



**CHINA ENVIRONMENTAL TECHNOLOGY AND
BIOENERGY HOLDINGS LIMITED**
中科生物控股有限公司

(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: 1237



2025

INTERIM REPORT
中期報告

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Ms. Xie Qingmei (*Chairlady*)

Mr. Wu Zheyang (*Chief Executive Officer*)

Independent Non-executive Directors

Mr. Tse Kwok Hing Henry

Ms. Zheng Bingqian

Ms. Wu Liping

AUDIT COMMITTEE

Mr. Tse Kwok Hing Henry (*Chairman*)

Ms. Zheng Bingqian

Ms. Wu Liping

RISK MANAGEMENT COMMITTEE

Mr. Tse Kwok Hing Henry (*Chairman*)

Ms. Zheng Bingqian

Ms. Wu Liping

REMUNERATION COMMITTEE

Ms. Wu Liping (*Chairperson*)

Ms. Zheng Bingqian

Mr. Tse Kwok Hing Henry

NOMINATION COMMITTEE

Ms. Zheng Bingqian (*Chairperson*)

Ms. Wu Liping

Mr. Tse Kwok Hing Henry

COMPANY SECRETARY

Mr. Wong Wai Lun, *FCPA*

董事會

執行董事

謝清美女士 (主席)

吳哲彥先生 (行政總裁)

獨立非執行董事

謝國興先生

鄭冰倩女士

吳麗萍女士

審計委員會

謝國興先生 (主席)

鄭冰倩女士

吳麗萍女士

風險管理委員會

謝國興先生 (主席)

鄭冰倩女士

吳麗萍女士

薪酬委員會

吳麗萍女士 (主席)

鄭冰倩女士

謝國興先生

提名委員會

鄭冰倩女士 (主席)

吳麗萍女士

謝國興先生

公司秘書

黃偉倫先生 · *FCPA*

Corporate Information (Continued)

公司資料 (續)

AUTHORISED REPRESENTATIVES

Mr. Wu Zheyang
Mr. Wong Wai Lun, *FCPA*

AUDITORS

OOP CPA & Co.
Certified Public Accountants

LEGAL ADVISOR

Bird & Bird

PRINCIPAL BANKERS

Agricultural Bank of China, Zhangping Branch
China Construction Bank, Zhangping Branch
Bank of China, Zhangping Branch

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit B, 14/F, Eton Building
288 Des Voeux Road Central
Sheung Wan
Hong Kong

HEAD OFFICE IN THE PRC

Fushan Industrial District,
Zhangping, Fujian, the PRC

授權代表

吳哲彥先生
黃偉倫先生 · *FCPA*

核數師

奧柏國際會計師事務所
執業會計師

法律顧問

鴻鵠律師事務所

主要往來銀行

中國農業銀行漳平支行
中國建設銀行漳平支行
中國銀行漳平支行

註冊辦事處

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

香港主要營業地點

香港
上環
德輔道中288號
易通商業大廈14樓B室

中國總部

中國福建省漳平市
富山工業區

Corporate Information (Continued)

公司資料(續)

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

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

開曼群島主要股份過戶登記處

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

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

WEBSITE

www.merrygardenholdings.com

網站

www.merrygardenholdings.com

STOCK CODE

1237

股份代號

1237

Management Discussion and Analysis

管理層討論與分析

RESULTS OF OPERATION

The Group's revenue slightly increased by 7.0% to RMB199.5 million during the Period (six months ended 30 June 2025), compared to the revenue of RMB186.5 million from the corresponding period of the previous year ("2024 1H"). During the Period, the Group registered a gross profit margin of 12.9% (2024 1H: 7.2%). The Group record a gross profit of RMB15.7 million during the Period (2024 1H: RMB13.4 million).

BUSINESS REVIEW

Segment review

During the Period, the performance of our business segments are as follows:

經營業績

截至二零二五年六月三十日止六個月（「期內」），本集團收益較去年同期（「二零二四年上半年」）略微上升7.0%至人民幣199.5百萬元。期內，本集團錄得毛利率12.9%（二零二四年上半年：7.2%）。期內，本集團錄得毛利人民幣15.7百萬元（二零二四年上半年：人民幣13.4百萬元）。

業務回顧

分部回顧

期內，我們的業務分部表現如下：

		Segment revenue derived from external customers			% to total segment revenue derived from external customers		Reportable segment profit/(loss) (Note 1)	
		源自外部客戶之分部收益			佔源自外部客戶之總分部收益百分比		溢利／（虧損）（附註1）	
		Six months ended 30 June			Six months ended 30 June		Six months ended 30 June	
		截至六月三十日止六個月			截至六月三十日止六個月		截至六月三十日止六個月	
		2025	2024	Change	2025	2024	2025	2024
		RMB'000	RMB'000	%	二零二五年	二零二四年	二零二五年	二零二四年
		人民幣千元	人民幣千元	百分比	百分比	百分比	人民幣千元	人民幣千元
Manufacturing and sales of wooden products	生產及銷售木製品	198,090	185,431	6.8	99.3	99.4	7,588	(609)
Manufacturing and sales of renewable energy products	生產及銷售再生能源產品	1,421	1,060	34.1	0.7	0.6	(298)	262
		199,511	186,491	7.0	100.0	100.0	7,290	(347)

Note 1: Reportable segment profit/(loss) has excluded the after tax effect of government subsidies.

附註1：可呈報分部溢利／（虧損）已撇除政府補貼之稅後影響。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

The Group's core business segments comprise manufacturing and sales of wooden products and manufacturing and sales of renewable energy products. During the Period, revenue from the two business segments amounted to approximately RMB198.1 million and RMB1.4 million (2024 1H: approximately RMB185.4 million and RMB1.1 million), accounting for 99.3% and 0.7% of the total revenue (2024 1H: 99.4% and 0.6%) respectively.

Manufacturing and sales of wooden products is the principal segment of the Group. In 2025, Global economy remained unstable and the Group's customers were very conservative when purchasing. The Group's revenue from manufacturing and sales of wooden products slightly increased by 6.8% to RMB198.1 million (2024 1H: RMB185.4 million). Such reportable segment recorded a profit of RMB7.6 million (2024 1H: a reportable segment loss of RMB0.6 million).

The Group's renewable energy business focuses on the recycling of leftover sawdust from the production of our wooden products into biomass pellet fuel. The Group's renewable energy business recorded a revenue of RMB1.4 million during the Period, with a loss of approximately RMB0.3 million (2024 1H: revenue of RMB1.1 million and profit of RMB0.3 million).

During the Period, the distribution of revenue from our global markets are as follows:

本集團的核心業務分部包括生產及銷售木製品，以及生產及銷售再生能源產品。期內，兩個業務分部收益分別約人民幣198.1百萬元及人民幣1.4百萬元（二零二四年上半年：約人民幣185.4百萬元及人民幣1.1百萬元），佔總收益99.3%及0.7%（二零二四年上半年：99.4%及0.6%）。

生產及銷售木製品乃本集團的主要業務分部。於二零二五年，全球經濟仍不穩定，本集團客戶於採購時非常保守。本集團生產及銷售木製品的收益略微上升6.8%至人民幣198.1百萬元（二零二四年上半年：人民幣185.4百萬元）。該可呈報分部錄得溢利人民幣7.6百萬元（二零二四年上半年：可呈報分部虧損人民幣0.6百萬元）。

本集團再生能源業務專注於回收木製品生產過程中產生的廢屑，然後將其轉化為生物質顆粒燃料。期內本集團的再生能源業務錄得收益為人民幣1.4百萬元，而其虧損約為人民幣0.3百萬元（二零二四年上半年：收益為人民幣1.1百萬元及溢利為人民幣0.3百萬元）。

期內，我們來自全球市場之收益分佈如下：

		Revenue 收益	
		Six months ended 30 June 截至六月三十日止六個月	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
The PRC	中國	41,300	15,125
North America	北美洲	8,749	20,357
Europe	歐洲	6,832	11,277
Asia Pacific (Exclusive of the PRC)	亞太區（不包括中國）	2,175	3,928
Australasia	澳大利西亞	140,455	135,804
		199,511	186,491

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

FINANCIAL REVIEW

Revenue

財務回顧

收益

Six months ended 30 June
截至六月三十日止六個月

		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Wooden products	木製品	198,090	185,431
Renewable energy products	再生能源產品	1,421	1,060
		199,511	186,491

Revenue from wooden products remained the largest income stream of the Group during the Period. Revenue from such category increased by 6.8% to RMB198.1 million (2024 1H: RMB185.4 million), representing 99.3% of total sales for the Period (2024 1H: 99.4%), mainly attributable to the increased in sales in the Australasian markets.

During the Period, the Group's revenue from the renewable energy business increased by 34.1% to approximately RMB1.4 million (2024 1H: RMB1.1 million), due to the decrease in demand from the domestic renewable energy market.

Other revenue

During the Period, other revenue decreased 56.2% to RMB12.2 million (2024 1H: RMB27.9 million) mainly due to a decrease in interest income from bank deposits.

Other net gain/(loss)

The Group recorded other net gain of RMB16.3 million for the Period (2024 1H: loss of RMB2.8 million). Such gain was attributable to the net gain in foreign exchange during the Period.

Selling and distribution expenses

Our selling and distribution expenses incurred during the Period decreased 39.1% to RMB6.6 million (2024 1H: RMB10.8 million) mainly attributable to the decrease in cost of selling personnel during the Period.

期內，木製品收益仍為本集團的最大收益來源。該分類的收益上升6.8%至人民幣198.1百萬元（二零二四年上半年：人民幣185.4百萬元），相當於期內總銷售額的99.3%（二零二四年上半年：99.4%），主要由於在澳大利西亞市場銷售額增加所致。

期內，本集團來自再生能源業務的收益上升34.1%至約人民幣1.4百萬元（二零二四年上半年：人民幣1.1百萬元），乃由於來自國內再生能源市場的需求減少所致。

其他收益

期內，其他收益下跌56.2%至人民幣12.2百萬元（二零二四年上半年：人民幣27.9百萬元），主要由於利息收入減少所致。

其他收益／（虧損）淨額

本集團於期內錄得其他收益淨額人民幣16.3百萬元（二零二四年上半年：虧損人民幣2.8百萬元），該收益主要來自期內外幣匯兌收益淨額。

銷售及分銷開支

期內產生的銷售及分銷開支下跌39.1%至人民幣6.6百萬元（二零二四年上半年：人民幣10.8百萬元），主要由於期內銷售人員成本減少所致。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

Administrative expenses

Our administrative expenses incurred during the Period increased to RMB18.4 million (2024 1H: RMB18.0 million), which was principally attributed to the increase in research and development costs and corporate expenses during the Period.

Finance costs

Our finance costs decreased to approximately RMB3.6 million (2024 1H: RMB8.8 million), which mainly represented the interest payment for bank loans during the Period.

Dividend

The Board does not recommend an interim dividend for the Period (2024 1H: Nil).

Profit for the Period

As a result of the foregoing factors, the Group has recorded a profit of approximately RMB8.8 million for the Period (2024 1H: loss of RMB1.7 million).

Liquidity and capital resources

The Group principally meets its working capital and other liquidity requirements through operating cash flows and proceeds from bank borrowings. The Group anticipates that it can sufficiently meet funding needs for working capital and capital expenditure. As at 30 June 2025, the Group had current assets of RMB535.4 million (31 December 2024: RMB550.7 million), of which cash and cash equivalents were RMB33.8 million (31 December 2024: RMB27.2 million).

The Group's cash is generally deposited with banks and denominated mostly in RMB, USD and AUD. As at 30 June 2025, total banking facilities utilised amounted to RMB222.6 million (31 December 2024: RMB186.4 million) and these were mainly denominated in RMB and USD. All of the Group's banking facilities were subject to the fulfilment of certain covenants, as are commonly found in lending arrangements with financial institutions.

行政開支

期內產生的行政開支上升至人民幣18.4百萬元(二零二四年上半年:人民幣18.0百萬元),主要由於期內研發成本及企業開支增加所致。

融資成本

我們的融資成本減少至約人民幣3.6百萬元(二零二四年上半年:人民幣8.8百萬元),融資成本主要為期內銀行貸款利息付款。

股息

董事會並不建議派付期內的中期股息(二零二四年上半年:無)。

期內溢利

由於上述因素,本集團於期內錄得溢利約人民幣8.8百萬元(二零二四年上半年:虧損人民幣1.7百萬元)。

流動資金及資本資源

本集團主要透過營運現金流量及銀行借款的所得款項滿足其營運資金及其他流動資金需求。本集團預計其可充分滿足營運資金及資本開支需求。於二零二五年六月三十日,本集團的流動資產為人民幣535.4百萬元(二零二四年十二月三十一日:人民幣550.7百萬元),其中現金及現金等價物為人民幣33.8百萬元(二零二四年十二月三十一日:人民幣27.2百萬元)。

本集團的現金一般存置於銀行並大部分以人民幣、美元及澳元計值。於二零二五年六月三十日,已動用銀行融資總額為人民幣222.6百萬元(二零二四年十二月三十一日:人民幣186.4百萬元)。該等銀行融資以人民幣及美元計值。本集團所有銀行融資須達成與金融機構所訂借貸安排中常見之若干契諾。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

PLEDGE OF ASSETS

As at 30 June 2025, the Group pledged its land use rights, buildings and deposits with banks mainly for the purpose of securing bank loans, derivative financial instruments and bill payables issued by banks to the Group.

CAPITAL EXPENDITURE

During the Period, the Group's total expenditure in respect of property, plant and equipment amounted to RMB3.0 million (2024 1H: Nil).

CAPITAL COMMITMENT AND CONTINGENT LIABILITIES

The Group had no significant capital commitments and contingent liabilities as at 30 June 2025.

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, FUTURE PLANS FOR MATERIAL INVESTMENTS OR ACQUISITION OF CAPITAL ASSETS

During the Period, there were no significant investments, material acquisitions or disposals of subsidiaries by the Company. The Group currently has no plan to make any substantial investments or acquisitions of capital assets, but will continue to seek out potential investment or acquisition opportunities according to the Group's development needs.

FOREIGN CURRENCY RISKS

The Group's sales are mainly denominated in USD, AUD and RMB while our cost of sales and operating expenses are mainly denominated in RMB. Therefore, the Group's profit margin would be affected if RMB appreciates against USD and AUD as the Group may not be able to reflect the appreciation in selling prices to overseas customers that were determined in USD and AUD. In response to this, the Group manages fluctuations in the exchange rate of RMB against USD and AUD by entering into foreign currency forward contracts mainly denominated in USD, AUD and RMB with banks when sales contracts were entered with overseas customers.

資產抵押

於二零二五年六月三十日，本集團抵押其土地使用權、樓宇及銀行存款，主要用於取得銀行向本集團發出之銀行貸款、衍生金融工具及應付票據。

資本開支

期內，本集團有關物業、廠房及設備的總開支為人民幣3.0百萬元（二零二四年上半年：無）。

資本承擔及或然負債

於二零二五年六月三十日，本集團並無任何重大資本承擔及或然負債。

重大投資、重大收購及出售附屬公司、重大投資或收購資本資產的未來計劃

期內，本公司並無重大投資、重大收購或出售附屬公司。本集團現時並無計劃作出任何重大投資或收購資本資產，但會按本集團發展需要，繼續物色潛在投資或收購機會。

貨幣風險

本集團的銷售主要以美元、澳元及人民幣計值，而銷售成本及經營開支則主要以人民幣計值。因此，由於本集團可能無法在向海外客戶銷售時，將人民幣兌美元及澳元的升值反映於以美元及澳元釐定的售價中，故如人民幣升值，本集團利潤率將受影響。為此，本集團在與海外客戶訂立銷售合約的同時透過與銀行訂立主要以美元、澳元及人民幣計值的遠期外幣合約以管理人民幣兌美元及澳元的匯率波動。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

The Group also manages foreign exchange risk by matching the cash inflow from our export sales denominated in USD with the cash outflow from our import of timber denominated in USD.

At 30 June 2025 and 31 December 2024, the Group did not have any foreign currency forward contracts with their fair values recognised as derivative financial instruments (assets) and derivative financial instruments (liabilities). The changes in fair value of the foreign currency forward contracts were recognised in the consolidated statement of profit or loss.

PROSPECTS

The outlook for Chinese wooden product exports in 2025 is one of cautious optimism. Growth will be fueled by a rebound in global housing demand and the strength of cross-border e-commerce. However, manufacturers face significant headwinds from stringent new EU sustainability regulations, persistent U.S. tariffs, and intense competition from Southeast Asian producers. Success will therefore hinge on a strategic shift away from competing solely on cost and towards embracing sustainable certified production, higher-value innovative products, and greater market diversification to navigate the complex trade landscape.

本集團亦透過以美元計值的出口銷售現金流入配合以美元計值的木材進口現金流出管理外匯風險。

於二零二五年六月三十日及二零二四年十二月三十一日，本集團並無錄得外幣遠期合約的公平值按衍生金融工具（資產）及衍生金融工具（負債）確認。外幣遠期合約的公平值變動乃於綜合損益表中確認。

前景

二零二五年中國木製品出口前景呈審慎樂觀態勢。全球住房需求回暖及跨境電商的發展勢頭將拉動出口增長。然而，製造商將面臨歐盟嚴格的新可持續性法規、美國持續性關稅以及東南亞產商的激烈競爭等重大挑戰。因此，成功關鍵在於實現戰略轉型，從單純的成本競爭轉向開展可持續認證生產、打造更高價值的創新產品，並進一步推進市場多元化，以應對複雜的貿易格局。

Management Discussion and Analysis (Continued)

管理層討論與分析 (續)

HUMAN RESOURCES

As at 30 June 2025, we employed a total of 288 (30 June 2024: 232) employees, mainly in the PRC and Hong Kong which included management staff, product designers, technicians, salespersons and workers. The Group has been consistently increasing production process automation, strengthening the training of staff with an emphasis on high-technique processing with a mission on the continuous development and enhancing of competitiveness. The Group offered highly competitive salary packages, as well as discretionary bonuses and contribution to social insurance to its employees.

The Group's emolument policies are formulated based on the performance of individual employee which will be reviewed periodically. Apart from the provident fund scheme (operation in accordance with the provisions of the Mandatory Provident Fund Schemes Ordinance for Hong Kong employees) or social insurance (including retirement pension insurance, medical insurance, unemployment insurance, injury insurance and maternity insurance for the PRC employees), discretionary bonuses are also awarded to employees and directors according to the assessment of individual performance.

EVENTS AFTER THE REPORTING PERIOD

The Group has no material events after the reporting period.

人力資源

於二零二五年六月三十日，本集團於中國及香港共聘用288名（二零二四年六月三十日：232名）員工，當中包括管理人員、產品設計人員、技術人員、銷售人員及工人。本集團一直透過提高工序自動化，加強員工培訓以及專注高技術加工，維持員工的持續發展及提高員工競爭力。本集團為僱員提供具競爭力的薪酬組合，並有酌情花紅以及會為僱員繳納社會保險供款。

本集團的薪酬政策乃按個別僱員的表現而制訂，並將定期檢討。除公積金計劃（根據強制性公積金計劃條例的條文為香港僱員執行）或社會保險（包括中國僱員的退休養老保險、醫療保險、失業保險、工傷保險及生育保險）外，本集團亦將根據對個別僱員表現的評估向僱員及董事發放酌情花紅。

報告期後事項

於報告期後，本集團概無重大事件發生。

Other Information 其他資料

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

As at 30 June 2025, the interests and short positions of the Directors or the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of part XV of the Securities and Futures Ordinance (the "SFO") which would have to be notified to the Company and the Stock Exchange pursuant to divisions 7 and 8 of part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") contained in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules"), will be as follows:

董事及高級行政人員於股份、相 關股份及債券的權益及淡倉

於二零二五年六月三十日，董事或本公司高級行政人員在本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券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的有關條文其被視為或當作擁有的權益及淡倉），或根據證券及期貨條例第352條須記入該條所述登記冊或根據聯交所證券上市規則（「上市規則」）附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

Other Information (Continued)

其他資料 (續)

Interest in shares

股份權益

Name of Director	Capacity/Nature of interest	Number of shares	Approximate percentage of shareholding interest (%) 持股概約百分比(%)
董事姓名	身份／權益性質	股份數目	
Mr. Wu Zheyang 吳哲彥先生	Interest in controlled corporation/ Long position (Note) 受控制法團的權益／好倉 (附註)	8,992,948	9.76%
	Beneficial owner/Long position 實益擁有人／好倉	11,459,540	12.44%
Ms. Xie Qingmei 謝清美女士	Beneficial owner/Long position 實益擁有人／好倉	1,675,068	1.82%

Note: Mr. Wu Zheyang is deemed to be interested in the shares held by Green Seas Capital Limited, his wholly-owned company.

附註：吳哲彥先生被視為於其全資擁有的公司Green Seas Capital Limited持有的股份中擁有權益。

Save as disclosed above, none of the Directors and chief executive of the Company had interests or short positions in the shares, underlying shares of equity derivatives or debentures of the Company or any associated corporation defined under the SFO which would have to be notified to the Company and the Stock Exchange pursuant to divisions 7 and 8 of part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code as at 30 June 2025.

除上文所披露者外，於二零二五年六月三十日，董事及本公司高級行政人員概無於本公司或任何相聯法團（定義見證券及期貨條例）的股份、股本衍生工具相關股份或債券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或淡倉（包括根據證券及期貨條例的有關條文其被視為或當作擁有的權益及淡倉），或根據證券及期貨條例第352條須記入該條所述登記冊或根據標準守則須知會本公司及聯交所的權益或淡倉。

Other Information (Continued)

其他資料(續)

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

As at 30 June 2025, the following persons (other than a Director or chief executive of the Company), who had interests or short positions in the shares or the underlying shares which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein, were as follows:

主要股東於本公司股份及相關股份的權益及淡倉

於二零二五年六月三十日，下列人士（並非董事或本公司高級行政人員）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部條文須予披露的權益或淡倉，或根據證券及期貨條例第336條須記入該條所述登記冊的權益或淡倉，載列如下：

Interest in shares

股份權益

Name	Capacity/Nature of interest	Number of shares	Approximate percentage of shareholding interest (%) 持股概約百分比(%)
名稱／姓名	身份／權益性質	股份數目	
Green Seas Capital Limited	Beneficial owner/Long position (Note 1) 實益擁有人／好倉（附註1）	8,992,948	9.76%
Hong Kong Cheng Kun Holdings Limited 香港成坤控股有限公司	Beneficial owner/Long position (Note 2) 實益擁有人／好倉（附註2）	8,292,000	8.99%
Ms. Wong Shun Yi 王信懿女士	Interest in controlled corporation/ Long position (Note 2) 受控制法團的權益／好倉（附註2）	8,292,000	8.99%
Hong Kong Guoyuan Group Capital Holdings Limited 香港國元集團金融控股有限公司	Beneficial owner/Long position (Note 3) 實益擁有人／好倉（附註3）	14,035,000	15.23%

Other Information (Continued)

其他資料(續)

Name	Capacity/Nature of interest	Number of shares	Approximate percentage of shareholding interest (%)
名稱／姓名	身份／權益性質	股份數目	持股概約百分比(%)
上海荊勳工業設備控股有限公司	Interest in controlled corporation/ Long position (Note 3) 受控制法團的權益／好倉(附註3)	14,035,000	15.23%
Mr. Wang Xin 汪新先生	Interest in controlled corporation/ Long position (Note 3) 受控制法團的權益／好倉(附註3)	14,035,000	15.23%
Ms. Wu Baozhen 吳寶珍女士	Beneficial owner/Long position 實益擁有人／好倉	9,730,000	10.56%

Notes:

附註：

1. The entire issued share capital of Green Seas Capital Limited is legally and beneficially owned by Mr. Wu Zheyuan, who is deemed to be interested in the Shares held by Green Seas Capital Limited.
2. The entire issued share capital of Hong Kong Cheng Kun Holdings Limited is legally and beneficially owned by Ms. Wong Shun Yi, who is deemed to be interested in the shares held by Hong Kong Cheng Kun Holdings Limited.
3. The entire issued share capital of Hong Kong Guoyuan Group Capital Holdings Limited is legally and beneficially owned by 上海荊勳工業設備控股有限公司. The 98% issued share capital of 上海荊勳工業設備控股有限公司 is legally and beneficially owned by Mr. Wang Xin, who is deemed to be interested in the shares held by Hong Kong Guoyuan Group Capital Holdings Limited.

1. Green Seas Capital Limited的全部已發行股本由吳哲彥先生合法及實益擁有，吳哲彥先生被視為於Green Seas Capital Limited持有的股份中擁有權益。
2. 香港成坤控股有限公司的全部已發行股本由王信懿女士合法及實益擁有，王信懿女士被視為於香港成坤控股有限公司持有的股份中擁有權益。
3. 香港國元集團金融控股有限公司的全部已發行股本由上海荊勳工業設備控股有限公司合法及實益擁有，上海荊勳工業設備控股有限公司的98%已發行股本由汪新先生合法及實益擁有，汪新先生被視為於香港國元集團金融控股有限公司持有的股份中擁有權益。

Other Information (Continued)

其他資料(續)

Save as disclosed above, the Directors are not aware of any person, other than the Directors whose interests are set out in the section “Directors’ and chief executive’s interests and short positions in shares, underlying shares and debentures” above, who had an interest or short positions in the shares or underlying shares that were required to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO, or recorded pursuant to Section 336 of Part XV of the SFO as of 30 June 2025.

SHARE OPTION SCHEME

Pursuant to a resolution passed by all the shareholders on 15 June 2012, the Company has conditionally adopted the share option scheme (the “Share Option Scheme”) for the purpose of recognising and acknowledging the contributions the eligible participants had or may have made to the Group. The Board may, at its discretion, grant options pursuant to the Share Option Scheme to the Directors (including executive Directors, nonexecutive Directors and independent non-executive Directors), the directors of the Company’s subsidiaries and employees of the Group and any other persons (including consultants or advisers) whom the Board considers, in its absolute discretion, have contributed or will contribute to the Group. The Directors were authorised to grant options to subscribe for shares of the Company and to allot, issue and deal with the shares pursuant to the exercise of options granted under the Share Option Scheme and to take all such steps as may be necessary and/or desirable to implement and give effect to the Share Option Scheme. The maximum number of shares in respect of which options may be granted under the Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of shares in issue immediately following completion of the Global Offering (as defined in the Company’s prospectus dated 25 June 2012), being 100,000,000 shares, excluding any shares that may be issued under the options which have lapsed in accordance with the terms of the Share Option Scheme (or any other share option schemes of the Company), unless otherwise approved by the shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules from time to time.

除上文所披露者外，於二零二五年六月三十日，董事概不知悉任何人士（權益已於上文「董事及高級行政人員於股份、相關股份及債券的權益及淡倉」一節載列的董事除外）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部條文須予披露的權益或淡倉，或根據證券及期貨條例第XV部第336條須予登記的權益或淡倉。

購股權計劃

根據全體股東於二零一二年六月十五日通過的決議案，本公司已有條件採納購股權計劃（「購股權計劃」），以肯定及嘉許曾經或可能對本集團作出貢獻的合資格參與人士。根據購股權計劃，董事會可酌情向董事（包括執行董事、非執行董事及獨立非執行董事）、本公司附屬公司之董事、本集團僱員及董事會全權酌情認為曾經或將對本集團作出貢獻的任何其他人士（包括專家顧問或顧問）授出購股權。董事獲授權授出購股權以認購本公司股份，及根據購股權計劃項下授出的購股權獲行使而配發、發行及處理股份，以及採取對實行購股權計劃及使之生效而言為必需及／或合宜的一切步驟。根據購股權計劃及任何其他本公司購股權計劃而可授予的購股權的最高股份數目，合共不得超過緊隨全球發售（定義見本公司日期為二零一二年六月二十五日的招股章程）完成後已發行股份總數的10%，即100,000,000股股份，不包括任何根據購股權計劃（或本公司任何其他購股權計劃）的條款已失效的購股權而可發行的股份，惟獲本公司股東在股東大會上另行批准及／或上市規則不時另有其他規定者除外。

Other Information (Continued)

其他資料(續)

Unless otherwise approved by the shareholders of the Company in general meeting, the number of shares that may be granted to an eligible participant under the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) shall not exceed 1% of the shares in issue of the Company within any 12-month period. Any grant of options to a Director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company or any of their respective associates (as defined in the Listing Rules) is required to be approved by our independent non-executive Directors. Unless otherwise approved by the shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules, the number of shares that may be granted to a substantial shareholder or any independent non-executive Director or their respective associates under the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) shall not exceed 0.1% of the shares in issue, having an aggregate value in excess of HK\$5 million, within any 12-month period.

There is no minimum period for which an option must be held before it can be exercised, and the period during which an option may be exercised will be determined by the Board in its absolute discretion, however, no options shall be exercised 10 years after they have been granted. The subscription price of a share in respect of a particular option shall be not less than the highest of (a) the official closing price of the shares on the daily quotation sheet of the Stock Exchange; (b) the average official closing price of the shares on the daily quotation sheet of the Stock Exchange for the five business days immediately preceding the date of grant; and (c) the nominal value of a share. The Share Option Scheme shall take effect from the date it is adopted and shall remain effective within a period of 10 years from that date.

From the date that the Share Option Scheme became effective and unconditional and up to the date of this interim report, no share options were granted under the Share Option Scheme and such Scheme expired in 2022.

除非獲本公司股東於股東大會上另行批准，否則可基於購股權計劃及任何其他本公司購股權計劃（包括已行使及未行使購股權）向一名合資格參與者授出的股份數目，不得超過本公司在任何一個12個月期間的已發行股份的1%。任何向董事、本公司高級行政人員或主要股東（定義見上市規則）或其任何各自的聯繫人（定義見上市規則）授予的購股權須獲我們的獨立非執行董事批准。除非本公司股東在股東大會上另行批准及／或上市規則另有規定，否則根據購股權計劃及任何其他本公司購股權計劃（包括已行使及未行使購股權）可授予主要股東或任何獨立非執行董事或其各自的聯繫人的股份數目，不得超過任何一個12個月期間已發行股份的0.1%或合共價值超過5百萬港元。

概無訂有購股權在行使前必須持有的最短期限，而購股權可行使的期間將由董事會全權酌情決定，然而，購股權於授出10年後便不得行使。有關特定購股權的股份認購價不得低於下列最高者：(a)於聯交所每日報價表所報的官方股份收市價；(b)緊接授出日期前五個營業日聯交所每日報價表所報的官方股份平均收市價；及(c)股份面值。購股權計劃將自其獲採納日期起生效並將自該日起10年期間內一直有效。

自購股權計劃生效及成為無條件起及直至本中期報告日期，概無根據購股權計劃授出購股權，而該計劃已於二零二二年到期。

Other Information (Continued)

其他資料(續)

SHARE AWARD SCHEME

The Company, pursuant to a resolution passed on 14 December 2020, adopted a share award scheme (the “Share Award Scheme”) for the purpose of (i) to align interests of eligible persons, being the employees, directors, officers, consultants or advisors of any member of the Group, with those of the Group through ownership of ordinary shares of the Company (the “Shares”), dividends and other distribution paid on Shares and/or increase in value of the Shares; and (ii) to encourage and retain eligible persons to make contributions to the long-term growth and profits of the Group.

The aggregate number of shares to be made pursuant to the Share Award Scheme (the “Award Shares”) will not exceed 20% of the total number of issued Shares of 741,200,400 Shares. The aggregate number of Award Shares which may be awarded to a selected person under the Share Award Scheme shall not exceed 2% of the total number of issued Shares as at the adoption date of the Share Award Scheme.

Subject to any early termination as may be determined by the board of directors, the Share Award Scheme shall be valid and effective for a term of 10 years commencing from the adoption date.

The Award Shares, once issued, will rank equal to all other issued Shares at that time and are not subject to any vesting condition. The selected persons will therefore have the right to receive dividends, dispose of and/or exercise the rights of the Award Shares as per his/ her own wishes once the Award Shares were issued.

On 14 December 2020, a total of 42,550,000 Award Shares were issued to 12 eligible persons (the “2020 Selected Persons”). The Award Shares were settled by way of issue and allotment of new Shares on 30 December 2020 pursuant to the general mandate. The 42,550,000 Award Shares represented approximately 5.74% of the total number of issued Shares and approximately 5.43% of the total number of Shares in issue as enlarged by the issue and allotment of the Award Shares. The 2020 Selected Persons are (i) senior and middle management of the Group and (ii) staffs who served the Group for a long period of time.

股份獎勵計劃

本公司根據二零二零年十二月十四日通過的決議案，已採納股份獎勵計劃（「股份獎勵計劃」），目的是(i)透過本公司普通股（「股份」）擁有權、股息及有關股份之其他已付分派及／或股份增值，令合資格人士（即本集團任何成員的僱員、董事、高級人員、顧問或諮詢人）之利益與本集團利益一致；及(ii)鼓勵及挽留合資格人士協力對本集團作出貢獻，並促進本集團之長遠增長及溢利。

根據股份獎勵計劃授出之所有股份（「獎勵股份」）數目合共不得超過已發行股份總數（即741,200,400股股份）之20%。根據股份獎勵計劃授予一名選定人士之獎勵股份總數不得超過於採納股份獎勵計劃日期已發行股份總數之2%。

除非董事會決定提前終止，否則股份獎勵計劃將自採納日期起計十年期間有效。

獎勵股份一經發行，將與當時所有其他已發行股份具有相同地位，亦不受任何歸屬條件所限。選定人士將因此有權於獎勵股份發行後，按彼等的意願，收取股息、出售及／或行使獎勵股份的相關權利。

於二零二零年十二月十四日，已向12名合資格人士（「2020選定人士」）授出合共42,550,000股獎勵股份。獎勵股份將根據一般授權於二零二零年十二月三十日發行及配發。42,550,000股獎勵股份相當於已發行股份總數約5.74%及經發行及配發獎勵股份擴大後之已發行股份總數約5.43%。2020選定人士主要是(i)本集團的中高層管理人員；及(ii)為本集團服務長時間的員工。

Other Information (Continued)

其他資料(續)

On 10 May 2021, a total of 36,970,000 Award Shares were issued to 11 eligible persons (the “2021 Selected Persons”). The Award Shares were settled by way of issue and allotment of new Shares on 10 May 2021 pursuant to the general mandate. The 36,970,000 Award Shares represented approximately 4.72% of the total number of issued Shares and approximately 4.50% of the total number of Shares in issue as enlarged by the issue and allotment of the Award Shares. The 2021 Selected Persons are (i) senior and middle management of the Group and (ii) staffs who served the Group for a long period of time.

On 4 June 2021, a total of 29,648,016 Award Shares were issued to Mr. Wu Zheyang and Ms. Xie Qingmei (the “Connected Selected Persons”). The Award Shares were settled by way of issue and allotment of new Shares on 4 June 2021 pursuant to the general mandate. The 29,648,016 Award Shares represented approximately 3.61% of the total number of issued Shares and approximately 3.49% of the total number of Shares in issue as enlarged by the issue and allotment of the Award Shares. The Connected Selected Persons are the Directors of the Company.

On 15 April 2024, the Company granted 3,900,000 Award Shares involving new Shares to 7 employees of the Group and none of them is an existing shareholder of the Company in accordance with the terms of the Share Award Scheme (subject to acceptance by the grantees), representing approximately 4.23% of the total Shares in issue and approximately 4.06% of the total Shares in issue as enlarged by the issue and allotment of the Award Shares. All of the Award Shares are subject to a vesting period of 12 months.

於二零二一年五月十日，已向11名合資格人士（「2021選定人士」）授出合共36,970,000股獎勵股份。獎勵股份將根據一般授權於二零二一年五月十日發行及配發。36,970,000股獎勵股份相當於已發行股份總數約4.72%及經發行及配發獎勵股份擴大後之已發行股份總數約4.50%。2021選定人士主要是(i)本集團的中高層管理人員；及(ii)為本集團服務長時間的員工。

於二零二一年六月四日，已向吳哲彥先生及謝清美女士（「關聯選定人士」）授出合共29,648,016股獎勵股份。獎勵股份將根據一般授權於二零二一年六月四日發行及配發。29,648,016股獎勵股份相當於已發行股份總數約3.61%及經發行及配發獎勵股份擴大後之已發行股份總數約3.49%。關聯選定人士是本公司的董事。

於二零二四年四月十五日，本公司根據股份獎勵計劃的條款向本集團7名僱員（均非本公司現有股東）授出涉及新股份的3,900,000股獎勵股份（須待承授人接納），佔已發行股份總數約4.23%及經發行及配發獎勵股份擴大後之已發行股份總數約4.06%。所有獎勵股份的歸屬期均為12個月。

Other Information (Continued)

其他資料 (續)

The acceptance amount of the award shares is determined by the Board from time to time. The purchase price of the award shares (if any) shall be such price which shall be determined by the Board from time to time based on considerations such as the prevailing closing price of the Shares, the purpose of the award and the characteristics and profile of the selected participant. Such room for discretion provides the Board with flexibility to stipulate, if necessary, a purchase price for award shares, while balancing the purpose of the award and the interests of Shareholders. No amount was paid by selected participants on application or acceptance of the award shares granted to them under the Share Award Scheme.

Details of the awarded Shares granted under the Share Award Scheme during the Period pursuant to the disclosure requirements under Rule 17.07(1):

接納獎勵股份須付之金額由董事會不時釐定。獎勵股份之購買價格(如有)應為董事會不時基於股份的現行收市價、獎勵目的及選定參與者的特徵和狀況等考量因素而釐定的價格。自由決定權令董事會可在平衡獎勵目的與股東權益的情況下，靈活地規定(如需)獎勵股份的購買價格。選定參與者於申請或接納根據股份獎勵計劃向其授予之獎勵股份時並無支付任何費用。

載列本期間根據股份獎勵計劃授出之獎勵股份詳情如下：

Changes in number of awarded Shares during the Year 於本年度獎勵股份數目的變動										
Category of grantees	Date of grant	Vesting period	Not yet vested as at 1 January 2025 於二零二五年一月一日尚未歸屬	Granted	Vested	Lapsed	Cancelled	Not yet vested as at 30 June 2025 於二零二五年六月三十日尚未歸屬	Closing price of the Shares immediately before the date of grant 股份於緊接授出日期前的收市價	Fair value of the Shares at the date of grant 股份於授出日期的公平值
承授人類別	授出日期	歸屬期		已授出	已歸屬	已失效	已註銷			
Employee	15 April 2024	Notes	–	3,900,000	3,900,000	–	–	3,900,000	HK\$0.37	HK\$0.37
僱員	二零二四年四月十五日	附註	–	3,900,000	3,900,000	–	–	3,900,000	0.37港元	0.37港元

Note:

附註：

- (1) The Award Shares will be vested to each of the grantees upon the 1st anniversary of the date of grant; and

(1) 獎勵股份將於授出日期一週年歸屬各承授人；及
- (2) No consideration was required to be given by each of the grantees for the awarded Shares.

(2) 各承授人無須就獎勵股份支付代價。
- (3) The fair value of the awarded Shares were measured with reference to the market value of the Shares traded on the Stock Exchange on the date of grant in accordance with the accounting standards and policies adopted for preparing the Company's financial statements.

(3) 獎勵股份的公平值乃按本公司編製財務報表所採納的會計準則及政策，參照於授出日期該等於聯交所買賣的股份市價計量。

Other Information (Continued)

其他資料(續)

As at 30 June 2025 and the date of approval of these financial statements, the Company had 7,206 Award Shares available for awarding to eligible persons under the Share Award Scheme, which represented approximately 0.007% of the issued Shares as at such date.

On 8 August 2025, the Company proposed to adopt the 2025 Share Award Scheme. Pursuant to the 2025 Share Award Scheme, it will be valid for a period of ten (10) years from the Adoption Date and the Awarded Shares will be satisfied by (i) new Shares to be allotted and issued to the Trustee(s); and/or (ii) existing Shares to be acquired by the Trustee(s) on the market.

The Scheme shall constitute a share scheme that is funded by new Shares and/or existing Shares and shall be subject to the applicable disclosure requirements under Chapter 17 of the Listing Rules. Pursuant to Chapter 17 of the Listing Rules, share schemes involving the grant of new Shares must be approved by Shareholders of the listed issuer in general meeting. Accordingly, the adoption of the Scheme will be subject to, among others, the Shareholders' approval at an Extraordinary General Meeting (the "EGM").

A circular containing, inter alia, (i) further details of the adoption of the Scheme; (ii) the notice of the EGM; and (iii) other information in relation to the Company in accordance with the Listing Rules, will be despatched to the Shareholders in due course. For details, please refer to the Company's announcement dated 8 August 2025.

INTERIM DIVIDEND

The Board has resolved not to declare any interim dividend for the Period.

於二零二五年六月三十日及此等財務報表批准之日，本公司有7,206股獎勵股份可根據股份獎勵計劃授予合資格人士，佔於該日期已發行股份約0.007%。

本公司已於二零二五年八月八日建議採納二零二五年股份獎勵計劃。根據二零二五年股份獎勵計劃，其有效期為自採納日期起計十(10)年，獎勵股份將通過(i)向受託人配發及發行新股份；及／或(ii)受託人於市場上收購現有股份進行支付。

該計劃構成涉及本公司授出新股份及／或現有股份的股份計劃，並須遵守上市規則第17章項下的適用披露規定。根據上市規則第17章，涉及授出新股份的股份計劃須經上市發行人股東於股東大會上批准。因此，採納該計劃須待(其中包括)股東於股東特別大會(「股東特別大會」)上批准後，方可作實。

本公司將適時向股東寄發一份通函，當中載有(其中包括)(i)採納該計劃之進一步詳情；(ii)股東特別大會通告；及(iii)根據上市規則提供之有關本公司的其他資料。詳情請參閱本公司日期為二零二五年八月八日之公佈。

中期股息

董事會議決不會就期內宣派任何中期股息。

Other Information (Continued)

其他資料 (續)

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Throughout the Period and up to the date of this report, the Company has complied with the principles set out in the Corporate Governance Code, except code provision C.5.1 and D.1.2 of the Corporate Governance Code as explained below.

Pursuant to code provision C.5.1 of the Code, the Board meetings should be held at least four times a year at approximately quarterly intervals. The Board only held two regular meetings during the Year to approve the interim results of 2025 and annual results of 2024 whilst other matters of the Board were dealt with by written resolutions or ad hoc Board meetings.

According to code provision D.1.2, the management should provide all members of the Board with monthly updates giving a balanced and understandable assessment of the Company's performance, position and prospects in sufficient detail to enable the Board as a whole and each Director to discharge their duties under Rule 3.08 and Chapter 13 of the Listing Rules.

The Company has deviated from D.1.2 in that while the management has updated most of the Directors on a monthly basis about the business operation and performance of the Company, not all the Directors received such updates as the monthly updates were conducted on-site at the Group's factory in China. Members of the Board who did not attend such on-site meetings did not receive the updates. However, the management would provide detailed updates to all the Directors on a half-yearly and yearly basis. In the event that there are any significant updates to be provided, the management will update all the Directors as early as practicable for discussion and the passing of resolution. The Company also has in place a system for every Director to make enquiries with the senior management about the business operation of the Group and to give suggestions or feedback in the event such Director is not able to attend the monthly on-site update meetings.

遵守企業管治守則

於期內及直至本報告日期，本公司一直遵守企業管治守則載列的原則，惟偏離企業管治守則的守則條文第C.5.1及D.1.2條，詳情如下。

根據守則之守則條文第C.5.1條，董事會會議應每年召開至少四次，大約每季一次。本年度，董事會僅召開兩次定期會議以批准二零二五年年中期業績及二零二四年全年業績，而董事會其他事宜則以書面決議案或臨時董事會會議處理。

根據守則條文第D.1.2條，管理層每月須向董事會全體成員提供最新資料，列載有關本公司的表現、狀況及前景的公正及易明的詳細評估，讓董事會全體及各董事可根據上市規則第3.08條及第13章履行職務。

雖然管理層每月向大多數董事提供有關本公司業務營運及表現的更新資料，但由於每月的更新乃於本集團中國的工廠現場進行，因此並非全體董事收到相關更新資料，本公司偏離第D.1.2條。未出席現場會議的董事會成員並無收到更新資料。然而，管理層會每半年及按年向全體董事提供詳細的更新資料。倘需提供任何重要的更新資料，管理層會於可行情況下盡早向全體董事提供更新資料以便進行討論及通過決議。本公司亦制定制度，如各董事未能出席每月現場更新會議，則須向高級管理層查詢本集團業務營運相關事項並提出建議或反饋。

Other Information (Continued)

其他資料(續)

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

Pursuant to a resolution passed by the Board on 15 June 2012, the Company has adopted the Model Code as its own code of conduct for dealing in securities of the Company by the Directors. Specific enquiries have been made with the Directors, and all Directors confirmed that they have complied with the required standards set out in the Model Code regarding their securities transactions for the Period.

AUDIT COMMITTEE

The audit committee of the Company together with the management have reviewed with management the accounting principles and policies adopted by the Group and discussed auditing, internal control and financial reporting matters, and also reviewed the unaudited interim financial report for the Period.

PURCHASE, SALE AND REDEMPTION OF LISTED SECURITIES

There was no purchase, sale or redemption by the Company, or any of its subsidiaries, of any listed securities of the Company during the Period and until the date of this report.

董事進行證券交易的標準守則

根據董事會於二零一二年六月十五日通過的決議案，本公司已採納標準守則，作為其自身董事進行本公司證券交易時須遵守的行為守則。經向董事作出具體查詢後，全體董事已確認彼等於期內一直遵守標準守則所載有關證券交易的規定標準。

審計委員會

本公司審計委員會已聯同管理層審閱本集團採納的會計原則及政策，並討論審核、內部監控及財務申報事宜，亦已審閱期內的未經審核中期財務報告。

購買、出售及贖回上市證券

於期內及直至本報告日期，本公司或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。

Consolidated Statement of Profit or Loss – Unaudited

綜合損益表－未經審核

For the six months ended 30 June 2025 截至二零二五年六月三十日止六個月
(Expressed in Renminbi) (以人民幣列示)

			Six months ended 30 June 截至六月三十日止六個月	
			2025 二零二五年	2024 二零二四年
			RMB'000 人民幣千元	RMB'000 人民幣千元
	Note 附註			
Revenue		收入	3, 4	
			199,511	186,491
Cost of sales		銷售成本	(183,762)	(173,110)
Gross profit		毛利	15,749	13,381
Other revenue		其他收入	12,202	27,883
Other net gain/(loss)		其他收益／（虧損）		
		淨額	16,323	(2,817)
Selling and distribution expenses		銷售及分銷開支	(6,604)	(10,839)
Administrative expenses		行政開支	(18,449)	(17,986)
(Provision)/reversal of expected credit loss on financial assets		金融資產的預期信貸虧損（撥備）／回撥	(8,051)	(2,000)
Profit/(loss) from operations		經營溢利／（虧損）	11,170	7,622
Finance costs		融資成本	(3,625)	(8,804)
Profit/(loss) before taxation		除稅前溢利／（虧損）	7,545	(1,182)
Income tax credit		所得稅抵免	1,207	(533)
Profit/(loss) for the period		期內溢利／（虧損）	8,752	(1,715)
Attributable to:		以下各方應佔：		
Owners of the Company		本公司擁有人	8,752	(1,715)
Non controlling interest		非控股權益	—	—
			8,752	(1,715)
Earning/(loss) per share		每股盈利／（虧損）		
Basic and diluted (RMB)		基本及攤薄（人民幣元）	9	
			0.0950	(0.0183)

The notes on pages 32 to 56 form part of this interim financial report.

第32頁至第56頁的附註為本中期財務報告的一部分。

Consolidated Statement of Profit or Loss and Other Comprehensive Income – Unaudited

綜合損益及其他全面收益表－未經審核

For the six months ended 30 June 2025 截至二零二五年六月三十日止六個月

(Expressed in Renminbi) (以人民幣列示)

		Six months ended 30 June 截至六月三十日止六個月	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Profit/(loss) for the period	期內溢利／（虧損）	8,752	(1,715)
Other comprehensive income for the period, net of tax:	期內其他全面收益（扣除稅項）：		
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益的項目：		
– Exchange differences on translation of financial statements of foreign operations	– 換算海外業務財務報表產生的匯兌差額	3,597	6,017
Items that will not be reclassified subsequently to profit or loss:	其後不會重新分類至損益的項目：		
– Changes in fair value on equity investments	– 股本投資公平值變動	176	–
Total comprehensive income for the period	期內全面收益總額	12,525	4,302

The notes on pages 32 to 56 form part of this interim financial report.

第32頁至第56頁的附註為本中期財務報告的一部分。

Consolidated Statement of Financial Position – Unaudited

綜合財務狀況表－未經審核

At 30 June 2025 於二零二五年六月三十日

(Expressed in Renminbi) (以人民幣列示)

			At 30 June 2025 於二零二五年 六月三十日 RMB'000 人民幣千元	At 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元
	Notes 附註			
Non-current assets		非流動資產		
Property, plant and equipment	10	物業、廠房及設備	312,317	322,941
Investment properties		投資物業	28,636	29,509
Non-current deposits for acquisitions of property, plant and equipment		收購物業、廠房及設備的非即期按金	44	649
Other financial assets at fair value through other comprehensive income		按公平值計入其他全面收益的其他金融資產	4,500	4,324
Pledged deposits		已抵押存款	7,357	7,476
Time deposit		定期存款	118,931	83,928
Deferred tax assets		遞延稅項資產	4,948	3,772
Total non-current assets		非流動資產總額	476,733	452,599
Current assets		流動資產		
Inventories	11	存貨	114,538	123,652
Trade and other receivables	12	貿易及其他應收款項	190,680	157,009
Amount due from a related company	21	應收關聯公司款項	71	72
Other financial assets at fair value through profit or loss		按公平值計入損益之其他金融資產	22,752	14,024
Derivatives financial instruments		衍生金融工具	–	–
Pledged deposits	13	已抵押存款	94,380	168,613
Time deposit		定期存款	332,748	267,659
Cash and cash equivalents	14	現金及現金等價物	33,767	27,200
Total current assets		流動資產總額	788,936	758,229
Current liabilities		流動負債		
Trade and other payables	15	貿易及其他應付款項	109,569	112,779
Contract liabilities	16	合約負債	26,124	12,805
Derivatives financial instruments		衍生金融工具	–	–
Interest-bearing bank borrowings, secured	17	計息銀行借款，有抵押	106,150	66,400
Amount due to a director	21	應付董事款項	7,822	11,614
Tax payables		應付稅項	3,879	3,885
Total current liabilities		流動負債總額	253,544	207,483

Consolidated Statement of Financial Position – Unaudited (Continued)

綜合財務狀況表－未經審核（續）

At 30 June 2025 於二零二五年六月三十日

(Expressed in Renminbi) (以人民幣列示)

		At 30 June 2025 於二零二五年 六月三十日 RMB'000 人民幣千元	At 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元
	Notes 附註		
Net current assets	流動資產淨值	535,392	550,746
Total assets less current liabilities	總資產減流動負債	1,012,125	1,003,345
Non-current liabilities	非流動負債		
Other payables	其他應付款項	3,510	3,610
Interest-bearing borrowings, secured	計息借款·有抵押	116,400	120,000
Deferred tax liabilities	遞延稅項負債	4,834	4,879
Total non-current liabilities	非流動負債總額	124,744	128,489
NET ASSETS	資產淨值	887,381	874,856
EQUITY	權益		
Share capital	股本	38,462	38,462
Reserves	儲備	848,919	836,394
TOTAL EQUITY	權益總額	887,381	874,856

The notes on pages 32 to 56 form part of this interim financial report.

第32頁至第56頁的附註為本中期財務報告的一部分。

Consolidated Statement of Changes in Equity – Unaudited

綜合權益變動表－未經審核

For the six months ended 30 June 2025 截至二零二五年六月三十日止六個月

(Expressed in Renminbi) (以人民幣列示)

		Attributable to equity holders of the Company 本公司權益持有人應佔								
		Share capital	Share premium	Exchange reserve	Statutory reserve	Fair value reserve (non-recycling) 公平值儲備 (不可轉回)	Retained profits	Total	Non-Controlling Interests 非控制性權益	Total
		股本 RMB'000 人民幣千元	股份溢價 RMB'000 人民幣千元	匯兌儲備 RMB'000 人民幣千元	法定儲備 RMB'000 人民幣千元	(不可轉回) RMB'000 人民幣千元	保留溢利 RMB'000 人民幣千元	總額 RMB'000 人民幣千元	權益 RMB'000 人民幣千元	總額 RMB'000 人民幣千元
At 1 January 2024	於二零二四年一月一日	38,462	695,243	32,993	55,107	(6,686)	57,253	872,372	-	872,372
Changes in equity for the six months ended 30 June 2024:	截至二零二四年六月三十日止六個月權益變動：									
Loss for the period	期內虧損	-	-	-	-	-	(1,715)	(1,715)	-	(1,715)
Other comprehensive income	其他全面收益	-	-	6,017	-	-	-	6,017	-	6,017
At 30 June 2024	於二零二四年六月三十日	38,462	695,243	39,010	55,107	(6,686)	55,538	876,674	-	876,674

Consolidated Statement of Changes in Equity – Unaudited (Continued)

綜合權益變動表－未經審核（續）

For the six months ended 30 June 2025 截至二零二五年六月三十日止六個月
(Expressed in Renminbi) (以人民幣列示)

		Attributable to equity holders of the Company 本公司權益持有人應佔							Non-Controlling Interests 非控制性權益	
		Share capital 股本	Share premium 股份溢價	Exchange reserve 匯兌儲備	Statutory reserve 法定儲備	Fair value reserve (non-recycling) (公平價值儲備 (不可轉回))	Retained profits 保留溢利	Total 總額		Total 總額
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2025	於二零二五年一月一日	38,462	695,243	31,690	55,107	(5,882)	60,236	874,856	-	874,856
Changes in equity for the six months ended 30 June 2025:	截至二零二五年六月三十日止六個月權益變動：									
Profit for the period	期內溢利	-	-	-	-	-	8,752	8,752	-	8,752
Other comprehensive income	其他全面收益	-	-	3,597	-	176	-	3,773	-	3,773
At 30 June 2025	於二零二五年六月三十日	38,462	695,243	35,287	55,107	(5,706)	68,988	887,381	-	887,381

The notes on pages 32 to 56 form part of this interim financial report.

第32頁至第56頁的附註為本中期財務報告的一部分。

Consolidated Cash Flow Statement – Unaudited

綜合現金流量表－未經審核

For the six months ended 30 June 2025 截至二零二五年六月三十日止六個月

(Expressed in Renminbi) (以人民幣列示)

		Six months ended 30 June 截至六月三十日止六個月	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
	Note 附註		
Operating activities	經營活動		
Cash (used in)/from operations	經營業務(所用)/所得現金	(6,188)	20,811
Net cash (used in)/from operating activities	經營活動(所用)/所得現金淨額	(6,188)	20,811
Investing activities	投資活動		
Payment for the purchase of property, plant and equipment	就購買物業、廠房及設備付款	(2,982)	—
Decrease/(increase) in time deposit	定期存款減少/(增加)	9,144	(180,851)
Net payment for other financial assets	就其他金融資產之付款淨額	(35,060)	5,046
(Increase)/decrease in pledged deposits	已抵押存款(增加)/減少	(8,728)	72,945
Interest received	已收利息	9,537	26,849
Net cash used in investing activities	投資活動所用現金淨額	(28,089)	(76,011)
Financing activities	融資活動		
Net proceeds from new bank loans	新增銀行貸款所得淨額	37,143	45,100
Interest paid	已付利息	3,623	(8,804)
Net cash from financing activities	融資活動所得現金淨額	40,766	36,296

Consolidated Cash Flow Statement – Unaudited (Continued)

綜合現金流量表－未經審核（續）

For the six months ended 30 June 2025 截至二零二五年六月三十日止六個月

(Expressed in Renminbi) (以人民幣列示)

		Six months ended 30 June 截至六月三十日止六個月	
		2025 二零二五年	2024 二零二四年
		RMB'000 人民幣千元	RMB'000 人民幣千元
	Note 附註		
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／（減少）淨額	6,489	(18,904)
Cash and cash equivalents at 1 January	於一月一日的現金及現金等價物	27,200	32,499
Effect of foreign exchange rate changes	匯率變動的影響	78	20
Cash and cash equivalents at 30 June	於六月三十日的現金及現金等價物 14	33,767	13,615

The notes on pages 32 to 56 form part of this interim financial report.

第32頁至第56頁的附註為本中期財務報告的一部分。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

1 BASIS OF PREPARATION

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), including compliance with International Accounting Standard (“IAS”) 34, Interim financial reporting, issued by the International Accounting Standards Board (“IASB”). It was authorised for issue by the Board of Directors on 29 August 2025.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the 2024 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2025 annual financial statements. Details of these changes in accounting policies are set out in note 2.

The preparation of an interim financial report in conformity with IAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

This interim financial report contains consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2024 annual financial statements. The consolidated interim financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with International Financial Reporting Standards (“IFRSs”).

The financial information relating to the financial year ended 31 December 2024 that is included in the interim financial report as comparative information does not constitute the company's statutory annual consolidated financial statements for that financial year but is derived from those financial statements. Further information relating to these statutory financial statements disclosed in accordance with section 436 of the Hong Kong Companies Ordinance (Cap. 622) is as follows:

1 編製基準

本中期財務報告乃遵照香港聯合交易所有限公司證券上市規則（「上市規則」）的適用披露條文編製，包括遵守由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號中期財務報告的規定。本中期財務報告於二零二五年八月二十九日獲董事會授權刊發。

中期財務報告乃根據二零二四年度財務報表採納的相同會計政策編製，惟預期將於二零二五年度財務報表內反映的會計政策變動除外。此等會計政策變動的詳情載於附註2。

於編製符合國際會計準則第34號的中期財務報告時，管理層須作出判斷、估計及假設，而該等判斷、估計及假設影響政策的應用及按本年至今基準所呈報的資產及負債、收入及開支金額。實際結果可能有別於此等估計。

本中期財務報告載有綜合財務報表及經節選的解釋附註。附註載有對了解本集團自編製二零二四年度財務報表以來的財政狀況及表現變動而言屬重大的事項及交易的闡釋。綜合中期財務報表及其附註不包括根據國際財務報告準則（「國際財務報告準則」）編製完整的財務報表所需的一切資料。

中期財務報告所載有關截至二零二四年十二月三十一日止財政年度的財務資料為比較資料，並不構成本公司該財政年度的法定年度綜合財務報表，惟有關財務資料乃摘錄自該等財務報表。有關根據香港公司條例（第622章）第436條須予披露的該等法定財務報表的進一步資料如下：

Notes to the Unaudited Interim Financial Report (Continued)

未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

1 BASIS OF PREPARATION – continued

The company has delivered the financial statements for the year ended 31 December 2024 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance.

The Company's auditor has reported on those financial statements. The auditor's report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under section 406(2), 407(2) or (3) of the Companies Ordinance.

2 CHANGES IN ACCOUNTING POLICIES

The IASB has issued a number of amendments to IFRSs that are first effective for the current accounting period of the Group. None of the developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in this interim financial report. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

3 REVENUE

The principal activities of the Group are manufacturing and sales of outdoor wooden products and manufacturing and sales of renewable energy products.

Revenue from contracts with customers within the scope of IFRS 15:

Sales of outdoor wooden products	銷售戶外木製品	198,090	185,431
Sales of renewable energy products	銷售再生能源產品	1,421	1,060
		199,511	186,491

1 編製基準－續

本公司已按公司條例第662(3)條及附表6第3部的規定，向公司註冊處處長送交截至二零二四年十二月三十一日止年度的財務報表。

本公司的核數師已呈報該等財務報表。核數師報告並無保留意見；並無提述核數師對其報告不發出保留意見之情況下曾強調須予注意之任何事宜；亦不載有根據公司條例第406(2)、407(2)或(3)條所指之聲明。

2 會計政策變動

國際會計準則理事會已頒佈若干國際財務報告準則的修訂，並於本集團的本會計期間首次生效。有關準則變化並無對本集團於本中期財務報告如何編製或呈列當前或過往期間業績及財務狀況構成重大影響。本集團並無採用任何於當前會計期間尚未生效的新準則或詮釋。

3 收入

本集團的主要業務為生產及銷售戶外木製品以及生產及銷售再生能源產品。

於國際財務報告準則第15號範圍內的客戶合約收益：

Six months ended 30 June	
截至六月三十日止六個月	
2025	2024
二零二五年	二零二四年
RMB'000	RMB'000
人民幣千元	人民幣千元

Notes to the Unaudited Interim Financial Report (Continued)

未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3 REVENUE – continued

Revenue from contracts with customers

Disaggregation of revenue information

In the following table, revenue is disaggregated by primary geographical markets, major products and timing of revenue recognition.

3 收入－續

客戶合約收益

收入分類資料

下表按主要地理市場、主要產品及收入確認時間分類收入。

Six months ended 30 June 2025				
截至二零二五年六月三十日止六個月				
		Manufacturing and sales of wooden products 生產及銷售木製品 RMB'000 人民幣千元	Manufacturing and sales of renewable energy products 生產及銷售再生能源產品 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Primary geographical markets	主要地理市場			
The PRC (place of domicile)	中國(住所地)	39,879	1,421	41,300
North America	北美洲	8,749	–	8,749
Europe	歐洲	6,832	–	6,832
Asia Pacific (exclusive of the PRC)	亞太區(不包括中國)	2,175	–	2,175
Australasia	澳大利西亞	140,455	–	140,455
		198,090	1,421	199,511
Major products	主要產品			
Wooden products	木製品	198,090	–	198,090
Renewable energy products	再生能源產品	–	1,421	1,421
		198,090	1,421	199,511
Timing of revenue recognition	收入確認時間			
Product transferred at a point in time	產品轉移時的某個時間點	198,090	1,421	199,511

Notes to the Unaudited Interim Financial Report (Continued)

未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3 REVENUE – continued

Revenue from contracts with customers – continued

Disaggregation of revenue information – continued

3 收入－續

客戶合約收益－續

收入分類資料－續

Six months ended 30 June 2024
截至二零二四年六月三十日止六個月

	Manufacturing and sales of wooden products 生產及 銷售木製品 RMB'000 人民幣千元	Manufacturing and sales of renewable energy products 生產及銷售 再生能源產品 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Primary geographical markets 主要地理市場			
The PRC (place of domicile)	14,065	1,060	15,125
North America	20,357	–	20,357
Europe	11,277	–	11,277
Asia Pacific (exclusive of the PRC)	3,928	–	3,928
Australasia	135,804	–	135,804
	185,431	1,060	186,491
Major products 主要產品			
Wooden products	185,431	–	185,431
Renewable energy products	–	1,060	1,060
	185,431	1,060	186,491
Timing of revenue recognition 收入確認時間			
Product transferred at a point in time	185,431	1,060	186,491

Notes to the Unaudited Interim Financial Report (Continued)

未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

4 SEGMENT REPORTING

In a manner consistent with how the Group manages its business and the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has identified two reportable segments, namely Manufacturing and sales of wooden products and Manufacturing and sales of renewable energy products. No operating segments have been aggregated to form the above reportable segments.

- Manufacturing and sales of wooden products: manufacturing and sales of outdoor wooden products to both domestic and overseas customers, and trading of timber.
- Manufacturing and sales of renewable energy products: manufacturing and sales of biomass pellet fuel to both domestic and overseas customers.

(a) Segment results

For the purposes of assessing segment performance and allocating resources between segments, the Group's most senior executive management monitors the results attributable to each reportable segment on the following bases:

Reportable segment revenue represents the revenue derived from the Group's external customers by Manufacturing and sales of wooden products and Manufacturing and sales of renewable energy products, respectively.

The measure used for reportable segment profit/(loss) is "profit/(loss) after taxation (excluding the after tax effect of government subsidies)" of Manufacturing and sales of wooden products and Manufacturing and sales of renewable energy products, respectively.

4 分部呈報

按照與本集團管理其業務一致的方式，及與就資源分配及表現評估向本集團最高層管理人員內部呈報資料一致的方式，本集團已確定兩個可呈報分部，即生產及銷售木製品以及生產及銷售再生能源產品。本集團並無聚合經營分部以構成上述可呈報分部。

- 生產及銷售木製品：向國內外客戶生產及銷售戶外木製品及木材貿易。
- 生產及銷售再生能源產品：生產及銷售生物質顆粒燃料予國內外客戶。

(a) 分部業績

為評估分部表現及於各分部間分配資源，本集團最高層管理人員按下列基準監察來自各可呈報分部的業績：

可呈報分部收入指生產及銷售木製品以及生產及銷售再生能源產品分別從本集團外部客戶所得的收入。

就可呈報分部溢利／（虧損）採用的計量單位為生產及銷售木製品以及生產及銷售再生能源產品各自的「除稅後溢利／（虧損）（不包括政府補貼之稅後影響）」。

Notes to the Unaudited Interim Financial Report (Continued)
未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

4 SEGMENT REPORTING – continued

(a) Segment results – continued

A measurement of segment assets and liabilities is not provided regularly to the Group’s most senior executive management and accordingly, no segment assets or liabilities information is presented.

Information regarding the Group’s reportable segments as provided to the Group’s most senior executive management for the purposes of resource allocation and assessment of segment performance for the six months ended 30 June 2025 and 2024 is set out below:

4 分部呈報 – 續

(a) 分部業績 – 續

分部資產及負債的計量乃不定期向本集團最高層管理人員提供，故並無呈列分部資產或負債資料。

於截至二零二五年及二零二四年六月三十日止六個月，就資源分配及分部表現評估向本集團最高層管理人員提供的有關本集團可呈報分部的資料載列如下：

		Six months ended 30 June 2025 截至二零二五年六月三十日止六個月		
		Manufacturing and sales of wooden products 生產及銷售木製品 RMB’000 人民幣千元	Manufacturing and sales of renewable energy products 生產及銷售再生能源產品 RMB’000 人民幣千元	Total 總計 RMB’000 人民幣千元
Revenue derived from the Group’s external customers	源自本集團外部客戶的收入	198,090	1,421	198,090
Inter-segment revenue	分部間收入	-	1,000	1,000
Reportable segment revenue	可呈報分部收入	198,090	2,421	200,511
Reportable segment profit/(loss) (profit after taxation (excluding the after tax effect of government subsidies))	可呈報分部溢利/(虧損) (除稅後溢利(不包括政府補貼之稅後影響))	7,588	(298)	7,290

Notes to the Unaudited Interim Financial Report (Continued)
未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外,以人民幣列示)

4 SEGMENT REPORTING – continued

(a) Segment results – continued

4 分部呈報 – 續

(a) 分部業績 – 續

		Six months ended 30 June 2024 截至二零二四年六月三十日止六個月		
		Manufacturing and sales of wooden products 生產及 銷售木製品 RMB'000 人民幣千元	Manufacturing and sales of renewable energy products 生產及銷售 再生能源產品 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Revenue derived from the Group's external customers	源自本集團外部 客戶的收入	185,431	1,060	186,491
Inter-segment revenue	分部間收入	80,726	692	81,418
Reportable segment revenue	可呈報分部收入	266,157	1,752	267,909
Reportable segment (loss)/profit (profit after taxation (excluding the after tax effect of government subsidies))	可呈報分部(虧損)/溢利 (除稅後溢利(不包括 政府補貼之稅後 影響))	(609)	262	(347)

Notes to the Unaudited Interim Financial Report (Continued)

未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

4 SEGMENT REPORTING – continued

- (b) Reconciliations of reportable segment revenue and reportable segment profit/(loss)

4 分部呈報－續

- (b) 可呈報分部收入與可呈報分部溢利／（虧損）的對賬

Six months ended 30 June
截至六月三十日止六個月

2025

2024

二零二五年

二零二四年

RMB'000

RMB'000

人民幣千元

人民幣千元

Revenue	收入		
Reportable segment revenue	可呈報分部收入	200,511	267,909
Elimination of inter-segment revenue	抵銷分部間收入	(1,000)	(81,418)
Consolidated revenue	綜合收入	199,511	186,491
Profit	溢利		
Reportable segment profit/(loss) derived from the Group's external customers	源自本集團外部客戶的可呈報分部溢利／（虧損）	7,290	(347)
Government subsidies (net of tax)	政府補貼（扣除稅項）	–	284
Unallocated head office and corporate expenses	未分配總辦事處及公司開支	1,462	(1,652)
Consolidated (loss)/profit after taxation	綜合除稅後（虧損）／溢利	8,752	(1,715)

Notes to the Unaudited Interim Financial Report (Continued)

未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

4 SEGMENT REPORTING – continued

(c) Geographic information

Revenue from external customers

The geographical location of customers is based on the location at which the goods were delivered.

4 分部呈報－續

(c) 地域資料

源自外部客戶收入

客戶的地理位置以貨品交付地點為準。

		Six months ended 30 June 截至六月三十日止六個月	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
The PRC (place of domicile)	中國（住所地）	41,300	15,125
North America	北美洲	8,749	20,357
Europe	歐洲	6,832	11,277
Asia Pacific (exclusive of the PRC)	亞太區（不包括中國）	2,175	3,928
Australasia	澳大利西亞	140,455	135,804
		158,211	171,366
		199,511	186,491

5 SEASONALITY OF OPERATIONS

The Group’s operations are not subject to significant seasonal fluctuations. Sales revenue recorded in the first and second half of the financial year is not affected by seasonal fluctuations.

5 經營季節性

本集團業務並無受重大季節性波動所影響。於財政年度上半年及下半年錄得的銷售收入並無受季節性波動所影響。

Notes to the Unaudited Interim Financial Report (Continued)

未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

6 OTHER REVENUE AND OTHER NET GAIN/ (LOSS)

(a) Other revenue

		Six months ended 30 June 截至六月三十日止六個月	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Interest income on bank deposits	銀行存款利息收入	9,537	26,849
Government subsidies	政府補貼	–	284
Other	其他	2,665	750
		12,202	27,883

The Group received unconditional government subsidies of RMBNil (six months ended 30 June 2024: RMB284,000) for the six months ended 30 June 2025. These government subsidies were granted to Fujian Zhangping Kimura Forestry Products Co., Ltd. ("Zhangping Kimura") for subsidising various expenses already incurred and were recognised as other revenue when they became receivable.

截至二零二五年六月三十日止六個月，本集團收取無條件政府補貼人民幣零元（截至二零二四年六月三十日止六個月：人民幣284,000元）。福建省漳平木村林產有限公司（「漳平木村」）獲授此等政府補貼以補貼其已產生的多項開支及於可收取時確認為其他收入。

(b) Other net gain/(loss)

		Six months ended 30 June 截至六月三十日止六個月	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Net foreign exchange gain/(loss)	匯兌收益／ (虧損)淨額	16,302	(2,074)
Changes in fair value of derivative financial instruments	衍生金融工具 公平值變動	4	(744)
Others	其他	17	1
		16,323	(2,817)

(b) 其他收益／(虧損)淨額

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(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

7 PROFIT/(LOSS) BEFORE TAXATION

Profit/(loss) before taxation is arrived at after charging:

(a) Finance costs

		Six months ended 30 June 截至六月三十日止六個月	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Interest expense on bank loans and debentures	銀行貸款及債券的利息開支	3,623	8,804
Interest on lease liabilities	租賃負債的利息	2	—
		3,625	8,804

(b) Other items

		Six months ended 30 June 截至六月三十日止六個月	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Cost of inventories	存貨成本	183,762	173,110
Depreciation of property, plant and equipment	物業、廠房及設備折舊	13,028	15,660
Depreciation of investment properties	投資物業折舊	1,451	960
Research and development costs	研發成本	4,435	5,410

7 除稅前溢利／（虧損）

除稅前溢利／（虧損）經扣除下列各項後得出：

(a) 融資成本

		Six months ended 30 June 截至六月三十日止六個月	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Interest expense on bank loans and debentures	銀行貸款及債券的利息開支	3,623	8,804
Interest on lease liabilities	租賃負債的利息	2	—
		3,625	8,804

(b) 其他項目

		Six months ended 30 June 截至六月三十日止六個月	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Cost of inventories	存貨成本	183,762	173,110
Depreciation of property, plant and equipment	物業、廠房及設備折舊	13,028	15,660
Depreciation of investment properties	投資物業折舊	1,451	960
Research and development costs	研發成本	4,435	5,410

Notes to the Unaudited Interim Financial Report (Continued)
未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

8 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Income tax in the consolidated statement of profit or loss represents:

		Six months ended 30 June 截至六月三十日止六個月	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Current tax corporate income tax	即期稅項企業所得稅	-	533
Deferred tax credit	遞延稅項抵免	(1,207)	-
		(1,207)	533

(i) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (“BVI”), the Group is not subject to any income tax in the Cayman Islands and the BVI.

No provision was made for Hong Kong Profits Tax as the Group did not earn any assessable profits subject to Hong Kong Profits Tax during the six months ended 30 June 2025 and 2024.

(ii) Zhangping Kimura applied and was approved for the High and New Technology Entities qualification under the PRC Corporate Income Tax Law and its relevant regulations since 2019, and therefore is entitled to the preferential income tax rate.

8 綜合損益表內的所得稅

綜合損益表內的所得稅指：

Six months ended 30 June 截至六月三十日止六個月	
2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元

(i) 根據開曼群島及英屬處女群島（「英屬處女群島」）的法則及法規，本集團毋須在開曼群島及英屬處女群島繳納任何所得稅。

截至二零二五年及二零二四年六月三十日止六個月，本集團並無賺取須繳納香港利得稅的任何應課稅溢利，故並無就香港利得稅計提撥備。

(ii) 漳平木村自二零一九年根據中國企業所得稅法及其相關法規申請並獲得高新技術企業的認證資格，故有權享受優惠所得稅稅率。

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(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

8 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS – continued

(ii) – continued

Under the PRC Corporate Income Tax Law, the CIT rate applicable to small-scale enterprises with law profitability that meet certain conditions including the assessable profits not more than RMB3,000,000, shall be reduced to 20%. Six of the Company's subsidiaries have been designated as small-scale enterprises, pursuant to which, (i) the first RMB1,000,000 of assessable profits (the "1st Assessable Profits") of these subsidiaries are effectively taxable at 2.5% (i.e. 20% on 12.5% of the 1st Assessable Profits); and (ii) the remaining assessable profits not over RMB3,000,000 (the "Remaining Assessable Profits") are effectively taxable at 10% (i.e. 20% on 50% of the Remaining Assessable Profits).

(iii) The Group's Australian subsidiary is subject to Australian CIT at the statutory rate of 30%.

9 EARNING/(LOSS) PER SHARE

The calculation of basic and dilute loss per share for the six months ended 30 June 2025 is based on the loss attributable to equity shareholders of the Company of RMB8,752,000 and weighted average of 92,137,051 shares in issue during the six months ended 30 June 2025.

8 綜合損益表內的所得稅－續

(ii) — 續

根據中國企業所得稅法，符合若干條件（包括應課稅溢利不超過人民幣3,000,000元）之盈利能力較低之小型企業適用之企業所得稅稅率將降至20%。本公司其中六間附屬公司已獲指定為小型企業，據此：(i)該等附屬公司首人民幣1,000,000元之應課稅溢利（「首批應課稅溢利」）按實際稅率2.5%（即按12.5%首批應課稅溢利之20%）繳稅；及(ii)餘下不多於人民幣3,000,000元之應課稅溢利（「餘下應課稅溢利」）則按實際稅率10%（即按50%餘下應課稅溢利之20%）繳稅。

(iii) 本集團的澳洲附屬公司須按30%的法定稅率繳納澳洲企業所得稅。

9 每股盈利／（虧損）

截至二零二五年六月三十日止六個月的每股基本及攤薄虧損乃按截至二零二五年六月三十日止六個月的本公司權益股東應佔虧損人民幣8,752,000元及已發行股份的加權平均數92,137,051股計算。

Notes to the Unaudited Interim Financial Report (Continued)
未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

9 EARNING/(LOSS) PER SHARE – continued

The calculation of basic and diluted earning per share for the six months ended 30 June 2024 was based on the loss attributable to equity shareholders of the Company of RMB1,715,000 and weighted average of 92,137,051 shares in issue during the six months ended 30 June 2024.

10 PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2025, the Group acquired items of plant and machinery with a cost of RMB2,982,000 (six months ended 30 June 2024: RMBNil).

11 INVENTORIES

There was no write down of inventories during the six months ended 30 June 2025 and 2024.

9 每股盈利／（虧損）－續

截至二零二四年六月三十日止六個月的每股基本及攤薄盈利乃按截至二零二四年六月三十日止六個月的本公司權益股東應佔虧損人民幣1,715,000元及已發行股份的加權平均數92,137,051股計算。

10 物業、廠房及設備

截至二零二五年六月三十日止六個月，本集團購入廠房及機器項目的成本為人民幣2,982,000元（截至二零二三年六月三十日止六個月：人民幣零元）。

11 存貨

		At 30 June 2025 於二零二五年 六月三十日 RMB'000 人民幣千元	At 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元
Raw materials	原材料	66,162	38,107
Work in progress	在製品	45,605	57,211
Finished goods	製成品	2,771	28,334
		114,538	123,652

截至二零二五年及二零二四年六月三十日止六個月概無撇減存貨。

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未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外,以人民幣列示)

12 TRADE AND OTHER RECEIVABLES

12 貿易及其他應收款項

		At 30 June 2025 於二零二五年 六月三十日 RMB'000 人民幣千元	At 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元
Trade receivables	貿易應收款項	95,960	95,303
Less: Loss allowance	減: 虧損撥備	(25,959)	(17,909)
Total trade receivables	貿易應收款項總額	70,001	77,394
Prepayment for raw materials	原材料預付款	80,066	44,068
Prepayments and other receivables	預付款項及其他應收款項	41,861	36,795
Less: Loss allowance	減: 虧損撥備	(1,248)	(1,248)
Total other receivables	其他應收款項總額	120,679	79,615
		190,680	157,009

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(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

12 TRADE AND OTHER RECEIVABLES – continued

All of the trade and other receivables, apart from those balances specified in note above are expected to be recovered or recognised as expense within one year.

(a) Ageing analysis

As at 30 June 2025, the ageing analysis of trade and bills receivables (which are included in trade and other receivables), based on invoice date and net of loss allowances, is as follows:

		At 30 June 2025 於二零二五年 六月三十日 RMB'000 人民幣千元	At 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元
Within 1 month	於1個月內	22,362	25,036
1 to 2 months	1至2個月	24,722	20,556
2 to 3 months	2至3個月	22,415	20,650
Over 3 months	超過3個月	502	11,152
		70,001	77,394

Trade and bills receivables are normally due within 90 days to 180 days from the date of billing.

13 PLEDGED DEPOSITS

Pledged deposits with banks have been placed as security for banking facilities and financial derivative instruments issued by banks to the Group.

12 貿易及其他應收款項－續

除上文附註指明的該等結餘外，預計所有貿易及其他應收款項將於一年內收回或確認為開支。

(a) 賬齡分析

於二零二五年六月三十日，按發票日期並扣除虧損撥備的貿易應收款項及應收票據（已計入貿易及其他應收款項）賬齡分析如下：

貿易應收款項及應收票據一般於出具發票日期起計90日至180日內到期。

13 已抵押存款

抵押予銀行的存款已用作銀行向本集團發出銀行融資及金融衍生工具的抵押。

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(Expressed in Renminbi unless otherwise indicated) (除另有指示外,以人民幣列示)

14 CASH AND CASH EQUIVALENTS

Cash and cash equivalents in the consolidated statement of financial position and consolidated cash flow statement comprise:

	At 30 June 2025 於二零二五年 六月三十日 RMB'000 人民幣千元	At 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元
Cash at bank and in hand 銀行及手頭現金	33,767	27,200

15 TRADE AND OTHER PAYABLES

	At 30 June 2025 於二零二五年 六月三十日 RMB'000 人民幣千元	At 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元
Trade and bills payables 貿易應付款項及應付 (note (a)) 票據(附註(a))	77,353	85,309
Other payables and accruals 其他應付款項及 (note i) 應計費用(附註i)	31,871	27,080
Provision for medical 醫療補償之撥備 compensation	3,855	4,000
Less: Non-current portion of 減: 醫療補償之撥備之 provision for medical 非即期部份 compensation	(3,510)	(3,610)
	109,569	112,779

Note:

- i Balance mainly represent salaries, wages, bonus and other accrued benefits, and payables for the purchase of property, plant and equipment.

All of the above balances are expected to be settled within one year or repayable on demand.

14 現金及現金等價物

於綜合財務狀況表及綜合現金流量表內的現金及現金等價物包括:

	At 30 June 2025 於二零二五年 六月三十日 RMB'000 人民幣千元	At 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元
Cash at bank and in hand 銀行及手頭現金	33,767	27,200

15 貿易及其他應付款項

	At 30 June 2025 於二零二五年 六月三十日 RMB'000 人民幣千元	At 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元
Trade and bills payables 貿易應付款項及應付 (note (a)) 票據(附註(a))	77,353	85,309
Other payables and accruals 其他應付款項及 (note i) 應計費用(附註i)	31,871	27,080
Provision for medical 醫療補償之撥備 compensation	3,855	4,000
Less: Non-current portion of 減: 醫療補償之撥備之 provision for medical 非即期部份 compensation	(3,510)	(3,610)
	109,569	112,779

附註:

- i 結餘主要指薪金、工資、花紅及其他應計福利以及購買物業、廠房及設備的應付款項。

所有上述結餘預計將於一年內償付或按要求償還。

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15 TRADE AND OTHER PAYABLES – continued

A maturity analysis of the trade payables is as follows:

As at 30 June 2025, the maturity analysis of the trade payables balance is as follows:

		At 30 June 2025 於二零二五年 六月三十日 RMB'000 人民幣千元	At 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元
Within 1 month	1個月內	59,607	27,330
1 to 2 months	1至2個月	12,794	12,969
2 to 3 months	2至3個月	370	13,963
Over 3 months	超過3個月	4,582	31,047
		77,353	85,309

16 CONTRACT LIABILITIES

The contract liabilities represented the aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied as of the end of the reporting period. The Group expects the transaction price allocated to the unsatisfied performance obligations will be recognised as revenue when the Group transfers goods to the customer.

The contract liabilities represented receipt in advance from customers for goods that have not yet been transferred to the customers. As at 30 June 2025 and 31 December 2024, the contract liabilities mainly included the receipt in advance received from sales of wooden products. The contract liabilities increase by RMB13,319,000 during the six months ended 30 June 2025 primarily due to the increase in sales with receipt in advance.

15 貿易及其他應付款項－續

貿易應付款項的到期日分析如下：

於二零二五年六月三十日，貿易應付款項結餘的到期日分析如下：

	At 30 June 2025 於二零二五年 六月三十日 RMB'000 人民幣千元	At 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元
Within 1 month	59,607	27,330
1 to 2 months	12,794	12,969
2 to 3 months	370	13,963
Over 3 months	4,582	31,047
	77,353	85,309

16 合約負債

合約負債指截至報告期末分配至未完成履約責任的交易價格總額。本集團預期分配至未完成履約責任的交易價格將於本集團向客戶轉移貨品時確認為收益。

合約負債指預收尚未向客戶轉移貨物的客戶款項。於二零二五年六月三十日及二零二四年十二月三十一日，合約負債主要包括銷售木製品收到的預收款項。截至二零二五年六月三十日止六個月，合約負債增加人民幣13,319,000元，主要由於銷售預收款項增加所致。

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16 CONTRACT LIABILITIES – continued

Sales deposits

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

When the Group receives a deposit before the delivery of goods, this will give rise to contract liabilities at the start of a contract, until the revenue recognised exceeds the amount of the deposit. The amount of the sales deposit, if any, was negotiated on a case by case basis with customers.

16 合約負債—續

銷售按金

對經確認合約負債金額構成影響的一般支付條款如下:

當本集團在交付貨物之前收到按金時,按金將於合約開始時產生合約負債,直到確認的收入超過按金額。銷售按金的金額(如有)乃根據具體情況與客戶協商而定。

		At 30 June 2025 於二零二五年 六月三十日 RMB'000 人民幣千元	At 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元
At 1 January	於一月一日	12,805	7,675
Amounts included in contract liabilities that was recognised as revenue during the year	於年內確認為收益的合約負債內列賬的款項	(12,814)	(7,523)
Cash received in advance of performance and not recognised as revenue during the year	就表現預收及於年內並未確認為收益的現金	26,124	12,632
Exchange difference	匯兌差異	9	21
At 30 June/31 December	於六月三十日／十二月三十一日	26,124	12,805

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17 INTEREST-BEARING BANK BORROWINGS,
SECURED

As at 30 June 2025, the bank loans were repayable
as follows:

	At 30 June 2025 於二零二五年 六月三十日 RMB'000 人民幣千元	At 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元
Within 1 year or on demand	106,150	66,400
Within a period of more than one year but not exceeding two years	116,400	120,000
	222,550	186,400

17 計息銀行借款,有抵押

於二零二五年六月三十日,須償
還的銀行貸款如下:

18 CAPITAL, RESERVES AND DIVIDENDS

(a) Dividends

- (i) The Board of Directors does not
recommend the payment of an interim
dividend for the six months ended 30
June 2025 (six months ended 30 June
2024: Nil).

18 資本、儲備及股息

(a) 股息

- (i) 董事會並不建議就截
至二零二五年六月
三十日止六個月派付
中期股息(截至二零
二四年六月三十日
止六個月:無)。

Notes to the Unaudited Interim Financial Report (Continued)

未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

18 CAPITAL, RESERVES AND DIVIDENDS –

continued

(b) Share capital

On 20 April 2021, the board of directors of the Company has resolved to award an aggregate of 66,618,016 Award Shares to 13 selected participants under the Share Award Scheme (“2021 Award”). The award of Award Shares under the 2021 Award will be settled by way of: (i) issue and allotment of 36,970,000 new Shares pursuant to the general mandate granted by the Shareholders to the Directors at the annual general meeting of the Company held on 29 May 2020 to issue, allot and deal with new Shares not exceeding 20% of the total number of Shares in issue as of 29 May 2020 (i.e. 148,240,080 Shares) (the “New Award Shares”) and (ii) issue and allotment of 29,648,016 new Shares pursuant to a specific mandate to be obtained in the extraordinary general meeting held on 31 May 2021 (the “Connected Award Shares”).

Under the 2021 Award, out of the 66,618,016 Award Shares granted to the 13 Selected Participants, (i) 36,970,000 New Award Shares were granted to 11 Selected Participants who are mainly senior and middle management of the Group and/or staff who served the Group for a long period of time and (ii) 29,648,016 Connected Award Shares were granted to Mr. Wu Zheyang and Ms Xie Qingmei as to 14,824,008 Shares and 14,824,008 Shares respectively, who are the Directors of the Company.

The Award Shares and the Connected Award Shares had neither any vesting period nor condition.

18 資本、儲備及股息－續

(b) 股本

於二零二一年四月二十日，本公司董事會議決根據股份獎勵計劃向13名選定參與者授出合共66,618,016股獎勵股份（「2021年獎勵」）。於2021年獎勵下授予之獎勵股份將以以下方方式結算：(i)根據股東於二零二零年五月二十九日舉行的本公司股東周年大會上授予董事發行、配發及處理不超過於二零二零年五月二十九日已發行股份總數的20%（即148,240,080股）之新股份之一般授權，發行及配發36,970,000股新股份（「新獎勵股份」）；及(ii)根據將於二零二一年五月三十一日舉行之股東特別大會上取得之特別授權發行及配發29,648,016股新股份（「關聯獎勵股份」）。

根據2021年獎勵，在授予13名選定參與者的66,618,016股獎勵股份中，(i) 36,970,000股新獎勵股份已授予11名主要是本集團的中高層管理人員及／或為本集團服務長時間的員工之選定參與者，及(ii) 29,648,016股關聯獎勵股份當中14,824,008股及14,824,008股已分別授予吳哲彥先生及謝清美女士（彼等為本公司董事）。

獎勵股份及關聯獎勵股份並無任何歸屬期或條件。

Notes to the Unaudited Interim Financial Report (Continued)

未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

18 CAPITAL, RESERVES AND DIVIDENDS –

continued

(b) Share capital – *continued*

On 22 August 2022, the Group entered into subscription agreements with two debenture holders which each of the holders agreed to subscribe for an aggregate of 35,501,048 new shares at the subscription price of HK\$0.0768 (approximately RMB0.0674 per share). The completion of each of the share subscription took place on 9 September 2022 and the outstanding debentures and related interest expense have been fully settled.

On 2 January 2024, share consolidation on the basis that every ten (10) issued and unissued shares of par value of HK\$0.05 each in the share capital of the Company be consolidated into one (1) consolidated share of par value of HK\$0.5 each in the share capital of the Company became effective. For details, please refer to the Company's circular dated 8 December 2023.

On 15 April 2024, the Company granted 3,900,000 Award Shares involving new Shares to 7 employees of the Group and none of them is an existing shareholder of the Company in accordance with the terms of the Share Award Scheme (subject to acceptance by the grantees), representing approximately 4.23% of the total Shares in issue and approximately 4.06% of the total Shares in issue as enlarged by the issue and allotment of the Award Shares. All of the Award Shares are subject to a vesting period of 12 months.

No Award Share was granted during the six months ended 30 June 2025.

(c) Reserves

Fair value reserve (non-recycling)

The fair value reserve (non-recycling) comprises the cumulative net change in the fair value of equity investments designated as FVOCI under IFRS 9 that are held at the end of the reporting period.

18 資本、儲備及股息－續

(b) 股本－續

於二零二二年八月二十二日，本集團與兩名債券持有人訂立認購協議，各持有人同意以認購價0.0768港元（約合每股人民幣0.0674元）認購合共35,501,048股新股。每份股份認購均於二零二二年九月九日完成，未償還債券及相關利息支出已全數清償。

於二零二四年一月二日，股份合併生效，基準為將本公司股本中每十(10)股每股面值0.05港元之已發行及未發行股份合併為一(1)股每股面值0.5港元之合併股份。詳情請參閱本公司日期為二零二三年十二月八日之通函。

於二零二四年四月十五日，本公司根據股份獎勵計劃的條款向本集團7名僱員（均非本公司現有股東）授出涉及新股份的3,900,000股獎勵股份（須待承授人接納），佔已發行股份總數約4.23%及經發行及配發獎勵股份擴大後之已發行股份總數約4.06%。所有獎勵股份的歸屬期均為12個月。

截至二零二五年六月三十日止六個月概無授出獎勵股份。

(c) 儲備

公平值儲備（不可轉回）

公平值儲備（不可轉回）包括於報告期末持有的根據國際財務報告準則第9號指定以公平值計入其他全面收益的股本投資的公平值累計變動淨額。

Notes to the Unaudited Interim Financial Report (Continued)

未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

19 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

(a) Financial assets measured at fair value

As at 30 June 2025, the Group's derivative financial instruments assets and liabilities amounting to RMBNil and RMBNil respectively (31 December 2024: assets and liabilities of RMBNil and RMBNil respectively) were carried at fair value, and these instruments fall into Level 2 of the fair value hierarchy as defined in IFRS 13, Fair value measurement.

During the six months ended 30 June 2025 and 2024, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

(i) Valuation techniques and inputs used in Level 2 fair value measurements

The fair value of forward exchange contracts, currency swap, interest rate swap and currency option in Level 2 is determined by discounting the contractual forward price and deducting the current spot rate. The discount rate used is derived from the relevant government yield curve as at the end of reporting period plus an adequate constant credit spread.

There were no other financial assets or liabilities carried at fair value as at 30 June 2025 and 31 December 2024.

19 金融工具的公平值計量

(a) 按公平值計量的金融資產

於二零二五年六月三十日，本集團的衍生金融工具資產及負債分別為人民幣零元及人民幣零元(二零二四年十二月三十一日：資產及負債分別為人民幣零元及人民幣零元)按公平值列賬，該等工具屬於國際財務報告準則第13號：公平值計量定義的公平值等級的第二級。

截至二零二五年及二零二四年六月三十日止六個月，第一級與第二級工具間並無轉移，亦無轉入第三級或自第三級轉出。本集團的政策為於公平值等級的各級在報告期末發生轉移時確認有關轉移。

(i) 第二級公平值計量使用的估值技術及輸入數據

第二級的遠期外匯合約、貨幣掉期、利率掉期及貨幣期權公平值乃透過貼現合約遠期價格及扣除現有即期利率而釐定。所使用貼現率按於報告期末相關政府債券孳息率加足夠固定信貸息差而計算得出。

於二零二五年六月三十日及二零二四年十二月三十一日，概無其他按公平值列賬的金融資產或負債。

Notes to the Unaudited Interim Financial Report (Continued)

未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

19 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS – continued

- (b) Fair values of financial assets and liabilities carried at other than fair value

The carrying values of the Group’s financial instruments carried at cost or amortised cost are not materially different from their fair values as at 30 June 2025 and 31 December 2024.

20 COMMITMENTS

There were no capital commitments outstanding at 30 June 2025 not provided for in these consolidated financial statements.

21 MATERIAL RELATED PARTY TRANSACTIONS

The Group entered into the following significant related party transactions during the periods presented.

Amount due from a related company

19 金融工具的公平值計量－續

- (b) 未按公平值列賬的金融資產及負債的公平值

本集團按成本或攤銷成本列賬的金融工具賬面值與彼等於二零二五年六月三十日及二零二四年十二月三十一日的公平值並無重大差異。

20 承擔

於此等綜合財務報表內並無未作出撥備且於二零二五年六月三十日尚未償還的資本承擔。

21 重大關聯方交易

本集團於呈報期間訂立下列重大關聯方交易。

應收關聯公司款項

			At 30 June 2025 於二零二五年 六月三十日 RMB'000 人民幣千元	At 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元
Name of party	對方名稱	Relationship 關係		
Green Seas Capital Limited	Green Seas Capital Limited	A private company controlled by Wu Zheyang, a director of the Company	73	74
Less: allowance for credit losses	減：信貸虧損撥備	一家由吳哲彥(本公司一名董事)控制之私人公司	(2)	(2)
			71	72

Notes to the Unaudited Interim Financial Report (Continued)

未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

21 MATERIAL RELATED PARTY TRANSACTIONS
 21 重大關聯方交易－續

– continued

Amount due to a director		應付董事款項	
		At 30 June 2025 於二零二五年 六月三十日 RMB'000 人民幣千元	At 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元
Due to a director	應付董事款項	7,822	10,781

The amount due to a director is unsecured, interest-free, and repayable on demand.

應付一名董事款項為無抵押、免息且應要求償還。

Key management personnel remuneration

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

主要管理層人員薪酬

本集團主要管理層人員薪酬如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2025 二零二五年 RMB'000 人民幣千元	2024 二零二四年 RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	2,823	730
Retirement scheme contributions	退休計劃供款	32	2
		2,855	732



**CHINA ENVIRONMENTAL TECHNOLOGY AND
BIOENERGY HOLDINGS LIMITED**
中科生物控股有限公司