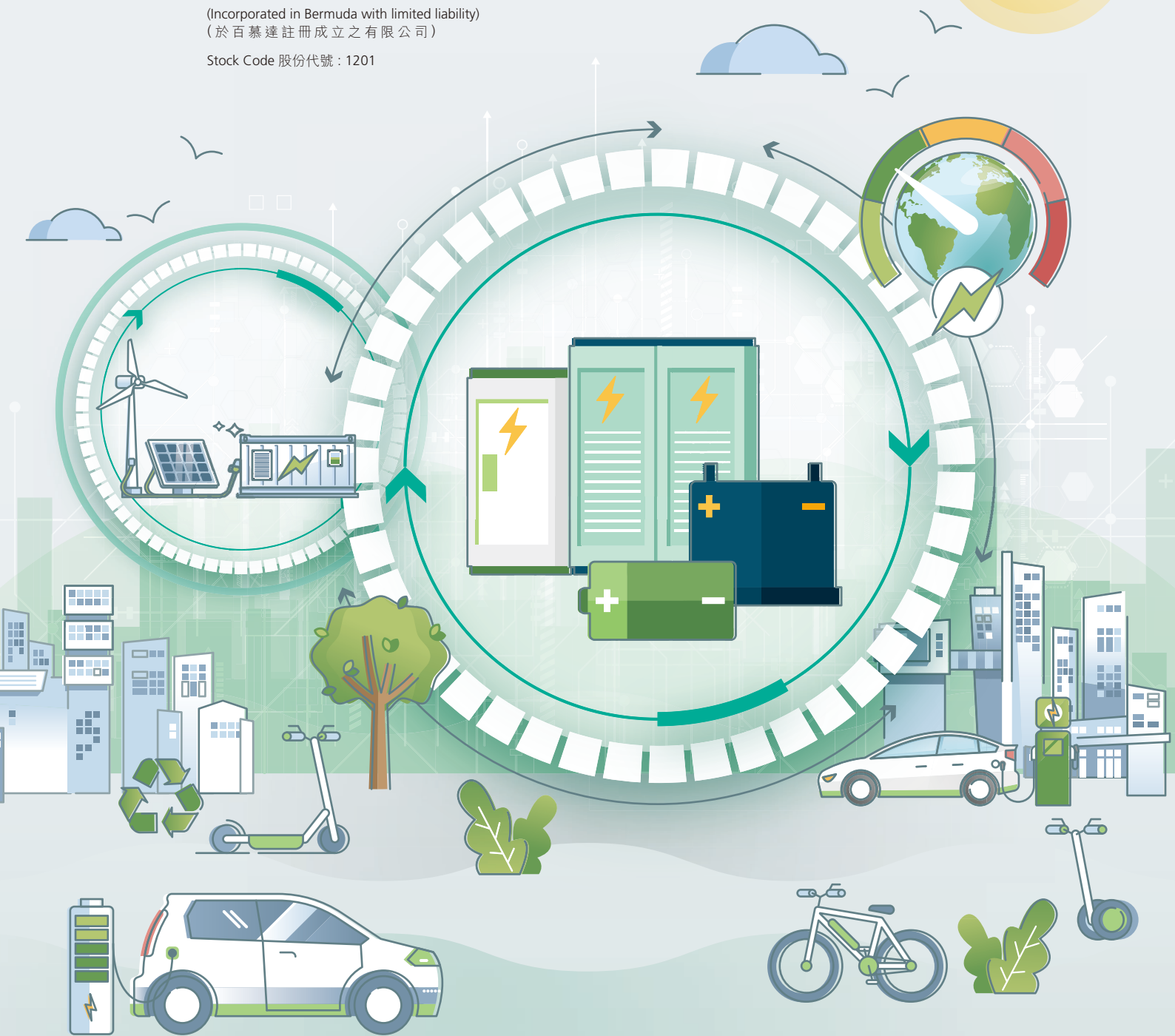
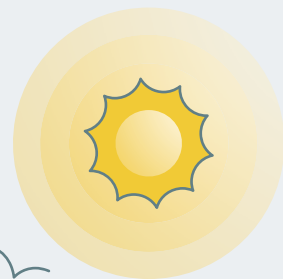




天臣控股有限公司 Tesson Holdings Limited

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

Stock Code 股份代號 : 1201

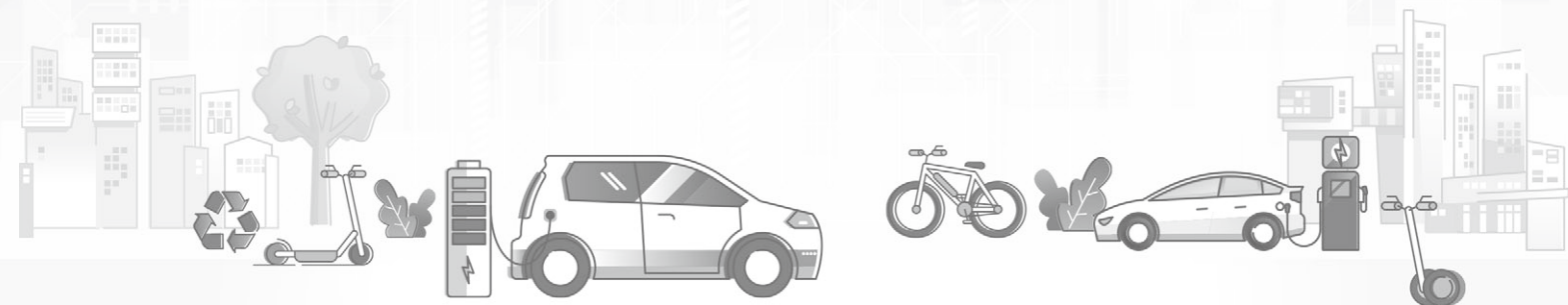


Interim Report 2023 中期報告

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CORPORATE INFORMATION

企業資料

EXECUTIVE DIRECTORS

Mr. Tin Kong (*Chairman*)
Ms. Cheng Hung Mui
Mr. Chan Wei
Ms. Liu Liu

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Ng Ka Wing
Mr. See Tak Wah
Mr. Wang Jinlin

AUDIT COMMITTEE

Mr. See Tak Wah (*Chairman*)
Dr. Ng Ka Wing
Mr. Wang Jinlin

REMUNERATION COMMITTEE

Dr. Ng Ka Wing (*Chairman*)
Mr. Tin Kong
Mr. See Tak Wah
Mr. Wang Jinlin

NOMINATION COMMITTEE

Mr. Tin Kong (*Chairman*)
Dr. Ng Ka Wing
Mr. See Tak Wah
Mr. Wang Jinlin

INTERNAL CONTROL COMMITTEE

Mr. Tin Kong (*Chairman*)
Dr. Ng Ka Wing
Mr. See Tak Wah
Mr. Wang Jinlin

AUTHORISED REPRESENTATIVES

Mr. Tin Kong
Mr. Chan Wei

COMPANY SECRETARY

Mr. Chan Wei

執行董事

田鋼先生(*主席*)
鄭紅梅女士
陳淮先生
劉柳女士

獨立非執行董事

吳家榮博士
施德華先生
王金林先生

審核委員會

施德華先生(*主席*)
吳家榮博士
王金林先生

薪酬委員會

吳家榮博士(*主席*)
田鋼先生
施德華先生
王金林先生

提名委員會

田鋼先生(*主席*)
吳家榮博士
施德華先生
王金林先生

內部監控委員會

田鋼先生(*主席*)
吳家榮博士
施德華先生
王金林先生

授權代表

田鋼先生
陳淮先生

公司秘書

陳淮先生



CORPORATE INFORMATION

企業資料

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA

Conyers Corporate Services (Bermuda) Limited
Clarendon House, 2 Church Street
PO Box HM 1022
Hamilton HM DX, Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Computershare Hong Kong Investor Services Limited
Rooms 1712-1716, 17/F, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 401A, Empire Centre
68 Mody Road
Tsim Sha Tsui
Kowloon
Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
China CITIC Bank International Limited

AUDITOR

ZHONGHUI ANDA CPA Limited
23/F, Tower 2, Enterprise Square Five
38 Wang Chiu Road, Kowloon Bay
Kowloon
Hong Kong

WEBSITE

www.tessonholdings.com

百慕達股份過戶登記總處

Conyers Corporate Services (Bermuda) Limited
Clarendon House, 2 Church Street
PO Box HM 1022
Hamilton HM DX, Bermuda

香港股份過戶登記分處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心17樓1712-1716室

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港
九龍
尖沙咀
麼地道68號
帝國中心401A室

主要往來銀行

中國銀行(香港)有限公司
中信銀行(國際)有限公司

核數師

中匯安達會計師事務所有限公司
香港
九龍
九龍灣宏照道38號
企業廣場第5期2座23樓

網站

www.tessonholdings.com



INTERIM RESULTS

中期業績

The board (the “Board”) of directors (the “Directors”) of Tesson Holdings Limited (the “Company”) is pleased to announce the unaudited condensed consolidated interim results of the Company and its subsidiaries (the “Group”) for the six months ended 30 June 2023 (the “Reporting Period”), together with the comparative figures for the corresponding period in 2022 as follows:

天臣控股有限公司(「本公司」)之董事(「董事」)會(「董事會」)欣然公佈，本公司及其附屬公司(「本集團」)截至二零二三年六月三十日止六個月(「報告期間」)之未經審核簡明綜合中期業績，連同二零二二年同期之比較數字如下：

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2023

簡明綜合損益及其他全面收益表

截至二零二三年六月三十日止六個月

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年	2022 二零二二年
		HK\$'000 千港元	HK\$'000 千港元
			(Re-presented) (經重列)
	Notes 附註		
Continuing operations	持續經營業務		
Revenue	收益	4	70,326
Cost of sales	銷售成本		(66,396)
			53,216
			(50,660)
Gross profit	毛利		3,930
Other income	其他收入	5	9,613
Distribution and selling expenses	分銷及銷售開支		(2,290)
Administrative expenses	行政開支		(42,455)
			(51,972)
Loss from operation	經營虧損		(31,202)
Finance costs	融資成本	6	(2,470)
			(44,487)
			(3,694)
Loss before tax	除稅前虧損		(33,672)
Income tax	所得稅	7	-
			(48,181)
			-
Loss for the period from continuing operations	持續經營業務之本期間虧損	8	(33,672)
			(48,181)
Discontinued operations	已終止經營業務		
Loss for the period from discontinued operations	已終止經營業務之本期間虧損		-
			(8,810)
Loss for the period	本期間虧損		(33,672)
			(56,991)
Other comprehensive loss:	其他全面虧損：		
<i>Items that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益之項目：</i>		
Exchange differences on translating foreign operations	換算海外業務所產生之匯兌差異		(17,566)
			(32,275)
Total comprehensive loss for the period	本期間全面虧損總額		(51,238)
			(89,266)



CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
		(Re-presented) (經重列)	
		Notes 附註	
Loss for the period attributable to: Owners of the Company	下列人士應佔本期間虧損： 本公司擁有人		
Loss from continuing operations	持續經營業務虧損	(27,620)	(41,854)
Loss from discontinued operations	已終止經營業務虧損	-	(4,995)
		(27,620)	(46,849)
Non-controlling interests	非控股權益		
Loss from continuing operations	持續經營業務虧損	(6,052)	(6,327)
Loss from discontinued operations	已終止經營業務虧損	-	(3,815)
		(6,052)	(10,142)
		(33,672)	(56,991)
Total comprehensive loss for the period attributable to:	下列人士應佔本期間 全面虧損總額：		
Owners of the Company	本公司擁有人	(31,184)	(57,733)
Non-controlling interests	非控股權益	(20,054)	(31,533)
		(51,238)	(89,266)
Loss per share from continuing and discontinued operations	持續經營及已終止經營業務之 每股虧損		
Basic (HK cents per share)	基本(每股港仙)	(1.86)	(3.79)
Diluted (HK cents per share)	攤薄(每股港仙)	(1.86)	(3.79)
Loss per share from continuing operations	持續經營業務之每股虧損		
Basic (HK cents per share)	基本(每股港仙)	(1.86)	(3.39)
Diluted (HK cents per share)	攤薄(每股港仙)	(1.86)	(3.39)
Loss per share from discontinued operations	已終止經營業務之每股虧損		
Basic (HK cents per share)	基本(每股港仙)	-	(0.4)
Diluted (HK cents per share)	攤薄(每股港仙)	-	(0.4)



CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 June 2023 於二零二三年六月三十日

			(Unaudited) (未經審核)	(Audited) (經審核)
			30 June 2023	31 December 2022
			二零二三年 六月三十日	二零二二年 十二月三十一日
	Notes 附註		HK\$'000 千港元	HK\$'000 千港元
Non-current assets		非流動資產		
Property, plant and equipment	12	物業、廠房及設備	235,124	273,319
Deposits paid for acquisition of property, plant and equipment		購買物業、廠房及設備之 已付訂金	1,982	2,077
Right-of-use assets	13	使用權資產	63,690	78,045
			300,796	353,441
Current assets		流動資產		
Inventories		存貨	27,251	36,599
Trade and other receivables, deposits and prepayments	14	應收貿易賬款及其他應收賬款、 訂金及預付款項	284,784	300,458
Financial assets at fair value through profit or loss		按公平值計入損益之 金融資產	78	104
Bank and cash balances		銀行及現金結餘	1,629	6,252
			313,742	343,413
Current liabilities		流動負債		
Trade and other payables	15	應付貿易賬款及其他應付賬款	250,047	278,468
Contract liabilities		合約負債	2,485	5,342
Borrowings	16	借貸	52,785	52,785
Lease liabilities		租賃負債	4,904	4,152
Amount due to the controlling shareholder	17	應付控股股東賬款	129	545
			310,350	341,292
Net current assets		流動資產淨值	3,392	2,121
Total assets less current liabilities		資產總值減流動負債	304,188	355,562



CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 June 2023 於二零二三年六月三十日

			(Unaudited) (未經審核)	(Audited) (經審核)
			30 June 2023	31 December 2022
			二零二三年 六月三十日	二零二二年 十二月三十一日
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		4,326	5,341
Other payable	其他應付賬款	15	1,320	–
Deferred tax liabilities	遞延稅項負債		9,215	9,656
			14,861	14,997
NET ASSETS	資產淨值		289,327	340,565
Capital and reserves	資本及儲備			
Share capital	股本	18	148,349	148,349
Reserves	儲備		349,243	380,427
Equity attributable to owners of the Company	本公司擁有人應佔股權		497,592	528,776
Non-controlling interests	非控股權益		(208,265)	(188,211)
TOTAL EQUITY	權益總額		289,327	340,565



CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2023 截至二零二三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	Capital redemption reserve	Share premium	Asset revaluation reserve	Foreign currency translation reserve	(Accumulated losses)/ retained profits (累計虧損)/ 保留溢利	Total	Non-controlling interests	Total
		股本	贖回儲備	股份溢價	資產重估儲備	外幣匯兌儲備	虧損)/ 保留溢利	總計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2022 (Audited)	於二零二二年一月一日(經審核)	123,650	624	838,412	4,772	20,077	(222,946)	764,589	26,015	790,604
Total comprehensive income for the period	本期間全面收益總額	-	-	-	-	(10,884)	(46,849)	(57,733)	(31,533)	(89,266)
Revaluation surplus released upon disposal of property, plant and equipment	出售物業、廠房及設備時釋出的重估盈餘	-	-	-	(7)	-	7	-	-	-
Reversal of deferred tax liabilities upon release of revaluation surplus	重估盈餘釋出時的遞延稅項負債撥回	-	-	-	2	-	-	2	-	2
Capital reduction of a non-wholly owned subsidiary	一間非全資附屬公司之資本削減	-	-	-	-	-	-	-	(136,210)	(136,210)
At 30 June 2022 (Unaudited)	於二零二二年六月三十日(未經審核)	123,650	624	838,412	4,767	9,193	(269,788)	706,858	(141,728)	565,130
At 1 January 2023 (Audited)	於二零二三年一月一日(經審核)	148,349	624	824,140	40,361	(21,039)	(463,659)	528,776	(188,211)	340,565
Total comprehensive income for the period	本期間全面收益總額	-	-	-	-	(3,564)	(27,620)	(31,184)	(20,054)	(51,238)
At 30 June 2023 (Unaudited)	於二零二三年六月三十日(未經審核)	148,349	624	824,140	40,361	(24,603)	(491,279)	497,592	(208,265)	289,327



CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Net cash (used in)/generated from operating activities	經營活動(所用)/所得之現金淨額	(2,134)	147,751
Cash flows from investing activities	投資活動之現金流量		
Purchase of property, plant and equipment	購買物業、廠房及設備	(1,435)	(2,112)
Others	其他	-	(17)
Net cash used in investing activities	投資活動所用之現金淨額	(1,435)	(2,129)
Cash flows from financing activities	融資活動之現金流量		
Repayment of borrowings	償還借貸	-	(88,182)
Repayment of lease liabilities	償還租賃負債	(1,496)	(699)
(Repayment)/Proceeds from the controlling shareholder	來自控股股東之(還款)/所得款項	(416)	99
Proceeds from the non-controlling shareholder of a subsidiary	來自一間附屬公司非控股股東之所得款項	-	82,626
Capital reduction of a non-wholly owned subsidiary paid to the non-controlling shareholders	一間非全資附屬公司向非控股股東支付之資本削減	-	(136,210)
Others	其他	-	(8,362)
Net cash used in financing activities	融資活動所用之現金淨額	(1,912)	(150,728)
Net decrease in cash and cash equivalents	現金及現金等值物之減少淨額	(5,481)	(5,106)
Cash and cash equivalents at beginning of period	期初之現金及現金等值物	6,252	12,643
Effect of changes in foreign exchange rate	外匯匯率變動之影響	858	392
Cash and cash equivalents at end of period	期末之現金及現金等值物	1,629	7,929
Analysis of cash and cash equivalents	現金及現金等值物分析		
Bank and cash balances	銀行及現金結餘	1,629	7,929



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務賬目附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

1. GENERAL INFORMATION

The Company was incorporated in Bermuda as an exempted company with limited liability. In the opinion of the Directors, the Company's controlling shareholder is Double Key International Limited (the **"Controlling Shareholder"** or **"Double Key"**), a company incorporated in British Virgin Islands with limited liability. The address of its registered office and principal place of business are Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and Room 401A, Empire Centre, 68 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong respectively. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the **"Stock Exchange"**).

The Company is an investment holding company. In 2022, the Group had discontinued its property development business, as well as cultural industry related business, including large-scale event production and themed museums, and architectural design and engineering (the **"Property and Cultural Business"**). During the period, the Group principally engaged in the manufacturing and sale of lithium ion motive battery, lithium ion battery module, battery charging devices, battery materials machines and production lines, new energy solution and sale of relevant equipment, investments holding and import and export trading (the **"Lithium Ion Motive Battery Business"**).

2. BASIS OF PREPARATION

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

The Interim Financial Statements do not include all the information and disclosures required in the full set of financial statements prepared in accordance with the Hong Kong Financial Reporting Standards (**"HKFRSs"**), and should be read in conjunction with the Group's consolidated financial statements for the year ended 31 December 2022.

1. 一般資料

本公司在百慕達註冊成立為一間獲豁免之有限公司。董事認為，本公司之控股股東為倍建國際有限公司（「**控股股東**」或「**倍建**」），為於英屬維爾京群島註冊成立之有限公司。本公司註冊辦事處及主要營業地點地址分別為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda及香港九龍尖沙咀麼地道68號帝國中心401A室。本公司之股份在香港聯合交易所有限公司（「**聯交所**」）主板上市。

本公司乃一間投資控股公司。於二零二二年，本集團已終止營運其物業發展業務及文化產業相關業務，包括大型活動製作及主題博物館，以及建築設計及工程（「**物業及文化業務**」）。於期內，本集團主要從事生產及銷售鋰離子動力電池、鋰離子電池標準部件、電池充電設備、電池材料設備和生產線、新能源解決方案及銷售相關設備、投資控股及進出口貿易（「**鋰離子動力電池業務**」）。

2. 編製基準

未經審核簡明綜合中期財務賬目（「**中期財務賬目**」）乃根據香港會計師公會（「**香港會計師公會**」）頒佈之香港會計準則第34號「**中期財務報告**」（「**香港會計準則第34號**」）及聯交所證券上市規則（「**上市規則**」）附錄十六之適用披露規定而編製。

中期財務賬目並不包括按照香港財務報告準則（「**香港財務報告準則**」）編製整份財務賬目所規定之全部資料及披露，故應與本集團截至二零二二年十二月三十一日止年度之綜合財務賬目一併閱讀。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務賬目附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

2. BASIS OF PREPARATION (Continued)

The preparation of the Interim Financial Statements in conformity with HKAS 34 requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year-to-date basis. Actual results may differ from these estimates.

The accounting policies adopted in the preparation of the Interim Financial Statements are consistent with those followed in the preparation of the Group's consolidated financial statements for the year ended 31 December 2022.

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current period, the Group has adopted all the new and revised HKFRSs, Hong Kong Accounting Standards and Interpretations (hereinafter collectively referred to as the "HKFRSs") issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 January 2023. 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 consolidated financial statements and amounts reported for the current and prior periods.

The Group has not applied the new and revised HKFRSs that have been issued but are not yet effective. The Directors do not anticipate that the application of these new or revised standards and amendments will have material impact on the condensed consolidated financial statements.

2. 編製基準(續)

遵照香港會計準則第34號編製中期財務賬目需要管理層每年作出影響會計政策之應用以及資產與負債、收入及開支之呈報金額之判斷、估計及假設。實際結果可能有別於該等估計。

編製中期財務賬目所採納之會計政策與編製本集團截至二零二二年十二月三十一日止年度之綜合財務賬目所遵循者一致。

3. 採納新訂及經修訂香港財務報告準則

於本期間，本集團採納香港會計師公會頒佈與其經營有關之全部新訂及經修訂香港財務報告準則、香港會計準則及詮釋(以下統稱為「香港財務報告準則」)，該等準則於二零二三年一月一日開始之會計年度生效。採納該等新訂及經修訂香港財務報告準則並無導致本集團會計政策、本集團綜合財務賬目之呈列及於本期間及過往期間之呈報金額出現重大變動。

本集團並未應用已頒佈但尚未生效之新訂及經修訂香港財務報告準則。董事預期應用此等新訂或經修訂準則及修訂本不會對簡明綜合財務賬目造成重大影響。



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4. REVENUE AND SEGMENT INFORMATION

(a) Disaggregation of revenue

All revenue generated by the Group were derived from the People's Republic of China (the "PRC") and recognised at a point in time. Disaggregation of revenue from contracts with customers by major products or service lines is as follows.

4. 收益及分部資料

(a) 收益分類

本集團所有收益均來自中華人民共和國(「中國」)，並於特定時間點確認。來自客戶合約的收益按主要產品或服務線分類如下。

	Continuing Operations			Discontinued Operations	
	持續經營業務			已終止經營業務	
	Lithium Ion Motive Battery Business 鋰離子動力電池業務 HK\$'000 千港元	Internet Sales Business 互聯網銷售業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Property and Cultural Business 物業及文化業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Period ended 30 June 2023 (Unaudited):	截至二零二三年六月三十日止期間 (未經審核):				
Major product/services	主要產品/服務				
Batteries	70,326	-	70,326	-	70,326
Period ended 30 June 2022 (Unaudited):	截至二零二二年六月三十日止期間 (未經審核):				
Major product/services	主要產品/服務				
Batteries	52,589	-	52,589	-	52,589
Properties	-	-	-	271	271
Provision of event production service	-	-	-	4,624	4,624
Internet sales	-	627	627	-	627
	52,589	627	53,216	4,895	58,111



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4. REVENUE AND SEGMENT INFORMATION (Continued)

4. 收益及分部資料(續)

(b) Segment Information

(b) 分部資料

Information about reportable segments' profit or loss, assets and liabilities are as follows:

有關可呈報分部溢利或虧損、資產及負債的資料如下：

	Continuing Operations			Discontinued Operations	
	持續經營業務			已終止經營業務	
	Lithium Ion Motive Battery Business 鋰離子動力電池業務 HK\$'000 千港元	Internet Sales Business 互聯網銷售業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Property and Cultural Business 物業及文化業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Period ended 30 June 2023 (Unaudited):	截至二零二三年六月三十日止期間 (未經審核):				
Revenue from external customers	70,326	-	70,326	-	70,326
Segment loss	(25,276)	(286)	(25,562)	-	(25,562)
Depreciation of property, plant and equipment	28,129	34	28,163	-	28,163
Depreciation of right-of-use assets	2,399	229	2,628	-	2,628
Additions to segment non-current assets	4,009	-	4,009	-	4,009
At 30 June 2023 (Unaudited):	於二零二三年六月三十日 (未經審核):				
Segment assets	605,951	3,678	609,629	-	609,629
Segment liabilities	220,493	2,418	222,911	-	222,911
Period ended 30 June 2022 (Unaudited):	截至二零二二年六月三十日止期間 (未經審核):				
Revenue from external customers	52,589	627	53,216	4,895	58,111
Segment loss	(35,382)	(2,406)	(37,788)	(8,810)	(46,598)
Depreciation of property, plant and equipment	32,229	34	32,263	246	32,509
Depreciation of right-of-use assets	2,589	246	2,835	1,453	4,288
Additions to segment non-current assets	2,089	-	2,089	23	2,112
At 31 December 2022 (Audited):	於二零二二年十二月三十一日 (經審核):				
Segment assets	687,009	4,385	691,394	-	691,394
Segment liabilities	254,818	2,779	257,597	-	257,597



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4. REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment Information (Continued)

Reconciliation of profit or loss is set out below:

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
Total loss of reportable segments	可呈報分部總虧損	(25,562)	(46,598)
Corporate and unallocated loss	企業及未分配虧損	(8,110)	(10,393)
Reclassification of discontinued operations	已終止經營業務之重新分類	-	8,810
Loss for the period	本期間虧損	(33,672)	(48,181)

5. OTHER INCOME

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
Gain on disposal of right-of-use asset	出售使用權資產之收益	8,257	-
Gain on disposal of scrap products	出售廢料收益	1,049	1,047
Interest income	利息收入	242	216
Fire insurance claim income	火災保險賠付收入	-	5,786
Rental income	租金收入	-	712
Others	其他	65	303
		9,613	8,064
Representing	佔		
Continuing operations	持續經營業務	9,613	7,245
Discontinued operations	已終止經營業務	-	819
		9,613	8,064

4. 收益及分部資料(續)

(b) 分部資料(續)

溢利或虧損對賬載列如下：

5. 其他收入



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6. FINANCE COSTS

6. 融資成本

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest expenses on borrowings	借貸利息開支	2,094	7,647
Lease interests	租賃利息	376	714
		2,470	8,361
Less: Interest capitalisation	減：利息資本化	-	(4,385)
		2,470	3,976
Representing	佔		
Continuing operations	持續經營業務	2,470	3,694
Discontinued operations	已終止經營業務	-	282
		2,470	3,976



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7. INCOME TAX

No provision for Hong Kong profits tax was required since the Group has no assessable profits in Hong Kong for the periods presented.

According to the Law of the PRC on Enterprise Income Tax, all group companies operating in the PRC are subject to the applicable tax rate of 25%, except for certain subsidiaries that are qualified for the tax benefit of being the National High-tech Enterprise in the PRC, that are entitled to a preferential tax rate of 15% during year of 2023.

8. LOSS FOR THE PERIOD

The Group's loss for the period is stated after charging the following:

(a) Continuing Operations

7. 所得稅

由於本集團於所示期間並無香港應課稅溢利，故毋須計提香港利得稅撥備。

根據中國企業所得稅法，於中國經營的所有集團公司須按適用稅率25%繳納稅項，惟若干附屬公司符合資格享有中國國家高新技術企業之稅務優惠，可於二零二三年享受優惠稅率15%。

8. 本期間虧損

本集團於本期間之虧損於扣除以下各項後列示：

(a) 持續經營業務

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年	2022 二零二二年
		HK\$'000 千港元	HK\$'000 千港元
Cost of sales	銷售成本	66,396	50,660
Depreciation of property, plant and equipment	物業、廠房及設備折舊	28,174	32,644
Depreciation of right-of-use assets	使用權資產折舊	3,007	3,230
Research and development expenses (including depreciation and staff costs)	研究及開發開支 (包括折舊及員工成本)	7,073	1,926
Directors' emoluments	董事酬金	2,652	2,652
Staff costs (including Directors' emoluments):	員工成本(包括董事酬金):		
Salaries, bonus and allowances	薪酬、獎金及津貼	14,796	18,176
Retirement benefits scheme contributions	退休福利計劃供款	1,776	1,914



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8. LOSS FOR THE PERIOD (Continued)

(b) Discontinued Operations

Cost of sales	銷售成本	-	3,953
Depreciation of property, plant and equipment	物業、廠房及設備折舊	-	246
Depreciation of right-of-use assets	使用權資產折舊	-	1,453
Staff costs:	員工成本：		
Salaries, bonus and allowances	薪酬、獎金及津貼	-	6,747
Retirement benefits scheme contributions	退休福利計劃供款	-	580

9. DIVIDENDS

The Directors do not recommend the payment of an interim dividend for the period (2022: nil).

8. 本期間虧損(續)

(b) 已終止經營業務

(Unaudited) (未經審核)	
Six months ended 30 June 截至六月三十日止六個月	
2023	2022
二零二三年	二零二二年
HK\$'000	HK\$'000
千港元	千港元

9. 股息

董事並無建議派付本期間之中期股息(二零二二年：無)。



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10. LOSS PER SHARE

(a) From continuing and discontinued operations

Basic loss per share

The calculation of basic loss per share is based on the loss attributable to owners of the Company of approximately HK\$27,620,000 (six months ended 30 June 2022: HK\$46,849,000) and the weighted average number of 1,483,486,700 (six months ended 30 June 2022: 1,236,493,700) ordinary shares in issue during the period.

Diluted loss per share

No diluted loss per share is presented as the Company did not have any dilutive potential ordinary shares during the current and prior periods.

(b) From continuing operations

Earnings for the purposes of calculating basic and diluted earnings per share from continuing operations is based on the loss for the Reporting Period of approximately HK\$27,620,000 (six months ended 30 June 2022: HK\$41,854,000) attributable to owners of the Company. Denominators used for basic and diluted earnings per share are same as those detailed above.

(c) From discontinued operations

No basic/diluted earnings per share from discontinued operation are presented for the Reporting Period.

For the six months ended 30 June 2022, earnings for the purposes of calculating basic and diluted earnings per share from discontinued operations are based on the loss for the period of approximately HK\$4,995,000 attributable to owners of the Company. Denominators used for basic and diluted earnings per share are same as those detailed above.

10. 每股虧損

(a) 來自持續經營及已終止經營業務

每股基本虧損

每股基本虧損乃按本公司擁有人應佔虧損約27,620,000港元(截至二零二二年六月三十日止六個月: 46,849,000港元)及於本期間已發行普通股之加權平均數1,483,486,700股(截至二零二二年六月三十日止六個月: 1,236,493,700股)計算。

每股攤薄虧損

於當前及以往期間內,由於本公司並無任何具攤薄潛力之普通股,故並無呈列每股攤薄虧損。

(b) 來自持續經營業務

就計算持續經營業務每股基本及攤薄盈利使用的盈利乃根據本公司擁有人應佔報告期間虧損約27,620,000港元(截至二零二二年六月三十日止六個月: 41,854,000港元)計算。所用分母與上文所詳述的每股基本及攤薄盈利所用分母相同。

(c) 來自已終止經營業務

於報告期間,並無呈列已終止經營業務每股基本/攤薄盈利。

截至二零二二年六月三十日止六個月,就計算已終止經營業務每股基本及攤薄盈利使用的盈利乃根據本公司擁有人應佔本期間虧損約4,995,000港元計算。所用分母與上文所詳述的每股基本及攤薄盈利所用分母相同。



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11. DISCONTINUED OPERATIONS

On 10 October 2022, the Group disposed its 64.6% indirectly owned subsidiary Nanjing Rongzhou Cultural Industry Investment Company Limited* (南京容州文化產業投資有限公司) and its subsidiaries (the “Disposal Group”) at cash consideration of RMB20,000,000 (equivalent to approximately HK\$23,200,000) to an independent third party, since then the Group’s Property and Cultural Business was discontinued.

No results and cash flows were arisen from the Property and Cultural Business in the Reporting Period. For the results and cash flows for the six months ended 30 June 2022, which have been classified as discontinued operations and included in the unaudited condensed consolidated financial statements, are as follows:

11. 已終止經營業務

於二零二二年十月十日，本集團以現金代價人民幣20,000,000元（相等於約23,200,000港元）向獨立第三方出售其間接擁有64.6%的附屬公司南京容州文化產業投資有限公司及其附屬公司（「出售集團」），此後本集團的物業及文化業務終止。

於報告期間，物業及文化業務並無產生業績及現金流量。截至二零二二年六月三十日止六個月的業績及現金流量（已分類為已終止經營業務並計入未經審核簡明綜合財務報表）如下：

		(Unaudited) (未經審核) Six months ended 30 June 2022 截至 二零二二年 六月三十日 止六個月 HK\$'000 千港元
Revenue	收益	4,895
Cost of sales	銷售成本	(3,953)
Gross profit	毛利	942
Other income	其他收入	819
Distribution and selling expenses	分銷及銷售開支	(1,905)
Administrative expenses	行政開支	(8,384)
Loss from operations	經營虧損	(8,528)
Finance costs	融資成本	(282)
Loss before tax	除稅前虧損	(8,810)
Income tax	所得稅	-
Loss for the period	本期間虧損	(8,810)
Operating cash flows	經營現金流量	(44,455)
Investing cash flows	投資現金流量	48,529
Financing cash flows	融資現金流量	(9,703)
Total cash flows	現金流量總額	(5,629)



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11. DISCONTINUED OPERATIONS (Continued)

For the purpose of presenting discontinued operations, the unaudited comparative consolidated statement of profit or loss and other comprehensive income and the related notes have been re-presented as if the operations discontinued had been discontinued at the beginning of the comparative period.

12. PROPERTY, PLANT AND EQUIPMENT

During the Reporting Period, the Group has acquired property, plant and equipment of approximately HK\$1,435,000.

13. RIGHT-OF-USE ASSETS

During the Reporting Period, the Group entered into certain lease agreements for office premises, and therefore recognised the additions to right-of-use assets of approximately HK\$2,574,000.

14. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

11. 已終止經營業務(續)

為呈列已終止經營業務而言，未經審核比較綜合損益及其他全面收益表及相關附註已重新呈列，猶如已終止經營業務於比較期間開始時已終止經營。

12. 物業、廠房及設備

於報告期間，本集團購入約1,435,000港元之物業、廠房及設備。

13. 使用權資產

於報告期間，本集團就辦公室物業訂立若干租賃協議，因此已確認添置使用權資產約2,574,000港元。

14. 應收貿易賬款及其他應收賬款、訂金及預付款項

		(Unaudited) (未經審核) 30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	(Audited) (經審核) 31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元
Trade receivables	應收貿易賬款	29,820	14,174
Less: Impairment losses	減：減值虧損	(1,334)	(1,398)
		28,486	12,776
Value-added tax receivables	應收增值稅	11,307	12,362
Consideration receivable from vendor of disposal of subsidiaries	賣方出售附屬公司的應收代價	10,798	11,317
Amounts due from the disposed subsidiaries	應收已出售附屬公司的款項	196,624	230,163
Other receivables, deposits and prepayments	其他應收賬款、訂金及預付款項	37,569	33,840
		284,784	300,458



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14. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Trade receivables

The Group allows an average credit period of 30 to 60 days to its customers which are state-owned enterprise or those with guarantee provided, and cash on delivery for other customers. The following is an aging analysis of trade receivables, presented based on the invoice date at the end of the periods.

14. 應收貿易賬款及其他應收賬款、訂金及預付款項(續)

應收貿易賬款

本集團給予國有企業或獲提供擔保之客戶之平均除賬期為30至60日不等，而其他客戶則為現金交付。以下為按發票日期呈列於期末之應收貿易賬款之賬齡分析。

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元
0 to 60 days	0至60日	25,743	8,086
61 to 90 days	61至90日	533	2,150
Over 90 days	逾90日	2,210	2,540
		28,486	12,776



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務賬目附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

15. TRADE AND OTHER PAYABLES

15. 應付貿易賬款及其他應付賬款

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 June 2023 二零二三年 六月三十日	31 December 2022 二零二二年 十二月三十一日
		HK\$'000 千港元	HK\$'000 千港元
Trade payables	應付貿易賬款	50,234	40,302
Amounts payable on acquisition of property, plant and equipment	收購物業、廠房及 設備之應付款項	110,364	126,736
Amount due to a disposed subsidiary	應付一間已出售附屬公司的款項	-	2,853
Accruals and other payables	應計費用及其他應付賬款	90,769	108,577
		251,367	278,468

An aging analysis of trade payables at the end of the periods, based on invoice dates, is as follows:

以下為於期末之應付貿易賬款，按發票日期呈列之賬齡分析：

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 June 2023 二零二三年 六月三十日	31 December 2022 二零二二年 十二月三十一日
		HK\$'000 千港元	HK\$'000 千港元
0 to 60 days	0至60日	27,308	12,806
61 to 90 days	61至90日	153	314
Over 90 days	逾90日	22,773	27,182
		50,234	40,302



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務賬目附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

16. BORROWINGS

Borrowings for the periods presented are unsecured, denominated in HK\$ and repayable within 1 year.

17. AMOUNT DUE TO THE CONTROLLING SHAREHOLDER

The amount was unsecured, non-interest bearing and has no fixed repayment terms.

18. SHARE CAPITAL

Authorised:

Ordinary shares of HK\$0.10 each
at 1 January 2022, 31 December 2022,
1 January 2023 and 30 June 2023

法定：

於二零二二年一月一日、
二零二二年十二月三十一日、
二零二三年一月一日及
二零二三年六月三十日之
每股面值0.10港元之普通股

Number of shares 股份數目	HK\$'000 千港元
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2,000,000,000	200,000
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Issued and fully paid:

At 1 January 2022
Issue of shares upon share placement

已發行及繳足：

於二零二二年一月一日
股份配售後發行股份

1,236,493,700	123,650
246,993,000	24,699

At 31 December 2022,
1 January 2023 and
30 June 2023

於二零二二年十二月三十一日、
二零二三年一月一日及
二零二三年六月三十日

1,483,486,700	148,349
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19. CONTINGENT LIABILITIES

At the end of the Reporting Period, the Group did not have any material contingent liabilities (31 December 2022: nil).

16. 借貸

所呈列期間之借貸為無抵押、以港元計值及須於1年內還款。

17. 應付控股股東賬款

有關款項為無抵押、免息及無固定還款期。

18. 股本

19. 或然負債

於報告期間末，本集團並無任何重大或然負債(二零二二年十二月三十一日：無)。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務賬目附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

20. CAPITAL COMMITMENTS

The Group's capital commitments at the end of the periods are as follows:

20. 資本承擔

於期末，本集團之資本承擔如下：

	(Unaudited) (未經審核)	(Audited) (經審核)
	30 June 2023 二零二三年 六月三十日	31 December 2022 二零二二年 十二月三十一日
	HK\$'000 千港元	HK\$'000 千港元
Contracted but not provided for:		
– Property, plant and equipment	38,287	40,759
– Investment in an associate	19,436	27,161
	57,723	67,920

21. RELATED PARTY TRANSACTIONS

Key management personnel remuneration

The emoluments of the Directors, who are also identified as members of key management of the Group, are set out in Note 8.

21. 關連人士交易

主要管理人員之薪酬

董事(亦為本集團主要管理層成員)之酬金載列於附註8。

22. APPROVAL OF INTERIM FINANCIAL STATEMENTS

The Interim Financial Statements were approved and authorised for issue by the Board on 30 August 2023.

22. 批准中期財務賬目

中期財務賬目已於二零二三年八月三十日獲董事會批准及授權刊發。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論與分析

BUSINESS REVIEW

Lithium Ion Motive Battery Business

In the first half of 2023, lithium ion battery industry in the PRC continued to flourish, though experience a downward sloping growth, the national production volume still exceeded 400GWh, representing a growth of over 43%, industrial revenue reached RMB600 billion. The use of lithium ion battery covered energy storage devices, electric vehicles, electric motor cycles, home appliance, digital products including computers and mobile phone, etc.. Among the various users of lithium ion motive battery, the Group's key customers were manufacturers of household appliance, electric two-wheeled vehicles and other small electric tools.

During the Reporting Period, domestic household appliance market in the PRC was comparatively stable, national sales and export amount reached RMB371.1 billion and RMB296.7 billion respectively, representing a growth rate of 2.8% and 5.2% respectively compared to same period last year. Disregarding the performance of large appliances and kitchen appliances, retail sales of different kinds of cleaning devices, which were generally equipped with lithium ion motive battery, experienced a sales growth of 5% to 9.5%. Considering the intelligent and automated development trend of those devices, it is expected that future demand for such products will keep growing.

On the other hand, electric two-wheeled vehicles had become more popular in the PRC, total sales volume in the PRC for the year 2022 represented over 70% on global sales. With the New National Standards which was implemented in 2019 offering a transitional period of 3-5 years for those electric two-wheeled vehicles which did not meet the new requirements from being prohibited on road, it was estimated that market demand for electric two-wheeled vehicles will continue to raise in the near future in response of the vehicle's replacement needs and its increasing popularity.

Benefited by the upward market performance, sales revenue of the Group had been increased by HK\$17.1 million or 32.15% in the Reporting Period, the management held positive views on the sales performance in the second half of 2023.

業務回顧

鋰離子動力電池業務

二零二三年上半年，鋰離子電池行業在中國繼續蓬勃發展，雖然增長速度有所減慢，全國鋰離子電池產量仍超過400吉瓦時，增長率超過43%，工業收益達到人民幣6,000億元。鋰離子電池的用途涵蓋儲能裝置、電動汽車、電動摩托車、家用電器、電子產品(包括電腦及流動電話等)。在眾多鋰離子動力電池的使用者中，本集團的主要客戶為家用電器、電動兩輪車及其他小型電氣工具的製造商。

報告期間，中國國內家用電器市場相對穩定，全國銷售及出口金額分別達到人民幣3,711億元及人民幣2,967億元，較去年同期分別增長2.8%及5.2%。撇除大型電器及廚房電器的表現，通常配備鋰離子動力電池的各種清潔裝置的銷售增長介乎5%至9.5%。經考慮此等裝置智能及自動化的發展趨勢，預計未來對此類產品的需求將繼續增長。

在另一方面，電動兩輪車在中國越來越受歡迎，二零二二年中國的總銷量佔全球銷售量逾70%。隨著二零一九年實施的新國家標準為不符合新要求的電動兩輪車提供免於禁止行駛的3-5年過渡期，預期市場對電動兩輪車的需求將在未來短期內繼續上升，以應對電動兩輪車的替換需求及日益普及。

受惠於市場表現上升帶動，本集團的銷售收益於報告期間新增1,710萬港元，增幅為32.15%。管理層對二零二三年下半年的銷售表現持正面意見。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論與分析

Internet Sales Business

In the Reporting Period, operation of the Group's Internet Sales Business was limited, the management will remeasure its continuance and may discontinue this business in current year.

Prospect

After shifting the Group's core production activities from phase I to phase II production base in Weinan, Shaanxi in mid-2021, and experiencing the production pressure to catch up with the increasing sales orders, the Group is planning to better deploy its resources in the development of its current production base in the near future, which include certain modification work and relocation of current facilities, machines and equipment. It was anticipated that modification work will enhance the production capacity of the Group, thus enable the Group to capture future potential growth in the lithium ion battery market, as well as to enjoy the advantage from scale production and reduction in marginal cost. In the meantime, the Group will keep on developing new battery products and work closely with its suppliers and customers to develop more tailor-made battery products specialised for their needs. Apart from current 18650 lithium ion battery, the Group may also involve in the production of lithium iron phosphate battery, prismatic lithium ion battery, or other kinds of battery products in order to further diversify its product portfolio and expand its customer base, eventually strengthen its position in the battery market.

FINANCIAL REVIEW

Revenue and gross profit margin

In the Reporting Period, the Group's revenue was derived from its Lithium Ion Motive Battery Business, which had been increased from HK\$52,589,000 for the six months ended 30 June 2022, to HK\$70,326,000 in current period mainly due to the increase in sales to current customers. Gross profit margin was 5.6% which was comparable to 5.8% for the same period last year.

Other income

Other income for the Reporting Period increased from approximately HK\$7,245,000 to approximately HK\$9,613,000, which mainly represented gain on disposal of right-of-use asset of HK\$8,257,000.

Distribution and selling expenses

Distribution and selling expenses for the Reporting Period were HK\$2,290,000 (for the six months ended 30 June 2022: HK\$2,316,000) which mainly represented staff costs and entertainment expenses.

互聯網銷售業務

報告期間，本集團互聯網銷售業務的經營受限，管理層將重新評估其持續性，且或於本年度終止經營該業務。

展望

在二零二一年年中本集團將核心生產活動從陝西渭南一期生產基地轉移至二期生產基地，並經歷了趕上銷售訂單上漲的生產壓力後，本集團近期正計劃優化部署資源發展其現有生產基地，包括若干改裝工程及現有設施、機器及設備的搬遷。預計改裝工程將提高本集團的生產能力，從而使本集團能夠把握鋰離子電池市場未來的潛在增長，並享受規模生產及降低邊際成本的優勢。與此同時，本集團將繼續開發新電池產品，並與供應商及客戶緊密合作，開發更多切合其需求的定制電池產品。除目前的18650鋰離子電池外，本集團亦可能參與生產磷酸鐵鋰電池、方形鋰離子電池或其他類型電池產品，以進一步擴展其產品組合及客戶群，最終鞏固其於電池市場的地位。

財務回顧

收益及毛利率

於報告期間，本集團的收益源自鋰離子動力電池業務，其收益由二零二二年六月三十日止六個月的52,589,000港元增加至本期間的70,326,000港元，主要由於現有客戶的銷售額上升。毛利率為5.6%，與去年同期的5.8%相若。

其他收入

報告期間的其他收入由約7,245,000港元上升至約9,613,000港元，主要為出售使用權資產收益8,257,000港元。

分銷及銷售開支

報告期間的分銷及銷售開支為2,290,000港元（截至二零二二年六月三十日止六個月：2,316,000港元），主要為員工成本以及接待開支。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論與分析

Administrative expenses

As the Group's Interest Sales Business was inactive in the Reporting Period, together with other cost-control policy implemented, administrative expenses decreased from HK\$51,972,000 to HK\$42,455,000.

Finance costs

Finance costs for the Reporting Period dropped to approximately HK\$2,470,000 due to partial repayment of loan in late 2022.

Basic and diluted loss per share

Basic and diluted loss per share for the Reporting Period was HK1.86 cents as compared to HK3.79 cents for the six months ended 30 June 2022.

HUMAN RESOURCES DEVELOPMENT

As at 30 June 2023, the Group employed a total of approximately 328 employees (31 December 2022: 342 employees). The Group has provided training to its employees to update their expertise and enhance their skills and development. Competitive remuneration packages and fringe benefits, including provident fund contributions and medical insurance, are provided to attract, retain and motivate the employees of the Group.

INTERIM DIVIDEND

The Directors do not recommend the payment of an interim dividend for the Reporting Period (for the six months ended 30 June 2022: nil).

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2023, the Group's bank and cash balances amounted to approximately HK\$1,629,000 (31 December 2022: HK\$6,252,000). Gearing ratio, which was expressed as a percentage of total borrowings over total equity, was 18.24% (31 December 2022: 15.50%).

行政開支

由於報告期間本集團的互聯網銷售業務並不活躍，再加上實施其他成本控制政策，行政開支由51,972,000港元下降至42,455,000港元。

融資成本

報告期間內的融資成本下跌至約2,470,000港元，原因是於二零二二年底償還部份貸款所致。

每股基本及攤薄虧損

報告期間的每股基本及攤薄虧損為1.86港仙，而截至二零二二年六月三十日止六個月則為3.79港仙。

人力資源發展

於二零二三年六月三十日，本集團聘用合共約328名僱員（二零二二年十二月三十一日：342名僱員）。本集團已為僱員提供培訓，以更新其專業知識、提升其專業技能及發展。本集團提供具有競爭力的薪酬待遇及福利（包括公積金供款及醫療保險）以吸引、挽留及激勵本集團僱員。

中期股息

董事不建議派付報告期間之中期股息（截至二零二二年六月三十日止六個月：無）。

流動資金及財務資源

於二零二三年六月三十日，本集團的銀行及現金結餘約為1,629,000港元（二零二二年十二月三十一日：6,252,000港元）。資產負債比率（以總借貸除以總權益百分比表示）為18.24%（二零二二年十二月三十一日：15.50%）。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論與分析

BORROWINGS AND PLEDGE OF ASSETS

Details of pledged assets are set out in Note 16.

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

During the Reporting Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

EXCHANGE EXPOSURE

As the Group's operations were mainly conducted in the PRC and the majority of the sales and purchases were transacted in RMB, the Directors were of the view that the Group's operating cash flows and liquidity were not subject to significant foreign exchange rate risks and therefore no hedging arrangements were made. However, the Group will review and monitor the relevant foreign exchange exposure from time to time based on its business development requirements and may enter into foreign exchange hedging arrangements when appropriate.

CONTINGENT LIABILITY

As at 30 June 2023, the Group did not have any material contingent liabilities (31 December 2022: nil).

借貸及資產抵押

資產抵押之詳情載列於附註16。

購買、出售或贖回本公司上市證券

於報告期間，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。

外匯風險

由於本集團業務主要於中國經營，並且買賣主要以人民幣交易，董事認為本集團之營運現金流及流動資金不存在重大外匯匯率風險，因此沒有作任何對沖安排。然而，本集團將按其業務發展需求，不時檢討和監察相關的外匯風險，並在適當時候訂立外匯對沖安排。

或然負債

於二零二三年六月三十日，本集團並無任何重大或然負債(二零二二年十二月三十一日：無)。



OTHER INFORMATION

其他資料

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2023, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the laws of Hong Kong) ("SFO")), which were required to be 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 the Directors and chief executive of the Company were deemed or taken to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be recorded in the register therein, or 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 10 to the Listing Rules were as follows:

(i) Long positions in the issued Shares

Name of Director	Note	Capacity or nature of interests	Number of issued ordinary Shares held	Percentage of the total issued share capital of the Company 佔本公司 已發行股本總額 之百分比
董事姓名	附註	身份或權益性質	所持已發行 普通股數目	
Cheng Hung Mui 鄭紅梅	1	Interest of controlled corporation 受控制法團之權益	775,894,533	52.30%

Note

- 1 The entire issued share capital of Double Key is wholly owned by Ms. Cheng Hung Mui, an executive Director. Therefore, Ms. Cheng Hung Mui is deemed to be interested in the shares of the Company (the "Shares") held by Double Key pursuant to the SFO. As at 30 June 2023, Double Key held 775,894,533 Shares.

附註

- 1 倍建之全部已發行股本由執行董事鄭紅梅女士全資擁有。因此，根據證券及期貨條例，鄭紅梅女士被視為於倍建所持本公司股份(「股份」)中擁有權益。於二零二三年六月三十日，倍建持有775,894,533股股份。

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於二零二三年六月三十日，本公司董事及主要行政人員於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例有關條文本公司董事及主要行政人員被視為或被當作擁有之權益及淡倉)，或根據證券及期貨條例第352條須記錄於該條文所述之登記冊之權益及淡倉，或須根據上市規則附錄十所載之上市發行人董事進行證券交易之標準守則(「標準守則」)須知會本公司及聯交所之權益及淡倉如下：

(ii) 於已發行股份之好倉



OTHER INFORMATION

其他資料

(ii) Long positions in the shares of the associated corporation (ii) 於相聯法團股份之好倉

Name of Director	Nature of interest	Name of associated corporation	Number of Shares held	Percentage of interest in the associated corporation
董事姓名	權益性質	相聯法團名稱	所持股份數目	佔相聯法團權益之百分比
Cheng Hung Mui 鄭紅梅	Corporate interest 法團權益	Double Key 倍建	100	100%

Apart from the foregoing, as at 30 June 2023, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be 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 were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) are otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所述者外，於二零二三年六月三十日，概無董事及本公司主要行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有或被視作擁有任何(i)根據證券及期貨條例第XV部第7及8分部規定須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例有關條文被當作或視為擁有之權益或淡倉）；或(ii)根據證券及期貨條例第352條須記錄於該條所述之登記冊中之權益或淡倉；或(iii)根據標準守則須知會本公司及聯交所之權益或淡倉。



OTHER INFORMATION

其他資料

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2023, according to the register kept by the Company pursuant to section 336 of the SFO and, so far as is known to the Directors, the persons or entities who had an interest or a short position 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 who were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company, or of any other company which is a member of the Group, or in any options in respect of such share capital were as follows:

Long positions

Name of substantial shareholder	Note	Capacity	Number of issued ordinary Shares held/underlying Shares 所持已發行普通股/ 相關股份數目	Percentage of the total issued share capital of the Company 佔本公司已發行股本總額之百分比
主要股東姓名/名稱	附註	身份		
Double Key 倍建	1	Beneficial owner 實益擁有人	775,894,533	52.30%
Cheng Hung Mui 鄭紅梅	1	Interest of controlled corporation 受控制法團之權益	775,894,533	52.30%
Cui Qiang 崔強		Beneficial owner 實益擁有人	105,810,750	7.13%
Leung Ka Chun 梁家駿		Beneficial owner 實益擁有人	101,824,000	6.86%

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零二三年六月三十日，根據本公司按證券及期貨條例第336條而備存的登記冊以及就董事所知，於本公司股份或相關股份中擁有須根據證券及期貨條例第XV部第2及第3分部條文向本公司披露之權益或淡倉，或直接或間接擁有在任何情況下附有本公司或本集團任何其他成員公司的股東大會投票權的任何類別股本面值或有關該等股本之任何購股權之5%或以上權益的人士或實體如下：

好倉



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Note

- 1 The entire issued share capital of Double Key is wholly owned by Ms. Cheng Hung Mui, an executive Director. Therefore, Ms. Cheng Hung Mui is deemed to be interested in the Shares held by Double Key pursuant to the SFO. As at 30 June 2023, Double Key held 775,894,533 Shares.

Save as disclosed above, as at 30 June 2023, the Company has not been notified by any persons (other than the Directors and chief executive of the Company, whose interests are set out in the section “Directors’ and chief executive’s interests and short positions in Shares, underlying Shares and debentures” above), who had interests or short positions in the Shares or underlying Shares which would fall to be discloseable to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

SHARE OPTIONS

To enable the Company to grant share options to eligible participants as incentives or rewards for their contributions to the success of the Group upon the expiry of the Group’s share option scheme adopted in 2012, in the annual general meeting of the Company held on 5 July 2022, a new share option scheme (“**2022 Share Option Scheme**”) valid for 10 years was adopted. The terms of the 2022 Share Option Scheme are in line with the provisions of Chapter 17 of the Listing Rules. Under the 2022 Share Option Scheme, the Board may grant options to employees (full-time or part-time) and directors (excluding independent non-executive directors) (“**Eligible Participants**”). The basis of eligibility of each Eligible Participants shall be determined by the Board taking into account such factors as the Board may at its discretion consider appropriate. The Directors will assess the eligibility of the Eligible Participants based on their general working performance, time commitment, working experience, responsibilities and employment conditions according to the prevailing market practice and industry standard, or where appropriate, contribution or potential contribution to the revenue, profits or business development of the Group.

附註

- 1 倍建之全部已發行股本由執行董事鄭紅梅女士全資擁有。因此，根據證券及期貨條例，鄭紅梅女士被視為於倍建所持股份中擁有權益。於二零二三年六月三十日，倍建持有775,894,533股股份。

除上文所披露者外，於二零二三年六月三十日，概無任何人士（不包括本公司董事及主要行政人員，彼等之權益載列於上文「董事及主要行政人員於股份、相關股份及債券之權益及淡倉」一節）知會本公司，其於股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司披露之權益或淡倉，或根據證券及期貨條例第336條，記錄於該條例內規定本公司須備存之登記冊內之權益或淡倉。

購股權

待本集團於二零一二年採納的購股權計劃到期後，為使本公司能夠向合資格參與者授出購股權，作為其對本集團成功作出貢獻的激勵或獎勵，於二零二二年七月五日舉行的本公司股東週年大會上採納了一項有效期為十年的新購股權計劃（「**二零二二年購股權計劃**」）。二零二二年購股權計劃之條款符合上市規則第十七章的規定。根據二零二二年購股權計劃，董事會可向僱員（全職或兼職）及董事（不包括獨立非執行董事）（「**合資格參與者**」）授出購股權。每名合資格參與者的資格基準應由董事會經考慮董事會酌情認為適當的因素而釐定。董事將按照現行市場慣例及行業標準，或（如適用）對本集團收入、溢利或業務發展的貢獻或潛在貢獻，根據合資格參與者的一般工作表現、時間投入、工作經驗、職責及僱傭條件評估合資格參與者的資格。



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In each grant of options, the Board may at its discretion determine the specific exercise period and exercise price. The exercise price shall not be less than the higher of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of granting the offer, which must be a business day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date of granting the offer; and (iii) the nominal value of a Share on the date of granting the offer.

More details on the 2022 Share Option Scheme are contained in the circular of the Company dated 31 May 2022, its terms are also published on 9 June 2022 on the respective websites of the Stock Exchange and the Company.

As at 30 June 2023, the total number of Shares available for issue under the Scheme was 123,649,370 Shares which represented 10% of the total number of ordinary Shares in issue for the time being. The number of Shares in respect of which options may be granted to any individual is not permitted to exceed 1% of the issued share capital of the Company for the time being.

As at the date of this report, no share option has been granted by the Company under the 2022 Share Option Scheme.

EVENTS AFTER THE REPORTING PERIOD

On 7 June 2023, the Company announced (i) the proposed increase in the existing authorised share capital of the Company from HK\$200,000,000 divided into 2,000,000,000 Shares to HK\$500,000,000 divided into 5,000,000,000 Shares by the creation of an additional 3,000,000,000 unissued Shares; and (ii) the proposed rights issue (the "**Rights Issue**") on the basis of three (3) rights share (the "**Rights Share**") for every four (4) existing Shares held on record date (being 28 September 2023 as disclosed in the circular dated 24 August 2023) at the subscription price of HK\$0.10 per Rights Share. The Rights Issue is expected to be completed on 26 October 2023, and up to 1,112,615,025 Rights Shares are expected to be allotted and issued to the Shareholders accordingly. The Company expects to raise up to approximately HK\$111.3 million before expenses through the Rights Issue and intends to utilize the proceeds from the Rights Issue to develop the Group's Lithium Ion Motive Battery Business, general working capital and to repay its borrowings. Details were set out in the Company's announcements dated 7 June 2023 and circular of the Company dated 24 August 2023. Dates or deadlines may be varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

於每次授出購股權時，董事會酌情決定指定行使期及行使價。行使價不得低於下列三者中之較高者：(i)股份於授出要約當日(須為營業日)在聯交所每日報價表所列之收市價；(ii)股份於緊接授出要約當日前五個營業日在聯交所每日報價表所列之平均收市價；及(iii)股份於授出要約當日的面值。

有關二零二二年購股權計劃的更多詳情載於本公司日期為二零二二年五月三十一日的通函，其條款亦於二零二二年六月九日刊載於聯交所及本公司各自的網站。

於二零二三年六月三十日，該計劃項下可供發行之股份總數為123,649,370股股份，相當於當時已發行普通股總數之10%。可能授予任何個人之購股權可認購之股份數目不得超逾本公司當時已發行股本之1%。

截至本報告日期，本公司並無根據二零二二年購股權計劃授出購股權。

報告期間後事項

於二零二三年六月七日，本公司宣佈(i)擬通過增設3,000,000,000股未發行股份，將本公司現有法定股本由200,000,000港元(分為2,000,000,000股股份)增加至500,000,000港元(分為5,000,000,000股股份)；及(ii)建議按於記錄日期(即二零二三年九月二十八日，日期為二零二三年八月二十四日之通函中披露)每持有四(4)股現有股份獲發三(3)股供股股份(「供股股份」)的基準進行供股(「供股」)，認購價為每股供股股份0.10港元。供股預計將於二零二三年十月二十六日完成，且預計最多1,112,615,025股供股股份將因此獲配發及發行予股東。本公司預計通過供股籌集最多約111,300,000港元(扣除開支前)，並擬利用供股所得款項發展本集團的鋰離子動力電池業務、一般營運資金及償還借貸。詳情載於本公司日期為二零二三年六月七日的公告及本公司日期為二零二三年八月二十四日之通函。日期或期限可由本公司更改。預期時間表如有任何更改，將於適當時候公佈或知會股東及聯交所。



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CORPORATE GOVERNANCE

The Company's corporate governance practices are based on the principles and code provisions (the “**Code Provisions**”) as set out in the Corporate Governance Code and Corporate Governance Report (the “**CG Code**”) contained in Appendix 14 of the Listing Rules.

The Company and the Directors strive to follow the internal control manuals and put in place sufficient resources to comply with the CG Code. During the Reporting Period, save for the deviations disclosed below, the Company had complied with all the applicable provisions set out in the CG Code:

Pursuant to Code Provision C.1.6 of the CG Code, independent non-executive Directors and non-executive Directors should attend general meetings of the Company. However, two independent non-executive Director was absent from the annual general meeting of the Company held on 23 June 2023 due to other business commitments. To ensure compliance with the CG Code in the future, the Company has arranged and will continue to arrange to furnish all Directors with appropriate information on all general meetings of the Company and take all reasonable measures to schedule meetings in such a way that all Directors can attend the general meetings.

Code Provision C.2.1 of the CG Code stipulates the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Tin Kong has been serving as the chairman and the chief executive officer of the Company (the “**CEO**”) following the resignation of Mr. Sheng Siguang as the CEO which was effective from 1 August 2019. Such practice deviates from Code Provision C.2.1 of the CG Code. The Board considers that the consolidation of these roles by Mr. Tin Kong provides strong and consistent leadership to the Company which facilitates effective planning and efficient management of the Company. The Board will keep reviewing this arrangement from time to time and should candidate with suitable knowledge, skills and experience be identified, the Company will make an appointment to fill the post as appropriate.

The Board will continuously review and improve the corporate governance practices and standards of the Company to ensure that business activities and decision making processes are regulated in a proper and prudent manner.

企業管治

本公司的企業管治常規乃以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**」)所載原則及守則條文(「**守則條文**」)為基礎。

本公司及董事致力遵循內部監控手冊及投放充足資源以遵守企業管治守則。於報告期間，除下文所披露之偏離外，本公司已遵守企業管治守則所載所有適用條文：

根據企業管治守則之守則條文第C.1.6條，獨立非執行董事及非執行董事應出席本公司的股東大會。然而，兩名獨立非執行董事因其他事務在身缺席本公司於二零二三年六月二十三日舉行的股東週年大會。為確保在日後遵守企業管治守則，本公司已安排並將繼續安排向全體董事提供有關本公司所有股東大會的適當資料，並採取合理措施訂定會議時間，使全體董事能夠出席股東大會。

企業管治守則之守則條文第C.2.1條規定主席及行政總裁之職責應有所區分及不應由同一人士擔任。田鋼先生自盛司光先生於二零一九年八月一日起辭任本公司行政總裁(「**行政總裁**」)後，一直擔任本公司之主席兼行政總裁。有關做法偏離了企業管治守則之守則條文第C.2.1條。董事會認為，由田鋼先生同時兼任該等職位為本公司提供強勁而貫徹之領導，令本公司之規劃及管理更為有效。董事會將不時檢討此安排及在覓得具備適當知識、技能及經驗之候選人時，本公司將適時作出委任以填補空缺。

董事會將持續檢討及改進本公司之企業管治常規及準則，以確保業務活動及決策過程乃以適當及審慎方式規管。



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AUDIT COMMITTEE AND REVIEW OF INTERIM REPORT

According to the Rule 3.21 of the Listing Rules, every listed issuer must establish an audit committee comprising non-executive directors only. The audit committee must comprise a minimum of three members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules. The majority of the audit committee members of the Company must be independent non-executive directors of the listed issuer. The audit committee must be chaired by an independent non-executive director.

The audit committee of the Company (the “**Audit Committee**”) comprises three independent non-executive Directors, namely, Mr. See Tak Wah (chairman of the Audit Committee), Dr. Ng Ka Wing and Mr. Wang Jinlin.

The Audit Committee is accountable to the Board and the main duties of the Audit Committee include the review and supervision of the Group’s financial reporting process and internal controls. The Audit Committee is provided with other resources enabling it to discharge its duties fully.

Disclosure of financial information in this interim report complies with Appendix 16 of the Listing Rules. The Audit Committee has reviewed with the management of the Company the accounting principles and practices adopted by the Group and has discussed internal controls and financial reporting matters including the review of the unaudited interim report for the Reporting Period.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules. Having made specific enquiry of all Directors by the Company, all Directors confirmed that they had complied with the required standards set out in the Model Code throughout the Reporting Period.

審核委員會及審閱中期報告

根據上市規則第3.21條，各上市發行人須成立僅由非執行董事組成的審核委員會。審核委員會須至少包括三名成員，上市規則第3.10(2)條規定其中至少一名為具備適當專業資格或會計或相關財務管理專業知識之獨立非執行董事。本公司審核委員會之大部分成員須為上市發行人之獨立非執行董事。審核委員會主席必須由一名獨立非執行董事擔任。

本公司審核委員會(「**審核委員會**」)包括三名獨立非執行董事，即施德華先生(審核委員會主席)、吳家榮博士及王金林先生。

審核委員會須對董事會負責，且審核委員會的主要職責包括審閱及監督本集團財務申報程序及內部監控。審核委員會獲提供其他資源讓其可全面履行職務。

本中期報告內之財務資料乃遵循上市規則附錄十六進行披露。審核委員會已與本公司管理層審閱本集團採納之會計原則及慣例，並已討論內部監控及財務申報事宜(包括審閱報告期之未經審核中期報告)。

董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載之標準守則。經本公司向全體董事作出具體查詢後，所有董事均確認彼等於報告期內已遵守標準守則所載列之規定標準。



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CAUTION STATEMENT

The Board wishes to remind investors that the above unaudited interim financial results and operational statistics for the six months ended 30 June 2023 and the corresponding period in 2022 are based on the Group's internal information. Investors should note that undue reliance on or use of such information may cause investment risks. Investors are advised to exercise caution when dealing in the securities of the Company.

This interim report contains forward-looking statements regarding the objectives and expectations of the Group with respect to its opportunities and business prospects. Such forward-looking statements do not constitute guarantees of future performance of the Group and are subject to factors that could cause the Company's actual results, plans and objectives to differ materially from those expressed in the forward-looking statements. These factors include, but not limited to, general industry and economic conditions, shifts in customer demands, and changes in government policies. The Group undertakes no obligation to update or revise any forward-looking statements to reflect subsequent events or circumstances.

By order of the Board
Tesson Holdings Limited
Tin Kong
Chairman

Hong Kong, 30 August 2023

* for identification purpose only

謹慎性陳述

董事會謹此提醒投資者，上述截至二零二三年六月三十日止六個月及二零二二年同期之未經審核中期財務業績及營運數據乃按本集團內部資料作出。投資者應注意不恰當信賴或使用以上資訊可能造成之投資風險。投資者在買賣本公司證券時務須小心謹慎。

本中期報告載有關於本集團就其商機及業務前景之目標及展望之前瞻性陳述。該等前瞻性陳述並不構成本集團對未來表現之保證，並可因各種因素而導致本公司實際業績、計劃及目標與前瞻性陳述所述者呈重大差異。該等因素包括(但不限於)一般行業及經濟狀況、客戶需求之改變，以及政府政策之變動。本集團並無義務更新或修訂任何前瞻性陳述以反映結算日後事項或情況。

承董事會命
天臣控股有限公司
主席
田鋼

香港，二零二三年八月三十日





天臣控股有限公司
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