



**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 2022**



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## Corporate Information

### Board of Directors

#### *Executive Directors*

Dr Yeung Yung (*Chairman*)  
Mr Feng Rui (*Chief Executive Officer*)  
Mr Liu Stephen Quan  
Dr Zhu Shengliang  
Mr Li Zhengshan  
Mr Chen Xiao

#### *Non-executive Director*

Dr Xia Tingkang, Tim

#### *Independent Non-Executive Directors*

Dr Zhu Guobin  
Mr Cheng Tat Wa  
Dr Li Jianyong  
Mr Chan Sin Hang  
Mr Lee Cheung Yuet, Horace

### Company Secretary

Mr Leung Kai Yin

### Auditor

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

### 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

## 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*)  
劉泉先生  
朱勝良博士  
李正山先生  
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  
李建勇博士  
陳善衡先生  
李暢悅先生

### 公司秘書

梁啟賢先生

### 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

### 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

**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**

Chiu & Partners  
40th Floor, Jardine House  
1 Connaught Place  
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  
Shops 1712-1716  
17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

**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**

趙不渝 馬國強律師事務所  
香港  
康樂廣場1號  
怡和大廈40樓

**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17樓  
1712-1716號舖

## 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 2022 (the “Period”) together with the comparative figures for the corresponding period in 2021 as follows:

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

For the six months ended 30 June 2022

## 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」)截至二零二二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二零二一年同期之比較數字如下：

## 簡明綜合損益及其他全面收益表

截至二零二二年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
	Notes 附註		
<b>Revenue</b>		–	1,070
Cost of sales	6	–	(747)
<b>Gross profit</b>		–	323
Other income		94	14
Distribution costs and general operating expenses		(14,878)	(17,767)
Share of results of associates		–	(3,511)
<b>Loss from operations</b>		(14,784)	(20,941)
Finance costs	7	(87)	(195)
<b>Loss before tax</b>		(14,871)	(21,136)
Income tax expense	8	–	–
<b>Loss for the period</b>	9	(14,871)	(21,136)
<b>Other comprehensive loss:</b> <i>Items that may be reclassified to profit or loss:</i>			
Exchange differences on translating foreign operations – Group		(402)	(3,068)
Exchange differences on translating foreign operations – associates		(7,112)	(1,483)
<b>Other comprehensive loss for the period</b>		(7,514)	(4,551)
<b>Total comprehensive loss for the period</b>		(22,385)	(25,687)
<b>Loss for the period attributable to:</b>			
Owners of the Company		(14,854)	(21,120)
Non-controlling interests		(17)	(16)
		(14,871)	(21,136)
<b>Total comprehensive loss for the period attributable to:</b>			
Owners of the Company		(22,330)	(25,685)
Non-controlling interests		(55)	(2)
		(22,385)	(25,687)
<b>Loss per share</b>			
Basic and diluted (cents per share)	11	(0.07)	(0.10)

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

At 30 June 2022

於二零二二年六月三十日

			At 30 June 2022 於 二零二二年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2021 於 二零二一年 十二月三十一日 HK\$'000 千港元 (Audited) (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	12	1,231	1,595
Investment in associates	於聯營公司之投資		160,042	167,154
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		14,721	15,375
			<b>175,994</b>	184,124
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	13	96	103
Trade receivables, prepayments deposits and other receivables	應收貿易款項、預付款、 按金及其他應收款	14	468,222	474,092
Bank and cash balances	銀行及現金結餘		15,701	16,435
			<b>484,019</b>	490,630
<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	15	91,937	91,127
Loan from a shareholder	來自一名股東之貸款	16	122,235	114,487
Lease liabilities	租賃負債		1,758	1,845
			<b>215,930</b>	207,459
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>268,089</b>	283,171
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債		1,465	2,292
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>442,618</b>	465,003
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	17	2,035,287	2,035,287
Reserves	儲備		(1,594,310)	(1,571,980)
Equity attributable to owners of the Company	本公司擁有人應佔權益		440,977	463,307
Non-controlling interests	非控股權益		1,641	1,696
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>442,618</b>	465,003

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

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔									
		Share capital	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 2021	於二零二一年一月一日	2,035,287	2,123,214	(54,321)	331,082	(23,901)	(55,743)	(3,849,485)	506,133	1,665	507,798
Total comprehensive loss for the period	期內全面虧損總額	-	-	(4,565)	-	-	-	(21,120)	(25,685)	(2)	(25,687)
Lapse of share options	購股權失效	-	-	-	(6,746)	-	-	6,746	-	-	-
At 30 June 2021	於二零二一年六月三十日	2,035,287	2,123,214	(58,886)	324,336	(23,901)	(55,743)	(3,863,859)	480,448	1,663	482,111
At 1 January 2022	於二零二二年一月一日	<b>2,035,287</b>	<b>2,123,214</b>	<b>(41,908)</b>	<b>299,226</b>	<b>(23,901)</b>	<b>(55,743)</b>	<b>(3,872,868)</b>	<b>463,307</b>	<b>1,696</b>	<b>465,003</b>
Total comprehensive loss for the period	期內全面虧損總額	-	-	(7,476)	-	-	-	(14,854)	(22,330)	(55)	(22,385)
At 30 June 2022	於二零二二年六月三十日	<b>2,035,287</b>	<b>2,123,214</b>	<b>(49,384)</b>	<b>299,226</b>	<b>(23,901)</b>	<b>(55,743)</b>	<b>(3,887,722)</b>	<b>440,977</b>	<b>1,641</b>	<b>442,618</b>



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

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Net cash used in operating activities</b>	<b>經營活動所用現金淨額</b>	<b>(7,256)</b>	<b>(10,156)</b>
<b>Cash flows from investing activities</b>	<b>投資活動之現金流量</b>		
Purchase of property, plant and equipment	購買物業、廠房及設備	(12)	–
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備所得款項	–	769
Others	其他	–	14
<b>Net cash (used in)/generated from investing activities</b>	<b>投資活動(所用)／所得現金淨額</b>	<b>(12)</b>	<b>783</b>
<b>Cash flows from financing activities</b>	<b>融資活動之現金流量</b>		
Advance from a shareholder	來自一名股東之墊款	7,748	–
Repayment for lease liabilities	償還租賃負債	(1,002)	(7,017)
<b>Net cash generated from/(used in) financing activities</b>	<b>融資活動所得／(所用) 現金淨額</b>	<b>6,746</b>	<b>(7,017)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>現金及現金等價物之減少淨額</b>	<b>(522)</b>	<b>(16,390)</b>
Cash and cash equivalents at beginning of period	於期初之現金及現金等價物	16,435	35,398
Effect of changes in foreign exchange rate	外幣匯率變動之影響	(212)	(1,949)
<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>15,701</b>	<b>17,059</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	15,701	17,059



## Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2022

### 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 2021 ("2021 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 2021 Annual Financial Statements.

### 3. GOING CONCERN BASIS

The Group incurred a loss of HK\$14,871,000 and operating cash out flow of HK\$7,256,000 for the six months ended 30 June 2022 (six months ended 30 June 2021: loss of approximately HK\$21,136,000 and operating cash out flow of approximately HK\$10,156,000). 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 the financial support of the major shareholder, at a level sufficient to finance the working capital requirements of the Group. The major shareholder has agreed to provide adequate funds 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

截至二零二二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二零二一年十二月三十一日止年度之年度財務報表(「二零二一年年度財務報表」)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二零二一年年度財務報表所用者貫徹一致。

### 3. 持續經營基準

截至二零二二年六月三十日止六個月,本集團產生虧損14,871,000港元及經營現金流出7,256,000港元(截至二零二一年六月三十日止六個月:虧損約21,136,000港元及經營現金流出約10,156,000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,其有效性取決於主要股東之財政支持水平是否提供足夠資金滿足本集團之營運資金需要。主要股東已同意提供足夠資金供本集團償付到期應付負債。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 2022. 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. FAIR VALUE MEASUREMENTS

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the condensed consolidated statement of financial position approximate their respective fair values.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categories into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs:	quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.
Level 2 inputs:	inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3 inputs:	unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

#### 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二零二二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. 公平值計量

簡明綜合財務狀況表反映之本集團金融資產及金融負債之賬面金額與其相關之公平值相若。

公平值為於計量日期在市場參與者進行之有序交易中就出售資產收取或就轉讓負債支付之價格。以下公平值計量之披露事項使用之公平值層級，將計量公平值所用估值技術之輸入數據分為三個層級：

第一級輸入數據：	本集團於計量日期可於活躍市場上就相同資產或負債獲得之報價（未經調整）。
第二級輸入數據：	可就資產或負債直接或間接觀察之輸入數據，第一級包括之報價除外。
第三級輸入數據：	資產或負債之不可觀察輸入數據。

本集團之政策為確認截至有事項或狀況變化導致轉移之日期止，該三個層級中任何一個層級之轉入及轉出。

## 5. FAIR VALUE MEASUREMENTS (CONTINUED)

(a) Disclosures of level in fair value hierarchy at 30 June 2022:

Description	描述	Fair value measurements as at 30 June 2022 using: 於二零二二年六月三十日使用以下項目之 公平值計量：			Total 2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
		Level 1 第一級 HK\$'000 千港元 (Unaudited) (未經審核)	Level 2 第二級 HK\$'000 千港元 (Unaudited) (未經審核)	Level 3 第三級 HK\$'000 千港元 (Unaudited) (未經審核)	
<b>Recurring fair value measurements:</b>	<b>經常性公平值計量：</b>				
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				
– Unlisted equity securities	– 非上市股本證券	–	–	14,721	14,721
<b>Total recurring fair value measurements</b>	<b>經常性公平值計量總額</b>	–	–	14,721	14,721

## 5. 公平值計量 (續)

(a) 於二零二二年六月三十日之公平值層級披露：

Description	描述	Fair value measurements as at 31 December 2021 using: 於二零二一年十二月三十一日使用以下項目之 公平值計量：			Total 2021 二零二一年 HK\$'000 千港元 (Audited) (經審核)
		Level 1 第一級 HK\$'000 千港元 (Audited) (經審核)	Level 2 第二級 HK\$'000 千港元 (Audited) (經審核)	Level 3 第三級 HK\$'000 千港元 (Audited) (經審核)	
<b>Recurring fair value measurements:</b>	<b>經常性公平值計量：</b>				
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				
– Unlisted equity securities	– 非上市股本證券	–	–	15,375	15,375
<b>Total recurring fair value measurements</b>	<b>經常性公平值計量總額</b>	–	–	15,375	15,375

During the period, there were no transfer between Level 1 and Level 2, or transfers into or out of Level 3 (2021: Nil). The Group's policy is to recognise transfer between levels of fair value hierarchy as at the end of the reporting period in which they occur.

於本期間內，第一級與第二級之間並無轉移，亦無自第三級轉入或轉出（二零二一年：無）。本集團之政策為於發生轉移之報告期間期末確認公平值層級間之轉移。

5. FAIR VALUE MEASUREMENTS (CONTINUED)

5. 公平值計量 (續)

		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 2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)
Description	描述	
At 1 January	於一月一日	15,375
Exchange difference	匯兌差額	(654)
At 30 June	於六月三十日	14,721

		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 2021 二零二一年 HK\$'000 千港元 (Audited) (經審核)
Description	描述	
At 1 January	於一月一日	14,965
Exchange difference	匯兌差額	410
At 31 December	於十二月三十一日	15,375

The total gains or losses recognised in other comprehensive income are presented in exchange differences on translating foreign operations in the statement of profit or loss and other comprehensive income.

於其他全面收入確認之收益或虧損總額於損益及其他全面收益表中之換算海外業務之匯兌差額呈列。

## 5. FAIR VALUE MEASUREMENTS (CONTINUED)

- (b) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 30 June 2022:

For level 3 fair value measurements, the Group will normally engage external valuation experts with the recognised professional qualifications and recent experience to perform the valuations.

Key unobservable inputs used in level 3 fair value measurements are mainly:

## Level 3 fair value measurements

Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs	Fair value 30 June 2022
描述	估值技術	不可觀察輸入數據	範圍	輸入數據增加對公平值之影響	二零二二年六月三十日公平值 HK\$'000 千港元
Equity investment at fair value through other comprehensive income 按公平值計入其他全面收入之股本投資					
Unlisted equity securities	Market approach	Market Capitalisation Multiples	Market capitalisation of Common Stock from CNY2,002 to CNY7,746	Increase	14,721
非上市股本證券	市場法	市值倍數	普通股市值介乎人民幣2,002元至人民幣7,746元	增加	

Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs	Fair value 31 December 2021
描述	估值技術	不可觀察輸入數據	範圍	輸入數據增加對公平值之影響	二零二一年十二月三十一日公平值 HK\$'000 千港元
Equity investment at fair value through other comprehensive income 按公平值計入其他全面收入之股本投資					
Unlisted equity securities	Market approach	Market Capitalisation Multiples	Market capitalisation of Common Stock from CNY2,002 to CNY7,746	Increase	15,375
非上市股本證券	市場法	市值倍數	普通股市值介乎人民幣2,002元至人民幣7,746元	增加	

## 5. 公平值計量 (續)

- (b) 本集團所用估值過程以及於二零二二年六月三十日公平值計量所用估值技術及輸入數據之披露：

本集團一般會委聘具備認可專業資歷及近期估值經驗之外部估值專家進行第三級公平值計量之估值。

第三級公平值計量使用之關鍵不可觀察輸入數據主要為：

## 第三級公平值計量

6. REVENUE AND SEGMENT INFORMATION

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

		High-tech electric motor vehicles 高科技電動車 HK\$'000 千港元 (Unaudited) (未經審核)	Battery management systems and spare parts 電池管理系統及備品備件 HK\$'000 千港元 (Unaudited) (未經審核)	Advanced batteries materials 先進電池材料 HK\$'000 千港元 (Unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Period ended 30 June 2022:</b>	<b>截至二零二二年六月三十日止期間：</b>				
Revenue	收入	-	-	-	-
Segment loss	分部虧損	(2,765)	(424)	(78)	(3,267)
<b>At 30 June 2022:</b>	<b>於二零二二年六月三十日：</b>				
Segment assets	分部資產	530,227	6,525	138	536,890
Segment liabilities	分部負債	6,679	9,053	1	15,733
<b>Period ended 30 June 2021:</b>	<b>截至二零二一年六月三十日止期間：</b>				
Revenue	收入	-	1,070	-	1,070
Segment loss	分部虧損	(6,853)	(471)	(39)	(7,363)
<b>At as 31 December 2021:</b>	<b>於二零二一年十二月三十一日：</b>				
Segment assets (audited)	分部資產 (經審核)	429,096	14,417	2,236	445,749
Segment liabilities (audited)	分部負債 (經審核)	6,957	25,121	1	32,079

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

有關可呈報分部溢利或虧損、資產與負債之資料：

可呈報分部收入、溢利及虧損、資產與負債對賬：

		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (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	-	1,070
<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	(3,267)	(7,363)
Corporate and unallocated profit or loss	公司及未分配溢利或虧損	(11,604)	(13,773)
Consolidated loss for the period	期內綜合虧損	(14,871)	(21,136)

## 6. REVENUE AND SEGMENT INFORMATION (CONTINUED)

## 6. 收入及分部資料(續)

		At 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>Assets:</b>			
Total assets of reportable segments	<b>資產：</b> 可呈報分部資產總值	536,890	445,749
Corporate and unallocated assets:	公司及未分配資產：		
– 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	14,721	15,375
– 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	10,917	11,720
– Others	– 其他	97,485	201,910
Consolidated total assets	綜合資產總值	660,013	674,754
<b>Liabilities:</b>			
Total liabilities of reportable segments	<b>負債：</b> 可呈報分部負債總額	15,733	32,079
Corporate and unallocated liabilities	公司及未分配負債		
– Others	– 其他	201,662	177,672
Consolidated total liabilities	綜合負債總額	217,395	209,751

Breakdown of revenue:

收入明細：

		Six months ended 30 June 截至六月三十日止六個月 2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
Sales of batteries and spare parts	銷售電池及備品備件	–	1,070
Revenue from contracts with customers	來自客戶合約之收入	–	1,070



6. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Disaggregation of revenue from contracts with customers:

		Six months ended 30 June 2022 截至二零二二年六月三十日止六個月			
Segments		High-tech electric motor vehicles 高科技電動車 HK\$'000 千港元 (Unaudited) (未經審核)	Battery management systems and spare parts 電池管理系統及備品備件 HK\$'000 千港元 (Unaudited) (未經審核)	Advanced batteries materials 先進電池材料 HK\$'000 千港元 (Unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (Unaudited) (未經審核)
Geographical markets	地區市場				
PRC	中國	-	-	-	-
Major products/service	主要產品/服務				
Sales of batteries and spare parts	銷售電池及備品備件	-	-	-	-
Timing of revenue recognition	收入確認時間				
At a point in time	於某一時間點	-	-	-	-

		Six months ended 30 June 2021 截至二零二一年六月三十日止六個月			
Segments		High-tech electric motor vehicles 高科技電動車 HK\$'000 千港元 (Unaudited) (未經審核)	Battery management systems and spare parts 電池管理系統及備品備件 HK\$'000 千港元 (Unaudited) (未經審核)	Advanced batteries materials 先進電池材料 HK\$'000 千港元 (Unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (Unaudited) (未經審核)
Geographical markets	地區市場				
PRC	中國	-	1,070	-	1,070
Major products/service	主要產品/服務				
Sales of batteries and spare parts	銷售電池及備品備件	-	1,070	-	1,070
Timing of revenue recognition	收入確認時間				
At a point in time	於某一時間點	-	1,070	-	1,070

7. FINANCE COSTS

7. 融資成本

		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
Lease interests	租賃利息	87	195

7. 融資成本

## 8. 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 (2021: HK\$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.

## 9. LOSS FOR THE PERIOD

The Group's loss for the period is stated after charging/(crediting) the following:

## 8. 所得稅開支

Six months ended 30 June 截至六月三十日止六個月	
2022	2021
二零二二年	二零二一年
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港並無產生任何應課稅溢利，故毋須就香港利得稅作出撥備（二零二一年：零港元）。

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。

## 9. 期內虧損

本集團之期內虧損乃於扣除／（計入）下列各項後達致：

Six months ended 30 June 截至六月三十日止六個月	
2022	2021
二零二二年	二零二一年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

<b>Continuing operations:</b>	<b>持續經營：</b>		
Cost of inventories sold	已售存貨成本	–	747
Depreciation	折舊	355	6,080
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	–	(769)
Research and development costs	研發成本	37	48
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	7,413	9,220
– Retirement benefits scheme contributions	—退休福利計劃供款	500	628
		7,913	9,848

**10. DIVIDENDS**

The Directors do not recommend or declare the payment of any dividend in respect of the periods ended 30 June 2022 and 2021.

**11. 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 period attributable to owners of the Company of approximately HK\$14,854,000 (2021: approximately HK\$21,120,000) and the weighted average number of 20,352,873,000 (2021: 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 both periods.

**12. PROPERTY, PLANT AND EQUIPMENT**

During the period, HK\$12,000 property, plant and equipment was acquired by the Group (2021: Nil).

**13. INVENTORIES**

**10. 股息**

董事並無就截至二零二二年及二零二一年六月三十日止期間建議派發或宣派任何股息。

**11. 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14,854,000港元(二零二一年：約21,120,000港元)及期內已發行普通股加權平均股數20,352,873,000股(二零二一年：20,352,873,000股)計算。

**每股攤薄虧損**

於兩個期間內，所有潛在普通股均具有反攤薄影響。

**12. 物業、廠房及設備**

於本期間內，本集團添置物業、廠房及設備12,000港元(二零二一年：無)。

**13. 存貨**

		<b>At 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)</b>	<b>At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)</b>
Raw materials	原材料	-	3
Finished goods	製成品	96	100
		<b>96</b>	<b>103</b>

## 14. TRADE RECEIVABLES, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

## 14. 應收貿易款項、預付款、按金及其他應收款

		At 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	應收貿易款項	694	1,055
Less: impairment losses	減：減值虧損	-	-
		<b>694</b>	1,055
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	7,162	12,995
Deposits and other receivables	按金及其他應收款	125,107	124,711
Amounts due from directors	應收董事款項	2,618	2,690
		<b>468,222</b>	474,092

## Trade receivables

## 應收貿易款項

The aging analysis of trade receivables, based on invoiced date, and net of allowance, is as follows:

以下載列應收貿易款項按發票日期呈列並扣除撥備後之賬齡分析：

		At 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
0 to 60 days	0至60天	-	1,055
Over 180 days	超過180天	694	-
		<b>694</b>	1,055

## 15. TRADE AND OTHER PAYABLES

## 15. 應付貿易款項及其他應付款

		At 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade payables	應付貿易款項	5,787	6,043
Accruals and other payables	應計費用及其他應付款	86,150	85,084
		<b>91,937</b>	91,127

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

應付貿易款項基於收取貨品日期之賬齡分析如下：

		At 30 June 2022 於二零二二年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Over 360 days	超過360天	5,787	6,043
		<b>5,787</b>	6,043

**16. LOAN FROM A SHAREHOLDER**

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

**16. 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。

**17. SHARE CAPITAL**

**17. 股本**

		Number of shares 股份數目	Amount 金額 HKD'000 千港元
<b>Authorised:</b>	<b>法定：</b>		
Ordinary shares of HK\$0.1 each at 1 January 2021, 31 December 2021, 1 January 2022 and 30 June 2022	於二零二一年一月一日、二零二一年十二月三十一日、二零二二年一月一日及二零二二年六月三十日 每股面值0.1港元之普通股	800,000,000,000	80,000,000
		Number of shares 股份數目	Amount 金額 HKD'000 千港元
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
At 1 January 2021, 31 December 2021 (Audited), 1 January 2022 and 30 June 2022 (Unaudited)	於二零二一年一月一日、二零二一年十二月三十一日(經審核)、二零二二年一月一日及二零二二年六月三十日(未經審核)	20,352,872,747	2,035,287

**18. RELATED PARTY TRANSACTIONS**

In addition to the transactions and balances disclosed elsewhere in the condensed consolidated financial statements, the Group had no other transactions and balances with its related parties during the period.

**18. 關聯方交易**

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

**19. APPROVAL OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

The Interim Financial Statements were approved and authorised for issue by the Board of Directors on 31 August 2022.

**19. 批准簡明綜合財務報表**

中期財務報表已於二零二二年八月三十一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 engaged in the automotive batteries business since 2011. 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 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.

During the Period, despite the highly challenging business environment under the prolonged coronavirus disease 2019 (“COVID-19”) pandemic, the Group has continued to explore business development opportunities by leveraging its core strengths and identify, engage and participate in different strategic alliances and business partnerships to, among other things, (i) research, develop and deploy technologies in the areas of high performance electrical systems architecture and battery technologies; (ii) establish and maintain manufacturing bases; and (iii) explore the viability of different business models in an efficient and cost-effective manner.

## 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。

本集團自二零一一年起從事汽車電池業務。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。為有效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。

於本期間,儘管二零一九冠狀病毒病(「COVID-19」)大流行持續肆虐下營商環境極具挑戰,惟本集團持續透過發揮核心實力,探求業務發展之機會,並繼續物色、從事及參與不同策略聯盟及業務合作,以(其中包括)(i)研究、開發及運用高性能電力系統架構及電池科技方面之技術;(ii)建立及維持製造基地;及(iii)以高效且符合成本效益之方式探索不同業務模型之可行性。

The prolonged COVID-19 pandemic has, however, continued to pose significant challenges to the Group's research and development progress. In the first half of 2022, the Group experienced a number of adversities concurrently, a rare situation that the Group had never encountered previously. The governments of Hong Kong Special Administrative Region (the "HKSAR") and the People's Republic of China (the "PRC") have been implementing stringent social distancing measures since the beginning of the COVID-19 outbreak in 2019, lock down measures have also been further implemented in response to the 5th wave of the pandemic in light of an exponential rise in confirmed cases. This situation was aggravated by the uncertain macro-economic environment and generally cautious and conservative market sentiment, which had adversely affected the progress of the Group's research and development projects, and significantly hindered the negotiation progress with potential business partners or investors.

As a result of the aforementioned stringent social distancing and lock down measures implemented by the PRC and HKSAR governments, coupled with the uncertainties in the global economy, business and sales activities of the Group had been significantly disrupted during the Period. The Group recorded nil revenue and gross profit for the Period as compared to a revenue of HK\$1.1 million and gross profit of HK\$0.3 million in 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\$14.9 million (30 June 2021: HK\$17.8 million), which consisted of employee benefit expenses (including wages and salaries, pension costs and other benefits) of approximately HK\$7.9 million (30 June 2021: HK\$9.8 million) and depreciation expenses of approximately HK\$0.4 million (30 June 2021: HK\$6.1 million).

As a result of the above factors, the loss for the Period of the Group decreased to approximately HK\$14.8 million (30 June 2021: HK\$21.1 million) and the loss attributable to shareholders for the Period amounted to approximately HK\$14.8 million (30 June 2021: HK\$21.1 million).

然而，COVID-19大流行之持續肆虐對本集團之研究及開發進度繼續構成重大挑戰。於二零二二年上半年，本集團前所未有地同時經歷多項不利因素，情況實屬罕見。香港特別行政區（「香港特區」）及中華人民共和國（「中國」）政府自COVID-19疫情於二零一九年爆發以來便一直實施嚴格的社交距離措施，亦已進一步實施封鎖措施以應對由於確診病例激增導致的於二零二二年上半年爆發的第5波疫情。宏觀經濟環境不明朗及普遍審慎保守的市場情緒令形勢更為惡劣，對本集團研究及開發項目之步伐構成不利影響，同時拖慢與潛在業務夥伴或投資者磋商之進度。

由於中國及香港特區政府實施的上述嚴格社交距離及封鎖措施，疊加全球經濟存在的諸多不明朗因素，本集團的業務及銷售活動於本期間受到嚴重干擾，本集團於本期間並無錄得收益及毛利，而去年同期則錄得收益1,100,000港元及毛利300,000港元。

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14,900,000港元（二零二一年六月三十日：17,800,000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7,900,000港元（二零二一年六月三十日：9,800,000港元）及折舊開支約400,000港元（二零二一年六月三十日：6,100,000港元）。

由於上述因素，本集團本期間虧損減少至約14,800,000港元（二零二一年六月三十日：21,100,000港元），而本期間股東應佔虧損約14,800,000港元（二零二一年六月三十日：21,100,000港元）。



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 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 recovers from the pandemic, and will strive to achieve the next success milestone in the automotive industry.

## Prospects

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

Since the outbreak of COVID-19 at the end of December 2019, the pandemic has been menacing and impacted on the global business environment. No industry player in the automotive industry was immune to the effects of COVID-19.

Despite the uncertainties in the global economic prospect as a result of the prolonged COVID-19 pandemic, the Group remains confident in the automotive market, especially in the PRC as it is the world's largest automotive market. In addition, given the PRC government is keen on combating air pollution and narrowing the competitive gap between the global rivals and its domestic automakers, we believe that the development of new energy vehicles and its related products and advanced battery technology will continue to be a focus of global and domestic interest and a major trend in improving air pollution and enhancing economic sustainability.

The Group has continued to work closely with its partners in relation to the application of its advanced battery technology. Leveraging on the Group's expertise in advanced battery technology, the Group has explored collaboration opportunities in the application of its advanced battery technology by providing technical configuration advice, material specification and optimisation process service in advanced batteries materials to be produced by its partners. The Board is of the view that the Group's expertise in the advanced battery technology may continue to drive the Group's business and generate new stream of revenue for the Group.

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。本公司有信心隨著全球經濟從大流行中復甦，本集團將會逐步重拾發展，同時亦會致力於汽車業達致另一成就里程碑。

## 前景

本公司長期致力於全球汽車行業，見證行業不斷演進。

自二零一九年十二月底COVID-19爆發以來，大流行一直威脅及影響全球營商環境。並無汽車業者能夠從COVID-19影響中獨善其身。

儘管COVID-19大流行曠日持久，令全球經濟前景滿佈陰霾，惟本集團對汽車市場仍然充滿信心，尤其是中國，乃因其為世界最大的汽車市場。此外，鑑於中國政府積極對抗空氣污染及收窄其境內汽車製造商與全球競爭對手之差距，我們相信，新能源汽車及其相關產品以及先進電池技術之發展將繼續備受國內外關注，成為改善空氣污染並提高經濟可持續性的主要趨勢。

本集團一直與其夥伴在先進電池技術應用上緊密合作。藉助本集團在先進電池技術方面的專業知識，本集團就其夥伴將生產之先進電池材料提供技術設定建議、材料規格及優化流程服務，發掘應用旗下先進電池技術之合作機會。董事會認為，本集團於先進電池技術方面之專業知識可繼續推進本集團業務，為本集團帶來新收入來源。

The Group will continue to seek opportunities for strategic investment, cooperation and/or collaboration with renowned organizations, institutions, experts and/or other strategic alliances with a view to exploring ways to strengthen the Group's supply chains, enhance its production capacity and operational flexibility and widen its expertise in such areas which are considered to be beneficial to the sustainable development, expansion and diversification of the Group's businesses.

Further, in response to the ongoing nature of the COVID-19 pandemic and other challenges, the Company will embrace agility in adapting its business strategies to the changing market and customer needs to maximize or safeguard the overall interests of the Company and its shareholders.

### Contingent Liabilities

As at 30 June 2022, the Group did not have any material contingent liabilities.

### Significant Investments

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

### Material Acquisition or Disposal

During the Period, the Group did not have material acquisition or disposal of subsidiaries, associates, joint venture, or assets.

本集團將繼續尋求與知名團體、機構、專家及／或其他策略聯盟進行戰略性投資、合作及／或協作之機會，以期另辟蹊徑，強化本集團之供應鏈，提升產能及營運彈性，並增進有關範疇的專業知識，尤其是對本集團業務可持續發展、擴充及多元化有利之範疇。

再者，為應對COVID-19大流行及其他挑戰持續不止，本公司將因應市場變化及客戶需要，靈活調整其業務策略，致力提高或保障本公司及其股東之整體利益。

### 或然負債

於二零二二年六月三十日，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。

### 重大收購或出售

於本期間內，本集團並無進行重大收購或出售附屬公司、聯營公司、合資公司或資產。

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

As at 30 June 2022, 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 名稱／姓名	Capacity/Nature of interest 身份／權益性質	Number of Shares 股份數目	Percentage 百分比 (Note 2) (附註2)
Sun East LLC	Beneficial owner (Note 1) 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 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 2022 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

於二零二二年六月三十日，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，或已另行知會本公司之直接或間接權益：

Name 名稱／姓名	Capacity/Nature of interest 身份／權益性質	Number of Shares 股份數目	Percentage 百分比 (Note 2) (附註2)
Sun East LLC	Beneficial owner (Note 1) 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信託人擁有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2,673,071,189股股份中擁有權益。
- 持股百分比按於二零二二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獲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

As at 30 June 2022, 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 for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

## 董事及最高行政人員之權益及淡倉

於二零二二年六月三十日，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，或已根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十所載上市發行人董事進行證券交易的標準守則另行知會本公司及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 in the Company

(1) 於本公司每股面值0.10港元普通股（各為一股「股份」）之好倉

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

Name of Director 董事姓名	Number of Shares 股份數目	Capacity/Nature of interest 身份／權益性質	Approximate percentage of shareholding 概約持股百分比 (Note 1) (附註1)
Zhu Shengliang 朱勝良	22,043,883	Beneficial owner 實益擁有人	0.11%
Li Zhengshan 李正山	26,270,000	Beneficial owner 實益擁有人	0.13%
Chen Xiao 陳曉	25,000,000	Beneficial owner 實益擁有人	0.12%
Cheng Tat Wa 鄭達華	1,300,000	Beneficial owner 實益擁有人	0.006%
Chan Sin Hang 陳善衡	500,000	Beneficial owner 實益擁有人	0.002%

## Notes:

- (1) The percentage of shareholding is calculated on the basis of 20,352,872,747 Shares in issue as at 30 June 2022 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.

## 附註：

- (1) 持股百分比按於二零二二年六月三十日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信託人擁有65%權益，而該等信託於二零二二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) Interests in share options of the Company

(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 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)		
Feng Rui 馮銳	6 September 2013 二零一三年九月六日	6 September 2013 to 5 September 2023 二零一三年九月六日至 二零二三年九月五日	0.108	10,000,000	
	20 November 2014 二零一四年十一月二十日	20 November 2014 to 19 November 2024 二零一四年十一月二十日至 二零二四年十一月十九日	0.201	10,000,000	
				20,000,000	0.10%
Liu Stephen Quan 劉泉	6 September 2013 二零一三年九月六日	6 September 2013 to 5 September 2023 二零一三年九月六日至 二零二三年九月五日	0.108	10,000,000	0.05%
Zhu Shengliang 朱勝良	6 September 2013 二零一三年九月六日	6 September 2013 to 5 September 2023 二零一三年九月六日至 二零二三年九月五日	0.108	20,000,000	
	20 November 2014 二零一四年十一月二十日	20 November 2014 to 19 November 2024 二零一四年十一月二十日至 二零二四年十一月十九日	0.201	20,000,000	
				40,000,000	0.20%

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
董事姓名	授出日期	可行使期間	行使價 (HK\$) (港元)	概約持股百分比 (Note) (附註)	
Li Zhengshan 李正山	6 September 2013 二零一三年九月六日	6 September 2013 to 5 September 2023 二零一三年九月六日至 二零二三年九月五日	0.108	20,000,000	
	20 November 2014 二零一四年十一月二十日	20 November 2014 to 19 November 2024 二零一四年十一月二十日至 二零二四年十一月十九日	0.201	50,000,000	
				70,000,000	0.34%
Chen Xiao 陳曉	20 November 2014 二零一四年十一月二十日	20 November 2014 to 19 November 2024 二零一四年十一月二十日至 二零二四年十一月十九日	0.201	50,000,000	0.25%
Xia Tingkang, Tim 夏廷康	6 September 2013 二零一三年九月六日	6 September 2013 to 5 September 2023 二零一三年九月六日至 二零二三年九月五日	0.108	10,000,000	
	20 November 2014 二零一四年十一月二十日	20 November 2014 to 19 November 2024 二零一四年十一月二十日至 二零二四年十一月十九日	0.201	10,000,000	
				20,000,000	0.10%
Zhu Guobin 朱國斌	6 September 2013 二零一三年九月六日	6 September 2013 to 5 September 2023 二零一三年九月六日至 二零二三年九月五日	0.108	10,000,000	
	20 November 2014 二零一四年十一月二十日	20 November 2014 to 19 November 2024 二零一四年十一月二十日至 二零二四年十一月十九日	0.201	10,000,000	
				20,000,000	0.10%



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)		
Cheng Tat Wa 鄭達華	20 November 2014 二零一四年十一月二十日	20 November 2014 to 19 November 2024 二零一四年十一月二十日至 二零二四年十一月十九日	0.201	5,000,000	0.03%
Li Jianyong 李建勇	6 September 2013 二零一三年九月六日	6 September 2013 to 5 September 2023 二零一三年九月六日至 二零二三年九月五日	0.108	10,000,000	
	20 November 2014 二零一四年十一月二十日	20 November 2014 to 19 November 2024 二零一四年十一月二十日至 二零二四年十一月十九日	0.201	20,000,000	
				30,000,000	0.15%
Chan Sin Hang 陳善衡	20 November 2014 二零一四年十一月二十日	20 November 2014 to 19 November 2024 二零一四年十一月二十日至 二零二四年十一月十九日	0.201	4,500,000	0.02%

Note:

The percentage of shareholding is calculated on the basis of 20,352,872,747 Shares in issue as at 30 June 2022.

附註：

持股百分比按於二零二二年六月三十日 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 2022.

除上文所披露者外，於二零二二年六月三十日，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。

## 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 from 1 January 2022 to 30 June 2022 (the "Period"):

## 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。

以下購股權於二零二二年一月一日至二零二二年六月三十日期間(「本期間」)尚未行使：

Name/Category of Participant	As at 1 January 2022 於二零二二年一月一日	Reclassification during the Period 本期間重新分類	Share options granted 已授出之購股權	Share options lapsed/cancelled during the Period 本期間已失效/註銷之購股權	Share Options exercised 已行使之購股權	As at 30 June 2022 於二零二二年六月三十日	Date of Grant 授出日期	Exercise Price 行使價	Exercise Period 行使期
Director 董事									
Feng Rui 馮銳	10,000,000	-	-	-	-	10,000,000	Note 1 附註1	Note 1 附註1	Note 1 附註1
	10,000,000	-	-	-	-	10,000,000	Note 3 附註3	Note 3 附註3	Note 3 附註3
Liu Stephen Quan 劉泉	10,000,000	-	-	-	-	10,000,000	Note 1 附註1	Note 1 附註1	Note 1 附註1
Zhu Shengliang 朱勝良	20,000,000	-	-	-	-	20,000,000	Note 1 附註1	Note 1 附註1	Note 1 附註1
	20,000,000	-	-	-	-	20,000,000	Note 3 附註3	Note 3 附註3	Note 3 附註3
Li Zhengshan 李正山	20,000,000	-	-	-	-	20,000,000	Note 1 附註1	Note 1 附註1	Note 1 附註1
	50,000,000	-	-	-	-	50,000,000	Note 3 附註3	Note 3 附註3	Note 3 附註3
Chen Xiao 陳曉	50,000,000	-	-	-	-	50,000,000	Note 3 附註3	Note 3 附註3	Note 3 附註3
Xia Tingkang, Tim 夏廷康	10,000,000	-	-	-	-	10,000,000	Note 1 附註1	Note 1 附註1	Note 1 附註1
	10,000,000	-	-	-	-	10,000,000	Note 3 附註3	Note 3 附註3	Note 3 附註3
Zhu Guobin 朱國斌	10,000,000	-	-	-	-	10,000,000	Note 1 附註1	Note 1 附註1	Note 1 附註1
	10,000,000	-	-	-	-	10,000,000	Note 3 附註3	Note 3 附註3	Note 3 附註3
Cheng Tat Wa 鄭達華	5,000,000	-	-	-	-	5,000,000	Note 3 附註3	Note 3 附註3	Note 3 附註3
Li Jianyong 李建勇	10,000,000	-	-	-	-	10,000,000	Note 1 附註1	Note 1 附註1	Note 1 附註1
	20,000,000	-	-	-	-	20,000,000	Note 3 附註3	Note 3 附註3	Note 3 附註3
Chan Sin Hang 陳善衡	4,500,000	-	-	-	-	4,500,000	Note 3 附註3	Note 3 附註3	Note 3 附註3
Sub Total: 小計：	269,500,000	-	-	-	-	269,500,000			

Name/Category of Participant	As at 1 January 2022 於二零二二年一月一日	Reclassification during the Period 本期間重新分類	Share options granted 已授出之購股權	Share options lapsed/cancelled during the Period 本期間已失效/註銷之購股權	Share Options exercised 已行使之購股權	As at 30 June 2022 於二零二二年六月三十日	Date of Grant 授出日期	Exercise Price 行使價	Exercise Period 行使期
Employee (in aggregate) 僱員 (合計)	98,500,000	-	-	-	-	98,500,000	Note 1 附註1	Note 1 附註1	Note 1 附註1
	203,000,000	-	-	-	-	203,000,000	Note 3 附註3	Note 3 附註3	Note 3 附註3
	15,000,000	-	-	-	-	15,000,000	Note 5 附註5	Note 5 附註5	Note 5 附註5
	10,000,000	-	-	-	-	10,000,000	Note 6 附註6	Note 6 附註6	Note 6 附註6
Sub Total: 小計:	326,500,000	-	-	-	-	326,500,000			
Other eligible persons: (in aggregate) 其他合資格人士: (合計)	266,000,000	-	-	-	-	266,000,000	Note 1 附註1	Note 1 附註1	Note 1 附註1
	21,000,000	-	-	-	-	21,000,000	Note 2 附註2	Note 2 附註2	Note 2 附註2
	266,000,000	-	-	-	-	266,000,000	Note 3 附註3	Note 3 附註3	Note 3 附註3
	400,000,000	-	-	-	-	400,000,000	Note 4 附註4	Note 4 附註4	Note 4 附註4
Sub Total: 小計:	953,000,000	-	-	-	-	953,000,000			
Total: 總計:	1,549,000,000	-	-	-	-	1,549,000,000			

Notes:

- These share options were granted on 6 September 2013 and are exercisable at a subscription price of HK\$0.108 per share at any time during the period of 10 years from 6 September 2013 to 5 September 2023.
- 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.
- 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.
- 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.
- 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.
- 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.

附註:

- 該等購股權於二零一三年九月六日授出，並可於二零一三年九月六日至二零二三年九月五日之10年期間內任何時間按每股0.108港元之認購價行使。
- 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。
- 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。
- 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。
- 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。
- 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。

## 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.

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

As at 30 June 2022, the total equity of the Group amounted to approximately HK\$442.6 million (31 December 2021: HK\$465.0 million).

The gearing ratio of the Group as at 30 June 2022 measured in terms of total liabilities divided by shareholders' equity was approximately 49.12% (31 December 2021: 45.11%).

As at 30 June 2022, net current assets of the Group were approximately HK\$268.1 million (31 December 2021: HK\$283.2 million). The cash and cash equivalents amounted to HK\$15.7 million (31 December 2021: HK\$16.4 million). The Group had an outstanding shareholder's loan of HK\$122.2 million (31 December 2021: HK\$114.5 million), which was unsecured, interest-free and repayable on demand.

As at 30 June 2022, 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, United States 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.

## 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。

## 流動資金及財務資源、資本架構及庫務政策

於二零二二年六月三十日，本集團之權益總額約為442,600,000港元（二零二一年十二月三十一日：465,000,000港元）。

本集團於二零二二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49.12%（二零二一年十二月三十一日：45.11%）。

於二零二二年六月三十日，本集團之流動資產淨值約為268,100,000港元（二零二一年十二月三十一日：283,200,000港元）。現金及現金等價物為15,700,000港元（二零二一年十二月三十一日：16,400,000港元）。本集團有尚未償還股東貸款122,200,000港元（二零二一年十二月三十一日：114,500,000港元），為無抵押、免息及須按要求償還。

於二零二二年六月三十日，本集團並無作出任何借貸。

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、美元或人民幣計值。為管理流動資金風險，本集團定期檢討流動資金狀況，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。

## Pledge of the Group's Assets

As at 30 June 2022, none of the assets of the Group had been pledged (31 December 2021: Nil) to the Group's bankers to secure general banking facilities granted to the Group.

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

During the Period, almost all expenditure of the Group were denominated in Renminbi, Hong Kong dollars and/or United States dollars. 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 50 employees as at 30 June 2022 (31 December 2021: 60 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 under the share option scheme adopted by the Company 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\$7.9 million (30 June 2021: approximately HK\$9.8 million).

## 本集團資產質押

於二零二二年六月三十日，本集團並無質押資產（二零二一年十二月三十一日：無）予本集團之往來銀行，以為本集團獲授之一般銀行融資作抵押。

## 匯率波動風險及任何相關對沖

於本期間，本集團幾乎所有支出以人民幣、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。

## 人力資源及薪酬政策

於二零二二年六月三十日，本集團合共有約50名僱員（二零二一年十二月三十一日：60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根據本公司所採納之購股權計劃獲授購股權，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7,900,000港元（二零二一年六月三十日：約9,800,000港元）。

## Corporate Governance

Throughout the Period, the Company has applied the principles and complied with the code provisions set out in Part 2 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules.

## Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the “Model Code”) as its own code of conduct regarding securities transactions by the Directors. All Directors, after specific enquiries by the Company, has 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 consolidated financial statements of the Group for the Period and this report, with no disagreement. The interim results of the Group for the Period are unaudited and have been reviewed by the auditor of the Company.

## Amendment of Constitutional Document

To bring the constitution of the Company in line with certain changes to the Listing Rules which came into force on 1 January 2022, the second amended and restated bye-laws of the Company was adopted by way of a special resolutions passed by the shareholders of the Company at the annual general meeting held on 6 June 2022.

## 企業管治

於本期間內，本公司一直採用並遵守上市規則附錄十四所載企業管治守則第2部之原則及守則條文。

## 董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」），作為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。本集團本期間之中期業績未經審核，惟已經由本公司之核數師審閱。

## 章程文件修訂

為令本公司章程與上市規則的若干變動（於二零二二年一月一日生效）一致，本公司的第二次經修訂及重列之公司細則於二零二二年六月六日舉行的股東週年大會上獲本公司股東通過特別決議案採納。

## Continued Suspension of Trading in Shares

As disclosed in the annual reports of the Company for the year ended 31 December 2020 and 2021 (the “2020 and 2021 Annual Reports”), the Company’s auditor, ZHONGHUI ANDA CPA Limited (the “Auditor”) did not express an opinion (the “Disclaimer of Opinion”) on the consolidated financial statements of the Group for the year ended 31 December 2020 and 2021 because the Auditor was unable to obtain sufficient appropriate audit evidence on certain matters (the “Audit Issues”) as summarized in the Independent Auditor’s Report contained in the 2020 and 2021 Annual Reports. Please refer to the 2020 and 2021 Annual Reports for details of the circumstances leading to the Audit Issues and the views of the Audit Committee and the Board on the Disclaimer of Opinion.

As mentioned in the Company’s announcement dated 22 June 2021, the Company received a letter from the Stock Exchange on 17 June 2021 in which the Stock Exchange (i) expressed its concerns that the Company did not maintain a sufficient level of operation and assets to comply with Rule 13.24 of the Listing Rules and (ii) set out the resumption guidance (the “Resumption Guidance”) for the Company to (a) address the Audit Issues giving rise to the Disclaimer of Opinion, provide comfort that the Disclaimer of Opinion in respect of the Audit Issues would no longer be required and disclose sufficient information to enable investors to make an informed assessment of its financial positions as required under Rule 13.50A of the Listing Rules; (b) demonstrate the Company’s compliance with Rule 13.24 of the Listing Rules; and (c) inform the market of all material information for the Company’s shareholders and investors to appraise the Company’s position. In addition, the Stock Exchange has set out further guidance relating to Rule 6.01A of the Listing Rules (the “Further Guidance”) which states that the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 18 months. In the case of the Company, the 18-month period under Rule 6.01A(1) expires on 30 September 2022. If the Company fails to remedy the issues causing its trading suspension, fully comply with the Listing Rules to the Stock Exchange’s satisfaction and resume trading in its Shares by 30 September 2022, the Listing Division will recommend the Listing Committee to proceed with the cancellation of the Company’s listing. Under Rules 6.01 and 6.10 of the Listing Rules, the Stock Exchange also has the right to impose a shorter remedial period, where appropriate.

## 繼續暫停股份買賣

誠如本公司截至二零二零年及二零二一年十二月三十一日止年度之年度報告（「二零二零年及二零二一年年報」）所披露，本公司之核數師中匯安達會計師事務所有限公司（「核數師」）因未能取得若干事項（「審核事項」，其概要載於二零二零年及二零二一年年報之獨立核數師報告內）之充分適當審核憑證，故並無就本集團截至二零二零年及二零二一年十二月三十一日止年度之綜合財務報表發表意見（「無法表示意見」）。有關導致審核事項之情況之詳情及審核委員會及董事會對於無法表示意見之見解，請參閱二零二零年及二零二一年年報。

誠如本公司日期為二零二一年六月二十二日之公佈所述，於二零二一年六月十七日，本公司接獲聯交所來函，聯交所已於該函件中(i)表示關注本公司未有維持足夠之業務運作及資產，以符合上市規則第13.24條；及(ii)為本公司列出以下復牌指引（「復牌指引」）：(a)解決導致無法表示意見之審核事項，保證毋須再就審核事項發出無法表示意見，以及按上市規則第13.50A條所規定，披露足夠資料令投資者可在知情之情況下對本公司之財務狀況作出評估；(b)證明本公司遵守上市規則第13.24條；及(c)向市場發佈所有重要資料，以供本公司股東及投資者評估本公司之狀況。此外，聯交所已列出有關上市規則第6.01A條之進一步指引（「進一步指引」），說明聯交所可將已連續停牌18個月的證券除牌。就本公司之情況而言，第6.01A(1)條項下之18個月期間將於二零二二年九月三十日屆滿。倘本公司未能於二零二二年九月三十日或之前補救導致停牌之問題、全面遵守上市規則至聯交所滿意之程度以及復牌，則上市科將建議上市委員會展開本公司之除牌程序。根據上市規則第6.01及6.10條，聯交所亦有權施加較短之補救期（視乎適用情況而定）。

The Company is required to remedy the issue(s) causing its trading suspension and fully comply with the Listing Rules to the satisfaction of the Stock Exchange before trading in its securities is allowed to resume. For this purpose, the Company has the primary responsibility to devise its action plan for resumption. The Stock Exchange may modify or supplement the Resumption Guidance if the Company's situation changes.

The Company is in the course of consulting its professional advisers and taking appropriate steps to address the Stock Exchange's concerns, fulfil and comply with the requirements under the Resumption Guidance and the Further Guidance. The Company will keep its shareholders and potential investors informed of the progress as and when appropriate.

Trading in the Shares on the Stock Exchange has been suspended since 1 April 2021 and will remain suspended until further notice.

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

Hong Kong, 31 August 2022

本公司須補救導致停牌之問題並全面遵守上市規則至聯交所滿意之程度，其證券方能獲准恢復買賣。就此，本公司之主要責任為制定復牌行動計劃。如本公司狀況有變，聯交所或會修改或補充復牌指引。

本公司現正諮詢其專業顧問，採取適當步驟處理聯交所之關注，履行及遵守復牌指引及進一步指引下之要求。本公司將於適當時候知會股東及潛在投資者相關事態進展。

股份由二零二一年四月一日起暫停於聯交所買賣，並將繼續暫停，直至另行通知為止。

承董事會命  
**正道集團有限公司**  
主席  
**仰融**

香港，二零二二年八月三十一日





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

