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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

(於百慕達註冊成立之有限公司)

(股份代號：601)

2023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2023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2023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2023年中期業績報告的印刷版本將於2023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
執行董事
沈世捷

香港，2023年8月31日

於本公告日期，董事局由兩名執行董事沈世捷先生及池斯樂女士；以及三名獨立非執行董事鄺炳文先生、張省本先生及林鵬軒先生組成。

董事

執行董事：

沈世捷(主席兼行政總裁)
池斯樂

獨立非執行董事：

鄭炳文
張省本
林鵬軒

審核委員會

鄭炳文(主席)
張省本
林鵬軒

薪酬委員會

沈世捷(主席)
鄭炳文
張省本

提名委員會

沈世捷(主席)
鄭炳文
林鵬軒

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 Sile

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Kwong Ping Man
Cheung Sound Poon
Lin Pengxuan

AUDIT COMMITTEE

Kwong Ping Man (*Chairman*)
Cheung Sound Poon
Lin Pengxuan

REMUNERATION COMMITTEE

Shum Sai Chit (*Chairman*)
Kwong Ping Man
Cheung Sound Poon

NOMINATION COMMITTEE

Shum Sai Chit (*Chairman*)
Kwong Ping Man
Lin Pengxuan

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
王道商業銀行股份有限公司

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
海港城
港威大廈
第5座16樓

百慕達主要股份過戶登記處及 轉讓登記處

Ocorian Management (Bermuda) Limited
Victoria Place, 5th Floor
31 Victoria Street, PO Box HM 1624
Hamilton HM 10
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
夏慤道16號
遠東金融中心17樓

網址

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

股票代號

00601

PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited
O-Bank Co., Ltd

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS

16th Floor, Tower 5
The Gateway
Harbour City
Tsim Sha Tsui, Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA

Ocorian Management (Bermuda) Limited
Victoria Place, 5th Floor
31 Victoria Street, PO Box HM 1624
Hamilton HM 10
Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Secretaries Limited
17/F, Far East Finance Centre
16 Harcourt Road
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2023年6月30日止六個月(「期內」)之未經審核簡明綜合中期業績連同2022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 2023 (“Period”), together with the comparative figures for the corresponding period in 2022 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2023年6月30日止六個月 For the six months ended 30 June 2023

			截至2023年 6月30日 止六個月 Six months ended 30 June 2023 千港元 HK\$'000 (未經審核) (Unaudited)	截至2022年 6月30日 止六個月 Six months ended 30 June 2022 千港元 HK\$'000 (未經審核) (Unaudited)
		附註 Notes		
收入	Revenue	3	103,004	238,936
銷售成本	Cost of sales		(138,043)	(181,526)
毛(損)/利	Gross (loss)/profit		(35,039)	57,410
其他收入及(虧損)/收益淨額	Other (loss)/gains, net		(11,507)	1,319
銷售及分銷費用	Selling and distribution costs		(933)	(1,726)
行政支出	Administrative expenses		(49,351)	(57,884)
貿易應收賬款預期信貸虧損 (撥回)/撥備淨額	Reversal of /(net allowance for) expected credit losses on trade receivables		7,311	(60,434)
財務費用	Finance costs	4	(23,763)	(25,006)
稅前虧損	Loss before tax	5	(113,282)	(86,321)
所得稅抵免/(開支)	Income tax credit/(expenses)	6	44	(9,867)
期內及本公司擁有人 應佔虧損	Loss for the Period and attributable to owners of the Company		(113,238)	(96,188)

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2023年6月30日止六個月 For the six months ended 30 June 2023

		附註 Notes	截至2023年 6月30日 止六個月 Six months ended 30 June 2023 千港元 HK\$'000 (未經審核) (Unaudited)	截至2022年 6月30日 止六個月 Six months ended 30 June 2022 千港元 HK\$'000 (未經審核) (Unaudited)
其他全面虧損 於往後期間重新分類至損益之 其他全面虧損：	Other comprehensive loss Other comprehensive loss 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		(73,289)	(95,660)
期內及本公司擁有人 應佔全面虧損總額	Total comprehensive loss for the Period and attributable to owners of the Company		(186,527)	(191,848)
每股虧損： - 基本及攤薄	Loss per share: - basic and diluted	8	(28仙cents)	(1.46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.

		附註 Notes	2023年 6月30日 30 June 2023 千港元 HK\$'000 (未經審核) (Unaudited)	2022年 12月31日 31 December 2022 千港元 HK\$'000 (未經審核) (Unaudited)
非流動資產	NON-CURRENT ASSETS			
物業、廠房及設備	Property, plant and equipment	9	1,230,209	1,337,361
使用權資產	Right-of-use assets		38,027	40,629
無形資產	Intangible assets		17,739	20,939
採礦權	Mining rights		43,438	46,545
非流動資產總額	Total non-current assets		1,329,413	1,445,474
流動資產	CURRENT ASSETS			
存貨	Inventories		163,710	192,274
應收貿易賬款	Trade receivables	10	1,676	1,498
預付款項、按金及 其他應收賬款	Prepayments, deposits and other receivables		178,791	190,514
應收稅款	Tax recoverable		-	5,117
已抵押銀行存款	Pledged bank deposits		9,297	9,698
銀行及現金結餘	Bank and cash balances		32,666	28,599
流動資產總額	Total current assets		386,140	427,700
流動負債	CURRENT LIABILITIES			
應付貿易賬款	Trade payables	11	19,998	17,449
其他應付賬款及應計費用	Other payables and accruals		22,165	23,244
合約負債	Contract liabilities		21,673	14,598
借款	Borrowings	12	111,862	114,592
應付一名股東款項	Amount due to a shareholder	13	7,019	2,871
流動負債總額	Total current liabilities		182,717	172,754
流動資產淨值	NET CURRENT ASSETS		203,423	254,946
總資產減流動負債	TOTAL ASSETS LESS CURRENT LIABILITIES		1,532,836	1,700,420

簡明綜合財務狀況表(續)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

於2023年6月30日 At 30 June 2023

			2023年 6月30日 30 June 2023 千港元 HK\$'000 (未經審核) (Unaudited)	2022年 12月31日 31 December 2022 千港元 HK\$'000 (未經審核) (Unaudited)
		附註 Notes		
非流動負債	NON-CURRENT LIABILITIES			
遞延收入	Deferred revenue		66,482	69,354
借款	Borrowings	12	214,301	205,512
可換股債券	Convertible bonds	14	333,222	320,048
遞延稅項負債	Deferred tax liabilities		9,406	9,554
非流動負債總額	Total non-current liabilities		623,411	604,468
資產淨值	Net assets		909,425	1,095,952
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		3,950	3,950
儲備	Reserves		905,475	1,092,002
權益總額	Total equity		909,425	1,095,952

簡明綜合權益變動表

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至2023年6月30日止六個月 For the six months ended 30 June 2023

		本公司擁有人應佔											總額
		Attributable to owners of the Company											
		股本	股份溢價	繳入儲備	資本贖回儲備	可換股 債券儲備	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	
		Share capital	Share premium	Contributed reserve	Capital redemption reserve	Convertible bonds reserve	Share option reserve	Statutory reserve	Merger reserve	Other reserve	Translation reserve	Retained earnings	Total
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於2023年1月1日(經審核)	At 1 January 2023 (Audited)	3,950	1,591,606	677,123	419	35,651	30,646	120,188	(1,500,592)	(44,209)	(181,524)	362,694	1,095,952
期內虧損	Loss for the Period	-	-	-	-	-	-	-	-	-	-	(113,238)	(113,238)
其他全面虧損	Other comprehensive loss	-	-	-	-	-	-	-	-	-	(73,289)	-	(73,289)
期內全面虧損總額	Total comprehensive loss for the Period	-	-	-	-	-	-	-	-	-	(73,289)	(113,238)	(186,527)
購股權失效	Share option lapsed	-	-	-	-	-	(10,165)	-	-	-	-	10,165	-
於2023年6月30日(未經審核)	At 30 June 2023 (Unaudited)	3,950	1,591,606	677,123	419	35,651	20,481	120,188	(1,500,592)	(44,209)	(254,813)	259,621	909,425
於2022年1月1日(經審核)	At 1 January 2022 (Audited)	658,439	1,562,634	21,976	419	-	30,324	118,896	(1,500,592)	(44,209)	(20,931)	361,986	1,188,942
期內虧損	Loss for the Period	-	-	-	-	-	-	-	-	-	-	(96,188)	(96,188)
其他全面虧損	Other comprehensive loss	-	-	-	-	-	-	-	-	-	(95,660)	-	(95,660)
期內全面虧損總額	Total comprehensive loss for the Period	-	-	-	-	-	-	-	-	-	(95,660)	(96,188)	(191,848)
已失效購股權	Share option lapsed	-	-	-	-	-	(428)	-	-	-	-	428	-
轉撥至儲備	Transfer to reserve	-	-	-	-	-	-	2,984	-	-	-	(2,984)	-
股權結算股份付款之交易	Equity settled share based transactions	-	-	-	-	-	465	-	-	-	-	-	465
於2022年6月30日(未經審核)	At 30 June 2022 (Unaudited)	658,439	1,562,634	21,976	419	-	30,361	121,880	(1,500,592)	(44,209)	(116,591)	263,242	997,559

簡明綜合現金流量表

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

截至2023年6月30日止六個月 For the six months ended 30 June 2023

		截至2023年 6月30日 止六個月 Six months ended 30 June 2023 千港元 HK\$'000 (未經審核) (Unaudited)	截至2022年 6月30日 止六個月 Six months ended 30 June 2022 千港元 HK\$'000 (未經審核) (Unaudited)
	附註 Notes		
經營活動	Operating activities		
除所得稅前虧損	Loss before income tax	(113,282)	(86,321)
就下列項目作出調整：	Adjustments for:		
財務費用	Finance cost	23,763	25,006
以權益結算之購股權開支	Equity-settled share option expenses	-	465
銀行利息收入	Bank interest income	(74)	(356)
出售物業、廠房及設備項目之收益	Gain on disposal of items of property, plant and equipment	(1,980)	(1,281)
物業、廠房及設備之折舊	Depreciation of property, plant and equipment	51,754	60,780
無形資產之攤銷	Amortisation of intangible assets	2,283	2,437
採礦權之攤銷	Amortisation of mining rights	1,235	-
使用權資產折舊	Depreciation of right-of-use assets	683	912
應收貿易賬款預期信貸虧損(撥回)/撥備	(Reversal of)/allowance for expected credit loss on trade receivables	(7,311)	60,434
		(42,929)	62,076
存貨減少	Decrease in inventories	21,575	9,862
應收貿易賬款減少	Decrease in trade receivables	7,060	22,935
預付款項、按金及其他應收賬款減少/(增加)	Decrease/(increase) in prepayments, deposits and other receivables	4,015	(27,375)
應付貿易賬款增加	Increase in trade payables	3,426	7,600
其他應付賬款、應計費用及合約負債增加/(減少)	Increase/(decrease) in other payables, accruals and contract liabilities	6,121	(33,187)
經營(所用)/產生的現金	Cash (used in)/generated from operations	(732)	41,911
已付所得稅項	Income taxes paid	5,117	(8,253)
經營活動產生的現金淨額	Net cash generated from operating activities	4,385	33,658

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

截至2023年6月30日止六個月 For the six months ended 30 June 2023

		截至2023年 6月30日 止六個月 Six months ended 30 June 2023 千港元 HK\$'000 (未經審核) (Unaudited)	截至2022年 6月30日 止六個月 Six months ended 30 June 2022 千港元 HK\$'000 (未經審核) (Unaudited)
		附註 Notes	
投資活動	Investing activities		
已收利息	Interest received	74	356
購買物業、廠房及設備	Purchases of property, plant and equipment	(7,760)	(523)
出售物業、廠房及設備的所得款項	Proceeds from disposal of property, plant and equipment	3,141	2,327
投資活動(所用)/產生的現金淨額	Net cash (used in)/generated from investing activities	(4,545)	2,160
融資活動	Financing activities		
已付財務費用	Finance costs paid	-	(445)
償還借款	Repayment of borrowings	-	(34,651)
應付一名股東之賬款增加	Increase in amount due to a shareholder	4,148	6,224
融資活動產生/(所用)的現金淨額	Net cash generated from/(used in) financing activities	4,148	(28,872)
現金及現金等值項目增加淨額	Net Increase in cash and cash equivalents	3,988	6,946
期初之現金及現金等值項目	Cash and cash equivalents at the beginning of the period	28,599	25,078
外幣匯率變動的影響，淨額	Effect of foreign exchange rate changes, net	79	(5,735)
於簡明綜合財務狀況表列賬之期末之現金及現金等值項目	Cash and cash equivalents at the end of the period as stated in the condensed consolidated statement of financial position	32,666	26,289

簡明綜合財務報表附註

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至2023年6月30日止六個月 For the six months ended 30 June 2023

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。

2. 主要會計政策

簡明綜合財務報表已根據歷史成本基準編製，惟若干財務工具按公平值計量。

截至2023年6月30日止六個月的簡明綜合財務報表所採用的會計政策及計算方法與編製本集團截至2022年12月31日止年度的年度財務報表所呈列者相同。

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”).

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.

The accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2023 are the same as those presented in the Group’s annual financial statements for the year ended 31 December 2022.

2. 主要會計政策(續)

應用香港財務報告準則修訂本

於本中期期間，本集團首次應用由香港會計師公會(「香港會計師公會」)頒佈的以下香港財務報告準則修訂本(於2023年1月1日開始或之後的年度期間強制生效)，以編製本集團的未經審核簡明綜合財務報表：

香港財務報告準則第17號(修訂本)	保險合約
香港會計準則第1號及香港財務報告準則實務聲明第2條(修訂本)	會計政策的披露
香港會計準則第8號(修訂本)	會計估計的定義
香港會計準則第12號(修訂本)	與單項交易產生的資產及負債相關的遞延所得稅
香港會計準則第12號(修訂本)	國際稅制改革 - 第二支柱模型規則

於本中期期間應用香港財務報告準則修訂本，對本集團於本期間及以往期間的財務狀況及業績表現及／或未經審核簡明綜合中期財務報表所載的披露資料並無重大影響。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

Application of amendments to HKFRSs

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2023 for the preparation of the Group's unaudited condensed consolidated interim financial statements

Amendments to HKFRS 17	Insurance contracts
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform - Pillar Two Model Rules

The application of the amendments to HKFRSs in the current interim 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 unaudited condensed consolidated interim financial statements.

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2023年6月30日及2022年6月30日止期間主要從事單一分部業務，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。

4. 財務費用

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 2023 and 30 June 2022. 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. FINANCE COSTS

		截至2023年 6月30日 止六個月 Six months ended 30 June 2023 千港元 HK\$'000 (未經審核) (Unaudited)	截至2022年 6月30日 止六個月 Six months ended 30 June 2022 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	1,800	25,006
債權人計劃項下借款的實際利息	Effective interests on borrowing under the creditors' scheme	8,789	-
債權人計劃項下可換股債券的實際利息	Effective interests on convertible bonds under the creditors' scheme	13,174	-
		23,763	25,006

5. 除所得稅前虧損

5. LOSS BEFORE INCOME TAX

		截至2023年 6月30日 止六個月 Six months ended 30 June 2023 千港元 HK\$'000 (未經審核) (Unaudited)	截至2022年 6月30日 止六個月 Six months ended 30 June 2022 千港元 HK\$'000 (未經審核) (Unaudited)
本集團之除所得稅前虧損 經扣除/(計入)以下各項後 達致：	The Group's loss before income tax has been arrived at after charging/ (crediting):		
貿易應收賬款預期信貸虧損 (撥回)/撥備淨額	(Reversal of)/net allowance for expected credit losses on trade receivables	[7,311]	60,434
物業、廠房及設備之折舊	Depreciation of property, plant and equipment	51,754	60,780
無形資產攤銷	Amortisation of intangible assets	2,283	2,437
採礦權攤銷	Amortisation of mining rights	1,235	-
使用權資產折舊	Depreciation of right-of-use assets	683	912
銀行利息收入	Bank interest income	[74]	[356]

6. 所得稅(抵免)/開支

6. INCOME TAX (CREDIT)/EXPENSES

		截至2023年 6月30日 止六個月 Six months ended 30 June 2023 千港元 HK\$'000 (未經審核) (Unaudited)	截至2022年 6月30日 止六個月 Six months ended 30 June 2022 千港元 HK\$'000 (未經審核) (Unaudited)
即期稅項：	Current tax:		
— 中國企業所得稅	— PRC Enterprise Income Tax	-	9,947
遞延稅項	Deferred taxation	[44]	[80]
		[44]	9,867

7. 股息

董事會不建議向股東派發截至2023年6月30日止六個月之中期股息(2022年6月30日：無)。

8. 本公司擁有人應佔每股虧損

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113,238,000港元(2022年：96,188,000港元)及期內普通股加權平均數395,063,402股(2022年：6,584,390,058股)計算。

由於未行使購股權對每股基本虧損具反攤薄影響，故截至2023年6月30日及2022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。

9. 物業、廠房及設備

於截至2023年6月30日止六個月，本集團已增加7,760,000港元(2022年6月30日：523,000港元)之物業、廠房及設備。

於截至2023年6月30日止六個月，本集團出售賬面值約1,161,000港元的物業、廠房及設備，所得款項淨額約3,141,000港元。

7. DIVIDEND

The Board does not recommend any payment of interim dividend to shareholders for the six months ended 30 June 2023 (30 June 2022: Nil).

8. LOSS 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\$113,238,000 (2022: HK\$96,188,000) and the weighted average number of ordinary shares of 395,063,402 (2022: 6,584,390,058) during the Period.

Diluted loss per share for the six months ended 30 June 2023 and 30 June 2022 was the same as the basic loss per share as the share options outstanding had antidilutive effects on the basic loss per share.

9. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2023, the Group had an addition to property, plant and equipment amounted to HK\$7,760,000 (30 June 2022: HK\$523,000).

During the six months ended 30 June 2023, the Group disposed of property, plant and equipment with a carrying amount of approximately HK\$1,161,000 for the net proceeds of approximately HK\$3,141,000.

10. 應收貿易賬款

10. TRADE RECEIVABLES

		2023年 6月30日 30 June 2023 千港元 HK\$'000 (未經審核) (Unaudited)	2022年 12月31日 31 December 2022 千港元 HK\$'000 (未經審核) (Unaudited)
應收貿易賬款	Trade receivables	141,726	154,881
預期信貸虧損撥備	Allowance for expected credit loss	(140,050)	(153,383)
		1,676	1,498

本集團給予其貿易客戶之信貸期不超過180天。

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

以下乃應收貿易賬款(扣除預期信貸虧損撥備)根據發票日期呈列之賬齡分析：

The following is an aged analysis of trade receivables net of provision for expected credit losses presented based on the invoice date:

		2023年 6月30日 30 June 2023 千港元 HK\$'000 (未經審核) (Unaudited)	2022年 12月31日 31 December 2022 千港元 HK\$'000 (未經審核) (Unaudited)
0 - 60天	0 - 60 days	1,139	1,156
61 - 90天	61 - 90 days	273	342
91 - 180天	91 - 180 days	264	-
		1,676	1,498

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:

		2023年 6月30日 30 June 2023 千港元 HK\$'000 (未經審核) (Unaudited)	2022年 12月31日 31 December 2022 千港元 HK\$'000 (未經審核) (Unaudited)
0 - 60天	0 - 60 days	7,818	5,966
61 - 90天	61 - 90 days	611	554
超過90天	Over 90 days	11,569	10,929
		19,998	17,449

12. 借款**12. BORROWINGS**

		2023年 6月30日 30 June 2023 千港元 HK\$'000 (未經審核) (Unaudited)	2022年 12月31日 31 December 2022 千港元 HK\$'000 (未經審核) (Unaudited)
銀行借款	Bank borrowings	69,184	72,173
其他借款(附註(ii))	Other borrowings (note (ii))	256,979	247,931
		326,163	320,104
借款：	Borrowings:		
一年內到期或按要求應付	Due within one year or on demand	111,862	114,592
超過兩年但不超五年到期應付	Due within a period of more than two years but not exceeding five years	214,301	205,512
		326,163	320,104
借款：	Borrowings:		
有抵押(附註(ii))	Secured (note (ii))	187,146	186,784
無抵押	Unsecured	139,017	133,320

12. 借款(續)

附註：

- (i) 抵押借款約187,146,000港元(2022年12月31日：186,784,000港元)由一家同系附屬公司的最終控制公司作擔保以及抵押的物業、廠房及設備約249,923,000港元及使用權資產約14,726,000港元(2022年12月31日：物業、廠房及設備約270,790,000港元以及使用權資產約16,005,000港元)作抵押。
- (ii) 其他借款包括(a)國際金融公司(「國際金融公司」)的貸款約42,678,000港元(2022年12月31日：42,419,000港元)；(b)債權人計劃項下負債214,301,000港元(2022年12月31日：205,512,000港元)。

截至2022年5月31日，本金額約為720,419,000港元的未償還借款已根據債權人計劃獲解除。根據債權人計劃，受理申索已分配為(a)延長年期選擇權(「選擇權A」)；及(b)可換股債券置換選擇權(請參閱附註14)。選擇權A的實際利率為8.47%，該等負債的初步確認金額為198,594,000港元，截至2023年6月30日的已攤銷金額為214,301,000港元。

- (iii) 於2023年6月30日，銀行借款及其他借款的加權實際利率約為7.27%(2022年12月31日：7.21%)。

13. 應付一名股東之賬款

應付一名股東之賬款為無抵押、免息及按要求償還。

12. BORROWINGS (continued)

Note:

- (i) Secured borrowing of approximately HK\$187,146,000 [31 December 2022: HK\$186,784,000] were guaranteed by the ultimate controlling company and a fellow subsidiary and pledged property, plant and equipment of approximately HK\$249,923,000 and right-of-use assets of approximately HK\$14,726,000 [31 December 2022: property, plant and equipment of approximately HK\$270,790,000 and right-of-use assets of approximately HK\$16,005,000].
- (ii) Other borrowings included (a) an International Finance Corporation ("IFC") loan of approximately HK\$42,678,000 [31 December 2022: HK\$42,419,000]; (b) liabilities under the Creditors' Scheme of HK\$214,301,000 [31 December 2022: HK\$205,512,000].

As of 31 May 2022, the outstanding borrowing in the principal amount of approximately HK\$720,419,000 was discharged pursuant to the Creditors' Scheme. Pursuant to the Creditors' Scheme, the admitted claims had been allocated into (a) a-year term extension option ("Option A") and (b) a convertible bonds swap option (please refer to note 14). The effective interest rate of Option A is 8.47%, and the initial recognition of such liabilities is HK\$198,594,000 and amortized to HK\$214,301,000 as of 30 June 2023.

- (iii) The weighted effective interest rate of bank borrowing and other borrowing as at 30 June 2023 is approximately 7.27% [31 December 2022: 7.21%].

13. AMOUNT DUE TO A SHAREHOLDER

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

14. 可換股債券

於2022年8月5日，本公司根據債權人計劃的條款發行本金總額為458,390,000港元的零票息可換股債券(「可換股債券」)。

可換股債券賦予債券持有人權利以換股價1.2港元換取股份。可換股債券的到期日為自發行日期起計五年。持有人可於可換股債券到期日前隨時作出轉換。本公司將贖回於到期日尚未獲轉換的可換股債券。

有關可換股債券條款的詳情，請參閱本公司日期為2022年5月3日的通函。

根據本集團的會計政策，可換股債券根據合約安排的實際內容以及金融負債及權益工具的定義分別分類為金融負債及權益。倘轉換選擇權將透過以固定金額的現金或另一項金融資產換取固定數目的本公司本身權益工具結算，則屬權益工具。負債部分的公允值按類似的不可轉換工具的現行市場利率作出估算。權益部分於權益的「可換股債券權益儲備」項下呈列。發行人贖回選擇權被認為與主債務密切相關而並非與主合約分開。負債部分於初步確認時的實際年利率為8.47%。

14. CONVERTIBLE BONDS

On 5 August 2022, the Company has issued zero coupon convertible bonds ("Convertible Bonds") with aggregate principal amount of HK\$458,390,000 pursuant to the terms of the Creditors' Scheme.

The Convertible Bonds entitle the bondholder to convert to shares at a conversion price of HK\$1.2. The maturity date of the Convertible Bonds is 5 years 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.

For more details of the terms of Convertible Bonds. Please refer to the Company's circular dated on 3 May 2022.

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 equity element is presented in equity under the heading of "convertible bond equity reserve". The issuer redemption options are considered as closely related to the host debt and are not separated from the host contract. The effective interest rate of the liability component on initial recognition is 8.47% per annum.

14. 可換股債券(續)

初步計入可換股債券權益儲備的轉換選擇權於到期時轉撥至保留盈利。

於2023年6月30日，可換股債券負債部分的公允值為333,222,000港元(2022年12月31日：320,048,000港元)，屬公允值等級的第三級。

本集團金融工具的賬面值與其公允值合理相若。

14. CONVERTIBLE BONDS (continued)

The convertible option initially included in convertible bonds equity reserve was transferred to retained earnings upon expiry.

The fair value of the liability component of the Convertible Bonds at 30 June 2023 amounted to HK\$333,222,000 (31 December 2022: HK\$320,048,000), which are within level 3 of the fair value hierarchy.

The carrying amounts and fair values of the Group's financial instruments reasonably approximate to fair values.

15. 承擔

15. COMMITMENTS

	2023年 6月30日 30 June 2023 千港元 HK\$'000 (未經審核) (Unaudited)	2022年 12月31日 31 December 2022 千港元 HK\$'000 (未經審核) (Unaudited)
已訂約但未作撥備：物業、廠房及設備	20,102	26,973
Contracted, but not provided for: Property, plant and equipment		

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，於期內，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 Period:

		截至2023年 6月30日 止六個月 Six months ended 30 June 2023 千港元 HK\$'000	截至2022年 6月30日 止六個月 Six months ended 30 June 2022 千港元 HK\$'000
	附註 Notes		
向居間控股公司支付之管理費	Management fee paid to an intermediate holding company	1,475	600

- (b) 本集團主要管理人員報酬：

- (b) Compensation of key management personnel of the Group:

		截至2023年 6月30日 止六個月 Six months ended 30 June 2023 千港元 HK\$'000	截至2022年 6月30日 止六個月 Six months ended 30 June 2022 千港元 HK\$'000
董事袍金、薪金及薪酬	Directors' fee, salaries and other emoluments	645	754

16. 重大關連人士交易(續)

- (c) 於2023年6月30日，應付一名股東之款項約為7,019,000港元(2022年12月31日：2,871,000港元)。該款項為無抵押、免息及按要求償還。

於2023年6月30日，向本公司直接控股公司Ming Xin Developments Limited發行的可換股債券約為333,222,000港元(附註14)。

- (d) 誠如本公司於2021年8月1日刊發的公告(「該公告」)所披露，白山市天安金屬鎂礦業有限公司及新疆騰翔鎂製品有限公司(本公司的間接全資附屬公司)與銀行訂立擔保協議，以擔保貸款協議項下山東紅日化工股份有限公司(「山東紅日」，世紀陽光集團控股有限公司(本公司的控股股東)的間接全資附屬公司)就該銀行根據貸款協議向山東紅日墊付的金額為人民幣124,960,000元的貸款的付款責任。因此，山東紅日是本公司於上市規則第14A章項下之關連人士，及擔保事項構成本公司於上市規則項下之關連交易，並須遵守上市規則第14A章項下之申報、公告規定及獨立股東批准規定。然而，本公司於有關時間內未遵守有關擔保之申報、公告規定及獨立股東批准規定。本公司已採取多種補救措施提升其內部控制，預防再次發生該公告所披露的有關不合規事件。

16. MATERIAL RELATED PARTY TRANSACTION (continued)

- (c) As at 30 June 2023, the amount due to a shareholder is approximately HK\$7,019,000 (31 December 2022: HK\$2,871,000). The amount is unsecured, interest-free and repayable on demand.

As at 30 June 2023, the convertible bonds issued to the immediate holding company of the Company, Ming Xin Developments Limited, was approximately HK\$333,222,000 (note 14).

- (d) As disclosed in the announcement of the Company published on 1 August 2021 (the "Announcement"), Baishan City Tianan Magnesium Resources Co., Ltd. and Xinjiang Tengxiang Magnesium Products Company Limited, the indirect wholly-owned subsidiaries of the Company, entered into guarantee agreements with a bank to guarantee the payment obligations of Shandong Hongri Chemical Joint Stock Company Limited ("Shandong Hongri"), an indirect non-wholly owned subsidiary of Century Sunshine Group Holdings Limited (the controlling shareholder of the Company), in respect of the loans amounting to RMB124.96 million advanced by that bank to Shandong Hongri under the loan agreements. Shandong Hongri is accordingly a connected person of the Company under Chapter 14A of the Listing Rules, and the guarantees constituted connected transactions of the Company under the Listing Rules and were subject to the reporting, announcement requirements and independent shareholders' approval requirement under Chapter 14A of the Listing Rules. However, the Company had not complied with the reporting, announcement requirements and independent shareholders' approval requirement in respect of the Guarantees at the relevant time. The Company has taken various remedial measures to enhance its internal control and prevent recurrence of such non-compliance as disclosed in the Announcement.

16. 重大關連人士交易(續)

- (e) 根據香港聯合交易所有限公司證券上市規則(「上市規則」)第14A.72條：
- 除上文(a)、(c)及(d)披露者外，董事認為附註16所披露之其他關連人士交易並不符合上市規則第14A章的定義下。
 - 董事確認上文(a)項所載「應付中間控股公司管理費」悉數豁免上市規則第14A.73條及第14A.76條項下之報告、公告、通函及股東批准之規定。
 - 董事確認上文(c)項所載「應付一名股東之款項」的交易乃基於正常或較佳商業條款，且本集團並無資產作為抵押，因此悉數豁免上市規則第14A.73條及第14A.90條項下之報告、公告、通函及股東批准之規定。

除以上所披露外，董事認為，附註16及該等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。

16. MATERIAL RELATED PARTY TRANSACTION *(continued)*

- (e) Pursuant to Rule 14A.72 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”):
- Save as disclosed in the item (a), (c) and (d) above, the Directors consider that the other related party transactions disclosed in the Note 16 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) above 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 of “amount due to a shareholder” set forth in item (c) 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.

Save as disclosed above, 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.

17. 法律訴訟及或然負債

於2021年6月2日，一間中國附屬公司白山市天安金屬鎂礦業有限公司(「白山天安」)，接獲一間中國銀行針對白山天安違反所授出貸款的條款及條件的中國法院傳訊令狀(「令狀」)。根據申索陳述書，銀行向該中國附屬公司提呈申索，要求立即償還所有未償還本金及利息，總計約人民幣64,266,667元，連同拖欠利息及額外款項，或其他減免及相關費用。

於2022年3月16日，本公司收到吉林省白山市中級人民法院(「白山法院」)對白山天安的執行裁定書，內容表明，根據裁定，該銀行申請查封白山天安擁有的1幅土地、14處房產及採礦權，查封期為三年，查封白山天安的銀行賬戶，查封期為一年。據此，白山天安於查封期內無法轉移或處置查封資產。

於2022年12月22日，白山法院已裁定解除查封白山天安的採礦權。

鑒於以上所述，查封白山天安擁有的資產將不會影響本集團的持續經營，在並無發生不可預見的情況下，本公司預計查封將不會對本集團的業務營運產生重大不利影響。

白山天安將繼續與銀行協商以便盡快解除查封令。

誠如上文披露，董事認為直至報告日期，概無重大法律訴訟會對本集團之業務、運營及財務狀況產生重大不利影響。

17. LITIGATIONS AND CONTINGENT LIABILITIES

On 2 June 2021, Baishan City Tianan Magnesium Resources Company Limited ("Baishan Tianan"), a PRC subsidiary, was served by a writ of summons (the "Writ") in a court in PRC by a PRC bank against Baishan Tianan for its non-compliance to the terms and conditions of a loan granted. According to the statement of claim, the bank is pursuing claims against the PRC subsidiary for an immediate repayment of all outstanding principal and interest, in the sum of approximately RMB64,266,667, as well as the default interest thereon, further or other relief and related costs.

On 16 March 2022, the Company received a written ruling from Baishan Intermediate People's Court of Jilin Province (the "Baishan Court") issued to Baishan Tianan, which stated that according to the ruling, the bank applied for the frozen of 1 plot of land, 14 properties and the mining rights owned by Baishan Tianan, with a frozen period of three years, and the frozen of bank accounts held by Baishan Tianan with a frozen period of one year, pursuant to which Baishan Tianan cannot transfer or disposal of the frozen assets during the frozen period.

On 22 December 2022, Baishan Court ruled that the freezing of the mining rights of Baishan Tianan be released.

In view of the above and the freezing assets owned by Baishan Tianan will not affect the Group's continued operation, in the absence of unforeseen circumstances, the Company is not expected the freezing would have a material adverse effect on the Group's business operations.

Baishan Tianan will continue the negotiation with the bank to have the freezing order released as soon as possible.

Save as disclosed above, the Directors consider that up to report date there were no significant litigations would have material adverse impact on the business, operation and financial position of the Group.

行業回顧

自2021年第四季度的鎂價升至歷史高位後持續下跌，目前鎂價已基本回歸至兩年前的低位水平，同比去年同期的平均價格已跌去40.6%。儘管在今年4-5月中中國鎂價格受到區域性的鎂廠關停影響有兩次反彈，但很快又在基本面壓力下回落。然而，生產鎂錠的主要原材料動力煤和硅鐵的成本僅同比下調20%以內。鎂價的下跌幅度遠大於成本回落，單位盈利空間收窄，甚至成本倒掛。同時，國內外鎂市場需求均有所下滑，市場庫存仍然較大。綜上，今年上半年，整體鎂行業舉步維艱。

INDUSTRY REVIEW

Following a surge to historical highs in the fourth quarter of 2021, magnesium prices have been on a continuous decline and have essentially returned to the low levels of two years ago. The average price has dropped by 40.6% compared to the same period last year. Despite two rebounds in Chinese magnesium prices in April and May this year, driven by regional shutdowns of magnesium factories, they quickly fell again under fundamental pressures. However, the cost of the main raw materials for producing magnesium ingots, namely thermal coal and ferrosilicon, has only decreased by less than 20% compared to the previous year. The magnitude of the decline in magnesium prices is far greater than the reduction in costs, resulting in a narrowing profit margin per unit and even cost inversion. Additionally, both domestic and international demand for magnesium has declined, and market inventories remain high. In summary, the overall magnesium industry has faced significant challenges in the first half of this year.

2021年-2023年上半年中國鎂出廠價走勢（元/噸）
Trends in the ex-factory prices of magnesium in
China between 2021 and 1H2023 (RMB/ton)



業務回顧

截至2023年6月30日止六個月(「期內」)，本集團整體收入為103,004,000港元，較去年同期的238,936,000港元減少約56.9%。鎂產品業務之整體毛損率為負34.0%，而去年同期為毛利率24.0%。期內稅後虧損增至113,238,000港元(2022年同期：96,188,000港元)。總銷量由2022年同期的5,603噸下降至期內的4,745噸。為了保證產品質量並提升生產效率，本集團生產廠房在今年4月份進行了必要的停產檢修工作，導致暫時產能減少，對集團期內利潤率產生負面影響。同時，今年上半年人民幣貶值，我們的產品平均售價較去年同期下滑約49%，市場鎂價處於兩年來低位，不斷挑戰成本線，利潤承壓，需求疲弱，鎂行業整體氣氛低迷。

展望

短期而言，鎂價及鎂市場暫時處於低谷。但是長遠看，鎂的發展前景未來可期。首先，中國鎂資源儲量作為全球最豐富的金屬元素之一，原料供應充足。而且，中國是原鎂的生產大國，歷年來鎂產量和出口量排名世界第一，具有充分的議價權，「皮江法」生產技術亦較其他國家更加成熟、成本更低。通過近幾十年鎂應用的不斷拓展，鎂已經應用於生活的方方面面。其中鎂於汽車輕量化的應用最為普遍。同時，綠色低碳、輕量化的建築模板材料成為未來的發展趨勢，為鎂模板市場規模擴大創造了條件。

BUSINESS REVIEW

As of June 30, 2023, for the six-month period (“the period”), the overall revenue of the Group amounted to HKD103,004,000, representing an decrease of approximately 56.9% compared to the same period last year, which was HKD238,936,000. The overall gross margin of the magnesium product business was negative 34.0%, while the gross profit margin for the same period last year was 24.0%. The after-tax loss for the period increased to HKD113,238,000 (compared to HKD96,188,000 in the same period of 2022). The total sales volume decreased from 5,603 tons in the same period of 2022 to 4,745 tons in the period. In order to ensure product quality and improve production efficiency, necessary production maintenance work was carried out at the Group’s production facilities in April this year, resulting in a temporary reduction in production capacity and a negative impact on the Group’s profit margin during the period. Additionally, the depreciation of the RMB in the first half of this year led to an average selling price of our products decreasing by approximately 49% compared to the same period last year. The market price of magnesium has been at a low level for the past two years, continuously challenging the cost line and putting pressure on profits. With weak demand, the overall atmosphere of the magnesium industry has been sluggish in the first half of this year.

PROSPECT

In the short term, magnesium prices and the magnesium market are currently in a downturn. However, looking at the long term, the prospects for magnesium development are promising. Firstly, China has abundant magnesium resources, being one of the world’s richest reserves of metallic elements, ensuring a sufficient supply of raw materials. Moreover, China is a major producer of raw magnesium, consistently ranking first in terms of production and exports, which gives it strong bargaining power. The “Pijiang Method” production technology in China is also more mature and cost-effective compared to other countries. Through the continuous expansion of magnesium applications over the past few decades, magnesium has been utilised in various aspects of life. The application of magnesium in automotive light weighting is particularly common. Additionally, green, low-carbon, and lightweight building template materials are becoming a future development trend, creating favourable conditions for the expansion of the magnesium template market.

鎂合金的下游應用 (部分)

DOWNSTREAM APPLICATION OF MAGNESIUM ALLOYS (PARTIAL)



在「雙碳」背景下，節能環保和降低碳排放成為汽車行業發展的確定性方向。鎂合金是汽車輕量化優選材料。目前用於汽車輕量化的金屬材料主要包括高強度鋼、鋁合金、鎂合金，其中鎂合金材料憑藉其密度低、吸振性好、尺寸穩定性高、熱導率高和耐磨性好等優勢應用於汽車內部構造、底盤、動力總成等部位。隨著國內外技術不斷精進，生產鎂合金零部件種類不斷增加。目前中國研製鎂合金汽車零部件已超100種，對於車體的減重效果可以達到55%-60%。

In the context of the “dual carbon” goals, energy conservation, environmental protection, and carbon emission reduction have become the determined direction for the development of the automotive industry. Magnesium alloys are preferred materials for automotive light weighting. Currently, the main metal materials used for automotive light weighting include high-strength steel, aluminium alloys, and magnesium alloys. Among them, magnesium alloy materials are applied in various parts of automobiles, such as internal structures, chassis, and powertrain, due to their advantages of low density, good vibration absorption, high dimensional stability, high thermal conductivity, and good wear resistance. With the continuous advancement of technology both domestically and internationally, the variety of magnesium alloy components produced is constantly increasing. Currently, China has developed over 100 types of magnesium alloy automotive components, achieving a weight reduction effect of 55%-60% for the vehicle body.

鎂除了深耕汽車輕量化領域外，建築模板很可能是下一個用鎂需求快速增長的領域。相比鋁模板每平米重量21-25kg，鎂模板自重更輕，每平米重量僅為16kg；同時鎂合金的物理屬性使其應用壓鑄工藝更容易成型；在水泥鹼性條件下更易清理，使鎂合金成為更具有市場前景的模板材料。從成本看，此前鎂合金價格異常波動，鎂價短期暴漲，使鎂合金模板在成本上存在一定的劣勢。但隨著鎂價回落，根據2023年6月6日鎂和鋁原錠材料價格測算，鎂模板(壓鑄)成本為586.67元/平方米，較鋁模板低3.8%。「鎂代鋁」替代優勢明顯。

中國工程院院士潘復生曾說：「我們用了[十年]時間讓鎂合金結構材料走到了[千家萬戶]，我們完全可能再用[十年]，讓鎂合金功能產品遍佈[千山萬水]。」現如今，鎂應用於汽車、3C電子產品以及航空航天板塊已非常普遍。鎂合金輕量化產品更大規模應用是鎂電池以及鎂儲氫，它們的發展與突破對保障國家能源安全、實現雙碳目標、提升新能源汽車可持續發展能力有重要戰略意義。管理層相信，隨著鎂產品市場應用不斷延伸，「鎂代鋁」的趨勢更加清晰和篤定，「輕量化」和「節能減排」趨勢更加受到重視和提倡，鎂產業具有廣闊的市場前景。稀鎂科技作為行業的先行者，經歷了行業的起起伏伏，積累了寶貴的經驗和技術優勢，將與鎂產業共赴「鎂」好未來！

In addition to the automotive light weighting sector, building templates are likely to be the next rapidly growing area of magnesium demand. Compared to aluminium templates weighing 21-25kg per square meter, magnesium templates are lighter, weighing only 16kg per square meter. Furthermore, the physical properties of magnesium alloys make them easier to shape through die casting processes. They are also easier to clean under alkaline conditions, making magnesium alloys a more promising template material in the market. In terms of cost, magnesium alloy prices have experienced significant fluctuations in the past, with short-term surges in magnesium prices, which created certain cost disadvantages for magnesium alloy templates. However, with the decline in magnesium prices, based on price calculations of magnesium and aluminium ingot materials as of June 6, 2023, the cost of magnesium templates (die casting) is estimated to be RMB586.67 per square meter, which is 3.8% lower than aluminium templates. The “magnesium replacing aluminium” advantage is evident.

Academician Pan Fusheng of Chinese Academy of Engineering once said, “It took us ‘ten years’ to make magnesium alloy structural materials commonplace in ‘thousands of households.’ We are fully capable of using ‘another ten years’ to make magnesium alloy functional products spread across the world.” Nowadays, magnesium is widely used in automobiles, 3C electronic products, and the aerospace sector. The larger-scale application of magnesium alloy lightweight products lies in magnesium batteries and hydrogen storage, and their development and breakthroughs are of strategic importance in ensuring national energy security, achieving dual carbon goals, and enhancing the sustainable development capabilities of new energy vehicles. The management believes that as the market applications of magnesium products continue to expand, the trend of “magnesium replacing aluminium” becomes clearer and more certain, and the trends of “light weighting” and “energy conservation and emission reduction” receive more attention and promotion. The magnesium industry has broad market prospects. As a pioneer in the industry, REMT has experienced the ups and downs of the industry, accumulated valuable experience and technological advantages, and will embrace a bright future together with the magnesium industry!

其他資料 OTHER INFORMATION

財務回顧

FINANCIAL REVIEW

		2023年 2023 千港元 HK\$'000 (未經審核) (Unaudited)	2022年 2022 千港元 HK\$'000 (未經審核) (Unaudited)	2021年 2021 千港元 HK\$'000 (未經審核) (Unaudited)
損益表	Statement of profit or loss			
收入	Revenue	103,004	238,936	182,632
毛(損)/利	Gross (loss)/profit	(35,039)	57,410	20,932
毛(損)/利率	Gross (loss)/profit margin	(34.0%)	24.0%	11.5%
本公司擁有人應佔虧損	Loss attributable to owners of the Company	(113,238)	(96,188)	(46,655)
純利率	Net profit margin	不適用 N/A	不適用 N/A	不適用 N/A

其他營運費用分析

銷售及分銷費用

本集團的銷售及分銷費用總額較去年同期減少約933,000港元，佔總收入0.9% (2022年：0.7%)。銷售及分銷費用下跌主要由於銷量較去年同期下降。

行政支出

本集團的一般行政支出較去年同期減少8,533,000港元。

一般行政支出主要包括員工薪酬、專業費用、一般行政用途及產能閒置產生的折舊及攤銷費用以及研發費用。

行政支出減少主要由於已向擬備及實施債權人計劃支付大筆金額以及先前期間於香港法院撤銷呈請所產生的專業費用減少。

OTHER OPERATING EXPENSES ANALYSIS

Selling and Distribution Costs

The aggregate selling and distribution costs of the Group decreased by approximately HK\$933,000 over the same period last year and represented 0.9% [2022: 0.7%] of total revenue. The decrease in selling and distribution costs was mainly due to the decrease in sales quantity as compared to the same period last year.

Administrative Expenses

The Group's general administrative expenses decreased by HK\$8,533,000 as compared to the same period last year.

General administrative expenses consisted mainly of staff remuneration, professional fees, depreciation and amortisation expenses incurred for administrative use and idle production capacity, and research and development costs.

The decrease in administrative expenses was mainly attributable to the decreased professional fee incurred as a significant amounts were paid for the preparation and implementation of the creditors' scheme and dismissal of the petition in the Hong Kong Court for the prior period.

預期信貸虧損

已確認撥回貿易應收賬款的預期信貸虧損約7,311,000港元(2022年：撥備60,434,000港元)。這並非指有關虧損實際已經發生，亦非指在未來年度有關虧損會發生。反而，預期信貸虧損反應於報告日期可用的信息。

其他(虧損)/收益淨額

這主要包括租賃收入，銷售廢料收入，出售非流動資產收益、匯兌收益/虧損及其他雜項收入。本集團確認其他虧損淨額，乃由於其已確認出售閒置原料虧損金額14,877,000港元。

財務費用

本集團的財務費用主要包括借款利息支出。期內所產生的財務費用總額約為23,763,000港元(2022年：25,006,000港元)。

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值項目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。

鑒於本集團的財務狀況，本集團將考慮可能的股權集資機會，以提升其資本基礎及紓緩短期財務壓力以及改善本集團的流動資金狀況。

Expected Credit Loss

A reverse of expected credit loss on trade receivables have recognised at approximately HK\$7,311,000 (2022: allowance of HK\$60,434,000). This does not mean that such losses have actually occurred, nor does it mean that such losses will occur in future years. Rather, expected credit losses reflect the information available at the reporting date.

Other (loss)/gains, Net

These comprise mainly rental income, income on sales of scrap materials, profit on disposal of non-current assets, exchange gain/losses and other miscellaneous income. A net other loss was recognised as the Group has recognised a loss of disposal of idled raw materials at an amount of HK\$14,877,000.

Finance Costs

The Group's finance costs consisted mainly of interest expenses on borrowings. The aggregate amount of finance costs incurred was approximately HK\$23,763,000 for the Period (2022: HK\$25,006,000).

Liquidity and Financial Resources

Our cash is mainly used to satisfy our needs of working capital and our capital expenditure. Our needs of working capital and requirement of capital expenditure were 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 Groups' treasury activities and cash and cash equivalents are generally deposited with certain financial institution such as banks and denominated mostly in Renminbi and Hong Kong dollars.

In view of the financial position of the Group, the Group will consider possible equity fundraising opportunities in order to strengthen its capital base and ease the short-term financial stress and to enhance the liquidity position of the Group.

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4.5年(於2027年12月4日屆滿)。

於2023年6月30日，該計劃項下可認購總數10,170,000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 4.5 years (expiry on 4 December 2027).

As at 30 June 2023, options to subscribe for a total of 10,170,000 Shares were outstanding under the Scheme (the "Options").

	於2023年 1月1日持有 Held at 1 January 2023	期內授出之 購股權 Options granted during the Period	期內行使之 購股權 Options exercised during the Period	期內失效之 購股權 Options lapsed during the Period	於2023年 6月30日持有 Held at 30 June 2023	行使價 Exercise price 港元 HK\$
A) 僱員 Employees	8,170,000	-	-	-	8,170,000	8
B) 董事 Directors						
沈世捷 Shum Sai Chit	1,500,000	-	-	-	1,500,000	8
鄭炳文 Kwong Ping Man	250,000	-	-	-	250,000	8
張省本 Cheung Sound Poon	250,000	-	-	-	250,000	8
合計Total	10,170,000	-	-	-	10,170,000	8

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	8	10,170,000
				10,170,000

於2023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33,041,950股，相當於本公司當日已發行股本約8.36%。該計劃之餘下年期約為4.5年，並將於2027年12月4日屆滿。

As at the date of the 2023 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 33,041,950, representing approximately 8.36% of the issued share capital of the Company as of the date thereof. The remaining life of the Scheme is approximately 4.5 years and to be expired on 4 December 2027.

董事之證券權益

於2023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 2023, 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 Number of options held	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 Personal interests	家族權益 Family interests	公司權益 Corporate interests	總額 Total			
好倉 Long position							
沈世捷 Shum Sai Chit	-	-	-	-	1,500,000	0.38%	
鄭炳文 Kwong Ping Man	-	-	-	-	250,000	0.06%	
張省本 Cheung Sound Poon	-	-	-	-	250,000	0.06%	
淡倉 Short position							
無 Nil							

董事之證券權益(續)
於相聯法團股份之權益

DIRECTORS' INTERESTS IN SECURITIES (continued)
Interests in the shares of associated corporations

董事姓名	相聯法團名稱	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 已發行股本之 百分比 % of issued share capital of associated corporation
		個人權益	所持購股權數目	總額	
Names of Directors	Name of associated corporation	Personal interests	Number of options held	Total	
沈世捷	世紀陽光集團控股有限公司 ([世紀陽光])	14,666,305	20,000,000	34,666,305	0.76%
Shum Sai Chit	Century Sunshine Group Holdings Limited ("Century Sunshine")				
池斯樂	世紀陽光	36,736,742	-	36,736,742	0.80%
Chi Sile	Century Sunshine				
張省本	世紀陽光	-	5,000,000	5,000,000	0.11%
Cheung Sound Poon	Century Sunshine				

除上文所披露者外，於2023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 2023, 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2023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 2023, 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 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)(note 1)	237,045,871(L)	60.00
New Bright Group Limited(附註2)(note 2)	237,045,871(L)	60.00
世紀陽光集團控股有限公司(附註3) Century Sunshine Group Holdings Limited (note 3)	237,045,871(L)	60.00
池文富(附註4) Chi Wen Fu (note 4)	237,045,871(L)	60.00
Thoughtful Limited (附註5)(note 5)	51,983,900(L)	13.16
So Kit Yee Anita(附註5) (note 5)	51,983,900(L)	13.16
Chan King Wai Leonard (附註5)(note 5)	51,983,900(L)	13.16

附註：

- (1) 237,045,871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) 根據本公司與其方案債權人之間的安排，公司於2022年8月5日將65,843,900股已發行普通股轉移給方案公司(即Thoughtful Limited)。蘇潔儀女士和陳景偉先生是方案的聯合管理員。Thoughtful Limited根據方案條款在2022年8月5日至2023年6月30日期間處置了13,860,000普通股。

Note:

- (1) 237,045,871 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) According to the Scheme of Arrangement between the Company and its scheme creditors, the Company transferred 65,843,900 issued ordinary shares to the scheme company (i.e. Thoughtful Limited) on 5 August 2022. Ms. So Kit Yee Anita and Mr. Chan King Wai Leonard are the joint and several administrators of the scheme. Thoughtful Limited has disposed 13,860,000 ordinary shares for the period from 5 August 2022 to 30 June 2023 pursuant to the terms of the Scheme.

除上文所披露者外，於2023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 2023, 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)、張省本先生及林鵬軒先生。於期內，審核委員會已舉行兩次會議，以檢討本集團所採納之會計準則及政策，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2023年6月30日止六個月之未經審核綜合中期業績。

企業管治常規

截至2023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所載之企業管治常規守則(「守則」)，惟以下偏離情況除外：

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，故本公司認為現時之安排可以提高本公司的企業決策及執行效率，有助本集團於現階段更進一步地發展業務。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. Lin Pengxuan. During the Period, 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 2023.

CORPORATE GOVERNANCE PRACTICES

During the six months ended 30 June 2023, 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.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必守標準之條款，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2023年6月30日止六個月內，全體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，2023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 2023.

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 Period.

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

Hong Kong, 31 August 2023



稀镁科技
REMT

稀镁科技集團控股有限公司
Rare Earth Magnesium Technology Group Holdings Limited

