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HAO TIAN INTERNATIONAL
CONSTRUCTION INVESTMENT GROUP LIMITED
昊天國際建設投資集團有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1341)

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

The board (the “**Board**”) of directors (the “**Directors**”) of Hao Tian International Construction Investment Group Limited (the “**Company**”) is pleased to present the shareholders of the Company (the “**Shareholders**”) the interim results of the Company and its subsidiaries (the “**Group**”) for the six months ended on 30 September 2023 (the “**Period**”).

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2023

		Six months ended	
		30 September	
		2023	2022
	<i>Notes</i>	<i>HK\$'million</i>	<i>HK\$'million</i>
		(unaudited)	(unaudited)
Revenue	4	86	123
Cost of revenue		(54)	(80)
Gross profit		32	43
Other income		20	18
Other (losses)/gains, net	5	(92)	71
Administrative expenses		(26)	(22)
Allowance for expected credit loss on financial assets		(6)	(2)
Share-based payment expenses		(1)	(2)
Share of results of associates		–	(3)
Finance costs	6	(9)	(10)

		Six months ended	
		30 September	
		2023	2022
	<i>Notes</i>	<i>HK\$'million</i>	<i>HK\$'million</i>
		(unaudited)	(unaudited)
(Loss)/profit before taxation		(82)	93
Income tax expense	7	(3)	(2)
(Loss)/profit for the period		<u>(85)</u>	<u>91</u>
(Loss)/profit for the period attributable to:			
Equity holders of the Company		(85)	91
Non-controlling interests		–	–
		<u>(85)</u>	<u>91</u>
(Loss)/earnings per share attributable to the equity holders of the Company			
Basic (<i>HK cents</i>)	9	(1.12)	1.2
Diluted (<i>HK cents</i>)	9	(1.12)	1.19

	Six months ended	
	30 September	
	2023	2022
	HK\$'million	HK\$'million
	(unaudited)	(unaudited)
(Loss)/profit for the period	<u>(85)</u>	<u>91</u>
Other comprehensive loss:		
<i>Items that will not be reclassified to profit or loss</i>		
Fair value loss on investments in equity instruments at fair value through other comprehensive income (“FVTOCI”)	(17)	(15)
<i>Items that may be reclassified to profit or loss</i>		
Share of associates exchange difference on translating foreign operation	(3)	(31)
Exchange differences on translating foreign operations	<u>(22)</u>	<u>1</u>
Other comprehensive loss for the period, net of tax	<u>(42)</u>	<u>(45)</u>
Total comprehensive (loss)/income for the period	<u>(127)</u>	<u>46</u>
Total comprehensive (loss)/income for the period attributable to:		
Equity holders of the Company	(126)	46
Non-controlling interests	<u>(1)</u>	<u>–</u>
	<u>(127)</u>	<u>46</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2023

	As at 30 September 2023	As at 31 March 2023
<i>Notes</i>	<i>HK\$'million</i> (unaudited)	<i>HK\$'million</i> (audited)
ASSETS		
Non-current assets		
Property, plant and equipment	210	205
Right-of-use assets	20	27
Intangible assets	5	5
Investments in associates	1,124	1,128
Financial assets at FVTOCI	328	345
Deferred tax assets	2	2
Other receivables and deposits	–	4
Corporate note receivable	42	42
	1,731	1,758
Total non-current assets	1,731	1,758
Current assets		
Inventories	1	1
Properties under development	330	352
Loan receivables	41	45
Finance lease receivables	2	2
Other receivables, deposits and prepayments	49	43
Trade receivables	111	91
<i>10</i>		
Financial assets at fair value through profit or loss (“FVTPL”)	61	178
Corporate note receivable	376	360
Trusted and segregated bank accounts	5	554
Cash and cash equivalents	73	105
	1,049	1,731
Total current assets	1,049	1,731
Total assets	2,780	3,489

		As at 30 September 2023 <i>HK\$'million</i> (unaudited)	As at 31 March 2023 <i>HK\$'million</i> (audited)
LIABILITIES			
Current liabilities			
Lease liabilities		14	15
Bank and other borrowings		363	353
Trade payables	11	7	13
Other payables, deposits received and accruals		26	575
Income tax payables		15	12
Total current liabilities		<u>425</u>	<u>968</u>
Net current assets		<u>624</u>	<u>763</u>
Total assets less current liabilities		<u>2,355</u>	<u>2,521</u>
Non-current liabilities			
Lease liabilities		8	14
Deferred tax liabilities		24	24
Bank and other borrowings		33	41
Financial liabilities at FVTPL		552	578
Total non-current liabilities		<u>617</u>	<u>657</u>
Net Assets		<u>1,738</u>	<u>1,864</u>
EQUITY			
Equity attributable to equity holders of the Company			
Share capital	12	76	76
Reserves		1,494	1,619
		<u>1,570</u>	<u>1,695</u>
Non-controlling interests		168	169
Total equity		<u>1,738</u>	<u>1,864</u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Hao Tian International Construction Investment Group Limited (the “**Company**”) is an exempted limited liability company incorporated in the Cayman Islands. At 30 September, 2023, its immediate and ultimate holding company is Hao Tian Management (China) Limited and Asia Link Capital Investment Holdings Limited, which are incorporated in Hong Kong and the British Virgin Islands respectively, and the ultimate controlling shareholder is Ms. Li Shao Yu. The address of its registered office is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands. The principal place of business in Hong Kong is Rooms 2510-2518, 25/F, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong. The ordinary shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Company is an investment holding company and the principal activities of the Group include: (i) securities investment; (ii) provision of securities brokerage and other financial services; (iii) asset management; (iv) rental and trading of construction machinery; (v) provision of repair and maintenance and transportation service; (vi) property development; and (vii) money lending.

The condensed consolidated financial statements have not been audited.

The condensed consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”) and rounded to the nearest million, unless otherwise stated.

2. BASIS OF PREPARATION AND KEY EVENTS

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain of financial instruments, which are measured at fair values, as appropriate.

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard (“**HKAS**”) 34, “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. The condensed consolidated financial statements should be read in conjunction with the Group’s annual financial statements as at 31 March 2023, which have been prepared in accordance with Hong Kong Financial Reporting Standards (the “**HKFRSs**”) issued by the HKICPA.

In the current period, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting period beginning on 1 April 2023. HKFRSs comprise HKFRS; 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 consolidated financial statements and amounts reported for the current period and prior period.

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 these 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.

Key events during the six months ended 30 September 2023

1. On 13 June 2023 and 29 June 2023, True Well Limited, an indirect wholly-owned subsidiary of the Company, executed an order with Shanghai Commercial Bank Limited for a bond purchase at the consideration of approximately HK\$250 million and HK\$101 million, respectively.
2. On 27 July 2023, Aceso Life Science Group Limited, through its wholly-owned subsidiary, as a vendor, entered into an agreement to dispose of 1,400,088,000 shares (being 18.37% of the entire issued capital) of the Company at HK\$420,026,400, to a subsidiary company of Inner Mongolia Yitai Coal Company Limited* (內蒙古伊泰煤炭股份有限公司), as a purchaser. And Completion took place on 17 October 2023.

3. USE OF JUDGEMENTS AND ESTIMATES

In preparing this interim condensed consolidated financial information, the significant judgements made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to annual financial statements for the year ended 31 March 2023.

4. REVENUE AND SEGMENT INFORMATION

a. Description of segments and principal activities

The Group has identified five (30 September 2022: five) reportable segments of its business:

- (i) Rental and sale of construction machinery and spare parts business: The Group offers crawler cranes of different sizes, other mobile cranes, aerial platforms and foundation equipment in its construction machinery rental fleet in Hong Kong. The Group also sells construction machinery and spare parts in Hong Kong and Macau.
- (ii) Provision of repair and maintenance and transportation service business: The Group provides repair and maintenance service for construction machinery, in particular the crawler cranes, in Hong Kong. The Group also provides transportation services which include local container delivery, construction site delivery and heavy machinery transport in Hong Kong.
- (iii) Property development business: The Group started the property development business in 2021. The Group holds properties under development in Malaysia through a subsidiary and in Cambodia through an associate.
- (iv) Provision of asset management, securities brokerage and other financial services business: The Group holds Securities and Future Commission licenses for conducting type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance and provides a wide range of financial services in Hong Kong.
- (v) Money lending business: The Group holds money lending licenses and offers mortgaged loan and personal loan businesses in Hong Kong.

b. Segment profit or loss

The segment profit or loss for the reportable segments provided to the chief operating decision maker and reconciliation to loss before taxation for the period ended 30 September 2023 and 2022 are as follows:

For the six months ended 30 September 2023 (unaudited)

	Rental and sale of construction machinery and spare parts <i>HK\$'million</i>	Provision of repair and maintenance and transportation service <i>HK\$'million</i>	Money lending <i>HK\$'million</i>	Provision of asset management, securities brokerage and other financial services <i>HK\$'million</i>	Property development <i>HK\$'million</i>	Total <i>HK\$'million</i>
External revenue	<u>79</u>	<u>3</u>	<u>2</u>	<u>2</u>	-	<u>86</u>
Segment results before the following items:	36	2	2	1	-	41
- Depreciation and amortisation	(20)	-	-	-	-	(20)
- Allowance for expected credit loss on financial assets	(1)	-	(6)	-	-	(7)
- Interest income	-	-	-	2	-	2
- Finance costs	(2)	-	-	-	-	(2)
Segment results	<u>13</u>	<u>2</u>	<u>(4)</u>	<u>3</u>	-	<u>14</u>
Unallocated:						
- Other income						13
- Other losses, net						(91)
- Administrative expenses						(11)
- Reversal of allowance for expected credit loss on financial assets						1
- Share-based payment expenses						(1)
- Finance costs						(7)
Loss before taxation						<u>(82)</u>

For the six months ended 30 September 2022 (unaudited)

	Rental and sale of construction machinery and spare parts <i>HK\$'million</i>	Provision of repair and maintenance and transportation service <i>HK\$'million</i>	Money lending <i>HK\$'million</i>	Provision of asset management, securities brokerage, and other financial services <i>HK\$'million</i>	Property development <i>HK\$'million</i>	Total <i>HK\$'million</i>
External revenue	<u>108</u>	<u>5</u>	<u>5</u>	<u>5</u>	<u>-</u>	<u>123</u>
Segment results before the following items:	38	5	6	5	-	54
- Depreciation and amortisation	(20)	-	-	-	-	(20)
- Reversal of allowance/(allowance) for expected credit loss on financial assets	4	-	(7)	3	-	-
- Finance costs	<u>(2)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(2)</u>
Segment results	<u>20</u>	<u>5</u>	<u>(1)</u>	<u>8</u>	<u>-</u>	<u>32</u>
Unallocated:						
- Other income						13
- Other gains, net						73
- Administrative expenses						(9)
- Allowance for expected credit loss on financial assets						(2)
- Share-based payment expenses						(2)
- Share of results of associates						(4)
- Finance costs						<u>(8)</u>
Profit before taxation						<u>93</u>

No segment assets and liabilities are presented as the chief operating decision maker does not regularly review segment assets and liabilities.

c. Geographical information

The information about the Group's revenue by location of operations of the relevant group's entities and the Group's non-current assets by geographical area in which the assets physically are located is detailed below:

	Revenue		Non-current assets <i>(note)</i>	
	Six months ended 30 September		As of 30 September	As of 31 March
	2023	2022	2023	2023
	<i>HK\$'million</i>	<i>HK\$'million</i>	<i>HK\$'million</i>	<i>HK\$'million</i>
	(unaudited)	(unaudited)	(unaudited)	(audited)
Geographical market:				
Hong Kong	86	122	214	217
UK	–	–	21	22
The People's Republic of China (the "PRC")	–	–	–	1
Macau	–	1	–	–
Cambodia	–	–	1,124	1,127
	<u>86</u>	<u>123</u>	<u>1,359</u>	<u>1,367</u>

Note: Non-current assets excluded financial assets at FVTOCI, loan receivables, finance lease receivables, financial assets included in other receivables and deposits and deferred tax assets.

d. Revenue summary

	Six months ended 30 September	
	2023	2022
	<i>HK\$'million</i>	<i>HK\$'million</i>
	(unaudited)	(unaudited)
Revenue from contract with customers <i>(note i)</i> :		
– Sales of construction machinery and spare parts	11	25
– Repair and maintenance and transportation service income	3	5
– Commission income generated from asset management, securities brokerage, and other financial services	1	3
	<u>15</u>	<u>33</u>
Revenue from other sources:		
– Rental income generated from construction machinery	68	83
– Interest income generated from money lending	2	5
– Interest income generated from margin financing	1	2
	<u>71</u>	<u>90</u>
	<u>86</u>	<u>123</u>

Note i:

Disaggregated revenue from contracts with customers

For the six months ended 30 September 2023 (unaudited)

	Sales of construction machinery and spare parts <i>HK\$'million</i>	Provision of transportation and other services <i>HK\$'million</i>	Provision of asset management, securities brokerage, and other financial services <i>HK\$'million</i>	Total <i>HK\$'million</i>
Type of goods or services				
Sales of construction machinery and spare parts	11	–	–	11
Repair and maintenance and transportation service income	–	3	–	3
Commission income generated from asset management, securities brokerage, and other financial services	–	–	1	1
	<u>11</u>	<u>3</u>	<u>1</u>	<u>15</u>
Timing of revenue recognition				
At a point in time	11	–	1	12
Over time	–	3	–	3
Total	<u>11</u>	<u>3</u>	<u>1</u>	<u>15</u>

For the six months ended 30 September 2022 (unaudited)

	Sales of construction machinery and spare parts <i>HK\$'million</i>	Provision of transportation and other services <i>HK\$'million</i>	Provision of asset management, securities brokerage, and other financial services <i>HK\$'million</i>	Total <i>HK\$'million</i>
Type of goods or services				
Sales of construction machinery and spare parts	25	–	–	25
Repair and maintenance and transportation service income	–	5	–	5
Commission income generated from asset management, securities brokerage, and other financial services	–	–	3	3
	<u>25</u>	<u>5</u>	<u>3</u>	<u>33</u>
Timing of revenue recognition				
At a point in time	25	–	3	28
Over time	–	5	–	5
	<u>–</u>	<u>5</u>	<u>–</u>	<u>5</u>
Total	<u>25</u>	<u>5</u>	<u>3</u>	<u>33</u>

5. OTHER (LOSSES)/GAINS, NET

	Six months ended 30 September	
	2023	2022
	<i>HK\$'million</i>	<i>HK\$'million</i>
	(unaudited)	(unaudited)
Net foreign exchange (loss)/gain	(2)	1
Change in fair value of financial assets at FVTPL	(116)	(10)
Change in fair value of a financial liability at FVTPL	26	78
Gain on disposal of an associate	–	1
Gain on disposal of a subsidiary	–	1
	<u>(92)</u>	<u>71</u>

6. FINANCE COSTS

	Six months ended 30 September	
	2023	2022
	<i>HK\$'million</i>	<i>HK\$'million</i>
	(unaudited)	(unaudited)
Interest expenses arising from:		
– bank and other borrowings	9	8
Exchange difference on borrowing	–	2
	<u>9</u>	<u>10</u>

7. INCOME TAX EXPENSE

	Six months ended 30 September	
	2023	2022
	<i>HK\$'million</i>	<i>HK\$'million</i>
	(unaudited)	(unaudited)
Current tax expense		
– Hong Kong	3	1
Deferred tax expense	–	1
	<u>3</u>	<u>2</u>

Hong Kong Profits Tax is calculated at the rate of 8.25% on the estimated assessable profit up to HK\$2,000,000 and 16.5% on any part of estimated assessable profit over HK\$2,000,000 for both periods.

8. DIVIDENDS

The directors of the Company do not recommend the payment of interim dividend for the six months ended 30 September 2022 and 2023.

9. (LOSS)/EARNINGS PER SHARE

(a) Basic

Basic (loss)/earnings per share was calculated by dividing the (loss)/profit for the period attributable to the equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

	Six months ended 30 September	
	2023 (unaudited)	2022 (unaudited)
(Loss)/profit for the period attributable to the equity holders of the Company (<i>HK\$'million</i>)	(85)	91
Weighted average number of ordinary shares in issue (<i>million shares</i>)	<u>7,610</u>	<u>7,577</u>
Basic (loss)/earnings per share (<i>HK cents</i>)	<u><u>(1.12)</u></u>	<u><u>1.2</u></u>

(b) Diluted

Diluted (loss)/earnings per share was calculated as follows:

	Six months ended 30 September	
	2023 (unaudited)	2022 (unaudited)
(Loss)/profit for the period attributable to the equity holders of the Company (<i>HK\$' million</i>)	<u>(85)</u>	<u>91</u>
Weighted average number of ordinary shares in issue (<i>million shares</i>)	<u>7,610</u>	<u>7,577</u>
Adjustment for assumed exercise: – share awards	<u>–</u>	<u>43</u>
Weighted average number of ordinary shares for the purpose of diluted earnings per share	<u>7,610</u>	<u>7,620</u>
Diluted (loss)/earnings per share (<i>HK cents</i>)	<u><u>(1.12)</u></u>	<u><u>1.19</u></u>

10. TRADE RECEIVABLES

	As at 30 September 2023 <i>HK\$'million</i> (unaudited)	As at 31 March 2023 <i>HK\$'million</i> (audited)
Trade receivables arising from		
– Rental income from construction machinery business	53	56
– Securities brokerage	71	48
	<u>124</u>	<u>104</u>
Less: Allowance for expected credit loss	<u>(13)</u>	<u>(13)</u>
	<u>111</u>	<u>91</u>

The ageing analysis by invoice date of trade receivables before allowance for expected credit losses is as follows:

	As at 30 September 2023 <i>HK\$'million</i> (unaudited)	As at 31 March 2023 <i>HK\$'million</i> (audited)
0–30 days	44	17
31–60 days	4	20
61–90 days	7	4
91–180 days	15	21
181–365 days	19	11
Over 365 days	35	31
	<u>124</u>	<u>104</u>

11. TRADE PAYABLES

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

	As at 30 September 2023 HK\$'million (unaudited)	As at 31 March 2023 HK\$'million (audited)
0–30 days	2	2
31–60 days	1	2
61–180 days	2	7
181-360 days	2	2
	<u>7</u>	<u>13</u>

12. SHARE CAPITAL

	Number of shares (<i>'million</i>)	Share capital HK\$'million
Ordinary shares of HK\$0.01 each		
Authorised: At 1 April 2022, 31 March 2023, 1 April 2023 and 30 September 2023	<u>20,000</u>	<u>200</u>
At 1 April 2023 (audited)	7,592	76
Issue of award shares (<i>note a</i>)	<u>28</u>	<u>–</u>
At 30 September 2023 (unaudited)	<u>7,620</u>	<u>76</u>

Note:

- (a) On 30 April 2023 and 29 June 2023, the Company issued 6,500,001 and 21,325,204 awards shares, respectively.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

Impact of Geopolitical Tensions, Military Occupation and High Inflation Rate

Over the past few years, we have witnessed a period of intense crisis of survival for many enterprises in Hong Kong and much of the rest of the world. They have to improve, re-assess and re-position themselves to do business amidst the challenges of the Post COVID Era, geopolitical tensions, military occupation, high inflation rate, and other upheavals that were rarely encountered in recent history. The Group remained resilient and focused on its existing businesses.

During the Period, the Group continued to pursue a long-term business strategy of diversifying into financial services business, property development business, and construction machinery business. The Group's principal activities include: (i) securities investment; (ii) provision of securities brokerage and other financial services; (iii) asset management; (iv) rental and trading of construction machinery; (v) property development; and (vi) money lending.

Construction machinery business

The Group offers crawler cranes of different sizes, other mobile cranes, aerial platforms and foundation equipment in its construction machinery rental fleet. The Group procures these construction machinery mainly through the manufacturers of construction machinery located in Western Europe, Japan and China as well as traders of used construction machinery around the world.

The Group has maintained approximately 170 units of construction machinery in the rental fleet during the Period. In order to maintain a modern fleet of construction machinery with a greater variety of models, the Group has been replacing portions of its fleet of construction machinery from time to time. The Board will continue to monitor the daily operations and review the expansion plan of the rental fleet and the capital requirements of the Group regularly. The Group may reschedule such expansion plan according to the operation and needs, the preference of the target customers and prevailing market conditions if necessary. To satisfy customers' needs, the Group also sells spare parts for maintenance purposes or upon request.

Financial services business

The Group holds licenses for conducting Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (the “SFO”) and provides a wide range of financial services.

The revenue for the Period of the financial services business (including provision of asset management, securities brokerage, and other financial services) was approximately HK\$2 million (2022: approximately HK\$5 million). The decrease in revenue was mainly due to decrease in the value and volume of transactions in securities brokerage.

Money lending business

The Group holds money lender licenses under the Money Lenders Ordinance in Hong Kong and the money lending business was conducted through its indirect wholly-owned subsidiaries, which grant loans to individuals and enterprises. The Group strived to adhere to a set of comprehensive policy and procedural manual in respect of loan approval, loan renewal, loan recovery, loan compliance, monitoring and anti-money laundering.

a) The size and diversity and sources of its clients, and source of funding of the money lending business

As at 30 September 2023, the Group had loans receivable with carrying amount of approximately HK\$41 million (31 March 2023: HK\$45 million). The Group recorded interest income from loans receivable of approximately HK\$2 million for the Period (30 September 2022: HK\$5 million). During the Period, the Group did not grant new loan (2022: 1) to individual independent third parties.

As at 30 September 2023, there are a total number of 4 borrowers (2 individuals and 2 corporations) under the Company’s loan portfolio. The Company provides its mortgage financing service to individual and corporation clients of different backgrounds, including home owners and investment holding company, who are referred by sales executives. The source of funds for the money lending business is funded by the internal resources of the Group.

As at 30 September 2023, 3 loans with aggregate amount of approximately HK\$40 million were overdue, all of which were supported by personal guarantee and/or collaterals with interest rate ranging from 12% to 13% per annum. A total of 2 loans with aggregate amount of approximately HK\$13 million were under legal proceedings (including assets under public auctions).

As at 30 September 2023, the carrying amount of outstanding loans receivable from the four largest borrowers of the Group totalled HK\$41 million (representing 100% to the total loans receivable of the Group) while the carrying amount of outstanding loans receivable from the largest borrower amounted to HK\$28 million (representing 68% to the total loans receivable of the Group).

b) Credit risk assessment policy

The Group has performed background and credit risk assessment on the potential borrowers before granting the loans by (a) conducting public searches on their identity and background; (b) reviewing and assessing their financial information; and (c) performing an assessment on their creditability.

The Group has adopted a credit policy to manage its money lending business which includes compliance with all applicable laws and regulations, credit assessment on potential borrower and his/its assets, the credibility of the potential borrower, the necessity in obtaining collaterals and determination of suitable interest rate to reflect the risk level of the provision of loan.

The Company's money lending business offers both secured and unsecured loans to borrowers comprising individuals and corporations. The Company has adopted a credit risk policy and put in place loan approval procedures to manage its money lending business which includes compliance with all applicable laws and regulations, credit assessment on potential borrower and his/its assets, the credibility of the potential borrower, the necessity in obtaining collaterals, assessment of the use of proceeds and the source of repayment. Details of such policy and procedures are all consolidated in an Internal Control Manual which governs the operations of our money lending business and relevant staff are required to be abide by in conducting their behaviours and delivering their target performance. In granting loans to clients, documents such as loan application, proof of identity, employer/income verification, proof of address and any relevant credit reports of potential borrowers are required. The scope of money lending services provided by the money lending business generally includes personal loans, and business loans on general working capital. The Company tries to diversify the loan portfolio by providing to different borrowers to lower the concentration risk. The Company does not have preference for specific types of borrowers for loan acceptance (e.g. job/business nature of borrower). The credit risk assessment was made on a case-by-case basis and the Company generally looks at the 5 Cs in the assessment of credit risk of borrowers, the 5 Cs are credit history, capacity to repay, capital, the loan's condition and associated collaterals. These includes but not limited to reviewing the financials of borrowers, considering the borrower's repayment history and evaluating whether the borrowers are in bankruptcy, receivership or liquidation.

Within a loan category, the interest rates, the duration of the loan and repayment terms of the loan vary and is determined by various factors such as background and credibility of borrowers, their business plans and present and projected operation performance, the collateral security to be made available by these borrowers, and their repayment track records (if the loan is sought by existing borrowers and previous borrowers). The determination of the loan terms reflects the risk level of the provision of loan and ensure the risk is at a controllable level.

c) *Key internal controls*

The Group also assesses and decides the necessity and the value of security/ collateral for granting of each loan, whether to an individual or enterprise, on a case by case basis after considering various factors, including but not limited to, the repayment history, results of public search towards the borrower, the value and location of the assets owned by the borrower and the financial condition of the borrower.

For credit approval before granting loans to potential borrowers, the Company performs credit assessment process to assess the potential borrowers' credit quality individually, such as their identity and background, assessment on their creditability, financial background of the borrowers (again, factors such as background and credibility of borrowers, their business plans and present and projected operation performance, the collateral security to be made available by these borrowers, and their repayment track records (if the loan is sought by existing clients) are considered), as well as the value and characteristics of the collaterals to be pledged. The loan proposals will be prepared by the designated loan officer and review by risk management department of money lending business on case specific issues in relation to the factors described above to determine if they have been thoroughly considered. Risk management department of money lending business will discuss each case with loan officer to fine tune its loan proposal and risk management department will make official comments on the submission draft. The loan proposal together with the comments from risk management department will then be sent to the approver(s), who are Director(s) designated with such role and function for approval through physical meetings or emails. Approver(s) may also comment, add pre-conditions and improve the terms and conditions during this process. The relevant department head(s) and approver(s) will sign off the proposals once approval is obtained for proper record.

The Company has the designated loan officer to closely monitor its loan portfolio, include regular communication with the borrowers of their financial position together with other measures such as monthly assessment of valuation of collateral (if any), repayment track record of borrower(s), change of profile of borrower(s) (such as change of employment and if there is additional liabilities on the part of the borrower(s), through which the Company will be able to keep updated with the latest credit profile and risk associated with each individual borrower and could take appropriate actions for recovery of a loan at the earliest time.

Also, risk management department, which comprised of officers with background in finance, auditing and experience in money lending business, will review the risk level of each of the loans on a daily basis and report to the senior management which includes Chief Executive Officer, Financial Controller and the Board in some cases regularly on their recommendation.

From time to time, risk management department of the money lending business will alert the senior management on certain events (e.g. failed repayment) and advise the Company to take appropriate actions. The accounts department of the money lending business will also keep track of the repayment schedule constantly and make alerts to senior management, the Financial Controller and Chief Executive Officer in case of failed or late repayment.

d) Recoverability and collection

At each month end, the designated loan officer will check if there is overdue balances or late payment and risk management department will perform an independent review on the loans portfolio and closely monitor the status and report to the senior management. Usually there would be internal discussions on a case-by-case basis on what recovery actions to be taken so that the Company could recover the most in a timely manner. Various possible means such as phones calls, seizure of collaterals, statutory demand letter and further legal actions would be discussed. Reminder letter and statutory demand letter will be issued to the borrower when considered appropriate if there is overdue repayment. Where appropriate, legal action will be initiated against the borrower for the recovery of the amount due and taking possession of the collateral pledged. Actions in seizure of collaterals and realization of underlying collaterals would also be taken if necessary. Where appropriate, the Company will also petition to the court for bankrupting/winding-up of the borrower and/or guarantor. Again, the recovery and collection decisions and processes are included in the monthly risk management report to the senior management.

The Director who operates and oversees the money lending business have vast experiences and knowledge in the industry. The risk management department which includes a senior financial management of the Company's money lending business and holds a bachelor's degree in Business and an Associated Degree in Psychology, and has more than 15 years' experience in the money lending industry. The Company's management team, which includes the chief executive officer, chief financial officer of the Company and the Company's financial controller and the company secretary, also possess over 10 years of experience in the corporate and banking industry and the field of accounting and auditing. Additionally, most of the Board members also possess extensive experience in corporate financing, investments and banking and financial advisory services.

e) Compliance with Chapter 14 and/or 14A of the Listing Rules and Money Lenders Ordinance

Our Group is required to and has, at all times, strictly complied with all relevant laws and regulations. The Company has complied with the requirements as set out in Chapter 14 and/or 14A of the Listing Rules when it granted or extended the loans to each of the respective borrower whose loan was still outstanding as at 30 September 2023.

In addition to the Listing Rules, the Money Lenders Ordinance constituted a major governance laws on our Group's money lending business in Hong Kong. During the Period, we did not receive any objection from and was not investigated by the Registrar of Money Lenders (presently performed by the Registrar of Companies) nor the Commissioner of Police regarding the renewal of the money lenders license.

f) Amount of loan receivables secured by pledge of collaterals and guarantees, and nature of the collaterals

	30 September 2023 HK\$'million (unaudited)	31 March 2023 HK\$'million (audited)
Hong Kong money lending business		
– Secured only by shares and properties	3	3
– Secured only by personal guarantees	9	9
– Secured only by receivables and properties and personal guarantees	28	32
– Unsecured and no guarantee	1	1
	41	45

g) Maturity profile of loan receivables

	30 September 2023 HK\$'million (unaudited)	31 March 2023 HK\$'million (audited)
Hong Kong money lending business		
– Due within 1 year	41	45
– Due over 5 years	–	–
	<u>41</u>	<u>45</u>

h) Mortgage loan and personal loan interest rate

The mortgage loan interest rate is 12% per annum (31 March 2023: 12% per annum). The personal loan interest rate is ranging from 12% to 13% per annum (31 March 2023: 10% to 16% per annum).

i) Reasons for the movements in provision of impairment loss in the Period

The provision for expected credit loss of loans receivables recognised in the consolidated statement of profit and loss for the Period are HK\$6 million (2022: provision of HK\$7 million).

The Company adopted the requirements in respect of expected credit losses assessment set forth in HKFRS 9 issued by the HKICPA in determining the impairment loss allowance for its loan receivables. The details of the accounting policies in respect of the impairment assessment of financial assets are set out in the Annual Report for the year ended 31 March 2023. The Company has taken into account the following factors on the impairment assessment for the outstanding loans and unlisted debt securities due from the connected parties and independent third parties in accordance with the HKFRS 9: (i) the probability of default and the likelihood that the borrowers may fail to pay back the loans. The Company will perform due diligence on the financial statements and consider the macro-environment and the latest announcements of the borrowers. The repayment history of the borrowers will also be taken into account; (ii) the loss given default and the expected cash shortfall between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive.

The Company will consider the value of the collaterals pledged for the loans, if any; and (iii) forward-looking market data such as gross domestic product will also affect the recoverability of the loans. The Company regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes due.

As at 30 September 2023, the management had engaged an independent qualified valuer to determine the expected credit losses of the Group's loans receivable (the "loans receivable ECL"). In assessing the loans receivable ECL of the Group, a credit rating analysis of the underlying debtors was adopted by reviewing the historical accounting information to estimate the default risk. The Group applied different expected loss rates to different classes of receivables according to their respective risk characteristics. In determining the default risk, various factors including but not limited to, the ageing analysis of the receivables, the Group's internal assessment of the debtors' credit worthiness, historical and forecast occurrence of event of default, existence and valuation of the collaterals, the relevant regulatory framework and government policies in Hong Kong and global economic outlook in general and the specific economic conditions of Hong Kong would be considered. The rate of loans receivable ECL ranged from 19% to 61% (31 March 2023: 3% to 61%) depending on the nature, probability of default and loss of the loans receivable.

Property development business

The Group has property development projects in Cambodia and Malaysia. In Cambodia, the Council of Ministers approved the project company to establish a special economic zone with a site area of 17,252,519 square meters at Koh Kong Province, Cambodia. The project company shall have the sole and exclusive right to develop the special economic zone with all the necessary land use rights, including those for residential, industrial and commercial development purposes. The project was still in its preliminary stage during the Period.

The Group has another property development project in Malaysia. The project is a residential and commercial mixed property development project located at Port Dickson, Negeri Sembilan, Malaysia comprising 267,500 square meters. The property is held under the government lease for a lease term of 99 years expiring on 8 February 2097 for residential and commercial building uses. The project was still in its preliminary stage during the Period.

FINANCIAL REVIEW

The Group recorded a loss of approximately HK\$85 million for the Period (2022: profit at approximately HK\$91 million).

Revenue

During the Period, the Group record the total revenue of approximately HK\$86 million (2022: approximately HK\$123 million).

Sales of construction machinery and spare parts, rental income from construction machinery

During the Period, the sales of construction machinery and spare parts was approximately HK\$11 million and (2022: approximately HK\$25 million), rental income generated from construction machinery was approximately HK\$68 million (2022: approximately HK\$83 million), respectively. The decrease in sales of construction machinery and spare parts was mainly due to the decrease in sales of used cranes. We have disposed of many used cranes for replacement of our rental fleet for the period ended 30 September 2022. The decrease in rental income was mainly due to completion of some major construction projects in 2023. The utilisation rate for the rental machineries are approximately 85%.

Money lending, asset management, securities brokerage and other financial services

During the Period, the total revenue from asset management, securities brokerage, other financial services and money lending, decreased by approximately HK\$6 million. Such decrease was mainly attributable to the decrease in loans receivables and decrease in the value and volume of transactions securities brokerage.

Fair value losses on financial assets at fair value through profit or loss (“FVTPL”), net

The details of the Group’s securities investments and the net fair value losses recognised for the Period are set out as follows:

Name/(Stock Code)	Number of shares held at 31 March 2023	Percentage of shareholdings at 31 March 2023	Number of shares held at 30 September 2023	Percentage of shareholdings at 30 September 2023 <i>(note 1)</i>	Fair value at	Fair value at	Fair value losses for the Period <i>HK\$'million</i>	Percentage of total assets of the Group at 30 September 2023
					31 March 2023 <i>HK\$'million</i>	30 September 2023 <i>HK\$'million</i>		
Shandong Hi-Speed Holdings Group Limited (412)	1,500	0.00%	1,500	0.00%	-	-	-	-
Alliance International Education Leasing Holdings Limited (1563) <i>(note 2)</i>	26,642,336	1.58%	26,642,336	1.58%	133	40	(93)	1.44%
Wealthink AI-Innovation Capital Limited (formerly Wealthking Investments Limited) (1140)	1,980,000	0.02%	1,980,000	0.02%	1	-	(1)	-
Tisé Equity SP-1 <i>(note 3)</i>	N/A	N/A	N/A	N/A	29	7	(22)	0.25%
Unlisted debt instrument	N/A	N/A	N/A	N/A	15	14	-	0.5%
					178	61	(116)	2.19%

Notes:

- The percentage of shareholdings is calculated with reference to the monthly return of equity issuer on movements in securities for the month ended 30 September 2023 of the issuers publicly available on the website of the Stock Exchange.
- Alliance International Education Leasing Holdings Limited (“**Alliance International**”) and its subsidiaries (collectively “**Alliance International Group**”) were principally engaged in offering finance lease service and provide private higher education services.

Pursuant to Alliance International Group’s interim results announcement for the nine months ended 30 September 2023, Alliance International Group recorded revenue of approximately RMB441 million and total comprehensive income of approximately RMB227 million.

The Group held approximately 26.6 million shares of Alliance International as at 30 September 2023 (31 March 2023: approximately 26.6 million shares).

- Tisé Equity SP-1 is a segregated portfolio of Tisé Opportunities SPC, an exempted company incorporated with limited liability and registered as a segregated portfolio company under the laws of the Cayman Islands in March 2021, with an investment objective to provide its investors with long- term capital appreciation.

Other losses, net

During the Period, other losses, net were approximately HK\$92 million (2022: other gains, net of approximately HK\$71 million). Such change was mainly attributable to loss in fair value change in financial asset and gain in fair change in financial liabilities at FVTPL of approximately HK\$116 million and HK\$26 million, respectively.

Allowance for expected credit losses on financial assets

During the Period, the Group recognised allowance for expected credit losses on financial assets of approximately HK\$6 million (2022: allowance of approximately HK\$2 million recognised). The increase in the amount was mainly attributable to the increased aging of overdue loan receivables during the Period. The Group has engaged an independent professional valuer for assessing the allowance for expected credit losses on financial assets.

Administrative expenses

During the Period, the administrative expenses were approximately HK\$26 million (2022: approximately HK\$22 million), representing an increase of approximately 18% as compared with the correspondence period in last year. Among the administrative expenses incurred during the Period, approximately HK\$8 million (2022: approximately HK\$3 million) was related to depreciation and non-cash in nature, and staff costs of approximately HK\$9 million (2022: approximately HK\$9 million).

Share of results of associates

During the six months ended 30 September 2022, the share of results of associates of approximately HK\$3 million, loss.

Share-based payment expenses

Share-based payment expenses of approximately HK\$1 million (2022: approximately HK\$2 million) was related to the share awards and emolument shares granted to certain directors and employees.

Finance costs

During the Period, the finance costs were approximately HK\$9 million (2022: approximately HK\$10 million), representing a decrease of approximately HK\$1 million.

Taxation

During the Period, the net income tax expenses was approximately HK\$3 million (2022: approximately HK\$2 million expenses).

Fair value losses on financial assets at fair value through other comprehensive income (“FVTOCI”)

The details of the listed securities investments and the fair value loss recognised during the Period are set out below:

Name	Note	Percentage of shareholdings at 31 March 2023	Percentage of shareholdings at 30 September 2023	Fair value at 31 March 2023 HK\$ million	Fair value at 30 September 2023 HK\$ million	Fair value loss for the Period HK\$ million	Percentage of total assets of the Group at 30 September 2023
Oshidori International Holdings Limited (622)	<i>a</i>	1.27%	1.27%	20	18	(2)	0.65%
Aceso Life Science Group Limited (474)	<i>b</i>	1.46%	1.46%	19	16	(3)	0.58%
China Pearl Global Limited	<i>c</i>	6%	6%	255	249	(6)	8.96%
Tonsin Petrochemical Investment Limited	<i>d</i>	16.67%	16.67%	41	36	(5)	1.29%
Empire Victory Hong Kong Limited	<i>e</i>	4.11%	4.11%	10	9	(1)	0.32%
				<u>345</u>	<u>328</u>	<u>(17)</u>	<u>11.8%</u>

Notes:

- a. Oshidori International Holdings Limited (“Oshidori”) principally engages in investment holdings, tactical and/or strategical investments, and the provisions of (i) securities brokerage services; (ii) margin financing services; (iii) placing and underwriting services; (iv) corporate finance advisory services; (v) investment advisory and asset management services; and (vi) credit and lending services;

Pursuant to Oshidori’s interim report for the period ended 30 June 2023, Oshidori recorded a revenue of approximately HK\$40 million and total comprehensive loss for the year of approximately HK\$324 million.

The Group held 77,500,000 shares of Oshidori as at 30 September 2023 (31 March 2023: 77,500,000 shares).

- b. Aceso Life Science Group Limited (“ALS”) principally engages in (i) securities investment; (ii) provision of securities brokerage and other financial services; (iii) asset management; (iv) rental and trading of construction machinery; (v) provision of repair and maintenance and transportation service; (vi) property development; (vii) property leasing and (viii) money lending.

Pursuant to annual report of ALS for the year ended 31 March 2023, ALS recorded a revenue of approximately HK\$312 million and a total comprehensive loss of approximately HK\$402 million.

The Group held 107,550,000 shares of ALS as at 30 September 2023 (31 March 2023: 107,550,000 shares).

- c. China Pearl Global Limited (“CPG”), through its wholly owned subsidiary, hold a shopping mall in Quanzhou, Fujian Province, the People’s Republic of China with approximately 97,000 square meters (available lease out area over 65,000 square meters) and 1,089 car parking spaces, and it leases out the complex to tenants and provides property management services to the shopping mall.
- d. Tonsin Petrochemical Investment Limited principally engages in the development of EcoPark in South-East Asia which focus on waste management and recycling industry with advanced technologies and value-add processes.
- e. Empire Victory Hong Kong Limited principally engages in the provision of trading in petroleum and aluminium products.

Liquidity, financial resources and capital structure

As at 30 September 2023, the Group’s current assets and current liabilities were approximately HK\$1,049 million (31 March 2023: approximately HK\$1,731 million) and approximately HK\$425 million (31 March 2023: approximately HK\$968 million) respectively.

The Group has established a treasury policy with the objective of lowering cost of funds. Therefore, funding for all its operations have been centrally reviewed and monitored at the Group level. To manage the Group’s exposure to fluctuations in interest rates on project, appropriate funding policies will be applied including the use of bank and other borrowings and placing of new shares. The management will continue its efforts in securing the most privileged rates and favourable terms to the Group for its financing.

Gearing ratio and indebtedness

The Group monitors its capital structure based on the gearing ratio. This ratio is calculated as net debts divided by total capital. Total capital is calculated as “equity” as shown in the consolidated statement of financial position plus net debts. The capital structure (including its gearing ratio) as at 30 September 2023 and 31 March 2023 was as follows:

	30 September 2023 <i>HK\$'million</i> (unaudited)	31 March 2023 <i>HK\$'million</i> (audited)
Bank and other borrowings	396	394
Corporate note payables – at FVTPL	552	578
Total borrowings	948	972
Less: cash and cash equivalents	(73)	(105)
Net debts	875	867
Total equity	1,738	1,864
Total capital	2,613	2,731
Gearing ratio	33%	32%

The borrowings with aggregate amounts of approximately HK\$17 million were carried at fixed interest rates, approximately HK\$272 million were carried at floating interest rates and the remaining borrowings of the Group at HK\$107 million is interest-free.

As at 30 September 2023, cash and cash equivalents were denominated in the following currencies:

	<i>HK\$'million</i>
HK\$	63
US\$	5
JPY	2
EUR	1
GBP	2
	<hr/>
	73
	<hr/> <hr/>

As at 30 September 2023, the maturity and currency profile for the Group's bank and other borrowings are set out as follows:

	Within 1 year <i>HK\$'million</i>	2 years <i>HK\$'million</i>	3–5 years <i>HK\$'million</i>	Total <i>HK\$'million</i>
HK\$	362	22	11	395
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

Charges on Group's assets

As at 30 September 2023, approximately 70% (31 March 2023: approximately 74%) of the Group's borrowings and other borrowings are secured by (1) corporate note receivable; and (2) property, machinery and motor vehicles.

Interest rate risk

The Group's pledged bank deposits and finance lease receivables bear fixed interest rates. The Group's cash at bank balances bear floating interest rates. The Group also has borrowings and lease liabilities and a loan from a director which is partly bearing interests at fixed interest rates and partly interest free. Exposure to interest rate risk exists on those balances subject to floating interest rate when there are unexpected adverse interest rate movements. The Group's policy is to manage its interest rate risk, working within an agreed framework, to ensure that there are no undue exposures to significant interest rate movements and rates are appropriately fixed when necessary.

Currency risk

The Group mainly operates in Hong Kong with most of the transactions denominated and settled in HK\$, US\$, JPY and EUR. The Group's exposure to foreign currency risk primarily arises from certain financial instruments including trade receivables, bank balances and cash, trade payables, borrowings and obligation under finance leases which are denominated in US\$ and EUR. The Group does not adopt any hedging strategy in the long run but the management continuously monitors the foreign exchange risk exposure and might enter into foreign exchange forward contracts on a case-by-case basis. The Group has not used any hedging contracts to engage in speculative activities.

Credit risk and liquidity risk

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the Period. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements.

Risk management

The Group has established and maintained sufficient risk management procedures to identify and control various types of risk within the organisation and the external environment with active management participation and effective internal control procedures in the best interest of the Group and its shareholders.

Major post-balance sheet date events

Major post-balance sheet events are as follows:

The strategic investor, Inner Mongolia Yitai Coal Company Limited* (內蒙古伊泰煤炭股份有限公司), through its wholly-owned subsidiary, Yitai Share (Hong Kong) Company Limited, has become a major shareholder of the Company on 17 October 2023, which represents a good opportunity to broaden the shareholder base of the Company. Considering the strong investor profile of Inner Mongolia Yitai Coal Company Limited*, it is expected that it will in turn boost the investor confidence in the market and may bring additional resources and investment opportunities to the Company.

Subsequent to the end of the Period and up to the date of this announcement, there was no other significant or important event that affects the business of the Group.

Capital Commitments

As at 30 September 2023 and 31 March 2023, the Group had no material capital commitments.

Contingent liabilities

As at 30 September 2023 and 31 March 2023, the Group had no material contingent liabilities.

Employees and remuneration policy

As at 30 September 2023, the Group had 110 (31 March 2023: 117) staffs. The Group generally recruits its employees from the open market or by referral and enters into employment contracts with its employees. The Group offers attractive remuneration packages to the employees. In addition to salaries, the employees would be entitled to bonuses subject to the Company's and employees' performance. The Group provides a defined contribution to the Mandatory Provident Fund as required under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for the eligible employees. The Group also adopted a share award scheme.

The operation staff consists of experienced machinery operators and mechanics. While such employees are highly demanded in the market, the Group manages to maintain a relatively stable workforce by continuous recruitment from the market or through referrals. New employees are required to attend induction courses to ensure that they are equipped with the necessary skills and knowledge to perform their duties. In order to promote overall efficiency, the Group also offers technical trainings to existing employees on the operation of more advanced construction machinery from time to time. Selected operation staff are required to attend external trainings which are conducted by the manufacturers of the construction machines to acquire up-to-date technical skills and knowledge on the products of the Group.

INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend to the shareholders of the Company for the Period (2022: Nil).

MATERIAL ACQUISITIONS, DISPOSAL AND KEY EVENTS IN THE PERIOD

1. On 13 June 2023 and 29 June 2023, True Well Limited, an indirect wholly-owned subsidiary of the Company, executed an order with Shanghai Commercial Bank Limited for a bond purchase at the consideration of approximately HK\$250 million and HK\$101 million, respectively. The bond purchase constituted a discloseable transaction under the Listing Rules.
2. On 27 July 2023, Aceso Life Science Group Limited, through its wholly-owned subsidiary, as a vendor, entered into an agreement to dispose of 1,400,088,000 shares (being 18.37% of the entire issued capital) of the Company at HK\$420,026,400, to a subsidiary company of Inner Mongolia Yitai Coal Company Limited* (內蒙古伊泰煤炭股份有限公司), as a purchaser. Completion took place on 17 October 2023.

Other than disclosed above, the Group had not made any material acquisition, disposal of subsidiaries and associates and redemption of fund during the Period.

BUSINESS PROSPECTS

The Period was full of opportunities and challenges. The impact caused by geopolitical tensions, military occupation, high inflation rate continues to bring unprecedented challenges as it impacts long-term global economic developments. However, the Group implements prudent business strategies to establish a diversified business portfolio that can survive the uncertain market conditions while exploring high-quality asset investment opportunities in major economies in the world in order to explore the growth potential of profit and capital value for shareholders and investors of the Company.

The Management also recognised the growing global demand in natural resources. The Group has put in additional resources in search of investment prospect and opportunities in natural resources related projects around the world.

The strategic investor, Inner Mongolia Yitai Coal Company Limited* (內蒙古伊泰煤炭股份有限公司) (“**Yitai**”), through its wholly owned subsidiary, Yitai Share (Hong Kong) Company Limited, has become a major shareholder of the Company on 17 October 2023, which represents a good opportunity to introduce a strategic investor to the Company. Considering the strong investor profile of Yitai, it is expected that it will boost the investor confidence in the market and may bring in additional resources and investment opportunities to the Company and it will broaden the shareholder base of the Company on the other hand.

The B shares of Yitai are listed on the Shanghai Stock Exchange (stock code: 900948) and its H shares were listed on the Main Board of the Hong Kong Stock Exchange and were subsequently voluntarily withdrawn from listing on 11 August 2023 (stock code before withdrawal of listing: 3948).

Yitai was ranked 221 in the 2023 Fortune China 500 listed companies and ranked 268 in the 2023 Fortune China 500, published in July 2023. According to All China Federation of Industry and Commerce (中華全國工商業聯合會), Yitai was ranked 188 in the Top 500 Chinese Private Enterprise (中國民企500強) in 2022. Yitai was also ranked 16 in the Top 50 Chinese Coal Enterprise (中國煤炭企業50強) in 2022 according to The China National Coal Association (中國煤炭業協會). Yitai is the largest local coal enterprise in the Inner Mongolia Autonomous Region and one of the large-scale coal enterprises in the PRC.

The principal businesses of Yitai Coal include coal production and operation (directly owns and control 10 coal mines with resources reserve at 4,445 million tonnes and minable reserve at 2,263 million tonnes), rail transportation operations (controls 3 operating railway line for the coal mines), coal-related chemical operations and other operations.

According to the 2022 annual report of Yitai, it recorded audited revenue of approximately RMB60.6 billion and net profit attributable to owners of approximately RMB10.9 billion for the year ended 31 December 2022 and it recorded net assets of approximately RMB49.5 billion and total assets of approximately RMB91.2 billion as at 31 December 2022. The annual production of commodity coal of Yitai was approximately 48.3 million tonnes and sold 66 million tonnes of coals during 2022.

Looking ahead, the Group will remain cautious and sensibly uphold its risk management policies, strength its capital management and implement stringent cost control measures to uphold its profitability during downturn of economy.

Money lending and financial services business

The Group will continue to expand the clients base and establish a strong track record in order to strengthen the businesses of corporate financial advisory services, asset management services and streamline the clients base of money lending services in the coming future. For the securities brokerage services business, the Group will explore the involvement in the share placement activities to enhance its revenue stream.

Property development business

Located in the Indo-China Peninsula, Cambodia is an important stop on the ancient Maritime Silk Road and an important location for China to promote the “One Belt, One Road” construction in the 21st century. Now Cambodia is also preparing an economic transformation, with many business opportunities emerging. Meanwhile, Cambodia has a decent investment environment and the market is highly liberalised and internationalised, attracting the attention and injection of global capital. While taking part in the development potential of the land development project, the Group is also exploring more business opportunities to invest in more business sectors in Cambodia and to share the development dividend of this high growing emerging market in the future.

At the same time, Malaysia is one of the most popular countries in Asia. In recent years, Malaysia's GDP has continued to rise, which proves that Malaysia has strong investment potential. The Group is also deploying and looking for local high-quality projects, following the layout along the "One Belt, One Road" regions.

Looking forward, the Group remains confident in its existing businesses and will continue to monitor the performance in order to maximise the returns to its shareholders.

CORPORATE GOVERNANCE PRACTICES

The Company and the Board are devoted to achieving and maintaining high standard of corporate governance as the Board believes that effective and efficient corporate governance practices are fundamental in enhancing the shareholder value and safeguarding the interests of the Shareholders and other stakeholders. Accordingly, the Company has adopted sound corporate governance principles that emphasise a quality Board, effective internal control, stringent disclosure practices and transparency and accountability to all Shareholders.

Throughout the Period, the Company has fully complied with the code provisions set out in the Corporate Governance Code (the "**CG Code**") contained in Appendix 14 to the Listing Rules, except for the deviations as described below.

Under CG Code provision C.2.1, the roles of chairman and chief executive should be separate and should not be performed by the same individual in order to ensure that there is clear division of responsibilities between the chairman of the Board and the chief executive of the Company. The Company has not appointed the chairman and the Board provides leadership for the Company. Having considered the business operation of the Group at the material time, it is believed that the Board, which consists of experienced professionals, can function effectively as a whole, while the executive Directors along with other members of senior management of the Company are effective in overseeing the day-to-day management of the Group under the strong corporate governance structure in place. In the meantime, Mr. Fok Chi Tak, as the Chief Executive Officer of the Company, is responsible for operating the business of the Group and implement the Group's strategies effectively.

The Group commits to continuously improving its corporate governance practices by periodic review to ensure that the Group continues to meet the requirements of the CG Code.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) set out in Appendix 10 to the Listing Rules as the code of conduct of the Company regarding Directors’ transactions of the listed securities of the Company. The Company has made specific enquiry with all Directors, and all Directors have confirmed that they had complied with the Model Code and its code of conduct during the Period.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities during the Period.

AUDIT COMMITTEE

The Company established an audit committee (the “**Audit Committee**”) on 23 October 2015 with written terms of reference in compliance with code provision C.3 of the CG Code. As at 30 September 2023, the Audit Committee comprises four independent non-executive Directors, namely Mr. Chan Ming Sun Jonathan, Mr. Mak Yiu Tong, Mr. Li Chi Keung Eliot and Mr. Shek Lai Him Abraham. The primary duties of the Audit Committee are, among other things, to review and supervise the financial reporting process and internal control system of the Group. It also acts as an important link between the Board and the Company’s auditor in matters within the scope of the group audit. Meetings shall be held at least twice a year.

The unaudited interim results and financial report of the Group for the Period have been reviewed by the Audit Committee.

APPRECIATION

The Board would like to take this opportunity to express its gratitude to all Shareholders, customers, suppliers, business partners, banks, professional parties and employees of the Group for their continuous support.

PUBLICATION OF INTERIM RESULTS

This results announcement will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.haotianint.com). The interim report will be despatched to the Shareholders and will be published on the websites of the Stock Exchange and the Company respectively in due course.

By order of the Board
Hao Tian International
Construction Investment Group Limited
Fok Chi Tak
Executive Director

Hong Kong, 28 November 2023

As at the date of this announcement, the Board comprises three executive directors, namely Mr. Fok Chi Tak, Mr. Tang Yiu Chi James and Dr. Zhiliang Ou, J.P. (Australia); one non-executive director, namely Mr. Xu Lin; and four independent non-executive directors, namely Mr. Mak Yiu Tong, Mr. Li Chi Keung Eliot, Mr. Shek Lai Him Abraham and Mr. Chan Ming Sun Jonathan.

** For identification purposes only*