

# TENGY

**浙江天潔環境科技股份有限公司**  
**Zhejiang Tengy Environmental Technology Co., Ltd**

(a joint stock company established in the People's Republic of China with limited liability)  
(於中華人民共和國成立之股份有限公司)

Stock code 股份代號：1527

Interim Report  
**2019** 中期報告



## Financial Highlights

### 財務摘要

- The revenue of Zhejiang Tengy Environmental Technology Co., Ltd (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) for the six months ended 30 June 2019 (the “**Reporting Period**”) was approximately RMB339.05 million, representing a decrease of approximately 18.95% when compared with that of the corresponding period of last year.
- 浙江天潔環境科技股份有限公司（「**本公司**」）及其附屬公司（統稱「**本集團**」）於截至二零一九年六月三十日止六個月（「**報告期**」）之收益為約人民幣339.05百萬元，與去年同期相比減少約18.95%。
- The Group’s profit attributable to owners of the parent for the Reporting Period was approximately RMB29.06 million, representing a decrease of approximately 12.29% when compared with that of the corresponding period of last year.
- 本集團於報告期內之母公司擁有人應佔溢利為約人民幣29.06百萬元，與去年同期相比減少約12.29%。
- The board (the “**Board**”) of directors the Company (the “**Directors**”, each a “**Director**”) did not recommend the payment of any dividend for the Reporting Period.
- 本公司董事（「**董事**」）會（「**董事會**」）不建議就報告期派付任何股息。

## Interim Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 中期簡明綜合損益及其他全面收益表

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2019</b> 二零一九年 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>REVENUE</b>	收益		
Cost of goods sold	已售貨品成本	<b>339,053</b> <b>(276,800)</b>	418,346 (327,981)
<b>GROSS PROFIT</b>	毛利	<b>62,253</b>	90,365
Other income	其他收入	<b>2,510</b>	1,617
Selling expenses	銷售開支	<b>(7,436)</b>	(10,486)
Administrative expenses	行政開支	<b>(14,168)</b>	(33,036)
Other operating expenses	其他經營開支	<b>(61)</b>	-
Profit from operations	經營所得溢利	<b>43,098</b>	48,460
Finance costs	融資成本	<b>(2,637)</b>	(2,740)
<b>PROFIT BEFORE TAX</b>	稅前溢利	<b>40,461</b>	45,720
Income tax expense	所得稅開支	<b>(11,401)</b>	(12,588)
<b>PROFIT FOR THE PERIOD</b>	期內溢利	<b>29,060</b>	33,132
<b>ATTRIBUTABLE TO:</b>	以下應佔：		
Owners of the Parent	母公司擁有人	<b>29,060</b>	33,132
<b>EARNINGS PER SHARE</b>	每股盈利		
Basic	基本	<b>0.22</b>	0.25
Diluted	攤薄	<b>0.22</b>	0.25

# Interim Condensed Consolidated Statement of Financial Position

## 中期簡明綜合財務狀況表

		As at 於	
		2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2018 二零一八年 RMB'000 人民幣千元 (Audited) (經審核)
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	79,024	81,629
Prepaid land lease payments	預付土地租賃款項	42,030	43,020
Intangible assets	無形資產	126	193
Deferred tax assets	遞延稅項資產	33,876	33,887
Pledged deposits	已抵押存款	2,174	1,871
Deposit paid for intangible asset	已付無形資產按金	-	1,292
Total non-current assets	非流動資產總額	<b>157,230</b>	161,892
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Inventories	存貨	333,144	324,280
Trade and bills receivables	貿易應收款項及應收票據	670,199	653,581
Contract assets and contract costs	合同資產及合同成本	241,124	261,028
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	53,654	45,771
Prepaid land lease payments	預付土地租賃款項	1,980	1,981
Tax receivable	應收稅項	3,994	-
Pledged deposits	已抵押存款	33,359	39,323
Bank and cash balances	銀行及現金結餘	13,288	16,432
Total current assets	流動資產總值	<b>1,350,742</b>	1,342,396
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Trade and bills payables	貿易應付款項及應付票據	333,732	363,337
Contract liabilities	合同負債	192,953	202,284
Other payables and accruals	其他應付款項及應計費用	124,501	108,185
Bank loans	銀行貸款	106,500	109,000
Tax payable	應付稅項	-	256
Total current liabilities	流動負債總額	<b>757,686</b>	783,062
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>	<b>593,056</b>	559,334
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>	<b>750,286</b>	721,226
<b>NET ASSETS</b>	<b>資產淨值</b>	<b>750,286</b>	721,226
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>		
Share capital	股本	135,000	135,000
Share premium	股份溢價	239,064	239,064
Reserves	儲備	376,222	347,162
<b>TOTAL EQUITY</b>	<b>權益總額</b>	<b>750,286</b>	721,226

# Interim Condensed Consolidated Statement of Changes in Equity

## 中期簡明綜合權益變動表

		Attributable to owners of the parent 母公司擁有人應佔權益					
		Share capital	Share premium	Statutory surplus reserve	Safety production reserve	Retained profits	Total equity
		股本	股份溢價	法定盈餘儲備	安全生產儲備	保留溢利	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2019 (Audited)	於二零一九年一月一日 (經審核)	135,000	239,064	385,38	6,861	301,763	721,226
Total comprehensive income for the period	期內全面收入總額	-	-	-	-	29,060	29,060
Appropriation to statutory surplus reserve	劃撥至法定盈餘儲備	-	-	2,887	-	(2,887)	-
Appropriation to safety production reserve	劃撥至安全生產儲備	-	-	-	164	(164)	-
At 30 June 2019 (unaudited)	於二零一九年六月三十日 (未經審核)	135,000	239,064	414,25	7,025	327,772	750,286
At 1 January 2018 (Audited)	於二零一八年一月一日 (經審核)	135,000	239,064	35,366	6,006	274,554	689,990
Total comprehensive income for the period	期內全面收入總額	-	-	-	-	33,132	33,132
Appropriation to statutory surplus reserve	劃撥至法定盈餘儲備	-	-	3,199	-	(3,199)	-
Appropriation to safety production reserve	劃撥至安全生產儲備	-	-	-	538	(538)	-
At 30 June 2018 (unaudited)	於二零一八年六月三十日 (未經審核)	135,000	239,064	38,565	6,544	303,949	723,122

# Interim Condensed Consolidated Statement of Cash Flows

## 中期簡明綜合現金流量表

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2019</b> 二零一九年 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Net cash used in operating activities	經營活動所用現金淨額	<b>1,388</b>	7,002
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動現金流量</b>		
Purchases of property, plant and equipment	購買物業、廠房及設備	<b>(2,033)</b>	(784)
Purchases of intangible assets	購買無形資產	-	-
Net cash flows used in investing activities	投資活動所用現金流量淨額	<b>(2,033)</b>	(784)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動現金流量</b>		
New short-term bank loans raised	新增短期銀行貸款	<b>92,440</b>	96,000
Repayment of bank loans	償還銀行貸款	<b>(94,940)</b>	(92,000)
Net cash flows used in financing activities	融資活動所用現金流量淨額	<b>(2,500)</b>	4,000
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物減少淨額</b>	<b>(3,145)</b>	10,218
Cash and cash equivalents at beginning of period	期初現金及現金等價物	<b>16,433</b>	47,706
Effect of foreign exchange rate changes, net	匯率變動影響淨額	-	(91)
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>期末現金及現金等價物</b>	<b>13,288</b>	57,833
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物結餘分析</b>		
Cash and bank balances	現金及銀行結餘	<b>13,288</b>	57,833
Cash and cash equivalents as stated in the statements of financial position and statements of cash flows	財務狀況表及現金流量表所列的現金及現金等價物	<b>13,288</b>	57,833

# Notes to the Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

### 1. CORPORATE AND GROUP INFORMATION

Zhejiang Tengy Environmental Technology Co., Ltd (the “**Company**”) was established in the People’s Republic of China (the “**PRC**”) as a joint stock company with limited liability. The address of its registered office is TENG Y Industrial Park, Paitou Town, Zhuji City, Zhejiang Province, PRC. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Company and its subsidiaries (collectively the “**Group**”) were principally engaged in design, development, manufacturing, installation and sale of environmental pollution prevention equipment and electronic products.

### 2. BASIS OF PREPARATION

These condensed financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

These condensed financial statements should be read in conjunction with the 2018 annual financial statements. The accounting policies and methods of computation used in the preparation of these condensed financial statements are consistent with those used in the annual financial statements for the year ended 31 December 2018 except as stated below.

### 1. 公司及集團資料

浙江天潔環境科技股份有限公司(「**本公司**」)為一間在中華人民共和國(「**中國**」)成立的股份有限公司。本公司註冊辦事處位於中國浙江省諸暨市牌頭鎮天潔工業園區。本公司的股份於香港聯合交易所有限公司(「**聯交所**」)主板上市。

本公司及其附屬公司(統稱為「**本集團**」)主要從事環保污染防治設備及電子產品的設計、開發、製造、安裝及銷售。

### 2. 編製基準

該等簡明財務報表乃根據由香港會計師公會(「**香港會計師公會**」)頒佈之香港會計準則第34號「中期財務匯報」以及聯交所上市規則(「**上市規則**」)的適用披露要求編製。

該等簡明財務報表應與二零一八年年末財務報表一併閱讀。除以下所述外，編製該等簡明財務報表所用的會計政策及計算方法與截至二零一八年十二月三十一日止年度財務報表所用的一致。

# Notes to the Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

### 2. BASIS OF PREPARATION (Continued)

#### Leases

##### *The Group as lessee*

Leases are recognised as right-of-use assets and corresponding lease liabilities when the leased assets are available for use by the Group. Right-of-use assets are stated at cost less accumulated depreciation and impairment losses. Depreciation of right-of-use assets is calculated at rates to write off their cost over the shorter of the asset's useful life and the lease term on a straight-line basis. The principal annual rates of the land and buildings are 33 to 50%.

Right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liabilities, lease payments prepaid, initial direct costs and the restoration costs. Lease liabilities include the net present value of the lease payments discounted using the interest rate implicit in the lease if that rate can be determined, or otherwise the Group's incremental borrowing rate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the lease liability.

Payments associated with short-term leases and leases of low-value assets are recognised as expenses in profit or loss on a straight-line basis over the lease terms. Short-term leases are leases with an initial lease term of 12 months or less. Low-value assets are assets of value below US\$5,000.

### 2. 編製基準 (續)

#### 租賃

##### 本集團為承租人

租賃於租賃資產可供本集團使用時確認為使用權資產及相應租賃負債。使用權資產乃按成本減累計折舊及減值虧損列賬。使用權資產乃按資產使用年期與租賃期二者中較短者以直線法按撇銷其成本的利率折舊。土地及樓宇的主要年利率為33%至50%。

使用權資產乃按成本（包括初步計量租賃負債金額、預付租賃款項、初步直接成本及恢復成本）計量。倘有關利率或本集團的遞增借款利率可予確定，租賃負債包括使用租約內所述利率折現租賃付款的現值淨額。各租賃付款於負債與融資成本之間作出分配。融資成本於租期內在損益內扣除，以使租賃負債餘額的息率固定。

與短期租賃相關的付款及低價值資產租賃於租賃期內以直線法在損益內確認為開支。短期租賃乃為初步租期為12個月或少於12個月的租賃。低價值資產為價值低於5,000美元的資產。



# Notes to the Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current period, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) that are relevant to its operations and effective for its accounting year beginning on 1 January 2019. HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”), Hong Kong Accounting Standards (“HKAS”) and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s financial statements and amounts reported for the current year and prior years.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

### 3. 採納新訂及經修訂香港財務報告準則

於本期間，本集團已採納由香港會計師公會（「香港會計師公會」）頒佈、與其營運相關並且對其二零一九年一月一日開始之會計年度生效的所有新訂及經修訂香港財務報告準則（「香港財務報告準則」），包括香港財務報告準則（「香港財務報告準則」）；香港會計準則（「香港會計準則」）及詮釋。採納此等新訂及經修訂香港財務報告準則並無導致本集團的會計政策、本集團財務報表的呈列以及本年度和以往年度的報告金額產生顯著變動。

本集團並無應用已頒佈但尚未生效的新訂香港財務報告準則。本集團已開始評估該等新訂香港財務報告準則的影響，但尚未能說明該等新訂香港財務報告準則是否會對其經營業績及財務狀況產生重大影響。

# Notes to the Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

### 4. REVENUE

The Group's revenue represents environmental protection equipment contract revenue for installation and sale of environmental pollution prevention equipment and electronic products; the invoiced value of materials sold and the value of services rendered during the period.

### 4. 收益

本集團的收益指本期間安裝及銷售環保污染防治設備及電子產品的環保設備合同收益；銷售材料的發票價值及所提供服務的價值。

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2019</b> 二零一九年 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Sales of environmental protection equipment	銷售環保設備	<b>324,463</b>	416,010
Sale of materials	銷售材料	<b>6,391</b>	334
Rendering of services	提供服務	<b>8,199</b>	2,002
		<b>339,053</b>	418,346

# Notes to the Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

### 4. REVENUE (Continued)

Disaggregation of revenue from sales of environmental protection equipment:

### 4. 收益 (續)

分拆銷售環保設備的收益：

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2019</b> 二零一九年 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>Geographical markets</b>	<b>地區市場</b>		
Mainland China	中國內地	<b>312,777</b>	413,606
Other countries	其他國家	<b>11,686</b>	2,404
Total	總計	<b>324,463</b>	416,010
<b>Major products</b>	<b>主要產品</b>		
Electrostatic precipitator	靜電除塵器	<b>197,830</b>	279,506
Electrostatic-bag composite precipitator	電袋複合除塵器	<b>28,359</b>	54,969
Bag filter precipitator	袋式除塵器	<b>32,834</b>	52,100
SO <sub>2</sub> and NO <sub>x</sub> emission reduction (desulfurisation and denitrification devices)	減少二氧化硫及氮氧化物排放(脫硫及脫硝裝置)	<b>64,961</b>	23,950
Others (e.g. Pneumatic ash conveying system)	其他(如氣力輸灰系統)	<b>478</b>	5,485
Total	總計	<b>324,463</b>	416,010
<b>Timing of revenue recognition</b>	<b>收益確認的時間</b>		
At a point in time	在某一時間點		
– Sales of environmental protection equipment	– 銷售環保設備	<b>324,463</b>	416,010
– Sale of materials	– 銷售材料	<b>6,391</b>	334
– Rendering of services	– 提供服務	<b>8,199</b>	2,002
Total	總計	<b>339,053</b>	418,346

# Notes to the Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

### 5. OTHER INCOME

### 5. 其他收入

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2019</b> 二零一九年 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Bank interest income	銀行利息收入	<b>214</b>	853
Government grants	政府補助	<b>2,296</b>	633
Others	其他	-	131
		<b>2,510</b>	1,617

### 6. OPERATING SEGMENT INFORMATION

### 6. 經營分部資料

The Group's revenue during the reporting period was mainly derived from environmental protection equipment contract revenue for installation and sale of environmental pollution prevention equipment and electronic products; the invoiced value of goods sold and the value of services rendered. The products of the Group are subject to similar risks and returns and, therefore, the Group has only one business segment.

本集團於報告期內的收益主要來自安裝及銷售環保污染防治設備及電子產品的環保設備合同收益；銷售貨品的發票價值及所提供服務的價值。本集團產品面臨的風險及所得回報相似，因此，本集團僅有一個業務分部。

#### Geographical information

#### 地區資料

(a) Revenue from external customers

(a) 來自外部客戶的收益

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2019</b> 二零一九年 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Mainland China	中國內地	<b>327,367</b>	415,942
Other countries	其他國家	<b>11,686</b>	2,404
		<b>339,053</b>	418,346

The revenue information above is based on the locations of the customers.

上述收益資料乃根據客戶所在地呈列。

All non-current assets of the Group are located in Mainland China.

本集團的所有非流動資產均位於中國內地。

# Notes to the Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

### 7. FINANCE COSTS

### 7. 融資成本

<b>Six months ended 30 June</b> 截至六月三十日止六個月		
	<b>2019</b> 二零一九年 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Interest on banks loans	<b>2,637</b>	2,740

### 8. INCOME TAX

### 8. 所得稅

Pursuant to the Corporate Income Tax Law of the PRC and the respective regulations, the Group which operates in Mainland China is subject to Corporate Income Tax ("CIT") at a rate of 25% on the taxable income.

根據中國企業所得稅法及相關法規，在中國內地運營的本集團須按25%的稅率就應課稅收入繳納企業所得稅（「企業所得稅」）。

The income tax expense of the Group is analysed as follows:

本集團的所得稅開支分析如下：

<b>Six months ended 30 June</b> 截至六月三十日止六個月		
	<b>2019</b> 二零一九年 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)
PRC Enterprise Income Tax for the year	<b>11,391</b>	15,661
Deferred tax	<b>10</b>	(3,073)
Total tax charge for the period	<b>11,401</b>	12,588

# Notes to the Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

### 9. PROFIT BEFORE TAX

The Group's profit for the Reporting Period is stated after charging the following:

### 9. 除稅前溢利

本集團於報告期的稅前溢利乃經扣除以下各項後達致：

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2019</b> 二零一九年 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Cost of inventories sold	所售出存貨的成本	<b>276,800</b>	327,981
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>3,346</b>	3,385
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	<b>990</b>	990
Amortisation of intangible assets	無形資產攤銷	<b>68</b>	113
Research and development costs	研發成本	-	-
Auditors' remuneration	核數師薪酬	<b>300</b>	300
Employee benefit expense (excluding directors', supervisors' and chief executive's remuneration)	僱員福利開支(不包括董事、監事及高級行政人員的薪酬)		
Wages and salaries	工資及薪金	<b>23,542</b>	22,253
Pension scheme contributions	退休金計劃供款	<b>1,223</b>	1,436
Staff welfare expenses	員工福利開支	<b>3,284</b>	2,875
Impairment of trade receivables	貿易應收款項減值	<b>(2,587)</b>	16,752
Impairment of other receivables	其他應收款項減值	<b>(15)</b>	44
<b>Total</b>	<b>合計</b>	<b>306,951</b>	376,129

# Notes to the Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

### 10. BANK LOANS

### 10. 銀行貸款

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Bank loans analysed as:	銀行貸款分析如下：		
Secured	有抵押	106,500	109,000
Unsecured	無抵押	-	-
Total	總計	106,500	109,000

The secured bank loans of the Group amounting to RMB46,500,000 (2018: 49,000,000) were secured by (i) the Group's building situated in the Mainland China, which had an aggregate net carrying value of RMB10,406,000 as at 30 June 2019 (2018: RMB11,217,000); (ii) the Group's leasehold land situated in Mainland China, which had an aggregate carrying amount of RMB11,345,000 as at 30 June 2019 (2018: RMB16,434,000).

本集團的有抵押銀行貸款人民幣46,500,000元(二零一八年:人民幣49,000,000元)由以下各項作抵押:(i)本集團位於中國內地的樓宇,於二零一九年六月三十日的賬面淨值總額為人民幣10,406,000元(二零一八年:人民幣11,217,000元);(ii)本集團位於中國內地的租賃土地,於二零一九年六月三十日的賬面值總額為人民幣11,345,000元(二零一八年:人民幣16,434,000元)。

The effective interest rates per annum at the end of the reporting period were as follows:

於報告期末的實際年利率如下:

		30 June 2019 二零一九年 六月三十日	31 December 2018 二零一八年 十二月三十一日
fixed-rate	固定利率	4.35%-6%	4.35%-6%

### 11. DIVIDENDS

### 11. 股息

The Directors do not recommend the payment of any dividend for the period ended 30 June 2019 (six months ended 30 June 2018: Nil).

董事不建議就截至二零一九年六月三十日止期間派付任何股息(截至二零一八年六月三十日止六個月:無)。

# Notes to the Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

### 12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares in issue during the Reporting Period.

The calculations of basic earnings per share are based on:

### 12. 母公司普通權益持有人應佔每股 盈利

每股基本盈利乃按母公司普通權益持有人應佔溢利以及於報告期內已發行普通股的加權平均數計算。

每股基本盈利乃按以下數據計算：

<b>Six months ended 30 June</b> 截至六月三十日止六個月			
		<b>2019</b> 二零一九年 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>Earnings</b>	<b>盈利</b>		
Profit attributable to ordinary equity holders of the parent used in the basic earnings per share calculation	用於計算每股基本盈利的 母公司普通權益持有人 應佔溢利	<b>29,060</b>	33,132

<b>Six months ended 30 June</b> 截至六月三十日止六個月			
		<b>2019</b> 二零一九年 <b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>Shares</b>	<b>股份</b>		
Weighted average number of ordinary shares in issue during the period used in the basic earnings per share calculation	用於計算每股基本盈利的 期內已發行普通股的 加權平均數	<b>135,000,000</b>	135,000,000

### 13. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2019, the Group acquired assets with a cost of RMB740,000 (31 December 2018: RMB1,480,000).

### 13. 物業、廠房及設備

於截至二零一九年六月三十日止六個月期間，本集團收購資產的成本為人民幣740,000元（二零一八年十二月三十一日：人民幣1,480,000元）。



# Notes to the Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

### 14. TRADE AND BILLS RECEIVABLES

### 14. 貿易應收款項及應收票據

		As at 於	
		30 June 2019 二零一九年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Trade receivables	貿易應收款項	<b>664,082</b>	606,985
Bills receivable	應收票據	<b>117,959</b>	160,665
		<b>782,041</b>	767,650
Impairment provision	減值撥備	<b>(111,842)</b>	(114,069)
		<b>670,199</b>	653,581

The Group's trading terms with its customers are payment in advance normally required from customers. Trade receivables are non-interest-bearing and the credit period is generally 1 month. The Group seeks to maintain strict control over its outstanding trade receivables. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances.

The Group's bills receivable are all due within one year and are neither past due nor impaired. As at 30 June 2019, the Group's bills receivable of RMB40,241,000, (31 December 2018: RMB41,590,000) were pledged to secure the Group's bills payable (note 15).

本集團與其客戶的貿易條款通常要求客戶提前付款。貿易應收款項為免息，而信用期一般為1個月。本集團尋求對其未收回貿易應收款項維持嚴格的控制。已逾期結餘由高級管理層定期檢討。本集團並無就其貿易應收款項結餘持有任何抵押品或設有其他信用增強措施。

本集團應收票據均於一年內到期，且既未逾期亦未減值。於二零一九年六月三十日，本集團人民幣40,241,000元（二零一八年十二月三十一日：人民幣41,590,000元）的應收票據已質押，以為本集團的應付票據提供抵押（附註15）。

# Notes to the Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

### 14. TRADE AND BILLS RECEIVABLES

(Continued)

An aging analysis of the trade receivables, based on the invoice date and net of provisions, is as follows:

		As at 於	
		30 June 2019 二零一九年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Within 1 year	1年內	323,001	123,562
1 to 2 years	1至2年	188,733	259,387
2 to 3 years	2至3年	35,254	96,158
Over 3 years	3年以上	10,186	18,382
		<b>557,174</b>	497,489

### 14. 貿易應收款項及應收票據 (續)

貿易應收款項(扣除撥備)基於發票日期的賬齡分析如下:

### 15. BANK AND CASH BALANCES AND PLEDGED DEPOSIT

At the end of Reporting Period, the bank and cash balances of Group denominated in RMB amounted to approximately RMB13,147,000 (2018: RMB16,161,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations.

Pledged deposit with banks have been placed as security for bills payables of the Group. Bank guarantees are performance guarantees and made for varying periods ranging from several months to five years depending on the agreement of the contract, and earn interest at the respective short term time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no history of default.

Bank balances carry average interest rate of 0.35% (2018: 0.35%) per annum.

### 15. 銀行及現金結餘及已抵押存款

於報告期末,本集團以人民幣計值的銀行及現金結餘金額為約人民幣13,147,000元(二零一八年:人民幣16,161,000元)。人民幣兌換為外幣須遵守中國的《外匯管理條例》。

銀行已抵押存款已質押,以為本集團的應付票據提供抵押。銀行擔保為履約擔保並就數個月至五年範圍內的不同期限作出,視乎合同的協議而定,並按各自短期定期存款的利率計息。銀行結餘及已抵押存款乃存入近期無拖欠記錄的信譽卓著的銀行。

銀行結餘的平均年利率為0.35%(二零一八年:0.35%)。

# Notes to the Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

### 16. TRADE AND BILLS PAYABLES

### 16. 貿易應付款項及應付票據

		As at 於	
		30 June 2019 二零一九年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Trade payables	貿易應付款項	296,569	338,831
Bills payable	應付票據	37,163	24,506
		<b>333,732</b>	363,337

The bills payable were secured by the pledge of the Group's time deposits of RMB19,430,000 (31 December 2018: RMB27,130,000) and the Group's bills receivable of RMB40,241,000 (31 December 2018: RMB41,590,000) as at 30 June 2019.

於二零一九年六月三十日，應付票據以本集團的定期存款人民幣19,430,000元（二零一八年十二月三十一日：人民幣27,130,000元），以及本集團的應收票據人民幣40,241,000元（二零一八年十二月三十一日：人民幣41,590,000元）擔保。

An aging analysis of the trade and bills payables, based on the invoice date, is as follows:

貿易應付款項及應付票據基於發票日期的賬齡分析如下：

		As at 於	
		30 June 2019 二零一九年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Within 1 year	一年以內	239,529	242,905
1 to 2 years	1至2年	48,731	75,466
2 to 3 years	2至3年	3,596	15,729
Over 3 years	3年以上	4,713	4,731
		<b>296,569</b>	338,831

# Notes to the Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

### 17. SHARE CAPITAL

### 17. 股本

		As at 於	
		30 June 2019 二零一九年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Authorised: 135,000,000 ordinary shares of RMB\$1.00 each	法定： 135,000,000股每股面值 人民幣1.00元的普通股	<b>135,000</b>	135,000
Issued and fully paid: 135,000,000 ordinary shares of RMB\$1.00 each	已發行及繳足： 135,000,000股每股面值 人民幣1.00元的普通股	<b>135,000</b>	135,000

#### Capital management

The Group's primary objective when managing capital is to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buyback shares, raise new debts, redeem existing debts or sell assets to reduce debts.

#### 資本管理

本集團管理資本的主要目標是保障本集團可持續經營的能力，透過與風險水平相對應的產品及服務定價以及獲得合理成本的融資，繼續為股東提供回報及為其他權益持有人提供利益。

本集團根據經濟狀況的變動管理其資本結構並對其作出調整。為維持或調整資本結構，本集團或會調整股息派付、發行新股、回購股份、募集新債務、贖回現有債務或出售資產以減輕債務。

### 18. CONTINGENT LIABILITIES

At the end of the Reporting Period, the Group and the Company did not have any significant contingent liabilities (2018: Nil).

### 18. 或然負債

於報告期末，本集團及本公司並無任何重大或然負債（二零一八年：無）。

# Notes to the Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

### 19. RELATED PARTY TRANSACTIONS

In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the Reporting Period:

### 19. 關聯方交易

除此等財務報表其他部分詳述的交易外，報告期內，本集團與關聯方有以下交易：

		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)
	Notes 附註		
Transactions with the holding company	與控股公司的交易		
Rental expense	租賃開支	113	119
Electric charges paid by the holding company on behalf of the Group	控股公司代表本集團支付的電費	1,855	1,342
Transaction with other related parties	與其他關聯方的交易		
Sales of materials:	銷售材料：		
Tianjie Cixing	天潔磁性	22	-
Zhejiang Yuyuan Jixie	浙江宇遠機械	273	-
Purchases of materials:	購買材料：		
Tianjie New Materials	天潔新材料	-	733
Services received:	接受服務：		
Tianjie General Machinery	天潔通用機械	3,596	3,319
Rental expense:	租賃開支：		
Zhuji Tianyu	諸暨天宇	194	155

Notes:

- (i) The rental fee charged and the rental income received were based on mutually agreed prices.
- (ii) The payments were made on behalf of the Group based on the actual costs incurred.
- (iii) The sales of materials to the related parties and purchases of materials from the related parties were made based on mutually agreed prices and terms.
- (iv) The services received from the related parties were based on mutually agreed prices and terms.

附註：

- (i) 租金費用及租金收入按雙方協定的價格收取。
- (ii) 根據產生的實際成本代本集團支付款項。
- (iii) 向關聯方出售材料及向關聯方購買材料均按雙方協定的價格及條款進行。
- (iv) 接受關聯方的服務乃按雙方協定的價格及條款進行。

# Notes to the Interim Condensed Consolidated Financial Statements

## 中期簡明綜合財務報表附註

### 20. EVENT AFTER THE REPORTING PERIOD

In July 2019, the Company as the applicant filed a claim against Laoting Huayang Thermal Power Co., Ltd. (樂亭華陽熱電有限公司) as the respondent with China International Economic and Trade Arbitration Commission and claimed the respondent for an aggregate amount of RMB32,643,886. In the same month, Laoting Huayang Thermal Power Co., Ltd. (樂亭華陽熱電有限公司) as the applicant filed a claim against the Company as the respondent with China International Economic and Trade Arbitration Commission and claimed the Company for an aggregate amount of RMB10,296,172 and interests losses in respect of the same contract.

### 21. APPROVAL OF THE FINANCIAL STATEMENTS

The unaudited interim condensed consolidated financial statements were approved and authorised for issue by the Board on 30 August 2019.

### 20. 報告期後事件

於二零一九年七月，本公司（作為申請人）向中國國際經濟貿易仲裁委員會提出針對樂亭華陽熱電有限公司（作為被申請人）的申索，向被申請人索償合共人民幣32,643,886元。同月，樂亭華陽熱電有限公司（作為申請人）亦就同一合同向中國國際經濟貿易仲裁委員會提出針對本公司（作為被申請人）的申索，向本公司索償合共人民幣10,296,172元及利息損失。

### 21. 批准財務報表

董事會於二零一九年八月三十日批准及授權刊發未經審核中期簡明綜合財務報表。

# Management Discussion and Analysis

## 管理層討論及分析

### INTRODUCTION

#### Our Group

The Group has over 21 years of industry experience and continue to innovate in industrial technologies.

The Group is a well-established integrated atmospheric pollution control solution provider, with a primary focus on particulate emission control by offering mega-sized precipitators to customers in various industries.

#### Our Products

The Group's main products are Electrostatic precipitator, Electrostatic-bag composite precipitator, Bag filter precipitator and Sulphur Dioxide (SO<sub>2</sub>) and Nitrogen Oxide (NO<sub>x</sub>) emission reduction products. During the Reporting Period, the Group's revenue was mainly derived from Electrostatic precipitator, which accounted for approximately 60.97% of the total revenue. The Group's products and equipment are involved in the flue gas treatment projects distributed in various provinces, municipalities and autonomous regions and overseas markets. Key customers include large state-owned enterprises and private leading enterprises.

Precipitators are widely installed at coal-fired power plants, metallurgical plants, paper mills and other industrial production plants. As such, the Group has an extensive range of customers including the project owners of power plants and industrial production plants, or contractors who undertake the construction work of power plants and industrial production plants.

### 簡介

#### 本集團

本集團擁有超過21年的行業經驗且在行業技術方面持續追求創新。

本集團為著名的綜合大氣污染防治解決方案供應商，主要專注於顆粒物的排放控制，在多個行業為客戶提供特大型除塵器。

#### 我們的產品

本集團的主要產品為：靜電除塵器、電袋複合除塵器、袋式除塵器和減少二氧化硫(SO<sub>2</sub>)及氮氧化物(NO<sub>x</sub>)排放產品。報告期內本集團的收益主要來自於靜電除塵器，約佔總收益的60.97%。本集團的產品設備涉及的煙氣治理項目分布在全國多個省、直轄市和自治區及海外市場，重點客戶包括大型國企及民營龍頭企業。

由於除塵器已在燃煤電廠、冶金廠、造紙廠及其他工業生產廠房廣泛安裝，因此，本集團的客戶群極為廣泛，包括發電廠及工業生產廠房的項目擁有人，或承包發電廠及工業生產廠房的建造工程的承包商。

# Management Discussion and Analysis

## 管理層討論及分析

### Domestic Market

The Group's major products are mainly applied in core industries such as electricity, metallurgy, steel, building materials, electrolytic aluminum, etc. The equipments are operated for a long time in harsh conditions such as high temperature, high pressure, high concentration and corrosive flue gas. Manufacturers of precipitators must pursue continuous enhancement of product performance, technological innovation and improvement of production process to gain a competitive advantage and profit. With more than 21 years of experience in the domestic industry and continuous technology innovation, the Group has more advantages in the domestic market.

### International Markets

Leveraging on its extensive experience in the PRC market, the Group has been in the continuing expansion into international markets since 2005. This allows for the Group's application of its atmospheric pollution control solutions in foreign countries.

### 本土市場

本集團的主要產品主要應用於電力、冶金、鋼鐵、建材、電解鋁等核心行業，設備需在高溫、高壓、高濃度及腐蝕性煙氣等惡劣環境中長期運行。除塵設備製造商必須不斷推進產品性能、技術創新和生產工藝流程的改善，才能獲取競爭優勢和利潤空間。憑藉在國內行業超過21年的經驗和持續的技術創新，本集團在國內市場佔有更大優勢。

### 國際市場

憑藉本集團在中國市場的豐富經驗，自二零零五年以來，本集團持續擴展至國際市場。因此，本集團的大氣污染防治解決方案應用於海外國家。



# Management Discussion and Analysis

## 管理層討論及分析

### OVERVIEW

The Group is a well-established integrated atmospheric pollution control solution provider, with a primary focus on particulate emission control by offering mega-sized precipitators to customers in various industries. The Group has leveraging years of industry experience and continual innovation in industrial technologies.

During the Reporting Period, the Group generated its revenue primarily from (i) sales of environmental protection equipment; (ii) sale of materials; and (iii) rendering of services.

Sales of environmental protection equipment represented tailor-made and integrated atmospheric pollution control solutions offered by the Group to its customers, comprising equipment procurement and manufacturing, supervision of installation and commissioning, customer training, and repair and maintenance to its customers on a project basis. During the Year, the Group mainly offered four types of precipitators including electrostatic precipitators, electrostatic-bag composite precipitators, bag filter precipitators and SO<sub>2</sub> and NO<sub>x</sub> emission reduction products.

The Group's sale of materials including raw materials, spare parts and components and scrap materials to related parties or independent third parties.

The Group's rendering of services represented its technology consultancy services to its customers on a stand-alone basis, which includes repair and replacement, and on-site engineering and maintenance services to those projects which were not constructed by the Group.

### 概述

本集團為著名的綜合大氣污染防治解決方案供應商，主要專注於顆粒物的排放控制，在多個行業為客戶提供特大型除塵器。本集團擁有多年的行業經驗且在行業技術方面持續追求創新。

於報告期內，本集團的收益主要產生自(i)銷售環保設備；(ii)銷售材料；及(iii)提供服務。

銷售環保設備指本集團為客戶提供的度身定製的綜合大氣污染防治解決方案，包括按項目向客戶提供設備採購及製造、指導安裝及調試、客戶培訓及維修與維護。本年度，本集團主要提供四種除塵器：靜電除塵器、電袋複合除塵器、袋式除塵器及減少二氧化硫及氮氧化物排放產品。

本集團的銷售材料指向關聯方或獨立第三方銷售包括原材料、備件和部件及廢料在內的材料。

本集團提供的服務指本集團按獨立基準向客戶提供技術諮詢服務，包括向並非由本集團建造的項目提供維修及更換，以及現場工程及維護服務。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

The PRC is currently one of the largest economy in the world. Up to now, coal consumption is still in a dominant position in the energy consumption composition of the PRC. Under such circumstances, the most severe atmospheric pollution problem in the PRC is coal-burning pollution, which mainly consists of pollutants such as dust, smoke dust, sulfur dioxide and nitrogen oxides. Since the 21st century, the emission volume of air pollutants, such as smoke dust (dust) and sulfur dioxide, has generally declined. This is mainly due to the fact that the PRC continues to strengthen its effort in environmental protection by strictly control the emission of air pollutants in recent years.

The PRC government enhanced efforts on the environmental protection inspection, including the official implementation of the Environmental Protection Tax Law of the People's Republic of China on 1 January 2018, which made environmental protection tax one of the categories of taxes in the PRC. In addition, on 27 June 2018, the State Council officially issued the "Three-Year Action Plan for Winning the Battle for a Blue Sky" (《打贏藍天保衛戰三年行動計劃》), to make arrangements for the prevention and control of atmospheric pollution in the PRC for the next three years. Stringent environmental protection inspection and accountability system improved the results of prevention and control of atmospheric pollution.

Given the increasingly stringent environmental protection inspection in the PRC, the pace of upgrade and transformation of environmental equipment, which are not in line with the requirements, will surely speed up, creating certain demands for dust-removal equipment.

The Group believes that leveraging on its track record and advanced technologies together with its stable workplaces and staff, its ability to secure new projects will be improved. Moreover, the Group has completed various precipitators related works in the metallurgy industry in the first half year of 2019. This laid a solid foundation for the Group to secure orders in the metallurgy industry.

### 業務回顧

中國目前是世界最大經濟體之一。截至目前，我國的能源構成依然以煤炭消費為主，該結構決定了我國的大氣污染主要以煤煙型污染為主，主要包括粉塵、煙塵、二氧化硫、氮氧化物等。二十一世紀以來我國煙（粉）塵、二氧化硫等氣體污染物排放量總體呈現下降的趨勢，這主要是由於近年來國家持續加強環保力度，嚴格控制氣體污染物排放量的成果。

我國政府的環保督察力度加強，包括於二零一八年一月一日正式實施《中華人民共和國環境保護稅法》，使環保稅成為我國的其中一個稅種。另外，於二零一八年六月二十七日，國務院正式印發了《打贏藍天保衛戰三年行動計劃》，對未來三年我國大氣污染防治工作進行部署。嚴格的環保督察和問責制度加強大氣污染防治效果。

在我國日趨嚴格的環保督查力度下，尚未符合要求的環保設備勢必加快更新改造，催生出一定除塵設備需求。

本集團相信，憑著以往的業績與先進的技術，加上穩定的工作場所和工作人員，本集團爭取新項目的能力將有所提高。另外本集團在二零一九年上半年完成了冶金行業大量的除塵器工作，為在冶金行業拿到訂單奠定了結實的基礎。

## Management Discussion and Analysis 管理層討論及分析

For the Reporting Period, the revenue and the profit and total comprehensive income of the Group amounted to approximately RMB339.05 million and approximately RMB29.06 million respectively. For the Reporting Period, the Group's gross profit amounted to approximately RMB62.25 million, representing a decrease of approximately 31.11% as compared with approximately RMB90.37 million for the corresponding period of 2018; while the gross profit margin decreased by approximately 3.24% to approximately 18.36% as compared with the corresponding period of 2018. The decrease in revenue and profit and total comprehensive income for the Reporting Period of the Group was primarily due to large projects commenced on the first half of 2019 will take six to nine months to complete, and the relevant revenue will be recognized in the second half of 2019 in accordance with the Group's revenue recognition method.

For the Reporting Period, the value of the Group's new contracts (which represents the aggregate value of the contracts it entered into during a specified period) was approximately RMB813.33 million. As at 30 June 2019, the Group's backlog (including applicable value-added tax) (which represents the total estimated contract value of work that remained to be completed pursuant to outstanding projects as of a certain date and assuming performance in accordance with the terms of the contract) was approximately RMB2,414 million.

The Group's profit before tax for the Reporting Period decreased to approximately RMB40.46 million and profits attributable to owners of the Company decreased to approximately RMB29.06 million, representing a decrease of approximately 11.50% and 12.29% respectively when compared to the corresponding period of 2018. The aforesaid decrease was mainly due to the decrease in the revenue of approximately 18.95% to approximately RMB339.05 million for the Reporting Period.

於報告期內，本集團的收益及溢利及全面收入總額分別為約人民幣339.05百萬元及約人民幣29.06百萬元。於報告期內，本集團毛利較二零一八年同期的約人民幣90.37百萬元減少約31.11%至約人民幣62.25百萬元，而毛利率則較二零一八年同期減少約3.24%至約18.36%。本集團於報告期內的收益及溢利及全面收入總額減少的主要原因為二零一九年上半年開始的大項目需要六至九個月完成，按照本集團的收入確認法，有關的收入將於二零一九年下半年確認。

於報告期內，本集團新合同的價值（即本集團於特定期間訂立的合同總值）為約人民幣813.33百萬元。於二零一九年六月三十日，本集團的未完成合同額（包括適用增值稅）（指根據截至某一特定日期的未完成項目及根據合同條款作出的假設表現得出的有待完成工程的估計合同總值）為約人民幣2,414百萬元。

於報告期內，本集團的稅前溢利減少至約人民幣40.46百萬元，而本公司的擁有人應佔溢利則減少至約人民幣29.06百萬元，較二零一八年同期分別減少約11.50%及12.29%。上述減少主要由於報告期內的收益減少約18.95%至約人民幣339.05百萬元所致。

## Management Discussion and Analysis 管理層討論及分析

The Group spent great effort to enhance cost management to make its products and solutions more cost competitive. The atmospheric pollution control solutions offered by the Group mainly comprise the atmospheric pollution control devices designed and manufactured on its own. The Group possesses the qualifications and expertise in manufacture and supply of the key atmospheric pollution control system of the projects it undertakes based on customised design proposals. The Group is dedicated to improving manufacturing process and management system by managing the product quality and operation, reducing energy consumption and assessing the environmental impact in accordance with international standards. The quantitative management, environmental management and quality management systems of the Group were awarded with a number of ISO certificates. These systems help the company estimate costs, smoothen project operations and improve operating efficiency.

As of 30 June 2019, the Group had 36 registered patents (including 3 invention patents and 33 utility model patents) in the PRC. Based on the strong design and manufacturing capabilities, the Group primarily provides comprehensive atmospheric pollution control solutions to its customers. The Group offers a wide range of models of electrostatic precipitators which support electricity generators with capacity spanning from 6.25MW to over 1000MW. The Group is one of the few manufacturers in the PRC which provides electrostatic precipitators for single generator unit with capacity of 1000MW or above.

As at 30 June 2019, the Group maintained a total of 563 full-time employees (As at 31 December 2018: 617). The remuneration payable to the Group's employees includes basic wages, bonuses and other staff benefit. The Group conducts periodic performance reviews for the employees and determine their remuneration based on factors including qualifications, contributions, years of experience and performance.

本集團大力加強成本管理，使產品及解決方案更具成本競爭力。本集團提供的大氣污染防治解決方案主要包括自主設計及製造的大氣污染防治裝置。本集團擁有根據訂制設計方案製造及供應所承接項目的主要大氣污染防治系統的資歷及專長。本集團致力於改善生產流程及管理系統，按照國際標準管理產品質量及營運，減少所耗用能源及進行環境影響評估。本集團的計量管理、環保管理及質量管理系統獲發多項ISO合格證。該等系統有助公司估算成本，確保項目順利實施以及提升經營效率。

截至二零一九年六月三十日，本集團在中國擁有36項註冊專利（包括3項發明專利及33項實用新型專利）。基於本集團強大設計及製造能力，本集團主要向客戶提供全面大氣污染防治解決方案。本集團提供的靜電除塵器型號繁多，支援發電能力介乎6.25兆瓦至逾1,000兆瓦的發電機。本集團是中國少數能為1,000兆瓦或以上的單一發電裝置提供靜電除塵器的製造商。

於二零一九年六月三十日，本集團共有563名全職僱員（於二零一八年十二月三十一日：617名）。應付予本集團僱員的薪酬包括基本工資、花紅及其他員工福利。本集團定期檢討僱員的表現，按僱員的資歷、貢獻、年資及表現等因素釐定他們的薪酬。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW

The accounting information contained in this interim report has not been audited by the Company's auditor.

#### Revenue

The revenue of the Group amounted to approximately RMB339.05 million for the Reporting Period, representing a decrease of approximately 18.95% for the corresponding period of 2018. The decrease was mainly due to increase competition in the industry for the Reporting Period.

Revenue generated from environmental protection equipment products of the Group amounted to over 96% of its total revenue. Depending on the specifications and requirements of its customers, the Group may provide an integrated set of atmospheric pollution control devices comprising precipitators, desulfurisation system and/or denitrification system, or only provide one type of the said atmospheric pollution control devices on a stand-alone basis towards new installation projects or upgrading or modification projects. A majority of the Group's environmental protection equipment contracts of the Group are related to the manufacture, installation and sales of electrostatic precipitators.

#### Cost of Sales

The Group's costs incurred in environmental protection equipment contracts of the Group principally comprise material costs, staff costs, depreciation and overhead costs. The Group's major raw materials used in the manufacturing process of ash removal and transfer devices and desulfurisation and denitrification devices are steel, electrical instruments, filter bags and others.

The cost of sales of the Group amounted to approximately RMB276.80 million for the Reporting Period, representing a decrease of approximately 15.60% from approximately RMB327.98 million for the corresponding period of 2018.

### 財務回顧

本中期報告所載會計資料未經本公司核數師審核。

#### 收益

本集團的收益由二零一八年同期減少約18.95%至報告期內的約人民幣339.05百萬元。有關減少乃主要由於報告期內行業競爭加劇。

本集團的環保設備產品產生的收益佔總收益達96%以上。視乎客戶的規格及要求，本集團可為新安裝項目或升級或改造項目提供一整套大氣污染防治裝置，包括除塵器、脫硫系統及／或脫硝系統，或只單獨提供上述一種大氣污染防治裝置。本集團大部分環保設備合同與製造、安裝及銷售靜電除塵器有關。

#### 銷售成本

本集團環保設備合同所產生的成本主要包括材料成本、員工成本、折舊及經常費用成本。本集團用於清除及轉移灰塵裝置以及脫硫及脫硝裝置的製造過程的主要原材料為鋼材、電力儀器、過濾袋及其他。

本集團的銷售成本由二零一八年同期的約人民幣327.98百萬元減少約15.60%至報告期內的約人民幣276.80百萬元。

# Management Discussion and Analysis

## 管理層討論及分析

### Gross Profit Margin

The unaudited gross profit margin for the Reporting Period was approximately 18.36%, representing a decrease of approximately 3.24% from approximately 21.60% for the corresponding period of 2018.

### Profit attributable to owners of the parent

The unaudited profit attributable to the owners of the parent for the Reporting Period was approximately RMB29.06 million, representing a decrease of approximately 12.29% from approximately RMB33.13 million for the corresponding period of 2018. Weighted average earnings per share amounted to approximately RMB22 cents for the Reporting Period.

### WORKING CAPITAL

As at 30 June 2019, the Group's working capital (current assets less current liabilities) amounted to approximately RMB593.06 million (31 December 2018: approximately RMB559.33 million).

### Gearing Ratio

As of 30 June 2019, the Group's gearing ratio (Note) was approximately 12.42% (31 December 2018: approximately 12.83%).

Note: Gearing ratio = (total bank loan – cash and cash equivalents)/total equity x 100%

### Foreign currency risk

The Group is exposed to transactional currency risk. Such exposures arise from sales by operating units in currencies other than the units' functional currencies. Approximately 3.45% and 0.57% of the Group's sales for the period ended 30 June 2019 and 30 June 2018, were denominated in currencies other than the functional currencies of the operating units making the sale. At present, the Group does not intend to seek to hedge its exposure to foreign exchange fluctuations. However, management of the Group constantly monitors the economic situation and its foreign exchange risk profile, and will consider appropriate hedging measures in the future should the need arise.

### 毛利率

於報告期內，未經審核毛利率約為18.36%，由二零一八年同期的約21.60%減少約3.24%。

### 母公司擁有人應佔溢利

於報告期內，未經審核母公司擁有人應佔溢利約為人民幣29.06百萬元，由二零一八年同期的約人民幣33.13百萬元減少約12.29%。於報告期內，加權平均每股盈利為約人民幣22分。

### 營運資金

於二零一九年六月三十日，本集團的營運資金（流動資產減流動負債）約為人民幣593.06百萬元（二零一八年十二月三十一日：約人民幣559.33百萬元）。

### 資本負債比率

本集團截至二零一九年六月三十日的資本負債比率（附註）為約12.42%（二零一八年十二月三十一日：約12.83%）。

附註：資本負債比率 = (銀行貸款總額 – 現金及現金等價物) / 權益總額 x 100%

### 外幣風險

本集團承受交易貨幣風險，乃因營運單位以其功能貨幣以外的貨幣進行銷售所致。截至二零一九年六月三十日止期間，本集團約3.45%（截至二零一八年六月三十日止期間：約0.57%）的銷售額以進行銷售的營運單位功能貨幣以外的貨幣計值。目前，本集團無意尋求對沖外匯波動風險。然而，本集團管理層會一直監察經濟形勢及其外匯風險狀況，日後有需要時會考慮採取適當的對沖措施。

# Management Discussion and Analysis

## 管理層討論及分析

### INTERIM DIVIDEND

The Directors did not propose to declare an interim dividend for the Reporting Period (six months ended 30 June 2018: Nil).

### MATERIAL LITIGATION AND ARBITRATION

- (1) In August 2018, the Company as the plaintiff filed a claim against Changchun Kaixi Environmental Protection Co., Ltd. as the defendant with Zhujiaji City People's Court in Zhejiang, the PRC and claimed the defendant for an aggregate amount of RMB16,925,086. Such amount was payable by the defendant under various environmental protection equipment contracts entered into between the Company and the defendant and remained outstanding. In 15 August 2018, the Company applied to the Zhujiaji City People's Court in Zhejiang, the PRC for an asset preservation order to preserve the PRC's land property of the defendant.
- (2) In June 2019, the Company as the plaintiff filed a claim against Hesteel Co., Ltd. Chengde Branch as the defendant with Chengde City Intermediate People's Court in Hebei, the PRC and claimed the defendant for an aggregate amount of RMB29,515,200. Such amount was payable by the defendant under the deed entered into between the Company and the defendant and remained outstanding. The same month, Hesteel Co., Ltd. Chengde Branch as the plaintiff filed a claim against the Company as the defendant with Chengde City Intermediate People's Court for an aggregate amount of RMB30,180,000. Upon application, Chengde City Intermediate People's Court agreed to combine the above cases and will hold a hearing in September 2019.

### MATERIAL ACQUISITION AND DISPOSAL

As at 30 June 2019, save as disclosed herein, the Group was not involved in any material acquisition and disposal.

### 中期股息

董事不擬就報告期宣派中期股息（截至二零一八年六月三十日止六個月：無）。

### 重大訴訟及仲裁

- (1) 於二零一八年八月，本公司（作為原告）向中國浙江省諸暨市人民法院提出針對長春凱希環保有限責任公司（作為被告）的申索，向被告索償合共人民幣16,925,086元。該款項應由被告根據本公司與被告訂立的多份環保設備合同支付，並仍未償付。於二零一八年八月十五日，本公司向中國浙江省諸暨市人民法院申請資產凍結令，以凍結被告的中國土地財產。
- (2) 於二零一九年六月，本公司（作為原告）向中國河北省承德市中級人民法院（承德中院）提出針對河鋼股份有限公司承德分公司（作為被告）的申索，向被告索償合共人民幣29,515,200元。該款項應由被告根據本公司與被告訂立的契約支付，並仍未償付。同月，河鋼股份有限公司承德分公司（作為原告）就上述契約向承德中院提出針對本公司（作為被告）的申索，向本公司索償合共人民幣30,180,000元。經申請，承德中院同意將上述案件合併審理，並將於二零一九年九月開庭審理。

### 重大收購及出售

於二零一九年六月三十日，除本報告所披露者外，本集團並無牽涉任何重大收購及出售。

# Management Discussion and Analysis

## 管理層討論及分析

### PROSPECT

The Group will actively seek appropriate acquisition projects to expand its capabilities of research and development, manufacturing and sales, as well as to access new markets to complement existing business of the Group.

The Company has now possessed a grade A environmental engineering design (air pollution control project) qualification certificate (甲級環境工程設計專項(大氣污染防治工程)資質證書) issued by the Ministry of Housing and Urban-Rural Development in the People's Republic of China (中華人民共和國住房和城鄉建設部), a grade A air pollution control engineering design service capability evaluation certificate (甲級大氣污染治理工程專項設計服務能力評價證書) and a grade A air pollution control main contractor service capability evaluation certificate (甲級大氣污染治理工程總承包服務能力評價證書) both issued by Zhejiang Environmental Protection Industry Association in the People's Republic of China, which allow the Company to tender for more projects in the future.

The Group believes that its established customer base in the PRC and its exposure to overseas markets could help it lay a solid foundation for future expansion in both domestic and overseas markets of the Group and place it in an ideal position to capture the growth in any of those markets. Looking forward, the Group will continue to enhance its research and development capabilities, develop new technologies and expand our product portfolio (such as ash conveyers), strengthen sales and capture the growing opportunities in the atmospheric pollution control solution industry in the PRC, enhance the Group's national and international brand recognition, as well as develop potential overseas markets to expand its international market share.

### 展望

本集團將積極尋找合適的收購項目，以擴張本集團的研發、製造及銷售能力，及進入新市場，以鞏固本集團的現有業務。

本公司現持有由中華人民共和國住房和城鄉建設部頒發的甲級環境工程設計專項(大氣污染防治工程)資質證書、由中華人民共和國浙江省環保產業協會頒發的甲級大氣污染治理工程專項設計服務能力評價證書及甲級大氣污染治理工程總承包服務能力評價證書，該等證書令本公司日後可投標更多項目。

本集團相信，本集團在中國建立的客戶基礎及接觸海外市場的經驗，有助本集團奠下日後在國內外市場擴充的穩固基礎，並使本集團處於把握任何該等市場增長的理想位置。展望未來，本集團會繼續提升研發實力、開發新技術及擴大產品組合(如輸灰系統)、加強銷售及把握中國大氣污染防治解決方案行業與日俱增的機遇、提高本集團國內及國際品牌知名度，以及開發潛在的海外市場以擴大本集團的國際市場份額。



# Details Regarding Directors and Supervisors

## 董事及監事之有關詳情

### BOARD OF DIRECTORS

The Board currently consists of nine members, comprising three executive Directors, three non-executive Directors and three independent non-executive Directors. The powers and duties of the Board include convening meetings of the Company's Shareholders (the "Shareholders") and reporting the Board's work at Shareholders' meetings, implementing resolutions passed at Shareholders' meetings, determining the Group's business plans and investment plans, formulating the Group's annual budget and final accounts, formulating proposals for profit distributions and for the increase or reduction of share capital as well as exercising other powers, functions and duties as conferred by the articles of association of the Company ("Articles of Association"). Each of the Directors has entered into a service contract/letter of appointment with the Group.

#### Executive Director

**Mr. BIAN Yu (邊宇) ("Mr. Bian")**, aged 36, is the chairman of the Board and an executive Director appointed on 28 December 2009. Mr. Bian was also appointed as general manager of the Company on 15 May 2017. Mr. Bian has approximately 14 years of experience in the business of provision of atmospheric pollution control solutions. Mr. Bian has also been the executive director of various subsidiaries of the Company including Zhuji City Tianjie Electronic and Technology Co., Ltd.\* (諸暨市天潔電子科技有限公司), Zhuji City Tianjie Installation Engineering Co., Ltd.\* (諸暨市天潔安裝工程有限公司) ("Tianjie Installation Engineering") and Turpan Environmental Technology Co., Ltd.\* (吐魯番天潔環境科技有限公司) since June 2009, March 2008 and July 2013 respectively.

### 董事會

董事會現由三名執行董事、三名非執行董事及三名獨立非執行董事共九名成員組成。董事會的權力及職責包括：召開本公司股東（「股東」）大會、於股東大會上報告董事會的工作、推行於股東大會通過的決議案、釐定本集團的業務計劃及投資計劃、制定本集團的年度預算及決算賬目、制定關於利潤分派及股本增減的建議，以及行使本公司組織章程細則（「組織章程細則」）所賦予的其他權力、職能及職責。各董事均已與本集團訂立服務合約／委任函。

#### 執行董事

**邊宇先生（「邊先生」）**，36歲，於二零零九年十二月二十八日獲委任為董事會主席兼執行董事。邊先生亦已於二零一七年五月十五日獲委任為本公司總經理。邊先生於提供大氣污染防治解決方案業務方面具備約14年經驗。邊先生亦自二零零九年六月、二零零八年三月及二零一三年七月起分別擔任本公司多間附屬公司（包括諸暨市天潔電子科技有限公司、諸暨市天潔安裝工程有限公司（「天潔安裝工程」）及吐魯番天潔環境科技有限公司）的執行董事。

## Details Regarding Directors and Supervisors 董事及監事之有關詳情

Mr. Bian has worked as a director of Tengy Group Limited\* (天潔集團有限公司) (“TGL”) since August 2003. He is responsible for the overall strategies, planning and business development of TGL. Particularly, he focuses on the management of the business of the provision of atmospheric pollution control solutions carried on by TGL prior to the establishment of the Company in December 2009. From September 2005 to December 2007, he served in various positions such as general commander and general manager in different departments in the subsidiaries of TGL such as Zhejiang Tianjie Special Steel Co., Ltd.\* (浙江天潔特鋼有限公司) (“**Tianjie Special Steel**”), Zhejiang Tianjie New Materials Co., Ltd.\* (浙江天潔新材料有限公司) (“**Tianjie New Materials**”) and Zhejiang Tianjie Magnetic Materials Co., Ltd.\* (浙江天潔磁性材料股份有限公司) which were principally engaged in manufacturing, processing and marketing of steel blade and he was mainly responsible for the overall operation and production management.

He worked as a director in various companies such as Zhejiang Tianjie General Machinery Co., Ltd.\* (浙江天潔通用機械有限公司) (“**Tianjie General Machinery**”) (being principally engaged in manufacturing and marketing of machinery and parts) since April 2008, Shanghai Pingchuan Metal Material Co., Ltd.\* (上海平川金屬材料有限公司) (being principally engaged in sale of metal materials, construction materials and chemical raw materials) from August 2010 to October 2012, Shanghai Guotuo Mining Investments Limited\* (上海國拓礦業投資有限公司) (being principally engaged in management and exploration of mines and development of mining technology) from July 2010 to May 2015, Zhuji Tengy Small Loan Co. Ltd.\* (諸暨市天潔小額貸款有限公司) (being principally engaged in providing small loan and financial consultancy service in Zhuji City) from June 2011 to December 2016, and as chairman of the board of Zhuji City Tianyu Industry Investment Ltd\* (諸暨市天宇實業投資有限公司) (being principally engaged in real estate development and property investment) from November 2011 to February 2016 and as executive director of Zhuji City Runtian Property Management Ltd.\* (諸暨市潤天物業管理有限公司) (being principally engaged in property management) since September 2011. He was mainly responsible for advising on operational and business strategy of the foregoing entities.

邊先生自二零零三年八月起擔任天潔集團有限公司(「TGL」)的董事，負責TGL的整體策略、規劃及業務發展。尤其是，彼在本公司於二零零九年十二月成立之前均專注於管理TGL所進行有關提供大氣污染防治解決方案的業務。彼於二零零五年九月至二零零七年十二月期間分別於TGL的附屬公司(如浙江天潔特鋼有限公司(「天潔特鋼」)、浙江天潔新材料有限公司(「天潔新材料」)及浙江天潔磁性材料股份有限公司)的不同部門擔任多項職務，如總指揮及總經理，該等公司主要從事製造、加工及營銷鋼片，而邊先生於該等公司中主要負責整體營運及生產管理。

彼在多間不同公司擔任董事，例如自二零零八年四月起於浙江天潔通用機械有限公司(「天潔通用機械」)(主要從事製造及營銷機械及零件)、自二零一零年八月至二零一二年十月於上海平川金屬材料有限公司(主要從事金屬材料、建築材料及化學原材料銷售)、自二零一零年七月至二零一五年五月於上海國拓礦業投資有限公司(主要從事礦場管理及勘察以及開採技術開發)及自二零一一年六月至二零一六年十二月於諸暨市天潔小額貸款有限公司(主要從事在諸暨市提供小額貸款及金融諮詢服務)擔任董事，並自二零一一年十一月至二零一六年二月起擔任諸暨市天宇實業投資有限公司(主要從事房地產開發及物業投資)的董事會主席，以及自二零一一年九月起擔任諸暨市潤天物業管理有限公司(主要從事物業管理)的執行董事。彼主要負責就營運及業務策略向上述實體提供意見。

## Details Regarding Directors and Supervisors

### 董事及監事之有關詳情

Mr. Bian is currently the Vice President of Zhejiang Association of Equipment Industries for Environmental Protection (浙江省環保裝備行業協會理事會). He has also been the deputy officer member\* (副主任委員) of the sixth Electrostatic Precipitator Committee of The Environmental Protection Industry\* (中國環境保護產業協會電除塵委員會第六屆電除塵委員會) since February 2014.

Mr. Bian graduated with a bachelor's degree in mechanical engineering and automation from Zhejiang University (浙江大學) in June 2005. He obtained his master of science degree in corporate and international finance from University of Durham in the United Kingdom in January 2008. He is the son of Mr. Bian Jianguang, the brother of Ms. Bian Shu, and the brother-in-law of Mr. Zhang Yuanyuan.

Mr. Bian is a member of the family comprising Mr. Bian Jianguang, Ms. Bian Shu and himself ("**Bian Family**") and the Bian Family is a controlling Shareholder (within the meaning of the Rules Governing the Listing of Securities on the Stock Exchange ("**Listing Rules**") of the Company ("**Controlling Shareholders**", each being a "**Controlling Shareholder**").

邊先生現任浙江省環保裝備行業協會理事會的副會長。自二零一四年二月起，其亦擔任中國環境保護產業協會電除塵委員會第六屆電除塵委員會的副主任委員。

邊先生於二零零五年六月畢業於浙江大學，獲頒機械工程及自動化學士學位。彼於二零零八年一月自英國杜倫大學取得企業及國際金融理學碩士學位。彼為邊建光先生的兒子、邊姝女士的弟弟及章袁遠先生的妻弟。

邊先生為包括邊建光先生、邊姝女士及其自身家族（「**邊氏家族**」）的成員，而邊氏家族是本公司的控股股東（「**控股股東**」）（定義見聯交所證券上市規則（「**上市規則**」））。

## Details Regarding Directors and Supervisors 董事及監事之有關詳情

**Mr. BIAN Weican (邊偉燦)**, aged 58, is an executive Director and the deputy general manager of the Company appointed on 28 December 2009 and 5 February 2018 respectively. Mr. Bian Weican has approximately 26 years of experience in the business of provision of atmospheric pollution control solutions.

Mr. Bian Weican successively worked in Zhuji County Mechanical Model Plant\* (諸暨縣機械模型廠) and Zhejiang Zhuji City Industrial Environmental Protection Equipment Factory\* (浙江省諸暨市工業環保設備總廠) from 1982 to 1995 in which he was responsible for manufacturing machinery mould and procuring of raw materials. He worked as the director of the material procuring department of TGL from June 1995 to August 2013 in which he was responsible for the materials procurement planning and management of suppliers.

Mr. Bian Weican graduated from Zhuji County Tongshan Community High School (諸暨縣同山人民公社中心學校) in Zhejiang Province in July 1976.

邊偉燦先生，58歲，分別於二零零九年十二月二十八日及二零一八年二月五日獲委任為本公司執行董事及副總經理。邊偉燦先生於提供大氣污染防治解決方案業務方面具備約26年經驗。

邊偉燦先生自一九八二年至一九九五年曾先後在諸暨縣機械模型廠、浙江省諸暨市工業環保設備總廠等企業任職，彼負責機械模具的生產和原材料採購工作。彼由一九九五年六月至二零一三年八月擔任TGL物資採購部總監，負責物資採購規劃及供應商管理。

邊偉燦先生於一九七六年七月畢業於浙江省的諸暨縣同山人民公社中心學校。

## Details Regarding Directors and Supervisors 董事及監事之有關詳情

**Ms. BIAN Shu (邊姝)**, aged 37, is an executive Director and the deputy manager of the administration department of the Company. She was appointed as a Director on 1 June 2016, and has served as the deputy manager of the administration department of the Company since September 2014. Previously, Ms. Bian Shu worked as the manager of the human resources department of TGL from February 2006 to January 2010 and was responsible for the human resources management and administration work of TGL. She worked as the chief financial officer of TGL between February 2010 to December 2011 and was responsible for accounting matters and financial planning and management. Ms. Bian Shu served as the vice president of TGL from December 2011 to August 2014, and was responsible for day-to-day operations and management and to deputise the president when necessary. Furthermore, she served as the chairman of the supervisory committee of the Company ("**Supervisory Committee**", each member thereof being "**Supervisor**") from 28 December 2009 to 31 May 2016 and as the employee representative Supervisor from 10 May 2014 to 31 May 2016, and was primarily responsible for supervising and overseeing the performance of the Directors and other senior management members of the Company.

Ms. Bian Shu holds a bachelor's degree of philosophy from Zhejiang University in June 2003. She holds a master degree of international business from the University of Sydney in October 2006. She is the spouse of Mr. Zhang Yuanyuan, the sister of Mr. Bian Yu and the daughter of Mr. Bian Jianguang.

Ms. Bian Shu is a member of the Bian Family and the Bian Family is a Controlling Shareholder.

邊姝女士，37歲，執行董事兼本公司行政部副經理。彼於二零一六年六月一日獲委任為董事及自二零一四年九月起就任本公司行政部副經理。邊姝女士曾於二零零六年二月至二零一零年一月擔任TGL人力資源部經理，負責TGL的人力資源管理及行政工作。彼於二零一零年二月至二零一一年十二月擔任TGL的財務總監，負責會計事宜以及財務規劃及管理。邊姝女士自二零一一年十二月起至二零一四年八月擔任TGL的副總裁，負責日常營運及管理並在必要時代理總裁一職。此外，彼自二零零九年十二月二十八日起至二零一六年五月三十一日擔任本公司監事會（「**監事會**」，各成員為「**監事**」）的主席，且自二零一四年五月十日起至二零一六年五月三十一日擔任職工代表監事，主要負責督導及監察董事及本公司其他高級管理層成員的表現。

邊姝女士於二零零三年六月自浙江大學取得哲學學士學位。彼於二零零六年十月自悉尼大學取得國際商務碩士學位。彼為章袁遠先生的配偶、邊宇先生的姐姐及邊建光先生的女兒。

邊姝女士為邊氏家族的成員，而邊氏家族為控股股東。

## Details Regarding Directors and Supervisors 董事及監事之有關詳情

### Non-Executive Director

**Mr. BIAN Jianguang (邊建光)**, aged 64, is the vice chairman of the Board and a non-executive Director appointed on 28 December 2009. Mr. Bian Jianguang has approximately 28 years of experience in the business of the provision of atmospheric pollution control solutions.

Mr. Bian Jianguang successively worked as the factory director of Zhuji County Mechanical Model Plant\* (諸暨縣機械模型廠) and Zhejiang Zhuji City Industrial Environmental Protection Equipment Factory\* (浙江省諸暨市工業環保設備總廠) from 1982 to 1995 in which he was responsible for the overall management and business operation. From June 1995 to August 2003, he served as the chairman of the board of directors and the executive director of TGL and he later resigned as chairman of the board of directors and have been serving as vice chairman of the board of directors of TGL since August 2003 responsible for the overall management and business operation of TGL. He worked as the director of Tianjie General Machinery (being principally engaged in the manufacturing and marketing of machinery and parts) from November 1999 to April 2008 in which he was responsible for its overall management and business operation.

### 非執行董事

**邊建光先生**，64歲，於二零零九年十二月二十八日獲委任為董事會副主席及非執行董事。邊建光先生於提供大氣污染防治解決方案業務方面具備約28年經驗。

邊建光先生自一九八二年至一九九五年曾先後在諸暨縣機械模型廠、浙江省諸暨市工業環保設備總廠等企業擔任廠長職務，彼負責企業的整體管理及業務營運。彼由一九九五年六月至二零零三年八月擔任TGL董事會主席兼執行董事，彼其後辭任董事會主席並自二零零三年八月起擔任TGL董事會副主席，負責TGL的整體管理及業務營運。彼由一九九九年十一月至二零零八年四月擔任天潔通用機械的董事，該公司主要從事機械及零部件的製造及市場營銷，而彼負責整體管理及業務營運。

## Details Regarding Directors and Supervisors

### 董事及監事之有關詳情

Mr. Bian Jianguang has been working as the executive director of Tianjie New Materials (principally engaged in manufacturing, processing and marketing of steel blade) since June 2009 and the chairman of the board of directors of Tianjie General Machinery (being principally engaged in manufacturing and marketing of machinery and parts) from November 1999 to April 2008. Mr. Bian Jianguang has been also working as an executive director for various companies such as Yaoyu Special Steel (principally engaged in manufacturing, processing and marketing of steel blade) since April 2016 and Zhuji City Tianjie Heavy Development Limited\* (諸暨市天潔重工技術有限公司) (being principally engaged in research, design and development of heavy machines) since April 2016, and he is mainly responsible for day-to-day operation and management, and overall business management in these companies.

Mr. Bian Jianguang is the father of Mr. Bian and Ms. Bian Shu, and the father-in-law of Mr. Zhang Yuanyuan. Mr. Bian Jianguang is a member of the Bian Family and the Bian Family is a Controlling Shareholder.

邊建光先生自二零零九年六月起擔任天潔新材料（主要從事製造、加工及營銷鋼片）的執行董事和自一九九九年十一月至二零零八年四月擔任天潔通用機械（主要從事製造及營銷機械及部件）的董事會主席。邊建光先生並擔任多間不同公司的執行董事，例如自二零一六年四月起於潤天磁性（主要從事製造、加工及營銷鋼片）及自二零一六年四月起於諸暨市天潔重工技術有限公司（主要從事研究、設計及開發重工機械），而彼主要負責該等公司的日常營運及管理以及整體業務管理。

邊建光先生為邊先生及邊姝女士的父親及章袁遠先生的岳父。邊建光先生為邊氏家族的成員，而邊氏家族為控股股東。

## Details Regarding Directors and Supervisors 董事及監事之有關詳情

**Mr. ZHU Xian Bo**, aged 53, is a non-executive director appointed on 31 May 2019. He was appointed as the director of the corporate governance department and project management department at the second silk factory in Zhuji City from February 1987 to July 1994; the deputy general manager of Zhuji Jiasi Knitters Co., Ltd.\* (諸暨佳思織造有限責任公司) from July 1994 to January 2002; the deputy general manager of Zhejiang Hanyu Security Technology Co., Ltd.\* (浙江漢宇安全技術有限公司) from February 2002 to September 2003; the deputy factory director of Zhuji Chengguan Aluminum Products Factory\* (諸暨市城關鋁製品廠) from September 2003 to January 2006; the general manager of Zhuji Huahai Anlun Co., Ltd.\* (諸暨華海氨綸有限公司) from February 2006 to March 2009; the deputy general manager of Zhejiang Junmashen Aluminium Co., Ltd.\* (浙江軍馬神鋁業有限公司) from April 2009 to March 2017. He has served as the vice president of TGL since March 2017.

Mr. ZHU Xian Bo attended the national higher education entrance examination in July 1984, was admitted to Zhejiang Ningbo Mechanic Industrial School\* (浙江寧波機械工業學校) in September the same year, and obtained a Diploma of Business Administration from Zhejiang Ningbo Mechanic Industrial School\* (浙江寧波機械工業學校) in January 1987; passed the self-study examination for higher education in December 1991 and received a Diploma of Industrial Management Engineering from Zhejiang University of Technology; pursued postgraduate study of management science and engineering in Zhejiang University from June 2000 to March 2002 and obtained completion certificate; received an undergraduate diploma in law through online education from Southwest University of Science and Technology in June 2005. Mr. ZHU XIAN BO was recognised as a senior economist by Zhuji Municipal Personnel Bureau (諸暨市人事局), and was granted the qualification of practising as a senior engineer by Accreditation Commission of Technical Expertise Level of Shanghai Aluminum Trade Association (上海鋁業行業協會專業技術水平職稱評審認證委員會) in April 2011.

祝賢波先生，53歲，於二零一九年五月三十一日獲委任為非執行董事。彼於一九八七年二月至一九九四年七月擔任諸暨市第二絲廠企管辦、項目辦的主任；於一九九四年七月至二零零二年一月擔任諸暨佳思織造有限責任公司的副總經理；於二零零二年二月至二零零三年九月擔任浙江漢宇安全技術有限公司的副總經理；於二零零三年九月至二零零六年一月擔任諸暨市城關鋁製品廠的副廠長；於二零零六年二月至二零零九年三月擔任諸暨華海氨綸有限公司的總經理；於二零零九年四月至二零一七年三月擔任浙江軍馬神鋁業有限公司的副總經理。彼自二零一七年三月起擔任天潔集團有限公司的副總裁。

祝賢波先生於一九八四年七月參加全國高考，同年九月被浙江寧波機械工業學校取錄，並於一九八七年一月取得浙江寧波機械工業學校企業管理專業畢業文憑；於一九九一年十二月通過高等教育自學考試取得浙江工學院工業管理工程專科畢業證書；於二零零零年六月至二零零二年三月在浙江大學管理科學與工程專業進修研究生課程並取得結業證書；並於二零零五年六月取得西南科技大學網絡教育法學專業本科畢業證書。祝賢波先生持有諸暨市人事局頒發的經濟師職稱，並於二零一一年四月經上海鋁業行業協會專業技術水平職稱評審認證委員會評審取得高級工程師任職資格。



## Details Regarding Directors and Supervisors

### 董事及監事之有關詳情

**Mr. CHEN Jiancheng (陳建誠)**, aged 55, is a non-executive Director appointed on 5 December 2017. Mr. Chen Jiancheng worked as an assistant to general manager of TGL from June 1995 to January 2000. He served as the vice general manager of Zhejiang Liyu Stainless Steel Co. Ltd.\* (浙江立宇不銹鋼有限公司) from June 2003 to December 2008, and became the chief technology officer (技術總監) of TGL since January 2004, primarily responsible for technological research and development as well as product quality control.

Mr. CHEN Jiancheng graduated from Zhuji Paitou Middle School\* (諸暨市牌頭中學) in July 1979.

#### Independent Non-Executive Director

**Mr. LI Jiannan (酈建楠)** (“Mr. Li”), aged 42, is an independent non-executive Director appointed on 18 September 2018. He has over 15 years of experience in accounting and finance industry in the PRC.

Mr. LI obtained a Bachelor’s degree in accounting at Southwestern University of Finance and Economics, the PRC in 2001. He is a certified public accountant and a certified tax agent in the PRC. He is currently the director of consultation department of Zhuji City Guangxin Certified Public Accountants Company Limited\* (諸暨市廣信會計師事務所有限公司).

陳建誠先生，55歲，於二零一七年十二月五日獲委任為非執行董事。陳建誠先生自一九九五年六月至二零零零年一月擔任TGL總經理助理。自二零零三年六月至二零零八年十二月擔任浙江立宇不銹鋼有限公司副總經理。自二零零四年一月起擔任TGL技術總監，主要負責技術研發及產品質量控制。

陳建誠先生於一九七九年七月畢業於諸暨市牌頭中學。

#### 獨立非執行董事

酈建楠先生(「酈先生」)，42歲，於二零一八年九月十八日獲委任為獨立非執行董事。彼在中國的會計及金融行業擁有逾15年經驗。

酈先生於二零零一年在中國西南財經大學取得會計學學士學位。彼為中國註冊會計師及註冊稅務師。彼現時於諸暨市廣信會計師事務所有限公司任職諮詢部主任。

## Details Regarding Directors and Supervisors 董事及監事之有關詳情

**Mr. FUNG Kui Kei (馮鉅基) (“Mr. FUNG”)**, aged 38, is an independent non-executive Director appointed on 30 March 2018. Mr. FUNG has more than 15 years of work experience in the accounting field. He is extremely experienced in advising on corporate finance matters including pre-IPO, acquisitions and mergers, and corporate governance and general compliance issues for listed companies and private companies.

Mr. FUNG graduated with a bachelor’s degree in accounting from the Hong Kong Polytechnic University (香港理工大學) in October 2003. Mr. FUNG is one of the founders of JMD & PME CPA Limited and OCTOSEC CPA LIMITED, providers of professional corporate advisory to enterprises in Hong Kong, and has been a partner of the same since August 2014 and July 2016 respectively. From May 2011 to March 2014, he worked as the assistant finance manager of AZONA (HK) LIMITED principally engaged in fashion retail. From December 2008 to May 2011, he was the auditor of Shu Lun Pan Hong Kong CPA LIMITED and subsequently the assistant manager of BDO Limited (due to a merger between Shu Lun Pan Hong Kong CPA LIMITED), which is the Hong Kong member firm of BDO International Limited. From January 2006 to October 2008, he was the auditor of BDO Limited. From October 2003 to December 2005, he was an auditor in CWCC, a professional advisory firm providing a full range of business services in Hong Kong and major cities in mainland China.

Mr. FUNG has been a member of the Association of Chartered Certified Accountants (“**ACCA**”) since 2007. He has also been a member of the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) since 2011.

馮鉅基先生(「馮先生」)，38歲，於二零一八年三月三十日獲委任為獨立非執行董事。馮先生在會計領域擁有逾15年的工作經驗。彼在就公司融資事項(包括上市公司及私人公司的首次公開發售、併購及公司管治及一般合規事宜)提供建議方面極富經驗。

馮先生於二零零三年十月畢業於香港理工大學，獲得會計學學士學位。馮先生為向香港企業提供專業企業諮詢的供應商滙業聯通會計師事務所有限公司及奧德盛會計師事務所有限公司的創始人之一，並分別自二零一四年八月及二零一六年七月起一直為該等公司的合夥人。自二零一一年五月至二零一四年三月，彼曾擔任凱崙(香港)有限公司的助理財務經理，主要從事時裝零售。自二零零八年十二月至二零一一年五月，彼曾先後擔任香港立信會計師事務所有限公司的核數師及香港立信德豪會計師事務所有限公司助理經理(因香港立信會計師事務所有限公司合併所致)，而該公司為BDO International Limited的香港成員所。自二零零六年一月至二零零八年十月，彼曾任香港立信德豪會計師事務所有限公司核數師。自二零零三年十月至二零零五年十二月，彼為專業顧問公司CWCC(在香港及中國內地主要城市提供全方位的商業服務)的核數師。

馮先生自二零零七年起為特許公認會計師公會(「**ACCA**」)的會員。彼自二零一一年起亦為香港會計師公會(「**香港會計師公會**」)會員。

## Details Regarding Directors and Supervisors

### 董事及監事之有關詳情

**Mr. ZHANG Bing (張炳)**, aged 37, is an independent non-executive Director appointed on 15 September 2014. Mr. Zhang Bing has approximately 9 years of experience in the field of environmental planning.

Mr. Zhang Bing worked as a lecturer in the School of Environment, Nanjing University (南京大學環境學院) in December 2008 in which he was responsible for teaching and conducting research. He was promoted to an associate professor and assumed the said role from December 2010 to December 2013 in which he was responsible for teaching, conducting research and personnel training, and he later became a professor and has been working since December 2013 in which he is responsible for teaching, conducting research and supervising doctoral students. Mr. Zhang Bing has been the director of the Center for Environmental Management and Policy of Jiangsu Environmental Protection.

Mr. Zhang Bing was a committee member and the deputy secretary of the second committee of the Society for Environmental Economics of the Chinese Society for Environmental Sciences (中國環境科學學會環境經濟學分會) from October 2008 to September 2012 and has been the director of Chinese Society of Optimisation, Overall Planning and Economical Mathematics, Energy Economics and Management\* (中國優選法統籌法與經濟數學研究會能源經濟與管理研究分會) since November 2012.

Mr. Zhang Bing obtained the Scientific and Technological Progress Award (Second Class)\* (科學技術進步二等獎) from the Ministry of Education of the People's Republic of China (中華人民共和國教育部) in January 2010, the Eighth Young Scientist Award of the Chinese Society for Environmental Sciences\* (第八屆中國環境科學學會青年科技獎) in December 2012 from the Society of Environmental Science of the PRC (中國環境科學學會) and the Environmental Protection and Scientific Award (First Class)\* (環境保護科學技術進步獎一等獎) from the Ministry of Environmental Protection of the PRC (中華人民共和國環境保護部) in December 2012.

Mr. Zhang Bing obtained a bachelor's degree in environmental planning from Nanjing University (南京大學) in June 2003 and a doctorate degree in environmental planning and management from Nanjing University (南京大學) in December 2008.

張炳先生，37歲，於二零一四年九月十五日獲委任為獨立非執行董事。張炳先生在環境規劃領域擁有約九年經驗。

張炳先生於二零零八年十二月擔任南京大學環境學院講師，負責教學及研究。彼自二零一零年十二月起晉升為副教授，任職至二零一三年十二月，負責教學、研究及人員培訓，其後自二零一三年十二月起升任教授並一直擔任此職，負責教學、研究及督導博士生。張炳先生擔任江蘇省環保廳環境管理與政策研究中心主任。

張炳先生自二零零八年十月至二零一二年九月擔任中國環境科學學會環境經濟學分會第二屆委員會委員兼副秘書長，以及自二零一二年十一月起擔任中國優選法統籌法與經濟數學研究會能源經濟與管理研究分會理事。

張炳先生於二零一零年一月獲中華人民共和國教育部頒發科學技術進步二等獎、於二零一二年十二月獲中國環境科學學會頒發第八屆中國環境科學學會青年科技獎，以及於二零一二年十二月獲中華人民共和國環境保護部頒發環境保護科學技術進步獎一等獎。

張炳先生於二零零三年六月自南京大學取得環境規劃學士學位，並於二零零八年十二月自南京大學取得環境規劃與管理博士學位。

## Details Regarding Directors and Supervisors 董事及監事之有關詳情

### SUPERVISORY COMMITTEE

The Supervisory Committee consists of three members, with two representatives of Shareholders and one representative of employees. The employee representative Supervisor is elected democratically by the employees representative congress, while Shareholder representative Supervisors are elected by the Shareholders. The term of office of each Supervisor is three years, which is renewable upon re-election and re-appointment. The powers and duties of the Supervisory Committee include reviewing and verifying financial reports, business reports and profit distribution proposals prepared by the Board; and if in doubt, appointing certified public accountants and practicing auditors to re-examine the Company's financial information; monitoring the financial activities of the Company, supervising the performance of the Directors, the president and other senior management members, and monitoring whether they had acted in violation of the laws, regulations and Articles of Association in the performance of their duties; requesting the Directors, the president and senior management members to rectify actions which are detrimental to the Company's interests; and exercising other rights given to them under the Articles of Association. Each of the Supervisors has entered into a service contract/appointment letter with the Group.

### 監事會

監事會包括三名成員，由兩名股東代表及一名職工代表組成。職工代表監事由職工代表大會以民主方式選出，而股東代表監事則由股東選出。各監事的任期為三年，可於重選及重新委任時續期。監事會的權力及職責包括審閱及核實董事會編製的財務報告、業務報告及溢利分派方案；並在有疑問的情況下委任執業會計師及執業核數師重新審查本公司的財務資料；監察本公司的財務活動；監督董事、總裁及其他高級管理層成員的表現，以及監察他們於履行職責時的行為有否違反法律、法規及組織章程細則；要求董事、總裁及高級管理層成員糾正有損本公司利益的行動；以及行使組織章程細則賦予他們的其他權利。各監事已與本集團訂立服務合約／委任函。

## Details Regarding Directors and Supervisors

### 董事及監事之有關詳情

#### Employee representative Supervisor

**Mr. CHEN Xinhua** (陳新華), aged 56, is an employee representative Supervisor and the head of the procurement department of the Company. He joined the Group since 2010.

From January 1997 to May 2000, Mr. Chen Xinhua served as the manager of the department of supplies of Zhejiang Shengjie Environmental Engineering Co. Ltd.\* (浙江勝潔環保工程有限公司) and was responsible for the overall departmental management. From June 2000 to October 2001, he served as the manager of technology transformation projects of Tianjie Strip Steel Factory\* (天潔帶鋼廠). From November 2001 to May 2003 and from January 2009 to December 2009, he served as the procurement manager and vice general manager of procurement centre, respectively, of TGL, and was responsible for the procurement of raw materials. From June 2003 to December 2008, he served as the vice general manager of Zhejiang Liyu Stainless Steel Co. Ltd.\* (浙江立宇不銹鋼有限公司), and was responsible for assisting the general manager in its overall operation.

Mr. Chen was graduated from Shaoxing Vocational Secondary College\* (紹興市職工中等專業學校) in July 1990 majoring in industrial enterprise management.

#### Shareholder representative Supervisors

**Mr. FU Jun** (傅均), aged 39, is a Shareholder representative Supervisor. Prior to joining the Group on 18 October 2014, Mr. Fu Jun taught at the school of computer and information engineering of Zhejiang Gongshang University (浙江工商大學) in December 2009, being a lecturer and an assistant professor successively, responsible for teaching and conducting research.

Mr. Fu Jun obtained a bachelor's degree of bio-medical engineering from Zhejiang University (浙江大學) in June 2004 and a doctorate degree in bio-medical engineering from Zhejiang University (浙江大學) in December 2009. He also completed two years of minor studies in Japanese language in Zhejiang University (浙江大學) in June 2003.

#### 職工代表監事

陳新華先生，56歲，為本公司職工代表監事及採購部主管。彼於二零一零年加入本集團。

自一九九七年一月起至二零零零年五月，陳新華先生擔任浙江勝潔環保工程有限公司供應部經理，負責整體部門管理。自二零零零年六月起至二零零一年十月，彼擔任天潔帶鋼廠技術變革項目經理。自二零零一年十一月起至二零零三年五月及自二零零九年一月起至二零零九年十二月，彼分別擔任TGL採購部經理及採購中心副總經理，負責原材料的採購。自二零零三年六月起至二零零八年十二月，彼擔任浙江立宇不銹鋼有限公司副總經理，負責協助總經理進行整體營運。

陳先生於一九九零年七月畢業於紹興市職工中等專業學校，專業為工業企業管理。

#### 股東代表監事

傅均先生，39歲，為股東代表監事。於二零一四年十月十八日加入本集團前，傅均先生於二零零九年十二月前往浙江工商大學計算機與信息工程學院任教，歷任講師、副教授，負責教學和推進研究。

傅均先生於二零零四年六月取得浙江大學的生物醫學工程學士學位及於二零零九年十二月取得浙江大學的生物醫學工程博士學位。彼亦於二零零三年六月在浙江大學完成兩年輔修日語課程。

## Details Regarding Directors and Supervisors

### 董事及監事之有關詳情

**Mr. FANG Zhiguo (方治國)**, aged 42, is a Shareholder representative Supervisor. Prior to joining the Group on 18 October 2014, he worked as a post-doctoral researcher in environmental science and engineering at the Research Centre for Eco-Environment Sciences of the Chinese Academy of Sciences (中國科學院生態環境研究中心) from July 2005 to August 2008, in which he was responsible for conducting research. He joined the school of environmental science and engineering of Zhejiang Gongshang University (浙江工商大學) in August 2008 and became a vice professor since October 2009, in which he is responsible for teaching and conducting research.

Mr. Fang Zhiguo obtained a master degree of science majoring in ecology from Zhejiang University (浙江大學) in June 2002 and a doctorate degree in science majoring in ecology from the Graduate School of the Chinese Academy of Science (中國科學院研究生院) (later renamed as the University of Chinese Academy of Sciences (中國科學院大學)) in July 2005. He was a visiting scholar at the University of Oklahoma in the United States from June 2006 to May 2008.

Except as disclosed herein, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there are no other matters relating to the appointment of Supervisors that need to be brought to the attention of the Shareholders, nor is there any information (including changes thereto, if any) relating to the Supervisors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules such as, among others, matters relating to directorship held by Supervisors in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

方治國先生，42歲，為股東代表監事。於二零一四年十月十八日加入本集團前，彼於二零零五年七月至二零零八年八月在中國科學院生態環境研究中心擔任環境科學與工程博士後研究員，負責進行研究。彼於二零零八年八月加入浙江工商大學環境科學與工程學院，並自二零零九年十月起擔任副教授，負責教學及進行研究。

方治國先生於二零零二年六月獲得浙江大學生態學理學碩士學位，並於二零零五年七月獲中國科學院研究生院（後改稱中國科學院大學）生態學理學博士學位。彼自二零零六年六月至二零零八年五月為美國奧克拉荷馬大學訪問學者。

除本文所披露者外，經作出一切合理查詢後，就董事所深知、盡悉及確信，並無其他有關委任監事的事宜須提請股東垂注，亦無有關監事的任何資料（包括有關變動，如適用）須根據上市規則第13.51(2)條予以披露，例如（其中包括）過去三年監事在證券於香港或海外任何證券市場上市的任何公眾公司中擔任董事職務的有關事宜。

## Details Regarding Directors and Supervisors 董事及監事之有關詳情

### DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS AND LETTER OF APPOINTMENTS

Each of the executive Directors and non-executive Directors entered into a service contract with the Company on the respective appointment date. Each of the independent non-executive Directors entered into a letter of appointment on the respective appointment date. The principal particulars of these service contracts and letters of appointment are (a) for a term commencing from the respective effective dates of their appointment until the day on which the next general meeting of the Shareholders for re-election of Directors is held, and (b) are subject to termination in accordance with their respective terms.

Mr. Chen Xinhua entered into a service contract with Company and each of Mr. Fu Jun and Mr. Fang Zhiguo entered into a letter of appointment on the respective appointment date. As required under the Opinions on Further Promotion of Standardising Operations and Intensifying Reform of Overseas Listed Companies (Guojingmaogai No. [1999]230), the Supervisory Committee shall be with external Supervisors comprising more than half of its composition, among whom Mr. Fu Jun and Mr. Fang Zhiguo are independent.

Save as disclosed in the above, none of the Directors and the Supervisors had entered into a service contract with the Company or its subsidiaries which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

### EMOLUMENT POLICY

The Company's nomination committee and the remuneration committee were set up for, among others, reviewing and making recommendations on remuneration policy and scheme for the Directors, Supervisors, senior management and employees, taking into account salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group.

The Company had not adopted any share award scheme or share option scheme during the Reporting Period.

### 董事及監事之服務合約及委任函

各執行董事及非執行董事已於各自的委任日期與本公司訂立服務合約。各獨立非執行董事已於各自的委任日期訂立委任函。該等服務合約及委任函主要包括(a)董事的任期由彼等各自的委任生效日期開始直至就重選董事而舉行下屆股東大會之日期為止；及(b)可根據各自條款予以終止。

陳新華已與本公司訂立服務合約，傅均先生及方治國先生亦於各自的委任日期訂立委任函。誠如《關於進一步促進境外上市公司規範運作和深化改革的意見》（國經貿企改[1999]230號）規定，監事會須由超過一半外部監事組成，其中，傅均先生及方治國先生為獨立監事。

除上文所披露者外，董事及監事概無與本公司或其附屬公司訂立任何可於一年內在毋須支付賠償（法定補償除外）的情況下終止的服務合約。

### 薪酬政策

本公司已成立提名委員會與薪酬委員會，以（其中包括）檢討我們董事、監事、高級管理層及僱員的薪酬政策及計劃，並就此提供建議，當中會考慮可比較公司支付的薪金、董事的時間投入及責任，以及本集團的表現。

本公司於報告期間並無採納任何股份獎勵計劃或購股權計劃。

## Details Regarding Directors and Supervisors 董事及監事之有關詳情

### REMUNERATION OF DIRECTORS AND SUPERVISORS

### 董事及監事的薪酬

		Note	Fees 費用 RMB'000 人民幣千元	Salaries, allowances and benefits in kind 薪資、補貼及 實物福利 RMB'000 人民幣千元	Pension scheme contributions 退休計劃 供款 RMB'000 人民幣千元	Total remuneration 薪酬總額 RMB'000 人民幣千元
<b>Six months ended 30 June 2019</b>	<b>截至二零一九年 六月三十日 止六個月</b>					
Executive directors:	執行董事：					
Bian Yu	邊宇		–	226	13	239
Bian Weican	邊偉燦		–	100	13	113
Bian Shu	邊妹		–	151	13	164
			–	477	39	516
Non-executive directors:	非執行董事：					
Bian Jianguang	邊建光		–	75	–	75
Zhang Yuanyuan	章袁遠	1	–	50	–	50
Chen Jiancheng	陳建誠		–	30	–	30
Zhu Xianbo	祝賢波	2	–	11	–	11
			–	166	–	166
Independent non-executive directors:	獨立非執行董事：					
Fung Kui Kei	馮鉅基		–	82	–	82
Zhang Bing	張炳		–	30	–	30
Li Jiannan	龐建楠		–	30	–	30
			–	142	–	142
Supervisors:	監事：					
Chen Xinhua	陳新華		–	75	7	82
Fu Jun	傅均		–	30	–	30
Fang Zhiguo	方治國		–	30	–	30
			–	135	7	142
			–	920	46	966

Note 1: Resigned since 30 May 2019

註1：自二零一九年五月三十日起離任

Note 2: Appointed as an independent non-executive Director since 30 May 2019

註2：自二零一九年五月三十日起獲委任為獨立非執行董事



## Other Information 其他資料

### DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND/OR SHORT POSITION IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 30 June 2019, the interests and short positions of each of the directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) ("SFO")), as recorded in the register required to be kept by the Company under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Listing Rules were as follows:

1. Long position in respect of domestic shares of the Company ("Domestic Shares") as at 30 June 2019:

### 董事及高級行政人員於本公司之股份、相關股份及證券的權益及／或淡倉

於二零一九年六月三十日，本集團董事及高級行政人員概無於本集團或其任何相聯法團（定義見證券及期貨條例（香港法例第571章）（「證券及期貨條例」）第XV部）之股份、相關股份或債券中擁有任何記錄於本集團根據證券及期貨條例第352條的規定存置之登記冊的權益或淡倉；或須根據上市規則所載之規定，另行通知本集團及聯交所的權益或淡倉。

1. 截至二零一九年六月三十日持有之本公司內資股（「內資股」）好倉：

Name of Director/ Chief executive	Capacity/ Nature of interest	Number of Domestic Shares	Approximate % of total issued Domestic Shares	Approximate % of Company's share capital
董事/ 高級行政人員姓名	身份/ 權益性質	所持 內資股數目	佔已發行 內資股之 概約百分比	佔本公司 已發行股本之 概約百分比
Mr. Bian Yu 邊宇先生	Beneficial owner 實益擁有人	13,266,032	13.27	9.83
	Interest in a controlled corporation (Note 1) 受控制法團權益 (附註1)	46,169,147	46.17	34.20
Mr. Bian Jianguang 邊建光先生	Beneficial owner 實益擁有人	6,843,000	6.84	5.07
	Interest in a controlled corporation (Note 1) 受控制法團權益 (附註1)	46,169,147	46.17	34.20
Mr. Bian Weican 邊偉燦先生	Beneficial owner 實益擁有人	1,851,000	1.85	1.37
Ms. Bian Shu 邊妹女士	Beneficial owner 實益擁有人	3,933,000	3.93	2.91
	Interest in a controlled corporation (Note 1) 受控制法團權益 (附註1)	46,169,147	46.17	34.20

## Other Information 其他資料

Name of Director/ Chief executive	Capacity/ Nature of interest	Number of Domestic Shares	Approximate % of total issued Domestic Shares 佔已發行 內資股之 概約百分比	Approximate % of Company's share capital 佔本公司 已發行股本之 概約百分比
董事/ 高級行政人員姓名	身份/ 權益性質	所持 內資股數目		
Mr. Chen Jiancheng 陳建誠先生	Beneficial owner 實益擁有人	1,851,000	1.85	1.37

*Note:*

1. According to the disclosure of interest filings, these 46,169,147 Domestic Shares in the Company are beneficially owned by TGL which is in turn approximately 64.08% owned by Mr. Bian Yu, approximately 22.81% owned by Mr. Bian Jianguang and approximately 13.11% owned by Ms. Bian Shu. Pursuant to Part XV of the SFO, Mr. Bian Yu, Mr. Bian Jianguang and Ms. Bian Shu are deemed to be interested in TGL's interest in the Company.

*附註:*

1. 根據所披露的權益存檔資料，本公司的該等46,169,147股內資股均由TGL實益擁有，而TGL則由邊宇先生擁有約64.08%的權益，由邊建光先生擁有約22.81%的權益及由邊姝女士擁有約13.11%的權益。根據證券及期貨條例第XV部，邊宇先生、邊建光先生及邊姝女士被視為於TGL所持的本公司權益中擁有權益。

## Other Information 其他資料

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITION IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

In respect of the register of substantial Shareholders (not being a director or chief executive of the Company) required to be kept under section 336 of Part XV of the SFO shows that as at 30 June 2019, the Company had been notified of the following substantial shareholders' interests and short positions. These interests are in addition to those disclosed above in respect of the directors and chief executives of the Company.

1. Long position in respect of Domestic Shares as at 30 June 2019:

### 主要股東於本公司之股份及相關股份的權益及／或淡倉

根據證券及期貨條例第XV部第336條存置的主要股東名冊所記錄，截至二零一九年六月三十日，本公司獲知會下列主要股東權益及淡倉。此等權益並不包括以上披露之本公司董事及高級行政人員之權益。

1. 截至二零一九年六月三十日就內資股之好倉：

Name 股東	Capacity/ Nature of interest 身份/ 權益性質	Number of Domestic Shares 內資股數目	Approximate % of total issued Domestic Shares 佔已發行 內資股之 概約百分比	Approximate % of Company's share capital 佔本公司 已發行股本之 概約百分比
TGL (Note 1) TGL (附註1)	Beneficial owner 實益擁有人	46,169,147	46.17	34.20
Ms. Bao Guo (Note 2) 鮑國女士 (附註2)	Family interest of spouse 配偶的家族權益	59,435,179	59.44	44.03
Ms. Xu You (Note 3) 徐幼女士 (附註3)	Family interest of spouse 配偶的家族權益	53,012,147	53.01	39.27
Mr. Zhang Yuanyuan (Note 4) 章袁遠先生 (附註4)	Family interest of spouse 配偶的家族權益	50,102,147	50.10	37.11
寧波梅山保稅港區道博宏川 股權投資合夥企業 (有限合夥)	Beneficial owner 實益擁有人	5,727,200	5.73	4.24
杭州九益投資合夥企業 (有限合夥)	Beneficial owner 實益擁有人	5,318,200	5.32	3.94

Notes:

- TGL is directly interested in approximately 34.20% in the Company.
- Ms. Bao Guo, the spouse of Mr. Bian Yu, is deemed to be interested in Mr. Bian Yu's interests in the Company by virtue of the SFO.
- Ms. Xu You, the spouse of Mr. Bian Jianguang, is deemed to be interested in Mr. Bian Jianguang's interests in the Company by virtue of the SFO.
- Mr. Zhang Yuanyuan, the spouse of Ms. Bian Shu, is deemed to be interested in Ms. Bian Shu's interest in the Company by virtue of the SFO.

附註：

- TGL直接擁有本公司約34.20%的權益。
- 根據證券及期貨條例，鮑國女士（邊宇先生的配偶）被視為於邊宇先生所持的本公司權益中擁有權益。
- 根據證券及期貨條例，徐幼女士（邊建光先生的配偶）被視為於邊建光先生所持的本公司權益中擁有權益。
- 根據證券及期貨條例，章袁遠先生（邊姝女士的配偶）被視為於邊姝女士所持的本公司權益中擁有權益。

## Other Information 其他資料

2. Long position in respect of H Shares of the Company (“H Shares”) as at 30 June 2019: 2. 截至二零一九年六月三十日就本公司H股（「H股」）之好倉：

Name	Capacity/ Nature of interest	Number of H Shares	Approximate % of total issued H Shares	Approximate % of Company's share capital
股東	身份/ 權益性質	H股數目	佔已發行 H股之 概約百分比	佔本公司 已發行股本之 概約百分比
Shou Erjun 壽爾均	Beneficial owner 實益擁有人	6,000,000	17.14	4.44
Hong Kong Joint Financial Investment Ltd	Beneficial owner 實益擁有人	5,297,000	15.13	3.92
Zhao Kaiyuan (Note 4) 趙開源 (附註4)	Interest in a controlled corporation 受控制法團權益	5,297,000	15.13	3.92

Notes:

4. Mr. Zhao Kaiyuan, the controlling shareholder of Hong Kong Joint Financial Investment Ltd, is deemed to be interested in Hong Kong Joint Financial Investment Ltd's interests in the Company by virtue of the SFO.

附註：

4. 趙開源先生為Hong Kong Joint Financial Investment Ltd控股股東，根據證券及期貨條例，趙開源先生被視為於Hong Kong Joint Financial Investment Ltd所持的本公司權益中擁有權益。

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

There was no purchase, sale or redemption of the Company's listed securities by any members of the Group during the Reporting Period.

### COMPLIANCE WITH THE MODEL CODE

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issues (the "Model Code"), as set out in Appendix 10 of the Listing Rules throughout the Reporting Period. Having made all reasonable enquiries from all Directors, each of them has complied with the required standard set out in the Model Code.

### 購買、出售或贖回上市證券

於報告期內，本集團任何成員公司概無購買、出售或贖回本公司的上市證券。

### 遵守標準守則

本公司已於整個報告期內就董事進行證券交易採納一套不遜於上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）的行為規則。經向全體董事作出所有合理查詢後，彼等各自確認已遵守標準守則所規定的標準。

## Other Information 其他資料

### COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

In the opinion of the Directors, the Company has complied with the provisions listed in the Corporate Governance Code and Corporation Governance Report (the “**Corporate Governance 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**”) throughout the Reporting Period.

### AUDIT COMMITTEE

The Company established an audit committee (the “**Audit Committee**”) pursuant to a resolution of the Director passed on 10 November 2014 with written terms of reference in compliance with Rules 3.21 and 3.22 of the Listing Rules. The written terms of reference of the Audit Committee were adopted in compliance with paragraphs C.3.3 and C.3.7 of the Corporate Governance Code. Its terms of reference are available on the websites of the Company and the Stock Exchange. The Audit Committee comprises three independent non-executive Directors, namely Mr. Fung Kui Kei (Chairman), Mr. Li Jiannan and Mr. Zhang Bing.

### APPROVAL OF FINANCIAL STATEMENTS

The unaudited financial statements of the Group for the Reporting Period were reviewed by the Audit Committee and approved by the Board on 30 August 2019.

### PUBLICATION OF RESULTS ANNOUNCEMENT AND INTERIM REPORT

The interim results announcement is published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.tengy.com](http://www.tengy.com)). The interim report of the Company for the Reporting Period containing all the information required by the Listing Rules will be despatched to the shareholders of the Company and available on the aforesaid websites in due course.

### 遵守企業管治守則

董事認為，本公司已於報告期內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**」）附錄十四所載企業管治守則及企業管治報告（「**企業管治守則**」）之條文。

### 審核委員會

本公司根據於二零一四年十一月十日通過的董事決議案成立審核委員會（「**審核委員會**」），並根據上市規則第3.21條及3.22條以書面制定其職權範圍。審核委員會的書面職權範圍乃根據企業管治守則第C.3.3段及C.3.7段採納。審核委員會的職權範圍可在本公司及聯交所網站上查閱。審核委員會由三名獨立非執行董事組成，即馮鉅基先生（主席）、鄺建楠先生及張炳先生。

### 批准財務報表

於報告期內，本集團未經審核的財務報表由審核委員會審閱，並獲董事會於二零一九年八月三十日批准。

### 刊登業績公告及中期報告

中期業績公告已於聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))及本公司網站([www.tengy.com](http://www.tengy.com))登載。載有上市規則規定的所有資料之本公司於報告期內的中期報告，將於適當時候寄發予本公司股東及載於上述網站。



# TENGY

浙江天潔環境科技股份有限公司  
Zhejiang Tengy Environmental Technology Co., Ltd