



**HYBRID KINETIC GROUP LIMITED**  
**正道集團有限公司**

(Stock Code 股份代號: 01188)

► **Interim Report**  
**中期報告 2024**



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## Corporate Information

### Board of Directors

#### Executive Directors

Dr Yeung Yung (*Chairman*)  
 Mr Feng Rui (*Chief Executive Officer*)  
 (Resigned with effect from 5 March 2024)  
 Mr Liu Stephen Quan  
 Mr Li Zhengshan  
 (Resigned with effect from 26 April 2024)  
 Mr Chen Xiao

#### Non-executive Director

Dr Xia Tingkang, Tim

#### Independent Non-Executive Directors

Dr Zhu Guobin  
 Mr Cheng Tat Wa  
 (Resigned with effect from 21 March 2024)  
 Dr Li Jianyong  
 Mr Chan Sin Hang  
 (Resigned with effect from 21 March 2024)  
 Mr Lee Cheung Yuet Horace  
 (Resigned with effect from 2 February 2024)  
 Mr On Ka Shing  
 (Appointed with effect from 21 March 2024)

### Company Secretary

Mr Leung Kai Yin (Resigned with effect from 2 February 2024)  
 Mr Lee Cheung Yuet, Horace (Appointed with effect from  
 2 February 2024 and resigned with effect from 9 April 2024)  
 Ms Lam Wing Tung (Appointed with effect from 2 February 2024  
 and resigned with effect from 9 April 2024)

### Auditor

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

## 公司資料

### 董事會

#### 執行董事

仰融博士 (*主席*)  
 馮銳先生 (*行政總裁*)  
 (自二零二四年三月五日起辭任)  
 劉泉先生  
 李正山先生  
 (自二零二四年四月二十六日起辭任)  
 陳曉先生

#### 非執行董事

夏廷康博士

#### 獨立非執行董事

朱國斌博士  
 鄭達華先生  
 (自二零二四年三月二十一日起辭任)  
 李建勇博士  
 陳善衡先生  
 (自二零二四年三月二十一日起辭任)  
 李暢悅先生  
 (自二零二四年二月二日起辭任)  
 安嘉成先生  
 (自二零二四年三月二十一日起獲委任)

### 公司秘書

梁啟賢先生 (自二零二四年二月二日起辭任)  
 李暢悅先生 (自二零二四年二月二日起  
 獲委任及自二零二四年四月九日起辭任)  
 林穎彤女士 (自二零二四年二月二日起  
 獲委任及自二零二四年四月九日起辭任)

### 核數師

中匯安達會計師事務所有限公司  
 執業會計師  
 香港  
 九龍九龍灣  
 宏照道38號  
 企業廣場第五期2座23樓

**Principal Bankers**

Hongkong and Shanghai Banking Corporation Limited  
1 Queen's Road  
Central, Hong Kong

Bank of Communications Co. Ltd.  
20 Pedder Street, Central, Hong Kong

**Principal Place of Business in Hong Kong**

Unit 1002, 10th Floor, Infinitus Plaza  
199 Des Voeux Road Central  
Hong Kong

**Registered Office**

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10  
Bermuda

**Hong Kong Legal Advisor**

Michael Li & Co.  
Rooms 1901A, 1902 & 1902A, 19/F.,  
New World Tower I,  
16-18 Queen's Road Central,  
Central, Hong Kong

**Principal Share Registrar and Transfer Office**

Ocorian Management (Bermuda) Limited  
Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10  
Bermuda

**Hong Kong Branch Share Registrar and Transfer Office**

Computershare Hong Kong Investor Services Limited  
17M Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

**主要往來銀行**

香港上海滙豐銀行有限公司  
香港中環  
皇后大道中1號

交通銀行股份有限公司  
香港中環畢打街20號

**香港主要營業地點**

香港  
德輔道中199號  
無限極廣場10樓1002室

**註冊辦事處**

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10  
Bermuda

**香港法律顧問**

李智聰律師事務所  
香港中環  
皇后大道中16-18號  
新世界大廈1期  
19樓1901A、1902及1902A室

**主要股份過戶登記處**

Ocorian Management (Bermuda) Limited  
Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10  
Bermuda

**股份過戶登記處香港分處**

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17M樓

## Interim Results

The board of directors (the “Board” or the “Directors”) of Hybrid Kinetic Group Limited (the “Company”) would like to announce the unaudited condensed consolidated interim results of the Company and its subsidiaries (together the “Group”) for the six months ended 30 June 2024 (the “Period”) together with the comparative figures for the corresponding period in 2023 as follows:

## Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the six months ended 30 June 2024

## 中期業績

正道集團有限公司(「本公司」)董事會(「董事會」或「董事」)謹此宣佈，本公司及其附屬公司(統稱「本集團」)截至二零二四年六月三十日止六個月(「本期間」)之未經審核簡明綜合中期業績連同二零二三年同期之比較數字如下：

## 簡明綜合損益及其他全面收益表

截至二零二四年六月三十日止六個月

|  |   | Six months ended 30 June<br>截至六月三十日止六個月                   |   |
|--|---|---|---|
|  |   | 2024<br>二零二四年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2023<br>二零二三年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
|  | Notes<br>附註                                 |   |   |
| <b>Revenue</b>   | <b>收入</b>                                   | 5   | –   |
| Cost of sales  | 銷售成本  |   | –   |
| <b>Gross profit</b>  | <b>毛利</b>                                   |   | –   |
| Other income   | 其他收入  |   | 33  |
| Distribution costs and<br>general operating expenses   | 分銷成本及一般經營<br>開支                             |   | (5,887)   |
| <b>Loss from operations</b>  | <b>經營虧損</b>                                 |   | (5,854)   |
| Finance costs  | 融資成本  | 6   | (14)  |
| <b>Loss before tax</b>   | <b>除稅前虧損</b>                                |   | (5,868)   |
| Income tax expense   | 所得稅開支                                       | 7   | –   |
| <b>Loss for the period</b>   | <b>期內虧損</b>                                 | 8   | (5,868)   |
| <b>Other comprehensive income:</b><br><i>Items that may be reclassified to<br/>profit or loss:</i> | <b>其他全面收益：</b><br><i>可能重新分類至損益之<br/>項目：</i> |   |   |
| Exchange differences on translating<br>foreign operations – Group                                  | 換算海外業務之匯兌<br>差額 – 本集團                       |   | 1,377   |
| <b>Other comprehensive income<br/>for the period</b>   | <b>期內其他全面收益／<br/>(虧損)</b>                   |   | 1,377   |
| <b>Total comprehensive loss<br/>for the period</b>   | <b>期內全面虧損總額</b>                             |   | (4,491)   |
| <b>Loss for the period attributable to:</b>  | <b>以下人士應佔期內虧損：</b>                          |   |   |
| Owners of the Company  | 本公司擁有人                                      |   | (5,842)   |
| Non-controlling interests  | 非控股權益                                       |   | (26)  |
|  |   |   | (5,868)   |
| <b>Total comprehensive loss<br/>for the period attributable to:</b>                                | <b>以下人士應佔期內全面<br/>虧損總額：</b>                 |   |   |
| Owners of the Company  | 本公司擁有人                                      |   | (4,432)   |
| Non-controlling interests  | 非控股權益                                       |   | (59)  |
|  |   |   | (4,491)   |
| <b>Loss per share</b>  | <b>每股虧損</b>                                 | 10  |   |
| Basic and diluted (cents per share)  | 基本及攤薄<br>(每股港仙)                             |   | (0.03)  |
|  |   |   | (0.05)  |

**Condensed Consolidated Statement of Financial Position** **簡明綜合財務狀況表**

At 30 June 2024

於二零二四年六月三十日

|   |                   |    | At<br>30 June<br>2024<br>於<br>二零二四年<br>六月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 December<br>2023<br>於<br>二零二三年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|---|-------------------|----|--|---|
| <b>Non-current assets</b>   | <b>非流動資產</b>      |    |  |   |
| Property, plant and equipment                                       | 物業、廠房及設備          | 11 | 261  | 315   |
| Equity investments at fair value through other comprehensive income | 按公平值計入其他全面收入之股本投資 |    | -  | -   |
|   |                   |    | <b>261</b>   | <b>315</b>  |
| <b>Current assets</b>   | <b>流動資產</b>       |    |  |   |
| Prepayments and other receivables                                   | 預付款項及其他應收款        | 12 | 2,158  | 2,638   |
| Bank and cash balances  | 銀行及現金結餘           |    | 365  | 874   |
|   |                   |    | <b>2,523</b>   | <b>3,512</b>  |
| <b>Current liabilities</b>  | <b>流動負債</b>       |    |  |   |
| Trade and other payables  | 應付貿易款項及其他應付款      | 13 | 106,847  | 102,718   |
| Loan from a shareholder   | 一名股東之貸款           | 14 | 101,033  | 101,084   |
| Lease liabilities   | 租賃負債              |    | 213  | 843   |
|   |                   |    | <b>208,093</b>   | <b>204,645</b>  |
| <b>Net current liabilities</b>                                      | <b>流動負債淨值</b>     |    | <b>(205,570)</b>   | <b>(201,133)</b>  |
| <b>NET LIABILITIES</b>  | <b>負債淨值</b>       |    | <b>(205,309)</b>   | <b>(200,818)</b>  |
| <b>Capital and reserves</b>   | <b>資本及儲備</b>      |    |  |   |
| Share capital   | 股本                |    | 2,035,287  | 2,035,287   |
| Reserves  | 儲備                |    | (2,241,906)  | (2,237,474)   |
| Equity attributable to owners of the Company                        | 本公司擁有人應佔權益        |    | <b>(206,619)</b>   | <b>(202,187)</b>  |
| Non-controlling interests   | 非控股權益             |    | 1,310  | 1,369   |
| <b>TOTAL EQUITY</b>   | <b>權益總額</b>       |    | <b>(205,309)</b>   | <b>(200,818)</b>  |

## Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表

For the six months ended 30 June 2024

截至二零二四年六月三十日止六個月

|  |               | Attributable to owners of the Company<br>本公司擁有人應佔 |                  |                     |                             |                                       |                 |                    |                  |                           |                  |
|--|---------------|---|------------------|---------------------|-----------------------------|---------------------------------------|-----------------|--------------------|------------------|---------------------------|------------------|
|  |               | Share capital                                     | Share premium    | Translation reserve | Share-based payment reserve | Equity investment revaluation reserve | Other reserve   | Accumulated losses | Total            | Non-controlling interests | Total            |
|  |               | 股本  | 股份溢價             | 換算儲備                | 以股份支付之款項儲備                  | 股本投資重估儲備                              | 其他儲備            | 累計虧損               | 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                  | 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                       | 千港元              |
|  |               | (Unaudited)                                       | (Unaudited)      | (Unaudited)         | (Unaudited)                 | (Unaudited)                           | (Unaudited)     | (Unaudited)        | (Unaudited)      | (Unaudited)               | (Unaudited)      |
|  |               | (未經審核)  | (未經審核)           | (未經審核)              | (未經審核)                      | (未經審核)                                | (未經審核)          | (未經審核)             | (未經審核)           | (未經審核)                    | (未經審核)           |
| At 1 January 2023                                | 於二零二三年一月一日    | 2,035,287   | 2,123,214        | (51,344)            | 274,118                     | (23,901)                              | (70,363)        | (4,468,008)        | (180,997)        | 1,479                     | (179,518)        |
| Total comprehensive income/(loss) for the period | 期內全面收入/(虧損)總額 | -   | -                | 1,578               | -                           | -                                     | -               | (9,580)            | (8,002)          | (102)                     | (8,104)          |
| At 30 June 2023                                  | 於二零二三年六月三十日   | 2,035,287   | 2,123,214        | (49,766)            | 274,118                     | (23,901)                              | (70,363)        | (4,477,588)        | (188,999)        | 1,377                     | (187,622)        |
| At 1 January 2024                                | 於二零二四年一月一日    | <b>2,035,287</b>                                  | <b>2,123,214</b> | <b>(50,625)</b>     | <b>234,304</b>              | <b>(23,901)</b>                       | <b>(70,363)</b> | <b>(4,450,103)</b> | <b>(202,187)</b> | <b>1,369</b>              | <b>200,818</b>   |
| Total comprehensive income/(loss) for the period | 期內全面收入/(虧損)總額 | -   | -                | 1,410               | -                           | -                                     | -               | (5,842)            | (4,432)          | (59)                      | (4,491)          |
| At 30 June 2024                                  | 於二零二四年六月三十日   | <b>2,035,287</b>                                  | <b>2,123,214</b> | <b>(49,215)</b>     | <b>234,304</b>              | <b>(23,901)</b>                       | <b>(70,363)</b> | <b>(4,455,945)</b> | <b>(206,619)</b> | <b>1,310</b>              | <b>(205,309)</b> |

## Condensed Consolidated Statement of Cash Flows 簡明綜合現金流量表

For the six months ended 30 June 2024

截至二零二四年六月三十日止六個月

|   |                         | Six months ended 30 June<br>截至六月三十日止六個月                   |   |
|---|-------------------------|---|---|
|   |                         | 2024<br>二零二四年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2023<br>二零二三年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| <b>Net cash generated from/(used in) operating activities</b> | <b>經營活動所得／(所用) 現金淨額</b> | <b>119</b>  | <b>(2,635)</b>  |
| <b>Cash flows from financing activities</b>                   | <b>融資活動之現金流量</b>        |   |   |
| Repayment for lease liabilities                               | 償還租賃負債                  | (644)   | (872)   |
| <b>Net cash used in financing activities</b>                  | <b>融資活動所用現金淨額</b>       | <b>(644)</b>  | <b>(872)</b>  |
| <b>Net decrease in cash and cash equivalents</b>              | <b>現金及現金等價物減少淨額</b>     | <b>(525)</b>  | <b>(3,507)</b>  |
| Cash and cash equivalents at beginning of period              | 於期初之現金及現金等價物            | 874   | 7,541   |
| Effect of changes in foreign exchange rate                    | 外幣匯率變動之影響               | 16  | 186   |
| <b>Cash and cash equivalents at end of period</b>             | <b>於期末之現金及現金等價物</b>     | <b>365</b>  | <b>4,220</b>  |
| <b>Analysis of cash and cash equivalents</b>                  | <b>現金及現金等價物分析</b>       |   |   |
| Bank and cash balances  | 銀行及現金結餘                 | 365   | 4,220   |



## Notes to Condensed Consolidated Financial Statements

For the six months ended 30 June 2024

### 1. GENERAL INFORMATION

Hybrid Kinetic Group Limited was incorporated in Bermuda as an exempted company with limited liability. The address of its registered office is Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda. Its principal place of business is Unit 1002, 10th Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong. 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. The principal activities of the Company and its subsidiaries (together referred to as the "Group") were development of high-tech electric motor vehicles, development and sales of battery management systems and spare parts and development of advanced batteries materials.

### 2. BASIS OF PREPARATION

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

These condensed financial statements should be read in conjunction with the annual financial statements for the year ended 31 December 2023 ("2023 Annual Financial Statements"). The accounting policies and methods of computation used in the preparation of these condensed financial statements are consistent with those used in the 2023 Annual Financial Statements.

### 3. GOING CONCERN BASIS

The Group incurred a loss of approximately HK\$5,868,000 for the six months ended 30 June 2024 and as at 30 June 2024, the Group had net current liabilities of approximately HK\$205,570,000 and net liabilities of approximately HK\$205,309,000. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

These condensed consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon i) financial support from the major shareholder of the Company; ii) the completion of the subscription of new shares in the Company for the Group; and iii) the completion of the subscription of convertible bonds to be issued by the Company under the general mandate, at a level sufficient to finance the working capital requirements of the Group. The major shareholder had agreed to provide adequate funds and the respective subscribers had conditionally agreed to subscribe for new shares and convertible bonds in the Company for the Group to meet its liabilities as they fall due. The Directors are therefore of the opinion that it is appropriate to prepare the condensed consolidated financial statements on a going concern basis. Should the Group be unable to continue as a going concern, adjustments would have to be made to the condensed consolidated financial statements to adjust the value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities, respectively.

## 簡明綜合財務報表附註

截至二零二四年六月三十日止六個月

### 1. 一般資料

正道集團有限公司為一間於百慕達註冊成立之獲豁免有限公司。其註冊辦事處地址為Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda。其主要營業地點為香港德輔道中199號無限極廣場10樓1002室。本公司股份於香港聯合交易所有限公司（「聯交所」）主板上市。

本公司為投資控股公司。本公司及其附屬公司（統稱「本集團」）之主要業務為開發高科技電動車、開發及銷售電池管理系統及備品備件以及開發先進電池材料。

### 2. 編製基準

本簡明財務報表乃按照香港會計師公會（「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」及聯交所證券上市規則（「上市規則」）之適用披露規定編製。

本簡明財務報表應與截至二零二三年十二月三十一日止年度之年度財務報表（「二零二三年年度財務報表」）一併閱覽。編製本簡明財務報表所使用之會計政策及計算方法與二零二三年年度財務報表所用者貫徹一致。

### 3. 持續經營基準

截至二零二四年六月三十日止六個月，本集團產生虧損約5,868,000港元及負債淨額約205,309,000港元及於二零二四年六月三十日，本集團流動負債淨額約為205,570,000港元。該等情況顯示存在重大不確定性，可能對本集團持續經營能力產生重大疑慮。因此，本集團或無法於正常業務過程中變現資產及清償負債。

本簡明綜合財務報表已按持續經營基準編製，其有效性取決於i)本公司主要股東之財政支持；ii)是否為本集團完成認購本公司新股；iii)根據一般授權完成認購本公司將予發行的可換股債券是否足以為本集團之營運資金需要融資。主要股東已同意提供足夠資金及各認購人已有條件同意認購本公司新股及可換股債券，以供本集團應付到期應付負債。因此，董事認為按持續經營基準編製簡明綜合財務報表誠屬恰當。倘本集團未能繼續按持續基準經營，則須對簡明綜合財務報表作出多項調整，以將本集團之資產價值調整至可收回金額，就可能產生之任何進一步負債計提撥備，以及將非流動資產及負債分別重新分類為流動資產及負債。

**4. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS**

In the current period, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (the “HKFRSs”) issued by the HKICPA that are relevant to its operations and effective for its accounting period beginning on 1 January 2024. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards (the “HKAS”); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s financial statements and amounts reported for the current period and prior years.

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

**5. REVENUE AND SEGMENT INFORMATION**

Information about reportable segment profit or loss, assets and liabilities:

**4. 採納新訂及經修訂香港財務報告準則**

於本期間，本集團已採用所有由香港會計師公會頒佈的與本集團營運有關且於二零二四年一月一日開始之會計期間生效之新訂及經修訂香港財務報告準則（「香港財務報告準則」）。香港財務報告準則包括香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋。採用該等新訂及經修訂香港財務報告準則並無導致本集團之會計政策、本集團財務報表之呈列以及本期間及過往年度之已呈報金額出現重大變動。

本集團未有應用已經頒佈但尚未生效之新訂及經修訂香港財務報告準則。本集團已開始評估該等新訂及經修訂香港財務報告準則之影響，惟尚無法說明該等新訂及經修訂香港財務報告準則會否對其經營業績及財務狀況產生重大影響。

**5. 收入及分部資料**

有關可呈報分部溢利或虧損、資產與負債之資料：

|                                   |                         | High-tech electric motor vehicles<br>高科技電動車<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | Battery management systems and spare parts<br>電池管理系統及備品備件<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | Advanced batteries materials<br>先進電池材料<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | Total<br>總計<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
|-----------------------------------|-------------------------|---|---|--|---|
| <b>Period ended 30 June 2024:</b> | <b>截至二零二四年六月三十日止期間：</b> |   |   |  |   |
| Revenue                           | 收入                      | -   | -   | -  | -   |
| Segment loss                      | 分部虧損                    | (1,993)   | (194)   | (66)   | (2,253)   |
| <b>At 30 June 2024:</b>           | <b>於二零二四年六月三十日：</b>     |   |   |  |   |
| Segment assets                    | 分部資產                    | 110   | 1,211   | 12   | 1,333   |
| Segment liabilities               | 分部負債                    | 9,034   | 5,358   | 1  | 14,393  |
| <b>Period ended 30 June 2023:</b> | <b>截至二零二三年六月三十日止期間：</b> |   |   |  |   |
| Revenue                           | 收入                      | -   | -   | -  | -   |
| Segment loss                      | 分部虧損                    | (1,864)   | (180)   | (76)   | (2,120)   |
| <b>At as 31 December 2023:</b>    | <b>於二零二三年十二月三十一日：</b>   |   |   |  |   |
| Segment assets (audited)          | 分部資產 (經審核)              | 269   | 1,229   | 87   | 1,585   |
| Segment liabilities (audited)     | 分部負債 (經審核)              | 6,865   | 5,494   | 1  | 12,360  |

## 5. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Reconciliations of reportable segment revenue, profit and loss, assets and liabilities:

## 5. 收入及分部資料 (續)

可呈報分部收入、溢利及虧損、資產與負債對賬：

|   |                   | Six months ended 30 June<br>截至六月三十日止六個月   |  |
|---|-------------------|---|--|
|   |                   | 2024<br>二零二四年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核)                                       | 2023<br>二零二三年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核)  |
| <b>Revenue:</b>   | <b>收入：</b>        |   |  |
| Total revenue of reportable segments and consolidated revenue | 可呈報分部收入及綜合收入總額    | -   | -  |
| <b>Profit or loss:</b>  | <b>溢利或虧損：</b>     |   |  |
| Total loss of reportable segments                             | 可呈報分部虧損總額         | (2,253)   | (2,120)  |
| Corporate and unallocated profit or loss                      | 公司及未分配溢利或虧損       | (3,615)   | (7,490)  |
| Consolidated loss for the period                              | 期內綜合虧損            | (5,868)   | (9,610)  |
|   |                   | <b>At 30 June<br/>2024<br/>於二零二四年<br/>六月三十日<br/>HK\$'000<br/>千港元<br/>(Unaudited)<br/>(未經審核)</b> | <b>At 31 December<br/>2023<br/>於二零二三年<br/>十二月三十一日<br/>HK\$'000<br/>千港元<br/>(Audited)<br/>(經審核)</b> |
| <b>Assets:</b>  | <b>資產：</b>        |   |  |
| Total assets of reportable segments                           | 可呈報分部資產總值         | 1,333   | 1,585  |
| Corporate and unallocated assets:                             | 公司及未分配資產：         |   |  |
| – Bank and cash balances held by the Group's headquarter      | – 本集團總部持有之銀行及現金結餘 | 12  | 113  |
| – Others  | – 其他              | 1,439   | 2,129  |
| Consolidated total assets                                     | 綜合資產總值            | 2,784   | 3,827  |
| <b>Liabilities:</b>   | <b>負債：</b>        |   |  |
| Total liabilities of reportable segments                      | 可呈報分部負債總額         | 14,393  | 12,360   |
| Corporate and unallocated liabilities                         | 公司及未分配負債          |   |  |
| – Others  | – 其他              | 193,700   | 192,285  |
| Consolidated total liabilities                                | 綜合負債總額            | 208,093   | 204,645  |

## 6. FINANCE COSTS

## 6. 融資成本

|                 |      | Six months ended 30 June<br>截至六月三十日止六個月                   |   |
|-----------------|------|---|---|
|                 |      | 2024<br>二零二四年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2023<br>二零二三年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| Lease interests | 租賃利息 | 14  | 32  |

**7. INCOME TAX EXPENSE**

|   |              |  |  |
|---|--------------|--|--|
| Current tax – PRC Enterprise Income Tax | 即期稅項—中國企業所得稅 |  |  |
| – Provision for the period              | — 期內撥備       |  |  |

No provision for Hong Kong Profits Tax is required since the Group has no assessable profit in Hong Kong during the Period (six months ended 30 June 2023: Nil).

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

**8. LOSS FOR THE PERIOD**

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

|   |               |              |              |
|---|---------------|--------------|--------------|
| Depreciation                                | 折舊            | 54           | 54           |
| Staff costs including directors' emoluments | 員工成本 (包括董事酬金) |              |              |
| – Salaries, bonus and allowances            | — 薪金、花紅及津貼    | 2,616        | 7,235        |
| – Retirement benefits scheme contributions  | — 退休福利計劃供款    | 220          | 177          |
|   |               | <b>2,836</b> | <b>7,412</b> |

**9. DIVIDENDS**

The Directors do not recommend or declare the payment of any dividend in respect of the Period (six months ended 30 June 2023: nil).

**10. LOSS PER SHARE**

**Basic loss per share**

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the Period attributable to owners of the Company of approximately HK\$5,842,000 (six months ended 30 June 2023: approximately HK\$9,580,000) and the weighted average number of 20,352,873,000 (six months ended 30 June 2023: 20,352,873,000) ordinary shares in issue during the Period.

**Diluted loss per share**

The effects of all potential ordinary shares are anti-dilutive during the Period and the six months ended 30 June 2023, respectively.

**7. 所得稅開支**

| Six months ended 30 June |             |
|--------------------------|-------------|
| 截至六月三十日止六個月              |             |
| 2024                     | 2023        |
| 二零二四年                    | 二零二三年       |
| HK\$'000                 | HK\$'000    |
| 千港元                      | 千港元         |
| (Unaudited)              | (Unaudited) |
| (未經審核)                   | (未經審核)      |

由於本集團於期內在香並無產生任何應課稅溢利，故毋須就香港利得稅作出撥備 (二零二三年六月三十日止六個月：零)。

其他地區應課稅溢利之稅項支出乃基於本集團經營業務所在國家之現行有關法律、詮釋及常規，按其通行稅率計算。

**8. 期內虧損**

本集團之本期間虧損乃於扣除下列各項後達致：

| Six months ended 30 June |             |
|--------------------------|-------------|
| 截至六月三十日止六個月              |             |
| 2024                     | 2023        |
| 二零二四年                    | 二零二三年       |
| HK\$'000                 | HK\$'000    |
| 千港元                      | 千港元         |
| (Unaudited)              | (Unaudited) |
| (未經審核)                   | (未經審核)      |

**9. 股息**

董事並無於期內 (二零二三年六月三十日止六個月：無) 建議派發或宣派任何股息。

**10. 每股虧損**

**每股基本虧損**

本公司擁有人應佔每股基本虧損乃基於本公司擁有人應佔期內虧損約5,842,000港元 (二零二三年六月三十日止六個月：約9,580,000港元) 及期內已發行普通股加權平均股數20,352,873,000股 (二零二三年六月三十日止六個月：20,352,873,000股) 計算。

**每股攤薄虧損**

於期內及截至二零二三年六月三十日止六個月，所有潛在普通股分別具有反攤薄影響。

**11. PROPERTY, PLANT AND EQUIPMENT**

During the Period, no property, plant and equipment was acquired by the Group (the six months ended 30 June 2023: Nil).

**12. PREPAYMENTS AND OTHER RECEIVABLES**

|                                |           | At 30 June<br>2024<br>於二零二四年<br>六月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At 31 December<br>2023<br>於二零二三年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|--------------------------------|-----------|---|--|
| Prepayment to a supplier       | 預付一名供應商款項 | 332,641   | 332,641  |
| Prepayments to others          | 預付其他人士款項  | 4,702   | 4,817  |
| Deposits and other receivables | 按金及其他應收款  | 111,252   | 111,628  |
|                                |           | <b>448,595</b>  | 449,086  |
| Less: impairment losses        | 減：減值虧損    | <b>(446,437)</b>  | (446,448)  |
|                                |           | <b>2,158</b>  | 2,638  |

**13. TRADE AND OTHER PAYABLES**

|                             |            | At 30 June<br>2024<br>於二零二四年<br>六月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At 31 December<br>2023<br>於二零二三年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|-----------------------------|------------|---|--|
| Trade payables              | 應付貿易款項     | 5,282   | 5,411  |
| Amount due to a director    | 應付一名董事款項   | 2,681   | 780  |
| Accruals and other payables | 應計費用及其他應付款 | 98,884  | 96,527   |
|                             |            | <b>106,847</b>  | 102,718  |

**Trade payables**

The aging analysis of the trade payables, based on the date of receipt of goods, is as follows:

|               |        | At 30 June<br>2024<br>於二零二四年<br>六月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At 31 December<br>2023<br>於二零二三年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|---------------|--------|---|--|
| Over 360 days | 超過360天 | 5,282   | 5,411  |

Amount due to a director is unsecured, interest-free and repayable on demand.

**14. LOAN FROM A SHAREHOLDER**

The loan from a shareholder is unsecured, interest-free and repayable on demand.

**11. 物業、廠房及設備**

期內，本集團並無收購物業、廠房及設備（二零二三年六月三十日止六個月：無）。

**12. 預付款項及其他應收款**

|                                |           | At 30 June<br>2024<br>於二零二四年<br>六月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At 31 December<br>2023<br>於二零二三年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|--------------------------------|-----------|---|--|
| Prepayment to a supplier       | 預付一名供應商款項 | 332,641   | 332,641  |
| Prepayments to others          | 預付其他人士款項  | 4,702   | 4,817  |
| Deposits and other receivables | 按金及其他應收款  | 111,252   | 111,628  |
|                                |           | <b>448,595</b>  | 449,086  |
| Less: impairment losses        | 減：減值虧損    | <b>(446,437)</b>  | (446,448)  |
|                                |           | <b>2,158</b>  | 2,638  |

**13. 應付貿易款項及其他應付款**

|                             |            | At 30 June<br>2024<br>於二零二四年<br>六月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At 31 December<br>2023<br>於二零二三年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|-----------------------------|------------|---|--|
| Trade payables              | 應付貿易款項     | 5,282   | 5,411  |
| Amount due to a director    | 應付一名董事款項   | 2,681   | 780  |
| Accruals and other payables | 應計費用及其他應付款 | 98,884  | 96,527   |
|                             |            | <b>106,847</b>  | 102,718  |

**應付貿易款項**

應付貿易款項基於收取貨品日期之賬齡分析如下：

|               |        | At 30 June<br>2024<br>於二零二四年<br>六月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At 31 December<br>2023<br>於二零二三年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|---------------|--------|---|--|
| Over 360 days | 超過360天 | 5,282   | 5,411  |

應付一名董事款項為無抵押、免息及須按要求償還。

**14. 來自一名股東之貸款**

來自一名股東之貸款為無抵押、免息及須按要求償還。

15. SHARE CAPITAL

15. 股本

|  |   | Number of<br>shares<br>股份數目 | Amount<br>金額<br>HKD'000<br>千港元 |
|--|---|-----------------------------|--------------------------------|
| <b>Authorised:</b>   | <b>法定：</b>  |                             |                                |
| Ordinary shares of HK\$0.1 each at<br>1 January 2023, 31 December 2023,<br>1 January 2024 and 30 June 2024 | 於二零二三年一月一日、<br>二零二三年十二月三十一日、<br>二零二四年一月一日及<br>二零二四年六月三十日<br>每股面值0.1港元之普通股 | 800,000,000,000             | 80,000,000                     |
|  |   | Number of<br>shares<br>股份數目 | Amount<br>金額<br>HKD'000<br>千港元 |
| <b>Issued and fully paid:</b>  | <b>已發行及繳足：</b>  |                             |                                |
| At 1 January 2023, 31 December 2023<br>(audited), 1 January 2024 and<br>30 June 2024 (unaudited)           | 於二零二三年一月一日、<br>二零二三年十二月三十一日<br>(經審核)、於二零二四年<br>一月一日及二零二四年<br>六月三十日 (未經審核) | 20,352,872,747              | 2,035,287                      |

16. RELATED PARTY TRANSACTIONS

16. 關聯方交易

In addition to the transactions and balances disclosed elsewhere in the condensed consolidated financial statements, the Group had the following balances with its related parties during the Period:

除簡明綜合財務報表其他部分所披露之交易及結餘外，本集團於期內有以下與關聯方交易及結餘。

|                               |           | At 30 June<br>2024<br>於二零二四年<br>六月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At 31 December<br>2023<br>於二零二三年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|-------------------------------|-----------|---|--|
| Amount due to a related party | 應付一名關聯方交易 | 8,719   | 8,719  |

17. APPROVAL OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

17. 批准簡明綜合財務報表

The interim financial statements were approved and authorised for issue by the Board of Directors on 30 August 2024.

中期財務報表已於二零二四年八月三十日獲董事會批准及授權刊發。

## Management Discussion and Analysis and Other Information

### Business Review

The Group is principally engaged in the development and sale of battery management systems and spare parts, high-tech electric motor vehicles, and advanced batteries materials. The Group is also engaged in the provision of finance leasing services.

The Group has been engaging in the development of electric vehicles for over a decade. The Group has established connections with teams of experts with extensive experience and expertise in a wide variety of applications in the automotive industry, which forms part of our core strengths in the development of, among other things, advanced and high quality batteries, battery management systems and related technologies.

The global automotive industry is on an evolutionary fast track evolution towards electric mobility. To capture the mass market of the high-tech electric motor vehicles successfully, the Company has put its faith in the continuous improvement of higher quality batteries, parts and technology to provide cleaner, safer and more robust power for electric vehicles.

In the first half of 2024, the uncertain macroeconomic environment and the generally cautious and conservative market sentiment had adversely affected the progress of the Group's development of electric vehicles, and significantly hindered the negotiation progress with potential business partners or investors.

As a result of the aforementioned challenges, coupled with the uncertainties in the global economy, the business development of the Group had been significantly disrupted during the Year. The Group did not record any revenue and gross profit for the Period and the corresponding period last year.

The Group implemented effective and strict cost control policies, the distribution costs and general operating expenses for the Period decreased to approximately HK\$5.9 million (six months ended 30 June 2023: HK\$9.6 million), which consisted of employee benefit expenses (including wages and salaries, pension costs and other benefits) of approximately HK\$2.8 million (six months ended 30 June 2023: HK\$7.4 million) and depreciation expenses of approximately HK\$0.05 million (six months ended 30 June 2023: HK\$0.05 million).

## 管理層討論與分析及其他資料

### 業務回顧

本集團主要從事電池管理系統及備品備件、高科技電動車及先進電池材料的開發及銷售。本集團亦提供融資租賃服務。

本集團已從事電動汽車開發超過十年。就開發(其中包括)先進優質電池、電池管理系統及相關技術而言,本集團與經驗豐富的專家團隊建立聯繫,坐擁汽車行業各方面應用之專業知識,此乃本集團核心競爭優勢之一。

全球汽車業朝著電能驅動之方向迅速演進。為成功把握高科技電動車之龐大市場機遇,本公司矢志持續改良更優質之電池、部件及技術,為電動車提供更潔淨、更安全及更強勁之動力。

於二零二四年上半年,宏觀經濟環境不明朗及普遍審慎保守的市場情緒對本集團電動汽車開發之步伐構成不利影響,同時嚴重拖慢與潛在業務夥伴或投資者磋商之進度。

由於上述挑戰,疊加全球經濟存在的諸多不明朗因素,本集團的業務發展於本年度受到嚴重干擾。本集團於本期間及去年同期並無錄得任何收益及毛利。

本集團實施有效及嚴格的成本控制政策,本期間分銷成本及一般經營開支減少至約5,900,000港元(二零二三年六月三十日止六個月:9,600,000港元),包括僱員福利開支(包括工資及薪金、退休金成本及其他福利)約2,800,000港元(二零二三年六月三十日止六個月:7,400,000港元)及折舊開支約50,000港元(二零二三年六月三十日止六個月:50,000港元)。

As a result of the above factors, the loss for the Period of the Group decreased to approximately HK\$5.9 million (six months ended 30 June 2023: HK\$9.6 million) and the loss attributable to shareholders for the Period amounted to approximately HK\$5.8 million (six months ended 30 June 2023: HK\$9.6 million).

Nevertheless, the Company believes its continuous efforts and perseverance will bring the Group's business development back on track or even to the next level. These efforts include but are not limited to the research, development and deployment of technological advancement in the automotive industry, reviewing and making reforms on its on-going projects, exploring, expanding or reinforcing the cooperation and collaboration with its business alliances and/or potential business partners. The Company is confident that the Group will gradually catch up as the global economy gradually improves in the future and will strive to achieve the next success milestone in the automotive industry.

## Prospect and Business Development of the Group

The Company has a long-term commitment to the global automobile industry, which is constantly evolving.

### *Development of electric vehicles*

The Group has been engaging in the development of electric motor vehicle for over a decade.

After experiencing years of concept and prototype development, the Group possesses technological capabilities in all major areas and components for the production of an electric vehicle. After launching a series of prototypes and concept cars in various international car shows since 2017, the Group received positive feedback and continued to optimise the prototypes to improve the competitiveness of its product portfolio.

Building on the above success, the Company had formulated a plan to transit into the production stage. As such, the Group was exploring opportunities to enter into the stage of product and manufacturing process development, industrialisation and production. Nevertheless, the operation of the Group was significantly affected by the outbreak of COVID-19 as the collaboration between the international research and development team of the Group was restricted. In addition, the Group's negotiation with the business partners and authorities for the establishment of manufacturing bases were also inevitably suspended. The cautious investment sentiment has further stalled any negotiation progress with the business partners. As such, there has been no material development in the transition into the industrialisation since the outbreak of COVID-19.

由於上述因素，本集團本期間虧損減少至約5,900,000港元（二零二三年六月三十日止六個月：9,600,000港元），而本期間股東應佔虧損約5,800,000港元（二零二三年六月三十日止六個月：9,600,000港元）。

即使如此，本公司相信不斷努力、堅毅行事將可讓本集團業務發展重回正軌甚或邁上新台階。本公司之努力包括但不限於研究、開發及部署汽車業技術提升、檢討及改革手頭項目、探求、擴大或加強與業務聯盟及／或潛在業務夥伴之合作及協作。本公司有信心，隨著未來全球經濟逐步好轉，本集團將會逐步重拾發展，同時亦將致力於汽車業達致另一成就里程碑。

## 本集團之前景及業務發展

本公司長期致力於全球汽車行業，見證行業不斷演進。

### *開發電動汽車*

本集團已從事電動汽車開發超過十年。

經過多年的概念車及原型樣車開發，本集團已掌握電動汽車生產的所有主要領域及零部件的技術能力。自二零一七年起，本集團參加多個國際車展，推出一系列原型及概念車，市場反響強烈，本集團持續優化原型樣車，提升其產品組合的競爭力。

有鑒於上述成功，本公司遂制定投產計劃。因此，本集團正在探索進入產品及製造工藝開發、工業化及生產階段的契機。然而，COVID-19爆發後，本集團營運頗受衝擊，國際研發團隊之間的協作受到限制。此外，本集團亦無可避免地暫停與業務夥伴及當局就建立生產基地進行磋商。業務夥伴瀟灑審慎的投資情緒，進一步拖慢相互之間的磋商進度。因此，自COVID-19爆發以來，向工業化過渡並無重大進展。



Upon gradual recovery of the impact of COVID-19 in the PRC and in the event the financing opportunities materialise, the Group may commence its development plan for industrialisation, including but not limited to (i) renovation of the existing facilities for assembly area; (ii) procurement and fine-tuning of robotic arms for production; (iii) optimisation of manufacturing process and engineering parts of the components; and (iv) obtaining the relevant permissions and registration in mass production of electric vehicles in the PRC.

### *Proposed acquisition*

To facilitate the development of electric vehicles and expansion of manufacturing capability of components of electric vehicles, the Group has continued to identify potential collaboration or acquisition opportunities.

On 28 August 2022, the Company entered into a sale and purchase agreement for a proposed acquisition of the entire equity interest of Best Knob International Limited together with its subsidiaries, (the "Target Group") (the "Acquisition"), which are principally engaged in the manufacturing of automobile parts, including transmission gearbox, systems and accessories. Details of the Acquisition are disclosed in the announcements of the Company dated 17 October 2022, 8 March 2023, 31 August 2023, 30 November 2023 and 1 February 2024.

Leveraging on the Group's experience, know-how and technology in battery systems and designs of high-tech electric motor vehicles, and the transmission system and customer portfolio of the Target Group, the Company considers the Acquisition may create synergy effect by (i) allowing the Group to expand its manufacturing capability for the industrialisation of its electric vehicles; (ii) expanding the sales channel of the Group's products to leading automobile manufacturers in the PRC; (iii) integrating the supply of transmission parts of the Target Group together with the battery packs and system of the Group; and (iv) accelerating the continuous research and development of battery and electric vehicle technologies.

In the event that the above development plan materialises, the Company is confident that the Group will secure stable revenue stream to continue the development of electric vehicles and improve the profitability of the Group in the future.

於中國逐步擺脫COVID-19的影響後，倘出現融資機會，本集團可能會開始其工業化發展計劃，包括但不限於(i)翻新現有組裝區域設施；(ii)採購及微調生產機械臂；(iii)優化部件的製造過程及工程部分；及(iv)於中國取得電動汽車批量生產的相關許可及註冊。

### *建議收購事項*

為促進電動汽車的發展及擴大電動汽車零部件的製造能力，本集團繼續物色潛在合作或收購機會。

於二零二二年八月二十八日，本公司訂立買賣協議，內容有關建議收購Best Knob International Limited連同其附屬公司（「目標集團」）全部股權（「收購事項」），其主要從事汽車零件製造，包括變速箱、系統及配件。收購事項之詳情於本公司日期為二零二二年十月十七日、二零二三年三月八日、二零二三年八月三十一日、二零二三年十一月三十日及二零二四年二月一日之公佈內披露。

憑藉本集團於電池系統及高科技電動汽車設計之經驗、專業知識及技術，以及目標集團之傳動系統及客戶組合，本公司認為收購事項可透過以下方式產生協同效應：(i)帶動本集團擴大其電動汽車工業化之製造能力；(ii)將本集團產品的銷售渠道擴展至中國領先汽車製造商；(iii)將目標集團的傳動零部件供應與本集團的電池組及系統整合；及(iv)加快電池及電動汽車技術的持續研發。

倘上述發展計劃得以落實，本公司有信心本集團將獲得穩定收入來源，以於日後繼續發展電動汽車及改善本集團之盈利能力。

### Financing opportunities

On top of the ongoing financial support of the major shareholder of the Company, the Board has been proactively exploring all possible financial alternatives including but not limited to equity financing, debt financing, rights issue, open offer or bank borrowings, to finance its business development.

In particular, the Company entered into a subscription agreement for the Subscription (as defined below) in May 2023 as further set out in the section headed “Fund Raising Activities During the Period” below in this report.

In the event that the above financing opportunities arise or materialise, the Company is confident that it will be able to implement its business development plan to develop the electric vehicle business.

### Material Acquisition or Disposal

Save as disclosed below, the Group did not have material acquisition or disposal of assets during the Period and any future plans for material investment or capital assets.

On 28 August 2022, the Company entered into a sale and purchase agreement to acquire the entire equity interest of Best Knob International Limited, a company incorporated in Hong Kong with limited liability, at a consideration of HK\$392 million, which will be settled by the issuance of promissory notes in the principal amount of HK\$392 million (the “Acquisition”). As at the date of this report, the Acquisition is yet to be completed.

On 1 February 2024, the Company entered into a supplemental agreement (the “Supplemental Agreement”) to amend certain terms of the Sale and Purchase Agreement. The Consideration for the Sale Shares shall be revised as HK\$228.0 million (the “Revised Consideration”), which is determined after arm’s length negotiations between the Company as purchaser and Best Knob International Limited (“Vendor A”) and Chang Da International Limited (“Vendor B”), each as a vendor, and the Revised Consideration shall be settled by the way of issuance of Promissory Notes, where the principal amount of which shall be revised as to (i) HK\$162,450,000 by the Company to the Vendor A; and (ii) HK\$65,550,000 to Vendor B.

Details of the Acquisition are disclosed in the announcements of the Company dated 17 October 2022, 8 March 2023, 31 August 2023, 30 November 2023 and 1 February 2024.

### 融資機會

除本公司主要股東的持續財務支持外，董事會一直積極探索所有可能的融資方案，包括但不限於股權融資、債務融資、供股、公開發售或銀行借款，以為其業務發展提供資金。

尤其是，誠如本報告下文「期內之集資活動」一節進一步所載，本公司於二零二三年五月就認購事項訂立一份認購協議（定義見下文）。

倘上述融資機會出現或落實，本公司有信心其將能夠實施其業務發展計劃以發展電動車業務。

### 重大收購或出售

除下文所披露者外，本集團於本期間並無重大收購或出售資產，亦無任何未來重大投資或資本資產計劃。

於二零二二年八月二十八日，本公司訂立買賣協議，以收購Best Knob International Limited（一間於香港註冊成立之有限公司）之全部股權，代價為392,000,000港元，將透過發行本金額為392,000,000港元之承兌票據償付（「收購事項」）。於本報告日期，收購事項尚未完成。

於二零二四年二月一日，本公司訂立補充協議（「補充協議」），以修訂買賣協議的若干條款。銷售股份的代價將修訂為228,000,000港元（「經修訂代價」），該經修訂代價乃由本公司（作為買方）與Best Knob International Limited（「賣方A」）及暢達國際有限公司（「賣方B」）（各為一名賣方）經公平磋商後釐定，且經修訂代價將以發行承兌票據的方式支付，其本金額將修訂為(i)本公司向賣方A支付162,450,000港元；及(ii)向賣方B支付65,550,000港元。

收購事項之詳情披露於本公司日期為二零二二年十月十七日、二零二三年三月八日、二零二三年八月三十一日、二零二三年十一月三十日及二零二四年二月一日之公佈。

## Fund Raising Activities During the Period

On 29 May 2023, the Company and Mr. Zhou Zuan (the "Subscriber"), a third party independent of the Company and its connected persons, entered into the subscription agreement (the "Subscription Agreement"), pursuant to which the Company has conditionally agreed to issue, and the Subscriber has conditionally agreed to subscribe for, the 2-year convertible bond (the "Convertible Bond") in the principal amount of HK\$100,000,000 with 5% interest per annum to be issued by the Company and subscribed by the Subscriber, which may be converted into a total of 1,000,000,000 new ordinary shares of the Company of HK\$0.10 each (the "Conversion Shares") to be allotted and issued by the Company pursuant to the exercise of the conversion right attached to the Convertible Bond at the initial conversion price of HK\$0.10 per Conversion Share, subject to the adjustment pursuant to the terms and conditions of the Convertible Bond (the "Subscription"). The initial Conversion Price per Conversion Share represents a premium of approximately 244.8% over the closing price of HK\$0.029 per share of the Company as quoted on the Stock Exchange on the date of the Subscription Agreement. The net Conversion Price, after deduction of relevant expenses, is approximately HK\$0.0995 per Conversion Share.

On 28 August 2022, the Company entered into a sale and purchase agreement, pursuant to which the Company has conditionally agreed to acquire the entire equity interest of Best Knob International Limited, a company incorporated in Hong Kong with limited liability, at a consideration of HK\$392 million which shall be settled by the issuance of promissory notes by the Company. Pursuant to the Supplemental Agreement, the consideration in respect of the Acquisition shall be revised as HK\$228.0 million. For details of the Acquisition, please refer to the announcements of the Company dated 17 October 2022, 8 March 2023, 31 August 2023 and 1 February 2024.

## 期內之集資活動

於二零二三年五月二十九日，本公司與周祖安先生（「認購人」）（為獨立於本公司及其關連人士之第三方）訂立認購協議（「認購協議」），據此，本公司有條件同意發行，而認購人有條件同意認購將由本公司發行並由認購人認購之兩年期可換股債券（「可換股債券」），本金額為100,000,000港元及年利率為5%，可轉換為合共1,000,000,000股本公司每股面值0.10港元之新普通股（「轉換股份」），該等股份將由本公司根據可換股債券附帶之換股權獲行使而配發及發行，初始轉換價為每股轉換股份0.10港元，可根據可換股債券的條款及條件進行調整（「認購事項」）。每股轉換股份之初步轉換價較本公司股份於認購協議日期在聯交所所報之收市價每股0.029港元溢價約244.8%。經扣除相關開支後，淨轉換價約為每股轉換股份0.0995港元。

於二零二二年八月二十八日，本公司訂立買賣協議，據此，本公司有條件同意收購 Best Knob International Limited（一間於香港註冊成立之有限公司）之全部股權，代價為392,000,000港元，將透過本公司發行承兌票據償付。根據補充協議，收購事項的代價將修訂為228,000,000港元。

The net proceeds from the Subscription shall amount to approximately HK\$99.5 million. The Company intends to apply (i) 50% of the net proceeds for the settlement of the promissory notes to be issued by the Company under the Acquisition; (ii) 30% of the net proceeds as to working capital of the Company for business development; and (iii) 20% of the net proceeds as to general working capital of the Company. Details of the Subscription are disclosed in the announcements of the Company dated 29 May 2023, 14 June 2023, 3 July 2023, 31 August 2023, 31 December 2023 and 23 May 2024. As at the date of this report, the Subscription is yet to be completed.

Save for the Subscription, the Company had not undertaken any fund raising activity during the Period.

### Contingent Liabilities

As at 30 June 2024, the Group did not have any material contingent liabilities.

### Significant Investments

The Group did not hold any material investments during the Period.

As at the date of this report, save as disclosed elsewhere in this report, the Group does not have any plan for material investment or capital assets for the year ending 31 December 2024.

### Event after the Period

There was no important event affecting the Group since the end of the Period up to the date of this report.

有關收購事項之詳情，請參閱本公司日期為二零二二年十月十七日、二零二三年三月八日、二零二三年八月三十一日、二零二四年二月一日及二零二四年五月二十三日之公佈。

除認購事項外，本公司於本期間內並無進行任何集資活動。

### 或然負債

於二零二四年六月三十日，本集團並無任何重大或然負債。

### 重大投資

於本期間內，本集團並無持有任何重大投資。

於本報告日期，除本報告其他地方所披露者外，截至二零二四年十二月三十一日止年度，本集團並無任何重大投資或資本資產之計劃。

### 期後事項

自本期間末直至本報告日期，概無發生影響本集團之其他重大事項。

## Substantial Shareholders' Interests in the Share Capital of the Company

As at 30 June 2024, so far as is known to any director(s) or chief executive of the Company, the following parties (other than the directors or chief executive of the Company) were recorded in the register kept by the Company under section 336 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"), or as otherwise notified to the Company, as being directly or indirectly interested or deemed to be interested in 5% or more of the issued share capital of the Company:

| Name<br>名稱／姓名 | Capacity/Nature of interest<br>身份／權益性質   | Number<br>of Shares<br>股份數目 | Percentage<br>百分比<br>(Note 2)<br>(附註2) |
|---------------|--|-----------------------------|--|
| Sun East LLC  | Beneficial owner (Note 1)<br>實益擁有人 (附註1) | 2,673,071,189               | 13.13%                                 |

Notes:

- Sun East LLC is owned as to 35% by Dr Yeung Yung (shared commonly with his spouse under the laws of California, the US) and 65% by Mr Ma Manwai (alias Ma Manwai, Philip) and Mr Jimmy Wang (alias Wang Jian) as co-trustees for certain trusts established for the benefit of the children of Dr Yeung Yung on 30 December 2002. Dr Yeung Yung (as well as his spouse) was deemed to be interested in these 2,673,071,189 shares of the Company ("Shares") held by Sun East LLC under Part XV of the SFO.
- The percentage of shareholding is calculated on the basis of 20,352,872,747 Shares in issue as at 30 June 2024 and does not take into account any Shares which may fall to be allotted and issued upon exercise of any subscription rights attaching to any share options granted by the Company.

Save as disclosed above, no person, other than those Directors whose interests are set out in the section "Directors' and Chief Executive's Interests and Short Positions" below, had registered an interest or short positions in the share capital or underlying shares of the Company that was required to be recorded under Section 336 of the SFO.

## 主要股東於本公司股本中之權益

於二零二四年六月三十日，就本公司任何董事或最高行政人員所知，下列人士（不包括本公司董事或最高行政人員）於本公司5%或以上之已發行股本中直接或間接擁有或被視為擁有本公司根據證券及期貨條例（香港法例第571章）（「證券及期貨條例」）第336條備存之登記冊所記錄，或須另行知會本公司之權益：

| Name<br>名稱／姓名 | Capacity/Nature of interest<br>身份／權益性質   | Number<br>of Shares<br>股份數目 | Percentage<br>百分比<br>(Note 2)<br>(附註2) |
|---------------|--|-----------------------------|--|
| Sun East LLC  | Beneficial owner (Note 1)<br>實益擁有人 (附註1) | 2,673,071,189               | 13.13%                                 |

附註：

- Sun East LLC由仰融博士擁有35%權益（根據美國加州法例與其配偶共同持有）以及馬文偉先生及王健先生作為若干信託之共同受託人擁有65%權益，而該等信託於二零零二年十二月三十日設立，以仰融博士之子女為受益人。根據證券及期貨條例第XV部，仰融博士（及其配偶）被視為於Sun East LLC所持之上述本公司2,673,071,189股股份（「股份」）中擁有權益。
- 持股百分比按於二零二四年六月三十日已發行20,352,872,747股股份計算，並無計及可能因本公司已授出之任何購股權所附任何認購權行使而須配發及發行之任何股份。

除上文所披露者外，概無任何人士（董事除外，彼等之權益載於下文「董事及最高行政人員之權益及淡倉」一節）於本公司股本或相關股份中擁有根據證券及期貨條例第336條須記錄之登記權益或淡倉。

## Directors' and Chief Executive's Interests and Short Positions

## 董事及最高行政人員之權益及淡倉

As at 30 June 2024, the interests and short positions of the directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code (the "Model Code") for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

於二零二四年六月三十日，本公司董事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有根據證券及期貨條例第352條本公司存置之登記冊所記錄，或根據聯交所證券上市規則（「上市規則」）附錄C3所載上市發行人董事進行證券交易的標準守則（「標準守則」）另行知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉如下：

(1) Long positions in the ordinary Shares (each a "Share") of HK\$0.10 each

(1) 每股面值0.10港元普通股(各為一股「股份」)之好倉

| Name of Director<br>董事姓名 | Number of Shares<br>股份數目           | Capacity/Nature of interest<br>身份／權益性質                                   | Approximate percentage of shareholding<br>概約持股百分比<br>(Note 1)<br>(附註1) |
|--------------------------|------------------------------------|--|--|
| Yeung Yung<br>仰融         | 2,673,071,189<br>(Note 2)<br>(附註2) | Interest of controlled corporation<br>受控法團權益                             |  |
|                          | 68,140,000                         | Beneficial owner<br>實益擁有人  |  |
|                          | 2,741,211,189<br>(Note 3)<br>(附註3) |  | 13.47%   |
| Liu Stephen Quan<br>劉泉   | 281,760,000<br>(Note 4)<br>(附註4)   | Founder of trust<br>Interest of children under 18<br>信託創始人<br>未滿18歲子女之權益 |  |
|                          | 10,000,000                         | Beneficial owner<br>實益擁有人  |  |
|                          | 291,760,000                        |  | 1.43%  |
| Chen Xiao<br>陳曉          | 25,000,000                         | Beneficial owner<br>實益擁有人  | 0.12%  |

## Notes:

- (1) The percentage of shareholding is calculated on the basis of 20,352,872,747 Shares in issue as at 30 June 2024 and did not take into account any Shares which may fall to be allotted and issued upon exercise of any subscription rights attaching to any share options granted by the Company.
- (2) These Shares are held by Sun East LLC. Sun East LLC is a limited liability company incorporated in California, the US, which is owned as to (i) 35% by Dr Yeung Yung (shared commonly with his spouse under the laws of California, the US) and (ii) 65% by Mr Ma Manwai (alias Ma Manwai, Philip) and Mr Jimmy Wang (alias Wang Jian) as co-trustees for certain trusts established for the benefit of the children of Dr Yeung Yung on 30 December 2002. Dr Yeung Yung (as well as his spouse) was deemed to be interested in the Shares held by Sun East LLC by virtue of Part XV of the SFO.
- (3) The spouse of Dr Yeung Yung is deemed to be interested in the Shares beneficially held by Dr Yeung Yung by virtue of Part XV of the SFO.
- (4) These Shares were indirectly owned by certain trusts of which Mr Liu Stephen Quan were the founder. The children of Mr Liu were eligible beneficiaries of the trusts. Mr Liu was deemed to be interested in these Shares by virtue of Part XV of the SFO.

## (2) Interests in share options of the Company

| Name of Director       | Date of grant                   | Exercisable period   | Exercise price  | Number of underlying Shares subject to outstanding Options 尚未行使購股權所涉及之相關股份數目 | Approximate percentage of shareholding 概約持股百分比 (Note) (附註) |
|------------------------|---------------------------------|--|-----------------|--|--|
| 董事姓名                   | 授出日期                            | 可行使期間  | 行使價 (HK\$) (港元) |  |  |
| Liu Stephen Quan<br>劉泉 | 6 September 2013<br>二零一三年九月六日   | 6 September 2013 to<br>5 September 2023<br>二零一三年九月六日至<br>二零二三年九月五日     | 0.108           | 10,000,000   | 0.05%  |
| Chen Xiao<br>陳曉        | 20 November 2014<br>二零一四年十一月二十日 | 20 November 2014 to<br>19 November 2024<br>二零一四年十一月二十日至<br>二零二四年十一月十九日 | 0.201           | 50,000,000   | 0.25%  |

## 附註：

- (1) 持股百分比按於二零二四年六月三十日20,352,872,747股已發行股份計算，並無計及可能因本公司已授出之任何購股權所附任何認購權獲行使而須配發及發行之任何股份。
- (2) 該等股份由Sun East LLC持有。Sun East LLC乃於美國加州註冊成立之有限公司，由(i)仰融博士擁有35%權益（根據美國加州法例與其配偶共同持有）及(ii)馬文偉先生及王健先生作為若干信託之共同受託人擁有65%權益，而該等信託於二零零二年十二月三十日設立，以仰融博士之子女為受益人。根據證券及期貨條例第XV部，仰融博士（及其配偶）被視為於Sun East LLC所持股份中擁有權益。
- (3) 根據證券及期貨條例第XV部，仰融博士之配偶被視為於仰融博士實益持有之股份中擁有權益。
- (4) 該等股份由劉泉先生為創始人之若干信託間接擁有。劉先生之子女為有關信託之合資格受益人。根據證券及期貨條例第XV部，劉先生被視為於該等股份中擁有權益。

## (2) 於本公司購股權之權益

| Name of Director         | Date of grant                   | Exercisable period   | Exercise price        | Number of underlying Shares subject to outstanding Options<br>尚未行使購股權所涉及之相關股份數目 | Approximate percentage of shareholding<br>概約持股百分比<br>(Note)<br>(附註) |
|--------------------------|---------------------------------|--|-----------------------|---|---|
| 董事姓名                     | 授出日期                            | 可行使期間  | 行使價<br>(HK\$)<br>(港元) |   |   |
| Xia Tingkang, Tim<br>夏廷康 | 6 September 2013<br>二零一三年九月六日   | 6 September 2013 to<br>5 September 2023<br>二零一三年九月六日至<br>二零二三年九月五日     | 0.108                 | 10,000,000  |   |
|                          | 20 November 2014<br>二零一四年十一月二十日 | 20 November 2014 to<br>19 November 2024<br>二零一四年十一月二十日至<br>二零二四年十一月十九日 | 0.201                 | 10,000,000  |   |
|                          |                                 |  |                       | 20,000,000  | 0.10%   |
| Zhu Guobin<br>朱國斌        | 6 September 2013<br>二零一三年九月六日   | 6 September 2013 to<br>5 September 2023<br>二零一三年九月六日至<br>二零二三年九月五日     | 0.108                 | 10,000,000  |   |
|                          | 20 November 2014<br>二零一四年十一月二十日 | 20 November 2014 to<br>19 November 2024<br>二零一四年十一月二十日至<br>二零二四年十一月十九日 | 0.201                 | 10,000,000  |   |
|                          |                                 |  |                       | 20,000,000  | 0.10%   |
| Li Jianyong<br>李建勇       | 6 September 2013<br>二零一三年九月六日   | 6 September 2013 to<br>5 September 2023<br>二零一三年九月六日至<br>二零二三年九月五日     | 0.108                 | 10,000,000  |   |
|                          | 20 November 2014<br>二零一四年十一月二十日 | 20 November 2014 to<br>19 November 2024<br>二零一四年十一月二十日至<br>二零二四年十一月十九日 | 0.201                 | 20,000,000  |   |
|                          |                                 |  |                       | 30,000,000  | 0.15%   |

Note:

The percentage of shareholding is calculated on the basis of 20,352,872,747 Shares in issue as at 30 June 2024.

附註：

持股百分比按於二零二四年六月三十日 20,352,872,747股已發行股份計算。



Save as disclosed above, none of the Directors or the chief executive of the Company had or were deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 30 June 2024.

## Share Option Scheme

The share option scheme of the Company currently in force was adopted on 13 June 2013 (the "Scheme") pursuant to an ordinary resolution passed by the shareholders of the Company at the annual general meeting of the Company held on 13 June 2013.

The following share options were outstanding during the Period:

| Name/Category of Participant  | As at 1 January 2024<br>於二零二四年<br>一月一日 | Reclassification<br>during the Period<br>本期間重新分類 | Share options<br>granted<br>已授出之購股權 | Share options<br>lapsed/<br>cancelled/<br>during the Period<br>本期間已失效/<br>註銷之購股權 | Share Options<br>exercised<br>已行使之購股權 | As at 30 June 2024<br>於二零二四年<br>六月三十日 | Date of<br>Grant<br>授出日期 | Exercise<br>Price<br>行使價 | Exercise<br>Period<br>行使期 |
|---|--|--|-------------------------------------|--|---------------------------------------|---------------------------------------|--------------------------|--------------------------|---------------------------|
| Director<br>董事  |  |  |                                     |  |                                       |                                       |                          |                          |                           |
| Li Zhengshan (resigned with effect from 26 April 2024)<br>李正山 (自二零二四年四月二十六日起辭任) | 50,000,000                             | (50,000,000)                                     | -                                   | -  | -                                     | -                                     | Note 2<br>附註2            | Note 2<br>附註2            | Note 2<br>附註2             |
| Chen Xiao<br>陳曉   | 50,000,000                             | -  | -                                   | -  | -                                     | 50,000,000                            | Note 2<br>附註2            | Note 2<br>附註2            | Note 2<br>附註2             |
| Xia Tingkang, Tim<br>夏廷康  | 10,000,000                             | -  | -                                   | -  | -                                     | 10,000,000                            | Note 2<br>附註2            | Note 2<br>附註2            | Note 2<br>附註2             |
| Zhu Guobin<br>朱國斌   | 10,000,000                             | -  | -                                   | -  | -                                     | 10,000,000                            | Note 2<br>附註2            | Note 2<br>附註2            | Note 2<br>附註2             |
| Li Jianyong<br>李建勇  | 20,000,000                             | -  | -                                   | -  | -                                     | 20,000,000                            | Note 2<br>附註2            | Note 2<br>附註2            | Note 2<br>附註2             |
| Sub Total:<br>小計:   | 140,000,000                            | (50,000,000)                                     | -                                   | -  | -                                     | 90,000,000                            |                          |                          |                           |
| Employee (in aggregate)<br>僱員 (合計)  | 111,000,000                            | -  | -                                   | -  | -                                     | 111,000,000                           | Note 2<br>附註2            | Note 2<br>附註2            | Note 2<br>附註2             |
|   | 15,000,000                             | -  | -                                   | -  | -                                     | 15,000,000                            | Note 4<br>附註4            | Note 4<br>附註4            | Note 4<br>附註4             |
|   | 10,000,000                             | -  | -                                   | -  | -                                     | 10,000,000                            | Note 5<br>附註5            | Note 5<br>附註5            | Note 5<br>附註5             |
| Sub Total:<br>小計:   | 136,000,000                            | -  | -                                   | -  | -                                     | 136,000,000                           |                          |                          |                           |
| Other eligible persons: (in aggregate) (Note 6)<br>其他合資格人士: (合計) (附註6)          | 21,000,000                             | -  | -                                   | -  | -                                     | 21,000,000                            | Note 1<br>附註1            | Note 1<br>附註1            | Note 1<br>附註1             |
|   | 397,500,000                            | 50,000,000                                       | -                                   | -  | -                                     | 447,500,000                           | Note 2<br>附註2            | Note 2<br>附註2            | Note 2<br>附註2             |
|   | 400,000,000                            | -  | -                                   | -  | -                                     | 400,000,000                           | Note 3<br>附註3            | Note 3<br>附註3            | Note 3<br>附註3             |
| Sub Total:<br>小計:   | 818,500,000                            | 50,000,000                                       | -                                   | -  | -                                     | 868,500,000                           |                          |                          |                           |
| Total:<br>總計:   | 1,094,500,000                          | -  | -                                   | -  | -                                     | 1,094,500,000                         |                          |                          |                           |

除上文所披露者外，於二零二四年六月三十日，概無本公司董事或最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份或債券中擁有或被視為擁有任何權益或淡倉。

## 購股權計劃

本公司現時有效之購股權計劃(「計劃」)乃根據本公司股東於二零一三年六月十三日舉行之本公司股東週年大會上通過之一項普通決議案於二零一三年六月十三日採納。

以下購股權於本期間尚未行使：

Notes:

1. These share options were granted on 29 July 2014 and are exercisable at a subscription price of HK\$0.1136 per share at any time during the period of 10 years from 29 July 2014 to 28 July 2024.
2. These share options were granted on 20 November 2014 and are exercisable at a subscription price of HK\$0.201 per share at any time during the period of 10 years from 20 November 2014 to 19 November 2024.
3. These share options were granted on 14 July 2015 and are exercisable at a subscription price of HK\$0.395 per share at any time during the period of 10 years from 14 July 2015 to 13 July 2025.
4. These share options were granted on 9 December 2016 and are exercisable at a subscription price of HK\$0.228 per share at any time during the period of 10 years from 9 December 2016 to 08 December 2026.
5. These share options were granted on 20 January 2017 and are exercisable at a subscription price of HK\$0.1872 per share at any time during the period of 10 years from 20 January 2017 to 19 January 2027.
6. Other eligible persons include business partners, consultants and advisers of the Group (for the avoidance of doubt, does not include placing agents or financial advisers providing advisory services for fund raising, mergers or acquisitions, professional service providers who provide assurance or are required to perform their services with impartiality and objectivity), and the holder of the share options of the late Dr. Zhu Shengliang, former Director.

As at 1 January 2024, the number of options available for grant under the mandate of the Scheme was 2,033,787,274. No share options were granted during the Period.

Upon the expiration of the Scheme on 12 June 2023. No share options can be further granted under the Scheme as at 30 June 2024. Share options already granted could be exercised by the participants at any time during the relevant exercise period notwithstanding that the Scheme had expired.

## Purchase, Sale or Redemption of the Company's Listed Securities

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

附註：

1. 該等購股權於二零一四年七月二十九日授出，並可於二零一四年七月二十九日至二零二四年七月二十八日之10年期間內任何時間按每股0.1136港元之認購價行使。
2. 該等購股權於二零一四年十一月二十日授出，並可於二零一四年十一月二十日至二零二四年十一月十九日之10年期間內任何時間按每股0.201港元之認購價行使。
3. 該等購股權於二零一五年七月十四日授出，並可於二零一五年七月十四日至二零二五年七月十三日之10年期間內任何時間按每股0.395港元之認購價行使。
4. 該等購股權於二零一六年十二月九日授出，並可於二零一六年十二月九日至二零二六年十二月八日之10年期間內任何時間按每股0.228港元之認購價行使。
5. 該等購股權於二零一七年一月二十日授出，並可於二零一七年一月二十日至二零二七年一月十九日之10年期間內任何時間按每股0.1872港元之認購價行使。
6. 其他合資格人士包括本集團之業務夥伴、顧問及諮詢(為免生疑問，不包括配售代理或就集資、合併或收購提供顧問服務之財務顧問、提供保證或須公正客觀地履行其服務之專業服務供應商)，以及已故前董事朱勝良博士購股權之持有人。

於二零二四年一月一日，根據計劃授權可供授出的購股權數目為2,033,787,274份。於本期間概無授出購股權。

計劃於二零二三年六月十二日屆滿。於二零二四年六月三十日，概無購股權根據計劃進一步授出。儘管計劃已屆滿，參與者仍可於相關行使期內的任何時間行使已授出的購股權。

## 購買、出售或贖回本公司上市證券

於本期間，本公司及其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

## Liquidity and Financial Resources, Capital Structure and Treasury Policy

As at 30 June 2024, the total deficiency in equity of the Group amounted to approximately HK\$205.3 million (31 December 2023: deficiency in equity of HK\$200.8 million).

The gearing ratio of the Group as at 30 June 2024 measured in terms of total liabilities divided by shareholders' equity was approximately 101.4% (31 December 2023: 101.9%).

As at 30 June 2024, the net current liabilities of the Group were approximately HK\$205.6 million (31 December 2023: net current liabilities of HK\$201.1 million), whereas the cash and cash equivalents amounted to HK\$0.4 million (31 December 2023: HK\$0.8 million). The Group has an outstanding shareholder's loan of HK\$101.0 million (31 December 2023: HK\$101.1 million) as at 30 June 2024, which is unsecured, interest-free and repayable on demand.

As at 30 June 2024, no borrowing was made by the Group.

The Group adopts a conservative and balanced treasury policy in cash and financial management. The Group's cash is generally placed as deposits mostly denominated in Hong Kong dollars or Renminbi. To manage liquidity risk, the Group regularly reviews liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

### Pledge of the Group's Assets

As at 30 June 2024, none of the assets of the Group had been pledged (31 December 2023: Nil) to the Group's bankers to secure general banking facilities granted to the Group or otherwise.

## 流動資金及財務資源、資本架構及庫務政策

於二零二四年六月三十日，本集團之權益虧絀總額約為205,309,000港元（二零二三年十二月三十一日：權益虧絀200,818,000港元）。

本集團於二零二四年六月三十日之資本負債比率（以總負債除以股東權益計量）約為101.4%（二零二三年十二月三十一日：101.9%）。

於二零二四年六月三十日，本集團之流動負債淨值約為205,570,000港元（二零二三年十二月三十一日：流動負債淨值201,133,000港元），而現金及現金等價物為365,000港元（二零二三年十二月三十一日：800,000港元）。本集團於二零二四年六月三十日有尚未償還股東貸款101,000,000港元（二零二三年十二月三十一日：101,100,000港元），為無抵押、免息及須按要求償還。

於二零二四年六月三十日，本集團並無作出借款。

本集團之現金及財務管理採用保守及均衡之庫務政策。本集團之現金一般存作存款，大部分以港元或人民幣計值。為管理流動資金風險，本集團定期檢討流動資金水平，確保本集團資產、負債及承擔之流動資金架構足以應付其資金需要。

### 本集團資產質押

於二零二四年六月三十日，本集團並無質押資產（二零二三年十二月三十一日：無）予本集團之往來銀行，以為本集團獲授之一般銀行融資或其他項目作抵押。

## Exposure to Fluctuations in Exchange Rates and Any Related Hedges

During the Period, almost all of the income and expenditure of the Group were denominated in Renminbi, Hong Kong dollar and/ or United States dollar. The Group had no significant exposure to foreign exchange fluctuations and, therefore, had not taken any financial instruments for hedging purpose.

## Human Resources and Remuneration Policies

The Group had a total of approximately 40 employees as at 30 June 2024 (31 December 2023: 55 employees). It has been the Group's policy to ensure that the remuneration levels of the Directors and its employees are reviewed and rewarded on a performance-related basis within the general framework of the Group's salary and bonus system. Share options may also be granted to the Directors and employees of the Group to attract, retain and incentivise them to work and make contribution towards the long term growth and development of the Group. During the Period, staff costs (including Director's remuneration) was approximately HK\$2.8 million (30 June 2023: approximately HK\$7.4 million).

## Corporate Governance

The Company is committed to maintaining high standards of corporate governance to ensure better transparency and protection of the interests of the Company and its shareholders as a whole and to enhance corporate value and accountability. The Company wishes to highlight that the Board will continue to devote efforts in ensuring effective leadership and control of the Company and the transparency and accountability of all operations. Throughout the Period, the Company has applied the principles and complied with all code provisions set out in Part 2 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules.

## 匯率波動風險及任何相關對沖

於本期間，本集團絕大部分收入及支出以人民幣、港元及／或美元計值。本集團並無面對重大外匯波動風險，因此並無採用任何金融工具作對沖目的。

## 人力資源及薪酬政策

於二零二四年六月三十日，本集團合共有約40名僱員（二零二三年十二月三十一日：55名僱員）。本集團奉行之政策為在本集團薪金及花紅制度之總體架構內，確保董事及本集團僱員之薪酬水平按工作表現檢討並與工作表現掛鈎。董事及本集團之僱員或會獲授購股權，以吸引、挽留及激勵彼等努力為本集團之長遠增長及發展作出貢獻。於本期間內，員工成本（包括董事酬金）為約2,836,000港元（二零二三年六月三十日：約7,400,000港元）。

## 企業管治

本公司致力維持高水平之企業管治，以確保達到更高透明度及更有效保障本公司及其股東整體之利益，同時提升企業價值及問責性。本公司謹此強調，董事會將繼續致力確保本公司之領導及監控行之有效，並維持所有業務之透明度及問責性。於本期間，本公司一直採用並遵守所有上市規則附錄C1所載企業管治守則第2部之原則及守則條文。

## Model Code for Securities Transactions by Directors

The Company has adopted the Model Code as its own code of conduct governing securities transactions by the Directors. All Directors, after specific enquiries by the Company, had confirmed to the Company their compliance with the required standards set out in the Model Code during the Period.

## Review of Financial Statements

The audit committee of the Company has reviewed and discussed with the management of the Company the condensed financial statements of the Group for the Period and this report, with no disagreement.

By order of the Board  
**Hybrid Kinetic Group Limited**  
**Yeung Yung**  
*Chairman*

Hong Kong, 30 August 2024

## 董事進行證券交易的標準守則

本公司已採納標準守則，作為其監管董事進行證券交易之行為守則。經本公司作出具體查詢後，全體董事已向本公司確認，彼等已於本期間遵守標準守則所規定之標準。

## 審閱財務報表

本公司審核委員會已審閱並與本公司管理層討論本集團本期間之簡明綜合財務報表及本報告且並無異議。

承董事會命  
**正道集團有限公司**  
*主席*  
**仰融**

香港，二零二四年八月三十日



**HYBRID KINETIC GROUP LIMITED**  
正道集團有限公司

