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# Corporate Profile

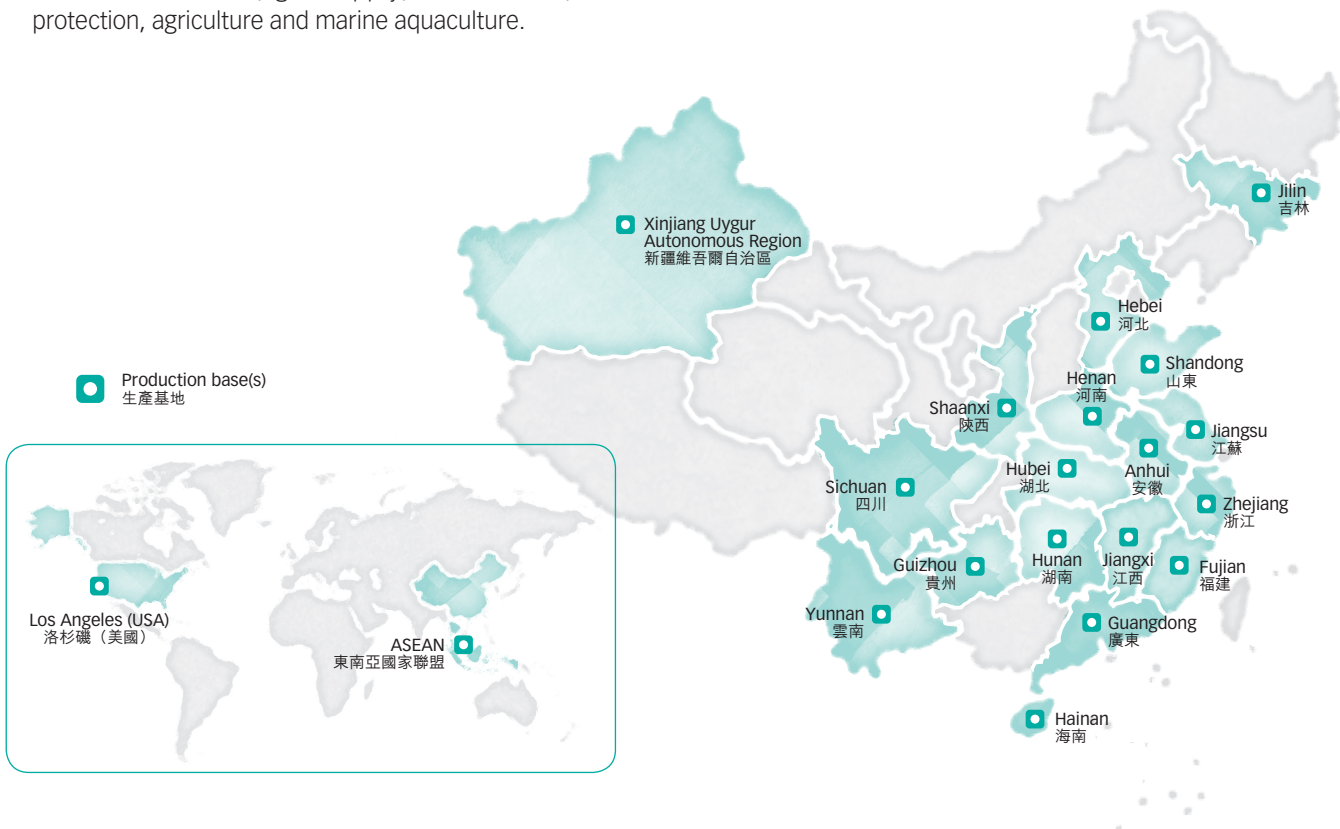
## 公司簡介

China Lesso Group Holdings Limited (Stock Code of Hong Kong Stock Exchange: 2128) is a leading large-scale industrial group that manufactures building materials and interior decoration products in mainland China. China Lesso is one of the constituent stocks of the Hang Seng Composite MidCap Index and is a stock eligible for trading through the Hong Kong Stock Exchange's Stock Connect and MSCI China index. After more than 30 years of rapid development, the Group has evolved into a leader in the industry of building materials and interior decoration products. It provides high-quality products and services such as plastic piping, building materials and interior decoration, environmental protection, and operates a supply chain service platform.

Currently, the Group has established over 30 advanced production bases in 18 provinces of China and in foreign countries. The Group has established a nationwide sales network and has also developed long-term strategic partnerships with 2,512 independent and exclusive first-tier distributors that enable timely and efficient supply of comprehensive, quality products and professional services to customers. As an integrated manufacturer of a comprehensive range of building materials and interior decoration products, China Lesso provides over 10,000 types of quality products, which are widely applied to such fields as interior decoration, civil architecture, municipal water supply, drainage, electric power transmission, telecommunication, gas supply, fire services, environmental protection, agriculture and marine aquaculture.

中國聯塑集團控股有限公司(香港聯交所股份代號: 2128)是中國內地領先的大型建材家居產業集團。中國聯塑是恒生綜合中型股指數成份股之一，並獲納入為港股通股份及MSCI中國指數成份股之一。經過30多年的長足發展，本集團從塑料管道、建材家居、環保、供應鏈服務平台等領域為人們提供優質的產品和服務，快速成長為建材家居行業的佼佼者、行業的標杆。

目前，本集團已建立了超過30個先進的生產基地，分佈於中國18個省份及海外國家。本集團擁有覆蓋全國的廣泛分銷網絡，與2,512名的獨立獨家一級經銷商建立長期戰略合作關係，能夠及時及高效地為客戶提供優質豐富的產品和專業的服務。作為中國建材家居領域產品體系最為齊全的生產商之一，中國聯塑提供過萬種優質產品，並廣泛應用於家居裝修、民用建築、市政給水、排水、電力通訊、燃氣、消防、環境保護、農業及海洋養殖等領域。



# Financial Highlights

## 財務摘要

		Six months ended 30 June 截至6月30日止六個月		30 June 6月30日	31 December 12月31日	Change 變動
		2021	2020	2021	2020	
<b>(RMB'000)</b>	<b>(人民幣千元)</b>					
Revenue	收入	<b>14,723,265</b>	11,491,884			28.1%
Gross profit	毛利	<b>4,373,801</b>	3,379,699			29.4%
Finance costs	融資成本	<b>256,045</b>	246,195			4.0%
EBITDA	除息稅折攤前盈利	<b>3,132,751</b>	2,446,188			28.1%
Profit before tax	除稅前溢利	<b>2,260,090</b>	1,719,606			31.4%
Profit for the period	期內溢利	<b>1,779,209</b>	1,386,357			28.3%
Profit attributable to owners of the Company	本公司擁有人 應佔溢利	<b>1,814,284</b>	1,388,017			30.7%
<b>(RMB'000)</b>	<b>(人民幣千元)</b>					
Total assets	資產總額			<b>52,216,293</b>	46,527,562	12.2%
Cash and bank deposits	現金及銀行存款			<b>8,285,964</b>	7,447,436	11.3%
Total debts <sup>(a)</sup>	債務總額 <sup>(a)</sup>			<b>18,976,626</b>	16,236,163	16.9%
Net debt <sup>(b)</sup>	債務淨額 <sup>(b)</sup>			<b>10,690,662</b>	8,788,727	21.6%
Total equity	權益總額			<b>21,142,886</b>	20,354,122	3.9%
<b>Share information (RMB)</b>	<b>股份資料(人民幣)</b>					
Basic and diluted earnings per share <sup>(c)</sup>	每股基本及攤薄盈利 <sup>(c)</sup>	<b>0.59</b>	0.45			31.1%
Interim dividend per share (HK cents)	每股中期股息(港仙)	<b>12</b>	12			-
Equity attributable to owners of the Company per share <sup>(d)</sup>	每股本公司擁有人 應佔權益 <sup>(d)</sup>			<b>6.62</b>	6.40	3.4%
<b>Financial ratios</b>	<b>財務比率</b>					
Gearing Ratio (%)	資產負債率(%)			<b>47.3</b>	44.4	
Net debt to equity <sup>(e)</sup> (%)	債務淨額對權益比率 <sup>(e)</sup> (%)			<b>50.6</b>	43.2	
Interest cover <sup>(f)</sup> (times)	利息盈利率 <sup>(f)</sup> (倍)	<b>12.24</b>	9.94			

Note:

- (a) Represented borrowings, lease liabilities and debt component of convertible loans.
- (b) Represented total debts less cash and bank deposits.
- (c) Details of the calculations of the basic and diluted earnings per share of the Company are set out in note 9 to condensed consolidated financial statements.
- (d) Represented equity attributable to owners of the Company divided by the number of issued Shares at the end of the reporting period.
- (e) Represented net debt divided by total equity.
- (f) Represented EBITDA divided by finance costs.

附註：

- (a) 指借款、租賃負債及可換股貸款債務部份。
- (b) 指債務總額減現金及銀行存款。
- (c) 本公司每股基本及攤薄盈利之計算詳述於簡明綜合財務報表附註9。
- (d) 指本公司擁有人應佔權益除以於報告期末已發行股份數目。
- (e) 指債務淨額除以權益總額。
- (f) 指除息稅折攤前盈利除以融資成本。

# Management Discussion and Analysis

## 管理層討論及分析

### MARKET OVERVIEW

In 2020, the Chinese government succeeded in containing the novel coronavirus pneumonia (“COVID-19”) pandemic. This allowed domestic production and consumption to fully resume and then grow steadily in the second half of the year. The momentum of the recovery in China’s economy was sustained well into the beginning of 2021. According to the National Bureau of Statistics of China, the country’s gross domestic product increased by 12.7% year on year to RMB53.2 trillion in the first half of 2021, demonstrating the strong momentum of the country’s economic recovery. In addition, the Chinese government has started off the 14th Five-year Plan by speeding up its initiatives in the “New Infrastructure, New Urbanisation Initiatives and Major Projects” in order to meet the needs of the country’s ongoing social and economic development as well as those of the economic transformation. For instance, it fostered the development of the digital economy by extending the scope of application of the 5G telecommunications technology, pressed on with urban renewal by redeveloping old urban communities, and forged ahead with major transportation and water conservancy projects such as railway and gorge dam projects. Such government initiatives will add new impetus to social and economic development. The pipeline industry anticipates a steady growth as it benefits from the favourable business environment with significant infrastructure investments and commencement of large-scale infrastructure projects across the country.

As the PRC government is expected to introduce more policies to support the domestic economy in the second half of 2021, it is expected that “new industries”, “new business operations” and companies that adopt “new business models” will continue to grow. The Chinese government has reiterated the principle that “houses are for living in, not for speculation” regarding the real estate sector, and it plans to implement the policy of “promoting the healthy development of housing purchase and leasehold” during the 14th Five-year Plan in order to make the residential property market serve its original purpose of providing housing instead of becoming a hotbed of property speculation. Following the introduction of the “three red lines” and other new regulations, real estate developers also speed up property construction and ramp up efforts to sell properties so as to ease the pressure of tight liquidity. This also facilitates strong growth in the overall sales volume in the market and can thus accelerate the growth in the business of the property sector. This development is conducive to the development of the industry of building materials and interior decoration products and can lead to stable demand for such products.

### 市場概況

2020年，中國政府就新型冠狀病毒肺炎（「新冠肺炎」）疫情出台一系列防控措施，並成功控制疫情蔓延，國內各項生產活動和消費活動於下半年都得以全面恢復和穩步增長，帶動2021年年初中國整體經濟持續復蘇。據國家統計局公佈的資料顯示，2021年上半年國內生產總值達至人民幣53.2萬億元，同比增長12.7%，顯示出中國經濟復蘇勢頭強勁。此外，「十四五」規劃開局之始，為適應當前社會經濟發展階段和轉型需求，中國政府加快實施「兩新一重」（即新型基礎設施、新型城鎮化、重大工程）建設，包括大力發展數字經濟，拓展5G應用；實施城市更新行動，全面推進城鎮老舊社區改造；重點推進多項鐵路水峽等交通水利重大工程建設，為社會經濟發展提供新引擎。受惠於龐大的基礎建設投資及已於全國範圍內動工的大型重要基建項目，在此等有利的環境下，有望推動管道行業的穩定增長。

預期2021年下半年中國政府將出台更多支持國內經濟的政策，相信「新產業」、「新業態」和採用「新商業模式」的企業仍繼續保持增長。對於房地產行業，中國政府重申「房住不炒」的原則，並計劃於「十四五」期間實施「促進住房消費健康發展」的政策，務求將樓市回歸居住屬性。隨著「三條紅線」等監管新規的出台，房地產開發商也將加快推盤速度及加大促銷力度，以緩解企業資金壓力，同時亦助力市場整體銷量強勁增長。而房地產行業的增速將有所提升，相信也利好建材家居行業發展，並帶來穩定需求。

## BUSINESS OVERVIEW

As a leader in the pipeline manufacturing industry, China Lesso persists in pursuing high-quality development by leveraging its technological strength and applying its quality standard. It also keeps on honing its own strengths and upgrading its brand and prowess with a view to contributing to the development of the industry in the new era. In upholding the green development concept, the Group strictly implements all-round and whole-process environmental management with advanced technologies to minimise both the resource consumption and the exhaust emissions. In the first half of 2021, China Lesso was rated as one of the “2021 Preferred Brands of Pipe and Fitting Suppliers for Top 500 China Real Estate Developers by Comprehensive Strength”, “2021 Top Ten Listed Companies of Supporting Supply Chain for China Real Estate by Comprehensive Strength” and “2020 Top 500 China Listed Company Brands”. These accolades testify to the Group’s strong brand recognition and its leading position in the industry.

### Revenue by Region<sup>#</sup>

		2021 RMB million 人民幣百萬元	Revenue 收入		% of total revenue 佔總收入%	
			2020 RMB million 人民幣百萬元	Change 變動	2021	2020
<b>Six months ended 30 June</b> 截至6月30日止六個月						
Southern China	華南	<b>7,964</b>	6,332	25.8%	<b>54.1%</b>	55.1%
Southwestern China	西南	<b>1,411</b>	1,263	11.7%	<b>9.6%</b>	11.0%
Central China	華中	<b>1,579</b>	1,182	33.6%	<b>10.7%</b>	10.3%
Eastern China	華東	<b>1,010</b>	739	36.6%	<b>6.9%</b>	6.4%
Northern China	華北	<b>1,195</b>	786	52.0%	<b>8.1%</b>	6.9%
Northwestern China	西北	<b>714</b>	590	21.1%	<b>4.8%</b>	5.1%
Northeastern China	東北	<b>394</b>	252	56.4%	<b>2.7%</b>	2.2%
Outside China	中國境外	<b>456</b>	348	31.3%	<b>3.1%</b>	3.0%
Total	總計	<b>14,723</b>	11,492	28.1%	<b>100.0%</b>	100.0%

<sup>#</sup> Details of the scope of coverage of each region are set out in note 3 to condensed consolidated financial statements.

At the end of the reporting period, the number of the Group’s independent and exclusive first-tier distributors nationwide increased to 2,512 (1H 2020: 2,365). Southern China remained the Group’s major revenue-contributing market, and its revenue accounted for 54.1% of the Group’s total revenue (1H 2020: 55.1%) while the revenue from other regions accounted for 45.9% (1H 2020: 44.9%).

## 業務概況

中國聯塑作為管道製造業的佼佼者，堅持用自己科技實力和品質水平，踐行高質發展的理念，通過打造自身硬實力，升級品牌技能，為行業在新時代的發展貢獻力量。本集團一直堅持綠色發展理念，嚴格實施全方位、全流程的環境管理，運用先進技術以降低資源消耗及廢氣污染。於2021年上半年，中國聯塑分別獲選為「2021中國房地產開發企業綜合實力TOP500管材管件類首選供應商品牌」、「2021中國房地產配套供應鏈上市公司綜合實力十強」及「2020中國上市公司品牌500強」等，足證其卓越的品牌知名度及領先的行業地位。

### 收入按地區劃分<sup>#</sup>

於報告期末，本集團於全國各地的獨立獨家一級經銷商數目增至2,512名(2020年上半年：2,365名)。華南市場繼續為本集團的主要創收市場，華南市場的收入佔本集團總收入為54.1%(2020年上半年：55.1%)，其他地區的收入佔比為45.9%(2020年上半年：44.9%)。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS OVERVIEW (Continued)

#### Revenue by Business Unit

Six months ended 30 June 截至6月30日止六個月		Revenue 收入			% of total revenue 佔總收入%	
		2021 RMB million 人民幣百萬元	2020 RMB million 人民幣百萬元	Change 變動	2021	2020
Plastic piping systems	塑料管道系統	12,574	10,141	24.0%	85.4%	88.2%
Building materials and interior decoration products	建材家居產品	1,258	743	69.3%	8.5%	6.5%
Others <sup>#</sup>	其他 <sup>#</sup>	891	608	46.5%	6.1%	5.3%
Total	總計	14,723	11,492	28.1%	100.0%	100.0%

<sup>#</sup> "Others" include businesses of environmental engineering and other related services, financial services and others.

### 業務概況(續)

#### 收入按業務劃分

<sup>#</sup> 「其他」包括環境工程及其他相關服務、金融服務及其他業務等。

With the domestic economy fully back on track in 2021, the Group continues its initial aspiration to create a relaxing life for dwellers on its way forward. Besides constantly promoting the development of its plastic piping system business, the Group actively advances the development of its various business segments, including the businesses of building materials and interior decoration products, environmental protection, agricultural application and supply chain services platform so that the Group can achieve robust development and synergistic growth in various business segments. In the first half of 2021, the Group not only successfully broadened its revenue base, but also achieved steady growth in results. Looking ahead, China Lesso will continue to step up innovation, steadily develop its various businesses in the long term, add impetus to its business operations, enhance its brand value so as to provide more diverse and high-quality products and services for its customers.

踏入2021年，國內經濟及社會秩序已全面恢復，本集團貫徹其為居者構築輕鬆生活的理念初心，一路前行發展，持續推動塑料管道系統業務的發展，並積極推進不同業務板塊，包括建材家居產品、環保、農業應用以及供應鏈服務平台業務，令本集團業務百花齊放，實現多業務協同增長。2021年上半年，本集團除成功拓寬收入基礎，亦同時取得穩定的業績增長。未來，中國聯塑將繼續加強創新，穩步拓展各項業務長期發展，持續為業務注入增長動力，提升品牌價值，為客戶帶來更多元化、高品質的產品和服務。

## BUSINESS OVERVIEW (Continued)

China Lesso's revenue increased by 28.1% to RMB14,723 million (1H 2020: RMB11,492 million). Gross profit edged up by 29.4% to RMB4,374 million (1H 2020: RMB3,380 million); gross profit margin was 29.7% (1H 2020: 29.4%); and net profit margin was 12.1% (1H 2020: 12.1%). The Group strived to maximise the benefits from economies of scale by continuing to promote production automation, actively upgrading production technology and equipment and by controlling the cost of raw materials and production with an effective procurement strategy. In addition, the Group sustained growth in business and maintained its profitability at a satisfactory level by enhancing the operational efficiency, optimising its product portfolio and increasing its market share.

During the reporting period, the Group's EBITDA increased by 28.1% to RMB3,133 million (1H 2020: RMB2,446 million), and the EBITDA margin was 21.3% (1H 2020: 21.3%). Profit before tax increased by 31.4% to RMB2,260 million (1H 2020: RMB1,720 million). Profit attributable to owners of the Company increased by 30.7% to RMB1,814 million (1H 2020: RMB1,388 million). Basic earnings per share increased by 31.1% to RMB0.59 (1H 2020: RMB0.45). The effective tax rate was increased to 21.3% (1H 2020: 19.4%).

## BUSINESS REVIEW AND OUTLOOK

### Plastic Piping Systems

Taking advantage of the domestic economic recovery in the post-pandemic era, Chinese enterprises accelerated their production in the first half of 2021, leading to a significant rebound in the Chinese manufacturing industry. This has indicated growing momentum of the domestic economic recovery. The Group pressed ahead with technological innovation so as to actively develop new products and technologies to satisfy the market's needs. To actively grasp the opportunities arising from the Chinese government's initiatives in the "New Infrastructure, New Urbanisation Initiatives and Major Projects" and economic stimulus package, the Group boosted the sales volume of plastic pipes and pipe fittings. The move helped the business segment maintain steady growth.

## 業務概況(續)

中國聯塑收入增加28.1%至人民幣147.23億元(2020年上半年:人民幣114.92億元)。毛利增加29.4%至人民幣43.74億元(2020年上半年:人民幣33.80億元),毛利率為29.7%(2020年上半年:29.4%),淨利潤率為12.1%(2020年上半年:12.1%)。本集團繼續推進自動化生產,積極升級生產技術及設備,並且採用了有效的採購策略,控制原材料和生產成本,從而實現規模經濟效益最大化。再者,通過提升運營效率、優化產品組合及擴大市場份額,本集團業務持續增長,盈利表現維持理想水平。

於報告期內,本集團之除息稅折攤前盈利增加28.1%至人民幣31.33億元(2020年上半年:人民幣24.46億元),而除息稅折攤前盈利率則為21.3%(2020年上半年:21.3%)。除稅前溢利增加31.4%至人民幣22.60億元(2020年上半年:人民幣17.20億元)。本公司擁有人應佔溢利增加30.7%至人民幣18.14億元(2020年上半年:人民幣13.88億元)。每股基本盈利增加31.1%至人民幣0.59元(2020年上半年:人民幣0.45元)。實際稅率上升至21.3%(2020年上半年:19.4%)。

## 業務回顧與展望

### 塑料管道系統

承接國內後疫情的經濟復蘇,2021年上半年,中國企業加速生產,推動中國製造業明顯回升,表明國內經濟恢復的動力正在增強。本集團持續技術創新,積極開發新產品及新技術配合市場需求,積極把握「兩新一重」及刺激經濟政策所帶來的機會,提高塑料管道及管件的產品銷量,令該業務保持穩健增長。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW AND OUTLOOK (Continued)

### 業務回顧與展望(續)

#### Plastic Piping Systems (Continued)

#### 塑料管道系統(續)

#### Revenue by Region

#### 收入按地區劃分

Six months ended 30 June 截至6月30日止六個月		Revenue 收入			% of revenue 佔收入%	
		2021 RMB million 人民幣百萬元	2020 RMB million 人民幣百萬元	Change 變動	2021	2020
Southern China	華南	6,580	5,555	18.4%	52.3%	54.8%
Other than Southern China	華南以外地區	5,670	4,433	27.9%	45.1%	43.7%
Outside China	中國境外	324	153	111.2%	2.6%	1.5%
Total	總計	12,574	10,141	24.0%	100.0%	100.0%

#### Revenue by Product Application

#### 收入按產品應用劃分

Six months ended 30 June 截至6月30日止六個月		Revenue 收入			% of revenue 佔收入%	
		2021 RMB million 人民幣百萬元	2020 RMB million 人民幣百萬元	Change 變動	2021	2020
Water supply	供水	4,866	3,939	23.5%	38.7%	38.9%
Drainage	排水	4,681	3,899	20.1%	37.2%	38.4%
Power supply and telecommunications	電力供應 及通訊	2,188	1,718	27.3%	17.4%	17.0%
Gas transmission	燃氣輸送	200	156	27.9%	1.6%	1.5%
Others <sup>#</sup>	其他 <sup>#</sup>	639	429	49.1%	5.1%	4.2%
Total	總計	12,574	10,141	24.0%	100.0%	100.0%

<sup>#</sup> "Others" include agricultural applications, floor heating and fire services.

<sup>#</sup> 「其他」包括農用、地暖及消防。

During the reporting period, the plastic piping systems business continued to grow on the back of its stable performance. Revenue from the plastic piping systems business increased by 24.0% to RMB12,574 million (1H 2020: RMB10,141 million), accounting for 85.4% of the Group's total revenue (1H 2020: 88.2%).

於報告期內，塑料管道系統業務表現平穩，增長持續。塑料管道系統業務的收入增加24.0%至人民幣125.74億元(2020年上半年：人民幣101.41億元)，佔本集團總收入的85.4%(2020年上半年：88.2%)。



## BUSINESS REVIEW AND OUTLOOK (Continued)

## 業務回顧與展望(續)

### Plastic Piping Systems (Continued)

### 塑料管道系統(續)

#### Average Selling Price, Sales Volume, and Revenue by Product Material

按產品物料劃分的平均售價、銷量及收入分項

		Average selling price			Sales volume			Revenue		
		平均售價		Change 變動	銷量		收入			
Six months ended 30 June 截至6月30日止六個月		2021 RMB 人民幣元	2020 RMB 人民幣元		2021 Tonne 噸	2020 Tonne 噸	Change 變動	2021 RMB million 人民幣百萬元	2020 RMB million 人民幣百萬元	Change 變動
PVC products	PVC 產品	9,076	7,789	16.5%	861,083	829,524	3.8%	7,815	6,461	21.0%
Non-PVC products <sup>#</sup>	非PVC 產品 <sup>#</sup>	15,051	14,577	3.3%	316,219	252,474	25.2%	4,759	3,680	29.3%
Total	總計	10,681	9,373	14.0%	1,177,302	1,081,998	8.8%	12,574	10,141	24.0%

<sup>#</sup> "Non-PVC" plastic pipes and pipe fittings mainly refer to those made of PE or PP-R.

<sup>#</sup> 「非PVC」塑料管道及管件主要是PE或PP-R製。

During the reporting period, the sales volume of the plastic piping systems increased by 8.8%. In terms of product materials, the sales volume of PVC products increased by 3.8% to 861,083 tonnes (1H 2020: 829,524 tonnes), while that of non-PVC products increased by 25.2% to 316,219 tonnes (1H 2020: 252,474 tonnes). Revenue from sales of PVC products increased by 21.0% to RMB7,815 million (1H 2020: RMB6,461 million) while that of non-PVC products increased by 29.3% to RMB4,759 million (1H 2020: RMB3,680 million).

於報告期內，塑料管道系統銷量增加8.8%。產品物料方面，PVC產品的銷量增加3.8%至861,083噸(2020年上半年：829,524噸)，非PVC產品的銷量則增加25.2%至316,219噸(2020年上半年：252,474噸)。銷售PVC產品及非PVC產品所得的收入分別增加21.0%至人民幣78.15億元(2020年上半年：人民幣64.61億元)及增加29.3%至人民幣47.59億元(2020年上半年：人民幣36.80億元)。

By taking advantage of its economies of scale and implementing effective procurement strategy to control the costs of raw materials and manufacturing, the Group maintained its gross profit margin at a sustainable level after the implementation of reasonable price adjustments. The Group increased the average selling price of its plastic piping systems by 14.0% to RMB10,681 per tonne (1H 2020: RMB9,373 per tonne). The gross profit margin at its plastic piping systems business reached 29.7% (1H 2020: 29.7%).

本集團發揮規模經濟效益，實施有效的採購策略，控制原材料和生產成本，並施行合理的售價調整，使毛利率維持在可持續的水平。本集團塑料管道系統的平均售價上調14.0%至每噸人民幣10,681元(2020年上半年：每噸人民幣9,373元)，塑料管道系統業務的毛利率達29.7%(2020年上半年：29.7%)。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW AND OUTLOOK (Continued)

#### Plastic Piping Systems (Continued)

To expedite the transformation and upgrading of the industry and deepen the integration of the next generation of information technology with the manufacturing industry, the Group is gradually upgrading its production bases across the country to build smart factories integrated with the Internet of things, smart control and automated production. In 2020, the Group constructed smart factories in Jiangxi, Hunan, Yunnan, Henan and Shaanxi to realise the smart manufacturing of products with both quality and efficiency improved. During the reporting period, the Group achieved a further increase in its production capacity. The Group's annual designed capacity for manufacturing plastic piping systems expanded from 3.03 million tonnes at the end of 2020 to 3.13 million tonnes, and the capacity utilisation rate during the period reached 80.5%.

In addition, China Lesso has actively participated in China's "New Infrastructure" initiative. It further developed its intelligent manufacturing segment with increased production capacity, thereby adding impetus to its high-quality development. The Group planned to expand or construct production bases in Gansu, Sichuan, Guangxi and Guangdong. Specifically, the Group will invest in an intelligent production base for high-tech and environmental building materials in Gansu. This production base is not only an integral component in the Group's nationwide strategic business planning, but also a fulcrum of its move to accelerate the development of the market of northwestern China. The project will be able to generate annual sales of approximately 100,000 to 150,000 tonnes of plastic piping at full capacity. Meanwhile, the digital intelligent factory in Guangdong, will put into operation, adding strong impetus to the Group's intelligent manufacturing and high-quality development. That factory also indicates China Lesso's commitment to the plastic piping system business as its primary operation, pursuit of agricultural modernisation, and the expansion of its business of building materials and interior decoration. The gradual popularisation of 5G technology and the further upgrading of the industrial internet and intelligent manufacturing will usher in a new wave of transformation of the manufacturing industry. Looking into the future, China Lesso will press ahead with the transformation and upgrading of its business through automation, intelligent production and digitalisation. It will spearhead the digitalisation of the traditional manufacturing industry and advocate intelligent manufacturing so as to raise efficiency in both the business operation and management in all aspects, reduce cost and improve quality.

### 業務回顧與展望(續)

#### 塑料管道系統(續)

為加快產業的轉型升級，深化新一代資訊技術與製造業的結合，本集團正逐步在全國生產基地，升級打造「物聯網、智能控制和自動化生產」為一體的智能工廠。本集團於2020年已先後在江西、湖南、雲南、河南及陝西等基地投入建設智能工廠，實現產品的智能製造，提質增效。於報告期內，本集團成功進一步提升整體產能。本集團塑料管道系統生產的年度設計產能由2020年底的303萬噸擴至313萬噸，期內產能使用率達80.5%。

此外，中國聯塑積極參與國家「新基建」，深化佈局智能製造，提高產能，為實現高品質發展增添新引擎。本集團分別於甘肅、四川、廣西及廣東計劃擴建或興建生產基地。特別是本集團將投資在甘肅興建的智能化、高科技綠色環保建材生產基地，是本集團在全國戰略佈局中非常重要的一個環節，也是加速開發西北市場的一個關鍵節點。項目達產後，塑料管道的年銷量約10至15萬噸。至於廣東的數字化智能工廠的啟動，為智能製造及高品質發展注入強勁動能，並預示著中國聯塑不斷深耕塑料管道系統主業，發展現代農業，拓寬建材家居產業。隨著5G技術的逐步普及，工業互聯網、智能製造的再度升級，製造業發展將迎來新一輪的變革。未來，中國聯塑將持續進行自動化、智能化的探索和改造，推動產業數位升級，率領傳統製造產業向數字化、智能化發展，從各個方面提高企業的經營管理效率，降本提質增效。

## BUSINESS REVIEW AND OUTLOOK (Continued)

### Plastic Piping Systems (Continued)

The Group firmly believes that only innovation can lead to breakthroughs. To strengthen its innovation and research capabilities and cultivate its core development capability, the Group has established R&D centres that measure up to the international standard with an R&D team of over 1,000 professionals, thus providing a strong talent pool which drives China Lesso's technological innovation and building up its core competitiveness.

During the reporting period, the Group remained committed to broadening the scope of application of plastic pipes and pipe fittings, and actively extend it to the agricultural sector. The efforts not only enriched the Group's income sources, but also expanded its market share and boosted its sales growth. In the second half of 2021, the Group will continue to expand the plastic piping system business by fully capitalising on the government policies on fostering the industry's development. In addition, the Group kept on seeking prospective business partners and formed strategic partnerships with a number of private enterprises that enable all the parties to complement each other with their respective advantages and to share information through in-depth cooperation, and thus achieve synergies among them. This will enable them to raise the standard of quality of urban construction in different regions, and is conducive to enriching the scope of their collaboration. Such strategic partnerships will ultimately increase the Group's market share and enhance its competitive strength in regional markets, thus further consolidating its market leadership.

The Group will actively expand overseas markets with a focus on the Southeast Asian markets. It will tap into the huge domestic demand of such markets and capitalise on the infrastructure development there. In order to further enhance the competitiveness and influence of China Lesso in overseas markets, the Group is committed to scaling up its overseas production. The production bases in Indonesia and Cambodia are under planning. Overall, the management is fully confident about the future development of the plastic piping system business and believe that it will continue to perform well.

## 業務回顧與展望(續)

### 塑料管道系統(續)

本集團堅信創新驅動才有突破，為了增強自主創新研發能力，擁有企業核心發展力，本集團設有了具備國際水準的研發中心，並組成一支超過千人的專業科研隊伍，為中國聯塑創新技術，打造企業核心競爭力提供了強而有力的智力支撐。

於報告期內，本集團致力全方位擴展塑料管道及管件的應用層面，積極開拓農業板塊業務，一方面豐富收入來源，另一方面擴大市場佔有率，帶動業務銷售增長。2021年下半年，本集團將充分把握利好行業發展的國家政策所帶來的發展機遇，持續拓展塑料管道系統業務。此外，本集團繼續尋找具潛力的合作對象，先後與不同的民營企業組成戰略合作夥伴關係，透過深入合作有利於各方優勢互補、資訊共用，發揮協同效應，從而提升不同區域城市建設的素質，有利加快完善合作領域，提高本集團的市場份額與區域競爭力，進一步鞏固其市場領導地位。

本集團將積極開拓國外市場，重點拓展東南亞市場，以把握當地龐大的內需市場和基建發展。為進一步提升中國聯塑在海外市場的競爭力和影響力，本集團致力擴張海外生產規模，於印度尼西亞及柬埔寨的生產基地在規劃中。總體而言，管理層對塑料管道系統業務的未來發展抱有信心，並相信能繼續為本集團帶來理想的業務表現。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW AND OUTLOOK (Continued)

#### Building Materials and Interior Decoration Products

In the first half of 2021, China's real estate sector has fully recovered in the aftermath of the pandemic. Benefiting from the Chinese government's economic stimulus policies, the property market turned bullish, registering a high volume of transactions. This has generated stable demand for building materials and interior decoration products. During the reporting period, the Group's business of building materials and interior decoration products recorded revenue of RMB1,258 million, accounting for 8.5% of the Group's total revenue. To accelerate the development of this business segment, the Group actively explored possibilities for collaboration with various industries. In April, the Group established a strategic partnership with a biopharmaceutical company, pursuant to which, both parties will tap into their respective business advantages and explore the potential of interdisciplinary integration in which biopharmaceutical technology can be integrated into building materials and interior decoration. The two business partners will aim to optimise the use of their shared resources for their mutual benefit. In addition, a Chinese real estate developer, which has a well-established cooperative relationship with the Group for a long time, entered into a new strategic cooperation agreement with the Group in May to jointly extend the scope of their collaboration. Both parties will seek to drive the development of the building materials and interior decoration business segment and, at the same time, explore the new business model of "finance + industry".

In the second half of the year, the Group will continue to capitalise on the Chinese government's policy of accelerating the new type of urbanisation by providing more diverse products and one-stop integrated solution services, with a view to strengthening its relationships with its existing customers and business partners. The national policy of speeding up the initiatives in the "New Infrastructure, New Urbanisation Initiatives and Major Projects" bodes well for the prospect of the industry of building materials and interior decoration products. Therefore, the Group is confident about the future of its relevant business. It will actively give full play to the synergies between the pipeline business and its building materials and interior decoration business. Furthermore, the Group will increase investment in scientific research, emphasise the cultivation of technical talents, and establish a product research centre. It will use technology to innovate and upgrade eco-friendly products which will further advance the healthy development of the supply chain of the property sector and drive the steady growth in the business of building materials and interior decoration products.

### 業務回顧與展望(續)

#### 建材家居產品

2021年上半年，中國房地產已完全走出疫情陰霾，全面復甦。受惠中國政府刺激經濟的政策影響，樓市持續升溫，市場氣氛轉為看漲，並錄得大量成交，為建材家居產品行業帶來穩定的需求。於報告期內，本集團建材家居產品業務錄得收入人民幣12.58億元，佔本集團總收入的8.5%。為加快該業務板塊的發展，本集團積極尋求與各行各業間的跨領域合作。於4月，本集團夥拍一家生物製藥公司組成戰略合作關係，雙方將充分發揮自身業務領域優勢，探索生物醫藥技術與建材家居的跨領域融合發展潛力，優化共享資源，實現合作共贏。此外，於5月一間早已與本集團建立良好合作基礎之中國房地產開發企業，再跨進一步與本集團簽署戰略合作協議，希望共同拓展合作領域，既帶動建材家居板塊的業務發展，也探索「金融+產業」的商業發展新模式。

下半年，本集團將繼續利用中國政府加快新型城鎮化的政策，提供更多元化的產品及一站式的整體解決方案服務，致力加強與現有客戶及業務夥伴的關係。國家加速推進「兩新一重」政策，令建材家居產品行業前景光明，因此本集團對其相關業務的未來發展充滿信心，將積極發揮管道業務與建材家居業務的協同效應，並加大科研投入，注重技術人才培養，設立產品研發中心，以科技為引導，創新升級綠色產品，推動房地產供應鏈的健康發展，引領建材家居產品業務的穩定增長。

## BUSINESS REVIEW AND OUTLOOK (Continued)

### Others

#### Environmental Protection Business

The Group always cares about environmental protection and expedites the development of its environmental protection business in response to the Chinese government's environmental policies. During the reporting period, the Group's environmental protection business recorded revenue of RMB135 million. The Group is planning to further expand its environmental protection business by establishing hazardous solid waste treatment centres in Guangdong and Hunan. In the future, the Group will give full play to its technological advantages in the environmental protection industry and continue to integrate various resources as it aims for great achievements in various projects, including environmental protection investment, municipal sewage and industrial wastewater treatment, black odorous water treatment, comprehensive treatment for rural environmental improvement, solid waste treatment, testing, sponge city, urban underground integrated pipeline utility tunnels, soil restoration, urban water supply and drainage, and marine environmental protection. The Group aspires to rank among China's top, large environmental companies.

#### Supply Chain Service Platform Business

To capitalise on the Belt and Road Initiative of the PRC government in recent years, the Group has built a supply chain service platform, which is positioned as a "One-Stop Specialty Market for Home Furnishing and Consumer Products", to enter overseas markets, especially the Southeast Asian market. With the supply chain service platform serving as a transnational platform, the Group is well-positioned to showcase in overseas markets the products of Chinese manufacturers engaged in the manufacturing of home building materials and consumer goods, and to provide supporting services such as marketing, brand promotion and development planning consultation to these manufacturers. During the reporting period, the supply chain services platform business only recorded revenue of RMB445 million due to the ongoing global pandemic. In the future, the Group, taking into account the business development, plans to further expand the distribution network of the supply chain services platform business in Southeast Asia, and grasp the resulting business opportunities to promote the long-term development of such business segment.

## 業務回顧與展望(續)

### 其他

#### 環保業務

本集團一直關注環境保護，並積極響應國家的環保相關政策，努力推動環保業務的發展。於報告期內，本集團實現環保業務收入人民幣1.35億元。本集團計劃於廣東及湖南興建固危處理中心進一步擴大環保業務佈局。未來，本集團將充分發揮公司在環保行業的深厚技術優勢，不斷整合各方資源，力爭在環保投資、市政污水及工業廢水治理工程、黑臭水體治理、農村環境綜合整治、固廢處理、檢測、海綿城市、城市地下綜合管廊、土壤修復、城市給水排水工程及海洋環保等項目中大有作為，志在躋身於中國大型環保企業前列。

#### 供應鏈服務平台業務

近年來，本集團借助中國政府的「一帶一路」倡議，搭建定位為「一站式專業家居展廳及消費品商城」的供應鏈服務平台，進軍海外市場，主要目標為東南亞市場。此外，供應鏈服務平台亦作為本集團向海外市場展示中國家居建材及消費品生產商的產品的跨國平台，同時，並為該等生產商提供營銷、品牌推廣及發展規劃諮詢等配套服務。於報告期內，由於全球疫情持續，供應鏈服務平台業務錄得收入人民幣4.45億元。未來，本集團將按業務發展情況，計劃進一步開拓東南亞的供應鏈服務平台業務分銷網絡，把握商機，推動該業務的長遠發展。

# Management Discussion and Analysis

## 管理層討論及分析

### CAPITAL EXPENDITURE

During the reporting period, the Group's capital expenditure was approximately RMB2,440 million, which was primarily used for improvement of automated facilities in production bases, expansion of the existing production bases, acquisition of industrial lands, construction of certain investment properties and the facilities acquired in business combination.

### FINANCIAL POSITION

The Group continued to adopt prudent financial policies. Finance, fund utilisation and fund raising activities of the Group are subject to effective centralised management and supervision. The Group keeps reasonable gearing level and adequate liquidity.

At the end of the reporting period, the Group had total debts (i.e. borrowings, lease liabilities and debt component of convertible loans) of RMB18,977 million, of which 39.1% was denominated in US dollar, 20.3% was denominated in HK dollar, 35.1% was denominated in RMB, 4.6% was denominated in Australian dollar, 0.7% was denominated in Canadian dollar and 0.2% was denominated in other currencies. The Group's borrowings are subject to effective interest rates ranging from 1.08% to 7.60% per annum with maturity periods ranging from within one year to more than five years. The Group's Gearing Ratio stood at a healthy level of 47.3%.

At the end of the reporting period, the Group's total equity increased to RMB21,143 million. The Group's current assets and current liabilities were RMB24,061 million and RMB20,352 million, respectively. The Group's Current Ratio and Quick Ratio decreased to 1.18 and 0.85 from 1.22 and 0.91 as at 31 December 2020, respectively.

The Board believes the Group will be able to continue to generate positive cash flows from its operations. With cash and bank deposits, including restricted cash, of RMB8,286 million as well as unutilised banking facilities, the Board considers that the Group has sufficient working capital for its operation and future development.

The Group had no material exposure to foreign exchange fluctuation and no hedging had been arranged during the period.

### 資本開支

於報告期內，本集團資本開支為約人民幣24.4億元，主要用於改進生產基地的自動化設備、現有生產基地的擴建工程、購置工業用地、若干投資物業的建設及於業務合併中獲得的設施。

### 財務狀況

本集團持續採取審慎的財務政策，其財務、資金運用和集資活動實行有效的中央管理及監察模式。本集團維持合理的資產負債水平及充足的流動資金。

於報告期末，本集團的債務總額（即借款、租賃負債及可換股貸款債務部份）為人民幣189.77億元，其中39.1%以美元計值、20.3%以港元計值、35.1%以人民幣計值、4.6%以澳元計值、0.7%以加元計值，而餘下0.2%則以其他貨幣計值。本集團的借款之實際年利率介乎1.08%至7.60%，到期期間介乎一年內至多於五年不等。本集團的資產負債率仍處於47.3%的健康水平。

於報告期末，本集團的權益總額增至人民幣211.43億元。本集團的流動資產及流動負債分別為人民幣240.61億元及人民幣203.52億元。本集團的流動比率及速動比率從2020年12月31日的1.22及0.91分別下降至1.18及0.85。

董事會相信本集團可繼續從業務營運產生正向現金流。現金及銀行存款（包括受限制現金）為人民幣82.86億元，再加上尚未使用之銀行融資額度，董事會認為本集團擁有足夠的營運資金用於經營及未來發展。

期內，本集團並無任何重大外匯波動風險，亦無作出任何對沖安排。

## CHARGE ON ASSETS

At the end of the reporting period, the secured bank loans are secured by leasehold lands and buildings of subsidiaries, machineries and equipment of a subsidiary, investment property of a subsidiary, loan receivables of subsidiaries, concession rights of a subsidiary and personal guarantee provided by a shareholder of that subsidiary.

## CONTINGENT LIABILITIES

At the end of the reporting period, the Group did not have any significant contingent liabilities.

## HUMAN RESOURCES

At the end of the reporting period, the Group employed a total of approximately 19,200 employees including directors. Total staff costs were RMB1,199 million during the reporting period. The Group ensures that the remuneration packages for employees are determined based on their work performance, professional experience and the prevailing industry practice. Discretionary year-end bonus and shares award may be distributed to employees based on individual performance. Other benefits to employees include medical insurance, retirement scheme and training programmes.

## 資產抵押

於報告期末，有抵押銀行貸款乃以附屬公司的租賃業權土地及樓宇、一間附屬公司的機器及設備、一間附屬公司的投資物業、附屬公司的應收借款、一間附屬公司的特許經營權及其一名股東的個人擔保作抵押。

## 或然負債

於報告期末，本集團概無任何重大或然負債。

## 人力資源

於報告期末，本集團共聘用約19,200名僱員，包括董事在內。報告期內的員工成本總額為人民幣11.99億元。本集團確保僱員薪酬乃根據其工作表現、專業經驗及現行行業慣例釐定，並可按照個人表現年底酌情向僱員發放花紅及股份獎勵。其他僱員福利包括醫療保險、退休計劃及培訓課程。

# Management Discussion and Analysis

## 管理層討論及分析

### SIGNIFICANT INVESTMENTS

#### Investment in Associates

At the end of reporting period, the Group has 26.2% of equity interest in Xingfa Aluminium Holdings Limited (“Xingfa Aluminium”) (Stock Code of the Stock Exchange: 98). Xingfa Aluminium is one of the leading aluminium profile manufacturers in China. The Group considers Xingfa Aluminium not only serves as a valuable investment with sustainable returns, but also as a good strategic investment. With extensive experience in the business of construction materials and industrial materials, Xingfa Aluminium has established various kinds of sales channels and a diverse customer base. This may create long-term commercial synergies with the Group’s businesses to broaden its sales channels and expand its customer base, and enrich the Group’s already comprehensive portfolio of products and services. This can facilitate the Group’s business diversification and reinforce its market leadership. During the reporting period, Xingfa Aluminium recorded a revenue of RMB6,646 million, and profit attributable to the shareholders of Xingfa Aluminium was RMB389 million.

#### Investment Properties

At the end of the reporting period, the Group’s investment properties were RMB6,994 million. Increase in investment properties was mainly attributable to the capitalisation of construction costs on certain investment properties under development of RMB416 million, and set-off with the exchange loss on translation of RMB305 million and fair value loss of RMB86 million during the reporting period.

Among these investment properties, the properties in Toronto, Canada, Long Island, US and Auburn district of Sydney are existing properties; the construction of first-phase projects in Thailand, Myanmar and Indonesia have completed; and other properties are under rezoning or at the planning stage of development.

### 重大投資

#### 投資聯營公司

於報告期末，本集團持有興發鋁業控股有限公司（「興發鋁業」）（聯交所股份代號：98）26.2%的權益。興發鋁業為中國領先鋁型材製造商之一，本集團認為興發鋁業不單是一項可創造持續回報的有價值投資，亦是本集團進行戰略投資的良機。由於興發鋁業在建築及工業材料業務擁有豐富經驗，因此已建立了不同的銷售渠道及客戶群，可為本集團業務創造長期的商業協同效應，一方面擴闊本集團的銷售渠道及增加客戶群，另一方面帶來更全面的產品及服務組合，推動多元化業務發展及有助鞏固本集團之市場領導地位。於報告期內，興發鋁業錄得收入為人民幣66.46億元，實現歸屬於興發鋁業股東之溢利為人民幣3.89億元。

#### 投資物業

於報告期末，本集團的投資物業為人民幣69.94億元。投資物業增加主要歸因於報告期內人民幣4.16億元的若干發展中投資物業建設成本資本化、以及抵銷人民幣3.05億元的匯兌虧損及人民幣8,600萬元的公允價值虧損所致。

於該等投資物業中，加拿大多倫多物業、美國長島物業及澳洲悉尼奧本物業是現有物業；泰國、緬甸及印度尼西亞的第一期工程建設已竣工；及其他物業正進行重新改劃或尚處於規劃發展階段。



## SIGNIFICANT INVESTMENTS (Continued)

### Financial Investments

At the end of reporting period, the Group held long-term and short-term financial investments of approximately RMB2,367 million (31 December 2020: RMB2,681 million) and RMB54 million (31 December 2020: RMB25 million), respectively. The investment portfolio comprised of 64.1% in listed equity securities (issued by (i) PRC-based companies of: home improvement and furnishings shopping malls operating, battery technology and property management; and (ii) United Kingdom based company of automotive manufacturer), 1.6% in listed debt securities, 1.9% in unlisted debt securities, 0.7% in stock funds and 31.7% in unlisted equity securities. Each of these investments has a carrying amount accounting to less than 5% of the Group's total assets as at 30 June 2021.

During the reporting period, the Group recognised a realised disposal gain of approximately RMB272 million, unrealised mark-to-market valuation gain of approximately RMB15 million due to volatility of the global capital market and recognised approximately RMB6 million of exchange loss on translation. Income from the portfolio amounted to approximately RMB4 million in the reporting period, representing dividend and interest incomes.

The Group will study the market and information of the prospective investees cautiously before it makes its investment decisions. The Group will also monitor the performance of its investees closely and regularly after purchases and will adjust the investment strategy in a cautious manner to minimise the impact of market volatility on the Group as and when necessary.

Save as disclosed above, the Group did not have any significant investments at the end of the reporting period.

## 重大投資(續)

### 金融投資

於報告期末，本集團分別持有長期及短期金融投資約人民幣23.67億元(2020年12月31日：人民幣26.81億元)及人民幣5,400萬元(2020年12月31日：人民幣2,500萬元)。投資組合包括64.1%的上市股本證券(由位於(i)中國的家居裝飾及傢俱商場運營、電池科技及物業管理公司；及(ii)英國的汽車製造商公司發行)、1.6%的上市債務證券、1.9%的非上市債務證券、0.7%的股票型基金及31.7%的非上市股本證券。該等各項投資的賬面值均低於本集團於2021年6月30日總資產的5%。

於報告期內，本集團確認約人民幣2.72億元的已實現出售利益、因全球資本市場波動而產生約人民幣1,500萬元的按市值估值的未實現利益及確認約人民幣600萬元的匯兌虧損。報告期內投資組合的收益為約人民幣400萬元，為股息及利息收益。

於作出投資決策前，本集團會審慎研究市場及潛在被投資方的資料。本集團會於購入後密切及定期監管被投資方的表現，並會審慎地調整投資策略，以期在必要時盡量減低市場波動對本集團的影響。

除上文所披露者外，於報告期末，本集團並無任何重大投資。

# Corporate Governance and Other Information

## 企業管治及其他資料

### AUDIT COMMITTEE

The audit committee of the Company has reviewed the accounting policies adopted by the Group and the unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2021. Such condensed consolidated financial statements have not been audited but have been reviewed by the independent auditor of the Company, Ernst & Young, in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants.

### CORPORATE GOVERNANCE PRACTICES

China Lesso is always committed to maintaining high standards of corporate governance practices and business ethics of the Group. The Board believes in good corporate governance practices and business ethics which are essential for achieving sustainable development, establishing investors' confidence in the Company and safeguarding and enhancing the interests of the Shareholders.

In pursuit of good and high standards of corporate governance practices, the Board reviews the corporate governance practices of the Company from time to time so as to meet the expectations of the Shareholders for continual improvement, and fulfill its commitment of pursuing excellent corporate governance. In the opinion of the directors, the Company complied with all the applicable code provisions of the Code during the reporting period, except that an independent non-executive director was unable to attend the annual general meeting of the Company held on 15 June 2021 (as provided for under the Code A.6.7) due to other business engagements.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as the code governing securities transactions by directors of the Company. Having made specific enquiry to the directors, all of them confirmed that they have complied with the required standards as set out in the Model Code throughout the reporting period. The Model Code is also applicable to other specific senior management of the Company.

### 審核委員會

本公司審核委員會已審閱本集團所採納的會計政策及本集團截至2021年6月30日止六個月的未經審核簡明綜合財務報表。該等簡明綜合財務報表未經審核，但已由本公司獨立核數師安永會計師事務所根據香港會計師公會頒佈的香港審閱委聘準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。

### 企業管治常規

中國聯塑一直致力保持本集團高水平的企業管治常規及商業道德。董事會相信，良好的企業管治常規及商業道德，是達致可持續發展、建立投資者對本公司的信心以及保障和提升股東權益的關鍵。

為追求良好而高水平的企業管治常規，董事會不時檢討本公司的企業管治常規，以達到股東對更臻完善的期望，並且履行其對追求卓越企業管治的承諾。董事認為，除一名獨立非執行董事因其他業務的緣故無法出席本公司於2021年6月15日舉行的股東週年大會（按照守則第A.6.7條的規定）外，於報告期內本公司已遵守守則中的所有適用守則條文。

### 董事進行證券交易之標準守則

本公司已採納標準守則作為本公司董事進行證券交易之守則。經向董事特定查詢後，所有董事確認彼等於報告期內一直遵守標準守則所載之規定標準。標準守則亦適用於本公司其他特定之高級管理人員。

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2021, the interests and short positions of the directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of SFO) as recorded in the register to be kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

### (A) Interest in Shares of the Company

## 董事及行政總裁於股份、相關股份及債權證的權益及淡倉

於2021年6月30日，本公司董事及行政總裁於本公司或其任何相聯法團（證券及期貨條例第XV部內的定義）的股份、相關股份及債權證中擁有根據證券及期貨條例第352條須於本公司存置的登記冊中記錄，或根據標準守則須通知本公司及聯交所的權益及淡倉如下：

### (A) 於本公司股份的權益

Name	Number and capacity of shares <sup>(a)</sup>			Total	Percentage of the issued share capital of the Company 佔本公司已發行股本的百分比
	Beneficial owner	Interests of spouse	Other interests		
姓名	實益擁有人	配偶權益	其他權益	總數	
Wong Luen Hei 黃聯禧	–	2,308,000 (L) <sup>(c)</sup>	2,122,485,000 (L) <sup>(b) (d)</sup>	2,124,793,000 (L)	68.49%
Zuo Xiaoping 左笑萍	2,308,000 (L) <sup>(c)</sup>	–	2,122,485,000 (L) <sup>(b) (d)</sup>	2,124,793,000 (L)	68.49%
Zuo Manlun 左滿倫	4,642,000 (L)	–	–	4,642,000 (L)	0.15%
Luo Jianfeng 羅建峰	1,927,000 (L)	–	–	1,927,000 (L)	0.06%
Tao Zhigang 陶志剛	30,000 (L)	–	–	30,000 (L)	–

Note:

- (a) The letter "L" denotes the person's long position in such securities.
- (b) These shares of the Company are held by New Fortune, which was wholly-owned by Xi Xi Development and ultimately owned by UBS Trustees (B.V.I.) Limited, as trustee of a discretionary trust (the "Trust"), the settlor of which is Mr. Wong Luen Hei ("Mr. Wong"). The discretionary beneficiaries of the Trust included Mr. Wong and his family members. Both Mr. Wong and Ms. Zuo Xiaoping are taken to be interested in the said shares of the Company held by the Trust under the SFO.
- (c) Ms. Zuo Xiaoping is directly holding 2,308,000 shares of the Company. Mr. Wong is the spouse of Ms. Zuo Xiaoping, and therefore Mr. Wong is deemed to be interested in such shares of the Company in which Ms. Zuo Xiaoping is interested by virtue of the SFO.
- (d) These shares related to the same block of shares in the Company as set out in note (b) above.

附註：

- (a) 字母「L」指該人士於該等證券的好倉。
- (b) 該等本公司股份由新富星所持有。該公司由西溪發展全資擁有，並最終由UBS Trustees (B.V.I.) Limited作為一項全權信託（「該信託」，黃聯禧先生（「黃先生」）為其財產授予人）的信託人所擁有。該信託的全權信託受益人包括黃先生及其家族成員。根據證券及期貨條例，黃先生及左笑萍女士被視為於該信託所持有的上述本公司股份中擁有權益。
- (c) 左笑萍女士直接持有本公司的2,308,000股股份。黃先生為左笑萍女士的配偶，因此根據證券及期貨條例，黃先生被視為於左笑萍女士於其中擁有權益的該等本公司股份中擁有權益。
- (d) 該等股份實指上文附註(b)所述的同一本公司股份權益。

# Corporate Governance and Other Information

## 企業管治及其他資料

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

### 董事及行政總裁於股份、相關股份及債權證的權益及淡倉(續)

#### (B) Interest in Shares of Associated Corporations

#### (B) 於相聯法團股份的權益

Name	Associated corporation	Number and capacity of shares <sup>(a)</sup> 股份數目及性質 <sup>(a)</sup> Beneficial Owner	Percentage of the registered capital of the associated corporation 佔相聯法團註冊資本的百分比
姓名	相聯法團	實益擁有人	
Zuo Manlun 左滿倫	Jiangsu Yongbao Environmental Technology Co., Ltd.* 江蘇永葆環保科技有限公司	2,281,638 (L)	4.80%
	EDA Cloud Technology Holdings Limited 易達雲科技控股有限公司	6,846 (L) <sup>(b)</sup>	6.85%
Luo Jianfeng 羅建峰	Jiangsu Yongbao Environmental Technology Co., Ltd.* 江蘇永葆環保科技有限公司	1,568,626 (L)	3.30%
	EDA Cloud Technology Holdings Limited 易達雲科技控股有限公司	6,846 (L) <sup>(b)</sup>	6.85%

Note:

- (a) The letter "L" denotes the person's long position in such securities.
- (b) The director's interest represents the number of shares of the associated corporation to be purchased and acquired upon the director's exercise in full of the options granted by the shareholder of such associated corporation. Details of the Share Option Scheme are set out in note 27(A) to condensed consolidated financial statements.

附註：

- (a) 字母「L」指該人士於該等證券的好倉。
- (b) 該董事的權益指彼悉數行使從該相聯法團的股東獲授的期權後所購買和收購的該相聯法團股份數目。購股權計劃的詳情載於簡明綜合財務報表附註27(A)。

Save as disclosed above, as at 30 June 2021, none of the directors or chief executive of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於2021年6月30日，本公司董事或行政總裁概無於本公司或其任何相聯法團的任何股份、相關股份及債權證中擁有任何根據證券及期貨條例第352條須於登記冊中記錄，或根據標準守則須通知本公司及聯交所的權益或淡倉。

## INTERESTS AND SHORT POSITIONS OF OTHER SHAREHOLDERS PURSUANT TO SFO

As at 30 June 2021, the following persons (other than a director or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

## 根據證券及期貨條例其他股東的權益及淡倉

於2021年6月30日，於本公司股份或相關股份中擁有根據證券及期貨條例第336條須予存置的登記冊中記錄的權益或淡倉的人士（本公司董事及行政總裁除外）如下：

Name of Shareholders	Capacity	Number of issued ordinary shares held <sup>(a)</sup>	Percentage of the issued share capital of the Company
股東名稱	身份	持有的已發行普通股數目 <sup>(a)</sup>	佔本公司已發行股本的百分比
UBS Trustees (B.V.I.) Limited	Trustee	2,122,485,000 (L) <sup>(b)</sup>	68.41%
UBS Trustees (B.V.I.) Limited	信託人		
Xi Xi Development	Interests of controlled corporation	2,122,485,000 (L) <sup>(b)</sup>	68.41%
西溪發展	受控法團權益		
New Fortune	Beneficial owner	2,122,485,000 (L) <sup>(b)</sup>	68.41%
新福星	實益擁有人		

Note:

- (a) The letter "L" denotes the person's long position in such securities.
- (b) These shares relate to the same block of shares in the Company as those set out in note (b) in the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" above.

附註：

- (a) 字母「L」指該人士於該等證券的好倉。
- (b) 該等股份實指上文「董事及行政總裁於股份、相關股份及債權證的權益及淡倉」一節附註(b)所述的同一本公司股份權益。

Save as disclosed above, as at 30 June 2021, the directors of the Company were not aware of any person or corporation (other than the directors and chief executive of the Company) who had any interests or short positions in any shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

除上文所披露者外，於2021年6月30日，本公司董事概不知悉任何人士或法團（本公司董事及行政總裁除外）於本公司任何股份或相關股份中擁有根據證券及期貨條例第336條須予存置的登記冊記錄的任何權益或淡倉。

# Corporate Governance and Other Information

## 企業管治及其他資料

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

### SHARE AWARD SCHEME

On 28 August 2018, the Company adopted a share award scheme (the "Scheme") to recognise the contributions by certain eligible persons to the Group and to offer suitable incentives to attract and retain targeted talent and personnel for the continual operation and future development of the Group. On 29 November 2018, a trust deed (the "Trust Deed") was entered into between the Company as settlor and Computershare Hong Kong Trustees Limited as trustee (the "Trustee") in relation to the establishment of a trust (the "Trust"). Pursuant to the rules of the Scheme, Shares will be purchased by the Trustee from the open market out of cash contributed by the Company, and shall not exceed HK\$750 million and be held on trust for the selected participants until such Shares are vested with the relevant selected participants in accordance with the rules of the Scheme. The Scheme is a discretionary scheme of the Company and shall be subject to the administration of the Board and the Trustee in accordance with the rules of the Scheme and the Trust Deed. The Scheme does not constitute a share option scheme within the meaning of Chapter 17 of the Listing Rules. The Scheme will remain in force for a period of 10 years since the date of adoption of the Scheme. Early termination of the Scheme may be elected by the Board, provided that such termination shall not affect any subsisting rights of any selected participants. For details, please refer to the announcement made by the Company on 28 August 2018. Since the date of adoption of the Scheme and up to the date of this report, no shares have been awarded under the Scheme. As at 30 June 2021, there were 22,991,000 shares held in the Trust under the Scheme.

### 購買、出售或贖回上市證券

本公司或其任何附屬公司於報告期內概無購買、出售或贖回任何本公司的上市證券。

### 股份獎勵計劃

於2018年8月28日，本公司採納股份獎勵計劃（「該計劃」），以肯定若干合資格人士對本集團所作出的貢獻及給予適當激勵，藉此吸引及挽留目標人才及人員促進本集團的持續經營及未來發展。於2018年11月29日，本公司（作為財產授予人）與香港中央證券信託有限公司（作為信託人，「信託人」）就設立信託（「信託」）訂立信託契據（「信託契據」）。根據該計劃的規則，信託人將以本公司出資的現金自公開市場購入不超過7.50億港元的股份，並以信託形式代選定參與人持有，直至有關股份根據該計劃的規則歸屬於相關選定參與人為止。該計劃屬本公司的酌情計劃，並由董事會及信託人根據該計劃的規則及信託契據進行管理。該計劃並不構成上市規則第17章所界定的購股權計劃。該計劃將自採納該計劃當日起10年期間維持有效。董事會可選擇提早終止該計劃，惟有關終止不得影響任何選定參與人的任何存續權利。有關詳情請參閱本公司於2018年8月28日作出的公告。自採納該計劃當日起及截至本報告日期止，並無根據該計劃授出股份。於2021年6月30日，根據該計劃以信託形式持有22,991,000股股份。

## COMPLIANCE AND ENFORCEMENT OF THE NON-COMPETE UNDERTAKINGS FROM CONTROLLING SHAREHOLDER

None of the directors or substantial shareholder of the Company or any of their respective associates has engaged in any business that competes or may compete with the business of the Group. New Fortune (the “Controlling Shareholder”, being a company holding approximately 68.41% of the issued share capital of the Company, and is ultimately held by the trust the founder of which is Mr. Wong Luen Hei, and the beneficiaries of which include Mr. Wong Luen Hei and his family) has entered into a deed of non-competition in favour of the Group with Mr. Wong Luen Hei dated 14 May 2010 (the “Deed of Non-Competition”).

The directors are of the view that the Group’s measures adopted by the Company in respect of the enforceability of the Deed of Non-Competition are adequate to safeguard the effectiveness of the non-competition undertakings. The independent non-executive directors have reviewed the compliance of the Deed of Non-Competition. Based on the confirmation from the Controlling Shareholder, the independent non-executive directors are of the view that the Deed of Non-Competition has been complied with and has been effectively enforced.

## DISCLOSURE PURSUANT TO RULES 13.18 AND 13.21 OF THE LISTING RULES

(A) On 6 May 2019, the Company as guarantor and its wholly-owned subsidiary as borrower entered into a facility agreement (the “Convertible Loan Facilities Agreement”) in relation to convertible loan facilities in the aggregate amount of US\$100 million at an interest rate of 3% per annum with the lender. The final maturity date in respect of each facility is the date which is 36 months after the date of the utilisation of that facility.

Pursuant to the Convertible Loan Facilities Agreement, it is required that as at the date of the Convertible Loan Facilities Agreement, the date of each utilisation request and the first day of each interest period with respect to the relevant facility, (i) the Wong Family must beneficially own (whether directly or indirectly) in aggregate at least 51% of the issued share capital of the Company and such share capital cannot be subject to any security or quasi-security, and (ii) the Company must beneficially own, directly or indirectly, at least 51% of the total number of issued shares of the borrower. Otherwise, a failure to do so will be deemed an event of default under the Convertible Loan Facilities Agreement.

## 遵守及執行控股股東的不競爭承諾

概無本公司董事或主要股東或任何彼等各自的聯繫人從事任何與本集團業務競爭或可能競爭的業務。新福星(「控股股東」，為持有本公司已發行股本約68.41%的公司，其由信託最終持有，而該信託的創辦人為黃聯禧先生，受益人包括黃聯禧先生及其家族)及黃聯禧先生已於2010年5月14日訂立以本集團為受益人的不競爭契據(「不競爭契據」)。

董事認為本公司所採納本集團有關執行不競爭契據的措施已足夠保障不競爭承諾的效力。獨立非執行董事已審閱不競爭契據的遵守情況。根據控股股東的確認函，獨立非執行董事認為不競爭契據已獲遵守及有效執行。

## 根據上市規則第13.18條及第13.21條作出的披露

(A) 於2019年5月6日，本公司(作為擔保人)及其全資附屬公司(作為借款人)訂立一項1億美元，年利率為3%的可換股貸款融資協議(「可換股貸款融資協議」)。就各項融資的最後到期日而言，為該融資提取日期後36個月的日期。

根據可換股貸款融資協議規定，於可換股貸款融資協議日期，就相關融資的各提款要求日期及各利息期首日，(i)黃氏家族須(直接或間接)實益持有本公司已發行股本合共最少51%，且有關股本不得受任何抵押或準抵押限制，及(ii)本公司須(直接或間接)實益擁有借款人已發行股份總數之最少51%。否則，將被視為可換股貸款融資協議項下的違約事件。

# Corporate Governance and Other Information

## 企業管治及其他資料

### DISCLOSURE PURSUANT TO RULES 13.18 AND 13.21 OF THE LISTING RULES (Continued)

- (B) On 30 July 2019, the Company as guarantor and its wholly-owned subsidiary as borrower entered into a facility agreement (the “Facility Agreement I”) in relation to dual currency syndicated term loan and revolving credit facilities in the equivalent amount of US\$900 million at an interest rate of LIBOR/HIBOR plus 1.60% per annum with syndicate lenders. The final maturity date under the Facility Agreement I is the date falling 48 months after the first utilisation date.

On 23 October 2019, a syndication and amendment agreement (the “Syndication and Amendment Agreement”) in relation to the Facility Agreement I was entered into by, among others, the guarantor and the borrower. Subject to the terms and conditions of the Syndication and Amendment Agreement, the number of syndicate lenders will be increased and the total commitment under the facilities will be increased to the equivalent amount of US\$1,100 million. Save for the aforesaid amendment and supplement, all other major terms of the Facility Agreement I remain in full force and effect.

Pursuant to the Facility Agreement I (as amended by the Syndication and Amendment Agreement), the Wong Family shall collectively maintain, directly or indirectly, at least 51% of beneficial shareholding interest in the issued share capital of the Company, carrying at least 51% of the voting rights, free from any security. Otherwise, a failure to do so will be deemed an event of default under the Facility Agreement I.

- (C) On 15 July 2021, the Company as guarantor and its wholly-owned subsidiary as borrower entered into a facility agreement (the “Facility Agreement II”) in relation to dual currency syndicated term loan and revolving credit facilities in the equivalent amount of US\$550 million (which may be subsequently increased to up to US\$700 million equivalent) at an interest rate of LIBOR/HIBOR plus 1.40% per annum with syndicate lenders. The maturity date under the Facility Agreement II is the date falling 48 months after the earlier of (i) the first utilisation date and (ii) the end of the availability period of one of the term facilities, provided that it may be extended for a further period of 12 months subject to the terms and conditions of the Facility Agreement II.

Pursuant to the Facility Agreement II, the Wong Family shall collectively maintain, directly or indirectly, at least 51% of beneficial shareholding interest in the issued share capital of the Company, carrying at least 51% of the voting rights, free from any security. Otherwise, a failure to do so will be deemed an event of default under the Facility Agreement II.

### 根據上市規則第13.18條及第13.21條作出的披露(續)

- (B) 於2019年7月30日，本公司(作為擔保人)及其全資附屬公司(作為借款人)與銀團貸款人訂立一項相當於9億美元，年利率為倫敦銀行同業拆息／香港銀行同業拆息加1.60%的雙幣銀團定期貸款及循環信貸融資之融資協議(「融資協議I」)。融資協議I項下的最後到期日為首次動用當日48個月後的日期。

於2019年10月23日，有關融資協議I的銀團及修訂協議(「銀團及修訂協議」)由(其中包括)擔保人與借款人訂立。根據銀團及修訂協議的條款及條件，銀團貸款人數目將增加，而該融資之總承擔將增至相當於11.00億美元。除上述修訂及補充外，融資協議I之所有其他主要條款均維持十足效力及有效。

根據融資協議I(經銀團及修訂協議修訂)，黃氏家族須共同直接或間接擁有(且並無抵押)本公司已發行股本最少51%實益股權(佔最少51%的表決權)。否則，將被視為融資協議I項下的違約事件。

- (C) 於2021年7月15日，本公司(作為擔保人)及其全資附屬公司(作為借款人)與銀團貸款人訂立一項相當於5.5億美元(其後可增至最多相當於7億美元)，年利率為倫敦銀行同業拆息／香港銀行同業拆息加1.40%的雙幣銀團定期貸款及循環信貸融資之融資協議(「融資協議II」)。融資協議II項下的到期日為(i)首次動用當日及(ii)其中一項定期融資的可用期結束當日(以較早者為準)起計滿48個月當日，惟可根據融資協議II的條款及條件進一步延長12個月。

根據融資協議II，黃氏家族須共同直接或間接擁有(且並無抵押)本公司已發行股本最少51%實益股權(佔最少51%的表決權)。否則，將被視為融資協議II項下的違約事件。



## UPDATES ON DIRECTORS' INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, the following directors have had changes in their biographical details as of the date of this report:

Dr. Tao Zhigang, aged 56, was appointed as an independent non-executive director of the Company on 1 September 2015. Dr. Tao is HSBC Professor of Global Economy and Business Strategy in the Faculty of Business and Economics and the director of the Institute for China and Global Development, the University of Hong Kong. Prior to joining the University of Hong Kong in 1998, he taught at Hong Kong University of Science and Technology from 1992 to 1998. Dr. Tao received his B.Sc. in management science from Fudan University in 1986, and PhD in economics from Princeton University in 1992. Dr. Tao had been an independent non-executive director of Huadian Fuxin Energy Corporation Limited (stock code: 816), which was listed on the Stock Exchange, from June 2014 to October 2020. Dr. Tao has joined Cheung Kong Graduate School of Business as Professor of Economics and Management since 16 August 2021.

Mr. Cheng Dickson, aged 52, was appointed as an independent non-executive director of the Company on 11 July 2018. Mr. Cheng is currently (i) an independent director of Magnum Opus Acquisition Limited (Ticker: OPA.U), which is listed on the New York Stock Exchange; (ii) the director of Thornton Strategic Capital Management Limited; and (iii) the managing director and head of the investment banking department of Shanggu Securities Limited. He acts as its responsible officer and holds licences for types 1, 4 and 6 of regulated activities under the SFO.

Prior thereto, Mr. Cheng worked in J.P. Morgan between August 1994 and February 1996. In December 1995, he was promoted to TCRM professional in its global markets department. Between March 1996 and June 2000, Mr. Cheng worked in the securities lending department of The Bank of New York, Hong Kong Branch. From July 2000 to August 2002, Mr. Cheng worked as an assistant vice president in the equity capital markets division of BOCI Asia Limited. In August 2002, Mr. Cheng joined ICEA Capital Limited and worked in its investment banking division until October 2005 when he was a senior vice president. Mr. Cheng was an executive director at the respective capital markets department in the investment banking division of Mitsubishi UFJ Securities (HK) Capital, Limited and Mizuho Securities Asia Limited from November 2005 to October 2016. Mr. Cheng has more than 23 years of experience in investment banking industry. Mr. Cheng obtained a bachelor's degree in arts majoring in economics from University of Toronto in June 1994 and a master of applied finance degree majoring in corporate finance from Macquarie University of Australia in November 2000.

## 董事信息更新

根據上市規則第13.51B(1)條，截至本報告日期止，以下董事對其個人履歷進行了更新：

陶志剛博士，56歲，於2015年9月1日獲委任為本公司獨立非執行董事。陶博士為香港大學經濟及工商管理學院匯豐基金教授（環球經濟與企業策略），以及中國與全球發展研究所所長。於1998年加入香港大學前，彼於1992年至1998年任教於香港科技大學。陶博士於1986年取得復旦大學管理科學理學士學位，以及於1992年取得普林斯頓大學經濟學博士學位。於2014年6月至2020年10月，陶博士曾於在聯交所上市的華電福新能源股份有限公司（股份代號：816）任獨立非執行董事。陶博士於2021年8月16日起加入長江商學院擔任經濟學及管理學教授。

鄭迪舜先生，52歲，於2018年7月11日獲委任為本公司獨立非執行董事。鄭先生目前為(i) Magnum Opus Acquisition Limited（於紐約證券交易所上市，股票代碼：OPA.U）的獨立董事；(ii) 豐盛策略資本管理有限公司董事；及(iii) 上古證券有限公司董事總經理兼投資銀行部主管。彼擔任其負責人並持有證券及期貨條例項下第1、第4及第6類受規管活動的牌照。

在此之前，鄭先生自1994年8月至1996年2月任職於摩根大通。於1995年12月，彼獲晉升為環球市場部TCRM專家。於1996年3月至2000年6月間，鄭先生於紐約銀行香港分行證券借貸部任職。自2000年7月至2002年8月，鄭先生為中銀國際亞洲有限公司股權資本市場分部助理副總裁。於2002年8月，鄭先生加入工商東亞融資有限公司，並在投資銀行部效力，直至2005年10月止，當時為高級副總裁。自2005年11月至2016年10月，鄭先生曾先後於三菱日聯證券（香港）資本有限公司及瑞穗證券亞洲有限公司的投資銀行部轄下資本市場部擔任執行董事。鄭先生在投資銀行業擁有逾23年經驗。鄭先生於1994年6月取得多倫多大學文學士學位，主修經濟，並於2000年11月取得澳洲麥克里大學的應用財務碩士學位，主修企業融資。

# Corporate Governance and Other Information

## 企業管治及其他資料

### UPDATES ON DIRECTORS' INFORMATION (Continued)

Ms. Lu Jiandong, aged 52, was appointed as an independent non-executive director of the Company on 1 September 2020. Ms. Lu is currently the vice president and chief financial officer of Beijing Xinghan Bona Pharmaceutical Technology Co., Ltd. ("Xinghan Bona"), an internet pharmaceutical distributor and channel management enterprise in PRC. Prior to Xinghan Bona, Ms. Lu served multiple positions (including independent director, executive director, chief operation officer and chief financial officer) in Rise Education Cayman Ltd (Ticker: REDU), which is listed on NASDAQ, from October 2017 to December 2020. Ms. Lu also served as an executive director in a subsidiary of the Company from January 2018 to July 2018. With over 15 years of experience in investment banking, Ms. Lu has extensive management and capital markets experiences with deep knowledge about corporate finance, accounting and operations. Ms. Lu served as a managing director in the Global Real Asset Asia Fund of J.P. Morgan Asset Management Real Assets (Asia) Limited from May 2016 to March 2017, and as a managing director and chief operating officer in J.P. Morgan First Capital Securities Co. Ltd. from April 2012 to March 2015. Ms. Lu joined J.P. Morgan Securities (Asia Pacific) Limited in August 2001 and became a managing director in May 2011. Ms. Lu served as a senior representative at John Hancock Mutual Life Insurance Company Beijing Representative Office from July 1994 to June 1999, and she also served as a public officer and chief translator in The Chinese People's Friendship Association with Foreign Countries from August 1991 to July 1994. Ms. Lu obtained a master degree in business administration from The Wharton School of the University of Pennsylvania in May 2001 and a Bachelor's degree in economics from Beijing International Studies University in July 1991.

In addition, the remuneration for each of the executive Directors and the independent non-executive Directors were adjusted to the equivalent amount of HK\$2.60 million and HK\$0.36 million, respectively, per annum effective 1 January 2021. The adjustment in remuneration was the result of a remuneration review carried out by the Company.

Save for those disclosed above, there is no other information in respect of the directors of the Company required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

### 董事信息更新(續)

呂建東女士，52歲，於2020年9月1日獲委任為本公司獨立非執行董事。呂女士目前在北京星漢博納醫藥科技有限公司(「星漢博納」)擔任副總裁兼首席財務官。星漢博納是一家中國互聯網醫藥分銷及渠道管理企業。在加入星漢博納之前，呂女士曾於2017年10月至2020年12月在納斯達克上市的Rise Education Cayman Ltd(股票代碼：REDU)擔任多個職務，包括獨立董事、執行董事、首席運營官及首席財務官。呂女士亦曾於2018年1月至2018年7月在本公司一間附屬公司擔任執行董事。呂女士擁有逾15年的投資銀行業經驗，具備豐富的管理及資本市場經驗，對企業融資、會計及運營擁有深入的了解。呂女士於2016年5月至2017年3月擔任摩根實物資產管理(亞洲)有限公司環球實物資產亞洲基金的董事總經理，並於2012年4月至2015年3月擔任第一創業摩根大通證券有限責任公司董事總經理兼首席營運官。呂女士於2001年8月加入摩根大通證券(亞太)有限公司並於2011年5月成為董事總經理。呂女士於1994年7月至1999年6月於美國恒康相互人壽保險公司北京代表處擔任高級代表，並於1991年8月至1994年7月於中國人民對外友好協會擔任公職人員及首席翻譯。呂女士於2001年5月獲得賓夕法尼亞大學沃頓商學院工商管理碩士學位，並於1991年7月取得北京第二外國語學院經濟學士學位。

此外，各執行董事及獨立非執行董事自2021年1月1日起年度薪酬分別調整為等值的260萬港元及36萬港元。薪酬調整乃因本公司執行薪酬檢討程序所致。

除上文所披露者外，概無其他有關根據上市規則第13.51B(1)條須予披露的本公司董事的資料。

## INTERIM DIVIDEND

The Board has declared an interim dividend for the six months ended 30 June 2021 of HK12 cents per share (the "Interim Dividend") to the Shareholders and is expected to be distributed to those entitled on Thursday, 18 November 2021. A final dividend of HK38 cents per share was paid on Monday, 19 July 2021 in respect of the year ended 31 December 2020 to shareholders during the reporting period.

## CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 29 September 2021 to Monday, 4 October 2021, both dates inclusive, during this period, no transfer of shares of the Company will be registered. In order to be eligible to receive the Interim Dividend, unregistered holders of shares of the Company should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 28 September 2021.

## 中期股息

董事會向股東宣派截至2021年6月30日止六個月之中期股息每股12港仙(「中期股息」)並預期將於2021年11月18日(星期四)向有權獲取股息者分派。於報告期內，本公司已於2021年7月19日(星期一)就截至2020年12月31日止年度向股東派付末期股息每股38港仙。

## 暫停辦理股份過戶登記手續

本公司股東名冊將於2021年9月29日(星期三)至2021年10月4日(星期一)(包括首尾兩天)暫停登記，此期間不會辦理本公司股份過戶登記手續。為取得收取中期股息的資格，本公司股份的未登記持有人須確保不遲於2021年9月28日(星期二)下午4時30分向本公司股份過戶登記分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室)遞交所有股份過戶表格連同相關股票以辦理登記手續。

# Report on Review of Condensed Consolidated Financial Statements

## 簡明綜合財務報表的審閱報告



To the board of directors of China Lesso Group Holdings Limited

*(Incorporated in the Cayman Islands with limited liability)*

### INTRODUCTION

We have reviewed the interim financial information set out on pages 30 to 81, which comprise the condensed consolidated statement of financial position of China Lesso Group Holdings Limited (the "Company") and its subsidiaries (together, the "Group") as at 30 June 2021 and the related condensed consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the six-month period then ended and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review. Our report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致中國聯塑集團控股有限公司董事會

*(於開曼群島註冊成立的有限責任公司)*

### 引言

我們已審閱載於第30至81頁的中期財務資料，當中包括中國聯塑集團控股有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）於2021年6月30日的簡明綜合財務狀況表以及截至該日止六個月的相關簡明綜合損益及其他全面收益表、簡明綜合權益變動表及簡明綜合現金流量表以及說明附註。香港聯合交易所有限公司證券上市規則規定，就中期財務資料編製的報告必須符合其相關條文及香港會計師公會（「香港會計師公會」）頒佈之香港會計準則第34號「中期財務報告」（「香港會計準則第34號」）。

貴公司董事須負責根據香港會計準則第34號編製及呈報此中期財務資料。我們的責任是根據我們的審閱對此中期財務資料作出結論。根據雙方協定的委聘條款，僅向全體董事會報告，除此之外本報告不作其他用途，我們概不就本報告書的內容對任何其他人士負責或承擔責任。

## SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the HKICPA. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

## CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

### Ernst & Young

Certified Public Accountants  
27/F One Taikoo Place  
979 King's Road  
Quarry Bay, Hong Kong  
27 August 2021

## 審閱範圍

我們已根據香港會計師公會所頒佈的香港審閱委聘準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。審閱中期財務資料包括主要向負責財務及會計事務的人員作出查詢，並應用分析和其他審閱程序。審閱的範圍遠較根據香港審核準則進行審核的範圍為小，故不能令我們可保證我們將知悉在審核中可能被發現的所有重大事項。因此，我們不會發表審核意見。

## 結論

按照我們的審閱，我們並無發現任何事項，令我們相信中期財務資料在各重大方面未有根據香港會計準則第34號編製。

### 安永會計師事務所

執業會計師  
香港鰂魚涌  
英皇道979號  
太古坊一座27樓  
2021年8月27日

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

## 簡明綜合損益及其他全面收益表

Six months ended 30 June 2021 截至2021年6月30日止六個月

		Six months ended 30 June 截至6月30日止六個月	
		2021 RMB'000 人民幣千元 (Unaudited) (未經審核)	2020 RMB'000 人民幣千元 (Unaudited) (未經審核)
	Note 附註		
<b>REVENUE</b>	收入	4	14,723,265
Cost of sales	銷售成本		11,491,884
Gross profit	毛利		(8,112,185)
			<b>4,373,801</b>
Other revenue, income and gains	其他收入、收益及利益	4	197,122
Selling and distribution expenses	銷售及分銷開支		(497,124)
Administrative expenses	行政開支		(607,223)
Impairment losses on financial and contract assets	金融及合約資產的減值虧損		(13,637)
Other expenses	其他開支		(543,145)
Finance costs	融資成本	5	(246,195)
Share of results of associates	分佔聯營公司業績		49,153
Share of result of a joint venture	分佔一間合營企業業績		956
<b>PROFIT BEFORE TAX</b>	除稅前溢利	6	2,260,090
Income tax expense	所得稅開支	7	(333,249)
<b>PROFIT FOR THE PERIOD</b>	期內溢利		<b>1,779,209</b>
<b>OTHER COMPREHENSIVE INCOME/ (EXPENSE)</b>	其他全面收益/ (開支)		
Items that may be reclassified subsequently to profit or loss:	其後可能重新歸類至損益的項目：		
Changes in fair value of debt instruments at fair value through other comprehensive income	按公允價值計入其他全面收益的債務工具的公允價值變動		26,434
Share of other comprehensive income of an associate, net of tax	分佔一間聯營公司的其他全面收益(稅後淨額)		12,800
Exchange differences on translation of foreign operations	折算外幣報表產生的匯兌差額		26,062
			<b>(241,747)</b>
Items that will not be reclassified to profit or loss:	其後不會重新歸類至損益的項目：		
Changes in fair value of equity instruments at fair value through other comprehensive income	按公允價值計入其他全面收益的股本工具的公允價值變動		(73,792)
<b>OTHER COMPREHENSIVE EXPENSE FOR THE PERIOD</b>	期內其他全面開支		<b>(178,206)</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>	期內全面收益總額		<b>1,601,003</b>
			1,377,861

		<b>Six months ended 30 June</b> 截至6月30日止六個月	
		<b>2021</b> <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	2020 RMB'000 人民幣千元 (Unaudited) (未經審核)
		Note 附註	
Profit for the period attributable to:	以下應佔期內溢利：		
Owners of the Company	本公司擁有人		1,388,017
Non-controlling interests	非控制權益		(1,660)
			<b>1,779,209</b>
Total comprehensive income for the period attributable to:	以下應佔期內全面收益總額：		
Owners of the Company	本公司擁有人		1,335,201
Non-controlling interests	非控制權益		42,660
			<b>1,601,003</b>
<b>EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>	本公司擁有人應佔每股盈利		
Basic and diluted	基本及攤薄	9	RMB0.45 人民幣0.45元
			<b>RMB0.59</b> 人民幣 <b>0.59</b> 元

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

As at 30 June 2021 於 2021 年 6 月 30 日

			<b>30 June</b> <b>6月30日</b> <b>2021</b> <b>RMB'000</b> <b>人民幣千元</b> <b>(Unaudited)</b> <b>(未經審核)</b>	31 December 12月31日 2020 RMB'000 人民幣千元 (Audited) (經審核)
	Note 附註			
<b>NON-CURRENT ASSETS</b>		<b>非流動資產</b>		
Property, plant and equipment	10	物業、廠房及設備	<b>11,049,125</b>	9,900,108
Right-of-use assets	11	使用權資產	<b>2,131,187</b>	2,036,052
Investment properties	12	投資物業	<b>6,994,014</b>	6,973,570
Deposits paid for the purchase of land, property, plant and equipment		購買土地、物業、廠房及設備所支付的按金	<b>1,571,803</b>	1,599,016
Goodwill		商譽	<b>452,192</b>	381,408
Other intangible assets		其他無形資產	<b>434,942</b>	380,929
Interests in associates	13	於聯營公司的權益	<b>2,599,119</b>	2,395,177
Interest in a joint venture		於一間合營企業的權益	<b>12,305</b>	11,523
Other financial assets	14	其他金融資產	<b>2,366,937</b>	2,681,006
Loan receivables	15	應收借款	<b>112,921</b>	139,584
Other non-current assets		其他非流動資產	<b>185,503</b>	122,299
Contract assets	17	合約資產	<b>76,323</b>	78,411
Deferred tax assets		遞延稅項資產	<b>168,464</b>	159,888
Total non-current assets		非流動資產總額	<b>28,154,835</b>	26,858,971
<b>CURRENT ASSETS</b>		<b>流動資產</b>		
Inventories	16	存貨	<b>6,816,003</b>	5,126,847
Contract assets	17	合約資產	<b>472,931</b>	469,541
Other financial assets	14	其他金融資產	<b>53,590</b>	24,915
Loan receivables	15	應收借款	<b>1,347,177</b>	875,066
Trade and bills receivables	18	貿易應收款項及票據	<b>4,405,937</b>	3,850,194
Prepayments, deposits and other receivables	19	預付款、按金及其他應收款項	<b>2,679,856</b>	1,874,592
Cash and bank deposits	20	現金及銀行存款	<b>8,285,964</b>	7,447,436
Total current assets		流動資產總額	<b>24,061,458</b>	19,668,591
<b>CURRENT LIABILITIES</b>		<b>流動負債</b>		
Contract liabilities	17	合約負債	<b>2,864,108</b>	1,528,934
Trade and bills payables	21	貿易應付款項及票據	<b>5,272,523</b>	5,678,208
Other payables and accruals	22	其他應付款項及應計費用	<b>2,252,072</b>	1,100,218
Tax payable		應付稅項	<b>267,530</b>	322,283
Borrowings	23	借款	<b>9,259,523</b>	7,364,331
Convertible loans	24	可換股貸款	<b>376,571</b>	-
Lease liabilities		租賃負債	<b>47,800</b>	53,448
Other financial liabilities	25	其他金融負債	<b>11,410</b>	10,960
Total current liabilities		流動負債總額	<b>20,351,537</b>	16,058,382
<b>NET CURRENT ASSETS</b>		<b>流動資產淨額</b>	<b>3,709,921</b>	3,610,209
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>資產總額減流動負債</b>	<b>31,864,756</b>	30,469,180



			<b>30 June</b> <b>6月30日</b> <b>2021</b> <b>RMB'000</b> <b>人民幣千元</b> <b>(Unaudited)</b> <b>(未經審核)</b>	31 December 12月31日 2020 RMB'000 人民幣千元 (Audited) (經審核)
		Note 附註		
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Borrowings	借款	23	<b>8,919,087</b>	8,082,154
Convertible loans	可換股貸款	24	<b>250,483</b>	627,362
Lease liabilities	租賃負債		<b>123,162</b>	108,868
Other long-term payables	其他長期應付款項		<b>17,891</b>	16,953
Other financial liabilities	其他金融負債	25	<b>67,177</b>	70,266
Deferred tax liabilities	遞延稅項負債		<b>1,109,204</b>	991,518
Deferred income	遞延收益		<b>234,866</b>	217,937
Total non-current liabilities	非流動負債總額		<b>10,721,870</b>	10,115,058
<b>Net assets</b>	<b>資產淨額</b>		<b>21,142,886</b>	20,354,122
<b>EQUITY</b>	<b>權益</b>			
Share capital	股本	26	<b>135,344</b>	135,344
Reserves	儲備		<b>20,400,698</b>	19,705,783
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>20,536,042</b>	19,841,127
Non-controlling interests	非控制權益		<b>606,844</b>	512,995
<b>Total equity</b>	<b>權益總額</b>		<b>21,142,886</b>	20,354,122

**Wong Luen Hei**

黃聯禧  
Director  
董事

**Luo Jianfeng**

羅建峰  
Director  
董事

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

Six months ended 30 June 2021 截至2021年6月30日止六個月

		Attributable to owners of the Company														
		本公司擁有人應佔														
		Share capital	Share premium	Shares held for share award scheme	Share option reserve	Statutory reserve <sup>(a)</sup>	Capital reserve <sup>(a)</sup>	Merger reserve	Hedging reserve	Fair value reserve	Exchange fluctuation reserve	Convertible loans equity reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	股份溢價	所持股份	購股權儲備	法定儲備 <sup>(a)</sup>	資本儲備 <sup>(a)</sup>	合併儲備	對沖儲備	公允價值儲備	匯率波動儲備	可換股貸款權益儲備	保留溢利	總計	非控制權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2021	於2021年1月1日	135,344	1,905,618	(85,440)	-	2,513,811	(65,726)	5,515	(1,269)	(187,478)	168,920	27,605	15,424,227	19,841,127	512,995	20,354,122
Profit for the period	期內溢利	-	-	-	-	-	-	-	-	-	-	-	1,814,284	1,814,284	(35,075)	1,779,209
Other comprehensive expense for the period	期內其他全面開支	-	-	-	-	-	-	-	5,288	59,810	(213,153)	-	-	(148,055)	(30,151)	(178,206)
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	-	-	-	5,288	59,810	(213,153)	-	1,814,284	1,666,229	(65,226)	1,601,003
Capital contributions from non-controlling interests	非控制權益出資	-	-	-	-	-	-	-	-	-	-	-	-	-	22,191	22,191
Non-controlling interests arising from business combination (note 28)	業務合併產生的非控制權益(附註28)	-	-	-	-	-	-	-	-	-	-	-	-	-	143,488	143,488
Transfer of fair value reserve upon the disposal of equity instruments at FVOCI	出售按公允價值計入其他全面收益的股本工具後轉讓公允價值儲備	-	-	-	-	-	-	-	-	(32,233)	-	32,233	-	-	-	-
2020 final dividend declared (note 8)	2020年已宣派末期股息(附註8)	-	-	-	-	-	-	-	-	-	-	-	(973,685)	(973,685)	-	(973,685)
Dividends recognised as distributions to non-controlling interests	確認向非控制權益分派的股息	-	-	-	-	-	-	-	-	-	-	-	-	-	(2,129)	(2,129)
Equity-settled share option arrangements (note 27(A))	以股本付款之購股權安排(附註27(A))	-	-	-	2,687	-	-	-	-	-	-	-	-	2,687	-	2,687
Return of investment	投資回報	-	-	-	-	-	-	-	-	-	-	-	-	-	(4,475)	(4,475)
Share of capital reserve of an associate	分佔一間聯營公司的資本儲備	-	-	-	-	-	(316)	-	-	-	-	-	-	(316)	-	(316)
Appropriation to statutory reserve	轉撥至法定儲備	-	-	-	-	3,303	-	-	-	-	-	-	(3,303)	-	-	-
At 30 June 2021 (Unaudited)	於2021年6月30日(未經審核)	135,344	1,905,618 <sup>#</sup>	(85,440) <sup>#</sup>	2,687 <sup>#</sup>	2,517,114 <sup>#</sup>	(66,042) <sup>#</sup>	5,515 <sup>#</sup>	4,019 <sup>#</sup>	(159,901) <sup>#</sup>	(44,233) <sup>#</sup>	27,605 <sup>#</sup>	16,293,756 <sup>#</sup>	20,536,042	606,844	21,142,886

# These reserve accounts comprise the reserves of RMB20,400,698,000 in the condensed consolidated statement of financial position as at 30 June 2021.

# 該等儲備賬構成於2021年6月30日簡明綜合財務狀況表中儲備人民幣20,400,698,000元。

Attributable to owners of the Company

本公司擁有人應佔

		Share capital	Share premium	Shares held for share award scheme		Statutory reserve <sup>#</sup>	Capital reserve <sup>#</sup>	Merger reserve	Hedging reserve	Fair value reserve	Exchange fluctuation reserve	Convertible loans equity reserve	Retained profits	Total	Non-controlling interests	Total equity
				股份獎勵計劃	所持股份											
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2020	於2020年1月1日	135,344	1,905,618	(85,440)	2,269,514	(87,268)	5,515	-	(384,292)	(205,971)	27,605	12,995,620	16,576,245	518,151	17,094,396	
Profit for the period	期內溢利	-	-	-	-	-	-	-	-	-	-	1,388,017	1,388,017	(1,660)	1,386,357	
Other comprehensive expense for the period	期內其他全面開支	-	-	-	-	-	-	13,867	(47,358)	(19,325)	-	-	(52,816)	44,320	(8,496)	
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	-	-	13,867	(47,358)	(19,325)	-	1,388,017	1,335,201	42,660	1,377,861	
Acquisition of non-controlling interests	收購非控制權益	-	-	-	-	(11,170)	-	-	-	-	-	-	(11,170)	(48,518)	(59,688)	
Capital contributions from non-controlling interests	非控制權益出資	-	-	-	-	-	-	-	-	-	-	-	-	40,018	40,018	
Transfer of fair value reserve upon the disposal of equity instruments at FVTOCI	出售按公允價值計入其他全面收益的股本工具後轉讓公允價值儲備	-	-	-	-	-	-	-	(12,815)	-	-	12,815	-	-	-	
Dividends recognised as distributions to owners (note 8)	確認為向擁有人分派的股息(附註8)	-	-	-	-	-	-	-	-	-	-	(780,672)	(780,672)	-	(780,672)	
Appropriation to statutory reserve	轉撥至法定儲備	-	-	-	8,009	-	-	-	-	-	-	(8,009)	-	-	-	
At 30 June 2020 (Unaudited)	於2020年6月30日(未經審核)	135,344	1,905,618 <sup>#</sup>	(85,440) <sup>#</sup>	2,277,523 <sup>#</sup>	(98,438) <sup>#</sup>	5,515 <sup>#</sup>	13,867 <sup>#</sup>	(444,465) <sup>#</sup>	(225,296) <sup>#</sup>	27,605 <sup>#</sup>	13,607,771 <sup>#</sup>	17,119,604	552,311	17,671,915	

# These reserve accounts comprise the reserves of RMB16,984,260,000 in the condensed consolidated statement of financial position as at 30 June 2020.

# 該等儲備賬構成於2020年6月30日簡明綜合財務狀況表中儲備人民幣16,984,260,000元。

Note:

附註：

- (a) In accordance with the Company Law of PRC, each of the Company's subsidiaries registered in PRC is required to appropriate 10% of the annual statutory profit after tax (after offsetting any prior years' losses) determined in accordance with generally accepted accounting principles in PRC to the statutory reserve until the balance of the reserve fund reaches 50% of its registered capital. The statutory reserve can be utilised to offset prior years' losses or to increase capital, provided that the remaining balance of the statutory reserve is not less than 25% of the registered capital.
- (b) Capital reserve mainly represented the difference between the consideration and the book value of the share of the net assets acquired in respect of the acquisition of non-controlling interests.

- (a) 根據中國公司法，本公司於中國註冊的各間附屬公司須劃撥根據中國公認會計原則釐定的年度法定除稅後溢利(經扣除任何過往年度虧損後)的10%至法定儲備，直至儲備金結餘達到其註冊資本的50%為止。法定儲備可用於抵銷過往年度虧損或增資，惟法定儲備的餘下結餘不得少於註冊資本的25%。
- (b) 資本儲備主要指有關收購非控制權益的代價與應佔所收購淨資產賬面值之間的差額。

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

Six months ended 30 June 2021 截至2021年6月30日止六個月

		Six months ended 30 June 截至6月30日止六個月	
		2021 RMB'000 人民幣千元 (Unaudited) (未經審核)	2020 RMB'000 人民幣千元 (Unaudited) (未經審核)
	Note 附註		
<b>OPERATING ACTIVITIES</b>			
Profit before tax:		<b>2,260,090</b>	1,719,606
Adjustments for:			
Interest income	4	<b>(54,673)</b>	(62,679)
Government grants released		<b>(2,756)</b>	(5,749)
Gain on fair value changes of other financial liabilities	4	<b>(2,814)</b>	(54,151)
Investment income	4	<b>(2,566)</b>	(206)
Gain on disposal of a subsidiary	4	-	(454)
Gain on termination of right-of-use assets	4	<b>(396)</b>	-
Gain from a bargain purchase	4	<b>(463)</b>	-
Interest expenses	5	<b>256,045</b>	246,195
Depreciation and amortisation	6	<b>616,616</b>	480,387
Write-down of inventories to net realisable value, net	6	-	15
Loss/(gain) on disposal of items of other intangible assets and property, plant and equipment	6	<b>7,106</b>	(7,571)
Impairment of property, plant and equipment	6	<b>21,720</b>	33,350
Loss on fair value changes of investment properties	6	<b>85,768</b>	-
Loss on deemed disposal of associates	6	<b>56,670</b>	-
Loss on disposal of an associate	6	-	295
(Gain)/loss on fair value changes of financial instruments at FVTPL, net	6	<b>(205,307)</b>	39,437
Impairment of contract assets, net	6	<b>2,337</b>	-
Impairment of trade and bills receivables, net	6	<b>84,372</b>	7,512
Impairment of prepayments, net	6	<b>1,448</b>	5,774
Impairment of other receivables, net	6	<b>1,366</b>	6,125
Equity-settled share option expense	6	<b>2,687</b>	-
Share of results of associates		<b>(122,180)</b>	(49,153)
Share of result of a joint venture		<b>(782)</b>	(956)
		<b>3,004,288</b>	2,357,777
Increase in other non-current assets		<b>(63,204)</b>	(9,417)
Increase in inventories		<b>(1,653,167)</b>	(292,799)
Decrease/(increase) in contract assets		<b>9,469</b>	(101,774)
Increase in loan receivables		<b>(492,508)</b>	(62,850)
(Increase)/decrease in trade and bills receivables		<b>(377,215)</b>	64,311
(Increase)/decrease in prepayments, deposits and other receivables		<b>(733,662)</b>	236,247
Increase/(decrease) in contract liabilities		<b>1,335,174</b>	(56,582)
Decrease in trade and bills payables		<b>(464,192)</b>	(1,167,413)
Decrease in other payables and accruals		<b>(10,309)</b>	(70,744)
Increase in other long-term payables		-	214
Increase in deferred income		<b>9,173</b>	9,570
Cash generated from operations		<b>563,847</b>	906,540
Bank interest received		<b>52,927</b>	58,020
Corporate income tax paid		<b>(435,509)</b>	(330,564)
Net cash flows from operating activities		<b>181,265</b>	633,996

**Six months ended 30 June**  
截至6月30日止六個月

	Note 附註	2021 RMB'000 人民幣千元 (Unaudited) (未經審核)	2020 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>INVESTING ACTIVITIES</b>			
Purchases of items of property, plant and equipment		(1,715,357)	(480,858)
Proceeds from disposal of items of other intangible assets and property, plant and equipment		14,899	29,506
Additions to right-of-use assets		(95,947)	(118,612)
Additions to investment properties		(168,026)	(427,733)
Deposit for right-of-use assets		17,506	1,010
Additions to other intangible assets		(2,128)	(5,540)
Additions to associates		(284,384)	(525,000)
Acquisitions of subsidiaries		(268,681)	–
Purchases of other financial assets		(177,050)	(298,135)
Proceeds from disposal of other financial assets		727,089	27,284
Investment income received		2,566	206
Proceeds from disposal of an associate		–	3,320
Dividend received from an associate		36,425	34,760
Interest received from other financial assets		1,564	3,374
Decrease in restricted cash		77,126	388,879
Net cash flows used in investing activities		(1,834,398)	(1,367,539)
<b>FINANCING ACTIVITIES</b>			
New bank borrowings raised		6,824,264	5,556,050
Repayment of bank and other loans		(4,010,986)	(3,823,116)
Capital contributions from non-controlling interests		22,191	40,018
Return of investment		(4,475)	–
Acquisition of non-controlling interests		–	(35,820)
Repayment of lease liabilities		(39,062)	(50,689)
Interest paid		(206,193)	(241,371)
Dividends paid to the owners of the Company		–	(780,672)
Dividends paid to non-controlling interests		(2,129)	–
Net cash flows from financing activities		2,583,610	664,400
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>		<b>930,477</b>	<b>(69,143)</b>
Cash and cash equivalents at beginning of the period		6,442,254	6,362,444
Effect of foreign exchange rate changes, net		(14,823)	5,951
<b>CASH AND CASH EQUIVALENTS AT END OF THE PERIOD</b>		<b>7,357,908</b>	<b>6,299,252</b>
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>			
Time deposits with original maturity of three months or less when acquired	20	542,708	450,390
Cash and bank balances	20	6,815,200	5,848,862
		<b>7,357,908</b>	<b>6,299,252</b>

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 1. CORPORATE AND GROUP INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands. The addresses of its registered office and principal place of business are disclosed in the section headed "Corporate Information" of this interim report.

The Group is principally engaged in the manufacture and sale of building materials and interior decoration products; the provision of renovation and installation works, environmental engineering and other related services, financial services and property rental and other related services.

These condensed consolidated financial statements were approved and authorised for issue by the Board on 27 August 2021.

#### 2.1 BASIS OF PREPARATION

These condensed consolidated financial statements of the Group for the six months ended 30 June 2021 have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Listing Rules and Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. They have been prepared under the historical cost convention, except for investment properties, other financial assets and other financial liabilities which have been measured at fair value. These condensed consolidated financial statements are presented in Renminbi and all values are rounded to the nearest thousand except when otherwise indicated.

### 1. 公司及集團資料

本公司為一間於開曼群島註冊成立的有限公司。其註冊辦事處及主要營業地點載於本中期報告「公司資料」部分。

本集團主要從事製造及銷售建材家居產品、提供裝修及安裝工程、環境工程及其他相關服務、金融服務和物業租賃及其他相關服務。

本簡明綜合財務報表於2021年8月27日獲董事會批准及授權刊發。

#### 2.1 編製基準

本集團截至2021年6月30日止六個月的簡明綜合財務報表乃根據上市規則附錄16的適用披露規定及香港會計師公會所頒佈的香港會計準則第34號「中期財務報告」編製。本財務報表按歷史成本法編製，惟按公允價值計量的投資物業、其他金融資產及其他金融負債除外。本簡明綜合財務報表乃以人民幣呈列，除另有指明外，所有價值均調整至最接近的千元數。

## 2.1 BASIS OF PREPARATION (Continued)

The accounting policies and basis of preparation used in the preparation of these condensed consolidated financial statements are the same as those used in the Group's annual consolidated financial statements for the year ended 31 December 2020, except for the adoption of new and revised Hong Kong Financial Reporting Standards ("HKFRSs") (which also include Hong Kong Accounting Standards ("HKASs") and Interpretations) as disclosed in note 2.2 below.

These condensed consolidated financial statements do not include all information and disclosures required in the Group's annual consolidated financial statements, and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31 December 2020.

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised standards for the first time for the current period's condensed consolidated financial statements.

Amendment to HKFRS 16	Covid-19-Related Rent Concessions
Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform — Phase 2

The application of these revised standards in the current period has had no material impact on the Group's financial performance and positions for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

## 2.1 編製基準(續)

本簡明綜合財務報表乃按與本集團截至2020年12月31日止年度的年度綜合財務報表所採用相同的會計政策及編製基準編製，惟如下文附註2.2所披露，已採用新訂及經修訂香港財務報告準則(「香港財務報告準則」，亦包括香港會計準則(「香港會計準則」)及詮釋)除外。

本簡明綜合財務報表並不包括規定於本集團年度綜合財務報表載列的一切資料及披露事項，應與本集團截至2020年12月31日止年度的年度綜合財務報表一併閱讀。

## 2.2 會計政策及披露事項變動

本集團於本期間的簡明綜合財務報表內首次應用下列經修訂準則。

香港財務報告準則第16號修訂本	2019冠狀病毒病相關租金優惠
香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號修訂本	利率基準改革 — 第2階段

於本期間應用該等經修訂準則對本集團本期及過往期間的財務表現及狀況及／或載列於本簡明綜合財務報表之披露並無任何重大影響。

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 3. OPERATING SEGMENT INFORMATION

The Group is principally engaged in the manufacture and sale of building materials and interior decoration products; the provision of renovation and installation works, environmental engineering and other related services, financial services and property rental and other related services. For management purposes, the Group's businesses are organised by geographical areas based on the location of the customers and assets are attributable to the geographical unit based on the location of the assets. The Group has eight reportable operating segments as follows:

- (i) Southern China, including Guangdong Province, Guangxi Zhuang Autonomous Region, Hunan Province, Fujian Province and Hainan Province;
- (ii) Southwestern China, including Chongqing Municipality, Sichuan Province, Guizhou Province, Yunnan Province and Xizang (Tibet) Autonomous Region;
- (iii) Central China, including Hubei Province, Jiangxi Province and Henan Province;
- (iv) Eastern China, including Shanghai Municipality, Jiangsu Province, Zhejiang Province and Anhui Province;
- (v) Northern China, including Beijing Municipality, Tianjin Municipality, Hebei Province, Shandong Province, Inner Mongolia Autonomous Region and Shanxi Province;
- (vi) Northwestern China, including Shaanxi Province, Ningxia Hui Autonomous Region, Qinghai Province, Gansu Province and Xinjiang Uygur Autonomous Region;
- (vii) Northeastern China, including Liaoning Province, Jilin Province and Heilongjiang Province; and
- (viii) Outside China.

### 3. 經營分部資料

本集團主要從事製造及銷售建材家居產品、提供裝修及安裝工程、環境工程及其他相關服務、金融服務和物業租賃及其他相關服務。就管理目的而言，本集團的業務根據客戶的所在地組成地理分區，且資產按其所在地分配予地域單位。本集團擁有以下八個需匯報經營分部：

- (i) 華南，包括廣東省、廣西壯族自治區、湖南省、福建省及海南省；
- (ii) 西南地區，包括重慶市、四川省、貴州省、雲南省及西藏自治區；
- (iii) 華中，包括湖北省、江西省及河南省；
- (iv) 華東，包括上海市、江蘇省、浙江省及安徽省；
- (v) 華北，包括北京市、天津市、河北省、山東省、內蒙古自治區及山西省；
- (vi) 西北地區，包括陝西省、寧夏回族自治區、青海省、甘肅省及新疆維吾爾自治區；
- (vii) 東北地區，包括遼寧省、吉林省及黑龍江省；及
- (viii) 中國境外。



### 3. OPERATING SEGMENT INFORMATION (Continued)

Management monitors the results of its operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that interest income, changes in fair value of investment properties, changes in fair value of financial instruments at FVTPL, changes in fair value of other financial liabilities, investment income, gain on disposal of a subsidiary, loss on deemed disposal of associates, loss on disposal of an associate, gain from a bargain purchase, exchange differences, non-lease-related finance costs, share of results of associates and a joint venture and other unallocated income and expenses are excluded from such measurement.

Segment assets exclude interests in associates, interest in a joint venture, other financial assets, deferred tax assets, cash and bank deposits and other unallocated head office and corporate assets as these assets are managed on a group basis.

Intersegment revenue is eliminated on consolidation. Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

The Group's revenue from external customers is derived from its operations in mainland China, special administrative regions of PRC and foreign countries.

During the six months ended 30 June 2021 and 2020, no revenue from transactions with a single external customer amounted to 10% or more of the Group's total revenue.

### 3. 經營分部資料(續)

為制定資源分配決策及表現評估，管理層分別監控其經營分部的業績。分部表現乃按需匯報分部的溢利進行評估，需匯報分部的溢利即經調整除稅前溢利。經調整除稅前溢利乃按本集團除稅前溢利一貫計量，惟利息收益、投資物業公允價值變動、按公允價值計入損益的金融工具的公允價值變動、其他金融負債公允價值變動、投資收益、出售一間附屬公司所得利益、視作出售聯營公司虧損、出售一間聯營公司虧損、議價收購所得利益、匯兌差異、非租賃相關的融資成本、分佔聯營公司及一間合營企業業績及其他未分配收益及開支並不包括在該等計量內。

鑑於於聯營公司的權益、於一間合營企業的權益、其他金融資產、遞延稅項資產、現金及銀行存款以及其他未分配總辦事處及公司資產乃按集團基準管理，故分部資產並不包括以上資產。

分部間收入於綜合賬目時抵銷。分部間銷售及轉讓以在當時市價基礎上向第三方作出的銷售價格為參照進行交易。

本集團來自外部客戶的收入乃源於其在中國內地、中國特別行政區及外國的業務。

截至2021年及2020年6月30日止六個月，概無來自與單一外部客戶交易的收入佔本集團總收入的10%或以上。

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 3. OPERATING SEGMENT INFORMATION (Continued)

### 3. 經營分部資料(續)

	Southern China 華南 RMB'000 人民幣千元	Southwestern China 西南地區 RMB'000 人民幣千元	Central China 華中 RMB'000 人民幣千元	Eastern China 華東 RMB'000 人民幣千元	Northern China 華北 RMB'000 人民幣千元	Northwestern China 西北地區 RMB'000 人民幣千元	Northeastern China 東北地區 RMB'000 人民幣千元	Outside China 中國境外 RMB'000 人民幣千元	Eliminations 抵銷 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
<b>Six months ended 30 June 2021</b>	<b>截至2021年6月30日止六個月</b>									
<b>Segment revenue:</b>	<b>分部收入：</b>									
Sale of goods	7,396,648	1,374,689	1,518,740	859,141	1,164,905	709,913	390,236	402,417	-	13,816,689
Contract revenue from renovation and installation works	460,263	29,536	52,887	83,962	27,430	4,788	3,717	5,493	-	668,076
Income from environmental engineering and other related services	71,679	2,761	6,249	53,398	451	3	-	-	-	134,541
Financial service income	29,498	3,774	949	13,330	1,949	15	36	-	-	49,551
Property rental and other related services	5,941	-	-	-	-	-	-	48,467	-	54,408
Revenue from external customers	7,964,029	1,410,760	1,578,825	1,009,831	1,194,735	714,719	393,989	456,377	-	14,723,265
Intersegment revenue	2,450,465	259,618	341,687	290,444	315,153	125,599	102,494	399,603	(4,285,063)	-
<b>Total</b>	<b>10,414,494</b>	<b>1,670,378</b>	<b>1,920,512</b>	<b>1,300,275</b>	<b>1,509,888</b>	<b>840,318</b>	<b>496,483</b>	<b>855,980</b>	<b>(4,285,063)</b>	<b>14,723,265</b>
<b>Segment results:</b>	<b>分部業績：</b>									
Reconciliations:	<b>對賬：</b>									
Interest income										54,673
Gain on fair value changes of financial instruments at FVTPL										205,307
Gain on fair value changes of other financial liabilities										2,814
Investment income										2,566
Gain from a bargain purchase										463
Loss on fair value changes of investment properties										(85,768)
Loss on deemed disposal of associates										(56,670)
Exchange loss										(24,834)
Finance costs (other than interests on lease liabilities)										(252,347)
Share of results of associates										122,180
Share of result of a joint venture										782
Unallocated income and expenses										(2,082,877)
Profit before tax										2,260,090
<b>Other segment information:</b>	<b>其他分部資料：</b>									
Depreciation and amortisation	422,019	39,790	32,446	28,393	24,447	22,441	12,024	35,056	-	616,616
Impairment of property, plant and equipment	15,847	-	-	469	-	-	4,393	1,011	-	21,720
Impairment of contract assets, net	2,337	-	-	-	-	-	-	-	-	2,337
Impairment of trade and bills receivables, net	70,540	5	291	(1,934)	(528)	(99)	(274)	16,371	-	84,372
Impairment of prepayments, net	71	25	1,090	15	236	11	-	-	-	1,448
Impairment of other receivables, net	1,366	-	-	-	-	-	-	-	-	1,366
Capital expenditure <sup>#</sup>	1,468,724	62,873	216,260	79,666	81,818	95,335	7,013	468,905	(42,351)	2,438,243
<b>As at 30 June 2021</b>	<b>於2021年6月30日</b>									
<b>Segment assets</b>	<b>22,298,690</b>	<b>1,738,974</b>	<b>2,027,832</b>	<b>2,083,593</b>	<b>1,117,730</b>	<b>896,440</b>	<b>579,905</b>	<b>7,986,750</b>	<b>-</b>	<b>38,729,914</b>

# Capital expenditure consists of additions to property, plant and equipment, right-of-use assets, investment properties and other intangible assets, among which the additions resulted from business combination amount to RMB289,088,000.

# 資本開支包括添置物業、廠房及設備、使用權資產、投資物業及其他無形資產，其中包括因業務合併而產生的添置人民幣289,088,000元。

### 3. OPERATING SEGMENT INFORMATION (Continued)

### 3. 經營分部資料(續)

	Southern China 華南 RMB'000 人民幣千元	Southwestern China 西南地區 RMB'000 人民幣千元	Central China 華中 RMB'000 人民幣千元	Eastern China 華東 RMB'000 人民幣千元	Northern China 華北 RMB'000 人民幣千元	Northwestern China 西北地區 RMB'000 人民幣千元	Northeastern China 東北地區 RMB'000 人民幣千元	Outside China 中國境外 RMB'000 人民幣千元	Eliminations 抵銷 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
<b>Six months ended 30 June 2020</b>	<b>截至2020年6月30日止六個月</b>									
<b>Segment revenue:</b>	<b>分部收入:</b>									
Sale of goods	6,025,198	1,236,181	1,142,216	612,565	771,371	589,403	245,975	307,079	-	10,929,988
Contract revenue from renovation and installation works	217,282	15,152	32,307	69,244	12,645	113	5,942	3,505	-	356,190
Income from environmental engineering and other related services	74,220	11,506	4,497	56,454	1,726	816	-	-	-	149,219
Financial service income	10,271	368	2,990	730	165	-	-	-	-	14,524
Property rental and other related services	5,005	-	-	12	-	-	-	36,946	-	41,963
Revenue from external customers	6,331,976	1,263,207	1,182,010	739,005	785,907	590,332	251,917	347,530	-	11,491,884
Intersegment revenue	1,746,226	195,030	206,751	157,843	213,785	103,275	71,694	296,892	(2,991,496)	-
Total	8,078,202	1,458,237	1,388,761	896,848	999,692	693,607	323,611	644,422	(2,991,496)	11,491,884
<b>Segment results:</b>	<b>分部業績:</b>									
Reconciliations:	<b>對賬:</b>									
Interest income										62,679
Loss on fair value changes of financial instruments at FVTPL										(39,437)
Gain on fair value changes of other financial liabilities										54,151
Investment income										206
Gain on disposal of a subsidiary										454
Loss on disposal of an associate										(295)
Exchange loss										(93,646)
Finance costs (other than interests on lease liabilities)										(241,652)
Share of results of associates										49,153
Share of result of a joint venture										956
Unallocated income and expenses										(1,452,662)
Profit before tax										1,719,606
<b>Other segment information:</b>	<b>其他分部資料:</b>									
Write-down of inventories to net realisable value, net	-	-	-	-	-	-	-	15	-	15
Depreciation and amortisation	306,678	34,455	28,177	22,782	20,766	22,419	10,191	34,919	-	480,387
Impairment of property, plant and equipment	27,854	-	-	-	-	-	-	5,496	-	33,350
Impairment of trade and bills receivables, net	6,854	-	397	(6)	-	-	-	267	-	7,512
Impairment of prepayments, net	5,774	-	-	-	-	-	-	-	-	5,774
Impairment of other receivables, net	6,125	-	-	-	-	-	-	-	-	6,125
Capital expenditure <sup>#</sup>	113,035	27,950	97,960	42,591	35,810	10,901	2,042	282,789	(20,446)	592,632
<b>As at 30 June 2020</b>	<b>於2020年6月30日</b>									
<b>Segment assets</b>	<b>分部資產</b>									
	16,007,578	1,463,306	1,360,513	1,836,844	865,113	700,528	499,362	7,731,859	-	30,465,103

# Capital expenditure consists of additions to property, plant and equipment, right-of-use assets, investment properties and other intangible assets. There is no addition resulted from business combination during the period.

# 資本開支包括添置物業、廠房及設備、使用權資產、投資物業及其他無形資產。期內不存在因業務合併而產生的添置。

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 4. REVENUE, OTHER REVENUE, INCOME AND GAINS

#### Revenue

Set out below is the disaggregation of the Group's revenue from contracts with customers and the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information:

By revenue nature:

	Six months ended 30 June 2021 截至2021年6月30日止六個月			Six months ended 30 June 2020 截至2020年6月30日止六個月		
	Goods transferred at a point in time 於某一時點轉讓的貨品 RMB'000 人民幣千元	Services transferred over time 隨時間推移轉讓的服務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Goods transferred at a point in time 於某一時點轉讓的貨品 RMB'000 人民幣千元	Services transferred over time 隨時間推移轉讓的服務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Revenue from contracts with customers:</b>	<b>來自客戶合約的收入：</b>					
Sale of goods	13,816,689	-	13,816,689	10,929,988	-	10,929,988
Contract revenue from renovation and installation works	-	668,076	668,076	-	356,190	356,190
Income from environmental engineering and other related services	-	134,541	134,541	-	149,219	149,219
Sub-total	13,816,689	802,617	14,619,306	10,929,988	505,409	11,435,397
Financial service income			49,551			14,524
Property rental and other related services			54,408			41,963
Total			14,723,265			11,491,884

### 4. 收入、其他收入、收益及利益

#### 收入

以下載列本集團來自客戶合約的收入分拆及來自客戶合約的收入與分部資料所披露金額的對賬：

按收入性質劃分：

#### 4. REVENUE, OTHER REVENUE, INCOME AND GAINS (Continued)

##### Revenue (Continued)

By geographical locations:

		Six months ended 30 June 2021 截至2021年6月30日止六個月			Six months ended 30 June 2020 截至2020年6月30日止六個月		
		Goods transferred at a point in time 於某一時點轉讓的貨品 RMB'000 人民幣千元	Services transferred over time 隨時間推移轉讓的服務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Goods transferred at a point in time 於某一時點轉讓的貨品 RMB'000 人民幣千元	Services transferred over time 隨時間推移轉讓的服務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Revenue from contracts with customers:</b>	<b>來自客戶合約的收入：</b>						
Mainland China	中國內地	13,414,272	797,124	14,211,396	10,622,909	501,904	11,124,813
Outside China	中國境外	402,417	5,493	407,910	307,079	3,505	310,584
Sub-total	小計	13,816,689	802,617	14,619,306	10,929,988	505,409	11,435,397
Financial service income	金融服務收益			49,551			14,524
Property rental and other related services	物業租賃及其他相關服務			54,408			41,963
Total	總計			14,723,265			11,491,884

#### 4. 收入、其他收入、收益及利益(續)

##### 收入(續)

按地理位置劃分：

		Six months ended 30 June 2021 截至2021年6月30日止六個月			Six months ended 30 June 2020 截至2020年6月30日止六個月		
		Goods transferred at a point in time 於某一時點轉讓的貨品 RMB'000 人民幣千元	Services transferred over time 隨時間推移轉讓的服務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Goods transferred at a point in time 於某一時點轉讓的貨品 RMB'000 人民幣千元	Services transferred over time 隨時間推移轉讓的服務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Revenue from contracts with customers:</b>	<b>來自客戶合約的收入：</b>						
Mainland China	中國內地	13,414,272	797,124	14,211,396	10,622,909	501,904	11,124,813
Outside China	中國境外	402,417	5,493	407,910	307,079	3,505	310,584
Sub-total	小計	13,816,689	802,617	14,619,306	10,929,988	505,409	11,435,397
Financial service income	金融服務收益			49,551			14,524
Property rental and other related services	物業租賃及其他相關服務			54,408			41,963
Total	總計			14,723,265			11,491,884

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 4. REVENUE, OTHER REVENUE, INCOME AND GAINS (Continued)

### 4. 收入、其他收入、收益及利益(續)

#### Other Revenue, Income and Gains

#### 其他收入、收益及利益

		Six months ended 30 June 截至6月30日止六個月	
		2021 RMB'000 人民幣千元	2020 RMB'000 人民幣千元
Bank interest income	銀行利息收益	52,927	58,020
Interest income from other financial assets	其他金融資產的利息收益	1,746	4,659
Total interest income	利息收益總額	54,673	62,679
Government grants and subsidies	政府補助及補貼	35,469	19,848
Gain on fair value changes of financial instruments at FVTPL	按公允價值計入損益的金融工具的公允價值變動利益	205,307	–
Gain on fair value changes of other financial liabilities	其他金融負債公允價值變動利益	2,814	54,151
Investment income	投資收益	2,566	206
Gain on disposal of a subsidiary	出售一間附屬公司所得利益	–	454
Gain on disposal of items of other intangible assets and property, plant and equipment	出售其他無形資產和物業、廠房及設備項目的利益	–	7,571
Gain on sale of raw materials	銷售原材料所得利益	36,439	4,129
Gain on termination of right-of-use assets	終止使用權資產所得利益	396	–
Gain from a bargain purchase	議價收購所得利益	463	–
Rental income	租賃收益	9,177	15,004
Others	其他	21,387	33,080
		<b>368,691</b>	<b>197,122</b>

Government grants and subsidies mainly represent funding received from government authorities to support certain of the Group's research and development activities. There are no unfulfilled conditions or contingencies related to these grants and subsidies.

政府補助及補貼主要指政府機構授予以供支持本集團若干研發活動的資金，並無任何與該等補助及補貼有關的未達成條件或或有情況。

## 5. FINANCE COSTS

## 5. 融資成本

		Six months ended 30 June 截至6月30日止六個月	
		2021 RMB'000 人民幣千元	2020 RMB'000 人民幣千元
Interest expenses on bank and other loans	銀行及其他貸款的利息開支	<b>259,089</b>	256,505
Interest expenses on lease liabilities	租賃負債的利息開支	<b>3,698</b>	4,543
		<b>262,787</b>	261,048
Less: Interest capitalised	減：資本化利息	<b>(6,742)</b>	(14,853)
		<b>256,045</b>	246,195

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

### 6. 除稅前溢利

本集團的除稅前溢利乃經扣除/(計入)下列各項後達致：

		Six months ended 30 June 截至6月30日止六個月	
		2021 RMB'000 人民幣千元	2020 RMB'000 人民幣千元
Cost of inventories sold	已售存貨成本	9,777,403	7,747,703
Direct cost of renovation and installation works	裝修及安裝工程直接成本	471,732	275,882
Direct cost of environmental engineering and other related services	環境工程及其他相關服務直接成本	77,973	75,677
Direct cost of financial services	金融服務直接成本	5,360	597
Direct cost of property rental and other related services	物業租賃及其他相關服務直接成本	16,996	12,311
Write-down of inventories to net realisable value, net	撇減存貨至可變現淨值淨額	-	15
Depreciation of property, plant and equipment	物業、廠房及設備折舊	549,596	419,024
Depreciation of right-of-use assets	使用權資產折舊	52,345	50,650
Amortisation of other intangible assets	其他無形資產攤銷	14,675	10,713
Total depreciation and amortisation	折舊及攤銷總額	616,616	480,387
Research and development costs	研發成本	603,281	366,818
Loss/(gain) on disposal of items of other intangible assets and property, plant and equipment	出售其他無形資產和物業、廠房及設備項目的虧損/(利益)	7,106	(7,571)
Impairment of property, plant and equipment	物業、廠房及設備減值	21,720	33,350
Loss on fair value changes of investment properties	投資物業公允價值變動虧損	85,768	-
Loss on deemed disposal of associates	視作出售聯營公司虧損	56,670	-
Loss on disposal of an associate	出售一間聯營公司虧損	-	295
(Gain)/loss on fair value changes of financial instruments at FVTPL	按公允價值計入損益的金融工具的公允價值變動(利益)/虧損	(205,307)	39,437
Gain on fair value changes of other financial liabilities	其他金融負債公允價值變動利益	(2,814)	(54,151)
Gain from a bargain purchase	議價收購所得利益	(463)	-
Equity-settled share option expense	以股本付款之購股權開支	2,687	-
Impairment of contract assets, net	合約資產減值淨額	2,337	-
Impairment of trade and bills receivables, net	貿易應收款項及票據減值淨額	84,372	7,512
Impairment of prepayments, net	預付款減值淨額	1,448	5,774
Impairment of other receivables, net	其他應收款項減值淨額	1,366	6,125
Foreign exchanges differences, net	匯兌差異淨額	24,834	93,646



## 7. INCOME TAX EXPENSE

## 7. 所得稅開支

		Six months ended 30 June 截至6月30日止六個月	
		2021 RMB'000 人民幣千元	2020 RMB'000 人民幣千元
Current tax	即期稅項		
PRC	中國	459,402	355,405
Other jurisdictions	其他司法權區	520	153
		459,922	355,558
Overprovision in prior years	過往年度過度撥備		
PRC	中國	(81,902)	(104,577)
Deferred tax	遞延稅項	102,861	82,268
Total tax charge for the period	期內稅項支出總額	480,881	333,249

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

### Hong Kong Profits Tax

The statutory rate of Hong Kong profits tax was 16.5% (six months ended 30 June 2020: 16.5%) on the estimated assessable profits arising in Hong Kong. No provision for Hong Kong profits tax was made as the Group had no assessable profits arising in Hong Kong during the period (six months ended 30 June 2020: Nil).

### PRC Corporate Income Tax

The Group's income tax provision in respect of its operations in mainland China has been calculated at the applicable tax rates on the taxable profits for both periods, based on the existing legislation, interpretations and practices in respect thereof.

Certain of the Group's PRC subsidiaries are qualified as High and New Technology Enterprises and are entitled to a preferential corporate income tax rate of 15% during both periods.

### Income Tax for Other Jurisdictions

The Group's tax provision in respect of other jurisdictions has been calculated at the applicable tax rates in accordance with the prevailing practices of the jurisdictions in which the Group operates.

本集團須就本集團成員公司於身處及經營所在的司法權區所產生或所錄得溢利按實體基準繳納所得稅。

### 香港利得稅

香港利得稅乃就於香港產生的估計應課稅溢利按法定稅率16.5%（截至2020年6月30日止六個月：16.5%）計算。鑑於本集團於期內並無於香港產生任何應課稅溢利，故並無計提香港利得稅撥備（截至2020年6月30日止六個月：無）。

### 中國企業所得稅

本集團以相關現有法律、詮釋及慣例為基準，就兩個期間的應課稅溢利按適用稅率計算中國內地業務的所得稅撥備。

本集團若干中國附屬公司於兩個期間合乎高新技術企業資格，可享15%的優惠企業所得稅率。

### 其他司法權區的所得稅項

本集團就其他司法權區的稅項撥備已根據本集團經營業務所在的司法權區現行慣例的適用稅率計算。

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 8. DIVIDENDS

### 8. 股息

		Six months ended 30 June 截至6月30日止六個月			
		2021		2020	
		HK\$ 港元 per share 每股	HK\$'000 千港元	HK\$ 港元 per share 每股	HK\$'000 千港元
2020 final dividend paid (2020: 2019 final dividend paid)	2020年已付末期股息(2020年: 2019年已付末期股息)	-	-	0.28	868,677
2020 final dividend declared	2020年已宣派末期股息	<b>0.38</b>	<b>1,178,919</b>	-	-
Less: Dividends for shares held for share award scheme (note 27(B))	減: 就股份獎勵計劃 所持股份的股息 (附註27(B))	<b>0.38</b>	<b>(8,737)</b>	0.28	(6,437)
			<b>1,170,182</b>		862,240
Equivalent to	等值於		<b>RMB973,685,000</b> 人民幣973,685,000元		RMB780,672,000 人民幣780,672,000元

Subsequent to the end of the reporting period, interim dividend of HK12 cents in respect of the six months ended 30 June 2021 per ordinary share in aggregate of HK\$369,531,000 has been declared by the Board to the owners of the Company whose names appear on the Company's register of members on 4 October 2021 (six months ended 30 June 2020: interim dividend of HK12 cents per ordinary share in aggregate of HK\$369,531,000). The amount of interim dividend declared for the six months ended 30 June 2021 and 2020 is calculated based on the number of issued shares, less dividends for shares held for share award scheme, at the date of approval of these condensed consolidated financial statements.

於報告期末後，董事會就截至2021年6月30日止六個月宣派中期股息每股普通股12港仙(合計369,531,000港元)予於2021年10月4日名列本公司股東名冊的本公司擁有人(截至2020年6月30日止六個月: 中期股息每股普通股12港仙，合計369,531,000港元)。於截至2021年及2020年6月30日止六個月宣派的中期股息金額乃按該等簡明綜合財務報表批准日期已發行股份數目減就股份獎勵計劃所持股份的股息計算。

## 9. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculations of basic and diluted earnings per share are based on:

## 9. 本公司擁有人應佔每股盈利

根據以下各項計算每股基本及攤薄盈利：

		<b>Six months ended 30 June</b> 截至6月30日止六個月	
		<b>2021</b> <b>RMB'000</b> 人民幣千元	2020 RMB'000 人民幣千元
<b>Earnings</b>	<b>盈利</b>		
Profit attributable to owners of the Company used in the basic and diluted earnings per share calculation	計算每股基本及攤薄盈利時用到的本公司擁有人應佔溢利	<b>1,814,284</b>	1,388,017
		<b>Number of Shares</b> 股份數目	
		<b>Six months ended 30 June</b> 截至6月30日止六個月	
		<b>2021</b>	2020
<b>Shares</b>	<b>股份</b>		
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	<b>3,102,418,400</b>	3,102,418,400
Weighted average number of shares held for the share award scheme	股份獎勵計劃所持股份加權平均數	<b>(22,991,000)</b>	(22,991,000)
Adjusted weighted average number of ordinary shares of the Company in issue used in the basic and diluted earnings per share calculation	計算每股基本及攤薄盈利時用到的本公司已發行普通股經調整加權平均數	<b>3,079,427,400</b>	3,079,427,400

The Group had no potentially dilutive ordinary shares in issue during the six months ended 30 June 2021 and 2020, respectively.

本集團於截至2021年及2020年6月30日止六個月均無已發行的潛在攤薄普通股。

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 10. PROPERTY, PLANT AND EQUIPMENT

During the period, the Group purchased property, plant and equipment with an aggregate cost of RMB1,577,658,000 (six months ended 30 June 2020: RMB246,337,000) excluding property, plant and equipment of RMB197,308,000 acquired through business combination (six months ended 30 June 2020: Nil). In addition, the Group transferred investment properties with an aggregate net carrying amount of RMB4,550,000 to property, plant and equipment (six months ended 30 June 2020: Nil). During the period, property, plant and equipment with an aggregate net carrying amount of RMB21,972,000 (six months ended 30 June 2020: RMB25,801,000) was disposed of by the Group.

### 11. RIGHT-OF-USE ASSETS

During the period, the Group entered into several new lease agreements for use of leasehold land and other equipment. The additions of right-of-use assets of the Group amounted to RMB153,287,000 (six months ended 30 June 2020: RMB124,126,000) excluding RMB23,748,000 were acquired through business combination (six months ended 30 June 2020: Nil). The Group transferred the investment properties with an aggregate net carrying amount of RMB370,000 to right-of-use assets (six months ended 30 June 2020: Nil). During the period, right-of-use assets amounting to RMB10,795,000 were terminated by the Group (six months ended 30 June 2020: Nil).

### 10. 物業、廠房及設備

期內，本集團購買物業、廠房及設備的總成本為人民幣1,577,658,000元（截至2020年6月30日止六個月：人民幣246,337,000元），當中並不包括透過業務合併收購的物業、廠房及設備的人民幣197,308,000元（截至2020年6月30日止六個月：無）。此外，本集團轉移總賬面淨值人民幣4,550,000元的投資物業至物業、廠房及設備（截至2020年6月30日止六個月：無）。期內，本集團出售物業、廠房及設備的總賬面淨值為人民幣21,972,000元（截至2020年6月30日止六個月：人民幣25,801,000元）。

### 11. 使用權資產

期內，本集團訂立若干使用租賃業權土地及其他設備的新租賃協議。本集團添置使用權資產為人民幣153,287,000元（截至2020年6月30日止六個月：人民幣124,126,000元），當中不包括透過業務合併獲得人民幣23,748,000元（截至2020年6月30日止六個月：無）。本集團轉移總賬面淨值人民幣370,000元的投資物業至使用權資產（截至2020年6月30日止六個月：無）。期內，本集團終止使用權資產為人民幣10,795,000元（截至2020年6月30日止六個月：無）。

## 12. INVESTMENT PROPERTIES

During the period, the additions of investment properties of the Group amounted to RMB416,004,000 (six months ended 30 June 2020: RMB218,359,000). The Group transferred the investment properties with an aggregate net carrying amount of RMB4,550,000 and RMB370,000 to property, plant and equipment and right-of-use assets respectively (six months ended 30 June 2020: Nil). During the period, fair value loss amounting to RMB85,768,000 was recognised on the relevant investment properties (six months ended 30 June 2020: Nil).

## 13. INTERESTS IN ASSOCIATES

During the period, the Group acquired 28.00% equity interest in Hunan VARY Tech Co., Ltd. from independent third parties at total considerations of RMB264,439,000.

## 12. 投資物業

期內，本集團添置投資物業人民幣416,004,000元(截至2020年6月30日止六個月：人民幣218,359,000元)。本集團分別轉移總賬面淨值人民幣4,550,000元及人民幣370,000元的投資物業至物業、廠房及設備和使用權資產(截至2020年6月30日止六個月：無)。期內，本集團就相關的投資物業已確認人民幣85,768,000元的公允價值虧損(截至2020年6月30日止六個月：無)。

## 13. 於聯營公司的權益

		30 June 6月30日 2021 RMB'000 人民幣千元	31 December 12月31日 2020 RMB'000 人民幣千元
Share of net assets	分佔資產淨額	2,094,226	1,922,508
Goodwill on acquisition	收購產生的商譽	504,893	472,669
		<b>2,599,119</b>	2,395,177

期內，本集團向獨立第三方收購湖南萬容科技股份有限公司的28.00%股權，總代價為人民幣264,439,000元。

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 14. OTHER FINANCIAL ASSETS

### 14. 其他金融資產

			<b>30 June</b> <b>6月30日</b> <b>2021</b> <b>RMB'000</b> 人民幣千元	31 December 12月31日 2020 RMB'000 人民幣千元
<b>Non-current</b>	<b>非流動</b>			
Debt instruments at FVTOCI:	按公允價值計入其他全面收益的債務工具：			
Debt securities listed in Hong Kong	於香港上市債務證券	(i)	<b>31,098</b>	29,724
Equity instruments at FVTOCI:	按公允價值計入其他全面收益的股本工具：			
Equity securities listed in PRC	於中國上市股本證券		<b>676,159</b>	853,576
Equity securities listed in Hong Kong	於香港上市股本證券		<b>647,316</b>	551,520
Unlisted equity securities	非上市股本證券		<b>714,737</b>	485,319
			<b>2,038,212</b>	1,890,415
Equity instruments at FVTPL:	按公允價值計入損益的股本工具：			
Unlisted equity securities	非上市股本證券	(ii)	<b>53,345</b>	53,958
Equity securities listed in PRC	於中國上市股本證券		-	446,196
Equity securities listed in United Kingdom	於英國上市股本證券	(iii)	<b>227,434</b>	241,983
			<b>280,779</b>	742,137
Funds at FVTPL:	按公允價值計入損益的基金：			
Stock funds	股票型基金		<b>16,848</b>	18,730
			<b>2,366,937</b>	2,681,006
<b>Current</b>	<b>流動</b>			
Debt instruments at FVTOCI:	按公允價值計入其他全面收益的債務工具：			
Debt securities listed in Hong Kong	於香港上市債務證券	(i)	<b>6,540</b>	24,915
Debt instruments at FVTPL:	按公允價值計入損益的債務工具：			
Unlisted debt securities	非上市債務證券	(iv)	<b>47,050</b>	-
			<b>53,590</b>	24,915
			<b>2,420,527</b>	2,705,921

Note:

- (i) The debt securities carry fixed interest at rates ranging from 5.65% to 6.38% (31 December 2020: 5.70% to 7.85%) per annum, payable semi-annually or annually in arrears and will mature from October 2021 to January 2023 (31 December 2020: February 2021 to January 2023).
- (ii) The equity securities contained a puttable option were classified as equity instruments at FVTPL.
- (iii) The rights of the equity securities are restricted by a loan agreement with a third party mentioned in note 25.
- (iv) The structured deposits and the debt securities with a convertible right were classified as debt instruments at FVTPL.

附註：

- (i) 債務證券的利息按固定年利率介乎5.65%至6.38%（2020年12月31日：5.70%至7.85%）計算，每半年或每年支付及將於2021年10月至2023年1月到期（2020年12月31日：2021年2月至2023年1月）。
- (ii) 分類為按公允價值計入損益的股本工具的股本證券包含一個認沽期權。
- (iii) 股本證券的權利受限於附註25所述的第三方貸款協議。
- (iv) 結構性存款及包含一個轉換權的債務證券被分類為按公允價值計入損益的債務工具。

## 15. LOAN RECEIVABLES

## 15. 應收借款

		<b>30 June</b>	31 December
		<b>6月30日</b>	12月31日
		<b>2021</b>	2020
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
<b>Non-current</b>	<b>非流動</b>		
Finance lease receivables	融資租賃服務應收款項	<b>921</b>	3,584
Factoring receivables	保理服務應收款項	<b>112,000</b>	136,000
		<b>112,921</b>	139,584
<b>Current</b>	<b>流動</b>		
Finance lease receivables	融資租賃服務應收款項	<b>134,014</b>	140,219
Factoring receivables	保理服務應收款項	<b>1,272,430</b>	816,932
Receivables from supply-chain financing services	供應鏈融資服務應收款項	<b>148,478</b>	125,660
		<b>1,554,922</b>	1,082,811
Less: Provision for impairment	減：減值撥備	<b>(207,745)</b>	(207,745)
		<b>1,347,177</b>	875,066
		<b>1,460,098</b>	1,014,650

### (A) Finance Lease Receivables

### (A) 融資租賃服務應收款項

		Minimum lease receivables		Present value of minimum lease receivables	
		最低租賃服務應收款項		最低租賃服務應收款項現值	
		<b>30 June</b>	31 December	<b>30 June</b>	31 December
		<b>6月30日</b>	12月31日	<b>6月30日</b>	12月31日
		<b>2021</b>	2020	<b>2021</b>	2020
		<b>RMB'000</b>	RMB'000	<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Not more than 1 year	不多於1年	<b>134,547</b>	141,557	<b>134,014</b>	140,219
Over 1 year but within 5 years	1年以上5年以內	<b>934</b>	3,736	<b>921</b>	3,584
		<b>135,481</b>	145,293	<b>134,935</b>	143,803
Less: Unearned finance income	減：未實現融資收益	<b>(546)</b>	(1,490)		
Present value of minimum lease receivables	最低租賃服務應收款項現值	<b>134,935</b>	143,803		

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 15. LOAN RECEIVABLES (Continued)

#### (A) Finance Lease Receivables (Continued)

The Group's finance lease receivables are denominated in Renminbi. The effective interest rates of the receivables range from 11.42% to 11.77% (31 December 2020: 11.42% to 11.77%) per annum. There are no unguaranteed residual values of assets leased under finance leases and no contingent rent arrangements that needed to be recognised (31 December 2020: Nil).

The following is a credit quality analysis of these finance lease receivables:

		<b>30 June</b>	31 December
		<b>6月30日</b>	12月31日
		<b>2021</b>	2020
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
Not past due	未逾期	<b>7,936</b>	19,804
Overdue	已逾期	<b>126,999</b>	123,999
		<b>134,935</b>	143,803

The receivables are secured by assets leased under finance leases and cash deposits (where applicable).

Cash deposits from finance lease customers are collected upfront based on certain percentage of the entire value of the lease contracts. When the lease contracts expire and all related liabilities and obligations are fulfilled by the customers, the cash deposit will be returned in full. The balance of the cash deposit can also be used to settle any outstanding lease receivables for the corresponding lease contract. No collected cash deposits (31 December 2020: RMB1,310,000) have been included in "other payables and accruals" in the condensed consolidated statement of financial position.

At the end of the reporting period, RMB48,245,000 of the Group's finance lease receivables was impaired (31 December 2020: RMB48,245,000).

### 15. 應收借款(續)

#### (A) 融資租賃服務應收款項(續)

本集團的融資租賃服務應收款項以人民幣計值。該應收款項的實際年利率介乎11.42%至11.77%(2020年12月31日:11.42%至11.77%)。概無任何融資租賃資產的未擔保剩餘價值，亦無任何須予確認的或然租賃安排(2020年12月31日:無)。

以下為融資租賃服務應收款項的信貨質素分析：

該應收款項以融資租賃資產及現金按金(如適用)作為抵押。

融資租賃服務客戶現金按金乃基於租賃合約全部價值的若干百分比預先收取。於租賃合約屆滿以及客戶履行所有相關責任及義務後，該現金按金將會全部退還。現金按金結餘亦可用於結算相應租賃合約的任何尚未收取的租賃服務應收款項。概無已收取的現金按金(2020年12月31日:人民幣1,310,000元)計入簡明綜合財務狀況表的「其他應付款項及應計費用」內。

於報告期末，人民幣48,245,000元的本集團的融資租賃服務應收款項已減值(2020年12月31日:人民幣48,245,000元)。



## 15. LOAN RECEIVABLES (Continued)

### (B) Factoring Receivables

The Group's factoring receivables arise from the provision of factoring services to companies located in PRC. The credit period granted to each customer is generally within 365 days.

Factoring receivables are secured by receivables and/or commercial bills originally owned by the customers. These receivables carry interest at rates ranging from 6.57% to 14.00% (31 December 2020: 8.04% to 12.00%) per annum.

The maturity profile of the factoring receivables at the end of the reporting period is as follows:

		<b>30 June</b> <b>6月30日</b> <b>2021</b> <b>RMB'000</b> 人民幣千元	31 December 12月31日 2020 RMB'000 人民幣千元
With a residual maturity of:	尚餘期限：		
Not more than 3 months	不多於3個月	<b>246,915</b>	19,219
Over 3 months to 6 months	3個月以上至6個月	<b>330,399</b>	158,410
Over 6 months to 12 months	6個月以上至12個月	<b>535,616</b>	479,803
Over 12 months to 24 months	12個月以上至24個月	<b>112,000</b>	136,000
Overdue	已逾期	<b>159,500</b>	159,500
		<b>1,384,430</b>	952,932

At the end of the reporting period, RMB159,500,000 of the Group's factoring receivables was impaired (31 December 2020: RMB159,500,000).

## 15. 應收借款(續)

### (B) 保理服務應收款項

本集團的保理服務應收款項來自向中國公司提供保理服務。授予各客戶的信用期限一般為365天內。

保理服務應收款項以原來由客戶擁有的應收款項及／或商業匯票抵押。該等應收款項按介乎6.57%至14.00% (2020年12月31日：8.04%至12.00%)的年利率計息。

於報告期末，保理服務應收款項的到期情況如下：

於報告期末，人民幣159,500,000元的本集團的保理服務應收款項已減值(2020年12月31日：人民幣159,500,000元)。

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 15. LOAN RECEIVABLES (Continued)

#### (C) Receivables from Supply-Chain Financing Services

The Group's receivables from supply-chain financing services arise from the provision of supply-chain financing services to companies located in PRC. The credit period for each customer is generally within 365 days.

These receivables carry interest at rates ranging from 9.60% to 18.00% per annum (31 December 2020: 9.72% to 16.20%).

Certain receivables from supply-chain financing services amounting to RMB146,478,000 (31 December 2020: RMB125,660,000) are secured by certain interests of companies and personal guarantees.

The maturity profile of the receivables from supply-chain financing services at the end of the reporting period is as follows:

		<b>30 June</b> <b>6月30日</b> <b>2021</b> <b>RMB'000</b> 人民幣千元	31 December 12月31日 2020 RMB'000 人民幣千元
With a residual maturity of:	尚餘期限：		
Not more than 3 months	不多於3個月	<b>104,178</b>	84,810
Over 3 months to 6 months	3個月以上至6個月	<b>42,300</b>	30,550
Over 6 months to 12 months	6個月以上至12個月	-	10,300
Overdue	已逾期	<b>2,000</b>	-
		<b>148,478</b>	125,660

At the end of the reporting period, none of the Group's receivables from supply-chain financing services was impaired (31 December 2020: Nil).

An impairment analysis is performed at each reporting date by considering the probability of default of those companies with financial conditions, historical loss experience, coverage by letters of credit or other forms of credit insurance. At the end of the reporting period, the loss given default for the remaining balance of loan receivables was not material and has no impact on the Group's condensed consolidated financial statements.

### 15. 應收借款(續)

#### (C) 供應鏈融資服務應收款項

本集團的供應鏈融資服務應收款項來自向中國公司提供供應鏈融資服務。各客戶的信用期限一般為365天內。

該等應收款項按介乎9.60%至18.00% (2020年12月31日：9.72%至16.20%)的年利率計息。

若干供應鏈融資服務應收款項人民幣146,478,000元(2020年12月31日：人民幣125,660,000元)以若干公司權益及個人擔保作抵押。

於報告期末，供應鏈融資服務應收款項的到期情況如下：

於報告期末，本集團的供應鏈融資服務應收款項概無減值(2020年12月31日：無)。

透過財務狀況、歷史虧損經驗、信用證或其他形式的信用保險考慮該等公司的違約或然率，於各報告日期進行減值分析。於報告期末，餘下的應收借款違約的虧損並不重要及對本集團的簡明綜合財務報表並無影響。

## 16. INVENTORIES

## 16. 存貨

		<b>30 June</b> <b>6月30日</b> <b>2021</b> <b>RMB'000</b> 人民幣千元	31 December 12月31日 2020 RMB'000 人民幣千元
Manufacturing and trading	製造及貿易	<b>6,185,664</b>	4,577,047
Property development	物業發展	<b>630,339</b>	549,800
		<b>6,816,003</b>	5,126,847

### (A) Manufacturing and Trading

### (A) 製造及貿易

		<b>30 June</b> <b>6月30日</b> <b>2021</b> <b>RMB'000</b> 人民幣千元	31 December 12月31日 2020 RMB'000 人民幣千元
Raw materials	原材料	<b>2,273,299</b>	1,700,817
Work in progress	在產品	<b>505,751</b>	476,854
Finished goods	產成品	<b>3,406,614</b>	2,399,376
		<b>6,185,664</b>	4,577,047

### (B) Property Development

### (B) 物業發展

		<b>30 June</b> <b>6月30日</b> <b>2021</b> <b>RMB'000</b> 人民幣千元	31 December 12月31日 2020 RMB'000 人民幣千元
Property under development	發展中物業	<b>630,339</b>	549,800

The property under development is expected to be completed in more than twelve months after the end of the reporting period.

該發展中物業預計於報告期末後多於十二個月完成。

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 17. CONTRACT ASSETS/CONTRACT LIABILITIES

### 17. 合約資產／合約負債

		30 June 6月30日 2021 RMB'000 人民幣千元	31 December 12月31日 2020 RMB'000 人民幣千元
<b>Contract assets</b>	<b>合約資產</b>		
Non-current:	非流動：		
Concession operating right	特許經營權	76,323	78,411
Current:	流動：		
Renovation and installation works	裝修及安裝工程	435,477	441,970
Environmental engineering services	環境工程服務	40,123	27,903
Concession operating right	特許經營權	3,882	3,882
		<b>479,482</b>	473,755
Less: Impairment	減：減值	<b>(6,551)</b>	(4,214)
		<b>472,931</b>	469,541
		<b>549,254</b>	547,952
<b>Contract liabilities</b>	<b>合約負債</b>		
Current:	流動：		
Renovation and installation works	裝修及安裝工程	149,199	104,685
Environmental engineering services	環境工程服務	21,072	10,010
Advances from customers	客戶墊款	2,693,837	1,414,239
		<b>2,864,108</b>	1,528,934

The Group's contract assets represent the Group's rights to consideration for work completed but not yet billed to customers at the end of the reporting period. The contract assets will be transferred to trade and bills receivables when the rights become unconditional, that is, when the Group issue progress billings to customers based on the certified amount agreed with customers.

At the end of the reporting period, RMB6,551,000 (31 December 2020: RMB4,214,000) was recognised as an allowance for expected credit losses on contract assets. The Group's trading terms and credit policy with customers are disclosed in note 18 to the condensed consolidated financial statements.

The Group's contract liabilities represent the Group's obligations to transfer goods or services to customers for which the Group has received consideration, or for which an amount of consideration is due from the customers.

本集團的合約資產指本集團就於報告期末已完工但尚未向客戶收費之工程收取代價的權利。當該權利成為無條件時，即本集團基於與客戶協定的核證金額向客戶發出進度計費，合約資產將會轉移至貿易應收款項及票據。

於報告期末，人民幣6,551,000元（2020年12月31日：人民幣4,214,000元）確認為合約資產預期信貸虧損撥備。本集團與客戶的貿易條款及信貸政策披露於簡明綜合財務報表附註18。

本集團的合約負債指本集團向客戶轉讓本集團已收取代價或應收客戶代價金額的貨品或服務的責任。

## 18. TRADE AND BILLS RECEIVABLES

## 18. 貿易應收款項及票據

		30 June 6月30日 2021 RMB'000 人民幣千元	31 December 12月31日 2020 RMB'000 人民幣千元
Trade receivables	貿易應收款項	<b>3,434,150</b>	2,815,700
Bills receivable	應收票據	<b>1,344,370</b>	1,298,021
Less: Provision for impairment	減：減值撥備	<b>(372,583)</b>	(263,527)
		<b>4,405,937</b>	3,850,194

The Group's major customers are independent distributors, civil contractors, property developers, utility companies and municipalities in mainland China. Depending on the market condition, marketing tactics and relationships with the customers, the Group's trading terms with its independent distributors may change from settlement on an advance receipt basis to giving a credit period of generally one month or more, if appropriate. The Group does not have a standardised and universal credit period granted to the non-distributor customers. The credit period of an individual non-distributor customer is considered on a case-by-case basis and is set out in the sales contracts, as appropriate. Sales to small, new, or short-term customers are normally expected to be settled on an advance receipt basis or shortly after the goods delivery. No credit term period is set by the Group for small, new and short-term customers.

Trade and bills receivables are unsecured and interest-free.

本集團的主要客戶為中國內地的獨立分銷商、土木工程承建商、房地產開發商、公用事業公司及市政部門。本集團視乎市況、市場策略及與客戶的關係，可將其與獨立分銷商的貿易條款由按預收方式結算更改為授予一般一個月或以上的信用期限（如適當）。本集團並無統一向非分銷商客戶授予標準的信用期限。個別非分銷商客戶的信用期限視乎個別情況而定，並在銷售合約中列明（如適當）。對小規模、新或短期客戶的銷售一般預期以預收方式或於交貨後短期內結算。本集團並無為小規模、新及短期客戶設立信用期限。

貿易應收款項及票據均為無抵押及免息。

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 18. TRADE AND BILLS RECEIVABLES (Continued)

An aging analysis of the Group's trade and bills receivables at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

		<b>30 June</b> <b>6月30日</b> <b>2021</b> <b>RMB'000</b> 人民幣千元	31 December 12月31日 2020 RMB'000 人民幣千元
Not more than 3 months	不多於3個月	<b>1,577,270</b>	1,690,927
Over 3 months to 6 months	3個月以上至6個月	<b>679,420</b>	741,507
Over 6 months to 12 months	6個月以上至12個月	<b>1,155,039</b>	939,601
Over 1 year to 2 years	1年以上至2年	<b>813,325</b>	392,035
Over 2 years to 3 years	2年以上至3年	<b>152,086</b>	74,378
Over 3 years	3年以上	<b>28,797</b>	11,746
		<b>4,405,937</b>	3,850,194

The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade and bills receivables relate to a large number of diversified customers, there is no significant concentration of credit risk.

### 18. 貿易應收款項及票據(續)

於報告期末，本集團的貿易應收款項及票據按發票日期並扣除虧損撥備後的賬齡分析如下：

本集團致力嚴格控制其尚未償還應收款項，並設有信貸控制部門以盡量減低信貸風險。高級管理層定期審查逾期結餘。鑑於以上所述及本集團的貿易應收款項及票據與眾多不同客戶有關，因此並無重大集中信貸風險。

## 19. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

## 19. 預付款、按金及其他應收款項

		<b>30 June</b> <b>6月30日</b> <b>2021</b> <b>RMB'000</b> 人民幣千元	31 December 12月31日 2020 RMB'000 人民幣千元
Prepayments	預付款	<b>1,790,547</b>	1,186,439
Value-added tax recoverable	待抵扣增值稅	<b>537,139</b>	448,157
Corporate income tax recoverable	待抵扣企業所得稅	<b>20,142</b>	18,123
Deposits	按金	<b>159,276</b>	104,812
Other receivables	其他應收款項	<b>134,362</b>	102,166
Loan receivables from third parties	來自第三方應收借款	<b>150,857</b>	124,548
		<b>2,792,323</b>	1,984,245
Less: Provision for impairment	減：減值撥備	<b>(112,467)</b>	(109,653)
		<b>2,679,856</b>	1,874,592

Except for the loan receivables from third parties, the financial assets included in the above balances are unsecured, interest-free and receivable on demand. The effective interest rates of the loan receivables from third parties range from 4.0% to 10.0% (31 December 2020: 10.0% to 15.0%) per annum.

除來自第三方應收借款外，計入上述結餘的金融資產乃無抵押、免息及按要求收款。來自第三方應收借款的實際年利率介乎4.0%至10.0%(2020年12月31日：10.0%至15.0%)。

## 20. CASH AND BANK DEPOSITS

## 20. 現金及銀行存款

		<b>30 June</b> <b>6月30日</b> <b>2021</b> <b>RMB'000</b> 人民幣千元	31 December 12月31日 2020 RMB'000 人民幣千元
Restricted cash:	受限制現金：		
Guarantee deposits for banking facilities	作為銀行融資的擔保按金	<b>928,056</b>	1,005,182
Cash and cash equivalents:	現金及現金等價物：		
Time deposits with original maturity of three months or less when acquired	定期存款(於獲取時原有期限為三個月或以下)	<b>542,708</b>	241,397
Cash and bank balances	現金及銀行結餘	<b>6,815,200</b>	6,200,857
		<b>7,357,908</b>	6,442,254
Cash and bank deposits	現金及銀行存款	<b>8,285,964</b>	7,447,436

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term time deposits are made for varying periods between one day and twelve months and earn interest at the respective short-term time deposit rates. The bank balances and restricted cash are deposited with creditworthy banks with no recent history of default.

存放於銀行的現金按每日銀行存款利率的浮動利率賺取利息。短期定期存款的期限介乎一天至十二個月不等並按各短期定期存款利率賺取利息。銀行結餘及受限制現金存放於近期無違約記錄且信譽良好的銀行。

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 21. TRADE AND BILLS PAYABLES

### 21. 貿易應付款項及票據

		<b>30 June</b>	31 December
		<b>6月30日</b>	12月31日
		<b>2021</b>	2020
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Trade payables	貿易應付款項	<b>1,739,326</b>	1,657,654
Bills payable	應付票據	<b>3,533,197</b>	4,020,554
		<b>5,272,523</b>	5,678,208

The trade payables are interest-free and are normally settled on terms of 30 to 90 days.

貿易應付款項乃免息，結算期限通常為30至90天。

An aging analysis of the Group's trade and bills payables at the end of reporting period, based on the invoice date, is as follows:

於報告期末，本集團的貿易應付款項及票據按發票日期的賬齡分析如下：

		<b>30 June</b>	31 December
		<b>6月30日</b>	12月31日
		<b>2021</b>	2020
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Not more than 3 months	不多於3個月	<b>3,709,693</b>	3,752,988
Over 3 months to 6 months	3個月以上至6個月	<b>1,386,473</b>	1,725,541
Over 6 months to 12 months	6個月以上至12個月	<b>91,930</b>	103,177
Over 1 year to 2 years	1年以上至2年	<b>38,393</b>	45,885
Over 2 years to 3 years	2年以上至3年	<b>16,454</b>	16,130
Over 3 years	3年以上	<b>29,580</b>	34,487
		<b>5,272,523</b>	5,678,208

### 22. OTHER PAYABLES AND ACCRUALS

### 22. 其他應付款項及應計費用

		<b>30 June</b>	31 December
		<b>6月30日</b>	12月31日
		<b>2021</b>	2020
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Accruals	應計費用	<b>198,926</b>	226,808
Salaries and welfare payables	應付薪金及福利	<b>256,133</b>	229,181
Other payables	其他應付款項	<b>823,328</b>	644,229
Dividends payable to the owners of the Company	應付本公司擁有人股息	<b>973,685</b>	-
		<b>2,252,072</b>	1,100,218

The financial liabilities included in the above balances are interest-free and repayable on demand.

計入上述結餘的金融負債乃免息及按要求還款。



## 23. BORROWINGS

## 23. 借款

		<b>30 June</b> <b>6月30日</b> <b>2021</b> <b>RMB'000</b> 人民幣千元	31 December 12月31日 2020 RMB'000 人民幣千元
<b>Current</b>	<b>流動</b>		
Unsecured bank loans	無抵押銀行貸款	<b>9,103,746</b>	7,080,626
Current portion of long term unsecured bank loans	長期無抵押銀行貸款的流動部分	<b>23</b>	185,634
Current portion of long-term unsecured other loans	長期無抵押其他貸款的流動部分	<b>28,330</b>	28,330
Secured bank loans	有抵押銀行貸款	<b>115,731</b>	61,750
Current portion of long-term secured bank loans	長期有抵押銀行貸款的流動部分	<b>11,693</b>	7,991
		<b>9,259,523</b>	7,364,331
<b>Non-current</b>	<b>非流動</b>		
Unsecured bank loans	無抵押銀行貸款	<b>1,438,222</b>	571,503
Unsecured syndicated bank loans	無抵押銀團貸款	<b>7,075,138</b>	7,145,603
Unsecured other loans	無抵押其他貸款	<b>625</b>	614
Secured bank loans	有抵押銀行貸款	<b>405,102</b>	364,434
		<b>8,919,087</b>	8,082,154
		<b>18,178,610</b>	15,446,485
Analysed into borrowings repayable:	分析為須償還借款：		
Within one year or on demand	一年內或按需求時	<b>9,259,523</b>	7,364,331
In the second year	第二年內	<b>1,167,900</b>	480,513
In the third to fifth years, inclusive	第三年至第五年內(包括首尾兩年)	<b>7,554,478</b>	7,418,879
More than five years	多於五年	<b>196,709</b>	182,762
		<b>18,178,610</b>	15,446,485

Note:

- (a) The effective interest rates of the Group's borrowings range from 1.08% to 7.60% (31 December 2020: 1.08% to 7.60%) per annum.
- (b) At each of the end of reporting period, the secured bank loans are secured by machineries and equipment of a subsidiary, leasehold lands and buildings of subsidiaries, investment property of a subsidiary, loan receivables of subsidiaries, the concession rights of a subsidiary and personal guarantee provided by a shareholder of that subsidiary.
- (c) At the end of the reporting period, the Group's borrowings are denominated in US dollar, HK dollar, Renminbi, Australian dollar and Canadian dollar which are equivalent to RMB6,774,451,000 (31 December 2020: RMB6,979,300,000), RMB3,861,779,000 (31 December 2020: RMB4,074,077,000), RMB6,547,854,000 (31 December 2020: RMB3,507,450,000), RMB861,390,000 (31 December 2020: RMB754,987,000) and RMB133,136,000 (31 December 2020: RMB130,671,000), respectively.

附註：

- (a) 本集團借款的實際年利率介乎1.08%至7.60% (2020年12月31日：1.08%至7.60%)。
- (b) 於各報告期末，有抵押銀行貸款乃以一間附屬公司的機器及設備、附屬公司的租賃業權土地及樓宇、一間附屬公司的投資物業、附屬公司的應收借款、一間附屬公司的特許經營權及其一名股東的個人擔保作抵押。
- (c) 於報告期末，本集團以美元、港元、人民幣、澳元及加元計值的借款分別等值於人民幣6,774,451,000元(2020年12月31日：人民幣6,979,300,000元)、人民幣3,861,779,000元(2020年12月31日：人民幣4,074,077,000元)、人民幣6,547,854,000元(2020年12月31日：人民幣3,507,450,000元)、人民幣861,390,000元(2020年12月31日：人民幣754,987,000元)及人民幣133,136,000元(2020年12月31日：人民幣130,671,000元)。

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 24. CONVERTIBLE LOANS

At the end of the reporting period, the convertible loans were recognised as a debt component and an equity component as follows:

### 24. 可換股貸款

於報告期末，可換股貸款確認為債務部分及權益部分，如下所示：

		<b>Debt component</b>	<b>Equity component</b>	<b>Total</b>
		債務部分	權益部分	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
At 1 January 2020	於2020年1月1日	652,595	27,605	680,200
Interest expenses	利息開支	41,692	-	41,692
Increase in interest payable	應付利息增加	(16,346)	-	(16,346)
Interest paid	已付利息	(10,333)	-	(10,333)
Exchange realignment	匯兌調整	(40,246)	-	(40,246)
At 31 December 2020 and 1 January 2021	於2020年12月31日及2021年1月1日	<b>627,362</b>	<b>27,605</b>	<b>654,967</b>
Interest expenses	利息開支	<b>35,345</b>	-	<b>35,345</b>
Increase in interest payable	應付利息增加	<b>(18,713)</b>	-	<b>(18,713)</b>
Interest paid	已付利息	<b>(9,794)</b>	-	<b>(9,794)</b>
Exchange realignment	匯兌調整	<b>(7,146)</b>	-	<b>(7,146)</b>
At 30 June 2021	於2021年6月30日	<b>627,054</b>	<b>27,605</b>	<b>654,659</b>
			<b>30 June</b>	31 December
			<b>6月30日</b>	12月31日
			<b>2021</b>	2020
			<b>RMB'000</b>	RMB'000
			人民幣千元	人民幣千元
Debt component analysed into:	債務部分分析為：			
Current portion	流動部分		<b>376,571</b>	-
Non-current portion	非流動部分		<b>250,483</b>	627,362
			<b>627,054</b>	627,362

## 24. CONVERTIBLE LOANS (Continued)

Note:

- (a) On 6 May 2019, the Group's wholly owned subsidiary entered into a convertible loan facilities agreement with ICBC International Investment Management Limited in the aggregate principal amount of US\$100,000,000 (approximately equivalent to RMB684,025,000) (the "Convertible Loans"). The Convertible Loans bear interest at the rate of 3.40% plus LIBOR per annum. The Group drew down US\$60,000,000 (approximately equivalent to RMB410,415,000) on 22 May 2019 and US\$40,000,000 (approximately equivalent to RMB279,489,000) on 29 November 2019. The maturity dates are 21 May 2022 and 28 November 2022, respectively.
- (b) The convertible loans contain two components, a debt component and an equity component. The initial fair values of the two components were determined based on gross proceeds at drawdown. The initial fair values less allocated transaction costs of the debt component were estimated to be US\$55,799,000 (approximately equivalent to RMB381,681,000) and US\$36,982,000 (approximately equivalent to RMB258,432,000) as at the drawdown dates of using the Monte Carlo Model and Binomial Option Pricing Model, taking into account the terms and conditions of the convertible loans. In subsequent periods, the debt component is measured at amortised cost using effective interest rate method. The residual amount less allocated transaction costs representing the value of the equity component of US\$4,001,000 (approximately equivalent to RMB27,605,000) is included in convertible loans equity reserve.

## 24. 可換股貸款(續)

附註：

- (a) 於2019年5月6日，本集團的全資附屬公司與工銀國際投資管理有限公司訂立可換股貸款融資協議，本金總額為100,000,000美元(相當於約人民幣684,025,000元)(「可換股貸款」)。該等可換股貸款按年利率3.40%加倫敦銀行同業拆借利率計息。於2019年5月22日，本集團提取60,000,000美元(相當於約人民幣410,415,000元)及於2019年11月29日提取40,000,000美元(相當於約人民幣279,489,000元)。到期日分別為2022年5月21日及2022年11月28日。
- (b) 可換股貸款包含債務及權益兩個部分。兩個部分的初始公允價值乃按提取時的所得款項總額釐定。債務部分之初始公允價值減已分配交易成本乃經考慮可換股貸款的條款及條件後，於提取日期根據蒙特卡羅模式及二項式期權定價模型估算為55,799,000美元(相當於約人民幣381,681,000元)及36,982,000美元(相當於約人民幣258,432,000元)。於其後期間，債務部分採用實際利率法按攤銷成本計量。餘下金額減已分配交易成本(即權益部分的價值)為4,001,000美元(相當於約人民幣27,605,000元)計入可換股貸款權益儲備。

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 25. OTHER FINANCIAL LIABILITIES

### 25. 其他金融負債

			<b>30 June</b>	31 December
			<b>6月30日</b>	12月31日
			<b>2021</b>	2020
	Note		<b>RMB'000</b>	RMB'000
	附註		人民幣千元	人民幣千元
<b>Current</b>		<b>流動</b>		
Selling right from non-controlling shareholders	(i)	非控股股東出售權益	<b>11,410</b>	10,960
<b>Non-current</b>		<b>非流動</b>		
Selling right from non-controlling shareholders	(i)	非控股股東出售權益	<b>5,207</b>	5,411
Debt portion with uncertain payment term	(ii)	付款條款不確定之債務部份	<b>61,970</b>	64,855
			<b>67,177</b>	70,266
			<b>78,587</b>	81,226

Note:

- (i) The fair value of this financial liability has been estimated using valuation technique with unobservable inputs. Management has reviewed the valuation result by verifying all major inputs and assumptions as well as assessing the reasonableness of such valuation.

The Group entered into certain sale and purchase agreements to acquire 70% equity interest in Jiangsu Yongbao Environmental Technology Co., Ltd.\* during 2018 and 70% equity interest in Spirolite (M) Sdn. Bhd. during 2020. Pursuant to the agreements, the non-controlling shareholders have the right to sell the remaining 30% equity interest to the Group after three years and two years from the respective dates of acquisitions.

- (ii) The debt portion with uncertain payment term is managed and the performances are evaluated on fair value basis. Any change in fair value was recognised in profit or loss.

On 31 March 2020, the Group entered into a loan agreement with a third party in the amount of GBP8,400,000 (approximately equivalent to RMB73,198,000). The amount is interest-free and repayable according to the return of an equity investment held by the Group.

The fair value of this borrowing has been estimated using valuation technique with unobservable inputs. Management has reviewed the valuation result by verifying all major inputs and assumptions as well as assessing the reasonableness of such valuation.

附註：

- (i) 此金融負債的公允價值已採用估值方法以不可觀察輸入數據估計。管理層已透過核實所有主要輸入數據及假設及評估該估值之合理性以審閱該估值結果。

本集團訂立若干買賣協議於2018年收購江蘇永葆環保科技有限公司70%的股本權益，以及於2020年收購Spirolite (M) Sdn. Bhd. 70%的股本權益。根據協議，非控股股東自各收購日期起三年及兩年後有權向本集團出售剩餘的30%股本權益。

- (ii) 付款條款不確定之債務部份及其表現乃按公允價值為基準管理及評估。任何公允價值變動均於損益內確認。

本集團於2020年3月31日與一名第三方訂立一項有關借入8,400,000英鎊(相當於約人民幣73,198,000元)的貸款協議。該金額免息及參考本集團持有的股權投資的回報而還款。

該借款的公允價值已採用估值方法以不可觀察輸入數據估計。管理層已透過核實所有主要輸入數據及假設及評估該估值之合理性以審閱該估值結果。

## 26. SHARE CAPITAL

## 26. 股本

		30 June 6月30日 2021	31 December 12月31日 2020
<b>Authorised:</b>	<b>法定：</b>		
20,000,000,000 (31 December 2020: 20,000,000,000) ordinary shares of HK\$0.05 each	20,000,000,000 (2020年12月31日：20,000,000,000)股 每股面值0.05港元的普通股	<b>HK\$1,000,000,000</b> <b>1,000,000,000 港元</b>	HK\$1,000,000,000 1,000,000,000 港元
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
3,102,418,400 (31 December 2020: 3,102,418,400) ordinary shares of HK\$0.05 each	3,102,418,400 (2020年12月31日：3,102,418,400)股 每股面值0.05港元的普通股	<b>HK\$155,120,920</b> <b>155,120,920 港元</b>	HK\$155,120,920 155,120,920 港元
Equivalent to	等值於	<b>RMB135,344,000</b> <b>人民幣 135,344,000 元</b>	RMB135,344,000 人民幣 135,344,000 元

## 27. SHARE-BASED PAYMENTS

## 27. 以股份為基礎的支付

### (A) Share Option Scheme

A share option scheme was adopted by a Group's subsidiary on 15 January 2021 (the "Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Such scheme does not constitute as a share option scheme under Chapter 17 of the Listing Rules.

The following share options were outstanding under the Share Option Scheme during the period:

### (A) 購股權計劃

於2021年1月15日，為激勵及獎勵對本集團的成功經營作出貢獻的合資格參與人，本集團的一間附屬公司採納一項購股權計劃（「購股權計劃」）。該計劃不構成根據上市規則第17章下之購股權計劃。

期內，購股權計劃項下尚未行使的購股權如下：

		Weighted average exercise price per share 每股加權 平均行使價 HK\$ 港元	Number of options 購股權數目
Granted during the period and at 30 June 2021	期內及於2021年6月30日 已授出	228	29,666

No granted share options have been exercised during the period.

期內並沒有行使已授出的購股權。

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 27. SHARE-BASED PAYMENTS (Continued)

#### (A) Share Option Scheme (Continued)

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

Number of options 購股權數目	Exercise price per share 每股行使價 HK\$ 港元	Exercise period 行使期
14,833	228	15 January 2022 to 14 January 2031 <sup>#</sup> 2022年1月15日至2031年1月14日 <sup>#</sup>
14,833	228	15 January 2023 to 14 January 2031 <sup>#</sup> 2023年1月15日至2031年1月14日 <sup>#</sup>
29,666		

<sup>#</sup> The vesting of share options is also subjected to the participants' achievement of performance targets to be set by the Board. The Board will notify the participants, after considering the participants' performance and achievement of the pre-set targets, the revised date of commencement of the exercise period of the vested share options in accordance with the share option schemes.

The weighted average fair value of the options granted during the period was HK\$290.92 each. The Group recognised a share option expense of RMB2,687,000 during the six months ended 30 June 2021.

### 27. 以股份為基礎的支付(續)

#### (A) 購股權計劃(續)

於報告期末，尚未行使的購股權的行使價及行使期如下：

Exercise price 每股行使價 HK\$ 港元	Exercise period 行使期
228	15 January 2022 to 14 January 2031 <sup>#</sup> 2022年1月15日至2031年1月14日 <sup>#</sup>
228	15 January 2023 to 14 January 2031 <sup>#</sup> 2023年1月15日至2031年1月14日 <sup>#</sup>

<sup>#</sup> 購股權的歸屬視乎參與人是否達到董事會設定之績效目標而定。董事會經考慮參與人對預設目標之績效及成果後，將根據購股權計劃通知參與人已歸屬購股權之更新行使期開始日期。

期內授出的購股權加權平均公允價值為每份290.92港元。本集團已確認截至2021年6月30日止六個月的購股權開支為人民幣2,687,000元。

## 27. SHARE-BASED PAYMENTS (Continued)

### (B) Share Award Scheme

On 28 August 2018, the Company adopted a share award scheme (the "Share Award Scheme") to recognise the contributions by certain eligible persons to the Group and to offer suitable incentives to attract and retain targeted talent and personnel for the continual operation and future development of the Group.

The total amount of the funds contributed to the Scheme by the Company shall not exceed HK\$750,000,000 and the board of directors of the Company shall at its absolute discretions to determine the amount of fund contributed to the Share Award Scheme for each financial year of the Company.

The Company shall not make any further grant of award which will result in the aggregate number of Shares underlying all grants made pursuant to the Share Award Scheme (excluding award shares that have been forfeited in accordance with the Share Award Scheme) to exceed 5% of the issued share capital of the Company without shareholders' approval. The total number of non-vested award shares granted to a selected participant under the Share Award Scheme shall not exceed 1% of the total number of issued shares at all time.

During the period, no ordinary shares of the Group on the Stock Exchange were purchased for the Share Award Scheme (31 December 2020: Nil). At the end of reporting period, 22,991,000 ordinary shares have been purchased (31 December 2020: 22,991,000 ordinary shares).

No shares have been awarded under the Share Award Scheme since the adoption.

## 27. 以股份為基礎的支付(續)

### (B) 股份獎勵計劃

本公司於2018年8月28日採納股份獎勵計劃(「股份獎勵計劃」)，以肯定若干合資格人士對本集團所作出的貢獻及給予適當激勵，藉此吸引及挽留目標人才及人員以促進本集團的持續經營及未來發展。

本公司對該計劃出資的資金總額不得超過750,000,000港元，而本公司董事會將全權酌情釐定本公司在各財政年度對股份獎勵計劃出資的資金金額。

倘本公司根據股份獎勵計劃授出的所有相關股份(不包括根據股份獎勵計劃已沒收的獎勵股份)總數將超過本公司已發行股本的5%且未經股東批准，則不得再授出任何獎勵。每名選定參與人根據股份獎勵計劃可獲授的尚未歸屬獎勵股份總數，不得超過不時已發行股份總數的1%。

期內，本集團概無於聯交所購買普通股用於股份獎勵計劃(2020年12月31日：無)。於報告期末，本集團已購買22,991,000股普通股(2020年12月31日：22,991,000股普通股)。

本公司自採納股份獎勵計劃以來，並無根據股份獎勵計劃授出股份。

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 28. BUSINESS COMBINATION

During the period, the Group entered into sale and purchase agreements to acquire equity interests in the following companies:

Acquisition date	Company name	Percentage of share	Consideration RMB 代價 人民幣	Principal activities
收購日期	公司名稱	佔有比率		主要業務
2 February 2021	Heshan Fuyue New Material Technology Co., Ltd.* ("Heshan Fuyue")	100%	66,586,000	Manufacture and sale of new metallic materials
2021年2月2日	鶴山市富樾新型材料科技有限公司 (「鶴山富樾」)	100%	66,586,000	製造及銷售新型金屬材料
12 March 2021	Jiangxi KingHing Aluminium Formwork Manufacturing Co., Ltd.* ("Jiangxi KingHing")	80%	10,000,000 <sup>(1)</sup>	Manufacture and sale of aluminium formwork
2021年3月12日	江西省景興鋁模板製造有限公司 (「江西景興」)	80%	10,000,000 <sup>(1)</sup>	製造及銷售鋁模板
8 May 2021	China National Petroleum Waterproof (Shenzhen) Co., Ltd. ("CNPW")	35%	196,328,000 <sup>(1)(2)</sup>	Manufacture and sale of waterproof materials
2021年5月8日	中油佳匯防水科技(深圳)股份有限公司 (「中油佳匯」)	35%	196,328,000 <sup>(1)(2)</sup>	製造及銷售防水材料
26 May 2021	CNPW (Heshan) Co., Ltd. ("CNPW Heshan")	100%	58,043,000	Manufacture and sale of waterproof materials
2021年5月26日	中油佳匯(鶴山)科技有限公司 (「中油佳匯鶴山」)	100%	58,043,000	製造及銷售防水材料

The above acquisitions allow the Group to further diversify its businesses.

Note:

- During the period, the Group entered into an agreement with the controlling shareholders to transfer 80% equity interest in Jiangxi KingHing and 35% equity interest in CNPW to the Group, respectively, after which the controlling rights have also been transferred to the Group. Accordingly, the investment in the associates are remeasured to fair value at the date when the Group obtained the control and is deemed to have been disposed of in exchange for the consolidation of the subsidiary. The resulting loss from the remeasurement is recognised in profit or loss.
- The total consideration included cash consideration amounting to RMB149,268,000 and consideration settled by loan amounting to RMB47,060,000. The loan was lent to CNPW before the acquisition. As at the date of the acquisition, the outstanding loan was deemed to have been fully settled by CNPW and constituted part of the consideration.

### 28. 業務合併

期內，本集團訂立買賣協議，收購以下公司的股本權益：

Acquisition date	Company name	Percentage of share	Consideration RMB 代價 人民幣	Principal activities
收購日期	公司名稱	佔有比率		主要業務
2 February 2021	Heshan Fuyue New Material Technology Co., Ltd.* ("Heshan Fuyue")	100%	66,586,000	Manufacture and sale of new metallic materials
2021年2月2日	鶴山市富樾新型材料科技有限公司 (「鶴山富樾」)	100%	66,586,000	製造及銷售新型金屬材料
12 March 2021	Jiangxi KingHing Aluminium Formwork Manufacturing Co., Ltd.* ("Jiangxi KingHing")	80%	10,000,000 <sup>(1)</sup>	Manufacture and sale of aluminium formwork
2021年3月12日	江西省景興鋁模板製造有限公司 (「江西景興」)	80%	10,000,000 <sup>(1)</sup>	製造及銷售鋁模板
8 May 2021	China National Petroleum Waterproof (Shenzhen) Co., Ltd. ("CNPW")	35%	196,328,000 <sup>(1)(2)</sup>	Manufacture and sale of waterproof materials
2021年5月8日	中油佳匯防水科技(深圳)股份有限公司 (「中油佳匯」)	35%	196,328,000 <sup>(1)(2)</sup>	製造及銷售防水材料
26 May 2021	CNPW (Heshan) Co., Ltd. ("CNPW Heshan")	100%	58,043,000	Manufacture and sale of waterproof materials
2021年5月26日	中油佳匯(鶴山)科技有限公司 (「中油佳匯鶴山」)	100%	58,043,000	製造及銷售防水材料

上述收購讓本集團進一步拓展其業務。

附註：

- 期內，本集團與控股股東訂立協議，分別將江西景興的80%股權及中油佳匯的35%股權轉讓予本集團，此後控制權亦已轉讓予本集團。因此，於聯營公司的投資於本集團取得控制權當日重新計量至公允價值，並被視為已出售以換取附屬公司合併。重新計量產生的虧損於損益中確認。
- 總代價包括現金代價人民幣149,268,000元及以貸款結清的代價人民幣47,060,000元。該貸款乃於收購前借出予中油佳匯。於收購日，未償還之貸款被視為中油佳匯已全數結清，並構成代價的一部分。



## 28. BUSINESS COMBINATION (Continued)

The fair values of the identifiable assets and liabilities of the above companies acquired at the dates of acquisitions assumed by the Group are as follows:

## 28. 業務合併(續)

於收購日，本集團收購上述公司的可識別資產及負債的公允價值如下：

		Heshan Fuyue 鶴山富樾 RMB'000 人民幣千元	Jiangxi KingHing 江西景興 RMB'000 人民幣千元	CNPW CNPW 中油佳匯 RMB'000 人民幣千元	CNPW Heshan 中油佳匯鶴山 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	48,175	6,391	99,928	42,814	197,308
Right-of-use assets	使用權資產	12,821	-	-	10,927	23,748
Other intangible assets	其他無形資產	-	175	67,857	-	68,032
Deposit paid for property, plant and equipment	購買物業、廠房及 設備所支付的按金	-	-	-	200	200
Deferred tax assets	遞延稅項資產	-	58	5,498	-	5,556
Inventories	存貨	-	24,951	39,509	-	64,460
Contract assets	合約資產	-	-	13,108	-	13,108
Trade and bills receivables	貿易應收款項及票據	-	46,667	209,634	-	256,301
Prepayments, deposits and other receivables	預付款、按金及 其他應收款項	5,533	642	22,190	4,896	33,261
Cash and bank deposits	現金及銀行存款	67	2,221	12,923	5	15,216
Trade and bills payables	貿易應付款項及票據	-	(27,210)	(34,093)	-	(61,303)
Other payables and accruals	其他應付款項及應計費用	(10)	(41,496)	(15,741)	(336)	(57,583)
Tax payables	應付稅項	-	(51)	(666)	-	(717)
Borrowings — current	借款 — 流動	-	-	(54,500)	-	(54,500)
Deferred tax liabilities	遞延稅項負債	-	-	(12,976)	-	(12,976)
Total identifiable net assets at fair value	可識別資產淨值總額 (按公允價值)	66,586	12,348	352,671	58,506	490,111
Non-controlling interests	非控制權益	-	-	(143,488)	-	(143,488)
Goodwill arising on acquisitions	收購產生的商譽	-	-	70,837	-	70,837
Gain from bargain purchase recognised in other revenue, income and gains	於其他收入、收益及 利益確認的議價收購 所得利益	-	-	-	(463)	(463)
Total consideration satisfied by:	以下列方式支付代價總額：					
Cash	現金	66,586	10,000	149,268	58,043	283,897
Loan receivables	應收借款	-	-	47,060	-	47,060
Carrying amount of the Group's interests in the associates	本集團於聯營公司的 權益賬面值	-	2,102	140,608	-	142,710
Remeasurement of the pre-existing interests in the associates (note 6)	於聯營公司原有權益的 重新計量 (附註6)	-	246	(56,916)	-	(56,670)
		66,586	12,348	280,020	58,043	416,997

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 28. BUSINESS COMBINATION (Continued)

An analysis of the cash flows in respect of the acquisitions is as follows:

		RMB'000 人民幣千元
Cash consideration paid	已付現金代價	283,897
Less: Cash and cash equivalents acquired	減：已收購現金及現金等價物	(15,216)
Net outflow of cash and cash equivalents included in investing activities	投資活動包括的現金及現金等價物流出淨額	268,681

Reconciliation of the carrying amount of the Group's goodwill at the beginning and end of the reporting period is presented below:

		RMB'000 人民幣千元
<b>Gross carrying amount</b>	<b>賬面總值</b>	
At 1 January 2021	於2021年1月1日	431,213
Acquisition of subsidiaries	收購附屬公司	70,837
Exchange realignment	匯兌調整	(53)
At 30 June 2021	於2021年6月30日	501,997
<b>Accumulated impairment losses</b>	<b>累計減值虧損</b>	
At 1 January 2021 and 30 June 2021	於2021年1月1日及2021年6月30日	(49,805)
<b>Net carrying amount</b>	<b>賬面淨值</b>	
At 1 January 2021	於2021年1月1日	381,408
At 30 June 2021	於2021年6月30日	452,192

Acquisition-related costs incurred in relation to the above acquisitions are insignificant and have been excluded from the cost of acquisition and have been recognised directly as expense for the period and are included in "other expenses" in profit or loss.

### 28. 業務合併(續)

有關該等收購的現金流量分析如下：

本集團的商譽於報告期初及報告期末的賬面值對賬呈列如下：

就上述收購產生的收購相關成本並不重大及已被剔除出收購成本之外，且已於期內直接確認為開支並計入損益的「其他開支」內。

## 28. BUSINESS COMBINATION (Continued)

The aggregate fair values of the trade and bills receivables and other receivables at the date of acquisition amounted to RMB256,301,000 and RMB33,261,000 respectively, which approximate to the gross contractual amounts of the corresponding balances acquired by the Group. At the dates of acquisitions, management considered that the contractual cash flows not expected to be collected were insignificant.

None of the goodwill recognised is expected to be deductible for income tax purposes.

Since the acquisitions, these subsidiaries contributed RMB97,989,000 to the Group's revenue and recognised a profit of RMB2,472,000 in profit or loss for the period.

Had the combinations taken place at the beginning of the period, the Group's revenue and profit for the period would have been RMB207,432,000 and RMB12,510,000, respectively.

## 29. CONTINGENT LIABILITIES

At the end of the reporting period, the Group did not have any significant contingent liabilities (31 December 2020: Nil).

## 30. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

## 28. 業務合併(續)

於收購日，貿易應收款項及票據和其他應收款項的公允價值總額分別為人民幣256,301,000元及人民幣33,261,000元，與本集團收購該等相應結餘的合約金額總值相若。於收購日，管理層認為預期無法收回的合約現金流量並不重大。

就計繳所得稅而言，所有已確認的商譽皆不可扣稅。

自收購以來，該等附屬公司為本集團收入貢獻人民幣97,989,000元，並於本期間的損益內確認溢利人民幣2,472,000元。

倘該合併於期初進行，本集團於本期間的收入及溢利將分別為人民幣207,432,000元及人民幣12,510,000元。

## 29. 或然負債

於報告期末，本集團並無任何重大或然負債(2020年12月31日：無)。

## 30. 承擔

於報告期末，本集團擁有以下資本承擔：

		30 June 6月30日 2021 RMB'000 人民幣千元	31 December 12月31日 2020 RMB'000 人民幣千元
Contracted, but not provided for: Land, property, plant and equipment and investment properties	已訂約但尚未撥備： 土地、物業、廠房及 設備和投資物業	2,875,781	2,404,045

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 31. RELATED PARTY TRANSACTIONS AND BALANCES

#### (A) The Group's Material Transactions with Related Parties During the Period

### 31. 關聯人士交易及結餘

#### (A) 期內本集團與關聯人士的重大交易

		Six months ended 30 June 截至6月30日止六個月	
		2021 RMB'000 人民幣千元	2020 RMB'000 人民幣千元
		Note 附註	
Transactions with companies under the common control of a director:	於多間共同受一位董事控制的公司		
Sales of goods, services, utilities and others	銷售貨品、服務、公用事業及其他	(i)	8,154
Rental income	租金收益	(ii)	275
Rental expenses	租金開支	(iii)	2,028
Purchase of materials	採購材料	(iv)	2,726
Purchase of machinery and/or equipment	採購機器及／或設備	(v)	42,930
Hotel expenses	酒店費用	(vi)	1,497
Rental expenses paid to directors	向董事支付的租金開支	(vii)	159
Purchase of goods, equipment, utilities and rental services from associates	向聯營公司採購貨品、設備、公用事業及租賃服務	(viii)	68,960
Loans to associates	向聯營公司提供貸款	(ix)	-
Design and maintenance services from a joint venture	合營企業提供的設計及維修服務	(x)	1,800

### 31. RELATED PARTY TRANSACTIONS AND BALANCES (Continued)

#### (A) The Group's Material Transactions with Related Parties During the Period (Continued)

Note:

- (i) Sales of goods, services and others to related companies were made with reference to the prices and conditions offered by the Group to the third-party customers. Utilities were provided by related companies at cost.
- (ii) Rental income from related parties were made with reference to the prices and conditions offered by the Group to the third-party customers.
- (iii) Rental expenses were based on mutually agreed terms.
- (iv) Purchase of materials from related companies were made based on mutually agreed terms.
- (v) Purchase of machinery and equipment from related companies were made with reference to the prices and conditions offered by the related companies to their third-party customers.
- (vi) Hotel expenses were based on mutually agreed terms.
- (vii) Properties including office premises, cafeteria, workshops, warehouses and yacht were leased to the Group based on mutually agreed terms.
- (viii) Purchase of goods and equipment from associates were made on normal commercial terms negotiated on an arm's length basis by the parties with reference to the prevailing market prices.
- (ix) The covenants of loans to associates were based on mutually agreed terms.
- (x) Services were provided by a joint venture based on mutually agreed terms.

### 31. 關聯人士交易及結餘(續)

#### (A) 期內本集團與關聯人士的重大交易(續)

附註：

- (i) 向關聯公司銷售貨品、服務及其他乃以本集團向第三方客戶開出的價格及條件為參照進行。公用事業乃按成本由關聯公司提供。
- (ii) 來自關聯方的租金收益乃以本集團向第三方客戶開出的價格及條件為參照進行。
- (iii) 租金開支乃按雙方協定的條款計算。
- (iv) 材料乃按雙方協定的條款向關聯公司購買。
- (v) 機器及設備乃經參考關聯公司向第三方客戶開出的價格及條件後向關聯公司購買。
- (vi) 酒店費用乃按雙方協定的條款計算。
- (vii) 物業包括辦公室、食堂、車間、倉庫及遊艇，乃按雙方協定的條款租予本集團。
- (viii) 貨品及設備乃按雙方參考當前市場價格經公平磋商協定的正常商業條款向聯營公司購買。
- (ix) 向聯營公司提供貸款的契諾乃按雙方協定的條款作出。
- (x) 合營企業乃按雙方協定的條款提供服務。

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 31. RELATED PARTY TRANSACTIONS AND BALANCES (Continued)

#### (B) Balances with Related Parties

	Note	30 June 6月30日 2021 RMB'000 人民幣千元	31 December 12月31日 2020 RMB'000 人民幣千元
Balances with companies under the common control of a director arising from:			
Deposits paid for the purchase of machinery and/or equipment	(i)	200,507	128,056
Purchase of machinery and/or equipment	(ii)	38,194	42,844
Sales of module, utilities and others	(iii)	5,409	8,551
Balances with associates arising from:			
Purchase of goods, equipment, utilities and rental services from associates	(ii)	10,312	93,312
Loan receivables	(iii)	17,999	-

Note:

- (i) The balances are included in the Group's deposits paid for the purchase of land, property, plant and equipment.
- (ii) The balances are included in the Group's trade payables and other payables and accruals.
- (iii) The balances are included in the Group's trade receivables and other receivables.

附註：

- (i) 結餘計入本集團購買土地、物業、廠房及設備所支付的按金。
- (ii) 結餘計入本集團的貿易應付款項和其他應付款項及應計費用。
- (iii) 結餘計入本集團的貿易應收款項和其他應收款項。

#### (C) Compensation of the Group's Key Management Personnel

		Six months ended 30 June 截至6月30日止六個月	
		2021 RMB'000 人民幣千元	2020 RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	16,381	6,221
Post-employment benefits	退休後福利	132	108
Equity-settled share option expense	以股本付款之購股權開支	1,240	-
		17,753	6,329

### 31. 關聯人士交易及結餘(續)

#### (B) 與關聯人士的結餘

#### (C) 本集團主要管理人員薪酬

## 32. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Assets measured at fair value:

		30 June 2021 2021年6月30日 Fair value hierarchy 公允價值架構			
		Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Other financial assets</b>	<b>其他金融資產</b>				
Debt instruments at FVTOCI	按公允價值計入其他全面收益的債務工具	-	37,638	-	37,638
Debt instruments at FVTPL	按公允價值計入損益的債務工具	-	7,050	40,000	47,050
Equity instruments at FVTOCI	按公允價值計入其他全面收益的股本工具	1,323,475	222,469	492,268	2,038,212
Equity instruments at FVTPL	按公允價值計入損益的股本工具	227,434	-	53,345	280,779
Funds at FVTPL	按公允價值計入損益的基金	-	16,848	-	16,848
		<b>1,550,909</b>	<b>284,005</b>	<b>585,613</b>	<b>2,420,527</b>

		31 December 2020 2020年12月31日 Fair value hierarchy 公允價值架構			
		Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Other financial assets</b>	<b>其他金融資產</b>				
Debt instruments at FVTOCI	按公允價值計入其他全面收益的債務工具	-	54,639	-	54,639
Equity instruments at FVTOCI	按公允價值計入其他全面收益的股本工具	1,405,096	179,686	305,633	1,890,415
Equity instruments at FVTPL	按公允價值計入損益的股本工具	688,179	-	53,958	742,137
Funds at FVTPL	按公允價值計入損益的基金	-	18,730	-	18,730
		<b>2,093,275</b>	<b>253,055</b>	<b>359,591</b>	<b>2,705,921</b>

按公允價值計量的資產：

31 December 2020  
2020年12月31日  
Fair value hierarchy  
公允價值架構

Level 1  
第一級  
RMB'000  
人民幣千元

Level 2  
第二級  
RMB'000  
人民幣千元

Level 3  
第三級  
RMB'000  
人民幣千元

Total  
總計  
RMB'000  
人民幣千元

# Notes to Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

### 32. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

The movements in fair value measurements within Level 3 during the period/year are as follows:

### 32. 金融工具的公允價值計量(續)

期內/年內第三級內的公允價值計量變動如下：

		Six months ended 30 June 截至6月30日止六個月	
		2021 RMB'000 人民幣千元	2020 RMB'000 人民幣千元
At 1 January	於1月1日	359,591	69,903
Additions	添置	136,000	297,231
Unrealised gain recognised in profit or loss	於損益內確認的未實現利益	97,856	1,076
Disposal gain included in other comprehensive income	其他全面收益內之出售利益	32,223	12,873
Disposal	出售	(39,407)	(18,000)
Exchange realignment	匯兌調整	(650)	(3,492)
Fair value at the end of period/year	期末/年末之公允價值	585,613	359,591

Liabilities measured at fair value:

按公允價值計量的負債：

		30 June 2021 2021年6月30日 Fair value hierarchy 公允價值架構			
		Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Other financial liabilities	其他金融負債	-	-	78,587	78,587

		31 December 2020 2020年12月31日 Fair value hierarchy 公允價值架構			
		Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Other financial liabilities	其他金融負債	-	-	81,226	81,226



### **32. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)**

During the period, there were no transfers of fair value measurements between level 1 and level 2 (six months ended 30 June 2020: Nil) and no transfers into or out of level 3 for both financial assets and financial liabilities (six months ended 30 June 2020: Nil).

### **33. APPROVAL OF THESE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

These interim condensed consolidated financial statements were approved and authorised for issue by the board of directors on 27 August 2021.

### **32. 金融工具的公允價值計量(續)**

期內，就金融資產及金融負債公允價值計量而言，第一級與第二級之間並無任何轉撥（截至2020年6月30日止六個月：無），且並無轉入或轉出第三級（截至2020年6月30日止六個月：無）。

### **33. 批准本中期簡明綜合財務報表**

本中期簡明綜合財務報表於2021年8月27日獲董事會批准及授權刊發。

# Glossary

## 詞彙

“Board” 「董事會」	指	the board of directors of the Company 本公司董事會
“BVI” 「英屬維爾京群島」	指	the British Virgin Islands 英屬維爾京群島
“China” or “PRC” 「中國」	指	the People’s Republic of China, for the purpose of this report, excluding Hong Kong, Macau and Taiwan 中華人民共和國，就本報告而言，並不包括香港、澳門及台灣
“Code” 「守則」	指	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules 上市規則附錄 14 所載的企業管治守則
“Company” or “China Lesso” 「本公司」或「中國聯塑」	指	China Lesso Group Holdings Limited 中國聯塑集團控股有限公司
“Current Ratio” 「流動比率」	指	the ratio of current assets to current liabilities 流動資產除以流動負債的比率
“EBITDA” 「除息稅折攤前盈利」	指	earnings before interest, taxes, depreciation and amortisation 扣除利息、稅項、折舊及攤銷前盈利
“FVTOCI” 「按公允價值計入其他全面收益」	指	fair value through other comprehensive income 按公允價值計入其他全面收益
“FVTPL” 「按公允價值計入損益」	指	fair value through profit or loss 按公允價值計入損益
“Gearing Ratio” 「資產負債率」	指	the total debts divided by the sum of total debts and total equity 按債務總額除以債務總額加上權益總額的總和
“Group” 「本集團」	指	the Company and its subsidiaries 本公司及其附屬公司
“HK\$” 「港元」	指	Hong Kong dollar, the lawful currency of Hong Kong 香港之法定貨幣 一 港元
“Hong Kong” or “HK” 「香港」	指	Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“Listing Rules” 「上市規則」	指	the Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則
“Model Code” 「標準守則」	指	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules 上市規則附錄 10 所載的上市發行人董事進行證券交易的標準守則

<p>“New Fortune” 「新富星」</p>	<p>指</p>	<p>New Fortune Star Limited, a company incorporated in the BVI New Fortune Star Limited, 一間於英屬維爾京群島註冊成立之公司</p>
<p>“PE” 「PE」</p>	<p>指</p>	<p>polyethylene 聚乙烯</p>
<p>“PP-R” 「PP-R」</p>	<p>指</p>	<p>polypropylene random 無規共聚聚丙烯</p>
<p>“PVC” 「PVC」</p>	<p>指</p>	<p>polyvinyl chloride 聚氯乙烯</p>
<p>“Quick Ratio” 「速動比率」</p>	<p>指</p>	<p>the ratio of current assets less inventories to current liabilities 流動資產減存貨再除以流動負債的比率</p>
<p>“RMB” 「人民幣」</p>	<p>指</p>	<p>Renminbi, the lawful currency of the PRC 中國之法定貨幣 — 人民幣</p>
<p>“SFO” 「證券及期貨條例」</p>	<p>指</p>	<p>Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong 香港法例第571章證券及期貨條例</p>
<p>“Share(s)” 「股份」</p>	<p>指</p>	<p>share(s) of a nominal value of HK\$0.05 each in the capital of the Company 本公司股本中每股面值0.05港元的股份</p>
<p>“Shareholder(s)” 「股東」</p>	<p>指</p>	<p>holder(s) of the Share(s) of the Company 本公司股份持有人</p>
<p>“Stock Exchange” 「聯交所」</p>	<p>指</p>	<p>The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司</p>
<p>“tonne(s)” 「噸」</p>	<p>指</p>	<p>a unit measuring weight, equal to 1,000 kilograms 量度重量的單位，相等於1,000公斤</p>
<p>“US” 「美國」</p>	<p>指</p>	<p>the United States of America 美利堅合眾國</p>
<p>“US\$” 「美元」</p>	<p>指</p>	<p>US dollar, the lawful currency of US 美國之法定貨幣 — 美元</p>
<p>“Xi Xi Development” 「西溪發展」</p>	<p>指</p>	<p>Xi Xi Development Limited, a company incorporated in the BVI 西溪發展有限公司，一間於英屬維爾京群島註冊成立之公司</p>
<p>“%” 「%」</p>	<p>指</p>	<p>per cent 百分比</p>

\* The English or Chinese translations in this report, where indicated, denote for identification purposes only.

\* 本報告的英文或中文翻譯(如註明)僅供識別。

# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Wong Luen Hei (*Chairman*)  
Mr. Zuo Manlun (*Chief executive*)  
Ms. Zuo Xiaoping  
Mr. Lai Zhiqiang  
Mr. Kong Zhaocong  
Mr. Chen Guonan  
Dr. Lin Shaoquan  
Mr. Huang Guirong  
Mr. Luo Jianfeng  
Mr. Lin Dewei

#### Independent Non-executive Directors

Mr. Wong Kwok Ho Jonathan  
Ms. Lan Fang  
Dr. Tao Zhigang  
Mr. Cheng Dickson  
Ms. Lu Jiandong

### AUDIT COMMITTEE

Dr. Tao Zhigang (*Chairman*)  
Mr. Wong Kwok Ho Jonathan  
Mr. Cheng Dickson  
Ms. Lu Jiandong

### REMUNERATION COMMITTEE

Dr. Tao Zhigang (*Chairman*)  
Mr. Wong Luen Hei  
Mr. Zuo Manlun  
Mr. Wong Kwok Ho Jonathan  
Ms. Lu Jiandong

### NOMINATION COMMITTEE

Mr. Wong Luen Hei (*Chairman*)  
Mr. Zuo Manlun  
Mr. Wong Kwok Ho Jonathan  
Ms. Lan Fang  
Dr. Tao Zhigang

### COMPANY SECRETARY

Mr. Kwan Chi Wai Samuel

### 董事會

#### 執行董事

黃聯禧先生 (*主席*)  
左滿倫先生 (*行政總裁*)  
左笑萍女士  
賴志強先生  
孔兆聰先生  
陳國南先生  
林少全博士  
黃貴榮先生  
羅建峰先生  
林德緯先生

#### 獨立非執行董事

王國豪先生  
蘭芳女士  
陶志剛博士  
鄭迪舜先生  
呂建東女士

### 審核委員會

陶志剛博士 (*主席*)  
王國豪先生  
鄭迪舜先生  
呂建東女士

### 薪酬委員會

陶志剛博士 (*主席*)  
黃聯禧先生  
左滿倫先生  
王國豪先生  
呂建東女士

### 提名委員會

黃聯禧先生 (*主席*)  
左滿倫先生  
王國豪先生  
蘭芳女士  
陶志剛博士

### 公司秘書

關志偉先生

## AUTHORISED REPRESENTATIVES

Mr. Zuo Manlun  
Mr. Kwan Chi Wai Samuel

## REGISTERED OFFICE

PO Box 309, Uglund House  
Grand Cayman, KY1-1104  
Cayman Islands

## PRINCIPAL PLACE OF BUSINESS IN CHINA

Liansu Industrial Estate  
Longjiang Town  
Shunde District  
Foshan City  
Guangdong Province 528318  
China

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1A, 10th Floor, Tower 2  
South Seas Centre  
75 Mody Road  
Tsim Sha Tsui East  
Kowloon, Hong Kong

## LISTING INFORMATION

Listing:  
The Stock Exchange of Hong Kong Limited

Stock code:  
2128

## SHARE INFORMATION

As at 30 June 2021:  
Share issued 3,102,418,400 shares  
Market capitalisation HK\$59,442 million  
Board lot size 1,000 shares

## 法定代表

左滿倫先生  
關志偉先生

## 註冊辦事處

PO Box 309, Uglund House  
Grand Cayman, KY1-1104  
Cayman Islands

## 中國主要營業地點

中國  
廣東省(郵編:528318)  
佛山市  
順德區  
龍江鎮  
聯塑工業村

## 香港主要營業地點

香港九龍  
尖沙咀東部  
麼地道75號  
南洋中心  
第二座10樓1A室

## 上市資料

上市地點:  
香港聯合交易所有限公司

股份代號:  
2128

## 股份資料

於2021年6月30日:  
已發行股份數目 3,102,418,400股  
市值 594.42億港元  
每手買賣單位 1,000股

# Corporate Information

## 公司資料

### DIVIDEND

Interim dividend HK12 cents per share

### FINANCIAL CALENDAR

Interim results announcement:  
27 August 2021

#### Closure of the Register of Members:

for determining the entitlement to interim dividend from  
29 September 2021 to 4 October 2021 (both dates inclusive)

Payment of interim dividend:  
on or around 18 November 2021

### PRINCIPAL SHARE REGISTRAR

Maples Fund Services (Cayman) Limited  
PO Box 1093  
Boundary Hall, Cricket Square  
Grand Cayman, KY1-1102  
Cayman Islands

### BRANCH SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited  
Shops 1712–1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East, Wanchai  
Hong Kong

### INVESTOR RELATIONS

iPR Ogilvy & Mather  
40th Floor, China Online Centre  
333 Lockhart Road, Wan Chai, Hong Kong  
Tel: (852) 2136 6185  
Fax: (852) 3170 6606  
Email: ir@lesso.com

### AUDITOR

Ernst & Young  
Certified Public Accountants  
Registered Public Interest Entity Auditor  
Hong Kong

### 股息

中期股息 每股 12 港仙

### 財務日誌

中期業績公告：  
2021年8月27日

#### 暫停辦理股份過戶登記手續：

確定收取中期股息的資格由2021年  
9月29日至2021年10月4日(包括首尾兩天)

派付中期股息：  
2021年11月18日或相近日子

### 股份過戶登記總處

Maples Fund Services (Cayman) Limited  
PO Box 1093  
Boundary Hall, Cricket Square  
Grand Cayman, KY1-1102  
Cayman Islands

### 股份過戶登記分處

香港中央證券登記有限公司  
香港  
灣仔皇后大道東183號  
合和中心  
17樓1712–1716室

### 投資者關係

iPR 奧美公關  
香港灣仔駱克道333號  
中國網絡中心40樓  
電話：(852) 2136 6185  
傳真：(852) 3170 6606  
電郵：ir@lesso.com

### 核數師

安永會計師事務所  
執業會計師  
註冊公眾利益實體核數師  
香港

## SOLICITOR

Ropes & Gray

## PRINCIPAL BANKERS

Agricultural Bank of China Limited  
China Merchants Bank Co., Ltd.  
CTBC Bank Co., Ltd., Hong Kong Branch  
DBS Bank Ltd., Hong Kong Branch  
Foshan Shunde Rural Commercial Bank Company Limited  
Hang Seng Bank Limited  
Industrial and Commercial Bank of China (Asia) Limited  
Industrial and Commercial Bank of China Limited  
Sumitomo Mitsui Banking Corporation  
Taipei Fubon Commercial Bank Co., Ltd., Hong Kong Branch  
The Hongkong and Shanghai Banking Corporation Limited

## WEBSITE

<http://www.lesso.com>

## 律師

瑞格律師事務所

## 主要往來銀行

中國農業銀行股份有限公司  
招商銀行股份有限公司  
中國信託商業銀行股份有限公司香港分行  
星展銀行有限公司香港分行  
佛山順德農村商業銀行股份有限公司  
恒生銀行有限公司  
中國工商銀行(亞洲)有限公司  
中國工商銀行股份有限公司  
三井住友銀行  
台北富邦商業銀行股份有限公司香港分行  
香港上海滙豐銀行有限公司

## 網址

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## Forward-looking statements

This report contains forward-looking statements. These forward-looking statements include, without limitation, statements related to revenue and earnings. The words “believe”, “intend”, “expect”, “anticipate”, “forecast”, “estimate”, “predict”, “is confident”, “has confidence” and similar expressions are also intended to represent forward-looking statements. These forward-looking statements are not historical facts. Rather, the forward-looking statements are based on the current beliefs, assumptions, expectations, estimates and projections of the directors and management of China Lesso about the businesses, industries and markets in which China Lesso operates.

These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond the Company’s control and are difficult to predict. Consequently, actual results could differ materially from those expressed, implied or forecasted in the forward-looking statements.

Reliance should not be placed on these forward-looking statements, which reflect only the views of the directors and management of China Lesso as at the date of this report only. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after publication of this report.

## 前瞻聲明

本報告載有前瞻聲明。此等前瞻聲明包括但不限於有關收入及盈利的聲明，而「相信」、「計劃」、「預計」、「預期」、「預測」、「估計」、「推測」、「深信」、「抱有信心」及類似詞彙亦擬表示前瞻聲明。該等前瞻聲明是以中國聯塑董事及管理層根據業務、行業及中國聯塑所經營的市場的目前信念、假設、期望、估計及預測為基準，而並非歷史事實。

此等前瞻聲明並非就未來的業務表現作出保證，而是會因為風險、不明朗因素及其他因素而受影響，其中有些因素更非本公司所能控制，且難以預料。故此，實際結果可能與前瞻聲明所明示、暗示或預測的情況有重大差別。

上述前瞻聲明僅反映中國聯塑董事及管理層於本報告發表當日所持的觀點，任何人士一概不應依賴此等前瞻聲明。本公司並無責任公開修訂上述前瞻聲明，以反映本報告編印後所發生的事件或情況。

# 本報告的中英文如有任何歧義，概以英文本為準。