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世纪阳光

世紀陽光集團控股有限公司
CENTURY SUNSHINE GROUP HOLDINGS LIMITED

(in provisional liquidation)
(for restructuring purposes only)
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 509)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 JUNE 2020

The board of directors (the "**Board**") of Century Sunshine Group Holdings Limited (the "**Company**") announces the unaudited condensed consolidated results of the Company and its subsidiaries for the six months ended 30 June 2020. This announcement, containing the full text of the 2020 interim report of the Company, complies with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") in relation to information to accompany preliminary announcement of interim results. Printed version of the Company's 2020 interim report will be delivered to the shareholders of the Company and available for viewing on the websites of the Stock Exchange at www.hkexnews.hk and of the Company at www.centurysunshine.com.hk on 8 September 2020.

By Order of the Board
Century Sunshine Group Holdings Limited
(in provisional liquidation)
(for restructuring purposes only)
Shum Sai Chit
Executive Director

Hong Kong, 31 August 2020

As at the date of this announcement, the directors of the Company are:

Executive directors:	*Mr. Chi Wen Fu, Mr. Shum Sai Chit and Mr. Chi Jing Chao*
Non-executive director:	*Mr. Guo Mengyong*
Independent non-executive directors:	*Mr. Cheung Sound Poon, Mr. Sheng Hong and Mr. Lau Chi Kit*

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公司資料
Corporate Information

董事會

執行董事
池文富(*主席*)
沈世捷
池靜超

非執行董事
郭孟勇

獨立非執行董事
張省本
盛洪
劉智傑

公司秘書
陸世煒

委員會

審核委員會
張省本(*委員會主席*)
盛洪
劉智傑

提名委員會
池文富(*委員會主席*)
張省本
盛洪

薪酬委員會
張省本(*委員會主席*)
沈世捷
盛洪
劉智傑

總辦事處
香港
九龍尖沙咀廣東道9號
港威大廈第6座11樓1104室
電話： (852) 2802 2165
傳真： (852) 2802 2697
電郵： ir@centurysunshine.com.hk
網址： www.centurysunshine.com.hk

Board of Directors

Executive Directors
Chi Wen Fu *(Chairman)*
Shum Sai Chit
Chi Jing Chao

Non-executive Director
Guo Mengyong

Independent Non-executive Directors
Cheung Sound Poon
Sheng Hong
Lau Chi Kit

Company Secretary
Luk Sai Wai, Simon

Committees

Audit Committee
Cheung Sound Poon *(Committee Chairman)*
Sheng Hong
Lau Chi Kit

Nomination Committee
Chi Wen Fu *(Committee Chairman)*
Cheung Sound Poon
Sheng Hong

Remuneration Committee
Cheung Sound Poon *(Committee Chairman)*
Shum Sai Chit
Sheng Hong
Lau Chi Kit

Head Office
Suite 1104, 11/F, Tower 6, The Gateway,
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Website: www.centurysunshine.com.hk

上市資料

上市地點： 香港聯合交易所有限公司主板

股票代號： 00509

股份資料

本公司每股面值0.02港元之已發行股份(「股／股份」)(2020年6月30日)	:	4,581,116,843股
市值(2020年6月30日)	:	348,164,880港元
每手買賣單位	:	5,000股

股份過戶登記處

股份過戶登記總處：

SMP Partners (Cayman) Limited
Royal Bank House
3rd Floor, 24 Shedden Road
P.O. Box 1586
Grand Cayman KY1-1110
Cayman Islands

香港股份過戶登記分處：

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

註冊辦事處

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

Listing Information

Listing : Main Board of The Stock Exchange of Hong Kong Limited

Stock code: 00509

Share Information

Company's shares of HK$0.02 each (the "Shares") in issue (30 June 2020)	:	4,581,116,843 Shares
Market capitalisation (30 June 2020)	:	HK$348,164,880
Board lot size	:	5,000 Shares

Share Registrar and Transfer Offices

Principal:

SMP Partners (Cayman) Limited
Royal Bank House
3rd Floor, 24 Shedden Road
P.O. Box 1586
Grand Cayman KY1-1110
Cayman Islands

Hong Kong:

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

Registered Office

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

財務概要
Financial Highlights

(I) 財務摘要 (I) Financial Summary

		截至6月30日止六個月 Six months ended 30 June		減少
		2020 （未經審核） **(unaudited)** 千港元 **HK$'000**	2019 （未經審核） (unaudited) 千港元 HK$'000	Decrease （未經審核） (unaudited) 百分比 %
收入	Revenue			
• 農業肥料業務	• Fertiliser business	**721,446**	1,357,513	(46.9)
• 鎂產品業務	• Magnesium product business	**368,178**	726,229	(49.3)
• 煉鋼熔劑業務	• Metallurgical flux business	**16,951**	31,304	(45.9)
		1,106,575	2,115,046	(47.7)
本公司擁有人應佔（虧損）／溢利	(Loss)/Profit attributable to owners of the Company	**(6,708)**	214,784	(103.1)
每股基本（虧損）／盈利	Basic (loss)/earnings per share	**(0.15仙 cents)**	4.69仙 cents	(103.2)
股息	Dividend	**–**	–	–

		於2020年6月30日 **As at 30 June 2020** （未經審核） **(unaudited)** 千港元 **HK$'000**	於2019年12月31日 As at 31 December 2019 （經審核） (audited) 千港元 HK$'000	減少 Decrease （未經審核） (unaudited) 百分比 %
資產總值	Total assets	**7,342,342**	7,627,565	(3.7)
資產淨值	Net assets	**4,165,607**	4,269,911	(2.4)
總借貸	Total borrowings	**2,052,433**	2,180,883	(5.9)
股東權益	Shareholders' equity	**3,748,832**	3,828,905	(2.1)

(II) 財務比率

(II) Financial Ratio

		附註 notes	截至6月30日止六個月 Six months ended 30 June 2020	2019	2018	2017	2016
股東權益回報率	Return on shareholders' equity	1	**(0.2%)**	5.7%	5.4%	4.3%	4.2%
總資產回報率	Return on total assets	2	**(0.2%)**	3.1%	2.8%	2.0%	2.3%
盈利對利息倍數	Interest coverage	3	**1x倍**	5x倍	4x倍	3x倍	4x倍

		附註 notes	於2020年6月30日 As at 30 June 2020	於12月31日 As at 31 December 2019	2018	2017	2016
負債比率	Gearing ratio	4	**28.0%**	28.6%	27.6%	27.3%	29.4%
流動比率	Liquidity	5	**1x倍**	1x倍	1x倍	1x倍	3x倍

附註：

1. 本公司擁有人應佔期內(虧損)／溢利／股東權益
2. 期內(虧損)／溢利／資產總值
3. 除所得稅及利息開支前溢利／利息開支
4. 總借貸／資產總值
5. 流動資產／流動負債

notes:

1. (Loss)/Profit for the period attributable to owners of the Company/Shareholders' equity
2. (Loss)/Profit for the period/Total assets
3. Profit before income tax and interest expense/Interest expense
4. Total borrowings/Total assets
5. Current assets/Current liabilities

管理層討論及分析
Management Discussion and Analysis

行業回顧

2020年上半年對於各行各業來説都是不同尋常、極具挑戰的一年。新冠肺炎疫情在全球大流行，各國均採取嚴格的社交管控措施，以應對疫情的蔓延。中國通過嚴防嚴控措施，率先控制住疫情，走上正軌。來勢洶洶的疫情對全球經濟造成嚴重衝擊，據IMF於2020年6月30日發佈的2020年GDP預測，全球GDP增速為-4.9%，美國GDP增速為-8%，中國GDP增速仍為正增長1%，較去年下降5.1個百分點，歐元區最為嚴重，GDP增速為-10.2%，較去年下降11.5個百分點。

雖然中國的GDP仍是正增長，但對於肥料行業來説，錯失了一年中最重要的用肥時機。正所謂「一年之計在於春」，春天是農民春耕春播的季節，春耕、播種關係到一年農業生產的收成好壞。疫情對糧食和種植業的影響主要體現在可能的農時耽誤和生產資料的供應不足。因為防控疫情的需要，農資用品一度陷於「貨不能發、車不能跑、人不能用」的不利局面。疫情的衝擊曠日持久，疊加防疫抗疫而採取的一系列措施，對農業生產經營的產業鏈和供應鏈帶來顯著影響。對肥料行業這樣大進大出的產業來説，業務不正常營運或僅有限度營運或令物流不暢，對業務運營的衝擊非同小可。

Industry Review

The first half of 2020 has been an unusual and challenging year for all industries. COVID-19 outbreaks have occurred all over the world. Countries have responded to the spread with strict social controls. China took the lead in controlling the epidemic through strict prevention and control measures. The raging epidemic has severely impacted the global economy. According to the 2020 GDP forecast released by IMF on 30 June, 2020, the global GDP growth rate is -4.9%. The GDP growth in the U.S. is -8%. China's GDP growth, though 1%, is down 5.1ppt from last year. The Eurozone is the worst, with GDP growth of -10.2%, down 11.5 percentage points from last year.

Although China's GDP growth is still positive, the fertilizer industry misses out the most significant season of the year. As the saying goes, "A Year's Plan Starts With Spring". The spring is the season for farmers to plow and sow. Spring plowing and sowing are significantly related to the harvest of the year. The impact of the epidemic is mainly reflected in delays in the farming season and insufficient supplies of materials for production. Due to the need of epidemic prevention and control, raw materials and products once could not be shipped, and people could not move across cities. The influence of the epidemic, and the series of prevention and control measures have significant impacts on the industrial and supply chain of the agricultural production businesses. It causes a severe impact that fertilizer businesses could not be operated normally or could only be operated on a limited basis, not to mention impediments on delivery.

鎂行業亦遭遇全球性疫情蔓延的影響未能獨善其身。鎂產品出口比重大，而且出口的目的地大多是疫情比較嚴重的地區，可能相當一段時間內難以完全恢復正常，全球疫情給鎂行業帶來的影響是嚴峻的。

The magnesium industry also suffers from the spread of the global epidemic. The magnesium industry is heavily dependent on exports. Most of the export destinations are areas where the epidemic is rather severe. It may take a long time for the production to resume normal in those regions. The global epidemic, in fact, affects the magnesium industry severely.

除此之外，今年6月份起中國南方地區發生多輪強降雨過程，造成多地發生較為嚴重的洪澇災害。其中受災最嚴重的中國長江流域，耕地面積約20多萬平方公里，造成數以千萬人次受災，農作物受災面積達上千公頃，直接經濟損失上百億元人民幣。2020年許多農民已經錯過了春耕，又耽擱了夏種，肥料行業又錯失了一大部分的市場需求。而且，強降雨引發的洪災對災區經濟和農業生產帶來的重創，完全恢復尚需時日。

Besides, since June this year, heavy rains caused severe floods in many parts of China. It hit the Yangtze River basin in China the hardest. The Yangtze River basin is pivotal in China. It covers the arable land of approximately more than 200,000 square kilometers, affecting tens of millions of people. Floods have affected thousand of hectares of crops, and direct economic losses are up to tens of billions yuan. In 2020, many farmers have already missed the spring plowing and delayed summer planting. As a result, the market demand is much weakened. It will take some time for the economy and the agricultural production in the affected areas to fully recover from the severe floods.

業務回顧

在各主要經濟體負增長的惡劣國際環境下，各行各業均受到不可抗力的疫情衝擊，截至2020年6月30日止六個月(「期內」)，本集團整體收入達1,106,575,000港元(2019年：2,115,046,000港元)，同比下降約47.7%。整體毛利率錄得17.2%(2019年：25.3%)，稅後虧損為17,658,000港元(2019年：稅後利潤為228,089,000港元)。其中，農業肥料業務期內收入為721,446,000港元(2019年：1,357,513,000港元)，同比下降約46.9%，主要是受新冠肺炎疫情影響以及嚴重洪澇災害的原因使得市場需求疲弱，物流運輸困難，使得本集團存貨增加以及應收賬款回收週期延長。

全球性新冠肺炎疫情的持續蔓延對於集團子公司——稀鎂科技集團控股有限公司(「稀鎂科技」)的影響顯而易見。2020年第一季度受到中國內地嚴格的交通社交管控措施的影響，部分員工於新年假期後未能及時返崗以及部分地區封關造成物流不暢，使得業務不能正常運營或僅有限度運營。隨著國外的疫情持續蔓延和中美關係的緊張局勢加劇，鎂產品業務下游客戶受出口訂單疲軟的影響，導致稀鎂科技銷售銳減和應收賬款的回收週期延長。與此同時，由於境外新冠肺炎患者輸入以及未查明源頭的原因，稀鎂科技生產基地所在地中國東北地區以及新疆地區先後出現疫情反復，企業因應疫情防控的需要，實行嚴格的防控措施，影響到企業的運轉和效益。稀鎂科技期內收入約368,178,000港元(2019年：726,229,000港元)，同比下降49.3%。平均毛利率約20.5%。

Business Review

Under the adverse international environment of negative growth in major economies, almost all industries have suffered. For the six months ended 30 June 2020 (the "Period"), the Group recorded an overall revenue of HK$1,106,575,000 (2019: HK$2,115,046,000), representing a year-on-year decrease of approximately 47.7%. The overall gross profit margin was 17.2% (2019: 25.3%), and the loss after tax was HK$17,658,000 (2019: profit after tax was HK$228,089,000). Among them, revenue from the fertilizer business for the Period amounted to HK$721,446,000 (2019: HK$1,357,513,000), representing a year-on-year decrease of approximately 46.9%. The epidemic impairs demands and retards transportation. Consequently, the Group's inventories go up and the receivables collection cycles are lengthened.

The continued global spread of COVID-19 has an obvious impact on Rare Earth Magnesium Technology Group Holdings Limited ("REMT"), which is the subsidiary of the Group. In the first quarter of 2020, due to the impact of strict social and transportation control measures in China, some employees failed to return to work on time after the Chinese New Year holidays. Some regions were closed resulting in the logistics obstruction. Businesses were not operated normally or only operated on a limited basis. With the spread of the epidemic abroad and the increasing tension between China and the United States, the downstream customers of magnesium products have been affected by the weak export orders. This leads to a sharp decline in the sales of REMT and longer receivable collection cycles. Meanwhile, the importation of COVID-19 patients from overseas and from some unknown virus sources, have caused the resurgence of the epidemic in Northeast China and Xinjiang regions, where REMT's production bases locate. Due to epidemic prevention and control, REMT has implemented strict measures, which has affected the operations and the efficiency of the enterprise. During the Period, REMT's revenue was approximately HK$368,178,000 (2019: HK$726,229,000), representing a year-on-year decrease of 49.3% with the average gross margin of approximately 20.5%.

展望

中國中央政府(「中國政府」)連續十年的一號文件都是關於「三農問題」，抓好農村生態治理是其中的一大重點，摒棄大量使用的農藥化肥、追求高產農業的路徑，逐步樹立生態高值農業的發展思路。中國政府大力倡導施用綠色生態肥料，正是本集團的差異化優勢產品。本集團的生態類肥料，滿足有機產品和優質農產品的需求，改善土壤質量。本集團的其他兩類產品分別是功能性肥料和通用型肥料。功能性肥料具有改善土壤狀況和提高肥料利用率，促進作物增產增收及改良作物品質，增強抗病抗蟲等功能。通用型肥料為作物提供基本營養成分，也受益於政府測土配方、科學施肥的政策支持。

新冠肺炎疫情仍在全球持續蔓延，疫情爆發至今，已有8個多月，許多國家的疫情還未得到有效控制，此起彼伏。中國內地部分地區以及香港的疫情情況也出現多次反復。本集團將會密切關注新冠肺炎疫情的情況，調整運營策略，應對市場變化。我們相信在後疫情時代，政府將會更加重視糧食安全和農產品生產，人們會更加注重食品安全和質量，滿足人們日益增長的對高品質食品的需求和對健康生活的追求。本集團將一如既往地堅持綠色產業發展方向，打造綠色生態產業旗艦。我們將以「讓作物更高產，讓土壤更肥沃」為己任，迎接生態肥料行業發展新時代。

Prospect

The No.1 Document from the Central Government of China ("Chinese Government") for the past ten years has been all about "Issues Concerning Agriculture, Rural Areas and Farmers", in which the rural ecological governance is one of the crucial points. The Chinese Government encourages farmers to minimize the use of pesticides and chemical fertilizers, and pursue high-yield agriculture, and to gradually develop high-value ecological agriculture. Green ecological fertilizers, strongly promoted by the Chinese Government, are the differentiated product of the Group. Our ecological fertilizers meet the demand of organic and high-quality agricultural products, and improve the soil quality. The Group's two other categories of products are functional fertilizers and general fertilizers. Functional fertilizers help improve soil conditions and fertilizer utilization rate; enhance crop yields and quality; combat diseases and bacteria. General fertilizers provide necessary nutrients to crops, which are well supported under government policies of Fertilizer Prescription and Scientific Fertilization.

The COVID-19 epidemic continues to spread around the world. It has been more than eight months since the outbreak, and in many countries, it has not been effectively brought under control. There have also been resurgences in some parts of mainland China and Hong Kong. The Group will pay close attention to the epidemic and adjust its strategies, and respond to market changes. We believe that in the post-epidemic era, the Government will pay more attention to food security and agricultural production. People will pay more attention to food safety and quality, to meet their increasing desire for tasty food and a healthy life. The Group will, as always, adhere to the strategy of developing green industry, and to make ourselves a flagship in ecological industry. We will uphold the mission of "Enhancing Crop Productivity and Soil Fertility", and prepare for the new era of ecological fertilizer industry.

主要營運數據

截至2020年6月30日止六個月之未經審核主要營運數據與2019年同期數據比較如下。下表所列的主要業務佔本集團於期內的總收入超過98%。

Key Operational Data

Unaudited key operational data for the six months ended 30 June 2020, together with the comparative figures for the corresponding period in 2019, are as follows. Main businesses listed below contributed over 98% of the Group's total revenue for the Period.

(a) 主要產品之銷售量：

(a) Sales volume of major products:

		2020 噸 Tonnes	2019 噸 Tonnes	減少 Decrease %
農業肥料業務	Fertiliser business	**328,791**	538,762	(39.0)
鎂產品業務	Magnesium product business	**18,674**	28,395	(34.2)

(b) 主要產品之平均售價：

(b) Average selling price of major products:

		2020 港元／噸 HK$/ Tonnes	2019 港元／噸 HK$/ Tonnes	減少 Decrease %
農業肥料業務	Fertiliser business	**2,194**	2,520	(12.9)
鎂產品業務	Magnesium product business	**19,716**	25,576	(22.9)

(c) 毛利率：

(c) Gross profit margin:

		2020 %	2019 %	減少 百分點 Decrease percentage point
農業肥料業務	Fertiliser business	**15.4**	23.2	(7.8)
鎂產品業務	Magnesium product business	**20.5**	28.4	(7.9)
本集團之整體	The Group's overall	**17.2**	25.3	(8.1)

財務回顧

營運收入及毛利

期內，本集團收入約為1,106,575,000港元，同比下降約47.7%。集團兩項主營業務：農業肥料業務及鎂產品業務收入佔比和去年同期相若，分別為65.2%及33.3%（2019年：64.2%及34.3%）。

年初時新冠肺炎疫情的爆發，中國內地政府採取了很多防控措施。很多企業因此長時間停止營運或僅有限度營運，人流、物流皆不暢，本集團亦深受影響，令產銷量下跌。

農業肥料業務期內收入約為721,446,000港元，銷量約為328,791噸，同比分別下降約46.9%及39.0%。平均毛利為15.4%，同比下降約7.8個百分點。毛利下降主要因為通用肥的價格偏軟，另外集團亦推出了一些較基礎的生態肥，以迎合不同的需求，因此拉低了整體肥料之毛利率。

鎂產品業務期內收入約為368,178,000港元，銷量約為18,674噸，同比分別下降約49.3%及34.2%，平均毛利為20.5%，同比下降約7.9個百分點。

FINANCIAL REVIEW

Operating income and gross profit

During the Period, the Group recorded revenue of approximately HK$1,106,575,000, being year-on-year decrease of approximately 47.7%. Contribution by our Group's dual core businesses: fertiliser business and magnesium product business accounted for similar proportion as compared to corresponding period of last year, representing 65.2% and 33.3% (2019: 64.2% and 34.3%) of revenue respectively.

In response to the outbreak of COVID-19 at the beginning of the year, the PRC government adopted series of prevention and control measures. As a result, many companies ceased operations for a long time or maintained only limited operations, and the movements of both people and materials were not smooth. The Group was also deeply affected, resulting in a decline in production and sales.

Revenue and sales volume of fertiliser business were approximately HK$721,446,000 and approximately 328,791 tonnes during the Period, being year-on-year decrease of approximately 46.9% and 39.0%, respectively. The average gross profit was 15.4%, being year-on-year decrease of approximately 7.8 percentage points. The decrease in gross margin was mainly attributable to the soft prices of general fertilizers. In addition, the Group has also introduced some basic ecological fertilizers to cater to different needs, which reduced the gross profit of overall fertilizer.

Revenue and sales volume of magnesium product business were approximately HK$ 368,178,000 and approximately 18,674 tons during the Period, being year-on-year decrease of approximately 49.3% and 34.2%, respectively. The average gross profit was 20.5%, being year-on-year decrease of approximately7.9 percentage points.

其他收益或虧損淨額

期內，本集團之其他收益或虧損淨額約為24,161,000港元，較去年下降約34.6%，主要因為集團之按公允值計入損益之股本工具期內錄得公允值虧損約1,136,000港元，但去年同期錄得公允值收益約7,774,000港元。

Other gains or losses, net

During the Period, the Group's other net gains or losses were approximately HK$24,161,000, being a decrease of approximately 34.6% from last year, mainly due to the fact that the Group's equity instruments at fair value through profit or loss recorded a fair value loss of approximately HK$1,136,000 during the Period, compared to a fair value gain of approximately HK$7,774,000 for the corresponding period of last year.

銷售及市場推廣費用

期內，本集團之銷售及市場推廣費用約為27,662,000港元，較去年下降約41.9%，下降幅度和集團收入降幅相若。銷售及市場推廣費用主要包括薪金、佣金及運輸費用。

Selling and marketing costs

During the Period, the Group's selling and marketing costs were approximately HK$27,662,000, being a decrease of approximately 41.9% from last year, which was in line with the Group's revenue decrease. The selling and marketing costs mainly consisted of salaries, commissions and transportation costs.

行政開支

期內，本集團之行政開支約為123,142,000港元，較去年同期上升16.2%。行政開支主要包括員工薪酬、折舊及攤銷及專業費用等費用。行政開支的增加主要因為鎂產品業務期內研發費用同比增加約7,357,000港元。

Administrative expenses

During the Period, the Group's administrative expenses were approximately HK$123,142,000, being an increase of 16.2% from the corresponding period of last year. Administrative expenses mainly include staff compensation, depreciation and amortisation and professional expenses. The increase in administrative expenses was mainly due to the fact that the R&D expenses of magnesium product business during the Period increased by approximately HK$7,357,000 year-on-year.

財務費用

期內，本集團之財務費用約為74,711,000港元，同比下降約9.3%，主要因為可轉換債券結餘減少。

Finance costs

During the Period, the Group's finance costs were approximately HK$74,711,000, representing a decrease of approximately 9.3% year-on-year, mainly resulted from decrease in the exchangeable bonds outstanding balances.

所得稅開支

期內，本集團之所得稅開支約為26,107,000港元，同比下降約74.5%。該下降主要因為受疫情影響，令本集團之應課稅收入減少。

Income tax expense

During the Period, the Group's income tax expense was approximately HK$ 26,107,000, representing a decrease of approximately 74.5% year-on-year. The decrease was mainly attributable to the reduction in the Group's taxable income as impacted by the epidemic.

利潤

基於上述原因，本集團之期內虧損約為17,658,000港元同比下降約107.7%。

Margin

Based on the reasons above, the Group's loss for the Period was approximately HK$17,658,000, representing a year-on-year decrease of approximately 107.7%.

可能的債務重組及就重組用途委任共同臨時清盤人

本集團過去多年來在肥料業務、煉鋼熔劑業務及鎂產品業務方面一直保持強勁的增長和盈利能力。然而，來勢洶洶的新冠肺炎疫情爆發，加上中國政府採取史上最嚴的疫情防控措施，受嚴峻疫情影響，集團主要業務不能正常營運或僅有限度營運，訂單減少及應收賬款回收週期延長，導致本集團在2020年上半年的盈利能力和流動資金大幅下降。由於全球性新冠肺炎疫情持續蔓延及中美關係緊張升級，對本公司為票據和其他借款進行再融資的能力產生不利影響，導致於2020年7月3日到期的本金金額為101,750,000新加坡元之後償票據出現贖回違約。

Possible Debt Restructuring and the Appointment of Joint Provisional Liquidators for Restructuring Purposes

Historically, the Group has enjoyed strong growth and profitability over a number of years in its fertilizer business, metallurgical flux business, and magnesium product business. However, the raging COVID-19 outbreak and the Chinese Government's epidemic prevention and control measures have led to key businesses either not operating normally or only operating on a limited basis. These conditions had resulted in slower orders and longer receivable collection cycles and has led to a material reduction in the Group's profitability and liquidity in the first half of 2020. This, coupled with the spread of the epidemic, and the rising tensions between the United States of America and mainland China have adversely affected the Company's ability to refinance the Notes and other borrowings, leading to the default in its redemption of its subordinated notes in aggregate principal amount of SGD101,750,000 that matured on 3 July 2020.

為促進其債務重組從而取得法定延緩以禁止未經法庭准許下對本公司展開或持續進行任何訴訟，於2020年7月2日(開曼群島時間)本公司已向開曼群島大法院(「大法院」)申請就重組用途委任安永企業財務服務有限公司的閻正為先生、蘇潔儀女士、Ernst & Young Ltd的Roy Bailey先生以及EY Cayman Ltd.的Tammy Karina Fu女士(統稱為「共同臨時清盤人」)為本公司「非強制」共同臨時清盤人，並授予其共同及個別之權力。本公司之附屬公司稀鎂科技亦已就同一目的向百慕達最高法院作出類似申請。

In order to facilitate a restructuring of its debts with the benefit of a statutory moratorium prohibiting the commencement or continuance of any proceedings against the Company without the leave of court, the Company has applied on 2 July 2020 (Cayman Islands time) to the Grand Court of the Cayman Islands (the "Grand Court") for the appointment of Mr. Yen Ching Wai David and Ms. So Kit Yee Anita of Ernst & Young Transactions Limited, Mr. Roy Bailey of Ernst & Young Ltd, and Ms. Tammy Karina Fu of EY Cayman Ltd. (collectively, the "JPLs") as the "light-touch" joint provisional liquidators of the Company for restructuring purposes, with the power to act jointly and severally. REMT, the subsidiary of the Company, has also made a similar application to the Supreme Court of Bermuda for the same purpose.

「非強制」原則行事，即董事會仍將繼續管理本公司及維持集團日常運作，而共同臨時清盤人會與公司管理層一起致力於監督、督導和監察集團整體進行全面及經協調的債務和負債重組，包括維持本公司在聯交所的上市。

A "light touch" basis is that the Board will retain management of the Company and maintain the operation of the Group, while the JPLs will work alongside the Company's management to monitor, supervise, and oversee the implementation of a group-wide holistic and coordinated restructuring of its debts and liabilities including to maintain the listing of the Company on the Stock Exchange.

共同臨時清盤人申請已於2020年7月14日(開曼群島時間)於大法院進行聆訊。大法院頒佈一項命令，委任共同臨時清盤人並即時生效。

The JPL Application was heard before the Grand Court on 14 July 2020 (Cayman Islands time). The Grand Court granted an order that the JPLs have been appointed with immediate effect.

於2020年8月18日，大法院向香港高等法院發出請求書(「請求書」)，要求在香港承認共同臨時清盤人的任命和權力，以(其中包括)制定並提出重組計劃，致使本公司能夠繼續持續經營。大法院亦於當日接受其中一位共同臨時清盤人閻正為先生之辭任。而有關Roy Bailey先生、Tammy Karina Fu女士及蘇潔儀女士作為共同臨時清盤人的委任令則維持生效。共同臨時清盤人於2020年8月26日向香港高等法院提出申請，要求頒令認可共同臨時清盤人的任命，及獲得根據該請求書所給予的共同臨時清盤人權利。於2020年8月28日，香港高等法院已批准該申請。

On 18 August 2020, the Grand Court issued a letter of request ("LOR") to the High Court of Hong Kong for the recognition of the appointment and powers of the JPLs in Hong Kong to, inter alia, develop and propose a restructuring plan to allow the Company to continue as a going concern. The Grand Court also accepted the resignation of one of the JPLs, Mr. Yen Ching Wai David on the same day. The JPLs appointment order remains in force in respect of Mr. Roy Bailey, Ms. Tammy Karina Fu and Ms. So Kit Yee Anita as JPLs. An application has been filed by the JPLs to the High Court of Hong Kong on 26 August 2020 for the recognition of the appointment and powers of the JLPs pursuant to the LOR. On 28 August 2020, the High Court of Hong Kong has approved the said application.

流動資金、負債及財務資源

於2020年4月18日，本公司與中國世紀陽光集團投資有限公司(「認購方」，由池文富先生(控股股東及執行董事)全資擁有)訂立認購協議(「認購協議」)，據此，本公司有條件地同意發行，及認購方有條件地同意認購本金總額300,000,000港元之可換股債券，其可按初步換股價每股換股股份0.1875港元全數兑換為1,600,000,000股換股股份。於2020年7月3日，認購協議被雙方終止。詳情請參閱本公司於2020年4月18日及2020年7月3日發佈之公告。

於2020年6月30日，本集團之銀行及現金結餘合共約303,371,000港元(於2019年12月31日：約832,662,000港元)。

相比2019年12月31日，本集團於2020年6月30日之總借貸減少約5.9%。而本集團於2020年6月30日之負債比率(總借貸除總資產)約為28.0%(於2019年12月31日：約28.6%)。

本集團持續的業務營運及資本開支將由經營所產生的內部現金流，可動用之信貸額度及股本／債務融資應付。

Liquidity, liabilities and financial resources

On 18 April 2020, the Company entered into a subscription agreement (the "Subscription Agreement") with China Century Sunshine Group Investment Company Limited, (the "Subscriber", wholly-owned by Mr. Chi Wen Fu, a controlling Shareholder and an executive Director), pursuant to which, the Company conditionally agreed to issue, and the Subscriber conditionally agreed to subscribe for, the Convertible Bonds in the aggregate principal amount of HK$300,000,000, which may be converted into 1,600,000,000 Conversion Shares based on the initial Conversion Price of HK$0.1875 per Conversion Share upon full conversion. On 3 July 2020, the Subscription Agreement was terminated by both parties. For more details, please refer to the announcements made by the Company on 18 April 2020 and 3 July 2020.

As at 30 June 2020, total amount of bank and cash balances of the Group was approximately HK$303,371,000 (as at 31 December 2019: approximately HK$832,662,000).

As at 30 June 2020, the Group's total borrowings decreased by approximately 5.9% as compared to that as at 31 December 2019. The Group's gearing ratio (calculated by total borrowings over total assets) was approximately 28.0% as at 30 June 2020 (as at 31 December 2019: approximately 28.6%).

The Group's ongoing business operations and capital expenditure will be funded by internal cash flows generated from operations, available credit facilities and equity/debt financings.

匯率風險管理

本集團主要在中華人民共和國(「中國」)及香港經營業務，故此承受外匯風險，主要涉及港元、人民幣、美元、新加坡元及澳元。外匯風險源於未來商業交易、已確認資產及負債、以及外國經營的投資淨額。本集團現時並無對沖外匯風險。本集團將定期檢討以港元以外之貨幣持有之流動資產及負債以評估外匯風險，並於必要時考慮使用對沖工具。

Exchange Rate Risk Management

The Group mainly operates in the People's Republic of China (the "PRC") and Hong Kong and is exposed to foreign exchange risk primarily with respect to HK$, Renminbi, US$, Singapore dollars and Australian dollars. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations. The Group does not presently hedge the foreign exchange risks. The Group will periodically review liquid assets and liabilities held in currencies other than HK$ to evaluate its foreign exchange risk exposure and consider the usage of hedging instruments when necessary.

資產抵押

於2020年6月30日，本集團之物業、廠房及設備、使用權資產和銀行存款已抵押以取得借貸及應付票據融資，已抵押資產的賬面值分別約為912,683,000港元、154,428,000港元和187,166,000港元(於2019年12月31日：分別約為884,167,000港元、160,183,000港元和47,450,000港元)。

Pledge of Assets

As at 30 June 2020, the Group had pledged its property, plant and equipment, right-of-use assets and bank deposits with carrying amount of approximately HK$912,683,000, HK$154,428,000 and HK$187,166,000 respectively (as at 31 December 2019: approximately HK$884,167,000, HK$160,183,000 and HK$47,450,000 respectively) to secure borrowings and bills payables.

或然負債

於2020年6月30日，本集團並無任何重大或然負債，惟於財務報表附註18所披露除外。

Contingent liabilities

As at 30 June 2020, other than those disclosed in Note 18 to the financial statements, the Group did not have any significant contingent liabilities.

資本結構

於2020年6月30日及2019年12月31日，本公司已發行股本為91,622,337港元，分為4,581,116,843股，每股面值0.02港元。

Capital Structure

As at 30 June 2020 and 31 December 2019, the issued share capital of the Company was HK$91,622,337, divided into 4,581,116,843 shares of HK$0.02 each.

人力資源

於2020年6月30日，本集團所僱用之員工數目約為2,140名(於2019年12月31日：約2,350名)。本集團根據員工之表現、工作經驗和現時市場情況訂定彼等之薪酬。員工福利包括醫療保障、界定供款退休計劃、酌情花紅和僱員購股權計劃。本集團並無發生任何導致正常業務運作受影響之勞資糾紛或僱員數目重大改變。董事們認為本集團與僱員關係良好。

Human resources

The number of employees of the Group was approximately 2,140 as at 30 June 2020 (as at 31 December 2019: approximately 2,350). The remuneration of employees is determined by the Group with reference to their performance, work experience and current market conditions. Employee benefits include medical insurance, defined contribution retirement plans, discretionary bonus and employee share option scheme. There has been no labour dispute or significant change in the number of employees that affect the normal operations of the Group. The Directors believe that the Group maintains admirable relations with its employees.

項目概覽

白雲石礦

本集團之白雲石礦，位於中國吉林省白山市。該礦場以露天開採方式操作，不涉及也不需要額外勘探工程，開發活動僅涉及露天開採時的簡易基建工程，並沒有涉及任何地下鑽挖以及結構工程。已開採之白雲石為本集團生產金屬鎂產品之原材料。礦場的位置鄰近本集團生產基地，原料的運輸成本亦相對很低。

誠如本公司於2010年年報內披露，本集團之白雲石礦乃按中國資源／儲量分類。截至2020年6月30日的估計資源量和儲量，按已開採量逐年核減，得出剩餘資源量及儲量。本集團與以往披露估算假設相比無重大變更。該資源量及儲量由本集團之內部地質專家審核。截至2020年6月30日止六個月，概無任何白雲石礦產出量*。與2019年12月31日相比，白雲石礦的資源量及礦石儲量並無重大變動。

截至2020年6月30日止六個月，開採活動、勘探活動及開發活動，概無任何開支。

蛇紋石礦

本集團之蛇紋石礦，位於中國江蘇省東海縣。該礦場以露天開採方式操作，不涉及也不需要額外勘探工程，開發活動僅涉及露天開採時的簡易基建工程，並沒有涉及任何地下鑽挖以及結構工程。已開採之蛇紋石直接作為鋼鐵冶煉的輔助材料出售和作為本集團生產硅鎂肥之原材料。礦場的位置鄰近本集團生產基地，原料的運輸成本亦相對很低。

Project Overview

Dolomite Mine

The Group's dolomite mine is situated in Baishan City, Jilin Province, the PRC. The mine is operated by open-pit method, and therefore no additional exploration works are involved or required. Only simple infrastructure works for open-pit mining are involved in the development activities, and no underground drilling or structural works are involved. The dolomite mined is the raw material for producing magnesium products of the Group. The transportation cost for the raw material is relatively low due to the close proximity of the mine to the production base of the Group.

As disclosed in the 2010 annual report of the Company, the dolomite mine of the Group was reported under the Chinese resource/reserve categories. As at 30 June 2020, the anticipated resource and reserve volumes were determined based on the yearly reduction of quantity mined to calculate the remaining resource and reserve volumes. There is no material change in the assumptions of estimation by the Group as compared with those previously disclosed. The resource and reserve volumes was reviewed by the Group's internal geological experts. For the six months ended 30 June 2020, there were no dolomite output*. As compared with the status as at 31 December 2019, there was no material change in the resource estimate and ore reserve of the dolomite mine.

For the six months ended 30 June 2020, there were no expenditures incurred in mining activities, exploration activities and development activities.

Serpentine Mine

The Group's serpentine mine is situated in Donghai County, Jiangsu Province, the PRC. The mine is operated by open-pit method, and therefore no additional exploration works are involved or required. Only simple infrastructure works for open-pit mining are involved in the development activities, and no underground drilling or structural works are involved. The serpentine mined is sold directly as metallurgical flux for iron and steel smelting and is the raw material for producing silicon magnesium fertilisers of the Group. The transportation cost for the raw material is relatively low due to the close proximity of the mine to the production base of the Group.

誠如本公司於2010年年報內披露，本集團之蛇紋石礦於2010年購入時，乃按JORC準則將資源／儲量分類。於2020年6月30日，估計資源量和儲量乃根據購入時的數量，按已開採量逐年核減，得出剩餘資源量及儲量。本集團與以往披露估算假設相比無重大變更。該資源量及儲量由本集團之內部地質專家審核。截至2020年6月30日止六個月，蛇紋石礦產出量為148,782*噸。與2019年12月31日相比，蛇紋石礦的資源量及礦石儲量並無重大變動。

As disclosed in the 2010 annual report of the Company, the resource/reserve of the Serpentine Mine was reported under the JORC system when it was acquired in 2010. As at 30 June 2020, the anticipated resource and reserve volumes were determined based on the volume at the time of acquisition with the yearly reduction of quantity mined to calculate the remaining resource and reserve volumes. There is no material change in the assumptions of estimation by the Group as compared with those previously disclosed. The resource and reserve volumes were reviewed by the Group's internal geological experts. For the six months ended 30 June 2020, the Group completed a serpentine output of 148,782* tonnes. As compared with the status as at 31 December 2019, there was no material change in the resource estimate and ore reserve of the serpentine mine.

截至2020年6月30日止六個月之開採活動開支主要用於直接工資、材料、能源、運輸及折舊攤銷費用等，並已計入銷售成本於未經審核簡明綜合損益表及未經審核簡明綜合全面收益表內扣除。

The expenditures incurred for the six months ended 30 June 2020 in mining activities were mainly for direct wages, materials, energy, transportation, depreciation and amortisation, etc. Such expenditures have been included in cost of sales and charged to the unaudited condensed consolidated statement of profit or loss and the unaudited condensed consolidated statement of comprehensive income.

截至2020年6月30日止六個月，蛇紋石礦因開採活動產生之支出約為11,616,000港元，而開發活動及勘探活動之支出則為零港元。

The expenditure incurred in mining production activities of serpentine for the six months ended 30 June 2020 was approximately HK$11,616,000 while the expenditure incurred in development activities and exploration activities was HK$Nil.

* *產出量為白雲石／蛇紋石礦之入庫量，包括期內採礦石量。*

* *Output is the stock-in-quantity from Dolomite/Serpertine mines, including mine extraction for the Period.*

未經審核簡明綜合損益表
Unaudited Condensed Consolidated Statement of Profit or Loss

截至2020年6月30日止六個月
For the six months ended 30 June 2020

		附註 Notes	**2020 (未經審核) (unaudited) 千港元 HK$'000**	2019 (未經審核) (unaudited) 千港元 HK$'000
收入	Revenue	4	**1,106,575**	2,115,046
銷售成本	Cost of sales		**(916,796)**	(1,579,963)
毛利	Gross profit		**189,779**	535,083
其他收益或虧損淨額	Other gains or losses, net		**24,161**	36,960
銷售及市場推廣費用	Selling and marketing costs		**(27,662)**	(47,630)
行政開支	Administrative expenses		**(123,142)**	(105,936)
匯兑差額淨值	Exchange difference, net		**20,024**	(5,415)
財務費用	Finance costs	6	**(74,711)**	(82,403)
除所得稅前溢利	Profit before income tax		**8,449**	330,659
所得稅開支	Income tax expense	7	**(26,107)**	(102,570)
期內(虧損)／溢利	(Loss)/Profit for the period	8	**(17,658)**	228,089
下列人士應佔期內(虧損)／溢利：	**(Loss)/Profit for the period attributable to:**			
本公司擁有人	Owners of the Company		**(6,708)**	214,784
非控股權益	Non-controlling interests		**(10,950)**	13,305
			(17,658)	228,089
每股(虧損)／盈利：	**(Loss)/Earnings per share:**			
一基本	– basic	9(a)	**(0.15仙 cents)**	4.69仙 cents
一攤薄	– diluted	9(b)	**(0.15仙 cents)**	4.69仙 cents

未經審核簡明綜合全面收益表
Unaudited Condensed Consolidated Statement of Comprehensive Income

截至2020年6月30日止六個月
For the six months ended 30 June 2020

		2020 **（未經審核）** **(unaudited)** **千港元** **HK$'000**	2019 （未經審核） (unaudited) 千港元 HK$'000
期內（虧損）／溢利	**(Loss)/Profit for the period**	**(17,658)**	228,089
其他全面支出，扣除所得稅：	**Other comprehensive expenses, net of income tax:**		
其後可能重新分類至損益之項目：換算海外業務所產生之匯兑差額	Items that may be reclassified subsequently to profit or loss: Exchange differences arising from translation of foreign operations	**(95,651)**	(17,152)
期內其他全面支出（扣除所得稅）	**Other comprehensive expenses for the period (net of income tax)**	**(95,651)**	(17,152)
期內全面（支出）／收入總額	**Total comprehensive (expenses)/income for the period**	**(113,309)**	210,937
下列人士應佔期內全面（支出）／收入總額：	**Total comprehensive (expenses)/income for the period attributable to:**		
本公司擁有人	Owners of the Company	**(87,445)**	204,849
非控股權益	Non-controlling interests	**(25,864)**	6,088
		(113,309)	210,937

未經審核簡明綜合財務狀況表
Unaudited Condensed Consolidated Statement of Financial Position

		附註 Notes	於2020年6月30日 As at 30 June 2020 (未經審核) (unaudited) 千港元 HK$'000	於2019年12月31日 As at 31 December 2019 (經審核) (audited) 千港元 HK$'000
非流動資產	**Non-current assets**			
使用權資產	Right-of-use asset	11	**276,553**	287,442
物業、廠房及設備	Property, plant and equipment	11	**3,795,369**	3,866,144
商譽	Goodwill		**197,368**	197,368
無形資產	Intangible assets		**339,661**	348,142
採礦權	Mining rights		**417,679**	428,468
長期銀行存款	Long term bank deposits		**55**	9,604
			5,026,685	5,137,168
流動資產	**Current assets**			
按公允值計入損益之股本工具	Equity instruments at fair value through profit or loss		**7,645**	8,782
存貨	Inventories		**555,726**	471,760
貿易應收款項及應收票據	Trade and bills receivables	12	**686,980**	461,381
預付款項、按金及其他應收款項	Prepayment, deposits and other receivables		**672,611**	634,397
銀行及現金結餘	Bank and cash balances		**303,316**	823,058
			2,226,278	2,399,378
分類為持作出售資產	Asset classified as held for sale		**89,379**	91,019
			2,315,657	2,490,397
減：流動負債	**Less: Current liabilities**			
貿易應付款項及應付票據	Trade and bills payables	13	**398,143**	291,863
應計費用及其他應付款項	Accruals and other payables		**243,136**	217,096
合約負債	Contract liabilities		**196,913**	186,707
租賃負債	Lease liabilities		**1,067**	1,962
應付所得稅	Income tax payable		**10,890**	22,397
借貸	Borrowings	15	**1,758,510**	1,524,157
可轉換債券	Exchangeable bonds	14	**108,576**	120,640
			2,717,235	2,364,822
流動(負債)／資產淨值	**Net current (liabilities)/assets**		**(401,578)**	125,575
資產總值減流動負債	**Total assets less current liabilities**		**4,625,107**	5,262,743

未經審核簡明綜合財務狀況表
Unaudited Condensed Consolidated Statement of Financial Position

		附註 Notes	於2020年6月30日 As at 30 June 2020 （未經審核） (unaudited) 千港元 HK$'000	於2019年12月31日 As at 31 December 2019 （經審核） (audited) 千港元 HK$'000
減：非流動負債	**Less: Non-current liabilities**			
遞延收入	Deferred revenue		**67,053**	68,283
其他應付款項	Other payables		**46,118**	46,962
合約負債	Contract liabilities		**—**	176,448
租賃負債	Lease liabilities	12	**5,397**	5,870
借貸	Borrowings	15	**185,347**	536,086
遞延稅項負債	Deferred tax liabilities		**155,585**	159,183
			459,500	992,832
資產淨值	**Net assets**		**4,165,607**	4,269,911
本公司擁有人應佔股本及儲備	**Capital and reserves attributable to owners of the Company**			
股本	Share capital	16	**101,419**	101,419
儲備	Reserves		**3,647,413**	3,727,404
			3,748,832	3,828,823
非控股權益	**Non-controlling interests**		**416,775**	441,088
權益總額	**Total equity**		**4,165,607**	4,269,911

未經審核簡明綜合權益變動表
Unaudited Condensed Consolidated Statement of Changes in Equity

截至2020年6月30日止六個月
For the six months ended 30 June 2020

		本公司擁有人應佔 Attributable to owners of the Company											
		股本 Share capital (未經審核) (unaudited) 千港元 HK$'000	股份溢價 Share premium (未經審核) (unaudited) 千港元 HK$'000	資本贖回儲備 Capital redemption reserve (未經審核) (unaudited) 千港元 HK$'000	資本儲備 Capital reserve (未經審核) (unaudited) 千港元 HK$'000	法定儲備 Statutory reserve (未經審核) (unaudited) 千港元 HK$'000	購股權儲備 Share option reserve (未經審核) (unaudited) 千港元 HK$'000	外幣換算儲備 Translation reserve (未經審核) (unaudited) 千港元 HK$'000	其他儲備 Other reserve (未經審核) (unaudited) 千港元 HK$'000	保留盈利 Retained earnings (未經審核) (unaudited) 千港元 HK$'000	小計 Sub-total (未經審核) (unaudited) 千港元 HK$'000	非控股權益 Non-controlling interests (未經審核) (unaudited) 千港元 HK$'000	總額 Total (未經審核) (unaudited) 千港元 HK$'000
於2019年1月1日(經審核)	As at 1 January 2019 (audited)	101,419	1,353,356	4,526	13,666	244,242	9,625	(243,203)	(232,769)	2,277,023	3,527,885	428,733	3,956,618
期內溢利	Profit for the period	-	-	-	-	-	-	-	-	214,784	214,784	13,305	228,089
期內其他全面開支(扣除所得稅):	Other comprehensive expenses for the period (net of income tax):												
換算海外業務所產生之匯兑差額	Exchange differences arising from translation of foreign operations	-	-	-	-	-	-	(9,935)	-	-	(9,935)	(7,217)	(17,152)
期內全面收入/(開支)總額	Total comprehensive income/(expenses) for the period	-	-	-	-	-	-	(9,935)	-	214,784	204,849	6,088	210,937
轉撥至儲備	Transfer of reserve	-	-	-	-	676	-	-	-	(676)	-	-	-
股權結算股份付款之交易	Equity settled share-based transactions	-	-	-	-	-	2,978	-	-	-	2,978	-	2,978
於2019年6月30日(未經審核)	As at 30 June 2019 (unaudited)	101,419	1,353,356	4,526	13,666	244,918	12,603	(253,138)	(232,769)	2,491,131	3,735,712	434,821	4,170,533
於2020年1月1日(經審核)	**As at 1 January 2020 (audited)**	**101,419**	**1,353,356**	**4,526**	**13,666**	**275,051**	**32,594**	**(347,598)**	**(221,707)**	**2,617,516**	**3,828,823**	**441,088**	**4,269,911**
期內溢利	**Profit for the period**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(6,708)**	**(6,708)**	**(10,950)**	**(17,658)**
期內其他全面開支(扣除所得稅):	**Other comprehensive expenses for the period (net of income tax):**												
換算海外業務所產生之匯兑差額	**Exchange differences arising from translation of foreign operations**	**–**	**–**	**–**	**–**	**–**	**–**	**(80,737)**	**–**	**–**	**(80,737)**	**(14,914)**	**(95,651)**
期內全面開支總額	**Total comprehensive expense for the period**	**–**	**–**	**–**	**–**	**–**	**–**	**(80,737)**	**–**	**(6,708)**	**(87,445)**	**(25,864)**	**(113,309)**
轉撥至儲備	**Transfer of reserve**	**–**	**–**	**–**	**–**	**271**	**–**	**–**	**–**	**(271)**	**–**	**–**	**–**
附屬公司所有權權益變動	**Change in ownership interest in subsidiaries**	**–**	**–**	**–**	**–**	**–**	**(726)**	**–**	**2,175**	**–**	**1,449**	**1,551**	**3,000**
股權結算股份付款之交易	**Equity settled share-based transactions**	**–**	**–**	**–**	**–**	**–**	**6,005**	**–**	**–**	**–**	**6,005**	**–**	**6,005**
於2020年6月30日(未經審核)	**As at 30 June 2020 (unaudited)**	**101,419**	**1,353,356**	**4,526**	**13,666**	**275,322**	**37,873**	**(428,335)**	**(219,532)**	**2,610,537**	**3,748,832**	**416,775**	**4,165,607**

未經審核簡明綜合現金流量表
Unaudited Condensed Consolidated Statement of Cash Flows

截至2020年6月30日止六個月
For the six months ended 30 June 2020

		2020 **（未經審核）** **(unaudited)** **千港元** **HK$'000**	2019 （未經審核） (unaudited) 千港元 HK$'000
經營活動所(動用)／產生的現金淨額	Net cash (used in)/generated from operating activities	**(245,962)**	191,716
投資活動所動用的現金淨額	Net cash used in investing activities	**(228,214)**	(273,821)
融資活動所動用的現金淨額	Net cash used in from financing activities	**(172,972)**	(42,216)
現金及等同現金項目減少淨額	Net decrease in cash and cash equivalents	**(647,148)**	(124,321)
期初的現金及等同現金項目	Cash and cash equivalents at the beginning of the period	**785,157**	568,651
外幣匯率變動的影響	Effect of foreign exchange rate changes	**(21,859)**	(7,780)
期末的現金及等同現金項目	Cash and cash equivalents at the end of the period	**116,150**	436,550
現金及等同現金項目結餘分析	**Analysis of balances of cash and cash equivalents**		
於未經審核簡明綜合財務狀況表列賬的銀行及現金結餘	Bank and cash balances as stated in the unaudited condensed consolidated statement of financial position	**303,371**	533,146
為貸款及應付票據作抵押擔保之銀行存款	Deposits with banks pledged as security for borrowings and bills payables	**(187,166)**	(96,596)
收購時原到期日三個月以上之非抵押銀行存款	Non-pledged deposits with bank with original maturity of more than three months when acquired	**(55)**	–
於未經審核簡明綜合現金流量表列賬的現金及等同現金項目	Cash and cash equivalents as stated in the unaudited condensed consolidated statement of cash flows	**116,150**	436,550

未經審核簡明綜合中期財務報表附註
Notes to the Unaudited Condensed Consolidated Interim Financial Statements

截至2020年6月30日止六個月
For the six months ended 30 June 2020

1. 一般資料

世紀陽光集團控股有限公司(「本公司」)與其附屬公司(統稱「本集團」)主要從事農業肥料業務、鎂產品業務及煉鋼熔劑業務。

本公司乃於2003年1月21日根據開曼群島公司法第22章(1961年法律3，經綜合及修訂)在開曼群島註冊成立的獲豁免有限公司。本公司的股份於2004年2月17日於香港聯合交易所有限公司(「聯交所」)GEM上市，自2008年8月1日起，本公司的股份於聯交所主板上市。

未經審核簡明綜合中期財務報表均以港元(「港元」)為單位，除非另有説明，否則所有金額均以最接近千位(千港元)計值。

截至2020年6月30日止六個月之未經審核簡明綜合中期財務報表已獲董事會於2020年8月31日批准刊發。

1. General Information

Century Sunshine Group Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") are principally engaged in fertiliser business, magnesium product business and metallurgical flux business.

The Company was incorporated in the Cayman Islands on 21 January 2003 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. On 17 February 2004, the Company's shares were listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Company's shares have been listed on the Main Board of the Stock Exchange since 1 August 2008.

The unaudited condensed consolidated interim financial statements are presented in Hong Kong dollars ("HK$") and all values are rounded to the nearest thousand (HK$'000) except when otherwise indicated.

The unaudited condensed consolidated interim financial statements for the six months ended 30 June 2020 were approved for issue by the Board on 31 August 2020.

2. 編製基準

截至2020年6月30日止六個月之未經審核簡明綜合中期財務報表乃遵照香港會計準則(「香港會計準則」)第34號「中期財務報告」及聯交所主板上市之證券上市規則(「上市規則」)附錄16之適用披露要求而編製。

未經審核簡明綜合中期財務報表須與根據香港財務報告準則(「香港財務報告準則」)編製之截至2019年12月31日止年度之綜合財務報表一併閱讀。

於編製未經審核簡明綜合中期財務報表時，管理層須作出會影響會計政策應用以及資產負債與收支呈報金額之判斷、估計及假設。實際結果可能有別於該等估計。

除因應用經修訂香港財務報告準則而導致的會計政策變動外，於編製該等未經審核簡明綜合中期財務報表時，管理層於應用本集團會計政策時作出之重大判斷，以及估計不明朗因素之主要來源，與截至2019年12月31日止年度之綜合財務報表所應用者相同。

茲提述本公司日期為2020年7月3日、2020年7月8日、2020年7月9日、2020年7月15日、2020年8月11日、2020年8月24日及2020年8月31日之公佈(「該等公佈」)，內容有關(其中包括)以重組為目的而提交之清盤呈請(「呈請」)及委任「非強制」共同臨時清盤人之申請(「共同臨時清盤人申請」)。

2. Basis of Preparation

The unaudited condensed consolidated interim financial statements for the six months ended 30 June 2020 have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" and the applicable disclosure requirements of Appendix 16 to the Main Board Listing Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

The unaudited condensed consolidated interim financial statements should be read in conjunction with the consolidated financial statements for the year ended 31 December 2019, which has been prepared in accordance with Hong Kong Financial Reporting Standards (the "HKFRSs").

The preparation of the unaudited condensed consolidated interim financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

Other than the changes in accounting policies resulting from application of amendments to HKFRSs, in preparing these unaudited condensed consolidated interim financial statements, the significant judgments made by management in applying the Group's accounting policies and the key sources of estimate uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2019.

Reference is made to the announcement of the Company dated 3 July 2020, 8 July 2020, 9 July 2020, 15 July 2020, 11 August 2020, 24 August 2020 and 31 August 2020 (the "Announcements"), in relation to, among other things, the winding up petition (the "Petition") and application for the appointment of "light touch" joint provisional liquidators (the "JPL Application") for restructuring purposes.

本公司於新加坡交易所上市發行的本金金額為101,750,000新加坡元票據(「票據」)在2020年7月3日到期時違約贖回。鑑於支付違約，其後引致之交叉違約構成本集團若干借款的違約事件，若干債務根據其條款須即時按要求償還。

The Company has defaulted on the redemption of the SGX listed subordinated notes in the principal amount of the SGD101,750,000 (the "Notes") on their maturity on 3 July 2020. In view of the payment default, so caused cross defaults constitute an event of default in respect of certain borrowings of the Group and certain debts are immediately payable on demand in accordance with their terms.

於2020年7月14日，開曼群島大法院(「大法院」)已頒佈命令，委任安永企業財務服務有限公司的閻正為先生、蘇潔儀女士、Ernst & Young Ltd的Roy Bailey 先生以及EY Cayman Ltd.的Tammy Karina Fu 女士(統稱為「共同臨時清盤人」)為本公司重組的「非強制」共同臨時清盤人，並授予其共同及個別之權力。共同臨時清盤人以「非強制」原則行事，即本公司董事會仍將管理本公司，而共同臨時清盤人會與公司管理層一起致力於(其中包括)監督、督導和監察對整個集團進行全面及經協調的債務和負債重組，包括維持本公司在聯交所的上市。於2020年8月18日，大法院向香港高等法院發出請求書(「請求書」)，要求在香港承認共同臨時清盤人的任命和權力，以(其中包括)制定並提出重組計劃，致使本公司能夠繼續持續經營。大法院亦於當日接受其中一位共同臨時清盤人閻正為先生之辭任。而有關Roy Bailey先生、Tammy Karina Fu女士及蘇潔儀女士作為共同臨時清盤人的委任令則維持生效。共同臨時清盤人於2020年8月26日向香港高等法院提出申請，要求頒令認可共同臨時清盤人的任命，及獲得根據該請求書所給予的共同臨時清盤人權利。於2020年8月28日，香港高等法院已批准該申請。

On 14 July 2020, an order was granted by the Grand Court of the Cayman Islands (the "Grand Court") for the appointment of Mr. Yen Ching Wai David and Ms. So Kit Yee Anita of Ernst & Young Transactions Limited, Mr. Roy Bailey of Ernst & Young Ltd, and Ms. Tammy Karina Fu of EY Cayman Ltd. (collectively, the "JPLs") as the "light-touch" joint provisional liquidators of the Company for restructuring purposes, with the power to act jointly and severally. Joint provisional liquidators on a "light touch" basis that the board of directors of the Company will retain management of the Company while the joint provisional liquidators will work alongside the Company's management to, amongst other things, monitor, supervise, and oversee the implementation of a group-wide holistic and coordinated restructuring of its debts and liabilities including to maintain the listing of the Company on the Stock Exchange. On 18 August 2020, the Grand Court issued a letter of request ("LOR") to the High Court of Hong Kong for the recognition of the appointment and powers of the JPLs in Hong Kong to, inter alia, develop and propose a restructuring plan to allow the Company to continue as a going concern. The Grand Court also accepted the resignation of one of the JPLs, Mr. Yen Ching Wai David on the same day. The JPLs appointment order remains in force in respect of Mr. Roy Bailey, Ms. Tammy Karina Fu and Ms. So Kit Yee Anita as JPLs. An application has been filed by the JPLs to the High Court of Hong Kong on 26 August 2020 for the recognition of the appointment and powers of the JLPs pursuant to the LOR. On 28 August 2020, the High Court of Hong Kong has approved the said application.

持續經營基準

截至2020年6月30日止六個月，本集團產生虧損約17,658,000港元，而於2020年6月30日，本集團約1,867,086,000港元的借貸須重續或於未來十二個月內悉數償付。此等狀況可能對本集團的持續經營能力構成疑慮。因此，本集團可能無法於日常業務過程中變現其資產及償還負債。

本公司正積極探索債務重組之方案，藉開曼群島大法院監督臨時清盤制度(通常稱為「非強制」臨時清盤)下執行管理層領導之重組，從而取得法定延緩以禁止未經開曼群島大法院准許下對本公司展開或持續進行任何訴訟。本公司正在積極努力地考慮制定切實可行的重組計劃，包括但不限於以下部分或全部事項：

1. 進行股權重組以便本公司透過發行股權自第三方投資者籌集現金；

2. 進行可能涉及再融資及／或本集團負債及債務和解或安排之債務重組；

3. 可能由一個或以上的第三方投資者投資於本公司，借此為本公司籌集現金，以及可能出售非核心業務及本集團非營運中之固定資產；及／或

4. 對資本投資、生產及行政運營採取進一步的成本控制措施，以降低本集團的整體運營成本。

Going Concern Basis

During six months ended 30 June 2020, the Group recorded loss approximately HK$17,658,000. And as at 30 June 2020, the Group's borrowings approximately HK$1,867,086,000 are subject to renewal or to be fully repaid within the next twelve months. These conditions may cast doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realize its assets and discharge its liabilities in the normal course of business.

The Company is actively exploring options to restructure its debts and intends, to implement a management led restructuring by taking advantage of the court-supervised provisional liquidation regime in the Cayman Islands, commonly known as a "light touch" provisional liquidation, which gives the Company the benefit of a statutory moratorium prohibiting the commencement or continuance of any proceedings against the Company without the leave of the Grand Court of the Cayman Islands. The Company is actively considering to develop a viable restructuring proposal, including but not limited to some or all of the followings:

1. equity restructuring to facilitate the raising of cash for the Company from third party investors through equity issue;

2. a debt restructuring that may involve refinancing and/or a compromise or arrangement of the debts and liabilities of the Group;

3. potential investment in the Company from one or more third party investor(s) to facilitate raising of cash for the Company and potential disposal of non-core business and non-operating fixed assets of the Group; and/or

4. implementation of further cost control measures on capital investments, production and administrative operations to reduce overall operating costs of the Group.

本公司董事認為，按持續經營基準編製未經審核簡明綜合財務報表乃合宜之舉。該等未經審核簡明綜合財務報表乃按持續經營基準編製，其有效程度視乎本集團能否與債權人順利磋商，並同意重續或延長現有借款，或完成債務融資以滿足到期的債務。倘本集團無法持續經營，則須於未經審核簡明綜合財務報表作出調整以將資產價值撇減至可收回金額，以為可能進一步產生的負債作出撥備，並將非流動資產及非流動負債分別重新分類至流動資產及流動負債。此等調整的影響尚未反映於未經審核簡明綜合財務報表內。

The directors of the Company are of the opinion that it is appropriate to prepare the unaudited condensed consolidated financial statements on going concern basis. These unaudited condensed consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon that the Group will be able to successfully negotiate and agree with the creditors to renew or extend the existing borrowings or complete debt financing to meet its liabilities as they fall due. Should the Group be unable to continue as a going concern, adjustments would have to be made to the unaudited condensed consolidated financial statements, to write down the value of assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effect of these adjustments has not been reflected in the unaudited condensed consolidated financial statements.

3. 主要會計政策

應用香港財務報告準則之修訂

於本中期期間，本集團已就編製本集團未經審核簡明綜合財務報表首次採用香港財務報告準則標準中有關概念框架之提述的修訂及以下由香港會計師公會頒佈並於2020年1月1日或之後開始之年度期間強制生效之新訂立香港財務申報準則及修訂：

香港會計準則第1號及香港會計準則第8號的修訂	重大之定義
香港財務報告準則第3號的修訂	業務之定義
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號的修訂	利率基準改革

此外，本集團已提早應用香港財務報告準則第16號修訂本「新冠肺炎疫情相關租金寬免」。

3. Significant Accounting Policies

Application of amendments to HKFRSs

In the current interim period, the Group has applied the Amendments to References to the Conceptual Framework in HKFRS Standards and the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2020 for the preparation of the Group's unaudited condensed consolidated financial statements:

Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform

In addition, the Group has early applied the Amendment to HKFRS 16 "Covid-19-Related Rent Concessions".

除下文所述者外，於本期間應用香港財務報告準則標準中有關概念框架之提述的修訂及香港財務報告準則的修訂並無對本集團於本期間及過往期間的財務狀況及表現及／或於該等未經審核簡明綜合財務報表所載的披露構成重大影響。

Except as described below, the application of the Amendments to References to the Conceptual Framework in HKFRS Standards and the amendments to HKFRSs in the current period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these unaudited condensed consolidated financial statements.

3.1 應用香港會計準則第1號及香港會計準則第8號的修訂本「重大之定義」的影響

該等修訂本對重大提供一個新定義，說明「倘忽略、錯誤說明或模糊某資料，可合理地預期影響提供某一特定申報實體財務資料之通用財務報表主要用家基於該等財務報表所作之決定，該等資料即屬重大」。該等修訂本澄清重要性將取決於信息的性質或規模，並於考慮財務報表的整體內容時個別或與其他資料一併考慮。

於本期間應用該等修訂本並無對未經審核簡明綜合財務報表構成任何影響。應用該等修訂本所引致的任何呈列及披露變動(如有)將於截至2020年12月31日止年度的綜合財務報表中反映。

3.1 Impacts of application on Amendments to HKAS 1 and HKAS 8" Definition of Material"

The amendments provide a new definition of material that states "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments also clarify that materiality depends on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements taken as a whole.

The application of the amendments in the current period had no impact on the unaudited condensed consolidated financial statements. Changes in presentation and disclosures on the application of the amendments, if any, will be reflected on the consolidated financial statements for the year ending 31 December 2020.

3.2 應用香港財務報告準則第3號之「業務之定義」之會計政策及影響

3.2.1 會計政策

業務合併或資產收購

選擇性集中度測試

自2020年1月1日起生效，本集團可選擇在逐筆交易的基礎上實施選擇性集中度測試，簡化所收購的一組活動及資產是否屬於業務的評估。如果所購總資產之公平價值基本上都集中於單一可識別資產或一組相似的可識別資產中，則滿足集中度測試。評估總資產不包括現金及現金等價物、遞延稅項資產以及由遞延稅項負債的影響所致的商譽。若滿足集中度測試，則該組活動及資產不是一項業務，因此並無需進行進一步評估。

3.2.2 過渡及影響概要

該等修訂並無對本集團未經審核簡明綜合財務報表造成影響。

3.2 Impacts and accounting policies on application of Amendments to HKFRS 3 " Definition of a Business"

3.2.1 Accounting policies

Business combinations or asset acquisitions

Optional concentration test

Effective from 1 January 2020, the Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

3.2.2 Transition and summary of effects

The amendments had no impact on the unaudited condensed consolidated financial statements of the Group.

3.3 提早應用香港財務報告準則第16號修訂本「新冠肺炎疫情相關租金優惠」的影響及會計政策

3.3.1 會計政策

就因新冠肺炎疫情的直接影響而產生與租賃合約有關的租金優惠而言，本集團已選擇應用可行權宜方法，倘符合以下所有條件，則不會就租賃修訂是否有變動作出評估：

- 租賃付款變動導致租賃代價有所修訂，而該代價與緊接變動前的租賃代價大致相同，或少於緊接變動前的租賃代價；
- 租賃付款的任何減幅僅影響原到期日為2021年6月30日或之前的付款；及
- 租賃的其他條款及條件並無實質變動。

承租人以應用香港財務報告準則第16號「租賃」的變動入賬（倘變動並非租賃修訂）的同一方式應用可行權宜方法將租賃優惠導致的租賃付款變動列賬。租賃付款的寬免或豁免入賬列作可變租賃款項。相關租賃負債會作出調整以反映寬免或豁免的金額，並於該事件發生的期內在損益中確認相應調整。

3.3 Impacts and accounting policies on early application of Amendment to HKFRS 16" Covid-19- Related Rent Concessions"

3.3.1 Accounting policies

Rent concessions relating to lease contracts that occurred as a direct consequence of the Covid-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 "Leases" if the changes were not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

3.3.2 過渡及影響的概要

該等修訂本並無影響本集團的未經審核簡明綜合財務報表。

3.3.2 Transition and summary of effects

The amendments had no impact on the unaudited condensed consolidated financial statements of the Group.

4. 收入

4. Revenue

		截至6月30日止六個月 Six months ended 30 June	
		2020 (未經審核) (unaudited) 千港元 HK$'000	2019 (未經審核) (unaudited) 千港元 HK$'000
銷售農業肥料產品	Sales of fertiliser products	**721,446**	1,357,513
銷售鎂產品	Sales of magnesium products	**368,178**	726,229
銷售煉鋼熔劑產品	Sales of metallurgical flux products	**16,951**	31,304
		1,106,575	2,115,046
確認收入的時間：	Timing of revenue recognition:		
於時間點發生	A point in time	**1,106,575**	2,115,046

5. 分部資料

就資源調配及分部表現評估向本公司行政總裁(主要營運決策者)報告之資料側重於經營類別。本集團根據香港財務報告準則第8號經營及申報的分部如下：

- 農業肥料業務
- 鎂產品業務
- 煉鋼熔劑業務

有關本集團之可報告分部資料於下文呈報。

5. Segment Information

Information reported to the Company's Chief Executive Officer, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on the operating divisions. The Group's operating and reportable segments under HKFRS 8 are therefore as follows:

- Fertiliser business
- Magnesium product business
- Metallurgical flux business

Information regarding the Group's reportable segments is presented below.

(a) 分部收入及業績

截至2020年6月30日止六個月

(a) Segment Revenue and Results

Six months ended 30 June 2020

		農業肥料業務 Fertiliser business (未經審核) (unaudited) 千港元 HK$'000	鎂產品業務 Magnesium product business (未經審核) (unaudited) 千港元 HK$'000	煉鋼熔劑業務 Metallurgical flux business (未經審核) (unaudited) 千港元 HK$'000	合計 Total (未經審核) (unaudited) 千港元 HK$'000
分部收入	Segment revenue	**721,446**	**368,178**	**16,951**	**1,106,575**
分部間收入	Inter-segment revenue	**-**	**-**	**-**	**-**
來自外部客戶的收入	Revenue from external customers	**721,446**	**368,178**	**16,951**	**1,106,575**
分部業績	Segment results	**89,514**	**70,604**	**1,999**	**162,117**
其他收益或虧損淨額	Other gains or losses, net				**44,185**
中央行政費用	Central administrative costs				**(123,142)**
財務費用	Finance costs				**(74,711)**
除所得稅前溢利	Profit before income tax				**8,449**

截至2019年6月30日止六個月

Six months ended 30 June 2019

		農業肥料業務 Fertiliser business (未經審核) (unaudited) 千港元 HK$'000	鎂產品業務 Magnesium product business (未經審核) (unaudited) 千港元 HK$'000	煉鋼熔劑業務 Metallurgical flux business (未經審核) (unaudited) 千港元 HK$'000	合計 Total (未經審核) (unaudited) 千港元 HK$'000
分部收入	Segment revenue	1,357,513	726,229	32,404	2,116,146
分部間收入	Inter-segment revenue	–	–	(1,100)	(1,100)
來自外部客戶的收入	Revenue from external customers	1,357,513	726,229	31,304	2,115,046
分部業績	Segment results	274,088	201,288	12,077	487,453
其他收益或虧損淨額	Other gains or losses, net				31,545
中央行政費用	Central administrative costs				(105,936)
財務費用	Finance costs				(82,403)
除所得稅前溢利	Profit before income tax				330,659

上文呈列之分部收入，乃代表外部客戶所產生之收入。本期間及以前期間之分部間收入已對銷。分部間交易均按公平基準訂立。

Segment revenue reported above represents revenue generated from external customers. Intersegment revenue has been eliminated in current and last periods. Inter-segment transactions are entered into at arm's length.

可報告分部之會計政策與本集團會計政策相同。分部業績指於並無分配中央行政費用(包括董事薪酬)、已變現及未變現匯兑淨差額、其他收益及虧損淨額、財務費用及所得稅開支情況下各分部之業績。此為向主要營運決策者報告以供其調配資源及評估分部表現之方式。

The accounting policies of the reportable segment s are the same as the Group's accounting policies. Segment results represent the results from each segment without allocation of central administrative costs including directors' emoluments, net realised and unrealised exchange differences, other net gains or losses, finance costs and income tax expense. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

(b) 分部資產

(b) Segment Assets

		於2020年6月30日 As at 30 June 2020 (未經審核) (unaudited) 千港元 HK$'000	於2019年12月31日 As at 31 December 2019 (經審核) (audited) 千港元 HK$'000
農業肥料業務	Fertiliser business	**3,742,118**	3,509,692
金屬鎂產品業務	Magnesium product business	**2,533,829**	2,478,920
煉鋼熔劑業務	Metallurgical flux business	**582,323**	598,761
		6,858,270	6,587,373
未分配	Unallocated	**484,072**	1,040,192
		7,342,342	7,627,565

6. 財務費用 / 6. Finance Costs

		截至6月30日止六個月 Six months ended 30 June	
		2020 (未經審核) (unaudited) 千港元 HK$'000	2019 (未經審核) (unaudited) 千港元 HK$'000
上市後償票據之利息	Interest on listed subordinated notes	**19,657**	20,500
可轉換債券之利息	Interest on exchangeable bonds	**5,679**	18,529
須於5年內全數償還之借貸的利息	Interest on borrowings wholly repayable within five years	**49,139**	43,374
租賃負債的利息	Interest on lease liabilities	**236**	—
		74,711	82,403

7. 所得稅開支 / 7. Income Tax Expense

於未經審核簡明綜合損益表及未經審核簡明綜合全面收益表內扣除／(計入)的所得稅開支數額指：

The amount of income tax expense charged/(credited) to the unaudited condensed consolidated statement of profit or loss and the unaudited condensed consolidated statement of comprehensive income represents:

		截至6月30日止六個月 Six months ended 30 June	
		2020 (未經審核) (unaudited) 千港元 HK$'000	2019 (未經審核) (unaudited) 千港元 HK$'000
即期稅：	Current tax:		
–中國企業所得稅	– PRC Enterprises Income Tax	**26,906**	103,913
遞延稅項	Deferred taxation	**(799)**	(1,343)
		26,107	102,570

8. 期內(虧損)／溢利

期內(虧損)／溢利已扣除下列各項：

8. (Loss)/Profit for the Period

(Loss)/Profit for the period has been arrived at after charging:

		截至6月30日止六個月 Six months ended 30 June	
		2020 (未經審核) (unaudited) 千港元 HK$'000	2019 (未經審核) (unaudited) 千港元 HK$'000
折舊及攤銷	Depreciation and amortisation	**101,736**	101,747

9. 每股(虧損)／盈利

(a) 基本

每股基本(虧損)／盈利是根據本公司擁有人應佔期內(虧損)／溢利，除以期內已發行普通股加權平均數計算。

9. (Loss)/Earnings Per Share

(a) Basic

Basic (loss)/earnings per share is calculated by dividing the (loss)/profit for the period attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

		截至6月30日止六個月 Six months ended 30 June	
		2020 (未經審核) (unaudited)	2019 (未經審核) (unaudited)
(虧損)／盈利	**(Loss)/Earnings**		
計算每股基本(虧損)／盈利之母公司普通股權益持有人應佔(虧損)／溢利(千港元)	(Loss)/Profit attributable to ordinary equity holders of the parent, used in the basic (loss)/earnings per share calculation (HK$'000)	**(6,708)**	214,784
已發行普通股加權平均數(千股)	Weighted average number of ordinary shares in issue (thousand shares)	**4,581,117**	4,581,117
每股基本(虧損)／盈利(每股港仙)	Basic (loss)/earnings per share (HK cents per share)	**(0.15)**	4.69

(b) 攤薄

每股攤薄(虧損)盈利是假設轉換所有攤薄性潛在普通股，以調整已發行普通股加權平均數計算。本公司有一類攤薄性潛在普通股：購股權。

就購股權而言，本公司按尚未行使購股權所附之認購權貨幣值，計算若按公允值(以本公司期內之股份平均市場價值釐定)能購入的股份數目。按上文所述計算的股份數目，與假設行使購股權後所發行的股份數目作一比較。

由於購股權行使價高於截至2020年及2019年6月30日止期間的股份平均市價，故計算每股攤薄(虧損)／盈利時並無假設行使本公司的購股權。

(b) Diluted

Diluted (loss) earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary shares: share options.

For the share options, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average market price of the Company's shares during the Period) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

The computation of diluted (loss)/earnings per share does not assume the exercise of the Company's share options because the exercise price of those share options was higher than the average market price of shares for the period ended 30 June 2020 and 2019.

10. 股息

本公司董事不建議就截至2020年6月30日止六個月派付任何股息(2019年：零港元)。

10. Dividend

The directors of the Company do not recommend the payment of any dividend in respect of the six months ended 30 June 2020 (2019: HK$Nil).

11. 物業、廠房及設備及使用權資產

截至2020年6月30日止六個月期間，本集團購置了約90,568,000港元(2019年：330,123,000港元)的物業、廠房及設備。

截至2020年6月30日止六個月期間，本集團並沒有訂立任何新租賃協議(2019年：本集團就使用辦公室訂立一份新租賃協議，期限為10年。本集團須於合約期內支付每月固定款項。本集團於租賃開始時確認使用權資產1,554,000港元及租賃負債1,554,000港元)。

11. Property, Plant and Equipment and Right-of-use Asset

During the six months period ended 30 June 2020, the Group had acquired property, plant and equipment amounting to approximately HK$90,568,000 (2019: HK$330,123,000).

During the six months period ended 30 June 2020, the Group has not entered into any new lease agreement (2019: the Group entered into a new lease agreement for the use of office premises for 10 years. The Group is required to make fixed monthly payment during the contract period. On lease commencement, the Group recognised HK$1,554,000 of right-of-use assets and HK$1,554,000 of lease liabilities).

12. 應收貿易款項及應收票據 12. Trade and Bills Receivables

		於2020年6月30日 As at 30 June 2020 (未經審核) (unaudited) 千港元 HK$'000	於2019年12月31日 As at 31 December 2019 (經審核) (audited) 千港元 HK$'000
應收貿易款項	Trade receivables	**682,232**	466,119
信貸虧損撥備	Allowance for credit losses	**(15,622)**	(15,876)
		666,610	450,243
應收票據	Bills receivables	**20,370**	11,138
		686,980	461,381

於報告日期，本集團應收貿易款項按發票日期呈列及扣除呆賬撥備的賬齡分析如下：

As at the reporting date, the ageing analysis of the trade receivables of the Group presented based on the invoice date and net of allowance for doubtful debts was as follows:

		於2020年6月30日 As at 30 June 2020 (未經審核) (unaudited) 千港元 HK$'000	於2019年12月31日 As at 31 December 2019 (經審核) (audited) 千港元 HK$'000
30日以內	Within 30 days	**90,561**	231,951
31至60日	31 to 60 days	**124,480**	159,223
61至90日	61 to 90 days	**84,065**	56,541
超過90日	Over 90 days	**367,504**	2,528
		666,610	450,243

本集團給予貿易客戶之信貸期一般不超過180日(2019年：不超過180日)。

The Group allows a credit period normally not more than 180 days (2019: not more than 180 days) to its trade customers.

於2020年6月30日，應收票據總額20,370,000港元（2019年12月31日：11,138,000港元）由本集團持有以清償應收貿易款項。於報告期末，本集團繼續確認其全額賬面值。本集團所有應收票據的到期日均少於一年。

As at 30 June 2020, total bills receivables amounting to HK$20,370,000 (31 December 2019: HK$11,138,000) are held by the Group for settlement of trade receivables. The Group continues to recognised their full carrying amounts at the end of the reporting period. All bills receivables by the Group are with a maturity period of less than one year.

13. 應付貿易款項及應付票據 / 13. Trade and Bills Payables

		於2020年6月30日 As at 30 June 2020 （未經審核） (unaudited) 千港元 HK$'000	於2019年12月31日 As at 31 December 2019 （經審核） (audited) 千港元 HK$'000
應付貿易款項	Trade payables	**166,053**	251,793
應付票據	Bills payable	**232,090**	40,070
		398,143	291,863

於報告日期，本集團按發票日期呈列之應付貿易款項賬齡分析如下：

As at the reporting date, the ageing analysis of the trade payables of the Group presented based on the invoice date was as follows:

		於2020年6月30日 As at 30 June 2020 （未經審核） (unaudited) 千港元 HK$'000	於2019年12月31日 As at 31 December 2019 （經審核） (audited) 千港元 HK$'000
30日以內	Within 30 days	**86,448**	189,215
31至60日	31 to 60 days	**11,964**	4,428
61至90日	61 to 90 days	**8,534**	2,190
超過90日	Over 90 days	**59,107**	55,960
		166,053	251,793

14. 可轉換債券

可轉換債券(「可轉換債券」)負債部分的賬面值如下：

14. Exchangeable bonds

The carrying values of the liability component of the exchangeable bonds ("EBs") are as follows:

		千港元 HK$'000
於2019年1月1日	As at 1 January 2019	250,464
已扣除估算利息開支	Imputed interest expense charged	28,325
已付及應付利息開支	Interest expense paid and payable	(46,789)
償還本金	Repayment of principal	(111,360)
於2019年12月31日及2020年1月1日	As at 31 December 2019 and 1 January 2020	120,640
償還本金	Repayment of principal	(12,064)
於2020年6月30日	**As at 30 June 2020**	**108,576**

附註：

於2016年5月5日，本公司發行本金金額為232,000,000港元之可轉換債券以換取現金。可轉換債券自發行日期起計按8%之年利率計息，須每六個曆月支付一次。可轉換債券持有人有權將可轉換債券轉換為中國稀鎂科技控股有限公司(「中國稀鎂」)股份。可轉讓予可轉換債券持有人的股份數目由可轉換債券工具所述的公式釐定。可轉換債券持有人有權根據可轉換債券工具的條款及條件於轉換期內隨時轉換全部或任何部分可轉換債券本金額。

詳情請參考本公司日期為2016年4月26日之公佈。

於2017年9月4日，由於中國稀鎂重組，本公司向可轉換債券持有人發出協議通知，而轉換權利於2017年10月6日失效。

可轉換債券到期日為自可轉換債券發行日期起計三年(「期限」)，而其可延長一個曆年(「延長期限」)。該延長期限選項已於2019年被可轉換債券持有人已於到期時行使並延長至2020年5月5日，該期限於本期內再次延長至2021年5月5日。

負債部分在首次確認時的實際年利率為18.04%。而於2019年延期時，實際年利率變為10%。於本期內再次延期時，實際利率再次變更為9%。

note:

On 5 May 2016, the Company issued EBs with the principal amount of HK$232,000,000 for cash. The EBs bear an interest of 8% per annum payable in arrear every six calendar months from the issue date. The EBs entitle the holder to exchange for the shares of China Rare Earth Magnesium Technology Holdings Limited ("China Rare Earth"). The number of share transferable to the holders of EBs shall be determined by the formula described in EBs instrument. The holders of EBs have the right to exchange all or any part of the principal amount of the EBs at any time during the exchange period as pursuant to the terms and conditions of the EBs instrument.

For details, please refer to the announcement of the Company dated on 26 April 2016.

On 4 September 2017, an Agreement Notice was given to the holders of EBs due to the re-organisation in relation to China Rare Earth, the exchange right was lapsed on 6 October 2017.

The maturity date of the EBs is three years commencing from the date of issue of the EBs (the "Term") and it can be extended for another 1 calendar year (the "Extended Term"), the extension option was exercised by the holders of EBs upon maturity in 2019 to 5 May 2020, which was further extended to 5 May 2021 during the current period.

The effective interest rate of the liability component on initial recognition is 18.04% per annum. Upon the extension in 2019, the effective interest rate changed to 10% per annum. The interest rate further changed to 9% upon further extension in current period.

15. 借貸

15. Borrowings

		於2020年6月30日 As at 30 June 2020 (未經審核) (unaudited) 千港元 HK$'000	於2019年12月31日 As at 31 December 2019 (經審核) (audited) 千港元 HK$'000
銀行借貸	Bank borrowings	**863,267**	862,772
其他借貸	Other borrowings	**517,027**	612,185
上市後償票據(附註a)	Listed subordinated notes (note a)	**563,563**	585,286
		1,943,857	2,060,243
借貸：	Borrowings:		
一年以內	Within one year	**1,758,510**	1,524,157
一年以上但不超過五年	More than one year but not exceeding five years	**185,347**	536,086
		1,943,857	2,060,243
減：列作流動負債之款項	Less: Amounts shown under current liabilities	**(1,758,510)**	(1,524,157)
列作非流動負債之款項	Amounts shown under non-current liabilities	**185,347**	536,086
借貸：	Borrowings:		
有抵押	Secured	**876,633**	725,912
無抵押	Unsecured	**1,067,224**	1,334,331
		1,943,857	2,060,243

附註：

(a) 此指本公司於2017年6月5日發行之面值為101,750,000新加坡元之7.0%後償票據(屬多種幣種中期票據計劃項下)之賬面值。該等票據於新加坡交易所上市，並將於2020年7月3日到期。本公司未能依約還款，詳情請參照附註22。

note:

(a) This represents the carrying amount of the 7.0% subordinated notes with the face value of SGD101,750,000 (under the Multicurrency Medium Term Note Programme) issued by the Company on 5 June 2017. The notes are listed on the Singapore Stock Exchange and maturing on 3 July 2020. The Company has defaulted the repayment, please refer to note 22 for further details.

16. 股本 16. Share Capital

		股份數目 **Number of shares** 千股 '000	股本 **Share capital** 千港元 HK$'000
法定：	**Authorised:**		
每股面值0.02港元之普通股	Ordinary shares of HK$0.02 each		
於2019年1月1日、2019年12月31日、2020年1月1日及2020年6月30日	As at 1 January 2019, 31 December 2019, 1 January 2020 and 30 June 2020	10,000,000	200,000
已發行及繳足：	**Issued and fully paid:**		
於2019年1月1日、2019年12月31日、2020年1月1日及2020年6月30日	As at 1 January 2019, 31 December 2019, 1 January 2020 and 30 June 2020	4,581,117	101,419

17. 資本承擔 17. Capital Commitments

		於2020年6月30日 As at 30 June 2020 (未經審核) (unaudited) 千港元 HK$'000	於2019年12月31日 As at 31 December 2019 (經審核) (audited) 千港元 HK$'000
已訂約但尚未於未經審核簡明綜合中期財務報表／經審核綜合財務報表撥備之有關收購物業、廠房及設備之資本支出	Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the unaudited condensed consolidated interim financial statements/audited consolidated financial statements	**148,041**	206,808

18. 訴訟與或然負債

(a) 茲提述本公司日期為2014年10月9日有關對首智投資有限公司(「首智」)之民事追討之公告。截至本未經審核簡明綜合中期財務報表日期，據本公司所知悉，有關訴訟的傳訊令狀尚未送達首智。首智待接獲該法律文件後，將就有關追討及就此應予採取的必要行動尋求法律意見，且將就追討極力抗辯。本公司董事會認為，該追討不會對本集團業務、營運及財務情況造成重大不利影響。

(b) 茲提述附註21所披露，鑑於支付違約，其後引致之交叉違約構成本集團若干借款的違約事件，若干債務根據其條款須即時按要求償還。本公司預計不太可能為未來數個月到期的離岸借款再融資。本集團於2020年6月30日接獲其若干銀行債權人要求本公司或附屬公司償還其借款或由本公司擔保之借款約63,736,000港元另加應計利息。本公司將另行刊發公佈以向本司股東及投資者最新有關財務重組及相關法律訴訟的進一步進展。

18. Litigations and Contingent Liabilities

(a) Reference was made to the announcement of the Company dated 9 October 2014 regarding a civil claim against Capital Idea Investments Limited ("Capital Idea"). As of the date of this unaudited condensed consolidated interim financial statement, to the best knowledge of the Company, the writ of summons of the litigation has not yet been served on Capital Idea. Upon receiving this legal document, Capital Idea will seek legal advice in relation to the claim and the necessary actions to be taken in this respect and will vigorously defend against the claim. The Board of the Company is of the view that this claim will not have a material adverse impact on the business, operation and financial position of the Group.

(b) Reference is made to the disclosure in Note 21, in view of the payment default, so caused cross defaults constitute an event of default in respect of certain borrowings of the Group and certain debts are immediately payable on demand in accordance with their terms. The Company anticipate that it is unlikely to be able to refinance its offshore borrowings that will fall due in the next couple of months. As at 30 June 2020, the Group has received serval demand letters from its bank creditors for the repayment of borrowings of the Company or its subsidiaries or guaranteed by the Company of approximately HK$63,736,000 plus interest accrued. Further announcement(s) will be made by the Company to update the shareholders and investors of the Company in relation to any developments on the financial reorganization and related legal proceedings.

19. 重大關連人士交易

除未經審核簡明綜合中期財務報表另行披露外，期內本集團進行以下主要關連人士交易。

(a) 主要管理人員酬金

19. Material Related Party Transactions

Except as disclosed elsewhere in the unaudited condensed consolidated interim financial statements, the Group entered into the following significant related party transactions during the period.

(a) Key management compensation

		截至6月30日止六個月 Six months ended 30 June	
		2020 **（未經審核）** **(unaudited)** **千港元** **HK$'000**	2019 （未經審核） (unaudited) 千港元 HK$'000
董事	Directors	**2,789**	2,317
其他主要管理人員：	Other key management personnel:		
薪金及其他短期僱員福利	Salaries and other short-term employee benefits	**2,077**	1,811
		4,866	4,128

(b) 池文富先生已承諾維持持有本公司股權之最低水平。此承諾構成本集團若干借貸及本公司發行之可轉換債券之部份抵押品。

(b) Mr. Chi Wen Fu has undertaken to maintain a minimum level of shareholding in the Company. The undertaking form part of the collateral of certain borrowings by the Group and exchangeable bond issued by the Company.

(c) 如上文所披露，概無重大關連人士交易屬於上市規則第14A章所界定的關連交易或持續關連交易的定義。

(c) There was no material related partly transactions, as disclosed under above, falls under the definition of connected transaction or continuing connected transaction as defined in Chapter 14A of the Listing Rules.

20. 附屬公司所有權權益變動

截至2020年6月30日止六個月期間,由於稀鎂科技集團控股有限公司的僱員行使其購股權，導致本集團於其之權益減少0.11%。由於該等交易，本集團確認非控股權益增加約1,551,000港元及其他儲備增加約2,175,000港元。

20. Changes in Ownership Interest in Subsidiaries

During the six months period ended 30 June 2020, there is a decrease in equity interest of 0.11% in Rare Earth Magnesium Technology Group Holdings Limited by the Group as a result of exercise of share options by its employees. As a result of these transactions the Group recognised an increase in non-controlling interest of approximately HK$1,551,000 and an increase in other reserve of approximately HK$2,175,000.

21. 報告期後事項

茲提述本公司日期為2020年7月3日、2020年7月8日、2020年7月9日、2020年7月15日、2020年8月11日、2020年8月24日及2020年8月31日之公佈(「該等公佈」)，內容有關(其中包括)以重組為目的而提交之清盤呈請(「呈請」)及委任「非強制」共同臨時清盤人之申請(「共同臨時清盤人申請」)。

本公司於新加坡交易所上市發行的本金金額為101,750,000新加坡元之後償票據(「票據」)在2020年7月3日到期時違約贖回。鑑於支付違約，其後引致之交叉違約構成本集團若干借款的違約事件，若干債務根據其條款須即時按要求償還。

21. Events After The Reporting Period

Reference is made to the announcement of the Company dated 3 July 2020, 8 July 2020, 9 July 2020, 15 July 2020, 11 August 2020, 24 August 2020 and 31 August 2020 (the "Announcements"), in relation to, among other things, the winding up petition (the "Petition") and application for the appointment of "light touch" joint provisional liquidators (the "JPL Application") for restructuring purposes.

The Company has defaulted on the redemption of the SGX listed subordinated notes in the principal amount of the SGD101,750,000 (the "Notes") on their maturity on 3 July 2020. In view of the payment default, so caused cross defaults constitute an event of default in respect of certain borrowings of the Group and certain debts are immediately payable on demand in accordance with their terms.

於2020年7月14日，開曼群島大法院(「大法院」)已頒佈命令，委任安永企業財務服務有限公司的閻正為先生、蘇潔儀女士、Ernst & Young Ltd的Roy Bailey 先生以及EY Cayman Ltd. 的Tammy Karina Fu 女士(統稱為「共同臨時清盤人」)為本公司重組的「非強制」共同臨時清盤人，並授予其共同及個別之權力。共同臨時清盤以「非強制」原則行事，即本公司董事會仍將管理本公司，而共同臨時清盤人會與公司管理層一起致力於(其中包括)監督、督導和監察對整個集團進行全面及經協調的債務和負債重組，包括維持本公司在聯交所的上市。於2020年8月18日，大法院向香港高等法院發出請求書(「請求書」)，要求在香港承認共同臨時清盤人的任命和權力，以(其中包括)制定並提出重組計劃，致使本公司能夠繼續持續經營。大法院亦於當日接受其中一位共同臨時清盤人閻正為先生之辭任。而有關Roy Bailey先生、Tammy Karina Fu女士及蘇潔儀女士作為共同臨時清盤人的委任令則維持生效。共同臨時清盤人於2020年8月26日向香港高等法院提出申請，要求頒令認可共同臨時清盤人的任命，及獲得根據該請求書所給予的共同臨時清盤人權利。於2020年8月28日，香港高等法院已批准該申請。

On 14 July 2020, an order was granted by the Grand Court of the Cayman Islands (the "Grand Court") for the appointment of Mr. Yen Ching Wai David and Ms. So Kit Yee Anita of Ernst & Young Transactions Limited, Mr. Roy Bailey of Ernst & Young Ltd, and Ms. Tammy Karina Fu of EY Cayman Ltd. (collectively, the "JPLs") as the "light-touch" joint provisional liquidators of the Company for restructuring purposes, with the power to act jointly and severally. Joint provisional liquidators on a "light touch" basis that the board of directors of the Company will retain management of the Company while the joint provisional liquidators will work alongside the Company's management to, amongst other things, monitor, supervise, and oversee the implementation of a group-wide holistic and coordinated restructuring of its debts and liabilities including to maintain the listing of the Company on the Stock Exchange. On 18 August 2020, the Grand Court issued a letter of request ("LOR") to the High Court of Hong Kong for the recognition of the appointment and powers of the JPLs in Hong Kong to, inter alia, develop and propose a restructuring plan to allow the Company to continue as a going concern. The Grand Court also accepted the resignation of one of the JPLs, Mr. Yen Ching Wai David on the same day. The JPLs appointment order remains in force in respect of Mr. Roy Bailey, Ms. Tammy Karina Fu and Ms. So Kit Yee Anita as JPLs. An application has been filed by the JPLs to the High Court of Hong Kong on 26 August 2020 for the recognition of the appointment and powers of the JLPs pursuant to the LOR. On 28 August 2020, the High Court of Hong Kong has approved the said application.

本公司將另行刊發公佈以向本司股東及投資者更新有關財務重組及相關法律訴訟的進一步進展。

Further announcement(s) will be made by the Company to update the shareholders and investors of the Company in relation to any developments on the financial reorganisation and related legal proceedings.

22. 比較數字

若干比較數字已重新分類，以符合本期間之呈報方式。

22. Comparative Figures

Certain comparative figures have been reclassified to conform to current period's presentation.

其他資料
Other Information

購股權計劃

(1) 本公司之購股權計劃

為吸引及挽留最優秀之員工以發展本集團業務，以及提供額外鼓勵或獎勵予獲選之合資格參與者，本公司分別於2008年12月3日採納一項購股權計劃(「舊計劃」)及於2019年6月26日採納一項購股權計劃(「新計劃」或「計劃」)。合資格參與者主要為本集團僱員、董事及對本集團有所貢獻之本集團承包商、供應商或服務供應商。除非另行註銷或修訂，否則該舊計劃及新計劃將自成立日期起10年內有效。舊計劃已於2018年12月3日屆滿，而新計劃之餘下年期約為9年(於2029年6月26日屆滿)。於舊計劃屆滿前授出之購股權仍然有效。

於2020年6月30日，舊計劃及新計劃項下尚未行使之購股權合共可認購314,856,204股股份(「購股權」)。

Share Option Schemes

(1) Share option scheme of the Company

In order to attract and retain the best quality employees for the development of the Group's businesses and to provide additional incentives or rewards to selected qualifying participants, the Company adopted a share option scheme on 3 December 2008 (the "Old Scheme") and on 26 June 2019 (the "New Scheme" or the "Scheme") respectively. The qualifying participants mainly include employees of the Group, Directors and contractors, suppliers or service providers of the Group who have contribution to the Group. Both schemes, unless otherwise cancelled or amended, will remain in force for 10 years since its establishing date. The Old Scheme was expired on 3 December 2018 while the remaining life of the New Scheme is approximately 9 years (expiry on 26 June 2029). Options granted under the Old Scheme before its expiry remain in force.

As at 30 June 2020, options to subscribe for a total of 314,856,204 Shares were outstanding under the Old Scheme and new scheme (the "Options").

	於2020年1月1日持有 **Held at 1 January 2020**	期內授出之購股權 **Options granted during the period**	期內行使之購股權 **Options exercised during the period**	期內失效之購股權 **Options lapsed during the period**	於2020年6月30日持有 **Held at 30 June 2020**	行使價 港元 **Exercise price HK$**
舊計劃 The Old Scheme						
(A) 僱員 Employees	8,567,059	–	–	–	8,567,059	0.78258
(B) 董事 Directors						
劉智傑 Lau Chi Kit	6,389,145	–	–	–	6,389,145	0.78258
	14,956,204	–	–	–	14,956,204	0.78258

	於2020年1月1日持有 **Held at 1 January 2020**	期內授出之購股權 **Options granted during the period**	期內行使之購股權 **Options exercised during the period**	期內失效之購股權 **Options lapsed during the period**	於2020年6月30日持有 **Held at 30 June 2020**	行使價 港元 **Exercise price HK$**
新計劃 The New Scheme						
(A) 僱員 Employees	121,900,000	–	–	–	121,900,000	0.3
(B) 顧問(附註a) Consultants (note a)	110,000,000	–	–	–	110,000,000	0.3
(C) 董事 Directors						
池文富 Chi Wen Fu	20,000,000	–	–	–	20,000,000	0.3
沈世捷 Shum Sai Chit	20,000,000	–	–	–	20,000,000	0.3
池靜超 Chi Jing Chao	8,000,000	–	–	–	8,000,000	0.3
郭孟勇 Guo Mengyong	5,000,000	–	–	–	5,000,000	0.3
張省本 Cheung Sound Poon	5,000,000	–	–	–	5,000,000	0.3
盛洪 Sheng Hong	5,000,000	–	–	–	5,000,000	0.3
劉智傑 Lau Chi Kit	5,000,000	–	–	–	5,000,000	0.3
	299,900,000	–	–	–	299,900,000	0.3
	314,856,204	–	–	–	314,856,204	

附註：

(a) 於2019年7月25日，3名顧問各自分別獲授45,000,000份、25,000,000份及40,000,000份購股權。彼等為法團及本集團的獨立第三方，並提供有關(包括但不限於)協助進行各種融資活動、進行投資者推介、及其他合適及所能提供的金融服務等。

note:

(a) On 25 July 2019, 3 consultants were granted each with 45,000,000, 25,000,000 and 40,000,000 Share Options respectively. They are body incorporated and independent third parties to the Group who are rendering, including but not limited to, services in relation to assisting of all types of financing arrangement, introducing of investors, and other financial services if appropriate and available, etc.

本公司認為，鑒於本集團資源有限且為維持長期增長，向顧問授出購股權有助挽留及激勵該等非僱員促進公司價值增長。購股權乃為授予該等顧問以為本集團提供持續服務及與彼等維持長遠關係的獎勵，本集團因而可維持精簡且穩定的營運。除授出的購股權外，本公司並無就本中報向該等顧問提供任何其他報酬。

The Company consider that in view of the limited resources of the Group and to maintain a long term growth, the Share Options granted to the consultants can help to retain and motivates these non-employees to generate growth in company value. The Share Options was granted as incentive for these consultants to provide ongoing service to the Group and to maintain a long-term relationship with them so that the Group can maintain a streamline operation with stability. Apart from the Share Options granted, the Company has not provided any other remuneration to these consultants for this interim report.

於2020年6月30日，2項計劃項下尚未行使之購股權合共可認購314,856,204股股份，相當於本公司於本中報日期已發行股本約6.87%。

As at 30 June 2020, Options to subscribe for a total of 314,856,204 Shares were outstanding under the 2 schemes, representing approximately 6.87% of the issued share capital of the Company as at the date of this Interim Report.

於報告期末，尚未行使購股權之屆滿日期、行使期及行使價如下。

The Options outstanding at the end of the reporting period have the following expiry date, exercise period and exercise prices.

授出日期 **Grant date**	屆滿日期 **Expiry date**	行使期 **Exercise period**	每股行使價 **Exercise prices per Share** 港元 **HK$**	購股權數目 **Number of Options**
舊計劃 **The Old Scheme**				
2015年1月6日 6 January 2015	2020年10月31日 31 October 2020	自2015年11月1日起至2020年10月31日 From 1 November 2015 to 31 October 2020	0.78258	14,956,204
新計劃 **The New Scheme**				
2019年7月25日 25 July 2019	2025年12月30日 30 December 2025	自2020年11月1日至2025年12月30日 From 1 November 2020 to 30 December 2025	0.3	299,900,000
				314,856,204

於本中報日期，新計劃項下可供發行之本公司股份總數(包括上述2項計劃項下尚未行使之購股權)為473,067,888股，相當於本公司於本中報日期已發行股本約10.33%。新計劃將於2029年6月26日屆滿。

As at the date of the this interim report, the total number of Shares of the Company available for issue under the New Scheme (including the above Options under the 2 Schemes outstanding not yet exercised) was 473,067,888, representing approximately 10.33% of the issued share capital of the Company as at the date of this interim report. The New Scheme will be expired on 26 June 2029.

(2) 附屬公司之購股權計劃
稀鎂科技集團控股有限公司
(「稀鎂科技」)

為吸引及挽留最優秀員工發展稀鎂科技的業務，並向經選定合資格參與者提供額外獎勵或回報，稀鎂科技於2017年12月4日採納購股權計劃(「稀鎂科技計劃」)。合資格參與者主要包括僱員、董事、承包商、供應商或服務供應商。彼等皆曾為稀鎂科技作出貢獻。除非另行注銷或修訂，稀鎂科技計劃自其成立日期起十年內有效。稀鎂科技計劃餘下年期約為7.5年(於2027年12月4日屆滿)。

(2) Share option scheme of the subsidiary
Rare Earth Magnesium Technology Group Holdings Limited("REMT")

In order to attract and retain the best quality employees for the development of the Group of REMT's businesses and to provide additional incentives or rewards to selected qualifying participants, REMT adopted a share option scheme on 4 December 2017 (the "REMT Scheme"). The qualifying participants mainly include employees, directors, contractors, suppliers or service providers who have contribution to the Group of REMT. The REMT Scheme, unless otherwise cancelled or amended, will remain in force for 10 years since its establishing date. The remaining life of the REMT Scheme is approximately 7.5 years (expiry on 4 December 2027).

於2020年6月30日，稀鎂科技計劃項下尚未行使購股權(「稀鎂科技購股權」)可認購合共401,400,000股股份。

As at 30 June 2020, options to subscribe for a total of 401,400,000 Shares were outstanding under the REMT Scheme (the "REMT Options").

		於2020年1月1日持有 **Held at 1 January 2020**	期內授出之稀鎂科技購股權 **REMT Options granted during the period**	期內行使之稀鎂科技購股權 **REMT Options exercised during the period**	期內失效之稀鎂科技購股權 **REMT Options lapsed during the period**	於2020年6月30日持有 **Held at 30 June 2020**	行使價 港元 **Exercise price HK$**
(A)	**僱員** **Employees**	163,400,000	–	–	–	163,400,000	0.4
		40,000,000	–	–	–	40,000,000	0.5
		150,000,000	–	(10,000,000)	–	140,000,000	0.3
(B)	**董事** **Directors**						
	沈世捷 Shum Sai Chit	30,000,000	–	–	–	30,000,000	0.4
	池靜超 Chi Jing Chao	3,000,000	–	–	–	3,000,000	0.4
	張省本 Cheung Sound Poon	5,000,000	–	–	–	5,000,000	0.4
	鋿鎂科技其他董事 Other directors of REMT	20,000,000	–	–	–	20,000,000	0.4
		221,400,000	–	–	–	221,400,000	0.4
		40,000,000	–	–	–	40,000,000	0.5
		150,000,000	–	(10,000,000)	–	140,000,000	0.3
		411,400,000	–	(10,000,000)	–	401,400,000	

於報告期末，上述尚未行使稀鎂科技購股權有以下屆滿日期、行使期及行使價。

The above REMT Options outstanding at the end of the reporting period have the following expiry date, exercise period and exercise prices.

授出日期 **Grant date**	屆滿日期 **Expiry date**	行使期 **Exercise period**	稀鎂科技每股行使價 **Exercise price per REMT share** 港元 HK$	稀鎂科技購股權數目 **Number of REMT Options**
2018年4月25日 25 April 2018	2023年12月29日 29 December 2023	自2018年11月1日起至2023年12月29日 From 1 November 2018 to 29 December 2023	0.4	221,400,000
2018年4月25日 25 April 2018	2020年12月31日 31 December 2020	自2019年1月1日起至2020年12月31日 From 1 January 2019 to 31 December 2020	0.5	40,000,000
2019年7月25日 25 July 2019	2022年8月31日 31 August 2022	自2019年9月1日起至2022年8月31日 From 1 September 2019 to 31 August 2022	0.3	140,000,000
				401,400,000

於2020中期報告日期，稀鎂科技計劃項下可供發行之稀鎂科技股份總數(包括上述已發行尚未行使稀鎂科技購股權)為858,839,005股，相當於稀鎂科技當日已發行股本約13.0%。該計劃之餘下年期約為7.5年，並將於2027年12月4日屆滿。

As at the date of the 2020 Interim Report, the total number of shares of REMT available for issue under the REMT Scheme (including the above REMT Options outstanding not yet exercised) was 858,839,005, representing approximately 13.0% of the issued share capital of REMT as of the date thereof. The remaining life of the Scheme is approximately 7.5 years and to be expired on 4 December 2027.

董事及主要行政人員於本公司及任何相聯法團之股份、相關股份及債權證之權益

Directors' and Chief Executive's Interest in the Shares, Underlying Shares and Debentures of the Company and Any Associated Corporation

於2020年6月30日，本公司董事及主要行政人員於本公司及任何其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債權證中擁有之須記錄於根據證券及期貨條例第352條本公司存置之登記冊或根據上市規則附錄十之上市發行人董事進行證券交易的標準守則(「標準守則」)須另行通知本公司及香港聯合交易所有限公司(「聯交所」)之權益及短倉如下：

As at 30 June 2020, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers in Appendix 10 of the Listing Rules (the "Model Code"), were as follows:

(1) 本公司之股份及購股權長倉

(1) Long positions in shares and share options of the Company

董事姓名 Name of Director	持有股份數目 Number of Shares held 個人權益 Personal interests	配偶權益 Spouse interests	公司權益 Corporate interests	合計 Total	持有購股權數目 (附註b) Number of Options held (note b)	可換股債券之換股股份數目 (附註c) Number of conversion share of Convertible Bonds (note c)	佔本公司於2020年6月30日已發行股本之百分比 Percentage of issued share capital of the Company as at 30 June 2020
池文富(「池先生」)	249,970,548	–	1,341,871,364	1,591,841,912			34.75%
Chi Wen Fu ("Mr. Chi")			(附註a) (note a)		20,000,000		0.44%
						1,600,000,000	34.93%
沈世捷	14,666,305	–	–	14,666,305			0.32%
Shum Sai Chit					20,000,000		0.44%
池靜超	1,633,998	–	–	1,633,998			0.04%
Chi Jing Chao					8,000,000		0.17%
郭孟勇	2,625,000	–	–	2,625,000			0.06%
Guo Mengyong					5,000,000		0.11%
張省本	–	–	–	–			–
Cheung Sound Poon					5,000,000		0.11%
盛洪	1,775,000	–	–	1,775,000			0.04%
Sheng Hong					5,000,000		0.11%
劉智傑	2,000,000	–	–	2,000,000			0.04%
Lau Chi Kit					11,389,145		0.25%

(2) 本公司之債權證長倉

(2) Long positions in debentures of the Company

董事姓名 **Name of director**	身份／權益性質 **Capacity/Nature of interest**	所持債權證金額 **Amount of debentures held** 新加坡元 **SGD**
池先生 Mr. Chi	個人權益 Personal interest	2,500,000

(3) 於本公司之相聯法團之股份、相關股份及債權證之權益

稀鎂科技

(3) Interests in the shares, underlying shares and debenture of associated corporation of the Company

REMT

董事 **Director**	擁有權益或視為擁有權益之普通股數目 **Number of ordinary shares interested or deemed to be interested** 家族權益 **Family interests**	公司權益 **Corporate interests**	合計 **Total**	持有稀鎂科技購股權數目（附註b） **Number of REMT Options held** (note b)	佔稀鎂科技於**2020**年**6**月**30**日已發行股本之百分比 **Percentage of issued share capital of REMT as at 30 June 2020**
長倉 **Long position**					
沈世捷 Shum Sai Chit	–	–	–	30,000,000	0.46%
池靜超 Chi Jing Chao	–	–	–	3,000,000	0.05%
張省本 Cheung Sound Poon	–	–	–	5,000,000	0.08%

附註：

(a) 該等股份由冠華國際有限公司(「冠華」)持有。鑒於池先生持有冠華已發行股本83.74%，據此賦予彼於冠華股東大會上行使或控制行使三分之一或以上之投票權，因此被視為公司權益。

按照日期為2014年7月10日之股份抵押，作為本公司主要股東的冠華，將549,280,000股股份(相當於2015年6月30日本公司已發行股本約12%)抵押給國際金融公司(「國際金融公司」)，作為保證根據2014年5月30日簽署的貸款協議向國際金融公司償還貸款之抵押品。該項貸款協議由國際金融公司和白山市天安金屬鎂礦業有限公司簽署。

(b) 持有之購股權之詳情載列於上文「購股權計劃」一節。

(c) 於2020年4月18日，本公司與中國世紀陽光集團投資有限公司(「認購方」，由池文富先生(控股股東及執行董事)全資擁有)訂立認購協議(「認購協議」)，據此，本公司有條件地同意發行，及認購方有條件地同意認購本金總額3億港元之可換股債券，其可按初步換股價每股換股股份0.1875港元全數兑換為1,600,000,000股換股股份。

於2020年7月3日，認購協議被雙方終止。

詳情請參閱本公司於2020年4月18日及2020年7月3日發佈之公告。

除上文所披露者外，於2020年6月30日，本公司各董事或主要行政人員或彼等各自之聯繫人士概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債權證中擁有記錄於本公司根據證券及期貨條例第352條存置之登記冊內之權益及短倉。

notes:

(a) These Shares are held by Alpha Sino International Limited ("Alpha Sino") and are deemed corporate interests by virtue of Mr. Chi's holding of 83.74% of the issued share capital of Alpha Sino which entitled him to exercise or control the exercise of one-third or more of the voting power at general meeting of Alpha Sino.

As pursuant to a share mortgage dated 10 July 2014, Alpha Sino, being the substantial shareholder of the Company, had mortgaged 549,280,000 Shares (representing approximately 12% of the issued share capital of the Company as at 30 June 2015) to International Finance Corporation ("IFC") to secure repayment of the IFC Loan under a loan agreement dated 30 May 2014 entered into between IFC and Baishan City Tianan Magnesium Resources Co. Ltd.

(b) Details of options held are set out in the above section headed "Share Option Schemes".

(c) On 18 April 2020, the Company entered into a subscription agreement (the "Subscription Agreement") with China Century Sunshine Group Investment Company Limited, (the "Subscriber", wholly-owned by Mr. Chi Wen Fu, a controlling Shareholder and an executive Director), pursuant to which, the Company conditionally agreed to issue, and the Subscriber conditionally agreed to subscribe for, the Convertible Bonds in the aggregate principal amount of HK$300 million, which may be converted into 1,600,000,000 Conversion Shares based on the initial Conversion Price of HK$0.1875 per Conversion Share upon full conversion.

On 3 July 2020, the Subscription Agreement was terminated by both parties.

For more details, please refer to the announcements made by the Company on 18 April 2020 and 3 July 2020.

Save as disclosed above, as at 30 June 2020, none of the Directors or chief executive of the Company or their respective associates had interests and short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register to be kept by the Company under Section 352 of SFO.

董事購買股份或債權證之權利

除上文所披露者外，於本期間內任何時間概無授予任何董事、其各自之配偶或十八歲以下子女任何可透過購入本公司股份或債權證而獲得利益的權利，彼等亦無行使任何該等權利；本公司或其任何附屬公司亦無參與訂立任何安排致使各董事獲得於任何其他法人團體之該等權利。

Directors' Right to Acquire Shares or Debentures

Save as disclosed above, at no time during the period were rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

主要股東於本公司股份及相關股份之權益及短倉

就本公司任何董事或主要行政人員所知悉，根據證券及期貨條例第336條規定須保存的登記冊所示，於2020年6月30日，於本公司股份或股票衍生工具的相關股份擁有權益或短倉的人士如下：

Interests and Short Positions of Substantial Shareholders in the Shares and Underlying Shares of the Company

So far as is known to any Director or chief executive of the Company, as at 30 June 2020, persons who had interests or short positions in the Shares or underlying shares of equity derivatives of the Company as recorded in the register required to be kept under Section 336 of the SFO were as follows:

股東姓名／名稱 **Name of shareholder**	持倉性質 **Nature**	持有股份數目 **Number of Shares held**	持有購股權數目 **Number of Options held**	可換股債券之換股股份數目 **Number of convertible share of Convertible Bonds**	佔本公司於**2020**年**6**月**30**日已發行股本之百分比 **Percentage of issued share capital of the Company as at 30 June 2020**
池文富 Chi Wen Fu	長倉 Long position	1,591,841,912 （附註a）(note a)			34.75%
	長倉 Long position		20,000,000 （附註c）(note c)		0.44%
	長倉 Long position			1,600,000,000 （附註d）(note d)	34.93%
冠華 Alpha Sino	長倉 Long position	1,341,871,364 （附註b）(note b)			29.29%
中國世紀陽光集團投資有限公司 China Century Sunshine Group Investment Company Limited	長倉 Long position			1,600,000,000 （附註d）(note d)	34.93%
國際金融公司(「國際金融公司」) International Finance Corporation ("IFC")	長倉 Long position	793,526,275 （附註b）(note b)			17.32%

附註：

(a) 池文富先生於合共1,591,841,912股股份中擁有權益，當中(a)249,970,548股股份乃由其實益擁有，並以其名義登記；及(b)1,341,871,364股股份乃基於其持有冠華已發行股本83.74%，據此賦予其權利可於冠華股東大會上行使或控制行使三分之一或以上之投票權而被視為公司權益。

(b) 國際金融公司於合共793,526,275股股份中擁有權益，當中(a)244,246,275股股份乃由其實益擁有，並以其名義登記；及(b)根據日期為2014年7月10日之股份抵押，作為本公司主要股東的冠華，將549,280,000股股份(相當於2015年6月30日本公司已發行股本約12%)抵押給國際金融公司(「國際金融公司」)，作為保證根據2014年5月30日簽署的貸款協議向國際金融公司償還貸款之抵押品。該項貸款協議由國際金融公司和白山市天安金屬鎂礦業有限公司簽署。

(c) 持有之購股權之詳情載列於上文「購股權計劃」一節。

(d) 於2020年4月18日，本公司與中國世紀陽光集團投資有限公司(「認購方」，由池文富先生(控股股東及執行董事)全資擁有)訂立認購協議(「認購協議」)，據此，本公司有條件地同意發行，及認購方有條件地同意認購本金總額3億港元之可換股債券，其可按初步換股價每股換股股份0.1875港元全數兑換為1,600,000,000股換股股份。

於2020年7月3日，認購協議被雙方終止。

詳情請參閱本公司於2020年4月18日及2020年7月3日發佈之公告。

董事於競爭業務之權益

於回顧期內，董事或本公司管理層股東或彼等各自之聯繫人士(定義見香港聯合交易所有限公司證券上市規則(「上市規則」))概無於任何與本集團業務構成或可能構成競爭之業務中擁有任何權益。

notes:

(a) Mr. Chi Wen Fu has interest in an aggregate of 1,591,841,912 Shares of which (a) 249,970,548 Shares are beneficially owned by him and registered in his name; and (b) 1,341,871,364 Shares are deemed corporate interests by virtue of his holding of 83.74% of the issued share capital of Alpha Sino which entitled him to exercise or control the exercise of one-third or more of the voting power at general meeting of Alpha Sino.

(b) IFC has interest in an aggregate of 793,526,275 Shares of which (a) 244,246,275 Shares are beneficially owned by it and registered in its name; and (b) Pursuant to a share mortgage dated 10 July 2014, Alpha Sino, being the substantial shareholder of the Company, had mortgaged 549,280,000 Shares (representing approximately 12% of the issued share capital of the Company as at 30 June 2015) to International Finance Corporation ("IFC") to secure repayment of the IFC Loan under a loan agreement dated 30 May 2014 entered into between IFC and Baishan City Tianan Magnesium Resources Co. Ltd.

(c) Details of options held are set out in the above section headed "Share Option Schemes".

(d) On 18 April 2020, the Company entered into a subscription agreement (the "Subscription Agreement") with China Century Sunshine Group Investment Company Limited, (the "Subscriber", wholly-owned by Mr. Chi Wen Fu, a controlling Shareholder and an executive Director), pursuant to which, the Company conditionally agreed to issue, and the Subscriber conditionally agreed to subscribe for, the Convertible Bonds in the aggregate principal amount of HK$300 million, which may be converted into 1,600,000,000 Conversion Shares based on the initial Conversion Price of HK$0.1875 per Conversion Share upon full conversion.

On 3 July 2020, the Subscription Agreement was terminated by both parties.

For more details, please refer to the announcements made by the Company on 18 April 2020 and 3 July 2020.

Directors' Interests in Competing Business

During the period under review, none of the Directors nor the management shareholders of the Company or their respective associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")) had any interest in a business that competed or might compete with the business of the Group.

購買、出售或贖回本公司上市證券

本公司或其任何附屬公司並無於期內購買、出售或贖回本公司任何上市證券。

Purchase, Sale or Redemption of The Company's Listed Securities

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

企業管治常規守則

於整個期內，本公司已遵守上市規則附錄14之企業管治守則所載守則條文，惟以下偏離情況除外：

(a) 根據守則條文第E.1.2條，董事會主席須出席股東週年大會。由於董事會主席於2020年6月30日因公出差，故彼無法出席於該日舉行之股東週年大會。本公司之執行董事沈世捷先生已出席上述股東週年大會以回答股東提問。

(b) 根據守則條文第A.6.7條，獨立非執行董事及其他非執行董事須出席股東大會，並對股東之意見有公正的瞭解。非執行董事郭孟勇先生及獨立非執行董事盛洪先生分別因公出差及退任而沒有出席於2020年6月30日舉行的股東週年大會。

Code of Corporate Governance Practices

Throughout the Period, the Company has complied with the code provisions as set out in the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, with the following deviations:

(a) Under the code provision E.1.2, the chairman of the Board should attend the annual general meeting. The chairman of the Board was unable to attend the annual general meeting held on 30 June 2020 as he was obliged to be away for a business trip on that date. Mr. Shum Sai Chit, executive Director of the Company, attended the said annual general meeting to answer questions from shareholders.

(b) Under code provision A.6.7, independent non-executive directors and other non-executive directors should also attend general meetings and develop a balanced understanding of the views of shareholders. Mr. Guo Mengyong (being a non-executive Director) and Mr. Sheng Hong (being independent non-executive Director) were unable to attend the annual general meeting held on 30 June 2020 as they were obliged to be away for business trip and was retired respectively.

董事進行證券交易之行為守則

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易之標準守則作為本公司董事進行證券交易之行為守則。本公司已向全體董事作出特別查詢，而彼等亦已書面確認，彼等於期內已遵守行為守則所載之規定標準。

Code of Conduct Regarding Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules as the code of conduct of the Company regarding Directors' securities transactions. The Company made specific enquiries to all Directors and all Directors have confirmed in writing that they have complied with the required standards set out in the code of conduct during the Period.

中期股息

董事會不建議派發截至2020年6月30日止六個月之中期股息。

Interim Dividend

The Board did not recommend a payment of interim dividend for the six months ended 30 June 2020.

薪酬委員會

薪酬委員會現時由四名成員組成，分別為張省本先生、沈世捷先生、盛洪先生及劉智傑先生，大部分為獨立非執行董事。薪酬委員會之職能為制訂一套具透明度的程序，以制定本集團董事及高級管理層的薪酬和福利政策。

Remuneration Committee

The Remuneration Committee currently comprises four members, namely Mr. Cheung Sound Poon, Mr. Shum Sai Chit, Mr. Sheng Hong and Mr. Lau Chi Kit, the majority of whom are independent non-executive Directors. The functions of the Remuneration Committee are to formulate transparent procedures for set up remuneration policies and packages for Directors and the senior management of the Group.

審核委員會

審核委員會於2004年1月成立。於2020年6月30日，審核委員會有三名成員，分別為張省本先生、盛洪先生及劉智傑先生。張省本先生為審核委員會主席。

Audit Committee

The Audit Committee was established in January 2004. As at 30 June 2020, the Audit Committee has three members, namely Mr. Cheung Sound Poon, Mr. Sheng Hong and Mr. Lau Chi Kit. Mr. Cheung Sound Poon is the chairman of the Audit Committee.

審核委員會旨在審閱本集團之財務報告、內外審計以及內部監控之效用，並向董事會提供建議。截至2020年6月30日止六個月，審核委員會舉行兩次會議，以審閱本公司報告及賬目，並向董事會提出意見及建議。

The Audit Committee is to review the Group's financial reporting, the effectiveness of both the internal and external audit and internal controls and to make recommendations to the Board. During the six months ended 30 June 2020, the Audit Committee held two meetings for the purpose of reviewing the Company's reports and accounts, and providing advices and recommendations to the Board.

本集團截至2020年6月30日止六個月之未經審核簡明綜合中期財務報表已由審核委員會審閱，而審核委員會認為，編製該等財務報表的方法符合適用會計準則，並已作出足夠披露。

The Group's unaudited condensed consolidated interim financial statements for the six months ended 30 June 2020 has been reviewed by the Audit Committee, which was of the opinion that the preparation of such financial statements were complied with the applicable accounting standards and adequate disclosures had been made.

承董事會命
世紀陽光集團控股有限公司
沈世捷
執行董事

香港，2020年8月31日

By Order of the Board
Century Sunshine Group Holdings Limited
Shum Sai Chit
Executive Director

Hong Kong, 31 August 2020