

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

**Interra Acquisition Corporation**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 7801)**

**(Warrant Code: 4801)**

**ANNUAL RESULTS ANNOUNCEMENT  
FOR THE YEAR ENDED DECEMBER 31, 2023**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Interra Acquisition Corporation (the “**Company**”) is pleased to announce the audited annual results of the Company for the year ended December 31, 2023 (the “**Reporting Period**”), together with the comparative figures for the period from January 11, 2022 (the Company’s date of incorporation) to December 31, 2022.

## FINANCIAL HIGHLIGHTS

### Statement of profit or loss and other comprehensive income

For the year ended December 31, 2023

(Expressed in Hong Kong dollars)

		<b>Year ended December 31, 2023</b>	Period from January 11, 2022 (date of incorporation) to December 31, 2022
	<i>Note</i>	<b>HK\$</b>	<b>HK\$</b>
<b>Revenue</b>	3	–	–
Interest revenue		<b>44,680,246</b>	2,616,312
Listing expenses		<b>(625,863)</b>	(7,437,655)
Equity-settled share-based payment expenses	14	<b>(52,768,812)</b>	(88,961,787)
Other operating expenses	4	<b>(4,236,354)</b>	(2,314,004)
Fair value change of deferred underwriting commissions payable	11	<b>1,003,625</b>	(217,528)
<b>Loss from operations</b>		<b>(11,947,158)</b>	(96,314,662)
Changes in the carrying amount of the redemption liabilities arising from the Class A Shares	13(a)	<b>(46,259,451)</b>	(42,078,925)
Fair value change of Listed Warrants	13(b)	<b>32,032</b>	(664,664)
<b>Loss before taxation</b>		<b>(58,174,577)</b>	(139,058,251)
Income tax	5	–	–
<b>Loss and total comprehensive income for the year/period</b>		<b>(58,174,577)</b>	(139,058,251)
<b>Loss per share</b>	6		
Basic and diluted		<b>(2.32)</b>	(4.33)

**Statement of financial position**  
**At December 31, 2023**  
*(Expressed in Hong Kong dollars)*

	<i>Note</i>	<b>As at December 31, 2023 HK\$</b>	As at December 31, 2022 HK\$
<b>Assets</b>			
Cash and cash equivalents	7	<b>2,077,546</b>	10,115,072
Interest receivables	8	<b>14,579,570</b>	2,616,312
Prepayments	8	<b>506,532</b>	490,516
Amount due from the Promoters	12	<b>2,503</b>	–
Restricted bank balances	9	<b>1,033,710,760</b>	1,001,000,000
<b>Total assets</b>		<b>1,050,876,911</b>	1,014,221,900
<b>Liabilities</b>			
Other payables and accruals	10	<b>1,934,651</b>	4,500,172
Deferred underwriting commissions payable	11	<b>20,949,903</b>	21,953,528
Amount due to the Promoters	12	–	597,497
Redemption liabilities arising from the Class			
A Shares	13(a)	<b>1,047,259,451</b>	1,001,000,000
Listed Warrants	13(b)	<b>102,302,200</b>	102,334,232
<b>Total liabilities</b>		<b>1,172,446,205</b>	1,130,385,429
<b>NET LIABILITIES</b>		<b>(121,569,294)</b>	(116,163,529)
<b>CAPITAL AND RESERVES</b>			
Share capital	15(a)	<b>2,503</b>	2,503
Reserves		<b>(121,571,797)</b>	(116,166,032)
<b>NET DEFICIT</b>		<b>(121,569,294)</b>	(116,163,529)

# NOTES TO THE FINANCIAL STATEMENTS

## 1 GENERAL INFORMATION

Interra Acquisition Corporation (the “**Company**”) was incorporated in the Cayman Islands on January 11, 2022. The address of the Company’s registered office is 190 Elgin Avenue, George Town, Grand Cayman KY1-9008, Cayman Islands.

The memorandum and articles of association authorises the issuance of Class A ordinary shares (the “**Class A Shares**”) and Class B ordinary shares (the “**Class B Shares**”). The Class B Shares have been issued prior to the initial public offering (the “**SPAC Offering**”). On September 16, 2022 (the “**Listing Date**”), the Company completed its SPAC Offering and issued 100,100,000 Class A Shares and 40,040,000 warrants (the “**Listed Warrants**”) at an offering price of HK\$10.00 for one Class A Share and 0.4 Listed Warrant.

Simultaneously, the Company issued 35,600,000 warrants (the “**Promoter Warrants**”) in a private placement at a price of HK\$1.00 per Promoter Warrant.

The Company was incorporated for the purpose of acquiring a suitable target that results in the listing of a successor company (referred to as a “**De-SPAC transaction**”) within the time limits required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). In particular, the Company is required to announce the terms of the De-SPAC transaction within 24 months and complete the De-SPAC transaction within 36 months after the SPAC Offering (the “**De-SPAC Deadline**”). If the Company does not announce and complete a De-SPAC transaction by the De-SPAC Deadline, the Company would: (i) cease all operations except for the purpose of winding up, (ii) suspend the trading of the Class A Shares and the Listed Warrants, (iii) as promptly as reasonably possible but no more than one month after the date that trading in the Class A Shares is suspended, redeem the Class A Shares in cash which would completely extinguish the rights of the holders of the Class A Shares as shareholders (including the right to receive further liquidation distributions, if any), and (iv) as promptly as reasonably possible following such redemption, subject to the approval of the remaining shareholders and the board of directors, liquidate and dissolve, subject in each case to the Company’s obligations under Cayman Islands law to provide for claims of creditors and the other requirements of applicable laws.

For every Class A Shares that is not redeemed upon the completion of the De-SPAC transaction, the holders of the Class A Shares will receive an additional 0.2 warrant per Class A Share. This seeks to motivate shareholders to elect not to redeem their Class A Shares at the time of the De-SPAC transaction. The additional 0.2 of one warrant per share to be issued as described above would have the same terms of the 0.4 of Listed Warrant mentioned above.

The Company had not carried on any business since the date of its incorporation and is not expected to generate any operating revenue other than interest revenue until the completion of the De-SPAC transaction, at the earliest. All activities for the period from January 11, 2022 (date of incorporation) to December 31, 2022 and for the year ended December 31, 2023 were related to the Company’s formation, the SPAC Offering and identifying an appropriate target for the De-SPAC transaction.

The Company’s promoters are Primavera Capital Acquisition LLC, a Cayman Islands limited liability company (through a wholly owned subsidiary, Primavera Capital Acquisition (Asia) LLC, a Cayman Islands limited liability company) and ABCI Asset Management Limited, a Hong Kong limited liability company (through a wholly owned subsidiary, ABCI AM Acquisition Limited, a British Virgin Islands limited liability company) (together the “**Promoters**”).

## 2 STATEMENT OF COMPLIANCE

The annual results set out in this announcement do not constitute the Company's financial statements for the year ended December 31, 2023 but are extracted from those financial statements.

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Listing Rules. Material accounting policies adopted by the Company are disclosed below.

The HKICPA has issued certain new and amended to HKFRSs that are first effective or available for early adoption for the current accounting period of the Company. None of these developments have had a material effect on how the Company's results and financial position for the current period have been prepared or presented. The Company has not applied any new standard or interpretation that is not yet effective for the current accounting period.

## 3 REVENUE AND SEGMENT REPORTING

The principal activity of the Company is to acquire a suitable target for the completion of De-SPAC transaction within the time limits. No revenue was derived from this activity during the current period.

The Company's business activity is regularly reviewed and evaluated by the chief operating decision-makers. As a result of this evaluation, the directors of the Company consider that the Company's operations are operated and managed as a single reportable segment. Since this is the only reportable operating segment of the Company, no further operating segment analysis thereof is presented.

## 4 OTHER OPERATING EXPENSES

	<b>Year ended</b> <b>December 31, 2023</b> <i>HK\$</i>	Period from January 11, 2022 (date of incorporation) to December 31, 2022 <i>HK\$</i>
Auditors' remuneration		
— audit services	<b>350,000</b>	350,000
— other services	<b>290,000</b>	250,000
Legal and professional fees	<b>2,085,266</b>	593,000
Insurance expenses	<b>383,197</b>	140,360
Company secretarial fee	<b>466,566</b>	192,290
Incorporation expenses	—	24,683
Directors' emoluments	<b>450,000</b>	145,479
Bank charges	<b>46,636</b>	170,630
Others	<b>164,689</b>	447,562
	<b>4,236,354</b>	2,314,004

## 5 INCOME TAX

No income tax has been recognised as the Company is not currently subject to income tax in the Cayman Islands and in opinion of the directors, the Company has no assessable profits in any other jurisdictions.

## 6 LOSS PER SHARE

The calculation of the basic loss per share is based on the loss for the year/period attributable to Promoter Shareholders of the Company divided by the weighted average number of Class B Shares, calculated as follows:

### (i) Loss for the year/period attributable to equity shareholders of the Company

	<b>Year ended December 31, 2023 HK\$</b>	Period from January 11, 2022 (date of incorporation) to December 31, 2022 HK\$
Loss for the year/period attributable to Promoter Shareholders of the Company	<u><u>58,174,577</u></u>	<u><u>139,058,251</u></u>

### (ii) Weighted average number of shares

	<b>Year ended December 31, 2023 Number of Class B Shares</b>	Period from January 11, 2022 (date of incorporation) to December 31, 2022 Number of Class B shares
Issued Class B shares at January 1, 2023/ January 11, 2022 (date of incorporation)	<b>25,025,000</b>	–
Effect of issuance of Class B Shares ( <i>note 15(a)</i> )	–	38,248,009
Effect of repurchase Class B Shares ( <i>note 15(a)</i> )	–	(17,196,356)
Effect of issuance of Class B Shares ( <i>note 15(a)</i> )	–	11,027,966
Weighted average number of Class B Shares at December 31	<u><u>25,025,000</u></u>	<u><u>32,079,619</u></u>

The calculation of diluted loss per share has not included the potential effects of Class A Shares issued, as they had an anti-dilutive effect on the basic loss per share for the year/period.

## 7 CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise:

	2023 HK\$	2022 HK\$
Cash at bank	<u>2,077,546</u>	<u>10,115,072</u>

## 8 INTEREST RECEIVABLES AND PREPAYMENTS

The interest receivables and prepayments are expected to be recovered or recognized as expense within one year.

## 9 RESTRICTED BANKS BALANCES

As at December 31, 2022, the gross proceeds of HK\$1,001,000,000 from the SPAC Offering were deposited into an escrow account (the “**Escrow Account**”) in accordance with the Listing Rules. The gross proceeds are invested in a bank deposit with interest rate depending on the maturity and the maximum term of 1 year. As at December 31, 2023, the gross proceeds of HK\$1,001,000,000 and interest of HK\$32,710,760 earned on the gross proceeds are deposited into the Escrow Account. The proceeds from the SPAC Offering would not be released from the Escrow Account, except to:

- meet the redemption requests of holders of the Class A Shares in connection with a shareholder vote to modify the timing of the Company’s obligation to announce the De-SPAC transaction within 24 months of the Listing Date or complete the De-SPAC transaction within 36 months of the Listing Date (or, if these time limits are extended pursuant to a vote of the holders of the Class A Shares and in accordance with the Listing Rules and a De-SPAC transaction is not announced or completed, as applicable, within such extended time limits), or approve the continuation of the Company following a material change in the Promoters or directors as provided for in the Listing Rules; or
- complete the De-SPAC transaction, in connection with which the funds held in the Escrow Account will be used to pay amounts due to holders of the Class A Shares who exercise their redemption rights, to pay all or a portion of the consideration payable to the De-SPAC target or owners of the De-SPAC target, to repay any loans drawn under the loan facility and to pay other expenses associated with completing the De-SPAC transaction;
- return funds to Class A Shareholders within one month of a suspension of trading imposed by the Stock Exchange if the Company (1) fails to obtain the requisite approvals in respect of the continuation of the Company following a material change referred to in Listing Rule 18B.32; or (2) fails to meet any of the deadlines (extended or otherwise) to (i) publish an announcement of the terms of a De-SPAC transaction within 24 months of the date of the Listing or (ii) complete a De-SPAC transaction within 36 months of the date of the Listing; or
- return funds to the Class A Shareholders upon the liquidation or winding up of the Company.

Interest and other income generated and accrued on the funds held in the Escrow Account may be released to pay for the Company’s expenses and taxes, if any, subject to the following conditions:

- the relevant expenses and taxes have been incurred;
- the gross proceeds from the sale of the Promoter Warrants and the Promoter’s loan facility have been fully utilised; and
- the Board has authorised the release of the interest revenue from the Escrow account.

## **10 OTHER PAYABLES AND ACCRUALS**

The accrual and other payables are expected to be settled within one year or are repayable on demand.

## **11 DEFERRED UNDERWRITING COMMISSIONS PAYABLE**

Pursuant to the terms of the underwriting agreement relating to the SPAC Offering which was entered into by, among others, the Company, the Promoters and the underwriters of the SPAC Offering (the “**Underwriters**”), the Underwriters (i) received an underwriting commission equal to 2% of the gross proceeds for the SPAC Offering on the Listing Date, and (ii) will receive a deferred underwriting commission which comprises an amount up to 1.5% of the gross proceeds which is earned on completion of the De-SPAC transaction, and an amount equal to 1.5% of the gross proceeds less the aggregate amount paid by the Company pursuant to the exercise of the redemption rights of the shareholders of the Company which is earned on completion of the De-SPAC transaction.

The deferred underwriting commissions were recognised as a financial liability under “Deferred underwriting commissions payable” as at December 31, 2023 and 2022. The fair value change of the deferred underwriting commissions payable was HK\$1,003,625 for the year ended December 31, 2023 (For the period from January 11, 2022 (date of incorporation) to December 31, 2022: loss of HK\$217,528).

## **12 AMOUNT DUE FROM/(TO) THE PROMOTERS**

Amount due from/(to) the Promoters is unsecured, interest-free and repayable on demand.

## **13 CLASS A SHARES AND LISTED WARRANTS**

The Company issued 100,100,000 Class A Shares together with 40,040,000 Listed Warrants for an aggregate price of HK\$1,001,000,000 on the Listing Date.

### **(a) Class A Shares**

The Company has an obligation to redeem the Class A Shares at HK\$10 per share upon certain events (e.g. a change in the Promoters). Should the Class A Shares not be redeemed, the Company has an obligation to issue additional 0.2 warrant to the holder of the Class A Shares for each share that is not redeemed. Each Class A Share also entitles the holder to discretionary dividends and distributions.

The obligation to redeem the Class A Shares upon events that are beyond the control of the Company and the holder and issue additional warrants should the Class A Shares not be redeemed give rise to financial liabilities.

In addition, the redemption liabilities arising from Class A Shares also include any interest or other income, to the extent the amount is material, that has been generated in the Escrow Account but remains unreleased due to unfulfilled conditions for fund disbursement to the Company to pay for its expenses (see note 9). Should these conditions be subsequently fulfilled, part or all of such interest or income may be released from the Escrow Account to meet the Company’s expenses.

The movements of the Class A Shares are as follows:

	<i>HK\$</i>
<b>Liability component — redemption liabilities</b>	
At January 11, 2022 (date of incorporation)	–
Issuance of Class A Shares	<b>1,001,000,000</b>
Transaction cost attributable to the issuance of Class A Shares	<b>(42,078,925)</b>
Changes in the carrying amount of the redemption liabilities recognised in profit or loss	<u><b>42,078,925</b></u>
At December 31, 2022 and January 1, 2023	<b>1,001,000,000</b>
Changes in the carrying amount of the redemption liabilities recognised in profit or loss	<u><b>46,259,451</b></u>
At December 31, 2023	<u><u><b>1,047,259,451</b></u></u>
<b>Equity component</b>	
At January 11, 2022 (date of incorporation)	–
Issuance of Class A Shares and Listed Warrants	<u><b>(101,669,568)</b></u>
At December 31, 2022, January 1, 2023 and December 31, 2023	<u><u><b>(101,669,568)</b></u></u>

**(b) Listed Warrants**

Each Listed Warrant gives the holder the right to subscribe for one share of a successor company (i.e. “**Successor Share**”) upon completion of a De-SPAC transaction at HK\$11.5 per share when the average closing price of the Successor Shares for the 10 trading days immediately prior to the date on which the notice of exercise is received by the registrar (the “**Fair Market Value**”) is at least HK\$11.5 per share. Such exercise will be conducted on a cashless basis by the holders surrendering the Listed Warrants for that number of Successor Shares, subject to adjustment, equal to the product of the number of Successor Shares underlying the Listed Warrants, multiplied by a quotient equal to the excess of the Fair Market Value of a Successor Share over the exercise price of the warrant divided by the Fair Market Value of the Successor Share. The Listed Warrants are exercisable 30 days after the completion of the De-SPAC transaction up to the date immediately preceding the fifth anniversary of the date of the completion of the De-SPAC transaction, both days inclusive.

The Listed Warrant are classified as derivative financial liabilities.

The movements of the Listed Warrants are as follows:

	<i>HK\$</i>
At January 11, 2022 (date of incorporation)	–
Issuance of Listed Warrants	<b>101,669,568</b>
Fair value change of Listed Warrants recognised in profit or loss — unrealised	<u><b>664,664</b></u>
At December 31, 2022 and January 1, 2023	<b>102,334,232</b>
Fair value change of Listed Warrants recognised in profit or loss — unrealised	<u><b>(32,032)</b></u>
At December 31, 2023	<u><u><b>102,302,200</b></u></u>

## 14 EQUITY SETTLED SHARE-BASED TRANSACTIONS

The Company issued 25,025,000 Class B Shares on July 28, 2022 at a price of HK\$0.0001 per share. The conversion right was introduced to the Class B Shares upon Listing. Simultaneously, the Company issued 35,600,000 Promoter Warrants at an aggregate subscription price of HK\$35,600,000. Each Promoter Warrant gives the holder the right to subscribe for one Successor Share at HK\$11.5 per share and is settled net in shares. The Promoter Warrants are exercisable 12 months after the completion of the De-SPAC transaction. The contractual life of the Class B Shares and the Promoter Warrants is 3 years. The Company accounted for the Promoter Warrants, together with the conversion right in the Class B Shares, as equity-settled share-based payment with the completion of a De-SPAC transaction identified as the non-market performance condition.

**(a) The number and weighted average exercise prices of the Promoter Warrants are as follows:**

	Year ended December 31, 2023		Period from January 11, 2022 (date of incorporation) to December 31, 2022	
	Weighted average exercise price	Number of Promoter Warrants	Weighted average exercise price	Number of Promoter Warrants
At January 1, 2023/January 11, 2022 (date of incorporation)	HK\$11.5	35,600,000	N/A	–
Granted during the year/period	N/A	–	HK\$11.5	35,600,000
At the end of the year/period	HK\$11.5	35,600,000	HK\$11.5	35,600,000
Exercisable at the end of the year/period	N/A	–	N/A	–

The Promoter Warrants outstanding at December 31, 2023 had an exercise price of HK\$11.5 and a weighted average remaining contractual life of 1.7 years.

**(b) Fair value of the Grants and assumptions**

The fair value of services received in return for the Grants granted, which includes the Promoter Warrants and the conversion rights in the Class B Shares, is measured by reference to the fair value of the Grants granted.

The estimate of the fair value of the Promoter Warrants granted is measured based on a Monte Carlo simulation method. The contractual life of the Promoter Warrants is used as an input into this model. Expectations of early exercise are incorporated into the Monte Carlo simulation method.

2022

#### Fair value of the Promoter Warrants and assumptions

Fair value at measurement date	HK\$2.58
Share price	HK\$10.00
Exercise price	HK\$11.50
Expected volatility	38.51%–39.97%
Option life	3 years
Expected dividends	0.00%
Risk-free interest rate	3.21%–3.26%

The expected volatility is estimated based on daily return of S&P SmallCap 600 Volatility — Highest Quintile Index. The length of period approximately equals to the expected time to maturity of the Promoter Warrants as of the Listing Date, sourced from Bloomberg. Expected dividends are based on management estimation. Changes in the subjective input assumptions could materially affect the fair value estimate.

The fair value of the conversion right per Class B Share was principally determined based on the value of the Class A Share.

The Grants were granted under a non-market performance condition. This condition has not been taken into account in the grant date fair value measurement of the services received.

## 15 CAPITAL, RESERVES AND DIVIDENDS

### (a) Share capital

	No. of shares	Share capital <i>HK\$</i>
<b>Class B Shares (par value HK\$0.0001 per share), issued and fully paid:</b>		
At January 11, 2022 (date of incorporation)	–	–
Shares issued on January 18, 2022	39,000,000	3,900
Shares issued on March 4, 2022	22,500	2
Share repurchased on July 28, 2022	(39,022,500)	(3,902)
Shares issued on July 28, 2022	25,025,000	2,503
	<hr/>	<hr/>
At December 31, 2022, January 1, 2023 and December 31, 2023	25,025,000	2,503
	<hr/> <hr/>	<hr/> <hr/>

Share capital represents the par value of the issued shares.

**(b) Dividends**

No dividends have been paid or declared by the Company during the current year and prior period.

**(c) Nature and purpose of reserves**

*(i) Other reserve*

Other reserve comprises the amount allocated to the equity component of the Class A Shares.

*(ii) Capital reserve*

The capital reserve comprises (i) the portion of the grant-date fair value of the Grants granted to the Promoters that has been recognised in accordance with the accounting policy adopted for share-based payments, and (ii) the proceeds from the issuance of the Promoter Warrants to the Promoters.

**(d) Capital management**

The Company's primary objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders.

The Company actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholders return, taking into consideration the future of the Company and capital efficiency, projected operating cash flows and projected capital expenditures.

The Company manages its capital structure, which comprises all components of equity and the gross proceeds from the SPAC Offering (see note 9), and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may issue new shares, new debt financing or the redemption of existing debt.

The Company is not subject to externally imposed capital requirements.

## MANAGEMENT DISCUSSION AND ANALYSIS

### OVERVIEW

The Company is a special purpose acquisition company (“**SPAC**”) formed for the purpose of effecting an acquisition of, or a business combination (“**De-SPAC Transaction**”) with one or more businesses (“**De-SPAC Target**”). In identifying the De-SPAC Target, the Company intends to invest in high-growth companies focused on Greater China in the sectors of innovative technology, consumer and new retail, advanced manufacturing, healthcare and climate action.

The Company completed an offering of its Class A Shares and Listed Warrants (the “**Offering**”) on the Listing Date. The Offering comprised 100,100,000 Class A Shares at an offer price of HK\$10.00 per Class A Share and 40,040,000 Listed Warrants. Simultaneously with the Offering, the Promoters subscribed for 35,600,000 Promoter Warrants at a price of HK\$1.00 per Promoter Warrant. The Promoter Warrants are not listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Company received gross proceeds of HK\$1,001.0 million from the Offering, which was deposited in the Escrow Account and held in the form of restricted bank balances.

During the Reporting Period, the Company had not selected any specific De-SPAC Target, or entered into any binding agreement with respect to a potential De-SPAC Transaction. Prior to the completion of the De-SPAC Transaction, the Company will not engage in any operations other than in connection with the selection, structuring and completion of the De-SPAC Transaction.

### BUSINESS REVIEW

During the Reporting Period, the Company did not engage in any operations and did not generate any revenue. The Company’s only activities during the Reporting Period were organisational activities related to its incorporation, the Offering, and since the closing of the Offering, the search for a prospective De-SPAC Target.

As of the date of this announcement, there have been no material events affecting the Company or its listed securities since December 31, 2023.

## **FINANCIAL REVIEW**

### **Interest revenue**

The Company did not generate any revenue during the Reporting Period. The Company recognized an interest revenue of approximately HK\$44.7 million during the Reporting Period (for the period from January 11, 2022 to December 31, 2022: HK\$2.6 million), which primarily consisted of interest revenue on the gross proceeds of the Offering held in the Escrow Account.

### **Equity-settled share-based payment expenses**

During the Reporting Period, the Company incurred equity-settled share-based payment expenses of approximately HK\$52.8 million (for the period from January 11, 2022 to December 31, 2022: HK\$89.0 million) as a result of the Class B Shares which contain a conversion feature (the “**Conversion Right**”) and the Promoter Warrants. The Company accounted for the Conversion Right in the Class B Shares and the Promoter Warrants granted on the Listing Date as equity-settled share-based payment, with the completion of the De-SPAC Transaction as the vesting condition for accounting purposes. The total estimated fair value of the equity-settled share-based payment is spread over the vesting period, taking into account the probability that the related awards would vest.

### **Other operating expenses**

During the Reporting Period, the other operating expenses of the Company increased to approximately HK\$4.2 million from approximately HK\$2.3 million for the period from January 11, 2022 to December 31, 2022 as a result of an increase in independent non-executive Directors’ emoluments, insurance expenses, and legal and professional fees incurred by the Company for the services of legal advisers and compliance advisers, valuation services, accounting services and printer services.

### **Loss from operations**

As a result of the foregoing, the loss from operations of the Company decreased to approximately HK\$11.9 million during the Reporting Period from approximately HK\$96.3 million for the period from January 11, 2022 to December 31, 2022.

### **Fair value change of deferred underwriting commissions payable**

During the Reporting Period, the Company recognized a fair value change of deferred underwriting commissions payable of approximately HK\$1,003,625 (for the period from January 11, 2022 to December 31, 2022: loss of HK\$217,528) as a result of the fair value change of the deferred underwriting commissions payable pursuant to the terms of the underwriting agreement relating to the SPAC Offering.

### **Fair value change of Listed Warrants**

During the Reporting Period, the Company recognized a fair value change of Listed Warrants of approximately HK\$32,032 (for the period from January 11, 2022 to December 31, 2022: loss of HK\$664,664) as a result of the change in fair value of warrants, which are derivative liabilities that are measured at fair value through profit or loss, increase mainly due to change in fair value.

### **Loss and total comprehensive income for the period**

As a result of the foregoing, the loss and total comprehensive income of the Company decreased to approximately HK\$58.2 million during the Reporting Period from approximately HK\$139.1 million for the period from January 11, 2022 to December 31, 2022.

### **Other information**

During the Reporting Period, there was no change in the accounting policy of the Company.

## **LIQUIDITY AND FINANCIAL RESOURCES**

The Company received gross proceeds of HK\$1,001.0 million from the Offering, which was deposited into the Escrow Account in Hong Kong. The funds held in the Escrow Account may be released only to complete the De-SPAC Transaction, satisfy redemption requests of the shareholders of the Company (the “**Shareholders**”), and return funds to holders of the Class A Shares upon the suspension of trading of the Class A Shares and the Listed Warrants or upon the liquidation or winding up of the Company.

The Company has been monitoring its expenses on an ongoing basis and endeavors to keep the costs within the Company’s primary sources of liquidity other than the funds deposited in the Escrow Account, including the proceeds from the sale of Class B Shares and the Promoter Warrants and the loan facility of HK\$20 million, as set out in “Borrowings and gearing ratio” below (the “**Loan Facility**”). The Company believes that it is well-positioned to manage operating expenses when conducting negotiations and performing due diligence review on potential De-SPAC Targets.

Prior to the completion of the De-SPAC Transaction, the primary sources of liquidity to satisfy the Company’s capital requirements include proceeds from the issuance of the Class B Shares and the Promoter Warrants and the Loan Facility. With the amount of liquid assets on hand which are held outside the Escrow Account, the Company is of the view that it has sufficient financial resources to meet its ongoing capital requirements prior to the completion of the De-SPAC Transaction. Due to the Company’s business nature, there is no ageing analysis of accounts receivable and accounts payable.

As of December 31, 2023, the Company had total assets of approximately HK\$1,050.9 million (as of December 31, 2022: HK\$1,014.2 million), which primarily consisted of (i) cash and cash equivalents of approximately HK\$2.1 million (as of December 31, 2022: HK\$10.1 million). The decrease in cash and cash equivalents was mainly due to net cash used in financing activities of approximately HK\$4.1 million from payments of listing expenses in 2023; (ii) interest receivables of approximately HK\$14.6 million (as of December 31, 2022: HK\$2.6 million). The increase in interest receivables was mainly due to an increase in interest receivables from the Escrow Account. Interest revenue from the Escrow Account is recognised using the effective interest method, and the effective interest rate is applied to the gross carrying amount of the restricted bank balances; (iii) prepayments of approximately HK\$0.5 million (as of December 31, 2022: HK\$0.5 million); and (iv) restricted bank balances of HK\$1,033.7 million (as of December 31, 2022: HK\$1,001.0 million).

As of December 31, 2023, the Company had total liabilities of approximately HK\$1,172.4 million (as of December 31, 2022: HK\$1,130.4 million), which primarily consisted of (i) other payables and accruals of approximately HK\$1.9 million (as of December 31, 2022: HK\$4.5 million), which mainly consisted of accrued other operating expenses. The decrease in other payables and accruals was mainly due to the settlement of listing expenses; (ii) deferred underwriting commissions payable of approximately HK\$20.9 million (as of December 31, 2022: HK\$22.0 million); (iii) redemption liabilities arising from the Class A Shares of HK\$1,047.3 million (as of December 31, 2022: HK\$1,001.0 million); and (iv) Listed Warrants of approximately HK\$102.3 million (as of December 31, 2022: HK\$102.3 million).

As a result of the foregoing, the net liabilities of the Company increased to approximately HK\$121.6 million as of December 31, 2023 from HK\$116.2 million as of December 31, 2022.

### **Borrowings and gearing ratio**

The Company (as borrower) and Primavera Capital Acquisition (Asia) LLC and ABCI AM Acquisition Limited (as lenders) entered into a facility agreement on September 7, 2022 in relation to an unsecured Loan Facility for an aggregate of HK\$20 million. As of December 31, 2023, no amount has been drawn down under the Loan Facility.

As the Company did not have any borrowings as of December 31, 2023, the net gearing ratio (as calculated by total interest-bearing bank borrowings as at the end of the respective period divided by total equity as at the same date) was not applicable to the Company as of December 31, 2023.

## **Foreign exchange exposure**

As of December 31, 2023, the Company's cash and cash equivalents was denominated in Hong Kong dollars. As such, the Company did not have significant foreign currency exposure during the Reporting Period. The Company currently does not have a foreign currency hedging policy, however, the Company manages foreign exchange risk by performing regular reviews of net foreign exchange exposures to eliminate the foreign exchange exposures, where necessary.

## **OUTLOOK AND PROSPECTS**

The Company is one of the handful of publicly listed SPACs in Hong Kong. The Company will have 24 months from the Listing Date to make an announcement of the terms of a De-SPAC Transaction and 36 months from the Listing Date to complete the De-SPAC Transaction, subject to any extension period approved by the Shareholders in accordance with the Listing Rules and the memorandum and articles of association of the Company. In the forthcoming months, the Company will use its best endeavors to source a De-SPAC Target with strong and sustainable growth prospects and recommend it for approval by the Shareholders and the Stock Exchange.

The Company will conduct a thorough due diligence review for the introduced potential De-SPAC Target. If the Company decides to further pursue a particular De-SPAC Target subsequent to the due diligence review, further negotiations will be conducted to structure the terms of the De-SPAC Transaction. It is expected that substantial costs will be incurred in evaluating a potential De-SPAC Target and in negotiating and executing a De-SPAC Transaction. The Company will continue to incur expenses as a publicly listed company (for legal, financial reporting, accounting and auditing compliance), as well as for due diligence expenses related to prospective De-SPAC Transactions. The Company intends to consummate the De-SPAC Transaction using (i) proceeds of the Offering; (ii) proceeds from the issuance of the Class B Shares and the Promoter Warrants; (iii) proceeds from independent third party investments; (iv) funds from any backstop agreements it may enter into; (v) loans from the Promoters or their affiliates, if any, under the Loan Facility or other arrangements; (vi) shares issued to the owners of the De-SPAC Target; and (vii) any other equity or debt financing, or a combination of the foregoing.

## **Significant investments, material acquisitions and disposal of subsidiaries, associates and joint ventures**

The Company had no significant investments or material acquisitions or disposals of subsidiaries, associates and joint ventures during the Reporting Period.

## **Employee and remuneration policy**

As of December 31, 2023, the Company had no full-time employees and no staff cost has been recognized as expenses of the Company during the Reporting Period. The executive Directors are not entitled to any remuneration from the Company. The remuneration package of the independent non-executive Directors as well as other corporate executives and employees of the Company (if any) are benchmarked against the remuneration for similar positions in the market. The Company has not adopted any share schemes under Chapter 17 of the Listing Rules since its incorporation.

As a SPAC, the Company does not intend to have any full-time employees prior to the completion of the De-SPAC Transaction. Thus, the Company has not adopted a remuneration policy since its incorporation. Any remuneration policy to be adopted after completion of the De-SPAC Transaction will be determined by the Board and reviewed by the remuneration committee of the Company. In general, the Company expects that the remuneration policy of the Company will provide remuneration packages including salary, bonus and various allowances, so as to attract and retain top quality staff, and the Company will determine employee salaries based on each employee's qualifications, position and seniority. Training programs will be provided to employees to accelerate the learning progress and improve the knowledge and skill levels of our employees where necessary.

## **Capital expenditure and commitments**

The Company did not incur any capital expenditure and commitments during the Reporting Period (for the period from January 11, 2022 to December 31, 2022: nil).

## **Contingent liabilities**

As of December 31, 2023, the Company did not have any contingent liabilities (as of December 31, 2022: nil).

## **Charges on assets**

As of December 31, 2023, there were no charges on assets of the Company (as of December 31, 2022: nil).

## **Future plans for material investments and capital assets**

The Company will continue to focus on its business strategies as set out in the listing document of the Company dated September 9, 2022 in respect of the Offering (the "**Listing Document**"). Save as disclosed in this announcement, as of December 31, 2023, the Company had no other future plans for any material investments or capital assets.

## **Pledging of Shares by controlling Shareholders and loan agreement relating to controlling Shareholders**

As of December 31, 2023, the Company had no controlling Shareholder and therefore (i) there was no pledge of Shares to secure the Company's debts or to secure guarantees or other support of their obligations, and (ii) there was no loan agreement with covenants relating to specific performance of a controlling Shareholder.

## **DIVIDENDS**

As disclosed in the Listing Document, the Company does not intend to pay cash dividends prior to the completion of a De-SPAC Transaction. Hence, no final dividend was proposed by the Board for the Reporting Period (for the period from January 11, 2022 to December 31, 2022: nil).

## **CORPORATE GOVERNANCE AND OTHER INFORMATION**

### **Compliance with the Corporate Governance Code**

The Company is committed to maintaining a high standard of corporate governance to safeguard the interests of the Shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Board has complied with all applicable code provisions set out in the Corporate Governance Code set out in Appendix C1 (formerly known as Appendix 14) to the Listing Rules (the “**CG Code**”) during the Reporting Period, with the exception of code provision C.2.1 of the CG Code, which requires the roles of chairman and chief executive to be held by different individuals. Mr. CHEN Tong and Mr. YANG Xiuke were each appointed as the co-chairman of the Board, executive Director and co-chief executive officer of the Company. The Board believes that, in view of their experience, personal profile and their respective roles in the Promoters, Mr. CHEN Tong and Mr. YANG Xiuke are the Directors best suited to identify strategic opportunities and focus of the Board. Given the minimal level of business operations of the Company before the successful completion of the De-SPAC Transaction, the Board believes that the combined role of co-chairman of the Board and co-chief executive officer of the Company can promote the effective execution of strategic initiatives and facilitate the flow of information between management and the Board. The Directors consider that the balance of power and authority will not be impaired due to this arrangement. In addition, all major decisions are made in consultation with members of the Board, including the relevant Board committees, and three independent non-executive Directors.

## **Compliance with Model Code**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 (formerly known as Appendix 10) to the Listing Rules (the “**Model Code**”) as its own code of conduct regarding dealings in the securities of the Company by the Directors and the Company’s senior management who, because of their office or employment, are likely to possess inside information in relation to the Company or its securities.

Upon specific enquiry, all Directors confirmed that they have complied with the Model Code during the Reporting Period. In addition, the Company is not aware of any non-compliance of the Model Code by the senior management of the Company during the Reporting Period.

## **Purchase, sale or redemption of listed securities of the Company**

During the Reporting Period, the Company did not purchase, sell or redeem any of its listed securities.

## **Use of proceeds**

### *(a) Use of proceeds from the Offering*

The Company received gross proceeds of HK\$1,001.0 million from the Offering. All of the gross proceeds from the Offering are held in the Escrow Account pursuant to Rule 18B.16 of the Listing Rules and are held in the form of restricted bank balances in compliance with the Listing Rules and guidance letters which may be published by the Stock Exchange from time to time. There has been no change in the intended use of gross proceeds as previously disclosed in the Listing Document. For the avoidance of doubt, the proceeds from the Offering held in the Escrow Account do not include the proceeds from the sale of Class B Shares and the Promoter Warrants.

### *(b) Use of other proceeds*

The Company received gross proceeds from the sale of the Promoter Warrants of HK\$35.6 million. The gross proceeds from the sale of the Promoter Warrants are held outside of the Escrow Account. The proceeds held outside of the Escrow Account were used, and are proposed to be used, according to the intentions previously disclosed in the Listing Document.

The following table sets forth the status of use of gross proceeds held outside of the Escrow Account as of December 31, 2023:

	% of gross proceeds held outside of the Escrow Account	Allocation disclosed in the Listing Document	Proceeds unutilized as of December 31, 2022	Proceeds utilized during the Reporting Period	Proceeds utilized as of December 31, 2023	Proceeds unutilized as of December 31, 2023
Expenses related to the Offering	78.65%	HK\$28.0 million	HK\$4.8 million	HK\$4.1 million	HK\$27.3 million	HK\$0.7 million
General working capital	21.35%	HK\$7.6 million	HK\$5.3 million	HK\$3.9 million	HK\$6.2 million	HK\$1.4 million
<b>Total</b>	<u>100%</u>	<u>HK\$35.6 million</u>	<u>HK\$10.1 million</u>	<u>HK\$8.0 million</u>	<u>HK\$33.5 million</u>	<u>HK\$2.1 million</u>

*Notes:*

1. For expenses in relation to a De-SPAC Transaction, including legal, accounting, due diligence, travel and other expenses associated with the identification and evaluation of a prospective De-SPAC Target, the total amount of which the Company is currently unable to estimate.
2. The Company expects that the remaining unutilized proceeds held outside of the Escrow Account shall be utilized gradually at the time of the completion of the De-SPAC Transaction (i.e. within 36 months of the Listing Date (or within the extended time limits under the Listing Rules, if applicable)).

## AUDIT COMMITTEE

The Board has established an audit committee (the “**Audit Committee**”) with written terms of reference in compliance with the CG Code.

The Audit Committee currently consists of three members, namely Ms. CHAN Ching Chu (*alias* Rebecca Chan), Ms. CHAN Jeanette Kim Yum and Mr. PU Yonghao, each of whom is an independent non-executive Director. The chairlady of the Audit Committee is Ms. CHAN Ching Chu (*alias* Rebecca Chan). The Company’s annual results for the Reporting Period and the accounting principles and policies adopted by the Company have been reviewed by the Audit Committee.

## **SCOPE OF WORK OF KPMG**

The figures in respect of the Company's statement of financial position, statement of profit or loss and other comprehensive income and the related notes thereto for the Reporting Period as set out in the preliminary announcement have been compared by the Company's auditors, KPMG, Certified Public Accountants, to the amounts set out in the Company's draft financial statements for the Reporting Period and the amounts were found to be in agreement. The work performed by KPMG in the preliminary announcement did not constitute an audit, review or other assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by the auditors on this announcement.

## **EVENTS AFTER THE REPORTING PERIOD**

The Company did not have any material subsequent event after the Reporting Period and up to the date of this announcement.

## **ANNUAL GENERAL MEETING**

The annual general meeting of the Company (the "AGM") will be held on Friday, June 21, 2024. A notice convening the AGM will be published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.interraacquisition.com](http://www.interraacquisition.com)), and will be dispatched (if necessary) to the Shareholders in accordance with the requirements of the Listing Rules in due course.

## **CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement of Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, June 18, 2024 to Friday, June 21, 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all share transfer documents accompanied by the corresponding share certificates must be lodged with the Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. (Hong Kong time) on Monday, June 17, 2024.

## **PUBLICATION OF ANNUAL RESULTS AND ANNUAL REPORT**

This results announcement is published on the website of the Company ([www.interraacquisition.com](http://www.interraacquisition.com)) and the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

The annual report of the Company for the Reporting Period containing all relevant information required under the Listing Rules will be dispatched (if necessary) to the Shareholders and available on the respective websites of the Stock Exchange and the Company in due course.

By order of the Board  
**Interra Acquisition Corporation**  
**Mr. CHEN Tong**  
*Co-chairman, Executive Director and  
Co-chief executive officer*

Hong Kong, March 21, 2024

*As at the date of this announcement, the Board of the Company comprises Mr. CHEN Tong (Co-chairman and Co-chief executive officer), Mr. YANG Xiuke (Co-chairman and Co-chief executive officer), Ms. MING Liang and Mr. GE Chengyuan as the Executive Directors, and Ms. CHAN Ching Chu (alias Rebecca CHAN), Ms. CHAN Jeanette Kim Yum and Mr. PU Yonghao as the Independent Non-Executive Directors.*