



泛亞環保集團有限公司  
Pan Asia Environmental Protection Group Limited

(於開曼群島註冊成立之有限公司)  
(Incorporated in the Cayman Islands with limited liability)  
股份代號 stock code : 00556

Interim Report 2022  
中期報告 2022

# 目錄

# Contents

公司資料	2	Corporate Information
管理層討論與分析	4	Management Discussion and Analysis
其他資料	8	Other Information
簡明綜合損益及其他全面收益表	15	Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income
簡明綜合財務狀況表	16	Condensed Consolidated Statement of Financial Position
簡明綜合權益變動表	17	Condensed Consolidated Statement of Changes in Equity
簡明綜合現金流量表	18	Condensed Consolidated Statement of Cash Flows
簡明綜合中期財務報表附註	19	Notes to the Condensed Consolidated Interim Financial Statements



# 公司資料

## Corporate Information

### 董事

#### 執行董事

蔣鑫先生 (主席兼行政總裁)

#### 非執行董事

范亞軍先生

#### 獨立非執行董事

梁樹新先生  
胡建軍先生  
陳學政先生

#### 公司秘書

溫新輝先生

#### 授權代表

蔣鑫先生  
溫新輝先生

#### 主要往來銀行

中國建設銀行股份有限公司  
中信銀行(國際)有限公司  
恒生銀行有限公司

#### 獨立核數師

天健德揚會計師事務所有限公司  
香港  
灣仔  
告士打道173號  
天廚商業大廈10樓

#### 法律顧問

趙不渝 • 馬國強律師事務所  
香港  
康樂廣場1號  
怡和大廈  
40樓

### DIRECTORS

#### Executive Director

Mr. Jiang Xin (*Chairman & Chief Executive Officer*)

#### Non-executive Director

Mr. Fan Yajun

#### Independent non-executive Directors

Mr. Leung Shu Sun, Sunny  
Mr. Hu Jianjun  
Mr. Chen Xuezheng

### COMPANY SECRETARY

Mr. Wan San Fai, Vincent

### AUTHORISED REPRESENTATIVES

Mr. Jiang Xin  
Mr. Wan San Fai, Vincent

### PRINCIPAL BANKERS

China Construction Bank Corporation  
China CITIC Bank International Limited  
Hang Seng Bank Limited

### INDEPENDENT AUDITOR

Ascenda Gachet CPA Limited  
10/F, Tien Chu Commercial Building  
173 Gloucester Road  
Wanchai  
Hong Kong

### LEGAL ADVISERS

Chiu & Partners  
40th Floor  
Jardine House  
1 Connaught Place  
Hong Kong

## 公共關係

縱橫財經公關顧問有限公司  
香港  
夏慤道18號  
海富中心第1期24樓

## 註冊辦事處

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

## 開曼群島股份過戶登記總處

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

## 中國主要營業地點

中國  
江蘇省  
宜興市  
新街街道  
百合工業園

## 香港主要營業地點

香港金鐘金鐘道89號  
力寶中心  
一座37樓3702室

## 網站

[www.paep.com.cn](http://www.paep.com.cn)

## 股份代號

556

## PUBLIC RELATIONS

Strategic Financial Relations Limited  
24/F., Admiralty Centre I  
18 Harcourt Road  
Hong Kong

## REGISTERED OFFICE

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

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

## PRINCIPAL PLACE OF BUSINESS IN THE PRC

Baihe Industrial Park  
Xinjie Street  
Yixing City  
Jiangsu Province  
The PRC

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 3702, 37/F, Tower One  
Lippo Centre  
No. 89 Queensway, Admiralty, Hong Kong

## WEBSITE

[www.paep.com.cn](http://www.paep.com.cn)

## STOCK CODE

556

# 管理層討論與分析

## Management Discussion and Analysis

### 管理層討論與分析

#### 行業回顧

於二零二二年上半年，新冠病毒新毒株爆發、地緣政治危機、通脹飆升為全球經濟帶來不確定因素。在中華人民共和國（「中國」），新冠病毒病個案再現，加上上海等城市實施「靜態管理」，導致國內經營環境更為嚴峻。中國第二季度國內生產總值環比下降2.6%，為二零二零年年初疫情高峰以來首次出現的季度收縮。

邁進二零二二年，中國第十四個五年規劃（「十四五」規劃）的第二年，中央政府發佈了多項與環境有關的規劃，包括《「十四五」節能減排綜合工作方案》及《減污降碳協同增效實施方案》，旨在加快建設綠色、低碳、可循環發展的經濟體系。此外，正如二零二二年《政府工作報告》所強調，持續改善生態環境，推動綠色低碳發展，實現碳排放峰值及碳中和為政府二零二二年的重點任務。受惠於中央對生態文明的高度支持，中國的環保產業有望穩步發展。

#### 財務回顧

於二零二二年上半年，本集團實現總收入人民幣6,000萬元（截至二零二一年六月三十日止六個月：人民幣1,990萬元），較二零二一年同期增加202.0%。毛利大幅增加625.6%至人民幣750萬元（截至二零二一年六月三十日止六個月：人民幣100萬元），毛利率提升至12.5%（截至二零二一年六月三十日止六個月：5.2%）。改善的主要原因是本集團在疫情期間努力拓展業務，確保營運順暢。本集團錄得淨虧損人民幣210萬元（截至二零二一年六月三十日止六個月：淨利潤人民幣1,560萬元）主要是由於就應收貿易及其他款項確認減值虧損淨額約人民幣210萬元。每股基本及攤薄虧損為人民幣0.25分。

### MANAGEMENT DISCUSSION AND ANALYSIS

#### Industry Review

During the first half of 2022, the outbreak of a new strain of coronavirus, geopolitical crisis, and the soaring inflation introduced uncertainties to the global economy. In the People's Republic of China (the "PRC"), the resurgence of COVID-19 cases coupled with "static management" imposed in cities including Shanghai made the business conditions throughout the country more challenging. The country's gross domestic product in the second quarter fell by 2.6% from the previous quarter, marking the first quarterly contraction since the height of the pandemic in early 2020.

Stepping into 2022, the second year of the 14th Five-Year Plan ("FYP") period, the central government issued a number of environmental-related plans, including the "Comprehensive Work Plan for Energy Conservation and Emission Reduction for the FYP Period" (《「十四五」節能減排綜合工作方案》) and the "Implementation Plan for Synergistic Effect of Pollution and Carbon Reduction" (《減污降碳協同增效實施方案》), aiming to accelerate the establishment of an economic system with green, low-carbon, and circular development. Besides, as highlighted in the 2022 "Government Work Report" (《政府工作報告》), continuously improving the ecological environment, promoting green and low-carbon development, and achieving peak carbon emissions and carbon neutrality are the key tasks of the government in 2022. With central authorities' high degree of support for ecological civilisation, PRC EP industry is expected to grow steadily going forward.

#### Financial Review

In the first half of 2022, the Group generated total revenue of RMB60.0 million (six months ended 30 June 2021: RMB19.9 million), up by 202.0% from the same period in 2021. The gross profit increased significantly by 625.6% to RMB7.5 million (six months ended 30 June 2021: RMB1.0 million), with the gross profit margin improving to 12.5% (six months ended 30 June 2021: 5.2%). The improvement was mainly attributable to the efforts made by the Group to expand business and ensure smooth operation amid the pandemic. The Group recorded a net loss of RMB2.1 million (six months ended 30 June 2021: net profit of RMB15.6 million) was principally attributable to the net impairment loss recognised on trade and other receivables of approximately RMB2.1 million. The basic and diluted loss per share was RMB0.25 cents.

# 管理層討論與分析

## Management Discussion and Analysis

### 中期股息

董事會不建議派付截至二零二二年六月三十日止六個月的中期股息（截至二零二一年六月三十日止六個月：無），以預留資金發展作本集團的業務。

### 業務回顧

本集團主要從事環保產品及設備的開發、製造及銷售，以及提供環保建設工程解決方案及服務。於報告期內，環保產品及設備分部錄得收入約人民幣6,000萬元（二零二一年六月三十日：人民幣1,930萬元），佔本集團總收入的100%（截至二零二一年六月三十日止六個月：97.0%），仍然是本集團最大的收入來源。本集團完成了3個水處理相關項目。同時，環保建設工程設計服務未產生收入（截至二零二一年六月三十日止六個月：人民幣60萬元）。

### 前景

展望未來，本集團將繼續鞏固現有業務的發展，以把握發展環保低碳循環經濟體系及持續改善政策指令所帶來的機遇。本集團亦將開拓新的市場機遇及多元化其業務組合，以拓寬收入來源並維持業務穩健增長。本集團將審慎透過潛在業務收購進行擴張，並進軍其他具有高增長潛力和良好前景的行業。本集團致力成為高價值企業，為股東創造最大回報，並為環境和社會作出積極貢獻。

### Interim Dividend

The Board did not recommend payment of an interim dividend for the six months ended 30 June 2022 (six months ended 30 June 2021: Nil) as the capital will be reserved for the development of the Group's business operations.

### Business Review

The Group is principally engaged in the development, manufacture and sale of EP products and equipment, and the provision of EP construction engineering solutions and services. During the reporting period, the segment of EP products and equipment recorded a revenue of approximately RMB60.0 million (six months ended 30 June 2021: RMB19.3 million), accounting for 100% of the Group's total revenue (six months ended 30 June 2021: 97.0%), and remained as the Group's largest revenue contributor. The Group completed 3 water treatment-related projects. Meanwhile, no revenue generated from EP construction engineering design services (six months ended 30 June 2021: RMB0.6 million).

### Prospects

Looking ahead, the Group will continue to strengthen the development of its current business in order to capture the opportunities arising from the development of an eco-friendly and low-carbon circular economic regime and ongoing improvements in the policy directives. The Group will also explore new market opportunities and diversifying its business portfolio, hoping to broaden its income streams and maintain steady and healthy business growth. The Group will prudently expand through potential business acquisitions and tap into other industries with high growth potential and good prospects. The Group is committed to becoming a highly valuable enterprise, maximizing the returns for its shareholders and making positive contributions to the environment and society.



## 管理層討論與分析

# Management Discussion and Analysis

### 流動資金及財務資源

於二零二二年六月三十日，本集團的資產總值為人民幣12.470億元，與二零二一年十二月三十一日之人民幣12.301億元相若。本集團於二零二二年六月三十日的負債總值為人民幣1.234億元，較二零二一年十二月三十一日之人民幣1.004億元增加人民幣2,300萬元。本集團於二零二二年六月三十日的權益總額為人民幣11.236億元（二零二一年十二月三十一日：人民幣11.296億元），以借貸總額（包括公司債券及應付一間關聯公司款項）除以權益（包括所有資本及儲備）計算的權益負債比率為8.0%（二零二一年十二月三十一日：7.0%）。二零二二年六月三十日，本集團的現金及等同現金項目為人民幣11.991億元（二零二一年十二月三十一日：人民幣12.221億元）。

### 承受匯率波動風險

本集團絕大多數營業交易與負債均以人民幣及港元計值。本集團奉行穩健財務政策，大部分銀行存款為人民幣及港元。於二零二二年六月三十日，本集團無任何外幣銀行負債、外匯合同、利息或貨幣掉期或其他對沖用途之金融衍生工具。然而，管理層將繼續監察本集團之外匯風險，並在適當時採取審慎措施。於二零二二年六月三十日，本集團並無持有對沖利率及外匯風險的任何衍生工具。

### LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2022, total assets of the Group amounted to RMB1,247.0 million, which were comparable to RMB1,230.1 million as at 31 December 2021. The Group's total liabilities as at 30 June 2022 amounted to RMB123.4 million, representing an increase of RMB23.0 million compared to RMB100.4 million as at 31 December 2021. The Group's total equity as at 30 June 2022 was RMB1,123.6 million (31 December 2021: RMB1,129.6 million). The gearing ratio, calculated on the basis of the total borrowings (including corporate bonds and amount due to a related company) to equity (including all capital and reserves), was 8.0% (31 December 2021: 7.0%). The Group's cash and cash equivalents amounted to RMB1,199.1 million as at 30 June 2022 (31 December 2021: RMB1,222.1 million).

### EXPOSURE TO FLUCTUATIONS IN FOREIGN EXCHANGE RATES

The majority of the Group's business transactions and liabilities are denominated in Renminbi and Hong Kong dollars. The Group adopted a conservative financial policy and the majority of its bank deposits are in Renminbi and Hong Kong dollars. As at 30 June 2022, the Group did not have any foreign currency bank liabilities, foreign exchange contracts, interest or currency swaps or other financial derivatives for hedging purposes. Nevertheless, the management continues to monitor the Group's foreign exchange exposure and will take prudent measures as and when appropriate. As at 30 June 2022, the Group did not hold any derivatives for hedging against interest rate or foreign exchange risks.

# 管理層討論與分析

## Management Discussion and Analysis

### 資金承擔及或然負債

於二零二二年六月三十日，本集團無任何就採購物業、廠房及設備之資本開支承擔（二零二一年十二月三十一日：無）。本集團就其售出之若干環保產品及設備為其客戶提供產品保修服務，保修期由安裝後計六個月至兩年不等。同時，本集團亦享有其供應商就所提供之環保產品及設備之產品保修服務。董事相信，於報告期末，保修負債之實際金額並不重大。

### 資產抵押

於二零二二年六月三十日及二零二一年十二月三十一日，本集團概無資產抵押。

### 與僱員之關係

於二零二二年六月三十日，本集團僱用約85名員工。僱員之薪酬維持在一個具競爭力之水平，並參考相關人力市場及經濟情況，每年進行檢討。董事之酬金乃根據一系列包括市場狀況及每位董事之職責之因素而釐定。除法律規定之基本薪酬及法定福利外，本集團亦根據本身之業績及個別員工之表現，酌情發放花紅。本集團採納的員工購股權計劃於二零一七年十一月三十日屆滿而購股權計劃下所有尚未行使的購股權已於二零二二年六月十日失效。截至二零二二年六月三十日止六個月，薪酬成本總額（包括董事酬金）為人民幣630萬元（二零二一年六月三十日六個月：人民幣640萬元）。於回顧期內，本集團為其僱員舉辦專業及職業培訓。董事相信本集團與僱員關係良好。

### CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 30 June 2022, the Group did not have any capital expenditure commitment in respect of the acquisition of property, plant and equipment (31 December 2021: Nil). The Group has provided product warranties to its customers in respect of certain of its EP products and equipment sold for a warranty period ranging from six months to two years after installation. At the same time, the Group has also received product warranties in respect of those EP products and equipment supplied from its suppliers. The Directors believe that the amount of crystallised warranty liabilities will not be significant at the end of the reporting period.

### PLEDGE OF ASSETS

As at 30 June 2022 and 31 December 2021, the Group had no pledge of assets.

### RELATIONSHIP WITH EMPLOYEES

As at 30 June 2022, the Group had approximately 85 employees. Salaries of employees were maintained at competitive levels and are reviewed annually, with close reference to the relevant labour markets and economic situations. Remuneration of the Directors is determined based on a variety of factors such as market conditions and the specific responsibilities shouldered by the individual directors. Apart from providing the basic remuneration and statutory benefits as required by the law, the Group also provides discretionary bonuses based on its results and the performance of the individual employees. The share option scheme adopted by the Group has been expired on 30 November 2017 and all outstanding options under the share option scheme lapsed on 10 June 2022. The total remuneration cost, including Directors' remuneration, for the six months ended 30 June 2022 was RMB6.3 million (six months ended 30 June 2021: RMB6.4 million). During the period under review, the Group has organised professional and vocational training for its employees. The Directors believe that the Group has an admirable relationship with its employees.



## 其他資料

### Other Information

#### 證券交易標準守則

本公司已就董事買賣本公司證券採納本身的一套嚴格程度不遜於香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十所載列的《上市發行人董事進行證券交易之標準守則》（「標準守則」）所訂標準的守則（「本公司證券買賣守則」）。

經向全體董事作出具體查詢後，董事確認彼等於截至二零二二年六月三十日止六個月一直遵守本公司證券買賣守則及標準守則。

本公司證券買賣守則之嚴格程度不遜於有關證券交易的標準守則，且同樣適用於所有可能會掌握本公司內幕消息的僱員。據本公司所悉，僱員並無違反本公司證券買賣守則。

#### 董事資料的變動

於回顧期內及截至本報告日期止，概無董事資料的變動須根據上市規則第13.51B(1)條予以披露。

#### MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted its own code of conduct regarding Directors' dealings in the Company's securities (the "Company's Securities Dealing Code") on terms no less exacting than the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules").

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Company's Securities Dealing Code and the Model Code throughout the six months ended 30 June 2022.

The Company's Securities Dealing Code on no less exacting terms than the Model Code for securities transactions also applies to all employees who are likely to be in possession of inside information of the Company. No incident of non-compliance of the Company's Securities Dealing Code by the employees was noted by the Company.

#### CHANGES IN DIRECTORS' INFORMATION

During the period under review and up to the date of this report, there is no change in information of Directors required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

### 董事及最高行政人員於本公司或其相聯法團的股份、相關股份及債券中之權益及淡倉

於二零二二年六月三十日，本公司董事及最高行政人員於本公司或其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債券中擁有(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所（包括彼等根據證券及期貨條例之該等條文被視為或被當作擁有的權益及淡倉）；或(b)記錄於本公司根據證券及期貨條例第352條保存之權益登記冊內；或(c)根據標準守則須知會本公司及聯交所之權益及淡倉如下：

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 30 June 2022, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) to be recorded in the register of interests required to be maintained by the Company pursuant to section 352 of the SFO; or (c) as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

## 其他資料

### Other Information

#### 於本公司股份及相關股份之權益

#### Interests in shares and underlying shares of the Company

董事姓名 Name of Director	權益性質 Nature of interest	持有股份數目 Number of shares held (附註1) (Note 1)	佔已發行股本之概約百分比 Approximate percentage of issued share capital
蔣鑫先生 Mr. Jiang Xin	受控制法團權益 Interest of controlled corporation	356,568,000 (L) (附註2) (Note 2)	42.45%
	實益權益 Beneficial interest	266,568,000 (S) 2,000,000 (L)	31.73% 0.24%

附註：

1. 字母「L」代表董事於股份／相關股份之好倉。字母「S」指有關人士於股份／相關股份之淡倉。
2. 該等356,568,000股股份以Praise Fortune Limited (「Praise Fortune」)之名義登記並由其實益擁有。Praise Fortune於二零二二年六月三十日之已發行股份總數為129,215股，每股面值1美元。蔣鑫先生擁有77,615股股份(即約佔Praise Fortune全部已發行股份之60.07%)，根據證券及期貨條例，彼被視為擁有Praise Fortune所持有之股份權益。

除上述披露外，於二零二二年六月三十日，就本公司任何董事或最高行政人員所知，概無董事或最高行政人員於本公司或任何其相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份或債券中擁有任何權益或淡倉。

Notes:

1. The letter "L" denotes the Director's long position in the shares/underlying shares. The letter "S" denotes the person's short position in the shares/underlying shares.
2. These 356,568,000 shares were registered in the name of and beneficially owned by Praise Fortune Limited ("Praise Fortune"). The total number of issued shares in Praise Fortune as at 30 June 2022 was 129,215 shares of US\$1 each. Mr. Jiang Xin held 77,615 shares being approximately 60.07% in Praise Fortune and was deemed to be interested in the Shares held by Praise Fortune under the SFO.

Save as disclosed above, as at 30 June 2022, so far as was known to any Director or chief executive of the Company, neither the Directors nor the chief executive had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

### 購股權計劃

本公司採納一項購股權計劃（「購股權計劃」）。購股權計劃已於二零一七年十一月三十日屆滿，不得根據購股權計劃進一步授出任何購股權。購股權計劃項下所有尚未行使的購股權已於二零二二年六月十日失效，詳情載於簡明綜合中期財務報表附註14。根據購股權計劃授出及未行使之購股權之詳情及其於截至二零二二年六月三十日止六個月之變動載列如下：

### SHARE OPTION SCHEME

The Company adopted a share option scheme (the “Share Option Scheme”). The Share Option Scheme has been expired on 30 November 2017 and no further share options can be granted under the Share Option Scheme. All outstanding options under the Share Option Scheme lapsed on 10 June 2022, details of which are set out in Note 14 to the condensed consolidated interim financial statements. Details of the share options granted and outstanding under the Share Option Scheme and their movements during the six months ended 30 June 2022 were as follows:

董事 Directors	授出日期 Date of Grant	每股 行使價 Exercise Price per share 港元 HK\$	歸屬期 Vesting Period	行使期間 Exercise Period	購股權數目 Number of Share Options			
					於 二零二二年 一月一日 之結餘 Balance as at 1/1/2022	於期內 已授出 Granted during the period	於期內 已行使/ 已註銷/ 已失效 Exercised/ Cancelled/ Lapsed during the period	於 二零二二年 六月三十日 之結餘 Balance as at 30/6/2022
范亞軍先生 Mr. Fan Yajun	11/6/2012	0.83	11/6/2012 至 to 10/6/2013	11/6/2013 至 to 10/6/2022	2,500,000	-	(2,500,000)	-
梁樹新先生 Mr. Leung Shu Sun, Sunny	11/6/2012	0.83	11/6/2012 至 to 10/6/2013	11/6/2013 至 to 10/6/2022	500,000	-	(500,000)	-
					3,000,000	-	(3,000,000)	-
長期合同僱員 Continuous contract employees	11/6/2012	0.83	11/6/2012 至 to 10/6/2013	11/6/2013 至 to 10/6/2022	28,500,000	-	(28,500,000)	-
<b>總計 Total</b>					<b>31,500,000</b>	<b>-</b>	<b>(31,500,000)</b>	<b>-</b>

## 其他資料

### Other Information

#### 主要股東於本公司股份及相關股份之權益及淡倉

於二零二二年六月三十日，據本公司董事及最高行政人員所知，下列人士（本公司董事或最高行政人員除外）於本公司之股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露或記錄於本公司根據證券及期貨條例第336條規定須存置之權益登記冊內之權益或淡倉如下：

#### 於本公司股份及相關股份之權益

#### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as was known to the Directors and chief executive of the Company, as at 30 June 2022, the following persons (other than the Directors or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO or as recorded in the register of interests required to be kept by the Company under section 336 of the SFO:

#### Interests in the shares and underlying shares of the Company

名稱 Name	權益性質 Nature of interest	所持股份數目 Number of shares held (附註1) (Note 1)	佔已發行股本之概約百分比 Approximate percentage of issued share capital
Praise Fortune Limited (附註2) (Note 2)	實益權益 Beneficial interest	356,568,000 (L) 266,568,000 (S)	42.45% 31.73%
財通國際資產管理有限公司 (附註3) Caitong International Asset Management Co., Limited (Note 3)	投資經理 Investment manager	250,000,000 (L)	29.76%
財通證券股份有限公司 (附註4) Caitong Securities Co., Limited (Note 4)	保證權益 Security interest 受控制法團權益 Interest of controlled corporation	266,568,000 (L) 250,000,000 (L)	31.73% 29.76%
中華人民共和國浙江省財政廳 (附註4) Ministry of Finance of Zhejiang Province, the PRC (Note 4)	保證權益 Security interest 受控制法團權益 Interest of controlled corporation	266,568,000 (L) 250,000,000 (L)	31.73% 29.76%

### 附註：

1. 字母「L」指有關人士於股份／相關股份之好倉。字母「S」指有關人士於股份／相關股份之淡倉。
2. 於356,568,000股股份之好倉及於266,568,000股股份之淡倉乃由本公司主席、行政總裁兼執行董事蔣鑫先生及錢元英女士實益擁有。蔣鑫先生於Praise Fortune持有77,615股股份，佔其已發行股本約60.07%，而錢元英女士於Praise Fortune持有51,600股股份，佔其已發行股本約39.93%。錢元英女士為蔣鑫先生之母親。錢元英女士之配偶蔣泉龍先生被視為於本公司擁有權益。
3. 該等250,000,000股股份乃由Caitong Strategic SPC (前稱「Avenue Multi-Strategy Fund SPC」)代表CTI Environmental Protection Industrial Fund SP (前稱「Avenue Multi-Strategy Fund Segregated Portfolio 1」)實益擁有。財通國際資產管理有限公司以投資經理身份於該等250,000,000股股份中擁有權益。
4. 該等266,568,000股股份乃由財通證券(香港)有限公司作為抵押品持有。財通證券(香港)有限公司乃由財通證券股份有限公司全資擁有，而財通證券股份有限公司則由浙江省金融控股有限公司擁有29.03%股權及浙江省財務開發公司擁有3.23%股權；浙江省金融控股有限公司及浙江省財務開發公司由中華人民共和國浙江省財政廳全資擁有。因此，根據證券及期貨條例，財通證券股份有限公司、浙江省金融控股有限公司、浙江省財務開發公司及中華人民共和國浙江省財政廳被視為擁有財通證券(香港)有限公司所持有之相同數量之股份權益。

除上述披露外，於二零二二年六月三十日，本公司概不知悉有任何人士(本公司董事或最高行政人員除外)於本公司股份或相關股份中擁有權益或淡倉。

### 購入、出售或贖回本公司之上市證券

截至二零二二年六月三十日止六個月，本公司或其任何附屬公司概無購入、出售或贖回本公司任何上市證券。

### Notes:

1. The Letter "L" denotes the person's long position in the shares/underlying shares. The Letter "S" denotes the person's short position in the shares/underlying shares.
2. The long position in 356,568,000 shares and short position in 266,568,000 shares were beneficially owned by Mr. Jiang Xin, the chairman, the chief executive officer and an executive director of the Company and Ms. Qian Yuanying. Mr. Jiang Xin holds 77,615 shares in Praise Fortune, representing approximately 60.07% in its issued share capital and Ms. Qian Yuanying holds 51,600 shares in Praise Fortune, representing approximately 39.93% in its issued share capital. Ms. Qian Yuanying is the mother of Mr. Jiang Xin. Mr. Jiang Quanlong, the spouse of Ms. Qian Yuanying, was deemed to have interest in the Company.
3. These 250,000,000 shares were beneficially owned by Caitong Strategic SPC (formerly known as "Avenue Multi-Strategy Fund SPC") on behalf of CTI Environmental Protection Industrial Fund SP (formerly known as "Avenue Multi-Strategy Fund Segregated Portfolio 1"). Caitong International Asset Management Co., Limited was interested in these 250,000,000 shares in the capacity of investment manager.
4. The 266,568,000 shares were held by Caitong Securities (Hong Kong) Co., Limited as security. Caitong Securities (Hong Kong) Co., Limited is wholly owned by Caitong Securities Co., Limited which is owned as to 29.03% by Zhejiang Province Financial Holdings Co., Ltd and 3.23% by Zhejiang Province Financial Development Limited. Zhejiang Province Financial Holdings Co., Ltd and Zhejiang Province Financial Development Limited are wholly owned by Ministry of Finance of Zhejiang Province, the PRC. Accordingly, Caitong Securities Co., Limited, Zhejiang Province Financial Holdings Co., Ltd, Zhejiang Province Financial Development Limited and Ministry of Finance of Zhejiang Province, the PRC are deemed to be interested in the same number of shares in which Caitong Securities (Hong Kong) Co., Limited is interested under the SFO.

Save as disclosed above, as at 30 June 2022, the Company has not been notified by any person (other than the Directors or chief executive of the Company) who had interests or short position in the shares or underlying shares of the Company.

### PURCHASE, SALES OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities for the six months ended 30 June 2022.



## 其他資料

# Other Information

### 審核委員會審閱

本公司成立之審核委員會由三名獨立非執行董事組成，以審閱本集團的財務申報程序及內部監控程序事宜。審核委員會已審閱本集團截至二零二二年六月三十日止六個月的中期業績及報告。

### 企業管治

董事會致力於達致高水平的企業管治。本公司的企業管治常規乃根據上市規則附錄十四所載的企業管治守則（「企業管治守則」）所載列的原則及守則條文編製。

董事認為，於截至二零二二年六月三十日止六個月內，除企業管治守則條文第C.2.1，C.5.1及F.2.2條外，本公司一直遵守企業管治守則所載的守則條文。

### 主席及行政總裁

守則條文第C.2.1條訂明，主席及行政總裁角色應予區分，不應由同一人擔任。自二零一七年九月十五日起，蔣鑫先生擔任本公司主席及行政總裁。董事會相信蔣鑫先生具備所需之經驗及知識，而同時兼任兩個角色將保持業務有效運作，符合本集團之最佳利益。

### 每年舉行至少四次常規董事會會議

守則條文第C.5.1訂明應每年至少舉行四次常規會議，約每季舉行一次，並由大部分董事親身或透過電子通訊方式參與。本公司每年僅分別在第二季度及第四季度舉行兩次董事會會議，原因為本公司未公佈季度業績，因此本公司認為舉行季度會議並非必要。

### 董事會主席應出席股東周年大會

守則條文第F.2.2條訂明，董事會主席應出席股東周年大會。董事會主席蔣鑫先生因出差而未能出席於二零二二年六月十日舉行的股東周年大會。蔣鑫先生將竭力出席本公司日後所有的股東大會。

### REVIEW BY AUDIT COMMITTEE

An audit committee comprising three Independent Non-executive Directors has been established by the Company to review the financial reporting process and internal control procedures of the Group. The audit committee has reviewed the interim results and report of the Group for the six months ended 30 June 2022.

### CORPORATE GOVERNANCE

The Board is committed to achieving high corporate governance standards. The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Listing Rules.

In the opinion of the Directors, throughout the six months ended 30 June 2022, the Company has complied with the code provisions as set out in the CG Code, save for CG Code provisions C.2.1, C.5.1 and F.2.2.

### Chairman and Chief Executive Officer

Code provision C.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Chairman and Chief Executive Officer of the Company are held by Mr. Jiang Xin since 15 September 2017. The Board believes that Mr. Jiang Xin has the requisite experience and knowledge and that vesting in both roles would maintain efficient business operation which is in the best interest of the Group.

### At Least Four Regular Board Meetings a Year

Code provision C.5.1 stipulates that at least four regular meetings a year at approximately quarterly intervals with active participation of majority of directors, either in person or through electronic means of communication. The Company will only hold two board meetings a year at second quarter and fourth quarter respectively as the Company does not announce its quarterly results and hence not consider the holding of quarterly meetings as necessary.

### The Chairman of the Board Should Attend the Annual General Meeting

Code provision F.2.2 stipulates that the chairman of the board should attend the annual general meeting. Mr. Jiang Xin, the Chairman of the Board was unable to attend the annual general meeting held on 10 June 2022 due to a business trip. Mr. Jiang Xin will use his best endeavours to attend all future shareholders' meetings of the Company.

# 簡明綜合損益及其他全面收益表

## Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

		截至六月三十日止六個月 Six months ended 30 June		
		二零二二年 2022 人民幣千元 RMB'000 (未經審核) (Unaudited)	二零二一年 2021 人民幣千元 RMB'000 (未經審核) (Unaudited)	
	附註 Note			
收入	Revenue	4(a)	59,960	19,857
銷售成本	Cost of sales		(52,494)	(18,828)
<b>毛利</b>	<b>Gross profit</b>		<b>7,466</b>	<b>1,029</b>
其他收益	Other income		2,247	2,180
其他(虧損)/收益淨額	Other net (loss)/gain		(2,122)	21,750
銷售及分銷開支	Selling and distribution expenses		(465)	(266)
一般及行政開支	General and administrative expenses		(7,808)	(7,700)
融資成本	Finance costs	5(a)	(1,425)	(1,443)
<b>除稅前(虧損)/溢利</b>	<b>(Loss)/profit before taxation</b>	<b>5</b>	<b>(2,107)</b>	<b>15,550</b>
所得稅	Income tax	6	—	—
本公司擁有人應佔 期內(虧損)/溢利	<b>(Loss)/profit for the period attributable to owners of the Company</b>		<b>(2,107)</b>	<b>15,550</b>
期內其他全面(虧損)/收益	<b>Other comprehensive (loss)/income for the period</b>			
將不會重新分類至 損益之項目：	<i>Item that will not be reclassified to profit or loss:</i>			
— 換算財務報表至呈列 貨幣產生之匯兌差額	– Exchange differences on translation of financial statements to presentation currency		(3,881)	847
本公司擁有人應佔 期內全面(虧損)/收益 總額	<b>Total comprehensive (loss)/income for the period attributable to owners of the Company</b>		<b>(5,988)</b>	<b>16,397</b>
每股(虧損)/盈利 基本及攤薄	<b>(LOSS)/EARNINGS PER SHARE Basic and diluted</b>	7	<b>(0.25)</b>	<b>1.85</b>

第19至40頁之附註屬本中期財務報表之一部份。

The notes on pages 19 to 40 form part of these interim financial statements.

# 簡明綜合財務狀況表

## Condensed Consolidated Statement of Financial Position

於二零二二年六月三十日 • As at 30 June 2022

		附註 Note	二零二二年 六月三十日 30 June 2022 人民幣千元 RMB'000 (未經審核) (Unaudited)	二零二一年 十二月三十一日 31 December 2021 人民幣千元 RMB'000 (經審核) (Audited)
<b>非流動資產</b>	<b>Non-current assets</b>			
物業、廠房及設備	Property, plant and equipment	9	442	493
使用權資產	Right-of-use assets		720	1,048
			<b>1,162</b>	1,541
<b>流動資產</b>	<b>Current assets</b>			
應收貿易及其他款項	Trade and other receivables	10	46,754	6,456
現金及銀行結餘	Cash and bank balances		1,199,105	1,222,063
			<b>1,245,859</b>	1,228,519
<b>流動負債</b>	<b>Current liabilities</b>			
應付貿易及其他款項	Trade and other payables	11	74,900	55,084
公司債券	Corporate bonds	12	27,503	25,522
租賃負債	Lease liabilities		737	751
			<b>103,140</b>	81,357
<b>流動資產淨值</b>	<b>Net current assets</b>		<b>1,142,719</b>	1,147,162
<b>資產總值減流動負債</b>	<b>Total assets less current liabilities</b>		<b>1,143,881</b>	1,148,703
<b>非流動負債</b>	<b>Non-current liabilities</b>			
公司債券	Corporate bonds	12	20,252	18,762
租賃負債	Lease liabilities		—	324
			<b>20,252</b>	19,086
<b>資產淨值</b>	<b>Net assets</b>		<b>1,123,629</b>	1,129,617
<b>股本及儲備</b>	<b>Capital and reserves</b>			
股本	Share capital	13	78,073	78,073
儲備	Reserves		1,045,556	1,051,544
<b>權益總額</b>	<b>Total equity</b>		<b>1,123,629</b>	1,129,617

第19至40頁之附註屬本中期財務報表之一部份。

The notes on pages 19 to 40 form part of these interim financial statements.

# 簡明綜合權益變動表

## Condensed Consolidated Statement of Changes in Equity

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

	本公司擁有人應佔 Attributable to owners of the Company							總額 Total 人民幣千元 RMB'000	
	股本 Share capital 人民幣千元 RMB'000	股份溢價 Share premium 人民幣千元 RMB'000	特別儲備 Special reserve 人民幣千元 RMB'000	企業擴展 Enterprise expansion reserve 人民幣千元 RMB'000	法定盈餘 Statutory surplus reserve 人民幣千元 RMB'000	匯兌儲備 Translation reserve 人民幣千元 RMB'000	購股權儲備 Share option reserve 人民幣千元 RMB'000		保留溢利 Retained profits 人民幣千元 RMB'000
於二零二一年一月一日	78,073	466,844	94,225	1,303	1,302	(6,247)	6,640	476,948	1,119,088
期內溢利	-	-	-	-	-	-	-	15,550	15,550
其他全面收益	-	-	-	-	-	-	-	-	-
— 換算財務報表至呈列貨幣產生之匯兌差額	-	-	-	-	-	847	-	-	847
期內全面收益總額	-	-	-	-	-	-	-	15,550	15,550
於購股權失效後轉撥至保留溢利	-	-	-	-	-	847	(112)	15,550	16,397
於二零二二年六月三十日	78,073	466,844	94,225	1,303	1,302	(5,400)	6,528	492,610	1,135,485
於二零二二年一月一日	78,073	466,844	94,225	1,303	1,302	(4,018)	6,416	485,472	1,129,617
期內虧損	-	-	-	-	-	-	-	(2,107)	(2,107)
其他全面虧損	-	-	-	-	-	(3,881)	-	-	(3,881)
— 換算財務報表至呈列貨幣產生之匯兌差額	-	-	-	-	-	(3,881)	-	-	(3,881)
期內全面虧損總額	-	-	-	-	-	(3,881)	-	(2,107)	(5,988)
於購股權失效後轉撥至保留溢利	-	-	-	-	-	-	(6,416)	6,416	-
於二零二二年六月三十日	78,073	466,844	94,225	1,303	1,302	(7,899)	-	489,781	1,123,629

第19頁至第40頁之附註屬本中期財務報表之一部份。

The notes on pages 19 to 40 form part of these interim financial statements.

# 簡明綜合現金流量表

## Condensed Consolidated Statement of Cash Flows

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

		截至六月三十日止六個月 Six months ended 30 June	
		二零二二年 2022 人民幣千元 RMB'000 (未經審核) (Unaudited)	二零二一年 2021 人民幣千元 RMB'000 (未經審核) (Unaudited)
<b>經營活動：</b>	<b>Operating activities:</b>		
經營業務所用之現金	Cash used in operations	(29,655)	(6,357)
已付稅項	Tax paid	-	(2,521)
<b>經營活動所用之現金淨額</b>	<b>Net cash used in operating activities</b>	<b>(29,655)</b>	<b>(8,878)</b>
<b>投資活動：</b>	<b>Investing activities:</b>		
購買物業、廠房及設備付款	Payments for acquisition of property, plant and equipment	(29)	(5)
已收利息	Interest received	2,161	2,174
<b>投資活動產生之現金淨額</b>	<b>Net cash generated from investing activities</b>	<b>2,132</b>	<b>2,169</b>
<b>融資活動：</b>	<b>Financing activities:</b>		
來自關聯公司之墊款	Advance from a related company	5,486	7,114
償還關聯公司之墊款	Repayment of advance from a related company	(529)	(680)
償還租賃負債	Repayment of lease liabilities	(401)	(402)
<b>融資活動產生之現金淨額</b>	<b>Net cash generated from financing activities</b>	<b>4,556</b>	<b>6,032</b>
<b>現金及等同現金項目減少淨額</b>	<b>Net decrease in cash and cash equivalents</b>	<b>(22,967)</b>	<b>(677)</b>
於一月一日之現金及等同現金項目	Cash and cash equivalents at 1 January	1,222,063	1,219,778
外匯匯率變動之影響淨額	Effect of foreign exchange rate changes, net	9	(3)
<b>於六月三十日之現金及等同現金項目，即現金及銀行結餘</b>	<b>Cash and cash equivalents at 30 June, represented by cash and bank balances</b>	<b>1,199,105</b>	<b>1,219,098</b>

第19至40頁之附註屬本中期財務報表之一部份。

The notes on pages 19 to 40 form part of these interim financial statements.

# 簡明綜合中期財務報表附註

## Notes to the Condensed Consolidated Interim Financial Statements

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

### 1. 一般資料

本公司於開曼群島註冊成立為一間獲豁免有限公司，其股份於聯交所上市。本公司之註冊辦事處及主要營業地點地址披露於本中期報告「公司資料」一節。

本集團主要從事環保產品及設備之銷售、在中國承接環保建設工程服務及投資控股。

### 2. 編製基準

#### (a) 守規聲明

簡明綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」及上市規則附錄十六所載之適用披露規定編製。

本公司之功能貨幣為港元（「港元」），而其大部分附屬公司之功能貨幣為人民幣（「人民幣」）。由於本集團多數交易乃以人民幣計值，故簡明綜合財務報表以人民幣呈列，除另有訂明外，均四捨五入至最接近之千位數。

簡明綜合財務報表之編製乃以歷史成本作計量基準，惟若干金融工具以公平值（如適用）計量除外。

### 1. GENERAL INFORMATION

The Company was incorporated as an exempted company and registered in the Cayman Islands with limited liability and its shares are listed on the Stock Exchange. The addresses of the registered office and principal place of business of the Company are disclosed in the “Corporate Information” section to this interim report.

The Group is principally engaged in the sales of EP products and equipment, undertaking of EP construction engineering services in the PRC and investment holding.

### 2. BASIS OF PREPARATION

#### (a) Statement of compliance

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

The Company’s functional currency is Hong Kong dollars (“HK\$”) while the functional currency of most of its subsidiaries is Renminbi (“RMB”). The condensed consolidated financial statements are presented in RMB, as a majority of the Group’s transactions are denominated in RMB and rounded to the nearest thousand, unless otherwise indicated.

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



# 簡明綜合中期財務報表附註

## Notes to the Condensed Consolidated Interim Financial Statements

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

### 2. 編製基準 (續)

#### (a) 守規聲明 (續)

截至二零二二年六月三十日止六個月之簡明綜合財務報表所使用之會計政策及計算方法乃與編製本集團截至二零二一年十二月三十一日止年度之年度綜合財務報表所採用者一致，惟預期將於二零二二年年末綜合財務報表反映之會計政策變動除外。任何會計政策變動之詳情載於附註3。

#### (b) 判斷及估計

編製簡明綜合財務報表時，董事須對未能透過其他來源確定之資產及負債之賬面值作出判斷、估計及假設。該等估計及相關假設乃以過往經驗及其他被視為相關之因素為基準。實際結果可能有別於該等估計。

董事於編製此等簡明綜合財務報表時，就應用本集團之會計政策所作出之重大判斷以及估計不明朗因素之主要來源與本集團截至二零二一年十二月三十一日止年度之年度綜合財務報表所使用者相同。

### 3. 會計政策變動

香港會計師公會已頒佈於本集團之本會計期間首次生效之若干香港財務報告準則之修訂本。

該等變動對本集團當前或過往會計期間之業績及財務狀況於本集團簡明綜合財務報表之編製或呈列方式並無重大影響。本集團並未應用於本會計期間尚未生效的任何新訂準則或詮釋。

### 2. BASIS OF PREPARATION (CONTINUED)

#### (a) Statement of compliance (Continued)

The accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2022 are the same as those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2021, except for the accounting policy changes that are expected to be reflected in the 2022 annual consolidated financial statements. Details of any changes in accounting policies are set out in note 3.

#### (b) Judgements and estimates

Preparation of the condensed consolidated financial statements requires the Directors to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

In preparing these condensed consolidated financial statements, significant judgements made by the Directors in applying the Group's accounting policies and the key sources of estimation uncertainty are the same as those that applied in the Group's annual consolidated financial statements for the year ended 31 December 2021.

### 3. CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued a number of amendments to HKFRSs that are first effective for the current accounting period of the Group.

None of the developments have had a material effect on how the Group's results and financial position for the current or prior accounting periods have been prepared or presented in the Group's condensed consolidated financial statements. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

# 簡明綜合中期財務報表附註

## Notes to the Condensed Consolidated Interim Financial Statements

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

### 4. 收入及分部報告

#### (a) 收入

收入指因銷售貨品及提供服務已收及應收款項的公平值，惟不包括增值稅及其他銷售稅，並經扣除任何退貨及貿易折扣。

來自客戶合同之收入細分如下：

### 4. REVENUE AND SEGMENT REPORTING

#### (a) Revenue

Revenue represents the fair value of the amounts received and receivables for goods sold, and services rendered, which excludes value-added and other sales taxes, and is after deduction of any goods returns and trade discounts.

Disaggregation of revenue from contracts with customers are as follows:

Segment 分部	Six months ended 30 June 2022 截至二零二二年六月三十日止六個月			
	EP products and equipment 環保產品及設備 RMB'000 人民幣千元 (Unaudited) (未經審核)	EP construction engineering services 環保建設工程服務 RMB'000 人民幣千元 (Unaudited) (未經審核)	Total 總計 RMB'000 人民幣千元 (Unaudited) (未經審核)	
<b>Types of goods or services</b> Sales of goods – Water treatment products and equipment	<b>貨品或服務類別</b> 貨品銷售 – 水處理產品 及設備	59,960	–	59,960
<b>Timing of revenue recognition</b> A point in time	<b>收入確認之時間</b> 某一時間點	59,960	–	59,960

# 簡明綜合中期財務報表附註

## Notes to the Condensed Consolidated Interim Financial Statements

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

### 4. 收入及分部報告 (續)

### 4. REVENUE AND SEGMENT REPORTING (CONTINUED)

#### (a) 收入 (續)

#### (a) Revenue (Continued)

Segment 分部	Six months ended 30 June 2021 截至二零二一年六月三十日止六個月		
	EP products and equipment 環保產品及設備 RMB'000 人民幣千元 (Unaudited) (未經審核)	EP construction engineering services 環保建設工程服務 RMB'000 人民幣千元 (Unaudited) (未經審核)	Total 總計 RMB'000 人民幣千元 (Unaudited) (未經審核)
Types of goods or services 貨品或服務類別			
Sales of goods 貨品銷售			
– Water treatment products and equipment – 水處理產品 及設備	19,261	–	19,261
Design services 設計服務	–	596	596
	19,261	596	19,857
Timing of revenue recognition 收入確認之時間			
A point in time 某一時間點	19,261	596	19,857

#### (b) 分部報告

#### (b) Segment reporting

本集團按部門劃分管理其業務，所有該等部門均位於中國。為了與就資源分配及表現評估向本集團行政總裁（彼亦為本集團之首席營運決策人（「首席營運決策人」））內部呈報資料之方式更為一致，香港財務報告準則第8號營運分部項下本集團的營運及可呈報分部劃分為兩個主要營運分部，包括(i)環保產品及設備及(ii)環保建設工程服務。於釐定本集團可呈報分部時，概無將首席營運決策人所識別之其他營運分部合併。

The Group manages its business by divisions and all those divisions are located in the PRC. In a manner consistent with the way in which the information is reported internally to the Group's Chief Executive Officer, who is the Group's Chief Operating Decision Maker ("CODM"), for the purposes of resources allocation and performance assessment, the Group's operating and reportable segments under HKFRS 8 *Operating Segments* are organised into two main operating segments including (i) EP products and equipment and (ii) EP construction engineering services. No other operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

# 簡明綜合中期財務報表附註

## Notes to the Condensed Consolidated Interim Financial Statements

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

### 4. 收入及分部報告 (續)

#### (b) 分部報告 (續)

##### (i) 分部收入、溢利或虧損、資產及負債

就評估分部表現及分部間分配資源而言，本集團首席營運決策人按以下基準監察各可呈報分部之業績、資產及負債：

分部資產包括所有有形、無形資產及流動資產（未分配現金及銀行結餘以及其他公司資產除外）。分部負債包括由各分部應佔的應付貿易及其他款項。

收益及支出乃經參考該等分部產生之銷售額及提供之服務，以及所產生的支出或該等分部應佔之資產折舊或攤銷產生之支出分配予該等可呈報分部。分部間提供的支持不計算在內。

用於呈報分部溢利的方法為「經調整EBITDA」，即「經調整之未計利息、稅項、折舊及攤銷前的盈利」，其中「利息」包括投資收入，而「折舊及攤銷」包括非流動資產之減值虧損。為達至經調整EBITDA，本集團之盈利乃對並未指定屬於個別分部之項目作出進一步調整，如董事薪酬、核數師之酬金以及其他公司行政成本。

### 4. REVENUE AND SEGMENT REPORTING (CONTINUED)

#### (b) Segment reporting (Continued)

##### (i) Segment revenue, profit or loss, assets and liabilities

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

Segment assets include all tangible and intangible assets, and current assets with the exception of unallocated cash and bank balances, and other corporate assets. Segment liabilities include trade and other payables attributable to individual segments.

Revenue and expenses are allocated to the reportable segments with reference to sales generated and services rendered by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments. Inter-segment assistance provided by one segment to another is not measured.

The measure used for reporting segment profit is "adjusted EBITDA" that is, "adjusted earnings before interest, taxes, depreciation and amortisation", where "interest" is regarded as including investment income and "depreciation and amortisation" is regarded as including impairment losses on non-current assets. To arrive at adjusted EBITDA, the Group's earnings are further adjusted for items not specifically attributed to individual segments, such as Directors' emoluments, auditor's remuneration and other corporate administration costs.

# 簡明綜合中期財務報表附註

## Notes to the Condensed Consolidated Interim Financial Statements

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

### 4. 收入及分部報告 (續)

#### (b) 分部報告 (續)

##### (i) 分部收入、溢利或虧損、資產及負債 (續)

除收到有關經調整EBITDA之分部資料外，本集團首席營運決策人獲提供有關收入、折舊、攤銷及減值虧損的分部資料。分部間銷售乃經參考就類似訂單向外部人士收取的價格而進行定價。

截至二零二二年及二零二一年六月三十日止六個月，就資源分配及分部表現評估而向本集團首席營運決策人提供之本集團可呈報分部資料載列如下：

### 4. REVENUE AND SEGMENT REPORTING (CONTINUED)

#### (b) Segment reporting (Continued)

##### (i) Segment revenue, profit or loss, assets and liabilities (Continued)

In addition to receiving segment information concerning adjusted EBITDA, the Group's CODM is provided with segment information concerning revenue, depreciation, amortisation and impairment losses. Inter-segment sales are priced with reference to prices charged to external parties for similar orders.

Information regarding the Group's reportable segments as provided to the Group's CODM for the purposes of resource allocation and assessment of segment performance for the six months ended 30 June 2022 and 2021 is set out below:

		環保 產品及設備 EP products and equipment 人民幣千元 RMB'000	環保建設 工程服務 EP construction engineering services 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
截至二零二二年六月三十日 止六個月 (未經審核)	Six months ended 30 June 2022 (Unaudited)			
來自外部客戶之可呈報分部收入	Reportable segment revenue from external customers	59,960	—	59,960
分部間收入	Inter-segment revenue	—	—	—
可呈報分部收入	Reportable segment revenue	59,960	—	59,960
可呈報分部溢利 (經調整EBITDA)	Reportable segment profit (adjusted EBITDA)	4,822	—	4,822
折舊	Depreciation	57	—	57
已確認/(已撥回)減值 虧損淨額	Net impairment loss recognised/ (reversed) on			
— 應收貿易款項	— trade receivables	2,170	—	2,170
— 合同資產	— contract assets	(48)	—	(48)

# 簡明綜合中期財務報表附註

## Notes to the Condensed Consolidated Interim Financial Statements

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

### 4. 收入及分部報告 (續)

### 4. REVENUE AND SEGMENT REPORTING (CONTINUED)

#### (b) 分部報告 (續)

#### (b) Segment reporting (Continued)

#### (i) 分部收入、溢利或虧損、資產及負債 (續)

#### (i) Segment revenue, profit or loss, assets and liabilities (Continued)

		環保 產品及設備 EP products and equipment 人民幣千元 RMB'000	環保建設 工程服務 EP construction engineering services 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
<b>截至二零二一年六月三十日 止六個月 (未經審核)</b>	<b>Six months ended 30 June 2021 (Unaudited)</b>			
來自外部客戶之可呈報分部收入	Reportable segment revenue from external customers	19,261	596	19,857
分部間收入	Inter-segment revenue	-	-	-
可呈報分部收入	Reportable segment revenue	19,261	596	19,857
可呈報分部溢利 (經調整EBITDA)	Reportable segment profit (adjusted EBITDA)	22,675	29	22,704
折舊	Depreciation	40	-	40
已撥回減值虧損淨額	Net impairment loss reversed on			
— 應收貿易款項	— trade receivables	(21,720)	-	(21,720)
— 合同資產	— contract assets	(256)	-	(256)
<b>可呈報分部資產</b>	<b>Reportable segment assets</b>			
於二零二二年六月三十日 (未經審核)	At 30 June 2022 (Unaudited)	<b>46,746</b>	<b>135</b>	<b>46,881</b>
於二零二一年十二月三十一日 (經審核)	At 31 December 2021 (Audited)	6,521	135	6,656
<b>可呈報分部負債</b>	<b>Reportable segment liabilities</b>			
於二零二二年六月三十日 (未經審核)	At 30 June 2022 (Unaudited)	<b>22,233</b>	<b>8,906</b>	<b>31,139</b>
於二零二一年十二月三十一日 (經審核)	At 31 December 2021 (Audited)	8,273	8,906	17,179



# 簡明綜合中期財務報表附註

## Notes to the Condensed Consolidated Interim Financial Statements

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

### 4. 收入及分部報告 (續)

#### (b) 分部報告 (續)

- (ii) 可呈報分部收入、溢利或虧損、資產及負債之對賬

### 4. REVENUE AND SEGMENT REPORTING (CONTINUED)

#### (b) Segment reporting (Continued)

- (ii) Reconciliations of reportable segment revenue, profit or loss, assets and liabilities

		截至六月三十日止六個月 Six months ended 30 June	
		二零二二年 2022 人民幣千元 RMB'000 (未經審核) (Unaudited)	二零二一年 2021 人民幣千元 RMB'000 (未經審核) (Unaudited)
<b>收入</b>	<b>Revenue</b>		
可呈報分部收入	Reportable segment revenue	59,960	19,857
對銷集團間交易	Elimination of intra-group transactions	-	-
綜合收入	Consolidated revenue	59,960	19,857
<b>溢利或虧損</b>	<b>Profit or loss</b>		
源自外部客戶之可呈報 分部溢利	Reportable segment profit derived from external customers	4,822	22,704
其他收益	Other income	2,247	2,180
折舊	Depreciation	(451)	(637)
未分配總部及企業開支	Unallocated head office and corporate expenses	(8,725)	(8,697)
除稅前綜合(虧損)/溢利	Consolidated (loss)/profit before taxation	(2,107)	15,550

# 簡明綜合中期財務報表附註

## Notes to the Condensed Consolidated Interim Financial Statements

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

### 4. 收入及分部報告 (續)

### 4. REVENUE AND SEGMENT REPORTING (CONTINUED)

#### (b) 分部報告 (續)

#### (b) Segment reporting (Continued)

#### (ii) 可呈報分部收入、溢利或虧損、資產及負債之對賬 (續)

#### (ii) Reconciliations of reportable segment revenue, profit or loss, assets and liabilities (Continued)

		於二零二二年 六月三十日 At 30 June 2022 人民幣千元 RMB'000 (未經審核) (Unaudited)	於二零二一年 十二月三十一日 At 31 December 2021 人民幣千元 RMB'000 (經審核) (Audited)
<b>資產</b>	<b>Assets</b>		
可呈報分部資產	Reportable segment assets	46,881	6,656
未分配總部及企業資產	Unallocated head office and corporate assets	1,035	1,341
未分配現金及銀行結餘	Unallocated cash and bank balances	1,199,105	1,222,063
綜合總資產	Consolidated total assets	1,247,021	1,230,060
<b>負債</b>	<b>Liabilities</b>		
可呈報分部負債	Reportable segment liabilities	31,139	17,179
公司債券	Corporate bonds	47,755	44,284
應付一間關聯公司款項	Amount due to a related company	41,688	35,010
未分配總部及企業負債	Unallocated head office and corporate liabilities	2,810	3,970
綜合總負債	Consolidated total liabilities	123,392	100,443

# 簡明綜合中期財務報表附註

## Notes to the Condensed Consolidated Interim Financial Statements

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

### 4. 收入及分部報告 (續)

#### (b) 分部報告 (續)

##### (iii) 地理資料

###### (i) 來自外部客戶之收入

下表載列有關本集團來自外部客戶之收入的所在地區之資料。客戶所在地區按提供服務或貨品付運地點劃分。

	二零二二年	二零二一年
	2022	2021
	人民幣千元	人民幣千元
	RMB'000	RMB'000
	(未經審核)	(未經審核)
	(Unaudited)	(Unaudited)
中國(註冊地)	59,960	19,857

### 4. REVENUE AND SEGMENT REPORTING (CONTINUED)

#### (b) Segment reporting (Continued)

##### (iii) Geographical information

###### (i) Revenue from external customers

The following table sets out information about the geographical location of the Group's revenue from external customers. The geographical location of customers is based on the location at which the services were provided or the goods were delivered.

截至六月三十日止六個月  
Six months ended 30 June

	二零二二年	二零二一年
	2022	2021
	人民幣千元	人民幣千元
	RMB'000	RMB'000
	(未經審核)	(未經審核)
	(Unaudited)	(Unaudited)
中國(註冊地)	59,960	19,857

###### (ii) 指定非流動資產

本集團之指定非流動資產包括物業、廠房及設備以及使用權資產。

該等指定非流動資產的所在地區乃根據該等資產的實際所在地。

下表載列有關指定非流動資產的所在地區之資料。

###### (ii) Specified non-current assets

The Group's specified non-current assets comprise property, plant and equipment, and right-of-use assets.

The geographical location of these specified non-current assets is based on the physical location of the assets.

The following table sets out information about the geographical location of the specified non-current assets.

# 簡明綜合中期財務報表附註

## Notes to the Condensed Consolidated Interim Financial Statements

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

### 4. 收入及分部報告 (續)

### 4. REVENUE AND SEGMENT REPORTING (CONTINUED)

#### (b) 分部報告 (續)

#### (b) Segment reporting (Continued)

#### (iii) 地理資料 (續)

#### (iii) Geographical information (Continued)

#### (II) 指定非流動資產 (續)

#### (II) Specified non-current assets (Continued)

		於二零二二年 六月三十日 At 30 June 2022 人民幣千元 RMB'000 (未經審核) (Unaudited)	於二零二一年 十二月三十一日 At 31 December 2021 人民幣千元 RMB'000 (經審核) (Audited)
中國 (註冊地)	The PRC (place of domicile)	370	427
香港	Hong Kong	792	1,114
		<b>1,162</b>	1,541

### 5. 除稅前 (虧損) / 溢利

### 5. (LOSS)/PROFIT BEFORE TAXATION

除稅前 (虧損) / 溢利已扣除 / (計入)  
下列各項：

(Loss)/profit before taxation is arrived at after charging/  
(crediting) the following:

#### (a) 融資成本

#### (a) Finance costs

		截至六月三十日止六個月 Six months ended 30 June	
		二零二二年 2022 人民幣千元 RMB'000 (未經審核) (Unaudited)	二零二一年 2021 人民幣千元 RMB'000 (未經審核) (Unaudited)
公司債券利息開支	Interest expenses on corporate bonds	1,403	1,402
租賃負債利息	Interests on lease liabilities	22	41
		<b>1,425</b>	1,443

# 簡明綜合中期財務報表附註

## Notes to the Condensed Consolidated Interim Financial Statements

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

### 5. 除稅前(虧損)/溢利(續)

### 5. (LOSS)/PROFIT BEFORE TAXATION (CONTINUED)

#### (b) 其他項目

#### (b) Other items

		截至六月三十日止六個月 Six months ended 30 June	
		二零二二年 2022 人民幣千元 RMB'000 (未經審核) (Unaudited)	二零二一年 2021 人民幣千元 RMB'000 (未經審核) (Unaudited)
銀行利息收入	Bank interest income	(2,161)	(2,174)
存貨成本	Cost of inventories	52,494	18,264
折舊	Depreciation of		
– 物業、廠房及設備	– property, plant and equipment	84	270
– 使用權資產	– right-of-use assets	367	367
已確認/(已撥回)減值 虧損淨額	Net impairment loss recognised/ (reversed) on		
– 應收貿易款項(附註)	– trade receivables (Note)	2,170	(21,720)
– 合同資產(附註)	– contract assets (Note)	(48)	(256)
出售固定資產虧損(附註)	Loss on disposal of property, plant and equipment (Note)	–	226
與低價值資產租賃及短期 租賃有關之租賃開支	Lease expenses related to leases of low-value assets and short-term leases	95	95

附註： 該等項目計入簡明綜合損益及其他全面收益表之其他(虧損)/收益淨額。

Note: These items are included in other net (loss)/gain in the condensed consolidated statement of profit or loss and other comprehensive income.

# 簡明綜合中期財務報表附註

## Notes to the Condensed Consolidated Interim Financial Statements

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

### 6. 所得稅

本公司及其於英屬處女群島註冊成立之附屬公司根據彼等各自註冊成立之國家之規則及規例毋須繳付任何所得稅。

中國企業所得稅乃根據本公司於中國成立之附屬公司於截至二零二二年及二零二一年六月三十日止六個月之估計應課稅溢利按稅率25%計算。由於本集團於該兩個期間並無產生之應課稅溢利，故並無就中國企業所得稅作出撥備。

由於本集團於截至二零二二年及二零二一年六月三十日止六個月並無源自香港之應課稅溢利，故並無就香港利得稅作出撥備。

中國企業所得稅法亦規定，自二零零八年一月一日起，於中國成立之附屬公司向其海外股東所作溢利分派須按10%的稅率繳納預扣稅。

### 6. INCOME TAX

The Company and its subsidiaries incorporated in the British Virgin Islands are not subject to any income tax pursuant to the rules and regulations of their respective countries of incorporation.

PRC Enterprise Income Tax is calculated at 25% of the estimated assessable profits of the Company's subsidiaries established in the PRC during the six months ended 30 June 2022 and 2021. No provision for PRC Enterprise Income Tax has been provided as the Group did not generate any assessable profits in the PRC for both periods.

No provision for Hong Kong Profits Tax has been made as the Group did not have assessable profits arising in Hong Kong during the six months ended 30 June 2022 and 2021.

The PRC Enterprise Income Tax Law also requires withholding tax of 10% upon distribution of profits by the subsidiaries established in the PRC since 1 January 2008 to its overseas shareholders.



# 簡明綜合中期財務報表附註

## Notes to the Condensed Consolidated Interim Financial Statements

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

### 7. 每股(虧損)/盈利

本公司擁有人應佔每股基本及攤薄(虧損)/盈利乃按以下數據計算：

### 7. (LOSS)/EARNINGS PER SHARE

The calculation of the basic and diluted (loss)/earnings per share attributable to owners of the Company is based on the following data:

		截至六月三十日止六個月 Six months ended 30 June	
		二零二二年 2022 人民幣千元 RMB'000 (未經審核) (Unaudited)	二零二一年 2021 人民幣千元 RMB'000 (未經審核) (Unaudited)
就計算每股基本及攤薄(虧損)/盈利而言的本公司擁有人應佔期內(虧損)/溢利	(Loss)/profit for the period attributable to owners of the Company for the purposes of calculating basic and diluted (loss)/earnings per share	(2,107)	15,550

		截至六月三十日止六個月 Six months ended 30 June	
		二零二二年 2022 (未經審核) (Unaudited)	二零二一年 2021 (未經審核) (Unaudited)
股份數目	Number of shares		
就計算每股基本及攤薄(虧損)/盈利而言的普通股加權平均數	Weighted average number of ordinary shares for the purposes of calculating basic and diluted (loss)/earnings per share	840,000,000	840,000,000

由於行使本公司尚未行使購股權具有反攤薄影響，故截至二零二二年六月三十日止六個月之每股攤薄虧損與每股基本虧損相同。

由於期內本公司尚未行使購股權的行使價高於本公司普通股之平均市場價，故截至二零二一年六月三十日止六個月之每股攤薄盈利與每股基本盈利相同。

Diluted loss per share for the six months ended 30 June 2022 is the same as the basic loss per share because the exercise of the Company's outstanding share options would have anti-dilutive effect.

Diluted earnings per share for the six months ended 30 June 2021 is equal to basic earnings per share as the exercise prices of the Company's outstanding share options were higher than the average market prices of the Company's ordinary shares during the period.

# 簡明綜合中期財務報表附註

## Notes to the Condensed Consolidated Interim Financial Statements

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

### 8. 股息

董事會不建議派付截至二零二二年六月三十日止六個月的中期股息(截至二零二一年六月三十日止六個月：無)。

### 9. 物業、廠房及設備變動

截至二零二二年六月三十日止六個月，本集團購置物業、廠房及設備之總成本約為人民幣29,000元(截至二零二一年六月三十日止六個月：人民幣5,000元)。

### 10. 應收貿易及其他款項

### 8. DIVIDEND

The Board do not recommend the payment of an interim dividend for the six months ended 30 June 2022 (six months ended 30 June 2021: Nil).

### 9. MOVEMENT IN PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2022, the Group acquired property, plant and equipment with a total cost of approximately RMB29,000 (six months ended 30 June 2021: RMB5,000).

### 10. TRADE AND OTHER RECEIVABLES

		於二零二二年 六月三十日 At 30 June 2022 人民幣千元 RMB'000 (未經審核) (Unaudited)	於二零二一年 十二月三十一日 At 31 December 2021 人民幣千元 RMB'000 (經審核) (Audited)
應收貿易款項	Trade receivables	40,614	2,612
減：應收貿易款項之減值虧損	Less: Impairment loss on trade receivables	(2,319)	(149)
		38,295	2,463
合同資產	Contract assets	8,216	3,766
預付款及按金	Prepayments and deposits	232	216
其他可收回稅項	Other tax recoverable	11	11
		46,754	6,456

# 簡明綜合中期財務報表附註

## Notes to the Condensed Consolidated Interim Financial Statements

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

### 10. 應收貿易及其他款項 (續)

本集團一般給予其貿易客戶0至180日的信貸期。

信貸乃經評估客戶的財務能力及付款紀錄後向客戶授出。本公司為所有客戶制定信貸限額，僅可在管理層批准後方可超過此等信貸限額。管理層亦監控逾期的應收貿易款項，並負責跟進收回該等應收款項。

以下為應收貿易款項根據於報告期末的發票日期(與有關收入的確認日期相若)呈列並經扣除減值虧損之賬齡分析：

### 10. TRADE AND OTHER RECEIVABLES (CONTINUED)

The Group generally allows credit period ranging from 0 to 180 days to its trade customers.

Credit is offered to customers following an assessment of their financial abilities and payment track record. Credit limits are set out for all customers and these can be exceeded only with the approval from management. Management also monitors overdue trade receivables, and follows up collection of these receivables.

The following is an ageing analysis of trade receivables, net of impairment loss, presented based on the invoice date at the end of the reporting period which approximated the respective revenue recognition dates:

	於二零二二年 六月三十日 At 30 June 2022 人民幣千元 RMB'000 (未經審核) (Unaudited)	於二零二一年 十二月三十一日 At 31 December 2021 人民幣千元 RMB'000 (經審核) (Audited)	
六個月內	Less than six months	38,295	2,463

# 簡明綜合中期財務報表附註

## Notes to the Condensed Consolidated Interim Financial Statements

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

### 11. 應付貿易及其他款項

應付貿易及其他款項包括以下應付款項，其賬齡分析如下：

### 11. TRADE AND OTHER PAYABLES

Included in trade and other payables are trade creditors with the following ageing analysis:

		於二零二二年 六月三十日 <b>At 30 June</b> 2022 人民幣千元 <b>RMB'000</b> (未經審核) <b>(Unaudited)</b>	於二零二一年 十二月三十一日 At 31 December 2021 人民幣千元 <b>RMB'000</b> (經審核) (Audited)
應付貿易款項	Trade payables		
– 六個月內	– Less than six months	<b>13,278</b>	4,798
– 六個月以上但一年內	– Over six months but less than one year	<b>4,798</b>	2,052
– 一年以上但兩年內	– Over one year but less than two years	<b>2,052</b>	–
– 兩年以上	– Over two years	<b>988</b>	988
		<b>21,116</b>	7,838
應計費用及其他應付款項	Accruals and other payables	<b>12,096</b>	12,236
應付一間關聯公司款項 (附註)	Amount due to a related company (Note)	<b>41,688</b>	35,010
		<b>74,900</b>	55,084

附註： 應付一間關聯公司款項乃無抵押、免息及須按要求償還。

Note: The amount due to a related company is unsecured, interest-free and repayable on demand.

## 簡明綜合中期財務報表附註

# Notes to the Condensed Consolidated Interim Financial Statements

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

### 12. 公司債券

截至二零一七年十二月三十一日止年度，本公司發行五期3年至7.5年公司債券，本金總額為25,000,000港元（相等於約人民幣21,278,000元），將於二零二零年十月起至二零二五年五月期間到期。

兩期4年公司債券由蔣鑫先生（本公司執行董事）及蔣泉龍先生（蔣鑫先生之父親）認購，每期本金額為10,500,000港元（相等於每期約人民幣8,944,000元），於二零二一年十月到期。於二零二一年十月，兩期公司債券的到期日延長至二零三一年十月。

餘下三期本金總額4,000,000港元（相等於約人民幣3,390,000元）之3年至7.5年公司債券已由三名獨立第三方認購。一期3年公司債券於截至二零二零年十二月三十一日止年度到期並由本公司贖回。其餘二期將於二零二二年十二月起至二零二五年五月期間到期。

截至二零一八年十二月三十一日止年度，本公司向一名獨立第三方發行一期6個月公司債券，本金額為30,000,000港元（相等於約人民幣26,604,000元）。該期公司債券於二零二零年十一月由該名獨立第三方再次續期，而到期日已進一步延長至二零二二年十一月。

公司債券未上市、無抵押且利息按固定年利率6%計算，連同每年延後收取之應付利息。公司債券之有效利率介乎約6%至10.4%。

### 12. CORPORATE BONDS

During the year ended 31 December 2017, the Company issued five tranches of 3 years to 7.5 years corporate bonds with aggregate principal amount of HK\$25,000,000 (equivalent to approximately RMB21,278,000) which will be matured during the period from October 2020 to May 2025.

Two tranches of 4 years corporate bonds were subscribed by Mr. Jiang Xin, the executive director of the Company, and Mr. Jiang Quanlong, father of Mr. Jiang Xin, with principal amount of HK\$10,500,000 each (equivalent to approximately RMB8,944,000 each) which were matured in October 2021. In October 2021, the mature dates of these two tranches corporate bonds were extended to October 2031.

The rest of three tranches of 3 years to 7.5 years corporate bonds with aggregate principal amount of HK\$4,000,000 (equivalent to approximately RMB3,390,000) were subscribed by three independent third parties. One tranche of 3 years corporate bond was matured and redeemed by the Company during the year ended 31 December 2020. The remaining two tranches will be matured from December 2022 to May 2025.

During the year ended 31 December 2018, the Company issued one tranche of 6 months corporate bonds with a principal amount of HK\$30,000,000 (equivalent to approximately RMB26,604,000) to an independent third party. This tranche of corporate bonds was further renewed by the independent third party in November 2020 and the mature date has been further extended to November 2022.

The corporate bonds are unlisted, unsecured and interest bearing at a fixed interest rate of 6% per annum with interest payable annually in arrears. The effective interest rates of the corporate bonds are ranged from approximately 6% to 10.4%.

# 簡明綜合中期財務報表附註

## Notes to the Condensed Consolidated Interim Financial Statements

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

### 12. 公司債券(續)

### 12. CORPORATE BONDS (CONTINUED)

償還之賬面值(根據認購協議所載之安排償還日期):

Carrying amount repayable (based on the scheduled repayable dates set out in the subscription agreements):

		於二零二二年 六月三十日 At 30 June 2022 人民幣千元 RMB'000 (未經審核) (Unaudited)	於二零二一年 十二月三十一日 At 31 December 2021 人民幣千元 RMB'000 (經審核) (Audited)
即期部分	Current portion	27,503	25,522
非即期部分	Non-current portion	20,252	18,762
總計	Total	47,755	44,284

### 13. 股本

### 13. SHARE CAPITAL

		股份數目 Number of shares 千股 '000	金額 Amount 千港元 HK\$'000
每股面值0.1港元的普通股		<i>Ordinary shares of HK\$0.1 each</i>	
法定:	Authorised:		
於二零二一年十二月三十一日、 二零二二年一月一日及 二零二二年六月三十日	As at 31 December 2021, 1 January 2022 and 30 June 2022	4,000,000	400,000
已發行及繳足:	Issued and fully paid:		
於二零二一年十二月三十一日、 二零二二年一月一日及 二零二二年六月三十日	As at 31 December 2021, 1 January 2022 and 30 June 2022	840,000	84,000
於二零二一年十二月三十一日、 二零二二年一月一日及 二零二二年六月三十日之 簡明綜合財務狀況表中呈列	Shown in the condensed consolidated statement of financial position as at 31 December 2021, 1 January 2022 and 30 June 2022	相等於約人民幣 <b>78,073,000</b> 元 Equivalent to approximately <b>RMB78,073,000</b>	

## 簡明綜合中期財務報表附註

# Notes to the Condensed Consolidated Interim Financial Statements

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

### 14. 購股權計劃

於二零一二年六月十一日，根據本公司之購股權計劃以每份1港元的代價向本集團董事、高級管理人員及僱員授出39,000,000份購股權，其中35,000,000份購股權於二零一二年七月獲接納。每份購股權賦予持有人認購本公司一股每股面值為0.1港元之普通股的權利。該等購股權已於二零一三年六月十一日歸屬，並可於二零二二年六月十日之前行使。行使價為每股0.83港元。於二零二二年六月十日，所有已授出及獲董事及僱員接納之未行使購股權已失效（二零二零年十二月三十一日：31,500,000份）。

於截至二零二二年六月三十日止六個月，共有31,500,000份購股權失效（截至二零二一年六月三十日止六個月：500,000份）。

已授出且董事及僱員已接納之購股權數目及加權平均行使價如下：

### 14. SHARE OPTION SCHEME

On 11 June 2012, 39,000,000 share options were granted to Directors, senior management and employees of the Group under the Company's Share Option Scheme at a consideration of HK\$1 for each offer of which 35,000,000 share options were accepted in July 2012. Each option gives the holder the right to subscribe for one ordinary share of HK\$0.1 each of the Company. These share options vested on 11 June 2013, and are exercisable until 10 June 2022. The exercise price is HK\$0.83 per share. As at 10 June 2022, all outstanding share options granted and accepted by Directors and employees were lapsed (31 December 2021: 31,500,000).

During the six months ended 30 June 2022, 31,500,000 share options were lapsed (six months ended 30 June 2021: 500,000 share options).

The number and weighted average exercise price of share options granted and accepted by Directors and employees are as follows:

		加權平均行使價 Weighted average exercise price	購股權數目 Number of share options
於二零二二年一月一日 尚未行使（經審核）	Outstanding as at 1 January 2022 (Audited)	HK\$0.83 港元	31,500,000
於期內失效	Lapsed during the period	HK\$0.83 港元	(31,500,000)
於二零二二年六月三十日 尚未行使（未經審核）	Outstanding as at 30 June 2022 (Unaudited)	不適用 N/A	-



# 簡明綜合中期財務報表附註

## Notes to the Condensed Consolidated Interim Financial Statements

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

### 15. 有關聯人士交易

- a) 除於該等簡明綜合財務報表其他部份所披露之交易及結餘外，本集團亦訂立了下列重大有關聯人士交易：

公司債券：		Corporate bonds:
– 蔣鑫先生	本公司董事	– Mr. Jiang Xin
– 蔣泉龍先生	本公司董事蔣鑫先生之父親	– Mr. Jiang Quanlong

本公司董事認為上述交易是在日常業務過程中且根據規管該等交易之協議條款訂立。

- b) 本集團主要管理層人員之薪酬載列如下：

### 15. RELATED PARTY TRANSACTIONS

- a) In addition to the transactions and balances disclosed elsewhere in these condensed consolidated financial statements, the Group also entered into the following material related party transactions:

本集團應付有關連人士的款項		相關利息開支	
Amounts owed by the Group to related parties		Related interest expenses	
於六月三十日	於十二月三十一日	截至六月三十日止六個月	
As at 30 June	As at 31 December	Six months ended 30 June	
二零二二年	二零二一年	二零二二年	二零二一年
2022	2021	2022	2021
人民幣千元	人民幣千元	人民幣千元	人民幣千元
RMB'000	RMB'000	RMB'000	RMB'000
(未經審核)	(經審核)	(未經審核)	(未經審核)
(Unaudited)	(Audited)	(Unaudited)	(Unaudited)
9,341	8,664	273	273
9,341	8,664	273	273

The directors of the Company are of the opinion that the above transactions were entered into under normal course of business and in accordance with the terms of the agreements governing these transactions.

- b) Remuneration for key management personnel of the Group is as follows:

		截至六月三十日止六個月	
		Six months ended 30 June	
		二零二二年	二零二一年
		2022	2021
		人民幣千元	人民幣千元
		RMB'000	RMB'000
		(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)
短期僱員福利	Short-term employee benefits	1,043	1,016
離職福利	Post-employment benefits	16	14
		1,059	1,030

# 簡明綜合中期財務報表附註

## Notes to the Condensed Consolidated Interim Financial Statements

截至二零二二年六月三十日止六個月 • For the six months ended 30 June 2022

### 16. 報告期後事項

#### 建議收購美怡國際投資有限公司 (「美怡國際」) 99.99% 已發行股本

於二零一八年十一月七日及二零一九年一月三十日，本公司與獨立第三方 Zhongying International Limited (「Zhongying」) 分別訂立買賣協議及補充買賣協議 (「收購協議」)。據此，本公司已有條件同意收購及 Zhongying 已有條件同意出售美怡國際 99.99% 已發行股本，總代價約為 1,253,220,000 港元。總代價將由本公司透過支付現金約 1,013,220,000 港元及發行本金額 240,000,000 港元之可換股債券結付。美怡國際及其附屬公司主要從事物業管理及租賃位於中國雲南昆明的賣場店舖。該建議收購構成上市規則第 14 章下的非常重大收購，因此須經股東於本公司股東特別大會上批准。

於二零一九年六月二十八日，本公司與 Zhongying 訂立第二份補充協議，將收購協議訂明須達成先決條件的日期延長至二零二零年六月二十七日。

於二零二零年八月三十一日，本公司與 Zhongying 訂立第三份補充協議，將收購協議訂明須達成先決條件的日期延長至二零二一年九月三十日。

於二零二一年三月三十一日，本公司與 Zhongying 訂立第四份補充協議，將收購協議訂明須達成先決條件的日期延長至二零二二年九月三十日。

本建議收購之進一步詳情分別載於本公司日期為二零一八年十二月五日、二零一九年一月三十日、二零一九年四月二十九日、二零一九年六月二十八日、二零一九年九月三十日、二零一九年十一月二十九日、二零二零年二月二十八日、二零二零年八月三十一日及二零二一年三月三十一日之公告。

截至本報告日期止，收購協議之先決條件尚未獲達成，因此，建議收購尚未完成。

### 16. EVENTS AFTER THE REPORTING PERIOD

#### Proposed acquisition of 99.99% of the issued share capital in Mayee International Holdings Limited (“Mayee International”)

On 7 November 2018 and 30 January 2019, the Company entered into a sale and purchase agreement, and a supplemental sale and purchase agreement (the “Acquisition Agreement”), respectively, with an independent third party, Zhongying International Limited (“Zhongying”), pursuant to which the Company has conditionally agreed to acquire, and Zhongying has conditionally agreed to sell 99.99% of the issued share capital of Mayee International at a total consideration of approximately HK\$1,253,220,000. The total consideration will be settled by the Company through payment of cash amounting to approximately HK\$1,013,220,000 and issuance of convertible bonds with a principal amount of HK\$240,000,000. Mayee International and its subsidiaries are principally engaged in property management and leasing of shops in a shopping mall located in Kunming, Yunnan, the PRC. This proposed acquisition constitutes a very substantial acquisition under Chapter 14 of the Listing Rules and is therefore subject to the shareholders’ approval at an extraordinary general meeting of the Company.

On 28 June 2019, the Company and Zhongying entered into the second supplemental agreement to extend the date for fulfillment of the conditions precedent set out in the Acquisition Agreement to 27 June 2020.

On 31 August 2020, the Company and Zhongying entered into the third supplemental agreement to extend the date for fulfillment of the conditions precedent set out in the Acquisition Agreement to 30 September 2021.

On 31 March 2021, the Company and Zhongying entered into the fourth supplemental agreement to extend the date for fulfillment of the conditions precedent set out in the Acquisition Agreement to 30 September 2022.

Further details of this proposed acquisition are set out in the Company’s announcements dated 5 December 2018, 30 January 2019, 29 April 2019, 28 June 2019, 30 September 2019, 29 November 2019, 28 February 2020, 31 August 2020 and 31 March 2021 respectively.

Up to the date of this report, the conditions precedent in the Acquisition Agreement have not yet been fulfilled. Accordingly, the proposed acquisition has not yet been completed.



泛亞環保集團有限公司  
Pan Asia Environmental Protection Group Limited