其他	121	23	-	-	11
	<u>2,233</u>	<u>702</u>	<u>3,612</u>	<u>1,279</u>	<u>2,631</u>

其他收益及虧損

於往績記錄期間，其他收益及虧損包括(i)與以美元計值的客戶預付款項及向海外客戶銷售所得款項有關的匯兌收益或虧損淨額，(ii)提前終止租賃安排的收益，(iii)出售設備的虧損(主要與出售車輛相關)，(iv)主要與我們與銀行訂立的美元外匯遠期及期權合約相關的按公平值計入損益的金融資產的公平值收益或虧損，(v)視為出售聯營公司收益，主要反映WTC的公平值與原賬面值之間的差額，我們於二零二三年增加於該公司的投資並取得其控制權以及重新計量原先持有的股權，及(vi)其他(主要與於二零二三年作出逾期稅項付款的逾期罰款相關)。

逾期稅項付款產生的逾期罰款乃我們於二零二三年更正過往所得稅申報表時產生。我們在為本公司及匯舸南通提交二零二零年及二零二一年企業所得稅(「企業所得稅」)申報及增值稅申報時，無意中應用了增值稅申報標準。根據增值稅申報標準，納稅義務一般於銷售合約中指定的出具收款發票時(「增值稅納稅點」)產生，而根據《中華人民共和國企業所得稅法》，所得稅義務應於收益確認時產生，就我們而言，即訂單完成時間(「企業所得稅納稅點」)。增值稅納稅點與企業所得稅納稅點之間存在時間差。因此，(i)我們並未在二零二零年企業所得稅申報表中申報二零二零年完成訂單的若干收益，而是於增值稅納稅點在二零二一年企業所得稅申報表中申報，在此情況下，發票出具遲於訂單完成日期；及(ii)我們在二零二一年企業所得稅申報表申報的若干收益早於其

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應申報的時間，在此情況下，增值稅納稅點於我們可確認收益之前出現。因此，上述二零二零年及二零二一年的企業所得稅申報表導致我們在二零二零年及二零二二年繳納稅款不足，並在二零二一年多繳稅款。

在二零二三年準備在全國股轉系統報價期間，我們當時的核數師建議我們更正企業所得稅申報。在當時核數師的協助下，我們更正了所得稅申報表，額外支付了人民幣6.8百萬元的所得稅以彌補差額，並收到多繳所得稅人民幣6.2百萬元的退款。此外，我們於二零二三年就繳稅差額產生了人民幣2.7百萬元的逾期罰款。我們自二零二三年起已加強及優化對財務報告的內部控制。例如，我們已招募多名持有中國註冊會計師證書並在認可會計師事務所擁有工作經驗的財務專業人士，負責每月審查我們的財務記錄，確保符合適用的備案標準。此外，我們的財務人員定期參加有關稅務申報的培訓課程，以緊貼最新法律及法規。截至最後實際可行日期，我們並無受到任何主管稅務機關就逾期稅項付款及逾期罰款進行任何查詢或調查或行政處罰。

下表載列所示期間的其他收益及虧損明細。

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	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
				(未經審核)	
匯兌收益(虧損)淨額	2,799	(3,575)	(8,241)	(7,330)	5,470
提前終止租賃安排的收益	—	16	55	—	—
出售設備的虧損	—	—	—	—	(121)
按公平值計入損益的金融資產的公平值收益(虧損)	1,608	(1,560)	(127)	(197)	—
視為出售聯營公司的收益	—	—	4,794	—	—
其他	(374)	(100)	(3,057)	—	(4)
	4,033	(5,219)	(6,576)	(7,527)	5,345

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為減輕大量以美元計值的訂單所帶來的匯率波動影響，我們與信譽良好的金融機構訂立美元兌人民幣的外匯遠期合約及期權合約以作對沖用途。然而，我們尚未建立外幣對沖政策。取而代之，我們已針對我們訂立的外匯遠期及期權合約制定風險管理策略及政策，包括(i)外匯遠期交易的期限應與我們訂單的付款時間表相匹配，以及(ii)鎖定匯率的外幣金額不應超過訂單的應收總額。我們的財務部負責外幣管理，包括制定管理計劃、執行、記帳及歸檔與外匯相關的交易、監控市場趨勢、識別及評估市場風險，以及追蹤及評估手頭外匯遠期及期權合約。我們的首席財務官負責制定本公司的財務策略、資本管理、預算、財務報告、風險控制及稅務規劃，並在審計、企業融資及財務管理方面擁有逾三十年經驗。我們的董事負責指導及監督外匯風險相關工作、審查相關文件及就重大交易作出決策。

分銷及銷售開支

於往績記錄期間，分銷及銷售開支包括(i)銷售佣金，主要支付予協助我們獲取客戶、協商合約及收款的銷售代理，通常按每份銷售合約合約總價值的一定百分比(介乎3%至6%)計算，(ii)員工成本，主要指支付予我們銷售人員的薪金及福利，(iii)業務招待開支，主要指為與海外船東的業務談判及技術交流以及其他銷售活動而產生的餐飲及住宿開支，(iv)差旅及通訊開支，(v)營銷開支，如廣告費及展位費，及(vi)其他，主要指船舶安裝過程中產生的服務費、法律諮詢費、商業諮詢費及包裝費。

下表載列於所示期間的分銷及銷售開支明細。

	截至十二月三十一日止年度						截至六月三十日止六個月			
	二零二一年		二零二二年		二零二三年		二零二三年		二零二四年	
	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	%
銷售佣金	6,209	47.2	8,842	54.6	17,484	63.0	6,911	56.8	14,837	72.2
員工成本	4,170	31.7	5,236	32.3	6,930	25.0	3,591	29.5	4,198	20.4
業務招待開支	1,291	9.8	1,232	7.6	1,862	6.7	983	8.1	662	3.2
差旅及通信開支	152	1.2	400	2.5	576	2.1	356	2.9	341	1.7
營銷開支	556	4.2	189	1.2	548	2.0	109	0.9	345	1.7
其他	774	5.9	289	1.8	344	1.2	213	1.8	167	0.8
總計	13,152	100.0	16,188	100.0	27,744	100.0	12,163	100.0	20,550	100.0

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行政開支

於往績記錄期間，行政開支包括(i)員工成本，主要指支付予我們行政人員的薪金及福利，(ii)專業服務開支，如法律諮詢費、認證費及於二零二四年二月於全國股轉系統報價而產生的專業服務費，(iii)業務招待開支，主要指就我們的經營活動及專業人士就於全國股轉系統報價而產生的餐飲及住宿開支，(iv)與我們辦公室及辦公設備相關的折舊及攤銷開支，(v)辦公室開支包括公共事業費用及辦公用品支出，及(vi)其他，主要指差旅費、車費及租金費用。

下表載列於所示期間的行政開支明細。

	截至十二月三十一日止年度						截至六月三十日止六個月			
	二零二一年		二零二二年		二零二三年		二零二三年		二零二四年	
	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	%
員工成本	9,700	53.1	14,833	59.6	25,055	52.9	8,318	48.1	13,496	57.4
專業服務開支	1,601	8.8	1,970	7.9	8,127	17.2	2,276	13.2	2,882	12.3
業務招待開支	1,416	7.7	1,676	6.7	5,002	10.6	2,200	12.7	2,214	9.4
折舊及攤銷開支	2,824	15.5	3,849	15.5	4,034	8.5	2,174	12.6	1,981	8.4
辦公室開支	1,104	6.0	778	3.1	1,073	2.3	399	2.3	815	3.5
其他	1,632	8.9	1,801	7.2	4,045	8.5	1,939	11.1	2,107	9.0
總計	18,277	100.0	24,907	100.0	47,336	100.0	17,306	100.0	23,495	100.0

於二零二一年、二零二二年、二零二三年以及截至二零二四年六月三十日止六個月，我們的行政開支項下的專業服務開支包括因於全國股轉系統報價而產生的上市開支，分別為零、人民幣0.3百萬元、人民幣5.7百萬元及人民幣1.0百萬元，以及因嘗試於北京證券交易所上市而產生的上市開支，分別為零元、零元、零元及人民幣0.3百萬元。

研發開支

於往績記錄期間，研發開支包括(i)員工成本，主要指支付予我們研發人員的薪金及福利，(ii)購買成本，主要與研發活動及測試所用材料有關，(iii)專業服務開支，主要與第三方研究機構進行的合作及委託研究有關，(iv)折舊及攤銷開支，主要與研發辦公室及設備有關，及(v)其他，主要指專利代理費。

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下表載列於所示期間的研發開支明細。

	截至十二月三十一日止年度						截至六月三十日止六個月			
	二零二一年		二零二二年		二零二三年		二零二三年		二零二四年	
	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	%
員工成本	6,061	92.9	5,886	60.1	8,212	43.4	4,501	80.9	6,146	60.6
採購成本	63	1.0	366	3.7	6,103	32.2	402	7.2	3,256	32.1
專業服務開支	154	2.4	3,077	31.4	3,623	19.1	280	5.0	375	3.7
折舊及攤銷開支	172	2.6	226	2.3	254	1.3	132	2.4	158	1.6
其他	76	1.1	238	2.5	737	4.0	251	4.5	213	2.0
總計	6,526	100.0	9,793	100.0	18,929	100.0	5,566	100.0	10,148	100.0

分佔聯營公司業績

於往績記錄期間，分佔聯營公司業績主要與我們於WTC及江蘇匯舸的股權有關。於截至二零二一年、二零二二年及二零二三年十二月三十一日止年度，分佔聯營公司業績分別為零元、虧損人民幣0.9百萬元及虧損人民幣1.7百萬元，而截至二零二三年及二零二四年六月三十日止六個月，分佔聯營公司業績則分別為虧損人民幣0.7百萬元及零元。

預期信貸虧損模型下的減值虧損，扣除撥回

於往績記錄期間，預期信貸虧損模型下的減值虧損，扣除撥回主要與貿易及其他應收款項以及合約資產有關。截至二零二一年、二零二二年及二零二三年十二月三十一日止年度，預期信貸虧損模型下的減值虧損，扣除撥回分別為人民幣0.9百萬元、人民幣0.7百萬元及人民幣1.7百萬元，而截至二零二三年及二零二四年六月三十日止六個月，預期信貸虧損模型下的減值虧損，扣除撥回則分別為人民幣0.5百萬元及人民幣0.3百萬元。

財務資料

財務成本

於往績記錄期間，財務成本包括(i)借款利息開支及(ii)租賃負債利息開支。下表載列於所示期間的財務成本明細。

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	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
借款利息開支	—	80	442	95	387
租賃負債利息開支	132	96	116	24	56
	132	176	558	119	443

所得稅開支

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，我們已於二零一九年十二月獲上海市科學技術委員會及相關部門認定為高新技術企業，直至二零二一年十二月三十一日止為期三年。我們的高新技術企業資格已再次重續並延長至二零二四年。我們於二零一九年至二零二四年享有15%的優惠所得稅率。此外，我們的全資附屬公司匯舸南通已於二零二二年十月獲認定為高新技術企業，因此可於二零二二年至二零二四年享有15%的優惠所得稅率。

我們的全資附屬公司匯舸國際被認定為小微企業。根據國家稅務總局公告的相關條文，於往績記錄期間，小型微利企業適用20%的企業所得稅優惠稅率，而年度應課稅收入不超過人民幣3,000,000元的部分進一步適用50%至87.5%的應課稅收入減免。

根據香港的利得稅兩級制，往績記錄期間內合資格集團實體的首2百萬港元溢利將按8.25%的稅率繳稅，而超過2百萬港元的溢利將按16.5%的稅率繳稅。

新加坡附屬公司於往績記錄期間採用的稅率為17%。新加坡的附屬公司首筆10,000新加坡元的應課稅收入可享有75%的豁免，其後190,000新加坡元的應課稅收入可進一步豁免50%。

財務資料

於其他司法管轄區產生的稅項乃按相關司法管轄區的現行稅率計算。

我們於二零二一年、二零二二年及二零二三年以及截至二零二四年六月三十日止六個月的實際所得稅稅率(按相應期間的所得稅開支除以除稅前溢利計算)分別為13.5%、14.3%、14.4%及14.3%。於往績記錄期間，我們的實際所得稅稅率一般低於15%，主要由於從本公司及匯舸南通作為高新技術企業受益的應納稅所得額中對符合條件的研發費用進行加計扣除。截至二零二一年、二零二二年及二零二三年十二月三十一日止年度，所得稅開支分別為人民幣2.0百萬元、人民幣6.1百萬元及人民幣20.3百萬元，而截至二零二三年及二零二四年六月三十日止六個月，所得稅開支則分別為人民幣8.8百萬元及人民幣13.7百萬元。

本集團通過位於中國、香港、新加坡、葡萄牙及挪威的附屬公司經營業務，該等附屬公司履行不同職能，包括但不限於製造、銷售及營銷以及服務。於往績記錄期間，本集團於中國、香港、新加坡、葡萄牙及挪威的附屬公司進行以下五類集團內公司間交易，即(i)產品買賣交易、(ii)技術服務、(iii)銷售支持服務、(iv)研發支持服務及(v)行政服務。有關集團內公司間交易統稱為「已覆蓋交易」。更多詳情，請參閱本招股章程「業務—轉讓定價分析」。

董事連同轉讓定價稅務顧問認為，上述已覆蓋交易於往績記錄期間在重大方面大致符合及遵守相關轉讓定價法規及經合組織轉讓定價指南。此乃基於估計稅務風險在每年及從本集團財務角度而言在公司層面上並不重大。

經營業績

截至二零二四年六月三十日止六個月與截至二零二三年六月三十日止六個月比較

收益

收益由截至二零二三年六月三十日止六個月的人民幣219.6百萬元增加53.2%至截至二零二四年六月三十日止六個月的人民幣336.5百萬元，主要反映自二零二零年以來，全球及國家規定及倡議不斷演變，推動對我們船舶環境保護設備及系統需求增加。需求增加可由新船訂單完成量激增顯示，這亦由於在COVID-19疫情及供應鏈中斷期間高額海運貨運費用下在船廠訂購的新船完成。此外，新船訂單傾向於包括更多與船舶內裝以及集裝箱船及PCTC綁扎件相關的產品。我們亦在客戶向我們訂購船舶脫硫系統時努力交叉銷售我們的海事服務。此外，近期致力改善船員船上生活環境及集裝箱船運運費飆升導致對我們海事服務的需求有所上升。

收益增加亦由於我們不斷努力擴大營銷渠道、多元化產品組合、擴大客戶群及增加國內市場的市場份額。

按業務線劃分

船舶脫硫系統收益

船舶脫硫系統收益由截至二零二三年六月三十日止六個月的人民幣175.4百萬元增加16.6%至截至二零二四年六月三十日止六個月的人民幣204.4百萬元，主要由於完成更多新船相關訂單。截至二零二四年六月三十日止六個月，我們完成了25份訂單，包括21份與新船相關的船舶脫硫系統訂單及四份現役船舶訂單，而二零二三年同期則完成了19份訂單，包括兩份新船訂單及17份現役船舶訂單。

船舶節能裝置收益

船舶節能裝置收益由截至二零二三年六月三十日止六個月的人民幣16.4百萬元增加37.9%至截至二零二四年六月三十日止六個月的人民幣22.6百萬元，主要由於我們不斷發展及擴張該業務板塊，使得完成的訂單數量增加。截至二零二四年六月三十日止六個月，我們完成15份船舶節能裝置訂單，相比之下，二零二三年同期完成八份訂單。

船舶清潔能源供應系統收益

船舶清潔能源供應系統收益由截至二零二三年六月三十日止六個月的人民幣1.1百萬元大幅增加至截至二零二四年六月三十日止六個月的人民幣13.3百萬元，主要由於完成的訂單數量增加。截至二零二四年六月三十日止六個月，我們完成了10份船舶清潔能源供應系統訂單，且平均售價有所上升，主要由於我們的產品性能較佳，而二零二三年同期為兩份訂單。

海事服務收益

海事服務收益由截至二零二三年六月三十日止六個月的人民幣26.7百萬元大幅增加至截至二零二四年六月三十日止六個月的人民幣96.2百萬元，主要由於來自(i)船舶內裝的收益由截至二零二三年六月三十日止六個月的人民幣12.7百萬元增加至截至二零二四年六月三十日止六個月的人民幣60.3百萬元，及(ii)集裝箱船舶及PCTC綁扎件的收益由截至二零二三年六月三十日止六個月的人民幣9.5百萬元增加至截至二零二四年六月三十日止六個月的人民幣30.9百萬元，主要由於受到(i)由於航運運載能力短缺及海運貨運費率上升，推動新船訂單激增，完成訂單的銷售價格上升，主要是因為與船舶內裝以及集裝箱船及PCTC綁扎件相關的產品訂單增加，(ii)造船商及船東近年開始著重透過改善船上生活條件改善船員福祉，旨在於人手不足的情況下吸引及挽留高技術船員，導致船舶內裝的需求上升；及(iii)集裝箱船運運費急升至歷史新高，船東於集裝箱船的投資相應增加，導致集裝箱船舶及PCTC綁扎件的需求上升推動，致使完成訂單規模較大。截至二零二四年六月三十日止六個月，我們完成728份海事服務訂單，而二零二三年同期為324份訂單。截至二零二四年六月三十日止六個月，我們完成454份船舶內裝訂單，87份集裝箱船舶及PCTC綁扎件訂單及187份其他訂單，而二零二三年同期的訂單數目分別為215份、50份及59份。

財務資料

按地理區域劃分

來自中國內地客戶的收益

我們來自中國內地客戶的收益由截至二零二三年六月三十日止六個月的人民幣25.5百萬元大幅增加至截至二零二四年六月三十日止六個月的人民幣191.8百萬元，主要由於中國內地造船商的已完成訂單增加所致，其中大部分與新船的船舶脫硫系統及海事服務有關。訂單增加主要由於COVID-19疫情及其導致的供應鏈中斷引致運力短缺及海運貨運費率上升，導致新船訂單激增。截至二零二四年六月三十日止六個月，我們分別完成18份及113份來自中國內地客戶下達的船舶脫硫系統及海事服務訂單，而二零二三年同期則分別完成兩份及79份訂單。

來自海外客戶的收益

我們來自海外客戶的收益由截至二零二三年六月三十日止六個月的人民幣194.0百萬元減少25.4%至截至二零二四年六月三十日止六個月的人民幣144.7百萬元，主要由於我們完成的船舶脫硫系統訂單減少，導致來自亞洲客戶的收益由截至二零二三年六月三十日止六個月的人民幣192.8百萬元減少至截至二零二四年六月三十日止六個月的人民幣138.8百萬元，主要原因是海外船東(特別是新加坡、香港及印度的船東)不願意在貨運費率相對較高時暫停船舶運作以安裝我們的產品，惟部分被我們完成的海事服務訂單增加所抵銷，與同時涉及在船上提供服務的訂單相比，有關訂單讓我們可以在不暫停船舶運作的情況下向客戶交付個別產品。截至二零二四年六月三十日止六個月，我們分別完成亞洲客戶下達的七份船舶脫硫系統訂單及509份海事服務訂單，而二零二三年同期則分別完成17份及236份訂單。

銷售成本

銷售成本由截至二零二三年六月三十日止六個月的人民幣118.4百萬元增加63.6%至截至二零二四年六月三十日止六個月的人民幣193.7百萬元，主要由於材料開支由截至二零二三年六月三十日止六個月的人民幣95.1百萬元增加至截至二零二四年六月三十日止六個月的人民幣167.7百萬元，主要受海事服務及船舶脫硫系統的已完成訂單數量增加帶動。截至二零二四年六月三十日止六個月，我們分別完成728及25份海事服務及船舶脫硫系統的訂單，而於二零二三年同期則分別為324份及19份訂單。

毛利及毛利率

毛利由截至二零二三年六月三十日止六個月的人民幣101.2百萬元增加41.1%至截至二零二四年六月三十日止六個月的人民幣142.8百萬元，主要由於(i)船舶脫硫系統的毛利由截至二零二三年六月三十日止六個月的人民幣87.9百萬元增加至截至二零二四年六月三十日止六個月的人民幣107.2百萬元，及(ii)海事服務的毛利由截至二零二三年六月三十日止六個月的人民幣6.0百萬元增加至截至二零二四年六月三十日止六個月的人民幣21.4百萬元，兩者均由於已完成訂單數量增加所致。截至二零二四年六月三十日止六個月，我們分別完成25份及728份船舶脫硫系統及海事服務的訂單，而於二零二三年同期則分別為19份及324份訂單。

我們的整體毛利率由截至二零二三年六月三十日止六個月的46.1%減少至截至二零二四年六月三十日止六個月的42.4%，主要由於來自海事服務的收益佔比較大，而其毛利率相對於我們其他設備及系統較低。此外，我們開始完成與船舶內裝相關的大量產品及設備訂單，當中包括較少部分的服務，例如室內裝飾設計，進而降低該等訂單的毛利率。一般而言，與涉及較多產品及設備以及需要向原設備製造商支付採購成本的訂單相比，涉及較多服務(如室內裝飾設計)的訂單的毛利率較高。

按業務線劃分

船舶脫硫系統及船舶節能裝置的毛利率分別由截至二零二三年六月三十日止六個月的50.1%及43.4%增加至截至二零二四年六月三十日止六個月的52.4%及49.7%，主要由於(i)多年合作後我們與供應商的議價能力增強，導致原材料及產品組件的採購價格下降；及(ii)我們實施持續的技術升級及結構優化，減少材料開支。

船舶清潔能源供應系統及海事服務的毛利率保持穩定，於截至二零二三年六月三十日止六個月分別為22.9%及22.4%，而截至二零二四年六月三十日止六個月則分別為22.7%及22.2%。於海事服務中：

- 船舶內裝：其毛利率由截至二零二三年六月三十日止六個月的35.4%下降至截至二零二四年六月三十日止六個月的25.2%，主要由於我們開始完成包含大量產品及設備的訂單，其中包括較小部分的服務，例如室內裝飾設計，進而降低該等訂單的毛利率。
- 集裝箱船及PCTC綁扎件：截至二零二三年及二零二四年六月三十日止六個月，其毛利率分別為14.6%及17.5%，保持相對穩定，屬於該分部的合理範圍內。

財務資料

- 其他海事服務：其毛利率由截至二零二三年六月三十日止六個月的1.6%增加至截至二零二四年六月三十日止六個月的15.5%，主要由於完成的低毛利率產品訂單顯著減少，例如預製艙式變壓器，我們自二零二三年十一月起停止生產這些產品。

按地理區域劃分

中國內地銷售的毛利率由截至二零二三年六月三十日止六個月的14.0%增長至截至二零二四年六月三十日止六個月的38.9%，主要由於船舶脫硫系統收益所佔比例較大，其相比本集團其他設備及系統的毛利率為高。

海外銷售的毛利率由截至二零二三年六月三十日止六個月的48.9%下降至截至二零二四年六月三十日止六個月的47.1%，主要由於海事服務產生的收益比例較大，其相比本集團其他設備及系統的毛利率為低。

其他收入

其他收入由截至二零二三年六月三十日止六個月的人民幣1.3百萬元大幅增加至截至二零二四年六月三十日止六個月的人民幣2.6百萬元，主要由於銀行存款利息收入由截至二零二三年六月三十日止六個月的人民幣0.5百萬元增加至截至二零二四年六月三十日止六個月的人民幣2.4百萬元，主要原因為(i)我們在二零二三年底及二零二四年初作出以美元計值的定期存款，其獲得較高的利率，及(ii)期內平均銀行及現金結餘增加，部分被政府補助由截至二零二三年六月三十日止六個月的人民幣0.8百萬元減少至截至二零二四年六月三十日止六個月的人民幣0.2百萬元所抵銷。

其他收益及虧損

我們截至二零二三年六月三十日止六個月的其他收益及虧損為虧損人民幣7.5百萬元，而截至二零二四年六月三十日止六個月為收益人民幣5.3百萬元，主要由於截至二零二四年六月三十日止六個月錄得外匯收益淨額人民幣5.5百萬元，而上一年度同期則錄得外匯虧損淨額人民幣7.3百萬元，主要由於匯率波動影響以美元計值的向海外客戶銷售所得款項。

財務資料

分銷及銷售開支

分銷及銷售開支由截至二零二三年六月三十日止六個月的人民幣12.2百萬元增加69.0%至截至二零二四年六月三十日止六個月的人民幣20.6百萬元，主要由於銷售佣金由截至二零二三年六月三十日止六個月的人民幣6.9百萬元增加至截至二零二四年六月三十日止六個月的人民幣14.8百萬元，主要由於來自銷售代理推廣銷售產生的收益由截至二零二三年六月三十日止六個月的人民幣115.7百萬元大幅增加至截至二零二四年六月三十日止六個月的人民幣246.0百萬元。

行政開支

行政開支由截至二零二三年六月三十日止六個月的人民幣17.3百萬元增加35.8%至截至二零二四年六月三十日止六個月的人民幣23.5百萬元，主要由於員工成本由截至二零二三年六月三十日止六個月的人民幣8.3百萬元增加至截至二零二四年六月三十日止六個月的人民幣13.5百萬元，主要由於業務擴展導致行政人員數量及其薪金及獎金增加。

研發開支

研發開支由截至二零二三年六月三十日止六個月的人民幣5.6百萬元增加82.3%至截至二零二四年六月三十日止六個月的人民幣10.1百萬元，主要由於(i)採購成本由截至二零二三年六月三十日止六個月的人民幣0.4百萬元增加至截至二零二四年六月三十日止六個月的人民幣3.3百萬元，主要因為若干研發項目進入原型試產階段，導致對原材料及產品組件的需求增加；及(ii)員工成本由截至二零二三年六月三十日止六個月的人民幣4.5百萬元增加至截至二零二四年六月三十日止六個月的人民幣6.1百萬元，主要因為我們當時的聯營公司WTC(其主要業務活動為研發船舶環境保護相關設備、系統及服務)於二零二三年底成為我們的附屬公司，導致研發人員數量增加。

分佔聯營公司業績

分佔聯營公司業績於截至二零二三年六月三十日止六個月為虧損人民幣0.8百萬元，而於截至二零二四年六月三十日止六個月則為零元，主要由於(i)我們當時的聯營公司WTC在我們增加投資後於二零二三年底成為我們的附屬公司，因其仍處於壯大期內而在二零二三年產生虧損淨額，及(ii)我們於二零二三年四月出售江蘇匯舸。因此，截至二零二四年六月三十日止六個月，我們並無任何聯營公司。

預期信貸虧損模型下的減值虧損，扣除撥回

預期信貸虧損模型下的減值虧損，扣除撥回由截至二零二三年六月三十日止六個月的人民幣0.5百萬元減少41.7%至截至二零二四年六月三十日止六個月的人民幣0.3百萬元，主要由於貿易及其他應收款項減少。

財務成本

財務成本由截至二零二三年六月三十日止六個月的人民幣0.1百萬元大幅增加至截至二零二四年六月三十日止六個月的人民幣0.4百萬元，主要由於截至二零二四年六月三十日止六個月的平均銀行借款餘額有所增加。

財務資料

所得稅開支

所得稅開支由截至二零二三年六月三十日止六個月的人民幣8.8百萬元增加56.8%至截至二零二四年六月三十日止六個月的人民幣13.7百萬元，與除稅前溢利增加一致。

期內溢利

因上文所述，期內溢利由截至二零二三年六月三十日止六個月的人民幣49.7百萬元增加65.1%至截至二零二四年六月三十日止六個月的人民幣82.1百萬元。

截至二零二三年十二月三十一日止年度與截至二零二二年十二月三十一日止年度比較

收益

收益由截至二零二二年十二月三十一日止年度的人民幣267.2百萬元增加90.9%至截至二零二三年十二月三十一日止年度的人民幣510.3百萬元，主要反映自二零二零年以來日新月異的全球和國家的要求和舉措推動船舶環境保護設備及系統需求增加。需求增加可由新船及現役船舶完成訂單激增顯示，這亦由於(i)在COVID-19疫情及供應鏈中斷期間於高額海運貨運費用下在船廠訂購的新船完成，及(ii)自二零二二年高峰以來海運貨運費用正常化後，船東願意調整其船舶營運以安裝我們的產品。此外，近期對於改善船員的船上生活條件的關注以及集裝箱船運運費率飆升導致對我們海事服務的需求有所上升。

按業務線劃分

船舶脫硫系統收益

船舶脫硫系統收益由截至二零二二年十二月三十一日止年度的人民幣172.8百萬元增加97.4%至截至二零二三年十二月三十一日止年度的人民幣341.2百萬元，與完成的船舶脫硫系統訂單數量增加一致，主要受市場需求增加所推動，此乃由於自二零二二年以來高硫燃料及低硫燃料之間的價格差異更大，使船舶脫硫系統的成本優勢對我們的客戶而言更具吸引力。根據弗若斯特沙利文的資料，於二零一六年至二零二三年間，低硫燃料的價格高於高硫燃料的價格，預期此價格差異於二零二四年至二零二八年間將會維持。高硫和低硫燃料價格比較請參閱「行業概覽 — 全球船舶環境保護設備及系統行業概覽 — 船舶脫硫系統的成本分析」。於二零二三年，我們完成了37份船舶脫硫系統訂單，而二零二二年完成了14份訂單。

船舶節能裝置收益

船舶節能裝置收益由截至二零二二年十二月三十一日止年度的人民幣15.0百萬元大幅增加至截至二零二三年十二月三十一日止年度的人民幣58.0百萬元，主要由於我們在二零二二年三月才推出此業務線。在二零二三年，我們完成了25份船舶節能裝置訂單，而二零二二年完成了九份訂單。

財務資料

船舶清潔能源供應系統收益

船舶清潔能源供應系統收益由截至二零二二年十二月三十一日止年度的人民幣7.7百萬元減少28.2%至截至二零二三年十二月三十一日止年度的人民幣5.6百萬元，主要因為我們的船舶清潔能源供應系統完成的訂單數量減少。於二零二三年，我們完成了六份船舶清潔能源供應系統訂單，相比之下，二零二二年為九份訂單。

海事服務收益

海事服務收益由截至二零二二年十二月三十一日止年度的人民幣71.7百萬元增加47.1%至截至二零二三年十二月三十一日止年度的人民幣105.5百萬元，主要由於來自(i)船舶內裝的收益由截至二零二二年十二月三十一日止年度的人民幣37.4百萬元增加至截至二零二三年十二月三十一日止年度的人民幣50.8百萬元，(ii)集裝箱船舶及PCTC綁扎件的收益由截至二零二二年十二月三十一日止年度的人民幣22.4百萬元增加至截至二零二三年十二月三十一日止年度的人民幣33.4百萬元，及(iii)其他海事服務的收益由截至二零二二年十二月三十一日止年度的人民幣11.9百萬元增至截至二零二三年十二月三十一日止年度的人民幣21.3百萬元，主要由於受以下各項推動：(i)造船商及船東近年開始著重透過改善船上生活條件改善船員福祉，旨在於人手不足的情況下吸引及挽留高技術船員，導致船舶內裝的需求上升；及(ii)集裝箱船運運費急升至歷史新高，船東對集裝箱船舶的投資相應增加，導致集裝箱船舶及PCTC綁扎件的需求上升，致使完成訂單規模較大。於二零二三年，我們完成989份海事服務訂單，而二零二二年為462份訂單。

於二零二三年，我們完成739份船舶內裝訂單，82份集裝箱船舶及PCTC綁扎件訂單及168份其他海事服務訂單，而二零二二年的訂單數目分別為371份、73份及18份。

按地理區域劃分

來自中國內地客戶的收益

來自中國內地客戶的收益由截至二零二二年十二月三十一日止年度的人民幣42.7百萬元大幅增加至截至二零二三年十二月三十一日止年度的人民幣105.3百萬元，主要由於中國內地造船商的已完成訂單增加所致，其中大部分與新船的船舶脫硫系統及海事服務有關。訂單增加主要由於COVID-19疫情及其導致的供應鏈中斷引致運力短缺及海運貨運費率上升，導致新船訂單激增。截至二零二三年十二月三十一日止年度，我們分別完成七份及217份中國內地客戶下達的船舶脫硫系統及海事服務訂單，而截至二零二二年十二月三十一日止年度則分別完成零份及47份訂單。

來自海外客戶的收益

我們來自海外客戶的收益由截至二零二二年十二月三十一日止年度的人民幣224.6百萬元增加80.3%至截至二零二三年十二月三十一日止年度的人民幣405.0百萬元，主要由於來自亞洲客戶的收益由二零二二年的人民幣153.3百萬元增加至二零二三年的人民幣394.0百萬元，部分被來自歐洲客戶的收益由二零二二年的人民幣71.2百萬元減少至二零二三年的人民幣5.1百萬元所抵銷，主要反映我們完成的海外客戶所下達船舶脫硫系統及海事服務訂單數目。截至二零二三年十二月三十一日止年度，我們完成的亞洲客戶所下達船舶脫硫系統及海事服務訂單數目分別為29份及739份，而截至二零二二年十二月三十一日止年度則分別為10份及412份。二零二三年來自歐洲客戶的收益減少主要由於來自德國客戶的收益由二零二二年的人民幣69.5百萬元減少至二零二三年的人民幣1.2百萬元。我們於二零二二年為德國客戶完成四份有關船舶脫硫系統的訂單，而於二零二三年同一客戶並無向我們下達有關船舶脫硫系統的訂單，而收益則來自備件及所提供的海事服務。

銷售成本

銷售成本由截至二零二二年十二月三十一日止年度的人民幣167.2百萬元增加60.6%至截至二零二三年十二月三十一日止年度的人民幣268.5百萬元，主要由於(i)材料開支由截至二零二二年十二月三十一日止年度的人民幣147.7百萬元增加至截至二零二三年十二月三十一日止年度的人民幣220.8百萬元，主要由於船舶脫硫系統、船舶節能裝置及海事服務的已完成訂單數量增加，及(ii)分包成本由截至二零二二年十二月三十一日止年度的人民幣6.2百萬元增加至截至二零二三年十二月三十一日止年度的人民幣20.5百萬元，主要由於已完成訂單中自產產品的數量增加，若干生產工序外包予承包商所致。

截至二零二三年十二月三十一日止年度，我們分別完成37份、25份及989份船舶脫硫系統、船舶節能裝置及海事服務的訂單，而截至二零二二年十二月三十一日止年度分別完成14份、九份及462份訂單。

毛利及毛利率

我們的毛利由截至二零二二年十二月三十一日止年度的人民幣100.1百萬元大幅增加至截至二零二三年十二月三十一日止年度的人民幣241.7百萬元，主要由於(i)船舶脫硫系統的毛利由截至二零二二年十二月三十一日止年度的人民幣78.4百萬元增加至截至二零二三年十二月三十一日止年度的人民幣182.9百萬元，(ii)船舶節能裝置的毛利由截至二零二二年十二月三十一日止年度的人民幣6.1百萬元增加至截至二零二三年十二月三十一日止年度的人民幣27.7百萬元，及(iii)海事服務的毛利由截至二零二二年十二月三十一日止年度的人民幣13.8百萬元增加至截至二零二三年十二月三十一日止年度的人民幣29.9百萬元，乃由於已完成訂單數量增加所致。截至二零二三年十二月三十一日止年度，我們分別完成37份、25份及989份船舶脫硫系統、船舶節能裝置及海事服務訂單，而截至二零二二年十二月三十一日止年度則分別為14份、九份及462份訂

財務資料

單。整體毛利率由截至二零二二年十二月三十一日止年度的37.5%增加至截至二零二三年十二月三十一日止年度的47.4%，主要由於二零二一年六月開始商業生產並隨後於二零二三年提升產能，使我們能減少從第三方採購供應品的比例，從而提高盈利能力。此外，由於我們的大部分銷售所得款項以美元計值，而我們的重大部分成本以人民幣計值，二零二三年美元兌人民幣升值亦導致我們同期的毛利及毛利率增加。

按業務類別劃分

船舶脫硫系統的毛利率由截至二零二二年十二月三十一日止年度的45.4%增加至截至二零二三年十二月三十一日止年度的53.6%，主要由於二零二一年六月開始商業生產及隨後提升產能，使我們能減少從第三方採購供應品，從而提高盈利能力。

船舶節能裝置的毛利率由截至二零二二年十二月三十一日止年度的41.1%增加至截至二零二三年十二月三十一日止年度的47.7%，主要由於(i)我們與供應商磋商的採購價格降低，(ii)由於我們不斷從已完成系統中汲取經驗，設計及技術服務開支降低，及(iii)若干產品的盈利能力相對較高，例如我們推出的導風罩及我們在二零二三年完成的相關訂單。

船舶清潔能源供應系統的毛利率保持穩定，截至二零二二年十二月三十一日止年度為22.5%，而截至二零二三年十二月三十一日止年度為22.9%。

我們海事服務的毛利率由截至二零二二年十二月三十一日止年度的19.2%增加至截至二零二三年十二月三十一日止年度的28.4%，主要由於將更多製造產能重新分配至毛利率相對較高的產品，導致二零二三年有關高利潤產品的完成訂單增加。

於海事服務中：

- 船舶內裝：其毛利率由二零二二年的33.2%增至二零二三年的39.9%，主要由於我們與供應商協商後降低了採購成本。
- 集裝箱船及PCTC綁扎件：其毛利率由二零二二年的4.6%增加至二零二三年的16.5%，主要因為自二零二一年起，我們在接到訂單後即能與原設備製造商確定綁扎件的採購價格，而此前我們無法控制採購成本。
- 其他海事服務：其毛利率由二零二二年的2.9%上升至二零二三年的19.5%，主要由於完成的相對低毛利產品訂單顯著減少，例如預製艙式變壓器。

財務資料

按地理區域劃分

中國內地銷售的毛利率由截至二零二二年十二月三十一日止年度的21.4%增至截至二零二三年十二月三十一日止年度的34.6%。海外銷售的毛利率由截至二零二二年十二月三十一日止年度的40.5%增至截至二零二三年十二月三十一日止年度的50.7%。中國內地及海外的毛利率增長均主要歸因於二零二一年六月開始商業生產並隨後提升產能，使我們能減少從第三方採購供應品的比例，從而提高盈利能力。

其他收入

其他收入由截至二零二二年十二月三十一日止年度的人民幣0.7百萬元大幅增加至截至二零二三年十二月三十一日止年度的人民幣3.6百萬元，主要由於政府補助由截至二零二二年十二月三十一日止年度的人民幣0.4百萬元增加至截至二零二三年十二月三十一日止年度的人民幣2.8百萬元。

其他收益及虧損

其他收益及虧損由截至二零二二年十二月三十一日止年度的虧損人民幣5.2百萬元增加26.0%至截至二零二三年十二月三十一日止年度的虧損人民幣6.6百萬元，主要由於(i)外匯虧損淨額由截至二零二二年十二月三十一日止年度的人民幣3.6百萬元增加至截至二零二三年十二月三十一日止年度的人民幣8.2百萬元，主要由於匯率波動影響以美元計值的向海外客戶銷售的客戶預付款項；及(ii)其他由截至二零二二年十二月三十一日止年度的人民幣0.1百萬元增加至截至二零二三年十二月三十一日止年度的人民幣3.1百萬元，主要由於反映重新評估截至二零二一年及二零二二年十二月三十一日止年度若干附屬公司的應課稅收入，導致於二零二三年作出一次性稅項付款的逾期罰款，部分被二零二三年視為出售聯營公司收益人民幣4.8百萬元所抵銷，主要反映我們於二零二三年增加對WTC的投資並取得其控制權以及重新計量原先持有的股權後WTC的公平值與原賬面值之間的差額。

分銷及銷售開支

分銷及銷售開支由截至二零二二年十二月三十一日止年度的人民幣16.2百萬元增加71.4%至截至二零二三年十二月三十一日止年度的人民幣27.7百萬元，主要由於銷售佣金由截至二零二二年十二月三十一日止年度的人民幣8.8百萬元增加至截至二零二三年十二月三十一日止年度的人民幣17.5百萬元，主要由於我們來自銷售代理推廣銷售產生的收益增加60.7%，由截至二零二二年十二月三十一日止年度的人民幣173.4百萬元增至截至二零二三年十二月三十一日止年度的人民幣278.7百萬元。

財務資料

行政開支

行政開支由截至二零二二年十二月三十一日止年度的人民幣24.9百萬元增加90.0%至截至二零二三年十二月三十一日止年度的人民幣47.3百萬元，主要由於(i)員工成本由截至二零二二年十二月三十一日止年度的人民幣14.8百萬元增加至截至二零二三年十二月三十一日止年度的人民幣25.1百萬元，主要由於(a)因業務擴展而增加的行政人員數量及其薪金及花紅增加，及(b)於二零二三年向選定的高管及員工授予股份；(ii)專業服務開支由截至二零二二年十二月三十一日止年度的人民幣2.0百萬元增加至截至二零二三年十二月三十一日止年度的人民幣8.1百萬元，主要與於二零二四年二月於全國股轉系統報價有關；(iii)業務招待開支由截至二零二二年十二月三十一日止年度的人民幣1.7百萬元增加至截至二零二三年十二月三十一日止年度的人民幣5.0百萬元，主要原因是(a)隨著從COVID-19疫情中恢復，我們的業務擴展帶來的業務招待活動增加，例如船東、造船商、供應商及其他業務夥伴多次訪問，而二零二二年COVID-19疫情期間的業務招待活動較少，及(b)專業人士就於二零二三年在全國股轉系統報價而產生差旅、住宿及餐飲開支，及(iv)其他開支由截至二零二二年十二月三十一日止年度的人民幣1.8百萬元增加至截至二零二三年十二月三十一日止年度的人民幣4.0百萬元，主要與我們業務擴展相關的差旅開支及車費增加有關。

研發開支

研發開支由截至二零二二年十二月三十一日止年度的人民幣9.8百萬元增加93.3%至截至二零二三年十二月三十一日止年度的人民幣18.9百萬元，主要由於(i)隨著業務擴展，我們增加對研發的投資及努力，若干研發項目進入試產及測試階段，導致採購成本由截至二零二二年十二月三十一日止年度的人民幣0.4百萬元增加至截至二零二三年十二月三十一日止年度的人民幣6.1百萬元；及(ii)為支持研發，研發人員數量及其薪金及花紅增加，員工成本由截至二零二二年十二月三十一日止年度的人民幣5.9百萬元增加至截至二零二三年十二月三十一日止年度的人民幣8.2百萬元。

分佔聯營公司業績

分佔聯營公司業績由截至二零二二年十二月三十一日止年度的虧損人民幣0.9百萬元增加92.0%至截至二零二三年十二月三十一日止年度的虧損人民幣1.7百萬元，主要由於二零二二年六月成為我們聯營公司的WTC於二零二三年產生淨虧損，因其仍處於增長階段。

預期信貸虧損模型下的減值虧損，扣除撥回

預期信貸虧損模型下的減值虧損，扣除撥回由截至二零二二年十二月三十一日止年度的人民幣0.7百萬元增加至截至二零二三年十二月三十一日止年度的人民幣1.7百萬元，主要由於貿易及其他應收款項的減值虧損增加，與貿易應收款項由截至二零二二年十二月三十一日的人民幣19.4百萬元增加至截至二零二三年十二月三十一日的人民幣42.2百萬元一致。

財務成本

財務成本由截至二零二二年十二月三十一日止年度的人民幣0.2百萬元增加至截至二零二三年十二月三十一日止年度的人民幣0.6百萬元，主要由於銀行借款由二零二二年十二月三十一日的人民幣4.1百萬元增加至二零二三年十二月三十一日的人民幣19.9百萬元。

財務資料

所得稅開支

所得稅開支由截至二零二二年十二月三十一日的人民幣6.1百萬元大幅增加至截至二零二三年十二月三十一日的人民幣20.3百萬元，主要由於除稅前溢利增加所致。

年內溢利

由於上文所述，年內溢利由截至二零二二年十二月三十一日止年度的人民幣36.8百萬元大幅增加至截至二零二三年十二月三十一日止年度的人民幣120.5百萬元。

截至二零二二年十二月三十一日止年度與截至二零二一年十二月三十一日止年度比較

收益

收益由截至二零二一年十二月三十一日止年度的人民幣140.5百萬元增加90.2%至截至二零二二年十二月三十一日止年度的人民幣267.2百萬元，主要反映自二零二零年以來全球及國家規定和舉措帶動船舶環境保護設備及系統需求上升，包括我們的船舶節能裝置以及船舶清潔能源供應系統，我們於二零二二年開始完成訂單並產生收益。此外，由於COVID-19疫情影響緩和，我們於二零二二年末加快完成訂單。此外，近期致力改善船員船上生活環境及集裝箱船運運費率飆升導致對我們海事服務的需求有所上升。

按業務線劃分

船舶脫硫系統收益

船舶脫硫系統收益從截至二零二一年十二月三十一日止年度的人民幣110.5百萬元增加56.4%至截至二零二二年十二月三十一日止年度的人民幣172.8百萬元，主要由於(i)完成的船舶脫硫系統訂單數量增加，乃由法規要求(包括國際海事組織自二零二零年起限制船舶燃油硫含量不超過0.5%)所帶動，及(ii)COVID-19疫情影響減少，讓我們能夠完成更多訂單。於二零二二年，我們完成14份船舶脫硫系統訂單，而二零二一年完成了九份訂單。

船舶節能裝置收益

船舶節能裝置收益從截至二零二一年十二月三十一日止年度的零元增加至截至二零二二年十二月三十一日止年度的人民幣15.0百萬元，乃由於我們已於二零二二年開始完成訂單。

船舶清潔能源供應系統收益

船舶清潔能源供應系統收益由截至二零二一年十二月三十一日止年度的零元增加至截至二零二二年十二月三十一日止年度的人民幣7.7百萬元，乃由於我們於二零二二年開始完成訂單。

海事服務收益

海事服務收益由截至二零二一年十二月三十一日止年度的人民幣30.0百萬元大幅增加至截至二零二二年十二月三十一日止年度的人民幣71.7百萬元，主要由於來自(i)船舶內裝的收益由截至二零二一年十二月三十一日止年度的人民幣17.7百萬元增加至截至二零二二年十二月三十一日止年度的人民幣37.4百萬元，(ii)其他海事服務的收益由截至二零二一年十二月三十一日止年度的人民幣1.1百萬元增加至截至二零二二年十二月三十一日止年度的人民幣11.9百萬元，及(iii)集裝箱船舶及PCTC綁扎件的收益由截至二零二一年十二月三十一日止年度的人民幣11.2百萬元增加至截至二零二二年十二月三十一日止年度的人民幣22.4百萬元，主要由於受到(i)造船商及船東近年開始著重透過改善船上生活條件改善船員福祉，旨在於人手不足的情況下吸引及挽留高技術船員，導致船舶內裝的需求上升；及(ii)集裝箱船運運費率急升至歷史新高，船東對集裝箱船舶的投資相應增加，導致集裝箱船舶及PCTC綁扎件的需求上升推動，致使完成訂單規模較大。於二零二二年，我們完成462份海事服務訂單，而二零二一年為258份訂單。

於二零二二年，我們分別完成371份船舶內裝訂單、73份集裝箱船舶及PCTC綁扎件訂單及18份其他海事服務訂單，而二零二一年則分別完成160份、95份及三份訂單。儘管我們於二零二二年完成的集裝箱船舶及PCTC綁扎件訂單數量減少，惟其每份訂單的平均售價由人民幣117,000元大幅上升至人民幣307,000元，導致收益增加。

按地理區域劃分

來自中國內地客戶的收益

來自中國內地客戶的收益由截至二零二一年十二月三十一日止年度的人民幣20.8百萬元大幅增加至截至二零二二年十二月三十一日止年度的人民幣42.6百萬元，主要由於與海事服務相關的已完成訂單增加所致。截至二零二二年十二月三十一日止年度，我們完成47份中國內地客戶下達的海事服務訂單，而截至二零二一年十二月三十一日止年度則為11份訂單。

來自海外客戶的收益

來自海外客戶的收益由截至二零二一年十二月三十一日止年度的人民幣224.6百萬元增加80.3%至截至二零二二年十二月三十一日止年度的人民幣405.0百萬元，主要由於外國客戶下達的船舶脫硫系統及海事服務的已完成訂單增加，導致來自亞洲客戶的收益由二零二一年的人民幣71.5百萬元增加至二零二二年的人民幣153.3百萬元，以及來自歐洲客戶的收益由二零二一年的人民幣47.1百萬元增加至二零二二年的人民幣71.2百萬元。截至二零二二年十二月三十一日止年度，我們分別完成10份及412份亞洲客戶下達的船舶脫硫系統及海事服務訂單，而截至二零二一年十二月三十一日止年度則分別為四份及239份訂單。截至二零二二年十二月三十一日止年度，我們分別完成了四份及23份歐洲客戶下達的船舶脫硫系統及船舶脫硫系統備件訂單，而截至二零二一年十二月三十一日止年度分別為三份及兩份訂單。

財務資料

銷售成本

銷售成本由截至二零二一年十二月三十一日止年度的人民幣93.0百萬元增加79.7%至截至二零二二年十二月三十一日止年度的人民幣167.2百萬元，主要歸因於(i)材料開支由截至二零二一年十二月三十一日止年度的人民幣82.6百萬元增加至截至二零二二年十二月三十一日止年度的人民幣147.7百萬元，主要由於海事服務及船舶脫硫系統已完成訂單數量增加；及(ii)分包成本由截至二零二一年十二月三十一日止年度的人民幣1.1百萬元增加至截至二零二二年十二月三十一日止年度的人民幣6.2百萬元，主要歸因於我們完成訂單中自產產品數量增加，若干生產工序外包予承包商所致。

截至二零二二年十二月三十一日止年度，海事服務及船舶脫硫系統分別完成462份及14份訂單，而截至二零二一年十二月三十一日止年度則分別完成了258份及九份訂單。

毛利及毛利率

我們的毛利由截至二零二一年十二月三十一日止年度的人民幣47.5百萬元大幅增加至截至二零二二年十二月三十一日止年度的人民幣100.1百萬元，主要由於(i)船舶脫硫系統的毛利由截至二零二一年十二月三十一日止年度的人民幣40.7百萬元增加至截至二零二二年十二月三十一日止年度的人民幣78.4百萬元，(ii)海事服務的毛利由截至二零二一年十二月三十一日止年度的人民幣6.8百萬元增加至截至二零二二年十二月三十一日止年度的人民幣13.8百萬元，(iii)船舶節能裝置的毛利由截至二零二一年十二月三十一日止年度的零元增加至截至二零二二年十二月三十一日止年度的人民幣6.1百萬元，乃由於已完成訂單數量增加所致。截至二零二二年十二月三十一日止年度，我們分別完成14份、462份及九份船舶脫硫系統、海事服務及船舶節能裝置訂單，而截至二零二一年十二月三十一日止年度則分別為九份、258份及零份訂單。

整體毛利率由截至二零二一年十二月三十一日止年度的33.8%上升至截至二零二二年十二月三十一日止年度的37.5%，主要由於(i)二零二一年六月開始商業生產並隨後提升產能，使我們能減少從第三方採購供應品的比例，從而提高盈利能力；及(ii)已完成的船舶節能裝置訂單增加，涉及相對較高的毛利率。

按業務線劃分

船舶脫硫系統的毛利率由截至二零二一年十二月三十一日止年度的36.8%增加至截至二零二二年十二月三十一日止年度的45.4%，主要由於商業生產於二零二一年六月開始並隨後提升產能，使我們能減少從第三方採購供應，從而提高盈利能力。

海事服務的毛利率由截至二零二一年十二月三十一日止年度的22.7%下降至截至二零二二年十二月三十一日止年度的19.2%，主要由於我們於二零二一年六月開始商業生產後嘗試運用我們的產能，來自分類為其他海事服務的預製艙變壓器的收益比例增加，其毛利率低於我們在海事服務中的其他產品。

財務資料

於海事服務中：

- 船舶內裝：其毛利率於二零二一年及二零二二年分別保持穩定，為34.1%及33.2%。
- 集裝箱船舶及PCTC綁扎件：其毛利率於二零二一年及二零二二年分別保持在5.6%及4.6%的相對較低水平，主要由於若干現役船舶的交付及安裝我們產品的進度延誤，而此期間不銹鋼(我們集裝箱船舶及PCTC綁扎件的主要原材料)價格上漲。
- 其他海事服務：其毛利率由二零二一年的12.4%下降至二零二二年的2.9%，主要由於我們開始完成毛利率相對較低的自行生產產品訂單，例如預製艙變壓器。

按地理區域劃分

中國內地銷售的毛利率由截至二零二一年十二月三十一日止年度的29.4%下降至截至二零二二年十二月三十一日止年度的21.4%，主要由於我們嘗試利用於二零二一年六月開始商業生產後的產能，煙氣閥門及預製艙變壓器等產品產生的收益比例增加，與我們海事服務中的其他產品相比，其毛利率較低。於二零二二年，中國內地的銷售規模相對較小。因此，毛利率較低的產品(例如煙氣閥門及預製艙變壓器)佔中國內地的整體銷售比例較大，且對中國內地的銷售毛利率的不利影響比同期的海外銷售更大。海外銷售的毛利率由截至二零二一年十二月三十一日止年度的34.6%增至截至二零二二年十二月三十一日止年度的40.5%，主要由於(i)船舶脫硫系統的毛利率相對其他產品較高，使海外收益的比例增加；及(ii)於二零二一年六月開始商業生產及隨後的產能提升，使我們得以減少向第三方供應商採購的比例，從而降低船舶脫硫系統海外訂單的銷售成本。

其他收入

其他收入從截至二零二一年十二月三十一日止年度的人民幣2.2百萬元減少68.6%至截至二零二二年十二月三十一日止年度的人民幣0.7百萬元，主要由於政府補助從截至二零二一年十二月三十一日止年度的人民幣2.1百萬元減少至截至二零二二年十二月三十一日止年度的人民幣0.4百萬元。

其他收益及虧損

截至二零二一年十二月三十一日止年度的其他收益及虧損為收益人民幣4.0百萬元，而於截至二零二二年十二月三十一日止年度為虧損人民幣5.2百萬元，主要由於(i)我們於二零二二年錄得外匯虧損淨額人民幣3.6百萬元，而於二零二一年則錄得外匯收益淨額人民幣2.8百萬元，主要由於匯率波動影響與以美元計值的向海外客戶銷售的客戶預付款項，及(ii)我們於二零二二年錄得按公平值計入損益的金融資產的公平值虧損人民幣1.6百萬元，而於二零二一年則錄得公平值收益人民幣1.6百萬元，其與主要反映匯率波動的美元外匯遠期及期權合約有關。

分銷及銷售開支

分銷及銷售開支由截至二零二一年十二月三十一日止年度的人民幣13.2百萬元增加23.1%至截至二零二二年十二月三十一日止年度的人民幣16.2百萬元，主要由於(i)銷售佣金由截至二零二一年十二月三十一日止年度的人民幣6.2百萬元增加至截至二零二二年十二月三十一日止年度的人民幣8.8百萬元，主要由於我們來自銷售代理推廣銷售產生的收益由截至二零二一年十二月三十一日止年度的人民幣94.9百萬元增加82.8%至截至二零二二年十二月三十一日止年度的人民幣173.4百萬元，及(ii)員工成本由截至二零二一年十二月三十一日止年度的人民幣4.2百萬元增加至截至二零二二年十二月三十一日止年度的人民幣5.2百萬元，主要由於銷售人員的薪金及獎金增加。

行政開支

行政開支由截至二零二一年十二月三十一日止年度的人民幣18.3百萬元增加36.3%至截至二零二二年十二月三十一日止年度的人民幣24.9百萬元，主要由於員工成本由截至二零二一年十二月三十一日止年度的人民幣9.7百萬元增加至截至二零二二年十二月三十一日止年度的人民幣14.8百萬元，主要由於(a)因業務擴張導致我們行政人員數量及其薪金及獎金增加，及(b)於二零二二年向選定的高管及員工授予股份。

研發開支

研發開支由截至二零二一年十二月三十一日止年度的人民幣6.5百萬元增加50.1%至截至二零二二年十二月三十一日止年度的人民幣9.8百萬元，主要由於專業服務開支由截至二零二一年十二月三十一日止年度的人民幣0.2百萬元增加至截至二零二二年十二月三十一日止年度的人民幣3.1百萬元，主要與我們與研究機構合作開發新技術及產品有關。

分佔聯營公司業績

分佔聯營公司業績由截至二零二一年十二月三十一日止年度的零元變動至截至二零二二年十二月三十一日止年度的虧損人民幣0.9百萬元，主要由於我們的聯營公司WTC於二零二二年產生淨虧損，因其仍處於增長階段。

財務資料

預期信貸虧損模式下的減值虧損，扣除撥回

預期信貸虧損模式下的減值虧損，扣除撥回由截至二零二一年十二月三十一日止年度的人民幣0.9百萬元減少23.3%至截至二零二二年十二月三十一日止年度的人民幣0.7百萬元，主要由於貿易及其他應收款項的減值虧損減少，主要由於我們於二零二一年產生一次性壞賬，與尚未退還的物業租賃預付款項減值有關，部分被我們的貿易應收款項由截至二零二一年十二月三十一日的人民幣5.6百萬元增加至截至二零二二年十二月三十一日的人民幣19.4百萬元所抵銷。

財務成本

財務成本由截至二零二一年十二月三十一日止年度的人民幣0.1百萬元增加100.0%至截至二零二二年十二月三十一日止年度的人民幣0.2百萬元，主要由於銀行借款由截至二零二一年十二月三十一日的零元增加至截至二零二二年十二月三十一日的人民幣4.1百萬元。

所得稅開支

所得稅開支由截至二零二一年十二月三十一日止年度的人民幣2.0百萬元大幅增加至截至二零二二年十二月三十一日止年度的人民幣6.1百萬元，主要由於除稅前溢利增加所致。

年內溢利

由於上文所述，年內溢利由截至二零二一年十二月三十一日的人民幣12.8百萬元大幅增加至截至二零二二年十二月三十一日的人民幣36.8百萬元。

財務資料

綜合財務狀況表主要項目說明

下表載列截至所示日期的綜合財務狀況表的經選定資料，其摘錄自本招股章程附錄一所載會計師報告：

	截至十二月三十一日			截至
				六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
流動資產總值	292,747	311,098	451,798	343,090
非流動資產總值	65,658	65,618	70,702	67,633
資產總值	358,405	376,716	522,500	410,723
流動負債總額	243,258	240,191	266,216	155,387
非流動負債總額	1,547	622	1,493	15,927
負債總額	244,805	240,813	267,709	171,314
流動資產淨值	49,489	70,907	185,582	187,703
資產淨值	113,600	135,903	254,791	239,409
股本／實繳股本	20,000	20,000	30,000	30,000
儲備	92,019	114,122	222,129	207,405
本公司擁有人 應佔權益	112,019	134,122	252,129	237,405
非控股權益	1,581	1,781	2,662	2,004
權益總額	113,600	135,903	254,791	239,409

財務資料

下表列示了我們於所示日期的流動資產、流動負債及流動資產淨值：

	截至十二月三十一日			截至 六月三十日	截至 十月三十一日
	二零二一年	二零二二年	二零二三年	二零二四年	二零二四年
	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 (未經審核)
流動資產					
存貨	32,329	87,287	87,382	37,114	36,393
合約資產	—	503	719	1,260	1,727
貿易及其他應收款項	89,665	83,462	88,193	82,117	110,121
合約成本	—	2,930	11,900	12,382	17,274
可收回稅款	552	442	—	—	—
按公平值計入損益 的金融資產	504	—	—	—	—
應收關聯方款項	8,012	—	—	—	—
應收董事及監事款項	10,121	10,907	—	—	—
原到期日超過三個月但於 一年內的定期存款	—	—	35,414	—	—
原到期日超過一年的 定期存款	—	—	10,000	10,000	10,000
受限制銀行存款	51,482	58,844	40,776	44,583	12,976
現金及現金等價物	100,082	66,723	177,414	155,634	165,091
	<u>292,747</u>	<u>311,098</u>	<u>451,798</u>	<u>343,090</u>	<u>353,582</u>
流動負債					
貿易及其他應付款項	45,871	60,048	55,581	102,006	73,515
銀行借款	—	4,118	19,900	11,950	9,950
應付所得稅	9,097	12,081	9,934	11,800	5,644
租賃負債	1,171	899	1,395	1,248	1,438
撥備	252	503	4,539	6,643	5,560
合約負債	169,678	161,114	174,862	21,740	30,156
應付關聯方款項	14,047	275	—	—	—
其他流動負債	3,142	1,153	5	—	—
	<u>243,258</u>	<u>240,191</u>	<u>266,216</u>	<u>155,387</u>	<u>126,263</u>
流動資產淨值	<u>49,489</u>	<u>70,907</u>	<u>185,582</u>	<u>187,703</u>	<u>227,319</u>

財務資料

我們的流動資產淨值由截至二零二二年十二月三十一日的人民幣70.9百萬元增加至截至二零二三年十二月三十一日的人民幣185.6百萬元，主要由於現金及現金等價物由截至二零二二年十二月三十一日的人民幣66.7百萬元增加至截至二零二三年十二月三十一日的人民幣177.4百萬元，主要歸因於二零二三年度的溢利。

我們的流動資產淨值由截至二零二一年十二月三十一日的人民幣49.5百萬元增加至截至二零二二年十二月三十一日的人民幣70.9百萬元，主要由於存貨由截至二零二一年十二月三十一日的人民幣32.3百萬元增加至截至二零二二年十二月三十一日的人民幣87.3百萬元，主要原因是(i)我們於二零二二年底加快生產進度，以滿足船舶脫硫系統多個訂單的緊迫交貨安排，以及(ii)我們在於二零二二年底前採購若干原材料，例如不鏽鋼板及不鏽鋼管，但部分被現金及現金等價物的減少(由截至二零二一年十二月三十一日的人民幣100.1百萬元減少至截至二零二二年十二月三十一日的人民幣66.7百萬元)所抵銷，主要歸因於(i)支付的股息及(ii)收購共同控制下的附屬公司的淨現金流出。

物業、廠房及設備

物業、廠房及設備主要包括(i)樓宇；(ii)機器及設備；(iii)辦公設備及傢俱；(iv)運輸設備；(v)租賃物業裝修及(vi)在建工程。下表載列截至所示日期物業、廠房及設備的賬面淨值明細：

	截至十二月三十一日			截至
	二零二一年	二零二二年	二零二三年	六月三十日
	人民幣千元	人民幣千元	人民幣千元	二零二四年 人民幣千元
樓宇	44,571	42,687	40,492	39,369
機器及設備	4,634	4,193	3,846	3,741
辦公設備及傢俱	1,574	1,822	1,399	1,104
運輸設備	3,327	2,275	1,841	1,872
租賃物業裝修	—	187	583	469
在建工程	—	—	942	1,556
總計	54,106	51,164	49,103	48,111

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物業、廠房及設備由截至二零二一年十二月三十一日的人民幣54.1百萬元減少5.4%至截至二零二二年十二月三十一日的人民幣51.2百萬元，主要反映貶值。截至二零二三年十二月三十一日，我們的物業、廠房及設備進一步減少4.0%至人民幣49.1百萬元，主要反映折舊，部分被(i)主要有關我們的倉庫裝修在建工程；及(ii)租賃物業裝修增加所抵銷，其主要反映二零二三年為上海辦公室搬遷購置的傢俱及固定裝置。截至二零二四年六月三十日，物業、廠房及設備減少2.0%至人民幣48.1百萬元，主要反映折舊。

存貨

存貨主要包括(i)原材料及耗材，如不銹鋼板及不銹鋼管；(ii)生產線的在建工程；及(iii)製成品(即已完成製造及質量檢查流程並準備交付的產品)。下表載列我們於所示日期的存貨明細：

	截至十二月三十一日			截至
	二零二一年	二零二二年	二零二三年	六月三十日
	人民幣千元	人民幣千元	人民幣千元	二零二四年 人民幣千元
原材料及耗材	5,497	10,306	1,432	1,637
在建工程	5,402	16,760	1,561	4,911
製成品	21,430	60,221	84,389	30,566
總計	32,329	87,287	87,382	37,114

存貨由截至二零二一年十二月三十一日的人民幣32.3百萬元大幅增至截至二零二二年十二月三十一日的人民幣87.3百萬元，主要由於(i)我們提前在二零二二年推進了原定於二零二三年交付的多個訂單的生產進度，以應對COVID-19疫情期間可能出現的原材料採購、生產及日常營運的潛在中斷，(ii)我們在二零二二年底加快了生產進度，以滿足多個船舶脫硫系統訂單的緊迫完成時間表，及(iii)我們在二零二二年底前採購了若干原材料，如不銹鋼板及不銹鋼管，以防供應商在春節假期(於該年較早的一月為春節假期)期間未能按時向我們交付。截至二零二三年十二月三十一日，存貨維持穩定，為人民幣87.4百萬元，而截至二零二二年十二月三十一日為人民幣87.3百萬元。在二零二三年，我們加快了多個船舶脫硫系統訂單的生產，這些訂單涉及計劃於二零二三年底交付的新船，導致原材料及耗材以及在製品的餘額減少，而製成品的餘額增加。截至二零二三年十二月三十一日，若干製成品指已予以交付但仍在等候安裝及客戶驗收的產品。截至二零二四年六月三十日，存貨其後下降57.5%至人民幣37.1百萬元，主要由於在二零二三年底製成品交付。於往績記錄期間，與新船相關訂單增加，這需要更

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長的時間來完成並確認收益。一旦生產完成且存貨被分類為製成品，完成與新船相關的船舶脫硫系統訂單並確認收益可能需要超過一年，從而減少製成品的餘額。截至二零二四年六月三十日止六個月，我們完成21份與新船相關的船舶脫硫系統訂單，這些訂單主要在二零二三年底及二零二四年上半年生產及交付。

我們的原材料會被撇減，主要由於不銹鋼的侵蝕、不能使用的殘餘鋼材以及產品組件過期。於二零二一年、二零二二年及二零二三年十二月三十一日以及於二零二四年六月三十日，我們對原材料撇減分別約為零元、人民幣0.5百萬元、人民幣0.8百萬元及人民幣0.9百萬元。由於我們的產品乃根據客戶的要求按需生產，故我們的製成品歸屬於指定客戶。倘若訂單取消，我們將嘗試重新配置或拆解製成品，並回收零件以用於其他產品。我們的管理層將評估何時餘下零件無法回收，以及何時撇減任何餘下零件。截至二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，我們的製成品撇減分別約為零元、零元、人民幣1.9百萬元及人民幣2.3百萬元。有關對製成品的撇減主要是由於二零二零年的訂單取消，我們的管理層認為若干剩餘零件於二零二三年及二零二四年上半年無法回收，導致在各有關期間末撇減相應金額。董事確認，於往績記錄期間及截至最後實際可行日期，並無客戶取消訂單，亦無製成品因訂單取消而面臨潛在撇減。

下表載列截至所示日期的存貨賬齡分析：

	截至十二月三十一日			截至
	二零二一年	二零二二年	二零二三年	六月三十日
	人民幣千元	人民幣千元	人民幣千元	二零二四年 人民幣千元
0至365天	29,753	86,814	78,422	36,939
超過365天	2,576	473	8,960	175
	<u>32,329</u>	<u>87,287</u>	<u>87,382</u>	<u>37,114</u>

下表載列所示期間的存貨周轉天數：

	截至十二月三十一日止年度			截至
	二零二一年	二零二二年	二零二三年	六月三十日 止六個月
				二零二四年
存貨周轉天數	<u>82.0</u>	<u>130.6</u>	<u>118.7</u>	<u>57.9</u>

附註：

存貨周轉天數的計算方式是將存貨期初及期末結餘平均值除以銷售成本，再乘以(就截至二零二一年、二零二二年及二零二三年十二月三十一日止年度)365天及(就截至二零二四年六月三十日止六個月)180天。

財務資料

截至二零二一年、二零二二年及二零二三年十二月三十一日止年度，我們的平均存貨周轉天數分別為82.0天、130.6天及118.7天，以及截至二零二四年六月三十日止六個月為57.9天。我們的存貨周轉天數由二零二一年的82.0天增加至二零二二年的130.6天，由於二零二二年期初及期末存貨平均餘額增長速度快於銷售成本，主要是因為我們於二零二二年底前採購若干原材料。我們的存貨周轉天數於二零二三年降至118.7天，主要由於二零二三年的銷售成本增加，這主要因為已完成訂單數量增加以及已完成訂單中的自產產品數量增加。截至二零二四年六月三十日止六個月，我們的存貨周轉天數隨後減少至57.9天，主要由於(i)期內完成的訂單增加，導致存貨大幅淨減少及(ii)截至二零二四年六月三十日止六個月，海事服務收益佔總收益的比例增加，而海事服務一般不涉及大量存貨。

截至二零二四年十月三十一日，截至二零二四年六月三十日的存貨約人民幣29.1百萬元或78.5%已動用或出售。

保修撥備及合約資產

我們為產品提供保修期，保修期由交貨後12至60個月不等。我們作出保修撥備，即管理層根據過往經驗及缺陷產品的行業平均水平，對我們於授予產品的12至60個月保證型保修下的責任作出最佳估計。於二零二一年、二零二二年及二零二三年，以及截至二零二四年六月三十日止六個月，我們的保修開支分別為人民幣0.4百萬元、人民幣0.3百萬元、人民幣4.4百萬元及人民幣2.6百萬元，各佔同期總收益少於1.0%。截至二零二一年、二零二二年及二零二三年十二月三十一日及二零二四年六月三十日，我們的保修撥備分別為人民幣0.3百萬元、人民幣0.5百萬元、人民幣4.5百萬元及人民幣6.6百萬元。

於往績記錄期間，我們的合約資產主要指客戶在保修期屆滿前扣留的部分款項。截至二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，我們的合約資產分別為零元、人民幣0.5百萬元、人民幣0.7百萬元及人民幣1.3百萬元。有關上升趨勢主要由於我們海事服務的收益增加所致。

截至二零二四年十月三十一日，截至二零二四年六月三十日的合約資產中人民幣0.1百萬元或9.5%已結清，原因是客戶於截至二零二四年六月扣留部分付款的若干產品的保修期於截至二零二四年十月三十一日已到期。

財務資料

貿易及其他應收款項

貿易及其他應收款項主要包括：(i)貿易應收款項，扣除預期信貸虧損撥備，與未收回應收客戶款項有關；(ii)向供應商及原設備製造商支付的預付款項；(iii)遞延發行成本，主要指有關全球發售的上市費用資本化；(iv)可收回增值稅(「增值稅」)，主要反映輸入增值稅超過輸出增值稅的部分，未來可抵扣或收回；(v)輸出增值稅應收退稅款項，其為一種增值稅退稅，主要與出口至中國境外的商品和服務有關；(vi)租賃按金(減與未退還物業租賃預付款項減值相關的預期信貸虧損撥備)主要與我們租賃物業有關，(vii)海關押金，主要與進口原材料有關，(viii)因工作需要如差旅開支及零用現金而預付予僱員的款項及(ix)其他如一次性臨時預付予供應商的款項，該等款項已於二零二二年全數結清。下表載列於所示日期的貿易及其他應收款項明細：

	截至十二月三十一日			截至
	二零二一年	二零二二年	二零二三年	六月三十日
	人民幣千元	人民幣千元	人民幣千元	二零二四年 人民幣千元
貿易應收款項	5,580	19,423	42,153	45,819
減：預期信貸虧損撥備	281	1,010	2,054	2,320
	5,299	18,413	40,099	43,499
預付款項	79,223	57,559	42,982	28,196
遞延發行成本	—	—	—	6,841
可收回增值稅(「增值稅」)	531	4,580	1,146	1,492
應收輸出增值稅退稅	—	919	2,734	866
租賃按金	1,434	1,199	1,071	1,115
減：預期信貸虧損撥備	638	638	638	638
	796	561	433	477
海關押金	326	389	326	—
預付僱員款項	272	349	333	595
其他	3,218	692	140	151
	89,665	83,462	88,193	82,117

財務資料

貿易及其他應收款項由截至二零二一年十二月三十一日的人民幣89.7百萬元減少6.9%至截至二零二二年十二月三十一日的人民幣83.5百萬元，主要由於預付款項由截至二零二一年十二月三十一日的人民幣79.2百萬元減少至截至二零二二年十二月三十一日的人民幣57.6百萬元，主要由於(i)我們與若干供應商及原設備製造商談判，免除我們的預付款要求；及(ii)由於我們的產能增強，我們減少從一名原設備製造商採購產品組件；部分被我們的貿易應收款項由截至二零二一年十二月三十一日的人民幣5.6百萬元增至截至二零二二年十二月三十一日的人民幣19.4百萬元所抵銷，主要由於我們的業務擴展所致。

我們的貿易及其他應收款項隨後由截至二零二二年十二月三十一日的人民幣83.5百萬元增加5.7%至截至二零二三年十二月三十一日的人民幣88.2百萬元，主要由於貿易應收款項由截至二零二二年十二月三十一日的人民幣19.4百萬元增加至截至二零二三年十二月三十一日的人民幣42.2百萬元，主要由於我們的業務擴展，惟部分被預付款項由截至二零二二年十二月三十一日的人民幣57.6百萬元減少至截至二零二三年十二月三十一日的人民幣43.0百萬元所抵銷，主要是由於(i)我們收到有關向原設備製造商取消兩份採購訂單的若干預付款項的退款及(ii)我們與若干供應商及原設備製造商協商免除我們的預付款項要求。

貿易及其他應收款項隨後由截至二零二三年十二月三十一日的人民幣88.2百萬元減少6.9%至截至二零二四年六月三十日的人民幣82.1百萬元，主要由於交付原材料及產品組件使預付款項由截至二零二三年十二月三十一日的人民幣43.0百萬元減少至截至二零二四年六月三十日的人民幣28.2百萬元。

下表載列於所示日期的貿易應收款項的賬齡分析：

	截至十二月三十一日			截至
				六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
0-30天	4,956	12,024	21,041	30,406
31-90日	302	4,387	17,453	5,467
91-180天	—	1,140	1,017	6,071
181-365天	—	253	584	1,080
1年以上	41	609	4	475
	5,299	18,413	40,099	43,499

我們已就貿易應收款項應用國際財務報告準則第9號的簡化方法，以計量全期預期信貸虧損的虧損撥備。貿易應收款項的預期信貸虧損乃根據債務人過往的違約經驗、債務人所經營行業的整體經濟狀況，以及於各報告期末毋須付出過多成本或努力即可獲得的目前及前瞻性資料進行共同評估。截至二零二一年、二零二二年及二零二三年十二月三十一日及二零二四年六月三十日，我們的貿易應收款項的預期信貸虧損撥備分別為5.0%、5.2%、4.9%及5.1%，與行業標準一致。董事認為，基於(i)於往績記錄期間被視為無法收回的貿易應收款項金額微不足道；及(ii)我們的預期信貸虧損率乃根據個

財務資料

別客戶的信譽計算，並會定期調整以反映任何變動情況，我們的貿易應收款項不存在可收回性問題，且撥備充足。於往績記錄期間，我們撇銷被視為無法收回的貿易應收款項人民幣0.6百萬元，有關貿易應收款項來自與我們僅有一次合作且不再維持業務關係的單一客戶。根據管理層的評估，由於大部分貿易應收款項結餘仍在信貸期限內，且沒有跡象顯示信貸風險會在可預見將來顯著增加，管理層認為貿易應收款項的減值虧損並不重大。有關我們貿易應收款項預期信貸虧損撥備的評估進一步詳情，請參閱本招股章程附錄一會計師報告附註37。

我們通常授予30至90天的信貸期或與客戶協定特定期限，自確認收益之日起生效。下表載列於所示期間的貿易應收款項周轉天數：

	截至十二月三十一日止年度			截至
				六月三十日
	二零二一年	二零二二年	二零二三年	止六個月 二零二四年
貿易應收款項周轉天數	9.4	17.1	22.0	23.5

附註：貿易應收款項周轉天數乃以貿易應收款項期初及期末結餘的平均值除以收益再乘以365天或180天(如適用)計算得出。

截至二零二一年、二零二二年及二零二三年十二月三十一日止年度，平均貿易應收款項周轉天數分別為9.4天、17.1天及22.0天，截至二零二四年六月三十日止六個月為23.5天。貿易應收款項周轉天數由二零二一年9.4天增加至二零二二年17.1天，並於二零二三年進一步增加至22.0天，這大致與我們的船舶節能裝置、船舶清潔能源供應系統及海事服務的訂單增加相符，這通常需要大約一個月的較長付款期。截至二零二四年六月三十日止六個月，我們的貿易應收款項周轉天數保持穩定在23.5天。

截至二零二四年十月三十一日，截至二零二四年六月三十日的貿易應收款項中的人民幣30.7百萬元或70.6%已結清。

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合約成本

合約成本主要包括(i)已資本化的合約成本，涉及向銷售代理支付的遞增銷售佣金，彼等的銷售活動促成客戶簽訂買賣協議，於各報告期末其收益尚未確認，以及(ii)履行合約的成本，包括各報告期末進行中項目的設計審閱費用及貨運成本。合約成本於相關收益確認的期間內確認為開支。下表列示於所示日期的合約成本明細：

	截至十二月三十一日			截至
				六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
獲取合約的遞增成本	—	579	10,425	10,186
履行合約的成本	—	2,351	1,475	2,196
	—	2,930	11,900	12,382

合約成本由截至二零二一年十二月三十一日的零元增加至截至二零二二年十二月三十一日的人民幣2.9百萬元，主要由於我們於二零二一年獲得的所有訂單都與現役船舶有關，這些訂單通常要求於相對較短的時間內完成並於二零二一年內完成，因此相關的合約成本被確認為相關開支。合約成本於截至二零二三年十二月三十一日進一步大幅增至人民幣11.9百萬元，主要由於我們通過銷售代理獲得的訂單增加，部分被入賬為合約成本且在訂單完成時確認為相關開支的若干金額所抵銷。合約成本由截至二零二三年十二月三十一日的人民幣11.9百萬元增加4.1%至截至二零二四年六月三十日的人民幣12.4百萬元，主要由於與訂單交付相關的貨運成本增加所致。

受限制銀行存款

於往績記錄期間，受限制銀行存款指在銀行存放的保證金，以用於發行銀行擔保、信用證、銀行承兌匯票及外匯合約。受限制銀行存款由截至二零二一年十二月三十一日的人民幣51.5百萬元增加14.3%至截至二零二二年十二月三十一日的人民幣58.8百萬元，主要由於我們為了出具更多銀行擔保而進行額外存款。隨後受限制銀行存款減少30.7%至截至二零二三年十二月三十一日的人民幣40.8百萬元，主要由於(i)若干銀行擔保到期後釋放存款；(ii)與無需銀行擔保的新船相關的訂單增加；及(iii)由於我們多年來與銀行的合作，保證金要求降低所致。我們截至二零二四年六月三十日的受限制銀行存款較截至二零二三年十二月三十一日增加9.3%至人民幣44.6百萬元，主要由於我們申請銀行信貸額度需要我們存入銀行存款。

財務資料

現金及現金等價物

現金及現金等價物由截至二零二一年十二月三十一日的人民幣100.1百萬元減少33.3%至截至二零二二年十二月三十一日的人民幣66.7百萬元，主要歸因於(i)已付股息人民幣20.0百萬元及(ii)收購共同控制下附屬公司的現金流出淨額人民幣14.0百萬元。現金及現金等價物隨後大幅增加至截至二零二三年十二月三十一日的人民幣177.4百萬元，主要由於二零二三年錄得年內溢利人民幣120.5百萬元。現金及現金等價物減少12.3%至截至二零二四年六月三十日的人民幣155.6百萬元，主要由於支付股息人民幣48.0百萬元所致。

貿易及其他應付款項

貿易及其他應付款項主要包括(i)貿易應付款項，主要指以現金結算的應付供應商及原設備製造商的原材料和產品組件結餘，包括應付(a)第三方及(b)當時的聯營公司江蘇匯舸的款項，(ii)應付票據，主要指以票據結算的應付供應商及原設備製造商的原材料和產品組件的結餘，(iii)其他應付款項包括應付(a)關聯方款項，主要與ContiOcean Pty Ltd. 向我們進行廢氣淨化系統技術轉讓有關；及(b)應付第三方款項，主要與我們生產設施的建設相關；(iv)應付股息；(v)應付工資，主要指應付給我們僱員的工資及津貼；(vi)應計費用，主要指應付銷售佣金及應付外包研發成本；及(vii)其他應付稅項，主要與增值稅、公司代扣的個人所得稅及附加稅有關。下表載列於所示日期貿易及其他應付款項明細：

	截至十二月三十一日			截至
				六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
貿易應付款項				
— 關聯方	—	477	—	—
— 第三方	20,797	32,073	29,472	29,886
應付票據	—	2,287	1,044	5,610
其他應付款項				
— 關聯方	8,379	8,646	—	—
— 第三方	5,829	4,061	6,245	4,131
應付股息	—	—	—	48,000
應付工資	3,470	7,755	8,068	6,238
應計費用	4,915	3,239	9,115	8,026
其他應付稅項	2,481	1,510	1,637	115
總計	45,871	60,048	55,581	102,006

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貿易及其他應付款項由截至二零二一年十二月三十一日的人民幣45.9百萬元增加30.9%至截至二零二二年十二月三十一日的人民幣60.0百萬元，主要由於(i)二零二二年底前採購原材料及產品組件而令貿易應付款項由截至二零二一年十二月三十一日的人民幣20.8百萬元增加至截至二零二二年十二月三十一日的人民幣32.6百萬元及(ii)僱員人數增加及其薪金增加而令工資由截至二零二一年十二月三十一日的人民幣3.5百萬元增加至截至二零二二年十二月三十一日的人民幣7.8百萬元所致。

貿易及其他應付款項隨後由截至二零二二年十二月三十一日的人民幣60.0百萬元減少7.4%至截至二零二三年十二月三十一日的人民幣55.6百萬元，主要由於(i)其他應付款項由截至二零二二年十二月三十一日的人民幣12.7百萬元減少至截至二零二三年十二月三十一日的人民幣6.2百萬元，主要由於我們結清付款，及(ii)貿易應付款項由截至二零二二年十二月三十一日的人民幣32.6百萬元減少至截至二零二三年十二月三十一日的人民幣29.5百萬元，主要由於我們結清若干付款，部分由應計費用由截至二零二二年十二月三十一日的人民幣3.2百萬元增加至截至二零二三年十二月三十一日的人民幣9.1百萬元所抵銷，主要由於二零二三年完成訂單並確認相關收益後，應付銷售代理的銷售佣金增加。

貿易及其他應付款項由截至二零二三年十二月三十一日的人民幣55.6百萬元增加83.5%至截至二零二四年六月三十日的人民幣102.0百萬元，主要由於應付股息由截至二零二三年十二月三十一日的零元增加至截至二零二四年六月三十日的人民幣48.0百萬元，主要與我們於二零二四年六月二十八日宣派的股息人民幣48.0百萬元有關。

下表載列於所示日期的貿易應付款項按發票日期劃分的賬齡分析：

	截至十二月三十一日			截至
				六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
0-90天	15,318	24,779	26,017	21,330
91-180天	5,297	670	493	3,305
181-365天	54	294	1,108	4,204
超過365天	128	6,807	1,854	1,047
	<u>20,797</u>	<u>32,550</u>	<u>29,472</u>	<u>29,886</u>

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於往績記錄期間，供應商(包括原設備製造商)一般授予我們大約30天的信用期。下表載列就所示期間貿易應付款項周轉天數：

	截至十二月三十一日止年度			截至
				六月三十日
	二零二一年	二零二二年	二零二三年	止六個月
				二零二四年
貿易應付款項周轉天數	62.0	58.2	42.2	27.6

附註：貿易應付款項周轉天數乃以貿易應付款項期初及期末結餘的平均值除以銷售成本再乘以(就截至二零二一年、二零二二年及二零二三年十二月三十一日止年度)365天及(就截至二零二四年六月三十日止六個月)180天計算得出。

截至二零二一年、二零二二年及二零二三年十二月三十一日止年度，貿易應付款項平均周轉天數分別為62.0天、58.2天及42.2天，截至二零二四年六月三十日止六個月為27.6天。貿易應付款項周轉天數由二零二一年62.0天減少至二零二二年58.2天，並進一步減少至二零二三年的42.2天，主要因為我們在二零二三年結清應付給一間原設備製造商的所有款項，該原設備製造商給予我們相對較長的信貸期，導致截至二零二三年十二月三十一日的期末存貨餘額大幅減少。貿易應付款項周轉天數隨後減少至截至二零二四年六月三十日止六個月的27.6天，大致上在授予我們的信貸期內，因為我們停止向該原設備製造商採購產品組件，該原設備製造商因我們的產能提升而授予我們相對較長的信貸期。

截至二零二四年十月三十一日，截至二零二四年六月三十日的貿易應付款項中的人民幣21.0百萬元或70.1%已結清。

應付所得稅

應付所得稅由截至二零二一年十二月三十一日的人民幣9.1百萬元增加32.8%至二零二二年十二月三十一日的人民幣12.1百萬元，主要由於應課稅收入增加，與業務擴張相符。應付所得稅減少17.8%至截至二零二三年十二月三十一日的人民幣9.9百萬元，主要由於我們在二零二三年因重新評估若干附屬公司截至二零二一年及二零二二年十二月三十一日止年度的應課稅收入而一次性支付稅款。應付所得稅隨後增加18.8%至截至二零二四年六月三十日的人民幣11.8百萬元，主要由於應課稅收入增加，與業務擴張相符。

合約負債

對於需要客戶預付款項的合約，我們通常會根據項目的不同階段收取高達合約總金額80%的訂金。截至二零二一年、二零二二年及二零二三年十二月三十一日，合約負債分別為人民幣169.7百萬元、人民幣161.1百萬元及人民幣174.9百萬元，以及截至二零二四年六月三十日為人民幣21.7百萬元，主要反映我們在各相應日期前根據合約條款確認收益前收到的代價份額。

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於往績記錄期間，合約負債波動主要由於將入賬為合約負債的金額轉換為已確認收益所致。截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月，計入相關期間期初合約負債的已確認收益分別為人民幣34.3百萬元、人民幣78.9百萬元、人民幣95.9百萬元及人民幣172.0百萬元。

截至二零二四年十月三十一日，截至二零二四年六月三十日的合約負債中的人民幣10.1百萬元或46.4%已確認為收益。

流動資金及資本資源

現金流量

下表載列於所示期間節選自綜合現金流量表的現金流量數據：

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年 人民幣千元	二零二二年 人民幣千元	二零二三年 人民幣千元	二零二三年 人民幣千元 (未經審核)	二零二四年 人民幣千元
經營活動(所用)所得現金淨額	(46,765)	(10,385)	151,107	62,890	(14,908)
投資活動(所用)所得現金淨額	32,520	(7,240)	(58,721)	(21,764)	36,469
融資活動(所用)所得現金淨額	(11,942)	(22,715)	16,932	34,340	(43,951)
現金及現金等價物					
增加(減少)淨額	(26,187)	(40,340)	109,318	75,466	(22,390)
年/期初現金及現金等價物	128,688	100,082	66,723	66,723	177,414
匯率變動影響	(2,419)	6,981	1,373	403	610
年/期末現金及現金等價物					
總額	<u>100,082</u>	<u>66,723</u>	<u>177,414</u>	<u>142,592</u>	<u>155,634</u>

經營活動所用或所得現金淨額

截至二零二四年六月三十日止六個月，我們的經營活動所用現金淨額為人民幣14.9百萬元。我們的營運資金變動前經營現金流入為人民幣96.0百萬元，主要包括除稅前溢利人民幣95.8百萬元。營運資金變動導致現金流出淨額人民幣100.3百萬元，主要包括合約負債減少人民幣153.1百萬元，反映我們在確認收益前已收到的客戶分期付款。減少乃主要由於我們完成大量訂單，並同時確認之前就相同訂單收到的客戶分期付款

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作為收益。然而，上述收益確認並無為我們產生任何現金流入。營運資金變動導致的現金流出淨額部分被存貨減少人民幣48.9百萬元所抵銷，均主要由於訂單完成。此現金流出淨額因已付所得稅人民幣10.6百萬元而進一步增加。鑑於上述經營現金流出淨額狀況，我們計劃通過以下方式改善經營現金流出：(i)與供應商磋商豁免其預付款要求，並加強與銀行合作以降低其保證金要求；(ii)與供應商建立長期合作關係、實行定期付款及利用銀行承兌匯票及信用證等融資工具進行結算，延長供應商的信用期；(iii)優化採購、生產及交付安排加快存貨周轉，以加強存貨管理；及(iv)加快收回應收款項。

截至二零二三年十二月三十一日止年度，我們的經營活動所得現金淨額為人民幣151.1百萬元。營運資金變動前經營現金流入為人民幣152.6百萬元，主要包括除稅前溢利人民幣140.8百萬元，經以股份為基礎的付款開支人民幣7.0百萬元調整。營運資金變動導致現金流入淨額人民幣21.0百萬元，主要包括(i)受限制銀行存款減少人民幣18.1百萬元，主要反映若干銀行擔保到期後的存款解除及(ii)合約負債增加人民幣13.8百萬元，主要反映我們收到但尚未確認為收益的服務合約相關款項，部分被合約成本增加人民幣9.0百萬元所抵銷，主要由於我們透過銷售代理獲得的的訂單增加，部分被記錄為合約成本並於訂單完成時確認為相關開支的若干金額所抵銷。該現金流入淨額因已付所得稅人民幣22.5百萬元而進一步受到影響。

截至二零二二年十二月三十一日止年度，我們的經營活動所用現金淨額為人民幣10.4百萬元。營運資金變動前經營現金流入為人民幣50.0百萬元，主要包括除稅前溢利人民幣42.9百萬元，並就以下各項作出調整：(i)物業、廠房及設備折舊人民幣3.7百萬元；及(ii)外匯虧損淨額人民幣3.6百萬元。營運資金變動導致現金流出淨額人民幣56.3百萬元，主要包括存貨增加人民幣54.8百萬元，主要由於(i)我們加快生產進度以滿足多個訂單的緊迫完成時間表；及(ii)採購若干原材料及產品組件，部分被貿易及其他應付款項以及其他流動負債增加人民幣14.4百萬元所抵銷，主要反映原材料及產品組件採購。該現金流出淨額因已付所得稅人民幣4.1百萬元而進一步受到影響。

截至二零二一年十二月三十一日止年度，我們的經營活動所用現金淨額為人民幣46.8百萬元。我們的營運資金變動前經營現金流入為人民幣20.1百萬元，主要包括除稅前溢利人民幣14.8百萬元，並就物業、廠房及設備折舊人民幣2.2百萬元作出調整。營運資金變動導致現金流出淨額人民幣66.0百萬元，主要包括(i)受限制銀行存款增加人民幣50.5百萬元，主要反映保證金存款增加，以及(ii)貿易及其他應收款項增加人民幣35.9百萬元，主要反映我們的訂單增加及業務擴張，惟部分被合約負債增加人民幣39.8百萬元所抵銷，主要反映我們就服務合約收到但尚待確認為收益的款項。該現金流出淨額因已付所得稅人民幣0.9百萬元而進一步受到影響。

財務資料

投資活動所用或所得現金淨額

截至二零二四年六月三十日止六個月，投資活動所得現金淨額為人民幣36.5百萬元，主要由於提取定期存款人民幣35.4百萬元所致。

截至二零二三年十二月三十一日止年度，投資活動所用現金淨額為人民幣58.7百萬元，主要由於(i)存放定期存款人民幣45.4百萬元，及(ii)購買按公平值計入損益的金融資產人民幣30.0百萬元，主要反映我們與銀行簽訂的外匯遠期和期權合約，部分被出售按公平值計入損益的金融資產所得款項人民幣29.9百萬元(主要與銀行存款有關)所抵銷。

截至二零二二年十二月三十一日止年度，投資活動所用現金淨額為人民幣7.2百萬元，主要由於(i)購買按公平值計入損益的金融資產人民幣6.4百萬元，主要反映銀行存款，以及(ii)就我們於WTC及江蘇匯舸的投資而收購於聯營公司的投資人民幣4.0百萬元，部分被出售按公平值計入損益的金融資產所得款項人民幣5.3百萬元(主要與銀行存款有關)所抵銷。

截至二零二一年十二月三十一日止年度，我們的投資活動所得現金淨額為人民幣32.5百萬元，主要由於出售按公平值計入損益的金融資產所得款項人民幣226.8百萬元，主要涉及銀行存款，部分被(i)購買按公平值計入損益的金融資產人民幣172.5百萬元(主要與銀行存款有關)及(ii)購買物業、廠房及設備人民幣20.8百萬元(主要與生產設施有關)所抵銷。

融資活動所用或所得現金淨額

截至二零二四年六月三十日止六個月，融資活動所用現金淨額為人民幣44.0百萬元，主要由於(i)已付股息人民幣48.0百萬元及(ii)償還銀行借款人民幣19.9百萬元，部分被銀行借款所得款項人民幣27.0百萬元所抵銷。

截至二零二三年十二月三十一日止年度，我們的融資活動現金淨額為人民幣16.9百萬元，主要由於銀行借款所得款項人民幣35.8百萬元，部分被(i)償還銀行借款人民幣20.0百萬元及(ii)已付股息人民幣5.0百萬元所抵銷。

截至二零二二年十二月三十一日止年度，我們融資活動所用現金淨額為人民幣22.7百萬元，主要由於(i)已付股息人民幣20.0百萬元及(ii)收購共同控制的附屬公司的現金流出淨額人民幣14.0百萬元，部分被(i)主要與注資ContiOcean Hong Kong相關的投資者所得款項人民幣8.3百萬元及(ii)銀行借款所得款項人民幣4.1百萬元所抵銷。

截至二零二一年十二月三十一日止年度，融資活動所用現金淨額為人民幣11.9百萬元，主要由於已付股息人民幣11.0百萬元。

財務資料

營運資金充足程度

我們於未來12個月的流動資金及資本資源需求主要與我們的研發活動、採購原材料及產品組件、僱員福利及日常營運有關。我們相信我們將會通過綜合運用經營活動所得現金流量、債務融資、全球發售所得款項淨額及不時從資本市場籌集的其他資金來滿足流動資金需求。截至二零二四年六月三十日，現金及現金等價物為人民幣155.6百萬元。經考慮上述可用財務資源，在無不可預見情況下，董事認為，自本招股章程發佈日期起至少未來12個月，我們將有足夠的營運資金滿足目前及未來的現金需求。

然而，我們獲得超出本招股章程日期後未來12個月預測現金需求的額外資金的能力受制於各種不確定因素，包括未來的經營業績、未來的業務計劃、財務狀況及現金流量以及我們及客戶及貸款人經營的市場的經濟、政治及其他狀況。

債務

債務

我們的債務主要包括銀行借款及租賃負債。截至二零二一年、二零二二年及二零二三年十二月三十一日、二零二四年六月三十日及二零二四年十月三十一日，除下文所披露者外，我們並無任何尚未償還的按揭、押記、債權證、其他已發行債務資本、銀行透支、借款、承兌負債或其他類似債務、承兌信貸、租購承擔、任何擔保或其他重大或然負債。下表載列截至所示日期我們的債務明細：

	截至十二月三十一日			截至	截至
	二零二一年	二零二二年	二零二三年	六月三十日	十月三十一日
	人民幣千元	人民幣千元	人民幣千元	二零二四年	二零二四年
				人民幣千元	人民幣千元
					(未經審核)
非即期					
銀行借款	—	—	—	15,000	30,000
租賃負債	1,467	622	1,493	927	800
即期					
銀行借款	—	4,118	19,900	11,950	9,950
租賃負債	1,171	899	1,395	1,248	1,438
總計	2,638	5,639	22,788	29,125	42,188

財務資料

銀行借款

截至二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日及二零二四年十月三十一日，我們的銀行借款分別為零元、人民幣4.1百萬元、人民幣19.9百萬元、人民幣27.0百萬元及人民幣40.0百萬元，即來自中國商業銀行的貸款，主要用於為業務營運提供資金。截至二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日及二零二四年十月三十一日，我們的銀行借款分別為零元、零元、人民幣19.9百萬元、人民幣27.0百萬元及人民幣40.0百萬元，為無抵押但有擔保，按介乎3.20%至3.85%的實際年利率計息。截至二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日及二零二四年十月三十一日，銀行借款分別為零元、人民幣4.1百萬元、零元、零元及零元，為無抵押及無擔保，按3.2%的實際年利率計息。儘管截至二零二四年十月三十一日我們的控股股東已為我們的所有銀行借款提供擔保，惟相關銀行已於二零二四年十二月二十日前解除有關擔保。

截至二零二四年十月三十一日，我們的未動用銀行融資為人民幣130.0百萬元。

我們的銀行借款協議載有商業銀行貸款慣常的條款、條件及契諾。董事確認，於往績記錄期間及直至最後實際可行日期，我們的債務中並無可能嚴重限制我們承擔額外債務或股權融資的能力的重大限制性契約，我們並無於取得銀行借款方面遭遇困難且並無拖欠銀行借款或違反契約。我們的董事確認，自二零二四年十月三十一日起及截至本招股章程日期，我們的債務並無重大變動。鑒於我們的信貸記錄及目前信貸狀況，我們相信我們未來在取得額外銀行借款方面不會遇到任何重大困難。

租賃負債

於往績記錄期間，我們的租賃負債主要與我們為業務營運租賃的辦公室、土地使用權及管線使用權有關。我們的租賃負債(已抵押及無擔保)由截至二零二一年十二月三十一日的人民幣2.6百萬元減少42.3%至截至二零二二年十二月三十一日的人民幣1.5百萬元，主要由於支付租金。我們的租賃負債隨後增加89.9%至截至二零二三年十二月三十一日的人民幣2.9百萬元，主要由於二零二三年在上海新租賃辦公室。我們於二零二四年六月三十日的租賃負債減少24.7%至人民幣2.2百萬元，主要由於支付租金。

財務資料

或然負債

於往績記錄期間及直至最後實際可行日期，我們並無任何或然負債。

資本承擔及資本支出

資本承擔

截至二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，我們並無任何重大資本承擔。

資本支出

截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月，我們的資本支出分別約為人民幣37.9百萬元、人民幣1.4百萬元、人民幣2.7百萬元及人民幣1.5百萬元。於往績記錄期間，我們的資本支出主要指添置物業、廠房及設備，以提升製造能力。我們擬通過結合經營活動所得現金、債務融資及全球發售所得款項淨額，為計劃資本支出提供資金。鑒於我們的未來現金流量、經營業績及財務狀況、市場經濟狀況及監管環境變化等多項因素，實際資本支出可能有別於上文所載金額。此外，隨著我們尋求新機遇以擴展業務，我們可能不時產生額外資本支出。

資產負債表外承擔及安排

除上文所披露者外，於往績記錄期間及截至最後實際可行日期，我們並無資產負債表外安排。

財務資料

關聯方交易

於往績記錄期間，我們與關聯方的貿易性質交易主要包括與當時的聯營公司WTC的交易，主要涉及我們從其採購的技術服務，以及與若干關聯方的交易，主要反映我們從其採購原材料。有關我們的關聯方交易的進一步詳情，請參閱本招股章程附錄一的會計師報告附註35。

名稱	關係	交易性質	截至十二月三十一日止年度			截至	截至
			二零二一年	二零二二年	二零二三年	六月三十日	六月三十日
			人民幣千元	人民幣千元	人民幣千元	止六個月	止六個月
					二零二三年	二零二四年	
					人民幣千元	人民幣千元	
					(未經審核)		
ContiOcean Pty Ltd.	陳志遠先生控制的公司	其他應付款項	8,379	8,379	—	—	—
WTC ⁽ⁱ⁾	本集團於當中擁有33.78%股權的聯營公司	其他應付款項	—	267	不適用	—	不適用
		已收到的其他服務	—	267	1,168	522	不適用
江蘇匯舸 ⁽ⁱⁱ⁾	本集團於當中擁有40%股權的聯營公司	採購物料	—	8,881	—	—	不適用
		貿易應付款項	—	477	不適用	不適用	不適用
Sanhe Energy Co., Ltd. ⁽ⁱⁱⁱ⁾	周洋先生及陳志遠先生擁有控制權的公司	採購物料	2,207	不適用	不適用	不適用	不適用

附註：

- (i) 該聯營公司先前由我們持有，並於額外注資後，已於二零二三年十二月三十一日成為我們的附屬公司。截至二零二三年十二月三十一日止年度披露的交易金額乃自二零二三年一月一日起至收購日期止。
- (ii) 我們已於二零二三年四月七日將江蘇匯舸40%的股權出售予獨立第三方。截至二零二三年十二月三十一日止年度披露的交易金額乃自二零二三年一月一日起至出售日期止。
- (iii) 周洋先生及陳志遠先生於二零二一年九月失去對該公司的控制權。於歷史財務資料內披露的關聯方交易包括於二零二一年一月一日至二零二一年九月三十日期間進行的交易。

財務資料

與關聯方的結餘

下表載列截至所示日期我們與關聯方的結餘明細(分類為貿易或非貿易性質)。

	截至十二月三十一日			截至
	二零二一年	二零二二年	二零二三年	六月三十日
	人民幣千元	人民幣千元	人民幣千元	二零二四年 人民幣千元
貿易相關				
貿易應付款項	—	477	—	—
非貿易相關				
其他應付款項	8,379	8,646	—	—
應收關聯方款項	8,012	—	—	—
應收董事及監事款項	10,121	10,907	—	—
應付關聯公司款項	14,047	275	—	—

截至二零二四年六月三十日，我們與關聯方的結餘為零元。

董事認為，我們於往績記錄期間與關聯方進行的交易乃按與相關訂約方訂立的正常商業條款以公平基準進行。董事亦認為，我們於往績記錄期間的關聯方交易不會扭曲過往業績或導致過往業績無法反映未來表現。

財務資料

主要財務比率

下表載列我們截至所示日期或期間的主要財務比率：

	截至十二月三十一日／截至該日止年度			截至 六月三十日／ 截至該日 止六個月
	二零二一年	二零二二年	二零二三年	二零二四年
	純利率 ⁽¹⁾ (%)	9.1	13.8	23.6
流動比率 ⁽²⁾ (倍)	1.2	1.3	1.7	2.2
速動比率 ⁽³⁾ (倍)	1.1	0.9	1.4	2.0
資本負債比率 ⁽⁴⁾ (%)	2.3	4.1	8.9	12.2

附註：

- (1) 純利率等於年／期內純利除以年／期內收益，再乘以100%。
- (2) 流動比率按總流動資產除以總流動負債計算得出。
- (3) 速動比率按總流動資產減存貨再除以總流動負債計算得出。
- (4) 資本負債比率按債務總額(包括銀行借款及租賃負債)除以總權益再乘以100%計算得出。

純利率

於二零二一年、二零二二年、二零二三年及截至二零二四年六月三十日止六個月，我們的純利率分別為9.1%、13.8%、23.6%及24.4%。於往績記錄期間，我們純利率的上升趨勢主要由於(i)自二零二零年以來，全球及國家要求和倡議不斷發展，推動對我們船舶環境保護設備及系統需求增加，從而帶來更多銷售訂單並產生更多收益，及(ii)於二零二一年六月開始商業生產，使我們能夠減少從第三方採購供應品佔我們總經營開支的比例，從而提高盈利能力。

流動比率

我們的流動比率由截至二零二一年十二月三十一日的1.2倍增加至截至二零二二年十二月三十一日的1.3倍，主要由於我們的存貨增加，這主要由於(i)我們在二零二二年底加快生產進度，以滿足多個船舶脫硫系統訂單的緊迫完成時間表；及(ii)我們在二零二二年底前採購若干原材料，如不銹鋼板和不銹鋼管。截至二零二三年十二月三十一日，我們的流動比率進一步增加至1.7倍，主要由於(i)現金及現金等價物增加，主要歸因於我們於二零二三年的強勁營運現金流量及(ii)原到期日超過三個月但於一年內的定期存款增加。截至二零二四年六月三十日，流動比率隨後上升至2.2倍，主要由於合約負債減少，這主要由於入賬為合約負債的款項在訂單完成後轉換為已確認收益。

速動比率

我們的速動比率由截至二零二一年十二月三十一日的1.1倍下降至截至二零二二年十二月三十一日的0.9倍，主要由於現金及現金等價物減少，主要反映我們於二零二二年的存貨及已付股息增加。我們的速動比率於二零二三年十二月三十一日增加至1.4倍，主要由於(i)現金及現金等價物增加，主要歸因於我們在二零二三年的強勁營運現金流量；及(ii)原到期日超過三個月但於一年內的定期存款。於二零二四年六月三十日，我們的速動比率進一步提高至2.0倍，主要由於合約負債減少，這主要由於入賬為合約負債的款項在訂單完成後轉換為已確認收益。

資本負債比率

截至二零二一年、二零二二年及二零二三年十二月三十一日及二零二四年六月三十日，我們的資本負債比率分別為2.3%、4.1%、8.9%及12.2%。於往績記錄期間，我們的資本負債比率呈上升趨勢主要由於為我們擴大業務營運提供資金而令我們的銀行借款增加所致。

財務風險的定量及定性披露

我們於日常業務過程中面臨各類財務風險，包括貨幣風險及利率風險等市場風險、其他價格風險、信貸風險及流動性風險。我們的整體風險管理策略專注於金融市場的不可預測性，並力求盡量減少對我們財務表現的潛在不利影響。我們載列管理該等類型風險的方針概要。有關進一步詳情，請參閱本招股章程附錄一會計師報告附註37。

市場風險

(i) 貨幣風險

現金及現金等價物、貿易及其他應收款項以及貿易及其他應付款項以各集團實體之外幣計值，故面臨外幣風險。我們目前並無外幣對沖政策。然而，董事會監察外匯風險，並將會考慮於需要時對沖重大外幣風險。有關進一步詳情，請參閱本招股章程附錄一會計師報告附註37。

(ii) 利率風險

我們面對與受限制銀行存款、原到期日超過三個月但於一年內的定期存款、原到期日超過一年的定期存款、固定利率銀行借款及租賃負債有關的公平值利率風險。我們的現金流量利率風險主要集中於銀行結餘利率的波動。由於本公司董事認為浮動利率銀行結餘產生的現金流量利率風險屬微不足道，故並未就相關風險編製敏感度分析。有關進一步詳情，請參閱本招股章程附錄一會計師報告附註37。

信貸風險

計入綜合財務狀況表的貿易及其他應收款項、合約資產、現金及現金等價物、受限制銀行存款及定期存款指我們就金融資產承受的最大信貸風險。截至二零二一年、二零二二年及二零二三年十二月三十一日及二零二四年六月三十日，貿易應收款項的預期信貸虧損率分別為5.0%、5.2%、4.9%及5.1%。於往績記錄期間，其他應收款項的預期信貸虧損率為零。現金及現金等價物、受限制銀行存款及定期存款的預期信貸風險有限，因為對手方為信譽良好的金融機構。我們評估銀行結餘的12個月預期信貸虧損、受限制銀行存款及定期存款，並認為於各報告期末的預期信貸虧損撥備並不重大。

有關進一步詳情，請參閱本招股章程附錄一會計師報告附註37。

流動性風險

於管理流動性風險時，我們會監控及維持管理層視為充裕的現金及現金等價物水平，以為我們的營運提供資金，並減輕現金流量波動的影響。有關進一步詳情，請參閱本招股章程附錄一會計師報告附註37。

股息及股息政策

我們或會以現金或我們認為適當的其他方式分派股息。截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月，本公司分別宣派現金股息人民幣11.0百萬元、人民幣20.0百萬元、人民幣5.0百萬元及人民幣96.0百萬元，並分別派付現金股息人民幣11.0百萬元、人民幣20.0百萬元、人民幣5.0百萬元及人民幣48.0百萬元予股東。於二零二四年七月二十三日，我們支付餘下現金股息人民幣48.0百萬元，並全數結清過往宣派的所有股息。受我們的組織章程細則及中國公司法所限，我們已採納一項全面年度股息政策，據此(i)我們應重視向投資者提供合理的投資回報，採用具有連續性及穩定性的利潤分配政策；(ii)於分派股息時，我們遵守相關法律、法規及我們的章程文件，平衡我們的長期發展計劃，同時向股東提供合理的回報，並確保持有相同類型股份的股東享有相同的利益；及(iii)我們可以現金股息、股票分紅、或現金股息及股票分紅相結合的方式宣派股息。全面年度股息政策並無固定派息比率，而財政年度的任何末期股息將須經股東批准後方可作實。未來宣派及派付任何股息的決議將由董事會酌情決定，其將取決於(其中包括)我們的盈利、財務狀況、資本需求、債務水平、適用於派付股息的法定及合約限制以及董事會視為相關的其他考慮因素。

財務資料

股息僅可自相關法律所允許的可分派溢利中派付。概不保證我們將能夠按任何董事會計劃所載金額宣派或分派任何股息，甚或不會宣派或分派股息。此外，倘我們或我們任何附屬公司於未來代表我們或其本身產生債務，則規管該債務的文據可能限制我們派付股息的能力。過往的股息分派記錄不可用作釐定我們未來可能宣派或派付的股息水平的參考或基準。

可分派儲備

於二零二四年六月三十日，本公司的保留盈利為人民幣64.1百萬元。該保留盈利為於同日的可分派儲備。

未經審核備考經調整綜合有形資產淨值報表

有關未經審核備考經調整綜合有形資產淨值報表的詳情，請參閱本招股章程附錄二「未經審核備考財務資料」。

概無對我們權益股東應佔未經審核備考經調整有形資產淨值作出調整，以反映於二零二四年六月三十日後的任何交易結果或訂立的其他交易。

上市開支

上市開支指與全球發售有關的專業費用、包銷佣金及其他費用。截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月，產生的上市開支分別為零、零、零及人民幣6.8百萬元。我們預計產生的上市開支總額約為人民幣42.6百萬元(基於發售價每股發售股份35.8港元(即發售價範圍中位數))。於往績記錄期間，損益已扣除零元。上市開支總額包括約人民幣11.6百萬元包銷相關費用(包括證監會交易徵費、聯交所交易費及會財局交易徵費)及約人民幣31.0百萬元非包銷費用，主要包括(i)聯席保薦人、法律顧問及申報會計師的費用約人民幣23.6百萬元；及(ii)其他費用及開支約人民幣7.4百萬元。在上市開支總額中，約人民幣0.4百萬元預計將自截至二零二四年十二月三十一日止年度的損益扣除；而直接歸屬於發行H股的約人民幣42.2百萬元預計將於全球發售完成後自權益扣除。估計上市開支總額佔全球發售所得款項總額的8.9%。上述上市開支為最後可行估計，僅供參考，實際金額可能有別於與該估計。

近期發展及無重大不利變動

於往績記錄期間後，我們繼續專注於開發及推廣我們的船舶環境保護設備及系統，包括與船東及造船商物色商機。

財務資料

截至最後實際可行日期，我們的部分管線產品已取得進一步進展，包括：

管線產品	開發階段	對我們業務的裨益
餘熱利用系統	該系統正處於項目執行階段並正在進行系統設計。	一旦開發完成，我們便能透過回收及再利用船舶餘熱，為客戶節能的需求提供多一種選擇。此外，餘熱利用系統可與我們提供的其他系統及設備一同安裝。這將有效降低經營成本。
PCTC熱逃逸探測系統	該系統正處於項目執行階段並已完成系統設計。	火災可能對船舶造成災難性損害，故新能源汽車運輸過程中的安全性至關重要。因此，航運公司高度關注PCTC車輛火災監測。該項目成功開發將解決市場的痛點，並具有市場潛力。

有關進一步詳情，請參閱「業務 — 管線產品」。

此外，在往績記錄期間後，我們的營運亦取得正面成果。截至二零二四年十月三十一日止四個月，我們收到多份新訂單，合約價值約為人民幣199.3百萬元，其中包括船舶脫硫系統的合約價值約人民幣33.9百萬元、船舶節能裝置的合約價值約人民幣7.3百萬元、船舶清潔能源供應系統的合約價值約人民幣36.4百萬元，以及海事服務的合約價值人民幣121.7百萬元。

截至二零二四年十月三十一日止四個月，我們完成的船舶廢氣淨化系統及船舶脫硫系統備件訂單數量分別為4份及239份。同期完成的船舶節能裝置、船舶清潔能源供應系統及海事服務訂單數量分別為19份、14份及725份。

截至二零二四年十月三十一日止四個月所訂立合約及已完成訂單乃按公平條款進行，有關利潤率與往績記錄期間所訂立者相若。

截至二零二四年十月三十一日止四個月，我們的船舶廢氣淨化系統、船舶節能裝置及船舶清潔能源供應系統的平均售價分別為人民幣7.8百萬元、人民幣1.2百萬元及人民幣2.0百萬元，二零二三年同期則分別為人民幣8.3百萬元、人民幣2.0百萬元及人民幣1.0百萬元。截至二零二四年十月三十一日止四個月，我們海事服務的船舶內裝、集裝箱船舶及PCTC綁扎件以及其他海事服務的平均售價分別為人民幣109.6千元、人民幣305.5千元及人民幣21.2千元，二零二三年同期則分別為人民幣67.0千元、人民幣

財務資料

259.0千元及人民幣110.0千元。截至二零二四年十月三十一日止四個月我們產品的平均售價與二零二三年同期並無重大差異，而上述各業務分部的平均售價波動乃主要由於相關分部的各產品的不同組合所致。

根據我們截至二零二四年十月三十一日止十個月的未經審核管理賬目，我們的收益與去年同期相比有所增加。

經過審慎周詳考慮後，董事確認，直至本招股章程日期，我們自二零二四年六月三十日以來的財務及交易狀況或前景並無重大不利變動，且自二零二四年六月三十日以來並無發生對會計師報告(其全文載於本招股章程附錄一)所示資料產生重大影響的事件。

根據上市規則須予披露的事項

我們確認，截至最後實際可行日期，概無導致須根據上市規則第13.13至13.19條規定作出披露的情況。

未來計劃及所得款項用途

未來計劃

有關我們未來計劃和策略的詳細說明，請參閱「業務 — 我們的策略」。

所得款項用途

經扣除我們就全球發售應付的包銷佣金、費用及估計開支後，假設發售價為每股35.8港元(即本招股章程中所述指示性發售價範圍的中位數)，我們估計將收到的全球發售所得款項淨額約為312.0百萬港元。倘發售價定為每股39.8港元(即指示性發售價範圍的上限)，則全球發售所得款項淨額將增加約38.6百萬港元。倘發售價定為每股31.8港元(即指示性發售價範圍的下限)，則全球發售所得款項淨額將減少約38.6百萬港元。

假設發售價為指示性發售價範圍的中位數，我們目前擬將這些所得款項淨額用於以下用途：

- 約50.0%(或156.0百萬港元)將用於有關我們的研發。為實現上述研發計劃，我們擬將所得款項淨額作以下分配：
 - 約35.8%(或111.7百萬港元)將用於收購一間持有一艘遠洋船舶的公司的控股權，作為我們的海事研發平台及移動展示平台，以展示我們提供的設備及系統及管線產品。除了履行作為研發平台的主要目的外，我們可能考慮將船舶出租。

由於我們的設備及系統是在船上使用，因此我們必須有一艘船作為我們的海事研發平台，以展示我們的設備及系統在真實操作中的安全性、可靠性和有效性，而無需在客戶的船上安裝我們的設備及系統，此舉可能會中斷其航運行程。有關海事研發平台亦能讓我們以更靈活的方式到達各個港口，接觸全球的潛在客戶。在主要港口停靠期間，其可以向現有和潛在客戶展示我們的船舶環境保護設備及系統，包括管線產品。透過在船上展示我們設備及系統的實際運作，我們期望能獲得更多客戶的信任，並促進彼等在購買我們的新設備及系統時的決策過程。

未來計劃及所得款項用途

我們計劃與合作夥伴收購一艘載重能力介乎60,000至80,000噸之間、船齡為8至10年的二手散貨船或油輪。通過與我們合作，購買船舶的財務負擔得以分擔，減少了各方所需的個人投資。此外，合作夥伴將受益於我們的專業知識及資源，包括優化設備及系統的安裝，這將為船舶增值，並確保以對環境負責的方式進行管理，其中包括國際海事組織制定的規定。擁有船舶的商業利益亦由承租人須遵守有關船舶規定的需要所推動。該船舶將由外部第三方船舶管理公司出租及管理，其運作將獨立處理。合作夥伴作為被動船東，不會影響船舶運作或我們在研發平台上進行的研發工作，此乃由於我們會保持控股權並監督所有活動。根據弗若斯特沙利文的資料，與合作夥伴合作購買船舶符合行業規範。截至最後實際可行日期，我們尚未物色到任何潛在合作夥伴或船舶。

我們計劃預留111.7百萬港元的預算，以收購持有船舶的公司的控股權，倘所得款項不足以提供支持，我們將動用內部產生的資金。我們預期該散貨船或油輪的剩餘使用年限為16年，根據目前市況，殘值(報廢價格)為65.7百萬港元，因此每年折舊開支為9.7百萬港元，將計入研發開支。

除了作為研發平台這一主要用途外，我們可能會考慮在可行情況下通過專業船舶租賃代理，以定期租船(每個租期為11至13個月)的方式出租該散貨船或油輪，以獲得收益(該散貨船或油輪的收益估計為40.6百萬港元)，我們估計扣除相關經營成本(包括折舊開支9.7百萬港元以及船員開支及維修費)後，年度租船收入淨額可能每年約13.8百萬港元，而承租人將承擔租船期間散貨船或油輪的燃料成本及經營成本。上述年度租船收入淨額已將市場租船費率以及考慮到承租人與我們之間為促進我們的研發而作出的安排後給予承租人的折扣等因素考慮在內。我們計劃與承租人訂立安排，以允許我們安裝旗下設備及系統以及管線產品，或進行其他必要的海事研發活動。

在出租散貨船或油輪時，我們會考慮以下情況及標準：(i) 承租人是否具有雄厚的資金實力、良好的市場信譽和合格的租船資質，並會優先考慮發展成熟的香港或歐洲營運商；及(ii) 租賃合約將包含特殊條款，要求與我們合作安裝及測試研發產品，並允許目標客戶在某些港口登船參觀。

未來計劃及所得款項用途

出租散貨船或油輪亦有利於我們的研發工作，我們可以收集散貨船或油輪上安裝的設備和系統的性能數據，用於提高我們產品的有效性。為了滿足船東及造船廠不斷變化的需求和獨特需要，我們致力於開發創新的設備及系統，包括節能裝置。海事研發平台將有助於我們管道產品的開發、測試及驗證，加快其市場推廣速度。在實際船舶上安裝有關原型設備及系統以收集運行數據，可向潛在客戶展示其有效性。此舉亦能讓客戶體驗我們新設備及系統在運作中的特點及優勢，而不是通過觀看圖表或模型。

我們擬聯絡船舶經紀及經銷商，以研究二手散貨船及油輪的歷史及預測交易價格，以及我們所需船舶的市場供應情況。根據弗若斯特沙利文的資料，由於交易市場活躍，我們相信我們能夠迅速執行購船計劃。我們計劃於二零二五年完成購買並將海事研發平台投入運作。

出租船舶的可行性良好，因為租賃市場高度市場導向，允許調整租金價格以實現租賃目標。此外，船舶需要定期進行乾船塢維護，在此期間，我們將藉此機會安裝及調試產品。考慮到配備環保系統及設備(如船舶廢氣淨化系統)的船舶，承租人可以使用高硫燃料，從而降低營運成本並提高市場吸引力。此外，船舶運行數據可以通過船舶日誌自動生成，船長可以每日通過電子郵件將這些數據發送給我們，以便動態實時監控船舶的運行狀態，促進穩定運行而不增加船舶的運行負擔，這一點已獲現有客戶確認。

- 約7.7%(或24.0百萬港元)將用於LFSS(氨)等原型產品的開發，以及碳捕捉系統及餘熱利用系統的優化發展。有關管線產品的更多詳情，請參閱本招股章程的「業務—管線產品」。
- 約4.1%(或12.8百萬港元)將用於招聘及留聘約13名新研發員工，有關員工至少擁有海洋工程、電機工程、環境工程或相關領域的學士學位。通過吸引及留聘頂尖人才，我們旨在提升我們的創新能力並推動我們的研發項目向前發展。目前，我們計劃於二零二五年前完成招聘13名新研發人員，以完成上述業務計劃。
- 約2.4%(或7.5百萬港元)將用於在二零二五年及二零二六年與大學、企業或研發機構合作研發。

未來計劃及所得款項用途

- 約15.0% (或46.8百萬港元) 將用於潛在併購。我們特別關注全球市場，並對歐洲地區深感興趣，我們的目標是收購專注於船舶清潔能源供應系統的先進船舶環保科技公司。該策略旨在使我們處於環保技術應用的前沿位置。我們選擇於歐洲地區進行收購的商業理據及背景包括以下各項：(i)WTC仍處於起步階段，其現有技術及營銷團隊的規模及市場影響力尚不足以滿足我們於歐洲的發展策略及市場佈局；(ii)歐洲在船舶環保科技方面起步較早，已累積一批在船舶環保科技及船舶新能源供應系統方面具有專業知識的公司。我們希望透過收購歐洲船舶環保科技公司加快未來產品的技術開發，並為歐洲企業提供優質、交貨速度快捷及低成本的船舶環保設備；及(iii)透過收購於當地市場有一定業績的歐洲船舶環保科技公司，我們可借助其於歐洲的市場聲譽及客戶群，加快我們於歐洲市場的滲透速度。

我們的挑選準則應為優先考慮擁有船舶氫能相關技術的公司，原因是此乃需要大量時間及成本方能自行開發的尖端技術，通過併購進行收購可以加快獲得有關技術。此外，目標公司應具有可觀的創新記錄，以及具備與我們現有船舶環境保護設備及系統協同整合的潛力，包括具備自主開發船舶清潔能源供應系統的能力，並符合以下一項或多項標準：(i)客戶群以歐洲船東為主；(ii)有三年以上的業務營運記錄；(iii)平均年收益超過10百萬歐元；(iv)擁有20至30名員工；及(v)估值介乎10至15百萬歐元之間，考慮到我們先前收購的WTC(其僅專注於若干技術，且為新成立的公司)的估值，我們現正考慮收購一間擁有更先進技術及更大規模員工的更先進公司。董事認為，我們將能夠收購擁有更先進技術、更大規模並具備上述估值的企業或目標。我們計劃投資6至8百萬歐元收購目標公司的多數股權，藉此與其股東合作探索及實施新技術。我們的目標是最終持有目標公司的控股權。因此，我們計劃動用全球發售所得款項為部分潛在收購提供資金，透過業務營運產生的內部現金或外部融資來撥付任何差額。根據弗若斯特沙利文的資料，在歐洲大約有20至30間可收購目標公司，具備清潔能源系統技術或產品開發能力。截至最後實際可行日期，我們尚未確定任何潛在目標。

未來計劃及所得款項用途

- 約15.0% (或46.8百萬港元)將用於在中國內地或東南亞租賃生產設施，具體地點將在經過廣泛研究後於二零二五年前確定。生產設施將主要用於製造我們現有及未來的船舶節能裝置、船舶清潔能源供應系統及海事服務項下的產品，以應付我們南通生產設施持續高利用率以及潛在推出的新設備及系統。

截至本招股章程日期，我們正就生產設施的理想選址進行研究，並已編製初步研究報告，主要著重於(其中包括)目標區域地點合適性、本地人才供應及基礎設施成熟程度。根據我們過往經驗，以及生產船舶節能裝置、船舶清潔能源供應系統及海事服務項下現有及未來產品所需之人力及資源，並基於初步研究報告，我們計劃在新設施內招募約60至70名新員工，包括管理人員、工程師、質量控制人員、財務及行政人員以及作業工人。

- 根據初步研究報告，我們選擇印尼的巴淡島自由貿易區及中國內地的浙江安吉工業園區作為我們新生產設施的潛在選址，或在我們位於南通的生產設施附近租賃新生產設施。選址標準包括穩定的政治及貿易環境、扶持政策、便利交通、具競爭力的勞動力及能源成本、豐富的優秀人才資源、完善的供應鏈，以及便捷的港口交通。

在往績記錄期間各年度或期間，我們的海外收益比例始終保持在大約80%。通過在國內外建立或租賃生產設施，我們可以在更靠近客戶所在地及產品安裝地點的地方生產、運輸及安裝產品，這有助於進一步控制成本。

未來計劃及所得款項用途

根據初步研究報告，在巴淡島自由貿易區租賃生產設施的原因及優勢如下：於二零二一年、二零二二年及二零二三年以及截至二零二四年六月三十日止六個月，我們來自亞洲(不包括中國內地)客戶的海外收益分別佔總收益的50.9%、57.4%、77.3%及41.3%。我們已在新加坡設立附屬公司及服務中心，例如ContiOcean Singapore及CTL，從事主要產品的銷售及市場推廣。新加坡為國際航運中心，亦是多間航運公司的總部所在地，因此我們在新加坡亦擁有多名主要客戶。新加坡將是我們未來業務發展的重點地區。因此，倘我們在巴淡島自由貿易區租賃生產設施，將可充分發揮新加坡航運樞紐的輻射效應，並結合東南亞當地的地理、成本及產業政策優勢，形成競爭優勢，有助於我們在東南亞的業務拓展。巴淡島自由貿易區內的企業可免繳所有關稅及增值稅，大幅降低營運成本，提升競爭力。此外，巴淡島擁有多個國際港口及機場，企業可通過這些港口及機場將產品運往全球各地。

此外，我們亦將購買或租賃製造及倉儲物流設備，並為生產設施添購資訊科技軟硬件。

- 約10.0%(或31.2百萬港元)將用於建立新服務中心及升級現有服務中心。
 - 約8.0%(或25.0百萬港元)將用於在全球各地建立四間服務中心，包括亞洲、歐洲及中東的城市，計劃在二零二五年及二零二六年各建立四間服務中心。我們的目標是選擇全球各地的航運中心地區或城市，以設立新服務中心及服務港口，從而提升我們的營銷及售後服務。我們將優先考慮知名的航運中心地區及城市作為服務中心，利用海上交通高度集中的優勢，確保最大程度地認識及接觸到廣大客戶群。根據我們的過去經驗以及新加坡服務中心所需的人力及資源，並考慮到未來服務中心的規模將大於新加坡服務中心，我們計劃在四間服務中心招聘約22名新員工。

儘管擁有服務承包商來覆蓋全球服務網絡，但仍有需要在海外設立服務中心，包括(i)雖然服務承包商無法獨立解決問題，但我們自身的工程師可以直接診斷及解決問題；(ii)我們的服務中心亦可作為市場推廣及客戶訪問的樞紐，透過聘用較服務承包商更了解我們產品的自身僱員，可加強我們的營銷工作；(iii)我們可以在服務中心設立展覽攤位來展示產品，從而提高知名度及潛在銷售。

未來計劃及所得款項用途

我們對上海及新加坡服務中心進行了成本效益分析。新加坡服務中心的成本包括營銷開支、員工成本、辦公室開支、租賃費用、業務招待開支、差旅及通訊開支、車費等。對於上海服務中心，由於其位於總部，除了與銷售及售後服務活動相關的薪金及花紅、營銷開支、業務招待開支、差旅及通訊開支等之外，我們未將無法識別並分配至服務中心的成本或開支包括在內。成本效益分析顯示，在新加坡及上海建立服務中心所帶來及時高效的客戶服務、文化及溝通熟悉程度、降低成本及文化多元化等效益，遠遠超過其相關成本。於二零二一年至二零二三年，我們來自海外客戶的收益有所增加，且我們預期未來將與更多海外客戶合作。在國際上設立服務中心的主要考慮因素包括以下各項：

及時高效的客戶服務：通過更迅速及高效地向現有客戶提供售後服務或向潛在客戶提供售前服務，我們的工程師（而非服務承包商的工程師）憑藉對我們產品及服務的深入了解，能夠在現場解決問題。此舉能提高客戶滿意度。

文化及溝通熟悉程度：當地員工對當地客戶或潛在客戶的文化、習慣及溝通方式更加熟悉。這種熟悉程度有助我們擴大客戶基礎。

展示產品及服務：透過服務中心展廳，潛在客戶可以直接了解我們所有的產品及服務，從而提高彼等購買新產品的意願並提升我們的品牌形象。

降低成本及文化多元化：設立服務中心可以降低在地提供售前及售後服務的成本，並促進更多元化的企業文化。此與我們的國際定位一致，並能吸引更多人才加入。

- 約2.0%（或6.2百萬港元）將用於升級我們的服務中心，包括招聘更多員工及遷至面積相若的新辦公處所安排陳列室，展示我們的產品型號，計劃於二零二六年前完成。自二零二一年至二零二三年，以及自截至二零二三年六月三十日止六個月至二零二四年同期，上海及新加坡服務中心所貢獻已完成訂單所得收益逐步增加。
- 約10.0%（或31.2百萬港元）將用作營運資金及其他一般企業用途。

未來計劃及所得款項用途

倘發售價定於本招股章程所述指示性發售價範圍的中位數之上或之下，則上述全球發售所得款項淨額的分配將按比例作出調整。

倘全球發售所得款項淨額並未即時用於上述用途及在相關法律法規允許的情況下，這些款項將僅存放於持牌商業銀行及／或其他經授權金融機構(定義見證券及期貨條例或其他相關司法管轄區的其他適用法律及法規)的短期計息賬戶內。

倘上述擬定所得款項用途有任何重大變動，我們將會發出適當公告。

香港包銷商

中信里昂證券有限公司
中國銀河國際證券(香港)有限公司
法國巴黎證券(亞洲)有限公司
中銀國際亞洲有限公司
建銀國際金融有限公司
光銀國際資本有限公司
中國光大證券(香港)有限公司
華升證券(國際)有限公司
富中證券有限公司
富途證券國際(香港)有限公司
工銀國際證券有限公司
力高證券有限公司
利弗莫爾證券有限公司
華富建業證券有限公司
浦銀國際融資有限公司
老虎證券(香港)環球有限公司
TradeGo Markets Limited

包銷安排及費用

香港公開發售

香港包銷協議

根據香港包銷協議，本公司已同意提呈香港發售股份供香港公眾人士認購，惟須按香港包銷協議及本招股章程的條款及條件進行及受其所限。

待(a)聯交所批准本招股章程所述根據全球發售已發行及將予發行的H股在主板上市及買賣(包括根據首次公開發售前購股權計劃授出的購股權獲行使而可能額外配發及發行的任何H股)，且有關批准並無撤回，及(b)香港包銷協議所載若干其他條件(包括(其中包括)聯席代表(為其本身及代表包銷商)與本公司協定發售價)達成後，香港包銷商已個別但非共同同意認購，或促使認購人認購根據香港公開發售提呈發售但未獲認購的香港發售股份，並根據本招股章程及香港包銷協議所載條款及條件。

香港包銷協議須待(其中包括)國際包銷協議經已簽立、成為無條件且未被根據其條款而終止時，方可作實。

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終止理由

倘於上市日期上午八時正前發生下列事件，則香港包銷商根據香港包銷協議認購或促使認購人認購香港發售股份的責任可通過聯席保薦人及聯席代表(為其本身及代表香港包銷商)的書面通知予以終止：

(1) 倘下列事件出現、發生、存在或生效：

- (a) 於香港、中國、新加坡、葡萄牙、挪威、美國、英國、歐盟任何成員國或與本集團任何成員公司或全球發售有關的任何其他司法管轄區(「**相關司法管轄區**」，各為一個「**相關司法管轄區**」)發生或影響該等地區的任何地方、國家、區域或國際性事件，或屬不可抗力性質的情況(包括但不限於任何政府行動、宣佈全國或國際緊急狀態或戰爭、災難、危機、流行病、疫症、爆發傳染病(包括傳染性冠狀病毒(COVID-19)、SARS、豬流感或禽流感、H5N1、H1N1、H7N9或相關/突變疾病)、經濟制裁、罷工、停工、火災、爆炸、水災、地震、火山爆發、民眾暴動、暴亂、擾亂公共秩序、戰爭行動、敵對事件爆發或升級(不論有否宣戰)、天災或恐怖活動(不論是有否申索承擔責任)；或
- (b) 涉及或影響任何相關司法管轄區的任何當地、全國性、地區性或國際的金融、政治、軍事、工業、財政、經濟、監管、貨幣、信貸、市場狀況或外匯管制或任何貨幣或交易結算系統或其他金融市場(包括但不限於股票及債券市場、貨幣及外匯市場、銀行同業市場及信貸市場的狀況或香港貨幣價值與美元掛鈎或人民幣與任何外幣掛鈎的制度變動)出現涉及潛在變動(不論是否永久)的任何變動或發展，或導致或可能導致任何變動或發展的任何事件或情況或連串事件，或潛在變動或發展；或
- (c) 在聯交所、全國股轉系統、倫敦證券交易所、上海證券交易所、深圳證券交易所、紐約證券交易所或納斯達克全球市場買賣的證券買賣全面停止、暫停、限制或受限(包括但不限於實行或規定任何最低或最高價格限制或價格區間)；或
- (d) 於或影響香港(由財政司司長或香港金融管理局或其他主管政府機構實施)、紐約(由美國聯邦政府或紐約州政府或其他主管政府機構實施)、倫敦或任何其他相關司法管轄區(由相關政府機構宣稱)的商業銀行活動全面停止，或於或影響任何相關司法管轄區的商業銀行活動或外匯買賣或證券交收或結算服務、程序或事宜中斷；或

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- (e) 任何新法例之頒佈、或現有法例或任何法院或其他主管機關對其詮釋或應用之任何變動或涉及潛在變動之任何發展，或可能導致變動或涉及潛在變動之發展之任何事件或情況於任何相關司法管轄區發生或影響該等地區；或
- (f) 由或就任何相關司法管轄區對與本集團業務營運有關的任何管轄權直接或間接實施經濟制裁或撤回貿易特權(不論任何形式)；或
- (g) 涉及在或影響稅務或外匯管制、貨幣匯率或外商投資規例的預期變化之任何變化或事態發展(包括但不限於美元、歐元、港元或人民幣兌任何外幣大幅貶值)，或在任何相關司法管轄區實施任何外匯管制；或
- (h) 任何訴訟、法律行動(下文(i)所訂明的任何調查或其他行動除外)或威脅或針對本集團任何成員公司或任何董事或監事的任何索償或訴訟；或
- (i) 任何相關司法管轄區的機關對本集團任何成員公司或任何董事或監事展開任何調查或其他行動，或宣佈有意展開調查或採取其他行動；或
- (j) 名列本招股章程的任何董事、監事或本公司高級管理層成員被控或被判有可公訴罪行，或因法律的實施而被禁止或因其他理由不符合資格參與公司的管理或擔任董事職務；或
- (k) 本公司任何董事或總裁或財務總監離任；或
- (l) 除本招股章程所披露者外，本集團任何成員公司或任何董事或監事違反任何適用法律(包括但不限於上市規則或公司(清盤及雜項條文)條例)；或
- (m) 任何主管機關基於任何理由禁止本公司根據全球發售的條款提呈發售、配發、發行或出售發售股份(包括根據首次公開發售前購股權計劃授出的購股權獲行使而可能發行的任何額外H股)；或
- (n) 導致本招股章程「風險因素」一節所載任何風險發生的任何變動或涉及潛在變動的發展；或

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- (o) 本招股章程、中國證監會備案(或有關擬發售、認購及出售發售股份所用的任何其他文件)或全球發售的任何方面未遵守上市規則、中國證監會規則(定義見香港包銷協議)或任何其他適用法律；或
- (p) 任何保證遭任何違反，或導致有關保證在任何方面失實或不正確的任何事件或情況；或
- (q) 本公司根據公司(清盤及雜項條文)條例或上市規則或聯交所、證監會及／或中國證監會之任何規定或要求而發行或被要求發行任何本招股章程(或有關擬進行的發售、認購及銷售所用的任何其他文件)的補充或修訂，除非該等補充或修訂已獲聯席保薦人及聯席代表事先書面同意而發出；或
- (r) 提出本集團任何成員公司清盤或清算的命令或呈請，或本集團任何成員公司與其債權人作出任何債務重整、妥協或安排或訂立債務償還安排，或通過本集團任何成員公司進行清盤的任何決議案，或委任臨時清算人、接管人或管理人接管本集團任何成員公司的全部或部分資產或業務，或本集團任何成員公司出現任何類似情況；或
- (s) 任何債權人有效要求本集團任何成員公司於到期前償還或支付任何債項或本集團任何成員公司須承擔的債項，

不論個別或結合而言，聯席保薦人及聯席代表(為其本身及代表香港包銷商)全權認為，

- (A) 已經或將會或有可能對本集團整體資產、負債、業務、一般事務、管理、前景、股東權益、收益、利潤、虧損、經營業績、財務或其他狀況或情況或表現造成重大不利影響或變動或涉及預期重大不利影響或變動的任何發展；或
- (B) 已經或將會或可能對全球發售的成功或香港公開發售申請水平或國際發售的踴躍程度造成重大不利影響；或
- (C) 導致或將會或可能導致全球發售按預期進行、執行及實施或為全球發售進行推廣，或按本招股章程、正式通告、初步發售通函或最終發售通函的條款及方式交付發售股份變得不適宜、不明智或不可行；或

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- (D) 已經或將會或有可能導致(i)香港包銷協議的任何部分(包括包銷)無法按照其條款履行，或(ii)妨礙或延遲根據全球發售或根據其包銷處理申請及／或付款；或
- (2) 聯席保薦人及聯席代表於香港包銷協議日期或之後獲悉：
- (a) 發售文件、操作文件、聆訊後資料集(定義見香港包銷協議)及／或本公司或本公司代表就香港公開發售所刊發或所用的任何通知、公告、廣告、通訊或其他文件(包括其任何補充或修訂)(統稱「發售相關文件」)所載的任何陳述在發出時或已變為失實、不正確、不準確、不完整或具誤導或欺詐成分，或發售相關文件所表達或所載的任何預測、估計、所表達的意見、意向或預期並非公正及誠實，亦非基於合理理由或(如適用)並非基於參考當時存在事實及情況的合理假設；或
 - (b) 發生或發現任何事宜，而該等事宜尚在緊接本招股章程日期前發生或發現則會構成任何發售相關文件有重大遺漏或錯誤陳述；或
 - (c) 有關當局基於任何原因禁止本公司根據全球發售的條款配發或發行H股(包括根據首次公開發售前購股權計劃授出的購股權獲行使而可能配發及發行的H股)；或
 - (d) 任何一方違反施加予香港包銷協議或國際包銷協議的責任或承諾(而非施加予任何聯席代表、整體協調人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人、資本市場中介人、聯席保薦人、香港包銷商或國際包銷商)；或
 - (e) 任何事件、行為或遺漏導致或可能導致本公司或任何控股股東根據香港包銷協議負上任何責任；或
 - (f) 本集團的整體資產、負債、業務、一般事務、管理、前景、股東權益、收益、利潤、虧損、經營業績、財務狀況或情況或表現出現任何重大不利影響或變動或涉及預期重大不利影響或變動的任何發展；或

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- (g) 聯交所對於根據全球發售已發行及將予發行的H股(包括根據首次公開發售前購股權計劃授出的購股權獲行使而可能發行的任何額外H股)上市及買賣的批准於上市日期或之前遭拒絕或並無授出(受慣常條件限制者除外),或倘授出,該批准其後遭撤回、取消、附設保留條件(受慣常條件限制者除外)、撤銷或擱置;或
- (h) 中國證監會對於本公司H股於聯交所發行及上市的批准遭撤回、附設保留條件或擱置;或
- (i) 本公司撤回本招股章程、正式通告或全球發售;或
- (j) 本招股章程所載任何專家(聯席保薦人除外)撤回就刊發本招股章程(當中以本招股章程現有格式及內容載入其報告、函件及/或法律意見(視情況而定)及引述其名稱)發出的相關同意書;或
- (k) 任何承配人或基石投資者在與基石投資者簽訂協議後所作出的訂單或投資承諾已被撤回、終止或取消;或
- (l) 違反本公司或任何控股股東於香港包銷協議作出的任何保證,或發生任何事宜、情況或事件導致本公司或任何控股股東於香港包銷協議作出的任何保證為(或於重申時可能為)失實或具有誤導成分或不準確;或
- (m) 在累計投標過程中下達的訂單的重大部分已被撤回、終止或取消,

倘若於上市日期上午八時正前任何時間發生以上任何事件,聯席保薦人及聯席代表(為其本身及代表香港包銷商)可全權及絕對酌情決定向本公司及本公司控股股東發出書面通知,即時終止香港包銷協議。

根據上市規則向聯交所作出之承諾

控股股東所作承諾

根據上市規則第10.07條，各控股股東已向聯交所及本公司承諾，除根據全球發售外，其不會並將促使相關H股登記持有人(如有)不會：

- (i) 自於本招股章程披露其於本公司持股量時參照的日期起，直至從上市日期起計滿六個月當日止期間(「首六個月期間」)內，直接或間接出售或訂立任何協議以出售據本招股章程所示其為實益擁有人的任何H股或本公司證券(「相關股份」)，或以其他方式就該等股份設立任何購股權、權利、權益或產權負擔；及
- (ii) 於首六個月期間屆滿開始起計六個月期間，不論直接或間接，出售或訂立任何協議出售任何相關股份，或以其他方式就任何相關股份設立任何購股權、權利、權益或產權負擔，以致於緊隨該等出售或行使或執行該等購股權、權利、權益或產權負擔後，其將不再為本公司控股股東(定義見上市規則)集團。

根據上市規則第10.07(2)條附註3，我們的各控股股東已向聯交所及本公司承諾，自於本招股章程中披露其於本公司的持股量時參照的日期起至上市日期起計滿十二個月當日止期間，其將：

- (i) 倘其根據上市規則第10.07(2)條附註2向認可機構(定義見香港法例第155章銀行業條例)質押或押記任何相關股份，須立即將有關質押或押記連同所質押或押記相關股份的數目書面知會本公司；及
- (ii) 倘其接獲任何H股質押人或押記人的口頭或書面指示，表示任何已質押或押記的相關股份將被出售，會立即以書面形式通知本公司有關指示。

倘我們自任何控股股東得知上文所述事宜，本公司亦將盡快通知聯交所，並將根據上市規則規定盡快以公告方式披露有關事宜。

根據香港包銷協議作出的承諾

(A) 本公司所作承諾

本公司已向各聯席保薦人、聯席代表、整體協調人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人、香港包銷商及資本市場中介人承諾，除根據全球發售發售、配發、發行及出售發售股份以及根據首次公開發售前購股權計劃授出的購股權獲行使而發行及配發股份外，於香港包銷協議日期後直至首六個月期間(包括當日)止任何時間，未經聯席保薦人及聯席代表(為其本身及代表香港包銷商)事先書面同意，除非符合上市規則規定，否則本公司將不會：

- (i) 發售、配發、發行、出售、接受認購、要約配發、發行或出售、訂約或同意配發、發行或出售、按揭、押記、質押、抵押、借出、授出或出售任何購股權、認股權證、合約或權利以認購或購買、授出或購買任何購股權、認股權證、合約或權利以配發、發行或出售、進行任何沽空或以其他方式轉讓或出售或設立產權負擔於，或同意轉讓或出售或設立產權負擔於(不論直接或間接，亦不論有條件或無條件)任何H股或本公司其他股本證券，或上述任何權益(包括但不限於可轉換、可交換或可行使為或代表有權收取任何H股或本公司其他股本證券(如適用)的任何證券，或可購買任何H股或本公司其他股本證券的任何其他認股權證或其他權利或於上述任何一項的任何權益)，或就發行預託證券而向託管商存置任何H股或本公司其他股本證券；或
- (ii) 訂立任何掉期、衍生工具或其他安排，將任何H股或本公司其他證券的所有權(法定或實益)的全部或部分經濟後果或上述任何權益(包括但不限於任何可轉換為或可交換為或可行使為或代表有權收取任何H股或本公司其他股本證券的任何證券，或購買任何H股或本公司其他股本證券的任何認股權證或其他權利，或上述任何一項的任何權益)轉讓予他人；或
- (iii) 訂立與上文(i)或(ii)項所述任何交易具有相同經濟效益的任何交易；或
- (iv) 提出或同意或宣佈有意訂立上文(i)、(ii)或(iii)項所述任何交易，

在各情況下，不論上文(i)、(ii)或(iii)項所述任何交易是否將以交付H股或本公司其他股本證券，或以現金或其他方式結算(不論發行H股或本公司其他股本證券是否將於首六個月期間內完成)。

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本公司已進一步同意，倘若本公司獲准於首六個月期間屆滿當日起計六個月期間（「第二個六個月期間」）內，訂立上文(i)、(ii)或(iii)段所述任何交易，或要約或同意或宣佈有意進行任何該等交易，我們將採取一切合理措施確保有關發行或出售不會，且本公司的任何行為亦不會，導致本公司證券形成無序或虛假市場。

控股股東已共同及個別向各聯席保薦人、聯席代表、整體協調人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人、資本市場中介人及香港包銷商承諾，其將促使本公司遵守上述承諾。

本公司已同意並向各聯席保薦人、聯席代表、整體協調人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人、資本市場中介人及香港包銷商承諾，我們將及控股股東承諾促使本公司將遵守上市規則中訂明的最低公眾持股量規定或聯交所授予且未撤銷的任何豁免（「最低公眾持股量規定」），且在未先行獲得聯席保薦人及聯席代表（為其本身及代表香港包銷商）事先書面同意下，我們不會購買或同意購買H股，以致公眾人士（定義見上市規則第8.24條）所持H股持股量減至違反最低公眾持股量規定。

(B) 控股股東所作承諾

各控股股東已共同及個別向本公司、聯席保薦人、聯席代表、整體協調人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人、香港包銷商及資本市場中介人承諾，除根據全球發售及根據首次公開發售前購股權計劃授出的購股權及據此發行H股外，未經聯席保薦人及聯席代表（為其本身及代表香港包銷商）事先書面同意，且除非符合上市規則規定，否則：

- (i) 於首六個月期間的任何時間內，其將不會(a)出售、要約出售、訂約或同意出售、指讓、按揭、押記、質押、抵押、對沖、借出、授出或出售任何購股權、認股權證、合約或權利以購買、授出或購買任何購股權、認股權證、合約或權利以出售、沽空或以其他方式轉讓或出售或設立產權負擔，或同意轉讓或出售或設立產權負擔（不論直接或間接，亦不論有條件或無條件）任何股份或本公司其他證券，或上述任何權益（包括但不限於可轉換、可交換或可行使為或代表有權收取任何股份或本公司其他證券（如適用）的任何證券，或可購買任何股份或本公司其他證券的任何其他認股權證或其他權利），或就發行預託證券而向託管商存置任何股份或本公司其他證券；或(b)訂立任何掉期或其他安排，將任何股份或本公司其他證券的所有權的全部或部分經濟後果或上述任何權益(包

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括但不限於任何可轉換為或可交換為或可行使為或代表有權收取任何股份或其他證券的任何證券，或購買任何股份或其他證券的任何認股權證或其他權利(如適用)轉讓予他人；或(c)訂立與上文(a)或(b)項所述任何交易具有相同經濟效益的任何交易；或(d)提出或同意或宣佈有意進行上文(a)、(b)或(c)項所述任何交易；在各情況下，不論上文(a)、(b)或(c)項所述任何交易是否將以交付股份或本公司其他證券，或以現金或其他方式結算(不論結算或交付股份或其他證券是否將於首六個月期間內完成)；

- (ii) 倘緊隨根據有關交易作出任何出售、轉讓或處置或者使或執行任何購股權、權利、權益或產權負擔後，其將不再為(不論是個別或與其他控股股東共同)本公司的「控股股東」(定義見上市規則)，則其不會於第二個六個月期間訂立上文(a)、(b)、(c)或(d)項所述的任何交易，亦不會要約或同意或宣佈有意進行任何有關交易；及
- (iii) 於第二個六個月期間屆滿前，倘其訂立上文(a)、(b)、(c)或(d)項所述的任何交易，或要約或同意或宣佈有意訂立任何該等交易，其將採取一切合理措施確保不會導致本公司證券出現混亂或虛假市場，

惟受嚴格遵守適用法律之任何規定所限(為免混淆，包括但不限於聯交所或證監會或任何其他有關監管機關之規定)，上述承諾概不應阻止任何控股股東(i)根據上市規則購買額外H股或本公司其他證券及出售該等額外H股或本公司其他證券；(ii)為獲得真誠商業貸款，以認可機構(定義見香港法例第155章銀行業條例)為受益人，使用H股或本公司其他證券或由彼等於當中實益擁有的任何權益作為抵押(包括但不限於押記或質押)，前提是(a)倘及當其或相關登記持有人質押或押記其實益擁有的本公司任何股份或其他證券，相關控股股東將立即書面通知本公司、聯席代表、整體協調人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人、資本市場中介人、香港包銷商及聯席保薦人有關該質押或押記，連同所質押或押記的本公司股份或其他證券數目，及(b)當相關控股股東接獲質押人或承押記人有關任何已質押或押記的本公司股份或其他證券將被出售的口頭或書面指示時，其將立即通知本公司及聯席代表有關該等指示。

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我們已同意並向聯席代表、整體協調人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人、資本市場中介人、香港包銷商及聯席保薦人承諾，於接獲控股股東以書面形式發出的有關資料後，其將於切實可行情況下並根據上市規則、證券及期貨條例及／或任何其他適用法律(如需要)盡快通知聯交所及／或其他相關政府機構，並以公告形式就該等資料作出公開披露。

彌償保證

我們與控股股東均已同意就(其中包括)聯席保薦人、聯席代表、整體協調人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人、香港包銷商及資本市場中介人可能遭受的若干損失(包括(其中包括)彼等因履行其於香港包銷協議下的責任及本公司與控股股東違反香港包銷協議而產生的損失)作出補償。

國際發售

國際包銷協議

就國際發售而言，預期本公司及控股股東將與聯席保薦人、聯席代表及國際包銷商訂立國際包銷協議。根據國際包銷協議及受限於其中所載的條件，國際包銷商將分別而並非共同地同意購買或促使買家購買根據國際發售提呈發售的發售股份(須視乎(其中包括)國際發售與香港公開發售之間的任何重新分配而定)。預期國際包銷協議可能按與香港包銷協議相同的條件終止。有意投資者須注意，倘國際包銷協議並未訂立或終止，則全球發售不會進行。

預期各控股股東將向國際包銷商承諾，於其根據香港包銷協議所作承諾(載述於上文「一包銷安排及開支—根據香港包銷協議作出的承諾—(B)控股股東作出的承諾」)的相若期間，不會出售或訂立任何協議出售或以其他方式設立有關彼等於本公司所持有的任何H股的任何購股權、權利、權益或產權負擔。

包 銷

佣金及開支

本公司將支付的包銷佣金為全部發售股份發售價總額的2.5%（「固定費用」）。本公司亦可全權酌情向任何一名或全部包銷商支付額外獎勵費，總金額最高為所有發售股份發售價總額的1.0%（「酌情費用」）。因此，固定費用及酌情費用（假設酌情費用將悉數支付）的比例約為71.4%:28.6%。對於未獲認購而重新分配至國際發售的香港發售股份，我們將按國際發售的適用費率支付包銷佣金，而該佣金將支付予相關國際包銷商（並非香港包銷商）。

佣金及費用總額連同聯交所上市費、0.0027%證監會交易徵費、0.00565%聯交所交易費、0.00015%會財局交易徵費、法律及其他專業費用、印刷及所有其他與全球發售有關的應付開支，估計合共約為46.0百萬港元（假設發售價為每股發售股份35.8港元，即本招股章程所載指示性發售價範圍的中位數）。

聯席保薦人的獨立性

聯席保薦人符合上市規則第3A.07條所載保薦人適用的獨立性標準。

包銷商於本公司的權益

除香港包銷協議及國際包銷協議項下責任及本招股章程所披露者外，於最後實際可行日期，包銷售商概無於本集團任何成員公司擁有任何股權或實益權益，亦無任何可權利或購股權（不論可依法強制行使與否）以認購或購買或提名他人認購或購買本集團任何成員公司的證券或於全球發售的任何權益。

於全球發售完成後，聯席代表及香港包銷商及彼等的聯屬公司可因履行彼等於香港包銷協議項下的責任而持有H股的若干部分。

銀團成員活動

香港公開發售及國際發售的包銷商(統稱為「銀團成員」)及彼等的聯屬人士可個別進行不屬於包銷過程的各種活動(詳情載於下文)。

銀團成員及其聯屬人士為與全球多個國家有聯繫的多元化金融機構。該等實體為其本身及他人從事廣泛的商業及投資銀行、經紀、基金管理、買賣、對沖、投資及其他活動。於銀團成員及其各自聯屬人士各種日常業務活動過程中，彼等可能為其本身及彼等的客戶購買、出售或持有一系列投資，並積極買賣證券、衍生工具、貸款、商品、貨幣、信貸違約掉期及其他金融工具。該等投資及交易活動可能涉及或關於本公司資產、證券及／或工具及／或與本公司建立關係的人士及實體，亦可能包括就本集團貸款及其他債務為對沖目的而訂立的掉期及其他金融工具。

就銀團成員或其聯屬人士於聯交所或任何其他證券交易所發行任何以H股為其相關證券的上市證券而言，有關證券交易所的規則可能要求該等證券的發行人(或其聯屬人士或代理人之一)擔任該等證券的做市商或流通量提供者，而於大多數情況下，這亦將導致H股的對沖活動。

該等活動可能影響H股市價或價值、H股流通量或成交量及H股股價波幅，而每日的影響程度無法估計。

謹請注意，當從事任何該等活動時，銀團成員將受到若干限制，包括以下各項：

- (a) 銀團成員不得就分銷發售股份進行任何交易(包括發行或訂立有關發售股份的任何期權或其他衍生工具交易)(不論是於公開市場或其他地方)，以將任何發售股份的市價穩定或維持於與當時的公開市場價格不同的水平；及
- (b) 銀團成員必須遵守所有適用法律法規，包括證券及期貨條例有關市場不當行為的條文，當中包括禁止內幕交易、虛假交易、操控價格及操縱證券市場的條文。

若干銀團成員或彼等各自的聯屬人士已不時提供且預期將於日後提供投資銀行及其他服務予本公司及本公司的若干聯屬人士，而有關銀團成員或彼等各自的聯屬人士已就此收取或將收取慣常費用及佣金。

全球發售的架構

全球發售

本招股章程乃就作為全球發售一部分的香港公開發售而刊發。全球發售由以下部分組成：

- (a) 按下文「—香港公開發售」所述於香港初步提呈1,000,000股H股(可予重新分配)的香港公開發售；及
- (b) 按下文「—國際發售」所述於美國境外根據S規例於離岸交易初步提呈9,000,000股H股(可予重新分配)的國際發售。

假設根據首次公開發售前購股權計劃授出的購股權未獲行使，根據全球發售初步提呈發售的10,000,000股H股將佔於緊隨全球發售完成後已發行股份總數的25%。包銷安排及各包銷協議概述於本招股章程「包銷」。

投資者可根據香港公開發售申請香港發售股份，或根據國際發售申請或表示有意申請國際發售股份(倘合資格如此行事)，惟不可同時申請兩者。

本招股章程所提述的申請、申請股款或申請程序僅涉及香港公開發售。

香港公開發售

初步提呈發售的股份數目

我們按發售價初步提呈發售1,000,000股香港發售股份(佔全球發售初步可供認購發售股份總數10%)以供香港公眾人士認購。香港發售股份將佔緊隨全球發售完成後本公司經擴大已發行股本2.5%(假設根據首次公開發售前購股權計劃授出的購股權未獲行使)，惟H股可能於(i)國際發售與(ii)香港公開發售之間重新分配。

香港公開發售乃供香港公眾人士以及機構及專業投資者參與。專業投資者一般包括經紀、交易商及日常業務涉及買賣股份及其他證券的公司(包括基金經理)以及經常投資股份及其他證券的公司實體。

香港包銷商根據香港包銷協議的條款按個別基準悉數包銷香港公開發售，惟須待本公司與聯席代表(為其本身及代表包銷商)協定發售價後方可作實。香港公開發售須待下文「—全球發售的條件」所載條件達成後方為完成。

全球發售的架構

分配

根據香港公開發售向投資者分配發售股份僅按香港公開發售已接獲的有效申請數量而釐定。分配基準或會因應申請人有效申請認購的香港發售股份數目而有所不同。該分配(倘適用)包括以抽籤方式進行，即表示部分申請人或會較其他申請相同數目香港發售股份的申請人獲分配更多數目的股份，而未中籤的申請人可能不會獲得任何香港發售股份。

僅就分配而言，根據香港公開發售初步提呈發售的發售股份總數(經計及下文所述在香港公開發售與國際發售之間所分配的發售股份數目的任何重新分配後)將平均分為兩組(任何零碎股份將分配至甲組)：甲組及乙組。甲組將初步包括500,000股香港發售股份，而乙組將初步包括500,000股香港發售股份，兩組均按公平基準分配予成功申請人。所有已申請香港發售股份認購總額(不包括應付的經紀佣金1.0%、證監會交易徵費0.0027%、聯交所交易費0.00565%及會財局交易徵費0.00015%)為5百萬港元或以下的有效申請將劃分為甲組。所有已申請香港發售股份認購總額(不包括應付的經紀佣金1.0%、證監會交易徵費0.0027%、聯交所交易費0.00565%及會財局交易徵費0.00015%)超過5百萬港元及最高為乙組總值的有效申請將劃分為乙組。

僅就本分節而言，發售股份的「認購價」指申請時應繳價格(並無計及最終釐定的發售價)。

申請人應注意，甲組及乙組的申請所獲分配的比例或會有所不同。倘兩組中的其中一組(而非兩組)的香港發售股份出現認購不足的情況，則多出的香港發售股份將轉撥至另一組以滿足該組的需求，並作相應分配。

申請人僅會從甲組或乙組獲分配香港發售股份而不會兩者兼得。重複或疑屬重複申請及認購超過500,000股香港發售股份(即香港公開發售項下初步可供認購的1,000,000股發售股份的50%)的任何申請將不獲受理。

全球發售的架構

重新分配

香港公開發售與國際發售之間的發售股份分配須按以下基準重新分配：

- (a) 倘國際發售股份獲悉數認購或超額認購及：
- (i) 倘香港發售股份認購不足，聯席代表(為其本身及代表包銷商)有權(但並無任何責任)全權酌情按聯席代表視為可滿足國際發售要求的適當比例將全部或任何未獲認購香港發售股份重新分配至國際發售；
 - (ii) 倘香港公開發售項下有效申請的發售股份數目少於香港公開發售項下初步可供認購發售股份數目的15倍，則根據聯交所發佈的指南第4.14章發售股份可由國際發售重新分配至香港公開發售，以致香港公開發售項下可供認購的發售股份數目將增至最多2,000,000股發售股份，佔全球發售項下初步可供認購發售股份數目的20%；
 - (iii) 倘香港公開發售項下有效申請的發售股份數目為香港公開發售項下初步可供認購發售股份數目的15倍或以上但少於50倍，則發售股份將自國際發售重新分配至香港公開發售，以致香港公開發售項下可供認購的發售股份總數將增至3,000,000股發售股份，佔全球發售項下初步可供認購發售股份數目的30%；
 - (iv) 倘香港公開發售項下有效申請的發售股份數目為香港公開發售項下初步可供認購發售股份數目的50倍或以上但少於100倍，則發售股份將自國際發售重新分配至香港公開發售，以致香港公開發售項下可供認購的發售股份數目將增至4,000,000股發售股份，佔全球發售項下初步可供認購發售股份數目的40%；及
 - (v) 倘香港公開發售項下有效申請的發售股份數目為香港公開發售項下初步可供認購發售股份數目的100倍或以上，則發售股份將自國際發售重新分配至香港公開發售，以致香港公開發售項下可供認購的發售股份數目將增至5,000,000股發售股份，佔全球發售項下初步可供認購發售股份數目的50%。

全球發售的架構

(b) 倘國際發售股份認購不足及：

- (i) 倘香港發售股份認購不足，除非由包銷商悉數包銷，否則全球發售不會進行；及
- (ii) 倘香港發售股份獲超額認購(不論為香港公開發售項下初步可供認購發售股份數目的多少倍數)，則發售股份可由國際發售重新分配至香港公開發售，以致香港公開發售項下可供認購的發售股份總數將增至最多2,000,000股發售股份，佔全球發售項下初步可供認購發售股份數目的20%。

將於香港公開發售及國際發售提呈發售的發售股份在若干情況下可由聯席代表全權酌情決定於該等發售之間進行重新分配。倘香港公開發售或國際發售未獲悉數認購，聯席代表有權(但並無任何責任)全權酌情將全部或任何未獲認購發售股份按聯席代表視為恰當的比例在該等發售之間進行重新分配。

除上述所需的任何強制性分配之外，聯席代表(為其本身及代表包銷商)或會將發售股份由國際發售重新分配至香港公開發售。根據聯交所發佈的指南第4.14章，倘該重新分配並非根據上市規則應用指引第18條進行，則(i)該重新分配後可重新分配至香港公開發售的發售股份最高總數不得超過初始分配至香港公開發售的兩倍(即2,000,000股發售股份)；及(ii)最終發售價將定為每股發售股份31.8港元(即本招股章程所述發售價範圍的下限)。

倘發售股份由國際發售重新分配至香港公開發售，如符合上述第(a)(ii)、(a)(iii)、(a)(iv)、(a)(v)或(b)(ii)段所述情況，分配予國際發售的發售股份數目將相應減少。

申請

聯席代表(為其本身及代表包銷商)可要求任何已根據國際發售獲H股發售及已根據香港公開發售提交申請的投資者向聯席代表提供充足的資料，以便其識別香港公開發售項下的相關申請，並確保其被排除於香港公開發售項下H股的任何申請。

全球發售的架構

香港公開發售的每名申請人亦須在遞交的申請上承諾及確認，該申請人及彼為其利益提出申請的任何人士並無申請或承購或表示有意申請或承購，亦不會申請或承購或表示有意申請或承購國際發售項下任何國際發售股份，而倘上述承諾及／或確認遭違反及／或失實(視乎情況而定)，或其已獲得或將獲得配售或分配國際發售項下的國際發售股份，則該申請人的申請將不予受理。

香港公開發售項下的申請人可能須於申請時(視乎申請渠道而定)繳付每股發售股份最高價39.8港元，另加每股發售股份應付的經紀佣金、證監會交易徵費、聯交所交易費及會財局交易徵費。倘按下文「定價及分配」所述方式最終釐定的發售價低於每股發售股份最高價39.8港元，則會向獲接納申請人不計利息退回適當款項(包括多繳申請股款應佔的經紀佣金、證監會交易徵費、聯交所交易費及會財局交易徵費)(視乎申請渠道而定)。進一步詳情載於「如何申請香港發售股份」。

本招股章程所提述的申請、申請股款或申請程序僅涉及香港公開發售。

國際發售

提呈發售的發售股份數目

根據上文所述重新分配，國際發售將初步提呈發售9,000,000股發售股份，佔全球發售初步可供認購發售股份總數90%。國際發售預期將由國際包銷商根據國際包銷協議的條款及條件及香港公開發售成為無條件後悉數包銷。

分配

國際發售將包括於香港及美國境外其他司法管轄區根據S規例以離岸交易方式向機構及專業投資者以及預期對該等發售股份有龐大需求的其他投資者選擇性營銷發售股份。專業投資者一般包括經紀、交易商及日常業務涉及買賣股份及其他證券的公司(包括基金經理)以及經常投資股份及其他證券的公司實體。國際發售須待香港公開發售成為無條件後方可完成。

國際發售的發售股份分配按下文「定價及分配」所載「累計投標」程序進行，取決於多項因素，包括需求水平及時間、有關投資者於有關行業的投資資產或股本資產總額，以及預期有關投資者於上市後會否持有或出售H股。有關分配旨在進行H股分派以建立穩固的股東基礎，符合本公司及股東的整體利益。

全球發售的架構

聯席代表(為其本身及代表包銷商)可要求任何已根據國際發售獲得發售股份並根據香港公開發售提出申請的投資者向聯席代表(為其本身及代表包銷商)提供充分數據,以便識別投資者對香港公開發售提出的有關申請,以確保將該等申請從香港公開發售的發售股份申請中剔除。

重新分配

根據國際發售發行的發售股份總數,可能因上文「香港公開發售—重新分配」中所述重新分配安排及/或任何原本包括在香港公開發售的未獲認購發售股份之重新分配而改變。

定價及分配

釐定發售價

國際包銷商將收集有意投資者對於購入國際發售中的發售股份的踴躍程度。有意專業及機構投資者須列明彼等準備以不同價格或特定價格購入國際發售中的發售股份數目。該程序稱為「累計投標」,預計將持續直至遞交香港公開發售申請截止日期為止並於該日或前後停止。

全球發售中各項發售的發售股份定價將由聯席代表(為其本身及代表包銷商)與本公司於定價日(預期於二零二五年一月七日(星期二)或前後)協定,而根據各項發售將予分配的發售股份數目將於其後不久釐定。

發售價範圍

香港公開發售項下每股發售股份的發售價將與國際發售每股發售股份的發售價相同,發售價乃根據由聯席代表(為其本身及代表包銷商)及本公司所釐定的每股發售股份的港元價格釐定。

除下文所詳述本公司於截止遞交香港公開發售申請當日(即二零二五年一月六日(星期一))的上午前另行發佈外,發售價不會高於每股發售股份39.8港元,且預期不會低於每股發售股份31.8港元。有意投資者謹請注意,定價日釐定的發售價可能(儘管預期不會)低於本招股章程所載指示發售價範圍。

倘本公司與聯席代表(為其本身及代表包銷商)基於任何理由未於二零二五年一月七日(星期二)中午十二時正或之前協定發售價,則全球發售不會進行,將告失效。

全球發售的架構

調低指示發售價範圍及／或調減發售股份數目

聯席代表(為其本身及代表其他包銷商)如認為適當，可根據有意認購的專業及機構投資者在累計投標過程表現的踴躍程度，經本公司同意後，於截止遞交香港公開發售申請當日上午或之前隨時調減本招股章程所載發售股份數目及／或指示發售價範圍。在此情況下，本公司將在決定作出調減後於可行情況下盡快且無論如何不遲於截止遞交香港公開發售申請當日上午於本公司網站**www.contioceangroup.com**及聯交所網站**www.hkexnews.hk**發佈調減通告及撤銷全球發售以及按修訂的發售股份數目及／或修訂的發售價重啟發售。

在下調發售股份數目及／或發售價後，我們亦將在可行情況下盡快刊發補充招股章程或新招股章程，向投資者更新全球發售項下將予提呈發售的發售股份數目及／或發售價的變動，並給予投資者至少三個營業日以考慮新資料。補充或新招股章程應至少包含以下內容：經更新(i)發售價及市值；(ii)上市時間表及包銷義務；(iii)市盈率倍數、未經審計備考及經調整有形資產淨值；及(iv)所得款項用途及根據經修訂所得款項確認營運資金充足性。

於提交香港發售股份申請前，申請人應留意，有關下調發售股份數目及／或指示性發售價範圍的任何公告可能直至根據香港公開發售遞交申請截止日期(即二零二五年一月六日(星期一))方會發出。在並無刊發任何有關補充或新招股章程的情況下，倘聯席代表(為其本身及代表包銷商)及本公司同意，發售股份數目將不會下調，及／或發售價無論如何不會定於本招股章程所述發售價範圍外。

倘因全球發售中提呈發售的發售股份數目產生變動(惟根據本招股章程所披露的重新分配機制除外)而導致發售規模發生變化，或發售價變動導致價格超出本招股章程所述指示性發售價範圍，或倘本公司知悉重大變動影響本招股章程中所載任何事項或產生重大新事項，則於本招股章程之前所發生事項的有關資料應載入本招股章程，於本招股章程刊發後及根據上市規則第11.13條規定開始買賣我們的發售股份前，本公司應取消全球發售及刊發補充招股章程或新招股章程，並隨後根據補充招股章程於FINI重新進行發售。

全球發售的架構

倘發售股份數目下調，聯席代表(為其本身及代表包銷商)可酌情重新分配香港公開發售及國際發售中將予提呈發售的發售股份數目，惟香港公開發售所包含的發售股份數目不得少於全球發售項下可供認購的發售股份總數之10%。在若干情況下，香港公開發售中提呈的發售股份及國際發售中提呈的發售股份可由聯席代表(為其本身及代表包銷商)酌情在該等發售之間重新分配。

發售價及分配基準的公告

最終發售價、國際發售的認購意向結果、香港公開發售的申請結果、香港發售股份的分配基準及分配結果預期於二零二五年一月八日(星期三)在本公司網站 www.contioceangroup.com 及聯交所網站 www.hkexnews.hk 發佈。

包銷

香港公開發售由香港包銷商根據香港包銷協議條款悉數包銷，並須待本公司與聯席代表(為其本身及代表包銷商)協議發售價後方可落實。

本公司預期於定價日或前後訂立有關國際發售的國際包銷協議。

香港包銷協議及國際包銷協議項下該等包銷安排的概述載於本招股章程「包銷」。

全球發售的條件

根據全球發售進行的所有發售股份的申請將須待下列條件達成後方可接納，其中包括：

- (a) 聯交所批准並許可根據(i)全球發售，及(ii)根據首次公開發售前購股權計劃授出的購股權獲行使後發行的H股或將發行的H股上市及買賣，且批准隨後於H股在聯交所開始買賣前尚未被撤銷；
- (b) 本公司與聯席代表(為其本身及代表包銷商)於定價日正式協議發售價；
- (c) 於定價日或前後簽立及交付國際包銷協議；及

全球發售的架構

- (d) 包銷商根據各自的包銷協議須承擔的責任成為及仍為無條件，且並無根據各自協議的條款終止。

所有上述條件均須於各包銷協議指明的日期及時間或之前達成(惟有關條件在有關日期及時間或之前獲有效豁免則除外)，且於任何情況下均不得遲於本招股章程日期後30天達成。

倘基於任何原因，本公司與聯席代表(為其本身及代表包銷商)未能於二零二五年一月七日(星期二)中午十二時正之前就發售價達成協議，國際發售將不會進行並立即失效。

香港公開發售及國際發售均須待(其中包括)對方成為無條件及沒有按各自的條款終止方算完成。

倘上述條件未能於指定時間及日期前達成或獲豁免，全球發售將告失效，並將隨即知會聯交所。本公司將於香港公開發售失效後的下一個營業日，在聯交所網站(www.hkexnews.hk)及本公司網站(www.contioceangroup.com)公佈有關該失效的通知。在此情況下，所有申請股款將按「如何申請香港發售股份 — D. 寄發／領取H股股票及退回申請股款」所載條款不計利息退還。同時，所有申請股款將存入收款銀行或根據香港法例第155章銀行業條例(經修訂)獲發牌的其他香港銀行的獨立銀行賬戶。

H股股票將僅於上市日期上午八時正成為有效所有權憑證，惟(i)全球發售已於所有方面成為無條件；及(ii)「包銷 — 包銷安排及費用 — 香港公開發售 — 終止理由」所述終止權利未獲行使。

申請在聯交所上市

我們已向聯交所申請批准我們根據全球發售及根據首次公開發售前購股權計劃授出的購股權而已發行及將予發行的H股上市及買賣。

本公司股份或借貸資本概無於任何其他證券交易所上市、報價或買賣(非H股在全國股轉系統報價除外)，我們現時及不久將來並無亦不擬尋求進行有關上市或批准買賣。

全球發售的架構

股份將合資格納入中央結算系統

於H股獲批准於聯交所上市及買賣，且本公司符合香港結算的股票收納規定，則H股將獲香港結算接納為合資格證券，自H股在聯交所開始買賣當日或香港結算選擇的任何其他日期起，可在中央結算系統內寄存、結算及交收。聯交所參與者(定義見上市規則)間的交易須於任何交易日後第二個結算日在中央結算系統內進行結算。於中央結算系統進行的所有活動，均須根據不時生效的《香港結算一般規則》及《香港結算運作程序規則》進行。投資者應向其股票經紀或其他專業顧問諮詢交收安排的詳情，因為有關安排可能影響其權利及權益。

我們已作出一切必要安排，致使H股可獲納入中央結算系統。

買賣安排

假設香港公開發售於二零二五年一月九日(星期四)上午八時正或之前在香港成為無條件，預期H股將於二零二五年一月九日(星期四)上午九時正於聯交所開始買賣。H股將以每手100股H股買賣，H股的股份代號將為2613。

如何申請香港發售股份

致香港發售股份投資者的重要提示

全電子化申請程序

我們已就香港公開發售採取全電子化申請程序。申請程序如下。

本招股章程已於聯交所網站 www.hkexnews.hk「披露易>新上市>新上市資料」及我們的網站 www.contioceangroup.com 登載。

本招股章程的內容與根據《公司(清盤及雜項條文)條例》第342C條送呈香港公司註冊處處長登記的招股章程相同。

A. 申請香港發售股份

1. 可提出申請的人士

如閣下或閣下為其利益提出申請的人士符合以下條件，可申請認購香港發售股份：

- 18歲或以上；及
- 擁有香港地址(僅就網上白表服務而言)。

除非上市規則容許或聯交所已向我們授出豁免及／或同意，否則倘閣下或閣下為其利益作出申請的任何人士為下列人士，則閣下不得申請任何香港發售股份：

- 為現有股東或緊密聯繫人；或
- 為董事、監事或其任何緊密聯繫人。

2. 申請渠道

香港公開發售期間將於二零二四年十二月三十一日(星期二)上午九時正開始，並於二零二五年一月六日(星期一)中午十二時正(香港時間)結束。

如何申請香港發售股份

閣下可使用下列其中一個申請渠道申請香港發售股份：

申請渠道	平台	目標投資者	申請時間
網上白表服務	透過網上白表服務於 www.hkeipo.hk 進行線上申請	有意收取實物H股股票的投資者。成功申請的香港發售股份將以閣下本身的名義配發及發行。	二零二四年十二月三十一日(星期二)上午九時正至二零二五年一月六日(星期一)上午十一時三十分(香港時間)。全數繳付有關申請股款的截止時間為二零二五年一月六日(星期一)中午十二時正(香港時間)。
香港結算EIPO渠道	閣下身為香港結算參與者的經紀或託管商將按照閣下的指示透過香港結算的FINI系統代表閣下提交香港結算EIPO申請。	無意收取實物H股股票的投資者。成功申請的香港發售股份將以香港結算代理人的名義配發及發行，並直接存入中央結算系統，以記存於閣下指定的香港結算參與者股份戶口。	就發出有關指示的最早及截止時間聯絡閣下的經紀或託管商，而有關指示可能因經紀或託管商而異。

網上白表服務及香港結算EIPO渠道的服務均存在能力上的限制及服務中斷的可能，閣下宜避免待到申請香港發售股份申請期的的最後日期方提出。

如何申請香港發售股份

就通過網上白表服務提出申請的人士而言，閣下一經就本身或為閣下利益而通過網上白表服務發出以申請香港發售股份的任何申請指示並完成支付相關股款，即被視為已提出實際申請。倘閣下為其利益發出電子申請指示的人士，則閣下將被視為已聲明僅為閣下的利益發出一項電子申請指示。倘閣下為他人的代理，則閣下將被視為已聲明僅發出一套為閣下作為代理的人士利益而發出的電子申請指示，而閣下已獲正式授權作為代理發出該等指示。

為免生疑問，倘根據網上白表服務發出超過一份申請指示，並取得不同付款參考編號，但並無就某特定參考編號全數繳足股款，則不構成實際申請。

倘閣下通過網上白表服務提出申請，則閣下被視為已授權網上白表服務供應商按本招股章程所載條款及條件(經網上白表服務的條款及條件補充及修訂)提出申請。

指示閣下的經紀或託管商通過香港結算EIPO渠道代表閣下申請香港發售股份後，閣下(如屬聯名申請人，則各申請人共同及個別)即被視為已指示及授權香港結算促使香港結算代理人(作為有關香港結算參與者的代名人)代表閣下申請香港發售股份，並代表閣下作出本招股章程及其任何補充文件所述的全部事項。

就通過香港結算EIPO渠道提出申請者而言，實際申請將被視為已就閣下或為閣下利益而向香港結算發出的任何申請指示而提出(在此情況下，香港結算代理人將代表閣下提出申請)，惟有關申請指示於香港公開發售截止時間前並無撤回或在其他情況下失效。

香港結算代理人僅作為閣下的代名人行事，而香港結算或香港結算代理人均毋須就香港結算或香港結算代理人代表閣下申請香港發售股份而採取的任何行動或本招股章程的任何條款及條件的任何違反對閣下或任何其他人士承擔任何責任。

如何申請香港發售股份

3. 申請所需資料

閣下須於申請時提供以下資料：

個人申請人

- 閣下的身份證明文件所示的全名²
- 身份證明文件簽發國家或司法管轄區
- 身份文件類別，按優先次序排列：
 - i. 香港身份證；或
 - ii. 國民身份證明文件；或
 - iii. 護照；及
- 身份證明文件號碼

公司申請人

- 閣下的身份證明文件所示的全名²
- 身份證明文件簽發國家或司法管轄區
- 身份文件類別，按優先次序排列：
 - i. 法人實體識別碼註冊文件；或
 - ii. 註冊成立證書；或
 - iii. 商業登記證；或
 - iv. 其他同等文件；及
- 身份證明文件號碼

附註：

1. 倘閣下通過網上白表服務提出申請，閣下須提供有效的電郵地址、聯絡電話號碼及香港地址。閣下亦須聲明閣下提供的身份資料符合下文附註2所述的規定。特別是，倘閣下無法提供香港身份證號碼，則必須確認閣下並無持有香港身份證。聯合申請人數不得超過四人。如為公司，申請人必須為個人成員。
2. 申請人必須使用其身份證明文件所示的全名。倘申請人的身份證明文件載有英文及中文名稱，則須同時使用英文及中文名稱。否則，本公司將接納英文或中文名稱。申請人須嚴格遵從其身份證明文件類別的優先次序，倘個人申請人持有有效的香港身份證，則於申請認購公開發售的股份時必須使用香港身份證號碼。同樣地，倘實體擁有法人實體識別碼，則須使用法人實體識別碼。
3. 倘申請人為受託人，則須取得上文所載受託人的客戶身份識別數據(「客戶身份識別數據」)。倘申請人為投資基金(即集體投資計劃，或CIS)，則如上文所述，則須提供資產管理公司或個別基金(如適用)的客戶身份識別數據(已於經紀開設交易賬戶)。
4. 根據市場慣例，FINI聯名賬戶持有人的最高數目^①上限為4名。

^① 倘本公司之公司章程及適用公司法有規定較低上限，則可予更改。

如何申請香港發售股份

- 倘閣下以代名人身份提出申請，則閣下必須提供：(i)身份證明文件的全名(如身份證明文件所示)、身份證明文件的簽發國家或司法管轄區、身份證明文件類別；及(ii)各實益擁有人(或如屬聯名實益擁有人，則為各聯名實益擁有人)的身份證明文件號碼。倘閣下並無填寫上述資料，則有關申請將被視為以閣下為受益人而遞交。
- 倘閣下作為非上市公司提出申請，而(i)該公司的主要業務為買賣證券；及(ii)閣下對該公司行使法定控制權，則該項申請將被視作為閣下的利益提出，而閣下須於上述申請中提供所需資料。

「非上市公司」指其股本證券並無在聯交所或任何其他證券交易所上市的公司。

「法定控制權」指閣下：

- 控制該公司董事會的組成；
- 控制該公司一半以上的投票權；或
- 持有該公司一半以上已發行股本(不包括無權參與超逾指定金額以外的利潤或資本分派的任何部分股本)。

就通過香港結算EIPO渠道提出申請並根據授權書提出申請的人士而言，我們及作為我們代理的聯席代表可酌情考慮是否按我們認為合適的任何條件(包括出示授權人士的授權證明)接納有關申請。

未能提供任何所需資料可能導致閣下的申請遭拒絕受理。

4. 獲准申請的香港發售股份數目

每手買賣單位 : 100股H股

獲准申請的香港發售股份數目及申請/成功配發時應付款項 : 香港發售股份僅可以特定每手買賣單位申請。請參閱下表有關各特定每手買賣單位的應付金額。

最高發售價為每股H股**39.8**港元。

倘閣下透過香港結算EIPO渠道提出申請，閣下須根據閣下的經紀或託管商所指定的金額(根據香港適用法例及法規釐定)為閣下的申請提供資金。

如何申請香港發售股份

指示閣下的經紀或託管商透過香港結算EIPO渠道代表閣下申請香港發售股份，即表示閣下(如屬聯名申請人，則各申請人共同及個別)被視為已指示及授權香港結算促使香港結算代理人(作為相關香港結算參與者的代名人)安排從閣下的經紀或託管商於指定銀行的相關代名人銀行賬戶中扣除款項，以支付最終發售價、經紀佣金、證監會交易徵費、聯交所交易費及會財局交易徵費。

倘閣下透過網上白表服務提出申請，閣下可參閱下表有關就閣下所選擇股份數目應付款項。閣下須於申請香港發售股份時悉數支付各自的應付金額。

申請認購 的香港發售 股份數目	申請/獲	申請認購 的香港發售 股份數目	申請/獲	申請認購 的香港發售 股份數目	申請/獲	申請認購 的香港發售 股份數目	申請/獲
	成功分配 時應付的 最高金額 ⁽²⁾		成功分配 時應付的 最高金額 ⁽²⁾		成功分配 時應付的 最高金額 ⁽²⁾		成功分配 時應付的 最高金額 ⁽²⁾
	港元		港元		港元		港元
100	4,020.14	2,000	80,402.77	10,000	402,013.84	300,000	12,060,414.90
200	8,040.27	2,500	100,503.46	20,000	804,027.65	400,000	16,080,553.20
300	12,060.41	3,000	120,604.15	30,000	1,206,041.49	500,000 ⁽¹⁾	20,100,691.50
400	16,080.55	3,500	140,704.84	40,000	1,608,055.32		
500	20,100.69	4,000	160,805.53	50,000	2,010,069.16		
600	24,120.83	4,500	180,906.23	60,000	2,412,082.98		
700	28,140.96	5,000	201,006.91	70,000	2,814,096.81		
800	32,161.11	6,000	241,208.30	80,000	3,216,110.65		
900	36,181.24	7,000	281,409.68	90,000	3,618,124.46		
1,000	40,201.38	8,000	321,611.07	100,000	4,020,138.30		
1,500	60,302.07	9,000	361,812.45	200,000	8,040,276.60		

附註：

- (1) 閣下可申請認購的香港發售股份最高數目，且此為初步提呈發售香港發售股份之50%。
- (2) 應付金額包括經紀佣金、證監會交易徵費、聯交所交易費及會財局交易徵費。倘閣下的申請獲接納，經紀佣金將支付予交易所參與者(定義見上市規則)或網上白表服務供應商(就透過網上白表服務供應商的申請渠道作出之申請而言)，而證監會交易徵費、聯交所交易費及會財局交易徵費將分別支付予證監會、聯交所及會財局。

5. 禁止重複申請

除非閣下為代名人並按本節「A. 申請香港發售股份 — 3. 申請所需的資料」一段規定在申請時提供有關投資者的資料，否則閣下或閣下的聯名申請人不得為閣下本身的利益提出超過一份申請。倘閣下疑屬遞交或安排遞交超過一份申請，閣下的所有申請將遭拒絕受理。

透過(i)網上白表服務；(ii)香港結算EIPO渠道；或(iii)同時透過兩種渠道作出的重複申請均被禁止並將遭拒絕受理。倘閣下透過網上白表服務或香港結算EIPO渠道提出申請，則閣下或閣下為其利益提出申請的人士不得進一步申請任何發售股份。

H股證券登記處會將所有申請記錄到其系統中，並根據證券登記公司總會有限公司發出的《處理重複／疑屬重複申請的最佳應用指引》(「最佳應用指引」)識別具有相同名稱、身份證明文件號碼及參考編號的疑屬重複申請。

由於申請須遵守個人資料收集聲明，顯示的身份證明文件號碼乃予以編纂。

6. 申請的條款及條件

一經通過網上白表服務或香港結算EIPO渠道申請香港發售股份，閣下(或在某些情況下將是由香港結算代理人代表閣下作出以下事項)：

- (i) 承諾簽立所有相關文件，並指示及授權我們及／或聯席代表作為我們的代理為閣下簽立任何文件，並代表閣下處理一切必要事務，以便根據公司章程的規定，以閣下或香港結算代理人的名義登記閣下獲分配的任何香港發售股份，及(倘若閣下通過香港結算EIPO渠道提出申請)代表閣下將所配發的香港發售股份直接存入中央結算系統，記存於閣下指定的香港結算參與者的股份戶口；
- (ii) 確認閣下已閱讀並了解本招股章程及網上白表服務的指定網站(或閣下與閣下經紀或託管商訂立的協議(視乎情況而定))所載的條款及條件以及申請程序，並同意受其約束；
- (iii) (倘若閣下通過香港結算EIPO渠道提出申請)同意閣下的經紀或託管商與香港結算訂立的參與者協議所載列的安排、承諾及保證，並遵從《香港結算一般規則》及《香港結算運作程序規則》發出申請香港發售股份的申請指示；

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- (iv) 確認閣下知悉本招股章程內有關發售及銷售股份的限制，而該等限制並不適用於閣下或閣下代為申請的受益人；
- (v) 確認閣下已細閱本招股章程及其任何補充文件，提出申請(或安排提出閣下的申請(視乎情況而定))時也僅依據當中載列的資料及陳述，而不會依賴任何其他資料或陳述；
- (vi) 同意本公司、聯席保薦人、聯席代表、整體協調人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人、包銷商、資本市場中介人以及彼等或本公司的各自之任何董事、高級人員、僱員、合夥人、代理人、顧問及代表，以及參與全球發售的任何其他各方(統稱「**相關人士**」)，H股證券登記處及香港結算均毋須對本招股章程以及其任何補充文件並未載列的任何資料及陳述負責；
- (vii) 同意就本節「**G. 個人資料**」— 3.目的及「4.轉交個人資料」一段項下的目的向我們、相關人士、H股證券登記處、香港結算、香港結算代理人、聯交所、證監會及任何其他法定監管機關或政府部門或遵照其他法例、規則或規定披露申請詳情及閣下的個人資料，以及任何其他可能須提供的有關閣下及閣下為其利益而提出申請人士的個人資料；
- (viii) 同意(在不影響閣下的申請(或香港結算代理人的申請(視乎情況而定))一經接納後閣下可能擁有的任何其他權利下)閣下不會因無意的失實陳述而撤銷申請；
- (ix) 同意在《公司(清盤及雜項條文)條例》第44A(6)條的規限下，由閣下或香港結算代理人代表閣下提出的申請一經接納即不可撤回，而申請獲接納與否將以H股證券登記處按本節「**B.公佈結果**」一段訂明的時間及方式公佈抽籤結果作為憑證；
- (x) 確認閣下知悉本節「**C. 閣下將不獲分配香港發售股份的情況**」一段所述的情況；
- (xi) 同意閣下的申請或香港結算代理人的申請、任何對申請的接納及由此產生的合約均受香港法例規管及按其詮釋；

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- (xii) 同意遵守《公司條例》、《公司(清盤及雜項條文)條例》、公司章程以及香港以外任何地區適用於閣下的申請的法例，且我們或相關人士一概不會因接納閣下的購買要約，或閣下在本招股章程所載的條款及條件項下的權利及責任所引致的任何行動，而違反香港境內及／或境外的任何法例；
- (xiii) 確認(a) 閣下的申請或香港結算代理人代表閣下提出的申請並非由本公司、本公司或其任何附屬公司的任何董事、最高行政人員、主要股東或現有股東或彼等的任何緊密聯繫人直接或間接出資；及(b) 閣下並非慣於亦不會慣於接收本公司、本公司或其任何附屬公司的任何董事、最高行政人員、主要股東或現有股東或彼等的任何緊密聯繫人就有關以閣下名義登記的H股或由閣下以其他方式持有的H股的收購、出售、投票表決或以其他方式進行的處置作出的指示；
- (xiv) 保證閣下提供的資料真實及準確；
- (xv) 確認閣下明白我們及聯席代表將依賴閣下的聲明及陳述，以決定是否向閣下分配任何香港發售股份，而倘若閣下作出虛假聲明，則可能被檢控；
- (xvi) 同意接納所申請數目或根據申請分配予閣下但數目較少的香港發售股份；
- (xvii) 聲明及表示此乃閣下為閣下本身或閣下為其利益而提出申請的人士所提出及擬提出的唯一申請；
- (xviii) (如本申請是為閣下本身的利益提出)保證閣下不曾亦不會為閣下的利益直接或間接向香港結算發出**電子申請指示**或透過網上白表服務供應商的申請渠道或交由作為閣下代理的任何人士或任何其他人士而提出其他申請；及
- (xix) (倘若閣下作為代理為另一人士的利益提出申請)保證(1) 閣下(作為代理或為該人士利益)或該人士或任何其他作為該人士代理的人士不曾亦不會向香港結算及網上白表服務供應商發出**電子申請指示**提出其他申請；及(2) 閣下獲正式授權作為該人士的代理代為發出**電子申請指示**。

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B. 公佈結果

分配結果

閣下可透過以下方式查詢 閣下是否獲成功分配任何香港發售股份：

平台	日期／時間
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透過網上白表服務或香港結算EIPO渠道申請：

網站	通過 www.tricor.com.hk/ipo/result 或 www.hkeipo.hk/IPOResult 「配發結果」一頁使用「按身份識別號碼搜尋」功能查閱。	24小時，由二零二五年一月八日(星期三)下午十一時正至二零二五年一月十四日(星期二)午夜十二時正(香港時間)。
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有關(i)使用網上白表服務及香港結算EIPO渠道的全部或部分成功申請；及(ii)有條件配發予彼等的香港發售股份數目的完整名單(其中包括其他事項)將於 www.hkeipo.hk/IPOResult 或 www.tricor.com.hk/ipo/result 顯示。

聯交所網站 www.hkexnews.hk 及我們的網站 www.contioceangroup.com 將提供H股證券登記處上述網站的鏈接。	不遲於二零二五年一月八日(星期三)下午十一時正(香港時間)。
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電話 + 852 3691 8488 — H股證券登記處提供的分配結果電話查詢熱線。	二零二五年一月九日(星期四)至二零二五年一月十四日(星期二)(香港時間)營業日上午九時正至下午六時正。
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倘 閣下透過香港結算EIPO渠道提出申請，則亦可由二零二五年一月七日(星期二)下午六時正(香港時間)起向 閣下的經紀或託管商查詢。香港結算參與者於二零二五年一月七日(星期二)下午六時正起全日24小時均可登錄FINI查看分配結果，如有任何資料不符，須在可行的情況下盡快知會香港結算。

分配公告

我們預期將不遲於二零二五年一月八日(星期三)下午十一時正(香港時間)前在聯交所網站 www.hkexnews.hk 及我們的網站 www.contioceangroup.com 公佈最終發售價、國際發售的踴躍程度、香港公開發售的申請認購水平及香港發售股份的分配基準的結果。

C. 閣下將不獲分配香港發售股份的情況

閣下應注意，在下列情況中，閣下或閣下為其利益提出申請的人士將不獲分配香港發售股份：

1. 倘閣下的申請遭撤回：

閣下的申請或香港結算代理人代表閣下提出的申請可根據《公司(清盤及雜項條文)條例》第44A(6)條撤回。

2. 倘我們或我們的代理行使酌情權拒絕閣下的申請：

我們、聯席代表、H股證券登記處及彼等各自的代理及代名人可全權酌情拒絕或接納任何申請，或僅接納任何部分的申請，而毋須就此提供任何理由。

3. 倘香港發售股份的分配無效：

倘聯交所並無在下列期間內批准H股上市，香港發售股份的分配即告無效：

- 截止辦理申請登記日期起計三個星期內；或
- 倘聯交所在截止辦理申請登記日期後三個星期內知會我們有關較長期間，則最多在截止辦理申請登記日期後六個星期的較長時間內。

4. 倘：

- 閣下提出重複或疑屬重複申請。有關重複申請的定義，請參閱本節「A. 申請香港發售股份—5. 禁止重複申請」一段；
- 閣下的申請指示不完整；
- 閣下並無正確付款(或確認資金，視情況而定)；
- 包銷協議並無成為無條件或被終止；
- 我們或聯席代表相信接納閣下的申請將導致其或我們違反適用的證券法或其他法例、規則或法規。

5. 倘若配發H股的股款結算失敗：

根據香港結算參與者與香港結算協定的安排，香港結算參與者須於抽籤進行前已在其指定銀行中預留充足的申請資金。香港發售股份抽籤完畢後，收款銀行會從香港結算參與者的指定銀行收取用於結算每名香港結算參與者實際獲配發的香港發售股份所需的金額。

股款有結算失敗的風險。萬一發生代表閣下結算配發H股股款的香港結算參與者(或其指定銀行)結算款項失敗的極端情況，香港結算將聯絡違約香港結算參與者及其指定銀行確定結算失敗的原因，並要求該違約香港結算參與者糾正或促使糾正結算失敗的問題。

然而，倘若上述結算責任確定未能履行，受影響的香港發售股份將重新分配至國際發售。閣下透過經紀或託管商申請的香港發售股份可能會受影響(視乎結算失敗的程度)。在極端情況下，閣下會因該香港結算參與者結算股款失敗而不獲分配任何香港發售股份。閣下若因股款結算失敗而不獲分配香港發售股份，我們、相關人士、H股證券登記處及香港結算現時及日後一概不負責。

D. 寄發／領取H股股票及退回申請股款

閣下將就香港公開發售中獲配發的全部香港發售股份獲發一張H股股票(透過香港結算EIPO渠道作出的申請所獲發的H股股票則如下文所述存入中央結算系統)。

我們不就H股發出臨時所有權文件，亦不就申請時繳付的款項發出收據。

只有在全球發售已成為無條件以及「包銷—包銷安排及開支—香港公開發售—終止理由」一節所述的終止權利未有行使的情況下，H股股票方會於上市日期上午八時正成為有效證書。投資者如在獲發H股股票前或H股股票成為有效所有權證書前基於公開分配詳情買賣H股，須自行承擔一切風險。

我們保留權利在申請股款過戶前保留任何H股股票及(如適用)任何多收申請股款。

如何申請香港發售股份

以下載列相關程序及時間：

網上白表服務

香港結算EIPO渠道

寄發／領取H股股票¹

申請認購100,000股或以上香港發售股份

親身前往H股證券登記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)領取。

H股股票將以香港結算代理人的名義發出，並存入中央結算系統，記存於閣下指定的香港結算參與者的股份戶口。

時間：二零二五年一月九日(星期四)上午九時正至下午一時正(香港時間)。

閣下毋須採取任何行動。

如閣下為個人申請人，閣下不得授權任何其他人士代為領取。如閣下為公司申請人，閣下的授權代表須攜同蓋上公司印鑑的公司授權書領取。

個人及授權代表均須於領取時出示H股證券登記處接納的身份證明文件。

附註：如沒有在指定領取時間親身領取H股股票，有關股票將以普通郵遞方式寄往有關申請指示所示地址，郵誤風險由閣下承擔。

申請少於100,000股香港發售股份

H股股票將以普通郵遞方式寄往有關申請指示所示地址，郵誤風險由閣下承擔。

日期：二零二五年一月八日(星期三)。

如何申請香港發售股份

網上白表服務

香港結算EIPO渠道

多收申請股款的退款機制

日期	二零二五年一月九日(星期四)。	視乎閣下與閣下經紀或託管商之間的安排。
責任人士	H股證券登記處。	閣下的經紀或託管商。
透過單一銀行賬戶繳付申請股款	向閣下指定的銀行賬戶發出網上白表電子自動退款指示。	閣下的經紀或託管商將根據閣下與其協定的安排向閣下指定的銀行賬戶退款。
透過多個銀行賬戶繳付申請股款	退款支票將通過普通郵遞方式寄往申請指示所示地址，郵誤風險由閣下承擔。	

¹ 除於二零二五年一月八日(星期三)上午香港懸掛八號或以上熱帶氣旋警告信號、黑色暴雨警告信號及/或極端情況導致相關H股股票無法及時寄發予香港結算外，本公司將促使H股證券登記處根據彼等協定的應急安排安排交付支持文件及H股股票。閣下可參閱本節「E. 惡劣天氣下的安排」。

E. 惡劣天氣下的安排

開始及截止辦理申請登記

倘出現以下情況，則不會於二零二五年一月六日(星期一)開始或截止辦理申請登記：

- 懸掛八號或以上熱帶氣旋警告信號；
- 黑色暴雨警告；及/或
- 極端情況，

(統稱「惡劣天氣信號」)，

於二零二五年一月六日(星期一)上午九時正至中午十二時正期間任何時間在香港生效。

有關認購申請將改於下一個營業日的上午十一時四十五分至中午十二時正開始辦理及/或於中午十二時正截止辦理，而該營業日在上午九時正至中午十二時正期間沒有惡劣天氣信號生效。

如何申請香港發售股份

有意投資者務須注意，延遲開始／截止辦理認購申請可能會令上市日期有所延誤。如本招股章程「預期時間表」一節所述的日期有變，我們會於聯交所網站 www.hkexnews.hk 及我們的網站 www.contioceangroup.com 登載經修訂時間表的公告。

倘惡劣天氣信號於二零二五年一月八日(星期三)懸掛，H股證券登記處會作出適當的安排，將H股股票發送至香港結算證券存管處的服務櫃檯，以供在二零二五年一月九日(星期四)買賣。

倘惡劣天氣信號於二零二五年一月八日(星期三)懸掛，就100,000股以下發售股份的申請而言，實物H股股票將於惡劣天氣信號除下或取消後(例如於二零二五年一月八日(星期三)下午或二零二五年一月九日(星期四)當日)且郵政服務恢復後以普通郵遞方式寄出。

倘惡劣天氣信號於二零二五年一月九日(星期四)懸掛，就100,000股或以上發售股份的申請而言，閣下可於惡劣天氣信號除下或取消後(例如於二零二五年一月九日(星期四)下午或二零二五年一月十日(星期五)當日)前往H股證券登記處的辦事處領取實物H股股票。

有意投資者務須注意，若選擇收取以本身名義發出的實物H股股票，收到H股股票的時間或會較遲。

F. H股獲准納入中央結算系統

倘若聯交所批准H股於聯交所上市及買賣，而我們亦符合香港結算的股份收納規定，H股將獲香港結算接納為合資格證券，自H股開始買賣日期或香港結算選擇的其他日期起可在中央結算系統內寄存、結算及交收。交易所參與者之間的交易須於交易日後第二個結算日在中央結算系統進行交收。

所有在中央結算系統進行的活動均須符合不時生效的《香港結算一般規則》及《香港結算運作程序規則》。

我們已作出一切讓H股獲准納入中央結算系統所需的必要安排。

閣下應就交收安排的詳情諮詢閣下的經紀或其他專業顧問的意見，因為該等安排或會影響到閣下的權利及權益。

G. 個人資料

以下個人資料收集聲明適用於本公司、H股證券登記處、收款銀行及相關人士所收集及持有有關閣下的任何個人資料，如同其適用於香港結算代理人以外的申請人的個人資料一樣。有關個人資料可包括客戶識別編碼及閣下的身份資料。一經向香港結算發出申請指示，即等同確認閣下已閱讀、明白及同意以下個人資料收集聲明中的所有條款。

1. 個人資料收集聲明

此項個人資料收集聲明是向香港發售股份的申請人和持有人說明有關本公司及其H股證券登記處有關個人資料和香港法例第486章《個人資料(私隱)條例》方面的政策和慣例。

2. 收集閣下個人資料的原因

香港發售股份申請人及登記持有人以本身名義申請香港發售股份或轉讓或受讓香港發售股份時或尋求H股證券登記處的服務時，必須確保其向本公司或其代理及H股證券登記處提供的個人資料屬準確及最新的資料。

未能提供所要求的資料或提供不準確的資料可能導致閣下申請香港發售股份被拒或延遲，或導致本公司或H股證券登記處無法落實轉讓或提供服務。此舉也可能妨礙或延遲登記或轉讓閣下成功申請的香港發售股份及／或寄發閣下應得的H股股票。

香港發售股份申請人及持有人所提供的個人資料如有任何錯誤，須立即通知本公司及H股證券登記處。

3. 目的

閣下的個人資料可為下列目的被採用及以任何方式持有、處理及／或保存：

- 處理閣下的申請及退款支票及網上白表電子自動退款指示(如適用)、核實是否符合本招股章程載列的條款和申請程序以及公佈香港發售股份的分配結果；
- 遵守香港及其他地區的適用法律及規定；
- 以H股持有人(包括香港結算代理人(如適用))的名義登記新發行H股或轉讓或受讓H股；
- 存置或更新本公司股東名冊；

如何申請香港發售股份

- 核實H股申請人及持有人的身份以及辨識任何重複的股份申請；
- 便利香港發售股份抽籤程序；
- 確定H股持有人的受益權利，例如股息、供股和紅股等；
- 分發本公司及其附屬公司的通訊；
- 編製H股持有人的統計數據和資料；
- 披露有關資料以便就權益索償；及
- 與上述有關的任何其他附帶或相關目的及／或使本公司及H股證券登記處能履行對H股申請人及持有人及／或監管機構承擔的責任及／或H股申請人及持有人不時同意的任何其他目的。

4. 轉交個人資料

本公司及H股證券登記處所持有關於香港發售股份申請人及持有人的個人資料將會保密，但本公司及H股證券登記處可以在為達到上述任何目的之必要情況下，向下列任何人士披露、獲取或轉交(無論在香港境內或境外)有關個人資料：

- 本公司委任的代理，例如財務顧問、收款銀行和主要海外股份過戶登記處；
- 香港結算或香港結算代理人，彼等將會就根據其規則及程序，在任一情況下，提供服務或設施或執行其職能以及操作FINI及中央結算系統(包括香港發售股份申請人要求將有關股份存於中央結算系統)等目的，而使用有關個人資料及將之轉交H股證券登記處；
- 向本公司或H股證券登記處提供與其各自業務營運有關的行政、電訊、電腦、付款或其他服務的任何代理、承包商或第三方服務供應商；
- 聯交所、證監會及任何其他法定監管機關或政府部門或遵照其他法例、規則或規定(包括就聯交所執行《上市規則》及證監會執行其法定職能等目的)；及
- 香港發售股份持有人與其進行或擬進行交易的任何人士或機構，例如彼等的銀行、律師、會計師或股票經紀等。

5. 個人資料的保留

本公司及H股證券登記處將按收集個人資料所需的用途保留香港發售股份申請人及持有人的個人資料。無需保留的個人資料將會根據香港法例第486章《個人資料(私隱)條例》銷毀或處理。

6. 查閱及更正個人資料

H股發售股份申請人及持有人有權確定本公司或H股證券登記處是否持有其個人資料，並有權索取有關該資料的副本及更正任何不準確資料。本公司及H股證券登記處有權就處理任何查閱資料的要求收取合理費用。所有查閱資料或更正資料的要求應按本招股章程「公司資料」一節所披露的或不時通知的本公司及H股證券登記處註冊地址，送交本公司的聯席公司秘書或H股證券登記處的私隱事務合規主任。

以下第I-1至I-80頁為本公司申報會計師德勤•關黃陳方會計師行(香港執業會計師)發出的報告全文，以供載入本招股章程。

Deloitte.

德勤

就歷史財務資料致上海匯舸環保科技集團股份有限公司列位董事、中信證券(香港)有限公司及中國銀河國際證券(香港)有限公司的會計師報告

緒言

吾等就第I-4至I-80頁所載上海匯舸環保科技集團股份有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的歷史財務資料作出報告，該等歷史財務資料包括 貴集團於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日的綜合財務狀況表、貴公司於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日的財務狀況表，以及 貴集團截至二零二三年十二月三十一日止三個年度各年以及截至二零二四年六月三十日止六個月(「往績記錄期間」)的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表與主要會計政策資料及其他解釋資料(統稱為「歷史財務資料」)。第I-4至I-80頁所載的歷史財務資料構成本報告的組成部分，乃為載入 貴公司日期為二零二四年十二月三十一日有關 貴公司股份於香港聯合交易所有限公司(「聯交所」)主板首次上市的招股章程(「招股章程」)而編製。

董事就歷史財務資料須承擔的責任

貴公司董事須負責根據歷史財務資料附註3所載的編製及呈列基準編製真實而中肯的歷史財務資料，並對 貴公司董事認為為使歷史財務資料的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所必需的內部監控負責。

申報會計師須承擔的責任

吾等的責任為就歷史財務資料發表意見，並向 閣下報告吾等的意見。吾等根據香港會計師公會(「香港會計師公會」)頒佈的香港投資通函呈報準則第200號「投資通函內就歷史財務資料出具的會計師報告」開展工作。該準則規定吾等須遵守道德準則並規劃及執行工作，以合理確定歷史財務資料是否不存在重大錯誤陳述。

吾等的工作涉及執程序以取得有關歷史財務資料所載金額及披露的憑證。所選定的程序取決於申報會計師的判斷，包括評估由於欺詐或錯誤而導致歷史財務資料存在重大錯誤陳述的風險。於作出該等風險評估時，申報會計師會考慮與實體根據歷史財務資料附註3所載的編製及呈列基準編製真實而中肯的歷史財務資料相關的內部監控，以在有關情況下設計適當的程序，但目的並非對實體內部監控的有效性發表意見。吾等的工作亦包括評價 貴公司董事所採用的會計政策是否恰當及所作出的會計估計是否合理，以及評價歷史財務資料的整體呈列方式。

吾等相信，吾等已獲得的憑證屬充足恰當，可為吾等的意見提供基礎。

意見

吾等認為，就會計師報告而言，歷史財務資料根據歷史財務資料附註3所載的編製及呈列基準真實而中肯地反映 貴集團於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日的財務狀況、 貴公司於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日的財務狀況，以及 貴集團於往績記錄期間的財務表現及現金流量。

審閱追加期間可資比較財務資料

吾等已審閱 貴集團的追加期間可資比較財務資料，包括截至二零二三年六月三十日止六個月的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及其他說明資料（「追加期間可資比較財務資料」）。 貴公司董事負責根據歷史財務資料附註3所載的編製及呈列基準，編製及呈列追加期間可資比較財務資料。吾等的責任為根據吾等的審閱，對追加期間可資比較財務資料發表結論。吾等已根據由香港會計師公會頒佈的香港審閱委聘準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。審閱包括主要向負責財務及會計事務的人員作出查詢，並應用分析及其他審閱程序。審閱範圍遠較根據香港審計準則進行的審計為小，故吾等無法保證吾等知悉在審計過程中可能被發現的所有重大事項。因此，吾等不會發表審計意見。根據吾等的審閱，就會計師報告而言，吾等並無發現任何事項致使吾等相信，追加期間可資比較財務資料於所有重大方面並無根據歷史財務資料附註3所載的編製基準編製及呈列。

就聯交所證券上市規則及公司(清盤及雜項條文)條例項下事項出具的報告

調整事項

於編製歷史財務資料時，並未對第I-4頁所界定的相關財務報表作出任何調整。

股息

吾等提述歷史財務資料附註14，當中載有關於 貴公司就往績記錄期間宣派及派付股息的資料。

德勤•關黃陳方會計師行

執業會計師

香港

二零二四年十二月三十一日

貴集團的歷史財務資料

編製歷史財務資料

下文載列構成本會計師報告組成部分的歷史財務資料。

貴集團於往績記錄期間的綜合財務報表(歷史財務資料以此為基準)乃根據與國際會計準則理事會(「國際會計準則理事會」)頒佈的國際財務報告準則(「國際財務報告準則」)一致的會計政策編製，並經吾等根據香港會計師公會頒佈的香港審計準則審核(「相關財務報表」)。

歷史財務資料以人民幣(「人民幣」)呈列，除另有指明外，所有數值均約整至最接近千位(「人民幣千元」)。

綜合損益及其他全面收益表

	附註	截至十二月三十一日止年度			截至六月三十日止六個月	
		二零二一年 人民幣千元	二零二二年 人民幣千元	二零二三年 人民幣千元	二零二三年 人民幣千元 (未經審核)	二零二四年 人民幣千元
收益	5	140,521	267,233	510,255	219,556	336,466
銷售成本		(93,012)	(167,151)	(268,518)	(118,378)	(193,684)
毛利		47,509	100,082	241,737	101,178	142,782
其他收入	7	2,233	702	3,612	1,279	2,631
其他收益及虧損	8	4,033	(5,219)	(6,576)	(7,527)	5,345
分銷及銷售開支		(13,152)	(16,188)	(27,744)	(12,163)	(20,550)
行政開支		(18,277)	(24,907)	(47,336)	(17,306)	(23,495)
研發開支		(6,526)	(9,793)	(18,929)	(5,566)	(10,148)
分佔聯營公司業績	17	—	(897)	(1,722)	(767)	—
預期信貸虧損(「預期信貸虧損」) 模型下的減值虧損，扣除撥回		(924)	(709)	(1,700)	(521)	(304)
財務成本	9	(132)	(176)	(558)	(119)	(443)
除稅前溢利	10	14,764	42,895	140,784	58,488	95,818
所得稅開支	11	(1,995)	(6,118)	(20,250)	(8,760)	(13,736)
年/期內溢利		12,769	36,777	120,534	49,728	82,082
其他全面收益(開支)						
其後可能重新分類至損益的項目：						
分佔聯營公司其他全面收益(開支)		—	117	(117)	(59)	—
換算海外業務產生的匯兌差額		(1,039)	3,445	(350)	1,485	(2,594)
年/期內其他全面(開支)收益， 扣除所得稅		(1,039)	3,562	(467)	1,426	(2,594)
年/期內全面收益總額		11,730	40,339	120,067	51,154	79,488
以下人士應佔年/期內 溢利(虧損)：						
貴公司擁有人		12,754	36,735	120,556	49,572	82,494
非控股權益		15	42	(22)	156	(412)
年/期內溢利		12,769	36,777	120,534	49,728	82,082
以下人士應佔年/期內全面 收益(開支)總額：						
貴公司擁有人		11,749	40,139	119,977	51,059	80,146
非控股權益		(19)	200	90	95	(658)
年/期內全面收益總額		11,730	40,339	120,067	51,154	79,488
每股盈利						
基本(以人民幣計)	13	0.43	1.22	4.02	1.65	2.75

綜合財務狀況表

	附註	於十二月三十一日			於
		二零二一年	二零二二年	二零二三年	六月三十日
		人民幣千元	人民幣千元	人民幣千元	二零二四年 人民幣千元
非流動資產					
物業、廠房及設備	15	54,106	51,164	49,103	48,111
使用權資產	16	9,835	8,463	9,460	8,690
於聯營公司的權益	17	—	3,236	—	—
商譽	18	—	—	8,524	8,585
其他無形資產	20	123	108	94	86
遞延稅項資產	21	1,485	2,430	3,433	2,125
購買物業、廠房及設備的 預付款項		109	217	88	36
		<u>65,658</u>	<u>65,618</u>	<u>70,702</u>	<u>67,633</u>
流動資產					
存貨	22	32,329	87,287	87,382	37,114
貿易及其他應收款項	23	89,665	83,462	88,193	82,117
合約資產	24	—	503	719	1,260
合約成本	25	—	2,930	11,900	12,382
可收回稅項		552	442	—	—
按公平值計入損益 (「按公平值計入損益」) 的金融資產		504	—	—	—
應收關聯方款項	26	8,012	—	—	—
應收董事及監事款項	12	10,121	10,907	—	—
原到期日超過三個月但 於一年內的定期存款	27	—	—	35,414	—
原到期日超過一年的 定期存款	27	—	—	10,000	10,000
受限制銀行存款	27	51,482	58,844	40,776	44,583
現金及現金等價物	27	100,082	66,723	177,414	155,634
		<u>292,747</u>	<u>311,098</u>	<u>451,798</u>	<u>343,090</u>

	附註	於十二月三十一日			於
		二零二一年	二零二二年	二零二三年	六月三十日
		人民幣千元	人民幣千元	人民幣千元	二零二四年 人民幣千元
流動負債					
貿易及其他應付款項	28	45,871	60,048	55,581	102,006
銀行借款	29	—	4,118	19,900	11,950
應付所得稅		9,097	12,081	9,934	11,800
租賃負債	30	1,171	899	1,395	1,248
撥備	31	252	503	4,539	6,643
合約負債	24	169,678	161,114	174,862	21,740
應付關聯方款項	26	14,047	275	—	—
其他流動負債		3,142	1,153	5	—
		<u>243,258</u>	<u>240,191</u>	<u>266,216</u>	<u>155,387</u>
流動資產淨值		<u>49,489</u>	<u>70,907</u>	<u>185,582</u>	<u>187,703</u>
資產總值減流動負債		<u>115,147</u>	<u>136,525</u>	<u>256,284</u>	<u>255,336</u>
資本及儲備					
股本／實繳股本	32	20,000	20,000	30,000	30,000
儲備		92,019	114,122	222,129	207,405
貴公司擁有人應佔權益		112,019	134,122	252,129	237,405
非控股權益		1,581	1,781	2,662	2,004
權益總額		<u>113,600</u>	<u>135,903</u>	<u>254,791</u>	<u>239,409</u>
非流動負債					
銀行借款	29	—	—	—	15,000
遞延稅項負債	21	80	—	—	—
租賃負債	30	1,467	622	1,493	927
		<u>1,547</u>	<u>622</u>	<u>1,493</u>	<u>15,927</u>
		<u>115,147</u>	<u>136,525</u>	<u>256,284</u>	<u>255,336</u>

貴公司的財務狀況表

	附註	於十二月三十一日			於
		二零二一年	二零二二年	二零二三年	六月三十日
		人民幣千元	人民幣千元	人民幣千元	二零二四年 人民幣千元
非流動資產					
物業、廠房及設備	15	3,243	2,404	2,450	2,522
使用權資產	16	1,878	855	2,268	1,719
於附屬公司的投資	19	45,000	45,648	46,355	56,708
其他無形資產	20	123	108	94	86
遞延稅項資產	21	10	359	450	609
購買物業、廠房及設備的 預付款項		—	130	—	36
		50,254	49,504	51,617	61,680
流動資產					
存貨	22	18,764	29,820	17,842	4,121
貿易及其他應收款項	23	68,404	170,245	131,747	111,775
合約資產	24	—	503	—	—
合約成本	25	—	2,930	2,656	238
按公平值計入損益的 金融資產		504	—	—	—
應收附屬公司款項	26	22,037	13,994	9,219	10,233
應收董事及監事款項	12	412	300	—	—
原到期日超過一年的 定期存款	27	—	—	10,000	10,000
受限制銀行存款	27	51,482	58,844	40,776	33,706
現金及現金等價物	27	19,743	15,981	84,044	54,353
		181,346	292,617	296,284	224,426

	附註	於十二月三十一日			於
		二零二一年	二零二二年	二零二三年	六月三十日
		人民幣千元	人民幣千元	人民幣千元	二零二四年 人民幣千元
流動負債					
貿易及其他應付款項	28	16,198	51,366	20,715	76,285
應付關聯方款項	26	14,000	—	—	—
應付附屬公司款項	26	—	55,992	61,603	30,988
銀行借款	29	—	—	9,900	9,950
應付所得稅		6,359	7,494	4,191	2,598
租賃負債	30	942	612	1,081	1,066
撥備	31	—	194	1,499	2,097
合約負債	24	97,880	122,534	49,109	—
其他流動負債		3,080	1,147	—	—
		138,459	239,339	148,098	122,984
流動資產淨值		42,887	53,278	148,186	101,442
資產總值減流動負債		93,141	102,782	199,803	163,122
資本及儲備					
股本／實繳股本	32	20,000	20,000	30,000	30,000
儲備	33	72,155	82,487	168,337	132,195
權益總額		92,155	102,487	198,337	162,195
非流動負債					
遞延稅項負債	21	80	—	—	—
租賃負債	30	906	295	1,466	927
		986	295	1,466	927
		93,141	102,782	199,803	163,122

綜合權益變動表

貴公司擁有人應佔

	實繳股本 人民幣千元	股本 人民幣千元 (附註32)	資本儲備 人民幣千元	股份溢價 人民幣千元	外幣換算 儲備			其他儲備 人民幣千元 (附註a)	以股份為 基礎的 付款儲備 人民幣千元	保留溢利 人民幣千元 (附註d)	小計 人民幣千元	非控股權益 人民幣千元	總計 人民幣千元
					儲備	儲備	儲備						
於二零二一年一月一日	20,000	—	8,504	—	1,591	5,037	2,071	72,986	110,189	427	110,616		
年內溢利	—	—	—	—	—	—	—	12,754	12,754	15	12,769		
年內其他全面開支	—	—	—	—	(1,005)	—	—	—	(1,005)	(34)	(1,039)		
年內全面(開支)收益總額	—	—	—	—	(1,005)	—	—	12,754	11,749	(19)	11,730		
非控股股東注資	—	—	—	—	—	—	—	—	—	1,173	1,173		
轉撥至盈餘儲備	—	—	—	—	—	851	—	(851)	—	—	—		
向股東分派	—	—	—	—	—	—	—	(11,000)	(11,000)	—	(11,000)		
安全基金盈餘儲備撥備	—	—	—	—	—	832	—	(832)	—	—	—		
動用安全基金盈餘儲備	—	—	—	—	—	(47)	—	47	—	—	—		
視作向股東分派(附註b)	—	—	(48)	—	—	—	—	—	—	(48)	—		
確認以權益結算以股份為基礎的付款 (附註34)	—	—	—	—	—	—	1,129	—	—	1,129	—	1,129	
於二零二一年十二月三十一日	20,000	—	8,456	—	586	6,673	3,200	73,104	112,019	1,581	113,600		
年內溢利	—	—	—	—	—	—	—	36,735	36,735	42	36,777		
年內其他全面收益	—	—	—	—	3,404	—	—	—	3,404	158	3,562		
年內全面收益總額	—	—	—	—	3,404	—	—	36,735	40,139	200	40,339		
確認以權益結算以股份為基礎的付款 (附註34)	—	—	—	—	—	—	2,166	—	—	—	2,166		
轉撥至盈餘儲備	—	—	—	—	—	2,817	—	(2,817)	—	—	—		
向股東分派	—	—	—	—	—	—	—	(20,000)	(20,000)	—	(20,000)		
安全基金盈餘儲備撥備	—	—	—	—	—	624	—	(624)	—	—	—		
動用安全基金盈餘儲備	—	—	—	—	—	(263)	—	263	—	—	—		
改制為股份有限公司	(20,000)	20,000	(8,456)	45,661	—	(5,422)	—	(31,783)	—	—	—		
視作向股東分派(附註b)	—	—	—	(202)	—	—	—	—	(202)	—	(202)		

貴公司擁有人應佔

	實總股本 人民幣千元	股本 人民幣千元 (附註32)	資本儲備 人民幣千元	股份溢價 人民幣千元	外幣換算 儲備 人民幣千元	其他儲備 人民幣千元 (附註a)	以股份為 基礎的 付款儲備 人民幣千元	保留溢利 人民幣千元 (附註d)	小計 人民幣千元	非控股權益 人民幣千元	總計 人民幣千元
於二零二二年十二月三十一日	—	20,000	—	45,459	3,990	4,429	5,366	54,878	134,122	1,781	135,903
年內溢利(虧損)	—	—	—	—	—	—	—	120,556	120,556	(22)	120,534
年內其他全面(開支)收益	—	—	—	—	(579)	—	—	—	(579)	112	(467)
年內全面(開支)收益總額	—	—	—	—	(579)	—	—	120,556	119,977	90	120,067
收購附屬公司(附註39)	—	—	—	—	—	—	—	—	—	791	791
確認以權益結算以股份為基礎的付款 (附註34)	—	—	—	—	—	—	7,036	—	7,036	—	7,036
轉撥至盈餘儲備	—	—	—	—	—	9,381	—	(9,381)	—	—	—
向股東分派	—	—	—	—	—	—	—	(5,000)	(5,000)	—	(5,000)
安全基金盈餘儲備撥備	—	—	—	—	—	1,175	—	(1,175)	—	—	—
動用安全基金盈餘儲備	—	—	—	—	—	(509)	—	509	—	—	—
股份溢價轉為股本	—	10,000	—	(10,000)	—	—	—	—	—	—	—
已行權受限制股份(附註34)	—	—	—	4,776	—	—	(4,776)	—	—	—	—
視作向股東分派(附註c)	—	—	—	(4,006)	—	—	—	—	(4,006)	—	(4,006)
於二零二三年十二月三十一日	—	30,000	—	36,229	3,411	14,476	7,626	160,387	252,129	2,662	254,791

貴公司擁有人應佔

	實繳股本	股本	資本儲備	股份溢價	外幣換算儲備	其他儲備	以股份為基礎的付款儲備	保留溢利	小計	非控股權益	總計
	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
於二零二四年一月一日	—	30,000	—	36,229	3,411	14,476	7,626	160,387	252,129	2,662	254,791
期內溢利(虧損)	—	—	—	—	—	—	—	82,494	82,494	(412)	82,082
期內其他全面開支	—	—	—	—	(2,348)	—	—	—	(2,348)	(246)	(2,594)
期內全面(開支)收益總額	—	—	—	—	(2,348)	—	—	82,494	80,146	(658)	79,488
確認以權益結算以股份為基礎的付款(附註34)	—	—	—	—	—	—	1,130	—	1,130	—	1,130
向股東分派	—	—	—	—	—	—	—	(96,000)	(96,000)	—	(96,000)
安全基金盈餘儲備撥備	—	—	—	—	—	752	—	(752)	—	—	—
動用安全基金盈餘儲備	—	—	—	—	—	(108)	—	108	—	—	—
於二零二四年六月三十日	—	30,000	—	36,229	1,063	15,120	8,756	146,237	237,405	2,004	239,409
於二零二三年一月一日	—	20,000	—	45,459	3,990	4,429	5,366	54,878	134,122	1,781	135,903
期內溢利	—	—	—	—	—	—	—	49,572	49,572	156	49,728
期內其他全面收益(開支)	—	—	—	—	1,487	—	—	—	1,487	(61)	1,426
期內全面收益總額	—	—	—	—	1,487	—	—	49,572	51,059	95	51,154
確認以權益結算以股份為基礎的付款(附註34)	—	—	—	—	—	—	1,130	—	1,130	—	1,130
安全基金盈餘儲備撥備	—	—	—	—	—	588	—	(588)	—	—	—
動用安全基金盈餘儲備	—	—	—	—	—	(130)	—	130	—	—	—
於二零二三年六月三十日(未經審核)	—	20,000	—	45,459	5,477	4,887	6,496	103,992	186,311	1,876	188,187

附註：

- a. 其他儲備主要包括盈餘儲備及安全基金盈餘儲備。
- b. 截至二零二一年十二月三十一日止年度，貴集團以代價人民幣48,000元向周洋先生、趙明珠先生及陳志遠先生收購ContiOcean Pte. Ltd. (「**ContiOcean Singapore**」)之全部股權，彼等根據於二零二二年十月十三日訂立的一致行動人協議書一致行動，並確認自貴公司成立以來一直存在該一致行動安排(「**控股股東**」)。貴集團於截至二零二二年十二月三十一日止年度以代價人民幣202,000元向控股股東收購ContiLashing Pte. Ltd. (「**CTL**」)的股權。CTL及ContiOcean Singapore由控股股東註冊成立並控制。收購事項根據兼併會計原則被視為共同控制下的業務合併，而代價被視為對控股股東的分配。
- c. 於二零二三年八月三十一日，貴公司無償收購Conti Marine Services Pte. Ltd. (「**CMS**」) (為控股股東控制的公司)的整個業務。收購事項根據兼併會計原則被視為共同控制下的業務合併，於收購日期貴集團未有保留的資產與負債之間的差額人民幣4,006,000元被確認為視作向控股股東分派。
- d. 截至二零二一年、二零二二年及二零二三年十二月三十一日以及二零二三年及二零二四年六月三十日，保留盈利為人民幣406,000元、人民幣1,265,000元、人民幣1,463,000元、人民幣1,265,000元(未經審核)、人民幣1,463,000元，為一間附屬公司的盈餘儲備，不可分派。

綜合現金流量表

	截至十二月三十一日止年度			截至六月三十日 止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元 (未經審核)	人民幣千元
經營活動					
除稅前溢利	14,764	42,895	140,784	58,488	95,818
就下列各項作出調整：					
利息收入	(47)	(278)	(845)	(491)	(2,435)
借款利息開支	—	80	442	95	387
租賃負債開支	132	96	116	24	56
物業、廠房及設備折舊	2,198	3,744	4,343	2,442	3,223
使用權資產折舊	1,247	1,245	1,430	478	764
其他無形資產攤銷	15	15	14	7	8
分佔聯營公司業績	—	897	1,722	767	—
按公平值計入損益的 金融資產公平值變動 產生的(收益)虧損	(1,608)	1,560	127	197	—
減值虧損，扣除撥回—金融 資產及預期信貸虧損項下 其他項目	924	709	1,700	521	304
存貨撥備	—	463	2,352	211	394
視作出售於聯營公司的 投資收益	—	—	(4,794)	—	—
外匯虧損(收益)淨額	1,341	(3,593)	(1,723)	(1,351)	(3,777)
提前終止租賃安排的收益	—	(16)	(55)	—	—
出售設備的虧損	—	—	—	—	121
以股份為基礎的付款開支	1,129	2,166	7,036	1,130	1,130
營運資金變動前的經營 現金流量	20,095	49,983	152,649	62,518	95,993
合約成本增加	—	(2,930)	(8,970)	(4,309)	(482)
合約資產(增加)減少	—	(530)	421	—	(602)
貿易及其他應收款項 (增加)減少	(35,884)	4,241	1,104	(30,778)	8,625
受限制銀行存款(增加)減少	(50,474)	(8,370)	18,068	84	(3,807)
撥備增加	252	251	4,036	2,342	2,104
貿易及其他應付款項以及 其他流動負債增加(減少)	2,801	14,405	(5,465)	2,403	(1,978)
合約負債增加(減少)	39,825	(8,564)	13,752	48,393	(153,122)
存貨(增加)減少	(22,528)	(54,821)	(1,993)	(5,723)	48,941
經營(所用)所得現金 已付所得稅	(45,913) (852)	(6,335) (4,050)	173,602 (22,495)	74,930 (12,040)	(4,328) (10,580)
經營活動(所用)所得現金淨額	<u>(46,765)</u>	<u>(10,385)</u>	<u>151,107</u>	<u>62,890</u>	<u>(14,908)</u>

	截至十二月三十一日止年度			截至六月三十日 止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	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
				(未經審核)	
投資活動					
已收利息	47	278	845	491	2,435
已付租賃按金	—	(337)	(356)	(310)	—
退回租賃按金	3	572	484	—	—
購買物業、廠房及設備	(20,822)	(3,688)	(3,467)	(1,709)	(1,470)
出售物業、廠房及設備的 所得款項	—	—	—	—	90
購買無形資產	—	—	(8,379)	(8,379)	—
購買按公平值計入損益的 金融資產	(172,500)	(6,351)	(30,000)	(10,000)	—
收購附屬公司的現金流出/ 現金預付淨額	—	—	(2,307)	(1,660)	—
出售按公平值計入損益的金融 資產後收取的所得款項	226,800	5,294	29,873	9,803	—
存放受限制銀行存款	(1,008)	—	—	—	—
提取受限制銀行存款	—	1,008	—	—	—
收購於聯營公司的投資	—	(4,016)	—	—	—
提取定期存款	—	—	—	—	35,414
存放定期存款	—	—	(45,414)	(10,000)	—
投資活動所得(所用)現金淨額	32,520	(7,240)	(58,721)	(21,764)	36,469
融資活動					
償還租賃負債	(1,288)	(1,024)	(1,175)	(435)	(727)
收購共同控制下的附屬公司的 現金流出淨額	(1,000)	(14,000)	(281)	(281)	—
視作向股東分派的現金流出 淨額	—	—	(2,480)	—	—
銀行借款所得款項	—	4,118	35,818	28,877	26,950
償還銀行借款	—	—	(20,036)	(4,118)	(19,900)
已付銀行利息	—	(80)	(442)	(95)	(387)
投資者所得款項	173	8,271	10,528	10,392	—
非控股股東所得款項	1,173	—	—	—	—
已付遞延發行成本	—	—	—	—	(1,887)
已付股息	(11,000)	(20,000)	(5,000)	—	(48,000)
融資活動(所用)所得現金淨額	(11,942)	(22,715)	16,932	34,340	(43,951)
現金及現金等價物(減少)增加 淨額	(6,364)	(24,665)	109,318	75,466	(22,390)
年/期初現金及現金等價物	128,688	100,082	66,723	66,723	177,414
匯率變動影響	(2,419)	6,981	1,373	403	610
年/期末現金及現金等價物總額	100,082	66,723	177,414	142,592	155,634

1. 一般資料

貴公司於二零一七年五月三十一日在中華人民共和國(「中國」)成立為有限責任公司。於二零二二年十二月二十八日，貴公司根據中國公司法改制為股份有限公司。貴集團非H股於二零二四年二月在全國中小企業股份轉讓系統(「全國股轉系統」)報價(股份代號：874207.NQ)。貴公司註冊辦事處及主要營業地點的各自地址載於招股章程「公司資料」一節。於本報告日期，貴公司由控股股東控制。

貴集團為船舶脫硫系統、船舶節能裝置、船舶清潔能源供應系統及海事服務供應商。附屬公司的詳情及主要業務於附註40披露。

歷史財務資料以人民幣呈列，而人民幣亦為貴公司的功能貨幣。

2. 應用新訂國際財務報告準則及其修訂本

為編製於往績記錄期間的歷史財務資料，貴集團已於整個往績記錄期間貫徹應用國際會計準則理事會頒佈的國際會計準則(「國際會計準則」)、國際財務報告準則及修訂本，該等準則及修訂本自貴集團於二零二四年一月一日開始的財政年度生效。

已頒佈但尚未生效的新訂國際財務報告準則及其修訂本

於本報告日期，貴集團尚未提早應用下列已頒佈但尚未生效的新訂國際財務報告準則及其修訂本：

國際財務報告準則第9號及 國際財務報告準則第7號(修訂本)	對金融工具分類及計量的修訂 ³
國際財務報告準則第10號及 國際會計準則第28號(修訂本)	投資者及其聯營公司或合營企業之間的資產出售或 注資 ¹
國際財務報告準則會計準則(修訂本)	國際財務報告準則會計準則的年度改進—第11卷 ³
國際會計準則第21號(修訂本)	缺乏可兌換性 ²
國際財務報告準則第18號	財務報表的呈列及披露 ⁴

¹ 於待定日期或之後開始的年度期間生效。

² 於二零二五年一月一日或之後開始的年度期間生效。

³ 於二零二六年一月一日或之後開始的年度期間生效。

⁴ 於二零二七年一月一日或之後開始的年度期間生效。

應用國際財務報告準則第18號對貴集團的財務狀況及表現並無影響，惟對綜合損益及其他全面收益表的呈列方式造成影響。除國際財務報告準則第18號外，貴公司董事預計，應用該等國際財務報告準則修訂本將不會對貴集團於可預見將來的財務狀況及表現造成重大影響。

3. 歷史財務資料的編製及呈列基準及重大會計政策資料

3.1 歷史財務資料的編製及呈列基準

歷史財務資料乃根據國際會計準則理事會頒佈的國際財務報告準則及適用於共同控制項下的業務合併(詳情載於下文)的合併會計慣例編製。就編製歷史財務資料而言,倘合理預期有關資料會影響主要使用者作出的決定,則該資料被視為重大。此外,歷史財務資料包括香港聯合交易所有限公司證券上市規則(「上市規則」)及香港公司條例規定的適用披露。

於往績記錄期間,貴公司收購CTL及ContiOcean Singapore各自全部股權。此外,貴公司收購CMS的整個業務。由於CTL、ContiOcean Singapore及CMS由控股股東註冊成立及控制,有關業務收購按合併會計原則作為共同控制下的業務合併入賬。因此,在編製歷史財務資料時,乃假定貴公司自CTL、ContiOcean Singapore及CMS註冊成立以來一直控制著各實體。

貴公司截至二零二一年、二零二二年及二零二三年十二月三十一日止年度各年的法定財務報表乃根據中國企業會計準則(「中國企業會計準則」)編製,並由中國註冊執業會計師中興財光華會計師事務所(特殊普通合伙)審核。

3.2 重大會計政策資料

綜合入賬基準

歷史財務資料包括貴公司及由貴公司控制的實體以及其附屬公司的財務報表。當貴公司符合以下情況時,即取得控制權:

- 擁有對投資對象的權力;
- 因參與投資對象的業務而可獲得或有權獲得可變回報;及
- 有能力藉行使其權力而影響其回報。

倘事實及情況顯示上文所列控制權三個因素中的一個或以上發生變化,則貴集團會重新評估其是否控制投資對象。

附屬公司的綜合入賬於貴集團取得對附屬公司的控制權時開始,並於貴集團失去對附屬公司的控制權時終止。具體而言,年內收購或出售的附屬公司的收入及開支會於貴集團取得控制權當日起計入綜合損益及其他全面收益表,直至貴集團對附屬公司的控制權終止當日為止。

損益及其他全面收益的每個項目均歸屬於貴公司擁有人及非控股權益。附屬公司的全面收益總額歸屬於貴公司擁有人及非控股權益,即使這會導致非控股權益出現虧絀結餘。

如有需要,貴集團會對附屬公司的財務報表作出調整,以令其會計政策與貴集團的會計政策一致。

所有有關貴集團成員公司間交易的集團內公司間資產及負債、權益、收入、開支及現金流量已於綜合入賬時悉數對銷。

於附屬公司的非控股權益與貴集團於附屬公司的權益分開呈列,後者代表當前的所有權權益,賦予其持有人權利於清盤時按比例分佔相關附屬公司的資產淨值。

業務合併

業務為一組具整合性的活動及資產，包括一項投入及一項實質性過程，能共同顯著促進創造產出的能力。倘收購過程對持續產出的能力至關重要，包括對具備執行相關過程所需技能、知識或經驗的組織勞動力，或對持續產出的能力有重大貢獻並被視為屬獨特或稀缺，或在無重大成本、努力或持續產出的能力出現延遲的情況下不可取代，則該等過程被視為實質性。

除共同控制項下的業務合併外，收購業務按收購法入賬。業務合併所轉讓的代價按公平值計量，乃按收購日期 貴集團所轉讓的資產、貴集團自被收購方的前擁有人所產生的負債及 貴集團為交換被收購方的控制權而發行的權益的公平值之和計算。與收購有關的成本一般於產生時在損益中確認。

所收購的可識別資產及所承擔的負債必須符合財務報告概念框架(「概念框架」)內的資產及負債定義，惟國際會計準則第37號撥備、或然負債及或然資產或國際財務報告詮釋委員會—詮釋第21號徵費範圍內的交易及事件除外，在此情況下，貴集團應用國際會計準則第37號或國際財務報告詮釋委員會—詮釋第21號(而非概念框架)以識別其在業務合併中承擔的負債。或然資產不予確認。

於收購日期，所收購的可識別資產及所承擔的負債按其公平值確認，惟以下各項除外：

- 遞延稅項資產或負債以及與僱員福利安排有關的資產或負債分別根據國際會計準則第12號所得稅及國際會計準則第19號僱員福利確認及計量；
- 根據國際財務報告準則第5號持作出售的非流動資產及已終止經營業務分類為持作出售的資產(或出售組別)根據該準則計量；及
- 租賃負債按剩餘租賃付款(定義見國際財務報告準則第16號)的現值確認及計量，猶如所收購的租賃於收購日期為新租賃，惟(a)租賃期於收購日期起計12個月內終止；或(b)相關資產為低價值的租賃除外。使用權資產按與相關租賃負債相同的金額確認及計量，並進行調整以反映與市場條款相比租賃的有利或不利條款。

商譽按所轉讓的代價、於被收購方中的任何非控股權益金額及收購方先前持有的被收購方股權的公平值(如有)之和超出所收購的可識別資產及所承擔的負債於收購日期的淨額部分計量。倘經過重新評估後，所收購的可識別資產及所承擔的負債淨額超出所轉讓的代價、於被收購方中的任何非控股權益金額及收購方先前持有的被收購方權益的公平值(如有)之和，則超出部分即時於損益中確認為議價購買收益。

非控股權益(即現時所有權權益及在清盤情況下賦予其持有人權利按比例分佔相關附屬公司的資產淨值)初步按非控股權益分佔被收購方可識別資產淨值的已確認金額比例計量。

當業務合併分階段達成時，貴集團先前持有的被收購方股權會於收購日期(即 貴集團取得控制權之日)重新計量至公平值，並將因此產生的收益或虧損(如有)於損益或其他全面收益(如適用)中確認。於收購日期前在其他全面收益中確認並根據國際財務報告準則第9號計量的被收購方權益所產生的金額，將按 貴集團直接出售先前持有的股權時所規定的相同基準入賬。

涉及共同控制項下企業的業務合併的合併會計處理

歷史財務資料包括發生共同控制合併的合併業務的財務報表項目，猶如其自該等合併業務首次受控制方控制當日起合併。

合併業務的資產淨值乃按控制方的現有賬面值綜合入賬。於發生共同控制合併時，概不確認任何有關商譽或議價購買收益的金額。

綜合損益及其他全面收益表包括各合併業務自最早呈列日期起或自合併業務首次受共同控制之日起(以較短者為準)的業績。

商譽

收購業務所產生的商譽按於收購業務日期確立的成本(見上文會計政策)減累計減值虧損(如有)列賬。

就減值測試而言，商譽會被分配至預期受惠於合併協同效益的 貴集團各現金產生單位(「現金產生單位」)(或現金產生單位組別)，即就內部管理目的監控商譽的最低水平且不超過經營分部。

獲分配商譽的現金產生單位(或現金產生單位組別)會每年進行減值測試，或於單位可能出現減值跡象時更頻繁地進行減值測試。就於報告期間因收購產生的商譽而言，獲分配商譽的現金產生單位(或現金產生單位組別)會於報告期末前進行減值測試。倘可收回金額低於其賬面值，則首先分配減值虧損以減少任何商譽的賬面值，然後基於有關單位(或現金產生單位組別)內各資產的賬面值按比例分配至其他資產。

於出售相關現金產生單位時，在釐定出售溢利或虧損金額時計入商譽應佔金額(或 貴集團監控商譽的現金產生單位組別內的任何現金產生單位)。當 貴集團出售現金產生單位(或現金產生單位組別)內的業務時，所出售的商譽金額按所出售的現金產生單位與所保留的現金產生單位(或現金產生單位組別)部分的相對價值計量。

貴集團有關收購聯營公司產生的商譽的政策於下文描述。

於聯營公司的投資

聯營公司為 貴集團擁有重大影響力的實體。重大影響力指有權參與投資對象的財務及經營政策決策，而非控制或共同控制該等政策的權力。

聯營公司的業績及資產與負債以權益會計法載入歷史財務資料。用於權益會計用途的聯營公司財務報表乃採用與 貴集團在類似情況下發生的類似交易及事件的統一會計政策編製。根據權益法，於聯營公司的投資初步按成本於綜合財務狀況表中確認，並於其後作出調整以確認 貴集團分佔聯營公司損益及其他全面收益。當 貴集團分佔聯營公司虧損超出 貴集團於該聯營公司的權益(包括實質上構成 貴集團於該聯營公司的投資淨額一部分的任何長期權益)時， 貴集團不再確認其分佔進一步虧損。僅在 貴集團已招致法定或推定責任或代表該聯營公司作出付款的情況下確認額外虧損。

自投資對象成為聯營公司當日起，於聯營公司的投資以權益法入賬。收購於聯營公司的投資時，投資成本超出 貴集團分佔該投資對象的可識別資產及負債的公平值淨額的任何部分確認為商譽，並計入該投資的賬面值內。 貴集團分佔可識別資產及負債的公平淨值超出投資成本的任何部分，於重新評估後即時於投資被收購期間在損益中確認。

貴集團評估是否存在於聯營公司的權益可能出現減值的客觀證據。當存在任何客觀證據時，投資(包括商譽)的全部賬面值根據國際會計準則第36號作為一項單項資產通過將其可收回金額(使用價值與公平值減出售成本的較高者)與其賬面值進行比較來進行減值測試。任何已確認的減值虧損均不分配至構成該投資賬面值一部分的任何資產(包括商譽)。該減值虧損的任何撥回根據國際會計準則第36號確認，惟以隨後增加的可收回投資金額為限。

倘 貴集團對聯營公司不再有重大影響力，則入賬列作出售投資對象的全部權益，所得收益或虧損於損益中確認。

當集團實體與 貴集團一間聯營公司進行交易時，與該聯營公司交易所產生的溢利及虧損會於歷史財務資料確認，惟僅以該聯營公司與 貴集團無關的權益為限。

集團對不予應用權益法並構成投資對象投資淨額一部分的聯營公司長期權益，應用國際財務報告準則第9號(包括減值規定)。此外，對長期權益應用國際財務報告準則第9號時，集團不會計及根據國際會計準則第28號的規定對其賬面值作出的調整(即因根據國際會計準則第28號分配投資對象虧損或減值評估而產生的長期權益賬面值調整)。

客戶合約收益

有關 貴集團客戶合約的相關會計政策資料載於附註5、24及25。

金融工具

金融資產及金融負債於集團實體訂立工具的合約條文時予以確認。金融資產的所有常規買賣按交易日基準確認及終止確認。常規買賣指買賣要求在市場規定或慣例所定時限內交付資產的金融資產。

金融資產及金融負債初步按公平值計量，惟根據國際財務報告準則第15號初步計量的客戶合約產生的應收款項除外。收購或發行金融資產及金融負債(按公平值計入損益除外)直接應佔的交易成本於初步確認時加入金融資產或金融負債的公平值或自金融資產或金融負債的公平值扣除(如適用)。收購按公平值計入損益的金融資產直接應佔的交易成本即時於損益中確認。

實際利率法為計算金融資產或金融負債攤銷成本及就有關期間分配利息收入及利息開支的方法。實際利率為可將金融資產或金融負債於預期年期或(如適用)較短期間的估計未來現金收入及付款(包括構成實際利率整體部分的全部已付或已收費用及費率、交易成本及其他溢價或折讓)準確貼現至初步確認時的賬面淨值的利率。

金融資產

金融資產的分類及後續計量

符合以下條件的金融資產其後按攤銷成本計量：

- 金融資產於目的為收取合約現金流量的業務模式下持有；及
- 合約條款於指定日期產生僅為支付本金及未償還本金額利息的現金流量。

貴集團持有的所有其他金融資產其後按公平值計入損益計量。

攤銷成本及利息收入

就其後按攤銷成本計量的金融資產而言，利息收入乃使用實際利率法確認。利息收入乃透過對金融資產賬面總值應用實際利率計算，惟其後出現信貸減值的金融資產除外。就其後出現信貸減值的金融資產而言，自下個報告期間起，利息收入乃透過對金融資產攤銷成本應用實際利率予以確認。倘出現信貸減值的金融工具的信貸風險好轉，使金融資產不再出現信貸減值，則自釐定資產不再出現信貸減值後的報告期間開始起，利息收入透過對金融資產賬面總值應用實際利率予以確認。

按公平值計入損益的金融資產

不符合按攤銷成本或按公平值計入其他全面收益（「按公平值計入其他全面收益」）或指定為按公平值計入其他全面收益計量準則的金融資產按公平值計入損益計量。

按公平值計入損益的金融資產於各報告期末按公平值計量，任何公平值收益或虧損於損益中確認。於損益中確認的收益或虧損淨額不包括金融資產所賺取的任何股息或利息，並計入「其他收益及虧損」項目。

根據國際財務報告準則第9號金融工具（「國際財務報告準則第9號」）進行減值評估的金融資產及其他項目減值

貴集團就根據國際財務報告準則第9號進行減值評估的金融資產（包括貿易及其他應收款項、應收關聯方款項、應收董事及監事款項、銀行結餘以及定期存款）以及其他項目（合約資產）執行預期信貸虧損模型項下的減值評估。預期信貸虧損金額於各報告日期更新，以反映信貸風險自初步確認以來的變動。

全期預期信貸虧損指於相關工具的預期年內所有可能的違約事件將導致的預期信貸虧損。反之，12個月預期信貸虧損（「12個月預期信貸虧損」）則指預期於報告日期後12個月內可能發生的違約事件而導致的部分全期預期信貸虧損。評估乃根據貴集團過往信貸虧損經驗作出，並就債務人特定因素、整體經濟狀況，以及對報告日期的現狀及未來狀況預測的評估作出調整。

貴集團一直就貿易應收款項及合約資產確認全期預期信貸虧損。

就所有其他工具而言，貴集團會計量相等於12個月預期信貸虧損的虧損撥備，除非當信貸風險自初步確認以來出現顯著增加，在此情況下，貴集團會確認全期預期信貸虧損。評估是應否確認全期預期信貸虧損乃基於自初步確認以來發生違約的可能性或風險是否顯著增加。

信貸風險顯著增加

於評估信貸風險是否自初步確認以來顯著增加時，貴集團將於報告日期金融工具出現違約的風險與於初步確認日期金融工具出現違約的風險進行比較。於作出該評估時，貴集團會考慮合理及有理據支持的定量及定性資料，包括毋須付出不必要的成本或努力而可得的過往經驗及前瞻性資料。

尤其是，評估信貸風險是否顯著增加時會考慮下列資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 外部市場信貸風險指標顯著惡化，例如信貸利差顯著增加，債務人的信貸違約掉期價格；
- 預期會導致債務人履行債務責任能力顯著下降的業務、財務或經濟狀況的現有或預測不利變動；
- 債務人經營業績實際或預期顯著惡化；
- 債務人監管、經濟或技術環境的實際或預期重大不利變動，導致債務人履行其債務責任的能力顯著下降。

不論上述評估結果如何，貴集團假定倘合約付款逾期超過30天時，則信貸風險自初步確認以來已顯著增加，除非貴集團有合理及有理據支持的資料證明情況並非如此則另作別論。

儘管有前述規定，倘於報告日期釐定債務工具的信貸風險較低，則貴集團會假設該債務工具的信貸風險自初步確認以來並未顯著增加。倘i)債務工具的違約風險較低；ii)借款人短期內履行其合約現金流量責任的能力強勁；及iii)經濟及營商環境於較長期間內的不利變動可能(但未必會)降低借款人履行其合約現金流量責任的能力，則釐定債務工具的信貸風險較低。當債務工具的內部或外部信貸評級為「投資級別」(按照全球公認的定義)，則貴集團會視該債務工具的信貸風險較低。

貴集團定期監察識別信貸風險是否顯著增加所用標準的有效性，並修訂該等標準(如適用)以確保有關標準能夠在款項逾期前識別信貸風險的顯著增加。

違約的定義

就內部信貸風險管理而言，貴集團認為違約事件在內部制定或從外部來源獲得的資料顯示債務人不大可能悉數向其債權人(包括貴集團)付款(未計及貴集團所持有任何抵押品)時發生。

不論上文分析如何，貴集團認為，當金融資產逾期超過90天時，即屬發生違約，除非貴集團有合理及有理據支持的資料證明較寬鬆的違約標準更為適用則另作別論。

出現信貸減值的金融資產

當發生一項或多項對該金融資產估計未來現金流量有不利影響的事件時，即該金融資產出現信貸減值。金融資產出現信貸減值的證據包括有關下列事件的可觀察數據：

- (a) 發行人或借款人陷入財務困難；
- (b) 違反合約，如違約或逾期事件；
- (c) 借款人的貸款人因有關借款人陷入財務困難的經濟或合約理由而向借款人授出貸款人不會另行考慮的優惠；或
- (d) 借款人可能會破產或進行其他財務重組。

撤銷政策

當有資料顯示交易對手陷入嚴重財務困難及並無實際收回前景，例如，當交易對手被清盤或已進入破產訴訟時，或倘為貿易應收款項，則當該等款項已逾期三年以上時（以較早發生者為準），貴集團會撤銷該金融資產。根據貴集團的收回程序並考慮法律意見（如適用），所撤銷的金融資產可能仍會受執法活動所規限。撤銷構成終止確認事件。任何其後收回於損益中確認。

預期信貸虧損的計量及確認

預期信貸虧損的計量取決於違約概率、違約損失率（即違約時的虧損程度）及違約風險。評估違約概率及違約損失率乃基於經前瞻性資料調整的過往數據。預期信貸虧損的估計反映無偏倚及加權平均的金額，乃根據加權的相應違約風險釐定。貴集團採用可行權宜方法，利用撥備矩陣估計貿易應收款項的預期信貸虧損，當中已考慮過往信貸虧損經驗，並就毋須付出不必要的成本或努力而可得的前瞻性資料進行調整。

一般而言，預期信貸虧損為根據合約應付貴集團的所有合約現金流量與貴集團預期收取的所有現金流量（按初步確認時釐定的實際利率貼現）之間的差額。

貿易應收款項及合約資產的全期預期信貸虧損經考慮過往逾期資料及前瞻性宏觀經濟資料等相關信貸資料後按集體基準考慮。

為進行集體評估，貴集團於制定分組時已考慮以下特徵：

- 逾期情況；
- 債務人的性質、規模及行業；及
- 外部信貸評級（如有）。

管理層會定期檢討分組，以確保各分組的組成部分繼續享有類似信貸風險特徵。

利息收入根據金融資產的賬面總值計算，除非金融資產出現信貸減值，在此情況下，利息收入根據金融資產的攤銷成本計算。

貴集團透過虧損撥備賬調整所有金融工具的賬面值，以於損益中確認其減值收益或虧損。

外匯收益及虧損

以外幣計值的金融資產的賬面值以該外幣釐定，並按各報告期末的即期匯率換算。特別是：

- 就按攤銷成本計量且並非指定對沖關係一部分的金融資產而言，匯兌差額作為外匯收益或虧損淨額的一部分於損益內的「其他收益及虧損」項目確認；
- 就按公平值計入損益計量且並非指定對沖關係一部分的金融資產而言，匯兌差額作為金融資產公平值收益或虧損的一部分於損益內的「其他收益及虧損」項目確認。

金融負債及權益

終止確認金融資產

貴集團僅於自資產獲取現金流量的合約權利到期時，或其將金融資產及資產所有權的絕大部分風險及回報轉讓予另一實體時終止確認金融資產。

於終止確認按攤銷成本計量的金融資產時，資產的賬面值與已收及應收代價總額之間的差額會於損益中確認。

分類為債務或權益

集團實體發行的債務及股本工具乃根據合約安排的實際內容及金融負債與股本工具的定義分類為金融負債或權益。

股本工具

股本工具為證明實體於扣除其所有負債後的剩餘資產權益的任何合約。集團實體發行的股本工具按已收所得款項扣除直接發行成本後確認。

金融負債

貴集團持有的所有金融負債其後採用實際利率法按攤銷成本計量。

其後按攤銷成本計量的金融負債

金融負債(包括貿易及其他應付款項以及銀行借款)其後採用實際利率法按攤銷成本計量。

外匯收益及虧損

就以外幣計值及於各報告期末按攤銷成本計量的金融負債而言，外匯收益及虧損根據該工具的攤銷成本釐定。該等外匯收益及虧損於損益內的「其他收益及虧損」項目確認。

終止確認金融負債

貴集團於並僅於 貴集團的責任獲解除、註銷或到期時確認金融負債。已確認的金融負債賬面值與已付及應付代價之間的差額於損益中確認。

對附屬公司的投資

對附屬公司的投資以成本減去任何已識別減損虧損計入 貴公司的財務狀況表。

租賃

租賃的定義

倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合約為或包含租賃。

就首次應用國際財務報告準則第16號日期或之後訂立或修訂或由業務合併產生的合約而言，貴集團於開始時、修訂日期或收購日期(如適用)根據國際財務報告準則第16號項下的定義評估合約是否為或包含租賃。有關合約將不會被重新評估，除非該合約中的條款及條件其後被改動。

貴集團作為承租人

將代價分配至合約組成部分

就包含租賃組成部分及一個或多個額外租賃或非租賃組成部分的合約而言，貴集團會根據租賃組成部分的相對單獨價格及非租賃組成部分的總單獨價格，將合約中的代價分配至每個租賃組成部分。

非租賃組成部分與租賃組成部分分開，並透過採用其他適用準則進行會計處理。

短期租賃

貴集團就從開始日期起租賃期為12個月或更短及不包含購買選擇權的辦公室租賃應用短期租賃的確認豁免。短期租賃的租賃付款於租賃期內按直線法確認為開支。

使用權資產

使用權資產的成本包括：

- 租賃負債初步計量金額；
- 於開始日期或之前所作的任何租賃付款；
- 貴集團產生的任何初步直接成本；及
- 貴集團拆除及移除相關資產、恢復相關資產所在場地或將相關資產恢復至租賃條款及條件所規定狀況將予產生的估計成本。

使用權資產按成本計量，減任何累計折舊及減值虧損，並就租賃負債的任何重新計量作出調整。

貴集團於綜合財務狀況表內將使用權資產呈列為單獨項目。

可退回租賃按金

已支付的可退回租賃按金根據國際財務報告準則第9號進行會計處理，並初步按公平值計量。初步確認時的公平值調整被視為額外租賃付款並計入使用權資產的成本。

租賃負債

於租賃開始日期，貴集團以當日未支付的租賃付款現值確認並計量租賃負債。於計算租賃付款現值時，倘租賃隱含的利率難以釐定，則貴集團會使用租賃開始日期的增量借款利率。

租賃付款包括固定付款(包括實質固定付款)。

於開始日期後，租賃負債按累計利息及租賃付款予以調整。

貴集團於綜合財務狀況表內將租賃負債呈列為單獨項目。

租賃修訂

倘出現以下情況，則貴集團將租賃修訂作為單獨租賃入賬：

- 該項修改通過增加使用一項或多項相關資產的權利擴大租賃範圍；及
- 租賃代價增加的金額與針對擴大範圍的單獨價格及為反映特定合約的具體情況而對單獨價格作出的任何適當調整相稱。

就並不作為單獨租賃入賬的租賃修訂而言，貴集團透過使用於修訂生效日期的經修訂貼現率貼現經修訂租賃付款按經修訂租賃的租賃期重新計量租賃負債。

貴集團透過對相關使用權資產作出相應調整，對租賃負債的重新計量進行會計處理。當經修訂合約包含租賃組成部分及一個或多個額外租賃或非租賃組成部分時，貴集團會根據租賃組成部分的相對單獨價格及非租賃組成部分的總單獨價格，將經修訂合約中的代價分配至每個租賃組成部分。

外幣

於編製各個別集團實體的財務報表時，以該實體的功能貨幣以外的貨幣(外幣)進行的交易會按交易日期的現行匯率確認。於報告期末，以外幣計值的貨幣項目按該日的現行匯率重新換算。以外幣歷史成本計量的非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目時產生的匯兌差額於其產生期間在損益中確認。

為呈列歷史財務資料，貴集團海外業務的資產及負債均採用各報告期末的現行匯率換算為貴集團的呈列貨幣(即人民幣)。收入及開支項目乃按該期間的平均匯率換算，除非匯率於該期間出現大幅波動，在此情況下，使用交易日期的現行匯率換算。所產生的匯兌差額(如有)乃於其他全面收益中確認，並於外幣換算儲備項下的權益中累計(非控股權益應佔(如適用))。

於出售海外業務(即出售貴集團於海外業務的全部權益，或涉及失去對包括海外業務的附屬公司控制權的出售)時，就該業務於權益中累計的所有貴公司擁有人應佔匯兌差額均重新分類至損益。

收購海外業務所產生的可識別資產的商譽及公平值調整均視為資產及負債，並按各報告期末的現行匯率換算。所產生的匯兌差額乃於其他全面收益中確認。

僱員福利

退休福利成本

界定供款退休福利計劃的付款於僱員提供服務以享有有關供款時確認為開支。

短期僱員福利

短期僱員福利於僱員提供服務期間按預期支付福利的未貼現金額確認。所有短期僱員福利均確認為開支，除非其他國際財務報告準則規定或允許將福利計入資產成本。

於扣除已支付的任何金額後，僱員應計福利(如工資及薪金、年假及病假)確認為負債。

以股份為基礎的付款

以權益結算以股份為基礎的付款交易

向僱員授出的股份

向僱員(包括貴公司董事)作出的以權益結算以股份為基礎的付款乃於授出日期按股本工具的公平值計量。

以權益結算以股份為基礎的付款於授出日期釐定的公平值(不計及所有非市場行權條件)根據貴集團對最終將行權的股本工具估計於行權期內以直線法支銷，權益(以股份為基礎的付款儲備)亦會相應增加。於各報告期末，貴集團根據對所有相關非市場行權條件的評估修訂其對預期將行權股本工具數目的估計。修訂原有估計的影響(如有)於損益中確認，以使累計開支反映經修訂估計，並對以股份為基礎的付款儲備作出相應調整。就於授出日期即時行權的股份而言，已授出股份的公平值於損益中即時支銷。

當已授出股份行權時，先前於以股份為基礎的付款儲備中確認的金額將轉撥至股份溢價或資本儲備。

稅項

所得稅開支指即期及遞延所得稅開支的總和。

現時應付稅項乃基於該年度／期間的應課稅溢利。應課稅溢利有別於「除稅前溢利」，乃由於其他年度應課稅或可扣稅的收入或開支項目及從未課稅或扣稅的項目。貴集團的即期稅項負債採用於各報告期末前已頒佈或實質已頒佈的稅率計算。

遞延稅項根據歷史財務資料中資產及負債的賬面值與計算應課稅溢利時使用的相應稅基之間的暫時差額確認。遞延稅項負債一般會就所有應課稅暫時差額確認。遞延稅項資產一般會就所有可扣減暫時差額確認，惟以很可能有應課稅溢利可用於抵銷該等可扣減暫時差額為限。倘暫時差額因初步確認(業務合併除外)交易中的資產及負債而產生，而該交易既不影響應課稅溢利，亦不影響會計溢利，且於交易時不會產生同等的應課稅及可扣減暫時差額，則不會確認有關遞延稅項資產及負債。此外，倘暫時差額因初步確認商譽而產生，則不會確認遞延稅項負債。

遞延稅項負債乃就於附屬公司或聯營公司的投資產生的應課稅暫時差額確認，惟貴集團可控制暫時差額的撥回及暫時差額將很可能於可預見將來無法撥回除外。與有關投資及權益相關的可扣減暫時差額產生的遞延稅項資產僅於可能將有足夠應課稅溢利以確認暫時差額的利益且預期將於可預見將來撥回時方可確認。

遞延稅項資產的賬面值會於各報告期末作出評估，並於不再可能有足夠應課稅溢利可動用以令全部或部分資產得以收回時作出調減。

遞延稅項資產及負債乃根據於各報告期末前已頒佈或實質已頒佈的稅率(及稅法)按預期將於清償負債或確認資產的期間應用的稅率計量。

遞延稅項負債及資產的計量反映貴集團預期將於各報告期末收回或清償其資產及負債賬面值的方式所產生的稅務後果。

為計量貴集團確認使用權資產及有關租賃負債的租賃交易的遞延稅項，貴集團首先釐定稅項扣減是否歸屬於使用權資產或租賃負債。

就稅項扣減歸屬於租賃負債的租賃交易而言，貴集團分別就租賃負債及有關資產應用國際會計準則第12號的規定。倘很可能有應課稅溢利可用於抵銷可扣減暫時差額，則貴集團會確認與租賃負債有關的遞延稅項資產，並就所有應課稅暫時差額確認遞延稅項負債。

遞延稅項資產及負債可在有合法執行權利將即期稅項資產及即期稅項負債抵銷，且其與同一課稅機關向同一課稅實體徵收的所得稅有關時予以抵銷。

即期及遞延稅項於損益中確認，惟與於其他全面收益或直接於權益中確認的項目有關者除外，在該情況下，即期及遞延稅項亦分別於其他全面收益或直接於權益中確認。當業務合併的初步會計處理產生即期稅項或遞延稅項時，該稅務影響計入業務合併的會計處理。

物業、廠房及設備

物業、廠房及設備為持作用於生產或提供貨品或服務或作行政用途的有形資產(下文所述的在建工程除外)。物業、廠房及設備乃按成本減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表列賬。

正在建設用於生產、供應或行政用途的物業、廠房及設備乃按成本減任何已確認減值虧損列賬。成本包括使資產達到能夠按照管理層擬定的方式開展經營所必要的位置及條件而直接產生的任何成本及(就合資格資產而言)根據 貴集團會計政策資本化的借款成本。

該等資產按與其他物業資產相同的基準於資產可投入作擬定用途時開始計提折舊。

折舊乃按直線法於資產(在建工程除外)估計可使用年期撇銷其成本減其剩餘價值確認。估計可使用年期、剩餘價值及折舊方法會於各報告期末檢討，而任何估計變動的影響按預期基準入賬。

物業、廠房及設備項目於出售或當預期持續使用該資產不再產生未來經濟利益時終止確認。出售或廢棄物業、廠房及設備項目產生的任何收益或虧損按出售所得款項與資產賬面值之間的差額釐定，並於損益中確認。

無形資產**單獨收購的無形資產**

單獨收購具有有限可使用年期的無形資產乃按成本減累計攤銷及任何累計減值虧損列賬。具有有限可使用年期的無形資產攤銷乃按直線法於其估計可使用年期確認。估計可使用年期及攤銷方法會於各報告期末檢討，而任何估計變動的影響按預期基準入賬。

內部產生的無形資產 — 研發支出

研究活動支出於其產生期間確認為開支。

開發活動(或內部項目的開發階段)所引致的內部產生的無形資產只會在以下各項全被證實的情況下確認：

- 完成無形資產以使其可供使用或出售的技術可行性；
- 意圖完成無形資產，並加以使用或銷售；
- 有能力使用或出售無形資產；
- 無形資產將如何產生潛在未來經濟利益；
- 有足夠技術、財務及其他資源以完成開發及使用或出售無形資產；及
- 有能力可靠計量無形資產於開發時應佔支出。

就內部產生的無形資產初步確認的金額為自該無形資產於首次符合上列確認標準之日起產生的支出總額。倘未能確認內部產生的無形資產，則開發支出於其產生期間在損益中確認。

於初步確認後，內部產生的無形資產按與單獨收購的無形資產相同的基準以成本減累計攤銷及累計減值虧損(如有)呈報。

物業、廠房及設備、使用權資產、合約成本及無形資產(商譽除外)減值

於各報告期末，貴集團審閱其物業、廠房及設備、使用權資產、具有有限可使用年期的無形資產及合約成本的賬面值，以釐定是否有任何跡象顯示該等資產已發生減值虧損。倘存在任何有關跡象，則會估計相關資產的可收回金額，以釐定減值虧損的程度(如有)。

物業、廠房及設備、使用權資產及無形資產的可收回金額會單獨估計。倘無法個別估計可收回金額，則貴集團會估計該資產所屬現金產生單位的可收回金額。

就現金產生單位進行減值測試時，倘可設立合理及一致的分配基準，則企業資產分配至相關現金產生單位，否則分配至可設立合理及一致分配基準的最小現金產生單位組別。可收回金額就企業資產所屬現金產生單位或現金產生單位組別釐定，並與相關現金產生單位或現金產生單位組別的賬面值進行比較。

於貴集團確認根據國際財務報告準則第15號資本化為合約成本的資產的減值虧損前，貴集團會根據適用準則評估及確認與相關合約有關的其他資產的任何減值虧損。其後，倘賬面值超過貴集團預期將收取以換取有關貨品或服務的剩餘代價金額減與提供該等貨品或服務直接有關但尚未確認為開支的成本，則確認資本化為合約成本的資產的減值虧損(如有)。資本化為合約成本的資產其後計入所屬現金產生單位的賬面值，以評估該現金產生單位的減值。

可收回金額為公平值減出售成本與使用價值兩者中的較高者。於評估使用價值時，估計未來現金流量採用稅前貼現率(反映當時市場對貨幣時間價值及資產(或現金產生單位)特定風險的評估)貼現至其現值，而未來現金流量的估計並未就其作出調整。

倘資產(或現金產生單位)的可收回金額估計將少於賬面值，則資產(或現金產生單位)的賬面值會減少至其可收回金額。就無法按合理及一致的基準分配至現金產生單位的企業資產或部分企業資產而言，貴集團會將現金產生單位組別的賬面值(包括分配至該等現金產生單位組別的企業資產或部分企業資產的賬面值)與該等現金產生單位組別的可收回金額進行比較。於分配減值虧損時，減值虧損首先分配以調低任何商譽的賬面值(如適用)，其後根據該單位或該等現金產生單位組別內各資產的賬面值按比例分配至其他資產。資產的賬面值不得調低至低於其公平值減出售成本(如可計量)、其使用價值(如可釐定)與零三者中的最高者。將另行分配至資產的減值虧損金額按比例分配至該單位或該等現金產生單位組別的其他資產。減值虧損會即時於損益中確認。減值虧損會即時於損益中確認。

倘減值虧損於其後撥回，則該資產(或現金產生單位或該等現金產生單位組別)的賬面值會增加至其經修訂的估計可收回金額，惟增加後的賬面值不得超出假設於過往年度並無就該資產(或現金產生單位或該等現金產生單位組別)確認減值虧損原應釐定的賬面值。減值虧損的撥回即時於損益中確認。

現金及現金等價物

於綜合財務狀況表呈列的現金及現金等價物包括：

- (a) 現金，包括手頭現金及活期存款，但不包括受監管限制導致有關結餘不再符合現金定義的銀行結餘；及
- (b) 現金等價物，包括短期(通常原到期日為三個月或以下)、高流動性、可隨時轉換為已知數額現金且價值變動風險不大的投資。現金等價物乃持有以滿足短期現金承擔，而非持作投資或其他目的。

就綜合現金流量表而言，現金及現金等價物包括上文界定的現金及現金等價物。

存貨

存貨按成本與可變現淨值兩者中的較低者列賬。存貨成本按加權平均法釐定。可變現淨值指存貨估計售價減所有估計完成成本及進行銷售所需的成本。進行銷售所需的成本包括銷售直接應佔增量成本。

撥備

倘 貴集團因過往事件而承擔現時責任(法定或推定)，而 貴集團將很可能須履行該責任，且責任金額能可靠地估計時，則確認撥備。

確認為撥備的金額乃對於報告期末時履行現時責任所需代價作出的最佳估計，當中已計及有關責任的風險及不確定性。當撥備按履行現時責任的估計現金流量計量時，其賬面值為該等現金流量的現值(倘貨幣時間價值的影響屬重大)。

保修

根據與客戶就銷售硫氧化物廢氣淨化系統訂立的相關合約，保證型保修責任的預期成本撥備於相關產品銷售日期按董事對履行 貴集團責任所需支出的最佳估計確認。

4. 關鍵會計判斷及估計不確定性的主要來源

於採用附註3所述的 貴集團會計政策時，董事須就無法從其他來源即時得知的資產及負債賬面值作出判斷、估計及假設。該等估計及相關假設乃根據過往經驗及被視為相關的其他因素作出。實際結果可能有別於該等估計。

估計及相關假設乃按持續基準審閱。倘會計估計的修訂僅影響修訂估計的期間，則該修訂於該期間確認；或倘該修訂影響當前及未來期間，則於修訂期間及未來期間確認。

估計不確定性的主要來源

下列為於報告期末就未來及其他估計不確定性的主要來源所作出的主要假設，該等假設可能具有足以導致對未來十二個月內的資產及負債賬面值作出大幅調整的重大風險。

商譽減值評估

釐定商譽是否減值需要估計獲分配商譽的現金產生單位組別的可收回金額，即使用價值或公平值減出售成本的較高者。使用價值的計算需要 貴集團估計預期自現金產生單位組別產生的未來現金流量及合適的貼現率以計算現值。倘實際未來現金流量低於預期，或事實及情況變動導致未來現金流量下調或貼現率上調，則可能出現重大減值虧損。於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，商譽的賬面值分別為零元、零元、人民幣8,524,000元及人民幣8,585,000元。

確認以股份為基礎的付款開支

以股份為基礎的薪酬開支基於根據貼現現金流量模型計算的股份獎勵公平值計量。 貴公司董事負責釐定授予董事及僱員的股份獎勵的公平值。釐定股份獎勵於授出日期的公平值所使用的主要假設包括貼現率、預期波動及無風險利率。該等假設的變動可能會對股份獎勵的公平值產生重大影響，進而影響 貴集團於歷史財務資料確認的薪酬開支金額。以股份為基礎的付款開支的詳情於附註34披露。

5. 收益

客戶合約收益分析

貴集團的收益來源分類如下：

貨品或服務類型	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	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
船舶脫硫系統	110,528	172,835	341,180	175,383	204,402
船舶節能裝置	—	14,961	58,031	16,361	22,557
船舶清潔能源供應系統	—	7,736	5,552	1,079	13,288
海事服務	29,993	71,701	105,492	26,733	96,219
	<u>140,521</u>	<u>267,233</u>	<u>510,255</u>	<u>219,556</u>	<u>336,466</u>

(i) 客戶合約的履約責任及收益確認政策

有關 貴集團履約責任及其相應收益確認政策的資料概述如下：

船舶脫硫系統、船舶節能裝置及船舶清潔能源供應系統

該等船舶設備及系統的收益來源乃個別源自客戶。每種設備及系統都涉及為客戶定制產品提供設計、製造、交付、安裝及調試以及系統測試。由於客戶無法從部分過程中獲益，因此每種設備及系統作為單一履約責任入賬。收益於定制產品的控制權已轉讓予客戶的時間點確認。當

需要進行包括調試測試和海上試航在內的性能測試時，控制權於調試完成後獲得海上試航報告時轉移，即客戶可直接使用產品且 貴集團有權對代價享有強制執行權的時間點。在其他情況下，控制權在客戶接受相關設備及系統時轉移。

海事服務

此收益來源包括向客戶提供一系列不同的服務和產品，主要包括船舶內裝服務以及集裝箱綁扎件配件相關設備及系統。

船舶內裝服務包括船舶生活區設計及裝飾，以及向客戶提供船舶設備及備件。船舶內裝服務的收益於內裝項目完成(包括交付海事設備及備件)並獲客戶接收的時間點確認，原因為於此時客戶可以控制使用海事設備及備件，而 貴集團擁有收取代價的強制執行權利。就集裝箱綁扎件相關設備及系統，其涉及按照技術規範、行業慣例或標準以及船級社規則和規例的要求設計、製造及供應產品。收益於產品控制權轉移至客戶的時間點確認。

貴集團通常要求按與客戶協定的特定百分比支付預付款項及進度款項，有關預付款項計劃導致於已承諾貨品及服務的控制權轉讓予客戶前產生合約負債。

當已確認收益超過在收益確認前收到的預付款項及進度款項時，貴集團會確認應收款項，惟倘 貴集團獲得代價的權利取決於協定期間內履行保修責任則除外。在此情況下，貴集團會確認合約資產。

與客戶訂立的合約通常包括期限為貨品或服務獲客戶接納後12至60個月的保修。此類保修屬於保證型保修，確保貨品及服務符合既定的質量標準且無法單獨購買，其並不構成單一履約責任。因此，貴集團／貴公司根據國際會計準則第37號為保修入賬。

(ii) 地理市場

貴集團按外部客戶各自營運所在國家／地區劃分的外部客戶收益如下：

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	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
中國內地	20,777	42,639	105,276	25,507	191,771
海外	119,744	224,594	404,979	194,049	144,695
	<u>140,521</u>	<u>267,233</u>	<u>510,255</u>	<u>219,556</u>	<u>336,466</u>
				(未經審核)	
收益確認時間	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	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
於某一時間點	<u>140,521</u>	<u>267,233</u>	<u>510,255</u>	<u>219,556</u>	<u>336,466</u>

(iii) 分配至客戶合約中餘下履約責任的交易價格

於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日分配至餘下履約責任(未履行或部分未履行)的交易價格分別為人民幣334,492,000元、人民幣549,066,000元、人民幣538,099,000元及人民幣431,723,000元。餘下履約責任分類如下：

貨品或服務類型	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
船舶脫硫系統	267,128	404,891	230,004	150,208
船舶節能裝置	839	16,821	36,717	39,207
船舶清潔能源供應系統	13,566	24,437	87,116	110,998
海事服務	52,959	102,917	184,262	131,310
	<u>334,492</u>	<u>549,066</u>	<u>538,099</u>	<u>431,723</u>

根據管理層截至二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日的估計，預期該等餘下履約責任將於各年／期末後三年內確認為收益。

6. 分部資料

經營分部按主要經營決策者(「主要經營決策者」)(亦識別為 貴集團首席執行官)就向各分部分配資源及評估其表現而定期審閱有關 貴集團組成部分的內部報告確定。於往績記錄期間，主要經營決策者評估 貴集團的整體經營業績及分配資源。因此，主要經營決策者認為 貴集團僅有一個經營分部。

主要經營決策者審閱根據附註3所載相同會計政策編製的 貴集團整體業績及財務狀況，故並無呈列單一分部的進一步分析。

有關主要客戶的資料

於往績記錄期間，相應期間佔 貴集團總收益10%以上的客戶收益如下：

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	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
客戶A	不適用	不適用	190,318	85,024	不適用
客戶B	36,966	88,907	136,834	58,076	61,757
客戶C	42,476	58,461	不適用	不適用	66,876
客戶D	21,024	不適用	不適用	不適用	73,237
客戶E	18,237	不適用	不適用	不適用	79,292
客戶F	不適用	不適用	不適用	23,274	不適用
	<u>118,703</u>	<u>147,368</u>	<u>327,152</u>	<u>166,374</u>	<u>281,162</u>

不適用：由於相應年度／期間來自該等客戶的收益少於總收益的10%，因此並無作出披露。

地區資料

有關 貴集團非流動資產的資料乃根據資產的地理位置呈列。非流動資產不包括遞延稅項資產。

	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
中國內地	63,399	62,613	66,953	65,340
海外	774	575	316	168
	<u>64,173</u>	<u>63,188</u>	<u>67,269</u>	<u>65,508</u>

7. 其他收入

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	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
				(未經審核)	
與收入相關的政府補助(附註)	2,065	401	2,767	788	185
銀行存款的利息收入	47	278	845	491	2,435
其他	121	23	—	—	11
	<u>2,233</u>	<u>702</u>	<u>3,612</u>	<u>1,279</u>	<u>2,631</u>

附註：該金額主要指中國地方政府機關向集團實體發放的各種補貼，以激勵 貴集團的經營活動。政府補助為無條件，已獲中國地方政府機關批准，並於接獲付款時予以確認。

8. 其他收益及虧損

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	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
				(未經審核)	
外匯收益(虧損)淨額	2,799	(3,575)	(8,241)	(7,330)	5,470
提早終止租賃安排的收益	—	16	55	—	—
出售設備的虧損	—	—	—	—	(121)
按公平值計入損益的金融資產的 公平值收益(虧損)	1,608	(1,560)	(127)	(197)	—
視作出售於聯營公司的投資收益 (附註17)	—	—	4,794	—	—
其他	(374)	(100)	(3,057)	—	(4)
	<u>4,033</u>	<u>(5,219)</u>	<u>(6,576)</u>	<u>(7,527)</u>	<u>5,345</u>

9. 財務成本

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元 (未經審核)	人民幣千元
借款利息開支	—	80	442	95	387
租賃負債利息開支	132	96	116	24	56
	<u>132</u>	<u>176</u>	<u>558</u>	<u>119</u>	<u>443</u>

10. 除稅前溢利

除稅前溢利已扣除以下各項：

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元 (未經審核)	人民幣千元
年/期內除稅前溢利已扣除 以下各項後達致：					
物業、廠房及設備折舊	2,536	4,345	4,798	2,214	2,290
使用權資產折舊	1,249	1,245	1,431	478	764
其他無形資產攤銷	15	15	14	7	8
	<u>3,800</u>	<u>5,605</u>	<u>6,243</u>	<u>2,699</u>	<u>3,062</u>
於存貨中資本化金額的變動	(340)	(601)	(456)	228	933
	<u>3,460</u>	<u>5,004</u>	<u>5,787</u>	<u>2,927</u>	<u>3,995</u>
核數師酬金	—	—	—	—	894
董事及監事的薪酬	8,752	9,940	16,883	5,789	8,472
其他員工成本：					
— 薪金、花紅及其他津貼	14,528	18,904	24,197	10,719	14,767
— 退休福利計劃供款	876	1,309	1,672	753	927
— 以權益結算以股份為基礎的付款開支	377	1,414	1,508	754	754
	<u>24,533</u>	<u>31,567</u>	<u>44,260</u>	<u>18,015</u>	<u>24,920</u>
於存貨中資本化金額的變動	(3,527)	(1,883)	(619)	1,213	751
	<u>21,006</u>	<u>29,684</u>	<u>43,641</u>	<u>19,228</u>	<u>25,671</u>
合約成本攤銷	11,079	13,644	27,278	14,198	18,982
確認為開支的存貨成本(不包括存貨撇減)	88,265	162,757	259,018	110,459	190,325
存貨撇減	—	463	2,352	211	394
	<u>100,351</u>	<u>186,868</u>	<u>338,648</u>	<u>124,878</u>	<u>209,701</u>

11. 所得稅開支

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	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
所得稅開支包括：					
即期稅項：					
中國企業所得稅(「企業所得稅」)	1,679	6,728	17,333	8,360	11,314
香港利得稅	—	—	3,855	2,484	305
新加坡所得稅	1,635	369	27	232	827
遞延稅項(附註21)	(1,319)	(979)	(965)	(2,316)	1,290
	<u>1,995</u>	<u>6,118</u>	<u>20,250</u>	<u>8,760</u>	<u>13,736</u>

根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，貴公司已於二零一九年十二月獲上海市科學技術委員會及相關部門認定為高新技術企業(「高新技術企業」)，直至二零二一年十二月三十一日為期三年。貴公司的高新技術企業資格已再次重續並延長至二零二四年。貴公司於二零一九年至二零二四年享有15%的優惠所得稅率。此外，貴公司全資附屬公司匯舸(南通)環保設備有限公司(「匯舸南通」)已於二零二二年十月獲認定為高新技術企業，因此可於二零二二年至二零二四年享有15%的優惠所得稅率。

上海匯舸國際貿易發展有限公司(「匯舸國際」)被認定為小微企業。根據國家稅務總局公告的相關條文，於往績記錄期間，小型微利企業適用20%的企業所得稅優惠稅率，年度應課稅收入不超過人民幣3,000,000元的部分進一步適用50%至87.5%的應課稅收入折扣。

根據香港的利得稅兩級制，往績記錄期間內合資格集團實體的首2百萬港元溢利將按8.25%的稅率繳稅，而超過2百萬港元的溢利將按16.5%的稅率繳稅。

新加坡附屬公司於往績記錄期間採用的稅率為17%。截至二零二一年、二零二二年及二零二三年十二月三十一日止年度，新加坡的附屬公司首筆10,000新加坡元(「新加坡元」)的應課稅收入可享有75%的豁免，其後190,000新加坡元的應課稅收入可進一步豁免50%。

於其他司法管轄區產生的稅項乃按相關司法管轄區的現行稅率計算。

往績記錄期間的稅項開支可與綜合損益及其他全面收益表所列的溢利對賬如下：

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	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
除稅前溢利	14,764	42,895	140,784	58,488	95,818
按15%的本地所得稅率計算的稅項 (附註i)	2,215	6,434	21,118	8,773	14,373
不可扣稅開支的稅務影響	563	962	1,564	549	268
額外扣減研發開支的稅務影響(附註ii)	(799)	(1,097)	(2,550)	(779)	(1,174)
無確認稅務虧損的稅務影響	—	—	—	—	249
動用過往無確認的稅務虧損	—	—	—	—	(34)
按優惠稅率繳納的所得稅	(256)	(191)	(167)	(56)	(290)
附屬公司不同稅率的影響	272	10	285	273	344
於損益中確認的所得稅開支	<u>1,995</u>	<u>6,118</u>	<u>20,250</u>	<u>8,760</u>	<u>13,736</u>

附註：

- i. 採用 貴集團主要營運所在司法管轄區的本地稅率(即中國企業所得稅優惠稅率)。
- ii. 根據財稅[2018]99號文件，貴公司於截至二零二一年十二月三十一日整個年度及二零二二年首三個季度就合資格研發開支享有175%的額外稅務扣減。根據財稅[2023]7號文件，貴公司於二零二二年最後一個季度及截至二零二三年十二月三十一日整個年度以及截至二零二四年六月三十日止六個月就合資格研發開支享有200%的額外稅務扣減。匯舸南通於往績記錄期間就合資格研發開支享有200%的額外稅務扣減。

12. 董事、監事及首席執行官酬金以及五名最高薪酬僱員

於往績記錄期間，已付或應付予獲委任為 貴公司董事、監事及首席執行官的人士的酬金(包括於成為 貴公司董事及監事前擔任集團實體僱員/董事的酬金)詳情如下：

委任日期	董事袍金	薪金及 其他福利	退休福利 計劃供款	以股份為 基礎的付款	酌情花紅	總計	
	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	
截至二零二一年十二月三十一日止年度							
執行董事：							
周洋先生(首席執行官)	二零一九年七月二十日	—	1,025	57	—	240	1,322
趙明珠先生	二零一九年七月二十日	—	1,025	57	—	240	1,322
陳志遠先生	二零一九年七月二十日	—	1,025	57	—	240	1,322
舒華東先生	二零二二年十二月二十日	—	828	15	—	240	1,083
陳睿先生	二零二二年十二月二十日	—	697	57	188	150	1,092
		—	4,600	243	188	1,110	6,141
獨立非執行董事：							
管延敏博士	二零二四年六月二十六日	—	—	—	—	—	—
朱榮元先生	二零二四年六月二十六日	—	—	—	—	—	—
吳先橋女士	二零二四年六月二十六日	—	—	—	—	—	—
		—	—	—	—	—	—
監事：							
沈小偉先生	二零二二年十二月二十日	—	589	57	376	26	1,048
于遠洋先生	二零二一年五月二十四日	—	560	57	188	26	831
Wang Zhenkang先生(附註v)	二零二三年三月二十七日	—	355	50	—	20	425
吳雲峰先生(附註v)	二零二四年四月一日	—	234	13	—	60	307
		—	1,738	177	564	132	2,611
截至二零二二年十二月三十一日止年度							
執行董事：							
周洋先生(首席執行官)	二零一九年七月二十日	—	797	63	—	888	1,748
趙明珠先生	二零一九年七月二十日	—	924	63	—	88	1,075
陳志遠先生	二零一九年七月二十日	—	679	63	—	1,230	1,972
舒華東先生	二零二二年十二月二十日	—	753	15	—	168	936
陳睿先生	二零二二年十二月二十日	—	522	63	188	250	1,023
		—	3,675	267	188	2,624	6,754
獨立非執行董事：							
管延敏博士	二零二四年六月二十六日	—	—	—	—	—	—
朱榮元先生	二零二四年六月二十六日	—	—	—	—	—	—
吳先橋女士	二零二四年六月二十六日	—	—	—	—	—	—
		—	—	—	—	—	—
監事：							
沈小偉先生	二零二二年十二月二十日	—	552	63	376	400	1,391
于遠洋先生	二零二一年五月二十四日	—	394	63	188	353	998
Wang Zhenkang先生(附註v)	二零二三年三月二十七日	—	347	51	—	46	444
吳雲峰先生(附註v)	二零二四年四月一日	—	273	20	—	60	353
		—	1,566	197	564	859	3,186

委任日期	董事袍金	薪金及 其他福利	退休福利 計劃供款	以股份為 基礎的付款	酌情花紅	總計	
	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	
截至二零二三年十二月三十一日止年度							
執行董事：							
周洋先生(首席執行官)	二零一九年七月二十日	—	1,921	68	4,776	427	7,192
趙明珠先生	二零一九年七月二十日	—	1,849	82	—	459	2,390
陳志遠先生	二零一九年七月二十日	—	1,792	82	—	729	2,603
舒華東先生	二零二二年十二月二十日	—	850	14	—	240	1,104
陳睿先生	二零二二年十二月二十日	—	381	68	188	—	637
		—	6,793	314	4,964	1,855	13,926
獨立非執行董事：							
管延敏博士	二零二四年六月二十六日	—	—	—	—	—	—
朱榮元先生	二零二四年六月二十六日	—	—	—	—	—	—
吳先僑女士	二零二四年六月二十六日	—	—	—	—	—	—
		—	—	—	—	—	—
監事：							
沈小偉先生	二零二二年十二月二十日	—	438	68	376	216	1,098
于遠洋先生	二零二一年五月二十四日	—	451	68	188	225	932
Wang Zhenkang 先生(附註v)	二零二三年三月二十七日	—	389	52	—	95	536
吳雲峰先生(附註v)	二零二四年四月一日	—	301	20	—	70	391
		—	1,579	208	564	606	2,957
截至二零二三年六月三十日止六個月(未經審核)							
執行董事：							
周洋先生(首席執行官)	二零一九年七月二十日	—	1,003	33	—	213	1,249
趙明珠先生	二零一九年七月二十日	—	898	33	—	229	1,160
陳志遠先生	二零一九年七月二十日	—	895	33	—	364	1,292
舒華東先生	二零二二年十二月二十日	—	379	8	—	120	507
陳睿先生	二零二二年十二月二十日	—	191	33	94	—	318
		—	3,366	140	94	926	4,526
獨立非執行董事：							
管延敏博士	二零二四年六月二十六日	—	—	—	—	—	—
朱榮元先生	二零二四年六月二十六日	—	—	—	—	—	—
吳先僑女士	二零二四年六月二十六日	—	—	—	—	—	—
		—	—	—	—	—	—
監事：							
沈小偉先生	二零二二年十二月二十日	—	219	33	188	37	477
于遠洋先生	二零二一年五月二十四日	—	208	33	94	35	370
Wang Zhenkang 先生(附註v)	二零二三年三月二十七日	—	188	25	—	32	245
吳雲峰先生(附註v)	二零二四年四月一日	—	138	10	—	23	171
		—	753	101	282	127	1,263

委任日期	董事袍金	薪金及 其他福利	退休福利 計劃供款	以股份為 基礎的付款	酌情花紅	總計	
	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	
截至二零二四年六月三十日							
止六個月							
執行董事：							
周洋先生(首席執行官)	二零一九年七月二十日	—	913	35	—	1,161	2,109
趙明珠先生	二零一九年七月二十日	—	965	43	—	890	1,898
陳志遠先生	二零一九年七月二十日	—	895	43	—	576	1,514
舒華東先生	二零二二年十二月二十日	—	472	8	—	598	1,078
陳睿先生	二零二二年十二月二十日	—	230	35	94	457	816
		—	3,475	164	94	3,682	7,415
獨立非執行董事：							
管延敏博士	二零二四年六月二十六日	—	—	—	—	—	—
朱榮元先生	二零二四年六月二十六日	—	—	—	—	—	—
吳先僑女士	二零二四年六月二十六日	—	—	—	—	—	—
		—	—	—	—	—	—
監事：							
沈小偉先生	二零二二年十二月二十日	—	225	35	188	22	470
于遠洋先生	二零二一年五月二十四日	—	230	35	94	22	381
Wang Zhenkang 先生(附註v)	二零二三年三月二十七日	—	37	13	—	—	50
吳雲峰先生(附註v)	二零二四年四月一日	—	133	10	—	13	156
		—	625	93	282	57	1,057

附註：

- (i) 於往績記錄期間，貴公司董事或首席執行官概無放棄或同意放棄任何酬金。
- (ii) 於往績記錄期間，貴集團概無向貴公司任何董事或首席執行官支付任何酬金作為加入貴集團或加入貴集團後的獎勵或作為離職補償。
- (iii) 上文所示的執行董事酬金乃有關彼等分別管理貴集團及貴公司事務的服務。
- (iv) 酌情花紅乃參考相關人士於貴集團內的職責與責任以及貴集團的表現釐定。
- (v) Wang Zhenkang 先生於二零二三年三月二十七日獲委任為貴公司監事，並於二零二四年三月三十一日辭任。隨後吳雲峰先生於二零二四年四月一日獲委任為貴公司監事。

以董事及監事為受益人的其他交易

貴集團

應收董事及監事款項

	於以下日期的最高未償還金額									
	於一月一日	於十二月三十一日			於 六月三十日	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年 人民幣千元 (未經審核)	二零二一年 人民幣千元	二零二二年 人民幣千元	二零二三年 人民幣千元	二零二四年 人民幣千元	二零二一年 人民幣千元	二零二二年 人民幣千元	二零二三年 人民幣千元	二零二三年 人民幣千元 (未經審核)	二零二四年 人民幣千元
周洋先生	3,005	2,920	3,189	—	—	3,005	3,189	3,842	3,189	—
趙明珠先生	2,504	2,432	2,658	—	—	2,544	2,758	3,359	2,658	—
陳志遠先生	2,504	2,432	2,658	—	—	2,504	2,658	3,201	2,658	—
舒華東先生	1,633	1,586	1,733	—	—	1,633	1,733	1,833	1,833	—
陳睿先生	327	265	232	—	—	327	272	232	232	—
沈小偉先生	174	169	185	—	—	174	185	185	185	—
于遠洋先生	391	317	252	—	—	391	324	252	252	—
	10,538	10,121	10,907	—	—					

貴公司

	於以下日期的最高未償還金額									
	於一月一日	於十二月三十一日			於 六月三十日	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年 人民幣千元 (未經審核)	二零二一年 人民幣千元	二零二二年 人民幣千元	二零二三年 人民幣千元	二零二四年 人民幣千元	二零二一年 人民幣千元	二零二二年 人民幣千元	二零二三年 人民幣千元	二零二三年 人民幣千元 (未經審核)	二零二四年 人民幣千元
周洋先生	304	232	160	—	—	304	232	160	160	—
趙明珠先生	240	180	140	—	—	240	180	140	140	—
陳志遠先生	—	—	—	—	—	40	100	544	—	—
舒華東先生	—	—	—	—	—	25	—	—	—	—
陳睿先生	—	—	—	—	—	—	—	653	—	—
沈小偉先生	—	—	—	—	—	—	—	544	—	—
于遠洋先生	—	—	—	—	—	—	—	100	—	—
	544	412	300	—	—					

該等款項與貿易無關、無抵押、免息及須按要求償還。

五名最高薪酬僱員

於往績記錄期間，貴集團五名最高薪酬人士為 貴公司董事，其薪酬詳情載於上文。該等僱員的酬金屬於下列範圍：

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	僱員人數	僱員人數	僱員人數	僱員人數 (未經審核)	僱員人數
零至1,000,000港元(「港元」)	—	—	—	2	1
1,000,001港元至1,500,000港元	2	2	2	3	1
1,500,001港元至2,000,000港元	3	1	—	—	1
2,000,001港元至2,500,000港元	—	2	—	—	2
2,500,001港元至3,000,000港元	—	—	2	—	—
7,500,001港元至8,000,000港元	—	—	1	—	—
	<u>5</u>	<u>5</u>	<u>5</u>	<u>5</u>	<u>5</u>

13. 每股盈利

貴公司擁有人應佔每股基本盈利乃根據下列數據計算：

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元 (未經審核)	人民幣千元
貴公司擁有人應佔年／期內溢利	<u>12,754</u>	<u>36,735</u>	<u>120,556</u>	<u>49,572</u>	<u>82,494</u>
股份數目	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	千股	千股	千股	千股 (未經審核)	千股
已發行普通股加權平均數	<u>30,000</u>	<u>30,000</u>	<u>30,000</u>	<u>30,000</u>	<u>30,000</u>

就每股基本盈利而言的普通股加權平均數已就 貴公司於二零二二年改制為股份有限公司及於二零二三年透過將股份溢價轉為 貴公司股本而發行的10,000,000股股份作出追溯調整，猶如於往績記錄期間開始時已發行30,000,000股股份。

由於往績記錄期間內並無任何潛在已發行普通股，故並無呈列往績記錄期間的每股攤薄盈利。

14. 股息

截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二三年(未經審核)及二零二四年六月三十日止六個月，已向股東派付末期股息分別每股人民幣0.37元、人民幣0.67元、人民幣0.17元、零及人民幣3.20元，合共人民幣11,000,000元、人民幣20,000,000元、人民幣5,000,000元、零及人民幣96,000,000元。

用於計算每股股息的股份數目已就 貴公司於二零二二年改制為股份有限公司及於二零二三年透過將股份溢價轉為 貴公司股本而發行的10,000,000股股份作出追溯調整，猶如於往績記錄期間開始時已發行30,000,000股股份。

15. 物業、廠房及設備

貴集團

	樓宇	機械及 設備	辦公室 設備 及傢俬	運輸設備	租賃物業 裝修	在建工程	總計
	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
成本							
於二零二一年一月一日	—	950	585	2,640	—	15,268	19,443
添置	212	367	641	2,042	—	34,670	37,932
轉移	45,669	3,573	696	—	—	(49,938)	—
於二零二一年十二月三十一日	45,881	4,890	1,922	4,682	—	—	57,375
添置	50	72	788	—	250	243	1,403
轉移	243	—	—	—	—	(243)	—
於二零二二年十二月三十一日	46,174	4,962	2,710	4,682	250	—	58,778
添置	—	193	251	668	677	942	2,731
收購附屬公司(附註39)	—	—	6	—	—	—	6
於二零二三年十二月三十一日	46,174	5,155	2,967	5,350	927	942	61,515
添置	—	172	53	670	—	614	1,509
出售	—	—	—	(293)	—	—	(293)
於二零二四年六月三十日	46,174	5,327	3,020	5,727	927	1,556	62,731
累計折舊							
於二零二一年一月一日	—	—	189	544	—	—	733
年內撥備	1,310	256	159	811	—	—	2,536
於二零二一年十二月三十一日	1,310	256	348	1,355	—	—	3,269
年內撥備	2,177	513	540	1,052	63	—	4,345
於二零二二年十二月三十一日	3,487	769	888	2,407	63	—	7,614
年內撥備	2,195	540	680	1,102	281	—	4,798
於二零二三年十二月三十一日	5,682	1,309	1,568	3,509	344	—	12,412
期內撥備	1,123	277	348	428	114	—	2,290
出售撤銷	—	—	—	(82)	—	—	(82)
於二零二四年六月三十日	6,805	1,586	1,916	3,855	458	—	14,620
賬面值							
於二零二一年十二月三十一日	44,571	4,634	1,574	3,327	—	—	54,106
於二零二二年十二月三十一日	42,687	4,193	1,822	2,275	187	—	51,164
於二零二三年十二月三十一日	40,492	3,846	1,399	1,841	583	942	49,103
於二零二四年六月三十日	39,369	3,741	1,104	1,872	469	1,556	48,111

於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，賬面值分別約為零元、人民幣42,687,000元、人民幣40,492,000元及零元的樓宇已抵押予銀行作為銀行借款融資的擔保。

貴公司

	辦公室設備 及傢俬	運輸設備	租賃物業 裝修	總計
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
成本				
於二零二一年一月一日	430	2,639	—	3,069
添置	132	1,602	—	1,734
於二零二一年十二月三十一日	562	4,241	—	4,803
添置	88	—	250	338
於二零二二年十二月三十一日	650	4,241	250	5,141
添置	178	668	677	1,523
於二零二三年十二月三十一日	828	4,909	927	6,664
添置	22	670	—	692
於二零二四年六月三十日	850	5,579	927	7,356
累計折舊				
於二零二一年一月一日	138	544	—	682
年內撥備	93	785	—	878
於二零二一年十二月三十一日	231	1,329	—	1,560
年內撥備	107	1,007	63	1,177
於二零二二年十二月三十一日	338	2,336	63	2,737
年內撥備	136	1,060	281	1,477
於二零二三年十二月三十一日	474	3,396	344	4,214
期內撥備	94	412	114	620
於二零二四年六月三十日	568	3,808	458	4,834
賬面值				
於二零二一年十二月三十一日	331	2,912	—	3,243
於二零二二年十二月三十一日	312	1,905	187	2,404
於二零二三年十二月三十一日	354	1,513	583	2,450
於二零二四年六月三十日	282	1,771	469	2,522

上述物業、廠房及設備(在建工程除外)項目經計及剩餘價值後以直線法折舊如下：

樓宇	每年5.00%
機械及設備	每年9.50%至19.00%
辦公室設備及傢俬	每年19.00%至31.67%
運輸設備	每年9.50%至23.75%
租賃物業裝修	租賃期或5年(以較短者為準)

16. 使用權資產

貴集團

	辦公室物業 人民幣千元	土地使用權 人民幣千元	岸線使用權 人民幣千元	總計 人民幣千元	
賬面值					
於二零二一年一月一日	—	5,107	2,227	7,334	
添置	3,764	—	—	3,764	
折舊支出	(1,098)	(105)	(46)	(1,249)	
匯兌調整	(14)	—	—	(14)	
於二零二一年十二月三十一日	2,652	5,002	2,181	9,835	
折舊支出	(1,094)	(105)	(46)	(1,245)	
終止確認	(189)	—	—	(189)	
匯兌調整	61	—	1	62	
於二零二二年十二月三十一日	1,430	4,897	2,136	8,463	
添置	2,893	—	—	2,893	
折舊支出	(1,280)	(105)	(46)	(1,431)	
終止確認	(480)	—	—	(480)	
匯兌調整	15	—	—	15	
於二零二三年十二月三十一日	2,578	4,792	2,090	9,460	
折舊支出	(689)	(52)	(23)	(764)	
匯兌調整	(6)	—	—	(6)	
於二零二四年六月三十日	1,883	4,740	2,067	8,690	
	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	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
				(未經審核)	
短期租賃相關開支	113	13	160	158	105
租賃現金流出總額	1,401	1,037	1,335	593	832

貴公司

	辦公室物業
	人民幣千元
賬面值	
於二零二一年一月一日	—
添置	2,721
折舊支出	(843)
於二零二一年十二月三十一日	1,878
折舊支出	(834)
終止確認	(189)
於二零二二年十二月三十一日	855
添置	2,893
折舊支出	(1,000)
終止確認	(480)
於二零二三年十二月三十一日	2,268
折舊支出	(549)
於二零二四年六月三十日	1,719

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	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
短期租賃相關開支	4	9	160	158	105
租賃現金流出總額	965	820	962	338	695

貴集團定期訂立辦公室物業的短期租賃。於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，短期租賃組合與上文所披露短期租賃開支的短期租賃組合類似。

於往績記錄期間，貴集團租賃多項物業用於營運。租賃合約按固定期限21個月至72個月訂立。租賃條款乃按個別基準磋商，並包含各種不同條款及條件。租賃合約不包含延期或終止選擇權。釐定租賃期及評估不可撤銷期間的長度時，貴集團應用合約的定義及釐定合約可強制執行的期間。

土地使用權及岸線使用權的總付款是預先支付的，並且分別有50年及50年的固定期限，自取得日期起至合約期結束按直線法進行折讓。

使用權資產於其估計可使用年期及租賃期(以較短者為準)內以直線法計提折舊。

租賃限制或契諾

此外，於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日已分別就相關使用權資產人民幣2,652,000元、人民幣1,430,000元、人民幣2,578,000元及人民幣1,883,000元確認租賃負債人民幣2,638,000元、人民幣1,521,000元、人民幣2,888,000元及人民幣2,175,000元。除出租人所持租賃資產中的擔保權益外，租賃協議並無施加任何契諾。該等租賃資產不得用作借款的抵押品。

17. 於聯營公司的權益

貴集團

	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
根據權益法計算於聯營公司的投資	—	3,236	—	—

貴集團各聯營公司於截至二零二一年、二零二二年及二零二三年十二月三十一日止年度各年年末以及二零二四年六月三十日的詳情如下：

實體名稱	註冊成立國家	主要營業地點	貴集團的所有權權益比例及所持投票權				主要業務
			於十二月三十一日			於六月三十日	
			二零二一年	二零二二年	二零二三年	二零二四年	
Wavelength Technology Center, LDA (「WTC」)(附註i)	葡萄牙	葡萄牙	—	33.78%	51.00%	51.00%	研究及技術服務
江蘇匯舸電力有限公司 (附註ii)	中國	中國	—	40.00%	—	—	預製輪加工

附註：

- (i) 於二零二二年六月二十日，貴公司全資附屬公司ContiOcean Environment Tech Co., Limited (「ContiOcean Hong Kong」)向WTC注資500,000歐元(「歐元」)(相當於人民幣3,616,000元)。於注資後，貴集團獲得WTC的33.78%股權，並對WTC擁有重大影響力。因此，貴集團使用權益法將WTC入賬列作聯營公司。

ContiOcean Hong Kong已注入額外400,000歐元(相當於人民幣3,156,000元)至WTC，並已於二零二三年十二月悉數償付。於完成注資後，貴集團於WTC持有的股權由33.78%增加至51%，因此貴集團取得對WTC的控制權。因此，WTC在二零二三年十二月成為貴集團的附屬公司。已確認視作出售WTC的收益人民幣4,794,000元。詳情披露於附註39。

- (ii) 江蘇匯舸電力有限公司(「江蘇匯舸」)於二零二二年七月四日成立。自江蘇匯舸成立以來，匯舸南通持有其40%股權，投資成本為人民幣400,000元。於二零二三年四月七日，匯舸南通無償將江蘇匯舸的全部權益出售予一名獨立第三方。

聯營公司(並非個別重大)的總體資料：

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元 (未經審核)	人民幣千元
貴集團分佔全面開支總額	—	(780)	(1,699)	(826)	—
貴集團於該等聯營公司的 權益的賬面總值	—	3,236	—	2,410	—

18. 商譽

貴集團

	WTC集團 人民幣千元
成本及賬面值	
於二零二一年一月一日、二零二一年及二零二二年十二月三十一日 收購產生的商譽(附註39)	— 8,524
於二零二三年十二月三十一日 匯兌調整	8,524 61
於二零二四年六月三十日	8,585

由於收購完成日期為二零二三年十二月，貴公司董事認為於二零二三年十二月三十一日並無商譽減值。

就於二零二四年六月三十日的商譽減值評估而言，預期可受惠於收購WTC的協同效益的現金產生單位組別的可收回金額，乃根據採用貼現現金流量法的使用價值計算釐定。使用價值計算乃基於貴公司管理層所編製涵蓋五年期的相關業務財務預算。五年期以後的現金流量採用2.0%的穩定增長率推算，該增長率乃參考相關行業的增長預測估計，且不超過相關行業的平均長期增長率。收益、成本及開支之估計乃基於過往表現及管理層對未來市場發展之預期。二零二四年六月三十日之減值評估採用14.72%之稅前貼現率，以反映市場對時間價值之評估及與現金產生單位有關之特定風險。

於二零二四年六月三十日，該現金產生單位組別的可收回金額超出其賬面值人民幣12,755,000元。貴公司管理層認為，主要參數的合理可能變動有足夠緩衝範圍，並無發現主要參數的合理可能變動會導致該現金產生單位組別於二零二四年六月三十日的賬面值超出可收回金額。倘稅前貼現率變更至18.21%或預測收益減少69%，而其他參數維持不變，則現金產生單位組別的可收回金額將相等於其賬面值。

19. 於附屬公司的投資

貴公司

	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
投資成本	45,000	45,648	46,355	56,708

20. 其他無形資產

貴集團及 貴公司

	知識產權
	人民幣千元
成本	
於二零二一年十二月三十一日、二零二二年十二月三十一日、 二零二三年十二月三十一日及二零二四年六月三十日	147
累計攤銷	
於二零二一年一月一日	9
年內撥備	15
於二零二一年十二月三十一日	24
年內撥備	15
於二零二二年十二月三十一日	39
年內撥備	14
於二零二三年十二月三十一日	53
期內撥備	8
於二零二四年六月三十日	61
賬面值	
於二零二一年十二月三十一日	123
於二零二二年十二月三十一日	108
於二零二三年十二月三十一日	94
於二零二四年六月三十日	86

上述無形資產具有有限可使用年期。該等無形資產乃按10年期以直線法攤銷。

21. 遞延稅項資產／負債

貴集團

就呈列綜合財務狀況表而言，若干遞延稅項資產與負債互相抵銷。為財務報告目的而對遞延稅項結餘作出的分析如下：

	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
遞延稅項資產	1,485	2,430	3,433	2,125
遞延稅項負債	(80)	—	—	—
	<u>1,405</u>	<u>2,430</u>	<u>3,433</u>	<u>2,125</u>

以下為於往績記錄期間已確認的主要遞延稅項資產／(負債)及其變動：

	應計費用	資產		租賃負債	內部交易的 未變現溢利	稅項虧損	撥備	預期信貸 虧損撥備	按公平值 計入損益的 金融資產的 公平值變動	其他	總計
		減值撥備	使用權資產								
	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
於二零二一年一月一日	—	—	—	—	88	—	—	—	—	—	88
計入(扣除自)損益	10	—	(416)	414	1,123	97	43	124	(76)	—	1,319
匯兌調整	—	—	2	(2)	—	(1)	(1)	—	—	—	(2)
於二零二一年十二月三十一日	<u>10</u>	<u>—</u>	<u>(414)</u>	<u>412</u>	<u>1,211</u>	<u>96</u>	<u>42</u>	<u>124</u>	<u>(76)</u>	<u>—</u>	<u>1,405</u>
計入(扣除自)損益	227	69	198	(182)	(146)	572	35	92	76	38	979
匯兌調整	—	—	(10)	11	—	36	4	5	—	—	46
於二零二二年十二月三十一日	<u>237</u>	<u>69</u>	<u>(226)</u>	<u>241</u>	<u>1,065</u>	<u>704</u>	<u>81</u>	<u>221</u>	<u>—</u>	<u>38</u>	<u>2,430</u>
(扣除自)計入損益	(158)	373	(164)	197	(382)	333	599	205	—	(38)	965
匯兌調整	—	2	(3)	3	—	31	1	4	—	—	38
於二零二三年十二月三十一日	<u>79</u>	<u>444</u>	<u>(393)</u>	<u>441</u>	<u>683</u>	<u>1,068</u>	<u>681</u>	<u>430</u>	<u>—</u>	<u>—</u>	<u>3,433</u>
(扣除自)計入損益	(25)	68	106	(109)	(634)	(1,051)	316	39	—	—	(1,290)
匯兌調整	—	4	1	(2)	(1)	(17)	—	(3)	—	—	(18)
於二零二四年六月三十日	<u>54</u>	<u>516</u>	<u>(286)</u>	<u>330</u>	<u>48</u>	<u>—</u>	<u>997</u>	<u>466</u>	<u>—</u>	<u>—</u>	<u>2,125</u>
於二零二三年一月一日	237	69	(226)	241	1,065	704	81	221	—	38	2,430
計入(扣除自)損益	779	32	(332)	337	1,240	(274)	452	120	—	(38)	2,316
匯兌調整	27	4	(2)	2	—	11	3	(2)	—	—	43
於二零二三年六月三十日 (未經審核)	<u>1,043</u>	<u>105</u>	<u>(560)</u>	<u>580</u>	<u>2,305</u>	<u>441</u>	<u>536</u>	<u>339</u>	<u>—</u>	<u>—</u>	<u>4,789</u>

於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，貴集團的未確認稅項虧損為零元、零元、約人民幣5,196,000元及人民幣6,733,000元。

	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
無限期	—	—	5,196	6,733

於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，概無就有關海外附屬公司未匯出盈利分別為人民幣27,480,000元、人民幣26,321,000元、人民幣44,780,000元及人民幣46,094,000元的暫時差額確認遞延稅項負債，原因為貴集團可控制該等暫時差額的撥回時間，且可能於可預見將來不撥回該等暫時差額。

貴公司

為財務報告目的而對遞延稅項結餘作出的分析如下：

	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
遞延稅項資產	10	359	450	609
遞延稅項負債	(80)	—	—	—
	(70)	359	450	609

以下為於往績記錄期間已確認的主要遞延稅項資產／(負債)及其變動：

	應計費用	資產		租賃負債	撥備	預期信貸虧損撥備	按公平值計入損益的金融資產的公平值變動	其他	總計
		減值撥備	使用權資產						
	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
於二零二一年一月一日	—	—	—	—	—	—	—	—	—
計入(扣除自)損益	10	—	(282)	278	—	—	(76)	—	(70)
於二零二一年十二月三十一日	10	—	(282)	278	—	—	(76)	—	(70)
計入(扣除自)損益	227	—	153	(142)	29	48	76	38	429
於二零二二年十二月三十一日	237	—	(129)	136	29	48	—	38	359
(扣除自)計入損益	(158)	—	(212)	246	196	57	—	(38)	91
於二零二三年十二月三十一日	79	—	(341)	382	225	105	—	—	450
(扣除自)計入損益	(25)	54	82	(83)	90	41	—	—	159
於二零二四年六月三十日	54	54	(259)	299	315	146	—	—	609
於二零二三年一月一日	237	—	(129)	136	29	48	—	38	359
計入(扣除自)損益	76	—	(355)	361	96	84	—	(38)	224
於二零二三年六月三十日 (未經審核)	313	—	(484)	497	125	132	—	—	583

22. 存貨

貴集團

	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
原材料及耗材	5,497	10,306	1,432	1,637
在製品	5,402	16,760	1,561	4,911
製成品	21,430	60,221	84,389	30,566
	<u>32,329</u>	<u>87,287</u>	<u>87,382</u>	<u>37,114</u>

於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，製成品經扣除撇減金額約為零元、零元、人民幣1,930,000元及人民幣2,304,000元。

於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，原材料經扣除撇減金額約為零元、人民幣463,000元、人民幣841,000元及人民幣875,000元。

貴公司

	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
原材料及耗材	469	469	—	—
製成品	18,295	29,351	17,842	4,121
	<u>18,764</u>	<u>29,820</u>	<u>17,842</u>	<u>4,121</u>

於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，製成品經扣除撇減金額約為零元、零元、零元及人民幣360,000元。

23. 貿易及其他應收款項

貴集團

貿易及其他應收款項的詳情如下：

	於十二月三十一日			於六月三十日
	二零二一年 人民幣千元	二零二二年 人民幣千元	二零二三年 人民幣千元	二零二四年 人民幣千元
貿易應收款項	5,580	19,423	42,153	45,819
減：預期信貸虧損撥備 (附註37)	281	1,010	2,054	2,320
	5,299	18,413	40,099	43,499
預付款項	79,223	57,559	42,982	28,196
遞延發行成本	—	—	—	6,841
可收回增值稅(「增值稅」)	531	4,580	1,146	1,492
應收增值稅出口退稅	—	919	2,734	866
租賃按金	1,434	1,199	1,071	1,115
減：預期信貸虧損撥備	638	638	638	638
	796	561	433	477
海關押金	326	389	326	—
向僱員墊款	272	349	333	595
其他	3,218	692	140	151
	89,665	83,462	88,193	82,117

於二零二一年一月一日，來自客戶合約的貿易應收款項為人民幣1,634,000元(扣除預期信貸虧損撥備為零元)。

貴集團通常向客戶授予30至90天的信貸期或與客戶協定的特定期間，自確認收入之日起生效。

以下為於各報告期末根據收益確認日期呈列的貿易應收款項(扣除信貸虧損撥備)的賬齡分析：

	於十二月三十一日			於六月三十日
	二零二一年 人民幣千元	二零二二年 人民幣千元	二零二三年 人民幣千元	二零二四年 人民幣千元
0至30天	4,956	12,024	21,041	30,406
31至90天	302	4,387	17,453	5,467
91至180天	—	1,140	1,017	6,071
181至365天	—	253	584	1,080
超過365天	41	609	4	475
	5,299	18,413	40,099	43,499

有關於二零二一年、二零二二年及二零二三年十二月三十一日及二零二四年六月三十日對貴集團貿易應收款項的預期信貸虧損撥備作出的評估詳情載於附註37。

貴集團並無就該等結餘持有任何抵押品。

以各集團實體功能貨幣以外的貨幣計值的貿易及其他應收款項載列如下：

	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
港元	199	517	—	20
新加坡元	194	240	61	60
美元(「美元」)	—	506	2,155	302
	<u>393</u>	<u>1,263</u>	<u>2,216</u>	<u>382</u>

貴公司

貿易及其他應收款項的詳情如下：

	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
貿易應收款項				
— 附屬公司	50,938	59,972	64,024	73,305
— 第三方	—	5,821	13,961	19,370
減：預期信貸虧損撥備	—	291	698	971
	<u>50,938</u>	<u>65,502</u>	<u>77,287</u>	<u>91,704</u>
預付款項				
— 附屬公司	8,642	95,561	40,605	41
— 第三方	7,849	7,222	9,581	12,090
遞延發行成本	—	—	—	6,841
可收回增值稅	—	323	1,090	180
應收增值稅出口退稅	—	919	2,544	325
租賃按金	403	195	390	434
向僱員墊款	272	224	250	152
其他	300	299	—	8
	<u>68,404</u>	<u>170,245</u>	<u>131,747</u>	<u>111,775</u>

於二零二一年一月一日，來自客戶合約的貿易應收款項為人民幣44,205,000元(扣除預期信貸虧損撥備零元)。

貴公司通常向客戶授予30至90天的信貸期或與客戶協定的特定期間，自確認收入之日起生效。

以下為於各報告期末根據收益確認日期呈列的貿易應收款項(扣除信貸虧損撥備)的賬齡分析：

	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
0至30天	33,888	49,155	32,829	42,295
31至90天	17,050	2,426	15,277	4,147
91至180天	—	5,863	17,481	28,273
181至365天	—	485	10,977	15,704
超過365天	—	7,573	723	1,285
	<u>50,938</u>	<u>65,502</u>	<u>77,287</u>	<u>91,704</u>

貴公司並無就該等結餘持有任何抵押品。

以 貴公司功能貨幣以外貨幣計值的貿易及其他應收款項載列如下：

	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
美元	<u>169</u>	<u>52,539</u>	<u>48,062</u>	<u>31,759</u>

24. 合約資產及合約負債

貴集團及 貴公司

合約資產

貴公司及其附屬公司的若干海事服務合約中包含要求客戶於保修期屆滿前保留若干部分付款的條款。

貴集團通常同意保留12個月，保留金額為合約價值的2%至5%不等。在保留期結束前，有關款項計入合約資產，原因是 貴集團獲得有關尾款的條件是海事服務不出現任何質量問題。保修責任屆滿後，合約資產轉撥為貿易應收款項。

於二零二一年一月一日， 貴集團及 貴公司的合約資產分別為零元及零元。

貴集團及 貴公司將該等合約資產分類為流動，原因為 貴集團及 貴公司預期於其正常經營週期將其變現。

合約負債

對於需要客戶預付款項的合約， 貴集團及 貴公司通常會根據項目的不同階段收取訂金，最高為合約總金額的80%。

貴集團於截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二三年六月三十日止六個月(未經審核)及截至二零二四年六月三十日止六個月分別確認收益人民幣34,306,000元、人民幣78,873,000元、人民幣95,881,000元、人民幣33,866,000元及人民幣168,851,000元，計入相關年初及期初的合約負債中。

貴公司於截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二三年(未經審核)及二零二四年六月三十日止六個月分別確認收益人民幣6,383,000元、人民幣62,001,000元、人民幣66,400,000元、人民幣10,852,000元及人民幣49,109,000元，計入相關年初及期初的合約負債中。

預計在 貴集團及 貴公司的正常營運週期內結算的合約負債歸類為流動負債。

貴集團及 貴公司的合約負債大幅減少乃主要由於項目已經交付，導致合約負債於截至二零二四年六月三十日止六個月內確認為收入。此外，截至二零二四年六月三十日止六個月取得的若干新訂單乃以信用證抵押，而非預先收取訂金。

於二零二一年一月一日， 貴集團及 貴公司的合約負債分別為人民幣129,854,000元及人民幣31,192,000元。

25. 合約成本

合約成本的詳情如下：

貴集團

	於十二月三十一日			於六月三十日
	二零二一年 人民幣千元	二零二二年 人民幣千元	二零二三年 人民幣千元	二零二四年 人民幣千元
獲取合約的增量成本(附註i)	—	579	10,425	10,186
履行合約的成本(附註ii)	—	2,351	1,475	2,196
	—	2,930	11,900	12,382

貴公司

	於十二月三十一日			於六月三十日
	二零二一年 人民幣千元	二零二二年 人民幣千元	二零二三年 人民幣千元	二零二四年 人民幣千元
獲取合約的增量成本(附註i)	—	579	1,525	71
履行合約的成本(附註ii)	—	2,351	1,131	167
	—	2,930	2,656	238

附註：

- 資本化合約成本與支付予銷售代理的增量銷售佣金有關，該等銷售代理的銷售活動致使客戶訂立買賣協議，而其收益於各報告期末尚未確認。
- 履行合約成本主要與於各報告期末正在進行的項目相關的計劃審批費用有關。

合約成本於確認相關收益期間在綜合損益表中確認為開支。

於往績記錄期間，資本化成本的期初結餘或資本化成本並無出現減值。

26. 應收關聯方款項／應收附屬公司款項／應付關聯方款項／應付附屬公司款項

應收關聯方款項及應付關聯方款項(即由控股股東控制的公司)為非貿易性質、無抵押、免息及須按要求償還。

應收附屬公司款項及應付附屬公司款項為非貿易性質、無抵押、免息及須按要求償還。

27. 現金及現金等價物／受限制銀行存款／定期存款

貴集團及 貴公司

現金及現金等價物包括 貴集團持有的活期存款及短期銀行存款。銀行結餘分別於二零二一年十二月三十一日按介乎0.0001%至1.00%的市場利率計息，於二零二二年十二月三十一日按介乎0.0001%至2.05%的市場利率計息，於二零二三年十二月三十一日按介乎0.0001%至5.30%的市場利率計息，以及於二零二四年六月三十日按介乎0.0001%至0.80%的市場利率計息。

受限制銀行存款分別於二零二一年十二月三十一日按介乎0.01%至2.90%的市場利率計息，於二零二二年十二月三十一日按介乎0.25%至2.90%的市場利率計息，於二零二三年十二月三十一日按介乎0.20%至2.90%的市場利率計息，以及於二零二四年六月三十日按介乎0.20%至2.90%的市場利率計息。

於二零二三年十二月三十一日及二零二四年六月三十日，原到期日超過三個月但於一年內的定期存款及原到期日超過一年的定期存款分別按5.43%及2.7%以及零及2.7%的市場利率計息。

以相關集團實體功能貨幣以外的貨幣計值的現金及現金等價物、受限制銀行存款及定期存款載列如下：

	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
貴集團				
美元	34,294	6,608	56,071	17,003
新加坡元	563	798	600	805
人民幣	—	8,800	38,687	42,309
港元	—	143	240	185
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
貴公司				
美元	34,294	6,608	45,517	17,003
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

28. 貿易及其他應付款項

貴集團

	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
貿易應付款項				
— 關聯方	—	477	—	—
— 第三方	20,797	32,073	29,472	29,886
應付票據	—	2,287	1,044	5,610
其他應付款項				
— 關聯方	8,379	8,646	—	—
— 第三方	5,829	4,061	6,245	4,131
應付股息(附註)	—	—	—	48,000
應付工資	3,470	7,755	8,068	6,238
應計費用	4,915	3,239	9,115	8,026
其他應付稅項	2,481	1,510	1,637	115
	<u>45,871</u>	<u>60,048</u>	<u>55,581</u>	<u>102,006</u>

附註：應付股息其後已於二零二四年七月支付。

貴集團採購貨品及服務的平均信貸期為120天之內。

以下為於各報告期末根據收取貨品及服務日期及發票日期(以較早者為準)呈列的貿易應付款項的賬齡分析：

	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
0至90天	15,318	24,779	26,017	21,330
91至180天	5,297	670	493	3,305
181至365天	54	294	1,108	4,204
超過365天	128	6,807	1,854	1,047
	<u>20,797</u>	<u>32,550</u>	<u>29,472</u>	<u>29,886</u>

以各集團實體功能貨幣以外的貨幣計值的貿易及其他應付款項載列如下：

	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
港元	2,021	931	5,491	2,006
美元	—	—	—	1,972
新加坡元	874	88	680	27
歐元	—	267	83	95
人民幣	—	—	308	—
	<u>—</u>	<u>—</u>	<u>308</u>	<u>—</u>

貴公司

	於十二月三十一日			於六月三十日
	二零二一年 人民幣千元	二零二二年 人民幣千元	二零二三年 人民幣千元	二零二四年 人民幣千元
貿易應付款項				
— 第三方	1,013	5,436	9,854	10,046
— 附屬公司	2,491	27,025	2,440	6,211
其他應付款項				
— 附屬公司	—	—	143	—
— 關聯方	8,379	8,646	—	—
— 第三方	—	228	1,459	1,474
應付票據				
— 附屬公司	—	4,118	—	2,153
— 第三方	—	1,076	1,044	317
應計開支	65	468	1,521	6,076
應付股息(附註)	—	—	—	48,000
應付工資	2,113	3,454	4,172	1,961
其他應付稅項	2,137	915	82	47
	<u>16,198</u>	<u>51,366</u>	<u>20,715</u>	<u>76,285</u>

附註：應付股息其後已於二零二四年七月支付。

貴公司採購貨品及服務的平均信貸期為120天。

以下為於各報告期末根據收取貨品及服務日期及發票日期(以較早者為準)呈列的貿易應付款項的賬齡分析：

	於十二月三十一日			於六月三十日
	二零二一年 人民幣千元	二零二二年 人民幣千元	二零二三年 人民幣千元	二零二四年 人民幣千元
0至90天	3,345	30,604	10,470	8,780
91至180天	76	1,519	488	4,025
181至365天	32	78	698	2,121
超過365天	51	260	638	1,331
	<u>3,504</u>	<u>32,461</u>	<u>12,294</u>	<u>16,257</u>

以 貴公司功能貨幣以外的貨幣計值的貿易及其他應付款項載列如下：

	於十二月三十一日			於六月三十日
	二零二一年 人民幣千元	二零二二年 人民幣千元	二零二三年 人民幣千元	二零二四年 人民幣千元
美元	—	—	785	14,161
歐元	—	267	—	4
港元	—	—	—	2,005
	<u>—</u>	<u>267</u>	<u>785</u>	<u>16,170</u>

貴集團及 貴公司的其他應付款項為無抵押、免息及須按要求償還。

29. 銀行借款

貴集團

於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，銀行借款零元、零元、人民幣9,900,000元及人民幣9,950,000元為無抵押但由貴公司控股股東擔保。

於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，銀行借款零元、零元、人民幣10,000,000元及人民幣17,000,000元為無抵押，但由貴公司、楊志富先生(附屬公司總經理)以及周洋先生擔保。

於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，銀行借款零元、人民幣4,118,000元、零元及零元為無抵押及無擔保。

儘管截至二零二四年六月三十日控股股東已為所有銀行借款提供擔保，惟相關銀行已於二零二四年十二月二十日前解除該等擔保。

貴集團借款的實際利率(亦相等於合約利率)範圍如下：

	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
定息借款	—	3.20%	3.80%–3.85%	3.20%–3.85%
	於十二月三十一日			於六月三十日
	二零二一年 人民幣千元	二零二二年 人民幣千元	二零二三年 人民幣千元	二零二四年 人民幣千元
上述借款的賬面值須 於以下日期償還				
一年內	—	4,118	19,900	11,950
超過兩年但五年內	—	—	—	15,000
	—	4,118	19,900	26,950

貴公司

於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，銀行借款零元、零元、人民幣9,900,000元及人民幣9,950,000元為無抵押，但由貴公司控股股東擔保。

貴公司借款的實際利率(亦相等於合約利率)範圍如下：

	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
定息借款	—	—	3.80%	3.50%
	於十二月三十一日			於六月三十日
	二零二一年 人民幣千元	二零二二年 人民幣千元	二零二三年 人民幣千元	二零二四年 人民幣千元
上述借款的賬面值須 於以下日期償還				
一年內	—	—	9,900	9,950

30. 租賃負債

貴集團

	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
應付租賃負債：				
一年內	1,171	899	1,395	1,248
一年以上但不超過兩年的期間	874	596	1,118	927
兩年以上但不超過五年的期間	593	26	375	—
	2,638	1,521	2,888	2,175
減：12個月內到期清償的金額 (於流動負債項下列示)	(1,171)	(899)	(1,395)	(1,248)
12個月後到期清償的金額 (於非流動負債項下列示)	1,467	622	1,493	927

截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月，應用於租賃負債的加權平均增量借款利率為4.75%。

貴公司

	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
應付租賃負債：				
一年內	942	612	1,081	1,066
一年以上但不超過兩年的期間	611	295	1,091	927
兩年以上但不超過五年的期間	295	—	375	—
	1,848	907	2,547	1,993
減：12個月內到期清償的金額 (於流動負債項下列示)	(942)	(612)	(1,081)	(1,066)
12個月後到期清償的金額 (於非流動負債項下列示)	906	295	1,466	927

截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月，應用於租賃負債的加權平均增量借款利率為4.75%。

31. 撥備

貴集團

	保修撥備 人民幣千元
於二零二一年一月一日	—
年內額外撥備	445
動用撥備	(189)
匯兌調整	(4)
	<hr/>
於二零二一年十二月三十一日	252
年內額外撥備	297
動用撥備	(66)
匯兌調整	20
	<hr/>
於二零二二年十二月三十一日	503
年內額外撥備	4,380
動用撥備	(319)
匯兌調整	(25)
	<hr/>
於二零二三年十二月三十一日	4,539
期內額外撥備	2,574
動用撥備	(470)
	<hr/>
於二零二四年六月三十日	<u>6,643</u>

貴公司

	保修撥備 人民幣千元
於二零二一年一月一日	—
年內額外撥備	189
動用撥備	(189)
	<hr/>
於二零二一年十二月三十一日	—
年內額外撥備	260
動用撥備	(66)
	<hr/>
於二零二二年十二月三十一日	194
年內額外撥備	1,608
動用撥備	(303)
	<hr/>
於二零二三年十二月三十一日	1,499
期內額外撥備	832
動用撥備	(234)
	<hr/>
於二零二四年六月三十日	<u>2,097</u>

保修撥備指管理層基於過往經驗及缺陷產品的行業平均標準，對貴集團及貴公司就產品授予的12至60個月保證型保修項下責任的最佳估計。

32. 股本／實繳股本

貴公司於二零二二年十二月二十日改制為股份有限公司，於二零二一年一月一日及二零二一年十二月三十一日的結餘指 貴公司於其改制前的實繳股本。於二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日的股本指 貴公司的已發行股本。

實繳股本	實繳股本	
	人民幣千元	
已發行及繳足		
於二零二一年一月一日及二零二一年十二月三十一日 改制為股份有限公司(附註i)		20,000 (20,000)
於二零二二年十二月三十一日		—
股本		
	<u>股份數目</u>	<u>股份面值</u>
每股面值人民幣1元的普通股		人民幣千元
法定及已發行		
於二零二一年一月一日及二零二一年十二月三十一日 改制為股份有限公司(附註i)	— 20,000,000	— 20,000
於二零二二年十二月三十一日 股份溢價轉為股本(附註ii)	20,000,000 10,000,000	20,000 10,000
於二零二三年十二月三十一日以及二零二四年六月三十日	<u>30,000,000</u>	<u>30,000</u>

附註：

- i. 於二零二二年十二月，貴公司根據中國公司法改制為股份有限公司。貴公司於轉換日期(即二零二二年八月三十一日)的資產淨值轉為約20,000,000股每股面值人民幣1.00元的普通股。

轉換後的資產淨值超過普通股面值的部分計入 貴公司的股份溢價。
- ii. 於二零二三年七月，貴公司將股份溢價人民幣10,000,000元轉為10,000,000股每股面值人民幣1.00元的普通股。

33. 貴公司的儲備

	資本儲備	股份溢價	其他儲備	以股份為 基礎的 付款儲備	保留盈利	總計
	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
於二零二一年一月一日	8,504	—	11,246	2,071	51,746	73,567
年內溢利及全面收益總額	—	—	—	—	8,507	8,507
轉撥盈餘儲備	—	—	851	—	(851)	—
向股東分派	—	—	—	—	(11,000)	(11,000)
視作向股東分派	(48)	—	—	—	—	(48)
確認以權益結算以股份為基礎的付款	—	—	—	1,129	—	1,129
於二零二一年十二月三十一日	8,456	—	12,097	3,200	48,402	72,155
年內溢利及全面收益總額	—	—	—	—	28,166	28,166
改制為股份有限公司	(8,456)	45,661	(5,422)	—	(31,783)	—
向股東分派	—	—	—	—	(20,000)	(20,000)
轉撥盈餘儲備	—	—	2,817	—	(2,817)	—
確認以權益結算以股份為基礎的付款	—	—	—	2,166	—	2,166
於二零二二年十二月三十一日	—	45,661	9,492	5,366	21,968	82,487
年內溢利及全面收益總額	—	—	—	—	93,814	93,814
轉撥盈餘儲備	—	—	9,381	—	(9,381)	—
向股東分派	—	—	—	—	(5,000)	(5,000)
股份溢價轉為股本	—	(10,000)	—	—	—	(10,000)
確認以權益結算以股份為基礎的付款	—	—	—	7,036	—	7,036
已行權受限制股份	—	4,776	—	(4,776)	—	—
於二零二三年十二月三十一日	—	40,437	18,873	7,626	101,401	168,337
期內溢利及全面收益總額	—	—	—	—	58,728	58,728
向股東分派	—	—	—	—	(96,000)	(96,000)
確認以權益結算以股份為基礎的付款	—	—	—	1,130	—	1,130
於二零二四年六月三十日	—	40,437	18,873	8,756	64,129	132,195

34. 以股份為基礎的付款交易

截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月，貴集團擁有以下未償還以股份為基礎的付款安排。

於二零一九年二月，貴公司的股東會通過一項決議案，以每股當時實繳股本人民幣1.00元的價格將貴公司的8%股權轉讓予六名主要僱員，以吸引及挽留僱員，從而促進貴集團的持續營運及發展。貴公司於授出日期的股權公平值為每股當時實繳股本人民幣24.84元。股權於三年期內行權，授出的股權分別於授出日期後的第一、第二及第三週年各行權三分之一。股權的行權亦須受貴公司成功於認可的證券交易所上市的表现條件所規限。於授出日期轉讓予該等僱員的股權公平值與彼等為該轉讓支付的價格之間的差額作為以權益結算以股份為基礎的付款入賬，並於預期行權期內確認相關開支。

於二零二一年五月，六名主要僱員中的一名僱員辭任，授予該名僱員的股份按成本轉讓予周洋先生，而周洋先生、趙明珠先生、陳志遠先生及其他五名主要僱員將貴公司的8%股權轉讓予上海匯舸企業發展合夥企業(有限合夥)(「匯舸發展」)。

於二零二二年一月，為吸引及保留僱員以實現貴集團的持續營運及發展，周洋先生以每股當時實繳股本人民幣0.55元的價格將匯舸發展的12.50%權益轉讓予十名僱員，相當於貴公司的1%間接股權。貴公司於授出日期的股權公平值為每股當時實繳股本人民幣24.70元。股權將於三年期內行權，授出的股權將分別於授出日期後的第一、第二及第三週年各行權三分之一。股權的行權亦須受貴公司成功於認可的證券交易所上市的表现條件所規限。於授出日期轉讓予該等僱員的股權公平值與彼等為該轉讓支付的價格之間的差額作為以權益結算以股份為基礎的付款入賬，並於預期行權期內確認相關開支。

於二零二三年十一月，貴公司0.7%的股份透過匯舸發展的股份間接授予周洋先生，以挽留及激勵周洋先生為貴集團的持續營運及發展服務。該等股份已即時行權。因此，股份於授出日期的公平值與周洋先生支付的價格之間的差額作為以權益結算以股份為基礎的付款入賬，並於截至二零二三年十二月三十一日止年度內確認相關開支。

下文載列於往績記錄期間根據以股份為基礎的付款安排授出的未行權股份變動詳情：下列股份數目已就貴公司於二零二二年改制為股份有限公司及於二零二三年透過將股份溢價轉為貴公司股本而發行的10,000,000股股份作出追溯調整，猶如於往績記錄期間開始時已發行30,000,000股股份。

	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
董事				
於年/期初	75,000	75,000	75,000	75,000
年/期內授出	—	—	210,000	—
年/期內行權	—	—	(210,000)	—
於年/期末	<u>75,000</u>	<u>75,000</u>	<u>75,000</u>	<u>75,000</u>

	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
監事				
於年/期初及年/期末	225,000	225,000	225,000	225,000
	於十二月三十一日			於六月三十日
	二零二一年	二零二二年	二零二三年	二零二四年
其他僱員				
於年/期初	300,000	150,000	450,000	390,000
年/期內授出	—	300,000	—	—
年/期內沒收	(150,000)	—	(60,000)	—
於年/期末	150,000	450,000	390,000	390,000

截至二零二一年、二零二二年及二零二三年十二月三十一日止年度各年以及截至二零二三年及二零二四年六月三十日止六個月，與上述以股份為基礎的付款安排有關的以權益結算以股份為基礎的付款補償開支分別人民幣1,129,000元、人民幣2,166,000元、人民幣7,036,000元、人民幣1,130,000元(未經審核)及人民幣1,130,000元於損益中扣除。

貴集團已使用貼現現金流量法將當時於二零一九年二月授出的實繳股本相關股份公平值釐定為每股人民幣24.84元，當時於二零二二年一月授出的實繳股本相關股份公平值釐定為每股人民幣24.70元，及於二零二三年十一月授出的相關股份公平值釐定為每股人民幣23.58元。關鍵假設(如貼現率及未來表現預測)的最佳估計須由管理層釐定。釐定以股份為基礎的付款安排項下股份的公平值使用的關鍵假設如下：

	於以下日期授出的股份		
	二零一九年 二月	二零二二年 一月	二零二三年 十一月
關鍵假設			
貼現率	14.76%	13.38%	11.41%
無風險利率	3.17%	2.78%	2.67%
波幅	50%	45%	40%

受限制股份的公平值由 貴公司董事參考獨立合資格估值師藍策亞洲(北京)企業管理諮詢有限公司(「藍策亞洲」)編製的估值報告進行估值。藍策亞洲的地址為中國北京市海澱區西四環中路16號院301-3068室。

35. 關聯方交易

(a) 關聯方交易

除歷史財務資料其他部分所披露者外，貴集團於往績記錄期間與關聯方擁有以下重大交易及結餘。

貴集團

名稱	關係	結餘/ 交易性質	於十二月三十一日/ 截至該日止年度			於六月三十日/ 截至該日止六個月	
			二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
			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
ContiOcean Pty Ltd	陳志遠先生擁有控制權的公司	其他應付款項	8,379	8,379	—	—	—
WTC	貴集團於當中擁有33.78%股權的聯營公司(附註i)	其他應付款項 已收到的 其他服務	— —	267 267	不適用 1,168	— 522	不適用 不適用
江蘇匯舸	貴集團於當中擁有40%股權的聯營公司(附註ii)	採購物料 貿易應付款項	— —	8,881 477	— 不適用	— 不適用	不適用 不適用
Sanhe Energy Co., Ltd.	周洋先生及陳志遠先生擁有控制權的公司(附註iii)	採購物料	2,207	不適用	不適用	不適用	不適用

貴公司

名稱	關係	結餘性質	於十二月三十一日			於六月三十日	
			二零二一年	二零二二年	二零二三年	二零二四年	
			人民幣千元	人民幣千元	人民幣千元	人民幣千元	
ContiOcean Pty Ltd	陳志遠先生擁有控制權的公司	其他應付款項	8,379	8,379	—	—	
WTC	貴集團擁有33.78%股權的聯營公司(附註i)	其他應付款項	—	267	不適用	不適用	
	附屬公司	貿易應收款項	50,938	65,502	77,287	91,704	
	附屬公司	預付款項	8,642	95,561	40,605	41	
	附屬公司	貿易應付款項	2,491	27,025	2,440	6,211	
	附屬公司	應付票據	—	4,118	—	2,153	
	附屬公司	其他應付款項	—	—	143	—	

附註：

- (i) 該聯營公司先前由 貴集團持有，並於附註39所披露的額外注資後，已於二零二三年十二月三十一日成為 貴公司的附屬公司。截至二零二三年十二月三十一日止年度披露的交易金額為自二零二三年一月一日至收購日期。
- (ii) 誠如附註17所披露，截至二零二三年十二月三十一日止年度， 貴集團已出售該聯營公司。截至二零二三年十二月三十一日止年度及截至二零二三年六月三十日止六個月所披露的交易金額乃自二零二三年一月一日起至出售日期止。
- (iii) 周洋先生及陳志遠先生於二零二一年九月失去對該公司的控制權。於歷史財務資料內披露的關聯方交易包括於二零二一年一月一日至二零二一年九月三十日期間進行的交易。

(b) 主要管理人員的薪酬

於往績記錄期間， 貴集團董事、監事及高級管理層的薪酬如下：

	截至十二月三十一日止年度			截至六月三十日止六個月	
	二零二一年	二零二二年	二零二三年	二零二三年	二零二四年
	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
短期福利	6,956	5,938	9,146	4,504	4,567
酌情花紅(附註)	1,336	3,774	2,995	1,118	3,785
退休福利計劃供款	497	583	656	307	325
以股份為基礎的付款	940	940	5,716	470	470
	<u>9,729</u>	<u>11,235</u>	<u>18,513</u>	<u>6,399</u>	<u>9,147</u>

附註：酌情花紅乃根據相關人士於 貴集團內的職責及責任及 貴集團表現釐定。

36. 資本風險管理

貴集團管理其資本以確保集團實體能持續經營，同時通過優化債務與權益平衡，為股東帶來最大回報。 貴集團的整體策略於整個往績記錄期間維持不變。

貴集團的資本架構包括資產淨值(包括現金及現金等價物、受限制銀行存款及定期存款，扣除銀行借款及租賃負債)，以及 貴公司擁有人應佔權益(包括已發行股本、保留溢利及其他儲備)。

貴集團管理層定期持續檢討資本架構，並考慮資本成本及與資本相關的風險。 貴集團將通過發行新股以及發行新債及贖回現有債務平衡其整體資本架構。

37. 金融工具

(a) 金融工具類別

貴集團

	於十二月三十一日			於六月三十日
	二零二一年 人民幣千元	二零二二年 人民幣千元	二零二三年 人民幣千元	二零二四年 人民幣千元
金融資產				
攤銷成本(包括現金及現金等價物)	180,246	158,435	308,304	256,443
按公平值計入損益的金融資產	504	—	—	—
	<u>180,750</u>	<u>158,435</u>	<u>308,304</u>	<u>256,443</u>
金融負債				
攤銷成本	<u>49,052</u>	<u>51,937</u>	<u>56,661</u>	<u>114,577</u>

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	於十二月三十一日			於六月三十日
	二零二一年 人民幣千元	二零二二年 人民幣千元	二零二三年 人民幣千元	二零二四年 人民幣千元
金融資產				
攤銷成本(包括現金及現金等價物)	145,587	156,258	224,510	200,915
按公平值計入損益的金融資產	504	—	—	—
	<u>146,091</u>	<u>156,258</u>	<u>224,510</u>	<u>200,915</u>
金融負債				
攤銷成本	<u>25,948</u>	<u>102,988</u>	<u>87,964</u>	<u>115,215</u>

(b) 金融風險管理目標及政策

貴集團的主要金融資產及負債包括貿易及其他應收款項、按公平值計入損益的金融資產、現金及現金等價物、受限制銀行存款、原到期日超過三個月但於一年內的定期存款、原到期日超過一年的定期存款、應收關聯方款項、應收董事及監事款項、貿易及其他應付款項、應付關聯方款項及銀行借款。有關該等金融資產及負債的詳情於各相關附註披露。

與該等金融資產及負債相關的風險包括市場風險(貨幣風險及利率風險)、信貸風險及流動資金風險。有關如何緩減該等風險的政策載於下文。董事管理及監控該等風險，以確保及時且有效地採取適當措施。

市場風險

貴集團的活動使其主要承受貨幣風險及利率風險。貴集團面對的該等風險或其管理及計量風險的方式並無變動。

(i) 貨幣風險

現金及現金等價物、貿易及其他應收款項以及貿易及其他應付款項以各集團實體的外幣計值，故面臨外幣風險。

於各報告期末，貴集團以外幣計值的貨幣資產及負債的賬面值主要如下：

貴集團

	於十二月三十一日			於六月三十日
	二零二一年 人民幣千元	二零二二年 人民幣千元	二零二三年 人民幣千元	二零二四年 人民幣千元
資產				
美元	34,294	7,114	58,226	17,305
港元	17,920	11,267	240	205
新加坡元	757	1,038	661	865
人民幣	—	8,800	38,687	42,309
	<u>52,971</u>	<u>28,219</u>	<u>97,814</u>	<u>60,684</u>
負債				
美元	—	—	—	1,972
港元	2,021	931	5,491	2,006
新加坡元	874	88	680	27
歐元	—	267	83	95
人民幣	—	—	308	—
	<u>2,895</u>	<u>1,286</u>	<u>6,562</u>	<u>4,100</u>

貴公司

	於十二月三十一日			於六月三十日
	二零二一年 人民幣千元	二零二二年 人民幣千元	二零二三年 人民幣千元	二零二四年 人民幣千元
資產				
美元	<u>34,463</u>	<u>59,147</u>	<u>93,579</u>	<u>48,762</u>
負債				
美元	—	—	10,038	14,161
歐元	—	267	—	4
港元	—	—	—	2,005
	<u>—</u>	<u>267</u>	<u>10,038</u>	<u>16,170</u>

敏感性分析

下表詳述 貴集團對外幣兌各實體功能貨幣升值及貶值5%的敏感度，貴集團及 貴公司可能因此面臨重大風險。5%表示管理層對外匯匯率合理可能變動的評估。敏感度分析使用未償還外幣計值貨幣項目作為基準，並於各報告期末就外幣匯率變動5%調整其換算。下文的正/負數表示外幣兌功能貨幣升值5%時，溢利會增加/減少。當外幣兌功能貨幣貶值5%時，則對其年/期內溢利有著相同但相反的影響。

貴集團

	截至十二月三十一日止年度			截至 六月三十日 止六個月
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
對損益的影響	2,116	1,140	3,854	2,457

貴公司

	截至十二月三十一日止年度			截至 六月三十日 止六個月
	二零二一年	二零二二年	二零二三年	二零二四年
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
對損益的影響	1,465	2,514	3,550	1,385

(ii) 利率風險

貴集團及 貴公司就受限制銀行存款、原到期日超過三個月但於一年內的定期存款、原到期日超過一年的定期存款、定息銀行借款及租賃負債面對公平值利率風險。貴集團的現金流量利率風險主要集中在銀行結餘利率波動。貴公司董事認為，浮息銀行結餘所產生的現金流量利率風險並不重大，因此並無就該風險編製敏感度分析。

信貸風險

計入綜合財務狀況表的貿易及其他應收款項、合約資產、銀行結餘、受限制銀行存款及定期存款的賬面值指 貴集團就其金融資產承受的最大信貸風險。

就貿易應收款項及合約資產而言，貴集團已採用國際財務報告準則第9號的簡化方法計量全期預期信貸虧損的虧損撥備。對貿易應收款項及合約資產的預期信貸虧損進行集體評估時，乃基於債務人的過往違約記錄、債務人經營所在行業的一般經濟狀況、於各報告期末對毋須付出不必要的成本或努力即可取得的當前及前瞻性資料的評估。

根據管理層評估，由於大部分貿易應收款項及合約資產結餘仍在信貸期內且並無跡象表明信貸風險於可預見將來將會大幅上升，管理層認為，貿易應收款項及合約資產的減值虧損並不重大。

為盡量降低客戶信貸風險，貴集團管理層已委派財務團隊負責釐定信貸額度及信貸審批。其他監控程序已經到位，以確保採取後續行動收回逾期債務。

貴集團的信貸風險集中，於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，來自貴集團的最大債務人的貿易應收款項分別為人民幣4,116,000元、人民幣7,431,000元、人民幣17,832,000元及人民幣16,196,000元（佔貿易應收款項總額的73.76%、38.26%、42.30%及35.35%）。於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，來自五大債務人的貿易應收款項分別為人民幣5,425,000元、人民幣16,721,000元、人民幣34,402,000元及人民幣40,503,000元（佔貿易應收款項總額的97.22%、86.09%、81.61%及88.40%）。

於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，貿易應收款項的信貸虧損率分別為5.04%、5.20%、4.87%及5.06%。

就其他應收款項而言，貴集團及貴公司已根據國際財務報告準則第9號應用預期信貸虧損模型計量虧損撥備。其他應收款項的預期信貸虧損根據過往結算記錄及過往違約經驗作出個別評估，並根據債務人特定因素、一般經濟狀況及於各年／期末對當前狀況及其預測方向的評估而作出調整。除與一名交易對手的結餘已於二零二一年悉數減值外，貴集團管理層認為，貴集團的其他應收款項的信貸風險並不重大，因此，於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，信貸虧損率為零。

來自現金及現金等價物、受限制銀行存款及定期存款的信貸風險有限，原因是交易對手方為信譽良好的金融機構。貴集團及貴公司對銀行結餘、受限制銀行存款及定期存款評估12個月預期信貸虧損，並認為於各報告期末的預期信貸虧損撥備並不重大。

下表列示根據簡化方法已就貿易應收款項及合約資產以及已出現信貸減值的其他應收款項確認的全期預期信貸虧損的變動。

	貿易應收款項 (全期預期 信貸虧損)	合約資產 (全期預期 信貸虧損)	其他應收款項 (全期預期 信貸虧損)	總計
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
於二零二一年一月一日	—	—	—	—
— 已確認減值虧損，扣除撥回	286	—	638	924
— 匯兌差額	(5)	—	—	(5)
於二零二一年十二月三十一日	<u>281</u>	<u>—</u>	<u>638</u>	<u>919</u>
— 已確認減值虧損，扣除撥回	683	26	—	709
— 匯兌差額	46	—	—	46
於二零二二年十二月三十一日	<u>1,010</u>	<u>26</u>	<u>638</u>	<u>1,674</u>
— 已確認減值虧損，扣除撥回	1,689	11	—	1,700
— 撇銷	(637)	—	—	(637)
— 匯兌差額	(8)	—	—	(8)
於二零二三年十二月三十一日	<u>2,054</u>	<u>37</u>	<u>638</u>	<u>2,729</u>
— 已確認減值虧損，扣除撥回	243	61	—	304
— 匯兌差額	23	—	—	23
於二零二四年六月三十日	<u>2,320</u>	<u>98</u>	<u>638</u>	<u>3,056</u>

流動資金風險

於管理流動資金風險時，貴集團監控並維持管理層認為充足的現金及現金等價物水平，為貴集團及貴公司營運提供資金及減輕現金流量波動的影響。

下表詳述貴集團金融負債的餘下合約到期情況。該表乃基於貴集團可能須作出支付的最早日期根據金融負債的未貼現現金流量制定。該表包括利息及本金的現金流量。

貴集團

	加權平均 實際利率	一年內或	一至兩年		兩至五年	總計	賬面值
		按要 求	一 至 兩 年	一 至 兩 年	兩 至 五 年		
	%	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
於二零二一年							
十二月三十一日							
貿易及其他應付款項	—	35,052	—	—	—	35,052	35,052
應付關聯方款項	—	14,000	—	—	—	14,000	14,000
租賃負債	4.75	1,268	920	604	—	2,792	2,638
		<u>50,320</u>	<u>920</u>	<u>604</u>	<u>—</u>	<u>51,844</u>	<u>51,690</u>
於二零二二年							
十二月三十一日							
貿易及其他應付款項	—	47,596	—	—	—	47,596	47,596
銀行借款	3.20	4,149	—	—	—	4,149	4,118
租賃負債	4.75	948	608	26	—	1,582	1,521
應付關聯方款項	—	223	—	—	—	223	223
		<u>52,916</u>	<u>608</u>	<u>26</u>	<u>—</u>	<u>53,550</u>	<u>53,458</u>
於二零二三年							
十二月三十一日							
貿易及其他應付款項	—	36,761	—	—	—	36,761	36,761
銀行借款	3.83	20,058	—	—	—	20,058	19,900
租賃負債	4.75	1,797	1,163	379	—	3,339	2,888
		<u>58,616</u>	<u>1,163</u>	<u>379</u>	<u>—</u>	<u>60,158</u>	<u>59,549</u>
於二零二四年							
六月三十日							
貿易及其他應付款項	—	87,627	—	—	—	87,627	87,627
銀行借款	3.42	11,962	—	16,330	—	28,292	26,950
租賃負債	4.75	1,320	947	—	—	2,267	2,175
		<u>100,909</u>	<u>947</u>	<u>16,330</u>	<u>—</u>	<u>118,186</u>	<u>116,752</u>

貴公司

	加權平均	一年內或	一至兩年	兩至五年	總計	賬面值
	實際利率	按要求	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
於二零二一年						
十二月三十一日						
貿易及其他應付款項	—	11,948	—	—	11,948	11,948
應付關聯方款項	—	14,000	—	—	14,000	14,000
租賃負債	4.75	1,008	638	297	1,943	1,848
		<u>26,956</u>	<u>638</u>	<u>297</u>	<u>27,891</u>	<u>27,796</u>
於二零二二年						
十二月三十一日						
貿易及其他應付款項	—	46,996	—	—	46,996	46,996
應付附屬公司款項	0.20	55,992	—	—	55,992	55,992
租賃負債	4.75	638	297	—	935	907
		<u>103,626</u>	<u>297</u>	<u>—</u>	<u>103,923</u>	<u>103,895</u>
於二零二三年						
十二月三十一日						
貿易及其他應付款項	—	16,461	—	—	16,461	16,461
應付附屬公司款項	0.20	61,603	—	—	61,603	61,603
銀行借款	3.80	9,994	—	—	9,994	9,900
租賃負債	4.75	1,474	1,136	379	2,989	2,547
		<u>89,532</u>	<u>1,136</u>	<u>379</u>	<u>91,047</u>	<u>90,511</u>
於二零二四年						
六月三十日						
貿易及其他應付款項	—	74,277	—	—	74,277	74,277
應付附屬公司款項	0.20	30,988	—	—	30,988	30,988
銀行借款	3.50	9,950	—	—	9,950	9,950
租賃負債	4.75	1,136	947	—	2,083	1,993
		<u>116,351</u>	<u>947</u>	<u>—</u>	<u>117,298</u>	<u>117,208</u>

(c) 金融工具的公平值計量

貴集團以經常性基準按公平值計量的金融資產的公平值

於二零二一年十二月三十一日，貴集團一項金融資產按公平值計量。下表提供有關如何釐定金融資產公平值的資料(特別是所採用的估值技術及輸入數據)。

金融資產	於十二月三十一日的公平值				於六月三十日的公平值	公平值層級	估值技術及主要輸入數據	重大不可觀察輸入數據
	二零二一年	二零二二年	二零二三年	二零二四年				
	人民幣千元	人民幣千元	人民幣千元	人民幣千元				
按公平值計入損益的金融資產	504	—	—	—	第二級	貼現現金流量	不適用	

於往績記錄期間，第一級與第二級之間並無轉撥。

非按公平值計量的金融資產及金融負債公平值

貴公司董事認為，按攤銷成本在歷史財務資料入賬的 貴集團及 貴公司金融資產及金融負債的賬面值與其公平值相若。該等公平價值乃基於貼現現金流量分析按照公認定價模型釐定。

38. 退休福利計劃

貴集團中國附屬公司的僱員為中國相關地方政府機關組織的國家管理退休福利計劃的成員。該附屬公司須按其僱員若干百分比的工資成本向退休福利計劃供款，為有關福利提供資金。 貴集團就退休福利計劃的唯一責任是作出指定供款。截至二零二一年、二零二二年及二零二三年十二月三十一日止年度／期間以及截至二零二三年(未經審核)及二零二四年六月三十日止六個月， 貴集團已向在中國的該項計劃計提的總額分別為人民幣1,214,000元、人民幣1,601,000元、人民幣2,034,000元、人民幣914,000元及人民幣1,159,000元。

39. 收購附屬公司

截至二零二三年十二月三十一日止年度

誠如附註17所披露， 貴集團於二零二二年取得WTC的33.78%股權，並對WTC擁有重大影響力，且 貴集團已使用權益法將WTC入賬列作聯營公司。

於二零二三年，ContiOcean Hong Kong向WTC注入額外的400,000歐元(相當於人民幣3,156,000元)。於注資完成後， 貴集團持有的WTC股權由33.78%增加至51.00%，且 貴集團獲得對WTC的控制權。該收購已採用收購法入賬列作收購業務。收購的總代價包括進一步注入的現金400,000歐元(相當於人民幣3,156,000元)及 貴集團於收購前在WTC的原有權益的公平值人民幣6,191,000元。 貴集團於收購前在WTC的原有權益的公平價值與賬面值之間的差額為人民幣4,794,000元，乃確認為視作出售 貴集團聯營公司收益。

WTC及其附屬公司的主要活動包括清潔能源技術的研發及在歐洲市場的拓展。

已轉讓代價的公平值

	金額
	人民幣千元
現金	3,156
先前持有WTC 33.78%權益的公平值	6,191
	<u>9,347</u>

於收購日期所收購的資產及所承擔的負債

	金額
	人民幣千元
已確認資產淨值：	
物業及設備	6
貿易及其他應收款項	1,230
現金及現金等價物	849
合約負債	(5)
貿易及其他應付款項	(466)
	<u>1,614</u>

於收購日期，貿易及其他應收款項的公平值為人民幣1,230,000元。於收購日期所獲該等應收款項的合約總額為人民幣1,230,000元。預期無法收回的合約現金流量於收購日期的最佳估計為零元。貴集團管理層認為，於收購日期WTC及其附屬公司的資產及負債的賬面值與其公平值相若。

非控股權益

於收購日期所確認的WTC非控股權益(49%)乃參考分佔WTC已確認的資產淨值金額比例的公平值計量，金額為人民幣791,000元。

收購產生的商譽

	金額
	人民幣千元
已轉讓現金代價	3,156
先前持有WTC權益的公平值	6,191
加：非控股權益	791
減：已收購資產淨值的公平值	(1,614)
	<u>8,524</u>
收購產生的商譽	<u>8,524</u>

收購WTC產生商譽乃由於收購鞏固並擴展 貴集團於收購日期的清潔能源技術研發能力及營銷能力。由於該等利益不符合可識別無形資產的確認條件，故並無與商譽分開確認。從該收購產生的商譽預期在稅務上屬不可扣減。

視作出售聯營公司的收益

	金額
	人民幣千元
先前持有WTC 33.78%權益的公平值	6,191
減：於聯營公司的權益的賬面值	(1,397)
	<u>4,794</u>

收購附屬公司的現金流出淨額

	金額
	人民幣千元
現金代價	3,156
減：已收購現金及現金等價物	(849)
	<u>2,307</u>

WTC於截至二零二三年十二月三十一日止年度並無帶來任何收益及溢利。倘收購已於二零二三年一月一日完成，則 貴集團截至二零二三年十二月三十一日止年度的總收益將應為人民幣513,175,000元，而 貴集團截至二零二三年十二月三十一日止年度的年內溢利將應為人民幣117,571,000元。備考資料僅供說明用途，並不一定為倘收購於二零二三年一月一日完成而將可實際達致的 貴集團收益及業績的指示，亦並非未來業績的預測。

40. 附屬公司詳情

於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日及本報告日期，貴集團的附屬公司如下：

附屬公司名稱	設立/註冊成立地點/ 國家及日期	於以下日期的已發行及繳足股份/註冊資本				於以下日期的貴集團應佔股權				本報告日期	主要業務		
		二零二一年		二零二二年		二零二一年		二零二二年					
		十二月三十一日	十二月三十一日	十二月三十一日	十二月三十一日	十二月三十一日	十二月三十一日	十二月三十一日	十二月三十一日				
匯創南通 (附註ii)	中國，二零一九年 一月二十八日	人民幣 30,000,000元	人民幣 30,000,000元	人民幣 30,000,000元	人民幣 30,000,000元	100	100	100	100	100	100	生產船舶脫硫系統	
ContiOcean Hong Kong (附註iii)	香港，二零一七年十二月 二十八日	10,000,000港元	10,000,000港元	10,000,000港元	10,000,000港元	100	100	100	100	100	100	船舶脫硫系統業務及 航運服務	
匯創國際(附註iv)	中國，二零二三年 三月十五日	不適用	不適用	人民幣 10,000,000元	人民幣 10,000,000元	不適用	不適用	不適用	不適用	100	100	銷售船舶裝備	
ContiOcean Singapore(附註i)	新加坡，二零一八年 七月二十日	10新加坡元	10新加坡元	10新加坡元	10新加坡元	100	100	100	100	100	100	船舶脫硫系統業務、 船舶清潔能源供應 系統及海事服務	
CTL(附註i)	新加坡，二零一九年 八月一日	100新加坡元	100新加坡元	100新加坡元	100新加坡元	100	100	100	100	100	100	船舶卸乳裝置業務	
ContiOcean Global Energy Solution Pte. Ltd.(附註i)	新加坡， 二零一九年一月三日	1,200,000 新加坡元	1,200,000 新加坡元	1,200,000 新加坡元	1,200,000 新加坡元	70	70	70	70	70	70	70	提供營銷服務
Conti Marine Services Pte. Ltd	新加坡，二零一九年 八月一日	100新加坡元	100新加坡元	100新加坡元	100新加坡元	100	100	100	100	—	—	—	海運服務
Wavelength Technology Center, LDA(附註i)	葡萄牙共和國， 二零二二年四月十四日	不適用	1,020歐元	1,020歐元	1,020歐元	不適用	不適用	33.78	33.78	51	51	51	研發清潔能源供應系 統，例如甲醇氣體 供應系統
Wavelength Technology Center AS(附註i)	挪威，二零二二年 六月二十九日	不適用	30,000挪威克朗 (「挪威克朗」)	30,000挪威克朗	30,000挪威克朗	不適用	不適用	33.78	33.78	51	51	51	研究及技術服務
安佰科(南通)電氣設備有限 公司(附註i)	中國，二零一九年 九月三十日	50,000,000元	50,000,000元	50,000,000元	50,000,000元	100	100	100	100	100	100	100	問置

所有附屬公司均以十二月三十一日作為財政年度結算日。

於二零二一年、二零二二年及二零二三年十二月三十一日以及二零二四年六月三十日，概無附屬公司發行任何債務證券。

附註：

- (i) 概無就該等附屬公司編製法定財務報表，此乃由於概無法定審核要求。
- (ii) 附屬公司截至二零二一年、二零二二年及二零二三年十二月三十一日止年度的法定財務報表已根據中國企業會計準則編製，並由南通長城聯合會計師事務所(特殊普通合夥)審核。
- (iii) 該附屬公司截至二零二一年十二月三十一日止年度的法定財務報表已根據香港財務報告準則(「香港財務報告準則」)編製，並由黃德威執業會計師審核。該附屬公司截至二零二二年及二零二三年十二月三十一日止年度的法定財務報表已根據香港財務報告準則編製，並由Richmoral Certified Public Accountants LLP審核。
- (iv) 該附屬公司於註冊成立日期至截至二零二三年十二月三十一日止年度期間的法定財務報表已根據中國企業會計準則編製，並由中興財光華會計師事務所(特殊普通合夥)審核。

41. 主要非現金交易

除附註39所披露的視作出售WTC外，於往績記錄期間並無其他主要非現金交易。

42. 融資活動產生的資產及負債對賬

下表詳述因融資活動產生的貴集團資產及負債的變動，包括現金及非現金變動。因融資活動產生的資產及負債指在貴集團綜合現金流量表中現金流量被分類為或未來現金流量將被分類為融資活動現金流量的資產及負債。

	應收關聯方 款項	應收董事及 監事款項	應付關聯方 款項	其他應收 款項	其他應 付款項	租賃負債	銀行借款	總計
	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
於二零二一年一月一日	(8,185)	(10,121)	15,000	—	—	—	—	(3,306)
融資現金流量	173	—	(1,000)	1,173	(11,000)	(1,288)	—	(11,942)
非現金變動：								
收購共同控制下的附屬公司	—	—	47	—	—	—	—	47
已宣派股息	—	—	—	—	11,000	—	—	11,000
新訂租賃	—	—	—	—	—	3,764	—	3,764
非控股股東出資	—	—	—	(1,173)	—	—	—	(1,173)
利息開支	—	—	—	—	—	132	—	132
匯兌調整	—	—	—	—	—	30	—	30
於二零二一年十二月三十一日	(8,012)	(10,121)	14,047	—	—	2,638	—	(1,448)
融資現金流量	8,271	—	(14,000)	—	(20,080)	(1,024)	4,118	(22,715)
非現金變動：								
收購共同控制下的附屬公司	—	—	223	—	—	—	—	223
已宣派股息	—	—	—	—	20,000	—	—	20,000
提前終止租賃安排	—	—	—	—	—	(203)	—	(203)
利息開支	—	—	—	—	80	96	—	176
匯兌調整	(259)	(786)	5	—	—	14	—	(1,026)

	應收關聯方 款項	應收董事及 監事款項	應付關聯方 款項	其他應收 款項	其他應 付款項	租賃負債	銀行借款	總計
	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
於二零二二年十二月三十一日	—	(10,907)	275	—	—	1,521	4,118	(4,993)
融資現金流量	—	10,528	(281)	—	(5,442)	(1,175)	15,782	19,412
非現金變動：								
新訂租賃	—	—	—	—	—	2,893	—	2,893
提前終止租賃安排	—	—	—	—	—	(535)	—	(535)
匯兌調整	—	379	6	—	—	68	—	453
已宣派股息	—	—	—	—	5,000	—	—	5,000
利息開支	—	—	—	—	442	116	—	558
於二零二三年十二月三十一日	—	—	—	—	—	2,888	19,900	22,788
融資現金流量	—	—	—	—	(50,274)	(727)	7,050	(43,951)
非現金變動：								
已宣派股息	—	—	—	—	96,000	—	—	96,000
應計發行成本	—	—	—	—	6,841	—	—	6,841
匯兌調整	—	—	—	—	—	(42)	—	(42)
利息開支	—	—	—	—	387	56	—	443
於二零二四年六月三十日	—	—	—	—	52,954	2,175	26,950	82,079
於二零二二年十二月三十一日	—	(10,907)	275	—	—	1,521	4,118	(4,993)
融資現金流量	—	10,392	(281)	—	(95)	(435)	24,759	34,340
非現金變動：								
新訂租賃	—	—	—	—	—	2,643	—	2,643
匯兌調整	—	316	6	—	—	46	—	368
利息開支	—	—	—	—	95	24	—	119
於二零二三年六月三十日 (未經審核)	—	(199)	—	—	—	3,799	28,877	32,477

43. 期後事項

於二零二四年七月二十七日，為了改善 貴公司的激勵機制以吸引及挽留優秀人才並促進 貴公司長期發展， 貴公司採納購股權計劃，據此， 貴公司可向 貴集團的董事、監事、高級管理層及核心僱員授出最多3,930,000份購股權（「首次公開發售前購股權計劃」）。每份購股權的行使價為人民幣25.00元。於二零二四年七月二十九日， 貴公司授出3,930,000份購股權。根據首次公開發售前購股權計劃授出的購股權可分批行權：(1)33%於 貴公司H股於聯交所上市日期（「上市日期」）一週年當日行權，並可於上市日期起計12個月後的首個交易日至上市日期起計24個月內的最後交易日行使；(2)33%於上市日期第二週年行權，並可於上市日期起計24個月後的首個交易日至上市日期起計36個月內的最後交易日行使；及(3)34%於上市日期第三週年行權，並可於上市日期起計36個月後的首個交易日至上市日期起計48個月內的最後交易日行使。首次公開發售前購股權計劃所規定的行使條件包括公司層面及承授人層面的績效目標。公司層面的績效目標基於 貴公司於行使期間的純利。承授人層面的績效目標基於相關承授人的年度承授人層面績效考核。只有於承授人層面績效考核中至少達到令人滿意的標準的承授人方合資格行使其購股權。

44. 期後財務報表

貴集團、 貴公司或其任何附屬公司並無就二零二四年六月三十日後及直至本報告日期止任何期間編製經審核財務報表。

本附錄所載資料並不構成本公司申報會計師德勤•關黃陳方會計師行(香港執業會計師)就本集團截至二零二三年十二月三十一日止三個年度各年及二零二四年六月三十日止六個月的歷史財務資料的會計師報告(「會計師報告」)的一部分，該報告載於本招股章程附錄一，僅供參考用途。

未經審核備考財務資料應與本招股章程「財務資料」一節及本招股章程附錄一所載會計師報告一併閱讀。

A. 本公司擁有人應佔本集團未經審核備考經調整綜合有形資產淨值報表

下文所載本公司擁有人應佔本集團未經審核備考經調整綜合有形資產淨值報表乃根據上市規則第4.29段而編製，僅供說明用途，並旨在說明建議全球發售(定義見本招股章程)對於二零二四年六月三十日本公司擁有人應佔本集團綜合有形資產淨值的影響，猶如全球發售已於該日期進行。

本公司擁有人應佔本集團未經審核備考經調整綜合有形資產淨值報表的編製僅供說明用途，並由於其假設性質，未必能真實反映於二零二四年六月三十日或全球發售後任何後續日期本公司擁有人應佔本集團綜合有形資產淨值的情況。

下文所載本公司擁有人應佔本集團未經審核備考經調整綜合有形資產淨值報表乃基於摘錄自本招股章程附錄一所載會計師報告的於二零二四年六月三十日本公司擁有人應佔本集團經審核綜合有形資產淨值而編製，並作出下列調整：

	於 二零二四年 六月三十日 本公司擁有人 應佔本集團 經審核綜合 有形資產淨值	估計全球 發售所得 款項淨額	於 二零二四年 六月三十日 本公司擁有人 應佔本集團 未經審核備 考經調整綜合 有形資產淨值	於二零二四年六月三十日 每股本公司 擁有人應佔本集團 未經審核備考經調整 綜合有形資產淨值	
	人民幣千元 (附註1)	人民幣千元 (附註2)	人民幣千元	人民幣 (附註3)	港元 (附註4)
按發售價每股					
39.80港元計算	228,734	324,477	553,211	13.83	14.94
按發售價每股					
31.80港元計算	228,734	253,035	481,769	12.04	13.01

附註：

1. 於二零二四年六月三十日本公司擁有人應佔本集團經審核綜合有形資產淨值乃按分別扣除摘錄自本招股章程附錄一會計師報告所載於二零二四年六月三十日本公司擁有人應佔經審核綜合資產淨值人民幣237,405,000元中的本公司擁有人應佔商譽及無形資產人民幣8,585,000元及人民幣86,000元後得出。
2. 估計全球發售所得款項淨額乃基於發售價分別為每股發售股份39.80港元(相當於人民幣36.83元)及31.80港元(相當於人民幣29.43元)(即指定發售價範圍的上限及下限)的10,000,000股發售股份，經扣除直至二零二四年六月三十日尚未於損益確認的估計包銷費用及佣金以及其他上市相關開支後得出。其不計及(i)根據授予本公司董事配發及發行股份的一般授權，或(ii)根據首次公開發售前購股權計劃而可能配發及發行的任何股份。

就本未經審核備考報表而言，以港元計值的全球發售估計所得款項淨額乃按1港元兌人民幣0.9255元的匯率(經參照中國人民銀行所公布匯率計算於二零二四年十二月二十日的現行匯率)換算為人民幣。概不表示以港元計值的金額已經、本應或可能按該匯率或任何其他匯率換算為人民幣，甚或根本無法換算，反之亦然。

3. 每股本公司擁有人應佔本集團未經審核備考經調整綜合有形資產淨值乃假設全球發售已於二零二四年六月三十日完成而按已發行40,000,000股股份的基準計算，且並無計及(i)根據授予本公司董事配發及發行股份的一般授權，或(ii)根據首次公開發售前購股權計劃而可能配發及發行的任何股份。
4. 就計算此每股本公司擁有人應佔本集團未經審核備考經調整綜合有形資產淨值而言，人民幣計值的金額乃按人民幣1元兌1.0805港元的匯率(經參照中國人民銀行所公布匯率計算於二零二四年十二月二十日的現行匯率)換算為港元。概不表示以人民幣計值的金額已經、本應或可能按該匯率或任何其他匯率換算為港元，甚或根本無法換算，反之亦然。
5. 概無對於二零二四年六月三十日的本公司擁有人應佔本集團未經審核備考經調整綜合有形資產淨值作出調整，以反映本集團於二零二四年六月三十日後訂立的任何交易結果或其他交易。

B. 獨立申報會計師有關編製未經審核備考財務資料的鑒證報告

以下為本公司申報會計師德勤•關黃陳方會計師行(香港執業會計師)就編製本集團未經審核備考財務資料發出的獨立申報會計師鑒證報告全文，以供載入本招股章程。

致上海匯舸環保科技集團股份有限公司列位董事

吾等已完成鑒證工作，以就上海匯舸環保科技集團股份有限公司(「貴公司」)董事(「董事」)為僅供說明用途而編製的 貴公司及其附屬公司(下文統稱「貴集團」)的未經審核備考財務資料作出報告。未經審核備考財務資料包括 貴公司刊發的日期為二零二四年十二月三十一日的招股章程(「招股章程」)附錄二第II-1至II-2頁所載於二零二四年六月三十日的未經審核備考經調整綜合有形資產淨值報表及相關附註。董事編製未經審核備考財務資料所依據的適用標準載列於本招股章程附錄二第II-1至II-2頁。

未經審核備考財務資料乃由董事編製，旨在說明建議全球發售(定義見本招股章程)對 貴集團於二零二四年六月三十日的財務狀況的影響，猶如建議全球發售已於二零二四年六月三十日進行。在此過程中，有關 貴集團財務狀況的資料乃由董事摘錄自 貴集團截至二零二三年十二月三十一日止三個年度及截至二零二四年六月三十日止六個月的歷史財務資料，並已就此刊發會計師報告(載於招股章程附錄一)。

董事對未經審核備考財務資料的責任

董事負責根據香港聯合交易所有限公司證券上市規則(「上市規則」)第4.29段及參考香港會計師公會(「香港會計師公會」)頒布的會計指引第7號「編製備考財務資料以供載入投資通函」(「會計指引第7號」)編製未經審核備考財務資料。

吾等的獨立性及質素管理

吾等已遵守香港會計師公會頒佈的「專業會計師道德守則」中有關獨立性及其他道德的規定，有關規定乃基於誠信、客觀、專業勝任能力及應有審慎、保密及專業行為的基本原則而制定。

本會計師行應用香港會計師公會頒佈的香港質素管理準則(HKSQM)第1號「會計師事務所對執行財務報表審核或審閱或其他核證業務或相關服務委聘的公司的質素管理」，該準則要求會計師行設計、實行及營運質素管理體系，包括與遵守道德操守規定、專業標準及適用法律及監管規定有關的政策及程序。

申報會計師的責任

吾等的責任為根據上市規則第4.29(7)段的規定，對未經審核備考財務資料發表意見，並將吾等的意見向閣下報告。對於吾等先前就編製未經審核備考財務資料時採用的任何財務資料而發出的任何報告，除對吾等於該等報告發出日期指明的收件人負責外，吾等概不承擔任何責任。

吾等已根據香港會計師公會頒佈的香港核證委聘準則第3420號「就編製招股章程所載的備考財務資料作出核證委聘報告」執行吾等的委聘工作。此準則規定申報會計師規劃及實施程序，以合理確定董事是否已根據上市規則第4.29段的規定及參照香港會計師公會頒佈的會計指引第7號編製未經審核備考財務資料。

就是次委聘而言，吾等概不會負責就編製未經審核備考財務資料時採用的任何歷史財務資料更新或重新發表任何報告或意見，而吾等於是次委聘工作過程中，亦無對編製未經審核備考財務資料時採用的財務資料進行審核或審閱。

載入投資通函的未經審核備考財務資料僅供說明重大事件或交易對貴集團未經調整財務資料的影響，猶如該事件或交易於所選定供說明用途的較早日期已發生或進行。因此，吾等無法保證於二零二四年六月三十日的事件或交易的實際結果將如同所呈列者。

就未經審核備考財務資料是否已根據適當準則妥為編製而作出的合理核證委聘報告涉及執程序，以評估董事於編製未經審核備考財務資料時採用的適用準則是否提供合理基準，以呈列該事件或交易直接造成的重大影響，以及就下列各項獲取充分而適當的憑證：

- 相關備考調整是否對該等準則造成適當影響；及
- 未經審核備考財務資料是否反映對未經調整財務資料的調整作出適當應用。

所選揀程序乃視乎申報會計師的判斷，並考慮申報會計師是否瞭解貴集團的性質、編製有關未經審核備考財務資料所涉及的事件或交易，以及其他相關委聘情況而定。

委聘亦涉及評估未經審核備考財務資料的整體呈列方式。

吾等相信，吾等已獲得的憑證充分及適當地為吾等的意見提供基礎。

意見

吾等認為：

- (a) 未經審核備考財務資料已按照所述基準妥為編製；
- (b) 該基準與 貴集團的會計政策一致；及
- (c) 就根據上市規則第4.29(1)段披露的未經審核備考財務資料而言，該等調整屬適當。

德勤•關黃陳方會計師行

執業會計師

香港

二零二四年十二月三十一日

證券持有人稅項

H股持有人的所得稅及資本利得稅乃根據中國及H股持有人為其居民或因其他原因須繳稅之司法管轄區域的法律及慣例所規定。以下若干相關稅收規定概要以現行有效法律及慣例為基礎，不會對相關法律或政策的變動或調整作出任何預測，且不會作出相應評論或建議。有關討論無意涵蓋H股投資可能造成的一切稅務後果，亦無考慮任何個別投資者的特定情況，其中部分情況可能受特別的規則所規限。因此，閣下應就H股投資的稅務後果諮詢稅務顧問的意見。有關討論乃基於截至本招股章程日期有效的法律及相關解釋作出，或會變動或作出調整，並可能具追溯效力。討論中並無述及所得稅、資本收益及利得稅、營業稅／增值稅、印花稅及遺產稅以外的任何中國或香港稅務問題。潛在投資者務請就擁有和出售H股方面涉及的中國、香港及其他稅務後果諮詢其財務顧問。

中國稅項

股息涉及的稅項

個人投資者

根據於二零一八年八月三十一日最新修訂的《中華人民共和國個人所得稅法》以及於二零一八年十二月十八日最新修訂的《中華人民共和國個人所得稅法實施條例》（統稱為「個人所得稅法」），中國企業分派股息須按20%的統一稅率繳納個人所得稅。對於非中國居民的外籍個人，倘從中國企業收取股息，除非獲國務院稅務機關特定豁免或獲相關稅務條約減免，否則通常須繳納20%的個人所得稅。

企業投資者

根據於二零一八年十二月二十九日最新修訂的《中華人民共和國企業所得稅法》及於二零一九年四月二十三日最新修訂的《中華人民共和國企業所得稅法實施條例》，企業所得稅稅率為25%。非居民企業在中國境內未設立機構、場所的，或者雖設立機構、場所但其來自中國境內的所得與其所設機構、場所沒有實際聯繫的，則一般須就來自中國境內的收入（包括中國居民企業在香港發行股票取得的股息紅利所得）繳納10%的企業所得稅。對非居民企業應繳納的前述所得稅，實行源泉扣繳，以支付人為扣繳義務人，稅款由扣繳義務人從應支付的款項中扣繳。

國家稅務總局於二零零八年十一月六日頒佈並施行的《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》進一步闡明，中國居民企業向境外H股非居民企業股東派發二零零八年及以後年度股息時，必須就派付予境外H股非居民企業股東的股息按稅率10%預扣企業所得稅。

根據於二零零六年八月二十一日簽署的《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》（「安排」），中國政府可就中國居民企業向香港居民（包括居民個人及居民實體）派付的股息徵稅，但稅項金額不得超過中國居民企業應付股息總額的10%。除非一名香港居民在一間中國居民企業直接持有25%或以上股權，則該稅項不得超過該中國居民企業應付股息總額的5%。於二零一九年十二月六日生效的《〈內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排〉第五議定書》加入了享有條約優惠資格的標準。儘管安排可能存在其他規定條文，倘相關收益在考慮到所有相關事實及條件後，被合理視為將根據本安排產生任何直接或間接利益的安排或交易的其中一個主要目的，則將不會在該情況下給予該標準下的條約優惠，惟倘根據該情況給予優惠符合安排的相關目標及目的則除外。稅收協定股息條款的應用須符合《國家稅務總局關於執行稅收協定股息條款有關問題的通知》等中國稅收法律法規的規定。

稅收條約

居住在已經與中國簽有避免雙重徵稅條約或調整的司法管轄區的非居民投資者可享受從中國公司收取股息的中國企業所得稅減免。中國現時與多個國家和地區（包括香港特別行政區、澳門特別行政區、澳大利亞、加拿大、法國、德國、日本、馬來西亞、荷蘭、新加坡、英國及美國等）簽有避免雙重徵稅條約或安排。根據有關稅收條約或安排有權享有優惠稅率的非中國居民企業須向中國稅務機關申請退還超過協議稅率的企業所得稅，且退款申請有待中國稅務機關批准。

根據國家稅務總局於二零一九年十月十四日頒佈並於二零二零年一月一日生效的《非居民納稅人享受協定待遇管理辦法》，非居民納稅人可通過自我判定、自行申報並保存和記錄相關信息以供檢查，享受稅收協定下的優惠待遇。倘非居民納稅人自行評

估並認為符合申報協定待遇的條件，可在納稅申報時，或通過扣繳義務人在扣繳申報時，自行享受協定待遇，同時按照規定收集和留存相關資料以備日後檢查，並接受稅務機關後續管理。

股份轉讓所得涉及的稅項

增值稅及地方附加費

根據於二零一六年五月一日實施的《關於全面推開營業稅改徵增值稅試點的通知》（「36號文」），在中國境內從事服務銷售的實體和個人需繳納增值稅，「在中國境內從事服務銷售」是指應稅服務的賣方或買方位於中國境內。36號文亦規定，金融產品的轉讓，包括可交易證券所有權的轉讓，應按應稅收入（即銷售價格扣除購買價格後的餘額）徵收6%的增值稅，適用於一般或外國增值稅納稅人。然而，轉讓金融產品的人士可獲豁免增值稅。

根據上述規定，在出售或處置H股時，若持有人為非居民個人，可豁免繳納中國增值稅；若持有人為非居民企業，則若H股的購買者為中國境外的個人或實體，該持有人可能不需繳納中國增值稅，但若H股的購買者為中國境內的個人或實體，該持有人則可能需繳納中國增值稅。

所得稅

個人投資者

根據《個人所得稅法》，轉讓中國居民企業股本權益所得的收益須繳納20%的個人所得稅。根據財政部及國家稅務總局於一九九八年三月三十日頒佈的《關於個人轉讓股票所得繼續暫免徵收個人所得稅的通知》，自一九九七年一月一日起，個人轉讓上市公司股票取得的所得繼續暫免徵收個人所得稅。

根據財政部及國家稅務總局頒佈及於二零一八年十二月二十九日生效的《財政部、國家稅務總局關於繼續有效的個人所得稅優惠政策目錄的公告》，《關於個人轉讓股票所得繼續暫免徵收個人所得稅的通知》將繼續有效。

企業投資者

根據《企業所得稅法》，倘非居民企業在中國境內並無機構、場所，或在中國境內有機構、場所，但其來自中國境內的收入與上述機構、場所無實際聯繫，則非居民企業一般須就來自中國境內的所得（包括來自出售中國居民企業股權所得的收益）繳納10%

的企業所得稅；對非居民企業應繳納的前述所得稅，實行源泉扣繳，以支付人為扣繳義務人，稅款由扣繳義務人從應支付的款項中扣繳。該稅項可根據有關稅收條約或避免雙重徵稅的協議減免。

印花稅

根據於二零二一年六月十日頒佈及於二零二二年七月一日生效的《中華人民共和國印花稅法》，中國印花稅只適用於在中國境內簽訂或領受的、在中國境內具法律約束力且受中國法律保護的特定稅務文件，因此，就轉讓中國上市公司股份徵收的印花稅的規定不適用於非中國投資者在中國境外購買及處置H股。

遺產稅

截至本招股章程日期，並未根據中國法律在中國徵收遺產稅。

香港稅項

股息的稅項

根據香港稅務局的現行慣例，本公司所派付的股息毋須於香港繳稅。

資本收益

香港並無就出售H股產生的資本收益徵稅。然而，在香港從事貿易、專業服務或業務的人士出售H股的交易收益將須繳納香港利得稅，現時公司按最高16.5%的稅率徵稅，而非法人業務按最高15%的稅率徵稅。若干類別的納稅人(例如金融機構、保險公司及證券商)可能被視為產生交易收益而非資本收益，除非該等納稅人可以證明投資證券乃為作長期投資而持有。

在香港聯交所出售H股的交易收益將被視為源自香港或於香港產生。因此，在香港從事證券交易或買賣業務的人士有責任就其於香港聯交所出售H股的交易收益繳納香港利得稅。

印花稅

香港印花稅目前按H股的代價或市值(以較高者為準)的0.10%從價稅率徵收，將由買方於每次購買及賣方於每次出售任何香港證券(包括H股)時繳納(即目前每一筆涉及H股的典型買賣交易合共須繳納0.20%的稅項)。此外，目前任何H股轉讓文據須繳納定

額印花稅5.00港元。倘其中一方為非香港居民且未繳納應付的從價稅項，則未付稅款將根據轉讓文據(如有)進行評估，並將須由承讓人支付。倘未能於到期日或之前繳納印花稅，則可能被處以應繳稅款最高十倍的罰款。

會財局交易徵費

會財局交易徵費適用於所有證券買賣，買賣雙方須按0.00015%繳納，自二零二二年一月一日起生效，有關徵費將被視為交易成本之一。

遺產稅

《2005年收入(取消遺產稅)條例》取消於二零零六年二月十一日或之後身故人士的遺產稅。

外匯

中國法定貨幣為人民幣，不能自由兌換成外幣。國家外匯管理局(「**國家外匯管理局**」)，經中國人民銀行(「**中國人民銀行**」)授權，有權行使管理與外匯相關的所有事宜的職能，包括實施外匯管制規定。

根據國務院於一九九六年一月二十九日頒佈，於一九九六年四月一日生效並於二零零八年八月五日最後修訂的《中華人民共和國外匯管理條例》，以及中國人民銀行於一九九六年六月二十日頒佈並於一九九六年七月一日生效的《結匯、售匯及付匯管理規定》，於相關金融機構對交易的真實性及其與外匯收支的一致性進行合理審查後，為支付貿易、服務相關外匯交易以及股利支付等經常項目而進行的人民幣兌換不受限制，但為直接投資、貸款或投資於中國境外證券等資本項目而進行的人民幣兌換則須取得國家外匯管理局或其地方分支機構的事先批准。

根據中國人民銀行於二零零五年七月二十一日頒佈並於同日生效的《中國人民銀行關於完善人民幣匯率形成機制改革的公告》，自二零零五年七月二十一日起，中國開始實行以市場供求為基礎、參考一籃子貨幣進行調節、有管理的浮動匯率制度。因此，人民幣匯率不再與美元掛鈎。中國人民銀行於每個工作日閉市後公佈銀行間外匯市場的美元等交易貨幣兌人民幣匯率的收盤價，作為下一個工作日該貨幣兌人民幣交易的中間價。

根據中國相關法律法規，中國企業(包括外商投資企業)需要外匯進行經常項目交易時，可無須經外匯管理機關批准，通過在指定外匯銀行開設外匯賬戶即可進行支付，但須提供有效的交易收據與憑證。需要外匯向股東分配利潤的外商投資企業及根據有

關規定需要以外匯向股東支付股息的中國企業(如本公司)，可根據其董事會或股東會關於利潤分配的決議，從指定外匯銀行開設的外匯賬戶進行支付或在指定外匯銀行兌換與支付。

根據國務院於二零一四年十月二十三日頒佈的《國務院關於取消和調整一批行政審批項目等事項的決定》，其決定取消國家外匯管理局及其分局對外資股境外上市所得款項調回人民幣境內賬戶結匯的審批規定。

根據國家外匯管理局於二零一四年十二月二十六日頒佈的《關於境外上市外匯管理有關問題的通知》，國內公司應在完成境外上市後十五個工作日內，向其註冊地的外匯局辦理境外上市登記。國內發行人可以將通過境外上市籌集的資金轉入其本地銀行賬戶或存入其境外賬戶。所得款項用途應當與本招股章程或其他公開文件中披露的用途一致。

根據國家外匯管理局頒佈並於二零一六年六月九日生效的《國家外匯管理局關於改革和規範資本項目結匯管理政策的通知》，相關政策已經明確實行意願結匯的資本項目外匯收入(包括外匯資本金、外債資金和境外上市調回資金等)，可根據境內機構的實際經營需要在銀行辦理結匯。境內機構資本項目外匯收入意願結匯比例暫定為100%。國家外匯管理局可根據國際收支形勢適時對上述比例進行調整。

本附錄載有關中國公司及證券的法律法規摘要、中國公司法與香港公司條例之間的若干重大差異。本概要的主要目的是為潛在投資者提供適用於我們的主要法律法規概述，無意涵蓋對潛在投資者而言可能重要的所有資料。有關具體規制本公司業務的法律法規的討論，請參見「監管概覽」。

中國法律體系

中國法律體系以《中華人民共和國憲法》(「《憲法》」)為基礎，由成文法律、行政法規、地方性法規、單行條例、自治條例、部門規章、地方政府規章、中國政府為簽署方的國際條約以及其他監管文件組成。法院判決不構成具有法律約束力的先例，但可能用於司法參考及指導。

根據《憲法》及《中華人民共和國立法法(2023年修正)》(「《立法法》」)，全國人大及全國人大常委會有權根據憲法行使國家立法權。全國人大負責制定及修改民事、刑事、國家機構的及其他的基本法律。全國人大常委會有權制定及修改應由全國人大制定法律以外的其他法律；在全國人大休會期間，補充及修改由全國人大制定的任何法律，但不得與此等法律的基本原則相抵觸。全國人大可授權全國人大常委會制定相關法律。

國務院是最高國家行政機關，有權根據《憲法》及法律制定行政法規。

各省、自治區及直轄市的人民代表大會及其常務委員會可根據其各自行政區域的特定情況及實際需求制定地方性法規，此等地方性法規不得違反憲法、法律或行政法規的任何規定。

國務院各部委、中國人民銀行、國家審計署以及具有行政管理職能的國務院直屬機構及法律規定的機關，可根據法律、行政法規以及國務院的決定及命令，在其權限內制定部門規章。

設區的市的人民代表大會及其常務委員會可基於有關城市特殊情況和實際需要，制訂有關城鄉發展和管理、生態文明建設、歷史文化保護及基層治理的地方性法規，上報有關省份或自治區人民代表大會常務委員會獲得批准後生效。但地方性法規須符

合憲法、法律、行政法規、有關省份或自治區相關地方性法規。民族自治地方的人民代表大會有關基於當地民族政治、經濟及文化特點頒布自治條例及單行條例。

省、自治區、直轄市和設區的市、自治州的人民政府，可以根據法律、行政法規和本省、自治區、直轄市的地方性法規，制定規章。

《憲法》具有最高的法律效力，一切法律、行政法規、地方性法規、自治條例和單行條例、規章均不得與《憲法》相抵觸。法律的效力高於行政法規、地方性法規、規章。行政法規的效力高於地方性法規、規章。地方性法規的效力高於本級和下級地方政府規章。省、自治區的人民政府制定的規章的效力高於本行政區域內的設區的市、自治州的人民政府制定的規章。

全國人大有權改變或者撤銷全國人大常委會制定的不適當的法律，有權撤銷全國人大常委會批准的違背憲法或立法法的自治條例和單行條例。全國人大常委會有權撤銷與憲法和法律相抵觸的行政法規，有權撤銷與憲法、法律和行政法規相抵觸的地方性法規，有權撤銷省、自治區、直轄市的人大常委會批准的違背憲法或立法法的自治條例和地方性法規。國務院有權改變或者撤銷不適當的部門規章和地方政府規章。省、自治區、直轄市的人民代表大會有關改變或者撤銷其常務委員會制定和批准的不適當的地方性法規。省、自治區的人民政府有權改變或者撤銷下一級人民政府制定的不適當的規章。

根據《憲法》及《立法法》，全國人大常委會有權解釋法律。根據一九八一年六月十日通過的《全國人民代表大會常務委員會關於加強法律解釋工作的決議》，凡屬法院審判工作中具體應用法律、法令的問題，中國最高人民法院有權進行解釋，國務院及其部委亦有權就本身所頒布的行政規則和部門規定進行解釋，在地區層面，對地方性法律法規和行政規章的解釋權歸頒布有關法律法規和規章的地方立法和行政機構。

中國司法體制

根據《憲法》《中華人民共和國人民法院組織法(2018年修訂)》，中國司法體系由最高人民法院、地方各級人民法院和專門人民法院組成。

地方人民法院又包括基層人民法院、中級人民法院和高級人民法院。高級人民法院管轄基層及中級人民法院。人民檢察院亦有權監察同級和下級人民法院的民事審判。最高人民法院是中國最高審判機關，監察各級人民法院的審判工作。

於一九九一年頒布並於二零零七年、二零一二年、二零一七年、二零二一年及二零二三年修正的《中華人民共和國民事訴訟法》(「《民事訴訟法》」)，規定了提起民事訴訟、人民法院司法管轄權、民事訴訟應遵循的程序以及民事判決或裁定的執行程序等各項標準。所有在中國境內進行民事訴訟活動的各方當事人必須遵守《民事訴訟法》。通常，對公民提起的民事訴訟，由被告住所地省市人民法院管轄。合同各方當事人可以書面協議選擇提起民事訴訟的司法管轄法院，但應選擇原告住所地、被告住所地、合同履行地、合同簽訂地、目標物所在地等地點的人民法院管轄，且不得違反該法對級別管轄和專屬管轄的規定。

一般而言，外國人及外國企業享有與中國公民、法人同等的訴訟權利和責任。若外國司法制度對中國公民和企業的訴訟權利加以限制，則中國法院在中國境內對該國的公民和企業採用對等的限制。

如民事訴訟任何一方拒絕遵從中國人民法院判決或仲裁庭的裁定，對方當事人可以向人民法院申請執行，而當事人須在兩年內提出申請。若任何人未在指定時限履行法院判決，則法院接獲另一方申請，可根據法律要求執行判決。

一方尋求執行人民法院的判決、裁定，而被執行人或者被執行財產不在中國境內，當事人可向有管轄權的外國法院申請承認和執行。外國法院作出的判決、裁定，如中國與有關的外國已訂立國際條約或已認可國際條約而其中有關於承認和執行判決的規則，或經過法院審核認為判決和裁定符合互惠的原則，可根據中國的執行程序由中國人民法律認可及執行，除非人民法院認為承認及執行有關判決、裁定會違反中國法律的基本原則或者國家主權、安全、社會公共利益。

公司相關法律及行政法規

在中國註冊成立並擬在香港聯交所上市的股份有限公司，主要須遵守以下中國法律法規：

- 《公司法》，由全國人大常委會於一九九三年十二月二十九日頒布並於一九九四年七月一日起施行，先後於一九九九年十二月二十五日、二零零四年八月二十八日、二零零五年十月二十七日、二零一三年十二月二十八日、二零一八年十月二十六日及二零二三年十二月二十九日修正或修訂，最新修訂的《公司法》已於二零二四年七月一日施行；
- 《境內企業境外發行證券和上市管理試行辦法》（「《境外上市試行辦法》」）及《監管規則適用指引—境外發行上市類第1號》，由中國證監會於二零二三年二月十七日頒布並於二零二三年三月三十一日實施，適用於境內股份有限公司境外股份發行及上市。境內公司直接在境外市場發行並上市證券的，應當參照中國證監會《上市公司章程指引》的規定制定公司章程，該指引於二零零六年三月十六日由中國證監會頒布，最新修訂版本於二零二三年十二月十五日頒布並實施。

下文載列《公司法》《境外上市試行辦法》等適用於本公司的主要條文概要。

通則

股份有限公司指依照《公司法》註冊成立的企業法人，其註冊資本分為等額面值的股份或無面額股。其股東的責任以其所持股份為限，公司對其債權人的責任以其擁有的全部資產的總和為限。

股份有限公司從事經營活動必須遵守法律及行政法規。公司可以向其他有限責任公司和股份有限公司投資。公司對該等投資企業承擔的責任以其所投入的金額為限。除法律另有規定外，公司不得成為對所投資企業的債務承擔連帶責任的出資人。

註冊成立

股份有限公司可採用發起方式或公開募集方式註冊成立。

股份有限公司可由1人以上200人以下發起人註冊成立，其中須有半數以上的發起人在中國境內有住所。

發起人應當自己發行股份的股款繳足之日起30日內召開成立大會，並在成立大會召開15日前將召開日期通知各認股人或者予以公告。成立大會應當有持有表決權過半數的認股人出席，方可舉行。成立大會可處理採納公司章程及選舉公司董事會成員和監事會成員等事項。成立大會所作任何決議案均須經出席大會的認股人所持表決權過半數通過。

董事會應於成立大會結束後30日內，向公司登記機關申請股份有限公司成立的註冊登記。有關登記機關頒發營業執照後，公司即告正式成立，並具有法人資格。

股份有限公司設立時的股東須承擔以下責任：(i)對設立行為產生的所有費用和債務負連帶責任；(ii)承擔在公司設立過程中，由於設立時的股東的過失致使公司利益受到損害的賠償責任。根據國務院一九九三年四月二十二日頒布的《股票發行與交易管理暫行條例》（只適用於在中國發行和買賣股份和相關的活動），如公眾公司以認股方式成立，則公司發起人須簽署文件，確保文件並無載有任何虛假、嚴重誤導性陳述或重大遺漏，並且就此承擔連帶責任。

股本

公司發起人可以用現金出資，也可以用實物、知識產權、土地使用權等可以用貨幣估價並可以依法轉讓的非貨幣財產按其估價出資。

公司股東和發起人如以現金以外的方式出資，則投入的資產必須評估作價，核實財產並轉為股份。

公司必須發行記名股票

根據《境外上市試行辦法》，境內企業境外發行股份的，可以外幣或人民幣集資及分派股息。

境內企業境外發行股份的，須於提交發行及境外上市申請文件後三個工作日內，將發行及上市申請文件報中國證監會備案。

股東轉讓其股份，應當在依法設立的證券交易場所進行或者按照國務院規定的其他方式進行。股票的轉讓，由股東以背書方式或者法律、行政法規規定的其他方式進行；轉讓後由公司將受讓人的姓名或者名稱記載於股東名冊。

公司公開發行股份前已發行的股份，自公司股票在證券交易所上市交易之日起一年內不得轉讓。公司董事、監事及高級管理人員在任期內每年出讓的股份不超過所持股份25%，且在上市後一年內不得出讓所持有公司的任何股份。《公司法》並無限制單一股東可以持有公司股權的百分比。

股東會議日期前20日或分派股息的基準日前五天，股東登記冊不得登記股份的轉讓。

配發及發行股份

股份有限公司所有股份發行須基於公平公正原則。同類股份必須具有同等權利。同一時間發行的同一類股份必須基於相同的條件以相同的價格發行。面額股股票可以按面值或溢價發行，但不可以低於面值發行。

境內企業境外發行股份的，須於提交發行及境外上市申請文件後三個工作日內，將發行及上市申請文件報中國證監會備案。

登記股份

根據《公司法》，股東可以現金出資，也可以用實物、知識產權、土地使用權等可以用貨幣估價並可以依法轉讓的非貨幣財產出資。

根據《公司法》，當公司發行記名股份，須設立股東登記冊記錄以下事宜：

- 各股東名稱及住所；
- 各股東所認購的股份種類及股份數；
- 各股東所持股份編號；及
- 股東獲得股份的日期。

增加股本

根據《公司法》，股份有限公司發行新股，股東會應對批准新股種類及數額、新股發行價格、新股發行的起止日期、向原有股東發行新股的種類及數額以及發行不計入註冊資本的無面額股所取得的資本金額作出決議。公司公開發行新股並經國務院證券監督管理機構批准或備案時，應公告文件及財務會計報告，並編製股份認購表格。新股發行募足股款後，應向公司登記機關辦理變更登記，並予以公告。公司公開發行股票，應向國務院證券監督管理機構登記，並公告招股說明書。已發行股份獲全面認購並募足股款後，公司應發佈公告。

減少股本

公司可依據《公司法》規定的下列程序減少註冊資本：

- 公司須編製資產負債表及資產清單；
- 減少註冊資本必須經股東會批准；
- 公司須於10日內通知其債權人減少股本事宜，並須於有關批准減少股本的決議案獲通過後30日內於報章或國家企業信用信息公示系統刊發減少股本公告；
- 公司債權人自接到通知書之日起30日內，未接到通知書的自公告之日起45日內，有權要求公司清償債務或者提供相應的擔保；
- 公司須向有關登記機關申請辦理減少註冊資本變更登記手續。

購回股份

根據《公司法》，除以下情況外，股份有限公司不得購買其股份：(i)減少公司註冊資本；(ii)與持有公司股份的其他公司合併；(iii)將股份用於員工持股計劃或者股權激勵計劃；(iv)股東因對股東會作出的公司合併、分立決議持異議，要求公司回購其股份；(v)將股份用於轉換上市公司發行的可轉換為股票的公司債券；及(vi)股份購回為上市公司維護公司價值及保障股東權益所必需。

基於上述(i)及(ii)項理由購買股份，須股東會通過決議案批准。公司根據上述(iii)、(v)或(vi)項理由購回股份，可以按照公司章程或者股東會的授權，經三分之二以上董事出席的董事會會議決議。

根據上述第(i)項購買股份後，有關股份須在購買日後十天內取消。如根據第(ii)或(iv)項購回股份，則須在六個月內將股份轉讓或注銷。公司根據第(iii)、(v)或(vi)項購回而持有的股份總數不得超過公司已發行股份總額10%，且須於三年內轉讓或注銷。

上市公司購回股份須根據證券法規定披露信息。如根據第(iii)、(v)或(vi)項購回股份，須通過公開的集中交易方式進行。

股份轉讓

股東持有的股份可以根據相關法律法規轉讓。根據《公司法》，股東轉讓其股份，應當在依法設立的證券交易場所進行或者按照國務院規定的其他方式進行。股東會日期前20日或確定分派股息的基準日期前5天，股東登記冊不得進行股份轉讓變更登記。如另有關於上市公司變更股份登記的規則，以有關規則為準。

根據《公司法》，股份公開發售前已發行的股份，自股份有限公司於證券交易所上市交易之日起一年內不得轉讓。董事、監事及高級管理人員須向公司申報所持有公司股權及所持股權的變更，在任期間每年出讓該等股份不得超過25%。公司股份在交易所上市買賣起一年內及上述人員辭任公司上述職位後半年內不得轉讓持有的股份。

股東

根據《公司法》，股份有限公司普通股持有人的權利包括：

- 親身或委託代表出席股東會及投票；
- 根據法律、行政法規及公司章程條文進行股份轉讓；

- 查閱公司的章程、股東名冊、股東會會議記錄、董事會決議案、監事會決議案及財務會計報告，並就公司的業務提出建議或詢問；
- 如決議案違反公司章程，向人民法院提請取消股東會及董事會通過的決議案；
- 按其持有的股份數目比例收取股息及其他形式的利益分派；
- 於公司終止或清盤時按所持股份比例分享公司剩餘財產；及
- 法律、行政法規和其他監管文件與公司章程所規定的其他權利。

股東的責任包括：遵守公司的章程；就所認購的股份及出資方式支付認購款項；以其認購股份支付的款項為限承擔公司的債務和負債；及公司章程規定的任何其他股東責任。

股東會

股東會是公司的權力機構，依照《公司法》行使職權。

根據《公司法》，股東會可行使下列主要職權：

- 選舉和撤換董事及非由公司職工代表擔任的監事，決定有關董事、監事的報酬待遇；
- 審議批准董事會的報告；
- 審議批准監事會的報告；
- 審議批准公司的利潤分配方案及彌補虧損方案；
- 對公司增加或減少註冊資本作出決議；
- 對發行公司債券作出決議；
- 對公司合併、分立、解散、清算及變更公司形式等事宜作出決議；

- 修改公司章程；及
- 公司章程賦予的其他職權。

股東會須每年召開一次。根據《公司法》，如發生下列任何一種情形，須在兩個月內召開臨時股東會：

- 董事人數不足法律規定人數或者公司章程所定人數的三分之二時；
- 公司未彌補的虧損總額達股本總額三分之一時；
- 單獨或者合計持有公司10%或以上股份股東要求召開臨時股東會；
- 董事會認為必要時；
- 監事會要求召開時；或
- 公司章程規定的其他情況。

根據《公司法》，股東會會議由董事會召集，董事長主持。董事長不能履行職務或者不履行職務的，由副董事長主持；副董事長不能履行職務或者不履行職務的，由半數以上董事共同推舉一名董事主持。

董事會不能履行職務或者不履行職務的，由監事會及時召開和主持會議。如監事會未有召開及主持會議，則單獨或共同連續90日持有公司股份超過10%的股東可以單方面召開及主持股東會。

根據《公司法》，召開股東會，應當將會議召開的時間、地點和審議的事項於會議召開20日前通知各股東，而臨時股東會須在會議前15日通知所有股東。

《公司法》並無關於股東會法定股東出席人數的規定。

根據《公司法》，股東出席股東會會議，所持每一股份有一表決權，類別股股東除外。但是，公司持有的股份沒有表決權。

根據公司章程的規定或股東會的決議，股東會就選舉董事、監事進行表決時，可以實行累積投票制。根據累積投票制，每股股份均擁有與股東會上應選董事或監事人數相等的投票權，股東亦可以把所有投票權集中選舉一人。

根據《公司法》，股東會的決議案取得出席會議的股東過半數表決權方獲通過。然而，有關以下事宜的股東會決議案，須取得出席會議股東三分之二以上的表決權方獲通過：(i)修訂公司章程；(ii)增加或減少註冊資本；(iii)公司合併、分立、解散、清算或形式改變；(iv)股東會以普通決議方式認為可能會對公司造成重大影響，而須以特別決議案方式通過的其他事項。

根據《公司法》，須就股東會上討論事項的決議作出會議記錄。主持人及出席會議的董事須於會議記錄上簽署作實。會議記錄須與股東出席記錄及委託書一併保存。

董事會

根據《公司法》，股份有限公司須設有包含3名以上成員的董事會。董事會成員可包括由該公司職工通過職工代表大會、職工大會或其他形式民主選舉產生的公司職工代表。公司章程須規定董事任期，最長不得超過三年。董事獲重選則可連任。若未能於董事任期結束前及時進行重選，或董事退任將導致董事成員少於法定人數，則有關董事應根據法律、行政法規及公司章程繼續履行職責，直至董事重選就職為止。

根據《公司法》，董事會主要行使下述職權：

- 召集股東會並向股東會報告其工作；
- 執行股東會通過的決議案；
- 決定公司的業務計劃和投資方案；
- 制訂公司利潤分配方案和彌補虧損方案；
- 制訂公司註冊資本增減和公司債券發行方案；
- 擬定公司合併、分立、解散及變更公司形式的計劃；

- 決定公司內部管理機構的設置；
- 決定公司經理任免及其薪酬，並按經理的提名，決定公司副經理及財務主管的任免；
- 制訂公司的基本管理制度；及
- 行使公司章程規定或者股東會授予的其他職權。

董事會會議

根據《公司法》，股份有限公司董事會每年至少須召開兩次會議。會議通告須於會議召開前10日發給所有董事及監事。所持股份數量多於表決權總數10%的股東或超過三分之一董事或監事可提議召開臨時董事會會議。董事長須於接獲有關提議後10天內召開並主持有關會議。董事會會議僅可於過半數董事出席時召開。董事會決議案須獲過半數董事通過。每名董事可就董事會通過的決議案投一票。董事須親身出席董事會會議。若董事未能出席董事會會議，可通過指定授權範圍的授權書委託其他董事代為出席會議。

若董事會決議違反法律、行政法規或公司章程、股東會決議並可能導致公司遭受重大損失，參與有關決議的董事須負責賠償公司損失。然而，若能夠證明董事於投票時表明反對該決議，而會議記錄亦有記載有關反對，則可以免除該董事的相關責任。

董事長

根據《公司法》，董事會須委任董事長，亦可委任副董事長。董事長及副董事長經全體董事過半票數選出。董事長須召開及主持董事會會議，並審視董事會決議案的實施情況。副董事長須協助董事長工作。若董事長無法履行職責或不履行職責，副董事長須履行有關職責。若副董事長無法履行職責或不履行職責，由半數以上董事提名的董事須代為履行有關職責。

董事資格

《公司法》規定下列人士不得擔任董事：

- 無民事行為能力或者限制民事行為能力人；

- 因貪污、賄賂、侵佔財產、挪用財產或者破壞社會主義市場經濟秩序，被判處刑罰，或因犯罪被剝奪政治權利，執行期滿未逾五年，被宣告緩刑的，自緩刑考驗期滿之日起未逾二年；
- 擔任破產清算的公司、企業的前董事或者廠長、經理，對該公司、企業的破產負有個人責任的，自該公司、企業破產清算完結之日起未逾三年；
- 擔任因違法被吊銷營業執照、責令關閉的公司、企業的法定代表人，並負有個人責任的，自該公司、企業被吊銷營業執照、責令關閉之日起未逾三年；或
- 個人所負數額較大的債務到期未清償，被人民法院列為失信被執行人。

監事會

股份有限公司須設立監事會，由不少於三名成員組成。監事會由股東代表和適當比例的公司職工代表組成。實際比例須由公司章程規定，但公司職工代表的比例不得低於監事的三分之一。監事會中公司的職工代表由公司的職工通過職工代表大會、職工大會或其他形式民主選舉產生。

董事及高級管理人員不得同時出任監事。

監事會須任命一名主席，並可任命副主席。監事會主席和副主席由全體監事過半數選舉產生。監事會主席須召開和主持監事會會議。若監事會主席不能履行職務或不履行職務，須由監事會副主席召開和主持監事會會議。若監事會副主席不能履行職務或不履行職務，由半數以上監事提名一名監事召開和主持監事會會議。

監事的任期每屆為三年。監事任期屆滿，可連選連任。監事任期屆滿未及時改選，或監事在任期內辭職導致監事會成員低於法定人數，在正式改選出的監事就任前，原監事仍須依照法律、行政法規和公司章程的規定，履行監事職務。

公司監事會須至少每六個月舉行一次會議。根據中國公司法，監事會決議須由全體監事過半數通過。

監事會行使以下職權：

- 檢查公司財務狀況；
- 監督董事及高級管理人員履行職務，對違反法律、法規、公司章程或股東會決議的董事及高級管理人員提出罷免的建議；
- 當董事或高級管理人員的行為損害公司的利益時，要求董事及高級管理人員糾正相關行為；
- 提議召開臨時股東會，在董事會不履行本法規定的召集和主持股東會職責時召集和主持股東會；
- 向股東會提出議案；
- 對董事及高級管理人員提起訴訟；
- 公司章程規定的其他職權；及
- 監事可列席董事會會議，並對董事會決議提出質詢或建議。監事會發現公司經營情況異常可以進行調查，及(在必要時)可以聘請會計師事務所協助其工作，費用由公司承擔。

經理和高級管理人員

根據《公司法》，公司須設經理一名，由董事會聘任或解聘。經理對董事會負責，根據公司章程的規定或者董事會的授權行使職權。

經理列席董事會會議。

根據《公司法》，高級管理人員指公司經理、副經理、財務負責人、董事會秘書(如為上市公司)和公司章程規定的其他人員。

董事、監事與高級管理人員的職責

根據《公司法》，公司董事、監事及高級管理人員須遵守相關的法律、法規和公司章程，並對公司負有忠實義務和勤勉義務。董事、監事及高級管理人員不得濫用權力收受賄賂或其他非法收入，且不得挪用公司的財產。董事、監事及高級管理人員不得：

- 侵佔公司財產，挪用公司資金；
- 將公司資金存入以其個人名義或以其他個人名義開立的賬戶；
- 就第三方與公司的交易自行收取佣金；
- 擅自披露公司商業秘密；或
- 違反對公司忠實義務的其他行為。

董事、監事或高級管理人員履行公司職務時違反任何法律、法規或公司章程對公司造成損失須對公司承擔個人責任。

財務與會計

根據《公司法》，公司應依照法律、行政法規和國務院財政部門的規定，建立財務及會計制度。公司應在每個會計年度結束時編製財務會計報告，並依法經會計師事務所審計。公司財務會計報告應當依照法律、行政法規和國務院財政部門的規定編製。

根據《公司法》，公司應當按照公司章程規定的期限將財務會計報告送交全體股東，公司財務會計報告應當最少在召開股東會年度會議的20日前置備於公司，供股東查閱。公開發行股份的股份有限公司必須公告其財務會計報告。

公司分配當年稅後利潤時，應提取稅後利潤的10%列入公司的法定公積金，但公司法定公積金累計額為公司註冊資本的50%以上時，可不再提取。

公司的法定公積金不足以彌補以前年度虧損的，在依照前述規定提取法定公積金之前，應當先用當年利潤彌補虧損。

公司從稅後利潤中提取法定公積金後，經股東會決議，還可以從稅後利潤中提取任意公積金。

彌補虧損和提取公積金後所餘稅後利潤應按照股東持有的股份比例分配，但公司章程另有規定的除外。

公司持有的股份不得分配利潤。

股份有限公司以超過股票票面金額的發行價格發行股份所得的溢價款、發行無面額股所得股款未計入註冊資本的金額以及國務院財政部門規定列入資本公積金的其他項目，應當列為公司資本公積金。

公司公積金用於彌補公司的虧損、擴大公司生產經營或者轉為增加公司註冊資本。公積金彌補公司虧損，應先使用任意公積金和法定公積金；仍不能彌補的，可以依照規定使用資本公積金。法定公積金轉為資本時，所留存的該項公積金不得少於轉增前公司註冊資本的25%。

公司除法定的會計帳簿外，不得另立會計帳簿。公司資產不得以任何個人名義開立賬戶存儲。

會計師事務所的任命和卸任

根據《公司法》，公司聘用、解聘承辦公司審計的會計師事務所，應依照公司章程的規定，由股東會、董事會或監事會決定。股東會、董事會或監事會就解聘會計師事務所進行表決時，應當允許會計師事務所陳述意見。公司應當向聘用的會計師事務所提供真實、完整的會計憑證、會計帳簿、財務會計報告及其他會計資料，不得拒絕、隱匿、謊報。

上市公司在董事會中設置審計委員會的，董事會對以下任何事宜作出決議前，應當經審計委員會全體成員過半數通過：

- 委任或罷免為公司提供審計服務的會計師事務所；
- 委任或罷免財務主管；
- 披露財務會計報告；或
- 國務院證券監督管理機構規定的任何其他事項。

利潤分配

根據《公司法》，公司不得在彌補虧損及計提法定公積金之前分配利潤。

修改公司章程

公司章程的任何修訂，必須按照公司章程中規定的程序進行。若涉及公司登記事宜，則須到公司註冊機構辦理變更登記手續。

解散與清算

根據《公司法》，公司因以下原因應予解散：(i) 公司章程所規定的經營期限屆滿或公司章程規定的其他解散事由出現；(ii) 股東會決議解散公司；(iii) 因公司合併或分立需要解散；(iv) 公司被吊銷營業執照、被責令關閉或被撤銷；或(v) 公司經營管理發生不能以其他方法解決的嚴重困難，繼續存續會使公司股東受到重大損失，經持有公司全部股東表決權10%以上的股東請求，人民法院解散公司。

公司有上述第(i)、(ii)項情形的，且尚未向股東分配財產的，可以通過修改公司章程或者經股東會決議而存續。依照前述規定修改公司章程須經出席股東會的股東所持表決權的三分之二以上通過。

公司在上述第(i)、(ii)、(iv)或(v)所述情況下解散的，應當在解散事件出現之日起15日內成立清算組開始清算。

清算組由董事組成，但是公司章程另有規定或者股東會決議另選他人的除外。如逾期不成立清算組，利害關係人可以申請人民法院指定有關人員組成清算組進行清算。

清算組在清算期間行使以下職權：

- 處理公司財產，分別編製資產負債表和資產清單；
- 發布通告或公告通知債權人；
- 處理與清算有關的公司未了結業務；
- 清繳所欠稅款以及清算過程中產生的稅款；
- 清理債權、債務；

- 處理清償債務後公司的剩餘資產；及
- 代表公司參與民事訴訟。

清算組應自其成立之日起十日內通知公司的債權人，並在報章或者國家企業信用信息公示系統上刊發公告。債權人應自接到通知書之日起30日內，或未接到通告的自公告之日起45日內，向清算組申報其債權。債權人須申報與其申索的債權相關的所有事項，並提供證明。清算組應對債權進行登記。在申報債權期間，清算組不得對債權人進行任何債務清償。

清算組在清理公司財產、編製資產負債表和財產清單後，應制定清算方案，並提交公司股東會或者人民法院確認。

公司資產在分別支付清算費用、工資、社會保險費用和法定補償金，清繳所欠稅款，清償公司債務後的剩餘資產，按照股東持有的股份比例分配予股東。清算期間，公司繼續存續，但僅可開展與清算有關的經營活動。公司的財產在未按前述規定清償前，不得分配給股東。

清算組在清理公司財產、編製資產負債表和資產清單後，如發現公司資產不足以清償債務的，應向人民法院申請宣告破產。

宣告破產後，清算組應當將所有清算相關事務移交給人民法院指定的破產管理人。

清算結束後，清算組應將清算報告呈報公司股東會或人民法院確認。之後，報告應報送公司登記機關，申請注銷公司登記，並公告公司終止。清算組成員履行清算職責，負有忠實義務和勤勉義務。

清算組成員怠於履行清算職責，給公司造成損失的，應當承擔賠償責任；因故意或者重大過失給債權人造成損失的，應當承擔賠償責任。

境外上市

根據《境外上市試行辦法》，境內企業應當自提交境外發行上市申請文件之日起三個工作日內將發行上市申請文件報中國證監會備案。境內企業境外發行上市相關資金的匯兌及跨境流動，應當符合國家跨境投融資、外匯管理和跨境人民幣管理等規定。

遺失股票

若股票遺失、失竊或毀壞，有關股東可以根據民事訴訟法的有關規定向人民法院申請宣告該股票無效。人民法院宣告該股票失效後，股東可以向公司申請補發股票。

暫停及終止上市

《公司法》已刪除有關暫停及終止上市的規定。《中華人民共和國證券法》(2019年修訂)亦已刪除有關暫停上市的規定。上市交易的證券，有證券交易所規定的終止上市情形的，由證券交易所按照業務規則終止其上市交易。

證券交易所決定終止證券上市交易的，應當及時公告，並報國務院證券監督管理機構備案。

合併與分立

公司可通過吸收合併或新設合併實體方式進行合併。若公司採用吸收合併方式，則被吸收的公司須予解散；若公司以組成新公司的方式合併，則兩家公司均會解散。

證券法律法規

中國已頒布多項有關股份發行及交易以及信息披露方面的法規。於一九九二年十月，國務院成立證券委員會及中國證監會。證券委員會負責協調起草證券法規、制定證券相關政策、規劃證券市場發展，指導、協調及監督中國所有證券相關的機構，並管理中國證監會。中國證監會是證券委員會的監管部門，負責起草證券市場的監管規定、監督證券公司、監管中國公司在國內外公開發售證券、監管證券交易、編製證券相關的統計資料，並進行有關研究及分析。於一九九八年四月，國務院合併這兩個部門，並對中國證監會進行改革。

《股票發行與交易管理暫行條例》涉及公開發售股本證券的申請和批准程序、股本證券的交易、上市公司的收購、上市股本證券的保管、清算和過戶、有關上市公司的信息披露、調查和處罰及爭議解決。

於一九九五年十二月二十五日，國務院頒布並實行《國務院關於股份有限公司境內上市外資股的規定》。該規定主要涉及境內上市外資股的發行、認購、交易和股息宣派及其他分派和境內上市外資股的股份有限公司的信息披露等問題。

中國證券法於一九九九年七月一日開始實施，並分別於二零零四年八月二十八日、二零零五年十月二十七日、二零一三年六月二十九日、二零一四年八月三十一日及二零一九年十二月二十八日修正或修訂。該法是中國第一部全國性證券法，分為14章226條，規範(其中包括)證券的發行和交易、上市公司收購、證券交易所、證券公司和國務院證券監督管理機構的義務和責任等。中國證券法全面監管中國證券市場的活動。中國證券法第224條規定，境內企業必須遵守國務院相關規定才能將股份在境外上市。目前，發行和買賣境外發行的股份(包括H股)主要受國務院和中國證監會頒布的規則和條例監管。

仲裁及仲裁裁決的執行

於一九九四年八月三十一日，全國人大常委會通過《中華人民共和國仲裁法》(「**仲裁法**」)，該法於一九九五年九月一日開始生效，並於二零零九年八月二十七日及二零一七年九月一日修正。根據《仲裁法》，仲裁委員會可以在中國仲裁協會頒布仲裁規例之前，根據仲裁法及民事訴訟法制定仲裁暫行規則。若當事人通過協議規定以仲裁作為解決爭議的方法，則人民法院將拒絕受理有關案件，除非仲裁協議被認定為無效。

根據《仲裁法》及《民事訴訟法》規定，仲裁裁決是終局並對仲裁雙方均具有約束力的。若仲裁一方未能遵守仲裁裁決，則仲裁裁決的另一方可以向人民法院申請執行裁決。若仲裁的程序或仲裁庭的組成違反法定程序，或若裁決超出仲裁協議的範圍或超出仲裁委員會的管轄範圍，則人民法院可以拒絕執行仲裁委員會作出的仲裁裁決。

尋求執行中國仲裁庭就並非身在或其財產不在中國境內的一方作出的仲裁裁決的當事人，可以向對案件有司法管轄權的外國法院申請執行。同樣地，外國仲裁機構作出的仲裁裁決也可以按照互惠原則或中國簽訂或承認的任何國際條約由中國法院承認及執行。中國根據於一九八六年十二月二日通過的全國人大常委會決議承認於一九五八年六月十日採納的《承認及執行外國仲裁裁決公約》(「**紐約公約**」)。紐約公約規定，紐約公約成員國作出的所有仲裁裁決須得到紐約公約所有其他成員國的承認及執行，但是在某些情況下，紐約公約成員國有權拒絕執行，包括執行仲裁裁決與向其提出執行仲裁申請的所在國的公共政策存在衝突等。全國人大常委會在中國加入紐約公約時同時宣佈：(i)中國只會根據互惠原則承認及執行外國仲裁裁決及(ii)中國只會對根據中國法律認定由契約性及非契約性商事法律關係所引起的爭議適用紐約公約。

香港及最高人民法院之間就相互執行仲裁裁決問題達成一項安排。於一九九九年六月十八日，最高人民法院採納《關於內地與香港特別行政區相互執行仲裁裁決的安排》（自二零零零年二月一日起生效）以及《關於內地與香港特別行政區相互執行仲裁裁決的補充安排》（於二零二零年十一月二十六日頒布）。根據該等安排，中國仲裁機構根據仲裁法作出的裁決可以在香港執行，香港仲裁裁決也可在中國執行。

司法判決及其執行

根據最高人民法院於二零二四年一月二十五日發布並於二零二四年一月二十九日實施的《最高人民法院關於內地與香港特別行政區法院相互認可和執行民商事案件判決的安排》，除根據有關安排第三條不適用的民商事案件判決之外，可在兩地認可和執行的判決涵蓋了二零二四年一月二十九日或之後由各級內地和香港特別行政區法院作出的判決。相互認可和執行的判決內容包括金錢判項、非金錢判項。

香港與中國公司法的重大差異概要

適用於香港註冊成立公司的香港法例主要為公司（清盤及雜項條文）條例及公司條例，並以香港適用的普通法及衡平法規則補充。我們作為於中國成立並擬將股份於香港聯交所上市的股份有限公司，須遵守中國公司法及所有其他根據中國公司法頒布的規則及法規。

下文概述香港註冊成立公司適用的香港公司法與按中國公司法註冊成立及存續的股份有限公司適用的中國公司法之間的若干重大差異。然而，此概要擬進行全面比較。

公司存續

根據香港公司法，一家擁有股本的公司將於香港公司註冊處處長於公司註冊成立之時發出註冊證書即註冊成立，並成為一家獨立存在的公司。公司可註冊成立為公眾公司或私人公司。根據公司條例，在香港註冊成立的私人公司的公司章程內，須載有限制股東轉讓股份權利的條文。公眾公司的公司章程內並不載列該等條文。

根據中國公司法，股份有限公司可以發起或募集形式註冊成立。

香港法例並無規定香港公司的最低資本要求。

股本

香港公司法並無規定法定股本，香港公司的股本即其已發行股本，發行股份的全數收益將入帳為股本，成為公司的股本。香港公司的董事可在獲得股東的事先同意(如有規定)下發行新股份。中國公司法亦無規定法定股本，公司的註冊資本即已發行股本的數額，增加註冊資本必須經股東在股東會批准，並向中國有關政府及監管機關備案。

根據中國公司法，股份可以貨幣或非貨幣資產形式認購(根據有關法律及行政法規無權用作出資的資產除外)。就用作出資的非貨幣資產而言，必須進行評值和驗資，以確保並無高估或低估資產價值。根據香港法例，香港公司並無該等限制。

股權及股份轉讓的限制

一般而言，以人民幣計值和以人民幣以外貨幣認購的境外上市股份，只可根據《合格境內機構投資者境外證券投資管理試行辦法》的批准由香港、澳門、臺灣或中國境外任何國家及地區的投資者或合資格境內機構投資者認購和買賣。若H股為合資格港股交易通證券，亦可由中國投資者根據滬港通或深港通規則和限額認購及買賣。

根據中國公司法，公開發售前已發行的股份自股票於證券交易所上市日期起一年內不得轉讓。股份有限公司的董事、監事與高級管理人員在就任時確定的任職期間每年轉讓的股份不得超過彼等所持公司股份總數的25%，所持公司股份自股份上市日期起一年內不得轉讓，離職後半年內亦不得轉讓。公司章程可對公司董事、監事與高級管理人員轉讓所持公司股份作出其他限制規定。除公司、控股股東等主體在香港聯交所規則下需遵守相關禁售期規定外，香港法例並無持股量與股份轉讓的相關限制。

董事、高級管理人員和監事

中國公司法有別於香港公司法，並無有關董事申報重大合同的權益、限制董事在作出主要出售時的權力、限制公司向董事提供若干福利及為董事的責任提供擔保和禁止未經股東批准作出離職補償的任何規定。

監事會

根據中國公司法，股份有限公司的董事和管理人員須受監事會監督。在香港並無強制規定要求註冊成立的公司成立監事會。

少數股東的衍生訴訟

根據香港法例，若董事違反對公司的誠信責任，且同時控制股東會多數表決權，則少數股東可代表全體股東提出衍生訴訟，從而有效避免公司以本身名義控告董事違反責任。

中國公司法賦予股份有限公司股東權利，當董事及高級管理人員違反對公司的忠實義務時，連續180日以上單獨或合計持有公司1%以上股份的股東，可書面請求監事會向人民法院提起訴訟，而監事會違反對公司的忠實義務時，前述股東可書面請求董事會向人民法院提起訴訟。若監事會或董事會收到上述股東書面請求後拒絕提起訴訟或自收到請求之日起30日內未有提起訴訟，或者情況緊急，不立即提起訴訟或會使公司遭受難以彌補的損害，則前述股東有權為公司利益以本身名義直接向法院提起訴訟。

保障少數股東權益

根據香港法例，若法院認為公司清盤屬公平公正，則法院可對公司進行清盤。此外，若在香港註冊成立公司的股東投訴公司從事業務的方式對其利益造成損害，則可以向法院請求發出適當命令監管公司事務。此外，在若干情況下，香港財政司司長可指派獲授廣泛法定權力的督察員調查香港註冊成立公司的事務。中國法律並無類似保障措施。

股東會通知

根據中國公司法，股東會年度會議通知須於大會舉行日期前至少20日寄發。根據國務院於二零一九年十月十七日頒布的《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》，於中國設立但於中國境外上市的股份有限公司的股東會通知期、股東提議權及召開股東會的程序應受中國公司法規管。至於在香港註冊成立的公司，股東會年度會議的通知期不得少於21日，而於任何其他情況下，有限公司及無限公司的通知期分別不得少於14日及7日。

股東會法定人數

根據香港法例，除非公司章程另有規定，否則股東會的法定人數至少須為兩名股東。至於只有一名股東的公司，法定人數必須為一名股東。中國公司法並無訂明股東會法定人數。

投票表決

根據香港法例，普通決議案須由過半數親身或委派代表出席股東會表決的股東通過，而特別決議案則須經不少於四分之三親身或委派代表出席股東會表決的股東多數票通過。根據中國公司法，決議必須經出席股東會的股東所持表決權過半數通過，對修改公司章程、增減註冊資本、公司合併、分立、解散或變更公司形式的建議則須經出席股東會的股東所持表決權的三分之二以上票數通過。

財務披露

根據中國公司法，股份有限公司的財務報告須在召開股東會年度會議20日前置於公司供股東查閱。另外，公開發行股票的股份有限公司須公告其財務報告。公司條例要求香港註冊成立的公司，在股東周年大會至少21天前向各股東寄發資產負債表、審計報告和董事報告，該等文件會在公司股東周年大會提交公司。根據中國法律，股份有限公司須按中國公認會計準則編製財務報表。

有關董事與股東的信息

中國公司法賦予股東查閱公司章程、股東會會議記錄和財務會計報告的權利。根據公司章程，股東有權查閱並複印(支付合理費用後)有關股東和董事的若干信息，與香港法例要求賦予香港公司股東的權利類似。

收款代理人

根據中國公司法及香港法例，股息在宣派後即成為股東的應付債款。根據香港法例，追討債項的訴訟時效為六年，而根據中國法律則為三年。

公司重組

涉及在香港註冊成立的公司的公司重組可以多種方式進行，如根據公司(清盤及雜項條文)條例第237條於進行自動清盤時，轉讓公司全部或部分業務或財產予另一家公司，或根據公司條例第673條及第674條，由公司與其債權人或由公司與其股東達成債務重組或安排(須經法院批准)。根據中國法律，股份有限公司合併、分立、解散或變更公司形式，須經股東於股東會批准。

強制提取

根據中國公司法，股份有限公司須按若干指定百分比提取稅後利潤作為法定公積金。香港法例並無上述規定。

公司的補救措施

根據中國公司法，若董事、監事或高級管理人員履行職務過程中因違反任何法律、行政法規或公司章程而對公司造成損害，則董事、監事或高級管理人員須就相關損害對公司負責。另外，香港上市規則規定上市公司的公司章程須載列與香港法例規定類似的補救措施(包括廢止相關合同及向董事、監事或高級管理人員追討利潤)。

股息

根據中國法律，公司有權於若干情況下就應付股東的股息或其他分派預扣及向有關稅務機關繳納應付稅款。根據香港法例，追討債務(包括追討已宣派股息)的訴訟時效為六年，而根據中國法律，相關期限現時為兩年，自二零二一年一月一日起為三年。相關訴訟時效到期前，公司不得行使權力沒收任何未領取的股份股息。

受信責任

在香港，普通法中有董事受信責任的概念。根據中國公司法，董事、監事和高級管理人員需有忠實義務和勤勉義務。

暫停辦理股東登記

公司條例要求公司在一年內暫停辦理公司股東登記的股份過戶手續的時間一般不得超過30天(在若干情況下可延長至60天)，而根據中國公司法規定，在股東會日期前20天內或為分配股息設定的基準日前5天內不得登記股份轉讓。

任何人士如欲詳細瞭解中國法律或任何司法管轄區法律，務請徵求獨立法律意見。

本附錄載有公司章程的主要條款概要，公司章程將於H股在聯交所上市當日生效。本附錄主要目的在於為有意投資者提供本公司的公司章程概覽，故未必載有對於有意投資者而言屬重要的所有資料。

股份

股份及註冊資本

公司股份的發行，實行公開、公平、公正的原則，同種類的每一股份應當具有同等權利。同次發行的同種類股票，每股的發行條件和價格應當相同；任何單位或者個人所認購的股份，每股應當支付相同價額。

公司發行的股票，均為普通股，以人民幣標明面值。

公司的股份採取股票的形式。公司非H股在全國中小企業股份轉讓系統報價（「全國股轉系統報價」）的，在中國證券登記結算有限責任公司集中登記。公司發行的H股股票主要在香港中央結算有限公司屬下的受託代管公司託管。公司發行的股票，均為普通股，以人民幣標明面值。

股份增減和回購

公司根據經營和發展的需要，依照法律、法規、《香港上市規則》及公司股票上市地其他證券監管規則的規定，經股東會分別作出決議，可以採用下列方式增加註冊資本：

- (一) 履行法定程序的公開發行股份；
- (二) 非公開發行股份；
- (三) 向現有股東派送紅股；
- (四) 以公積金轉增股本；
- (五) 法律、行政法規規定以及公司股票上市地證券監督管理機構、中國證監會、香港聯交所批准的其他方式。

公司股票發行以現金認購的，公司現有股東不享有在同等條件下對發行股票的優先認購權。

公司可以減少註冊資本。公司減少註冊資本，應當按照《公司法》以及其他有關規定和公司章程規定的程序辦理。

有下列情形之一的，對股東會該項決議投反對票的股東可以請求公司按照合理的價格收購其股份：

- (一) 公司連續5年不向股東分配利潤，而公司該5年連續盈利，並且符合《公司法》規定的分配利潤條件；
- (二) 公司轉讓主要財產；
- (三) 公司章程規定解散事由出現，股東會通過決議修改章程使公司存續。

自股東會決議作出之日起60日內，股東與公司不能達成股份收購協議的，股東可以自股東會決議作出之日起90日內向人民法院提起訴訟。公司因上述情形收購的本公司股份，應當在6個月內依法轉讓或者註銷。

公司在下列情況下，可以依照法律、行政法規、部門規章、規範性文件、《香港上市規則》及公司股票上市地其他證券監管規則和公司章程的規定，收購本公司的股份：

- (一) 減少公司註冊資本；
- (二) 與持有本公司股份的其他公司合併；
- (三) 將股份用於員工持股計劃或者股權激勵；
- (四) 股東因對股東會作出的公司合併、分立決議持異議，要求公司收購其股份的；
- (五) 將股份用於轉換公司發行的可轉換為股票的公司債券；
- (六) 公司為維護公司價值及股東權益所必需；
- (七) 其他根據法律、行政法規、部門規章、規範性文件、《香港上市規則》、公司股票上市地其他證券監管規則規定可以收購本公司股份的情形。

公司因前款第一項、第二項規定的情形收購本公司股份的，應當經股東會決議；公司因前款第三項、第五項、第六項規定的情形收購本公司股份的，應當經2/3以上董事出席的董事會會議決議。公司依照前款規定收購本公司股份後，屬第一項情形的，應當自收購之日起10日內註銷；屬第二項、第四項情形的，應當在6個月內轉讓或者註

銷；屬第三項、第五項、第六項情形的，公司合計持有的本公司股份數不得超過本公司已發行股份總數的10%，並應當在3年內轉讓或者註銷。除上述情形外，公司不進行買賣本公司股份的活動。

公司收購本公司股份，可以通過公開的集中交易方式，或者法律、行政法規、《香港上市規則》及公司股票上市地其他證券監管規則和中國證監會(如需)認可的其他方式進行。公司因公司章程第二十三條第一款第三項、第五項、第六項規定的情形收購本公司股份的，應當通過公開的集中交易方式進行。

公司收購公司股份後，應當按照法律、行政法規、規章、規範性文件以及《香港上市規則》等相關規定履行信息披露義務。公司股票上市地相關監管規則對股票回購涉及的事宜另有規定的，從其規定。

股份轉讓

公司的股東持有的股份可以向其他股東轉讓，也可以向股東以外的人轉讓。

公司不接受本公司的股票作為質權的標的。

公司控股股東及實際控制人在全國股轉系統報價前直接或間接持有的股票分三批解除轉讓限制，每批解除轉讓限制的數量均為全國股轉系統報價前所持股票的三分之一，解除轉讓限制的時間分別為掛牌之日、掛牌期滿一年和兩年。

公司首次公開發行H股前已發行的股份，自公司股票在香港聯交所主板上市交易之日起一年內不得轉讓。

公司董事、監事、高級管理人員應當向公司申報所持有的本公司的股份及其變動情況，所持本公司股份自公司股票在香港聯交所主板上市交易之日起一年內不得轉讓，在就任時確定的任職期間每年轉讓的股份不得超過其所持有本公司股份總數的25%；上述人員離職後半年內，不得轉讓其所持有的本公司股份。股份在法律、行政法規規定的限制轉讓期限內出質的，質權人不得在限制轉讓期限內行使質權。

公司股票上市地監管規則對於H股的轉讓限制另有規定的，從其規定。

股東和股東會

股東

公司境內未上市股份的股東所持股票的登記存管機構為中國證券登記結算有限責任公司，境內未上市股份股東的股東名冊及股東持有的股份以中國證券登記結算有限責任公司證券簿記系統記錄的數據為準。公司的H股股票在香港中央結算有限公司託管屬下的受託代管公司託管，亦可由股東以個人名義持有。

公司股票應當載明的事項，除《公司法》規定的外，還應當包括公司股票上市地證券交易所要求載明的其他事項。

公司發行的境外上市H股股份，可以按照公司股票上市地法律和證券登記存管的慣例，採取境外存股證或股票的其他派生形式。

公司股東享有下列權利：

- (一) 依照其所持有的股份份額獲得股利和其他形式的利益分配；
- (二) 依法請求、召集、主持、參加或者委派股東代理人參加股東會，並行使相應的表決權；
- (三) 對公司的經營進行監督，提出建議或者質詢；
- (四) 依照法律、行政法規、《香港上市規則》及公司股票上市地其他證券監管規則及公司章程的規定轉讓、贈與或質押其所持有的股份；
- (五) 查閱、複製公司章程、股東名冊、股東會會議記錄、董事會會議決議、監事會會議決議、財務會計報告；
- (六) 公司終止或者清算時，按其所持有的股份份額參加公司剩餘財產的分配；
- (七) 對股東會作出的公司合併、分立決議持異議的股東，要求公司收購其股份；

(八) 法律、行政法規、部門規章、《香港上市規則》及公司股票上市地其他證券監管規則或公司章程規定的其他權利。

公司不得剝奪或者限制股東的法定權利。

公司股東承擔下列義務：

(一) 遵守法律、行政法規、《香港上市規則》、公司股票上市地其他證券監管規則和公司章程；

(二) 依其所認購的股份和入股方式繳納股金；

(三) 除法律、法規、《香港上市規則》、公司股票上市地其他證券監管規則規定的情形外，不得退股；

(四) 不得濫用股東權利損害公司或者其他股東的利益；不得濫用公司法人獨立地位和股東有限責任損害公司債權人的利益；

(五) 法律、行政法規、《香港上市規則》及公司股票上市地其他證券監管規則及公司章程規定應當承擔的其他義務。

公司股東濫用股東權利給公司或者其他股東造成損失的，應當依法承擔賠償責任。

公司股東濫用公司法人獨立地位和股東有限責任，逃避債務，嚴重損害公司債權人利益的，應當對公司債務承擔連帶責任。

持有公司5%以上有表決權股份的股東，將其持有的股份進行質押的，應當自該事實發生當日，向公司作出書面報告。

公司的控股股東、實際控制人不得利用其關聯(連)關係損害公司利益。違反規定，給公司造成損失的，應當承擔賠償責任。

公司控股股東及實際控制人對公司 and 公司股東負有誠信義務。公司控股股東及實際控制人不得利用各種方式損害公司和其他股東的合法權益。

股東會的一般規定

股東會是公司的權力機構，由全體股東組成，依法行使下列職權：

- (一) 選舉和更換董事、監事，決定有關董事、監事的報酬事項；
- (二) 審議批准董事會的報告；
- (三) 審議批准監事會報告；
- (四) 審議批准公司的利潤分配方案和彌補虧損方案；
- (五) 對公司增加或者減少註冊資本作出決議；
- (六) 對發行公司債券作出決議；
- (七) 對公司合併、分立、解散、清算或者變更公司形式作出決議；
- (八) 修改公司章程；
- (九) 對公司聘用、解聘會計師事務所作出決議；
- (十) 審議批准公司章程第四十四條規定的財務資助事項；
- (十一) 審議批准公司章程第四十五條規定的擔保事項；
- (十二) 審議批准公司章程第四十六條規定的重大交易事項；
- (十三) 審議股權激勵計劃；
- (十四) 審議批准變更募集資金用途事項；
- (十五) 審議超過公司董事會決議權限的關聯(連)交易事項；
- (十六) 審議法律、行政法規、部門規章、《香港上市規則》及公司股票上市地其他證券監管規則或公司章程規定應當由股東會決定的其他事項。

股東會可以授權董事會對發行公司債券作出決議。除此以外，上述股東會的職權不得通過授權的形式由董事會或其他機構和個人代為行使。公司單方面獲得利益的交易，包括受贈現金資產、獲得債務減免、接受擔保和資助等，可免於按照上述第十二項的規定履行股東會審議程序。公司與其合併報表範圍內的控股子公司發生的或者上述控股子公司之間發生的交易，除另有規定或者損害股東合法權益的以外，免於按照上述第十二項的規定履行股東會審議程序。

股東會分為年度股東會和臨時股東會。年度股東會每年召開1次，應當於上一會計年度結束後的6個月內召開。

有下列情形之一的，公司在事實發生之日起2個月以內召開臨時股東會會議：

- (一) 董事人數不足《公司法》規定人數或公司章程規定人數的2/3時；
- (二) 公司未彌補的虧損達股本總額1/3時；
- (三) 單獨或者合計持有公司10%以上表決權(不含投票代理權)股份的股東書面請求時；
- (四) 董事會認為必要時；
- (五) 監事會提議召開時；
- (六) 獨立董事(其含義與「獨立非執行董事」相同，下同)人數不足法定最低人數時；
- (七) 法律、行政法規、部門規章、《香港上市規則》及公司股票上市地其他證券監管規則或公司章程規定的其他情形。

前述第三項所述的持股股數以股東提出書面請求日的持股數為準。

股東會的召集

過半數獨立董事有權向董事會提議召開臨時股東會。對獨立董事要求召開臨時股東會的提議，董事會應當根據法律、行政法規和公司章程的規定，在收到提議後10日內提出同意或不同意召開臨時股東會的書面反饋意見。

董事會同意召開臨時股東會的，將在作出董事會決議後的5日內發出召開股東會的通知；董事會不同意召開臨時股東會的，將說明理由並公告。

監事會有權向董事會提議召開臨時股東會，並應當以書面形式向董事會提出。董事會應當根據法律、行政法規和公司章程的規定，在收到提案後10日內提出同意或不同意召開臨時股東會的書面反饋意見。

董事會同意召開臨時股東會的，將在作出董事會決議後的5日內發出召開股東會的通知，通知中對原提議的變更，應徵得監事會的同意。

董事會不同意召開臨時股東會，或者在收到提案後10日內未作出反饋的，視為董事會不能履行或者不履行召集股東會會議職責，監事會應當自行召集和主持臨時股東會。

單獨或者合計持有公司10%以上股份的股東有權向董事會請求召開臨時股東會，並應當以書面形式向董事會提出。董事會應當根據法律、行政法規和公司章程的規定，在收到請求後10日內提出同意或不同意召開臨時股東會的書面反饋意見。

董事會同意召開臨時股東會的，應當在作出董事會決議後的5日內發出召開股東會的通知，通知中對原請求的變更，應當徵得相關股東的同意。

董事會不同意召開臨時股東會，或者在收到請求後10日內未作出反饋的，單獨或者合計持有公司10%以上股份的股東有權向監事會提議召開臨時股東會，並應當以書面形式向監事會提出請求。

監事會同意召開臨時股東會的，應在收到請求5日內發出召開股東會的通知，通知中對原提案的變更，應當徵得相關股東的同意。

監事會未在規定期限內發出股東會通知的，視為監事會不召集和主持股東會，連續90日以上單獨或者合計持有公司10%以上股份的股東可以自行召集和主持。在股東會決議公告之前，召集股東會的股東合計持股比例不得低於10%。

單獨或合計持有公司10%以上股份的股東請求召開臨時股東會會議的，董事會、監事會應當在收到請求之日起10日內作出是否召開臨時股東會會議的決定，並書面答覆股東。

監事會或股東決定自行召集股東會的，須書面通知董事會。

股東決定自行召集股東會的，在股東會決議公告前，召集股東持股比例不得低於10%。

對於監事會或股東自行召集的股東會，董事會和董事會秘書應予配合，並及時履行信息披露義務。董事會應當提供股權登記日的公司的股東名冊。

監事會或股東依法自行召集的股東會，會議所產生的必要費用由本公司承擔。

股東會提案與通知

提案的內容應當屬股東會職權範圍，有明確議題和具體決議事項，並且符合法律、行政法規、《香港上市規則》、公司股票上市地其他證券監管規則和公司章程的有關規定。

公司召開股東會，董事會、監事會以及單獨或者合併持有公司1%以上股份的股東，有權向公司提出提案。

單獨或者合計持有公司1%以上股份的股東，可以在股東會會議召開10日前提出臨時提案並書面提交召集人。召集人應當在收到提案後2日內發出股東會補充通知，列明臨時提案的內容，並將該臨時提案提交股東會審議；但臨時提案違反法律、行政法規或者公司章程的規定，或者不屬股東會職權範圍的除外。

召集人將在年度股東會召開21日前通知各股東，臨時股東會會議將於會議召開15日前通知各股東。公司計算前述通知期限時，不包括會議召開當日。經公司出席該次臨時股東會會議的股東(包括股東代理人)所持表決權2/3以上同意，可豁免提前通知期限，並在會議記錄中予以載明，該次股東會決議合法有效。

發出股東會通知後，無正當理由，股東會不應延期或取消，股東會通知中列明的提案不應取消。確需延期或者取消的，公司應當在股東會原定召開日前至少2個交易日公告，並詳細說明原因。

股東會的召開

公司董事會和其他召集人將採取必要措施，保證股東會的正常秩序。對於干擾股東會、尋釁滋事和侵犯股東合法權益的行為，將採取措施加以制止。

股權登記日登記在冊的所有股東或其代理人，均有權出席股東會。並依照有關法律、法規、《香港上市規則》、公司股票上市地其他證券監管規則及公司章程行使表決權。

公司持有的公司股份沒有表決權，且該部分股份不計入出席股東會有表決權的股份總數。

股東可以親自出席股東會，也可以委託代理人代為出席和表決。

個人股東親自出席會議的，應出示本人身份證或其他能夠表明其身份的有效證件或證明；委託代理他人出席會議的，應出示本人有效身份證件、股東授權委託書。

法人股東或其他機構股東應由法定代表人／執行事務合夥人或者法定代表人／執行事務合夥人委託的代理人出席會議。法定代表人／執行事務合夥人出席會議的，應出示本人身份證、能證明其具有法定代表人／執行事務合夥人資格的有效證明；委託代理人出席會議的，應當明確代理人代理的事項、權限和期限，代理人應出示本人身份證、法人或機構股東單位的法定代表人／執行事務合夥人依法出具的書面授權委託書，並在授權範圍內行使表決權。

如股東為香港不時制定的有關條例所定義的認可結算所(或其代理人)，該股東可以授權其認為合適的一個或以上人士在任何股東會上擔任其代表；但是，如果一名以上的人士獲得授權，則授權書應載明每名該等人士經此授權所涉及的股份數目和種類，授權書由認可結算所授權人員簽署。經此授權的人士可以代表認可結算所(或其代理人)出席會議(不用出示持股憑證，經公證的授權和/或進一步的證據證實其獲正式授權)行使權利(包括發言及投票的權利)，如同該人士是公司的個人股東。

股東出具的委託他人出席股東會的授權委託書應當載明下列內容：

- (一)代理人的姓名；
- (二)是否具有表決權；
- (三)分別對列入股東會議程的每一審議事項投贊成、反對或棄權票的指示；
- (四)委託書簽發日期和有效期限；
- (五)委託人簽名(或蓋章)。委託人為法人股東或機構股東的，應加蓋法人單位或機構股東單位印章；
- (六)法律、法規、規範性法律文件、《香港上市規則》、公司股票上市地其他證券監管規則規定的其他內容。

代理投票授權委託書由委託人授權他人簽署的，授權簽署的授權書或者其他授權文件應當經過公證。經公證的授權書或者其他授權文件，和投票代理委託書均需備置於公司住所或者召集會議的通知中指定的其他地方。

股東會召開時，公司全體董事、監事和董事會秘書應當出席會議，經理和其他高級管理人員應當列席會議。

股東會由董事長主持。董事長不能履行職務或不履行職務時，由過半數的董事共同推舉的一名董事主持。

監事會自行召集的股東會，由監事會主席主持。監事會主席不能履行職務或不履行職務時，由過半數的監事共同推舉的一名監事主持。

股東自行召集的股東會，由召集人推舉代表主持。

召開股東會時，會議主持人違反議事規則使股東會無法繼續進行的，經現場出席股東會有表決權過半數的股東同意，股東會可推舉一人擔任會議主持人，繼續開會。

股東會應有會議記錄，由董事會秘書負責，會議記錄記載以下內容：

- (一) 會議時間、地點、議程和召集人姓名或名稱；
- (二) 會議主持人以及出席或列席會議的董事、監事、經理和其他高級管理人員姓名；
- (三) 出席會議的股東和代理人人數、所持有表決權的股份總數及佔公司股份總數的比例；
- (四) 對每一提案的審議經過、發言要點和表決結果；
- (五) 股東的質詢意見或建議以及相應的答覆或說明；
- (六) 律師及計票人、監票人姓名；
- (七) 公司章程及法律、法規、規範性法律文件、《香港上市規則》及公司股票上市地其他證券監管規則規定及應當載入會議記錄的其他內容。

股東會的表決和決議

股東會決議分為普通決議和特別決議。

股東會作出普通決議，應當由出席股東會的股東(包括股東代理人)所持表決權的過半數通過。

股東會作出特別決議，應當由出席股東會的股東(包括股東代理人)所持表決權的2/3以上通過。

下列事項由股東會以普通決議通過：

- (一) 董事會和監事會的工作報告；
- (二) 董事會擬定的利潤分配方案和彌補虧損方案；

- (三)董事會和監事會成員的任免及其報酬和支付方法；
- (四)公司年度報告；
- (五)除法律、行政法規、《香港上市規則》及公司股票上市地其他證券監管規則規定或者公司章程規定應當以特別決議通過以外的其他事項。

下列事項由股東會以特別決議通過：

- (一)公司增加或者減少註冊資本；
- (二)公司的分立、合併、解散和清算或者變更公司形式；
- (三)公司章程的修改；
- (四)公司在一年內購買、出售重大資產或者擔保金額超過公司最近一期經審計總資產30%的；
- (五)股權激勵計劃；
- (六)法律、行政法規、《香港上市規則》及公司股票上市地其他證券監管規則或公司章程規定的，以及股東會以普通決議認定會對公司產生重大影響的、需要以特別決議通過的其他事項。

股東(包括股東代理人)以其所代表的有表決權的股份數額行使表決權，每一股份享有一表決權。

公司持有的本公司股份沒有表決權，且該部分股份不計入出席股東會有表決權的股份總數。

股東與股東會擬審議事項有關聯(連)關係的，應當回避表決，其所持有表決權的股份不計入出席股東會有表決權的股份總數；股東會決議的公告應當充分披露表決情況。法律法規、部門規章、業務規則、《香港上市規則》及公司股票上市地其他證券監管規則另有規定和全體股東均為關聯(連)方的除外。

有關聯(連)關係股東的回避和表決程序為：

- (一)由關聯(連)關係股東或其他股東提出回避申請；

- (二) 由董事會投票董事過半數通過決議決定該股東是否屬關聯(連)股東並決定其是否回避；
- (三) 關聯(連)股東不得參與審議和列席審議有關關聯(連)交易事項；
- (四) 股東會對有關關聯(連)交易事項進行表決時，在扣除關聯(連)股東所代表的有表決權的股份數後，由出席股東會的非關聯(連)股東按公司章程的相關規定表決。

除公司處於危機等特殊情況外，非經股東會以特別決議批准，公司將不與董事、經理和其他高級管理人員以外的人訂立將公司全部或者重要業務的管理交予該人負責的合同。

董事、監事候選人名單以提案的方式提請股東會表決。

持有不同種類股份的股東，為類別股東。

類別股東依據法律、行政法規、規範性文件、《香港上市規則》及公司股票上市地其他證券監管規則和公司章程的規定，享有權利和承擔義務。

公司擬變更或者廢除類別股東的權利，應當經股東會以特別決議通過和經受影響的類別股東在按公司章程規定分別召集的股東會議上通過，方可進行。

類別股東會議的通知只須送給有權在該會議上表決的股東。

董事會

董事

公司董事為自然人，有下列情形之一的，不得擔任公司的董事：

- (一) 無民事行為能力或者限制民事行為能力；
- (二) 因貪污、賄賂、侵佔財產、挪用財產或者破壞社會主義市場經濟秩序，被判處刑罰，執行期滿未逾5年，或者因犯罪被剝奪政治權利，執行期滿未逾5年，被宣告緩刑的，自緩刑考驗期滿之日起未逾2年；

- (三) 擔任破產清算的公司、企業的董事或者廠長、經理，對該公司、企業的破產負有個人責任的，自該公司、企業破產清算完結之日起未逾3年；
- (四) 擔任因違法被吊銷營業執照、責令關閉的公司、企業的法定代表人，並負有個人責任的，自該公司、企業被吊銷營業執照、責令關閉之日起未逾3年；
- (五) 個人所負數額較大的債務到期未清償被人民法院列為失信被執行人；
- (六) 被中國證監會採取證券市場禁入措施或者認定為不適當人選，期限尚未屆滿；
- (七) 被全國股轉公司或者證券交易所採取認定其不適合擔任公司董事、監事、高級管理人員的紀律處分，期限尚未屆滿；
- (八) 中國證監會、全國股轉公司、《香港上市規則》及公司股票上市地其他證券監管規則規定的其他情形。

違反本條規定選舉、委派董事的，該選舉、委派或者聘任無效。董事在任職期間出現本條情形的，公司解除其職務。

董事由股東會選舉或更換，任期3年。董事任期屆滿，可連選連任。董事在任期屆滿以前，股東會不能無故解除其職務。

董事任期從就任之日起計算，至本屆董事會任期屆滿時為止。董事任期屆滿未及時改選，在改選出的董事就任前，原董事仍應當依照法律、行政法規、部門規章、《香港上市規則》、公司股票上市地其他證券監管規則和公司章程的規定，履行董事職務。董事辭任的，應當以書面形式通知公司，公司收到通知之日辭任生效，但存在前款規定情形的，董事應當繼續履行職務。

股東會可以決議解任董事，決議作出之日解任生效。無正當理由，在任期屆滿前解任董事的，該董事可以要求公司予以賠償。

董事可以兼任經理或者其他高級管理人員。但兼任經理或者其他高級管理人員職務以及由職工代表擔任的董事，總計不得超過公司董事總數的1/2。

董事連續兩次未能親自出席，也不委託其他董事出席董事會會議，視為不能履行職責，董事會應當建議股東會予以撤換。

獨立董事的任職條件、提名和選舉程序、職權等相關事項應按照法律、法規、《香港上市規則》和公司股票上市地其他證券監管規則的有關規定執行。獨立董事的人數不應少於3名且不得少於全體董事成員的1/3，且至少包括1名具備符合《香港上市規則》要求的適當的專業資格或具備適當的會計或相關的財務管理專長。1名獨立董事應長居於香港。所有獨立董事必須具備《香港上市規則》所要求的獨立性。

董事會

公司設董事會，對股東會負責。

董事會由8名董事組成。設董事長1人。公司董事會成員中包含獨立董事3名。

董事會行使下列職權：

- (一) 召集股東會，並向股東會報告工作；
- (二) 執行股東會的決議；
- (三) 決定公司的經營計劃和投資方案；
- (四) 制訂公司的利潤分配方案和彌補虧損方案；
- (五) 制訂公司增加或者減少註冊資本、發行債券或其他證券及上市方案；
- (六) 擬訂公司重大收購、收購本公司股票或者合併、分立、解散及變更公司形式的方案；
- (七) 在股東會授權範圍內，決定公司對外投資、收購出售資產、資產抵押、對外擔保事項、委託理財、關聯(連)交易等事項；
- (八) 決定公司內部管理機構的設置；

- (九) 聘任或者解聘公司經理；根據經理的提名，聘任或者解聘公司財務總監、董事會秘書等高級管理人員，並決定其報酬事項和獎懲事項；
- (十) 制訂公司的基本管理制度；
- (十一) 制訂公司章程的修改方案；
- (十二) 管理公司信息披露事項；
- (十三) 向股東會提請聘請或更換為公司審計的會計師事務所；
- (十四) 聽取公司經理的工作彙報並檢查經理的工作；
- (十五) 法律、行政法規、部門規章、《香港上市規則》及公司股票上市地其他證券監管規則、公司章程規定或股東會授予的其他職權。

董事會閉會期間董事長代行行使董事會部分職權，重大事項應當由董事會集體決策，董事會不得將法定職權授予個別董事或者他人行使。

公司董事會應當就註冊會計師對公司財務報告出具的非標準審計意見向股東會作出說明。

董事會應當建立嚴格的審查和決策程序，超過董事會決策權限的事項必須經股東會批准，重大投資項目應當組織有關專家、專業人員進行評審，並報股東會批准。

董事長由董事會以全體董事的過半數選舉產生。董事長行使下列職權：

- (一) 主持股東會和召集、主持董事會會議；
- (二) 督促、檢查董事會決議的執行；
- (三) 簽署公司股票、公司債券及其他有價證券；
- (四) 簽署董事會重要文件和其他應由公司法定代表人簽署的其他文件；

- (五)行使法定代表人的職權；
- (六)在發生特大自然災害等不可抗力的緊急情況下，對公司事務行使符合法律規定和公司利益的特別處置權，並在事後向公司董事會和股東會報告；
- (七)董事會授予的其他職權。

董事會專門委員會

公司董事會設立審計委員會、提名委員會、薪酬委員會及環境、社會及公司治理(ESG)委員會4個專門委員會。專門委員會對董事會負責，依照公司章程和董事會授權履行職責，提案應當提交董事會審議決定。董事會應制訂董事會各專門委員會工作細則，規範專門委員會的運作。專門委員會成員全部由董事組成，組成方式如下：

- (一)審計委員會成員須全部為非執行董事，且不在公司擔任高級管理人員，不得與公司存在任何可能影響其獨立客觀判斷的關係，至少要有3名成員，其中至少要有一名符合監管要求的適當的專業資格，或具備適當的會計或相關的財務管理專長的獨立董事，並由其擔任主任委員(召集人)。審計委員會的成員中獨立董事應過半數。
- (二)提名委員會的成員中獨立董事應過半數，且由獨立董事擔任主任委員(召集人)。
- (三)薪酬委員會的成員中獨立董事應過半數，且由獨立董事擔任主任委員(召集人)。

董事會對下列事項作出決議前應當經審計委員會全體成員過半數通過：

- (一)聘用、解聘承辦公司審計業務的會計師事務所；
- (二)聘任、解聘財務負責人；
- (三)披露財務會計報告；

(四) 國務院證券監督管理機構、香港聯交所或者其他主管證券監督管理機構規定的其他事項。

經理及其他高級管理人員

公司經理、財務總監、董事會秘書為公司高級管理人員，由董事會聘任或解聘。

在公司控股股東、實際控制人單位擔任除董事、監事以外其他行政職務的人員，不得擔任公司的高級管理人員。

公司高級管理人員僅在公司領薪，不由控股股東代發薪水。

經理每屆任期3年，經理連聘可以連任。

經理對董事會負責，行使下列職權：

- (一) 主持公司的生產經營管理工作，組織實施董事會決議，並向董事會報告工作；
- (二) 組織實施公司年度經營計劃和投資方案；
- (三) 擬訂公司內部管理機構設置方案；
- (四) 擬訂公司的基本管理制度；
- (五) 制定公司的具體規章；
- (六) 提請董事會聘任或者解聘公司財務總監、董事會秘書；
- (七) 決定聘任或者解聘除應由董事會決定聘任或者解聘以外的負責管理人員；
- (八) 公司章程或董事會授予的其他職權。

經理列席董事會會議。

公司設董事會秘書，負責公司股東會和董事會會議的籌備、文件保管以及公司股東資料管理，並負責信息披露事務。

董事會秘書應遵守法律、行政法規、部門規章、《香港上市規則》及公司股票上市地其他證券監管規則及公司章程的有關規定。

高級管理人員應當嚴格執行董事會決議、股東會決議等，不得擅自變更、拒絕或者消極執行相關決議。高級管理人員執行公司職務時違反法律、行政法規、部門規章、《香港上市規則》及公司股票上市地其他證券監管規則或公司章程的規定，給公司造成損失的，應當承擔賠償責任。

監事會

監事

監事的任期每屆為3年。監事任期屆滿，連選可以連任。

監事辭職應當提交書面辭職報告，不得通過辭職等方式規避其應當承擔的職責。除下列情形外，監事的辭職自辭職報告送達監事會時生效：

- (一) 監事辭職導致監事會成員低於法定最低人數；
- (二) 職工代表監事辭職導致職工代表監事人數少於監事會成員的1/3。

在上述情形下，辭職報告應當在下任監事填補因其辭職產生的空缺後方能生效。辭職報告尚未生效之前，擬辭職監事仍應當繼續履行職責。發生上述情形的，公司應當在2個月內完成監事補選。

監事應當保證公司披露的信息真實、準確、完整。

監事可以列席董事會會議，並對董事會決議事項提出質詢或者建議。

監事執行公司職務時違反法律、行政法規、部門規章或公司章程的規定，給公司造成損失的，應當承擔賠償責任。

監事會

公司設監事會。監事會由3名監事組成，其中股東代表監事2人，職工代表監事1人。職工代表監事由公司職工代表大會、職工大會或其他民主形式選舉產生。

監事會設主席1人。監事會主席由全體監事過半數選舉產生。監事會主席召集和主持監事會會議；監事會主席不能履行職務或者不履行職務的，由過半數的監事共同推舉一名監事召集和主持監事會會議。

監事會應當瞭解公司經營情況，檢查公司財務，監督董事、高級管理人員履職的合法合規性，行使公司章程規定的其他職權，維護公司及股東的合法權益。監事會可以獨立聘請中介機構提供專業意見。

監事會行使下列職權：

- (一) 應當對董事會編製的公司定期報告進行審核並提出書面審核意見；
- (二) 檢查公司財務；
- (三) 監事應當對公司董事、高級管理人員遵守法律法規、部門規章、業務規則、《香港上市規則》及公司股票上市地其他證券監管規則和公司章程以及執行職務的行為進行監督，對違反法律、行政法規、公司章程或者股東會決議的董事、高級管理人員提出解任的建議；
- (四) 當董事、高級管理人員的行為損害公司的利益時，要求董事、高級管理人員予以糾正；
- (五) 提議召開臨時股東會，在董事會不履行《公司法》規定的召集和主持股東會職責時召集和主持股東會；
- (六) 向股東會提出提案；

- (七) 依照《公司法》第一百八十九條的規定，對董事、高級管理人員提起訴訟；
- (八) 發現公司經營情況異常，可以進行調查；必要時，可以聘請會計師事務所、律師事務所等專業機構協助其工作，費用由公司承擔；
- (九) 法律、行政法規、部門規章、《香港上市規則》及公司股票上市地其他證券監管規則或公司章程授予的其他職權。

監事會可以要求董事、高級管理人員提交執行職務的報告。

監事會每6個月至少召開一次會議。監事可以提議召開臨時監事會會議。召開監事會定期會議和臨時會議，監事會應當分別提前10日和2日將書面會議通知，通過直接送達、傳真、電子郵件的方式，提交全體監事。監事會可以要求董事、高級管理人員、內部及外部審計人員等列席監事會會議，回答所關注的問題。

監事會決議應當經全體監事的過半數通過。監事會決議的表決，應當一人一票。

財務會計制度、利潤分配和審計

財務會計制度與利潤分配

公司依照法律、行政法規和國家有關部門的規定，制定公司的財務會計制度。公司股票上市地證券監管機構另有規定的，從其規定。

公司在每一會計年度結束之日起4個月內製備年度財務會計報告，在每一會計年度前6個月結束之日起2個月內製備半年度財務會計報告，在每一會計年度前3個月和前9個月結束之日起的1個月內製備季度財務會計報告。

上述財務會計報告按照有關法律、行政法規、部門規章、《香港上市規則》及公司股票上市地其他證券監管規則的規定進行編製。

公司除法定的會計帳簿外，將不另立會計帳簿。公司的資產，不以任何個人名義開立賬戶存儲。

公司分配當年稅後利潤時，應當提取利潤的10%列入公司法定公積金。公司法定公積金累計額為公司註冊資本的50%以上的，可以不再提取。

公司的法定公積金不足以彌補以前年度虧損的，在依照前款規定提取法定公積金之前，應當先用當年利潤彌補虧損。

公司從稅後利潤中提取法定公積金後，經股東會決議，還可以從稅後利潤中提取任意公積金。

公司彌補虧損和提取公積金後所餘稅後利潤，按照股東持有的股份比例分配，但公司章程規定不按持股比例分配的除外。

股東會違反前款規定，在公司彌補虧損和提取法定公積金之前向股東分配利潤的，股東應當將違反規定分配的利潤退還公司；給公司造成損失的，股東及負有責任的董事、監事、高級管理人員應當承擔賠償責任。

公司持有的本公司股份不參與分配利潤。

公司的公積金用於彌補公司的虧損、擴大公司生產經營或者轉為增加公司資本。公積金彌補公司虧損，應當先使用任意公積金和法定公積金；仍不能彌補的，可以按照規定使用資本公積金。

法定公積金轉為增加註冊資本時，所留存的該項公積金將不少於轉增前公司註冊資本的25%。

公司利潤分配政策如下：

- (一)公司應重視對投資者的合理投資回報，利潤分配政策應保持連續性和穩定性。
- (二)公司分配股利應堅持以下原則：1.遵守有關的法律、法規、規章和公司章程，按照規定的條件和程序進行；2.兼顧公司長期發展和對投資者的合理回報；3.實行同股同權，同股同利。
- (三)公司可以採取現金、股票以及現金和股票相結合的方式分配股利。

公司股東會對利潤分配方案作出決議後，公司董事會須在股東會召開後2個月內完成股利(或股份)的派發事項。

內部審計

公司實行內部審計制度，配備專職審計人員，對公司財務收支和經濟活動進行內部審計監督。

公司內部審計制度和審計人員的職責，應當經董事會批准後實施。審計負責人向董事會負責並報告工作。

會計事務所的聘任

公司聘用符合《證券法》以及《香港上市規則》和公司股票上市地其他證券監管規則規定的會計師事務所進行會計報表審計、淨資產驗證及其他相關的諮詢服務等業務，聘期1年，可以續聘。

公司聘用會計師事務所必須由股東會決定，董事會不得在股東會決定前委任會計師事務所。

公司保證向聘用的會計師事務所提供真實、完整的會計憑證、會計帳簿、財務會計報告及其他會計資料，不得拒絕、隱匿、謊報。

會計師事務所的審計費用由股東會決定。

公司解聘或者不再續聘會計師事務所時，提前30天事先通知會計師事務所，公司股東會就解聘會計師事務所進行表決時，允許會計師事務所陳述意見。

會計師事務所提出辭聘的，應當向股東會說明公司有無不當情形。

通知和公告

公司的通知以下列形式發出：

- (一)以專人送出；
- (二)以郵件方式進行；
- (三)以傳真方式進行；
- (四)以電子郵件方式進行；

(五)以公告方式進行；

(六)在符合法律、行政法規及公司股票上市地監管規則的前提下，以在公司及香港聯交所指定的網站上發佈方式進行；

(七)以法律、行政法規或其他規範性文件、公司股票上市地證券監督管理機構認可或公司章程規定的其他形式送出。

公司通知以專人送出的，由被送達人在送達回執上簽名(或蓋章)，被送達人簽收日期為送達日期；公司通知以郵件送出的，自交付郵局之日起第5個工作日為送達日期；公司通知以電子郵件送出的，自電子郵件到達被送達人信息系統之日視為送達日期；公司通知以傳真送出的，自傳真到達被送達人傳真系統之日為送達日期；公司通知以公告方式進行的，一經公告，視為所有相關人員收到通知。

因意外遺漏未向某有權得到通知的人送出會議通知或者該等人沒有收到會議通知，會議及會議作出的決議並不因此無效。

公司章程所述「公告」，除文義另有所指外，就向H股股東發出的公告或按有關規定及公司章程須於香港發出的公告而言，該公告必須按有關《香港上市規則》要求在本公司網站、香港聯交所網站及《香港上市規則》不時規定的其他網站刊登。

就公司按照股票上市地上市規則要求向H股股東提供和／或派發公司通訊的方式而言，在符合公司股票上市地的相關上市規則的前提下，公司也可以電子方式或在公司網站或者公司股票上市地證券交易所網站發佈信息的方式，將公司通訊發送或提供給公司H股股東，以代替向H股股東以專人送出或者以郵資已付郵件的方式送出公司通訊。

合併、分立、增資、減資、解散和清算

合併、分立、增資和減資

公司合併可以採取吸收合併或者新設合併。

一個公司吸收其他公司為吸收合併，被吸收的公司解散。兩個以上公司合併設立一個新的公司為新設合併，合併各方解散。

公司分立，其財產作相應的分割。

公司分立，應當編製資產負債表及財產清單。公司應當自作出分立決議之日起10日內通知債權人，並於30日內在報紙上或者國家企業信用信息公示系統公告。

公司分立前的債務由分立後的公司承擔連帶責任。但是，公司在分立前與債權人就債務清償達成的書面協議另有約定的除外。

公司需要減少註冊資本時，應當編製資產負債表及財產清單。

公司應當自股東會作出減少註冊資本決議之日起10日內通知債權人，並於30日內在報紙上或者國家企業信用信息公示系統公告。債權人自接到通知書之日起30日內，未接到通知書的自公告之日起45日內，有權要求公司清償債務或者提供相應的擔保。

公司減資後的註冊資本將不低於法定的最低限額。公司減少註冊資本，應當按照股東出資或者持有股份的比例相應減少出資額或者股份，法律另有規定、《香港上市規則》及公司股票上市地其他證券監管規則及公司章程另有規定的除外。

解散和清算

公司因下列原因解散：

- (一) 公司章程規定的營業期限屆滿或者公司章程規定的其他解散事由出現；
- (二) 股東會決議解散；
- (三) 因公司合併或者分立需要解散；
- (四) 依法被吊銷營業執照、責令關閉或者被撤銷；

(五)公司經營管理發生嚴重困難，繼續存續會使股東利益受到重大損失，通過其他途徑不能解決的，持有公司10%以上表決權的股東，可以請求人民法院解散公司。

清算組應當自成立之日起10日內通知債權人，並於60日內在報紙上或者國家企業信用信息公示系統公告。債權人應當自接到通知書之日起30日內，未接到通知書的自公告之日起45日內，向清算組申報其債權。

在申報債權期間，清算組不得對債權人進行清償。

修改章程

有下列情形之一的，公司應當修改章程：

- (一)《公司法》或有關法律、行政法規、《香港上市規則》及公司股票上市地其他證券監管規則修改後，章程規定的事項與修改後的法律、行政法規的規定相抵觸；
- (二)公司的情況發生變化，與章程記載的事項不一致；
- (三)股東會決定修改章程。

投資者關係管理

投資者關係管理中公司與投資者溝通的內容主要包括：

- (一)公司的發展戰略；
- (二)公司依法可以披露的經營管理信息，包括生產經營狀況、財務狀況、新產品或新技術的研究開發、經營業績、股利分配等；
- (三)公司依法可以披露的重大事項，包括公司的重大投資及其變化、資產重組、收購兼併、對外合作、對外擔保、重大合同、關聯(連)交易、重大訴訟或仲裁、管理層變動以及大股東變化等信息；
- (四)法定信息披露及其說明，包括定期報告和臨時公告等；

(五) 企業文化和企業形象；

(六) 投資者關心的與公司相關的其他信息。

投資者關係管理的工作職責包括：

(一) 信息披露

- 1、 收集公司生產、經營、財務等相關信息，根據法律、法規、業務規則、《香港上市規則》及公司股票上市地其他證券監管規則的要求和公司信息披露、投資者關係管理的相關規定，及時進行披露；
- 2、 編製發佈公司定期報告(包括年報、半年度報告)；
- 3、 籌備公司年度股東會、臨時股東會、董事會，準備會議材料。

(二) 分析研究

- 1、 統計分析投資者的數量、構成及變動情況；
- 2、 持續關注投資者及媒體的意見、建議和報道等各類信息並及時反饋給公司董事會及管理層；
- 3、 對監管部門的政策、法規進行分析研究；跟蹤、學習和研究公司的發展戰略、經營狀況、行業動態和相關法規；擬定、修改有關信息披露和投資者關係管理的規定，報公司有關部門批准實施。

(三) 溝通與聯絡

- 1、 在公司網站設立投資者關係管理專欄，在網上及時披露、更新公司信息，開設投資者互動交流版塊，解答投資者諮詢；舉辦分析師說明會等會議及路演活動，接受分析師、投資者和媒體的諮詢；
- 2、 接待投資者來訪，與機構投資者及中小投資者保持經常聯絡，提高投資者對公司的參與度。

(四) 公共關係

- 1、 建立並維護與監管部門、行業協會、媒體以及其他非上市公眾公司和相關機構之間良好的公共關係；
- 2、 突發性、重大事件處理：若公司面臨可能對公司股價產生重大影響的突發性事件，如重大訴訟、管理層重大變更、股票交易異常波動、與公司相關的傳聞、監管機構的懲責、自然災害、事故以及經營環境重大變動等，在有關負責人組織、公司相關部門配合下提出並實施有效處理方案，通過多種方式與投資者進行充分溝通和協商，積極維護公司的公共形象。

(五) 有利於改善投資者關係的其他工作。

A. 有關本集團的其他資料

1. 本公司的成立

本公司於二零一七年五月三十一日在中國成立，並自二零二二年十二月二十八日根據中國公司法改制為一家股份有限公司。本公司已在香港中環威靈頓街1號荊威廣場20樓設立香港營業地點，並於二零二四年八月二十九日根據公司條例第16部在香港註冊為非香港公司。舒華東先生及陳睿先生獲委任為本公司的授權代表，代表本公司在香港接收法律程序文件及通知。

由於我們在中國成立，我們的公司架構及公司章程須遵守中國相關法律及法規。公司章程的相關條文概要載於本招股章程附錄五。中國法律法規若干有關方面概要載於本招股章程附錄四。

2. 本公司的股本變動

截至本公司成立日期，我們的註冊資本為人民幣5,000,000元，已悉數繳足股款。

於二零二零年十一月二十四日，我們的註冊資本由人民幣5,000,000元增加至人民幣20,000,000元。

於二零二二年十二月二十八日，本公司由有限責任公司改制為股份有限公司。本公司的註冊資本為人民幣20,000,000元，分為20,000,000股每股面值人民幣1.00元的股份。

於二零二三年八月十四日，我們的註冊資本由人民幣20,000,000元增加至人民幣30,000,000元。

未計及根據首次公開發售前購股權計劃授出的購股權獲行使，於全球發售完成後，我們的股本將增加至人民幣40,000,000元，包括30,000,000股非H股及10,000,000股已繳足或入賬列作繳足的H股，佔我們的股本100%。

除上文所述者外，自成立以來，我們的股本並無任何變動。

3. 購回股份的限制

有關本公司股份購回限制的進一步詳情，請參閱本招股章程附錄五「公司章程概要」。

4. 本公司於二零二四年七月二十七日舉行的股東特別大會通過的股東決議案

在本公司於二零二四年七月二十七日舉行的股東特別大會上，股東通過(其中包括)以下決議案：

- (a) 發行每股面值為人民幣1.00元的H股，該等H股將於香港聯交所上市；
- (b) 待全球發售完成後，批准並採納僅於上市日期開始生效的公司章程，並授權董事會根據香港聯交所及中國相關監管機構的任何意見修訂公司章程；及
- (c) 授權董事會處理與(其中包括)落實發行H股及上市有關的所有相關事項。

5. 附屬公司詳情

下文所載乃截至最後實際可行日期附屬公司的若干資料：

編號	附屬公司名稱	股東／成員 公司身份	本公司的 直接／間接 擁有權百分比
1.	匯舸南通	本公司	100%
2.	安佰科電氣	本公司	100%
3.	ContiOcean Hong Kong	本公司	100%
4.	匯舸國際	本公司	100%
5.	ContiOcean Singapore	ContiOcean Hong Kong	100%
6.	CTL	ContiOcean Hong Kong	100%
7.	COGES	ContiOcean Hong Kong	70%
8.	WTC	ContiOcean Hong Kong	51%
9.	Wavelength Technology Center AS	WTC	51%

6. 附屬公司的註冊資本變動

除本節「A.有關本集團的其他資料—6.附屬公司的註冊資本變動」下文所披露者外，緊接本招股章程日期前兩年內，我們任何附屬公司的股本並無變動。

於二零二四年五月三十一日，安佰科電氣的註冊資本由人民幣50,000,000元減至人民幣1,000,000元。

B. 有關我們業務的進一步資料

1. 重大合約概要



我們於本招股章程日期前兩年內已訂立以下屬或可能屬重大的合約(並非於日常業務過程中訂立的合約)：

- (a) 匯舸南通、南京海泰及南通福錢所訂立日期為二零二三年四月七日的股份轉讓協議，內容有關南京海泰及匯舸南通向南通無償將江蘇匯舸的股權出售予南通福錢；
- (b) 本公司、Harvest International Premium Value (Secondary Market) Fund SPC、中信證券(香港)有限公司、中國銀河國際證券(香港)有限公司及中信里昂證券有限公司訂立的日期為二零二四年十二月二十八日的基石投資協議，據此，Harvest International Premium Value (Secondary Market) Fund SPC同意按發售價認購股份，總金額為10百萬美元的港元等值金額(不包括經紀佣金及徵費)；及
- (c) 香港包銷協議。

2. 本集團的知識產權

(a) 商標

截至最後實際可行日期，本集團為下列董事認為對我們的業務而言屬重大的商標註冊擁有人：

編號	商標	註冊編號	類別	註冊擁有人名稱	註冊地點
1.		26475696	12	本公司	中國
2.	匯舸	26462692	12	本公司	中國
3.	ContiOcean	304651399	12	本公司	香港
4.	ContiOcean	1451970	12	本公司	美國
5.	ContiOcean	1451970	12	本公司	英國
6.	ContiOcean	1451970	12	本公司	土耳其
7.	ContiOcean	1451970	12	本公司	南韓
8.	ContiOcean	1451970	12	本公司	印度
9.	ContiOcean	1451970	12	本公司	日本
10.	ContiOcean	1451970	12	本公司	歐盟
11.		306574249	12, 35, 37	本公司	香港
12.	匯舸	306574230	12, 35, 37	本公司	香港

截至最後實際可行日期，本集團已申請註冊董事認為對我們的業務屬重大的下列商標：

編號	商標	申請編號	類別	申請人名稱	申請地點	申請日期
1.	滙舸環保	306722767	12, 35, 37	本公司	香港	二零二四年十一月八日
2.	滙舸	306722758	12, 35, 37	本公司	香港	二零二四年十一月八日

(b) 專利

截至最後實際可行日期，本集團已註冊以下董事認為對我們業務而言屬重大的專利：

編號	專利	類別	專利編號	註冊擁有人	註冊地點	申請日期	狀況
1.	一種基於螺旋氣液混合和旋流氣液分離原理的脫硫裝置	發明	201610104859.6	本公司	中國	二零一六年二月二十六日	已授出
2.	LNG船舶輸料冷凍系統及其冷凍輸料方法	發明	201910011589.8	本公司	中國	二零一九年一月七日	已授出
3.	一種小型LNG供應系統及其控制方法	發明	201910021494.4	本公司	中國	二零一九年一月十日	已授出
4.	一種PVC排水管接頭塗膠器	發明	201811486168.2	本公司	中國	二零一八年十二月六日	已授出
5.	一種煙氣脫硫塔除霧器防反應殘留物堵塞裝置	發明	201910805678.X	本公司	中國	二零一九年八月二十九日	已授出
6.	船舶天然氣再液化系統	發明	202011387706.X	本公司	中國	二零二零年十二月二日	已授出

編號	專利	類別	專利編號	註冊擁有人	註冊地點	申請日期	狀況
7.	用於船舶發動機的天然氣處理系統	發明	202110285336.7	本公司	中國	二零二一年三月十七日	已授出
8.	船舶LNG發動機供氣系統	發明	202110545919.9	本公司	中國	二零二一年五月十九日	已授出
9.	一種便於安裝的配電箱	發明	201910999640.0	匯舸南通	中國	二零一九年十月二十一日	已授出
10.	一種工業污染排放廢氣脫硫脫硝處理方法	發明	202010147090.2	匯舸南通	中國	二零二零年三月五日	已授出
11.	一種基於自適應船體空間的船舶尾氣淨化設備	發明	202211423643.8	匯舸南通	中國	二零二二年十一月十五日	已授出
12.	一種氣體自導向船舶尾氣淨化用脫硫設備	發明	202211472399.4	匯舸南通	中國	二零二二年十一月二十三日	已授出
13.	煙氣均布裝置及採用該裝置的船用脫硫塔	發明	202310290062.X	匯舸南通	中國	二零二三年三月二十三日	已授出
14.	煙氣留駐時間延長裝置及採用該裝置的船用脫硫塔	發明	202310290143.X	匯舸南通	中國	二零二三年三月二十三日	已授出
15.	一種噴淋式脫硫設備	發明	202310240283.6	匯舸南通	中國	二零二三年三月十四日	已授出
16.	一種高效脫硫塔	發明	202211317737.7	匯舸南通	中國	二零二二年十月二十六日	已授出
17.	一種船用洗滌塔泄放水取樣口結構	實用新型	202023128563.9	本公司	中國	二零二零年十二月二十三日	已授出
18.	一種船用洗滌塔泄放水稀釋器	實用新型	202023135437.6	本公司	中國	二零二零年十二月二十三日	已授出

編號	專利	類別	專利編號	註冊擁有人	註冊地點	申請日期	狀況
19.	一種船用洗滌脫硫塔除霧器清洗結構	實用新型	202023128574.7	本公司	中國	二零二零年十二月二十三日	已授出
20.	一種高效稀釋脫硫塔洗滌水的擴散器	實用新型	201821641957.4	本公司	中國	二零一八年十月十日	已授出
21.	一種脫硫塔進煙氣結構	實用新型	201821614434.0	本公司	中國	二零一八年九月三十日	已授出
22.	一種脫硫系統水質監測裝置	實用新型	201821712410.9	本公司	中國	二零一八年十月二十二日	已授出
23.	一種新型船用脫硫塔塔底排水口	實用新型	202023128556.9	本公司	中國	二零二零年十二月二十三日	已授出
24.	一種用於船舶尾氣清洗系統的新型臥式脫硫塔	實用新型	201821718589.9	本公司	中國	二零一八年十月二十三日	已授出
25.	一種用於船舶尾氣脫硫系統的全自動廢水處理裝置	實用新型	201821727527.4	本公司	中國	二零一八年十月二十四日	已授出
26.	一種用於船舶尾氣脫硫裝置的全自動穩壓供輸裝置	實用新型	201821667589.0	本公司	中國	二零一八年十月十五日	已授出
27.	一種水動力節能裝置	實用新型	202320617159.2	本公司	中國	二零二三年三月二十七日	已授出
28.	一種船舶脫硫系統用海水泵控制器	實用新型	202021423721.0	匯舸南通	中國	二零二零年七月二十日	已授出
29.	一種船舶脫硫系統用風機	實用新型	202021423709.X	匯舸南通	中國	二零二零年七月二十日	已授出

編號	專利	類別	專利編號	註冊擁有人	註冊地點	申請日期	狀況
30.	一種船舶脫硫系統用 PLC集中控制器	實用新型	202021424199.8	匯舸南通	中國	二零二零年 七月二十日	已授出
31.	一種船舶脫硫系統用 控制櫃	實用新型	202021424197.9	匯舸南通	中國	二零二零年 七月二十日	已授出
32.	一種船舶脫硫系統用 液添加裝置	實用新型	202021424196.4	匯舸南通	中國	二零二零年 七月二十日	已授出
33.	一種船舶脫硫系統 用風機控制櫃	實用新型	202021423674.X	匯舸南通	中國	二零二零年 七月二十日	已授出
34.	一種船舶脫硫系統用 煙氣監測安裝裝置	實用新型	202021423673.5	匯舸南通	中國	二零二零年 七月二十日	已授出
35.	一種船舶脫硫系統 用海水泵安裝支架	實用新型	202021424194.5	匯舸南通	中國	二零二零年 七月二十日	已授出
36.	一種船舶脫硫系統 用觸摸顯示屏幕	實用新型	202021424193.0	匯舸南通	中國	二零二零年 七月二十日	已授出
37.	一種船舶脫硫系統 用傳感器安裝裝置	實用新型	202021435633.2	匯舸南通	中國	二零二零年 七月二十日	已授出
38.	一種船舶脫硫系統 用煙氣閥門定位 安裝裝置	實用新型	202021423667.X	匯舸南通	中國	二零二零年 七月二十日	已授出
39.	一種船舶脫硫系統 用氣動閥門	實用新型	202021423672.0	匯舸南通	中國	二零二零年 七月二十日	已授出
40.	一種船舶脫硫系統 用控制櫃安裝底座	實用新型	202021423640.0	匯舸南通	中國	二零二零年 七月二十日	已授出

編號	專利	類別	專利編號	註冊擁有人	註冊地點	申請日期	狀況
41.	一種船舶脫硫系統 用水質監測裝置	實用新型	202021424192.6	匯舸南通	中國	二零二零年 七月二十日	已授出
42.	一種船舶脫硫系統 用煙氣閥門	實用新型	202021424190.7	匯舸南通	中國	二零二零年 七月二十日	已授出
43.	一種船舶脫硫系統用尾氣 在線監測控制系統	實用新型	202021424188.X	匯舸南通	中國	二零二零年 七月二十日	已授出
44.	一種船舶脫硫塔用安裝液位 傳感器的外置管路結構	實用新型	202221062339.0	匯舸南通	中國	二零二二年 五月六日	已授出
45.	一種船舶脫硫系統 用的可調節式高效噴嘴	實用新型	202221062325.9	匯舸南通	中國	二零二二年 五月六日	已授出
46.	一種船舶脫硫系統中 的煙氣防擴散處理裝置	實用新型	202220997053.5	匯舸南通	中國	二零二二年 四月二十七日	已授出
47.	一種加鹼櫃	實用新型	202123413960.5	匯舸南通	中國	二零二一年 十二月三十一日	已授出
48.	一種適用於船舶脫硫的 快速排水裝置	實用新型	202221062065.5	匯舸南通	中國	二零二二年 五月六日	已授出
49.	一種蔬菜水培櫃	實用新型	202123413943.1	匯舸南通	中國	二零二一年 十二月三十一日	已授出
50.	一種應用於船舶脫硫的 廢水處理裝置	實用新型	202221000138.8	匯舸南通	中國	二零二二年 四月二十七日	已授出
51.	一種船用脫碳及固化系統用 的固體粉末轉運設備	實用新型	202320931904.0	匯舸南通	中國	二零二三年 四月二十三日	已授出
52.	一種用於船舶煙道廢氣的 脫硫裝置	發明	202211317665.6	匯舸南通	中國	二零二二年 十月二十六日	已授出

編號	專利	類別	專利編號	註冊擁有人	註冊地點	申請日期	狀況
53.	一種船用廢氣脫硫設備及方法	發明	202311426421.6	本公司	中國	二零二三年十月三十一日	已授出
54.	一種船用混合脫硫塔及脫硫方法	發明	202311445126.5	本公司	中國	二零二三年十一月二日	已授出
55.	一種船用脫硫裝置及其使用方法	發明	202311445156.6	本公司	中國	二零二三年十一月二日	已授出
56.	一種船用脫硫I型洗滌塔及其使用方法	發明	202410439817.2	本公司	中國	二零二四年四月十二日	已授出
57.	一種船用柴油機廢氣除塵脫硫設備及其使用方法	發明	202311468224.0	本公司	中國	二零二三年十一月七日	已授出
58.	一種二氧化碳氣體脫水裝置	發明	202410133869.7	本公司	中國	二零二四年一月三十一日	已授出
59.	一種用於海水泵節能的智能控制設備	發明	202311326540.4	匯舸南通	中國	二零二三年十月十三日	已授出
60.	一種利用旋流提高淨化效率的煙氣過濾智能淨化裝置	發明	202311326595.5	匯舸南通	中國	二零二三年十月十三日	已授出
61.	一種船用噴淋脫碳系統	發明	202311334214.8	匯舸南通	中國	二零二三年十月十六日	已授出
62.	一種煙氣水淬溫控智能檢測控制裝置	發明	202311329827.2	匯舸南通	中國	二零二三年十月十六日	已授出
63.	一種雙鹼法噴淋脫碳船用系統	發明	202311354757.6	匯舸南通	中國	二零二三年十月十九日	已授出

編號	專利	類別	專利編號	註冊擁有人	註冊地點	申請日期	狀況
64.	一種船舶尾氣淨化用的脫硫處理智能噴淋裝置	發明	202311352465.9	匯舸南通	中國	二零二三年十月十九日	已授出
65.	一種氮氣發生器的排水控制系統	發明	202311439791.3	匯舸南通	中國	二零二三年十一月一日	已授出
66.	一種降低能耗的高性能船用碳捕集系統	發明	202311494079.3	匯舸南通	中國	二零二三年十一月十日	已授出
67.	一種具備自檢功能的煙氣閥	發明	202311605487.1	匯舸南通	中國	二零二三年十一月二十九日	已授出
68.	一種船用主機尾氣的低溫凝華碳捕集設備	發明	202410198069.3	匯舸南通	中國	二零二四年二月二十二日	已授出
69.	一種用於船舶尾氣處理的濕法脫硫除塵一體化裝置	發明	202410343512.1	匯舸南通	中國	二零二四年三月二十五日	已授出
70.	一種船舶尾氣廢水一體化處理設備	發明	202410538410.5	匯舸南通	中國	二零二四年四月三十日	已授出
71.	一種船用脫碳及固化系統用的固化產物分離器	實用新型	202320964367.X	匯舸南通	中國	二零二三年四月二十三日	已授出
72.	一種船用脫碳及固化系統用的產物反應攪拌器	實用新型	202321551004.X	匯舸南通	中國	二零二三年六月十六日	已授出
73.	一種船舶尾氣二氧化碳流量計量裝置	實用新型	202321551569.8	匯舸南通	中國	二零二三年六月十六日	已授出

編號	專利	類別	專利編號	註冊擁有人	註冊地點	申請日期	狀況
74.	一種船用尿素水溶液配製設備及其配製方法	發明	202410307628.X	本公司	中國	二零二四年 三月十八日	已授出
75.	一種二氧化碳捕集裝置	發明	202410081959.6	匯舸南通	中國	二零二四年 一月十九日	已授出
76.	一種船舶尾氣濕法脫硫淨化裝置	發明	202410609695.7	匯舸南通	中國	二零二四年 五月十六日	已授出
77.	脫碳電控實時數據分析系統	發明	202410933221.8	匯舸南通	中國	二零二四年 七月十二日	已授出
78.	一種船舶柴油機尾氣淨化處理設備	發明	202410933281.X	匯舸南通	中國	二零二四年 七月十二日	已授出
79.	一種用於船舶的二氧化碳處理系統及其處理方法	發明	202410703101.9	本公司	中國	二零二四年 六月三日	已授出
80.	一種二氧化碳捕集系統及其使用方法	發明	202411119261.5	本公司	中國	二零二四年 八月十五日	已授出

截至最後實際可行日期，本集團已申請註冊董事認為對我們的業務至關重要的專利如下：

編號	專利	種類	申請編號	申請人名稱	申請地點	申請日期
1.	船用LNG發動機供氣系統	發明	202310055876.5	本公司	中國	二零二三年 一月十八日
2.	船舶LNG發動機供氣和再液化複合系統	發明	202211660651.4	本公司	中國	二零二二年 十二月二十三日
3.	一種預製艙屏櫃及其元件安裝托架	發明	202311058758.6	匯舸南通	中國	二零二三年 八月二十二日
4.	帶有熱泵除冰系統的雙燃料發動機供氣系統及結冰檢測裝置	發明	202310057861.2	本公司	中國	二零二三年 五月十九日
5.	可更換吸附劑的雙壁管	發明	202310057541.7	本公司	中國	二零二三年 一月十八日
6.	一種利用氫氧化鈉及碳酸鈉捕集二氧化碳的系統及方法	發明	202410093450.3	本公司	中國	二零二四年 一月二十三日

編號	專利	種類	申請編號	申請人名稱	申請地點	申請日期
7.	一種用於節能的船用旋轉風筒及其使用方法	發明	202311689562.7	本公司	中國	二零二三年十二月八日
8.	一種用於節能的集裝箱船導流罩及其使用方法	發明	202311639729.9	本公司	中國	二零二三年十二月一日
9.	一種集裝箱綁扎緊固裝置及其使用方法	發明	202311608618.1	本公司	中國	二零二三年十一月二十八日
10.	用於超大型集裝箱船艙部的擋風罩結構及其使用方法	發明	202410662322.6	本公司	中國	二零二四年五月二十七日
11.	一種預製艙屏櫃及其集成式安裝模塊	發明	202211736567.6	匯舸南通	中國	二零二二年十二月三十日
12.	一種雙先導便於排氣控制的減壓閥	實用新型	202420553064.3	匯舸南通	中國	二零二四年三月二十一日

編號	專利	種類	申請編號	申請人名稱	申請地點	申請日期
13.	一種具有外置旋轉支撐結構的 自控煙氣閥	實用新型	202420756666.9	匯舸南通	中國	二零二四年 四月十二日
14.	一種可手動調節型球式 密封面蝶閥	實用新型	202420894294.6	匯舸南通	中國	二零二四年 四月二十六日
15.	一種船用甲醇加注系統及 其使用方法	發明	202411080450.6	本公司	中國	二零二四年 八月八日
16.	一種船用甲醇燃料供給增壓系統 及其使用方法	發明	202411080636.1	本公司	中國	二零二四年 八月八日
17.	一種船舶尾氣脫塵脫硫脫碳吸收 解析裝置及其使用方法	發明	202411438824.7	本公司	中國	二零二四年 十月十五日
18.	集裝箱船貨艙內兩種長度集裝箱 混合裝載的綁扎佈置結構	發明	202411439135.8	本公司	中國	二零二四年 十月十五日

(c) 版權

截至最後實際可行日期，本集團為下列董事認為對我們的業務而言屬重大的版權註冊擁有人：

編號	名稱	註冊編號	註冊擁有人	註冊日期
1.	船舶網路安全系統V1.0	2021SR1580114	本公司	二零二一年 十月二十八日
2.	船用三通閥自動控制系統V1.0	2021SR1690276	本公司	二零二一年 十一月十日
3.	船用蔬菜種植監控系統V1.0	2021SR1580113	本公司	二零二一年 十月二十八日
4.	船用脫硫海水泵變頻器控制系統V1.0	2021SR1579381	本公司	二零二一年 十月二十八日
5.	船用脫硫系統控制系統V1.0	2021SR1580115	本公司	二零二一年 十月二十八日
6.	船用脫硫系統遠程監控軟件V1.0	2021SR0002010	本公司	二零二一年 一月四日
7.	氮氣發生器用空氣壓縮機自動啟停系統V1.0	2021SR1578057	本公司	二零二一年 十月二十八日
8.	氮氣發生器自控控制系統V1.0	2021SR1582118	本公司	二零二一年 十月二十八日
9.	雙燃料船氣體探測控制系統V1.0	2021SR1690275	本公司	二零二一年 十一月十日

編號	名稱	註冊編號	註冊擁有人	註冊日期
10.	船舶去硫控制系統V1.0	2018SR848882	本公司	二零一八年 十月二十四日
11.	船舶去硫數據採集系統V1.0	2018SR848860	本公司	二零一八年 十月二十四日
12.	船舶去硫數據監測系統V1.0	2018SR848488	本公司	二零一八年 十月二十四日
13.	船舶去硫裝置維護系統V1.0	2018SR848590	本公司	二零一八年 十月二十四日
14.	大氣環境智能化監測軟件V1.0	2018SR848584	本公司	二零一八年 十月二十四日
15.	環保設備生產管理軟件V1.0	2018SR848873	本公司	二零一八年 十月二十四日
16.	環境污染源監測軟件V1.0	2018SR848693	本公司	二零一八年 十月二十四日
17.	環境質量實時監測系統V1.0	2018SR848576	本公司	二零一八年 十月二十四日
18.	船舶脫硫系統遠程控制系統V1.0	2021SR2157471	匯舸南通	二零二一年 十二月二十六日
19.	脫硫系統用水質分析儀控制系統V1.0	2021SR2157920	匯舸南通	二零二一年 十二月二十六日

編號	名稱	註冊編號	註冊擁有人	註冊日期
20.	脫硫系統用三通閥自動控制軟件V1.0	2021SR2157906	匯舸南通	二零二一年 十二月二十六日
21.	基於人工智能的自動控制脫硫系統V1.0	2022SR0623685	匯舸南通	二零二二年 五月二十三日
22.	脫硫系統用智能檢測系統V1.0	2022SR0621904	匯舸南通	二零二二年 五月二十三日
23.	船用智能化脫硫設備運行監管系統V1.0	2022SR0623684	匯舸南通	二零二二年 五月二十三日
24.	船舶內裝設計大師ACCOMAX軟件V1.0	2023SR1754756	本公司	二零二三年 十二月二十五日
25.	一種船用脫碳及固化系統用自動二氧化碳流量測量系統V1.0	2023SR0272605	匯舸南通	二零二二年 十二月十六日
26.	一種船用脫碳及固化系統用鹼液自動調配系統V1.0	2023SR0272607	匯舸南通	二零二三年 二月二十三日
27.	一種船用脫碳及固化系統用自動固體置換反應系統V1.0	2023SR0272606	匯舸南通	二零二三年 二月二十三日

編號	名稱	註冊編號	註冊擁有人	註冊日期
28.	船用尾氣監測系統軟件V1.0	2024SR0676915	匯舸南通	二零二四年 五月二十日
29.	船用排放控制平台軟件V1.0	2024SR0458884	匯舸南通	二零二四年 四月二日
30.	船舶環保管理系統軟件V1.0	2024SR0456754	匯舸南通	二零二四年 四月二日

(d) 域名

截至最後實際可行日期，本集團擁有以下我們認為對業務重要或可能重要的域名：

編號	註冊擁有人	域名	註冊日期	到期日
1	本公司	contiocean.com.cn	二零二三年一月十八日	二零二七年六月九日
2	本公司	contioceangroup.com	二零二三年一月十八日	二零三零年三月六日

C. 有關董事、監事及主要股東的其他資料

1. 董事與監事

(a) 本公司董事、監事及主要行政人員於本公司及其相聯法團的註冊資本中擁有的權益及淡倉

緊隨全球發售完成後，假設根據首次公開發售前購股權計劃授出的購股權未獲行使，本公司董事、監事或最高行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及香港聯交所(包括根據證券及期貨條例有關條文被當作或視作擁有的權益及淡倉)，或根據證券及期貨條例第352條須載入該條所述登記冊，或根據上市規則附錄C3所載《上市發行人董事進行證券交易的標準守則》(「標準守則」)須於H股上市後知會本公司的權益或淡倉如下：

於本公司的權益

姓名	權益性質	股份數目 ⁽¹⁾	概約股權百分比(%)
周洋先生 ⁽²⁾	實益擁有人	9,787,500 (L)	24.47
	於受控法團的權益	2,400,000 (L)	6.00
	實益權益 ⁽⁴⁾	250,000 (L)	0.63
趙明珠先生 ⁽²⁾	實益擁有人	8,156,250 (L)	20.39
	於受控法團的權益	2,400,000 (L)	6.00
	實益權益 ⁽⁴⁾	250,000 (L)	0.63
陳志遠先生 ⁽²⁾	實益擁有人	8,156,250 (L)	20.39
	於受控法團的權益	2,400,000 (L)	6.00
	實益權益 ⁽⁴⁾	250,000 (L)	0.63

姓名	權益性質	股份數目 ⁽¹⁾	概約股權百分比(%)
舒華東先生	實益擁有人	1,500,000 (L)	3.75
	實益權益 ⁽⁴⁾	200,000 (L)	0.50
陳睿先生 ⁽³⁾	於受控法團的權益	300,000 (L)	0.75
	實益權益 ⁽⁴⁾	300,000 (L)	0.75
沈小偉先生 ⁽³⁾	於受控法團的權益	600,000 (L)	1.50
于遠洋先生 ⁽³⁾	於受控法團的權益	300,000 (L)	0.75

附註：

- (1) 字母「L」分別表示於有關股份的「好倉」(定義見證券及期貨條例第XV部)。
- (2) 周洋先生、趙明珠先生及陳志遠先生為一致行動人士。進一步詳情請參閱「與我們控股股東的關係—控股股東—一致行動人協議書」。此外，根據證券及期貨條例第XV部，彼等各自被視為擁有匯舸發展所持2,400,000股股份的權益，而匯舸發展的普通合夥人為匯舸產業(一間由周洋先生、趙明珠先生及陳志遠先生擁有的公司)。
- (3) 根據匯舸發展(持有2,400,000股股份的有限合夥)合夥人之間訂立的合夥協議，陳睿先生、沈小偉先生及于遠洋先生於合夥中分別擁有12.50%、25.00%及12.50%權益。陳睿先生、沈小偉先生及于遠洋先生各自被視為於匯舸發展分別持有的相應300,000股、600,000股及300,000股股份中按比例擁有權益。
- (4) 周洋先生、趙明珠先生、陳志遠先生、舒華東先生及陳睿先生各自獲授首次公開發售前購股權計劃項下的購股權，可各自認購250,000股股份、250,000股股份、250,000股股份、200,000股股份及300,000股股份。有關詳情，請參閱本招股章程附錄六「法定及一般資料—C.有關董事、監事及主要股東的其他資料—4.首次公開發售前購股權計劃」一節。

(b) 服務合約詳情

我們的董事及監事已各自與本公司訂立服務合約或委任函。該等服務合約及委任函的主要詳情包括(a)服務期限；(b)根據其各自的條款之終止條文；及(c)糾紛解決方案條款。服務合約及委任函可不時根據公司章程以及適用法律、規則及法規重續。

除本節「C.有關董事、監事及主要股東的其他資料—1.董事與監事—(b)服務合約詳情」上文披露者外，概無董事或監事與本集團任何成員公司訂有或擬訂立服務合約(於一年內屆滿或可由相關僱主於一年內終止而毋須支付賠償(不包括法定賠償)的合約除外)。

(c) 董事及監事的薪酬

有關董事及監事的薪酬進一步詳情，請參閱「董事、監事及高級管理層—董事、監事及高級管理層薪酬」，以及本招股章程附錄一所載會計師報告附註12。

2. 主要股東

有關根據證券及期貨條例第XV部的主要股東的進一步詳情請參閱本招股章程「主要股東」一節。

3. 已收代理費或佣金

除本附錄「法定及一般資料」所披露者外，董事、監事或名列本附錄「D.其他資料—6.專家資格」的任何人士於緊接本招股章程日期前兩年內，概無就發行或出售本集團任何成員公司的任何股本而收取任何佣金、折扣、代理費、經紀佣金或其他特別條款。

4. 首次公開發售前購股權計劃

董事會已於二零二四年七月十日有條件批准採納首次公開發售前購股權計劃，並已於二零二四年七月二十七日透過召開股東特別大會進一步獲得股東批准。首次公開發售前購股權計劃項下的所有購股權已於二零二四年七月二十九日授出。概不會根據首次公開發售前購股權計劃授出進一步購股權。

以下是我們於二零二四年七月二十七日生效的首次公開發售前購股權計劃的主要條款摘要。首次公開發售前購股權計劃的條款不受上市規則第17章的條文約束，因為該計劃不涉及本公司於上市後授予購股權。

(a) 目的

首次公開發售前購股權計劃的目的是改善本公司的激勵機制，以吸引和挽留優秀人才，更好地使本公司僱員及高級管理層的利益與股東和本公司的利益保持一致，並促進本公司的長期、可持續及穩健發展。

(b) 股份數量

首次公開發售前購股權計劃項下購股權所涉及的最高股份數目為3,930,000股H股，佔本公司緊隨全球發售完成後已發行股本約9.83%。每份購股權均有權購買一股H股。首次公開發售前購股權計劃項下不設置預留權益。在上市之後，概不會根據首次公開發售前購股權計劃進一步授出購股權。

(c) 參與者

首次公開發售前購股權計劃的參與者（「參與者」）為執行董事、高級管理人員（定義見公司章程）以及經本公司股東大會批准為本集團工作的核心僱員。

(d) 管理

董事會負責實施首次公開發售前購股權計劃。

(e) 實施

購股權數目及行使價的調整：若在購股權行使前，本公司發生將資本儲備轉換為股本、派發股票股息、股份拆細、削減股本、配發股份或派發股息等事項，則購股權數目及行使價將根據首次公開發售前購股權計劃的條款進行相應調整。

首次公開發售前購股權計劃的變更和終止：考慮及批准實施、修改及終止首次公開發售前購股權計劃，以及授權董事會處理與首次公開發售前購股權計劃有關的若干事宜，需經股東批准。於首次公開發售前購股權計劃終止時，本公司應註銷任何尚未行使的購股權。

(f) 授出購股權日期

首次公開發售前購股權計劃項下所有購股權已於二零二四年七月二十九日授出。授出該等購股權毋須支付代價，此舉與上文披露的首次公開發售前購股權計劃的目的之一致。概不會根據首次公開發售前購股權計劃授出進一步購股權。

(g) 行使安排

根據首次公開發售前購股權計劃授出的購股權應按約定比例在達成行使條件後分批行使。行使日期必須是首次公開發售前購股權計劃有效期內的交易日。根據首次公開發售前購股權計劃所授出所有購股權的行使期及行使安排的詳情如下：

行使期	行使時間	行使比例
首次行使期	自上市日期起12個月後的首個交易日至上市日期起24個月內的最後一個交易日	33%
第二行使期	自上市日期起24個月後的首個交易日至上市日期起36個月內的最後一個交易日	33%
第三行使期	自上市日期起36個月後的首個交易日至上市日期起48個月內的最後一個交易日	34%

(h) 行使購股權

董事會應考慮首次公開發售前購股權計劃中規定的行使條件是否已滿足。

首次公開發售前購股權計劃所規定的行使條件包括公司層面及承授人層面的績效目標。公司層面的績效目標基於本公司於行使期間的純利。承授人層面的績效目標基於相關承授人的年度承授人層面績效考核。只有於承授人層面績效考核中至少達到令人滿意的標準的承授人方合資格行使其購股權。

對於已滿足行使條件的承授人，本公司可集中安排行使購股權，並處理行使相關事宜。對於未能滿足條件的承授人，本公司應註銷其已申請行使的購股權。

購股權的行使價：根據首次公開發售前購股權計劃所授出所有購股權的行使價為每股H股人民幣25元。

註銷購股權：若承授人未能在規定期限內申請行使購股權，或因未能滿足行使條件而無法申請行使購股權，本公司將根據首次公開發售前購股權計劃的指定規則註銷尚未行使的相應購股權。

(i) 購股權屆滿

根據首次公開發售前購股權計劃所授出所有購股權的有效期自二零二四年七月二十九日(即授出日期)起至所授出的相關購股權獲行使或註銷之日止，無論如何均不超過自授出日期起計十年。首次公開發售前購股權計劃的參與者只能在有效期內根據相關規則行使其購股權。在有效期屆滿後，所有尚未行使的購股權將會失效並註銷。

(j) 首次公開發售前購股權計劃附帶的權利及限制

於首次公開發售前購股權計劃項下獲授購股權的參與者，應遵守首次公開發售前購股權計劃項下權利及義務以及相關法律法規。

首次公開發售前購股權計劃下的購股權不得轉讓、用作擔保或償還債務。

倘參與者因死亡、傷殘、退休或調動以外的任何原因離開本集團，則該參與者於首次公開發售前購股權計劃項下的未行使及未歸屬購股權將由本公司註銷。該參與者根據首次公開發售前購股權計劃已行使的購股權將不會受到影響。倘參與者退休並繼續為本集團提供服務，則參與者在首次公開發售前購股權計劃項下的購股權將仍然有效，且與行使條件有關的個人績效目標將根據原職位及新職位的綜合表現而定。倘參與者退休且不再向本集團提供服務，則該參與者在首次公開發售前購股權計劃項下的未行使及未歸屬購股權將由本公司註銷。

(k) 承授人概要

於二零二四年七月二十九日，本公司將合共3,930,000股H股的購股權（即首次公開發售前購股權計劃項下購股權相關的最高H股數目）（相當於緊隨全球發售完成後本公司已發行股本的9.83%）授予50名承授人如下：

首次公開發售前 股份計劃下的 承授人姓名	地址	在本集團的 職位	已授出 購股權的 H股數目	緊隨全球 發售完成後 已發行股份 的概約 百分比
本公司執行董事				
周洋	中國上海市浦東新區永泰路 1650弄20-902	本公司執行董事及 董事長	250,000	0.63%
趙明珠	香港新界沙田大圍美田路1號 名城3期(盛世)1座20樓NC室	本公司執行董事及 首席執行官	250,000	0.63%
陳志遠	中國上海市浦東新區苗圃路 600弄15-1201	本公司執行董事及 技術總監	250,000	0.63%
舒華東	香港新界沙田保泰街1號海典 灣3座18樓B室	本公司執行董事、 首席財務官及公 司秘書	200,000	0.50%
陳睿	中國上海市長寧區定西路630 弄16-202	本公司執行董事及 董事會秘書	300,000	0.75%
小計：			<u>1,250,000</u>	<u>3.13%</u>

首次公開發售前 股份計劃下的 承授人姓名	地址	在本集團的 職位	已授出 購股權的 H股數目	緊隨全球 發售完成後 已發行股份 的概約 百分比
為本集團工作的管理人員及核心僱員				
Subir Ghatak	19-01, 10 Anson Road International Plaza, Singapore	本公司若干附屬公司的董事	140,000	0.35%
楊志富	中國江蘇省南通市如皋市林梓鎮文著村二十四組2號	子公司總經理	140,000	0.35%
曲世祥	中國上海閔行區虹莘路2288弄161號501室	研發部總經理	140,000	0.35%
申小嬌	中國江蘇省睢寧縣官山鎮魏樓村106號	財務本部總經理	140,000	0.35%
顧豐杰	中國江蘇省如東縣袁莊鎮姚莊村五組80號	工程部總經理	140,000	0.35%
謝晶晶	中國江蘇省南通市如皋市如城街道光華村十七組28號	全球服務中心總經理	140,000	0.35%
胡泓	中國江蘇省南通市如皋市長江鎮二案磚瓦廠宿舍1號	總經辦主任	100,000	0.25%
湯煜	中國遼寧省大連市沙河口區楊樹街34號5-1-1	營銷本部副總經理	100,000	0.25%
高鵬飛	中國陝西省白水縣馮雷鎮小雷公村二組	營銷本部副總經理	100,000	0.25%
陸平	中國上海寶山區寶林一村86號302室	子公司副總經理	90,000	0.23%
唐艷玲	中國上海浦東新區凌河路618弄27號402室	研發部副總經理	90,000	0.23%
繆海瑞	中國江蘇省南通市如皋市如城街道東皋新村405幢408室	工程部副總經理	90,000	0.23%
孟慶宇	中國江蘇省南通市如皋市長江鎮平南新村榕盛花園一單元205室	採購本部副總經理	90,000	0.23%
王立群	中國上海浦東新區荷澤路418弄39號201室	財務本部副總經理	90,000	0.23%
吳茂琛	中國遼寧省鞍山立山區中華北路28號-100	技術部高級設計工程師	70,000	0.18%
周明娟	中國江西省景德鎮珠山區筷子弄3號	財務本部副總經理	60,000	0.15%
朱玉米	中國江蘇省南通市如皋市如城鎮中山東路329號1幢504室	子公司財務部副部長	60,000	0.15%

首次公開發售前 股份計劃下的 承授人姓名	地址	在本集團的 職位	已授出 購股權的 H股數目	緊隨全球 發售完成後 已發行股份 的概約 百分比
王永強	中國安徽省界首穎南辦事處羅莊行政村拐台20號	工程部高級主管	60,000	0.15%
劉臣	中國遼寧省大連中山區虎灘路35號2-5-1	營銷本部高級 營銷主管	50,000	0.13%
白居中	中國江蘇省宿遷宿豫區皂河鎮七堡村五組13號	研發部研發主管	50,000	0.13%
席偉	中國江蘇省南通市港閘區陳橋街道五里樹村九組53號	全球服務中心項目 總經理	50,000	0.13%
張樂樂	中國江蘇省南通市如皋市白蒲鎮前進居十一組12號	子公司製造部部長	50,000	0.13%
楊志剛	中國江蘇省南通市如皋市天堡居九組8號	全球服務中心 技術經理	40,000	0.10%
孫倩	中國江蘇省南通市如皋市光華村四組39號	全球服務中心 商務經理	40,000	0.10%
劉季琛	中國上海普陀區東新路1號	證券部證券 事務主管	40,000	0.10%
蘭強	中國福建省浦城縣富嶺鎮店亭村亭里28號	研發部研發主管	30,000	0.08%
王寶琳	中國遼寧省普蘭店市皮口鎮三河村北山頭屯83號	研發部研發主管	30,000	0.08%
陳文婷	中國吉林省永吉縣濱北路濱河小區5-3-13號	技術部技術主管	30,000	0.08%
魏迪	中國安徽省靈璧縣婁莊鎮大山村前魏婁莊	技術部技術主管	30,000	0.08%
李曉東	中國上海市浦東新區曹路鎮群樂村南馮家宅36號	研發部研發主管	30,000	0.08%
馮浩	中國江蘇省通州市四安鎮闞家庵村五組8號	工程部項目主管	30,000	0.08%
孫吉	中國吉林省蛟河市前進鄉平地溝村平地溝屯	工程部安裝經理	30,000	0.08%
施銀燕	中國江蘇省南通市如皋市長江鎮永平居一組34號	工程部計劃經理	30,000	0.08%
甘劉韻卓	中國上海嘉定區南翔鎮德華路80弄6號1102室	證券部證券 事務代表	30,000	0.08%
丁玉明	中國江蘇省南通市如皋市石莊鎮石南居六組45號	子公司安全環保部 副部長	30,000	0.08%
危勇	中國江西省撫州黎川縣日峰鎮國安風情街35棟2單元604室	營銷部高級營銷 經理	30,000	0.08%

首次公開發售前 股份計劃下的 承授人姓名	地址	在本集團的 職位	已授出 購股權的 H股數目	緊隨全球 發售完成後 已發行股份 的概約 百分比
曹月	中國江蘇省南通市如皋市石莊鎮石南居九組45號	子公司綜合管理部 副部長	30,000	0.08%
金海英	中國上海浦東新區浦東大道2771號402室	採購本部採購助理	20,000	0.05%
陶果香	中國上海浦東新區永寧路113號	總經辦人事專員	20,000	0.05%
周嘉晨	中國上海浦東新區金橋橫街37號	研發部研發助理	20,000	0.05%
周佳妮	中國黑龍江省哈爾濱香坊區農林五道街新5棟1單元6樓3號	研發部研發助理	20,000	0.05%
季超	中國上海浦東新區曹路鎮迅建村季家廳24號	總經辦行政專員	20,000	0.05%
劉志紅	中國江蘇省南通市如皋市九華鎮絲漁村二組15號	子公司生產管理部 倉管主管	20,000	0.05%
袁旭康	中國江蘇省如東縣袁莊鎮大袁莊村三組23號	子公司財務部出納	20,000	0.05%
張弛	中國江蘇省南通市如皋市城北街道新王莊居三組12號	子公司製造部 電氣主管	20,000	0.05%
小計：			<u>2,680,000</u>	<u>6.70%</u>

5. 免責聲明

- (a) 概無董事或監事或於本附錄「— D.其他資料 — 6.專家資格」一段所列各方並無於本公司發起過程中擁有任何直接或間接權益，或於緊接本招股章程日期前兩年內本集團任何成員公司所收購或出售或租賃或擬收購或出售或租賃的任何資產中擁有任何直接或間接權益；
- (b) 除本附錄「法定及一般資料」所披露者外，董事或監事概無擔任某間公司(即預期該公司將於H股在香港聯交所上市後，根據證券及期貨條例第XV部第2及第3分部條文須向本公司及香港聯交披露於股份及相關股份中擁有權益或淡倉)的董事或僱員；
- (c) 概無董事或監事或於本附錄「— D.其他資料 — 6.專家資格」一段所列各方於本招股章程日期存續且與本集團整體業務有重大意義的任何合約或安排中擁有重大權益；
- (d) 除包銷協議外，概無於本附錄「— D.其他資料 — 6.專家資格」一段所列各方：
 - (i) 合法或實益擁有任何我們的股份或我們任何附屬公司的任何股份的權益；或
 - (ii) 擁有任何權利或購股權可認購或提名他人認購本集團任何成員公司的證券(不論可依法強制執行與否)；
- (e) 於往績記錄期間各年度或期間，概無董事、監事、彼等各自的聯繫人或於本公司5%以上股本中擁有權益的本公司股東於我們的五大供應商及五大客戶中擁有任何權益；及
- (f) 概無董事於直接或間接與我們業務競爭或可能構成競爭的任何業務(本集團業務除外)中擁有權益。

D. 其他資料**1. 遺產稅**

董事獲告知本公司於中國目前不大可能承擔任何重大遺產稅責任。

2. 訴訟

我們概不知悉我們涉及現存或未了結的任何重大法律程序、申索或爭議，及據董事所知，我們並無尚未了結或面臨任何重大訴訟、仲裁或申索，致使我們的業務、財務狀況或經營業績可能受到重大不利影響。

3. 聯席保薦人

聯席保薦人已代表本公司向聯交所申請批准已發行及根據全球發售將發行的H股、任何根據首次公開發售前購股權計劃授出的購股權獲行使而將予發行的任何H股上市及買賣。我們已作出所有必要安排，以便有關H股能夠納入中央結算系統。

各聯席保薦人均符合上市規則第3A.07條所載適用於保薦人的獨立性標準。

聯席保薦人將就擔任上市的聯席保薦人而收取費用總額4,680,000港元。

4. 開辦費用

就上市規則而言，本公司並未產生任何開辦費用。

5. 發起人

本公司發起人為截至二零二二年十二月二十日本公司改制為股份有限公司前的五名股東。

除「歷史、發展及公司架構」一節所披露者外，於緊接本招股章程日期前兩年內，概無就全球發售及本招股章程所述關聯交易向任何發起人支付、配發或給予或建議支付、配發或給予任何現金、證券或其他利益。

6. 專家資格

以下為就本招股章程提供意見或建議的專家資格：

名稱	資格
中信證券(香港)有限公司	根據證券及期貨條例可進行第4類(就證券提供意見)及第6類(就機構融資提供意見)受規管活動的持牌法團
中國銀河國際證券(香港)有限公司	根據證券及期貨條例可進行第1類(證券交易)、第4類(就證券提供意見)及第6類(就機構融資提供意見)受規管活動的持牌法團
德勤•關黃陳方會計師行	執業會計師及註冊公眾利益實體核數師
競天公誠律師事務所	本公司有關中國法律的法律顧問
弗若斯特沙利文	行業顧問
德豪稅務顧問有限公司	轉讓定價稅務顧問

7. 專家同意書

上文指名的各專家均已就本招股章程的刊發分別發出書面同意書，同意以本招股章程所載的形式及內容轉載其報告及／或函件及／或意見及／或引述其名稱，且迄今並無撤回該等同意書。

8. 專家於本公司的權益

上文指明的專家概無於任何股份或本集團任何成員公司的股份中擁有實益權益或其他權益或擁有認購或提名他人認購本集團任何成員公司之任何股份或證券的任何權利或購股權(無論可依法強制執行與否)。

9. H股持有人的稅項

出售、購買及轉讓H股須繳納香港印花稅。對各個賣方和買方徵收的現行稅率為所出售或轉讓的H股的代價或公平值(以較高者為準)的0.1%。

10. 約束力

倘根據本招股章程提出申請，本招股章程即具效力，使所有相關人士須在適用範圍下受公司(清盤及雜項條文)條例第44A及44B條的所有條文(罰則條文除外)約束。

11. 其他事項

(a) 除本招股章程所披露者外，於緊接本招股章程日期前兩年內：

- (i) 本公司或其任何附屬公司概無發行或同意發行或擬繳足或部分繳足股份或貸款資本，以換取現金或現金以外的代價；
- (ii) 本公司或其任何附屬公司的股份或貸款資本概無依附購股權，亦無同意有條件或無條件依附購股權；
- (iii) 本公司或其任何附屬公司概無就發行或出售任何股份或借貸資本而授予或同意授予任何佣金、折扣、經紀費或其他特殊條款；及
- (iv) 本公司或其任何附屬公司概無就認購、同意認購、促使認購或同意促使認購本公司或其任何附屬公司的任何股份而支付或應付任何佣金。

(b) 董事確認：

- (i) 自二零二四年六月三十日(即本集團最近期經審核綜合財務報表的結算日)以來，本集團的財務或經營狀況並無重大不利變動；及
- (ii) 於本招股章程日期前12個月內，本集團業務並無受到干擾而可能或已經對本集團的財務狀況造成重大影響；

- (c) 本公司或其任何附屬公司概無創始人股份、管理層股份或遞延股份或任何債權證；
- (d) 我們已作出所有必要安排，以使H股獲准納入中央結算系統進行結算及交收；
- (e) 本公司並無任何發行在外的可換股債務證券或債權證；
- (f) 並無豁免或同意豁免日後股息的安排；及
- (g) 本公司的股權及債務證券(如有)概無於任何其他證券交易所(非H股在全國股轉系統報價除外)上市、報價或買賣，亦無尋求或擬尋求上市或批准買賣。

12. 雙語招股章程

本招股章程的中英文版本依據香港法例第32L章公司(豁免公司及招股章程遵從條文)公告第4條訂明的豁免分開刊發。

A. 送呈公司註冊處處長文件

隨附本招股章程副本一併送呈香港公司註冊處處長登記的文件為(其中包括)：

- (a) 本招股章程附錄六「法定及一般資料—D.其他資料—7.專家同意書」項下所提述的同意書；及
- (b) 本招股章程附錄六「法定及一般資料—B.有關我們業務的進一步資料—1.重大合約概要」所提述各重大合約的副本。

B. 展示文件

下列文件將於直至本招股章程日期起計14日(包括該日)於香港聯交所網站(www.hkexnews.hk)及本公司網站(www.contioceangroup.com)刊載：

- (a) 公司章程；
- (b) 德勤•關黃陳方會計師行編製的會計師報告，全文載於本招股章程附錄一；
- (c) 德勤•關黃陳方會計師行編製的本集團未經審核備考財務資料的報告，其全文載於本招股章程附錄二；
- (d) 本公司截至二零二一年、二零二二年及二零二三年十二月三十一日止年度以及截至二零二四年六月三十日止六個月的經審核綜合財務報表；
- (e) 本公司有關中國法律的法律顧問競天公誠律師事務所就本集團若干方面及中國內地物業權益編製的法律意見；
- (f) 中國公司法、中國證券法及境內企業境外發行證券和上市管理試行辦法連同其非官方英文譯本；
- (g) 首次公開發售前購股權計劃的條款；
- (h) 弗若斯特沙利文報告，其摘要載於本招股章程「行業概覽」一節；
- (i) 德豪稅務顧問有限公司發出的轉讓定價審閱報告；
- (j) 本招股章程附錄六「法定及一般資料—D.其他資料—7.專家同意書」所提述的同意書；

- (k) 本招股章程附錄六「法定及一般資料 — B.有關我們業務的進一步資料 — 1.重大合約概要」所提述的重大合約；及
- (l) 本招股章程附錄六「法定及一般資料 — C.有關董事、監事及主要股東的進一步資料 — 1.董事及監事 — (b)服務合約詳情」所提述的服務合約。



ContiOcean

上海匯舸環保科技集團股份有限公司
CONTIOCEAN ENVIRONMENT TECH GROUP CO.,LTD.

競天公誠律師事務所
JINGTIAN & GONGCHENG

45/F, K.Wah Centre 1010 Huai Hai Road(M) Xu Hui District Shanghai 200031,China

Telephone: (86-21) 5404-9930 Facsimile: (86-21) 5404-993

Date: December 31, 2024

The Board of Directors
ContiOcean Environment Tech Group Co., Ltd.
(上海匯舸環保科技集團股份有限公司)
Unit 3002, 30/F, South Tower
Shanghai International Fortune Center
No. 36 Xin Jin Qiao Road
Pudong New District
Shanghai

Dear Sirs,

Re: ContiOcean Environment Tech Group Co., Ltd. (上海匯舸環保科技集團股份有限公司) (the "Company") – Proposed listing of H shares on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange")

We refer to the prospectus of the Company dated December 31, 2024 (the "**Prospectus**") in connection with the proposed global offering and listing of H shares of the Company on the Stock Exchange. Unless otherwise stated, capitalized terms used in this letter shall have the same meaning as terms defined in the Prospectus.

We hereby give our consent and confirm that we have not withdrawn our consent (i) to the issue of the Prospectus; (ii) the inclusion therein of our opinion and the references to our name, qualification and address in the form and context in which they appear in the Prospectus; and (iii) to a statement of the aforesaid in the Prospectus.

We also consent to a copy of this letter and our opinion being made available for display on the websites of the Stock Exchange and the Company as described in the Prospectus; and this letter being filed with the Registrar of Companies in Hong Kong and the Stock Exchange for the purpose of the registration of the Prospectus.

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Yours faithfully,

Jingtian & Gongcheng
Jingtian & Gongcheng

Date: December 31, 2024

The Board of Directors
ContiOcean Environment Tech Group Co., Ltd.
(上海匯舸環保科技集團股份有限公司)
Unit 3002, 30/F, South Tower
Shanghai International Fortune Center
No. 36 Xin Jin Qiao Road
Pudong New District
Shanghai

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Re: ContiOcean Environment Tech Group Co., Ltd. (上海匯舸環保科技集團股份有限公司) (the "Company") – Proposed listing of H shares on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange")

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We hereby give our consent and confirm that we have not withdrawn our consent (i) to the issue of the Prospectus; (ii) the inclusion therein of our report and our opinion and the references to our name, qualification and address in the form and context in which they appear in the Prospectus; and (iii) to a statement of the aforesaid in the Prospectus.

We also consent to a copy of this letter and our report and opinion being made available for display on the websites of the Stock Exchange and the Company as described in the Prospectus; and this letter being filed with the Registrar of Companies in Hong Kong and the Stock Exchange for the purpose of the registration of the Prospectus.

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For and on behalf of
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.



Name : Charles Lau
Title : Executive Director



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香港干諾道中111號
永安中心25樓

Consent Letter

BDO Tax Limited

25th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong

Date: December 31 2024

The Board of Directors
ContiOcean Environment Tech Group Co., Ltd.
(上海匯舸環保科技集團股份有限公司)
Unit 3002, 30/F, South Tower
Shanghai International Fortune Center
No. 36 Xin Jin Qiao Road
Pudong New District
Shanghai

Dear Sirs,

Re: ContiOcean Environment Tech Group Co., Ltd. (上海匯舸環保科技集團股份有限公司) (the "Company") – Proposed listing of H shares on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange")

We refer to the prospectus of the Company dated December 31 2024 (the "**Prospectus**") in connection with the proposed global offering and listing of H shares of the Company on the Stock Exchange. Unless otherwise stated, capitalized terms used in this letter shall have the same meaning as terms defined in the Prospectus.

We hereby give our consent and confirm that we have not withdrawn our consent (i) to the issue of the Prospectus; (ii) the inclusion therein of our report and our opinion and the references to our name, qualification and address in the form and context in which they appear in the Prospectus; and (iii) to a statement of the aforesaid in the Prospectus.

We also consent to a copy of this letter and our report and opinion being made available for display on the websites of the Stock Exchange and the Company as described in the Prospectus; and this letter being filed with the Registrar of Companies in Hong Kong and the Stock Exchange for the purpose of the registration of the Prospectus.

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Consent Letter

For and on behalf of
BDO Tax Limited

BDO Tax Ltd *di.*

Name: Carol Lam
Title: Director