



理文化工有限公司

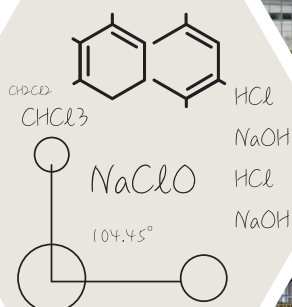
Lee & Man Chemical Company Limited

(Incorporated in the Cayman Islands and its members' liability is limited)

(於開曼群島註冊成立及其成員責任為有限)

Stock Code 股份代號 : 746

Together We Grow



**INTERIM
REPORT
中期報告
2022**



Content 目錄

CORPORATE INFORMATION	公司資料	2
INTERIM RESULTS	中期業績	4
– 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	4
– CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION	– 簡明綜合財務狀況表	5
– CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	– 簡明綜合權益變動表	7
– CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS	– 簡明綜合現金流量表	9
– NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS	– 簡明綜合財務報表附註	10
– INTERIM DIVIDEND	– 中期股息	24
– CLOSURE OF REGISTER OF MEMBERS	– 暫停辦理股份過戶登記	24
MANAGEMENT DISCUSSION AND ANALYSIS	管理層討論及分析	25
OTHER INFORMATION	其他資料	29

Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Ms. Wai Siu Kee (*Chairman*)
Mr. Lee Man Yan (*Chief Executive Officer*)
Professor Chan Albert Sun Chi
Mr. Yang Zuo Ning

Independent non-executive Directors

Mr. Wong Kai Tung, Tony
Mr. Wan Chi Keung, Aaron *BBS JP*
Mr. Heng Victor Ja Wei

AUDIT COMMITTEE

Mr. Heng Victor Ja Wei (*Chairman*)
Mr. Wong Kai Tung, Tony
Mr. Wan Chi Keung, Aaron *BBS JP*

REMUNERATION COMMITTEE

Mr. Heng Victor Ja Wei (*Chairman*)
Mr. Wong Kai Tung, Tony
Mr. Wan Chi Keung, Aaron *BBS JP*

NOMINATION COMMITTEE

Ms. Wai Siu Kee (*Chairman*)
Mr. Heng Victor Ja Wei
Mr. Wong Kai Tung, Tony
Mr. Wan Chi Keung, Aaron *BBS JP*

COMPANY SECRETARY

Mr. Ho Chun Ho Jason

AUTHORISED REPRESENTATIVES

Ms. Wai Siu Kee
Mr. Ho Chun Ho Jason

REGISTERED OFFICE

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

董事會

執行董事

衛少琦女士(*主席*)
李文恩先生(*首席執行官*)
陳新滋教授
楊作寧先生

獨立非執行董事

王啟東先生
尹志強先生*BBS太平紳士*
邢家維先生

審核委員會

邢家維先生(*主席*)
王啟東先生
尹志強先生*BBS太平紳士*

薪酬委員會

邢家維先生(*主席*)
王啟東先生
尹志強先生*BBS太平紳士*

提名委員會

衛少琦女士(*主席*)
邢家維先生
王啟東先生
尹志強先生*BBS太平紳士*

公司秘書

何圳浩先生

授權代表

衛少琦女士
何圳浩先生

註冊辦事處

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

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

8th Floor, Liven House
61–63 King Yip Street
Kwun Tong
Kowloon
Hong Kong

PRINCIPAL BANKERS

In Hong Kong:

Hang Seng Bank Limited
Bank of Communications Co., Ltd, Hong Kong Branch
United Overseas Bank Limited, Hong Kong Branch
Bank of China (Hong Kong) Limited

In the PRC:

Bank of China Limited
China Construction Bank Corporation

AUDITORS

Deloitte Touche Tohmatsu
Certified Public Accountants
Registered Public Interest Entity Auditor

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Suntera (Cayman) Limited
Suite 3204, Unit 2A
Block 3, Building D
P.O. Box 1586
Gardenia Court
Camana Bay
Grand Cayman, KY1-1110
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

WEBSITE

www.leemanchemical.com

總部及香港主要營業地點

香港
九龍
觀塘
敬業街61–63號
利維大廈8樓

主要往來銀行

香港：

恒生銀行有限公司
交通銀行·香港分行
大華銀行·香港分行
中國銀行(香港)有限公司

中國：

中國銀行股份有限公司
中國建設銀行股份有限公司

核數師

德勤·關黃陳方會計師行
執業會計師
註冊公共利益實體核數師

主要股份過戶登記處

Suntera (Cayman) Limited
Suite 3204, Unit 2A
Block 3, Building D
P.O. Box 1586
Gardenia Court
Camana Bay
Grand Cayman, KY1-1110
Cayman Islands

香港股份過戶登記分處

卓佳秘書商務有限公司
香港夏慤道16號
遠東金融中心17樓

網址

www.leemanchemical.com

Interim Results

中期業績

The board of directors (the "Board") of Lee & Man Chemical Company Limited (the "Company") is pleased to announce the unaudited interim results of the Company and its subsidiaries (the "Group") for the six months ended 30 June 2022 together with comparative figures for the last corresponding period as follows:

理文化工有限公司(「本公司」)董事會欣然公佈，本公司及其附屬公司(「本集團」)截至2022年6月30日止六個月之未經審核中期業績，連同去年同期比較數字如下：

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2022

簡明綜合損益及其他全面收益表

截至2022年6月30日止六個月

		Six months ended 30 June	
		截至6月30日止六個月	
		2022	2021
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
		<i>Notes</i>	
		<i>附註</i>	
Revenue	收入	3, 4	2,271,500
Cost of sales	銷售成本		<u>(1,253,416)</u>
			1,018,084
Gross profit	毛利		1,018,084
Other income	其他收入	5	40,486
Other gains or losses	其他收益或虧損	6	(2,807)
Selling and distribution costs	銷售及分銷成本		<u>(114,444)</u>
General and administrative expenses	行政費用		(136,070)
Research and development cost	研發費用		(94,137)
Finance costs	融資成本		(23,000)
Net exchange (losses) gains	匯兌淨(虧損)收益		15,973
Share of gains of joint ventures	應佔合營企業收益		166
Share of losses of associates	應佔聯營企業虧損		<u>(457)</u>
			703,794
Profit before taxation	除稅前溢利		703,794
Income tax expense	所得稅支出	7	<u>(116,766)</u>
			587,028
Profit for the period	期內溢利	8	<u>587,028</u>
Other comprehensive (expenses) income:	其他全面(支出)收益：		
Items that will not be reclassified to profit or loss:	其後不會重新分類至損益之項目：		
Exchange differences arising on translation	因換算而產生的匯兌差額		<u>(229,117)</u>
Share of other comprehensive (expenses) income of joint ventures and associates	應佔合營企業及聯營企業之其他全面(支出)收益		102,484
			<u>(262)</u>
			965
Other comprehensive (expenses) income for the period	期內其他全面(支出)收益		<u>(229,379)</u>
			103,449
Total comprehensive income for the period	期內全面收益總額		<u>661,950</u>
			690,477
Earnings per share:	每股盈利：		
– Basic (HK cents)	– 基本(港仙)	10	<u>108.0</u>
			71.2
– Diluted (HK cents)	– 攤薄(港仙)		<u>103.3</u>
			71.1

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2022

簡明綜合財務狀況表

於2022年6月30日

			30 June 2022 2022年 6月30日 (Unaudited) (未經審核)	31 December 2021 2021年 12月31日 (Audited) (經審核)
	<i>Notes 附註</i>		HK\$'000 千港元	HK\$'000 千港元
NON-CURRENT ASSETS				
Property, plant and equipment		物業、廠房及設備	4,786,767	5,041,104
Right-of-use assets		使用權資產	144,670	153,052
Intangible assets		無形資產	94,133	99,299
Deposits paid for the acquisition of property, plant and equipment		購置物業、廠房及設備之已付訂金	71,833	20,363
Interests in joint ventures		合營企業之權益	106,804	109,955
Interests in associates		聯營企業之權益	24,675	21,980
Deferred tax assets		遞延稅項資產	22,135	23,372
Goodwill		商譽	2,776	2,896
			5,253,793	5,472,021
CURRENT ASSETS				
Inventories		存貨	729,716	762,475
Properties held for sale		待售物業	105,471	126,792
Properties under development		發展中物業	362,536	374,001
Trade and other receivables		應收貿易及其他款項	372,234	324,048
Bills receivable		應收票據	181,126	204,899
Tax recoverable		可收回稅項	162	196
Amount due from a joint venture		應收合營企業款項	15,031	15,607
Amount due from an associate		應收聯營企業款項	7,019	2,133
Amounts due from related companies		應收關連公司款項	16,596	10,978
Bank balances with restricted use		受限制銀行結餘	5,882	-
Bank balances and cash		銀行結餘及現金	348,350	324,882
			2,144,123	2,146,011
CURRENT LIABILITIES				
Trade and other payables		應付貿易及其他款項	537,182	613,221
Contract liabilities		合約負債	95,318	120,772
Amount due to a joint venture		應付合營企業款項	765	-
Amounts due to related companies		應付關連公司款項	11,198	10,004
Taxation payable		應付稅項	82,672	159,892
Lease liabilities		租賃負債	2,487	2,178
Bank borrowings		銀行借款	293,423	432,699
			1,023,045	1,338,766

Interim Results

中期業績

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

At 30 June 2022

簡明綜合財務狀況表(續)

於2022年6月30日

		30 June 2022 2022年 6月30日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2021 2021年 12月31日 (Audited) (經審核) HK\$'000 千港元
	<i>Notes 附註</i>		
NET CURRENT ASSETS	流動資產淨額	1,121,078	807,245
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	6,374,871	6,279,266
NON-CURRENT LIABILITIES	非流動負債		
Other payables	應付其他款項	14 24,329	36,065
Lease liabilities	租賃負債	1,358	2,190
Deferred tax liabilities	遞延稅項負債	39,111	65,876
Bank borrowings	銀行借款	329,134	600,205
		393,932	704,336
NET ASSETS	資產淨值	5,980,939	5,574,930
CAPITAL AND RESERVES	資本及儲備		
Share capital	股本	15 82,500	82,500
Reserves	儲備	5,898,439	5,492,430
TOTAL EQUITY	權益總額	5,980,939	5,574,930

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2022

簡明綜合權益變動表

截至2022年6月30日止六個月

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Non-distributable reserve 不可分派儲備 HK\$'000 千港元 (note i) (附註i)	Safety fund reserve 安全基金儲備 HK\$'000 千港元 (note ii) (附註ii)	Translation reserve 匯兌儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Special reserve 特別儲備 HK\$'000 千港元 (note iii) (附註iii)	Other reserve 其他儲備 HK\$'000 千港元	Accumulated profits 累計溢利 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
At 1 January 2021 (audited)	於2021年1月1日 (經審核)	82,500	20,307	678,018	-	32,290	113,456	(97,362)	(686)	3,615,041	4,443,564
Profit for the period	期內溢利	-	-	-	-	-	-	-	-	587,028	587,028
Other comprehensive income for the period	期內其他全面收益	-	-	-	-	103,449	-	-	-	-	103,449
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	103,449	-	-	-	587,028	690,477
Dividend recognised as distribution	已確認分派之股息	-	-	-	-	-	-	-	-	(136,125)	(136,125)
Transfer to non-distributable reserve	轉入不可分派儲備	-	-	61,846	-	-	-	-	-	(61,846)	-
Appropriation to safety fund reserve	轉撥至安全基金儲備	-	-	-	8,997	-	-	-	-	(8,997)	-
Utilisation of safety fund reserve	釋出安全基金儲備	-	-	-	(8,997)	-	-	-	-	8,997	-
Recognition of equity settled share based payments	確認以股本結算為基礎之支出	-	-	-	-	-	16,208	-	-	-	16,208
At 30 June 2021 (unaudited)	於2021年6月30日 (未經審核)	82,500	20,307	739,864	-	135,739	129,664	(97,362)	(686)	4,004,098	5,014,124

Interim Results

中期業績

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

For the six months ended 30 June 2022

簡明綜合權益變動表(續)

截至2022年6月30日止六個月

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Non-distributable reserve 不可分派儲備 HK\$'000 千港元 (note i) (附註i)	Safety fund reserve 安全基金儲備 HK\$'000 千港元 (note ii) (附註ii)	Translation reserve 匯兌儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Special reserve 特別儲備 HK\$'000 千港元 (note iii) (附註iii)	Other reserve 其他儲備 HK\$'000 千港元	Accumulated profits 累計溢利 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
At 1 January 2022 (audited)	於2022年1月1日 (經審核)	82,500	20,307	822,465	-	193,587	146,141	(97,362)	(686)	4,407,978	5,574,930
Profit for the period	期內溢利	-	-	-	-	-	-	-	-	891,329	891,329
Other comprehensive income for the period	期內其他全面收益	-	-	-	-	(229,379)	-	-	-	-	(229,379)
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	(229,379)	-	-	-	891,329	661,950
Dividend recognised as distribution	已確認分派之股息	-	-	-	-	-	-	-	-	(264,000)	(264,000)
Transfer to non-distributable reserve	轉入不可分派儲備	-	-	100,466	-	-	-	-	-	(100,466)	-
Appropriation to safety fund reserve	轉撥至安全基金儲備	-	-	-	12,605	-	-	-	-	(12,605)	-
Utilisation of safety fund reserve	釋出安全基金儲備	-	-	-	(12,605)	-	-	-	-	12,605	-
Recognition of equity settled share based payments	確認以股本結算為基礎之支出	-	-	-	-	-	8,059	-	-	-	8,059
At 30 June 2022 (unaudited)	於2022年6月30日 (未經審核)	82,500	20,307	922,931	-	(35,792)	154,200	(97,362)	(686)	4,934,841	5,980,939

Notes:

附註：

- i. According to the relevant laws in the People's Republic of China ("PRC"), wholly foreign-owned enterprises in the PRC are required to transfer at least 10% of their net profits after taxation, as determined under the PRC accounting regulations, to a non-distributable reserve fund until the reserve balance reaches 50% of their registered capital. The transfer to this reserve must be made before the distribution of a dividend to equity owners. The non-distributable reserve fund can be used to offset the previous years' losses, if any. The non-distributable reserve fund is non-distributable other than upon liquidation.
 - ii. Pursuant to the relevant regulation in the PRC, certain subsidiaries of the Company are required to provide for safety fund reserve based on sales revenue.
 - iii. The special reserve of the Group represents the difference between the nominal value of the share capital issued by the Company and the nominal value of the share capital of the subsidiaries acquired pursuant to a group reorganisation in December 2001.
- i. 根據中華人民共和國(「中國」)相關法律，在中國的外資企業須結轉最少10%除稅後溢利(根據中國會計規則釐定)至不可分派儲備，直至儲備結餘達到註冊資本50%。結轉該儲備必須在分派股息給股東前。不可分派儲備可用作抵銷過往年度虧損(如有)。除清盤外，不可分派儲備是不得分派。
 - ii. 根據中國相關法規，部份本公司之子公司是需根據銷售額計提安全基金儲備。
 - iii. 本集團之特別儲備乃本公司透過2001年12月之集團重組所收購之附屬公司之股本面值與本公司已發行股本面值之差額。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

		Six months ended 30 June	
		截至6月30日止六個月	
		2022	2021
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
NET CASH FROM OPERATING ACTIVITIES	經營業務所得現金淨額	881,817	674,829
INVESTING ACTIVITIES	投資活動		
Payments for purchase of property, plant and equipment	購置物業、廠房及設備付款	(129,570)	(228,276)
Deposits paid for acquisition of property, plant and equipment	購置物業、廠房及設備之已付訂金	(90,402)	(138,600)
Capital injected to associates	對聯營公司增資	(4,235)	-
Payments for purchase from intangible assets	購置無形資產	(380)	-
Decrease in construction costs payable	應付建設款項減少	(63,582)	(33,226)
Interest received	已收利息	2,375	2,157
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	1,851	-
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額	(283,943)	(397,945)
FINANCING ACTIVITIES	融資活動		
Bank borrowings raised	新籌集銀行借款	5,298	378,429
Repayment of bank borrowings	償還銀行借款	(405,989)	(466,561)
Dividends paid	已付股息	(264,000)	(136,125)
Interest paid	已付利息	(10,581)	(16,817)
Proceeds from (payments for) settlement of derivative financial instruments	結算衍生金融工具所得(所付)款項	9,669	(2,628)
Payments for lease liabilities	租賃負債付款	(1,343)	(1,326)
NET CASH USED IN FINANCING ACTIVITIES	融資活動所用現金淨額	(666,946)	(245,028)
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物(減少)增加淨額	(69,072)	31,856
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	期初之現金及現金等價物	324,882	422,683
EFFECT OF CHANGES IN EXCHANGE RATE	匯率變動之影響	98,422	(45,699)
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	期末之現金及現金等價物	354,232	408,840

Interim Results

中期業績

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) 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 functional currency of the Company is Renminbi (“RMB”), while the condensed consolidated financial statements are presented in Hong Kong dollars (“HK dollars”) as the Company is listed in The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

2. PRINCIPAL ACCOUNTING POLICIES

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

Other than new accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) and application of certain accounting policies which became relevant to the Group, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2022 are the same as those presented in the Group’s annual financial statements for the year ended 31 December 2021.

Application of amendments to HKFRSs

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

Amendments to HKFRS 3	<i>Reference to the Conceptual Framework</i>
Amendments to HKFRS 16	<i>COVID-19-Related Rent Concessions beyond 30 June 2021</i>
Amendments to HKAS 16	<i>Property, Plant and Equipment – Proceeds before Intended Use</i>
Amendments to HKAS 37	<i>Onerous Contracts – Cost of Fulfilling a Contract</i>
Amendments to HKFRSs	<i>Annual Improvements to HKFRSs 2018–2020</i>

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

簡明綜合財務報表附註

1. 編製基準

本簡明綜合財務報表乃按照香港會計師公會(「香港會計師公會」)頒佈之香港會計準則第34號*中期財務報告*，及香港聯合交易所有限公司證券上市規則(「上市規則」)附錄16所載之適用披露規定而編製。

本公司的功能貨幣為人民幣。由於本公司股份在香港聯合交易所有限公司(「聯交所」)上市，故此簡明綜合財務報表乃以港元呈列。

2. 主要會計政策

本簡明綜合財務報表按歷史成本法編製，惟按公允值(倘適用)計量之若干衍生金融工具除外。

除應用經修訂香港財務報告準則(「香港財務報告準則」)所產生之新增會計政策及應用與本集團相關之若干會計政策外，截至2022年6月30日止六個月之簡明綜合財務報表所採用的會計政策及計算方法，與本集團截至2021年12月31日止年度財務報表所採用者一致。

應用經修訂香港財務報告準則

於本中期期間，本集團已首次採納由香港會計師公會頒佈且已於2022年1月1日或之後開始之年度期間強制生效以下之經修訂香港財務報告準則，以編製本集團之簡明綜合財務報表：

香港財務報告準則第3號(修訂本)	<i>概念框架之提述</i>
香港財務報告準則第16號(修訂本)	<i>2021年6月30日後之COVID-19相關的租金優惠</i>
香港會計準則第16號(修訂本)	<i>物業、廠房及設備：擬定用途前之所得款項</i>
香港會計準則第37號(修訂本)	<i>虧損性合約－履行合約之成本</i>
香港財務報告準則(修訂本)	<i>2018年至2020年週期之香港財務報告準則年度改進</i>

本期間應用經修訂香港財務報告準則對本集團於本期間及過往期間之財務狀況及表現及／或載於簡明綜合財務報表之披露並無重大影響。

3. REVENUE**(i) Disaggregation of revenue**

Caustic soda	燒鹼
Chloromethane products	甲烷氯化物
Fluorochemical products	氟化工產品
Hydrogen peroxide	過氧化氫
Polymers	高分子材料
Liquified chlorine	液化氯
Styrene acrylic latex surface sizing agent	苯丙施膠劑
Lithium-ion battery additives	鋰電池添加劑
Others	其他
Manufacture and sale of chemical products	製造和銷售化工產品
Sale of properties	物業銷售

All of the Group's revenue is recognised at a point in time.

(ii) Performance obligations for contracts with customers***Manufacture and sale of chemical products with product delivery services***

The Group manufactures and sells chemical products directly to customers. Revenue is recognised when control of the goods has transferred, being when the goods have been shipped to the customer's specified location (delivery). The normal credit term is 7 to 60 days upon delivery.

Sale of properties

For contracts entered into with customers for sale of properties, the Group's performance does not create an asset with alternative use to the Group. Taking into consideration of the relevant contract terms, the legal environment and relevant legal precedent, the management has concluded that the Group does not have an enforceable right to payment prior to transfer of the relevant properties to the customers. Revenue from sale of properties is therefore recognised at a point in time when the completed property is transferred to customers, being at the point that the customer obtains the control of the completed property and the Group has present right to payment and collection of the consideration is probable.

3. 收入**(i) 收入分類****Six months ended 30 June**
截至6月30日止六個月

2022	2021
HK\$'000	HK\$'000
千港元	千港元

		1,186,006	568,112
		944,987	594,627
		105,592	80,950
		198,897	242,970
		481,141	336,911
		41,601	78,164
		35,388	35,241
		26,230	–
		204,193	174,008
		3,224,035	2,110,983
		26,723	160,517
		3,250,758	2,271,500

本集團所有收入均於某一時點確認。

(ii) 與客戶合約之履約義務***製造和銷售化工產品附帶產品交付服務***

本集團製造及直接銷售化工產品予客戶。當產品運抵客戶指定地點（交付），產品的控制權即獲轉移而收入即被確認。正常除賬期為自交付後7至60天。

物業銷售

對於與客戶訂立的物業銷售合同，本集團的履約行為不會產生具有替代用途的資產。經考慮相關合同條款，法律環境和相關法律先例後，管理層總結本集團在將相關物業轉讓給客戶之前，沒有可強制執行的付款權。因此，物業銷售收入於已竣工物業被轉讓至客戶的某一時點確認，亦即客戶取得已竣工物業之控制權，而本集團擁有即時的付款權和可能收取購價之時。

Interim Results

中期業績

3. REVENUE (CONTINUED)

(ii) Performance obligations for contracts with customers (Continued)

Sale of properties (Continued)

The Group receives certain percentage of the contract value as deposits from customers when they sign the sale and purchase agreements and receives the remainder within 120 days from the date of agreements. Depending on market conditions, the Group may offer customers a discount compared to the listed sales price, provided that the customers agree to pay the balance of the consideration early while construction is still ongoing. The deposits and advance payment schemes result in contract liabilities being recognised throughout the property construction period until the customer obtains control of the completed property.

4. SEGMENT INFORMATION

The Group manages its different businesses by their unique attributes. In a manner consistent with 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, below describes the operations in each of the Group's identified reportable segments as at 30 June 2022:

- Chemical: manufacture and sale of chemical products
- Property: development and sale of properties and rental income from leasing of properties

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.

Revenue and expenses are allocated to the reportable segments with reference to revenue directly generated by those segments and the expenses directly incurred by those segments. Segment results form the basis of measurement used for assessing segment performance and represent profit or loss before other income, other gains or losses, finance cost, net exchange gain (loss), share of results of joint ventures and associates, income tax and items not specifically attributed to individual reportable segments, such as unallocated head office and corporate expenses. Segment information below is presented in a manner consistent with 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.

3. 收入(續)

(ii) 與客戶合約之履約義務(續)

物業銷售(續)

本集團與客戶在簽訂買賣協議時，一般收取客戶若干百分比合同金額作為訂金，餘款則於合同日期後120天內收取。根據市場情況，如客戶同意在施工進行期間儘早支付購價之餘額，與銷售價單比較下，本集團可能向客戶提供折扣。由訂金和預付款計劃產生之合約負債於整個物業工程期間確認，並於客戶取得已竣工物業之控制權時轉出。

4. 分部資料

本集團乃按各業務獨特性質管理不同業務。下列描述本集團於2022年6月30日，按照與向本集團最高層行政管理人員就資源配置及表現評估之內部匯報資料方式，確立的每個可報告分部的運作情況：

- 化工：製造及銷售化工產品
- 物業：物業發展和銷售及出租物業之租金收入

就評估分部表現及各分部間之資源配置而言，本集團最高層行政管理人員根據下列基準監控每一個須報告分部之業績。

收入與支出乃參考來自各個須報告分部所產生之直接收入及所涉及之直接支出而分配到該等分部。評估分部表現之計算基準為分部業績，此乃指未計及其他收入、其他收益或虧損、融資成本、匯兌淨收益(虧損)、應佔合營企業及聯營企業業績、所得稅及並無明確歸類於個別分部之項目(如未分配之總公司及企業費用淨額)前之盈利或虧損。以下分部資料與就資源分配及表現評估而向本集團最高級執行管理層作出內部報告的呈列方式一致。

4. SEGMENT INFORMATION (CONTINUED)**(a) Operating segments**

For the six months ended 30 June 2022

		Chemical 化工 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Revenue from external customers	來自外間客戶之收入	3,224,035	26,723	3,250,758
Segment results	分部業績	1,077,653	6,602	1,084,255
Unallocated head office and corporate expenses	未分配之總公司及企業費用淨額			(39,668)
Other income	其他收入			37,057
Other gains or losses	其他收益或虧損			7,582
Finance cost	融資成本			(20,849)
Net exchange loss	匯兌淨虧損			(20,852)
Share of results of joint ventures and associates	應佔合營企業及聯營企業業績			(229)
Profit before tax	除稅前溢利			1,047,296

For the six months ended 30 June 2021

		Chemical 化工 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Revenue from external customers	來自外間客戶之收入	2,110,983	160,517	2,271,500
Segment results	分部業績	674,201	47,072	721,273
Unallocated head office and corporate expenses	未分配之總公司及企業費用淨額			(47,840)
Other income	其他收入			40,486
Other gains or losses	其他收益或虧損			(2,807)
Finance cost	融資成本			(23,000)
Net exchange gain	匯兌淨收益			15,973
Share of results of joint ventures and associates	應佔合營企業及聯營企業業績			(291)
Profit before tax	除稅前溢利			703,794

(b) Geographical information

The Group's operations of the two segments are both located in the PRC. Most of the Group's revenue from external customers is derived from the PRC and most of the Group's non-current assets are located in the PRC for both periods.

4. 分部資料(續)**(a) 經營分部**

截至2022年6月30日止六個月

		Chemical 化工 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Revenue from external customers	來自外間客戶之收入	3,224,035	26,723	3,250,758
Segment results	分部業績	1,077,653	6,602	1,084,255
Unallocated head office and corporate expenses	未分配之總公司及企業費用淨額			(39,668)
Other income	其他收入			37,057
Other gains or losses	其他收益或虧損			7,582
Finance cost	融資成本			(20,849)
Net exchange loss	匯兌淨虧損			(20,852)
Share of results of joint ventures and associates	應佔合營企業及聯營企業業績			(229)
Profit before tax	除稅前溢利			1,047,296

截至2021年6月30日止六個月

		Chemical 化工 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Revenue from external customers	來自外間客戶之收入	2,110,983	160,517	2,271,500
Segment results	分部業績	674,201	47,072	721,273
Unallocated head office and corporate expenses	未分配之總公司及企業費用淨額			(47,840)
Other income	其他收入			40,486
Other gains or losses	其他收益或虧損			(2,807)
Finance cost	融資成本			(23,000)
Net exchange gain	匯兌淨收益			15,973
Share of results of joint ventures and associates	應佔合營企業及聯營企業業績			(291)
Profit before tax	除稅前溢利			703,794

(b) 地區資料

本集團的兩個分部的業務均位於中國。在這兩個期間，絕大部份來自外部客戶之收入均源自中國及絕大部份之非流動資產均位於中國。

Interim Results

中期業績

4. SEGMENT INFORMATION (CONTINUED)

(c) Revenue from major customers

None of the corresponding revenue from customers contribute over 10% of the total revenue of the Group for the six months ended 30 June 2022 and 30 June 2021.

(d) Other segment information

4. 分部資料(續)

(c) 來自主要客戶的收益

截至2022年6月30日止及2021年6月30日止六個月期間，概無客戶的相應收益為本集團總收益貢獻超過10%。

(d) 其他分部資料

		Chemical 化工		Property 物業	
		2022 HK\$'000 千港元	2021 HK\$'000 千港元	2022 HK\$'000 千港元	2021 HK\$'000 千港元
Depreciation	折舊	203,274	186,734	2,211	2,184
Amortisation	攤銷	1,488	1,483	-	-

5. OTHER INCOME

5. 其他收入

		Six months ended 30 June 截至6月30日止六個月	
		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Government grants	政府補貼	24,652	8,868
Electricity and steam income	提供電力及蒸氣收入	1,980	13,678
Scrap sales	廢品收入	5,451	6,763
Bank interest income	銀行利息收入	2,375	2,157
Rental income	租金收入	1,479	1,332
Interest income from a joint venture	合營公司之利息收入	316	324
Others	其他	804	7,364
		37,057	40,486

6. OTHER GAINS OR LOSSES

6. 其他收益或虧損

		Six months ended 30 June 截至6月30日止六個月	
		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Net gain (loss) on settlement of derivative financial instruments	衍生金融工具結算之淨收益(損失)	9,669	(2,628)
Net loss on disposal of property, plant and equipment	處置物業、廠房及設備淨損失	(2,087)	(179)
		7,582	(2,807)

7. INCOME TAX EXPENSE

7. 所得稅支出

		Six months ended 30 June	
		截至6月30日止六個月	
		2022	2021
		HK\$'000	HK\$'000
		千港元	千港元
The charge comprises:	支出包括：		
Current tax	本期稅項		
PRC Enterprise Income Tax ("EIT")	中國企業所得稅	173,870	110,707
PRC Land Appreciation Tax ("LAT")	中國土地增值稅	3,116	20,506
Withholding tax on dividend income	股息收入預扣稅	24,602	19,248
Hong Kong Profits Tax	香港利得稅	569	–
Other jurisdictions	其他司法權區	–	138
Over provision in prior years – EIT	以前年度多提中國企業所得稅	(21,872)	(14,864)
Deferred tax	遞延稅項	(24,318)	(18,969)
		155,967	116,766

The Group's major business is in the PRC. Under the Law of the PRC on EIT and its Implementation Regulation, the tax rate of the subsidiaries in the PRC is 25%.

Certain of the Group's subsidiaries operating in the PRC are eligible as High and New Technology Enterprise and are entitled to a preferential income tax rate of 15%. EIT of the PRC has been provided for after taking these tax incentives into account.

The provision of LAT is estimated according to the requirements set forth in the relevant PRC tax laws and regulations. LAT has been levied at progressive rates ranging from 30% to 60% on the appreciation of land value, represented by the excess of sale proceeds of properties over prescribed direct costs. Prescribed direct costs are defined to include costs of land use rights, development and construction costs, as well as certain costs relating to the property development. According to the State Administration of Taxation's official circulars, LAT shall be payable provisionally upon sale of the properties, followed by final ascertainment of the gain at the completion of the properties development.

Taxation arising in other jurisdiction is calculated at the rate prevailing in the relevant jurisdiction.

No provision for Hong Kong Profits Tax is made for the six months ended 30 June 2021 since there were no assessable profits. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for the six months ended 30 June 2022.

本集團的主要業務位於中國。根據中國企業所得稅法及企業所得稅法實施條例，於中國之附屬公司之稅率為25%。

本集團若干於中國經營之附屬公司符合資格作為高新技術企業，有權享有15%之優惠所得稅率。中國企業所得稅已於計入該等稅務優惠後提撥。

計提土地增值稅撥備是按有關中國稅法及規則要求估算。土地增值稅乃按土地增值金額(即物業銷售收入扣減指定直接成本後之餘額)以累進稅率30%至60%計收。指定直接成本包括土地使用權成本，發展及建築成本，以及其他關於物業發展的成本。按照國家稅務總局之官方公告，銷售物業時應暫繳土地增值稅，並於物業發展完成後確定最終收益。

其他司法權區之稅項乃按有關司法權區之課稅率而計算。

由於無應評稅利潤，故於截至2021年6月30日止六個月並無提撥香港利得稅。香港利得稅於截至2022年6月30日止六個月乃按估計應課稅盈利以16.5%計算。

Interim Results

中期業績

8. PROFIT FOR THE PERIOD

8. 期內溢利

		Six months ended 30 June	
		截至6月30日止六個月	
		2022	2021
		HK\$'000	HK\$'000
		千港元	千港元
Profit for the period has been arrived at after charging:	期內溢利已扣除：		
Directors' emoluments	董事薪酬	23,942	28,966
Other staff costs:	其他員工成本：		
Salaries and other benefits (excluding directors)	薪金及其他福利(董事除外)	170,478	141,630
Retirement benefit schemes contributions (excluding directors)	退休福利計劃供款(董事除外)	10,128	7,219
Total staff costs	員工成本總額	204,548	177,815
Finance costs:	融資成本：		
Interest on bank borrowings	利息支出－銀行借款	20,757	24,828
Interest on lease liabilities	利息支出－租賃負債	92	130
Less: amounts capitalised to property, plant and equipment	減：於物業、廠房及設備資本化之金額	-	(1,958)
		20,849	23,000
Cost of inventories recognised as expenses	已確認為支出的存貨成本	1,809,354	1,253,416
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	202,441	185,912
Depreciation of right-of-use assets	使用權資產折舊	3,044	3,006
Amortisation of intangible assets	無形資產攤銷	1,488	1,483
Total depreciation and amortisation Capitalised in inventories	折舊及攤銷合計 已計入存貨之金額	206,973 (168,575)	190,401 (162,555)
		38,398	27,846

9. DIVIDENDS

9. 股息

		Six months ended 30 June	
		截至6月30日止六個月	
		2022	2021
		HK\$'000	HK\$'000
		千港元	千港元
Final dividend paid during the period:	期內已派付之末期股息：		
2021 final dividend HK32 cents per share (2021: 2020 final dividend of HK16.5 cents per share)	2021年末期股息每股32港仙 (2021：2020年末期股息每股16.5港仙)	264,000	136,125
Interim dividend declared subsequent to period end:	期後已宣派之中期股息：		
2022 interim dividend HK38 cents per share (2021: 2021 interim dividend of HK26 cents per share)	2022年中期股息每股38港仙 (2021：2021年中期股息每股26港仙)	313,500	214,500

The Board has declared that an interim dividend of HK38 cents (2021: HK26 cents) per share for the six months ended 30 June 2022 to shareholders whose names appear in the Register of Members on 26 August 2022.

董事會議決宣派2022年6月30日止六個月之中期股息每股38港仙(2021：26港仙)予於2022年8月26日名列於股東名冊內之股東。

10. EARNINGS PER SHARE

10. 每股盈利

The calculation of the basic and diluted earnings per share is based on the profit for the period attributable to owners of the Company of HK\$891,329,000 (2021: HK\$587,028,000) and 825,000,000 (2021: 825,000,000) shares in issue during the period.

每股基本及攤薄盈利乃按本公司擁有人之期內溢利891,329,000港元(2021：587,028,000港元)及825,000,000股(2021：825,000,000股)作計算。

The calculation of diluted earnings per share is based on the profit attributable to equity shareholders of the Company and the weighted average number of ordinary shares in issue after adjusting for the potential dilutive effect caused by the share options granted under the share option scheme.

每股攤薄盈利計算乃根據本公司股東應佔溢利及已發行加權平均普通股股數，再就根據購股權計劃授出的購股權所造成的潛在攤薄影響作出調整。

		Six months ended 30 June	
		截至6月30日止六個月	
		2022	2021
		'000 Shares	'000 Shares
		千股	千股
Weighted average number of ordinary shares for the purpose of basic earnings per share	計算每股基本盈利之普通股加權平均數	825,000	825,000
Effect of deemed issue of shares under the Company's share option scheme	根據本公司的購股權計劃被視作為已發行股份之影響	38,188	861
Weighted average number of ordinary shares for the purpose of diluted earnings per share	計算每股攤薄盈利之普通股加權平均數	863,188	825,861

Interim Results

中期業績

11. ADDITIONS TO PROPERTY, PLANT AND EQUIPMENT

During the period, the Group spent approximately HK\$157 million on property, plant and equipment to expand its operation.

12. INVENTORIES

Raw materials and consumables	原材料及耗用品
Work in progress	在製品
Finished goods	製成品

30 June	31 December
2022	2021
2022年	2021年
6月30日	12月31日
HK\$'000	HK\$'000
千港元	千港元

444,136	502,407
54,188	53,236
231,392	206,832
729,716	762,475

13. TRADE AND OTHER RECEIVABLES

The Group generally allows its trade customers an average credit period ranged from 7 to 60 days.

Included in the balance are trade receivables of approximately HK\$188,938,000 (31 December 2021: HK\$156,907,000). The aged analysis of trade receivables based on invoice date at the end of the reporting period is as follows:

Not exceeding 30 days	不超過30天
31 to 60 days	31至60天
61 to 90 days	61至90天
91 to 120 days	91至120天
Over 120 days	超過120天

Trade receivables	貿易應收款
Prepayments	預付款
Deposits to suppliers	付供應商訂金
Value-added tax recoverable	可收回增值稅項
Other receivables	其他應收款

Total trade and other receivables	應收貿易及其他款項合計
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11. 添置物業、廠房及設備

期內，本集團就物業、廠房及設備添置約1.57億港元，以擴展集團業務。

12. 存貨

13. 應收貿易及其他款項

本集團一般給予貿易客戶之除賬期平均為7至60天。

應收貿易及其他款項包括應收賬款約188,938,000港元(2021年12月31日：156,907,000港元)，應收賬款於結算日按發票日期之賬齡分析如下：

30 June	31 December
2022	2021
2022年	2021年
6月30日	12月31日
HK\$'000	HK\$'000
千港元	千港元

160,560	137,225
23,287	15,609
118	3,098
3,265	920
1,708	55

188,938	156,907
65,295	87,138
89,769	33,148
17,892	37,859
10,340	8,996

372,234	324,048
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14. TRADE AND OTHER PAYABLES

Trade and other payables principally comprise amounts outstanding for trade purchases and ongoing costs. The average credit period obtained for trade purchases is 7 to 45 days.

Included in trade and other payables are trade payables of approximately HK\$199,442,000 (31 December 2021: HK\$187,762,000). The aged analysis of trade payables based on invoice date at the end of the reporting period is as follows:

		30 June	31 December
		2022	2021
		2022年	2021年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
Not exceeding 30 days	不超過30天	129,032	137,019
31 to 60 days	31至60天	32,809	27,138
61 to 90 days	61至90天	7,002	5,430
Over 90 days	90天以上	30,599	18,175
Trade payables	貿易應付款	199,442	187,762
Construction costs payables and accruals	應付工程款及預提費用	174,163	251,113
Other payables	其他應付款	112,072	140,742
Value-added tax accruals	預提增值稅項	20,686	22,355
Other accruals	其他預提費用	55,148	47,314
Total trade and other payables	應付貿易及其他款項合計	561,511	649,286
Analysed for reporting purposes as:	作報告分析用途：		
Current liabilities	流動負債	537,182	613,221
Non-current liabilities	非流動負債	24,329	36,065
		561,511	649,286

As at 30 June 2022, other payables included a non-current deferred income, amounting to HK\$19,858,000 (31 December 2021: HK\$29,561,000) received from the PRC government for an innovative technology project. The amounts will be utilised to the relevant research and development expenses.

14. 應付貿易及其他款項

應付貿易及其他款項主要包括貿易購貨及持續開支成本之未付額。貿易購貨之平均除賬期為7至45天。

應付貿易及其他款項包括應付賬款約199,442,000港元(2021年12月31日：187,762,000港元)，應付賬款於結算日按發票日期之賬齡分析如下：

截至2022年6月30日，收取了中國政府給予之創新科技項目金額為19,858,000港元(2021年12月31日：29,561,000港元)之非流動遞延收入已包含在其他應付款中。

Interim Results

中期業績

15. SHARE CAPITAL

15. 股本

		Number of ordinary shares 普通股份數目	Amount 金額 HK\$'000 千港元
Ordinary shares of HK\$0.10 each:	每股面值0.10港元之普通股：		
Authorised:	法定：		
At 1 January 2021, 30 June 2021, 1 January 2022 and 30 June 2022	於2021年1月1日、2021年 6月30日、2022年1月1日 及2022年6月30日	5,000,000,000	500,000
Issued and fully paid:	發行及繳足：		
At 1 January 2021, 30 June 2021, 1 January 2022 and 30 June 2022	於2021年1月1日、2021年 6月30日、2022年1月1日 及2022年6月30日	825,000,000	82,500

16. CAPITAL COMMITMENTS

16. 資本承擔

		30 June 2022 2022年 6月30日 HK\$'000 千港元	31 December 2021 2021年 12月31日 HK\$'000 千港元
Acquisition of property, plant and equipment	購置物業、廠房及設備	310,431	125,225
Acquisition of right-of-use assets	購置使用權資產	22,934	23,919
		333,365	149,144

17. CONNECTED AND RELATED PARTY TRANSACTIONS

During the period, the Group had significant transactions with related parties, certain of which are also deemed to be connected parties pursuant to the Listing Rules. Significant transactions with these parties during the period are as follows:

17. 關連交易

期內，本集團與相關人士(若干人士亦同時根據上市規則被視作為關連人士)進行重大交易。期間與該等人士進行的重大交易如下：

Name of related party 關連方名稱	Relationship 關係	Nature of transactions 交易性質	Six months ended 30 June 截至6月30日止六個月	
			2022 HK\$'000 千港元	2021 HK\$'000 千港元
LMP Group 理文造紙	A Group beneficially owned and controlled by family members of Mr. Lee Man Yan 由李文恩先生家族成員實益擁有及控制之公司	Electricity and steam fee paid 已付發電及蒸氣費	45,126	40,134
		Rental expense paid (Note) 已付租金費用(附註)	-	1,076
		Sales of chemical products 銷售化工產品	98,138	77,551
		Electricity & steam fee received 已收發電及蒸氣費	38,684	43,421
		Rental income received 已收租金收入	1,405	1,276
		Loading fee paid 已付裝卸費用	2,531	2,848
常熟東港置業有限公司	A joint venture 合營企業	Management fee paid 已付管理費	2,307	2,470
		Interest received 已收利息	316	324
瑞昌理文物流有限公司	A joint venture 合營企業	Pier rental charge paid 已付碼頭租賃費	1,449	1,417
瑞昌市碼頭熱力有限公司	An associate 聯營企業	Steam fee received 已收蒸氣費	8,026	3,330

Note: During the year ended 31 December 2020, the Group entered into two lease agreements with LMP Group and the Group has recognised an addition of right-of-use assets and lease liabilities. Therefore, no variable rental expense was incurred during the six months ended 30 June 2022.

附註：截至2020年12月31日止年度，本集團與理文造紙集團簽訂了兩項租賃協議，本集團已確認增加的使用權資產和租賃負債。因此，截至2022年6月30日止六個月並無產生可變租賃開支。

18. SHARE OPTION SCHEME

The Company's share option scheme (the "Scheme") was adopted pursuant to a resolution passed on 14 July 2017 for the purpose of providing incentives to directors and eligible persons (the "Participants"). The Scheme had a term of 10 years from the date which the Board of Directors resolved to offer the options to the Participants, i.e. 13 June 2017, and therefore it expired on 12 June 2026. On 14 July 2017, share options with a fair value of HK\$154,200,000 were granted and the provision of the Scheme shall remain in full force and the holder of all options granted under the Scheme prior to such termination shall be entitled to exercise the outstanding options pursuant to the terms of the Scheme until expiry of the said options.

18. 購股權計劃

本公司之購股權計劃(「計劃」)乃根據於2017年7月14日通過之決議案採納，旨在為董事及合資格人士(「參與者」)提供獎勵。該計劃自董事會決議向參與者提供期權(即2017年6月13日)起計10年，因此於2026年6月12日屆滿。於2017年7月14日，購股權以公允值154,200,000港元已獲授出，而該計劃的條款將繼續全面生效，而於終止前根據該計劃授出的所有購股權持有人有權根據計劃條款行使尚未行使購股權，直至該等計劃屆滿為止選項。

Interim Results

中期業績

18. SHARE OPTION SCHEME (CONTINUED)

The purpose of the Scheme is to reward the Participants who has contributed or will contribute to the Group and to encourage the Participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. The Scheme expressly provides that the Board of Directors may, with respect to each grant of options, determine the subscription price, the minimum period (if any) for which an option must be held before it can be exercised, performance targets (if any) and other conditions that apply to the options.

The options granted on 14 July 2017 will vest on 1 April 2022. They will be exercisable by Mr. Lee Man Yan ("Mr. Lee") during the period from 1 April 2022 to 31 March 2027 if the Group achieves the following performance targets:

- (i) all the 82,500,000 options will be exercisable from 1 April 2022 to 31 March 2027 (both dates inclusive) if the net profit for the Group's financial year ending 31 December 2021 equals or exceeds 150% of the net profit for the Group's financial year ended 31 December 2016 of HK\$216,195,000; or
- (ii) if the net profit for the Group's financial year ending 31 December 2021 cannot be achieved as per (i) above, the 82,500,000 options will be exercisable from 1 April 2023 to 31 March 2027 (both dates inclusive) if the net profit for the Group's financial year ending 31 December 2022 equals or exceeds 160% of the net profit for the Group's financial year ended 31 December 2016 of HK\$216,195,000.

The exercise price of the options conditionally granted to Mr. Lee is HK\$3.72, which was determined at the Board meeting on 13 June 2017 by reference to the highest of (i) HK\$0.1, being the par value of a share in the Company, (ii) HK\$3.72, being the closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of the above Board meeting approving the exercise price and the grant, and (iii) the average closing price of the shares in the Company as stated in the daily quotations sheets issued by the Stock Exchange for the five trading days immediately preceding the date of the above Board meeting approving the exercise price and the grant.

18. 購股權計劃(續)

該計劃旨在獎勵曾經或將為本集團作出貢獻之參與者，並鼓勵參與者為本公司及其股東之整體利益，致力於提升本公司及其股份之價值。該計劃明確訂明，就每次授出購股權而言，董事會可釐定認購價，於購股權可予行使前必須持有購股權之最短期限(如有)，表現目標(如有)及適用於購股權之其他條件。

於2017年7月14日授出的購股權將於2022年4月1日歸屬。倘本集團達致以下表現目標，該等購股權將可由李文恩先生(「李先生」)於2022年4月1日至2027年3月31日期間內予以行使：

- (i) 倘本集團截至2021年12月31日止財政年度之淨利潤等於或超過本集團截至2016年12月31日止財政年度淨利潤216,195,000港元之150%，則82,500,000份購股權將可由2022年4月1日至2027年3月31日(首尾兩天包括在內)獲悉數行使；或
- (ii) 倘本集團截至2021年12月31日止財政年度之淨利潤無法按上文(i)所述達致，則若本集團截至2022年12月31日止財政年度之淨利潤等於或超過本集團截至2016年12月31日止財政年度淨利潤216,195,000港元之160%，則82,500,000份購股權將可由2023年4月1日至2027年3月31日(首尾兩天包括在內)獲行使。

有條件授予李先生之購股權之行使價為3.72港元，已於2017年6月13日的董事會會議上參考下列三者之價格(以最高者為準)釐定：(i) 0.1港元，即股份面值，(ii) 於批准行使價及有關授出之上述董事會會議當日在聯交所發出之每日報價表所列之股份收市價3.72港元，及(iii) 於緊接就批准行使價及有關授出而召開上述董事會會議當日前五個交易日在聯交所發出之每日報價表所列之股份平均收市價。

18. SHARE OPTION SCHEME (CONTINUED)

The following table discloses movements of the Company's share options during the six months ended 30 June 2022 and 30 June 2021:

Director 董事	Date of grant 授出日期	Exercise price 行使價 HK\$ 港元	Exercisable period 行使期
Mr. Lee 李先生	14 July 2017 2017年7月14日	3.72	1 April 2022 – 31 March 2027 2022年4月1日 – 2027年3月31日

18. 購股權計劃(續)

截至2022年6月30日及2021年6月30日止六個月內，本公司購股權變動呈列如下：

		2022		2021	
		Weighted average exercise price 加權平均 行使價	Number of share options 購股權 數目 '000 千股	Weighted average exercise price 加權平均 行使價	Number of shares options 購股權 數目 '000 千股
Outstanding at the beginning of the period	期初結餘	HK\$3.72	82,500	HK\$3.72	82,500
Granted during the period	期內授出	-	-	-	-
Exercised during the period	期內行使	-	-	-	-
Lapsed during the period	期內失效	-	-	-	-
Outstanding at the end of the period	期末結餘	HK\$3.72	82,500	HK\$3.72	82,500
Exercisable at the end of the period	於期末可予行使	HK\$3.72	82,500	-	-

The estimated fair value of the share options granted under the Scheme on 14 July 2017 was approximately HK\$154,200,000, calculated using the Binomial Model (the "Model"). The inputs into the Model were as follows:

於2017年7月14日所授出購股權之估算公允價值為154,200,000港元，乃採用二項式模型(「模型」)釐定。模型的輸入數據如下：

**Share options with
an exercisable period from
1 April 2022 – 31 March 2027
購股權之行使期
由2022年4月1日 – 2027年3月31日**

Share price at date of grant	於授出日期股價	HK\$4.44
Exercise price	行使價	HK\$3.72
Expected volatility (per annum)	預期波幅(每年)	44.29%
Expected life of share options (years)	購股權預期年期(年)	9.7
Expected dividend yield	預期股息率	3.24%
Risk-free rate	無風險利率	1.52%
Fair value of share option	購股權之公允值	HK\$1.87

Interim Results

中期業績

18. SHARE OPTION SCHEME (CONTINUED)

Fair values of the share options were with reference to the valuation carried out by an independent firm of professional valuers.

Expected volatility was determined by using the historical volatility of the Company's share price. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The risk free interest rate was estimated based on the yield of 5-year exchange fund note issued by the Hong Kong Monetary Authority as of the grant date.

The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

The Group recognises the total expense of HK\$8,059,000 for the six months ended 30 June 2022 (six months ended 30 June 2021: HK\$16,208,000) in relation to share options granted by the Company.

19. REVIEW OF UNAUDITED INTERIM FINANCIAL INFORMATION

The unaudited interim financial information for the six months ended 30 June 2022 has been reviewed with no disagreement by the Audit Committee of the Company.

INTERIM DIVIDEND

The Board has declared an interim dividend of HK38 cents per share for the six months ended 30 June 2022 to shareholders whose names appear on the Register of Members on 26 August 2022. It is expected that the interim dividend will be paid around 6 September 2022.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from 23 August 2022 to 26 August 2022, both days inclusive, during which period no transfer of shares in the Company can be registered. In order to qualify for the interim dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (on or before 14 August 2022)/17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (on or after 15 August 2022), for registration no later than 4:30 p.m. on 22 August 2022.

18. 購股權計劃(續)

購股權之公允值乃參考由專業獨立估值師之評估。

預期波幅按過去五年公司股價之歷史波幅釐定。模式所採用預期年期已就不可轉讓、行使限制及行為考慮之影響按管理層最佳估計調整。

無風險利率按香港金融管理局之五年期外匯基金債券率於授出日期估計。

變數及假設用作計算購股權之公允價值乃按董事最佳估計。購股權價值由若干主觀假設之不同變數而變更。

就本公司授出之購股權，於2022年6月30日止六個月本集團已確認8,059,000港元之費用(2021年6月30日止六個月：16,208,000港元)。

19. 未經審核中期財務資料審閱

截至2022年6月30日止六個月的未經審核中期財務資料，已經由本公司的審核委員會作出審閱及並無不同意見。

中期股息

董事會議決宣派截至2022年6月30日止六個月之中期股息每股38港仙予於2022年8月26日名列股東名冊內之股東。預期中期股息將於2022年9月6日派發。

暫停辦理股份過戶登記

本公司將於2022年8月23日至2022年8月26日(首尾兩天包括在內)暫停辦理股份過戶登記手續。為符合獲派中期股息之資格，所有過戶文件連同有關股票最遲須於2022年8月22日下午4:30前送達本公司位於香港皇后大道東183號合和中心54樓(於2022年8月14日或之前)/香港夏慤道16號遠東金融中心17樓(於2022年8月15日或之後)之股份過戶登記分處卓佳秘書商務有限公司，以辦理登記手續。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

For the six months ended 30 June 2022, the Group's revenue and net profit were HK\$3,251 million and HK\$891 million, up by 43.1% and 51.8%, respectively, as compared to HK\$2,272 million and HK\$587 million for the corresponding period last year.

The Group's gross profit margin was 44.3%, down by a mild 0.5 percentage point when compared with the corresponding period last year, and net profit margin was 27.4%, increased by 1.6 percentage points when compared with the corresponding period last year.

During the period under review, for **Chemical operations**, with the pandemic situation in China once turning intense and different cities and provinces implementing various control measures, the supply chains of manufacturing industries were adversely affected. Logistics arrangements for raw materials and products were challenging and expensive. Different businesses had to limit their operation scale or even shut down operation temporarily to match pandemic control measures. Market prices of industrial raw materials including chemical products remained high because of reduced supply, which benefited the Group. For **Property operations**, the Group sold and delivered 19 more residential units of *RIVERDALE* during the period under review, bringing in sales revenue of approximately HK\$27 million.

PROSPECTS

The COVID-19 pandemic has been sporadic, disturbing and throwing supply chain off balance from time to time. In this challenging business environment, the Group will continue to maintain its highly automated operation to minimize potential impacts from the pandemic on its operations while meeting market demand. Regarding recent issues hitting the property sector in China, the Group sees minimal impact from them on its residential project *RIVERDALE* which has been fully completed. The Group will maintain its sales strategy, putting units out in the market at opportune time, and also complete works of the interior commercial spaces in good time and orderly.

The Group has been committed to expanding its product range to meet the different and unique needs of customers. Starting this year, it has been selling methyl chloride and has doubled the production capacity of polytetrafluoroethylene (PTFE) to better respond to the strong market demand for PTFE. The Group is also delighted to see the market accepting the chlorinated polyvinyl chloride (CPVC) resin, which has taken us years of efforts to develop. The Group firmly believes with products of stable quality it will be able to keep strengthening the foundation of its brand and build itself a "moat" to safeguard its profitability in the long run.

業務回顧

截至2022年6月30日止六個月，本集團收入及期內溢利分別為32.51億港元及8.91億港元，較去年同期的22.72億港元及5.87億港元，分別上升43.1%及增加51.8%。

本集團毛利率為44.3%，較去年同期微跌0.5個百分點；淨利潤率為27.4%，按年上升1.6個百分點。

化工業務方面，回顧期內，國內疫情一度變得緊張，各省市都有著不同形式的管控措施，影響製造業供應鏈，亦令原材料和製成品的運輸安排變得甚具挑戰，運輸費用亦明顯提高。配合防疫規定，不同產業的工廠產能明顯受限甚至停工，帶動化工產品等工業原材料市場價格維持高位，本集團亦因而受惠。**物業業務**方面，本集團於回顧期內再售出19個「昕悅溪」住宅單位，期內來自物業銷售收入約2,700萬港元。

展望

疫情依舊反覆，供應鏈不時出現擾動和失衡。集團在此具挑戰性的營商環境之下，會繼續維持一貫的高水平自動化運作，盡量減低疫情可能帶來的影響，滿足化工市場需求。而面對國內物業市場近期的衝擊，集團認為對已屆現樓的「昕悅溪」住宅項目影響有限，會維持其惜售策略，並會適時有序完成商業樓面部份的內部工程。

集團一直著力拓展產品種類，以滿足客戶的各種獨特需求。自今年起集團開始銷售一氯甲烷，聚四氟乙烯(PTFE)的產能亦提升近一倍，令集團更能回應市場對PTFE的殷切需求。氯化聚氯乙烯(CPVC)樹脂經集團深耕多年亦漸見市場認受。本集團深信，穩定的產品質素會繼續加固品牌基礎，長遠會成為集團盈利能力的護城河。

Management Discussion and Analysis

管理層討論及分析

With gradual phasing-out fossil-fuel powered vehicles being a global trend, the supply chain of the new energy automobile industry has been flourishing. Looking forward, the Group shall, while consolidating its core business, draw on the R&D experiences and sound reputation it has built over the years to actively prepare for stepping up investment in high-end polymers and continue to expand the footprint of its lithium battery related products business and claim a place in the lithium battery product supply chain.

This year, the Group celebrates the 10th anniversary of its Jiangxi production base, and adding to the excitement, the production base has been honoured as “Green Factory” by the Ministry of Industry and Information Technology of the People’s Republic of China. In the future, the Group will continue to pursue green manufacturing as well as clean, efficient and low-carbon development management, with the aim of achieving the long-term goal of obtaining “Grade-A Safe Production Standardization Enterprise Certification” and also delivering sustainable and satisfactory returns to shareholders.

RESULTS OF OPERATION

For the six months ended 30 June 2022 the Group’s revenue and net profit were approximately HK\$3,251 million and HK\$891 million respectively, representing an increase of 43.1% and an increase of 51.8% respectively, as compared to approximately HK\$2,272 million and HK\$587 million respectively for the corresponding period in the last year. The basic earnings per share was HK108.0 cents for the six months ended 30 June 2022 and HK71.2 cents for the last corresponding period in the last year.

Revenue

Chemical operations

For the six months ended 30 June 2022, the Group recorded a revenue from Chemical operations of approximately HK\$3,224 million, representing an increase of HK\$1,113 million or 52.7% as compared to last corresponding period. The increase in revenue was mainly attributable to the increase in unit selling price across most of primary products during the period under review. The average selling price per ton (including value-added tax, similarly hereinafter) of methyl chloride, a new product of the Group, was about RMB5,400 during the period under review. As compared to last corresponding period, the average selling price per ton of methylene chloride and chloroform was about RMB4,800 and RMB5,000, increased by approximately 23% and 32% respectively. The average selling price per ton of caustic soda was about RMB1,250, increased by approximately 108%. The average selling price per ton of polytetrafluoroethylene was about RMB56,000, which is substantially the same, while the average selling price per ton of hydrogen peroxide was about RMB950, decreased by approximately 20%.

逐步淘汰化石燃料汽車已成為世界發展的大方向，現時新能源汽車產業的供應鏈可謂百花齊放。展望未來，集團會於鞏固基業的同時，憑藉集團多年來積累的科研經驗及良好聲譽，積極準備加強投資於高分子材料，並持續拓展集團於鋰電池相關製品的版圖，於鋰電池製品的供應鏈之中鎖定席位。

今年，於集團慶祝江西生產基地十周年的同時，江西生產基地亦榮獲國家工信部「綠色工廠」的榮譽。將來，集團會繼續致力推行綠色生產，踐行清潔、高效、低碳的發展管理，以全線獲取安全生產標準化一級企業認證為長遠目標，並為股東帶來持續而理想的回報。

經營業績

截至2022年6月30日止六個月，本集團收入及期內溢利分別約32.51億港元及8.91億港元，較去年同期的22.72億港元及5.87億港元，分別上升43.1%及增加51.8%。截至2022年6月30日止六個月，每股基本盈利為108.0港仙而去年同期為71.2港仙。

收入

化工業務

截至2022年6月30日止六個月，本集團從化工業務錄得營業額約32.24億港元，較去年同期上升11.13億港元或52.7%。收入上升主要來自於回顧期間內大部份主產品銷售單價上升所貢獻。本回顧期間的集團新產品一氯甲烷的每噸平均銷售價(含增值稅，下同)為約5,400元人民幣。而與去年同期比較，二氯甲烷和三氯甲烷每噸平均銷售價分別為約4,800元人民幣及5,000元人民幣，上升約23%及32%；燒鹼每噸平均銷售價約1,250元人民幣，上升約108%；聚四氟乙烯每噸平均銷售價56,000元人民幣，大致相若；過氧化氫每噸平均銷售價950元人民幣，下跌約20%。

The actual production output of the main products for the period (including self-consumption) was approximately 210,000 tons for CMS products, approximately 287,000 tons for 100% dry basis caustic soda, approximately 7,300 tons for polytetrafluoroethylene, while for 27.5% hydrogen peroxide was approximately 193,000 tons.

Property operations

For the six months ended 30 June 2022, the Group recorded a revenue from Property operations of approximately HK\$27 million, arising from the sale and delivery a total of 19 residential units of *RIVERDALE*, being 13% of the remaining sellable units. The unsold residential units of *RIVERDALE* was 122 at the period end.

Selling and distribution expenses

Selling and distribution expenses incurred for the six months ended 30 June 2022 was approximately HK\$122 million, representing an increase of approximately HK\$8 million as compared to approximately HK\$114 million for last corresponding period. The change was mainly a combined effect of the increase in delivery costs in alignment with the increase in sales volume of the Chemical operations and the decrease in expenses for exhibitions and promotions of the Property operations. The selling and distribution expenses represented about 3.8% of the total revenue for the period, representing a decrease as compared to 5.0% of last corresponding period.

General and administrative expenses

General and administrative expenses incurred for the six months ended 30 June 2022 was approximately HK\$155 million, which increased by approximately HK\$19 million as compared to HK\$136 million for last corresponding period. The increase in general and administrative expenses during the period under review was mainly due to the increase in turnover taxes and other tax and surcharges as driven up the boosted revenue. General and administrative expenses represented approximately 4.8% of the total revenue for the period, representing a decrease as compared to 6.0% in corresponding period last year.

Research and development cost

Research and development costs for the year ended 30 June 2022 were approximately HK\$120 million, increased by approximately HK\$26 million as compared to approximately HK\$94 million for last corresponding period. During the period under review, continuous investments are being made to research and development of new products and optimization of technical processes, maintaining a strong team of senior scientists and chemical professionals, procurement of equipment and testing materials, so as to maintain the sustainable development of the Group.

期內主要產品的實際生產量(包含自用)為甲烷氯化物約21萬噸，折百燒鹼約28.7萬噸，聚四氟乙烯約7.3千噸，而27.5%過氧化氫約19.3萬噸。

物業業務

截至2022年6月30日止六個月，本集團從物業業務錄得營業額約2,700萬港元，來自出售並交付19個「昕悅溪」之住宅單位，佔餘下可售單位總數之13%。「昕悅溪」於期末之未售住宅單位為122個。

銷售及分銷費用

銷售及分銷費用截至2022年6月30日止六個月約1.22億港元，較去年同期的約1.14億港元，增加約800萬港元。變動主因是化工業務因銷售量增加帶動的付運成本增加和物業業務的展銷推廣費用減少的綜合影響。銷售及分銷費用佔期內銷售收入約3.8%，與去年同期的5.0%比較有所下跌。

行政費用

行政費用截至2022年6月30日止六個月約1.55億港元，與去年同期的約1.36億港元比較，增加約1,900萬港元。回顧期內行政費用增加，主要是營業額上升帶動若干流轉其他應交稅費增加所致。行政費用佔期內總收入約4.8%，與去年同期的6.0%比較有所下跌。

研發成本

研發成本截至2022年6月30日止六個月約1.20億港元，與去年同期的9,400萬港元比較，增加約2,600萬港元。於回顧期內集團持續投放資源在新產品研發和優化工藝技術，留聘高級及化工專業人員強大團隊，購置設備和測試物料，保持集團的可持續發展。

Management Discussion and Analysis

管理層討論及分析

Finance costs

The net interest expenses incurred for the six months ended 30 June 2022 was approximately HK\$21 million, reduced by approximately HK\$2 million as compared to approximately HK\$23 million for last corresponding period. The decrease was mainly because the reduction in outstanding loan balances.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The total shareholders' equity of the Group as at 30 June 2022 was HK\$5,981 million (31 December 2021: HK\$5,575 million). As at 30 June 2022, the Group had current assets of HK\$2,144 million (31 December 2021: HK\$2,146 million) and current liabilities of HK\$1,023 million (31 December 2021: HK\$1,339 million). The current ratio was 2.10 as at 30 June 2022 as compared to 1.60 at 31 December 2021.

The financial resources of the Group remain strong. As at 30 June 2022, the Group's bank balances and cash (including bank balances with restricted use) was HK\$354 million (31 December 2021: HK\$325 million) and the net debt amounted to HK\$268 million (31 December 2021: HK\$708 million). The net debt to equity ratio of the Group as at 30 June 2022 was 4.49% (31 December 2021: 12.70%).

During the period under review, the Group made use of the increase in cash generated from operating activities and actively lowered bank borrowings. The Group would continue to maintain sufficient cash and available banking facilities to meet its capital commitments, working capital requirements and future investments for expansion.

HUMAN RESOURCES

As at 30 June 2022, the Group has a workforce of around 2,100 people. Salaries of employees are maintained at competitive level and are reviewed annually, with close reference to the relevant labour market and economic situation. The Group also provides internal training to staff and provides bonuses based upon staff performance and profits of the Group. The Group has not experienced any significant problems with its employees or disruption to its operations due to labour disputes nor has it experienced any difficulty in the recruitment and retention of experienced staff. The Group maintains a good relationship with its employees.

融資成本

淨利息支出截至2022年6月30日止六個月約2,100萬港元，與去年同期約2,300萬港元比較，減少約200萬港元。支出減少原因是由於貸款餘額減少所致。

流動資金、財務資源及資本結構

於2022年6月30日，本集團的股東權益總額約為59.81億港元(2021年12月31日：55.75億港元)。於2022年6月30日，本集團的流動資產約為21.44億港元(2021年12月31日：21.46億港元)，而流動負債則約為10.23億港元(2021年12月31日：13.39億港元)。於2022年6月30日的流動比率為2.10，而於2021年12月31日則為1.60。

集團的財務資源保持強勁。於2022年6月30日，本集團之銀行結餘及現金(包括受限制銀行結餘)為3.54億港元(2021年12月31日：3.25億港元)，而債務淨額為2.68億港元(2021年12月31日：7.08億港元)。本集團的債務淨額對權益比率於2022年6月30日為4.49%(2021年12月31日：12.70%)。

於回顧期內，本集團把握經營活動產生的現金增加，積極償還銀行借款。本集團會繼續保持充裕的手頭現金及可供動用的銀行備用額，以應付集團的資本承擔，營運資金需要及未來的投資發展。

人力資源

於2022年6月30日，本集團有約2,100名員工。僱員薪酬維持於具競爭力水平，並會每年檢討，且密切留意有關勞工市場及經濟市況趨勢。本集團亦為僱員提供內部培訓，並按員工表現及本集團盈利發放花紅。本集團並無遭遇任何重大僱員問題，亦未曾因勞資糾紛令營運中斷，在招聘及挽留經驗豐富的員工方面亦不曾出現困難。本集團與僱員的關係良好。

Other Information

其他資料

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the current period was the Company or any of its subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2022, the interests and short positions of the directors and chief executives of the Company and their associates in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were recorded in the register required to be kept pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") of the Listing Rules, were as follows:

(a) Long positions in shares of the Company

Ordinary shares of HK\$0.10 each of the Company

Name of director 董事姓名	Capacity 身份	Number of issued ordinary shares held 所持已發行普通股份數目	Percentage of the issued share capital of the Company 佔本公司已發行股本百分比
Mr. Lee Man Yan 李文恩先生	Beneficial owner 實益擁有人	536,250,000	65%
Ms. Wai Siu Kee 衛少琦女士	Beneficial owner 實益擁有人	82,500,000	10%

(b) Share options

Name of director 董事姓名	Capacity 身份	Number of ordinary shares subject to options granted 授出的購股權所涉及的普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行股本百分比
Mr. Lee Man Yan 李文恩先生	Beneficial owner 實益擁有人	82,500,000	10%

Other than disclosed above, as at 30 June 2022, none of the directors or the chief executives, or any of their associates, had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which had to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

購買股份或債券之安排

本公司或其任何附屬公司於本期間任何時間內，概無參與任何安排，使本公司董事藉購入本公司或任何其他法人團體之股份或債權證而獲得利益。

董事於股份、相關股份及債權證中之權益

於2022年6月30日，本公司董事及最高行政人員及彼等之聯繫人於本公司或其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所、或已記錄於根據證券及期貨條例第352條須存置之登記冊、或已根據上市規則之上市規則之上市公司董事進行證券交易之標準守則（「標準守則」）知會本公司及聯交所之權益及淡倉如下：

(a) 於本公司股份之好倉

本公司每股0.10港元之普通股

(b) 購股權

除上文所披露，於2022年6月30日，本公司董事或最高行政人員於本公司或其任何相聯法團之股份、相關股份及債權證中，概無擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所、或根據證券及期貨條例第352條須記錄於該條例所指之登記冊、或根據標準守則須知會本公司及聯交所之任何權益或淡倉。

Other Information

其他資料

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2022, shareholders (other than directors and chief executives of the Company) who had interests and short positions in the shares and underlying shares of the Company which have been disclosed to the Company 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 were as follows:

Long positions

Ordinary shares of HK\$0.10 each of the Company

Name of shareholder	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company 佔已發行股本百分比
股東姓名	身份	普通股數目	股本百分比
Ms. Kwok Ching Yee Lorinda (Note) 郭靜怡女士(附註)	Interest of Spouse 配偶權益	536,250,000	65%

Note: Ms. Kwok Ching Yee Lorinda is the spouse of Mr. Lee Man Yan. She is deemed to be interested in the Shares held by Mr. Lee Man Yan under the SFO.

主要股東

於2022年6月30日，股東(本公司董事或最高行政人員除外)於本公司之股份及相關股份中，擁有已根據證券及期貨條例第XV部第2及3分部向本公司披露、或已記錄於根據證券及期貨條例第336條須由本公司存置之登記冊之權益及淡倉如下：

好倉

本公司每股0.10港元之普通股

Name of shareholder	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company 佔已發行股本百分比
股東姓名	身份	普通股數目	股本百分比
Ms. Kwok Ching Yee Lorinda (Note) 郭靜怡女士(附註)	Interest of Spouse 配偶權益	536,250,000	65%

附註：郭靜怡女士乃李文恩先生的配偶。根據證券及期貨條例，彼被視為擁有李文恩先生所持有之股份的權益。

Other than disclosed above, as at 30 June 2022, the Company has not been notified by any person (other than directors or chief executives of the Company) who had an interests or short positions in the shares or underlying shares of the Company which would fall to the disclosed to the Company under the provisions of Division 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.

除上文所披露，於2022年6月30日，概無任何人士(本公司董事或最高行政人員除外)通知本公司，指其在本公司之股份或相關股份中，擁有任何根據證券及期貨條例第XV部第2及3分部須向本公司披露、或已記錄於根據證券及期貨條例第336條須由本公司存置之登記冊之權益及淡倉。

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 six months ended 30 June 2022.

購買、出售或贖回本公司之上市證券

截至2022年6月30日止六個月內，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as a code of conduct regarding directors' securities transactions. All the members of the Board have confirmed, following specific enquiry by the Company that they have complied with the required standard as set out in the Model Code throughout the six months ended 30 June 2022.

證券交易之標準守則

本公司已採納標準守則作為董事進行證券交易之行為守則。本公司經向所有董事作出具體查詢後，全體董事皆確認截至2022年6月30日止六個月內均遵守標準守則所載之規定標準。

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

In the opinion of the directors, the Company has complied with the code provisions set out in the Corporate Governance Code (the "Code") contained in Appendix 14 to the Listing Rules throughout the six months ended 30 June 2022.

DISCLOSURE PURSUANT TO RULE 13.21 OF THE LISTING RULES

A loan facility of a subsidiary of the Company ("Loan Facility") includes the following conditions that impose specific performance obligations on Mr. Lee Man Yan ("Mr. Lee"), the controlling shareholder of the Company, that Mr. Lee and his family shall hold (directly or indirectly) not less than 51% of the issued share capital and maintain control over management and business of the Company.

As at 30 June 2022, the aggregate balance of the loans provided was HK\$300,000,000. The Loan Facility will expire on 28 November 2024.

A breach of the above undertaking will constitute an event of default, which will lead to the relevant banks being entitled not to make any further advances under the Loan Facility (if applicable) and to declare that all amounts outstanding under the Loan Facility (including interests accrued) shall immediately become due and payable.

AUDIT COMMITTEE

The Audit Committee, comprising all the independent non-executive directors of the Company, has reviewed the result of the Group for the six months ended 30 June 2022 and has discussed with the management the accounting principles and practices adopted by the Group and its internal controls and financial reporting matters.

REMUNERATION COMMITTEE

The Company established the Remuneration Committee with adopted written terms of reference which deal clearly with its authority and duties. The members of the remuneration committee comprises Mr. Wong Kai Tung, Tony, Mr. Wan Chi Keung, Aaron *BBS JP* and Mr. Heng Victor Ja Wei. All members of the remuneration committee are independent non-executive directors.

遵守企業管治常規守則

董事認為，本公司於截至2022年6月30日止六個月內一直遵守上市規則附錄十四的企業管治守則(「守則」)所轉載之守則條文。

根據上市規則第13.21條之披露

本公司之附屬公司有一貸款融資(「貸款融資」)包括下列條件，對本公司的控股股東李文恩先生(「李先生」)施加特定履行的責任，即李先生及其家庭成員擁有(直接或間接)不少於51%本公司的已發行股本並維持對管理及業務之控制。

於2022年6月30日，貸款餘額總值為300,000,000港元。該等貸款融資將於2024年11月28日屆滿。

違反上述承諾將構成違約事件，相關銀行可根據貸款融資停止提供進一步貸款(如適用)，並宣佈貸款融資項下的所有尚未償還金額(包括累計利息)即時到期及須予償還。

審核委員會

審核委員會(包括所有獨立非執行董事)已審閱本集團截至2022年6月30日止六個月之業績，與管理層檢討本集團所採納之會計原則及慣例，並就內部監控及財務報告等事宜進行討論。

薪酬委員會

本公司已成立薪酬委員會，並採納書面權責範圍以說明委員會的權限及職責。薪酬委員會成員包括王啟東先生、尹志強先生*BBS太平紳士*及邢家維先生。全部成員均為獨立非執行董事。

Other Information

其他資料

NOMINATION COMMITTEE

The Company established the Nomination Committee with adopted written terms of reference which deal clearly with its authority and duties. The members of nomination committee comprises Ms. Wai Siu Kee (Chairman), Mr. Wong Kai Tung, Tony, Mr. Wan Chi Keung, Aaron *BBS JP*, and Mr. Heng Victor Ja Wei, of which three members are independent non-executive directors.

APPRECIATION

On behalf of the Board, I would like to thank the Company's shareholders, customers and business partners for their strong support during the reporting period. In addition, I would also like to take this opportunity to thank our staff for their relentless hard work and contribution to the Group.

By Order of the Board
Wai Siu Kee
Chairman

Hong Kong, 8 August 2022

提名委員會

本公司已成立提名委員會，並採納書面權責範圍以說明委員會的權限及職責。提名委員會成員包括衛少琦女士(主席)、王啟東先生、尹志強先生*BBS太平紳士*及邢家維先生。其中三位成員為獨立非執行董事。

鳴謝

本人謹代表董事會，向本公司股東、客戶及業務夥伴於本期間給予的鼎力支持，表示衷心致意。此外，本人亦藉此機會感謝各位員工一直努力不懈，持續為本集團作出貢獻。

承董事會命
主席
衛少琦

香港，2022年8月8日

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