



# Shenghui Cleanness Group Holdings Limited 升輝清潔集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 2521

# 2024

## 中期報告 INTERIM REPORT



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## CORPORATE INFORMATION

### EXECUTIVE DIRECTORS

Mr. Li Chenghua (*Chairman and Chief Executive Officer*)  
Mr. Chen Liming

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Cheung Bo Man  
Ms. Yau Yin Hung  
Dr. Wang Hui  
(appointed with effect from 26 July 2024)  
Ms. Chong Sze Pui Joanne, MH  
(resigned with effect from 1 June 2024)

### COMPANY SECRETARY

Ms. Law Kwok Wing

### AUTHORISED REPRESENTATIVES

Mr. Li Chenghua  
Ms. Law Kwok Wing

### AUDIT COMMITTEE

Dr. Wang Hui (*Chairperson*)  
(appointed with effect from 26 July 2024)  
Ms. Chong Sze Pui Joanne, MH (*Chairperson*)  
(resigned with effect from 1 June 2024)  
Ms. Cheung Bo Man  
Ms. Yau Yin Hung

### REMUNERATION COMMITTEE

Ms. Cheung Bo Man (*Chairperson*)  
Ms. Yau Yin Hung  
Dr. Wang Hui  
(appointed with effect from 26 July 2024)  
Ms. Chong Sze Pui Joanne, MH  
(resigned with effect from 1 June 2024)

## 公司資料

### 執行董事

李承華先生(*主席兼行政總裁*)  
陳黎明先生

### 獨立非執行董事

張寶文女士  
邱燕虹女士  
王輝博士  
(自二零二四年七月二十六日起獲委任)  
張詩培女士 · MH  
(自二零二四年六月一日起辭任)

### 公司秘書

羅楓詠女士

### 授權代表

李承華先生  
羅楓詠女士

### 審核委員會

王輝博士(*主席*)  
(自二零二四年七月二十六日起獲委任)  
張詩培女士 · MH (*主席*)  
(自二零二四年六月一日起辭任)  
張寶文女士  
邱燕虹女士

### 薪酬委員會

張寶文女士(*主席*)  
邱燕虹女士  
王輝博士  
(自二零二四年七月二十六日起獲委任)  
張詩培女士 · MH  
(自二零二四年六月一日起辭任)

## CORPORATE INFORMATION

(continued)

### NOMINATION COMMITTEE

Ms. Yau Yin Hung (*Chairperson*)

Ms. Cheung Bo Man

Dr. Wang Hui

(appointed with effect from 26 July 2024)

Ms. Chong Sze Pui Joanne, MH

(resigned with effect from 1 June 2024)

### INVESTMENT COMMITTEE

Dr. Wang Hui (*Chairperson*)

(appointed with effect from 26 July 2024)

Ms. Chong Sze Pui Joanne, MH (*Chairperson*)

(resigned with effect from 1 June 2024)

Ms. Cheung Bo Man

Ms. Yau Yin Hung

### REGISTERED OFFICE

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman, KY1-1111

Cayman Islands

### HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA

3/F, Office Block

36 Xinguang Road

Xinzao Town

Panyu District

Guangzhou

The People's Republic of China

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

11th Floor, Gloucester Tower

The Landmark

15 Queen's Road

Central Hong Kong

### 公司資料(續)

#### 提名委員會

邱燕虹女士(主席)

張寶文女士

王輝博士

(自二零二四年七月二十六日起獲委任)

張詩培女士, MH

(自二零二四年六月一日起辭任)

#### 投資委員會

王輝博士(主席)

(自二零二四年七月二十六日起獲委任)

張詩培女士, MH(主席)

(自二零二四年六月一日起辭任)

張寶文女士

邱燕虹女士

#### 註冊辦事處

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman, KY1-1111

Cayman Islands

#### 總部及中華人民共和國主要營業地點

中華人民共和國

廣州市

番禺區

新造鎮

新廣路36號(辦公樓)3樓

#### 香港主要營業地點

香港中環

皇后大道中15號

置地廣場

告羅士打大廈11樓

## CORPORATE INFORMATION

(continued)

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

### PRINCIPAL BANKER

Industrial and Commercial Bank of China Limited,  
Guangzhou Huanan Sub-branch

### COMPANY'S WEBSITE

[www.gzshqj.com](http://www.gzshqj.com)

### STOCK CODE

2521

## 公司資料(續)

### 開曼群島主要股份過戶登記處

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

### 主要往來銀行

中國工商銀行股份有限公司  
(廣州市華南支行)

### 公司網站

[www.gzshqj.com](http://www.gzshqj.com)

### 股份代號

2521

# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW

The Group is a cleaning and maintenance service provider in the Guangdong province of PRC. For the six months ended 30 June 2024, the total revenue of the Group was approximately RMB325.8 million, while profit for the six month ended was approximately RMB10.2 million.

We generated gross profit of approximately RMB32.0 million for the six months ended 30 June 2024 as compared to approximately RMB47.2 million for the six months ended 30 June 2023. The Group's gross profit margins decreased from 15.8% for the six months ended 30 June 2023 to 9.8% for the six months ended 30 June 2024. The decrease is mainly due to the increase in employee benefit expenses.

## OUTLOOK

Since our Group's establishment in 2000 and foothold in Guangzhou, we have built a strong position in Guangdong province. In view of the PRC's continuous growth in the economy and urbanisation, as well as the expected increase in the number of new properties, apart from growing the business through organic growth initiatives, we plan to leverage on our extensive experience in cleaning and maintenance services and expand our presence in both existing and new markets. We intend to replicate our model to other regions in the PRC with a strong demand for property cleaning services. Our Group also explore and pursue opportunities to expand the customer base and bolster the geographic presence in other provinces by potential acquisition and/or investment in cleaning and maintenance service provider(s) in the Greater Bay Area to enable us to expand the geographic reach and tender for cleaning services provision in major infrastructures to be completed in the near future.

# 管理層論述與分析

## 業務回顧

本集團為於中國廣東省的清潔及維護服務供應商。於截至二零二四年六月三十日止六個月，本集團總收益約為人民幣325.8百萬元，截至該日期止六個月的溢利約為人民幣10.2百萬元。

截至二零二四年六月三十日止六個月，本集團產生毛利約人民幣32.0百萬元，而截至二零二三年六月三十日止六個月約為人民幣47.2百萬元。本集團毛利率由截至二零二三年六月三十日止六個月的15.8%減少至截至二零二四年六月三十日止六個月的9.8%。該等減少主要是由於僱員福利開支增加所致。

## 展望

自本集團於二零零零年成立並進駐廣州以來，我們已於廣東省建立起穩固的地位。鑒於中國經濟及城市化進程的持續發展，並預期新建物業數量會增加，除通過內生增長措施實現業務增長外，我們亦計劃利用我們在清潔及維護服務方面的豐富經驗，擴大我們存量業務及增量業務。我們計劃將我們的模式複製到中國其他對物業清潔服務需求旺盛的地區。本集團亦會勘探及尋求機會，通過收購及／或投資大灣區的清潔及維修服務供應商，擴大客戶群，並加強在其他省份的業務，從而令我們能夠擴大地域覆蓋範圍，並參加競投，以期為將於不久將來落成的大型基建提供清潔服務。

## MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層論述與分析

### FINANCIAL REVIEW

#### Revenue

For the six months ended 30 June 2024, we derived our revenue primarily from (i) property cleaning services for various type of commercial building, residential building, transportation hub, shopping mall, public utilities and industrial park; and (ii) public space cleaning services primarily for road sweeping and cityscape cleaning. We recorded revenue of approximately RMB325.8 million for the six months ended 30 June 2024, respectively. For the six months ended 30 June 2023, our revenue mainly generated from property cleaning services and public space cleaning services, accounted for 96.0% and 4.0%, respectively, of our total revenue.

We recorded an increase in revenue from approximately RMB298.3 million for the six months ended 30 June 2023 to approximately RMB325.8 million for the six months ended 30 June 2024, representing an increase of approximately 9.2%. The increase in revenue was mainly due to the increase in number of projects in property cleaning service.

#### Cost of services

Our cost of services increased from approximately RMB251.1 million for the six months ended 30 June 2023 to approximately RMB293.7 million for the six months ended 30 June 2024, representing an increase of approximately 17.0%. The increase in cost of services was due to the increase in employee benefit expenses and the increase in subcontracting labour costs which was in line with the increase in the number of workers employed over the corresponding period in order to meet the manpower requirement of increased number of projects. The increase in cost of services was in line with the revenue growth for the same period.

#### Gross profit and gross profit margin

We generated gross profit of approximately RMB32.0 million for the six months ended 30 June 2024 as compared to approximately RMB47.2 million for six months ended 30 June 2023. The Group's gross profit margins decreased from 15.8% for the six months ended 30 June 2023 to 9.8% for the six months ended 30 June 2024. The decrease is mainly due to the increase in employee benefit expenses.

### 財務回顧

#### 收益

截至二零二四年六月三十日止六個月，我們的收益主要來自(i)各類商業樓宇、住宅樓宇、交通樞紐、購物商場、公共設施及工業園的物業清潔服務；及(ii)公共空間清潔服務，主要為道路清掃及城市景觀清潔。我們於截至二零二四年六月三十日止六個月錄得收益約人民幣325.8百萬元。於截至二零二四年六月三十日止六個月，主要來自物業清潔服務及公共空間清潔服務的收益分別佔我們總收益的96.0%及4.0%。

我們錄得收益由截至二零二三年六月三十日止六個月約人民幣298.3百萬元增加至截至二零二四年六月三十日止六個月約人民幣325.8百萬元，增幅約9.2%。收益增加主要由於物業清潔服務項目數目增加所致。

#### 服務成本

我們服務成本由截至二零二三年六月三十日止六個月約人民幣251.1百萬元增加至截至二零二四年六月三十日止六個月約人民幣293.7百萬元，增幅約為17.0%。有關服務成本增加主要由於僱員福利開支增加及分包勞工成本增加，與由於在相應期間增聘工人以滿足項目數目增加所需的人力增幅一致。服務成本增加與同期收益增加相一致。

#### 毛利及毛利率

截至二零二四年六月三十日止六個月，我們產生毛利約人民幣32.0百萬元，而截至二零二三年六月三十日止六個月約為人民幣47.2百萬元。本集團毛利率由截至二零二三年六月三十日止六個月的15.8%減少至截至二零二四年六月三十日止六個月的9.8%。該等減少主要是由於僱員福利開支增加所致。



## MANAGEMENT DISCUSSION AND ANALYSIS

### Other income, net

Our other income decreased from approximately RMB2.2 million for six months ended 30 June 2023 to approximately RMB1.2 million for the six months ended 30 June 2024, representing a decrease of approximately 45.5%. The decrease in other income was primarily due to the increase in donation.

### Selling and marketing expenses

We recorded an increase in the selling and marketing expenses from approximately RMB2.7 million for six months ended 30 June 2023 to approximately RMB3.5 million for six months ended 30 June 2024, representing an increase of approximately 29.6%. Such increase was due to the increase in marketing and entertainment expenses as well as tendering expenses, which was in line with the expansion of our operations.

### General and administrative expenses

Our general and administrative expenses decreased from approximately RMB24.0 million for six months ended 30 June 2023 to approximately RMB18.3 million for six months ended 30 June 2024, representing a decrease of 24.1% which was primarily due to decrease in listing expenses recognized.

### Finance expenses, net

Our net finance expenses of approximately RMB183,000 for six months ended 30 June 2024 remained stable, as compared to a net finance expenses amounted to approximately RMB197,000 for the six months ended 30 June 2023.

### Income tax expenses

Our income tax expenses decreased from approximately RMB2.1 million for six months ended 30 June 2023 to approximately RMB1.1 million for the six months ended 30 June 2024 due to the decrease in profit.

## 管理層論述與分析

### 其他收入淨額

我們其他收入由截至二零二三年六月三十日止六個月約人民幣2.2百萬元減少至截至二零二四年六月三十日止六個月約人民幣1.2百萬元，減幅約為45.5%。其他收入減少主要是由於捐贈增加所致。

### 銷售及營銷開支

本集團銷售及營銷開支由截至二零二三年六月三十日止六個月約人民幣2.7百萬元增加到截至二零二四年六月三十日止六個月約人民幣3.5百萬元，增幅約為29.6%。該等增長乃由於營銷及酬酢開支以及競投開支增加所致，這與本集團業務擴張一致。

### 一般及行政開支

我們一般及行政開支由截至二零二三年六月三十日止六個月約人民幣24.0百萬元減少至截至二零二四年六月三十日止六個月約人民幣18.3百萬元，減幅為24.1%，主要由於確認上市開支減少所致。

### 財務開支淨額

截至二零二四年六月三十日止六個月，我們財務開支淨額約為人民幣183,000元，而截至二零二三年六月三十日止六個月，財務開支淨額約為人民幣197,000元，財務開支淨額保持穩定。

### 所得稅開支

我們的所得稅開支由截至二零二三年六月三十日止六個月的約人民幣2.1百萬元減少至截至二零二四年六月三十日止六個月的約人民幣1.1百萬元，乃由於溢利減少所致。



## MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層論述與分析

### Net profit and net profit margin

As a result of the foregoing, our Group recorded a decrease in the net profit from approximately RMB15.3 million for six months ended 30 June 2023 to approximately RMB10.2 million during the six months ended 30 June 2024, whilst our net profit margin decreased from 5.1% for six months ended 30 June 2023 to 3.1% for the six months ended 30 June 2024. The decrease was due to the increase of employee benefit expenses during the six months ended 30 June 2024 due to increased number of staff.

### Liquidity and financial resources

For the Reporting Period, our Group mainly financed the operations with our own working capital and bank borrowings. As at 30 June 2024, our Group's net asset amounted to approximately RMB309.0 million (31 December 2023: RMB298.8 million).

We had cash, bank balances and restricted bank deposits amounted to approximately RMB101.1 million as at 30 June 2024 (31 December 2023: RMB150.4 million). The total borrowings consisting of lease liabilities and Bank borrowing was approximately RMB18.6 million (31 December 2023: lease liabilities of RMB6.9 million).

### 純利及純利率

由於上述原因，本集團於截至二零二四年六月三十日止六個月錄得純利由截至二零二三年六月三十日止六個月約人民幣15.3百萬元減少至約人民幣10.2百萬元，而純利率由截至二零二三年六月三十日止六個月的5.1%下跌至截至二零二四年六月三十日止六個月的3.1%。減少是由於截至二零二四年六月三十日止六個月因員工人數增加而導致僱員福利開支增加。

### 流動資金狀況及財務資源

於報告期間，本集團主要以其自身營運資金及銀行借款為營運撥付資金。於二零二四年六月三十日，本集團的資產淨值約為人民幣309.0百萬元(二零二三年十二月三十一日：人民幣298.8百萬元)。

於二零二四年六月三十日，我們的現金、銀行結餘及受限制銀行存款約為為人民幣101.1百萬元(二零二三年十二月三十一日：人民幣150.4百萬元)。借款總額(包括租賃負債及銀行借款)約為人民幣18.6百萬元(二零二三年十二月三十一日：租賃負債人民幣6.9百萬元)。

		30 June 2024 二零二四年 六月三十日	31 December 2023 二零二三年 十二月三十一日
Current ratio (times) <sup>1</sup>	流動比率(倍) <sup>1</sup>	3.0	3.0
Gearing ratio (%) <sup>2</sup>	資產負債比率(%) <sup>2</sup>	6.0	2.3
Net debt to equity ratio (%) <sup>3</sup>	淨負債權益比率(%) <sup>3</sup>	Net cash 淨現金	Net cash 淨現金

#### Notes:

- Current ratio is calculated based on the total current assets divided by the total current liabilities as at the end of the respective financial year.
- Gearing ratio is calculated based on the total borrowings and lease liabilities divided by total equity as at the end of the respective financial year and multiplied by 100.0%.
- Net debt to equity ratio is calculated based on the net debts (total debts net of cash and cash equivalents) divided by total equity as at the end of the respective year and multiplied by 100.0%.

#### 附註：

- 流動比率乃將各財政年度末的流動資產總額除以流動負債總額計算得出。
- 資產負債比率乃將各各財政年度末的總借款及租賃負債除以總權益，再乘以100.0%計算得出。
- 淨負債權益比率乃將各年末的淨負債(扣除現金及現金等價物的總負債)除以總權益，再乘以100.0%計算得出。

## MANAGEMENT DISCUSSION AND ANALYSIS

Details of changes in the Company's share capital are set out in note 13 to the consolidated financial statements in this report.

### Capital expenditure and commitments

Our capital expenditure for the six months ended 30 June 2024 amounted to approximately RMB4.6 million (2023: RMB2.3 million), comprising mainly expenditures for the purchase of property, plant and equipment.

As at 30 June 2024, our Group has capital commitments to be incurred amounted to approximately RMB9.1 million (31 December 2023: 9.1 million).

### Pledge of assets

As at 30 June 2024, we did not pledge any assets (31 December 2023: nil) as securities for any facilities granted to our Group.

The Group's investment properties (at depreciated cost), were valued at RMB3,070,000 and nil for property No.1 and property No.2 respectively as at 31 August 2023 in the prospectus issued on 27 November 2023 in connection with the listing of the Company's shares on 5 December 2023. Had the Group's property No.1 been included in the consolidated financial statements at such valuation amount throughout the six months period ended 30 June 2024, an additional depreciation charge of RMB259,000 would have been recognised in the consolidated statement of comprehensive income for the six months period ended 30 June 2024 (2023: RMB259,000).

### Contingent liabilities

Our Group did not have material contingent liabilities as at 30 June 2024 and 31 December 2023.

### Treasury policies

We adopt prudent treasury policies. The Group's management closely monitors our liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

## 管理層論述與分析

本公司股東變動詳情載於本報告綜合財務報表附註13。

### 資本開支及承擔

截至二零二四年六月三十日止六個月，我們的資本開支約為人民幣4.6百萬元(二零二三年：人民幣2.3百萬元)，主要包括購買物業、廠房及設備的開支。

於二零二四年六月三十日，本集團的資本承擔約為人民幣9.1百萬元(二零二三年十二月三十一日：人民幣9.1百萬元)。

### 資產抵押

於二零二四年六月三十日，我們並無抵押任何資產(二零二三年十二月三十一日：無)作為授予本集團任何融資的擔保。

於二零二三年十一月二十七日刊發有關本公司股份於二零二三年十二月五日上市的招股章程，本集團的投資物業(按折舊成本)於二零二三年八月三十一日之估值分別為1號物業的人民幣3,070,000元及2號物業的零。倘本集團的1號物業於截至二零二四年六月三十日止六個月期間內按該估值金額納入綜合財務報表，則將於截至二零二四年六月三十日止六個月期間的綜合全面收益表內確認額外折舊開支人民幣259,000元(二零二三年：人民幣259,000元)。

### 或然負債

於二零二四年六月三十日及二零二三年十二月三十一日，本集團並無重大或然負債。

### 庫務政策

我們採取審慎的庫務政策。本集團管理層密切監察我們的流動資金狀況，以確保本集團的資產、負債及承擔的流動資金架構可滿足其資金要求。

## MANAGEMENT DISCUSSION AND ANALYSIS

### Foreign exchange exposure

Substantially all of our Group's financial assets and liabilities are primarily denominated RMB. As at 30 June 2024, our foreign exchange risk on financial assets and liabilities denominated in foreign currencies was insignificant to the Group. The Group currently does not undertake any foreign currency hedging and does not use any financial instrument for hedging purposes. However, our management will closely monitor the foreign exchange exposure of the Group and will consider hedging the foreign exchange exposure if it becomes significant to our Group.

As at 30 June 2024, RMB27,235,000 and RMB72,001,000 of cash and cash equivalents are denominated in RMB and HK\$ respectively (2023: RMB71,827,000 and RMB76,746,000 of cash and cash equivalents are denominated in RMB and HK\$.) As at 30 June 2024 and 31 December 2023, all bank borrowing and restricted bank deposits are denominated in RMB.

Furthermore, the conversion of RMB into foreign currencies is subject to rules and regulations of exchange control enforced by the government.

### Interest rate exposure

The Group's interest rate risk arises primarily from cash flow interest rate risk in relation to variable rate restricted bank deposits and bank balances and fixed rate bank borrowing.

Management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arises.

### Use of proceeds from the global offering

On 27 November 2023, the Company offered 414,375,000 Shares for subscription in the global offering. The offer price per Share was determined at HK\$0.32 and the Shares were successfully listed on the Main Board of the Stock Exchange on 5 December 2023. The net proceeds (after deduction of underwriting fees and commissions and other listing expenses) from the Listing were approximately HK\$73.5 million. The estimated net proceeds under the section headed "Future plans and use of proceeds" to the prospectus of the Company dated 27 November 2023 (the "Prospectus") was HK\$87.4 million. The difference of approximately HK\$13.9 million has been adjusted in the same proportion to the use of proceeds as disclosed in the Prospectus.

## 管理層論述與分析

### 外匯風險

本集團絕大部分金融資產及負債主要以人民幣計值。於二零二四年六月三十日，我們有關以外幣計值的金融資產及負債之外匯風險對本集團而言微不足道。本集團目前並無進行任何外幣對沖，亦無就對沖目的使用任何金融工具。然而，我們的管理層將密切監察本集團的外匯風險敞口，並將於外匯風險敞口變得對本集團屬重大時考慮進行對沖。

於二零二四年六月三十日，人民幣27,235,000元及人民幣72,001,000元的現金及現金等價物分別以人民幣及港元計值(二零二三年：人民幣71,827,000元及人民幣76,746,000元的現金及現金等價物分別以人民幣及港元計值)。截至二零二四年六月三十日及二零二三年十二月三十一日，所有銀行借款及受限制銀行存款均以人民幣計值。

再者，以人民幣兌換外幣須遵守政府強制執行之外匯控制規例及法規。

### 利率風險

本集團的利率風險主要來自與浮動利率受限制銀行存款和銀行結餘以及固定利率銀行借款有關的現金流利率風險。

管理層對利率風險進行監控，並在必要時考慮對沖重大利率風險。

### 全球發售所得款項用途

於二零二三年十一月二十七日，本公司提呈發售414,375,000股股份，以於全球發售進行認購。發售價釐定為每股股份0.32港元，而股份於二零二三年十二月五日成功在聯交所主板上市。上市所得款項淨額(經扣除包銷費用及佣金以及其他上市開支)約為73.5百萬港元。本公司日期為二零二三年十一月二十七日的招股章程(「招股章程」)「未來計劃及所得款項用途」一節項下估計所得款項淨額為87.4百萬港元。差額約13.9百萬港元已按比例對招股章程所披露所得款項用途作出調整。

## MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層論述與分析

The below table sets out the planned application of the net proceeds:

下表載列所得款項淨額的計劃用途：

Intended application of the net proceeds	Approximate percentage of total net proceeds	Adjusted planned allocation	Utilised amount as at 30 June		Unutilised amount as at 30 June	Expected timetable for full utilisation (Note)
			at 30 June 2024	at 30 June 2024		
所得款項淨額的擬定用途	佔總所得款項淨額概約百分比	經調整計劃分配	於二零二四年六月三十日的已動用金額	於二零二四年六月三十日的未動用金額	全數動用的預期時間表(附註)	
		HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元		
Establishment of new branch offices	新建辦事分處	48.9%	36.0	-	36.0	December 2026 二零二六年十二月
Acquisition or investment in cleaning and maintenance service provider(s)	收購或投資環境清潔及維護服務供應商	21.4%	15.7	-	15.7	December 2026 二零二六年十二月
Enhancing service capabilities in the public space cleaning sector	加強於公共空間清潔界別的服務實力	19.4%	14.3	-	14.3	December 2026 二零二六年十二月
Adopting technological advances and upgrading information technology system	採納技術改革及升級資訊科技系統	7.6%	5.6	2.1	3.5	December 2026 二零二六年十二月
Expanding marketing department	擴展營銷部	2.5%	1.8	0.1	1.7	December 2026 二零二六年十二月
General working capital	一般營運資金	0.2%	0.1	0.1	-	
<b>Total</b>	<b>總計</b>	<b>100.0%</b>	<b>73.5</b>	<b>2.3</b>	<b>71.2</b>	

### Significant investments held and material acquisitions and disposals

During the six months ended 30 June 2024, the Group did not have any significant investments, material acquisitions and/or disposals of subsidiaries, associates or joint ventures.

### Future plans for material investments or capital assets

Save as disclosed in the Prospectus and this report, there was no specific plan for material investments or capital assets as at 30 June 2024.

### 所持重大投資以及重大收購及出售事項

截至二零二四年六月三十日止六個月，本集團並無任何重大投資以及附屬公司、聯營公司或合營企業的重大收購及／或出售事項。

### 重大投資或資本資產的未來計劃

除招股章程及本報告所披露者外，於二零二四年六月三十日，概無重大投資或資本資產的特定計劃。

## MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層論述與分析

### Human resources

The total employee benefit expenses was RMB178.0 million during the six months ended 30 June 2024 (FY2023: RMB166.0 million). The number of staff was 7,169 as at 30 June 2024 (30 June 2023: 7,121). Each employee's remuneration was determined in accordance with the individual's responsibility, competence and skills, experience and performance, as well as market pay levels. All employees of the Group participate in employee social insurance plans established in the PRC, which cover pension, medical and other welfare benefits. Training programmes, including environmental protection, quality and occupational safety and health training, emergency response and rescue training, specialised cleaning skills training and management skills training, are regularly provided or arranged to our employees. We has also adopted a share option scheme to provide incentives or rewards to the staff.

### 人力資源

截至二零二四年六月三十日止六個月，僱員福利開支總額為人民幣178.0百萬元(二零二三年財政年度：人民幣166.0百萬元)。於二零二四年六月三十日，員工人數為7,169名(二零二三年六月三十日：7,121名)。各僱員的薪酬乃根據個人職責、才幹及技能、經驗及表現以及市場薪酬水平而釐定。本集團全體僱員均參與中國的僱員社會保險計劃，當中包括退休金、醫療及其他福利。我們定期向僱員提供或安排培訓計劃，包括環境保護、品質及職業安全與健康培訓、應急及救援培訓、專門清潔技能培訓及管理技能培訓。我們亦已採納購股權計劃以向員工提供激勵及獎勵。

### Events after reporting period

Save as disclosed in this report, there were no other significant events that may affect our Group since the end of the six months ended 30 June 2024.

### 報告期後事項

除本報告所披露者外，自截至二零二四年六月三十日止六個月結束以來並無其他可能影響本集團的重大事項。

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 30 JUNE 2024

## 未經審核簡明綜合全面 收益表

截至二零二四年六月三十日止六個月

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(audited)
		(未經審核)	(經審核)
Revenue	收益	325,779	298,251
Cost of services	服務成本	(293,741)	(251,074)
<b>Gross profit</b>	<b>毛利</b>	<b>32,038</b>	47,177
Selling and marketing expenses	銷售及營銷開支	(3,537)	(2,730)
General and administrative expenses	一般及行政開支	(18,257)	(24,042)
Impairment losses on financial assets	金融資產減值虧損	-	(5,016)
Other income, net	其他收入淨額	1,207	2,235
		5	
<b>Operating profit</b>	<b>經營溢利</b>	<b>11,451</b>	17,624
Finance expenses, net	財務開支淨額	(183)	(197)
		6	
<b>Profit before income tax</b>	<b>除所得稅前溢利</b>	<b>11,268</b>	17,427
Income tax expenses	所得稅開支	(1,113)	(2,119)
		7	
<b>Profit and total comprehensive income for the period attributable to owners of the Company</b>	<b>本公司擁有人應佔期內溢利 及全面收益總額</b>	<b>10,155</b>	15,308
<b>Earnings per share attributable to owners of the Company (expressed in RMB cents per share)</b>	<b>本公司擁有人應佔每股盈利 (每股以人民幣分列示)</b>		
- Basis and diluted	- 基本及攤薄	0.62	1.22
		9	



# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2024

# 未經審核簡明綜合財務 狀況表

於二零二四年六月三十日

			<b>30 June</b> <b>2024</b> 二零二四年 六月 三十日	31 December 2023 二零二三年 十二月 三十一日
		<i>Notes</i> <i>附註</i>	<b>RMB'000</b> 人民幣千元 (unaudited) (未經審核)	RMB'000 人民幣千元 (audited) (經審核)
<b>Assets</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	10	18,521	15,645
Investment properties	投資物業		5,724	5,981
Deferred income tax assets	遞延所得稅資產		5,045	5,075
Deposits	按金		6,536	6,536
Prepayment for acquisition of plant and equipment	收購廠房及設備的預付款項		7,250	7,250
			<b>43,076</b>	40,487
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		3,410	-
Trade and other receivables and prepayments	貿易及其他應收款項以及預付款項	11	305,043	249,476
Restricted bank deposits	受限制銀行存款		1,817	1,817
Cash and cash equivalents	現金及現金等價物		99,236	148,573
			<b>409,506</b>	399,866
<b>Total assets</b>	<b>資產總值</b>		<b>452,582</b>	440,353
<b>Equity</b>	<b>權益</b>			
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>			
Share capital	股本	13	14,726	14,726
Reserves	儲備		294,247	284,092
<b>Total equity</b>	<b>總權益</b>		<b>308,973</b>	298,818



# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

AS AT 30 JUNE 2024

## 未經審核簡明綜合財務 狀況表(續)

於二零二四年六月三十日

			<b>30 June</b>	31 December
			<b>2024</b>	2023
			二零二四年	二零二三年
			六月	十二月
			三十日	三十一日
		<i>Notes</i>	<b>RMB'000</b>	RMB'000
		<i>附註</i>	人民幣千元	人民幣千元
			<b>(unaudited)</b>	<b>(audited)</b>
			<b>(未經審核)</b>	<b>(經審核)</b>
<b>Liabilities</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債		<b>6,102</b>	6,234
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	14	<b>107,030</b>	113,699
Current income tax payables	即期應付所得稅		<b>17,988</b>	20,901
Bank borrowing	銀行借款	12	<b>11,790</b>	-
Lease liabilities	租賃負債		<b>699</b>	701
			<b>137,507</b>	135,301
<b>Total liabilities</b>	<b>負債總額</b>		<b>143,609</b>	141,535
<b>Total equity and liabilities</b>	<b>總權益及負債</b>		<b>452,582</b>	440,353

# UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED 30 JUNE 2024

# 未經審核簡明綜合權益 變動表

截至二零二四年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔		
		Share capital 股本 (Note 13) (附註13) RMB'000 人民幣千元	Reserves 儲備 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2023 (audited)	於二零二三年一月一日 (經審核)	-	177,032	177,032
<b>Comprehensive income</b>	<b>全面收益</b>			
Profit for the period	期內溢利	-	15,308	15,308
<b>Total comprehensive income for the period</b>	<b>期內全面收益總額</b>	-	15,308	15,308
Balance at 30 June 2023 (audited)	於二零二三年六月三十日 的結餘(經審核)	-	192,340	192,340
At 1 January 2024	於二零二四年一月一日	14,726	284,092	298,818
<b>Comprehensive income</b>	<b>全面收益</b>			
Profit for the period	期內溢利	-	10,155	10,155
<b>Total comprehensive income for the period</b>	<b>期內全面收益總額</b>	-	10,155	10,155
Balance at 30 June 2024 (unaudited)	於二零二四年六月三十日 的結餘(未經審核)	14,726	294,247	308,973

# UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE SIX MONTHS ENDED 30 JUNE 2024

# 未經審核簡明綜合現金 流量表

截至二零二四年六月三十日止六個月

		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(audited)
		(未經審核)	(經審核)
<b>Cash flows from operating activities</b>	<b>來自經營活動的現金流量</b>		
Cash used in operations	經營所用現金	(51,726)	(1,179)
Income tax paid	已付所得稅	(3,996)	(3,384)
Net cash used in operating activities	經營活動所用現金淨額	(55,722)	(4,563)
<b>Cash flows from investing activities</b>	<b>來自投資活動的現金流量</b>		
Bank interest income received	已收銀行利息收入	80	72
Purchases of property, plant and equipment	購買物業、廠房及設備	(4,633)	(2,253)
Decrease in restricted bank deposits	受限制銀行存款減少	-	327
Net cash used in investing activities	投資活動所用現金淨額	(4,553)	(1,854)
<b>Cash flows from financing activities</b>	<b>來自融資活動的現金流量</b>		
Bank borrowings interest paid	已付銀行借款利息	(59)	(53)
Listing expenses paid	已付上市開支	(455)	(366)
Interest payments of lease liabilities	租賃負債利息付款	(204)	(216)
Principal repayments of lease liabilities	租賃負債本金還款	(134)	(122)
Proceed from bank borrowing	銀行借款所得款項	11,790	-
Advances from Controlling Shareholders	墊款自控股股東	-	2,310
Net cash generated from financing activities	融資活動所得現金淨額	10,938	1,553
<b>Net decrease in cash and cash equivalents</b>	<b>現金及現金等價物減少淨額</b>	<b>(49,337)</b>	<b>(4,864)</b>
<b>Cash and cash equivalents at beginning of the period</b>	<b>期初現金及現金等價物</b>	<b>148,573</b>	<b>54,722</b>
<b>Cash and cash equivalents at end of the period</b>	<b>期末現金及現金等價物</b>	<b>99,236</b>	<b>49,858</b>

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

## 簡明綜合中期財務報表附註

### 1 CORPORATE INFORMATION

Shenghui Cleanness Group Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands on 4 January 2021 as an exempted company with limited liability under the Companies Act (Cap. 22, Act 3 of 1961, as consolidated and revised) of the Cayman Islands. The Company’s shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 5 December 2023. The address of the Company’s registered office is at 11<sup>th</sup> Floor, Gloucester Tower, The Landmark, 15 Queen’s Road Central, Hong Kong.

The Company is an investment holding company, together with its subsidiaries (collectively the “**Group**”) are principally engaged in the provision of cleaning and maintenance services in the People’s Republic of China (the “**PRC**”). The controlling shareholders of the Company are Mr. Li Chenghua (“**Mr. Li**”) and Mr. Chen Liming (“**Mr. Chen**”) (the “**Controlling Shareholdings**”). The condensed consolidated financial statements are presented in Renminbi (“**RMB**”) and all values are rounded to the nearest thousand of RMB (“**RMB’000**”) except when otherwise indicated.

### 1 公司資料

升輝清潔集團控股有限公司(「**本公司**」)根據開曼群島公司法(第22章一九六一年第3號法例，經綜合及修訂)於二零二一年一月四日在開曼群島註冊成立為獲豁免有限公司。本公司股份於二零二三年十二月五日在香港聯合交易所有限公司(「**聯交所**」)主板上市。本公司的註冊辦事處位於香港皇后大道中15號置地廣場告羅士打大廈11樓。

本公司為投資控股公司，連同其附屬公司(統稱為「**本集團**」)主要從事在中華人民共和國(「**中國**」)提供清潔及維護服務。本公司控股股東為李承華先生(「**李先生**」)及陳黎明先生(「**陳先生**」)(「**控股股東**」)。簡明綜合財務報表以人民幣(「**人民幣**」)呈列，除另有說明外，所有數值均按四捨五入方式調整至最接近的人民幣千元(「**人民幣千元**」)。

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (continued)

## 簡明綜合中期財務報表 附註(續)

### 2 PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2024 have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The accounting policies and the method of computation used in the preparation of the unaudited condensed consolidated financial statements are consistent with those used in the preparation of the Group’s annual financial statements for the year ended 31 December 2023 except for the adoption of the standards, amendments and interpretations issued by the HKICPA mandatory for the annual periods beginning on 1 January 2024. The unaudited condensed consolidated financial statements do not include all the information and disclosures required for annual financial statements, and should be read in conjunction with the consolidated financial statements of the Group for the year ended 31 December 2023.

During the interim period, the Group has adopted all the new and amended Hong Kong Financial Reporting Standards (“HKFRSs”) which are first effective for the reporting period and relevant to the Group. The adoption of these new and amended HKFRSs did not result in material changes to the Group’s accounting policies and unaudited condensed consolidated interim financial information.

### 2 主要會計政策

本集團截至二零二四年六月三十日止六個月的未經審核簡明綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈的香港會計準則第34號「中期財務報告」及香港聯合交易所有限公司證券上市規則(「上市規則」)項下適用披露規定編製。

編製未經審核簡明綜合財務報表所用的會計政策及計算方法與編製本集團截至二零二三年十二月三十一日止年度財務報表所用者一致，惟採用香港會計師公會所發佈並於二零二四年一月一日開始的年度期間強制適用的準則、修訂及詮釋。未經審核的簡明綜合財務報表並未包括年度財務報表所需的所有資料及披露，應與本集團截至二零二三年十二月三十一日止年度的綜合財務報表一併閱讀。

於中期期間，本集團已採納於報告期間首次生效並與本集團相關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」)。採用相關新訂及經修訂香港財務報告準則並未導致本集團的會計政策及未經審核的簡明綜合中期財務資料發生重大變化。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (continued)

## 簡明綜合中期財務報表附註(續)

### 2 PRINCIPAL ACCOUNTING POLICIES (continued)

### 2 主要會計政策(續)

#### Amended HKFRSs that are effective for annual periods beginning or after 1 January 2024

#### 於自二零二四年一月一日或之後開始的年度期間生效的經修訂香港財務報告準則

The condensed consolidated interim financial statements for the six months ended 30 June 2024 have been prepared in accordance with the accounting policies adopted in the Group's annual financial statements for the year ended 31 December 2023, except for the adoption of the following amended HKFRSs which are effective as of 1 January 2024.

截至二零二四年六月三十日止六個月的簡明綜合中期財務報表乃根據本集團截至二零二三年十二月三十一日止年度財務報表中採用的會計政策編製，惟採用以下於二零二四年一月一日生效的經修訂香港財務報告準則。

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback	香港財務報告準則第16號 (修訂本)	售後租回的租賃負債
Amendment to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)	香港會計準則第1號 (修訂本)	負債分類為流動負債或非流動負債及相關香港詮釋第5號之修訂(二零二零年)
Amendment to HKAS 1	Non-current Liabilities with Covenants	香港會計準則第1號 (修訂本)	附帶契諾的非流動負債
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements	香港會計準則第7號及香港財務報告準則第7號 (修訂本)	供應商融資安排

None of the new and amended HKFRSs is expected to have a material impact on the Group's condensed consolidated interim financial statements.

預期所有新訂及經修訂香港財務報告準則均不會對本集團的簡明綜合中期財務報表產生重大影響。

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (continued)

## 簡明綜合中期財務報表附註(續)

### 3 REVENUE AND SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the chief operating decision-maker (“CODM”). The CODM, who is responsible for allocating resources and assessing performance of the operating segment, has been identified as the executive directors of the Company.

For the period ended 30 June 2024, the Group is principally engaged in the provision of cleaning and maintenance services in the PRC. CODM reviews the operating results of the business as one operating segment to make decisions about resources to be allocated. Therefore, the CODM regards that there is only one identified segment, under the requirement of HKFRS 8 “Operating Segments”, which is used to make strategic decisions. No geographical segment is disclosed.

Revenue recognised for the period ended 30 June 2024 is as follows:

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年	2023 二零二三年
		RMB'000 人民幣千元	RMB'000 人民幣千元
		(unaudited) (未經審核)	(audited) (經審核)
Revenue from contracts with customers recognised over time	隨時間確認的客戶合約收益		
Cleaning and maintenance services income	清潔及維護服務收入	325,779	298,251

The Group offers comprehensive cleaning and maintenance services for office buildings, shopping malls, airport and commercial and residential premises.

### 3 收益及分部資料

管理層已根據主要營運決策者(「主要營運決策者」)審閱的報告釐定經營分部。已經識別出負責分配資源和評定經營分部表現的主要營運決策者為本公司的執行董事。

截至二零二四年六月三十日止期間，本集團主要在中國從事提供清潔及維護服務。主要營運決策者將業務的經營業績作為一個經營分部進行檢討，以作出有關資源分配的決策。因此，主要經營決策者認為，根據香港財務報告準則第8號「經營分部」的規定，僅有一個已確定的分部用於作出戰略決策。概無地區分部予以披露。

截至二零二四年六月三十日止期間確認的收益如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年	2023 二零二三年
		RMB'000 人民幣千元	RMB'000 人民幣千元
		(unaudited) (未經審核)	(audited) (經審核)
Revenue from contracts with customers recognised over time	隨時間確認的客戶合約收益		
Cleaning and maintenance services income	清潔及維護服務收入	325,779	298,251

本集團為辦公樓、購物商場、機場及商住樓宇提供全面的清潔及維護服務。



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (continued)

## 簡明綜合中期財務報表附註(續)

### 3 REVENUE AND SEGMENT INFORMATION (continued)

The major operating entities of the Group are domiciled in the PRC. Accordingly, all of the Group's revenue were derived in the PRC for the period ended 30 June 2024. None of the individual customer of the Group contributed 10% or more of the Group's revenue for the period ended 30 June 2024.

As at 30 June 2024, all of the Group's non-current assets were located in the PRC or arisen from transactions as conducted in the PRC.

#### (a) Contract assets

As at the end of each of reporting period ended 30 June 2024, there were no significant contract assets recognised.

#### (b) Contract liabilities

As at the end of the reporting period ended 30 June 2024, there were no significant contract liabilities recognised as no advance payments were made by customers.

#### (c) Unsatisfied performance obligations

For the provision of cleaning and maintenance services, the Group recognises revenue in the amount that equals to the right to invoice which corresponds directly with the value to the customer of the Group's performance to date, on a regular basis. The Group has elected the practical expedient for not to disclose the remaining performance obligations for these contracts.

#### (d) Assets recognised from incremental costs to obtain and fulfill a contract

For the period ended 30 June 2024 and 2023, there were no significant incremental costs incurred to obtain and fulfill a contract.

### 3 收益及分部資料(續)

本集團的主要經營實體位於中國。因此，截至二零二四年六月三十日止期間，本集團的全部收益均來自中國。截至二零二四年六月三十日止期間，本集團概無個別客戶貢獻本集團10%或以上的收益。

於二零二四年六月三十日，本集團的全部非流動資產均位於中國或源自於在中國進行的交易。

#### (a) 合約資產

於截至二零二四年六月三十日止各報告期間結束時，並無確認重大合約資產。

#### (b) 合約負債

於截至二零二四年六月三十日止報告期間結束時，由於客戶並無作出任何預付款項，故並無確認重大合約負債。

#### (c) 未履行的履約責任

就提供清潔及維護服務而言，在有權開立發票金額與本集團迄今履約對於客戶的價值直接相關時，本集團定期按相等於有權開立發票的金額確認收益。本集團已選擇可行權宜辦法，以致毋須披露該等合約的剩餘履約責任。

#### (d) 因獲得及履行合約的增量成本而確認的資產

於截至二零二四年及二零二三年六月三十日止期間，於獲得及履行合約方面並無重大增量成本。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (continued)

## 簡明綜合中期財務報表 附註(續)

### 3 REVENUE AND SEGMENT INFORMATION (continued)

#### (e) Accounting policies for revenue recognition

Revenue is recognised when control over a service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

The revenue of the Group is arisen from the provision of cleaning and maintenance services. Depending on the terms of the contract, control of the service may be transferred over time or at a point in time. Control of the service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the service.

### 3 收益及分部資料(續)

#### (e) 收益確認的會計政策

當服務的控制權轉移至客戶時，收益按本集團預期有權獲得的承諾代價金額確認，不包括代第三方收取的金額。收益不包括增值稅或其他銷售稅，並已扣除任何商業折扣。

本集團的收益乃源自提供清潔及維護服務。視乎合約條款，服務控制權可能在一段時間內或於某個時間點轉移。倘本集團滿足下列條件時，服務控制權在一段時間內轉移：

- 客戶在本集團履約同時取得且消耗所有利益；
- 創建或提升本集團履約過程中由客戶控制的資產；或
- 本集團履約過程中所產出的資產具有不可替代用途，且本集團有權就累計至今已完成的履約部分收取款項。

倘服務控制權在一段時間內轉移，則收益參照完成履約責任的進度而於合約期間內確認。否則，收益於客戶取得服務控制權的時間點確認。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (continued)

## 簡明綜合中期財務報表附註(續)

### 3 REVENUE AND SEGMENT INFORMATION (continued)

### 3 收益及分部資料(續)

#### (e) Accounting policies for revenue recognition (continued)

#### (e) 收益確認的會計政策(續)

When either party to a contract has performed, the Group presents the contract in the consolidated statements of financial position as a contract asset or a contract liability, depending on the relationship between the Group's performance and the customer's payment.

當合約的任何一方已履約時，本集團根據本集團履約與客戶付款之間的關係，將該合約於綜合財務狀況表中呈列為合約資產或合約負債。

A contract asset is the Group's right to consideration in exchange for services that the Group has transferred to a customer. Incremental costs incurred to obtain a contract, if recoverable, are capitalised and presented as assets under "contract assets" and subsequently amortised when the related revenue is recognised.

合約資產為本集團已向客戶轉讓服務而有權收取代價的權利。為取得合約而產生的增量成本預期如可收回，則將其資本化並在「合約資產」項下呈列為資產，其後於相關收益確認時攤銷。

If a customer pays consideration or the Group has a right to an amount of consideration that is unconditional, before the services are provided to the customer, the Group presents the amount as a contract liability when the payment is received or a receivable is recorded (whichever is earlier).

倘客戶支付代價或本集團擁有無條件向客戶收取代價的權利，在向客戶提供服務前，本集團於收到付款或應收款項入賬時(以較早者為準)將該金額列為合約負債。

A receivable is recorded when the Group has an unconditional right to consideration. A right to consideration is unconditional if only the passage of time is required before payment of that consideration is due.

應收款項於本集團有權無條件收取代價時入賬。只有在合約代價到期前僅僅隨著時間的流逝即可收款的權利，才是無條件的收款權。

NOTES TO THE CONDENSED  
CONSOLIDATED INTERIM  
FINANCIAL STATEMENTS (continued)

簡明綜合中期財務報表  
附註(續)

4 EXPENSES BY NATURE

4 按性質劃分的開支

		Six months ended 30 June 截至六月三十日止六個月	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(audited)
		(未經審核)	(經審核)
Employee benefit expenses including director's remuneration	僱員福利開支(包括董事薪酬)		
- Salaries, wages and bonus	- 薪金、工資及花紅	169,899	158,123
- Social insurance and housing provident fund contribution	- 社會保險及住房公積金供款	7,559	7,405
- Other employee benefits	- 其他僱員福利	499	457
Subcontracting labor costs	分包勞工成本	99,733	85,939
Cost of cleaning materials consumed	已消耗的清潔材料成本	8,137	8,545
Depreciation	折舊	1,757	1,883
Short-term lease expenses	短期租賃開支	1,234	1,379

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (continued)

## 簡明綜合中期財務報表 附註(續)

### 5 OTHER INCOME, NET

### 5 其他收入淨額

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 RMB'000 人民幣千元 (unaudited) (未經審核)	2023 二零二三年 RMB'000 人民幣千元 (audited) (經審核)
Rental income (Note i)	租金收入(附註i)	1,324	1,687
Value-added tax refund	增值稅退款	751	643
Donation	捐贈	(900)	(70)
Others	其他	32	(25)
		<b>1,207</b>	<b>2,235</b>

Note:

附註：

- (i) Rental income arising from the investment properties and the leased shops is recognised on a straight-line basis over the terms of the lease agreements. The rental income arising from the leased car park is recognised over the lease period.
- (i) 來自投資物業及租賃商舖的租金收入在租賃協議的期限內以直線法確認。來自租賃停車場的租金收入於租期內確認。

### 6 FINANCE INCOME/(EXPENSES), NET

### 6 財務收入／(開支)淨額

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 RMB'000 人民幣千元 (unaudited) (未經審核)	2023 二零二三年 RMB'000 人民幣千元 (audited) (經審核)
<b>Finance income</b>	<b>財務收入</b>		
Bank interest income	銀行利息收入	80	72
<b>Finance expenses</b>	<b>財務開支</b>		
Interest expense on bank borrowings	銀行借款利息開支	(59)	(53)
Interest expense on lease liabilities	租賃負債利息開支	(204)	(216)
Finance expenses, net	財務開支淨額	<b>(183)</b>	<b>(197)</b>

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (continued)

## 簡明綜合中期財務報表 附註(續)

### 7 INCOME TAX EXPENSES

### 7 所得稅開支

		Six months ended 30 June 截至六月三十日止六個月	
		2024	2023
		二零二四年	二零二三年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(audited)
		(未經審核)	(經審核)
Current income tax	即期所得稅	1,083	2,871
Deferred income tax	遞延所得稅	30	(752)
		1,113	2,119

#### (a) Corporate income tax

Income tax provision of the Group in respect of operations in the PRC has been calculated at the applicable tax rate 25% on the estimated assessable profits for the respective years, based on the existing legislation, interpretations and practices in respect thereof except for a subsidiary of the Group in the PRC which are granted with tax concession and hence are taxed at preferential tax rates.

Guangzhou Shenghui has been qualified as a High and New Technology Enterprise and enjoyed a preferential income tax rate of 15% since 2020, which is subject to review and renewal once every three years. The High and New Technology Enterprise Certificate was obtained and be remained valid for 3 years from December 2020 to December 2023. Guangzhou Shenghui has obtained the renewal of the High and New Technology Enterprise Certificate on 28 December 2023 which is valid for 3 years to 28 December 2026.

#### (a) 企業所得稅

本集團就中國業務的所得稅撥備乃根據相關現行法例、詮釋及常規，按有關年度估計應課稅溢利使用適用稅率25%計算，惟於中國獲得稅務優惠並因此按優惠稅率繳稅的本集團一間附屬公司除外。

廣州升輝自二零二零年起獲得高新技術企業資格及享有優惠所得稅稅率15%，惟資格須每三年審視及重續一次。所獲得高新技術企業證書將維持3年有效期，自二零二零年十二月至二零二三年十二月。廣州升輝已於二零二三年十二月二十八日獲重續高新技術企業證書，有效期為3年，直至二零二六年十二月二十八日止。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (continued)

## 簡明綜合中期財務報表附註(續)

### 7 INCOME TAX EXPENSES (continued)

#### (a) Corporate income tax (continued)

No provision for Hong Kong profits tax has been made as the Group had no estimated assessable profit generated in Hong Kong for the period ended 30 June 2024 and 2023.

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of Cayman Islands and accordingly, is exempted from Cayman Islands income tax.

According to the policy promulgated by the State Council of the PRC, enterprises engaged in research and development activities are entitled to claim an additional tax deduction amounting to maximin 75% of the qualified research and development expenses incurred in determining its tax assessable profits for that year and the additional tax deduction rate has been increased to 100% since year 2023 (the “**Super Deduction**”). Guangzhou Shenghui is qualified to enjoy the Super Deduction for the period ended 30 June 2024 and 2023.

As at 30 June 2024 and 31 December 2023, the Group did not recognise deferred income tax assets in respect of tax losses that can be carried forward against future taxable income. Tax losses of group companies operated in the PRC could only be carried forward for a maximum for five years from the year of incurrence.

### 8 DIVIDEND

No dividend has been paid or declared by the Company for the period ended 30 June 2024 and 2023.

### 7 所得稅開支(續)

#### (a) 企業所得稅(續)

概無計提香港利得稅撥備，因為本集團截至二零二四年及二零二三年六月三十日止期間並無在香港產生估計應課稅溢利。

本公司根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司，並據此獲豁免繳付開曼群島所得稅。

根據中國國務院頒佈的政策，從事研發活動的企業在確定其當年的應課稅溢利時，有權按照所產生的合規研發費用的最高75%申請額外扣稅，及自二零二三年度，額外扣稅率增加至100%〔**加計扣除**〕。廣州升輝於截至二零二四年及二零二三年六月三十日止期間具備享有加計扣除的資格。

於二零二四年六月三十日及二零二三年十二月三十一日，本集團並無就針對未來應課稅收入可結轉的稅項虧損確認遞延所得稅資產。於中國營運的集團公司的稅項虧損僅可自產生年度起結轉最多五年。

### 8 股息

截至二零二四年及二零二三年六月三十日止期間，本公司並無支付或宣派股息。



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (continued)

## 簡明綜合中期財務報表 附註(續)

### 9 EARNINGS PER SHARE

#### (a) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the respective years. The weighted average number of ordinary shares has been retrospectively adjusted for the effect of the issue of shares in connection with the capitalisation issue of 1,251,249,000 shares which took place on 5 December 2023.

### 9 每股盈利

#### (a) 每股基本盈利

每股基本盈利的計算方法乃將本公司擁有人應佔溢利除以各年內已發行普通股的加權平均數。普通股加權平均數已就於二零二三年十二月五日就資本化發行發行1,251,249,000股股份追溯調整。

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (unaudited) (未經審核)	2023 二零二三年 (unaudited) (未經審核)
Profit attributable to owners of the Company (RMB'000)	本公司擁有人應佔溢利 (人民幣千元)	10,155	15,308
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數 (千股)	1,625,000	1,251,250
Basic earnings per share (RMB cents)	每股基本盈利(人民幣分)	0.62	1.22

#### (b) Diluted earnings per share

Diluted earnings per share were the same as the basic earnings per share as there were no potentially dilutive ordinary shares outstanding for the period ended 30 June 2024 and 2023.

#### (b) 每股攤薄盈利

由於截至二零二四年及二零二三年六月三十日止期間並無發行在外的潛在攤薄普通股，故每股攤薄盈利與每股基本盈利相同。

### 10 PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2024, the Group acquired property, plant and equipment of RMB4,633,000 (2023: RMB2,253,000) mainly for the plant and machinery.

### 10 物業、廠房及設備

截至二零二四年六月三十日止六個月，本集團已收購人民幣4,633,000元(二零二三年：人民幣2,253,000元)的物業、廠房及設備，主要為廠房及機械。

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (continued)

# 簡明綜合中期財務報表 附註(續)

## 11 TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

## 11 貿易及其他應收款項及預付 款項

		<b>30 June 2024</b> 二零二四年 六月 三十日 <b>RMB'000</b> 人民幣千元 <b>(unaudited)</b> (未經審核)	31 December 2023 二零二三年 十二月 三十一日 RMB'000 人民幣千元 (audited) (經審核)
<b>Trade receivables</b>	<b>貿易應收款項</b>	<b>285,948</b>	241,856
Less: allowance for impairment	減：減值撥備	<b>(14,004)</b>	(14,004)
		<b>271,944</b>	227,852
<b>Deposits</b>	<b>按金</b>	<b>14,056</b>	15,013
Less: allowance for impairment	減：減值撥備	<b>(4,214)</b>	(4,214)
		<b>9,842</b>	10,799
Less: deposits – non-current portion	減：按金 – 非流動部分	<b>(6,536)</b>	(6,536)
Deposits – current portion	按金 – 流動部分	<b>3,306</b>	4,263
<b>Notes receivables</b>	<b>應收票據</b>	<b>3,000</b>	4,447
<b>Other receivables</b>	<b>其他應收款項</b>	<b>10,830</b>	9,669
<b>Prepayments</b>	<b>預付款項</b>	<b>15,963</b>	3,245
Trade and other receivables and prepayment, net	貿易及其他應收款項及預付 款項淨額	<b>305,043</b>	249,476

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (continued)

## 簡明綜合中期財務報表 附註(續)

### 11 TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (continued)

Notes:

- (a) The carrying amounts of trade and other receivables are all denominated in RMB and approximate their fair values.
- (b) The aging analysis of the trade receivables based on invoice date was as follows:

### 11 貿易及其他應收款項及預付款項(續)

附註：

- (a) 貿易及其他應收款項的賬面值均以人民幣計值，並與其公平值相若。
- (b) 貿易應收款項按發票日期的賬齡分析如下：

		<b>30 June</b>	31 December
		<b>2024</b>	2023
		二零二四年	二零二三年
		六月	十二月
		三十日	三十一日
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
		<b>(unaudited)</b>	(audited)
		(未經審核)	(經審核)
0 – 60 days	0至60日	<b>126,152</b>	163,825
61 – 180 days	61至180日	<b>106,512</b>	40,790
181 – 365 days	181至365日	<b>25,395</b>	21,779
1 – 2 years	1至2年	<b>15,403</b>	8,009
2 – 3 years	2至3年	<b>8,098</b>	4,229
3 – 4 years	3至4年	<b>4,388</b>	3,224
		<b>285,948</b>	241,856

**NOTES TO THE CONDENSED  
CONSOLIDATED INTERIM  
FINANCIAL STATEMENTS** (continued)

**簡明綜合中期財務報表  
附註(續)**

**12 BANK BORROWING**

**12. 銀行借貸**

		<b>30 June 2024</b>	31 December 2023
		二零二四年 六月 三十日	二零二三年 十二月 三十一日
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
		<b>(unaudited)</b>	(audited)
		<b>(未經審核)</b>	(經審核)
Bank loans	銀行貸款	<b>11,790</b>	-
Carrying amount repayable (based on scheduled repayment dates set out in the loan agreements):	應償還賬面值(根據貸款協議所載預定還款日期)：		
Within one year	一年內	<b>11,790</b>	-
Classified as:	分類為：		
Non-current liabilities	非流動負債	-	-
Current liabilities	流動負債	<b>11,790</b>	-
		<b>11,790</b>	-

**NOTES TO THE CONDENSED  
CONSOLIDATED INTERIM  
FINANCIAL STATEMENTS (continued)**

**簡明綜合中期財務報表  
附註(續)**

**13 SHARE CAPITAL**

**13 股本**

		Number of ordinary shares 普通股數目	Nominal value of shares 股份面值 HK\$ 港元	Equivalent nominal value of shares 股份等值面值 RMB 人民幣元
<b>Authorised</b>	<b>法定</b>			
At 1 January 2022	於二零二二年一月一日	38,000,000	380,000	317,900
Increase in authorised share capital (Note i)	法定股本增加(附註i)	9,962,000,000	99,620,000	90,275,600
At 31 December 2023 and 30 June 2024	於二零二三年十二月三十一日 及二零二四年六月三十日	10,000,000,000	100,000,000	90,593,500
<b>Issued and fully paid</b>	<b>已發行及繳足</b>			
At 1 January 2022	於二零二二年一月一日	1,000	10	8
Issuance of shares (Note ii)	股份發行(附註ii)	1,624,999,000	16,249,990	14,725,733
At 31 December 2023 and 30 June 2024	於二零二三年十二月三十一日 及二零二四年六月三十日	1,625,000,000	16,250,000	14,725,741

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (continued)

## 簡明綜合中期財務報表 附註(續)

### 13 SHARE CAPITAL (continued)

Notes:

- (i) The Company was incorporated in the Cayman Islands on 4 January 2021. At the date of incorporation, the authorised share capital is HK\$380,000 comprising 38,000,000 ordinary shares of HK\$0.01 each. Upon the completion of public offering and the placing on 5 December 2023, the authorised share capital was increased to HK\$100,000,000 comprising 10,000,000,000 ordinary shares.
- (ii) Based upon a shareholders' resolution dated 14 November 2023 and successful offering of the Company's shares, the Company issued additional 1,251,249,000 new shares (including 40,625,000 to be offered by Controlling Shareholders for sale at HK\$0.32 under the placing), credited as fully paid, to the then shareholder of the Company on 14 November 2023 (the "**Capitalisation Issue**"). On 5 December 2023, the Company was listed on the Stock Exchange with a public offering in Hong Kong of 373,750,000 shares at a price of HK\$0.32 per share (the "**Share Offer**"), with a total amount of HK\$119,600,000 (equivalents at approximately RMB108,382,000).

### 13 股本(續)

附註：

- (i) 本公司於二零二一年一月四日在開曼群島註冊成立。於註冊成立日期，法定股本為380,000港元，包括38,000,000股每股面值0.01港元的普通股。於二零二三年十二月五日完成公开发售及配售後，法定股本增加至100,000,000港元，包括10,000,000,000股普通股。
- (ii) 根據日期為二零二三年十一月十四日的股東決議案及本公司股份的成功發售，本公司於二零二三年十一月十四日向本公司當時股東額外發行1,251,249,000股入賬列作繳足的新股份(包括控股股東根據配售按0.32港元提呈發售的40,625,000股股份)(「**資本化發行**」)。於二零二三年十二月五日，本公司於聯交所上市，於香港以每股0.32港元的價格公开发售373,750,000股股份(「**股份發售**」)，總金額為119,600,000港元(相當於約人民幣108,382,000元)。

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (continued)

## 簡明綜合中期財務報表 附註(續)

### 14 TRADE AND OTHER PAYABLES

### 14 貿易及其他應付款項

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 RMB'000 人民幣千元 (unaudited) (未經審核)	2023 二零二三年 RMB'000 人民幣千元 (audited) (經審核)
Trade payables	貿易應付款項	28,810	31,193
Other payables	其他應付款項	78,220	82,506
Trade and other payables	貿易及其他應付款項	107,030	113,699

The ageing analysis of trade payables based on the invoice date was as follows:

根據發票日期的貿易應付款項賬齡分析如下：

		2024 二零二四年 RMB'000 人民幣千元 (unaudited) (未經審核)	2023 二零二三年 RMB'000 人民幣千元 (audited) (經審核)
0 – 60 days	0至60日	23,036	21,148
61 – 180 days	61至180日	3,472	3,313
181 – 365 days	181至365日	1,089	1,867
More than 1 year	超過1年	1,213	4,865
		28,810	31,193

The amounts due to Mr. Li and Mr. Chen are unsecured, interest-free and repayable on demand.

應付李先生及陳先生款項為無抵押、免息及須按要求償還。

The carrying amounts of trade and other payables are denominated in RMB and are approximate their fair values.

貿易及其他應付款項的賬面值以人民幣計值，並與其公平值相若。



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (continued)

## 簡明綜合中期財務報表附註(續)

### 15 COMMITMENTS

As at 30 June 2024, the Group has capital commitments to be incurred amounted to approximately RMB9.1 million (31 December 2023: RMB9.1 million).

### 15 承擔

於二零二四年六月三十日，本集團產生的資本承擔約為人民幣9.1百萬元(二零二三年十二月三十一日：人民幣9.1百萬元)。

### 16 RELATED PARTY TRANSACTIONS

Apart from the related parties transactions disclosed elsewhere in the consolidated financial statements, the following transactions were carried out with related parties/companies:

### 16 關聯方交易

除綜合財務報表另有披露的關聯方交易外，以下交易乃與關聯方／關聯公司進行：

#### (a) Transactions with related parties/companies

Related party transactions:

#### (a) 與關聯方／關聯公司的交易

關聯方交易：

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 RMB'000 人民幣千元 (unaudited) (未經審核)	2023 二零二三年 RMB'000 人民幣千元 (audited) (經審核)
<b>Controlling Shareholders</b>	<b>控股股東</b>		
- Funds advance from Controlling Shareholders during the year	- 年內來自控股股東的資金墊款	-	2,310

**NOTES TO THE CONDENSED  
CONSOLIDATED INTERIM  
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**簡明綜合中期財務報表  
附註(續)**

**16 RELATED PARTY TRANSACTIONS  
(continued)**

**16 關聯方交易(續)**

**(b) Balances due to Controlling Shareholders**

**(b) 應付控股股東的結餘**

	<b>30 June 2024</b>	31 December 2023
	二零二四年 六月 三十日	二零二三年 十二月 三十一日
	<b>RMB'000</b>	RMB'000
	<b>(unaudited)</b>	(audited)
	<b>(未經審核)</b>	(經審核)
<b>Controlling Shareholders</b>		
Non-trade in nature and included in:		
– Amount due to Mr. Li	<b>16,411</b>	16,411
– Amount due to Mr. Chen	<b>1,125</b>	1,125

*Note:* The balances with Controlling Shareholders which are non-trade in nature and are unsecured, denominated in RMB, interest-free and repayable on demand.

*附註：* 與控股股東的結餘為非貿易性質及無抵押、以人民幣計值、免息及須按要求償還。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (continued)

## 簡明綜合中期財務報表 附註(續)

### 16 RELATED PARTY TRANSACTIONS (continued)

#### (c) Key management compensation

Key management includes directors and senior managements of the Group. The compensation paid or payable to key management is shown below:

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 RMB'000 人民幣千元 (unaudited) (未經審核)	2023 二零二三年 RMB'000 人民幣千元 (audited) (經審核)
Salaries, wages and bonuses	薪金、工資及花紅	1,103	1,076
Social insurance and housing provident fund contribution	社會保險及住房公積金供款	226	210
		1,329	1,286

### 17 SUBSEQUENT EVENTS

The Group does not have any material events after the period ended 30 June 2024 which may require adjustments or additional disclosure to these consolidated financial statements.

### 16 關聯方交易(續)

#### (c) 主要管理層報酬

主要管理層包括本集團董事及高級管理層。已付或應付主要管理層的報酬如下：

### 17 期後事項

本集團於截至二零二四年六月三十日止期間後並無發生任何重大事項而可能需要對本綜合財務報表作出調整或額外披露。

## OTHER INFORMATION

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2024, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong (the “SFO”) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix C3 of the Listing Rules were as follows:

(a) Long positions in the shares of HK\$0.01 each of the Company (the “Shares”)

## 其他資料

### 董事及最高行政人員於本公司及其相聯法團的股份、相關股份及債權證的權益及淡倉

於二零二四年六月三十日，董事及本公司最高行政人員於本公司或其任何相聯法團(定義見香港證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例該等條文，彼等被當作或視為擁有的任何權益及淡倉)，或將須根據證券及期貨條例第352條登記於該條所述的登記冊內的權益及淡倉，或根據上市規則附錄C3所載上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益及淡倉如下：

(a) 於本公司每股面值0.01港元的股份(「股份」)的好倉

Name of Directors	Nature of interest	Number of Shares held	Percentage of issued share capital 佔已發行股本百分比
董事姓名	權益性質	所持股份數目	
Mr. Li Chenghua (“Mr. Li”) (Notes 1 to 3)	Interest in controlled corporation 受控制法團權益	586,543,750	36.095%
李承華先生(「李先生」) (附註1至3)	Interest of controlled corporation 受控制法團權益	586,543,750	36.095%
Mr. Chen Liming (“Mr. Chen”) (Notes 1 to 3)	Interest in controlled corporation 受控制法團權益	586,543,750	36.095%
陳黎明先生(「陳先生」) (附註1至3)	Interest of controlled corporation 受控制法團權益	586,543,750	36.095%

## OTHER INFORMATION (continued)

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (continued)

## (a) Long positions in the Shares (continued)

Notes:

- 586,543,750 Shares are held by Prosperity Cleanness Investment Holdings Limited (“**Prosperity Cleanness**”) which is wholly owned by Mr. Li. Therefore, Mr. Li is deemed to be interested in all the Shares held by Prosperity Cleanness under the SFO.
- 586,543,750 Shares are held by Sunrise Cleanness Investment Holdings Limited (“**Sunrise Cleanness**”) which is wholly owned by Mr. Chen. Therefore, Mr. Chen is deemed to be interested in all the Shares held by Sunrise Cleanness under the SFO.
- On 16 March 2021, Mr. Li and Mr. Chen executed the confirmation, pursuant to which Mr. Li and Mr. Chen confirmed that they have been a group of controlling shareholders of the Company under the Listing Rules. Accordingly, each of Mr. Li, Prosperity Cleanness, Mr. Chen and Sunrise Cleanness is deemed to be interested in 1,173,087,500 Shares which are 586,543,750 Shares held by Prosperity Cleanness and 586,543,750 Shares held by Sunrise Cleanness.

## 其他資料(續)

## 董事及最高行政人員於本公司及其相聯法團的股份、相關股份及債權證的權益及淡倉(續)

## (a) 於股份的好倉(續)

附註：

- 586,543,750股股份由豐盛清潔投資控股有限公司(“**豐盛清潔**”)持有，而豐盛清潔由李先生全資擁有。因此，根據證券及期貨條例，李先生被視為於豐盛清潔持有的所有股份中擁有權益。
- 586,543,750股股份由日出清潔投資控股有限公司(“**日出清潔**”)持有，而日出清潔由陳先生全資擁有。因此，根據證券及期貨條例，陳先生被視為於日出清潔持有的所有股份中擁有權益。
- 於二零二一年三月十六日，李先生及陳先生簽立確認書，據此，李先生及陳先生確認彼等為上市規則項下本公司一組控股股東。因此，李先生、豐盛清潔、陳先生及日出清潔各自被視為於1,173,087,500股股份中擁有權益，其中586,543,750股股份由豐盛清潔持有及586,543,750股股份由日出清潔持有。

## OTHER INFORMATION (continued)

## 其他資料(續)

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (continued)

董事及最高行政人員於本公司及其相聯法團的股份、相關股份及債權證的權益及淡倉(續)

## (b) Long positions in the shares of associated corporations

## (b) 於相聯法團股份的好倉

Name of Directors	Name of associated corporation	Nature of interest	Number of shares held	Percentage of interest in associated corporation
董事姓名	相聯法團名稱	權益性質	所持股份數目	於相聯法團的權益百分比

Mr. Li (Note 1) 李先生(附註1)	Prosperity Cleanness 豐盛清潔	Beneficial owner 實益擁有人	1	100%
Mr. Chen (Note 2) 陳先生(附註2)	Sunrise Cleanness 日出清潔	Beneficial owner 實益擁有人	1	100%

Notes:

附註：

- |  |                               |
|--|-------------------------------|
| 1. The Company is owned as to 36.095% by Prosperity Cleanness which is wholly owned by Mr. Li. | 1. 本公司由李先生全資擁有的豐盛清潔持有36.095%。 |
| 2. The Company is owned as to 36.095% by Sunrise Cleanness which is wholly owned by Mr. Chen.  | 2. 本公司由陳先生全資擁有的日出清潔持有36.095%。 |

Save as disclosed above, as at 30 June 2024, none of the directors or chief executives of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix C3 of the Listing Rules.

除上文所披露者外，於二零二四年六月三十日，董事或本公司最高行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例該等條文，彼等被當作或視為擁有的權益或淡倉)，或將須根據證券及期貨條例第352條登記於該條所述的登記冊內的權益或淡倉，或根據上市規則附錄C3所載標準守則須知會本公司及聯交所的權益或淡倉。

## OTHER INFORMATION (continued)

## 其他資料(續)

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

## 主要股東於本公司股份及相關股份的權益及淡倉

As at 30 June 2024, the following persons had interests or short positions in the shares and underlying shares of the Company which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO and entered in the register maintained by the Company pursuant to Section 336 of the SFO were as follows:

於二零二四年六月三十日，以下人士於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部知會本公司及聯交所以及根據證券及期貨條例第336條登記於本公司根據該條存置的登記冊內的權益或淡倉：

## Long positions in the Shares

## 於股份的好倉

Name of Shareholders	Nature of interest	Number of Shares held	Percentage of issued share capital 佔已發行股本百分比
股東姓名／名稱	權益性質	所持股份數目	
(a) Prosperity Cleanness (Notes 1 to 3) 豐盛清潔(附註1至3)	Beneficial owner 實益擁有人	586,543,750	36.095%
	Others (Interest of controlling shareholders) 其他(控股股東權益)	586,543,750	36.095%
Mr. Li (Notes 1 to 3) 李先生(附註1至3)	Interest in controlled corporation 受控制法團權益	586,543,750	36.095%
	Interest of controlled corporation 受控制法團權益	586,543,750	36.095%
Ms. Tang Yongzhen (Note 4) 唐永珍女士(附註4)	Interest of spouse 配偶權益	1,173,087,500	72.190%
(b) Sunrise Cleanness (Notes 1 to 3) 日出清潔(附註1至3)	Beneficial owner 實益擁有人	586,543,750	36.095%
	Others (Interest of controlling shareholders) 其他(控股股東權益)	586,543,750	36.095%
Mr. Chen (Notes 1 to 3) 陳先生(附註1至3)	Interest in controlled corporation 受控制法團權益	586,543,750	36.095%
	Interest of controlled corporation 受控制法團權益	586,543,750	36.095%



## OTHER INFORMATION (continued)

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY (continued)

#### Long positions in the Shares (continued)

Notes:

- 586,543,750 Shares are held by Prosperity Cleanness which is wholly owned by Mr. Li. Therefore, Mr. Li is deemed to be interested in all the Shares held by Prosperity Cleanness under the SFO.
- 586,543,750 Shares are held by Sunrise Cleanness which is wholly owned by Mr. Chen. Therefore, Mr. Chen is deemed to be interested in all the Shares held by Sunrise Cleanness under the SFO.
- On 16 March 2021, Mr. Li and Mr. Chen executed the confirmation, pursuant to which Mr. Li and Mr. Chen confirmed that they have been a group of controlling shareholders of the Company under the Listing Rules. Accordingly, each of Mr. Li, Prosperity Cleanness, Mr. Chen and Sunrise Cleanness is deemed to be interested in 1,173,087,500 Shares which are 586,543,750 Shares held by Prosperity Cleanness and 586,543,750 Shares held by Sunrise Cleanness.
- Ms. Tang Yongzhen is the spouse of Mr. Li. By virtue of the SFO, Ms. Tang Yongzhen is deemed to be interested in the Shares which Mr. Li has interest in.

Save as disclosed above, as at 30 June 2024, 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 provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register maintained by the Company pursuant to Section 336 of the SFO.

## 其他資料(續)

### 主要股東於本公司股份及相關股份的權益及淡倉(續)

#### 於股份的好倉(續)

附註：

- 586,543,750股股份由豐盛清潔持有，而豐盛清潔由李先生全資擁有。因此，根據證券及期貨條例，李先生被視為於豐盛清潔持有的所有股份中擁有權益。
- 586,543,750股股份由日出清潔持有，而日出清潔由陳先生全資擁有。因此，根據證券及期貨條例，陳先生被視為於日出清潔持有的所有股份中擁有權益。
- 於二零二一年三月十六日，李先生及陳先生簽立確認書，據此，李先生及陳先生確認彼等為上市規則項下本公司一組控股股東。因此，李先生、豐盛清潔、陳先生及日出清潔各自被視為於1,173,087,500股股份中擁有權益，其中586,543,750股股份由豐盛清潔持有及586,543,750股股份由日出清潔持有。
- 唐永珍女士為李先生的配偶。根據證券及期貨條例，唐永珍女士被視為於李先生擁有權益的股份中擁有權益。

除上文所披露者外，於二零二四年六月三十日，本公司並無獲任何人告知，表示其於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露的權益或淡倉，或根據證券及期貨條例第336條記錄於本公司根據該條存置的登記冊內的權益或淡倉。

## OTHER INFORMATION (continued)

### DISCLOSURE OF INFORMATION ON DIRECTORS

Pursuant to Rule 13.51B(1) of the Listing Rules, the biographical details of the directors of the Company (the “**Directors**”, and each a “**Director**”) has been updated as follows:

#### Executive Director

**Mr. Chen Liming**, aged 54, is the executive Director. He joined the Group in August 2000 and is one of the founders of the Group. He was appointed as a Director on 16 March 2021 and re-designated as an executive Director on the same day. Mr. Chen is responsible for providing industrial advice to the Group, as well as strategic management of and formulating business strategies for the Group. He is also a director of the subsidiaries of the Company, Shenghui Cleanness (BVI) Limited and Shenghui Cleanness (HK) Limited.

Mr. Chen is an entrepreneur with over 23 years of management and operational experience in the cleaning service industry and has led the growth of the Group over the years. Prior to the establishment of the Group, Mr. Chen had experience in the cleaning industry. Since April 1999, he has been operating Guangzhou Panyu Nancun Qikai Construction Engineering Services Department\* (廣州市番禺區南村啟凱建築工程服務部) (formerly known as Guangzhou Panyu Nancun Zhujiang Sanitation Cleaning Services Department\* (廣州市番禺區南村珠江環衛清潔服務部) (“**Zhujiang Sanitation**”) as a sole proprietor, which principally provided waste transfer and disposal services since its establishment and during most of the period of financial years ended 31 December 2020 to 2022 and six months ended 30 June 2023. For the purpose of focusing the operations of cleaning related businesses by the Group, Mr. Chen ceased the operation of the domestic waste transfer and disposal business of Zhujiang Sanitation on 11 December 2020.

## 其他資料(續)

### 董事資料披露

根據上市規則第13.51B(1)條，本公司董事(「**董事**」，及各自稱為「**董事**」)的履歷詳情已更新如下：

#### 執行董事

**陳黎明先生**，54歲，為執行董事。彼於二零二零年八月加入本集團，為本集團創始人之一。彼於二零二一年三月十六日獲委任為董事，並於同日調任為執行董事。陳先生負責向本集團提供行業意見，以及為本集團進行策略管理及制定業務策略。彼亦為本公司附屬公司升輝清潔(BVI)有限公司及升輝清潔(香港)有限公司的董事。

陳先生是一位企業家，在清潔服務行業擁有超過23年管理及營運經驗，多年來一直引領本集團發展。於本集團成立前，陳先生擁有清潔行業經驗。自一九九九年四月起，彼一直獨自經營廣州市番禺區南村啟凱建築工程服務部(前稱廣州市番禺區南村珠江環衛清潔服務部) (「**珠江環衛**」)，該公司自其成立起及於截至二零二零年至二零二二年十二月三十一日止財政年度以及截至二零二三年六月三十日止六個月的大部分期間主要提供垃圾轉運及處置服務。為專注於本集團經營的清潔相關業務，陳先生於二零二零年十二月十一日將珠江環衛的生活垃圾轉運及處置業務終止。

## OTHER INFORMATION (continued)

### DISCLOSURE OF INFORMATION ON DIRECTORS (continued)

#### Executive Director (continued)

In August 2000, Mr. Chen co-founded Guangzhou Shenghui Cleanness Service Co., Ltd.\* (廣州市升輝清潔服務有限公司) (“Guangzhou Shenghui”) with Mr. Li and has been responsible for overseeing the daily operations of Guangzhou Shenghui. He also provided strategic advice to the Group since establishment. Mr. Chen also gained managerial and operational experience when he served as an executive director and manager of Guangzhou Shuoguo Property Management Co., Ltd.\* (廣州碩果物業管理有限公司), a property management company, since April 2007; an executive director of Wuhan Chuangsheng Environmental Technology Co., Ltd.\* (武漢創盛環保科技有限公司), an environmental technology company, from June 2014 to April 2018; as well as the executive director and manager of Guangzhou Yuneng Environmental Technology Co., Ltd.\* (廣州市鈺能環保科技有限公司), an environmental technology company, from May 2016 to December 2020.

Mr. Chen also completed three on-job courses conducted by Sun Yat-sen University (中山大學) in the PRC, namely the Executive Master of Business Administration Course for Corporate CEOs (企業CEO總裁EMBA課程研修班) in June 2011; the CEO Training Course (Executive Master of Business Administration) (EMBA課程總裁研修班) in May 2013; and the Advanced Training Course on Corporate Entrepreneurship and Innovation\* (企業創業創新高級研修班) in December 2013.

## 其他資料(續)

### 董事資料披露(續)

#### 執行董事(續)

於二零零零年八月，陳先生與李先生共同創立廣州市升輝清潔服務有限公司(「廣州升輝」)，一直負責監督廣州升輝的日常營運。自成立以來，彼亦為本集團提供策略諮詢。陳先生亦自二零零七年四月起擔任廣州碩果物業管理有限公司(物業管理公司)執行董事兼經理，自二零一四年六月至二零一八年四月擔任武漢創盛環保科技有限公司(環境技術公司)執行董事以及自二零一六年五月至二零二零年十二月擔任廣州市鈺能環保科技有限公司(環境技術公司)執行董事兼經理，期間獲得管理及營運經驗。

陳先生亦分別於二零一一年六月、二零一三年五月及二零一三年十二月在中國完成中山大學開辦的三項在職課程，即企業CEO總裁EMBA課程研修班、EMBA課程總裁研修班及企業創業創新高級研修班。

## OTHER INFORMATION (continued)

## 其他資料(續)

## DISCLOSURE OF INFORMATION ON DIRECTORS (continued)

## 董事資料披露(續)

## Executive Director (continued)

## 執行董事(續)

Mr. Chen has been actively engaged in social and political affairs in the PRC. Set out below are some of the key positions held by Mr. Chen:

陳先生一直積極參與中國社會及政治事務。陳先生所擔任的部分重要職位如下：

No. 編號	Name of organisation 組織名稱	Position held 職位	Year of appointment 獲委任年度
1.	Guangzhou Panyu New Chamber of Commerce* (廣州市番禺區新造商會)	Member 會員	October 2010 二零一零年十月
2.	Guangzhou Panyu General Chamber of Commerce* (廣州市番禺區工商業聯合會(總商會))	Executive committee member 執行委員會成員	January 2013 二零一三年一月
		Vice-chairman 副主席	2016 二零一六年
3.	Guangzhou Panyu Nancun Town Chamber of Commerce* (廣州市番禺區南村鎮商會)	Board member 董事會成員	June 2013 二零一三年六月
4.	Guangzhou Panyu General Chamber of Commerce* (廣州市番禺區總商會)	Board member 董事會成員	December 2013 二零一三年十二月
5.	Guangzhou Panyu Nancun General Chamber of Commerce* (廣州市番禺區南村總商會)	Vice president 副主席	June 2016 二零一六年六月
6.	Chinese People's Political Consultative Conference Guangzhou Municipal Committee of Nansha District (中國人民政治協商會議廣州市南沙區委員會)	Committee member 委員會成員	October 2016 二零一六年十月
7.	Hunan Chamber of Commerce in Guangdong* 廣東省湘籍企業家商會	President 主席	January 2017 二零一七年一月

\* for identification purpose only

\* 僅供識別

## OTHER INFORMATION (continued)

### DISCLOSURE OF INFORMATION ON DIRECTORS (continued)

#### Independent non-executive Director

**Dr. Wang Hui**, aged 45, was appointed as an independent non-executive Director on 26 July 2024 and is responsible for providing independent judgement on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct. He is the chairman of the audit committee and the investment committee of the Company; and a member of the remuneration committee and the nomination committee of the Company.

Dr. Wang has extensive experience in corporate finance and accounting, project investment and decision-making, risk management and control. Dr. Wang obtained a bachelor's and a master's degrees in economics from Shanghai University of Finance and Economics in 2000 and 2003, respectively. Dr. Wang was appointed as the chief financial officer of China First Capital Group Limited (stock code: 1269) on 31 December 2015. Dr. Wang obtained a doctoral degree in management from Shanghai University of Finance and Economics in 2007. Dr. Wang is a non-practising member of China Association of Certified Public Accountants.

### SECURITIES TRANSACTIONS BY DIRECTORS

The Company adopted the Model Code as set out in Appendix C3 of the Listing Rules as its codes of conduct regarding securities transactions by the Directors and by relevant employees of the Group. Specific enquiry has been made with all the Directors who were holding office as a Director during the six months ended 30 June 2024 and all of them confirmed that they fully complied with the Model Code and its code of conduct regarding the Directors' securities transactions during the six months ended 30 June 2024.

## 其他資料(續)

### 董事資料披露(續)

#### 獨立非執行董事

**王輝博士**，45歲，於二零二四年七月二十六日獲委任為獨立非執行董事，負責就策略、政策、績效、問責、資源、主要委任及行為標準議題提供獨立判斷。彼為本公司審核委員會及投資委員會主席；以及本公司薪酬委員會及提名委員會成員。

王博士於企業財務與會計、項目投資與決策、風險管理與控制等方面擁有豐富經驗。王博士分別於二零零零年及二零零三年取得上海財經大學經濟學學士及碩士學位。王博士於二零一五年十二月三十一日獲委任為中國首控集團有限公司(股份代號：1269)財務總監。王博士於二零零七年取得上海財經大學管理學博士學位。王博士為中國註冊會計師協會非執業會員。

### 董事進行證券交易

本公司已採納上市規則附錄C3所載的標準守則，作為董事及本集團相關僱員進行證券交易的行為守則。本公司向於截至二零二四年六月三十日止六個月期間任職董事的全體董事作出具體查詢，且全體董事均已確認於截至二零二四年六月三十日止六個月期間，彼等完全遵守標準守則及其有關董事進行證券交易的行為守則。

## OTHER INFORMATION (continued)

### CORPORATE GOVERNANCE

During the six months ended 30 June 2024, the Company complied with the code provisions as set out in Part 2 of Corporate Governance Code (the “**CG Code**”) contained in Appendix C1 of the Listing Rules except for the following deviation:

Under the code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Li currently holds the positions of the chairman of the Board (the “**Chairman**”) and chief executive officer of the Company. Throughout the history of the Group, Mr. Li, the Chairman, chief executive officer, executive director and controlling shareholder of the Company, has held key leadership position of the Group and has been responsible for overseeing all aspects of the operations of the Group including strategic planning, management, operation and business development. The Directors (including the independent non-executive Directors) consider that Mr. Li is the best candidate for both positions and the present structure is conducive to strong and consistent leadership, enabling the Group to make and implement decisions efficiently, and thus is in the best interests of the Group and the shareholders of the Company as a whole.

## 其他資料(續)

### 企業管治

於截至二零二四年六月三十日止六個月期間，本公司一直遵守上市規則附錄C1企業管治守則(「**企業管治守則**」)第二部分所載的守則條文，惟以下偏離情況除外：

根據企業管治守則的守則條文第C.2.1條，主席與行政總裁的角色應有區分，並不應由一人同時兼任。李先生目前擔任董事會主席(「**主席**」)兼本公司行政總裁。縱觀本集團歷史，本公司主席、行政總裁、執行董事兼控股股東李先生一直擔任本集團的主要領導層職務，並負責監督本集團各方面的營運，包括策略規劃、管理、營運及業務發展。董事(包括獨立非執行董事)認為，李先生為擔任上述兩個職位的最佳人選，且目前的結構有利於建立強大而一致的領導，令本集團能夠有效地制定及落實決策，因此符合本集團及本公司股東的最佳整體利益。



## OTHER INFORMATION (continued)

### COMPLIANCE WITH THE LISTING RULES

Following the resignation of Ms. Chong Sze Pui Joanne, MH as an independent non-executive Director (the “INED”), chairperson of the audit committee of the Company (the “Audit Committee”) and chairperson of the investment committee of the Company (the “Investment Committee”) and member of each of remuneration committee of the Company (the “Remuneration Committee”) and nomination committee of the Company (the “Nomination Committee”) with effect from 1 June 2024, the Company has only: (i) two INEDs, which results in (a) the current number of INEDs falling below the minimum number required under Rules 3.10(1) of the Listing Rules; and (b) no INED has the appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules; and (ii) two members of the Audit Committee, which results in the number of the Audit Committee members falling below the minimum number required under Rule 3.21 of the Listing Rules.

Following the appointment of Dr. Wang Hui as an INED, the chairman of the Audit Committee, the chairman of the Investment Committee, a member of the Nomination Committee and a member of the Remuneration Committee, with effect from 26 July 2024, the Company has re-complied with Rules 3.10 and 3.21 of the Listing Rules.

### SHARE OPTION SCHEME

The Company has adopted the share option scheme (the “Share Option Scheme”) on 14 November 2023. The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees, directors, advisers, consultants, distributors, contractors, suppliers, agents and service providers of the Group and to promote the success of the business of the Group.

## 其他資料(續)

### 遵守上市規則

隨著張詩培女士，MH自二零二四年六月一日起辭任獨立非執行董事(「獨立非執行董事」)、本公司審核委員會(「審核委員會」)主席及本公司投資委員會(「投資委員會」)主席以及本公司薪酬委員會(「薪酬委員會」)及本公司提名委員會(「提名委員會」)各自之成員，本公司僅有：(i)兩名獨立非執行董事，導致(a)目前獨立非執行董事人數少於上市規則第3.10(1)條規定的最低數目；及(b)概無獨立非執行董事具備上市規則第3.10(2)條規定的適當專業資格或會計或相關財務管理專長；及(ii)兩名審核委員會成員，導致審核委員會成員人數少於上市規則第3.21條規定的最低數目。

隨著王輝博士自二零二四年七月二十六日起被任命為獨立非執行董事、審核委員會主席、投資委員會主席、提名委員會成員及薪酬委員會成員，本公司已重新符合上市規則第3.10條及第3.21條的規定。

### 購股權計劃

本公司於二零二三年十一月十四日採納購股權計劃(「購股權計劃」)。購股權計劃旨在吸引及挽留最稱職的人員，並向本集團僱員、董事、顧問、諮詢人士、分銷商、承包商、供應商、代理及服務提供者提供額外獎勵以及推動本集團業務創出佳績。



## OTHER INFORMATION (continued)

### SHARE OPTION SCHEME (continued)

The Board may, at its absolute discretion, invite any person belonging to any of the following classes of participants to take up options to subscribe for Shares:

- (a) any director and employee of the Company or any of its subsidiaries (including persons who are granted options as an inducement to enter into employment contracts with the Company or any of its subsidiaries) (the “**Employee Participants**”);
- (b) any director and employee of the holding companies, fellow subsidiaries or associated companies of the Company;
- (c) any person who provides services to the Group on a continuing and recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Group, including but not limited to person(s) who work for the Company as independent contractors (including advisers, consultants, distributors, contractors, suppliers, agents and service providers of any member of the Group) where the continuity and frequency of their services are akin to those of employees, but excluding (i) placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions; and (ii) professional service providers such as auditors or valuers who provide assurance, or are required to perform their services with impartiality and objectivity (the “**Service Providers**”).

The exercise price shall be a price solely determined by the Board and notified to a Participant and shall be at least the higher of: (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the offer date; (ii) the average of the closing prices of the Shares as stated in the Stock Exchange’s daily quotations sheets for the five business days immediately preceding the offer date; and (iii) the nominal value of the Shares on the offer date.

## 其他資料(續)

### 購股權計劃(續)

董事會可能全權酌情邀請屬於以下任何類別參與者的任何人士接納購股權以認購股份：

- (a) 本公司或其任何附屬公司的任何董事及僱員(包括獲授購股權以促成其與本公司或其任何附屬公司訂立僱傭合約的人士)(「**僱員參與者**」)；
- (b) 本公司的控股公司、同系附屬公司或聯繫公司的任何董事及僱員；
- (c) 在本集團日常業務過程中持續並經常向其提供對其長遠發展有利之服務的人士，包括但不限於以獨立承包商的身份為本公司工作的人士(包括本集團任何成員公司的顧問、諮詢人士、分銷商、承包商、供應商、代理及服務提供者)，而其服務的持續性及頻密程度與僱員相若，但不包括(i)配售代理或就集資、合併或收購事宜提供顧問服務的財務顧問；及(ii)提供鑒證服務或須公正客觀地履行服務的專業服務提供者，例如核數師或估值師(「**服務提供者**」)。

行使價由董事會全權釐定並通知參與者，且不得低於下列較高者：(i)股份於要約日期在聯交所每日報價表所報的收市價；(ii)股份於緊接要約日期前五個營業日在聯交所每日報價表所報的平均收市價；及(iii)股份於要約日期的面值。

## OTHER INFORMATION (continued)

### SHARE OPTION SCHEME (continued)

The total number of Shares which may be issued in respect of all options and awards to be granted under the Share Option Scheme and any other share option scheme(s) and share award scheme(s) of the Company shall not exceed 10% of the total number of Shares in issue as at the Listing Date, being up to 162,500,000 Shares as at 31 December 2023. The total number of Shares which may be issued in respect of all options granted to Service Providers shall not exceed 1% of the total number of Shares in issue. The total number of Shares issued and to be issued in respect of all options and awards granted to each participant (excluding any options or awards lapsed in accordance with the terms of the relevant schemes) under the Share Option Scheme and any other share option scheme(s) and share award scheme(s) of the Company in any 12-month period up to and including the date of grant shall not exceed 1% of the Shares in issue.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the date of grant subject to the provisions of early termination thereof. The amount payable by the grantee of an option to the Company on acceptance of the offer is HK\$1.

The vesting period for the options shall not be less than 12 months from the offer date, provided that where the participant is an Employee Participants, the Board will have the authority to determine a shorter vesting period under some specific circumstances.

The Share Option Scheme will remain in force for a period of 10 years commencing on 14 November 2023 and shall expire at the close of business on the business day immediately preceding the tenth anniversary thereof.

As at 30 June 2024, there was no option outstanding, granted, cancelled, exercised or lapsed.

## 其他資料(續)

### 購股權計劃(續)

就根據購股權計劃及本公司任何其他購股權計劃及股份獎勵計劃授出的所有購股權及獎勵可予發行的股份總數，不得超過於上市日期已發行股份總數的10%，即最多為於二零二三年十二月三十一日之162,500,000股股份。就向服務提供者授出的所有購股權可予發行的股份總數不應超過已發行股份總數的1%。截至授出日期(包括當日)的任何12個月期間，就根據購股權計劃及本公司任何其他購股權計劃及股份獎勵計劃向各參與者授出的所有購股權及獎勵(不包括根據相關計劃條款失效的任何購股權或獎勵)已發行及將發行的股份總數不得超過已發行股份的1%。

購股權可於董事會可能釐定不超過授出日期起計10年時限內，隨時根據購股權計劃的條款行使，惟須受有關提前終止條文所規限。購股權承授人在接納授出要約時應向本公司支付的金額為1港元。

購股權的歸屬期須不少於自要約日期起12個月，惟倘參與者為僱員參與者，董事會於若干特定情況有權釐定較短的歸屬期。

購股權計劃將於二零二三年十一月十四日起計10年內維持有效，並將於緊接該計劃第十週年前的營業日當天營業時間結束時屆滿。

於二零二四年六月三十日，概無購股權尚未行使、已授出、註銷、行使或失效。

## OTHER INFORMATION (continued)

### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the businesses of the Company were entered into or existed during the Reporting Period.

### PURCHASE, SALE OR REDEMPTION OF THE LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities (including sale of treasury shares of the Company) during the six months ended 30 June 2024.

### AUDIT COMMITTEE

The Audit Committee has reviewed the Group's unaudited condensed financial results for the six months ended 30 June 2024 and discussed with the management of the Company on the accounting principles and practices adopted by the Group, including a review of the unaudited condensed consolidated financial statements and the interim report of the Company for the six months ended 30 June 2024, with no disagreement by the Audit Committee.

By Order of the Board  
**Shenghui Cleanness Group Holdings Limited**  
**Li Chenghua**  
*Chairman and Executive Director*

Hong Kong, 30 August 2024

## 其他資料(續)

### 管理合約

於報告期內，本公司並無就有關全部或任何重要部分業務的管理及行政工作簽訂或訂有任何合約。

### 購買、出售或贖回本公司上市證券

於截至二零二四年六月三十日止六個月期間，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券(包括出售本公司庫存股份)。

### 審核委員會

審核委員會已審閱本集團截至二零二四年六月三十日止六個月期間的未經審核簡明財務業績，並與本公司管理層討論本集團所採納的會計原則及常規(包括審閱本公司截至二零二四年六月三十日止六個月的未經審核簡明綜合財務報表及中期報告)，且審核委員會並無異議。

承董事會命  
**升輝清潔集團控股有限公司**  
**主席兼執行董事**  
**李承華**

香港，二零二四年八月三十日



Shenghui Cleanness Group Holdings Limited  
升輝清潔集團控股有限公司

