



CHINA LEON INSPECTION HOLDING LIMITED

中国力鸿检验控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號：1586

2022

Interim Report 中期報告



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BOARD OF DIRECTORS

Executive Directors

Mr. LI Xiangli (*Chairman and CEO*)
Ms. ZHANG Aiyi (*Vice President*)
Mr. LIU Yi (*Vice President*)
Mr. YANG Rongbing (*Vice Chairman*)

Non-executive Director

Mr. HAO Yilei

Independent Non-executive Directors

Mr. WANG Zichen
Mr. ZHAO Hong
Mr. LIU Hoi Keung

COMPANY SECRETARY

Mr. CHAN Oi Fat

AUTHORISED REPRESENTATIVES

Mr. LI Xiangli
Mr. CHAN Oi Fat

AUDIT COMMITTEE

Mr. LIU Hoi Keung (*Chairman*)
Mr. WANG Zichen
Mr. ZHAO Hong

REMUNERATION COMMITTEE

Mr. ZHAO Hong (*Chairman*)
Ms. ZHANG Aiyi
Mr. WANG Zichen

NOMINATION COMMITTEE

Mr. LI Xiangli (*Chairman*)
Mr. ZHAO Hong
Mr. WANG Zichen

董事會

執行董事

李向利先生 (*主席兼行政總裁*)
張愛英女士 (*副總裁*)
劉翊先生 (*副總裁*)
楊榮兵先生 (*副主席*)

非執行董事

郝怡磊先生

獨立非執行董事

王梓臣先生
趙虹先生
廖開強先生

公司秘書

陳愛發先生

授權代表

李向利先生
陳愛發先生

審核委員會

廖開強先生 (*主席*)
王梓臣先生
趙虹先生

薪酬委員會

趙虹先生 (*主席*)
張愛英女士
王梓臣先生

提名委員會

李向利先生 (*主席*)
趙虹先生
王梓臣先生

AUDITOR

Ernst & Young
Registered Public Interest Entity Auditor
27/F, One Taikoo Place
979 King's Road
Quarry Bay, Hong Kong

Deloitte Touche Tohmatsu
Registered Public Interest Entity Auditors
35th Floor, One Pacific Place
88 Queensway
Hong Kong
(resigned on 30 August 2022)

REGISTERED OFFICE

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN THE MAINLAND CHINA

Buildings No. 77-78
Taida Science Park
No. 12 Zhuyuan Road
Shunyi District
Beijing, China

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 1015, 10/F
Ocean Centre, Harbour City
Kowloon, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

核數師

安永會計師事務所
註冊公眾利益實體核數師
香港鰂魚涌
英皇道979號
太古坊一座27樓

德勤•關黃陳方會計師行
註冊公眾利益實體核數師
香港
金鐘道88號
太古廣場一座35樓
(於2022年8月30日辭任)

註冊辦事處

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

中國內地總部及主要營業地點

中國北京
順義區
竺園路12號
泰達科技園
77-78棟

香港主要營業地點

香港九龍
海港城海洋中心
10樓1015室

主要股份過戶登記處

Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

CORPORATE INFORMATION

公司資料

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17/F Hopewell Centre
183 Queen's Road East
Wan Chai, Hong Kong

STOCK CODE

1586

WEBSITE

www.leontest.com

INVESTOR RELATIONS

For enquiries, please contact:
Investor Relations Department
Email: ir@leontest.com
Telephone: (852) 2821 9703

香港股份過戶登記分處

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 號舖

股份代號

1586

網站

www.leontest.com

投資者關係

如有查詢，請聯繫：
投資者關係部
電郵：ir@leontest.com
電話：(852) 2821 9703

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

For the six months ended 30 June 2022 截至2022年6月30日止六個月

		Six months ended 截至下列日期止六個月	
		30 June 2022 2022年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元	30 June 2021 2021年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元 (Restated) (經重列)
		Notes 附註	
REVENUE	收入	3	431,761
Cost of sales	銷售成本		(249,802)
Gross profit	毛利		181,959
Other income and other gains and losses	其他收入以及其他收益及虧損	4	6,887
Selling and distribution expenses	銷售及分銷開支		(14,236)
Administrative expenses	行政開支		(112,979)
Impairment losses under expected credit loss model, net	預期信貸損失模型下的減值虧損，淨額		-
Fair value changes of financial assets and liabilities at fair value through profit or loss	按公允價值計入損益的金融資產及負債之公允價值變動		6,600
Other expenses	其他開支		(11,516)
Finance costs	融資成本		(2,153)
PROFIT BEFORE TAX	稅前利潤	5	54,562
Income tax expense	所得稅開支	6	(8,997)
PROFIT FOR THE PERIOD	期間利潤		45,565
Attributable to:	以下各項應佔：		
Owners of the Company	本公司擁有人		35,822
Non-controlling interests	非控股權益		9,743
			45,565
			49,039

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

For the six months ended 30 June 2022 截至2022年6月30日止六個月

		Six months ended 截至下列日期止六個月	
		30 June 2022 2022年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元	30 June 2021 2021年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元 (Restated) (經重列)
		Note 附註	
Other comprehensive (expense) income:	其他全面(開支)收益：		
<i>Item that will not be reclassified to profit or loss:</i>	<i>將不會重新分類至損益的項目：</i>		
Fair value change on investment in equity instrument 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投資的公允價值變動	(4,198)	6,890
<i>Item that may be reclassified to profit or loss in subsequent periods:</i>	<i>於隨後期間可能重新分類至損益的項目：</i>		
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	(1,190)	(2,905)
OTHER COMPREHENSIVE (EXPENSE) INCOME FOR THE PERIOD, NET OF INCOME TAX	本期間其他全面(開支)收益，扣除所得稅	(5,388)	3,985
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	本期間全面收益總額	40,177	53,024
Attributable to:	以下各項應佔：		
Owners of the Company	本公司擁有人	31,916	36,134
Non-controlling interests	非控股權益	8,261	16,890
		40,177	53,024
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人應佔每股盈利		
Basic	基本	8	
		HK8.19 cents 8.19 港仙	HK7.47 cents 7.47 港仙
Diluted	攤薄	8	
		HK8.18 cents 8.18 港仙	HK7.46 cents 7.46 港仙

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2022 於2022年6月30日

		Notes	At 30 June 2022 於2022年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元	At 31 December 2021 於2021年 12月31日 (Audited) (經審核) HK\$'000 港幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	9	192,423	204,969
Right-of-use assets	使用權資產		66,575	67,399
Investment properties	投資物業		19,009	20,673
Goodwill	商譽	10	28,710	30,348
Intangible assets	無形資產		2,506	2,956
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產		7,685	7,331
Deferred tax assets	遞延稅項資產		587	590
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	12	8,849	1,189
			326,344	335,455
Current assets	流動資產			
Trade receivables	貿易應收款項	11	131,584	134,783
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	12	46,209	36,585
Pledged deposits	已抵押存款		9,964	8,672
Cash and cash equivalents	現金及現金等價物		183,342	150,636
			371,099	330,676
Current liabilities	流動負債			
Trade payables	貿易應付款項	13	34,491	39,513
Contract liabilities	合約負債	14	2,763	2,794
Other payables and accruals	其他應付款項及應計項目	15	42,865	54,490
Borrowings	借款	16	35,129	19,437
Tax payable	應納稅款		16,381	11,814
Lease liabilities	租賃負債		10,776	11,796
Convertible bonds	可換股債券	17	51,353	57,953
			193,758	197,797
Net current assets	流動資產淨值		177,341	132,879
Total assets less current liabilities	資產總值減流動負債		503,685	468,334

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2022 於2022年6月30日

		Notes 附註	At 30 June 2022 於2022年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元	At 31 December 2021 於2021年 12月31日 (Audited) (經審核) HK\$'000 港幣千元
Non-current liabilities	非流動負債			
Borrowings	借款	16	–	3,463
Deferred tax liabilities	遞延稅項負債		4,409	4,690
Lease liabilities	租賃負債		26,496	33,582
			30,905	41,735
Net assets	資產淨值		472,780	426,599
Capital and reserves	資本及儲備			
Share capital	股本	18	172	172
Reserves	儲備		385,386	347,466
Equity attributable to owners of the Company	本公司擁有人應佔權益		385,558	347,638
Non-controlling interests	非控股權益		87,222	78,961
Total equity	權益總額		472,780	426,599

The condensed consolidated financial statements on pages 5 to 36 were approved and authorised for issue by the Board of Directors on 30 August 2022 and are signed on its behalf by:

第5至36頁的簡明綜合財務報表已獲董事會於2022年8月30日批准及授權刊發，並由下列董事代表簽署：

LI Xiangli
李向利
DIRECTOR
董事

YANG Rongbing
楊榮兵
DIRECTOR
董事

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2022 截至2022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	Capital reserve	Statutory reserves	Share-based compensation reserve	Shares held for share award scheme	FVTOCI reserve	Exchange fluctuation reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	資本儲備	法定儲備	以股份為基礎的薪酬儲備	股份獎勵計劃所持股份	按公允價值計入其他全面收益儲備	匯兌波動儲備	保留利潤	合計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
As at 1 January 2021 (audited)	於2021年1月1日 (經審核)	155	110,367	31,932	3,727	(5,920)	(3,403)	14,062	146,647	297,567	26,351	323,918
Profit for the period	本期間利潤	-	-	-	-	-	-	-	32,492	32,492	16,547	49,039
Other comprehensive expense for the period	本期間其他全面開支	-	-	-	-	-	-	3,644	-	3,644	343	3,985
Total comprehensive (expense) income for the period	本期間全面(開支)收益總額	-	-	-	-	-	-	3,644	32,492	36,134	16,890	53,024
Shares purchased for share award scheme	為股份獎勵計劃購買之股份	-	-	-	-	(4,619)	-	-	-	(4,619)	-	(4,619)
Equity-settled share award expenses	以權益結算的股份獎勵開支	-	-	-	4,170	-	-	-	-	4,170	-	4,170
Award shares vested	已歸屬獎勵股份	-	-	-	(4,170)	3,757	-	-	413	-	-	-
Issue of shares upon exercise of share options	行使購股權後發行股份	1	5,151	-	(1,055)	-	-	-	-	4,097	-	4,097
Capital contribution from non-controlling interest of a subsidiary	一間附屬公司之非控股權益注資	-	-	-	-	-	-	-	-	-	501	501
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	-	5,941	5,941
As at 30 June 2021 (unaudited) (Restated)	於2021年6月30日 (未經審核)(經重列)	156	115,518	31,932	2,672	(6,782)	(3,403)	17,704	179,552	337,349	49,683	387,032

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2022 截至2022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	Capital reserve	Statutory reserves	Share-based compensation reserve	Shares held for share award scheme	FVTOCI reserve	Exchange fluctuation reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	資本儲備	法定儲備	以股份為基礎的薪酬儲備	股份獎勵計劃所持股份	按公允價值計入其他全面收益儲備	匯兌波動儲備	保留利潤	合計	非控股權益	權益總額
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
As at 1 January 2022 (audited)	於2022年1月1日 (經審核)	172	201,761	35,495	7,900	(8,472)	(3,403)	34,985	79,200	347,638	78,961	426,599
Profit for the period	本期間利潤	-	-	-	-	-	-	-	35,822	35,822	9,743	45,565
Other comprehensive expense for the period	本期間其他全面開支	-	-	-	-	-	-	(3,906)	-	(3,906)	(1,482)	(5,388)
Total comprehensive (expense) income for the period	本期間全面(開支)收益總額	-	-	-	-	-	-	(3,906)	35,822	31,916	8,261	40,177
Shares purchased for share award scheme	為股份獎勵計劃購買之股份	-	-	-	-	(2,150)	-	-	-	(2,150)	-	(2,150)
Equity-settled share award expenses	以權益結算的股份獎勵開支	-	-	-	8,154	-	-	-	-	8,154	-	8,154
Award shares vested	已歸屬獎勵股份	-	-	-	(4,211)	4,003	-	-	208	-	-	-
As at 30 June 2022 (unaudited)	於2022年6月30日 (未經審核)	172	201,761	35,495	11,843	(6,619)	(3,403)	31,079	115,230	385,558	87,222	472,780

Notes:

- (a) As stipulated by the relevant laws and regulations of the People's Republic of China ("PRC"), before distribution of the net profit each year, each of the Group's subsidiaries established in the PRC shall set aside 10% of its net profit after taxation to the statutory surplus reserve until the statutory funds is accumulated up to 50% of their registered capital. The reserve fund can only be used, upon approval by the board of directors of these PRC established subsidiaries and by the relevant authority, to offset accumulated losses or increase capital.
- (b) Certain comparative figures for the six months ended 30 June 2021 have been restated to conform with current period's presentation.

附註：

- (a) 根據中華人民共和國(「中國」)相關法律及法規規定，本集團在中國成立的各附屬公司每年均須撥出除稅後淨利潤的10%作法定盈餘儲備，然後方可分派淨利潤，直至法定儲備金計累至其註冊資本的50%為止。儲備金僅可用於抵銷累計虧損或增加資本，惟須經該等於中國成立的附屬公司的董事會及相關機關批准。
- (b) 截至2021年6月30日止六個月的若干比較數字已重列以符合本期間的呈列方式。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 June 2022 截至2022年6月30日止六個月

		Six months ended 截至下列日期止六個月	
		30 June 2022 2022年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元	30 June 2021 2021年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元 (Restated) (經重列)
Net cash from operating activities	經營活動所得現金淨額	45,571	58,768
Net cash used in investing activities	投資活動所用現金淨額	(27,943)	(34,596)
Net cash from financing activities	融資活動所得現金淨額	6,336	41,391
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	23,964	65,563
Cash and cash equivalents at beginning of the period	期初的現金及現金等價物	150,636	78,875
Effect of foreign exchange rate changes, net	外匯匯率變動的影響，淨額	8,742	(1,522)
Cash and cash equivalents at end of the period	期末的現金及現金等價物	183,342	142,916

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止六個月

1. BASIS OF PREPARATION

The condensed consolidated interim financial statements for the six months ended 30 June 2022 have been prepared in accordance with International Accounting Standard (“IAS”) 34 *Interim Financial Reporting* issued by the International Accounting Standards Board (the “IASB”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The condensed consolidated interim financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual consolidated financial statements as at 31 December 2021.

The functional currency of the Company is Renminbi (“RMB”).

Previously, the directors of the Company (the “Directors”) prepared the consolidated financial statements of the Group in RMB. During the year ended 31 December 2021, the Directors changed the presentation currency of the consolidated financial statements from RMB to Hong Kong dollars (“HK\$”) as the Directors consider that it is an appropriate presentation for a company listed in Hong Kong and for the convenience of the shareholders of the Company. The comparative figures for the six months ended 30 June 2021 have been restated in HK\$.

1. 編製基準

截至2022年6月30日止六個月的簡明綜合中期財務報表已根據國際會計準則理事會（「國際會計準則理事會」）頒佈的《國際會計準則》（《國際會計準則》）第34號中期財務報告及《香港聯合交易所有限公司證券上市規則》（「上市規則」）附錄十六的適用披露規定編製。

簡明綜合中期財務報表不包括全年財務報表的所有資料及披露，應與本集團於2021年12月31日的全年綜合財務報表一併閱覽。

本公司功能貨幣為人民幣（「人民幣」）。

本公司董事（「董事」）過往以人民幣編製本集團綜合財務報表。截至2021年12月31日止年度，董事將綜合財務報表的呈列貨幣由人民幣變更為港幣（「港幣」），乃由於董事認為此就香港上市公司而言屬適當的呈列方式，並可為本公司股東提供便利。截至2021年6月30日止六個月的比較數字已以港幣重列。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止六個月

2. CHANGES IN ACCOUNTING POLICIES

The condensed consolidated interim financial statements have been prepared on the historical cost basis. Other than changes in accounting policies resulting from the application of amendments to International Financial Reporting Standards (“IFRSs”), the accounting policies and methods of computation used in the condensed consolidated interim financial statements for the six months ended 30 June 2022 are the same as those presented in the Group’s annual consolidated financial statements for the year ended 31 December 2021.

Application of amendments to IFRSs

In the current period, the Group has applied, for the first time, the following amendments to IFRSs issued by the IASB which are mandatorily effective for the annual period beginning on or after 1 January 2022 for the preparation of the Group’s condensed consolidated financial statements:

Amendments to IFRS 3	Reference to the Conceptual Framework
Amendments to IAS 16	Property, Plant and Equipment: Proceeds before Intended Use
Amendments to IAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Annual Improvements to IFRSs 2018–2020	Amendments to IFRS 1, IFRS 9, Illustration Examples accompanying IFRS 16 and IAS 41

2. 會計政策變動

簡明綜合中期財務報表乃按歷史成本基準擬備。除應用經修訂的《國際財務報告準則》(「《國際財務報告準則》」)導致的會計政策變動外，截至2022年6月30日止六個月的簡明綜合中期財務報表所用的會計政策及計算方法與本集團截至2021年12月31日止年度的年度綜合財務報表所呈列者一致。

應用經修訂的《國際財務報告準則》

於本期間，本集團已首次應用以下由國際會計準則理事會所頒佈於2022年1月1日或之後開始的年度期間強制生效的經修訂《國際財務報告準則》編製本集團的簡明綜合財務報表：

《國際財務報告準則》第3號之修訂	《國際財務報告準則》第3號之修訂	提述概念框架
《國際會計準則》第16號之修訂	《國際會計準則》第16號之修訂	物業、廠房及設備 — 作擬定用途前的所得款項
《國際會計準則》第37號之修訂	《國際會計準則》第37號之修訂	虧損性合約 — 履行合約的成本
《國際財務報告準則》2018年至2020年之年度改進	《國際財務報告準則》第1號、《國際財務報告準則》第9號之修訂及《國際財務報告準則》第16號及《國際會計準則》第41號之相應闡釋範例	

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止六個月

2. CHANGES IN ACCOUNTING POLICIES (Continued)

Application of amendments to IFRSs (Continued)

2.1 Impacts on application of amendments

Amendments to IFRS 3, Reference to the Conceptual Framework

The amendments replace a reference to a previous version of the IASB's Conceptual Framework with a reference to the current version issued in March 2018 without significantly changing its requirements.

The amendments add an exception to the recognition principle of IFRS 3 *Business Combinations* to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* or IFRIC 21 *Levies*, if incurred separately. The exception requires entities to apply the criteria in IAS 37 or IFRIC 21, respectively, instead of the Conceptual Framework, to determine whether a present obligation exists at the acquisition date.

The amendments also add a new paragraph to IFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date.

These amendments had no impact on the condensed consolidated interim financial statements of the Group.

Amendments to IAS 16, Property, Plant and Equipment: Proceeds before Intended Use

The amendment prohibits entities from deducting from the cost of an item of property, plant and equipment, any proceeds of the sale of items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling such items, and the costs of producing those items, in profit or loss.

These amendments had no impact on the condensed consolidated interim financial statements of the Group.

2. 會計政策變動(續)

應用經修訂的《國際財務報告準則》(續)

2.1 應用修訂的影響

《國際財務報告準則》第3號提述概念框架之修訂

該等修訂以2018年3月發佈的現行版本的引述，取代對(國際會計準則理事會)概念框架的先前版本的引述，而並無大幅更改其規定。

該等修訂對《國際財務報告準則》第3號業務合併的確認原則增加一個例外情況，以避免出現因負債及或然負債而產生的潛在「第2日」收益或虧損，而該等負債及或然負債將屬於《國際會計準則》第37號撥備、或然負債及或然資產或(國際財務報告詮釋委員會)一詮釋第21號徵費(倘單獨產生)的範圍內。該例外情況要求實體分別應用《國際會計準則》第37號或(國際財務報告詮釋委員會)一詮釋第21號的標準，而非概念框架，以釐定於收購日期是否存在現有責任。

該修訂亦在《國際財務報告準則》第3號加入新段落以釐清或然資產不符合於收購日期確認的資格。

此等修訂對本集團的簡明綜合中期財務報表並無影響。

《國際會計準則》第16號物業、廠房及設備 — 作擬定用途前的所得款項之修訂

該等修訂禁止實體從物業、廠房及設備項目的成本中扣除於該資產達到能夠以管理層擬定的運作方式所需的位置及條件期間出售所產生項目的任何所得款項。相反，實體於損益中確認出售該等項目的所得款項及生產該等項目的成本。

該等修訂對本集團的簡明綜合中期財務報表並無影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止六個月

2. CHANGES IN ACCOUNTING POLICIES (Continued)

Application of amendments to IFRSs (Continued)

2.1 Impacts on application of amendments (Continued)

Amendments to IAS 37, Onerous Contracts — Cost of Fulfilling a Contract

An onerous contract is a contract under which the unavoidable costs (i.e. the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

The amendments specify that when assessing whether a contract is onerous or loss-making, an entity needs to include costs that relate directly to a contract to provide goods or services include both incremental costs (e.g. the costs of direct labour and materials) and an allocation of costs directly related to contract activities (e.g. depreciation of equipment used to fulfil the contract as well as costs of contract management and supervision). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract.

These amendments had no impact on the condensed consolidated interim financial statements of the Group.

Annual Improvements to IFRSs 2018–2020

- IFRS 1 *First-time Adoption of International Financial Reporting Standards — Subsidiary as a first-time adopter*

The amendment permits a subsidiary that elects to apply paragraph D16(a) of IFRS 1 to measure cumulative translation differences using the amounts reported in the parent's consolidated financial statements, based on the parent's date of transition to IFRS, if no adjustments were made for consolidation procedures and for the effects of the business combination in which the parent acquired the subsidiary. This amendment is also applied to an associate or joint venture that elects to apply paragraph D16(a) of IFRS 1.

These amendments had no impact on the condensed consolidated interim financial statements of the Group as it is not a first-time adopter.

2. 會計政策變動(續)

應用經修訂的《國際財務報告準則》(續)

2.1 應用修訂的影響(續)

《國際會計準則》第37號虧損性合約 — 履行合約的成本之修訂

虧損性合約是指為履行合約項下責任所產生不可避免的成本(即本集團因訂有合約而無法避免的成本)超出預期在該合約項下可獲取之經濟效益的合約。

該等修訂指明在評估合約是否虧損或產生損失時，實體需要包括與提供貨品或服務的合約直接相關的成本，即包括增量成本(例如直接人工及材料成本)以及與合約活動直接相關的成本分配(例如用於履行合約的設備的折舊以及合約管理及監督的成本)。一般及行政成本與合約並無直接關係，除非該等成本根據合約明確向對方收取，否則不包括在內。

該等修訂對本集團的簡明綜合中期財務報表並無影響。

《國際財務報告準則》2018年至2020年之年度改進

- 《國際財務報告準則》第1號首次採納《國際財務報告準則》— 附屬公司作為首次採用者

該修訂允許選擇應用《國際財務報告準則》第1號第D16(a)段的附屬公司，根據母公司向《國際財務報告準則》過渡的日期，使用母公司綜合財務報表中報告的金額計量累計換算差額，前提是並無就併表程序以及就母公司收購附屬公司的業務合併的影響作出調整。該修訂亦適用於選擇應用《國際財務報告準則》第1號第D16(a)段的聯營公司或合營企業。

因本集團並非首次採用者，該修訂對本集團的簡明綜合中期財務報表並無影響。

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簡明綜合財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止六個月

2. CHANGES IN ACCOUNTING POLICIES (Continued)

Application of amendments to IFRSs (Continued)

2.1 Impacts on application of amendments (Continued)

Annual Improvements to IFRSs 2018–2020 (Continued)

- IFRS 9 *Financial Instruments* — Fees in the ‘10 per cent’ test for derecognition of financial liabilities

The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other’s behalf. There is no similar amendment proposed for IAS 39 *Financial Instruments: Recognition and Measurement*.

These amendments had no impact on the condensed consolidated interim financial statements of the Group.

- IFRS 16, *Leases*: removes the illustration of payments from the lessor relating to leasehold improvements in Illustrative Example 13 accompanying IFRS 16. This removes potential confusion regarding the treatment of lease incentives when applying IFRS 16.
- IAS 41 *Agriculture* — Taxation in fair value measurements

The amendment removes the requirement in paragraph 22 of IAS 41 that entities exclude cash flows for taxation when measuring the fair value of assets within the scope of IAS 41.

These amendments had no impact on the condensed consolidated interim financial statements of the Group.

2. 會計政策變動(續)

應用經修訂的《國際財務報告準則》(續)

2.1 應用修訂的影響(續)

《國際財務報告準則》2018年至2020年之年度改進(續)

- 《國際財務報告準則》第9號金融工具 — 就終止確認金融負債「百分之十」測試中的費用

該修訂釐清實體在評估新金融負債或經修訂金融負債的條款是否與原始金融負債的條款有顯著差異時所包含的費用。該等費用僅包括在借款人與貸款人之間支付或收取的費用，包括由借款人或貸款人代表對方支付或收取的費用。《國際會計準則》第39號金融工具：確認及計量並無類似的建議修訂。

該等修訂對本集團的簡明綜合中期財務報表並無影響。

- 《國際財務報告準則》第16號租賃：於《國際財務報告準則》第16號相應闡釋範例13移除出租人有關租賃物業裝修款項的闡釋，並消除於應用《國際財務報告準則》第16號時有關租賃寬減處理方式的潛在混淆。
- 《國際會計準則》第41號農業 — 公允價值計量中的稅項

該修訂移除於《國際會計準則》第41號第22段下《國際會計準則》第41號範圍內計量資產公允價值時不包括實體稅項現金流量的規定。

該等修訂對本集團的簡明綜合中期財務報表並無影響。

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簡明綜合財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止六個月

3. REVENUE

Disaggregation of revenue from contracts with customers

3. 收入

客戶合約收入明細

		Six months ended 截至下列日期止六個月	
		30 June 2022 2022年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元	30 June 2021 2021年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元 (Restated) (經重列)
Segments			
分部			
Type of services	服務類型		
Testing services	檢測服務	279,920	249,575
Surveying services	鑒定服務	111,025	104,102
Witnessing and ancillary services	見證及輔助服務	40,816	36,198
Total	合計	431,761	389,875
Geographical markets	地區市場		
Greater China	大中華區	289,913	216,562
Overseas	海外	141,848	173,313
Total	合計	431,761	389,875
Timing of revenue recognition	收入確認時間		
A point in time	某一時間點	431,761	389,875
Total	合計	431,761	389,875

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止六個月

4. OTHER INCOME AND OTHER GAINS AND LOSSES

4. 其他收入以及其他收益及虧損

		Six months ended 截至下列日期止六個月	
		30 June 2022 2022年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元	30 June 2021 2021年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元 (Restated) (經重列)
Other income	其他收入		
Interest income	利息收入	432	30
Value-added and other tax refund	已退回增值及其他稅款	1,305	776
Government subsidies	政府補助	3,944	3,967
Rental income	租金收入	814	798
		6,495	5,571
Other gains and losses	其他收益及虧損		
Impairment loss recognised in respect of goodwill	就商譽確認減值虧損	–	(684)
Gain (loss) on foreign exchange difference	外匯匯兌差額收益(虧損)	145	(581)
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目的虧損	(335)	(85)
Others	其他	582	1,037
		392	(313)
		6,887	5,258

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止六個月

5. PROFIT BEFORE TAX

5. 稅前利潤

		Six months ended 截至下列日期止六個月	
		30 June 2022 2022年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元	30 June 2021 2021年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元 (Restated) (經重列)
The Group's Profit before tax has been arrived after charging:	本集團經扣除以下各項後所達致的稅前利潤：		
Depreciation of property, plant and equipment	物業、廠房及設備的折舊	19,074	15,675
Depreciation of investment properties	投資物業的折舊	760	761
Depreciation of right-of-use assets	使用權資產的折舊	8,106	8,463
Amortisation of intangible assets	無形資產攤銷	501	368
Research and development costs (included in other expenses):	研發成本(計入其他開支)：		
— Current period expenditure	— 本期開支	11,378	4,995
Impairment losses under expected credit loss model, net	預期信貸損失模型下的減值虧損，淨額	—	1,318

6. INCOME TAX EXPENSE

6. 所得稅開支

		Six months ended 截至下列日期止六個月	
		30 June 2022 2022年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元	30 June 2021 2021年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元 (Restated) (經重列)
Current income tax	即期所得稅		
— Mainland China	— 中國內地	6,753	7,396
— Other jurisdictions	— 其他司法管轄區	2,244	3,937
		8,997	11,333

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止六個月

7. DIVIDENDS

The proposed final cash dividend of HK\$0.018 per share for the year ended 31 December 2021 was approved by the Company's shareholders on 16 June 2022. On 30 August 2022, the Board of Directors declared an interim dividend of HK\$0.022 per share for the six months ended 30 June 2022 (six months ended 30 June 2021: HK\$0.0225).

8. EARNINGS PER SHARE

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

7. 股息

建議就截至2021年12月31日止年度派付的末期現金股息每股港幣0.018元已於2022年6月16日獲本公司股東批准。於2022年8月30日，董事會就截至2022年6月30日止六個月宣派中期股息每股港幣0.022元（截至2021年6月30日止六個月：港幣0.0225元）。

8. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利按下列數據計算：

		Six months ended 截至下列日期止六個月	
		30 June 2022 2022年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元	30 June 2021 2021年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元 (Restated) (經重列)
Profit for the period attributable to owners of the Company, used in the basic and diluted earnings per share calculation	用於計算每股基本及攤薄盈利的本公司擁有人應佔期間利潤	35,822	32,492
Shares	股份	'000 千股	'000 千股
Weighted average number of ordinary shares in issue during the period used in the basic earnings per share calculation	用於計算每股基本盈利的期間已發行普通股加權平均數	437,134	434,753
Effect of dilutive potential ordinary shares: — Share options	普通股潛在攤薄的影響： — 購股權	666	935
Weighted average number of ordinary shares in issue during the period used in the diluted earnings per share calculation	用於計算每股攤薄盈利的期間已發行普通股加權平均數	437,800	435,688

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止六個月

8. EARNINGS PER SHARE (Continued)

The weighted average number of ordinary shares shown above for the six months ended 30 June 2022 and 2021 has been arrived at after adjusting the shares held by the Company's share award scheme under the trust.

In addition, the number of shares adopted in the calculation of the basic and diluted earnings per share for the six months ended 30 June 2021 has been retrospectively adjusted to reflect the bonus shares which became effective in July 2021.

The computation of diluted earnings per share for the six months ended 30 June 2022 does not assume the exercise of certain of the Company's share options because the exercise price of those options were higher than the average market price for shares for 2022. Also, the computation of diluted earnings per share for the six months ended 30 June 2022 does not assume the conversion of the Company's outstanding convertible bonds since their assumed exercise would result in an increase in earnings per share.

The computation of diluted earnings per share for the six months ended 30 June 2021 does not assume the exercise of all of the Company's share options because the exercise price of those options were higher than the average market price for shares for 2021.

9. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

During the current interim period, the Group disposed of certain plant and equipment with an aggregate carrying amount of HK\$337,000 for cash proceeds of HK\$2,000, resulting in a loss on disposal of HK\$335,000.

In addition, during the current interim period, the Group has addition of property, plant and equipment of approximately HK\$19,063,000.

Certain of the Group's property, plant and equipment and investment properties with a carrying value of HK\$33,325,000 and HK\$18,261,000, respectively, were pledged to obtain a banking facility from a bank amounting to HK\$26,427,000.

8. 每股盈利(續)

上文所示截至2022年及2021年6月30日止六個月的普通股加權平均數乃經調整根據信託由本公司股份獎勵計劃持有的股份後達致。

此外，計算截至2021年6月30日止六個月的每股基本及攤薄盈利時採用的股份數目已予追溯調整，以反映於2021年7月生效的紅股。

計算截至2022年6月30日止六個月的每股攤薄盈利時並無假設本公司若干購股權獲行使，此乃由於該等購股權的行使價於2022年高於股份的平均市價。此外，計算截至2022年6月30日止六個月的每股攤薄盈利時並無假設本公司的尚未轉換可換股債券獲轉換，此乃由於假設可換股債券獲行使將導致每股盈利增加。

計算截至2021年6月30日止六個月的每股攤薄盈利時並無假設本公司所有購股權獲行使，此乃由於該等購股權的行使價於2021年高於股份的平均市價。

9. 物業、廠房及設備以及投資物業的變動

於本中期期間，本集團處置總賬面值為港幣337,000元的若干廠房及設備的現金所得款項為港幣2,000元，故處置虧損為港幣335,000元。

此外，於本中期期間，本集團添置物業、廠房及設備約港幣19,063,000元。

本集團若干物業、廠房及設備以及投資物業(賬面值分別為港幣33,325,000元及港幣18,261,000元)已被抵押，以自銀行獲得港幣26,427,000元的銀行融資。

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For the six months ended 30 June 2022 截至2022年6月30日止六個月

10. GOODWILL

10. 商譽

HK\$'000
港幣千元

COST

At 31 December 2021 and 1 January 2022 (audited)
Exchange realignment

成本

於2021年12月31日及2022年1月1日(經審核)
匯兌調整

30,348
(1,638)

At 30 June 2022 (unaudited)

於2022年6月30日(未經審核)

28,710

The Group tests for impairment of goodwill annually and in the financial year in which the acquisition takes place, or more frequently if there are indications that goodwill might be impaired.

本集團會於每年及於收購事項發生的財政年度進行商譽減值測試，或倘有跡象表明商譽可能出現減值，則將會更為頻密進行測試。

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11. TRADE RECEIVABLES

11. 貿易應收款項

		30 June 2022 2022年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 December 2021 2021年 12月31日 (Audited) (經審核) HK\$'000 港幣千元
Trade receivables	貿易應收款項	135,028	138,323
Allowance for credit losses	信貸損失撥備	(3,444)	(3,540)
		131,584	134,783

The following is an ageing analysis of trade receivables net of allowance for credit losses presented based on the invoice dates:

根據發票日期呈列的貿易應收款項(扣除信貸損失撥備)的賬齡分析如下:

		30 June 2022 2022年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 December 2021 2021年 12月31日 (Audited) (經審核) HK\$'000 港幣千元
Within 3 months	3個月以內	110,663	113,794
3 to 6 months	3個月至6個月	5,840	12,712
6 months to 1 year	6個月至1年	13,273	5,065
1 to 2 years	1年至2年	1,808	3,212
		131,584	134,783

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12. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

12. 預付款項、其他應收款項及其他資產

		As at 30 June 2022 於2022年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元	As at 31 December 2021 於2021年 12月31日 (Audited) (經審核) HK\$'000 港幣千元
Prepayments	預付款項	31,391	17,450
Deposits and other receivables	按金及其他應收款項	23,742	20,400
		55,133	37,850
Allowance for credit losses	信貸損失撥備	(75)	(76)
		55,058	37,774
Portion classified as non-current assets	分類為非流動資產的部分	(8,849)	(1,189)
		46,209	36,585

Deposits and other receivables mainly represent rental deposits, deposit paid for purchase of land and property, plant and equipment, and deposits with suppliers. The basis of determining the inputs and assumptions and the estimation techniques for impairment used in the condensed consolidated financial statements for the six months ended 30 June 2022 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2021.

按金及其他應收款項主要指租金按金、就購買土地以及物業、廠房及設備支付的按金及供應商按金。截至2022年6月30日止六個月的簡明綜合財務報表所用釐定輸入數據及假設以及減值估計方法的基準與編製本集團截至2021年12月31日止年度的年度財務報表所用基準相同。

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13. TRADE PAYABLES

The following is an ageing analysis of the trade payables presented based on invoice dates:

		30 June 2022 2022年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 December 2021 2021年 12月31日 (Audited) (經審核) HK\$'000 港幣千元
Within 3 months	3個月以內	28,478	35,367
3 to 6 months	3個月至6個月	2,097	1,117
6 months to 1 year	6個月至1年	3,714	2,919
1 to 2 years	1年至2年	202	110
		34,491	39,513

13. 貿易應付款項

根據發票日期呈列的貿易應付款項的賬齡分析如下：

14. CONTRACT LIABILITIES

Short-term advances received from customers 已收客戶短期墊款
Rendering of services 提供服務

When the Group receives short-term advances from customers to render services, this will give rise to contract liabilities at the start of a contract, until the revenue recognized on the relevant contract exceeds the amount of the deposits.

14. 合約負債

As at 30 June 2022 於2022年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元	As at 31 December 2021 於2021年 12月31日 (Audited) (經審核) HK\$'000 港幣千元
2,763	2,794

倘本集團就提供服務而收到客戶的短期墊款，合約負債將於合約開始時產生，直至有關合約確認的收益超過按金的金額為止。

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15. OTHER PAYABLES AND ACCRUALS

15. 其他應付款項及應計項目

		30 June 2022 2022年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 December 2021 2021年 12月31日 (Audited) (經審核) HK\$'000 港幣千元
Accrued salaries, wages and benefits	應計薪金、工資及福利	30,983	37,510
Other taxes payable	其他應納稅款	1,116	1,364
Payable to vendors of property, plant and equipment	應付物業、廠房及設備業主款項	524	3,655
Consideration payable	應付代價	—	1,872
Others	其他	10,242	10,089
		42,865	54,490

Other payables are non-interest-bearing and have no fixed terms of settlement.

其他應付款項不計息及並無固定結算期。

16. BORROWINGS

During the current interim period, the Group obtained new borrowings of HK\$48,979,000 and repaid borrowings of HK\$35,473,000.

16. 借款

於本中期期間，本集團取得新借款港幣48,979,000元，並已償還借款港幣35,473,000元。

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17. CONVERTIBLE BONDS

17. 可換股債券

		HK\$'000 港幣千元
Upon issue	發行後	50,000
Changes in fair value charged to profit or loss	於損益扣除的公允價值變動	7,953
<hr/>		
At 31 December 2021 (audited)	於2021年12月31日(經審核)	57,953
Changes in fair value charged to profit or loss	於損益扣除的公允價值變動	(6,600)
<hr/>		
At 30 June 2022 (unaudited)	於2022年6月30日(未經審核)	51,353

18. SHARE CAPITAL

18. 股本

		Number of shares 股份數目	'000 千股	HK\$'000 港幣千元
Ordinary shares of US\$0.00005 each	每股面值0.00005美元的普通股			
Authorised as at 1 January 2021 (audited), 31 December 2021 (audited) and 30 June 2022 (unaudited)	於2021年1月1日(經審核)、 2021年12月31日(經審核)及 2022年6月30日(未經審核) 的 法定股本	1,000,000		390
<hr/>				
Issued and fully paid ordinary shares	已發行及悉數繳付普通股			
Balance as at 1 January 2021 (audited)	於2021年1月1日(經審核)的結餘	400,000		155
Issue of shares upon exercise of share options (note)	因購股權獲行使而發行的股份(附註)	3,201		1
Issue of bonus shares	發行紅股	40,309		16
<hr/>				
Balance as at 31 December 2021 (audited) and 30 June 2022 (unaudited)	於2021年12月31日(經審核)及 2022年6月30日(未經審核) 的結餘	443,510		172

Note:

The new shares issued rank pari passu in all respects with the existing shares in issue.

附註：

已發行新股份在各方面與已發行現有股份享有同等地位。

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19. SHARE OPTION SCHEME

The Company operates a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Scheme include the Group’s employees, directors and other participants in order to retain and provide incentive to the employees of the Group to achieve its business objectives. The Scheme became effective on 5 May 2017 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. The refreshment of the Scheme mandate limit was approved on 29 September 2021.

The maximum number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes shall not in aggregate exceed 10% of the shares in issue as at the date of approval by the Shareholders and as such limit is refreshed by the shareholders from time to time. The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes shall not exceed 30% of the shares in issue from time to time.

The total number of shares issued and to be issued upon exercise of the options granted to each participant that is eligible under the Scheme and any other option schemes (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the total number of shares in issue. Where any further grant of options to an eligible participant would result in the shares issued and to be issued upon exercise of the options granted to such eligible participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the total number of shares in issue, such further grant must be separately approved by the shareholders at the general meeting.

The exercise period of the share options granted is determinable by the Directors. For the share options granted up to 30 June 2022, the vesting periods varies from nil to three years and the exercisable period is five years commencing from each vesting date.

Share options do not confer rights on the holders to dividends or to vote at shareholders’ meetings.

19. 購股權計劃

本公司經營一項購股權計劃（「購股權計劃」），旨在為促成本集團業務成功的合資格參與者提供獎勵及回報。購股權計劃的合資格參與者包括本集團僱員、董事及其他參與者，旨在挽留及提供獎勵予本集團僱員，以達成其業務目標。購股權計劃於2017年5月5日生效，除非另行取消或修訂，否則自該日期起10年內仍然有效。更新購股權計劃授權限額已於2021年9月29日獲批准。

因根據購股權計劃及任何其他購股權計劃將予授出的所有購股權獲行使而可能發行的股份的最高數目合共不得超過於股東批准日期已發行股份及股東不時更新有關上限的10%。因根據購股權計劃及任何其他購股權計劃已授出而未行使的所有尚未行使購股權獲行使而可予發行的股份的最高數目不得超過不時已發行股份的30%。

於任何12個月期間內因根據購股權計劃及任何其他購股權計劃已向每名合資格參與者授出的購股權（包括已行使及尚未行使的購股權）獲行使而已發行及將予發行的股份總數，不得超過已發行股份總數的1%。倘向合資格參與者進一步授出任何購股權，將導致截至該進一步授出之日（包括該日）止任何12個月期間內行使向有關合資格參與者授出的購股權（包括已行使、註銷及尚未行使的購股權）時，已發行及將予發行的股份總數超過已發行股份總數的1%，則進一步授出購股權須經由股東於股東大會上個別批准。

所授出購股權的行使期可由董事釐定。就截至2022年6月30日止授出的購股權而言，歸屬期介乎零至三年，行使期自各歸屬日期起計五年。

購股權不賦予持有人分紅或在股東大會上投票的權利。

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19. SHARE OPTION SCHEME (Continued)

In the event of any alteration in the capital structure of the Company while any option remains exercisable, such corresponding alterations (if any) shall be made in the number or nominal amount of shares subject to the option so far as unexercised, and/or the subscription price, provided that any alteration shall be made on the basis that the proportion of the issued share capital of the Company to which a grantee is entitled after such alteration shall remain the same as that to which he or she or it was entitled before such alteration and that the aggregate subscription price payable by a grantee on the full exercise of any option shall remain as nearly as possible the same.

The number of shares and exercise price under the Scheme disclosed below has been retrospectively adjusted to reflect the bonus shares that became effective in July 2021 (note 18).

Particulars and movements of the target shares under the Scheme:

Grantee	Date of grant	Notes	As at 1 January 2022 於2022年 1月1日 '000 千股 (Adjusted) (經調整)	Granted during the period 本期間 已授出 '000 千股	Exercised during the period 本期間 已行使 '000 千股 (Adjusted) (經調整)	Cancelled during the period 本期間 已註銷 '000 千股 (Adjusted) (經調整)	Lapsed during the period 本期間 已失效 '000 千股 (Adjusted) (經調整)	As at 30 June 2022 於2022年 6月30日 '000 千股	Exercise price* 行使價* HK\$ per share 每股港幣 (Adjusted) (經調整)	Exercise period 行使期
Directors										
董事										
YANG Rongbing 楊榮兵	23 July 2018 2018年7月23日	(b)	1,100	-	-	-	-	1,100	1.285	23 July 2018 to 22 July 2023 2018年7月23日至2023年7月22日
YANG Rongbing 楊榮兵	23 July 2018 2018年7月23日	(b)	1,100	-	-	-	-	1,100	1.285	23 July 2019 to 22 July 2024 2019年7月23日至2024年7月22日
YANG Rongbing 楊榮兵	23 July 2018 2018年7月23日	(b)	1,100	-	-	-	-	1,100	1.285	23 July 2020 to 22 July 2025 2020年7月23日至2025年7月22日
LI Xiangli 李向利	15 July 2021 2021年7月15日	(c)	1,200	-	-	-	-	1,200	2.14	15 July 2022 to 14 July 2027 2022年7月15日至2027年7月14日
LI Xiangli 李向利	15 July 2021 2021年7月15日	(c)	1,200	-	-	-	-	1,200	2.14	15 July 2023 to 14 July 2028 2023年7月15日至2028年7月14日
LI Xiangli 李向利	15 July 2021 2021年7月15日	(c)	1,600	-	-	-	-	1,600	2.14	15 July 2024 to 14 July 2029 2024年7月15日至2029年7月14日
ZHANG Aiyiing 張愛英	15 July 2021 2021年7月15日	(c)	750	-	-	-	-	750	2.14	15 July 2022 to 14 July 2027 2022年7月15日至2027年7月14日
ZHANG Aiyiing 張愛英	15 July 2021 2021年7月15日	(c)	750	-	-	-	-	750	2.14	15 July 2023 to 14 July 2028 2023年7月15日至2028年7月14日
ZHANG Aiyiing 張愛英	15 July 2021 2021年7月15日	(c)	1,000	-	-	-	-	1,000	2.14	15 July 2024 to 14 July 2029 2024年7月15日至2029年7月14日
LIU Yi 劉翊	15 July 2021 2021年7月15日	(c)	900	-	-	-	-	900	2.14	15 July 2022 to 14 July 2027 2022年7月15日至2027年7月14日
LIU Yi 劉翊	15 July 2021 2021年7月15日	(c)	900	-	-	-	-	900	2.14	15 July 2023 to 14 July 2028 2023年7月15日至2028年7月14日
LIU Yi 劉翊	15 July 2021 2021年7月15日	(c)	1,200	-	-	-	-	1,200	2.14	15 July 2024 to 14 July 2029 2024年7月15日至2029年7月14日
YANG Rongbing 楊榮兵	15 July 2021 2021年7月15日	(c)	1,050	-	-	-	-	1,050	2.14	15 July 2022 to 14 July 2027 2022年7月15日至2027年7月14日
YANG Rongbing 楊榮兵	15 July 2021 2021年7月15日	(c)	1,050	-	-	-	-	1,050	2.14	15 July 2023 to 14 July 2028 2023年7月15日至2028年7月14日
YANG Rongbing 楊榮兵	15 July 2021 2021年7月15日	(c)	1,400	-	-	-	-	1,400	2.14	15 July 2024 to 14 July 2029 2024年7月15日至2029年7月14日

19. 購股權計劃(續)

倘於任何購股權仍可行使期間本公司資本架構發生任何更改，則須對尚未行使購股權所涉及股份的數目或面值及／或認購價作出相應更改(如有)，惟任何更改須以承授人於進行該項更改後有權享有之本公司已發行股本比例與進行該項更改前有權享有者維持不變，以及承授人就全面行使任何購股權而應付之總認購價須盡可能維持不變為基礎而作出。

下文披露之購股權計劃項下的股份數目及行使價已作出追溯調整，以反映於2021年7月生效的紅股(附註18)。

購股權計劃項下標的股票詳情及變動：

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19. SHARE OPTION SCHEME (Continued)

19. 購股權計劃(續)

Grantee	Date of grant	Notes	As at 1 January 2022 於2022年 1月1日	Granted during the period 本期間 已授出	Exercised during the period 本期間 已行使	Cancelled during the period 本期間 已註銷	Lapsed during the period 本期間 已失效	As at 30 June 2022 於2022年 6月30日	Exercise price* 行使價*	Exercise period
獲授人士	授出日期	附註	'000 千股 (Adjusted) (經調整)	'000 千股	'000 千股 (Adjusted) (經調整)	'000 千股 (Adjusted) (經調整)	'000 千股 (Adjusted) (經調整)	'000 千股	HK\$ per share 每股港幣 (Adjusted) (經調整)	行使期
Others										
其他										
Other employee 其他僱員	4 July 2017 2017年7月4日	(a)	707	-	-	-	-	707	1.164	4 July 2018 to 3 July 2023 2018年7月4日至2023年7月3日
Other employee 其他僱員	4 July 2017 2017年7月4日	(a)	810	-	-	-	-	810	1.164	4 July 2019 to 3 July 2024 2019年7月4日至2024年7月3日
Other employee 其他僱員	4 July 2017 2017年7月4日	(a)	2,079	-	-	-	-	2,079	1.164	4 July 2020 to 3 July 2025 2020年7月4日至2025年7月3日
Other employee 其他僱員	15 July 2021 2021年7月15日	(c)	6,930	-	-	-	-	6,930	2.14	15 July 2022 to 14 July 2027 2022年7月15日至2027年7月14日
Other employee 其他僱員	15 July 2021 2021年7月15日	(c)	6,930	-	-	-	-	6,930	2.14	15 July 2023 to 14 July 2028 2023年7月15日至2028年7月14日
Other employee 其他僱員	15 July 2021 2021年7月15日	(c)	9,240	-	-	-	-	9,240	2.14	15 July 2024 to 14 July 2029 2024年7月15日至2029年7月14日
			42,996	-	-	-	-	42,996		
Exercisable 可予行使										
— at the end of the period — 於期末										
			6,896					6,896		
Weighted average exercise price 加權平均行使價										
			1.99					1.99		

* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

* 購股權的行使價可於供股或紅股發行或本公司股本有其他類似變動時作出調整。

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19. SHARE OPTION SCHEME (Continued)

Notes:

- (a) On 4 July 2017, the board of directors of the Company approved the initial grant only to the Group's employees. The total number of the target shares under the initial grant was 8,000,000, representing 2% of the then issued share capital of the Company.

There are three unlocking dates: being the expiry dates of the first anniversary, second anniversary and third anniversary of the grant date, subject to the vesting conditions and upon expiry of which, 30%, 30% and 40% of the trust benefit units granted to each participant shall be unlocked. The lock-up period is from the grant date to each of the aforesaid unlocking dates, during which the disposal of the trust benefit units is prohibited.

- (b) On 23 July 2018, the board of directors of the Company approved the grant to a director, YANG Rongbing. The total number of the target shares under this grant was 3,000,000, representing 0.75% of the then issued share capital of the Company.

There are three unlocking dates: being the date of grant, the expiry dates of first anniversary and second anniversary of grant date, subject to the vesting conditions and upon expiry of which one third of the trust benefit units granted to participant shall be unlocked. The lock-up period is from the grant date to each of the aforesaid unlocking dates, during which the disposal of the trust benefit units is prohibited.

- (c) On 15 July 2021, the board of directors of the Company approved the grant to 4 directors and the Group's employees. The total number of the target shares under this grant was 36,100,000, representing 8.14% of the then issued share capital of the Company. Each grant of the share options to LI Xiangli, ZHANG Aiyong and LIU Yi was approved by the independent non-executive directors on 15 July 2021 and was approved by the shareholders on 29 September 2021.

There are three unlocking dates: being the expiry dates of the first anniversary, second anniversary and third anniversary of the date of offer, subject to the vesting conditions and upon expiry of which, 30%, 30% and 40% of the trust benefit units granted to each participant shall be unlocked. The lock-up period is from the grant date to each of the aforesaid unlocking dates, during which the disposal of the trust benefit units is prohibited.

During the six months ended 30 June 2022, the Group recognised equity-settled share option expense of HK\$3,943,000.

At the date of approval of these condensed consolidated interim financial statements, the Company had 44,350,080 share options outstanding under the Scheme, which represented approximately 9.1% of the Company's shares in issue as at that date.

19. 購股權計劃(續)

附註：

- (a) 於2017年7月4日，本公司董事會批准僅向本集團僱員首次授出。首次授出項下標的股份總數為8,000,000股，佔本公司當時已發行股本2%。

設有三個解禁日，即授出日期後的第一個、第二個和第三個週年屆滿之日。視乎歸屬條件而定及於前述解禁日屆滿時，授予各參與者30%、30%和40%的信託受益單位須予以解禁。禁售期限為授出日期至上述各解禁日，期間禁止出售信託受益單位。

- (b) 於2018年7月23日，本公司董事會批准對董事楊榮兵的授予。該項授出項下標的股份總數為3,000,000股，佔本公司當時已發行股本0.75%。

設有三個解禁日：即授出日期、授出日期後的第一個和第二個週年屆滿之日。視乎歸屬條件而定及於前述解禁日屆滿時，授予參與者三分之一的信託受益單位須予以解禁。禁售期限為授出日期至上述各解禁日，期間禁止出售信託受益單位。

- (c) 於2021年7月15日，本公司董事會批准對四名董事及本集團僱員的授予。該項授出項下標的股份總數為36,100,000股，佔本公司當時已發行股本8.14%。向李向利、張愛英及劉翊授出的購股權已於2021年7月15日獲獨立非執行董事批准及於2021年9月29日獲股東批准。

設有三個解禁日：即要約日期後的第一個、第二個和第三個週年屆滿之日。視乎歸屬條件而定及於前述解禁日屆滿時，授予各參與者30%、30%和40%的信託受益單位須予以解禁。禁售期限為授出日期至上述各解禁日，期間禁止出售信託受益單位。

截至2022年6月30日止六個月，本集團確認以權益結算的購股權開支港幣3,943,000元。

於該等簡明綜合中期財務報表獲批之日，本公司根據購股權計劃擁有44,350,080份未行使購股權，佔本公司於該日期已發行股份的約9.1%。

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20. SHARE AWARD SCHEME

On 27 October 2020 (the “**Adoption Date**”), the Company adopted a share award scheme (the “**Share Award Scheme**”) to recognise the contributions by certain persons (“**Eligible Persons**”), including employees and directors of companies within the Group, entity (“**Invested Entity**”) in which the Group holds any equity interests, adviser, consultant or expert in any area of business or business development of any member of the Group or any Invested Entity and other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group, and to give incentives to them in order to retain them for the continuing operation and development of the Group, and to attract suitable personnel for further development of the Group. Subject to any early termination as may be determined by directors of the Company, the Share Award Scheme is valid and effective for 10 years from the Adoption Date (the “**Award Period**”).

Pursuant to the Share Award Scheme, the directors of the Company may, from time to time, at its absolute discretion, select any Eligible Persons to participate in the Share Award Scheme as selected participants and determine the shares to be granted, vesting criteria and conditions, and period for the shares to be vested, subject to the terms and conditions set out in the Share Award Scheme. The directors of the Company shall not grant further awards if they would result in the number of Award Shares (defined as below) under the Share Award Scheme exceeding 10% of the total number of shares in issue as at the Adoption Date.

The Company established a trust to purchase shares of the Company for the benefit of employees and the directors of the Company and its subsidiaries under the Share Award Scheme (the “**Award Shares**”). Pursuant to the rules of the Share Award Scheme, the Company has appointed a trustee, The Core Trust Company Limited (“**Trustee**”), to administer the Share Award Scheme and to purchase and hold the Award Shares during the Award Period.

Unless the Board of Directors determines otherwise at its absolute discretion, an award shall automatically lapse upon (i) the voluntary resignation or dismissal, or by termination of his employment or service in accordance with the termination provisions of his contract of employment or service by the Group otherwise than by reason of redundancy; or (ii) termination of the selected participant’s employment or early termination of the contractual engagement with the relevant member of the Group by reasons of misconduct or otherwise pursuant to law or employment or engagement contract.

20. 股份獎勵計劃

於2020年10月27日（「**採納日期**」），本公司採納一項股份獎勵計劃（「**股份獎勵計劃**」），以認可若干人士（「**合資格人士**」）所作出的貢獻，包括本集團內公司的僱員及董事、本集團於其中持有任何股權之實體（「**被投資實體**」）、本集團任何成員公司或任何被投資實體在任何業務或業務發展方面之任何顧問、諮詢人或專家及透過合營企業、企業聯盟或其他業務安排之方式，已對或可能對本集團之發展及增長作出貢獻之其他組別或類別參與者，並向彼等提供獎勵，以挽留彼等為本集團持續經營及發展作貢獻，並為本集團的進一步發展吸引合適的人員。股份獎勵計劃由採納日期起生效，有效期為10年（「**獎勵期間**」），惟本公司董事可決定提前終止。

根據股份獎勵計劃，本公司董事可不時全權酌情挑選任何合資格人士作為經甄選參與者參加股份獎勵計劃，並釐定將授出的股份、歸屬標準及條件以及歸屬股份的期間，惟須受股份獎勵計劃所載條款及條件限制。倘根據股份獎勵計劃授出的獎勵股份（定義見下文）數目超過於採納日期已發行股份總數的10%，則本公司董事不得再授出獎勵。

本公司根據股份獎勵計劃為本公司及其附屬公司的僱員及董事設立一項信託，以購買本公司的股份（「**獎勵股份**」）。根據股份獎勵計劃的規則，本公司已委任匯聚信託有限公司為受託人（「**受託人**」），以管理股份獎勵計劃及於獎勵期間購買並持有獎勵股份。

除非董事會全權酌情另行決定，否則倘(i)其自願辭職或被解僱，或被本集團基於裁員以外之原因根據其僱傭或服務合約之終止條款終止僱傭關係或服務；或(ii)經甄選參與者終止受僱或因不當行為或與法律、僱傭合約或聘用合約有關的原因而須提早與本集團相關的成員公司終止合約聘用，獎勵將自動失效。

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20. SHARE AWARD SCHEME (Continued)

If there occurs an offer by way of takeover, merger, scheme of arrangement, share repurchase or otherwise, all the outstanding Award Shares shall immediately vest on the date when such offer becomes or is declared unconditional or in the case of a scheme of arrangement on the record date for determining entitlements under such scheme and such date shall be deemed the vesting date.

If there is an event of change in control the Company, whether by way of offer, merger, scheme of arrangement or otherwise, unless otherwise directed by the Board at its absolute discretion, all the outstanding Award Shares shall immediately vest on the date when such change of control event becomes or is declared unconditional and such date shall be deemed the vesting date.

During the six months ended 30 June 2022, the Trustee purchased an aggregate of 1,528,000 (six months ended 30 June 2021: 3,480,000) shares of the Company from the market at a total consideration of approximately HK\$2,150,000 (six months ended 30 June 2021: HK\$4,619,000 (restated)) (including directly attributable incremental costs) and the shares purchased at the weighted average market price of HK\$1.41 (six months ended 30 June 2021: HK\$1.33) per share during the period. A total of 3,029,491 (29 January 2021: 3,533,750) shares were granted to 15 (29 January 2021: 10) eligible participants, including 2 executives directors (29 January 2021: 4) and employees on 10 May 2022 (six months ended 30 June 2021: 29 January 2021) pursuant to the Share Award Scheme, representing approximately 0.68% (30 June 2021: 0.88%) of the total number of issued shares as at 30 June 2022. The Group recognised equity-settled share award expense amounting to HK\$4,211,000 (six months ended 30 June 2021 HK\$4,170,000 (restated)) accordingly.

20. 股份獎勵計劃(續)

倘以收購、合併、安排計劃、股份回購或其他方式提出要約，則所有尚未行使的獎勵股份應於有關要約成為或宣佈為無條件的日期立即歸屬，或倘為安排計劃，則於決定該計劃項下權利的記錄日期歸屬，而該日期將被視為歸屬日期。

倘本公司之控制權出現變動(不論以要約、合併、安排計劃或其他方式)，除非董事會全權酌情另行發出指示，否則所有尚未行使的獎勵股份將於該等控制權變動發生或宣佈成為無條件當日即時歸屬予相關之經甄選人士，而該日期將被視為歸屬日期。

截至2022年6月30日止六個月，受託人以總代價約港幣2,150,000元(截至2021年6月30日止六個月：港幣4,619,000元(經重列))(包括直接應佔增量成本)從市場購買合共1,528,000股(截至2021年6月30日止六個月：3,480,000股)本公司股份，股份乃以加權平均市場價每股港幣1.41元(截至2021年6月30日止六個月：港幣1.33元)於本期間內購買。於2022年5月10日(截至2021年6月30日止六個月：2021年1月29日)，15名(2021年1月29日：10名)合資格參與者(包括2名執行董事(2021年1月29日：4名)及僱員)根據股份獎勵計劃合共獲授3,029,491股股份(2021年1月29日：3,533,750股股份)，佔於2022年6月30日已發行股份總數約0.68%(2021年6月30日：0.88%)。本集團就此確認以權益結算的股份獎勵開支港幣4,211,000元(截至2021年6月30日止六個月：港幣4,170,000元(經重列))。

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20. SHARE AWARD SCHEME (Continued)

Details of the movement of the award shares granted under the Share Award Scheme are as follows:

For the six months ended 30 June 2022

Category of participants	Date of grant	Vesting date	Number of award shares outstanding as at 1 January 2022 於2022年1月1日 尚未行使的 獎勵股份數目	Award during the period	Vested during the period	Number of award shares outstanding as at 30 June 2022 於2022年6月30日 尚未行使的 獎勵股份數目
參與者類別	授出日期	歸屬日期	獎勵股份數目	本期間已獎勵	本期間已歸屬	獎勵股份數目
Directors 董事	10 May 2022 2022年5月10日	10 May 2022 2022年5月10日	-	1,300,000	(1,300,000)	-
Employees 僱員	10 May 2022 2022年5月10日	10 May 2022 2022年5月10日	-	1,729,491	(1,729,491)	-
Total 合計			-	3,029,491	(3,029,491)	-

21. CAPITAL COMMITMENTS

The Group had the following capital commitments as at 30 June 2022 and 31 December 2021:

20. 股份獎勵計劃(續)

有關根據股份獎勵計劃授出的獎勵股份變動詳細如下：

截至2022年6月30日止六個月

21. 資本承擔

本集團於2022年6月30日及2021年12月31日擁有以下資本承擔：

		Six months ended 截至下列日期止六個月	
		30 June 2022 2022年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 December 2021 2021年 12月31日 (Audited) (經審核) HK\$'000 港幣千元
Contracted, but not provided for: Property, plant and equipment	已訂約但未撥備： 物業、廠房及設備	240	2,169

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22. RELATED PARTY TRANSACTIONS

Compensation of key management personnel of the Group:

Short-term employee benefits	短期僱員福利
Pension scheme contributions	退休金計劃供款
Equity-settled share compensation expense	以權益結算的股份薪酬開支

22. 關聯方交易

本集團主要管理人員的酬金：

Six months ended
截至下列日期止六個月

30 June 2022 2022年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元	30 June 2021 2021年 6月30日 (Unaudited) (未經審核) HK\$'000 港幣千元 (Restated) (經重列)
2,523	2,354
168	250
3,312	2,587
6,003	5,191

23. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENT

The Directors consider that other than the financial assets at FVTPL and convertible bonds as shown in the condensed consolidated statement of financial position, which are measured at fair value at the end of each reporting period, the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate their fair values.

23. 金融工具公允價值計量

董事認為，除簡明綜合財務狀況表所示的按公允價值計入損益的金融資產及可換股債券乃於各報告期末按公允價值計量外，簡明綜合財務報表中按攤銷成本記錄的金融資產及金融負債的賬面值與其公允價值相若。

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24. EVENTS AFTER THE REPORTING PERIOD

As disclosed in the circular and the announcement of the Company dated 12 May 2022 and 16 June 2022 respectively, the bonus issue (the “**Bonus Issue**”) was made on the basis of one (1) bonus share for every ten (10) existing shares in issue held on the record date, i.e. 4 July 2022, by the qualifying shareholders. As at 4 July 2022, there were in total 443,509,800 shares in issue. The number of bonus shares issued under the Bonus Issue was 44,350,980 shares.

Pursuant to the terms of the share option scheme (the “**Share Option Scheme**”) adopted by the Company on 5 May 2017, the exercise price of the share options granted under the Share Option Scheme and the number of shares to be allotted and issued upon full exercise of the subscription rights attaching to the 42,996,200 outstanding share options were adjusted as a result of the Bonus Issue.

Pursuant to the terms of the 5-year 2% coupon unlisted convertible bonds in principal amount of HK\$50,000,000 issued by the Company on 11 June 2021 (the “**Convertible Bonds**”), the conversion price of the Convertible Bonds and the number of conversion shares to be allotted and issued upon full conversion of the Convertible Bonds were adjusted as a result of the Bonus Issue.

Details of the number of bonus shares issued and adjustments to share options and Convertible Bonds are disclosed in the announcement of the Company dated 5 July 2022.

The Board announced on 30 August 2022 that Deloitte Touche Tohmatsu (“**DTT**”) has resigned as the auditor of the Company with effect from 30 August 2022, and at the recommendation of the Audit Committee, it has resolved to appoint Ernst & Young as the new auditor of the Company to fill the casual vacancy following the resignation of DTT and to hold office until the conclusion of the next annual general meeting of the Company.

25. APPROVAL OF THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The condensed consolidated financial statements were approved and authorised for issue by the board of Directors on 30 August 2022.

24. 報告期後事項

誠如本公司日期分別為2022年5月12日及2022年6月16日的通函及公告所披露，紅股按合資格股東於記錄日期（即2022年7月4日）每持有十（10）股已發行現有股份可獲發一（1）股紅股的基準發行（「**發行紅股**」）。於2022年7月4日，已發行合共443,509,800股股份。根據發行紅股而發行的紅股數目為44,350,980股。

根據本公司於2017年5月5日採納之購股權計劃（「**購股權計劃**」）之條款，根據購股權計劃授出之購股權行使價及悉數行使42,996,200份尚未行使購股權所附之認購權後將予配發及發行之股份數目因發行紅股而調整。

根據本公司於2021年6月11日所發行本金額為港幣50,000,000元的5年期2%票息非上市可換股債券（「**可換股債券**」）的條款，可換股債券的轉換價及於可換股債券獲悉數轉換時將配發及發行的轉換股份數目已因發行紅股而作出調整。

有關已發行紅股數目及調整購股權及可換股債券的詳情於本公司日期為2022年7月5日的公告披露。

董事會於2022年8月30日公佈，德勤•關黃陳方會計師行（「**德勤**」）已辭任本公司核數師，自2022年8月30日起生效，並根據審核委員會的推薦建議，議決委聘安永會計師事務所為本公司新任核數師，以填補德勤辭任後的臨時空缺，任期至本公司下屆股東週年大會結束為止。

25. 批准簡明綜合財務報表

於2022年8月30日，董事會批准並授權刊發簡明綜合財務報表。

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Various unexpected factors, including the intensified international geopolitical conflict and the continuous impact of the global pandemic, had brought tremendous challenges to the business operations during the Period. The Group delivered stable performance amid the challenging business environment, and continued to enhance its sustainability and brand credibility. The Group streamlined decision-making, and continued to strengthen its operational efficiency and core competitive advantages to better seize opportunities amidst challenges. By fully capturing the extensive development opportunities in the green and low-carbon transformation industry, we continued high-quality and steady development momentum during the Period. With sound progress in business results, we managed to further consolidate our leading position in our niche markets.

During the Period, the Group actively seized the tremendous opportunities brought by the blossoming development of the global emerging markets, and expanded its presence from major trading ports and hub cities in the Asia Pacific region to emerging markets in South America and Africa. Currently, the Group has 61 branches and laboratories in various countries including Singapore, Indonesia, Malaysia, India, Pakistan, Australia, Brunei, Bangladesh, Argentina and South Africa. By leveraging on the geographical advantages of our network, the Group provided better services to our global industry-leading customers.

ESG-oriented development is a key priority for the Group's "2+X" development strategy. During the period, we continued to devote increasing resources to ESG and enhanced the management structure and ESG development policies, facilitating the smooth implementation of our ESG development initiatives. We are committed to fulfilling our corporate social responsibility and environmental protection responsibilities, which are fully integrated into our corporate culture and routine business practices. The Company provides a wide range of inspection, testing and technical and consulting services in four key areas, including natural resource and commodity, clean energy, environmental protection and climate change, to empower green and low-carbon transformation for global industry leaders. Through the three main implementation dimensions of (1) ESG+¹; (2) ESG-Focused²; and (3) ESG-Friendly³, we have achieved our ESG development strategies, fulfilled our corporate social responsibility, contributed to the green and low-carbon transformation of the industry and facilitated the achievement of the carbon neutrality goal of the society. Details of business progress under each dimension during the period are set out below:

2022年上半年，國際地緣政治衝突加劇，國內外疫情持續衝擊，種種超预期因素為企業經營帶來巨大的挑戰。集團頂壓前行，進一步深化品牌公信力建設，高效落地各項決策部署，不斷提升運營效率及核心競爭優勢，在挑戰中把握機遇。公司充分把握綠色低碳轉型產業背景下的廣闊發展機遇，於上半年延續了高質量穩健發展態勢，業務業績均獲得了良好穩健的發展，進一步鞏固了於細分領域行業龍頭優勢地位。

期內，集團積極把握全球新興市場發展所帶來的龐大機遇，不斷擴充國際性網點佈局，服務網絡由所覆蓋的亞太地區主要貿易港口及樞紐城市進一步輻射至南美和非洲新興市場。截至目前，集團已在新加坡、印尼、馬來西亞、印度、巴基斯坦、澳大利亞、汶萊、孟加拉、阿根廷及南非等多個國家設立分支機構及實驗室共達61個，以國際化網路經營優勢更好的服務全球行業龍頭客戶。

集團始終將「ESG發展策略」作為「2+X」戰略的核心發展方向，於期內不斷增強在ESG方面投入的資源，持續完善ESG發展管理架構機制及相關政策，推動ESG發展行動的順利落實。公司全力履行企業社會責任及環境保護責任，並已將其融入企業文化及日常業務實踐。公司於自然資源與大宗商品、清潔能源、環境保護及氣候變化等四個主要領域提供一系列檢驗、檢測及技術與諮詢服務，賦能全球行業龍頭實現綠色低碳轉型。公司通過(1) ESG+¹；(2) ESG-Focused²；及(3) ESG-Friendly³三個主要執行維度，來實現ESG發展策略，踐行企業社會責任，為產業的綠色低碳轉型及社會早日實現碳中和目標貢獻力量。以下為期內各維度下的詳細業務進展：

¹ ESG+: Business making a direct and positive contribution to ESG
² ESG-Focused: Strategy focusing on ESG
³ ESG-Friendly: Business fully facilitating the development of ESG

¹ ESG+：直接且積極貢獻於環境、社會及管治之業務
² ESG-Focused：聚焦於環境、社會及管治之戰略
³ ESG-Friendly：全力配合環境、社會及管治之業務

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I. ESG+:

The Company's ESG+ business consists of three core business sectors, namely clean energy, environmental protection and climate change, focusing on environmental protection and supporting clients to actively respond to climate change, thereby directly contributing to the development of green and low-carbon transformation of the industry.

- 1) **Clean energy business:** The Company provides testing services in the new energy segment based on wind power and solar power generation, as well as other clean energy fields. Capitalizing on our brand credibility, we have extended our reach to provide professional technical service support for various projects including major wind and solar power generation projects. During the Period, our Clean Energy Business segment secured 5 new projects, driving the gradual eco-friendly and low-carbon transformation of the electric energy system.
- 2) **Environmental protection business:** The Company provides environmental inspection and testing services, including services relating to ecological monitoring, consulting on environmental protection technology, environmental impact assessment, soil pollution investigation, professional total solution operator for environmental protection, as well as sales and operation maintenance of online monitoring equipment, with a huge customer base covering major and local state-owned enterprises focused on domestic gas industry giants and petrochemical industry giants. During the Period, we secured one government project in the environmental protection business, in which we served as the professional total solution operator for environmental protection in a national-level energy cycle industrial park. We offered services including monitoring, trouble shooting, trainings on environmental policies, and technical support in carbon reduction and emission reduction. In addition, the Company further strengthens its environmental protection service offerings through leakage detection and repair ("LDAR") services, which plays a major role in low-carbon transition and serves as a critical component to achieve carbon neutrality objectives. During the Period, the Company launched 3 large LDAR projects, rendering full support to customers' energy saving and emission reduction.

一、ESG+：

公司ESG+業務包含清潔能源、環境保護及氣候變化三大核心業務板塊，多元聚焦於環境保護，協助客戶積極應對氣候變化，直接貢獻於產業綠色低碳轉型發展。

- 1) **清潔能源業務：**公司提供以風力發電、太陽能發電為基礎的新能源板塊以及其他清潔能源領域的檢測服務。我們充分發揮品牌公信力的優勢，高效開拓優質客群，於大型風力、太陽能發電等多個項目提供專業技術服務支持。上半年，公司清潔能源業務板塊啟動了5個新項目，助力電力能源體系逐步實現綠色低碳轉型。
- 2) **環境保護業務：**公司提供包括生態監測、環保技術諮詢、環境影響評價、土壤污染狀況調查、專業環保管家、線上監測設備銷售及運行維護等在內的環境監測和檢測服務，所服務客戶包括國內燃氣行業巨頭及石化行業巨頭等在內的大型央企及國企，客戶集群龐大。環境保護業務期內成功新增1個政府項目。該項目為國家級能源循環產業工業園區環保管家服務項目，公司為園區提供巡查、疑難問題解決、環保政策培訓、降碳減排技術支持等服務。此外，公司進一步通過洩漏檢測與修復服務業務（「LDAR業務」），強化於環境保護的服務能力。LDAR業務是低碳減排的主要參與者，是實現碳中和不可或缺的組成部分。公司期內啟動3個大型LDAR項目，全面協助客戶節能減排。

For identification purpose only

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3) **Climate change business:** The Company provides comprehensive solutions for customers, mainly covering technical services such as carbon neutrality consulting, carbon asset development and trading, ESG consulting and low-carbon information integrated solution services. All the relevant key strategic customers are core participants in establishing clean, low-carbon, safe and efficient energy systems. The Company actively assisted its customers to enhance efficiency, reduce energy usage and reduce emissions with a view to support their sustainable low-carbon and green development strategy. During the Period, the ESG+ business continued to gain momentum with the initiation of 2 new projects of climate change business. The Company successfully supported industry-leading customer to achieve their corporate carbon neutrality targets through its one-stop comprehensive carbon neutrality solution, assisting them to fully fulfill their corporate social responsibility and become industry leaders in terms of low-carbon and sustainable development. Additionally, to raise the public's awareness on carbon peaking, carbon neutrality as well as green and low-carbon transformation, the Company compiled the first "Global Voluntary Carbon Market Report (全球自願碳市場報告)" of the Group to better inform the public of the current development of the global voluntary carbon market, so as to encourage a more positive impact on the long-term sustainable development of the environment and society.

II. ESG-Focused:

Capturing the global trend of green and sustainable economic development and fully utilizing the favorable government policies, the Company has been focusing on "ESG-oriented development", while continuing to upgrade its own ESG management standards, strive to fulfill its social responsibility, establish industry benchmarks and enhance its brand influence to achieve long-term sustainable development. Meanwhile, we strengthened our sustainability, continued to enhance our professional service capability in ESG-related fields such as green and energy saving and emission reduction services and focused on potential investment opportunities to better support our customers in achieving green and low-carbon transformation.

3) **氣候變化業務：**公司為客戶提供綜合性解決方案，主要涵蓋雙碳諮詢、碳資產開發與交易、ESG諮詢，及低碳資訊化綜合解決方案服務等技術服務，相關重點戰略客戶均為構建清潔低碳及安全高效能源體系的核心參與方，公司積極幫助客戶全面提升效率、節能減排，實現低碳綠色可持續的發展策略。上半年，ESG+業務持續發力，公司期內共計啟動2個氣候變化業務項目。公司通過一站式全面碳中和解決方案成功協助行業龍頭客戶實現企業碳中和目標承諾，助力客戶充分踐行企業社會責任，成為行業領域低碳及可持續發展的領導者。為更有效提升公眾對碳达峰碳中和及產業綠色低碳轉型的意識，公司編纂集團首份《全球自願碳市場報告》，幫助公眾更全面瞭解全球自願碳市場發展現狀，為環境和社會的長遠可持續發展創造更積極的影響。

二、ESG-Focused:

公司在精準把握全球經濟綠色可持續發展的外部趨勢及充分把握利好政策的基礎上，堅持以「ESG發展策略」為重點發展方向，不斷提升公司本身的ESG管理水準，積極履行社會責任，樹立行業標杆，提升公司的品牌影響力，實現企業長期健康的可持續發展。公司加強可持續能力建設，不斷提升在綠色低碳及節能減排服務等ESG相關領域的專業服務能力並重點關注潛在投資機會，以更好的協助客戶實現綠色低碳轉型。

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III. ESG-Friendly:

Traditional natural resource and commodity inspection business is the pillar of the Company's core business. Through years of remarkable efforts and growth, the Group has established its leading market position in the segments with distinguished brand credibility. By thoroughly implementing its long-term vision of sustainable development and upholding the fundamental principles of fairness and impartiality, the Group continued to expand its professional service capacity in trade support services to facilitate better flow of global trade. The Company also made further R&D investment and participated in the formulation and revision of standards to propel the development of industry standards. By fully exploiting the brand credibility, the Company has obtained 18 categories of professional qualification and certifications. Through the in-house R&D Center (力鴻能源檢測技術研究院) focused on the innovation of testing and inspection technologies, the Company ensures efficient and superior service quality and better serves the key industry leaders. Through its reputable service competence and core scientific research strength, the Company continuously strengthened its cooperation with existing customers.

Prospect

In recent years, the world has accelerated its efforts to curb carbon emission. With the gradual rollout of low-carbon transition implementation program in key industries, total conviction of green and low-carbon development has become the key for successful evolution of the economy and society from the traditional growth model to the green and sustainable development model. Building on its strong brand advantage and solid operation capability, the Group will continue to capture new opportunities with significant growth potentials focused on green and low-carbon development. Meanwhile, the Group will fully grasp the cooperation opportunities with major customers, facilitate the industry leaders to achieve better energy efficiency and emission reduction and enhance their overall capabilities in ESG development.

三、ESG-Friendly:

傳統自然資源與大宗商品檢驗業務為公司的支柱業務，通過多年的行業深耕，奠定了公司於細分領域的龍頭市場地位，品牌公信力享譽業界。公司深刻踐行「長期主義」可持續發展觀，堅持在秉持公平公正的基本原則上，持續深化專業服務能力建設，貿易支持服務，助力國際國內貿易流轉。公司持續加大研發投入，參與制定、修訂標準引領行業的發展，截至目前已榮獲多達18類專業資格及認證，集團品牌影響力與國際公信力領先行業。公司通過力鴻能源檢測技術研究院專注於檢驗檢測技術創新，保障服務效率與服務品質，更好地服務行業龍頭企業。公司通過享譽業內的專業服務能力及核心科研實力，不斷加強與現有客戶合作。

未來展望

全球近年來持續按下了減碳的加速鍵，伴隨著重點行業低碳轉型方案的陸續落地，大力推進綠色低碳發展是實現經濟社會從傳統的增長模式全面轉向綠色可持續發展模式的關鍵任務。集團在持續鞏固品牌優勢及穩健運營能力的基礎上，將進一步精準捕捉以綠色低碳為重點的新經濟增長點為市場帶來的新興發展機遇。同時，集團亦將充分把握與頭部客戶的合作機會，全面助推行業龍頭企業節能減排，實現綠色低碳可持續發展。

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FINANCIAL REVIEW

Overview

財務回顧

概覽

		For the six months ended 30 June 截至6月30日止六個月		
		2022 2022年 (Unaudited) (未經審核) HK\$'000 港幣千元	2021 2021年 (Unaudited) (未經審核) HK\$'000 港幣千元 (Restated) (經重列)	Change 變動
Revenue	收入	431,761	389,875	10.7%
Profit attributable to owners of the Company	本公司擁有人應佔利潤	35,822	32,492	10.2%

Revenue

The Group's revenue increased by 10.7% from approximately HK\$389.9 million (restated) for the six months ended 30 June 2021 to approximately HK\$431.8 million for the Period. During the Period, ongoing global uncertainties created significant headwinds for business operations. The international geopolitical conflicts negatively affected the stability of energy supply, and the frequent outbreak of COVID-19 globally increased the substantial downward pressure on the economy. While the business operation of the Group sustained short-term adversity during the Period, the Group tided over the challenges by increasing collaboration with its major customers to further strengthen customer loyalty. With effective and refined management, the Group has significantly delivered its operational efficiency and fully maximized synergies among various business segments, achieving steady revenue growth during the Period despite the market slowdown.

收入

本集團的收入從截至2021年6月30日止六個月的約港幣389.9百萬元(經重列)增至本期間的約港幣431.8百萬元，增幅為10.7%。期內，國內外不確定因素超出預期，營商環境未容樂觀。突發的國際地緣政治衝突加劇了能源供應的穩定性，全球疫情多發散發加大了經濟下行壓力。儘管期內集團短期業務經營壓力驟增，但集團積極迎接挑戰，持續深化穩固與頭部客戶的合作，進一步提升客戶黏性，同時通過有效的精細化管理大幅提升運營效率，各業務板塊間充分發揮協同效應。即使市況放緩，集團期內仍成功實現了收益穩健增長。

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Profit attributable to owners of the Company

The Group's profit attributable to owners of the Company for the Period increased by 10.2% from approximately HK\$32.5 million (restated) for the six months ended 30 June 2021 to approximately HK\$35.8 million in the Period. In the first half year, although the Group's operations were under great pressure due to the unfavorable external environment such as international geopolitical conflicts, COVID-19 pandemic, inflation as well as interest rate hikes, the Group prioritized the long-term vision of sustainable development and continued the investment in the development of staff and business expansion. While being fully committed to the "ESG development strategies", the Company continued to increase investment in ESG+ business in terms of clean energy, environmental protection and climate change during the Period. In addition, to facilitate the expansion of ESG+ business, we continuously expanded our pool of talent and enhanced the long-term incentive mechanism. Equity-settled employee incentives during the Period amounted to HK\$8.2 million. The increased costs for new project development and staff development led to higher total operating expenses in the first half year. Meanwhile, by continuous efforts in strengthening quality control and further enhancing economic efficiency through effective cost control, we managed to drive the overall growth of all business segments and achieve steady growth in overall operating results during the Period.

Liquidity and Capital Resources

The Group had cash and cash equivalents of HK\$183.3 million as at 30 June 2022. The Group is in a strong and healthy financial position and has enough resources to support its operations and meet its foreseeable capital expenditures as well as potential merge and acquisition.

Treasury Management and Funding Policy

The primary objectives of our capital management are to safeguard our ability to continue as a going concern and to maintain healthy capital ratios in order to support our business and maximize our shareholders' value. We manage and adjust our capital structure considering changes in economic conditions and the risks of the underlying assets. To maintain or adjust our capital structure, we may adjust dividend payments to shareholders, return capital to shareholders or raise funds through issuing new equity.

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the period under review. To manage the Group's liquidity risk, the management monitors the Group's liquidity position and maintains sufficient cash and cash equivalents within the Group, as well as ensuring the availability of funding through an adequate amount of committed credit facilities and the ability to settle the payables of the Group.

本公司擁有人應佔利潤

本集團的本公司擁有人應佔本期間利潤從截至2021年6月30日止六個月的約港幣32.5百萬元(經重列)增至本期間的約港幣35.8百萬元,增幅為10.2%。儘管上半年受國際地緣政治衝突、疫情及通脹加息等外部環境衝擊,集團經營承壓,但集團始終秉承長期可持續發展的理念,持續保持對員工及業務拓展的投入。公司全面踐行「ESG發展策略」,上半年持續增加對清潔能源、環境保護及氣候變化等ESG+業務的投入。此外,為配合ESG+業務的拓展,公司不斷擴充人才及加強對現有員工的長效激勵機制。期內以權益結算的員工激勵開支共計港幣8.2百萬元。新業務項目的開發投入成本及員工成本的增加,加大了上半年整體營運開支。與此同時,集團持續完善品質管控,通過良好的成本控制進一步提高經濟效益,帶動整體業務板塊的持續增長,期內仍成功實現整體營運業績的穩健增長。

流動資金及資本資源

於2022年6月30日,本集團的現金及現金等價物為港幣183.3百萬元。本集團財務狀況穩健,且擁有充足資源以支持其運營及應付可預見的資本開支及潛在併購。

資金管理及融資政策

我們資本管理的首要目的是保障我們持續經營的能力,並維持穩健的資本比率,從而支持我們的業務及實現股東價值最大化。我們根據經濟狀況變動及相關資產的風險管理並調整資本結構。為維持或調整資本結構,我們可調整派付予股東的股息、向股東退還資本或通過發行新股權籌資。

本集團於庫務政策方面採取審慎的理財方針,因此於回顧期內流動資金狀況一直保持穩健。為管理本集團的流動資金風險,管理層監察本集團的流動資金狀況,於本集團內維持充足的現金及現金等價物,並確保已承諾的信貸融資所提供的資金足夠及有能力清償本集團的應付款項。

MANAGEMENT DISCUSSION AND ANALYSIS

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Contingent Liabilities

As at 30 June 2022, the Group did not have any significant contingent liabilities or guarantees to third parties.

Gearing Ratio

The Group monitors capital on the basis of the gearing ratio. The calculation of gearing ratio is based on total net debt divided by capital plus net debt and multiplied by 100%. Net debt is calculated as trade payables, other payables and accruals, interest-bearing bank loans and other loans, convertible bonds, less cash and cash equivalents as shown in the condensed consolidated statement of financial position. Total capital is calculated as “equity attributable to owners of the Company” as shown in the condensed consolidated statement of financial position.

或有負債

於2022年6月30日，本集團並無任何重大或有負債，亦未向第三方作出擔保。

槓桿比率

本集團基於槓桿比率監控資本。槓桿比率乃按總負債淨額除以資本加負債淨額並乘以100%計算。負債淨額乃按簡明綜合財務狀況表所示貿易應付款項、其他應付款項及應計項目、計息銀行貸款及其他貸款、可換股債券減現金及現金等價物計算。資本總額乃按簡明綜合財務狀況表所示「本公司擁有人應佔權益」計算。

		30 June 2022 2022年 6月30日 HK\$'000 港幣千元	31 December 2021 2021年 12月31日 HK\$'000 港幣千元
Trade payables	貿易應付款項	34,491	39,513
Other payables and accruals	其他應付款項及應計項目	42,865	54,490
Borrowings	借款	35,129	22,900
Convertible bonds	可換股債券	51,353	57,953
Less: Cash and cash equivalents	減：現金及現金等價物	(183,342)	(150,636)
Net debt (Note)	負債淨額(附註)	-	24,220
Equity attributable to owners of the Company	本公司擁有人應佔權益	385,558	347,638
Capital and net debt	資本及負債淨額	385,558	371,858
Gearing ratio	槓桿比率	-	6.51%

Note: Net debt is zero when the amount of cash and cash equivalents is higher than gross debt.

附註：當現金及現金等價物金額高於債務總額時，債務淨額為零。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Credit Risk

Credit risk is the risk of loss arising from a customer's or counterparty's inability to meet its obligations. The Group enters into transactions only with recognised and creditworthy parties. It is the Group's policy that all customers who wish to have credit transactions with the Group are subject to credit verification procedures taking into account the customers' financial position and the Group's past experience with the customers.

In addition, the Group monitors receivable balances on an ongoing basis, and its exposure to bad debts is not significant. The management of the Group evaluates the creditworthiness of its existing and prospective customers and ensures that the customers have adequate financing for the projects as well as the source of the financing. No collateral is required.

The Group's other financial assets include other receivables and cash and cash equivalents. The credit risk of these financial assets arises from default of the counterparty. The maximum exposure to credit risk equals the carrying amounts of these assets.

Charges on Assets

Certain property, plant and equipment and investment properties of the Group with a total carrying value of HK\$51.6 million as at 30 June 2022 were pledged to obtain a banking facility from a bank amounting to HK\$26.4 million.

信貸風險

信貸風險指因客戶或交易方未能履約而產生損失的風險。本集團僅與獲認可及信譽良好的交易方開展交易。本集團的政策規定，有意與本集團開展信貸交易的所有客戶均須通過信貸驗證程序（計及有關客戶的財務狀況及與本集團的過往交易情況）。

此外，本集團會持續監管應收款項結餘，其並未面臨重大壞賬風險。本集團管理層會評估其現有及潛在客戶的信譽，並確保客戶擁有充足的項目資金及資金來源。本集團並不需要抵押物。

本集團的其他金融資產包括其他應收款項以及現金及現金等價物。該等金融資產的信貸風險由交易方違約引起。最高信貸風險與該等資產的賬面值相等。

資產抵押

於2022年6月30日，本集團若干物業、廠房及設備以及投資物業（賬面總值為港幣51.6百萬元）已被抵押，以自銀行獲得金額為港幣26.4百萬元的銀行融資。

CHANGES IN DIRECTORS' INFORMATION

There is no change in Directors' information which is required to be disclosed under Rule 13.51B(1) of the Listing Rules:

HUMAN RESOURCES

As at 30 June 2022, the Group had 2,327 employees (For the six months ended 30 June 2021: 1,781) in total. The Group's employee compensation includes base salary, bonuses and cash subsidies. In general, the Group determines employee compensation based on each employee's performance, qualifications, position and seniority. Other agreed employee benefits includes pension scheme, medical insurance, on-job training, education subsidy and other social security and paid leaves stipulated under the relevant jurisdiction of places of operation.

The emolument policy of the employees of the Group is based on their merit, qualifications and competence. The Company has adopted the share option scheme as well as the share award scheme as the incentives to Directors and eligible employees. The emoluments of the Directors are recommended and decided by the remuneration committee and the Board respectively, having regard to the Company's operating results, individual performance and comparable market statistics.

ISSUE OF CONVERTIBLE BONDS IN JUNE 2021

As disclosed in the Company's announcements dated 12 May 2021 and 11 June 2021, the completion of the subscription for the 5-year 2% coupon unlisted convertible bonds (the "Convertible Bonds") (the "CB Subscription") has taken place on 11 June 2021 and the Convertible Bonds in the principal amount of HK\$50,000,000 have been issued to the subscriber in accordance with the terms and conditions of the conditional agreement dated 12 May 2021 entered into between the Company and the subscriber (the "CB Subscription Agreement"). Details as follows:

Principal Terms of the Convertible Bonds

Issuer:	The Company
Subscriber:	Asian Equity Special Opportunities Portfolio Master Fund Limited, an open-end investment company incorporated in the Cayman Islands with limited liability and the subscriber to the CB Subscription Agreement (the "Subscriber").
Status:	The Convertible Bonds constitute general and unsecured obligations of the Company and rank equally among themselves and pari passu with all other present and future unsecured and unsubordinated obligations of the Company.

董事信息變更

根據上市規則第 13.51B(1) 條須予披露的董事信息並無變動：

人力資源

於 2022 年 6 月 30 日，本集團共有 2,327 名僱員（截至 2021 年 6 月 30 日止六個月：1,781 名）。本集團的僱員薪酬包括基本薪金、獎金及現金補貼。通常情況下，本集團根據每名僱員的績效、資格、職位和資歷決定僱員薪酬。其他按約定員工福利包括退休金計劃、醫療保險、在職培訓、教育資助以及營運所在地相關司法管轄區所規定的其他社保及有薪假。

本集團僱員的薪酬政策乃根據其績效、資格及能力而釐定。本公司採納購股權計劃以及股份獎勵計劃作為對董事及合資格僱員的獎勵。董事薪酬經考慮本公司經營業績、個別表現及可比較之市場數據後，分別由薪酬委員會提供推薦意見並由董事會決定。

於 2021 年 6 月發行之可換股債券

誠如本公司日期為 2021 年 5 月 12 日及 2021 年 6 月 11 日的公告所披露，5 年期 2% 票息非上市可換股債券（「可換股債券」）認購事項（「可換股債券認購事項」）已於 2021 年 6 月 11 日完成，而本金額為港幣 50,000,000 元的可換股債券已根據本公司與認購人於 2021 年 5 月 12 日訂立的有條件協議（「可換股債券認購協議」）的條款及條件發行予認購人。詳情如下：

可換股債券的主要條款

發行人：	本公司
認購人：	Asian Equity Special Opportunities Portfolio Master Fund Limited 為一家於開曼群島註冊成立的開放式投資有限公司，及為可換股債券認購協議的認購人（「認購人」）。
地位：	可換股債券構成本公司的一般及無抵押責任，彼此之間享有同等地位，並與本公司所有其他現有及未來無抵押及非後償責任享有同等地位。

ADDITIONAL INFORMATION

補充資料

Principal Amount:	HK\$50,000,000	本金額：	港幣 50,000,000 元
Issue Price:	100% of the principal amount of HK\$50,000,000 in cash	發行價：	現金本金額港幣 50,000,000 元的 100%
Coupon:	2% per annum payable in arrears annually	票息：	年利率 2%，須於每年期末支付
Maturity Date:	The fifth anniversary of the date of issue of the Convertible Bonds	到期日：	可換股債券發行日期後第五週年當日

Conversion Price

The initial conversion price of the Convertible Bonds (the “**Conversion Price**”) of HK\$1.63 per Conversion Share represents:

- (i) a premium of approximately 5.16% over the closing price of HK\$1.550 per Share as quoted on the Stock Exchange on 12 May 2021, being the date of the CB Subscription Agreement; and
- (ii) a premium of approximately 7.66% over the average of the closing prices of HK\$1.514 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately preceding 12 May 2021, being the date of the CB Subscription Agreement.

The net Conversion Price, after deduction of relevant expenses, is approximately HK\$1.62 per Conversion Share.

The Conversion Price was arrived at after arm’s length negotiations between the Company and the Subscriber, taking into account of, among others, the recent trading performance of the Shares. The Directors considered that the Conversion Price and the terms and conditions of the Subscription Agreement and the Convertible Bonds are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Adjustments made to the Convertible Bonds

As announced by the Company on 15 July 2021, pursuant to the terms of the Convertible Bonds, as a result of the 2021 Bonus Issue, the Conversion Price per Conversion Share was adjusted from HK\$1.63 to HK\$1.48 and the number of conversion Shares to be allotted and issued upon full conversion of the Convertible Bonds was adjusted from 30,674,846 Shares to 33,783,783 Shares.

轉換價

可換股債券初步轉換價(「**轉換價**」)每股轉換股份港幣 1.63 元較：

- (i) 股份於 2021 年 5 月 12 日(即可換股債券認購協議日期)在聯交所所報的收市價每股港幣 1.550 元溢價約 5.16%；及
- (ii) 股份於緊接 2021 年 5 月 12 日(即可換股債券認購協議日期)前最後五(5)個連續交易日在聯交所所報的平均收市價每股港幣 1.514 元溢價約 7.66%。

淨轉換價(經扣除相關開支後)為每股轉換股份約港幣 1.62 元。

轉換價乃由本公司與認購人經計及(其中包括)股份近期交易表現後經公平磋商而達致。董事認為，轉換價以及認購協議及可換股債券的條款及條件屬公平合理，且符合本公司及股東的整體利益。

可換股債券已作出之調整

誠如本公司於 2021 年 7 月 15 日所公佈，根據可換股債券之條款，因 2021 年紅股發行，每股轉換股份之轉換價已由港幣 1.63 元調整至港幣 1.48 元，而悉數轉換可換股債券後將予配發及發行之轉換股份數目已由 30,674,846 股調整至 33,783,783 股。

Adjustments made to the Convertible Bonds after the Period

As announced by the Company on 5 July 2022, pursuant to the terms of the Convertible Bonds, the Conversion Price per Share and the number of conversion Shares to be allotted and issued upon full conversion of the Convertible Bonds were adjusted with effect from 15 July 2022 in the following manner as a result of the 2022 Bonus Issue:

期後可換股債券已作出之調整

誠如本公司於2022年7月5日所公佈，根據可換股債券之條款，每股轉換價及悉數轉換可換股債券後將予配發及發行之轉換股份數目因2022年紅股發行而按下列方式調整，自2022年7月15日起生效：

Date of Issue	Before completion of the 2022 Bonus Issue 完成2022年紅股發行前		Upon completion of the 2022 Bonus Issue 完成2022年紅股發行後	
	Conversion Price per Share before adjustment 調整前每股 轉換價 (HK\$) (港幣元)	Number of conversion Shares to be allotted and issued upon full conversion of the Convertible Bonds 悉數轉換 可換股債券後 將予配發及 發行之轉換 股份數目	Adjusted Conversion Price per Share 經調整 每股轉換價 (HK\$) (港幣元)	Adjusted number of conversion Shares to be allotted and issued upon full conversion of the Convertible Bonds 悉數轉換 可換股債券後 將予配發及 發行之經調整 轉換股份數目
11 June 2021 2021年6月11日	1.48	33,783,783	1.35	37,037,037

Subscriber

The Subscriber is an open-end investment company incorporated in the Cayman Islands with limited liability. It is managed by RAYS Capital Partners Limited, an Independent Third Party, licensed to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Subscriber and its ultimate beneficial owner(s) are Independent Third Parties.

認購人

認購人為一家於開曼群島註冊成立的開放式投資有限公司，由獨立第三方睿思資本有限公司（根據《證券及期貨條例》獲發牌可從事第4類（就證券提供意見）及第9類（提供資產管理）受規管活動）管理。

經董事作出一切合理查詢後所深知、盡悉及確信，認購人及其最終實益擁有人均為獨立第三方。

Reasons for the Issue of Convertible Bonds

As an international independent inspection and testing company, the Company provides customers with professional testing, inspection, certification, consultation and related technical services round the clock globally. Building on the Company's two key business areas, namely energy and commodity, and by fully leveraging its leading advantages in different segments and economies of scale, the Company has expanded the service scope to power generation. We launched new inspection services in clean energy field, especially focusing on the solar and wind power projects. The Company also provides environmental monitoring and testing services including ecological monitoring, soil testing, environmental technology consultation and assessment and carbon neutrality.

The Subscriber's interest in making an investment into the Group reflects its confidence in the Group's business and growth potential. The Directors (including the independent non-executive Directors) were of the view that the raising of funds by the issue of the Convertible Bonds would enhance the Group's capital structure and liquidity, strengthen the Group's financial position, broaden the capital base of the Group and to finance the Group's future development and expansion.

The Directors considered that the issue of the Convertible Bonds was an effective means of raising additional capital since (i) it would not have an immediate dilution effect on the shareholding of the existing Shareholders; and (ii) in the event that the Convertible Bonds were converted into Shares, the Company could broaden its capital base, benefiting the long-term development of the Company.

The Directors considered that the terms of the CB Subscription Agreement were arrived at arm's length negotiations between the Company and the Subscriber, and the transactions contemplated thereunder (including the Conversion Price) were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Use of Proceeds from the Issue of the Convertible Bonds

The gross proceeds of the CB Subscription were approximately HK\$50,000,000. The net proceeds from the issue of the Convertible Bonds was approximately HK\$49.6 million.

The Company intended to use the net proceeds to accelerate the implementation of the Group's 2+X sustainable growth strategy as disclosed in the announcement of the Company dated 12 May 2021 by way of (a) business expansions; (b) investments to increase market share in key markets, and (c) general working capital purposes.

發行可換股債券的理由

本公司作為一家國際第三方獨立檢驗檢測公司，為全球客戶提供7x24小時全方位專業檢驗、檢測、認證、諮詢及相關技術服務。本公司在專注能源和大宗商品兩大板塊檢驗檢測認證的業務基礎之上，充分利用細分領域的龍頭優勢和規模效應，延伸服務範圍至電力系統，開啟清潔能源領域的相關檢測服務，特別是太陽能 and 風電設備的相關領域。同時，本公司亦提供環境監測和檢測服務，包括生態監測、土壤檢測、環保技術諮詢與評估及碳中和等相關服務。

認購人有興趣投資於本集團反映其對本集團業務及增長潛力充滿信心。董事（包括獨立非執行董事）認為，藉發行可換股債券進行集資將優化本集團的資本結構及流動性、加強本集團財務狀況、擴闊本集團資本基礎及可為本集團未來的發展及擴張提供資金。

董事認為，發行可換股債券為籌集額外資金的有效方法，乃由於(i)發行可換股債券不會對現有股東的股權產生即時攤薄影響；及(ii)倘可換股債券轉換為股份，本公司可擴闊其資本基礎，有利於本公司的長遠發展。

董事認為可換股債券認購協議的條款乃由本公司與認購人經公平磋商後達致，其項下擬進行交易（包括轉換價）屬公平合理，且符合本公司及股東的整體利益。

發行可換股債券的所得款項用途

可換股債券認購事項的所得款項總額約為港幣50,000,000元。發行可換股債券的所得款項淨額約為港幣49.6百萬元。

誠如本公司日期為2021年5月12日的公告所披露，本公司擬動用所得款項淨額，透過(a)擴大業務；(b)投資以增加於主要市場的市場份額；及(c)一般營運資金用途，加快推行本集團2+X可持續發展戰略。

As disclosed in the Company's 2021 Annual Report, as at 31 December 2021, approximately HK\$29.6 million of the net proceeds of the issue of convertible bonds had been utilised.

As of 30 June 2022, approximately HK\$20.0 million of the net proceeds of the issue of convertible bonds had been utilised for (a) business expansion as disclosed in Note 36 to the consolidated financial statements with the consideration of approximately HK\$1.9 million during the period; and (b) capital expenditure of approximately HK\$18.1 million, which mainly comprised of the addition of equipment of approximately HK\$11.3 million.

As at 30 June 2022, the proceeds from the CB Subscription have been fully utilized in accordance with the previously disclosed intentions and within the previously disclosed expected timeline of by the end of 2023.

EVENTS AFTER THE REPORTING PERIOD

Issue of Bonus Shares and Adjustments Made as a Result in July 2022

As disclosed in the circular and the announcement of the Company dated 12 May 2022 and 16 June 2022 respectively, the bonus issue ("2022 Bonus Issue") was made on the basis of one (1) bonus share for every ten (10) existing shares in issue held on the record date, i.e. 4 July 2022, by the qualifying shareholders. As at 4 July 2022, there were in total 443,509,800 Shares in issue. The number of bonus shares issued under the 2022 Bonus Issue was 44,350,980 Shares.

As disclosed in the Company's announcement of 5 July 2022:

Pursuant to the terms of the share option scheme (the "Share Option Scheme") adopted by the Company on 5 May 2017, the exercise price of the share options granted under the Share Option Scheme and the number of Shares to be allotted and issued upon full exercise of the subscription rights attaching to the 42,996,200 outstanding share options were adjusted as a result of the 2022 Bonus Issue in the manner as announced by the Company on 5 July 2022.

In addition, pursuant to the terms of the Convertible Bonds, the conversion price of the Convertible Bonds and the number of conversion shares to be allotted and issued upon full conversion of the Convertible Bonds were adjusted as a result of the 2022 Bonus Issue.

Furthermore, the number of awarded shares issued on 29 January 2021 and 10 May 2022 under the Share Award Scheme were also adjusted.

如2021年年報所披露，截至2021年12月31日，發行可換股債券所得款項淨額約港幣29.6百萬元已動用。

截至2022年6月30日，發行可換股債券的所得款項淨額約港幣20.0百萬元已獲動用，作以下用途：(a) 於期內進行業務擴展（誠如綜合財務報表附註36所披露），代價為港幣1.9百萬元；及(b) 資本開支約港幣18.1百萬元，主要包括添置設備約港幣11.3百萬元。

於2022年6月30日，可換股債券認購事項所得的所得款項已根據先前披露的意向及於先前披露的預期時間表（即2023年年底以前）內悉數動用。

報告期後事項

於2022年7月發行之紅股及相應調整

誠如本公司日期分別為2022年5月12日及2022年6月16日的通函及公告所披露，紅股按合資格股東於記錄日期（即2022年7月4日）每持有十(10)股已發行現有股份可獲發一(1)股紅股的基準發行（「2022年紅股發行」）。於2022年7月4日，已發行合共443,509,800股股份。根據2022年紅股發行而發行的紅股數目為44,350,980股。

誠如本公司2022年7月5日的公告所披露：

根據本公司於2017年5月5日採納之購股權計劃（「購股權計劃」）之條款，根據購股權計劃授出之購股權行使價及悉數行使42,996,200份尚未行使購股權所附之認購權後將予配發及發行之股份數目因2022年紅股發行而調整，所作調整方式在本公司2022年7月5日的公佈披露。

再者，根據可換股債券之條款，可換股債券之轉換價及悉數轉換可換股債券後將予配發及發行之轉換股份數目因2022年紅股發行而調整。

此外，於2021年1月29日及2022年5月10日根據股份獎勵計劃發行的獎勵股份數目亦已調整。

ADDITIONAL INFORMATION

補充資料

Further details of the number of bonus shares issued and adjustments to share options and Convertible Bonds are disclosed in the announcement of the Company dated 5 July 2022.

Change of Auditor

The Board announced on 30 August 2022 that Deloitte Touche Tohmatsu (“DTT”) has resigned as the auditor of the Company with effect from 30 August 2022, and at the recommendation of the Audit Committee, it has resolved to appoint Ernst & Young as the new auditor of the Company to fill the casual vacancy following the resignation of DTT and to hold office until the conclusion of the next annual general meeting of the Company.

PAYMENT OF INTERIM DIVIDEND

The Board declared payment of an interim dividend of HK\$0.022 (2021: HK\$0.0225) per ordinary share for the six months ended 30 June 2022. The interim dividend will be paid on or about Friday, 28 October 2022 to the shareholders whose names appear on the register of members of the Company on Friday, 14 October 2022.

CLOSURE OF REGISTER OF MEMBERS AND OTHER KEY DATES

To determine the shareholders’ entitlement to the interim dividend:

Ex-entitlement date for interim dividend	:	Friday, 7 October 2022
Latest time for lodging transfer documents of shares	:	4:30 p.m. on Monday, 10 October 2022
Period of closure of register of members	:	Tuesday, 11 October 2022 to Friday, 14 October 2022 (both days inclusive)
Record date	:	Friday, 14 October 2022

In order to qualify for the interim dividend, all share transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s share registrar Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than the latest time for lodging transfer documents of shares set out above.

有關已發行紅股數目及調整購股權及可換股債券的進一步詳情於本公司日期為2022年7月5日的公告披露。

更換核數師

董事會於2022年8月30日公佈，德勤•關黃陳方會計師行(「德勤」)已辭任本公司核數師，自2022年8月30日起生效，並根據審核委員會的推薦建議，議決委聘安永會計師事務所為本公司新任核數師，以填補德勤辭任後的臨時空缺，任期至本公司下屆股東週年大會結束為止。

派付中期股息

董事會已宣派截至2022年6月30日止六個月的中期股息每股普通股港幣0.022元(2021年：港幣0.0225元)。中期股息將於2022年10月28日(星期五)或前後向於2022年10月14日(星期五)名列本公司股東名冊的股東派付。

暫停辦理股份過戶登記手續及其他重要日期

為釐定股東獲派中期股息的資格：

中期股息除權日期	:	2022年10月7日 (星期五)
遞交股份過戶文件的最後時限	:	2022年10月10日 (星期一) 下午四時三十分
暫停辦理股份過戶登記手續期間	:	2022年10月11日 (星期二)至2022年 10月14日(星期五) (包含首尾兩日)
記錄日期	:	2022年10月14日 (星期五)

為符合資格獲派中期股息，所有股份過戶文件連同有關股票須不遲於上文所載遞交股份過戶文件的最後時限遞交至本公司的股份過戶登記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號舖)進行登記。

CORPORATE GOVERNANCE

The Company recognises the importance of good corporate governance for enhancing the management of the Company as well as preserving the interests of its shareholders as a whole. The Company has adopted the code provisions on the new Corporate Governance Code (the “**New CG Code**”) in force for the financial year commencing 1 January 2022 as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). During the Period, save as disclosed below, the Company had complied with the code provisions as set out in the New CG Code.

Currently, Mr. LI Xiangli takes up the roles of both chairman of the Board and chief executive officer (“**CEO**”) of the Company, which is deviated from code provision C.2.1 of the New CG Code that requires the roles of chairman and chief executive officer of the Company should be separate and should not be performed by the same individual. The Board considers that Mr. Li possesses the essential leadership skills to manage the Board and extensive knowledge in the business of the Group. In the opinion of the Directors, through supervision by the Board and the independent non-executive Directors, together with effective control of the Company’s internal check and balance mechanism, the same individual performing the roles of chairman and CEO can achieve the goal of improving the Company’s efficiency in decision-making and execution and effectively capturing business opportunities. The Board will review the effectiveness of this arrangement from time to time.

The Board will continue to review and monitor the practices of the Company with an aim of maintaining a high standard of corporate governance.

企業管治

本公司深知良好的企業管治的重要性，以提升本公司的管理水平及維護其股東整體利益。本公司已採納《香港聯合交易所有限公司證券上市規則》(《**上市規則**》)附錄十四所載於2022年1月1日開始的財政年度生效的新《企業管治守則》(《**新企業管治守則**》)所載守則條文。於本期間內，除下文所披露者外，本公司已遵守《新企業管治守則》所載守則條文。

目前，李向利先生兼任本公司董事會主席及行政總裁(「**行政總裁**」)，偏離《新企業管治守則》第C.2.1條守則條文，該守則條文規定本公司主席與行政總裁的職務應分開，而不應由同一人士擔任。董事會認為，李先生具備管理董事會所需之領導技巧，亦十分熟悉本集團之業務。董事認為，透過董事會及獨立非執行董事的監管，加上本公司內部制衡機制的有效制約，由同一人兼任主席及行政總裁的安排可以達到提高本公司決策及執行效率，有效把握商機的目的。董事會將不時檢討該安排的成效。

董事會將繼續檢討及監察本公司業務慣例，以維持高水平的企業管治。

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the “Model Code for Securities Transactions by Directors of Listed Issuers” set out in Appendix 10 to the Listing Rules (the “**Model Code**”) as its own code of conduct regarding dealings in the securities of the Company by the Directors and the Company’s employees who, because of their offices or employments, are likely to possess inside information in relation to the Company and/or its securities.

Upon specific enquiry, all Directors confirmed that they have complied with the Model Code during the Period.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES

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

REVIEW OF FINANCIAL INFORMATION

The Company has established an audit committee (the “**Audit Committee**”) in compliance with Rules 3.21 and 3.22 of the Listing Rules. The Audit Committee comprises three members, namely Mr. LIU Hoi Keung (Chairman), Mr. WANG Zichen and Mr. ZHAO Hong, all being the independent non-executive Directors.

The Audit Committee has reviewed the unaudited condensed consolidated interim financial statements of the Group for the Period.

證券交易的標準守則

本公司已採納《上市規則》附錄十所載《上市發行人董事進行證券交易的標準守則》(「《標準守則》」)作為董事及本公司僱員(彼等因有關職位或受僱工作而可能擁有有關本公司及/或其證券的內幕消息)買賣本公司證券的行為守則。

經作出具體查詢後，全體董事均確認於本期間內已遵守《標準守則》。

購買、出售或贖回本公司上市證券

本期間內，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

審閱財務資料

本公司已遵照《上市規則》第3.21及3.22條的規定設立審核委員會(「**審核委員會**」)。審核委員會由三名成員組成，即廖開強先生(主席)、王梓臣先生及趙虹先生，彼等均為獨立非執行董事。

審核委員會已審閱本集團於本期間的未經審核簡明綜合中期財務報表。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES AND UNDERLYING SHARES

To the knowledge of the Board, as at 30 June 2022, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (a) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or (b) which were required, under Section 352 of the SFO, to be entered in the register referred to in that section, or (c) which were required under the Model Code to be notified to the Company and the Stock Exchange, were as follows:

董事及最高行政人員於股份及相關股份中擁有的權益

就董事會所知，於2022年6月30日，董事或本公司最高行政人員於本公司或任何其相聯法團（定義見《證券及期貨條例》第XV部）的股份、相關股份及債權證中擁有(a)根據《證券及期貨條例》第XV部第7及第8分部須知會本公司及聯交所的權益或淡倉（包括根據《證券及期貨條例》有關條文被當作或視為擁有的權益或淡倉）；或(b)根據《證券及期貨條例》第352條須登記於該條所指登記冊的權益或淡倉；或(c)根據《標準守則》須知會本公司及聯交所的權益或淡倉如下：

Name of Directors	Nature of interests	Number of Shares (including Award Shares) (Note 1)	Number of underlying shares/ share options	Total	Approximate percentage to the issued share capital the Company (Note 9)
董事姓名	權益性質	股份數目 (包括獎勵股份) (附註1)	相關股份/ 購股權數目	總計	佔本公司 已發行股本的 概約百分比 (附註9)
Mr. Li Xiangli (Notes 2, 3 & 4) 李向利先生 (附註2、3及4)	Interests held jointly with another person 與其他人士共同持有的權益 Interests of a controlled corporation 受控法團權益 Interests of spouse 配偶權益 Beneficial owner 實益擁有人	258,859,400 (L)	9,500,000	268,359,400	60.51%
Ms. ZHANG Aiying (Notes 2, 4 & 5) 張愛英女士 (附註2、4及5)	Interests held jointly with another person 與其他人士共同持有的權益 Interests of a controlled corporation 受控法團權益 Interests of spouse 配偶權益 Beneficial owner 實益擁有人	258,859,400 (L)	9,500,000	268,359,400	60.51%

ADDITIONAL INFORMATION

補充資料

Name of Directors	Nature of interests	Number of Shares (including Award Shares) (Note 1)	Number of underlying shares/ share options	Approximate percentage to the issued share capital the Company (Note 9)	
				Total	佔本公司已發行股本的概約百分比 (附註9)
董事姓名	權益性質	股份數目 (包括獎勵股份) (附註1)	相關股份/ 購股權數目	總計	
Mr. LIU Yi (Notes 2 & 6) 劉翊先生 (附註2及6)	Interests held jointly with another person 與其他人士共同持有的權益 Interests of a controlled corporation 受控法團權益 Beneficial owner 實益擁有人	258,859,400 (L)	9,500,000	268,359,400	60.51%
Mr. YANG Rongbing 楊榮兵先生	Beneficial owner 實益擁有人	3,327,000 (L) (Note 7) (附註7)	6,800,000 (L) (Note 8) (附註8)	10,127,000	2.28%

Notes:

- (1) The letter "L" denotes the person's long position in the Shares and underlying shares.
- (2) The breakdown is as follows:

There was a duplication of interests of 256,189,400 Shares among Mr. LI Xiangli (161,343,000 Shares), Ms. ZHANG Aiying (54,421,400 Shares) and Mr. LIU Yi (40,425,000 Shares).

There was a duplication of interests of 2,670,000 Award Shares among Mr. LI Xiangli (880,000 Award Shares), Ms. ZHANG Aiying (440,000 Award Shares) and Mr. LIU Yi (550,000 Award Shares) granted on 29 January 2021 (adjusted due to the 2021 Bonus Issue) and an additional 800,000 Award Shares granted to Mr. LI Xiangli on 10 May 2022 pursuant to the Share Award Scheme.

There was a duplication of interests of 9,500,000 Share Options (granted on 15 July 2021, the grant of which is approved at the extraordinary general meeting of the Company on 29 September 2021 and relevant listing approval were granted by the Stock Exchange on 4 October 2021) among Mr. LI Xiangli (4,000,000 Share Options), Ms. ZHANG Aiying (2,500,000 Share Options) and Mr. LIU Yi (3,000,000 Share Options).

On 31 January 2016, Mr. LI Xiangli, Ms. ZHANG Aiying and Mr. LIU Yi entered into an acting-in-concert deed to acknowledge and confirmed that they are parties acting in concert in respect of each of the members of the Group during and since the three years ended 31 December 2013, 2014 and 2015 and continue after the date of the deed. Pursuant to the deed, Ms. ZHANG Aiying and Mr. LIU Yi shall support Mr. LI Xiangli's decisions on material matters in relation to the operation and management of the Group by exercising their voting rights at the meetings of the shareholders and boards of the members of the Group in accordance with the decision of Mr. LI Xiangli. For details, please refer to the section headed "Relationship with Controlling Shareholders — Our Controlling Shareholders Acting in Concert" in the Prospectus. By virtue of the SFO, Mr. LI Xiangli, Ms. ZHANG Aiying and Mr. LIU Yi are deemed to be interested in the Shares which are interested by each other.

附註:

- (1) 英文字母「L」指該人士於股份及相關股份中的好倉。
- (2) 明細如下:

李向利先生(161,343,000股)、張愛英女士(54,421,400股)及劉翊先生(40,425,000股)重複擁有256,189,400股股份權益。

根據股份獎勵計劃,李向利先生(880,000股獎勵股份)、張愛英女士(440,000股獎勵股份)及劉翊先生(550,000股獎勵股份)重複擁有於2021年1月29日授出的2,670,000股獎勵股份權益(因2021年發行紅股而調整),而李向利先生亦於2022年5月10日獲授予額外800,000股獎勵股份。

李向利先生(4,000,000份購股權)、張愛英女士(2,500,000份購股權)及劉翊先生(3,000,000份購股權)重複擁有9,500,000份購股權權益(於2021年7月15日授出,有關授出已於本公司於2021年9月29日舉行的股東特別大會批准,且相關上市批准已於2021年10月4日獲聯交所授出)。

於2016年1月31日,李向利先生、張愛英女士及劉翊先生簽訂一致行動契約,認可並確認就本集團各成員公司事宜而言其於截至2013年、2014年及2015年12月31日止三個年度期間及自該三個年度以來並於該等契約簽訂日期之後繼續為行動一致人士。根據契約,張愛英女士與劉翊先生應依據李向利先生所作決策於本集團成員公司股東及董事會會議上行使其表決權支持李向利先生有關本集團經營與管理的重大事宜所作決策。詳情請參閱招股章程「與控股股東的關係—一致行動的控股股東」一節。根據《證券及期貨條例》,李向利先生、張愛英女士及劉翊先生被視為於其各自擁有權益的股份中擁有權益。

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| <p>(3) Leon Cornerstone Investment Holding Limited (“Leon Investment”) is beneficially and wholly-owned by Mr. LI Xiangli. By virtue of the SFO, Mr. LI Xiangli is deemed to be interested in the Shares held by Leon Investment.</p> | <p>(3) Leon Cornerstone Investment Holding Limited (「Leon Investment」) 由李向利先生實益及全資擁有。根據《證券及期貨條例》，李向利先生被視為於 Leon Investment 所持有的股份中擁有權益。</p> |
| <p>(4) Ms. ZHANG Aiyong is the spouse of Mr. LI Xiangli. By virtue of the SFO, Mr. LI Xiangli and Ms. ZHANG Aiyong are deemed to be interested in the Shares which are interested by each other.</p> | <p>(4) 張愛英女士為李向利先生的配偶。根據《證券及期貨條例》，李向利先生及張愛英女士被視為於各自擁有權益的股份中擁有權益。</p> |
| <p>(5) Swan Stone Investment Holding Limited (“Swan Stone”) is beneficially and wholly-owned by Ms. ZHANG Aiyong. By virtue of the SFO, Ms. ZHANG Aiyong is deemed to be interested in the Shares held by Swan Stone.</p> | <p>(5) Swan Stone Investment Holding Limited (「Swan Stone」) 由張愛英女士實益及全資擁有。根據《證券及期貨條例》，張愛英女士被視為於 Swan Stone 所持有的股份中擁有權益。</p> |
| <p>(6) Hawk Flying Investment Holding Limited (“Hawk Flying”) is beneficially and wholly-owned by Mr. LIU Yi. By virtue of the SFO, Mr. LIU Yi is deemed to be interested in the Shares held by Hawk Flying.</p> | <p>(6) Hawk Flying Investment Holding Limited (「Hawk Flying」) 由劉翊先生實益及全資擁有。根據《證券及期貨條例》，劉翊先生被視為於 Hawk Flying 所持有的股份中擁有權益。</p> |
| <p>(7) Included in total number of such Shares were 2,277,000 Shares, 550,000 Award Shares (adjusted due to 2021 Bonus Issue) granted to Mr. YANG Rongbing on 29 January 2021 and 500,000 Award Shares granted to him on 10 May 2022 pursuant to the Share Award Scheme.</p> | <p>(7) 該等股份總數包括 2,277,000 股股份、根據股份獎勵計劃於 2021 年 1 月 29 日授予楊榮兵先生的 550,000 股獎勵股份 (因 2021 年發行紅股而調整) 及於 2022 年 5 月 10 日授予彼之 500,000 股獎勵股份。</p> |
| <p>(8) Such Share Options consists of (a) 3,300,000 Share Options (adjusted due to 2021 Bonus Issue), each entitles its holder to subscribe for one Share, granted to Mr. YANG Rongbing on 23 July 2018; and (b) 3,500,000 Share Options, each entitles its holder to subscribe for one Share, granted to him on 15 July 2021.</p> | <p>(8) 該等購股權包括 (a) 於 2018 年 7 月 23 日授予楊榮兵先生的 3,300,000 份購股權 (因 2021 年發行紅股而調整) 各自賦予其持有人認購一股股份之權利；及 (b) 於 2021 年 7 月 15 日授予的 3,500,000 份購股權 (各自賦予其持有人認購一股股份之權利)。</p> |
| <p>(9) As at 30 June 2022, the issued share capital of the Company was 443,509,800 Shares.</p> | <p>(9) 於 2022 年 6 月 30 日，本公司已發行股本為 443,509,800 股股份。</p> |

Save as disclosed above and to the best knowledge of the Directors, as at 30 June 2022, there were no interests and short positions of the Directors and chief executive of the Company in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or were required, under Section 352 of the SFO, to be entered in the register referred to in that section, or were required under the Model Code to be notified to the Company and the Stock Exchange.

除上文所披露者外及就董事所深知，於 2022 年 6 月 30 日，概無董事及本公司最高行政人員於本公司或其任何相聯法團 (定義見《證券及期貨條例》第 XV 部) 的股份、相關股份或債權證中擁有根據《證券及期貨條例》第 XV 部第 7 及第 8 分部須知會本公司及聯交所的權益及淡倉 (包括根據《證券及期貨條例》有關條文被當作或視為擁有的權益或淡倉)，或根據《證券及期貨條例》第 352 條須登記於該條所指登記冊的權益及淡倉，或根據《標準守則》須知會本公司及聯交所的權益及淡倉。

ADDITIONAL INFORMATION

補充資料

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SHARES

So far as the Directors are aware, as of 30 June 2022, the following corporations/persons (other than Directors and chief executive of the Company) had interests of 5% or more in the issued Shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO (the "Register"):

主要股東於股份中擁有的權益

就董事所知，截至2022年6月30日，下列公司／人士（董事及本公司最高行政人員除外）於已發行股份或相關股份中擁有根據《證券及期貨條例》第XV部第2及第3分部的條文須向本公司及聯交所披露，或本公司根據《證券及期貨條例》第336條須予存置的登記冊（「登記冊」）所記錄的5%或以上權益：

Name of Shareholders	Nature of interests	Number of Shares	Approximate percentage to the issued share capital of the Company
股東姓名／名稱	權益性質	股份數目 (Note 1) (附註1)	佔本公司 已發行股本的 概約百分比 (Note 10) (附註10)
Ms. WEI Yajuan (Note 2) 魏雅娟女士(附註2)	Interests of spouse 配偶權益	268,359,400 (L)	60.51%
Leon Investment (Note 3) Leon Investment(附註3)	Beneficial owner 實益擁有人	161,343,000 (L)	36.38%
Swan Stone (Note 4) Swan Stone(附註4)	Beneficial owner 實益擁有人	54,421,400 (L)	12.27%
Hawk Flying (Note 5) Hawk Flying(附註5)	Beneficial owner 實益擁有人	40,425,000 (L)	9.11%
China Certification & Inspection Group Co., Ltd. ("CCIC") (Notes 6 & 7) 中國檢驗認證(集團)有限公司 (「中國檢驗認證集團」)(附註6及7)	Interests of a controlled corporation 受控法團權益	46,500,000 (L)	11.63%
China Inspection Company Limited ("CIC") (Notes 6 & 7) 中國檢驗有限公司(「中檢公司」)(附註6及7)	Interests of a controlled corporation 受控法團權益	46,500,000 (L)	11.63%
China Dragon Inspection & Certification (H.K.) Limited ("China Dragon") (Notes 6 & 7) 中龍檢驗認證(香港)有限公司(「中龍」) (附註6及7)	Beneficial owner 實益擁有人	46,500,000 (L)	11.63%

Name of Shareholders	Nature of interests	Number of Shares	Approximate percentage to the issued share capital of the Company
股東姓名／名稱	權益性質	股份數目	佔本公司已發行股本的概約百分比
		(Note 1) (附註1)	(Note 10) (附註10)
Asian Equity Special Opportunities Portfolio Master Fund Limited (“Asian Equity”) (Notes 8 & 9)	Beneficial owner	40,126,583 (L)	9.05%
Asian Equity Special Opportunities Portfolio Master Fund Limited (「Asian Equity」) (附註8及9)	實益擁有人		
RAYS Capital Partners Limited (“RAYS Capital”) (Notes 8 & 9)	Investment Manager	40,126,583 (L)	9.05%
睿思資本有限公司(「睿思資本」) (附註8及9)	投資經理		
RUAN David Ching Chi (“Mr. David RUAN”) (Notes 8 & 9)	Interest of a controlled corporation	40,126,583 (L)	9.05%
RUAN David Ching Chi (「David RUAN 先生」) (附註8及9)	受控法團權益		

Notes:

- (1) The letter “L” denotes the person’s long position in the Shares.
- (2) Ms. WEI Yajuan is the spouse of Mr. LIU Yi. By virtue of the SFO, Ms. WEI Yajuan is deemed to be interested in the Shares which are interested by Mr. LIU Yi.

The breakdown is as follows:

There was a duplication of interests of 256,189,400 Shares among Mr. LI Xiangli, Ms. ZHANG Aiying, Mr. LIU Yi, Ms. WEI Yajuan, Leon Investment, Swan Stone and Hawk Flying. Of these Shares, Mr. LI Xiangli, Ms. ZHANG Aiying, Mr. LIU Yi and Ms. WEI Yajuan were deemed interested in the 161,343,000 Shares (held by Leon Investment), 54,421,400 Shares (held by Swan Stone) and 40,425,000 Shares (held by Hawk Flying), respectively.

There was a duplication of interests of 2,670,000 Award Shares among Mr. LI Xiangli, Ms. ZHANG Aiying, Mr. LIU Yi, Ms. WEI Yajuan, Leon Investment, Swan Stone and Hawk Flying. Of these Award Shares, Mr. LI Xiangli, Ms. ZHANG Aiying, Mr. LIU Yi and Ms. WEI Yajuan were deemed interested in the 1,680,000 Award Shares (held by Mr. LI Xiangli), 440,000 Award Shares (held by Ms. ZHANG Aiying) and 550,000 Award Shares (held by LIU Yi) respectively.

附註：

- (1) 英文字母「L」指該人士於股份中的好倉。
- (2) 魏雅娟女士是劉翊先生的配偶。根據《證券及期貨條例》，魏雅娟女士被視為於劉翊先生擁有權益的股份中擁有權益。

明細如下：

李向利先生、張愛英女士、劉翊先生、魏雅娟女士、Leon Investment、Swan Stone及Hawk Flying重複擁有256,189,400股股份的權益。於該等股份中，李向利先生、張愛英女士、劉翊先生及魏雅娟女士被視為於Leon Investment、Swan Stone及Hawk Flying分別所持有的161,343,000股股份、54,421,400股股份及40,425,000股股份中擁有權益。

李向利先生、張愛英女士、劉翊先生、魏雅娟女士、Leon Investment、Swan Stone及Hawk Flying重複擁有2,670,000股獎勵股份的權益。於該等獎勵股份中，李向利先生、張愛英女士、劉翊先生及魏雅娟女士被視為分別於1,680,000股獎勵股份(由李向利先生持有)、440,000股獎勵股份(由張愛英女士持有)及550,000股獎勵股份(由劉翊先生持有)中擁有權益。

ADDITIONAL INFORMATION

補充資料

There was a duplication of interests of 9,500,000 Shares Options among Mr. LI Xiangli, Ms. ZHANG Aiying, Mr. LIU Yi, Ms. WEI Yajuan, Leon Investment, Swan Stone and Hawk Flying. Of these Shares Options, Mr. LI Xiangli, Ms. ZHANG Aiying, Mr. LIU Yi and Ms. WEI Yajuan were deemed interested in the 4,000,000 Shares Options (held by Mr. LI Xiangli), 2,500,000 Shares Options (held by Ms. ZHANG Aiying) and 3,000,000 Shares Options (held by Mr. LIU Yi) respectively.

- (3) Leon Investment is beneficially and wholly-owned by Mr. LI Xiangli. By virtue of the SFO, Mr. LI Xiangli is deemed to be interested in the Shares held by Leon Investment.
- (4) Swan Stone is beneficially and wholly-owned by Ms. ZHANG Aiying. By virtue of the SFO, Ms. ZHANG Aiying is deemed to be interested in the Shares held by Swan Stone.
- (5) Hawk Flying is beneficially and wholly-owned by Mr. LIU Yi. By virtue of the SFO, Mr. LIU Yi is deemed to be interested in the Shares held by Hawk Flying.
- (6) China Dragon is a 99.88% owned subsidiary of CIC, which is a 75% owned subsidiary of CCIC. By virtue of the SFO, CIC and CCIC are deemed to be interested in the Shares held by China Dragon.
- (7) There was a duplication of interests of 46,500,000 Shares among China Dragon, CIC and CCIC.
- (8) Asian Equity is a 100% owned subsidiary of RAYS Capital, which is 45.60% owned by Mr. David RUAN. By virtue of the SFO, RAYS Capital and Mr. David RUAN are deemed to be interested in the Shares held by Asian Equity.
- (9) There was a duplication of interest of 40,126,583 Shares among Asian Equity, RAYS Capital and Mr. David RUAN.
- (10) The percentage interests are pursuant to the notification forms received by the Company and recorded in the Register. As at 30 June 2022, the issued share capital of the Company was 443,509,800 Shares.

Save as disclosed above and to the best knowledge of the Directors, as at 30 June 2022, no other persons (other than the Directors or the chief executive of the Company) owned interests or short positions in the Shares or underlying shares as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO or interests or short positions required to be disclosed to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO.

李向利先生、張愛英女士、劉翊先生、魏雅娟女士、Leon Investment、Swan Stone及Hawk Flying重複擁有9,500,000份購股權的權益。於該等購股權中，李向利先生、張愛英女士、劉翊先生及魏雅娟女士被視為分別於4,000,000份購股權(由李向利先生持有)、2,500,000份購股權(由張愛英女士持有)及3,000,000份購股權(由劉翊先生持有)中擁有權益。

- (3) Leon Investment由李向利先生實益及全資擁有。根據《證券及期貨條例》，李向利先生被視為於Leon Investment所持有的股份中擁有權益。
- (4) Swan Stone由張愛英女士實益及全資擁有。根據《證券及期貨條例》，張愛英女士被視為於Swan Stone所持有的股份中擁有權益。
- (5) Hawk Flying由劉翊先生實益及全資擁有。根據《證券及期貨條例》，劉翊先生被視為於Hawk Flying所持有的股份中擁有權益。
- (6) 中龍為中檢公司(為中國檢驗認證集團擁有75%權益的附屬公司)擁有99.88%權益的附屬公司。根據《證券及期貨條例》，中檢公司及中國檢驗認證集團被視為於中龍所持有的股份中擁有權益。
- (7) 中龍、中檢公司及中國檢驗認證集團重複擁有46,500,000股股份的權益。
- (8) Asian Equity為睿思資本的全資附屬公司，而睿思資本由David RUAN先生擁有45.60%權益。根據《證券及期貨條例》，睿思資本及David RUAN先生被視為於Asian Equity持有的股份中擁有權益。
- (9) Asian Equity、睿思資本及David RUAN先生重複擁有40,126,583股股份權益。
- (10) 百分比權益乃根據本公司所收到的通知表格並於登記冊記錄。於2022年6月30日，本公司已發行股本為443,509,800股股份。

除上文所披露者外及就董事所深知，於2022年6月30日，概無其他人士(董事或本公司最高行政人員除外)於股份或相關股份中擁有記入本公司根據《證券及期貨條例》第336條須予存置登記冊的權益或淡倉或根據《證券及期貨條例》第XV部第2及第3分部須向本公司及聯交所披露的權益或淡倉。

SHARE OPTION SCHEME

The Company had adopted the Share Option Scheme on 5 May 2017. The purpose of the Share Option Scheme is to enable the Company to grant options to employees, directors and other participants as incentives or rewards for their contribution to the Group and/or to enable the Group to recruit and retain high caliber employees and attract human resources that are valuable to the Group.

Movements in the share options during the Period were as follows:

購股權計劃

本公司於2017年5月5日採納購股權計劃。購股權計劃旨在令本公司可向僱員、董事及其他參與者授出購股權，作為彼等對本集團所作貢獻的激勵或獎勵，及／或有助於本集團招募及留聘高水平僱員，並吸引對本集團而言屬寶貴的人力資源。

本期間的購股權變動如下：

Date of grant	Participant	As at 1/1/2022 於2022年 1月1日	No. of Share Options 購股權數目				As at 30/06/2022 於2022年 6月30日	Exercise price per Share (HK\$) (港元)	Exercise period
			Granted during the Period 已授出	Exercised during the Period 已行使	Cancelled during the Period 已註銷	Lapsed during the Period 已失效			
Other Employees									
其他僱員									
4/7/2017	Employees (aggregate)	706,900*	-	-	-	-	706,900*	1.164*	4/7/2018-3/7/2023
(Notes 1, 2 & 3)	僱員(合計)	810,100*	-	-	-	-	810,100*	1.164*	4/7/2019-3/7/2024
(附註1、2及3)		2,079,200*	-	-	-	-	2,079,200*	1.164*	4/7/2020-3/7/2025
15/7/2021	Employees (aggregate)	6,930,000	-	-	-	-	6,930,000	2.14	15/7/2022-14/7/2027
(Notes 5 & 6)	僱員(合計)	6,930,000	-	-	-	-	6,930,000	2.14	15/7/2023-14/7/2028
(附註5及6)		9,240,000	-	-	-	-	9,240,000	2.14	15/7/2024-14/7/2029
Subtotal									
小計									
		26,696,200	-	-	-	-	26,696,200		
Directors									
董事									
15/7/2021	Mr. Li Xiangli,	1,200,000	-	-	-	-	1,200,000	2.14	15/7/2022-14/7/2027
(Notes 5, 6 & 7)	executive Director	1,200,000	-	-	-	-	1,200,000	2.14	15/7/2023-14/7/2028
(附註5、6及7)	李向利先生，執行董事	1,600,000	-	-	-	-	1,600,000	2.14	15/7/2024-14/7/2029
15/7/2021	Ms. ZHANG Aiyong,	750,000	-	-	-	-	750,000	2.14	15/7/2022-14/7/2027
(Notes 5, 6 & 7)	executive Director	750,000	-	-	-	-	750,000	2.14	15/7/2023-14/7/2028
(附註5、6及7)	張愛英女士，執行董事	1,000,000	-	-	-	-	1,000,000	2.14	15/7/2024-14/7/2029
15/7/2021	Mr. LIU Yi,	900,000	-	-	-	-	900,000	2.14	15/7/2022-14/7/2027
(Notes 5, 6 & 7)	executive Director	900,000	-	-	-	-	900,000	2.14	15/7/2023-14/7/2028
(附註5、6及7)	劉翊先生，執行董事	1,200,000	-	-	-	-	1,200,000	2.14	15/7/2024-14/7/2029

ADDITIONAL INFORMATION

補充資料

Date of grant	Participant	No. of Share Options 購股權數目					As at 30/06/2022 於2022年 6月30日	Exercise price per Share 每股行使價 (HK\$) (港元)	Exercise period
		As at 1/1/2022 於2022年 1月1日	Granted during the Period 本期間 已授出	Exercised during the Period 本期間 已行使	Cancelled during the Period 本期間 已註銷	Lapsed during the Period 本期間 已失效			
23/7/2018	Mr. YANG Rongbing,	1,100,000*	-	-	-	-	1,100,000*	1.285*	23/7/2018-22/7/2023
(Notes 1, 2 & 4)	executive Director	1,100,000*	-	-	-	-	1,100,000*	1.285*	23/7/2019-22/7/2024
(附註1、2及4)	楊榮兵先生，執行董事	1,100,000*	-	-	-	-	1,100,000*	1.285*	23/7/2020-22/7/2025
15/7/2021	Mr. YANG Rongbing,	1,050,000	-	-	-	-	1,050,000	2.14	15/7/2022-14/7/2027
(Notes 5 & 6)	executive Director	1,050,000	-	-	-	-	1,050,000	2.14	15/7/2023-14/7/2028
(附註5及6)	楊榮兵先生，執行董事	1,400,000	-	-	-	-	1,400,000	2.14	15/7/2024-14/7/2029
Subtotal									
小計		16,300,000	-	-	-	-	16,300,000		
Gross Total									
總計		42,996,200	-	-	-	-	42,996,200		

* as announced by the Company on 15 July 2021, the exercise price of the share options granted and the number of Shares to be allotted and issued upon full exercise of the subscription rights attaching to the then outstanding share options were adjusted on 15 July 2021 as a result of the 2021 Bonus Issue.

Notes:

- The above share options are either vested on the date of grant to two years or vested in one to three years from the date of grant and are exercisable for a period of five years commencing from the relevant vesting date and expiring at the close of business on the last day of the five-year period.
- The Company received a consideration of RMB1.00 from each of the grantees for the share options granted on 4 July 2017. The Company also received a consideration of RMB1.00 from Mr. YANG Rongbing for the share options granted to him on 23 July 2018.
- The closing price of the Shares on 3 July 2017, being the business day immediately before the date on which the options were granted, as quoted on the Stock Exchange was HK\$1.31.
- The closing price of the Shares on 20 July 2018, being the business day immediately before the date on which the options were granted, as quoted on the Stock Exchange was HK\$1.40.
- The Share Options are exercisable for a period of five years commencing from the vesting date and expiring at the close of business on the last day of the five year period. Vesting condition and exercise period of the share options are: (i) Not more than 30% of the Share Options will be vested on 15 July 2022; not more than 30% of the Share Options will be vested on 15 July 2023; and not more than 40% of the Share Options will be vested on 15 July 2024.

The Company received a consideration of RMB1.00 from each of the grantees.

* 誠如本公司於2021年7月15日所公佈，已授出購股權的行使價及悉數行使當時尚未行使購股權所附的認購權後將予配發及發行的股份數目因2021年發行紅股而於2021年7月15日作出調整。

附註：

- 上述購股權於授出日期至兩年內歸屬或自授出日期起計於一至三年內歸屬，可於自有關歸屬日期起計五年期間行使，並於該五年期間最後一日營業時間結束時屆滿。
- 本公司已就於2017年7月4日授出之購股權向各承授人收取代價人民幣1.00元。本公司已就於2018年7月23日向楊榮兵先生授出購股權向彼收取代價人民幣1.00元。
- 股份於2017年7月3日（即緊接購股權授出當日前之營業日）於聯交所所報之收市價為港幣1.31元。
- 股份於2018年7月20日（即緊接購股權授出當日前之營業日）於聯交所所報之收市價為港幣1.40元。
- 購股權於歸屬日期起五年內可予行使，並於五年期間最後一日的營業時間結束時屆滿。購股權歸屬條件及可行使期限為(i)不超過30%的購股權將於2022年7月15日歸屬；不超過30%的購股權將於2023年7月15日歸屬；及不超過40%的購股權將於2024年7月15日歸屬。

本公司已向各承授人收取代價人民幣1.00元。

6. The closing price of the Shares on 14 July 2021, being the business day immediately before the date on which the options were granted, as quoted on the Stock Exchange was HK\$2.08.
7. The grant of 9,500,000 Share Options to Mr. Li, Ms. Zhang and Mr. Liu (each of them being a substantial shareholder) out of the total of 36,100,000 Share Options granted on 15 July 2021 was beyond the Scheme Mandate Limit and had been approved by the Shareholders at an extraordinary general meeting (“**EGM**”) of the Company. Accordingly, the (i) specific grant of 9,500,000 Share Options and (ii) the refreshment of 10% limit (being 44,350,080 Shares) under the Share Option Scheme were approved at the EGM held on 29 September 2021 and relevant listing approvals were granted by the Stock Exchange on 4 October 2021.
8. No options were granted or cancelled during the Period.
6. 股份於2021年7月14日(即緊接購股權授出當日之營業日)於聯交所所報之收市價為港幣2.08元。
7. 於2021年7月15日授出之合共36,100,000份購股權中,授予李先生、張女士及劉先生(各自為主要股東)之9,500,000份購股權乃超過計劃授權限額並已由股東於本公司的股東特別大會(「**股東特別大會**」)上批准作實。因此, (i)特別授出9,500,000份購股權及(ii)更新購股權計劃項下的10%限額(即44,350,080股)已於2021年9月29日舉行的股東特別大會上獲批准,且相關上市批准已於2021年10月4日獲聯交所授出。
8. 於期內,概無任何購股權已獲授出或被註銷。

SHARE AWARD SCHEME

The Company adopted the Share Award Scheme on 27 October 2020 (the “**Adopted Date**”). The purposes of the Share Award Scheme are to further improve the corporate governance structure and long-term incentive programme, maintain mutually sustainable growth of the Company and individuals, attract and retain excellent talents.

Subject to any early termination as may be determined by the Board, the Share Award Scheme shall be valid and effective for a term of ten (10) years commencing on the Adoption Date.

The Board may, from time to time, at its absolute discretion, determine the criteria for any eligible participants to participate in the Share Award Scheme as award holders in accordance with the rules of the Share Award Scheme. An award holder may be granted an award of Shares (the “**Award Shares**”). The Award Shares to be granted under the Share Award Scheme are ordinary shares (“**Ordinary Shares**”) in the capital of the Company. Please refer to the announcement of the Company dated 27 October 2020 for further details of the Share Award Scheme.

In general, the Company will pay to the third-party trustee (the “**Trustee**”) monies and may give directions or a recommendation to the Trustee to apply such amount of monies and/or such other net amount of cash derived from Ordinary Shares held as part of the funds of the trust to acquire existing Ordinary Shares from the market. Such Ordinary Shares will be held on trust by the Trustee for the relevant award holders. The Trustee shall not exercise any voting rights in respect of any Ordinary Shares held in the trust and no award holder is entitled to instruct the Trustee to exercise the voting rights in respect of any unvested Award Shares.

During the six months ended 30 June 2022, the trustee purchased an aggregate of 1,528,000 shares of the Company from the market at a total consideration of approximately HK\$2,150,000 (including directly attributable incremental costs) and a total of 3,029,491 shares were granted to 15 eligible participants, including directors and employees on 10 May 2022, pursuant to the Share Award Scheme, representing approximately 0.68% of the total number of issued shares as at 30 June 2022.

股份獎勵計劃

本公司於2020年10月27日(「**採納日期**」)採納股份獎勵計劃。股份獎勵計劃之目的為進一步完善公司治理結構和長效激勵機制,倡導本公司與個人共同持續發展的理念,吸引和保留優秀人才。

股份獎勵計劃由採納日期起生效,有效期為期十(10)年,惟董事會可決定提前終止。

董事會可不時全權酌情釐定任何合資格參與者根據股份獎勵計劃的規則作為獎勵持有人參與股份獎勵計劃的準則。獎勵持有人可獲授股份作獎勵(「**獎勵股份**」)。根據股份獎勵計劃將予授出的獎勵股份為本公司股本中的普通股(「**普通股**」)。有關股份獎勵計劃的進一步詳情,請參閱本公司日期為2020年10月27日的公告。

一般而言,本公司會向第三方受託人(「**受託人**」)支付款額,並指示或建議受託人動用該款額及/或持作信託基金一部分的普通股所得其他現金淨額,以在市場上購買現有普通股。該等普通股將由受託人以信託形式為相關獎勵持有人持有。受託人不得就經信託持有的任何普通股行使任何投票權,且概無獎勵持有人有權指示受託人就任何未歸屬獎勵股份行使投票權。

截至2022年6月30日止六個月,受託人以總代價約港幣2,150,000元(包括直接應佔增量成本)從市場購買合共1,528,000股本公司股份,合共3,029,491股股份已根據股份獎勵計劃於2022年5月10日授予15名合資格參與者(包括董事及僱員),佔於2022年6月30日已發行股份總數的約0.68%。

ADDITIONAL INFORMATION

補充資料

Movement of the Award Shares under the Share Award Scheme for the six months ended 30 June 2022 are as follows:

截至2022年6月30日止六個月，股份獎勵計劃項下的獎勵股份變動如下：

Category of participants	Date of grant	Vesting date	Number of award shares outstanding as at 1/1/2022 於2022年1月1日 尚未行使的獎勵股份	Award during the period 本期間已獎勵	Vested during the period 本期間已歸屬	Number of award shares outstanding as at 30/6/2022 於2022年6月30日 尚未行使的獎勵股份數目
參與者類別	授出日期	歸屬日期				
Directors						
董事						
In aggregate 合計	10/5/2022	10/5/2022	–	1,300,000	(1,300,000)	–
Employees						
僱員						
In aggregate 合計	10/5/2022	10/5/2022	–	1,729,491	(1,729,491)	–
Total						
總計						
			–	3,029,491	(3,029,491)	–

In this interim report, unless the context otherwise requires, the following expressions shall have the following meanings: 於本中期報告內，除文義另有所指外，下列詞彙具有以下涵義：

<p>“2021 Bonus Issue” 「發行紅股」</p>	<p>The bonus issue made on the basis of one (1) bonus share for every ten (10) existing shares in issue held on the record date, i.e. 5 July 2021, by the qualifying shareholders 按合資格股東於記錄日期(即2021年7月5日)每持有十(10)股已發行現有股份可獲發一(1)股紅股的基準發行的紅股</p>
<p>“Audit Committee” 「審核委員會」</p>	<p>the audit committee of the Company 本公司的審核委員會</p>
<p>“Board of Directors” or “Board” 「董事會」</p>	<p>the board of Directors 董事會</p>
<p>“CEO” 「行政總裁」</p>	<p>the chief executive officer of the Company 本公司的行政總裁</p>
<p>“China” or “PRC” 「中國」</p>	<p>the People’s Republic of China 中華人民共和國</p>
<p>“Company”, “Group”, “our Group”, “Leon Inspection”, “China Leon”, “we” or “us” 「本公司」、「本集團」、「力鴻檢驗」、 「中國力鴻」或「我們」</p>	<p>China Leon Inspection Holding Limited (中國力鴻檢驗控股有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on 29 July 2015 and, except where the context indicated otherwise, its subsidiaries 中國力鴻檢驗控股有限公司，一家於2015年7月29日根據開曼群島法律註冊成立的獲豁免有限責任公司及(除文義另有所指外)其附屬公司</p>
<p>“Director(s)” 「董事」</p>	<p>the director(s) of the Company 本公司董事</p>
<p>“HK\$” 「港幣」</p>	<p>Hong Kong dollars, the lawful currency of Hong Kong 香港法定貨幣港元</p>
<p>“Listing Rules” 「《上市規則》」</p>	<p>the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) 《聯交所證券上市規則》(經不時修訂)</p>
<p>“Model Code” 「《標準守則》」</p>	<p>the “Model Code for Securities Transactions by Directors of Listed Issuers” set out in Appendix 10 to the Listing Rules 《上市規則》附錄十所載之《上市發行人董事進行證券交易的標準守則》</p>
<p>“New CG Code” 「《新企業管治守則》」</p>	<p>the Corporate Governance Code as set out in Appendix 14 to the Listing Rules which came into effect on 1 January 2022 and shall apply to the Company’s corporate governance report for the financial year commencing on 1 January 2022 上市規則附錄十四所載於2022年1月1日生效的《企業管治守則》，將適用於本公司於2022年1月1日開始的財政年度的企業管治報告</p>

DEFINITIONS

釋義

“Period” 「本期間」	the six months ended 30 June 2022 截至2022年6月30日止六個月
“RMB” 「人民幣」	Renminbi, the lawful currency of the PRC 中國的法定貨幣人民幣
“SFO” 「《證券及期貨條例》」	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time 香港法例第571章《證券及期貨條例》，經不時修訂、補充或以其他方式修改
“Share Option Scheme” 「購股權計劃」	the share option scheme approved and adopted by the Company at the annual general meeting held on 5 May 2017 本公司於2017年5月5日舉行的股東週年大會上批准及採納的購股權計劃
“Share Award Scheme” 「股份獎勵計劃」	the share award scheme approved and adopted by the Company on 27 October 2020 本公司於2020年10月27日批准及採納的股份獎勵計劃
“Share(s)” 「股份」	the ordinary share(s) of par value US\$0.00005 each in the issued share capital of the Company 本公司已發行股本中每股面值0.00005美元的普通股
“Shareholder(s)” 「股東」	the holder(s) of the Shares 股份持有人
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“%” 「%」	per cent. 百分比。



CHINA LEON INSPECTION HOLDING LIMITED

中国力鸿检验控股有限公司