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稀鎂科技
REMTECH

稀鎂科技集團控股有限公司

RARE EARTH MAGNESIUM TECHNOLOGY GROUP HOLDINGS LIMITED

(臨時清盤中)

(僅作重組用途)

(於百慕達註冊成立之有限公司)

(股份代號：00601)

2020年中期業績公告

稀鎂科技集團控股有限公司(「本公司」)之董事會(「董事會」)欣然宣佈本公司及其附屬公司截至2020年6月30日止六個月期間的未經審核業績。本公告列載本公司2020年中期業績報告全文，並符合香港聯合交易所有限公司證券上市規則內有關中期業績初步公告須附載資料的要求。本公司2020年中期業績報告的印刷版本將於2020年9月8日寄發予本公司股東，並可於其時在香港交易及結算所有限公司的網站 www.hkexnews.hk 及本公司的網站 www.remt.com.hk 閱覽。

承董事會命

稀鎂科技集團控股有限公司

(臨時清盤中)

(僅作重組用途)

執行董事

沈世捷

香港，2020年8月31日

於本公告日期，本公司執行董事為沈世捷先生及池靜超先生；非執行董事為孟健教授；獨立非執行董事為鄺炳文先生、張省本先生及關毅傑先生。

董事

執行董事：

沈世捷(主席兼行政總裁)
池靜超

非執行董事：

孟健教授

獨立非執行董事：

鄭炳文
張省本
關毅傑

審核委員會

鄭炳文(主席)
張省本
關毅傑

薪酬委員會

鄭炳文(主席)
池靜超
張省本

提名委員會

沈世捷(主席)
鄭炳文
關毅傑

公司秘書

樊國民

核數師

國衛會計師事務所有限公司

DIRECTORS

Executive Directors:

Shum Sai Chit (*Chairman and Chief Executive Officer*)
Chi Jing Chao

Non-executive Director:

Professor Meng Jian

Independent Non-executive Directors:

Kwong Ping Man
Cheung Sound Poon
Kwan Ngai Kit

AUDIT COMMITTEE

Kwong Ping Man (*Chairman*)
Cheung Sound Poon
Kwan Ngai Kit

REMUNERATION COMMITTEE

Kwong Ping Man (*Chairman*)
Chi Jing Chao
Cheung Sound Poon

NOMINATION COMMITTEE

Shum Sai Chit (*Chairman*)
Kwong Ping Man
Kwan Ngai Kit

COMPANY SECRETARY

Fan Kwok Man, Raymond

AUDITORS

HLB Hodgson Impey Cheng Limited

主要往來銀行

星展銀行(香港)有限公司
交通銀行股份有限公司

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

主要辦事處

香港
九龍尖沙咀
廣東道9號
港威大廈第6座
11樓1105室

百慕達主要股份過戶登記處及 轉讓登記處

Estera Management (Bermuda) Limited
Canon's Court, 22 Victoria Street
Hamilton HM 12
Bermuda

香港股份過戶登記分處及 轉讓登記處

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心54樓

網址

<http://www.remt.com.hk>

股票代號

00601

PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited
Bank of Communication Co., Ltd

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS

Suite 1105, 11th Floor
Tower 6, The Gateway
9 Canton Road
Tsim Sha Tsui, Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA

Estera Management (Bermuda) Limited
Canon's Court, 22 Victoria Street
Hamilton HM 12
Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Secretaries Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

WEBSITE

<http://www.remt.com.hk>

STOCK CODE

00601

稀鎂科技集團控股有限公司(「本公司」或「稀鎂科技」)董事會(「董事會」)宣佈本公司及其附屬公司(統稱「本集團」)截至2020年6月30日止六個月(「回顧期內」)之未經審核簡明綜合中期業績連同2019年同期比較數字如下。

The board of directors (the "Board") of Rare Earth Magnesium Technology Group Holdings Limited (the "Company" or "REMT") announces the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively the "Group") for the six months ended 30 June 2020 ("Review Period"), together with the comparative figures for the corresponding period in 2019 as follows.

簡明綜合損益及其他全面收益表

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

截至2020年6月30日止六個月 For the six months ended 30 June 2020

		附註 Notes	截至 2020年 6月30日 止六個月 Six months ended 30 June 2020 千港元 HK\$'000 (未經審核) (Unaudited)	截至 2019年 6月30日 止六個月 Six months ended 30 June 2019 千港元 HK\$'000 (未經審核) (Unaudited)
收入	Revenue	3	368,178	726,229
銷售成本	Cost of sales		(292,713)	(519,911)
毛利	Gross profit		75,465	206,318
其他收入及收益淨額	Other income and gains, net		4,964	2,063
銷售及分銷費用	Selling and distribution costs		(4,860)	(5,030)
行政開支	Administrative expenses		(32,595)	(16,159)
財務費用	Finance costs	4	(45,769)	(37,379)
稅前(虧損)/溢利	(Loss)/profit before tax	5	(2,795)	149,813
所得稅開支	Income tax expenses	6	(9,645)	(33,518)
期內及本公司擁有人 應佔(虧損)/溢利	(Loss)/profit for the period and attributable to owners of the Company		(12,440)	116,295

簡明綜合損益及其他全面收益表(續)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

截至2020年6月30日止六個月 For the six months ended 30 June 2020

		附註 Notes	截至 2020年 6月30日 止六個月 Six months ended 30 June 2020 千港元 HK\$'000 (未經審核) (Unaudited)	截至 2019年 6月30日 止六個月 Six months ended 30 June 2019 千港元 HK\$'000 (未經審核) (Unaudited)
其他全面開支	Other comprehensive expenses			
於往後期間重新分類至 損益之其他全面開支：	Other comprehensive expenses to be reclassified to profit or loss in subsequent periods:			
折算海外業務之匯兌差額	Exchange differences on translating foreign operations		(45,658)	(28,878)
期內及本公司擁有人 應佔全面(虧損)/收入總額	Total comprehensive (loss)/income for the period and attributable to owners of the Company		(58,098)	87,417
每股(虧損)/盈利：	(Loss)/earnings per share:			
— 基本及攤薄	— basic and diluted	8	(0.19仙 cents)	1.77仙 cents

有關股息之詳情於簡明財務報表附註7披露。

Details of the dividends are disclosed in note 7 to the condensed financial statements.

簡明綜合財務狀況表

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於2020年6月30日 At 30 June 2020

		附註 Notes	2020年 6月30日 30 June 2020 千港元 HK\$'000 (未經審核) (Unaudited)	2019年 12月31日 31 December 2019 千港元 HK\$'000 (經審核) (Audited)
非流動資產	NON-CURRENT ASSETS			
物業、廠房及設備	Property, plant and equipment	9	1,456,438	1,524,989
使用權資產	Right-of-use assets		49,224	50,928
無形資產	Intangible assets		31,825	34,661
採礦權	Mining rights		44,899	45,899
已抵押銀行存款	Pledged bank deposits		—	9,549
非流動資產總額	Total non-current assets		1,582,386	1,666,026
流動資產	CURRENT ASSETS			
存貨	Inventories		283,728	186,807
應收貿易賬款及應收票據	Trade and bills receivables	10	193,169	151,471
預付款項、按金及 其他應收賬款	Prepayments, deposits and other receivables		277,402	287,879
應收稅款	Tax receivable		3,076	—
已抵押銀行存款	Pledged bank deposits		9,377	7,328
銀行及現金結餘	Bank and cash balances		32,687	254,813
流動資產總額	Total current assets		799,439	888,298
流動負債	CURRENT LIABILITIES			
應付貿易賬款	Trade payables	11	46,867	47,993
其他應付賬款及應計費用	Other payables and accruals		28,848	25,211
合約負債	Contract liabilities		17,849	19,742
借貸	Borrowings	12	406,844	315,765
可換股債券	Convertible bond		—	385,072
應付稅款	Tax payable		—	10,794
流動負債總額	Total current liabilities		500,408	804,577
流動資產淨值	NET CURRENT ASSETS		299,031	83,721
總資產減流動負債	TOTAL ASSETS LESS CURRENT LIABILITIES		1,881,417	1,749,747

簡明綜合財務狀況表(續)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

於2020年6月30日 At 30 June 2020

			2020年 6月30日 30 June 2020 千港元 HK\$'000 (未經審核) (Unaudited)	2019年 12月31日 31 December 2019 千港元 HK\$'000 (經審核) (Audited)
		附註 Notes		
非流動負債	NON-CURRENT LIABILITIES			
遞延收入	Deferred revenue		67,053	68,283
可換股債券	Convertible bond	13	404,340	—
借貸	Borrowings	12	41,540	171,677
遞延稅項負債	Deferred tax liabilities		8,749	8,872
應付一名股東之賬款	Amount due to a shareholder	14	24,959	113,028
非流動負債總額	Total non-current liabilities		546,641	361,860
資產淨值	Net assets		1,334,776	1,387,887
權益	EQUITY			
本公司擁有人 應佔股本及儲備	Capital and reserves attributable to owners of the Company			
股本	Share capital		658,439	657,439
儲備	Reserves		676,337	730,448
權益總額	Total equity		1,334,776	1,387,887

簡明綜合權益變動表

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至2020年6月30日止六個月 For the six months ended 30 June 2020

		本公司擁有人應佔										
		Attributable to owners of the Company										
		股本	股份溢價	資本贖回 儲備	可換股債券 權益儲備	購股權儲備	法定儲備	合併儲備	其他儲備	外幣換算 儲備	保留盈利	總額
		Share capital 千港元 HK\$'00 0	Share premium 千港元 HK\$'00 0	Capital redemption reserve 千港元 HK\$'00 0	Convertible equity reserve 千港元 HK\$'00 0	Share option reserve 千港元 HK\$'00 0	Statutory reserve 千港元 HK\$'00 0	Merger reserve 千港元 HK\$'00 0	Other reserve 千港元 HK\$'00 0	Translation reserve 千港元 HK\$'00 0	Retained earnings 千港元 HK\$'00 0	Total 千港元 HK\$'00 0
於2020年1月1日 (經審核)	At 1 January 2020 (Audited)	657,439	1,560,077	419	86,548	27,779	113,435	(1,500,592)	(22,233)	(218,673)	683,688	1,387,887
期內虧損	Loss for the period	-	-	-	-	-	-	-	-	-	(12,440)	(12,440)
其他全面虧損	Other comprehensive loss	-	-	-	-	-	-	-	-	(45,658)	-	(45,658)
期內全面虧損總額	Total comprehensive loss for the period	-	-	-	-	-	-	-	-	(45,658)	(12,440)	(58,098)
轉撥至儲備	Transfer to reserve	-	-	-	-	-	763	-	-	-	(763)	-
股權結算股份付款之交易	Equity settled share based transactions	-	-	-	-	1,987	-	-	-	-	-	1,987
行使購股權後發行普通股	Issue of ordinary shares upon exercise of share options	1,000	2,000	-	-	-	-	-	-	-	-	3,000
於2020年6月30日 (未經審核)	At 30 June 2020 (unaudited)	658,439	1,562,077	419	86,548	29,766	114,198	(1,500,592)	(22,233)	(264,331)	670,485	1,334,776
於2019年1月1日 (經審核)	At 1 January 2019 (Audited)	657,439	1,560,077	419	86,548	8,364	104,882	(1,500,592)	(22,233)	(139,068)	515,381	1,271,217
期內溢利	Profit for the period	-	-	-	-	-	-	-	-	-	116,295	116,295
其他全面虧損	Other comprehensive loss	-	-	-	-	-	-	-	-	(28,878)	-	(28,878)
期內全面收入總額	Total comprehensive income for the period	-	-	-	-	-	-	-	-	(28,878)	116,295	87,417
轉撥至儲備	Transfer to reserve	-	-	-	-	-	5,487	-	-	-	(5,487)	-
股權結算股份付款之交易	Equity settled share based transactions	-	-	-	-	2,953	-	-	-	-	-	2,953
於2019年6月30日 (未經審核)	At 30 June 2019 (unaudited)	657,439	1,560,077	419	86,548	11,317	110,369	(1,500,592)	(22,233)	(167,946)	626,189	1,361,587

特殊儲備指所收購之附屬公司之股份面值與本公司於本公司股份在1993年上市前集團重組時就收購事項發行之股份面值之差額。

The special reserve represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for the acquisition at the time of the group reorganisation prior to the listing of the Company's shares in 1993.

簡明綜合現金流量表

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

截至2020年6月30日止六個月 For the six months ended 30 June 2020

		截至 2020年 6月30日 止六個月 Six months ended 30 June 2020 千港元 HK\$'000 (未經審核) (Unaudited)	截至 2019年 6月30日 止六個月 Six months ended 30 June 2019 千港元 HK\$'000 (未經審核) (Unaudited)
經營活動	Operating activities		
除所得稅前(虧損)/溢利	(Loss)/profit before income tax	(2,795)	149,813
就下列項目作出調整：	Adjustments for:		
財務費用	Finance cost	45,769	37,379
以權益結算之購股權開支	Equity-settled share option expenses	1,987	2,953
銀行利息收入	Bank interest income	(352)	(870)
折舊	Depreciation	48,575	37,042
無形資產之攤銷	Amortisation of intangible assets	2,239	2,332
採礦權之攤銷	Amortisation of mining rights	175	94
確認預付土地租賃款項	Recognition of prepaid land lease payments	796	466
		96,394	229,209
存貨增加	Increase in inventories	(101,546)	(28,884)
應收貿易賬款(增加)/減少	(Increase)/decrease in trade receivables	(44,985)	53,029
其他應收賬款減少/(增加)	Decrease/(increase) in other receivables	5,370	(197,659)
應付貿易賬款(減少)/增加	(Decrease)/increase in trade payables	(325)	7,337
其他應付賬款增加/(減少)	Increase/(decrease) in other payables	2,535	(947)
經營活動(所用)/產生的現金	Cash (used in)/generated from operations	(42,557)	62,085
已付海外稅項	Overseas taxes paid	(23,492)	(20,174)
經營活動(所用)/產生的現金淨額	Net cash (used in)/generated from operating activities	(66,049)	41,911

簡明綜合現金流量表(續)
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

截至2020年6月30日止六個月 For the six months ended 30 June 2020

		截至 2020年 6月30日 止六個月 Six months ended 30 June 2020 千港元 HK\$'000 (未經審核) (Unaudited)	截至 2019年 6月30日 止六個月 Six months ended 30 June 2019 千港元 HK\$'000 (未經審核) (Unaudited)
投資活動	Investing activities		
已收利息	Interest received	352	870
購買物業、廠房及設備	Purchases of property, plant and equipment	(6,977)	(41,820)
已抵押銀行存款減少	Decrease in pledged bank deposits	7,286	15,261
投資活動產生／(所用)的現金淨額	Net cash from/(used in) investing activities	661	(25,689)
融資活動	Financing activities		
發行股份	Issue of share capital	3,000	-
已付財務費用	Finance costs paid	(10,411)	(12,039)
新造借款的所得款項	Proceeds from new borrowings	-	67,555
償還借款	Repayment of borrowings	(43,888)	(32,553)
應付一名股東之賬款減少	Decrease in amount due to a shareholder	(96,469)	(42,245)
融資活動所用的現金淨額	Net cash used in financing activities	(147,768)	(19,282)
現金及等同現金項目減少淨額	Net decrease in cash and cash equivalents	(213,156)	(3,060)
期初之現金及等同現金項目	Cash and cash equivalents at the beginning of the period	254,813	131,276
外幣匯率變動的影響，淨額	Effect of foreign exchange rate changes, net	(8,970)	(4,290)
於簡明綜合財務狀況表列賬之 期末之現金及等同現金項目	Cash and cash equivalents at the end of the period as stated in the condensed consolidated statement of financial position	32,687	123,926

簡明綜合財務報表附註

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至2020年6月30日止六個月 For the six months ended 30 June 2020

1. 編製基準

本簡明綜合財務報表乃未經審核及已根據香港會計師公會(「香港會計師公會」)頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」及香港聯合交易所有限公司主板證券上市規則(「上市規則」)附錄16之適用披露規定而編製。

茲提述本集團日期為2020年7月3日、2020年7月9日、2020年7月17日及2020年8月24日之公佈，內容有關(其中包括)以債務重組為目的而提交之清盤呈請及委任「非強制」共同臨時清盤人之申請(「共同臨時清盤人申請」)。

世紀陽光集團控股有限公司(「世紀陽光」，連同其附屬公司為「世紀陽光集團」)，為本公司的控股股東，通過其全資附屬公司Ming Xin Development Limited持有本公司約72.31%的股權。世紀陽光於新加坡交易所上市發行的本金金額為101,750,000新加坡元之7.00%票據在2020年7月3日到期時違約贖回。鑑於世紀陽光支付違約及交叉違約，構成本集團若干借款的違約事件，若干債務根據其條款須即時按要求償還。

於2020年7月3日(百慕達時間)，本公司已向百慕達最高法院(「百慕達法院」)就重組用途委任共同臨時清盤人之申請，以「非強制」原則行事，即本公司董事會仍繼續管理本公司及維持集團日常運作，而共同臨時清盤人與公司管理層一起致力於監督、督導和監察集團整體進行全面及經協調的債務和負債重組，包括維持本公司在聯交所的上市。

1. BASIS OF PREPARATION

The condensed consolidated financial statements are unaudited and have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the applicable disclosure requirements of Appendix 16 to the main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

Reference is made to the announcement of the Group dated 3 July 2020, 9 July 2020, 17 July 2020 and 24 August 2020, in relation to, among other things, the winding up petition and application for the appointment of "light touch" joint provisional liquidators (the "JPL Application") for debt restructuring purposes.

Century Sunshine Group Holdings Limited (the "CS", together with its subsidiaries the "CS Group") is the controlling shareholder of the Company, holding approximately 72.31% shareholding interest of the Company through its wholly-owned subsidiary Ming Xin Development Limited. CS has defaulted on the redemption of the Notes which is listed on SGX, in the principal amount of the SGD101,750,000 on their maturity on 3 July 2020. In terms of the CS payment default and the cross defaults constitute an event of default in respect of certain borrowings of the Group and certain debts are immediately payable on demand in accordance with their terms.

On 3 July 2020 (Bermuda time), the Company has applied to the Supreme Court of Bermuda (the "Bermuda Court") for the appointment of the "light touch" joint provisional liquidators (the "JPLs") for restructuring purpose. The board of directors of the Company will retain management of the Company, while the JPLs will work alongside the Company's management to, monitor, supervise, and oversee the implementation of a group-wide holistic and coordinated restructuring of its debts and liabilities including to maintain the listing of the Company on the Stock Exchange.

1. 編製基準 (續)

共同臨時清盤人申請已於2020年7月16日(百慕達時間)於百慕達法院進行聆訊。百慕達法院頒佈一項命令，就重組用途委任安永企業財務服務有限公司之閻正為先生及蘇潔儀女士、安永有限公司之Roy Bailey先生以及EY Cayman Ltd之Tammy Karina Fu女士(統稱為「共同臨時清盤人」)為本公司「非強制」共同臨時清盤人，並授予其共同及個別之權力。

於2020年8月7日，百慕達法院向香港高等法院發出請求書(「請求書」)，要求在香港承認共同臨時清盤人的任命和權力，以(其中包括)制定並提出重組計劃，致使本公司能夠繼續持續經營。百慕達法院亦於當日接受其中一位共同臨時清盤人Yen Ching Wai David先生之辭任。而有關Roy Bailey先生、Tammy Karina Fu女士及So Kit Yee Anita女士作為共同臨時清盤人的委任令則維持生效。共同臨時清盤人於2020年8月21日向香港高等法院提出申請，要求頒令認可共同臨時清盤人的任命，及獲得根據該請求書所給予的共同臨時清盤人權利。於2020年8月25日，香港高等法院已批准該申請。

持續經營基準

截至2020年6月30日止六個月，本集團錄得虧損約12,440,000港元，而於2020年6月30日，本集團約406,844,000港元的借貸須重續或於未來十二個月內悉數償付。此等狀況可能對本集團的持續經營能力構成疑慮。因此，本集團可能無法於日常業務過程中變現其資產及償還負債。

1. BASIS OF PREPARATION (Continued)

The JPL Application was heard before the Bermuda Court on 16 July 2020 (Bermuda time). An order was granted by the Bermuda Court for the appointment of Mr. Yen Ching Wai David and Ms. So Kit Yee Anita of Ernst & Young Transactions Limited, Mr. Roy Bailey of Ernst & Young Ltd., and Ms. Tammy Karina Fu of EY Cayman Ltd., (collectively, the "JPLs") as the "light-touch" joint provisional liquidators of the Company for restructuring purposes, with the power to act jointly and severally.

On 7 August 2020, the Bermuda Court issued a letter of request ("LOR") to the High Court of Hong Kong for the recognition of the appointment and powers of the JPLs in Hong Kong to, inter alia, develop and propose a restructuring plan to allow the Company to continue as a going concern. The Bermuda Court also accepted the resignation of one of the JPLs, Mr. Yen Ching Wai David on the same day. The JPLs appointment order remains in force in respect of Mr. Roy Bailey, Ms. Tammy Karina Fu and Ms. So Kit Yee Anita as JPLs. An application has been filed by the JPLs to the High Court of Hong Kong on 21 August 2020 for the recognition of the appointment and powers of the JPLs pursuant to the LOR. On 25 August 2020, the High Court of Hong Kong has approved the said application.

Going Concern Basis

During six months ended 30 June 2020, the Group recorded loss approximately HK\$12,440,000. And as at 30 June 2020, the Group's borrowings approximately HK\$406,844,000 are subject to renewal or to be fully repaid within the next twelve months. These conditions may cast doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realize its assets and discharge its liabilities in the normal course of business.

1. 編製基準(續)

持續經營基準(續)

本公司正(與世紀陽光協力,其為本集團若干借款的擔保人)探索債務重組之方案,藉百慕達法院監督臨時清盤制度(通常稱為「非強制」臨時清盤)下執行管理層領導之重組,從而取得法定延緩以禁止未經百慕達最高法院准許下對本公司展開或持續進行任何訴訟。本公司正在積極努力地考慮制定切實可行的重組計劃,包括但不限於以下部分或全部事項:

1. 進行股權重組以便本公司透過發行股權自第三方投資者籌集現金;
2. 進行可能涉及再融資及/或本集團負債及債務和解或安排之債務重組;
3. 可能由一個或以上的第三方投資者投資於本公司,借此為本公司籌集現金,以及可能出售非核心業務及本集團非營運中之固定資產;及/或
4. 對資本投資、生產及行政運營採取進一步的成本控制措施,以降低本集團的整體運營成本。

本公司董事認為,按持續經營基準編製綜合財務報表乃合宜之舉。該等綜合財務報表乃按持續經營基準編製,其有效程度視乎本集團能否與債權人順利磋商,並同意重續或延長現有借款,或完成債務融資以滿足到期的債務。倘本集團無法持續經營,則須於綜合財務報表作出調整以將資產價值撇減至可收回金額,以為可能進一步產生的負債作出撥備,並將非流動資產及非流動負債分別重新分類至流動資產及流動負債。此等調整的影響尚未反映於綜合財務報表內。

1. BASIS OF PREPARATION (Continued)

Going Concern Basis (Continued)

The Company is exploring options (in conjunction with CS, who is a guarantor of certain of the Group's borrowings) to restructure its debts and intends, to implement a management led restructuring by taking advantage of the court-supervised provisional liquidation regime in Bermuda, commonly known as a "light touch" provisional liquidation, which gives the Company the benefit of a statutory moratorium prohibiting the commencement or continuance of any proceedings against the Company without the leave of the Supreme Court of Bermuda. The Company is actively considering to develop a viable restructuring proposal, including but not limited to some or all of the followings:

1. equity restructuring to facilitate the raising of cash for the Company from third party investors through equity issue;
2. a debt restructuring that may involve refinancing and/or a compromise or arrangement of the debts and liabilities of the Group;
3. potential investment in the Company from one or more third party investor(s) to facilitate raising of cash for the Company and potential disposal of non-core business and non-operating fixed assets of the Group; and/or
4. implementation of further cost control measures on capital investments, production and administrative operations to reduce overall operating costs of the Group.

The directors of the Company are of the opinion that it is appropriate to prepare the consolidated financial statements on going concern basis. These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon that the Group will be able to successfully negotiate and agree with the creditors to renew or extend the existing borrowings or complete debt financing to meet its liabilities as they fall due. Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements, to write down the value of assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effect of these adjustments has not been reflected in the consolidated financial statements

2. 主要會計政策

應用香港財務報告準則之修訂

於本中期期間，本集團已就編製本集團簡明綜合財務報表首次採用香港財務報告準則標準中有關概念框架之提述的修訂及以下由香港會計師公會頒佈並於2020年1月1日或之後開始之年度期間強制生效之香港財務報告準則之修訂：

香港會計準則第1號及
香港會計準則第8號
的修訂

重大之定義

香港財務報告準則
第3號的修訂

業務之定義

香港財務報告準則
第9號、香港會計準則
第39號及香港財務
報告準則第7號的修訂

利率基準改革

此外，本集團已提早應用香港財務報告準則第16號的修訂「與新冠肺炎相關的租金寬免」。

除下文所述者外，於本期間應用香港財務報告準則標準中有關概念框架之提述的修訂及香港財務報告準則的修訂並無對本集團於本期間及過往期間的財務狀況及表現及／或於該等簡明綜合財務報表所載的披露構成重大影響。

2.1 應用香港會計準則第1號及香港會計準則第8號的修訂本「重大的定義」的影響

該等修訂本對重大提供一個定義，說明「倘忽略、錯誤說明或模糊某資料，可合理地預期影響提供某一特定申報實體財務資料之通用財務報表主要用家基於該等財務報表所作之決定，該等資料即屬重大」。該等修訂本澄清重要性將取決於資料的性質或規模，並於考慮財務報表的整體內容時個別或與其他資料一併考慮。

2. PRINCIPAL ACCOUNTING POLICIES

Application of amendments to HKFRSs

In the current interim period, the Group has applied the Amendments to References to the Conceptual Framework in HKFRS Standards and 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 2020 for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKAS 1 and HKAS 8

Definition of Material

Amendments to HKFRS 3

Definition of a Business

Amendments to HKFRS 9, HKAS 39 and HKFRS 7

Interest Rate Benchmark Reform

In addition, the Group has early applied the Amendment to HKFRS 16 "Covid-19-Related Rent Concessions".

Except as described below, the application of the Amendments to References to the Conceptual Framework in HKFRS Standards and 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.

2.1 Impacts of application on Amendments to HKAS 1 and HKAS 8 "Definition of Material"

The amendments provide a new definition of material that states "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments also clarify that materiality depends on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements taken as a whole.

2. 主要會計政策(續)

應用香港財務報告準則之修訂(續)

2.1 應用香港會計準則第1號及香港會計準則第8號的修訂本「重大的定義」的影響(續)

於本期間應用該等修訂本並無對簡明綜合財務報表構成任何影響。應用該等修訂本所引致的任何呈列及披露變動(如有)將於截至2020年12月31日止年度的綜合財務報表中反映。

2.2 應用香港財務報告準則第3號之「業務之定義」之修訂之影響及會計政策

2.2.1 會計政策

業務合併或資產收購

選擇性集中度測試

自2020年1月1日起，本集團可選擇按個別交易實施選擇性集中度測試，簡化就所收購的一組活動及資產是否屬於業務的評估。如果所收購總資產之公平值絕大部分集中於單一可識別資產或一組相似的可識別資產中，則符合集中度測試。所評估總資產不包括現金及等同現金項目、遞延稅項資產以及由遞延稅項負債的影響所致的商譽。若符合集中度測試，則該組活動及資產會被釐定為不屬於業務，因此並無需進行進一步評估。

2.2.2 過渡及影響概要

該等修訂並無對本集團簡明綜合財務報表造成影響。

2. PRINCIPAL ACCOUNTING POLICIES (Continued)

Application of amendments to HKFRSs (Continued)

2.1 Impacts of application on Amendments to HKAS 1 and HKAS 8 "Definition of Material" (Continued)

The application of the amendments in the current period had no impact on the condensed consolidated financial statements. Changes in presentation and disclosures on the application of the amendments, if any, will be reflected on the consolidated financial statements for the year ending 31 December 2020.

2.2 Impacts and accounting policies on application of Amendments to HKFRS 3 "Definition of a Business"

2.2.1 Accounting policies

Business combinations or asset acquisitions

Optional concentration test

Effective from 1 January 2020, the Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

2.2.2 Transition and summary of effects

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

3. 分部資料

向主要營運決策者內部呈報以作資源分配及分部表現的評估資料，乃集中於所交付或提供貨品或服務種類。本集團於截至2020年6月30日及2019年6月30日止期間主要從事單一分部業務，亦即製造及銷售金屬鎂相關產品。單一管理團隊向全面掌管有關整體業務分部的主要營運決策者匯報。因此，本集團並無獨立可報告分部。

3. SEGMENT INFORMATION

Information reported internally to the chief operating decision makers for the purpose of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. The Group is principally engaged in one single segment, which is manufacturing and selling magnesium related products during the period ended 30 June 2020 and 30 June 2019. A single management team reports to the chief operating decision makers who comprehensively manages such entire business segment. Accordingly, the Group does not have separately reportable segments.

4. 財務費用**4. FINANCE COSTS**

		截至 2020年 6月30日 止六個月 Six months ended 30 June 2020 千港元 HK\$'000 (未經審核) (Unaudited)	截至 2019年 6月30日 止六個月 Six months ended 30 June 2019 千港元 HK\$'000 (未經審核) (Unaudited)
須於五年內全數償還之銀行及其他借款利息	Interest on bank and other borrowings wholly repayable within five years	18,100	12,215
可換股債券利息	Interest on convertible bonds	27,669	25,164
		45,769	37,379

簡明綜合財務報表附註(續)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

截至2020年6月30日止六個月 For the six months ended 30 June 2020

5. 除所得稅前(虧損)/溢利

5. (LOSS)/PROFIT BEFORE INCOME TAX

		截至 2020年 6月30日 止六個月 Six months ended 30 June 2020 千港元 HK\$'000 (未經審核) (Unaudited)	截至 2019年 6月30日 止六個月 Six months ended 30 June 2019 千港元 HK\$'000 (未經審核) (Unaudited)
本集團之除所得稅前 (虧損)/溢利 經扣除/(計入)以下 各項後達致：	The Group's (loss)/profit before income tax has been arrived at after charging/(crediting):		
折舊	Depreciation	48,575	37,042
無形資產攤銷	Amortisation of intangible assets	2,239	2,332
採礦權攤銷	Amortisation of mining rights	175	94
預付土地租賃款項攤銷	Amortisation of prepaid land lease payments	796	466
銀行利息收入	Bank interest income	(352)	(870)

6. 所得稅開支

6. INCOME TAX EXPENSES

		截至 2020年 6月30日 止六個月 Six months ended 30 June 2020 千港元 HK\$'000 (未經審核) (Unaudited)	截至 2019年 6月30日 止六個月 Six months ended 30 June 2019 千港元 HK\$'000 (未經審核) (Unaudited)
本集團： 中國企業所得稅	The Group: PRC Enterprise Income Tax	9,645	33,518

7. 股息

7. DIVIDEND

董事會不建議向股東派發截至2020年6月30日止六個月之中期股息(2019年6月30日：無)。

The Board does not recommend any payment of interim dividend to shareholders for the six months ended 30 June 2020 (30 June 2019: Nil).

8. 本公司擁有人應佔每股(虧損)/盈利

每股基本虧損根據本公司普通股權益持有人應佔期內虧損12,440,000港元(2019年:溢利116,295,000港元)及期內普通股加權平均數6,582,796,651股(2019年:6,574,390,058股)計算。

由於未兌換可換股債券及未行使購股權對每股基本虧損具反攤薄影響,故截至2020年6月30日止六個月之每股攤薄虧損與每股基本虧損相同。

由於未兌換可換股債券及未行使購股權對每股基本盈利具反攤薄影響,故截至2019年6月30日止六個月之每股攤薄盈利與每股基本盈利相同。

9. 物業、廠房及設備

於截至2020年6月30日止六個月,本集團已購置6,977,000港元(2019年6月30日:41,820,000港元)之物業、廠房及設備。

10. 應收貿易賬款及應收票據

		2020年 6月30日 30 June 2020 千港元 HK\$'000 (未經審核) (Unaudited)	2019年 12月31日 31 December 2019 千港元 HK\$'000 (經審核) (Audited)
應收貿易賬款	Trade receivables	192,777	149,011
減值撥備	Provision for impairment	(1,726)	(1,726)
		191,051	147,285
應收票據	Bill receivables	2,118	4,186
		193,169	151,471

本集團給予其貿易客戶之信貸期不超過180天。

8. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of the basic loss per share amount is based on the loss for the period attributable to ordinary equity holders of the Company of HK\$12,440,000 (2019: profit of HK\$116,295,000) and the weighted average number of ordinary shares of 6,582,796,651 (2019: 6,574,390,058) during the period.

Diluted loss per share for the six months ended 30 June 2020 was the same as the basic loss per share as the convertible bonds and share options outstanding had anti-dilutive effects on the basic loss per share.

Diluted earnings per share for the six months ended 30 June 2019 was the same as the basic earnings per share as the convertible bonds and share options outstanding had anti-dilutive effects on the basic earnings per share.

9. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2020, the Group had acquired property, plant and equipment amounted to HK\$6,977,000 (30 June 2019: HK\$41,820,000).

10. TRADE AND BILLS RECEIVABLES

The Group allows an credit period of not more than 180 days to its trade customers.

簡明綜合財務報表附註(續)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

截至2020年6月30日止六個月 For the six months ended 30 June 2020

10. 應收貿易賬款及應收票據(續)

以下乃應收貿易賬款根據發票日期之賬齡分析：

10. TRADE AND BILLS RECEIVABLES (Continued)

The following is an aged analysis of trade receivables, based on invoice date:

		2020年 6月30日 30 June 2020 千港元 HK\$'000 (未經審核) (Unaudited)	2019年 12月31日 31 December 2019 千港元 HK\$'000 (經審核) (Audited)
0 – 60 天	0 – 60 days	19,448	113,550
61 – 90 天	61 – 90 days	47,426	33,735
超過 90 天	Over 90 days	124,177	—
		191,051	147,285

11. 應付貿易賬款

以下乃應付貿易賬款根據發票日期之賬齡分析：

11. TRADE PAYABLES

The following is an aged analysis of trade payables, based on invoice date:

		2020年 6月30日 30 June 2020 千港元 HK\$'000 (未經審核) (Unaudited)	2019年 12月31日 31 December 2019 千港元 HK\$'000 (經審核) (Audited)
0 – 60 天	0 – 60 days	14,277	29,319
61 – 90 天	61 – 90 days	6,196	696
超過 90 天	Over 90 days	26,394	17,978
		46,867	47,993

簡明綜合財務報表附註(續)
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

截至2020年6月30日止六個月 For the six months ended 30 June 2020

12. 借貸

12. BORROWINGS

		附註 Notes	2020年 6月30日 30 June 2020 千港元 HK\$'000 (未經審核) (Unaudited)	2019年 12月31日 31 December 2019 千港元 HK\$'000 (經審核) (Audited)
銀行借貸	Bank borrowings		126,123	151,508
其他借貸	Other borrowings	(ii)&(iii)	322,261	335,934
			448,384	487,442
借貸：	Borrowings:			
一年內或按要求償還	Within one year or on demand		406,844	315,765
一年以上但不超過五年	More than one year but not exceeding five years		41,540	171,677
			448,384	487,442
減：列作流動負債之款項	Less: Amounts shown under current liabilities		(406,844)	(315,765)
列作非流動負債之款項	Amounts shown under non-current liabilities		41,540	171,677
借貸：	Borrowings:			
有抵押	Secured	(i)	245,611	275,550
無抵押	Unsecured		202,773	211,892
			448,384	487,442

附註：

- (i) 有抵押借款約245,611,000港元(2019年12月31日：275,550,000港元)由公司擔保以及已抵押銀行存款、物業、廠房及設備及使用權資產約423,293,000港元(2019年12月31日：466,392,000港元)作擔保。
- (ii) 其他借款包括(a)國際金融公司的貸款約42,098,000港元(2019年12月31日：63,461,000港元)及(b)債券約280,163,000港元(2019年12月31日：272,473,000港元)。
- (iii) 國際金融公司授出的貸款以(i)世紀陽光集團控股有限公司提供的公司擔保；(ii)主要股東Alpha Sino International Limited擁有之世紀陽光集團控股有限公司股份質押；及(iii)銀行存款約9,377,000港元(2019年12月31日：16,877,000港元)作抵押。
- (iv) 於2020年6月30日，借款的加權實際利率約為7.65%(2019年12月31日：7.33%)。

Notes:

- (i) Secured borrowing of approximately HK\$245,611,000 (31 December 2019: HK\$275,550,000) were guaranteed by the corporate guarantee and pledged bank deposits, property, plant and equipment and right-of-use assets of approximately HK\$423,293,000 (31 December 2019: HK\$466,392,000).
- (ii) Included in other borrowings was (a) IFC loan of approximately HK\$42,098,000 (31 December 2019: HK\$63,461,000) and (b) bond of approximately HK\$280,163,000 (31 December 2019: HK\$272,473,000).
- (iii) The loan granted by IFC was secured by (i) corporate guarantee given by Century Sunshine Group Holdings Limited; (ii) pledged of shares in Century Sunshine Group Holdings Limited as owned by Alpha Sino International Limited, the substantial shareholder; and (iii) deposit with banks of approximately HK\$9,377,000 (31 December 2019: HK\$16,877,000).
- (iv) The weighted effective interest rate of borrowings as at 30 June 2020 is approximately 7.65% (31 December 2019: 7.33%).

13. 可換股債券

於2017年11月30日，作為收購永洋集團代價的一部份，本公司根據首智投資有限公司、Sure Sino Global Limited、世紀陽光集團控股有限公司及本公司訂立之買賣協議，發行按每年4%計息，須每半年期末時支付，本金總額為420,000,000港元之可換股債券。

根據本集團之會計政策，可換股債券根據合約安排內容，以及金融負債及權益工具之定義獲個別分類為金融負債及權益。倘換股權將透過以固定金額現金或另一項金融資產換取固定數目之本公司本身權益工具結算，則為權益工具。負債部分之公平值採用類似不可兌換工具之現行市場利率進行估計。可換股債券之公平值評估由獨立專業估值師進行。權益部份於「可換股債券權益儲備」一節列值為權益。負債部份於初始確認時的實際年利率為14.6%。

可換股債券賦予債券持有人權利，以換股價0.40港元轉換為股份。由發行日起計，可換股債券有效期為三年。轉換可於可換股債券到期日之前隨時進行。本公司將於到期日贖回尚未獲轉換之可換股債券。

於2020年1月15日，可換股債券現有持有人根據本公司作出的若干承諾，同意將可換股債券的到期日再延期三年至2023年1月31日。本金額為420,000,000港元的可換股債券延期至2023年1月31日，惟須獲得本公司獨立股東於2020年3月11日批准。自2020年12月1日(包括該日)起至2023年1月31日(不包括該日)止，可換股債券之利率由每年4%改為每年3%。該等詳情載於本公司日期為2020年1月15日的公告及2020年2月18日的通函。

13. CONVERTIBLE BOND

On 30 November 2017, as part of consideration for the acquisition of the Fullocean Group, the Company has issued convertible bonds which bear an interest of 4% per annum payable in arrear semi-annually with aggregate principal amount of HK\$420,000,000 pursuant to the sale and purchase agreement entered into by Capital Idea Investments Limited, Sure Sino Global Limited, Century Sunshine Group Holdings Limited and the Company.

According to the Group's accounting policy, the convertible bonds are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument. The fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. The fair value assessment of the convertible bonds was performed by an independent professional valuer. The equity element is presented in equity under the heading of "convertible bond equity reserve". The effective interest rate of the liability element on initial recognition is 14.6% per annum.

The convertible bonds entitle the bondholder to convert to shares at a conversion price of HK\$0.40. The maturity date of the Convertible Bonds is the 3 year from the date of issue. Conversion may occur at any time before maturity date of the Convertible Bonds. The Company will redeem the convertible bonds if the bonds have not been converted on maturity date.

On 15 January 2020, the existing holders of the Convertible Bonds agreed to extend the maturity date, subject to the certain undertakings given by the Company, for a further three years to 31 January 2023. Convertible Bonds with principal amount of HK\$420,000,000 were extended to 31 January 2023, subject to the approval from the independent shareholders of Company on 11 March 2020. The interest rate of Convertible Bonds will be changed from 4% per annum to 3% per annum from (and including) 1 December 2020 thereof up to (and excluding) 31 January 2023. Details of these are set out in the Company's announcements dated 15 January 2020 and circular dated 18 February 2020.

13. 可換股債券(續)

於綜合財務狀況表確認的可換股債券負債部分計算如下：

13. CONVERTIBLE BOND (continued)

The liability component of convertible bond recognised in the statement of consolidated financial position was calculated as follow:

		千港元 HK\$'000
於2019年12月31日及 2020年1月1日	As at 31 December 2019 and 1 January 2020	385,072
計入實際利息開支 已付及應付利息開支	Effective interest expenses charged Interest expenses paid and payable	27,668 (8,400)
於2020年6月30日	As 30 June 2020	404,340

14. 應付一名股東之賬款

應付一名股東之賬款為無抵押、不計息及無固定還款期。

14. AMOUNT DUE TO A SHAREHOLDER

The amount due to a shareholder is unsecured, non-interest-bearing and has no fixed terms of repayment.

15. 承擔**15. COMMITMENTS**

		2020年 6月30日 30 June 2020 千港元 HK\$'000 (未經審核) (Unaudited)	2019年 12月31日 31 December 2019 千港元 HK\$'000 (經審核) (Audited)
已訂約但未作撥備： 物業、廠房及設備	Contracted, but not provided for: Property, plant and equipment	35,253	25,746

簡明綜合財務報表附註(續)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

截至2020年6月30日止六個月 For the six months ended 30 June 2020

16. 重大關連人士交易

- (a) 除在此等財務報表其他章節詳述的交易外，於年內，本集團有下列重大關連人士交易：

16. MATERIAL RELATED PARTY TRANSACTION

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

		截至2020年 6月30日 止年度 Year ended 30 June 2020 千港元 HK\$'000	截至2019年 6月30日 止年度 Year ended 30 June 2019 千港元 HK\$'000
	附註 Note		
向居間控股公司支付之 管理費	Management fee paid to an intermediate holding company (i)	600	600

附註：

- (i) 向居間控股公司支付之管理費按每月100,000港元(2019年：100,000港元)收取。

Notes:

- (i) The management fee paid to an intermediate holding company was charged at a monthly rate of HK\$100,000 (2019: HK\$100,000).

- (b) 於2020年6月30日，應付一名股東之款項約為24,959,000港元(2019年：113,028,000港元)。該款項為無抵押、免息及並無固定還款期(附註14)。

- (b) As at 30 June 2020, the amount due to a shareholder is approximately HK\$24,959,000 (2019: HK\$113,028,000). The amount is unsecured, non-interest bearing and have no fixed terms of repayment (note 14).

16. 重大關連人士交易(續)

- (c) 於截至2020年6月30日止六個月期間，本集團給予主要管理層95,000港元(2019年6月30日：95,000港元)作為董事酬金。

除第(a)及(b)項所披露外，董事認為，附註16及財務報表的其他部分所披露之其他關連人士交易並不符合上市規則第14A章中「關連交易」的定義；

董事確認，第(a)項所載「向居間控股公司支付之管理費」項下交易獲完全豁免遵守上市規則第14A.73條及第14A.76條之申報、公告、通函及股東批准規定。

董事確認，第(b)項所載「應付一名股東之款項」項下交易乃按一般或更好的商業條款進行，且並非以本集團資產作抵押，因此獲完全豁免遵守上市規則第14A.73條及第14A.90條之申報、公告、通函及股東批准規定。

16. MATERIAL RELATED PARTY TRANSACTION (continued)

- (c) During the six months ended 30 June 2020, the compensation to key management amounts to HK\$95,000 (30 June 2019: HK\$95,000) representing director's remuneration.

Save as disclosed in the item (a) and (b), the Directors consider that the other related party transactions disclosed in the Note 16 and elsewhere in these financial statements do not fall under the definition of "connected transaction" in Chapter 14A of the Listing Rules;

The Directors confirm that the transactions under "management fee paid to an intermediate holding company" set forth in item (a) are fully exempt from the reporting, announcement, circular and shareholders' approval requirements under Rule 14A.73 and Rule 14A.76 of the Listing Rules.

The Directors confirm that the transaction under "amount due to a shareholder" set forth in item (b) was conducted on normal commercial terms or better, and not secured by the assets of the Group, and thus are fully exempt from the reporting, announcement, circular and shareholders' approval requirements under Rule 14A.73 and Rule 14A.90 of the Listing Rules.

17. 報告期後事項

清盤呈請

茲提述本集團日期為2020年7月3日、2020年7月9日、2020年7月17日及2020年8月24日之公佈(「該等公佈」)，內容有關(其中包括)以債務重組為目的而提交之清盤呈請(「呈請」)及委任「非強制」共同臨時清盤人之申請(「共同臨時清盤人申請」)。

世紀陽光集團控股有限公司(「世紀陽光」，連同其附屬公司為「世紀陽光集團」)，為本公司的控股股東，通過其全資附屬公司Ming Xin Development Limited持有本公司約72.31%的股權。世紀陽光於新加坡交易所上市發行的本金金額為101,750,000新加坡元之7.00%票據在2020年7月3日到期時違約贖回。鑑於世紀陽光支付違約及交叉違約，構成本集團若干借款的違約事件，若干債務根據其條款須即時按要求償還。

於2020年7月3日(百慕達時間)，本公司已向百慕達最高法院(「百慕達法院」)就重組用途委任共同臨時清盤人之申請，以「非強制」原則行事，即本公司董事會仍繼續管理本公司及維持集團日常運作，而共同臨時清盤人與公司管理層一起致力於監督、督導和監察集團整體進行全面及經協調的債務和負債重組，包括維持本公司在聯交所的上市。

共同臨時清盤人申請已於2020年7月16日(百慕達時間)於百慕達法院進行聆訊。百慕達法院頒佈一項命令，就重組用途委任安永企業財務服務有限公司之閻正為先生及蘇潔儀女士、安永有限公司之Roy Bailey先生以及EY Cayman Ltd之Tammy Karina Fu女士(統稱為「共同臨時清盤人」)為本公司「非強制」共同臨時清盤人，並授予其共同及個別之權力。

17. EVENTS AFTER THE REPORTING PERIOD

WINDING UP PETITION

Reference is made to the announcement of the Group dated 3 July 2020, 9 July 2020, 17 July 2020 and 24 August 2020 (the "Announcements"), in relation to, among other things, the winding up petition (the "Petition") and application for the appointment of "light touch" joint provisional liquidators (the "JPL Application") for debt restructuring purposes.

Century Sunshine Group Holdings Limited (the "CS", together with its subsidiaries the "CS Group") is the controlling shareholder of the Company, holding approximately 72.31% shareholding interest of the Company through its wholly-owned subsidiary Ming Xin Development Limited. CS has defaulted on the redemption of the Notes which is listed on SGX, in the principal amount of the SGD101,750,000 on their maturity on 3 July 2020. In terms of the CS Payment Default and the cross defaults constitute an event of default in respect of certain borrowings of the Group and certain debts are immediately payable on demand in accordance with their terms.

On 3 July 2020 (Bermuda time), the Company has applied to the Supreme Court of Bermuda (the "Bermuda Court") for the appointment of the "light touch" joint provisional liquidators (the "JPLs") for restructuring purpose. The board of directors of the Company will retain management of the Company, while the JPLs will work alongside the Company's management to, monitor, supervise, and oversee the implementation of a group-wide holistic and coordinated restructuring of its debts and liabilities including to maintain the listing of the Company on the Stock Exchange.

The JPL Application was heard before the Bermuda Court on 16 July 2020 (Bermuda time). An order was granted by the Bermuda Court for the appointment of Mr. Yen Ching Wai David and Ms. So Kit Yee Anita of Ernst & Young Transactions Limited, Mr. Roy Bailey of Ernst & Young Ltd., and Ms. Tammy Karina Fu of EY Cayman Ltd., (collectively, the "JPLs") as the "light-touch" joint provisional liquidators of the Company for restructuring purposes, with the power to act jointly and severally.

17. 報告期後事項(續)**清盤呈請(續)**

於2020年8月7日，百慕達法院向香港高等法院發出請求書(「請求書」)，要求在香港承認共同臨時清盤人的任命和權力，以(其中包括)制定並提出重組計劃，致使本公司能夠繼續持續經營。百慕達法院亦於當日接受其中一位共同臨時清盤人Yen Ching Wai David先生之辭任。而有關Roy Bailey先生、Tammy Karina Fu女士及So Kit Yee Anita女士作為共同臨時清盤人的委任令則維持生效。

於2020年8月20日，本公司在香港的授權代表以掛號信方式接收一間銀行(「該銀行」)針對本公司在香港特別行政區高等法院(「高等法院」)頒出附有完整申訴陳述書(「申訴陳述書」)的傳訊令狀(「傳訊令狀」)(訴訟編號：高院民事訴訟案件2020年第1353號)。

根據申訴陳述書，該銀行根據本公司(作為借款人)與該銀行(作為貸款人)於2019年5月15日訂立的融資函件及補充融資函件(「該融資」)，涉及授出本金額最高33,000,000港元的定期貸款(「該貸款」)，向本公司提呈申索。該銀行向本公司索償(其中包括)22,893,397.29港元，連同拖欠利息及額外款項，或其他減免及相關費用。本公司正就上述事項尋求法律意見。

共同臨時清盤人於2020年8月21日向香港高等法院提出申請，要求頒令認可共同臨時清盤人的任命，及獲得根據該請求書所給予的共同臨時清盤人權利。於2020年8月25日，香港高等法院已批准該申請。

17. EVENTS AFTER THE REPORTING PERIOD (continued)**WINDING UP PETITION (continued)**

On 7 August 2020, the Bermuda Court issued a letter of request ("LOR") to the High Court of Hong Kong for the recognition of the appointment and powers of the JPLs in Hong Kong to, inter alia, develop and propose a restructuring plan to allow the Company to continue as a going concern. The Bermuda Court also accepted the resignation of one of the JPLs, Mr. Yen Ching Wai David on the same day. The JPLs appointment order remains in force in respect of Mr. Roy Bailey, Ms. Tammy Karina Fu and Ms. So Kit Yee Anita as JPLs.

On 20 August 2020, a writ of summons (the "Writ") endorsed with the full statement of claim (the "Statement of Claim") was issued in the High Court of The Hong Kong Special Administrative Region (the "High Court") (action number HCA 1354 of 2020) by a bank (the "Bank") against the Company was received by the Company's authorized representative in Hong Kong via registered post.

According to the Statement of Claim, the Bank is pursuing claims against the Company pursuant to a facility letter dated 15 May 2019 entered into between the Company (as borrower) and the Bank (as lender) (the "Facility") in respect of the granting of a term loan in the principal amount of up to HK\$33,000,000 (the "Loan"). The Bank is claiming against the Company for, inter alia, a sum of HK\$22,893,397.29 as well as the default interest thereon, further or other relief and related costs. The Company is in the course of seeking legal advice in respect of the above matter.

An application has been filed by the JPLs to the High Court of Hong Kong on 21 August 2020 for the recognition of the appointment and powers of the JPLs pursuant to the LOR. On 25 August 2020, the High Court of Hong Kong has approved the said application.

18. 或然負債

茲提述該等財務報表附註1所披露者，鑑於世紀陽光支付違約及交叉違約，構成本集團若干借款的違約事件，若干債務根據其條款須即時按要求償還，本公司預計不太可能為未來數個月到期的離岸借款再融資。本公司將另行刊發公佈以向本公司股東及投資者提供最新有關財務重組及相關重大法律訴訟的進一步進展。

18. CONTINGENT LIABILITIES

Reference is made to the disclosure in Note 1 of these financial statements, in terms of the CS's payment default and the cross defaults constitute an event of default in respect of certain borrowings of the Group and certain debts are immediately payable on demand in accordance with their terms, the Company anticipate that it is unlikely to be able to refinance its offshore borrowings that will fall due in the next couple of months. Further announcement(s) will be made by the Company to update the shareholders and investors of the Company in relation to any developments on the financial reorganization and related material legal proceedings.

行業回顧

2020年註定是人類歷史畫卷中濃墨重彩的一筆，對於各行各業來說都是非同尋常、極具挑戰的一年。自2020年初以來，新冠肺炎疫情在全球大流行，1月30日世界衛生組織宣佈新型冠狀病毒疫情為國際關注的突發公共衛生事件，對來勢洶洶的疫情各國所採取的嚴防嚴控措施，也對社會經濟造成嚴重衝擊。據IMF於2020年6月30日發佈的2020年GDP預測，全球GDP增速為-4.9%，美國GDP增速為-8%，中國GDP增速仍為正增長1%，同比下降5.1百分點；歐元區最為嚴重，增速為-10.2%，自去年下降11.5百分點。

中國陸地鎂資源儲量佔全球陸地總儲量的60%，居世界第一，中國是全球第一鎂供應大國。2019年全球原鎂產量為116.5萬噸，中國就貢獻了約97萬噸，中國原鎂產量在全球的市場份額超過83%。儘管中國國內鎂應用量逐步上升，成為全球第一大鎂消費國，但是中國原鎂出口量仍然佔據了產量的一半左右。從上半年情況來看，由於國外鋁廠、汽車廠相繼停產，導致中國鎂產品出口訂單大幅削減，而且鎂產品出口的目的地大多是疫情比較嚴重的地區，可能相當一段時間內難以完全恢復正常，對於鎂產品這樣以出口為導向的產業，全球疫情帶來的影響是嚴峻的。

INDUSTRY REVIEW

The year 2020 is destined to be very memorable in history, an extraordinary and challenging year for all industries. Since the beginning of 2020, the COVID-19 epidemic broke out all over the world. On 30 January, WHO has declared the outbreak of novel coronavirus as a Public Health Emergency of International Concern. The raging epidemic and the series of prevention and control measures have severely impacted the global economy. According to the 2020 GDP forecast by IMF on 30 June, 2020, the global GDP growth rate is -4.9%. The GDP growth in the U.S. is -8%. China's GDP growth, though still 1%, is down 5.1ppt from last year. The Eurozone is the worst, with GDP growth of -10.2%, down 11.5ppt from last year.

China's underground magnesium reserves account for 60% of the total global reserves, and is ranked the first in the world. China is the world's largest magnesium supplier making 970,000 tons of raw magnesium, while the global output was 1.165 million tons in 2019. China's raw magnesium production is over 83% of the global output. Although the domestic consumption of magnesium has gradually increased and China has become the world's largest consumer of magnesium, the export of China's raw magnesium products still accounts for about half of the total output. In the first half of the year, because foreign aluminum plants and automobile factories have suspended production, the magnesium products export declined. Most of the export destinations are areas where the epidemic is rather severe. It may take a long time for the production to resume normal in those regions. The negative impact of the global epidemic outbreak on the magnesium industry, which is export-oriented, is severe.

業務回顧

全球性新冠肺炎疫情的持續蔓延對於本集團的經營影響顯而易見，2020年第一季度受到中國內地嚴厲的交通社交管控措施的影響，部分員工於新年假期後未能及時返崗以及部分地區封關造成物流不暢，使得業務不能正常運營或僅有限度運營。隨著國外的疫情持續蔓延和中美關係的緊張局勢加劇，本集團下游客戶受出口訂單疲軟的影響，導致本集團銷售銳減和應收賬款的回收週期延長。與此同時，由於境外新冠肺炎患者輸入以及未查明源頭的原因，本集團生產基地所在地東北地區以及新疆地區先後出現疫情反復，本集團因應疫情防控的需要，實行嚴格的防控措施，影響到企業的運轉和效益。

截至2020年6月30日止六個月(「期內」)，本集團整體收入為368,178,000港元，較2019年同期的726,229,000港元，減少約49.3%。鎂產品業務之整體毛利率為20.5%，較去年同期的28.4%，減少約7.9百分點。總銷量由2019年同期的28,395噸下降至期內的18,674噸。期內稅後虧損為12,440,000港元(2019年同期稅後利潤：116,295,000港元)。

BUSINESS REVIEW

The continued global spread of COVID-19 has an obvious impact on the Group's operations. In the first quarter of 2020, due to the strict social and transportation control measures in China, some employees failed to return to work on time after the Chinese New Year holidays. Some regions were closed, resulting in the logistics obstruction. Businesses were not operated normally or only operated on a limited basis. With the spread of the epidemic abroad and the increasing tension between China and the United States, the downstream customers of magnesium businesses have been affected by the weak export orders. This leads to a sharp decline in the sales of the Group and longer receivable collection cycles. Meanwhile, the importation of COVID-19 patients from overseas and from some unknown virus sources, have caused the resurgence of epidemic in Northeast China and Xinjiang regions, where the Group's production bases locate. Due to epidemic prevention and control, the Group has implemented strict measures, which has also affected the operation and efficiency of the enterprise.

For the six months ended 30 June 2020 (the "Period"), the Group's overall revenue amounted to HK\$368,178,000, representing a decrease of approximately 49.3% compared with HK\$726,229,000 for the same period in 2019. The overall gross profit margin of the magnesium products business was 20.5%, representing a decrease of approximately 7.9ppt compared with 28.4% for the same period last year. The sales volume decreased from 28,395 tons in the corresponding period last year to 18,674 tons in the Period. The loss after tax for the Period is HK\$12,440,000 (the profit after tax for the same period in 2019: HK\$116,295,000).

展望

鎂合金的應用非常廣泛，不局限於單一行業。鎂合金具有多項非常優良的應用性能，是目前質量最輕的金屬結構材料，隨著科學技術不斷突破和鎂合金生產工藝不斷提升，鎂合金作為新型輕質材料，在汽車、3C、航空航天、醫療、5G、動力電池等領域的應用將逐漸普及，伴隨社會經濟節能減排的要求提升以及材料行業迭代更新，為金屬鎂及鎂合金提供了廣闊的市場前景，帶動全球鎂產品需求保持增長。

新冠肺炎疫情仍在全球持續蔓延，疫情爆發至今，已有8個多月，許多國家的疫情還未得到有效控制，此起彼伏，中國內地部分地區以及香港的疫情情況也出現多次反復。全球全面復工復產仍然需時。本集團將會密切關注疫情，調整運營策略，應對市場變化。此次突發公共衛生事件給全球帶來更多的反思和籌劃，各國將更加重視在公共衛生健康、搶險救災、應急反應、生態環境、信息安全等方面的創新和投入，補齊社會短板。這些領域將為鎂產品的應用提供了大顯身手的廣闊空間。我們相信在後疫情時代，鎂產品將被激發並展現出更多的材料自信、市場自信、創造自信和產業自信，鎂行業也將進入一個具充足機會發展的新時代！

PROSPECT

Magnesium alloys are widely used and not limited to a single industry. Magnesium alloys possess many noticeable attributes and are the lightest metal structural materials at present. With the continuous breakthrough in technology, and the continuous improvement of the production process, as a new type of lightweight material, magnesium products will be gradually commonly used in automobiles, 3C electronic devices, aerospace, medical, 5G, power battery, etc. Along with stricter requirements in energy conservation and emissions reduction, and the continual evolution of the material application, the prospect of magnesium is promising, and the global demand for magnesium products is expected to surge.

The COVID-19 epidemic continues to spread around the world. It has been more than eight months since the outbreak began, and the epidemic has not been effectively brought under control in many countries. There have been resurgences of epidemics in some parts of mainland China and Hong Kong. The chance of restoration of normal industrial operations globally is still slim. The Group will pay close attention to the epidemic and adjust its strategies, and respond to market changes. After the epidemic, countries will be much more serious in contingency planning, pay more attention to innovation and investment in public health, disaster relief, emergency response, ecological environment and information security, to make up for past deficiencies. These will provide ample space for the application of magnesium products. We believe that in the post-epidemic era, magnesium products will continue to show its charm and further establish solid confidence amongst consumers. It is foreseen that the magnesium industry is entering a new era with ample spaces for development.

財務回顧

FINANCIAL REVIEW

		2020年 2020 千港元 HK\$'000 (未經審核) (Unaudited)	2019年 2019 千港元 HK\$'000 (未經審核) (Unaudited)	2018年 2018 千港元 HK\$'000 (未經審核) (Unaudited)
損益表 Statement of profit or loss				
收入	Revenue	368,178	726,229	795,638
毛利	Gross profit	75,465	206,318	202,665
毛利率	Gross profit margin	20.5%	28.4%	25.5%
息稅攤銷折舊前利潤 (經常性)	EBITDA (recurring)	94,759	227,126	213,347
息稅攤銷折舊前利潤率	EBITDA margin	25.7%	31.3%	26.8%
股東應佔(虧損)/溢利	(Loss)/profit attributable to owners of the Company	(12,440)	116,295	105,050
純利率	Net profit margin	不適用 N/A	16.0%	13.2%

其他營運費用分析

銷售及分銷支出

銷售及分銷支出約為4,860,000港元(2019年：5,030,000港元)主要包括營銷費用及銷售人員工資，銷售及分銷支出和收入比率約1.3%(2019年：0.7%)。

行政支出

行政支出主要包括員工薪酬、折舊及攤銷、審核及專業費用、研究及開發等費用。本期之行政支出約為32,595,000港元(2019年：16,159,000港元)，同比增加約16,436,000港元，行政支出增加主要由於研發費用同比增加約7,357,000港元，以及由於國內疫情導致減產，因此其年內之部份生產成本須自銷售成本重新分類至行政開支所致。

OTHER OPERATING EXPENSES ANALYSIS

Selling and distribution expenses

Selling and distribution expenses were approximately HK\$4,860,000 (2019: HK\$5,030,000), which mainly comprised of marketing expenses and sales staff wages. Selling and distribution expenses to income ratio was approximately 1.3% (2019: 0.7%).

Administrative expenses

Administrative expenses mainly comprised of expenses such as staff remuneration, depreciation and amortization, audit and professional fees and research and development. The administrative expenses for the period was approximately HK\$32,595,000 (2019: HK\$16,159,000), representing a year-on-year increase of approximately HK\$16,436,000. The increase in administrative expenses was mainly attributable to R&D expenses increased approximately HK\$7,357,000 year-on-year and decrease in production resulting from the national epidemic, therefore part of the production costs during the year had to be reclassified from cost of sales to administrative expenses.

財務費用

財務費用約為45,769,000港元(2019年：37,379,000港元)，同比增加約8,390,000港元。其中，約27,669,000港元(2019年：25,164,000港元)為向控股股東Ming Xin Developments Limited發行的可換股債券之會計利息，由於可換股債券包含換股權，其會計利息於本公司之未經審核綜合財務報表須以公平值入賬。該可換股債券每年應付利息實際按4%計算，即8,400,000港元(2019年：8,400,000港元)。於2020年1月15日，本公司與Ming Xin Developments Limited協議可換股債券之若干條款須作出修訂，修訂如下：(一)到期日由2020年11月30日延長至2023年1月31日。(二)年利率自2020年12月1日起直至2023年1月31日止由4%減至3%。該修訂建議已於2020年3月11日召開之股東特別大會獲得通過。詳情請見本公司於2020年1月15日及2020年2月18日於香港聯交所網站上載之公告及通函。

流動性及財務資源

我們的現金主要用於滿足我們的營運資金需要及資本開支需要。我們的營運資金需要及資本開支需求主要透過股東權益、經營所得現金及借款獲得資金支持。本集團採取審慎的現金及財務管理政策。為更好地控制成本及盡可能降低資金成本，本集團財資活動和現金及現金等價物一般存放於銀行等若干金融機構，且大部分以人民幣及港元計值。

Finance costs

Finance cost was approximately HK\$45,769,000 (2019: HK\$37,379,000), representing a year-on-year increase of approximately HK\$8,390,000. Of which approximately HK\$27,669,000 (2019: HK\$25,164,000) was the accounting interest of the convertible bonds issued to Ming Xin Developments Limited, the controlling shareholder. As convertible bonds comprise conversion rights, its accounting interest will be consolidated into the unaudited consolidated financial statement of the Company at fair value. The effective interest of convertible bonds payable pay annum was 4%, i.e. HK\$8,400,000 (2019: HK\$8,400,000). On 15 January 2020, the Company and Ming Xin Developments Limited agreed on the amendment of certain terms of the convertible bonds as follows: (1) maturity date is to be extended from 30 November 2020 to 31 January 2023. (2) interest rate per annum from 1 December 2020 up to 31 January 2023 is to be reduced from 4% to 3%. The proposed amendments were passed at the extraordinary general meeting convened on 11 March 2020. For details, please refer to the announcement and circular of the Company published on HKEx website on 15 January 2020 and 18 February 2020, respectively.

Liquidity and Financial Resources

Our cash is mainly used to satisfy our needs of working capital and our capital expenditure. Our working capital needs and capital expenditure requirements have been principally financed through a combination of shareholders' equity, cash generated from operations, and borrowings. The Group adopts a prudent cash and financial management policy. In order to achieve better cost control and minimize the cost of funds, the Group's treasury activities and cash and cash equivalents are generally deposited with certain financial institutions such as banks and denominated mostly in Renminbi and Hong Kong dollars.

可能的債務重組及就重組用途委任共同臨時清盤人

世紀陽光集團控股有限公司(「世紀陽光」)，為本公司的控股股東，通過其全資附屬公司Ming Xin Development Limited持有本公司約72.31%的股權。世紀陽光發行並於新加坡交易所上市的本金金額為101,750,000新加坡元之後償票據，在2020年7月3日到期贖回違約，Ming Xin Development Limited為票據的其中一位擔保人。此項違約已構成本集團若干借款之違約事件，造成交叉違約。

於2020年7月3日(百慕達時間)，本公司已向百慕達最高法院(「百慕達法院」)就重組用途委任共同臨時清盤人之申請，以「非強制」原則行事，即本公司董事會仍繼續管理本公司及維持集團日常運作，而共同臨時清盤人與公司管理層一起致力於監督、督導和監察集團整體進行全面及經協調的債務和負債重組，包括維持本公司在聯交所的上市。

共同臨時清盤人申請已於2020年7月16日(百慕達時間)於百慕達法院進行聆訊。百慕達法院頒佈一項命令，就重組用途委任安永企業財務服務有限公司之閻正為先生及蘇潔儀女士、安永有限公司之Roy Bailey先生以及EY Cayman Ltd之Tammy Karina Fu女士(統稱為「共同臨時清盤人」)為本公司「非強制」共同臨時清盤人，並授予其共同及個別之權力。

於2020年8月7日，百慕達法院向香港高等法院發出請求書(「請求書」)，要求在香港承認共同臨時清盤人的任命和權力，以(其中包括)制定並提出重組計劃，致使本公司能夠繼續持續經營。百慕達法院亦於當日接受其中一位共同臨時清盤人閻正為先生之辭任。而有關Roy Bailey先生、Tammy Karina Fu女士及蘇潔儀女士作為共同臨時清盤人的委任令則維持生效。共同臨時清盤人於2020年8月21日向香港高等法院提出申請，要求頒令認可共同臨時清盤人的任命，及獲得根據該請求書所給予的共同臨時清盤人權利。於2020年8月25日，香港高等法院已批准該申請。

Possible Debt Restructuring and the Appointment of Joint Provisional Liquidators for Restructuring Purposes

Century Sunshine Group Holdings Limited ("CS") is the controlling shareholder of the Company holding approximately 72.31% shareholding interest in the Company through its wholly-owned subsidiary Ming Xin Developments Limited. CS defaulted in its redemption of its subordinated notes listed on SGX in aggregate principal amount of SGD101,750,000 that matured on 3 July 2020. Amongst others, Ming Xin Developments Limited is a guarantor of the notes. The CS's default constitutes an event of default in respect of certain borrowings of the Group, causing the cross default.

On 3 July 2020 (Bermuda time), the Company has applied to the Supreme Court of Bermuda (the "Bermuda Court") for the appointment of the "light touch" joint provisional liquidators (the "JPLs") for restructuring purpose. The board of directors of the Company will retain management of the Company, while the JPLs will work alongside the Company's management to, monitor, supervise, and oversee the implementation of a group-wide holistic and coordinated restructuring of its debts and liabilities including to maintain the listing of the Company on the Stock Exchange.

The JPL Application was heard before the Bermuda Court on 16 July 2020 (Bermuda time). An order was granted by the Bermuda Court for the appointment of Mr. Yen Ching Wai David and Ms. So Kit Yee Anita of Ernst & Young Transactions Limited, Mr. Roy Bailey of Ernst & Young Ltd., and Ms. Tammy Karina Fu of EY Cayman Ltd., (collectively, the "JPLs") as the "light-touch" joint provisional liquidators of the Company for restructuring purposes, with the power to act jointly and severally.

On 7 August 2020, the Bermuda Court issued a letter of request ("LOR") to the High Court of Hong Kong for the recognition of the appointment and powers of the JPLs in Hong Kong to, inter alia, develop and propose a restructuring plan to allow the Company to continue as a going concern. The Bermuda Court also accepted the resignation of one of the JPLs, Mr. Yen Ching Wai David on the same day. The JPLs appointment order remains in force in respect of Mr. Roy Bailey, Ms. Tammy Karina Fu and Ms. So Kit Yee Anita as JPLs. An application has been filed by the JPLs to the High Court of Hong Kong on 21 August 2020 for the recognition of the appointment and powers of the JPLs pursuant to the LOR. On 25 August 2020, the High Court of Hong Kong has approved the said application.

或然負債

於2020年6月30日及2019年12月31日，除於財務報表附註18所披露者外，本集團概無其他重大或然負債。

項目概覽

白雲石礦

本集團之白雲石礦，位於中國吉林省白山市。該礦場以露天開採方式操作，不涉及也不需要額外勘探工程，開發活動僅涉及露天開採時的簡易基建工程，並沒有涉及任何地下鑽挖以及結構工程。已開採之白雲石為本集團生產金屬鎂產品之原材料。礦場的位置鄰近本集團生產基地，原料的運輸成本亦相對很低。

本集團之白雲石礦乃按中國資源／儲量分類。截至2020年6月30日的估計資源量和儲量，按已開採量逐年核減，得出剩餘資源量及儲量。本集團與以往披露估算假設相比無重大變更。該資源量及儲量由本集團之內部地質專家審核。截至2020年6月30日止六個月，概無任何白雲石礦產出量。與2019年12月31日相比，白雲石礦的資源量及礦石儲量並無重大變動。

截至2020年6月30日止六個月概無支出于開採活動。

外匯及財務政策

本集團大部份商業交易、資產及負債均以港元、美元或人民幣計值。本集團一貫之財務政策為小心控制重大外匯風險，並在其可能對本集團造成重大風險時盡量減低外匯風險。於過去六個月內，本集團並無進行任何利率或外匯之投機活動。

員工關係

於2020年6月30日，本集團聘有636名僱員(2019年6月30日：737名)。除薪酬外，本集團亦為員工提供有薪年假、醫療保險及公積金等其他員工福利。

CONTINGENT LIABILITIES

As at 30 June 2020 and 31 December 2019, other than those disclosed in Note 18 to the financial statements, the Group has no other significant contingent liabilities.

PROJECT OVERVIEW

Dolomite mine

The Group's dolomite mine is situated in Baishan City, Jilin Province, the PRC. The mine is operated with open-pit method, and therefore no additional exploration works are involved or required. Only simple infrastructure works for open-pit mining are involved in the development activities, and no underground drilling or structural works are involved. The dolomite mined is the raw material for producing magnesium products of the Group. The transportation cost for the raw material is relatively low due to the close proximity of the mine to the production base of the Group.

The dolomite mine of the Group was classified by the PRC resource/reserve volumes. As at 30 June 2020, the estimated resource and reserve volumes were determined based on the yearly reduction of mined quantity to calculate the remaining resource and reserve volumes. There is no material change in the assumptions of estimation by the Group as compared with those previously disclosed. The resource and reserve volumes were reviewed by the Group's internal geological experts. For the six months ended 30 June 2020, there has no dolomite output. As compared with 31 December 2019, there is no material change in the resource and ore reserve volumes of the dolomite mine.

For the six months ended 30 June 2020, there were no expenditure incurred for mining activities.

FOREIGN CURRENCIES AND TREASURY POLICY

Most of the Group's business transactions, assets and liabilities are denominated in Hong Kong dollars, US dollars or Renminbi. The usual treasury policy of the Group is to manage significant foreign currency exposure in a cautious manner and minimize foreign currency risk whenever it may have material impact to the Group. During the last six months, the Group did not engage in any interest rate or foreign currencies speculations.

EMPLOYEES RELATIONS

As at 30 June 2020, the Group has 636 employees (30 June 2019: 737). In addition to salary remuneration, the Group also provides other fringe benefits such as annual leave, medical insurance and provident fund, etc. to its staff.

其他資料 OTHER INFORMATION

購股權計劃

為吸引及挽留最優秀僱員以支持本集團之業務發展，並向獲選之合資格參與者提供額外激勵或獎勵，本公司於2017年12月4日採納購股權計劃（「該計劃」）。合資格參與者主要包括為本集團作出貢獻之本集團及任何主要股東之僱員或董事及本集團顧問或諮詢人士、分銷商、承包商、供應商、服務供應商、代理、客戶及業務夥伴。除非另行註銷或修訂，該計劃之有效期為自其成立日期起計10年。該計劃之剩餘年期約為7.5年（於2027年12月4日屆滿）。

於2020年6月30日，該計劃項下可認購總數401,400,000股股份之購股權（「購股權」）尚未行使。

SHARE OPTION SCHEME

In order to attract and retain the best quality employees for the development of the Group's businesses and to provide additional incentives or rewards to selected qualifying participants, the Company adopted a share option scheme on 4 December 2017 (the "Scheme"). The qualifying participants mainly include employees and directors of the Group and any substantial shareholders, and the consultants or advisers, distributors, contractors, suppliers, service providers, agents, customers and business partner of the Group who have made contribution to the Group. The Scheme, unless otherwise cancelled or amended, will remain in force for 10 years since its establishing date. The remaining life of the Scheme is approximately 7.5 years (expiry on 4 December 2027).

As at 30 June 2020, options to subscribe for a total of 401,400,000 Shares were outstanding under the Scheme (the "Options").

	於2020年 1月1日持有	期內授出 之購股權	期內行使 之購股權	期內失效 之購股權	於2020年 6月30日持有	行使價
	Held at 1 January 2020	Options granted during the period	Options exercised during the period	Options lapsed during the period	Held at 30 June 2020	Exercise price 港元 HK\$
(A) 僱員						
Employees	163,400,000	–	–	–	163,400,000	0.4
	40,000,000	–	–	–	40,000,000	0.5
	150,000,000	–	(10,000,000)	–	140,000,000	0.3
(B) 董事						
Directors						
沈世捷	30,000,000	–	–	–	30,000,000	0.4
Shum Sai Chit						
池靜超	3,000,000	–	–	–	3,000,000	0.4
Chi Jing Chao						
孟健	5,000,000	–	–	–	5,000,000	0.4
Meng Jian						
譚偉豪*	5,000,000	–	–	–	5,000,000	0.4
Tam Wai Ho*						
鄭炳文	5,000,000	–	–	–	5,000,000	0.4
Kwong Ping Man						
張省本	5,000,000	–	–	–	5,000,000	0.4
Cheung Sound Poon						
關毅傑	5,000,000	–	–	–	5,000,000	0.4
Kwan Ngai Kit						
小計 Sub-total	221,400,000	–	–	–	221,400,000	0.4
小計 Sub-total	40,000,000	–	–	–	40,000,000	0.5
小計 Sub-total	150,000,000	–	(10,000,000)	–	140,000,000	0.3
合計 Total	411,400,000	–	(10,000,000)	–	401,400,000	

* 譚偉豪先生已於2020年6月30日辭任本公司董事。

* Mr. Tam Wai Ho, was retired as a director of the Company on 30 June 2020.

購股權計劃(續)

於報告期末，上述尚未行使購股權有以下屆滿日期、行使期及行使價。

SHARE OPTION SCHEME (continued)

The above share options outstanding at the end of the reporting period have the following expiry date, exercise period and exercise prices.

頒授日期 Grant date	屆滿日期 Expiry date	行使期 Exercise period	每股行使價 Exercise prices per Share 港元 HK\$	購股權數目 Number of Share options
2018年4月25日 25 April 2018	2023年12月29日 29 December 2023	自2018年11月1日起至 2023年12月29日 From 1 November 2018 to 29 December 2023	0.4	221,400,000
2018年4月25日 25 April 2018	2020年12月31日 31 December 2020	自2019年1月1日起至 2020年12月31日 From 1 January 2019 to 31 December 2020	0.5	40,000,000
2019年7月25日 25 July 2019	2022年8月31日 31 August 2022	自2019年9月1日起至 2022年8月31日 From 1 September 2019 to 31 August 2022	0.3	140,000,000
				401,400,000

於2020中期報告日期，該計劃項下可供發行之本公司股份總數(包括上述尚未行使購股權)為858,839,005股，相當於本公司當日已發行股本約13.0%。該計劃之餘下年期約為7.5年，並將於2027年12月4日屆滿。

As at the date of the 2020 Interim Report, the total number of Shares of the Company available for issue under the Scheme (including the above share options outstanding not yet exercised) was 858,839,005, representing approximately 13.0% of the issued share capital of the Company as of the date thereof. The remaining life of the Scheme is approximately 7.5 years and to be expired on 4 December 2027.

董事之證券權益

於2020年6月30日，根據本公司按證券及期貨條例(「證券及期貨條例」)第352條存置之登記冊所記錄，或根據香港聯合交易所有限公司證券上市規則(「上市規則」)附錄10所載之上市發行人董事進行證券交易的標準守則(「標準守則」)本公司及香港聯合交易所有限公司所接獲之通知，本公司各董事(「董事」)及彼等之聯繫人士於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份及相關股份之權益如下：

於本公司股份、相關股份及債券之權益

DIRECTORS' INTERESTS IN SECURITIES

At 30 June 2020, the interests of the directors of the Company (the "Directors") and their associates in the shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register maintained by the Company under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), were as follows:

Interests in the Shares, underlying shares and debenture of the Company

董事	擁有權益或視為擁有權益之普通股數目 Number of ordinary shares interested or deemed to be interested				持有購股權數目	佔本公司 已發行股本 之權益 概約百分比 Approximate percentage of interests in the issued share capital of the Company
	個人權益	家族權益	公司權益	總額		
Director	Personal interests	Family interests	Corporate interests	Total	Number of options held	
好倉						
Long position						
沈世捷	-	-	-	-	30,000,000	0.46%
Shum Sai Chit						
池靜超	-	-	-	-	3,000,000	0.05%
Chi Jing Chao						
孟健	-	-	-	-	5,000,000	0.08%
Meng Jian						
譚偉豪*						
Tam Wai Ho*	63,464,000 (附註1) (Note 1)	4,600,000 (附註2) (Note 2)	75,754,236 (附註3) (Note 3)	143,818,236	5,000,000	2.26%
鄭炳文	-	-	-	-	5,000,000	0.08%
Kwong Ping Man						
張省本	-	-	-	-	5,000,000	0.08%
Cheung Sound Poon						
關毅傑	-	-	-	-	5,000,000	0.08%
Kwan Ngai Kit						
淡倉						
Short position						
無						
Nil						

* 譚偉豪先生已於2020年6月30日辭任本公司董事。

* Mr. Tam Wai Ho, was retired as a director of the Company on 30 June 2020.

董事之證券權益(續)

於本公司股份、相關股份及債券之權益(續)

附註：

- (1) 該等股份包括由譚偉豪先生及譚偉棠先生共同擁有之51,464,000股股份。譚偉豪先生直接擁有12,000,000股股份。
- (2) 譚梅嘉慧女士為譚偉豪先生之配偶，故根據證券及期貨條例第XV部，譚偉豪先生被視為於譚太所擁有之股份中擁有權益。
- (3) 該等股份中，75,754,236股由Earnmill Holdings Limited(「Earnmill Holdings」)(一間由譚偉豪先生及譚偉棠先生按相同比例最終全資擁有之公司)實益擁有。

於相聯法團股份之權益

DIRECTORS' INTERESTS IN SECURITIES (continued)

Interests in the Shares, underlying shares and debenture of the Company (continued)

Notes:

- (1) Such Shares include the 51,464,000 Shares which are jointly owned by Mr. Tam Wai Ho and Mr. Tam Wai Tong. Mr. Tam Wai Ho directly owns 12,000,000 Shares.
- (2) Mrs. Tam Mui Ka Wai is the spouse of Mr. Tam Wai Ho and therefore Mr. Tam Wai Ho is deemed to be interested in the Shares owned by Mrs. Tam pursuant to Part XV of the SFO.
- (3) Of these shares, 75,754,236 Shares are beneficially owned by Earnmill Holdings Limited ("Earnmill Holdings"), a company which is ultimately wholly owned by Mr. Tam Wai Ho and Mr. Tam Wai Tong, in equal shares.

Interests in the shares of associated corporations

董事姓名 Names of Directors	相聯法團名稱 Name of associated corporation	擁有權益或視為擁有權益之普通股數目(好倉) Number of ordinary shares interested or deemed to be interested (long position)			佔相聯法團已發行之股本之百分比 % of issued share capital of associated corporation
		個人權益 Personal interests	所持購股權數目 Number of options held	總額 Total	
沈世捷 Shum Sai Chit	世紀陽光集團控股有限公司 (「世紀陽光」) Century Sunshine Group Holdings Limited ("Century Sunshine")	14,666,305	20,000,000	34,666,305	0.76%
池靜超 Chi Jing Chao	世紀陽光 Century Sunshine	1,633,998	8,000,000	9,633,988	0.21%
張省本 Cheung Sound Poon	世紀陽光 Century Sunshine	—	5,000,000	5,000,000	0.11%
關毅傑 Kwan Ngai Kit	世紀陽光 Century Sunshine	—	4,000,000 (附註1) (note 1)	4,000,000	0.09%

附註：

- (1) 4,000,000股世紀陽光股份乃可向關毅傑先生之配偶呂文清女士發行之相關股份數目。

Notes:

- (1) 4,000,000 shares in Century Sunshine are the number of underlying shares which may be issued to Ms. Lee Man Ching, the spouse of Mr. Kwan Ngai Kit, under the options held.

除上文所披露者外，於2020年6月30日，各董事或彼等之聯繫人士概無於本公司或其任何相聯法團(定義見證券及期貨條例)之股份及相關股份中擁有任何權益或淡倉。

Save as disclosed above, at 30 June 2020, none of the Directors or their associates had any interests or short positions in the shares and underlying shares of the Company or any of its associated corporations as defined in the SFO.

主要股東

除上文所披露有關若干董事之權益外，於2020年6月30日，根據本公司按證券及期貨條例第336條存置之主要股東名冊所記載，下列股東曾知會本公司其擁有本公司已發行股本中之相關權益及淡倉：

SUBSTANTIAL SHAREHOLDERS

At 30 June 2020, the register of substantial shareholders kept by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain Directors, the following shareholder had notified the Company of relevant interest and short position in the issued capital of the Company:

股東名稱／姓名 Name of Shareholder	所持普通股 股份數目 Number of ordinary shares held	佔已發行 股本之百分比 % of issued share capital
Ming Xin Developments Limited (附註 1 及 5) (note 1 and 5)	4,761,117,434 (L)	72.31
	200,000,000 (S)	3.04
New Bright Group Limited (附註 2 及 5) (note 2 and 5)	4,761,117,434 (L)	72.31
	200,000,000 (S)	3.04
世紀陽光集團控股有限公司(附註 3 及 5) Century Sunshine Group Holdings Limited (note 3 and 5)	4,761,117,434 (L)	72.31
	200,000,000 (S)	3.04
池文富(附註 4 及 5) Chi Wen Fu (note 4 and 5)	4,761,117,434 (L)	72.31
	200,000,000 (S)	3.04

附註：

- (1) 4,761,117,434 股股份由 Ming Xin Developments Limited 實益擁有。
- (2) Ming Xin Developments Limited 為 New Bright Group Limited 之全資附屬公司。故此，就證券及期貨條例而言，New Bright Group Limited 被視為擁有 Ming Xin Developments Limited 擁有權益之全部股份之權益。
- (3) New Bright Group Limited 為世紀陽光之全資附屬公司。故此，就證券及期貨條例而言，世紀陽光被視為擁有 Ming Xin Developments Limited 擁有權益之全部股份之權益。
- (4) 池文富先生在世紀陽光(Ming Xin Developments Limited 之最終控股公司)股東大會上控制三分之一或以上表決權。故此，就證券及期貨條例而言，池文富先生被視為擁有 Ming Xin Developments Limited 擁有權益之全部股份之權益。
- (5) 於2019年12月13日，世紀陽光集團控股有限公司及 Ming Xin Developments Limited (作為授予人)及 Mega Prime Development Limited (作為期權承授人)訂立認購期權協議，據此，該授予人同意向該期權承授人授出收購 200,000,000 股股份之權利及期權。

Note:

- (1) 4,761,117,434 shares are beneficially owned by Ming Xin Developments Limited.
- (2) Ming Xin Developments Limited is a wholly-owned subsidiary of New Bright Group Limited. As such, New Bright Group Limited is deemed to be interested in all the shares in which Ming Xin Developments is interested by virtue of the SFO.
- (3) New Bright Group Limited is a wholly-owned subsidiary of Century Sunshine. As such, Century Sunshine is deemed to be interested in all the shares in which Ming Xin Developments is interested by virtue of the SFO.
- (4) Mr. Chi Wen Fu controls more than one-third or more of the voting power at general meetings of Century Sunshine (the ultimate holding company of Ming Xin Developments Limited). As such, Mr. Chi Wen Fu is deemed to be interested in all the shares in which Ming Xin Developments Limited is interested by virtue of the SFO.
- (5) On 13 December 2019, Century Sunshine Group Holdings Limited and Ming Xin Developments Limited as grantors and Mega Prime Development Limited as optionee entered into the Call Option Agreement, pursuant to which the said grantors agreed to grant to the said optionee the right and option to acquire 200,000,000 Shares.

除上文所披露者外，於2020年6月30日，本公司概無接獲任何人士知會其於本公司股份或相關股份中擁有根據證券及期貨條例須向本公司披露之權益或淡倉。

Save as disclosed above, at 30 June 2020, the Company had not been notified by any persons who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the SFO.

購買、出售或贖回本公司之上市證券

本公司及其任何附屬公司於期內概無購買、出售或贖回本公司任何上市證券。

審核委員會

審核委員會成員包括三名獨立非執行董事，即鄭炳文先生(審核委員會主席)、張省本先生及關毅傑先生。於回顧期內，審核委員會已舉行兩次會議，以檢討本集團所採納之會計原則及政策，並討論內部監控及財務匯報事宜。審核委員會已審閱本集團截至2020年6月30日止六個月之未經審核綜合中期業績。

審核委員會對提升本公司企業管治作出正面貢獻。

企業管治常規

截至2020年6月30日止六個月內，本公司一直遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄14所載之企業管治守則(「守則」)，惟以下偏離情況除外：

根據守則條文第A.6.7條，獨立非執行董事及其他非執行董事須出席股東大會，並對股東之意見有公正的瞭解。

- 非執行董事孟健教授及非執行董事譚偉豪博士太平紳士因有其他事項處理而無法出席於2020年6月30日舉行的股東週年大會。

根據守則條文第A.2.1條，主席與行政總裁(「行政總裁」)之角色須分開，不應由同一人擔任。然而，在本公司現時之公司架構下，主席及行政總裁之角色並無分開，現時沈世捷先生同時擔任此兩項職務。沈先生自2015年起一直負責本公司的整體管理工作，而現時之安排可以提高本公司的企業決策及執行效率，有助本公司於現階段更高效地發展。董事會將不時審閱現有架構，並於董事會認為適當時作出必要安排。

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any listed securities of the Company during the period.

AUDIT COMMITTEE

The Audit Committee comprises three Independent Non-executive Directors, namely Mr. Kwong Ping Man (Chairman of the Audit Committee), Mr. Cheung Sound Poon and Mr. Kwan Ngai Kit. During the period under review, the Audit Committee has held two meetings to review the accounting principles and practices adopted by the Group and discuss internal control and financial reporting matters. The Audit Committee has reviewed the unaudited consolidated interim results of the Group for the six months ended 30 June 2020.

The Audit Committee has made positive contribution to enhancing the Company's corporate governance.

CORPORATE GOVERNANCE PRACTICES

During the six months ended 30 June 2020, the Company has complied with the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"), save for the deviations as follows:

Under code provision A.6.7, independent non-executive directors and other non-executive directors should also attend general meetings and develop a balanced understanding of the views of shareholders.

- Professor Meng Jian (being a non-executive Director) and Dr. Tam Wai Ho JP (being a non-executive Director) were unable to attend the annual general meeting held on 30 June 2020 as they were obliged to be away for other matters.

Under code provision A.2.1, the roles of chairman and chief executive officer (the "CEO") should be separated and should not be performed by the same individual. However, there is no separation between the roles of chairman and CEO under the current corporate structure of the Company. Mr. Shum Sai Chit currently holds a dual role as the Chairman and the CEO. Mr. Shum had been in charge of the overall management of the Company since 2015 and the Company considered that such arrangement would promote the efficient formulation and implementation of the Company's strategies which would enable the Group to further develop its businesses effectively at this stage. The Board will review the current structure from time to time and shall make necessary arrangements when the Board considers appropriate.

董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載有關董事進行證券交易之標準守則(「標準守則」)，以不遜於標準守則之條款，作為其有關董事進行證券交易之行為守則。經向所有董事作出特定查詢後，於截至2020年6月30日止六個月內，所有董事確認彼等均已遵守標準守則之必守標準。

鳴謝

本人謹代表董事會向全體股東、客戶、供應商及銀行致謝，多謝他們多年來對本集團之支持，亦感謝全體員工於回顧期內辛勤工作及為本集團所作之貢獻。

承董事會命
稀鎂科技集團控股
有限公司
主席
沈世捷

香港，2020年8月31日

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors (the "Model Code") set out in Appendix 10 to the Listing Rules as its code of conduct regarding securities transactions by the Directors on terms no less exactly than the required standard set out in the Model Code. Having made specific enquiry of all Directors, all Directors confirmed that they have complied with the required standard set out in the Model Code throughout the six months ended 30 June 2020.

APPRECIATION

On behalf of the Board, I wish to thank all our shareholders, customers, suppliers and bankers for their continual support. I would also like to extend my appreciation to all the staff for their dedicated work and their contribution throughout the Review Period.

By order of the Board
Rare Earth magnesium Technology
Group Holdings Limited
Shum Sai Chit
Chairman

Hong Kong, 31 August 2020