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**ARES ASIA LIMITED**

**安域亞洲有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 645)**

**ANNOUNCEMENT OF INTERIM RESULTS  
FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2023**

The board (the “Board”) of directors (the “Directors”) of Ares Asia Limited (the “Company”) hereby announces the unaudited condensed consolidated interim results of the Company and its subsidiaries (the “Group”) for the six months ended 30 September 2023 (the “Period”) together with the comparative figures for the corresponding period in 2022 as follows:

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 September 2023

		Unaudited	
		Six months ended	
		30 September	
		2023	2022
	Note	US\$'000	US\$'000
<b>Revenue</b>	3	<b>27,930</b>	17,086
Cost of sales		<u>(27,780)</u>	<u>(16,575)</u>
<b>Gross profit</b>		<b>150</b>	511
Other income	4	<b>3</b>	25
Selling expenses		<b>(39)</b>	(37)
Administrative expenses		<u><b>(662)</b></u>	<u>(703)</u>
<b>Loss from operations</b>		<b>(548)</b>	(204)
Finance costs		<u><b>(5)</b></u>	<u>(10)</u>
<b>Loss before taxation</b>	5	<b>(553)</b>	(214)
Income tax	6	<u><b>–</b></u>	<u>–</u>
<b>Loss and total comprehensive loss for the period</b>		<u><b>(553)</b></u>	<u>(214)</u>
<b>Loss per share</b>			
Basic and diluted	8	<u><b>(0.11) cent</b></u>	<u>(0.04) cent</u>

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 September 2023

		Unaudited At 30 September 2023 US\$'000	Audited At 31 March 2023 US\$'000
	<i>Note</i>		
<b>Non-current assets</b>			
Property, plant and equipment		<u>16</u>	<u>19</u>
<b>Current assets</b>			
Trade and other receivables	9	8,393	11,455
Cash and bank balances		<u>4,437</u>	<u>7,695</u>
		<u>12,830</u>	<u>19,150</u>
<b>Current liabilities</b>			
Trade and other payables	10	4,880	10,551
Income tax payable		54	54
Lease liabilities		<u>242</u>	<u>290</u>
		<u>5,176</u>	<u>10,895</u>
<b>Net current assets</b>		<u>7,654</u>	<u>8,255</u>
<b>Non-current liabilities</b>			
Lease liabilities		<u>–</u>	<u>51</u>
		<u>–</u>	<u>51</u>
<b>Net assets</b>		<u>7,670</u>	<u>8,223</u>
<b>Capital and reserves</b>			
Share capital		662	662
Reserves		<u>7,008</u>	<u>7,561</u>
<b>Total equity</b>		<u>7,670</u>	<u>8,223</u>

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2023

	Unaudited				
	Share capital <i>US\$'000</i>	Share premium account <i>US\$'000</i>	Contributed surplus <i>US\$'000</i>	Accumulated losses <i>US\$'000</i>	Total <i>US\$'000</i>
Balance at 1 April 2023	662	6,777	15,088	(14,304)	8,223
Loss and total comprehensive loss for the period	—	—	—	(553)	(553)
<b>Balance at 30 September 2023</b>	<b>662</b>	<b>6,777</b>	<b>15,088</b>	<b>(14,857)</b>	<b>7,670</b>
Balance at 1 April 2022	662	6,777	15,088	(13,475)	9,052
Loss and total comprehensive loss for the period	—	—	—	(214)	(214)
Balance at 30 September 2022	662	6,777	15,088	(13,689)	8,838

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2023

	Unaudited	
	Six months ended	
	30 September	
	2023	2022
	US\$'000	US\$'000
<b>Operating activities</b>		
Decrease in trade and other receivables	3,062	11,106
Decrease in trade and other payables	(5,671)	(10,338)
Other cash flows used in operating activities	(544)	(204)
	<hr/>	<hr/>
<b>Net cash (used in) generated from operating activities</b>	<b>(3,153)</b>	<b>564</b>
	<hr/>	<hr/>
<b>Investing activities</b>		
Other cash flows from investing activities	–	880
	<hr/>	<hr/>
<b>Net cash generated from investing activities</b>	<b>–</b>	<b>880</b>
	<hr/>	<hr/>
<b>Financing activities</b>		
Other cash flows used in financing activities	(105)	(105)
	<hr/>	<hr/>
<b>Net cash used in financing activities</b>	<b>(105)</b>	<b>(105)</b>
	<hr/>	<hr/>
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>(3,258)</b>	<b>1,339</b>
<b>Cash and cash equivalents at 1 April</b>	<b>7,695</b>	<b>8,781</b>
	<hr/>	<hr/>
<b>Cash and cash equivalents at 30 September</b>	<b>4,437</b>	<b>10,120</b>
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# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 1 GENERAL INFORMATION

Ares Asia Limited (the “Company”, together with its subsidiaries are collectively referred to as the “Group”) was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of the registered office and principal place of business of the Company is located at Unit No. 9608 level 96, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong.

The trading in the Shares of the Company on the Main Board of the Stock Exchange has been suspended with effect from 2 July 2021. With effect from 28 February 2023, the trading in the shares has been resumed on the Main Board of the Stock Exchange.

These unaudited condensed consolidated interim financial statements are presented in United States dollars (“US\$”) and rounded to the nearest thousand (“000”), unless otherwise stated.

## 2 BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES

### (a) Basis of preparation

The unaudited condensed consolidated interim financial statements for the six months ended 30 September 2023 (the “Interim Financial Statements”) has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), including compliance with Hong Kong Accounting Standard (“HKAS”) 34 — “Interim financial reporting”, issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

The financial information relating to the financial year ended 31 March 2023 that is included in the Interim Financial Statements as comparative information does not constitute the Company’s statutory annual consolidated financial statements for that financial year but is derived from those consolidated financial statements.

The Interim Financial Statements have been prepared on the historical cost basis.

**(b) Changes in accounting policies**

The accounting policies adopted and methods of computation used in the preparation of the Interim Financial Statements are consistent with those applied in preparing those presented in the Group's annual consolidated financial statements for the year ended 31 March 2023. In the current interim period, the Group has applied the following new/revised Hong Kong Financial Reporting Standards ("HKFRSs") which are relevant to the Group's operation and are effective for the Group's financial year beginning on or after 1 April 2023:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform — Pillar Two Model Rules

None of these news/revised standards has had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in the Interim Financial Statements.

The HKICPA has issued several news/revised HKFRSs that are not yet effective for the current accounting period of the Group, which the Group has not early adopted. The Group does not anticipate that the adoption of the news/revised HKFRSs in the future periods will have any material impact on the consolidated financial statements of the Group.

**3 REVENUE AND SEGMENT REPORTING**

**(a) Revenue**

The Group is principally engaged in the coal and other commodities trading business, which encompasses supply chain management and risk management services. All of the revenue for the six months ended 30 September 2023 is recognised in accordance with HKFRS 15. Revenue from contracts with customers, which is also the Group's turnover, mainly represents the sales value of coal in the ordinary course of businesses which are recognised at a point in time.

**(b) Segment reporting**

The Group has a single business segment which is "coal and other commodities trading". Accordingly, the business segment information for this sole reportable segment is equivalent to the consolidated figures.

### ***Geographical information***

The following table sets out information about the geographical location of (i) the Group’s revenue from external customers and (ii) the Group’s property, plant and equipment and right-of-use assets (“Non-current assets”). The geographical location of customers is based on the location at which the goods are delivered. The geographical location of the Non-current assets is based on the physical location of the asset.

	<b>Revenue from external customers</b>		<b>Non-current assets</b>	
	<b>Unaudited</b>		<b>Unaudited</b>	<b>Audited</b>
	<b>Six months ended</b>		<b>At</b>	<b>At</b>
	<b>30 September</b>		<b>30 September</b>	<b>31 March</b>
	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2023</b>
	<b>US\$’000</b>	<b>US\$’000</b>	<b>US\$’000</b>	<b>US\$’000</b>
Mainland China	<b>27,930</b>	3,673	–	–
Hong Kong	–	–	<b>14</b>	16
Singapore	–	–	<b>2</b>	3
Pakistan	–	12,504	–	–
India	–	909	–	–
	<b>27,930</b>	17,086	<b>16</b>	19

#### **4 OTHER INCOME**

	<b>Unaudited</b>	
	<b>Six months ended</b>	
	<b>30 September</b>	
	<b>2023</b>	<b>2022</b>
	<b>US\$’000</b>	<b>US\$’000</b>
Interest received from bank deposit	<b>1</b>	1
Government subsidies ( <i>Note</i> )	–	19
Net foreign exchange gain	<b>2</b>	5
	<b>3</b>	25

*Note:* The government subsidies were granted by the Government of Singapore under the Employment Support Scheme during the six months ended 30 September 2022.

## 5 LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging:

	<b>Unaudited</b>	
	<b>Six months ended</b>	
	<b>30 September</b>	
	<b>2023</b>	<b>2022</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Depreciation of property, plant and equipment	<b>3</b>	1
Staff costs	<b>306</b>	348
Cost of inventories	<b>27,780</b>	16,575
Finance costs	<b>5</b>	10
	<b><u>5</u></b>	<b><u>10</u></b>

## 6 INCOME TAX

No provision for Hong Kong and Singapore Profits Tax had been made for the six months ended 30 September 2023 and 2022 as the Group's operations in Hong Kong and Singapore sustained a loss for Hong Kong and Singapore Profits Tax purpose.

## 7 DIVIDEND

The Directors did not recommend the payment of any interim dividend for the six months ended 30 September 2023 (six months ended 30 September 2022: Nil).

## 8 LOSS PER SHARE

### (a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to ordinary equity shareholders of the Company of US\$553,000 (six months ended 30 September 2022: US\$214,000) and the weighted average of 513,175,401 ordinary shares (six months ended 30 September 2022: 513,175,401 ordinary shares) in issue during the period.

### (b) Diluted loss per share

The calculation of diluted loss per share is the same as that basic loss per share for the six months ended 30 September 2023 and 2022 as there were no dilutive potential ordinary shares during the period.

## 9 TRADE AND OTHER RECEIVABLES

	<b>Unaudited</b>	Audited
	<b>At</b>	At
	<b>30 September</b>	31 March
	<b>2023</b>	2023
	<i>US\$'000</i>	<i>US\$'000</i>
Within 1 month	<u>8,267</u>	<u>9,853</u>
Trade debtors	<b>8,267</b>	9,853
<b>Other receivables and deposits</b>	<u>116</u>	<u>350</u>
<b>Prepayments</b>		
Prepayments for supply contracts		
— Prepayment A	<b>11,064</b>	11,064
— Prepayment B	–	1,250
Other prepayments	<u>10</u>	<u>2</u>
	<b>11,074</b>	12,316
Less: Impairment of Prepayment A	<u>(11,064)</u>	<u>(11,064)</u>
	<u>10</u>	<u>1,252</u>
<b>Total trade and other receivables</b>	<u><b>8,393</b></u>	<u>11,455</u>

As of the end of the reporting period, the ageing analysis of trade debtors (which is included in trade and other receivables) is presented, based on the invoice date (or date of revenue recognition, if earlier).

The credit terms offered to customers of coal and other commodities trading business are negotiated on a case-by-case basis. Irrevocable letters of credit, up to a tenor of 180 days after the receipt of required documents by nominated banks, are usually required not later than 14 days prior to the expected date of vessel's arrival at loading port as stipulated in the sales agreements.

## 10 TRADE AND OTHER PAYABLES

As of the end of the reporting period, the ageing analysis of trade creditors (which are included in trade and other payables), based on the invoice date, is as follows:

	<b>Unaudited</b>	Audited
	<b>At</b>	At
	<b>30 September</b>	31 March
	<b>2023</b>	2023
	<i>US\$'000</i>	<i>US\$'000</i>
Trade creditors	<b>4,684</b>	9,830
Other payables and accrued expenses	<b>196</b>	721
	<u><b>4,880</b></u>	<u>10,551</u>

## 11 MATERIAL RELATED PARTY TRANSACTIONS

### (a) Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the Company's directors disclosed in the unaudited condensed consolidated financial statement is as follows:

	<b>Unaudited</b>	
	<b>Six months ended</b>	
	<b>30 September</b>	
	<b>2023</b>	2022
	<i>US\$'000</i>	<i>US\$'000</i>
Salaries and other short-term employee benefits	<b>133</b>	129
Retirement scheme contributions	<b>1</b>	1
	<u><b>134</b></u>	<u>130</u>

### (b) Transaction with a fellow subsidiary

	<b>Unaudited</b>	
	<b>Six months ended</b>	
	<b>30 September</b>	
	<b>2023</b>	2022
	<i>US\$'000</i>	<i>US\$'000</i>
Repayment of lease liabilities and interest on lease liabilities	<b>105</b>	105
Building management fee and utility charges	<b>14</b>	14
	<u><b>119</b></u>	<u>119</u>

During the six months ended 30 September 2023, the Group was committed to repay lease liabilities and interest on lease liabilities of US\$193,000 (2022: US\$193,000), of which US\$88,000 (2022: US\$88,000) have not been paid.

## MANAGEMENT DISCUSSION AND ANALYSIS

### REVIEW OF OPERATIONS

The Group continued to operate its coal and other commodities trading business which encompasses supply chain management and risk management services during the Period. The customers of the Group are primarily state-owned and privately owned Chinese companies and Singaporean companies (or their offshore subsidiaries) whose businesses include trading or sales of commodities, including coal, and import and export operations. As a result of the Group supplying to trading customers, the ultimate consumer of the supplies is generally unknown to the Group.

It is the Company's policy not to carry any coal inventory. Accordingly, the Group utilises its knowledge of the specifications and quality of the commodity, its network both on the demand and supply sides of the market and its assessment of price/price trends to seek to meet its customers' needs by helping customers source the supplies at the required quantity, specification and delivery period at the best available price from the Group's suppliers, which include coal mine owners, operators or their agents.

During the Period, the revenue generated from the coal and other commodities trading business was approximately US\$27.93 million, representing an increase of 63.43% or US\$10.83 million, as compared to the revenue of approximately US\$17.10 million in the corresponding period of last year. The Group sold thermal coal originated from Indonesia to Mainland China with a total volume of approximately 0.33 million metric tonnes ("MT") as compared to approximately 0.24 million MT in the corresponding period of last year. The increase in revenue and thermal coal trading volume was mainly a result of better market conditions after COVID-19 pandemic and slightly increasing in demand of thermal coal in Mainland China during the first half of the year. As the first year subsequent to the complete lifting of the pandemic restriction, the overall economic situation in Mainland China during the first half of the year was centered around "recovery".

The gross profit of the Group amounted to approximately US\$0.15 million for the Period (for the six months ended 30 September 2022: US\$0.51 million). The lower gross profit margin percentage for the Period as compared to the corresponding period of last year was mainly a result of decrease in price index of coal and deflation in Mainland China.

The selling and administrative expenses primarily consisted of employee benefits costs as well as rental and corporate expenses which amounted to approximately US\$0.70 million for the Period, which decreased by US\$0.04 million as compared to US\$0.74 million in the corresponding period of last year. The decrease in selling and administrative expenses for the Period were mainly attributable to the decrease in salaries cost due to reduction of one headcount.

The Group recorded an increase in net losses attributable to the shareholders for the Period by about 158.11% as compared to that for the corresponding period in 2022 mainly due to the decrease in gross profit.

## **PROSPECT**

During the Period, the increase in the Group's revenue was mainly attributable to better market conditions and slightly increasing in demand of thermal coal in Mainland China. The outbreak of the Covid-19 and the challenge of global trade disputes still adversely affect the Group's business. Any further deterioration in the global economy will also increase uncertainties for the Group and adversely affect the Group's short term performance, despite its efforts to manage such risks. The Group will review its current business strategies and assets structure continuously to minimize various risks and cope with uncertainties arising from the Covid-19 interruptions and the global challenging environment. The Group will implement strict cost control and strengthen its competitiveness by enhancing existing segments.

## **LIQUIDITY AND FINANCIAL RESOURCES**

The Directors continue their conservative positioning in managing the Group's working capital.

As at 30 September 2023, cash on hand and at banks together for the Group amounted to approximately US\$4.44 million as compared to US\$7.70 million as at 31 March 2023. No material fluctuations was noted.

As at 30 September 2023, the debt to equity ratio, being total debt to total equity was approximately 67.49% (31 March 2023: approximately 133.10%).

The Group implements tight control on its credit and collection policies. As stipulated in the sale and purchase agreements for the coal and other trading business, irrevocable letters of credit, up to a tenor of 180 days after the receipts of required documents by nominated banks, are usually required not later than 14 days prior to the expected date of vessels' arrival at loading port. So far, the Group has not experienced any bad debts from its coal and other trading business.

The Group generally relied on its internally generated cash flows and the existing trade facilities to finance its day to day operations. There is no present plan for material capital expenditures and the Directors believe that the Group has adequate liquidity to meet its current and future working capital requirements.

### **RISK OF CURRENCY FLUCTUATIONS**

The Group's assets and liabilities as well as the income and expenses derived from the operation are mainly denominated in Hong Kong Dollars, Singapore Dollars and United States Dollars (i.e. functional currency of the Company and its subsidiaries).

There is no significant exposure to the fluctuation of foreign exchange rates, but the Group is closely monitoring the financial market and would consider appropriate measures if required. Currently, the Group has no hedging arrangement for foreign currencies and has not entered into any financial derivatives arrangement.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 September 2023.

### **EMPLOYEES AND EMOLUMENT POLICY**

As at 30 September 2023, the Group had a total of 6 full time (31 March 2023: 7) employees. The Group's emolument policy is to pay wages and salaries that are competitive in the industry in a way that will be motivational, fair and equitable, and that are dependent on individual's performance and the Group's performance. Apart from salaries, the Group also provides other fringe benefits to employees, which include share option scheme, provident fund schemes, discretionary bonuses on performance basis and medical insurance.

## CORPORATE GOVERNANCE

The Company complied with the code provisions as set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Listing Rules during the six months ended 30 September 2023 except for the following deviation:

- (a) 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. LAI Yi-Chun (also known as Robert LAI) is currently the chairman of the Board (the “Chairman”) and the chief executive officer of the Company (the “CEO”). The Board considers that the structure will not impair the balance of power and authority between the Board and the management of the Company. The balance of power and authority is ensured by the operations of the Board, which comprises experienced and high calibre individuals and meets regularly to discuss issues affecting the operations of the Company. The Board believes that the structure is conducive to strong and consistent leadership, enabling the Group to make and implement decisions promptly and efficiently. The Board has full confidence in Mr. LAI Yi-Chun (also known as Robert LAI) and believes that his holding of the positions of the Chairman and the CEO is beneficial to the business development of the Group. The Board will nevertheless regularly review the effectiveness of the structure to ensure that the structure is appropriate in view of the Group’s prevailing circumstances.
- (b) Under the code provision C.1.8 of the CG Code, the Company should arrange appropriate insurance cover in respect of legal action against its directors. Due to the suspension of trading of the shares of the Company (the “Shares”) on the Stock Exchange since 2 July 2021, the Company is unable to extend the insurance cover which was expired in February 2022. The Company subsequently procured directors & officers insurance in respect of potential legal actions against its directors and officers effective from 6 April 2023 after resumption of trading in the Shares.
- (c) Under the code provision F.2.2 of the CG Code, the chairman of the board, the chairmen of the audit, remuneration, nomination committees and the external auditor should attend the annual general meeting. Mr. CHANG Jesse did not attend the annual general meeting of the Company held on 15 September 2023 due to business engagement.

## **SECURITIES TRANSACTIONS BY DIRECTORS**

The Company adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as its code of conduct regarding securities transactions by Directors and by relevant employees of the Group. All Directors confirmed, following specific enquiries made by the Company, that they fully complied with the Model Code and its code of conduct regarding the Directors’ securities transactions during the six months ended 30 September 2023.

## **AUDIT COMMITTEE**

The audit committee of the Company (the “Audit Committee”) has reviewed with the management of the Company on the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters, including the review of the Interim Financial Statements with no disagreement by the Audit Committee.

## **PUBLICATION OF INTERIM RESULTS ANNOUNCEMENT AND INTERIM REPORT**

This interim results announcement is published at the websites of the Company at [www.aresasia.com](http://www.aresasia.com) and [www.irasia.com/listco/hk/aresasia](http://www.irasia.com/listco/hk/aresasia) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). The interim report of the Company for the six months ended 30 September 2023 containing all the information required by the Listing Rules will be despatched to the shareholders of the Company and available on the above websites in due course.

By Order of the Board  
**ARES ASIA LIMITED**  
**LAI Yi-Chun**  
**(also known as Robert LAI)**  
*Chairman*

Hong Kong, 29 November 2023

*As at the date of this announcement, the Board comprises two executive Directors, namely Mr. LAI Yi-Chun (also known as Mr. Robert LAI) (Chairman) and Mr. LUO Xiao; one non-executive Director, namely Ms. RUAYRUNGRUANG Woraphanit; and two independent non-executive Directors, namely Mr. YEUNG Kin Bond, Sydney and Mr. LIU Ji.*