Wenye Group Holdings Limited
文業集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 1802

2024
INTERIM REPORT

CONTENTS

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors
Mr. Fan Shaozhou (范少周)
(Chairman and chief executive officer)
Mr. Kong Guojing (孔國競)
(Co-Chairman)

Non-Executive Directors
Mr. Chen Li (陳立)
Mr. Shen Peng (諶鵬)
Mr. Li Hongxing (黎紅星)
Mr. Mak Ho Fai (麥浩輝)

Independent Non-Executive Directors
Mr. Huang Wei (黃偉)
Mr. Ma Kin Ling (馬健凌)
Ms. Ye Jinyu (葉金玉)

BOARD COMMITTEES

Audit Committee
Mr. Ma Kin Ling (馬健凌)
(Chairman)
Mr. Huang Wei (黃偉)
Ms. Ye Jinyu (葉金玉)

Remuneration Committee
Mr. Huang Wei (黃偉)
(Chairman)
Mr. Fan Shaozhou (范少周)
Mr. Ma Kin Ling (馬健凌)

Nomination Committee
Mr. Fan Shaozhou (范少周)
(Chairman)
Mr. Huang Wei (黃偉)
Mr. Ma Kin Ling (馬健凌)

LEGAL ADVISER AS TO HONG KONG LAW
C&T Legal LLP
10/F & 22/F, Shum Tower,
268 Des Voeux Road Central,
Sheung Wan, Hong Kong

AUDITOR
Beijing Xinghua Caplegend CPA Limited
1/F, GR8 Inno Tech Centre,
No.46 Tsun Yip Street,
Kwun Tong, Hong Kong

REGISTERED OFFICE
VISTRA (CAYMAN) LIMITED
P.O. Box 31119,
Grand Pavilion,
Hibiscus Way,
802 West Bay Road,
Grand Cayman,
KY1-1205,
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN PRC
5/F, Baoneng Motor Building,
No. 128 Liyuan Road,
Luohu District,
Shenzhen, PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG
10/F, Shum Tower,
268 Des Voeux Road Central,
Sheung Wan, Hong Kong

COMPANY SECRETARY
Mr. Law Man Hei Eugene (羅文僖)

AUTHORISED REPRESENTATIVES
Mr. Fan Shaozhou (范少周)
Mr. Law Man Hei Eugene (羅文僖)

COMPLIANCE ADVISER
Fortune Financial Capital Limited
Units No. 4102–06, 41/F
COSCO Tower
183 Queen's Road Central
Hong Kong

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE
Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

PRINCIPAL BANKERS

China Construction Bank
Shenzhen Branch, Zhenhua sub-branch
1/F, Design Tower
No. 8 Zhenhua Road
Futian District, Shenzhen, PRC

Bank of Hangzhou
Shenzhen Branch
Room 1701, 17/F, Block B
CNOOC Building
No. 3168 Houhaibin Road
Nanshan District, Shenzhen, PRC

COMPANY'S WEBSITE

www.szwyzs.com.cn

STOCK CODE

1802

MANAGEMENT DISCUSSION AND ANALYSIS

The Group is a building decoration services provider based in Shenzhen City, Guangdong Province, the PRC. With approximately 30 years of operating history, the Group possesses a range of the highest level of qualifications and licences in the building decoration industry in the PRC. The Group's projects cover a wide range of buildings and properties, including public infrastructure, commercial buildings and residential buildings.

BUSINESS REVIEW AND FUTURE PROSPECTS

Business review

The Group's revenue decreased by approximately RMB48.9 million to approximately RMB13.5 million for the six months ended 30 June 2024 ("**1H2024**") from approximately RMB62.4 million for the six months ended 30 June 2023 ("**1H2023**"). The Group has been affected by various unfavorable factors such as downturn in macroeconomic economy and unsatisfactory performance of the PRC real estate market. The PRC building decoration industry, being an industry closely associated with the PRC real estate market, and the Group's business were also negatively affected.

Future prospects

Although the real estate market remains weak and more time is required for market recovery, the Group believes that the PRC real estate sector is expected to stabilize and their financial situations to improve over time.

In view of the current challenges, the Group is prepared to adopt the following plans to promote steady development of the Group's business:

1. Continue to strengthen the Group's business and market share in areas which the Group already has outstanding track record in, such as works of high-speed railway, airport, hospital, hotel and other engineering works;

2. Develop overseas business by taking advantage of the opportunities of the "Belt and Road Initiative";

3. Enhance the collection of accounts receivable procedures by monitoring the aging of receivables, following up receivables with long outstanding balance and taking steps to collect payment on overdue receivables;

4. Continue to optimize the project management process, strengthen the implementation of quality improvement strategy, improve the efficiency of the project management, maximize the utilization of the Group's collective purchasing platform and enhance the economy of scale on procurement. The Group is seeking collaboration with several supply chain companies to reduce the projects' procurement cost and strengthen the Group's supply chain management. The collaboration expects enhancing the effectiveness on the project management and the quality of the supply;

5. Seek business opportunities in some emerging industries such as elderly care, infrastructures construction, green energy and urban revitalization.

FINANCIAL REVIEW

Revenue

The Group principally derives its revenue from provision of building decoration works and design services in the PRC. Revenue generated by service type was set out below:

	Six months ended 30 June			
	2024		2023	
	RMB million (Unaudited)	**%**	RMB million (Unaudited)	%
Revenue from construction contracts	**13.5**	**100**	61.9	99.2
Design service income	**—**	**—**	0.5	0.8
Total	**13.5**	**100**	62.4	100

The Group's revenue dropped by approximately RMB48.9 million to approximately RMB13.5 million for 1H2024 from approximately RMB62.4 million for 1H2023 mainly due to the continual weak sentiment towards China properties market and the smaller scale and projects sum of maintenance projects

Cost of sales

The cost of sales of the Group decreased to approximately RMB12.7 million for 1H2024 from approximately RMB58.0 million for 1H2023, representing a decrease of approximately 78.1% which is in line with the decrease of revenue.

Gross profit and gross profit margin

The gross profit of the Group decreased to approximately RMB0.8 million for 1H2024 from approximately RMB4.4 million for 1H2023, representing a decrease of approximately 81.8%.

Our gross profit margin decrease to 5.9% for 1H2024 mainly due to decrease of the projects numbers and the low profit margin of the maintenance project.

Other income

The Group recorded other income of approximately RMB1 thousand for 1H2024, which mainly comprised of sundry income

Other gains/(losses), net

The Group record a net other loss of approximately RMB5.7 million for 1H2024 (Other gain for 1H2023: RMB0.2 million).

Selling and marketing expenses

The selling and marketing expenses of the Group primarily consist of marketing and advertising expenses, employee benefit expenses and travel and entertainment expenses.

There is no selling and marketing expenses for 1H2024 (1H2023: RMB73 thousand). The decrease was mainly due to no marketing and advertising expense incurred because of the decrease of the tender in the PRC real estate sector.

General and administrative expenses

The general and administrative expenses of the Group primarily consist of employee benefit expenses, legal and professional fees and depreciation of property, plant and equipment, investment properties and right-of-use assets.

The general and administrative expenses increased to approximately RMB9.8 million for 1H2024 from approximately RMB6.1 million for 1H2023, representing an increase of approximately 60.7%. The increase was mainly attributed to the increase of professional fee.

Net impairment losses on financial and contract assets

There were no net impairment losses on financial and contract assets incurred in 1H2023 and 1H2024.

Loss for the period

Loss for the period of the Group increased from approximately RMB4.7 million for 1H2023 to approximately RMB21.7million for 1H2024, mainly due to the lower profit margin of the projects in 1H2024

Financial position, liquidity and financial resources

Trade and other receivables

The trade and other receivables increased from approximately RMB123.1 million as at 31 December 2023 to approximately RMB149.2 million as at 30 June 2024, representing an increase of 21.2%. The trade receivables are the amount due from customers.

Trade and other payable

The trade and other payable increased by 2.6% from approximately RMB818.4 million as at 31 December 2023 to approximately RMB839.8 million as at 30 June 2024. The trade payables are the amount due to suppliers.

Bank borrowings

As at 30 June 2024, the Group had bank borrowings of approximately RMB28.8 million (31 December 2023: approximately RMB28.8 million). Based on the scheduled repayment terms set out in the loan agreements, all the bank borrowings are repayable within 1 year. Bank borrowings were secured and guaranteed by the Group's trade receivables, a related company, certain properties owned by certain shareholders and related parties of the Group and limited personal guarantee executed by certain shareholders.

Working capital management

The Group has committed to maintaining sound financial policy. The Group intends to improve its operational efficiency in order to improve the healthiness of the working capital primarily through capital contribution from operating activities and interest-bearing bank borrowings.

Liquidity ratios

As at 30 June 2024, the Group had cash and cash equivalents of approximately RMB1 million (31 December 2023: approximately RMB0.2 million). The Group's current ratio and gearing ratio are as follows:

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Current ratio	**22.1%**	22.2%
Gearing ratio	**(15.8%)**	(16.1%)

Current ratio is calculated by dividing the current assets by the current liabilities as at the respective dates.

Gearing ratio is calculated by dividing the net debt (being total bank and other borrowings and lease liabilities net of cash and cash equivalents) as at the respective dates by equity attributable to our Shareholders as at the respective dates.

Significant investments, material acquisitions and disposals

The Group had not made any significant investment, material acquisitions or disposal of subsidiaries, associates or joint ventures during 1H2024.

Capital commitments

As at 30 June 2024, the Group had no capital commitment (31 December 2023: nil).

Contingent liabilities

As at 30 June 2024, the Group and the Company did not have any significant contingent liabilities (31 December 2023: nil).

Future plans for material investments or capital assets

As at 30 June 2024, the Group did not have any future plans for material investments and capital assets (31 December 2023: nil).

Dividends

The Board does not recommend the payment of an interim dividend for the period ended 30 June 2024 (1H2023: nil).

Foreign currency exposure

The Group mainly operates in the PRC with most of the transactions settled in RMB.

As at 30 June 2024, foreign exchange risks on financial assets and liabilities denominated in other currencies were insignificant to the Group, and therefore, the Group did not have any hedging activities during the period.

Important events after the end of the period

Proposed issue of new shares under specific mandate

Reference is made to (i) the announcement of the Company dated 7 June 2024 in relation to the proposed issue of new shares under specific mandate and connected transactions of the Company; (ii) the announcements of the Company dated 31 July 2024, 30 August 2024 and 24 September 2024 in relation to the extensions of long stop date; and (iii) the circular of the Company dated 24 September 2024. Capitalized terms used herein shall have the same meanings as those defined in the aforementioned announcements.

On 7 June 2024 (after trading hours of the Stock Exchange), the Company entered into the Subscription Agreements with the Subscribers respectively, pursuant to which the Company has conditionally agreed to allot and issue, and each of the Subscribers has conditionally agreed to subscribe for the Subscription Shares, being a total of 237,600,000 new Shares, at the Subscription Price of HK$0.055 per Subscription Share, representing an aggregate subscription consideration of HK$13,068,000 and subject to the terms and conditions set out in the Subscription Agreements. The Subscription Shares represent (i) 40% of the existing issued share capital of the Company; and (ii) approximately 28.6% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares (assuming that there is no change in the issued share capital of the Company from the date of this announcement until the completion of the Subscriptions).

The gross proceeds from the Subscriptions are approximately HK$13,068,000. The net proceeds from the Subscriptions, after deducting the related expenses, are estimated to be approximately HK$12,300,000. The Company intends to apply approximately 90% of the total net proceeds in the approximate amount of HK$11,070,000 from the Subscriptions for the repayment of its outstanding indebtedness and interest expenses, while the remaining 10% in the approximate amount of HK$1,230,000 will be applied to settle its professional fees and be used as its general working capital.

The Company and the Subscribers entered into Supplemental Subscription Agreements to extend the Long Stop Date from 31 July 2024 to 14 November 2024 (or such later date as the Company and the Subscribers may agree) as additional time was required to fulfil the conditions precedent. The EGM will be convened and held for the purposes of considering and, if thought fit, approving, among other things, (i) the Subscription Agreements and the transactions contemplated thereunder; and (ii) the granting of the Specific Mandate for the allotment and issue of the Subscription Shares. The Subscription Shares shall be allotted and issued under the Specific Mandate to be sought from the Shareholders and Independent Shareholders at the EGM to be held on 10 October 2024.

Withdrawal of a winding-up petition against the Company

References are made to the announcements of the Company dated 7 June 2024, 5 July 2024 and 6 August 2024 in relation to the Petition filed by the Petitioner against the Company (collectively referred as the "**Announcements**"). Capitalized terms used herein shall have the same meaning as defined in the Announcements.

On 7 June 2024, the Company received the Petition for the Company to be wound up by the High Court on the ground that the Company is unable to pay its debts and the Petition would be heard before the High Court on 14 August 2024. On 6 August 2024, the Company received a sealed order of the High Court dated 12 July 2024, which ordered, among other things, that the Petition be withdrawn and the hearing be vacated.

Save as disclosed above, there are no important events affecting the Group which occurred after 30 June 2024 and up to the date of this report.

Charges on the Group's assets

As at 30 June 2024, the Group's certain trade receivables were pledged as collateral for the Group's certain borrowings. (As at 31 December 2023, the Group's certain trade receivables were pledged as collateral for the Group's certain borrowings.)

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2024, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of the Securities and Futures Ordinance (the "**SFO**")), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO; or (b) pursuant to Section 352 of the SFO, to be recorded in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix C3 to the Listing Rules (the "**Model Code**"), were as follows:

Name of Directors	Capacity/Nature of interest	Relevant company	Number of Shares held *(Note 1)*	Approximate percentage of issued share capital *(Note 2)*
Mr. Fan Shaozhou	Founder of a discretionary trust	Fanshaozhou Holdings *(Note 3)*	55,017,150	9.26%
Mr. Chen Li	Founder of a discretionary trust	Chenli Holdings *(Note 4)*	19,350,000	3.26%
Mr. Mak Ho Fai	Beneficial owner	–	37,072,000	6.24%

Notes:

1. All interest stated are long positions.

2. The percentage represents the total number of the Shares and the underlying Shares interested divided by the number of issued Shares of 594,000,000 as the date of this annual report.

3. Fanshaozhou Holdings is indirectly wholly-owned by CMB Wing Lung (Trustee) Limited, the Trustee of the Fan Family Trust. The Fan Family Trust is a discretionary family trust established by Mr. Fan and for the benefit of himself. Accordingly, Mr. Fan, as the founder and settlor of the Fan Family Trust, is deemed to be interested in such Shares held by Fanshaozhou Holdings for the purpose of Part XV of the SFO.

4. Chenli Holdings is indirectly wholly-owned by CMB Wing Lung (Trustee) Limited, the Trustee of the Chen Family Trust. The Chen Family Trust is a discretionary family trust established by Mr. Chen Li and for the benefit of himself. Accordingly, Mr. Chen Li, as the founder and settlor of the Chen Family Trust, is deemed to be interested in such Shares held by Chenli Holdings for the purpose of Part XV of the SFO.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2024, so far as the Directors and the chief executive of the Company are aware of, the following persons or entities had interests or short positions in the Shares or underlying Shares of the Company which were required to be disclosed to the Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO and recorded in the register referred to Section 336 of the SFO.

Name of Shareholders	**Capacity/Nature of interest**	**Numbers of Shares held** *(Note 1)*	**Approximate percentage of the issued share capital** *(Note 2)*
CMB Wing Lung Trustee Limited *(Note 3)*	Trustee of a trust	74,367,150	12.52%
Antopex Limited *(Note 3)*	Nominee for another person	74,367,150	12.52%
Modest Faith Limited *(Note 3)*	Interest in a controlled corporation	55,017,150	9.26%
Fanshaozhou Holdings Limited *(Note 3)*	Beneficial owner	55,017,150	9.26%
Mr. Mak Ho Fai (麥浩輝)	Beneficial owner	37,072,000	6.24%
Ms. Ye Jinhua（葉錦花）*(Note 4)*	Interest of spouse	55,017,150	9.26%
Wenye Elite Holdings Limited *(Note 5)*	Beneficial owner Interest in a controlled corporation	72,000,000	12.12%
	Interest in a controlled corporation	26,992,350	4.54%

Notes:

1. All interests stated are long positions.

2. The percentage represents the total number of the Shares held by each shareholder divided by the number of issued Shares of the Company of 594,000,000 as the date of this annual report.

3. Antopex Limited is wholly-owned by CMB Wing Lung (Trustee) Limited. CMB Wing Lung (Trustee) Limited is the trustee of the Fan Family Trust and Chen Family Trust. Antopex Limited is the nominee of the Fan Family Trust and Chen Family Trust and holds the entire equity interest of Modest Faith Limited and Best On Enterprises Limited on trust. Modest Faith Limited holds the entire equity interest of Fanshaozhou Holdings and Best On Enterprises Limited holds the entire equity interest of Chenli Holdings. Accordingly, Antopex Limited and CMB Wing Lung (Trustee) Limited is deemed to be interested in such number of Shares held by Fanshaozhou Holdings and Chenli Holdings and Modest Faith Limited is deemed to be interested in such number of Shares held by Fanshaozhou Holdings for the purpose of Part XV of the SFO.

4. Ms. Ye Jinhua is the spouse of Mr. Fan Shaozhou. Accordingly, Ms. Ye Jinhua is deemed to be interested in such Shares held by Mr. Fan Shaozhou for the purpose of Part XV of the SFO.

5. The entire share capital of ESOP Holdings is owned by Wenye Elite Holdings. Accordingly, Wenye Elite Holdings is deemed to be interested in such Shares held by ESOP Holdings for the purpose of Part XV of the SFO.

Save as disclosed above, as at 30 June 2024, so far as is known by or otherwise notified to the Directors, none of any person (other than a Director or the chief executive of the Company) had interests or short positions in the Shares or underlying Shares of the Company which were required to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO or to be recorded in the register referred to in section 336 of the SFO.

PURCHASES, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any listed securities of the Company during the six months ended 30 June 2024.

DISCLOSURE OF INFORMATION ON DIRECTORS

Changes in Directors' biographical details since the date of the annual report of the Company for the year ended 31 December 2023 which are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules, are set out as follows:

Mr. Mak Ho Fai has been appointed as a non-executive Director of the Company with effect from 29 May 2024.

Ms. Lau Chui Ping Soey has resigned as an independent non-executive Director of the Company with effect from 31 July 2024.

Ms. Ye Jinyu has been appointed as an independent non-executive Director of the Company with effect 19 August 2024.

COMPLIANCE WITH THE CODE OR CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high quality corporate governance. The corporate governance principles of the Company are to promote effective internal management measures, to maintain high quality ethics, transparency, responsibility and integrity in all aspects of business, to ensure that its business and operations are conducted in accordance with applicable laws and regulations and to enhance the transparency and accountability of the Board to all shareholders. The Company's corporate governance practice is based on the principles and code provisions as set out in Corporate Governance Code (the "**CG Code**") contained in Appendix C1 to the Rules Governing the Listing of Securities (the "**Listing Rules**") on the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). During the six months ended 30 June 2024, the Company has complied with all the code provisions set out in the CG code, except for the following deviation.

Under Code Provision C.2.1 of Part 2 of the CG Code, the roles of chairman and chief executive officer should be separated and performed by different individuals.

The roles of chairman and chief executive officer of the Company are not separated and Mr. Fan Shaozhou ("**Mr. Fan**") currently holds both positions. Mr. Fan has extensive experience in the decoration and engineering industry and is responsible for the overall management, decision-making and strategic planning of the Group. He plays a key role in the growth and business expansion of the Group. The Board believes that vesting the roles of both chairman and chief executive officer in Mr. Fan has the benefit of ensuring consistent internal leadership within the Group and enables effective and efficient general strategic planning for the Company. The Board is of the view that the balance of power and authority achieved by the present arrangement will not be impaired and is adequately ensured by the Board, which currently comprises experienced and high calibre individuals with sufficient number of independent non-executive Directors.

Save as disclosed above, the Company complied with the requirements under all code provisions of the CG Code as set out in Appendix C1 of the Listing Rules. The Company will continue to review and enhance its corporate governance practice to ensure the compliance with the CG Code.

DISCLOSURE UNDER RULE 13.20 OF THE LISTING RULES

The Directors were not aware of any circumstances resulting in the responsibility of disclosure under Rule 13.20 of the Listing Rules regarding the provision of advances by the Company to an entity.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 to the Listing Rules as its own code of conduct for dealing in securities in the Company. Having made specific enquiry to all Directors of the Company, all Directors have confirmed that they have strictly complied with the required standard set out in the Model Code during the six months ended 30 June 2024. The Board has also adopted the Model Code to regulate all dealings by relevant employees who are likely to be in possession of unpublished inside information of the Company in respect of securities in the Company as referred to in Code Provision A.6.4 of the CG Code. After making reasonable enquiry, no incident of non-compliance with the Model Code by relevant employees of the Company has been noted during the six months ended 30 June 2024.

CHANGES IN DIRECTORS' OR CHIEF EXECUTIVES' INFORMATION

The Directors and the chief executive officer confirm that no information is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules

REVIEW OF INTERIM REPORT BY AUDIT COMMITTEE

The Audit Committee, together with the Auditor, has reviewed the Group's unaudited consolidated Interim Financial Information for the six months ended 30 June 2024. The Audit Committee has also reviewed the accounting principles and practices adopted by the Group and discussed auditing, risk management, internal control and financial reporting matters.

PUBLICATION OF INTERIM REPORT

All the financial and other related information of the Company required by the Listing Rules will be published on the Stock Exchange's website (www.hkexnews.hk) and the Company's website (www.szwyzs.com.cn) in due course.

By order of the Board
Wenye Group Holdings Limited
Fan Shaozhou
Chairman and Executive Director

Shenzhen, PRC, 30 August 2024

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Notes	Six months ended 30 June **2024** **RMB'000** **(Unaudited)**	2023 RMB'000 (Unaudited)
REVENUE	*8*	**13,524**	62,404
Cost of sales		**12,727**	(58,036)
Gross profit		**797**	4,368
Other income	*9*	**1**	2,552
Other gains/(losses), net	*9*	**(5,726)**	158
Selling and marketing expenses		**—**	(73)
General and administrative expenses		**(9,771)**	(6,116)
Finance costs, net	*10*	**(6,993)**	(5,575)
LOSS BEFORE TAX		**(21,692)**	(4,686)
Income tax expense	*11*	**—**	—
Loss for the period		**(21,692)**	(4,686)
Other comprehensive income/(loss):			
Item that may be reclassified to profit or loss:			
Exchange differences on translation of foreign operations		**3**	—
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD, NET OF TAX		**3**	—
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD		**(21,689)**	(4,686)
Loss for the period attributable to:			
Owners of the Company		**(21,685)**	—
Non-controlling interests		**(7)**	—
		(21,692)	(4,686)
Total comprehensive loss for the period attributable to:			
Owners of the Company		**(21,682)**	—
Non-controlling interests		**(7)**	—
		(21,689)	(4,686)
LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY			
— Basic and diluted (RMB)	*13*	**(0.04)**	(0.01)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Notes	As at 30 June 2024 RMB'000 (Unaudited)	As at 31 December 2023 RMB'000 (Audited)
NON-CURRENT ASSETS			
Property, plant and equipment	*14*	**7,524**	7,615
Right-of-use assets	*14*	**—**	—
Investment properties	*14*	**—**	—
Intangible assets	*14*	**—**	—
Trade and other receivables	*15*	**407**	399
		7,931	8,014
CURRENT ASSETS			
Trade and other receivables	*15*	**148,853**	122,694
Contract assets	*16*	**72,304**	86,580
Restricted cash		**16,886**	22,287
Bank and cash balances	*17*	**952**	177
		238,995	231,738
CURRENT LIABILITIES			
Trade and other payables	*18*	**839,783**	818,401
Contract liabilities	*16*	**64,564**	63,601
Bank borrowings	*19*	**28,774**	28,774
Other borrowings	*20*	**82,376**	71,832
Lease liabilities		**2,038**	1,915
Amounts due to related parties	*24*	**24,499**	19,169
Current income tax liabilities		**38,753**	38,765
		1,080,787	1,042,457
NET CURRENT LIABILITIES		**(841,792)**	(810,719)
TOTAL ASSETS LESS CURRENT LIABILITIES		**(833,861)**	(802,705)
NON-CURRENT LIABILITIES			
Other borrowings	*20*	**18,396**	26,817
Lease liabilities		**4,431**	5,477
		22,827	32,294
NET LIABILITIES		**(856,688)**	(834,999)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(continued)*

	Notes	As at 30 June 2024 RMB'000 (Unaudited)	As at 31 December 2023 RMB'000 (Audited)
CAPITAL AND RESERVES			
Share capital	*21*	**51**	51
Reserves		**(858,448)**	(836,766)
Equity attributable to owners of the Company		**(858,397)**	(836,715)
Non-controlling interests		**1,709**	1,716
TOTAL EQUITY		**(856,688)**	(834,999)

The consolidated financial statements on pages 14 to 50 were approved and authorised for issue by the board of directors on 30 August 2024 and are signed on its behalf by:

Approved by:

Mr. Fan Shaozhou
Director

Mr. Kong Guojing
Director

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Attributable to owners of the Company								
	Share capital	Share premium	Capital reserve	Statutory reserves	Translation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2023	51	130,425	142,570	36,552	(6)	(1,082,842)	(773,250)	1,771	(771,479)
Loss for the period	–	–	–	–	–	(4,686)	(4,686)	–	(4,686)
Other comprehensive income/(loss) for the period	–	–	–	–	–	–	–	–	–
Total comprehensive loss for the period	–	–	–	–	–	(4,686)	(4,686)	–	(4,686)
At 30 June 2023	51	130,425	142,570	36,552	(6)	(1,087,528)	(777,936)	1,771	(776,165)
At 1 January 2024	51	130,425	142,570	36,552	(2)	(1,146,311)	(836,715)	1,716	(834,999)
Loss for the period	–	–	–	–	–	(21,685)	(21,685)	(7)	(21,692)
Other comprehensive income for the period	–	–	–	–	3	–	3	–	3
Total comprehensive loss for the period	–	–	–	–	3	(21,685)	(21,682)	(7)	(21,689)
At 30 June 2024	51	130,425	142,570	36,552	1	(1,167,996)	(858,397)	1,709	(856,688)

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	As at 30 June 2024 RMB'000 (Unaudited)	As at 30 June 2023 RMB'000 (Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before tax	**(21,692)**	(4,686)
Adjustments for:		
Depreciation of property, plant and equipment	**91**	127
Finance cost	**7,012**	5,604
Bank interest income	**(19)**	(29)
Operating cash flows before movements in working capital	**(14,608)**	1,016
Change in trade and other receivables	**(26,167)**	14,694
Change in contract assets	**14,276**	(21,674)
Change in restricted cash	**5,401**	8,353
Change in trade and other payables	**21,382**	12,320
Change in contract liabilities	**963**	(8,210)
Change in amounts due to related parties	**—**	(2)
Cash generated from operating activities	**1,247**	6,497
Income taxes paid	**(12)**	—
Net cash flows generated from operating activities	**1,235**	6,497
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from disposal of investment properties	**—**	2,051
Finance income received	**19**	29
Net cash flows generated from investing activities	**19**	2,080
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from bank and other borrowing	**2,123**	15,000
Repayment of bank and other borrowings	**—**	(14,725)
Payment for principal of lease liabilities	**(923)**	(931)
Payment for interest of lease liabilities	**(233)**	(308)
Advance from related parties	**5,330**	—
Finance cost paid	**(6,779)**	(5,296)
Net cash flows used in financing activities	**(482)**	(6,260)
NET INCREASE IN CASH AND CASH EQUIVALENTS	**772**	2,317
Cash and cash equivalents at beginning of period	**177**	344
Effect of foreign exchange rate changes	**3**	—
Cash and cash equivalents at end of period	**952**	2,661
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
Cash and bank balances	**952**	2,661

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Wenye Group Holdings Limited ("**the Company**") was incorporated in the Cayman Islands on 13 November 2018 as an exempted company with limited liability under Companies Law Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is P.O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands.

The Company is an investment holding company and its subsidiaries (together, the "**Group**") are principally engaged in provision of interior and exterior building decoration and design services (the "**Business**") in the People's Republic of China (the "**PRC**").

The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 14 January 2020 (the "**Listing**").

The consolidated financial statements are presented in thousands of Renminbi ("**RMB'000**"), unless otherwise stated.

2. GOING CONCERN BASIS

The Group incurred a loss of approximately RMB21,692,000 for the six months ended 30 June 2024. As at 30 June 2024, the Group had net current liabilities and net liabilities of approximately RMB841,792,000 and RMB856,688,000 respectively. The Group's total bank and other borrowings amounted to approximately RMB28,774,000 and RMB100,772,000, respectively, as at 30 June 2024 while its cash and cash equivalents amounted to approximately RMB952,000.

Based on the latest management account, the aggregate outstanding principal amounts of the bank and other borrowings in the book of the Company of approximately RMB28,774,000 and RMB100,772,000 respectively while its cash and cash equivalents amounted to approximately RMB952,000. Certain bank and other borrowings of approximately RMB28,774,000 and RMB82,376,000 are repayable on demand or within one year.

As at the date of this report, the Group is involved in 232 litigations due to its inability to repay its outstanding bank and other borrowings as well as trade and other payables. The expected cash outflow arising from abovementioned litigations amounted to approximately RMB58,221,000.

The above conditions indicate the existence of material uncertainties which cast significant doubt regarding the Group's ability to continue as a going concern.

The Directors have undertaken a number of plans and measures to improve the Group's liquidity and financial position, including: (i) the Group has been actively seeking and communicating with new customers on the projects of interior and exterior building decoration and design; (ii) the Group has been actively negotiating with the Bank Borrower and Other Borrowers on the extension of Overdue Bank Borrowing and Overdue Other Borrowings; (iii) the Group has been actively seeking Potential New Fundings through various channels, including but not limited to new financing in terms of issuance of new shares of the Company and from potential investors and (iv) the Group has been actively communicating with Creditors to resolve outstanding amount due to the creditors as well as the due payments on pending lawsuits through carrying out Debt Restructuring.

The directors of the Company, taking into account the above plans and measures, are in the opinion that, they are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

2. GOING CONCERN BASIS *(continued)*

Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements to adjust 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 non-current liabilities as current assets and current liabilities, respectively. The effect of these adjustments has not been reflected in the consolidated financial statements.

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

During the financial period, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**") that are relevant to its operations and effective for its accounting year beginning on 1 January 2022. HKFRSs comprise Hong Kong Financial Reporting Standards ("**HKFRS**"); Hong Kong Accounting Standards ("**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 HKFRSs that have been issued but are not yet effective. The application of these new HKFRSs will not have material impact on the consolidated financial statements of the Group.

4. MATERIAL ACCOUNTING POLICIES

These consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

These consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of buildings and investment properties, which are carried at their fair values/fair values less costs to sell.

The preparation of these consolidated financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise its judgements in the process of applying the accounting policies. The areas involving critical judgements and areas where assumptions and estimates are significant to these consolidated financial statements, are disclosed in Note 5 to the consolidated financial statements.

The material accounting policies applied in the preparation of these consolidated financial statements are set out below.

4. MATERIAL ACCOUNTING POLICIES *(continued)*

Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 30 June. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

Intragroup transactions, balances and unrealized profits are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to the owners of the Company.

4. MATERIAL ACCOUNTING POLICIES *(continued)*

Foreign currency translation

(i) Functional and presentation currency

Items included in the consolidated financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "**functional currency**"). The consolidated financial statements are presented in RMB, which is the Company's functional and presentation currency.

(ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognized in profit or loss.

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognized in other comprehensive income, any exchange component of that gain or loss is recognized in other comprehensive income. When a gain or loss on a non-monetary item is recognized in profit or loss, any exchange component of that gain or loss is recognized in profit or loss.

(iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

– Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;

– Income and expenses are translated at average exchange rates (unless this average exchange rate is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and

– All resulting exchange differences are recognized in the translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognized in the translation reserve. When a foreign operation is sold, such exchange differences are recognized in consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

4. MATERIAL ACCOUNTING POLICIES *(continued)*

Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and impairment losses.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are recognized in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The estimated useful lives are as follows:

Land and buildings	50 years
Leasehold improvements	Shorter of 12 years or the lease term
Furniture, fixtures and equipment	5 years
Motor vehicles	5 years

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognized in profit or loss.

Investment properties

Investment properties are land and/or buildings held to earn rentals and/or for capital appreciation. An investment property is measured initially at its cost including all direct costs attributable to the property.

After initial recognition, the investment property is stated at cost less accumulated depreciation and impairment losses. The depreciation is calculated using the straight line method to allocate the cost to the residual value over its estimated useful life. The estimated useful lives are as follows:

Owned properties	48 years
Leased properties	Lease term of 9 years

The gain or loss on disposal of an investment property is the difference between the net sales proceeds and the carrying amount of the property, and is recognised in profit or loss.

4. MATERIAL ACCOUNTING POLICIES *(continued)*

Leases

The Group as lessee

Leases are recognised as right-of-use assets and corresponding lease liabilities when the leased assets are available for use by the Group. Right-of-use assets are stated at cost less accumulated depreciation and impairment losses. Depreciation of right-of-use assets is calculated at rates to write off their cost over the shorter of the asset's useful life and the lease term on a straight-line basis. The estimated useful lives are as follows:

Land and buildings	3 to 12 years

Right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liabilities, lease payments prepaid, initial direct costs and the restoration costs. Lease liabilities include the net present value of the lease payments discounted using the interest rate implicit in the lease if that rate can be determined, or otherwise the Group's incremental borrowing rate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the lease liability.

Payments associated with short-term leases and leases of low-value assets are recognised as expenses in profit or loss on a straight-line basis over the lease terms. Short-term leases are leases with an initial lease term of 12 months or less. Low-value assets are assets of value below US$5,000.

The Group as lessor

(i) *Operating leases*

Leases that do not substantially transfer to the lessees all the risks and rewards of ownership of assets are accounted for as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

(ii) *Finance leases*

Leases that substantially transfer to the lessees all the risks and rewards of ownership of assets are accounted for as finance leases. Amounts due from lessees under finance leases are recognized as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment in the leases.

The Group as a sublease lessor

Sub-lease is a transaction for which an underlying asset is re-leased by a lessee (the "**sublease lessor**") to a third party, and the lease (the "**head lease**") between the head lessor and lessee remains in effect. In classifying a sublease, a sublease lessor shall classify the sublease as a finance lease or an operating lease as follows:

(i) If the head lease is a short-term lease that the entity, as a lessee, has accounted for the lease payments associated with those leases as an expense on either a straight-line basis over the lease term or another systematic basis, the sublease shall be classified as an operating lease.

(ii) Otherwise, the sublease shall be classified by reference to the right-of-use asset arising from the head lease as finance lease or operating lease.

4. MATERIAL ACCOUNTING POLICIES *(continued)*

Intangible assets

Intangible assets represent computer software licenses and patents that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses. Costs associated with developing or maintaining computer software programmes are recognised as an expense as incurred. Costs incurred to acquire and bring specific computer software licenses to working condition are capitalised.

Amortisation of intangible assets with finite useful lives is charged to the consolidated statements of comprehensive income on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

Computer software	5 years
Patents	5 years

Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognized in the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognized when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount is recognized in profit or loss.

Financial liabilities are derecognized when the obligation specified in the relevant contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid is recognized in profit or loss.

Financial assets

Financial assets are recognized and derecognized on a trade date basis where the purchase or sale of an asset is under a contract whose terms require delivery of the asset within the timeframe established by the market concerned, and are initially recognized at fair value, plus directly attributable transaction costs except in the case of investments at fair value through profit or loss. Transaction costs directly attributable to the acquisition of investments at fair value through profit or loss are recognized immediately in profit or loss.

Financial assets of the Group are classified under the following category:

– Financial assets at amortized cost

(i) Financial assets at amortized cost

Financial assets (including trade and other receivables) are classified under this category if they satisfy both of the following conditions:

- the assets are held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

4. MATERIAL ACCOUNTING POLICIES *(continued)*

Financial assets *(continued)*

(i) Financial assets at amortized cost *(continued)*

They are subsequently measured at amortized cost using the effective interest method less loss allowance for expected credit losses.

(ii) Investments at fair value through profit or loss

Financial assets are classified under this category if they do not meet the conditions to be measured at amortised cost and the conditions of debt investments at fair value through other comprehensive income unless the Group designates an equity investment that is not held for trading as at fair value through other comprehensive income on initial recognition.

Investments at fair value through profit or loss are subsequently measured at fair value with any gains or losses arising from changes in fair values recognised in profit or loss. The fair value gains or losses recognised in profit or loss are net of any interest income and dividend income. Interest income and dividend income are recognised in profit or loss.

Loss allowances for expected credit losses

The Group recognizes loss allowances for expected credit losses, on financial assets at amortized cost and contract assets. Expected credit losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

At the end of each reporting period, the Group measures the loss allowance for a financial instrument at an amount equal to the expected credit losses that result from all possible default events over the expected life of that financial instrument ("**lifetime expected credit losses**") for trade receivables and contract assets, or if the credit risk on that financial instrument has increased significantly since initial recognition.

If, at the end of the reporting period, the credit risk on a financial instrument (other than trade receivables and contract assets) has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to the portion of lifetime expected credit losses that represents the expected credit losses that result from default events on that financial instrument that are possible within 12 months after the reporting period.

The amount of expected credit losses or reversal to adjust the loss allowance at the end of the reporting period to the required amount is recognized in profit or loss as an impairment gain or loss.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the consolidated financial statements where the Group currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The Group has also entered into arrangements that do not meet the criteria for offsetting but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or the termination of a contract.

Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

4. MATERIAL ACCOUNTING POLICIES *(continued)*

Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

Borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred, and subsequently measured at amortized cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Financial guarantee contracts liabilities

Financial guarantee contract liabilities are initially recognised at fair value and subsequently measured at the higher of:

– the loss allowance; and

– the amount initially recognised less cumulative amortisation recognised in profit or loss over the terms of the guarantee contracts.

Trade and other payables

Trade and other payables are stated initially at their fair value and subsequently measured at amortized cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer with reference to the customary business practices and excludes amounts collected on behalf of third parties. For a contract where the period between the payment by the customer and the transfer of the promised product or service exceeds one year, the consideration is adjusted for the effect of a significant financing component.

The Group recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Depending on the terms of a contract and the laws that apply to that contract, a performance obligation can be satisfied over time or at a point in time. A performance obligation is satisfied over time if:

– the customer simultaneously receives and consumes the benefits provided by the Group's performance;

– the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or

– the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If a performance obligation is satisfied over time, revenue is recognized by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognized at a point in time when the customer obtains control of the product or service.

4. MATERIAL ACCOUNTING POLICIES *(continued)*

Other revenue

Interest income is recognized using the effective interest method. Rental income is recognized on a straight-line basis over the lease term.

Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of

– the amount determined in accordance with the expected credit loss model under HKFRS 9 Financial Instruments; and

– the amount initially recognised less, where appropriate, the cumulative amount of income recognised in accordance with the principles of HKFRS 15 Revenue from Contracts with Customers.

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Employee benefits

(i) Pension obligations

In accordance with the rules and regulations in the PRC, the PRC based employees of the Group participate in defined contribution retirement benefit plans organised by the relevant municipal and provincial governments in the PRC under which the Group and the PRC based employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries, subject to certain ceiling.

The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC based employees payable under the plans described above. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefits of its employees. The Group's contributions to these plans are expensed as incurred.

(ii) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of termination benefits.

(iii) Housing funds, medical insurances and other social insurances

Employees of the Group companies in the PRC are entitled to participate in various government-supervised housing funds, medical insurance and other employee social insurance plan. The Group contributes on a monthly basis to these funds based on certain percentages of the salaries of the employees, subject to certain ceiling. The Group's liability in respect of these funds is limited to the contributions payable in each period. Contributions to these funds are expensed of as incurred.

4. MATERIAL ACCOUNTING POLICIES *(continued)*

Employee benefits *(continued)*

(iv) Bonus entitlements

The expected cost of bonus payments are recognised as a liability when the Group has a present contractual or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalized as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

All other borrowing costs are recognized in the profit or loss in the period in which they are incurred.

Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised within "Other income" in the consolidated statement of comprehensive income over the period necessary to match them with the costs that they are intended to compensate. Government grants relating to property, plant and equipment are offset against the costs of the related assets.

Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognized in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

4. MATERIAL ACCOUNTING POLICIES *(continued)*

Taxation *(continued)*

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognized for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realized, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognized in profit or loss, except when it relates to items recognized in other comprehensive income or directly in equity, in which case the deferred tax is also recognized in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purpose of allocating resources and assessing the performance of the Group's various lines of business.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of productions processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

4. MATERIAL ACCOUNTING POLICIES *(continued)*

Related parties

A related party is a person or entity that is related to the Group.

(a) A person or a close member of that person's family is related to the Group if that person:

  (i) has control or joint control over the Group;

  (ii) has significant influence over the Group; or

  (iii) is a member of the key management personnel of the Company or of a parent of the Company.

(b) An entity is related to the Group (reporting entity) if any of the following conditions applies:

  (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

  (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

  (iii) Both entities are joint ventures of the same third party.

  (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

  (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.

  (vi) The entity is controlled or jointly controlled by a person identified in (a).

  (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

  (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

4. MATERIAL ACCOUNTING POLICIES *(continued)*

Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and other intangible assets except deferred tax assets and receivables to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortization or depreciation) had no impairment loss been recognized for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Provisions and contingent liabilities

Provisions are recognized for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

5. KEY ESTIMATES

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognized in the consolidated financial statements apart from those involving estimations, which are dealt with below.

(a) Going concern basis

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the certain measures to improve the Group's liquidity and financial position. Details are explained in Note 2 to financial statements.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

(a) Revenue recognition

The Group recognises the revenue according to the percentage of completion of the individual contract of construction. The percentage of completion is determined by the aggregated cost for the individual contract incurred at the end of each reporting period compared with the estimated budgeted cost. Because of the nature of the activity undertaken in construction contracts, the date at which the contract activity is entered into and the date when the activity is completed usually fall into different accounting period. The Group reviews and revises the estimates of contract revenue, contract costs, variation orders and contract claims prepared for each construction contract as the contract progresses and regularly reviews the progress of the contracts.

In addition, when determining the transaction price, the Group consider factors such as whether there is any financing component. The Group considers whether the payment schedule is commensurate with the Group's performance and whether the delayed payment is for finance purpose. The Group does not consider the arrangement with customers have significant financing component. The Group has, therefore, recognised revenue on progress confirmation over the period during which the services are rendered and transferred to customers.

(b) Current and deferred income tax

The Group is subject to income taxes in the PRC. Judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such difference will impact the income tax and deferred tax provision in the year in which such determination is made.

Deferred income tax assets relating to temporary differences are recognised when management considers it is probable that future taxable profits will be available against the temporary differences can be utilised. The Group's management reassesses its expectation at the end of each reporting period.

5. KEY ESTIMATES *(continued)*

Key sources of estimation uncertainty *(continued)*

(c) Impairment of trade and retention receivables and contract assets

The Group's management determines the provision for impairment of trade and retention receivables and contract assets on a forward-looking basis and the expected lifetime losses are recognised from initial recognition of the assets. The provision matrix is determined based on the Group's historical observed default rates over the expected life of the trade and retention receivables and contract assets with similar credit risk characteristics and is adjusted for forward-looking estimates. In making the judgement, management considers available reasonable and supportive forward-looking information such as actual or expected significant changes in the operating results of customers, actual or expected significant adverse changes in business and customers' financial position. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed by the Group's management.

6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, interest rate risk, credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currency of the Group entities. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

(b) Interest rate risk

The Group's exposure to interest-rate risk arises from its bank deposits and bank borrowings. These deposits and borrowings bear interests at variable rates varied with the then prevailing market condition.

(c) Credit risk

The Group is exposed to credit risk in relation to its cash at bank, restricted cash, trade and retention receivables, contract assets, bills receivable, deposits and other receivables. The Group's maximum exposure to credit risk is the carrying amounts of these financial assets.

The Group expects that there is no significant credit risk associated with cash at bank and restricted cash since they are deposited with credit worthy financial institutions. Management does not expect that there will be any significant losses from non-performance by these counterparties.

Bills receivable mainly represent bank acceptance bills. The maturity period of these bills is usually from 6 months to 1 year. These bills are mainly issued by state-owned enterprises, reputable financial institutions or large private corporations in the PRC. The expected credit loss is close to zero.

6. FINANCIAL RISK MANAGEMENT *(continued)*

(c) Credit risk *(continued)*

(i) Trade receivables, retention receivables and contract assets

The Group applies the simplified approach to provide expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade and retention receivables and contract assets.

Contract assets are related to unbilled work in progress which have substantially the same risk characteristics as the trade receivables for the same types of contract. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

Individually impaired trade receivables are related to customers who are experiencing unexpected economic difficulties. The Group expects that the entire amounts of the receivables will have difficulty to be recovered and has recognised impairment losses.

To measure the expected credit losses of trade receivables, retention receivables and contract assets, they have been grouped based on shared credit risk characteristics. The expected credit losses for invoiced trade receivables and unbilled revenue balances were determined based on the ageing by due date and project completion date adjusted by the estimated invoicing procedures time, respectively.

The expected loss rates are based on the payment profiles of sales over a period of 3 to 5 years before 30 June 2024 and 2023 and the corresponding historical credit losses experienced within this period. The loss allowance also incorporates forward looking information.

(d) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

(e) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to enhance shareholders' value in the long term.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to the owner, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total bank and other borrowings and lease liabilities (including "current and non-current bank and other borrowings and lease liabilities" as shown in the consolidated statement of financial position) less cash and cash equivalents. Total capital is calculated as "equity" as shown in the consolidated statements of financial position.

7. SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by chief operation decision-maker ("**CODM**"). The CODM, who is responsible for allocating resources and assessing performance of the operating segment, has been identified as the executive directors of the Company.

The Group is principally engaged in provision of interior and exterior building decoration and design services in the PRC. The CODM reviews the operating results of the business as one segment to make decisions about resources to be allocated. Therefore, the CODM regards that there is only one segment which is used to make strategic decisions. Revenue and profit before income tax are the measure reported to the CODM for the purpose of resources allocation and performance assessment.

The Group's revenue was mainly derived in the PRC during the six months ended 30 June 2024 (2023: Same). As at 30 June 2024 and 2023, all of the non-current assets were located in the PRC.

The revenue from external parties is derived from numerous external customers and the revenue reported to the CODM is measured in a manner consistent with that in the consolidated financial statements.

8. REVENUE

	Six months ended 30 June	
	2024	2023
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Revenue from construction services	**13,524**	61,898
Design service income	**–**	506
	13,524	62,404

Disaggregation of revenue from contracts with customers:

	Six months ended 30 June	
	2024	2023
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Type of goods or services		
Construction services	**13,524**	61,898
Design services	**–**	506
Total	**13,524**	62,404
Timing of revenue recognition		
Over time	**13,524**	62,404
Total	**13,524**	62,404

8. REVENUE *(continued)*

Revenue from construction services

The Group engages in construction of indoor and outdoor decoration and fitment for office buildings, public facilities, high-end star hotels, traffic nubs, commercial properties, residential properties and curtain wall. The Group's performance creates or enhances an asset or work in progress that the customer controls as the asset is created or enhanced, thus the Group satisfies a performance obligation and recognises revenue over time, by reference to completion of the specific transaction assessed on the basis of the actual costs incurred up to the end of the reporting period as a percentage of total estimated costs for each contract (input method for measuring progress). Costs incurred in the period in connection with future activity on a contract are excluded from contract costs in determining the progress towards complete satisfaction of the performance obligation.

The payment terms differed for different customers due to the variety of projects. Most of the payment is payable according to the stage of construction with credit term of up to 60 days, while 10% to 20% of payments will be payable upon the completion of construction, such portion of payment is recognised as contract assets before the completion of the projects and transfer to trade receivables when the Group has the right to bill the customers which is usually upon completion of construction; 5% to 10% of the contract price are recognised as retention money receivables, which would be paid after the warranty period expires. The Group does not intend to give a financing to customers and the Group make efforts to collect the receivables and timely monitor the credit risk.

The Group accounts for a modification if the customers to a contract approve a change in the scope and/or the price of a contract. A contract modification is approved when the modification creates or changes the enforceable rights and obligations of the customers to the contract. If the customers have approved a change in scope, but have not yet determined the corresponding change in price, the Group estimates the change to the contract price as a variable consideration.

The estimated amount of the variable consideration is included in the contract price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable considerations is subsequently resolved.

The Group records contract liability for non-refundable advance payment from customer before rendering of services since there is still performance obligation to complete. The contract liabilities are recognised as revenue over the period during which the relevant services are rendered to customers.

Design service income

The Group provides customised interior design and curtain wall design services. Design service income is recognised over time as the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date. The measure of progress is determined based on the proportion of specific costs incurred to-date to the estimated total costs for each service (input method for measuring progress).

9. OTHER INCOME AND OTHER LOSSES, NET

		Six months ended 30 June	
	Notes	**2024 RMB'000 (Unaudited)**	2023 RMB'000 (Unaudited)
Other income:			
Government grants	*(i)*	**–**	2
Rental income from investment properties		**–**	2,549
Others		**1**	1
		1	2,552
Other gains/(losses), net:			
Penalty of lawsuit	*(ii)*	**(5,726)**	–
Gain on disposal of property, plant and equipment		**–**	199
Others		**–**	(40)
		(5,726)	158

Note:

(i) Government grants are under no unfulfilled conditions or other contingencies attaching to these grants. The Group did not benefit directly from any other forms of government assistance.

(ii) The Group has provided penalties of lawsuits of approximately RMB5,726,000 (30 June 2023: Nil) as at 30 June 2024 since the directors of the Company are of the opinion that it is probable that an outflow of resources embodying economic benefits would be required to settle the lawsuits. ***C&T Note: To update disclosure as appropriate for 2024 1H.***

10. FINANCE COSTS, NET

	Six months ended 30 June	
	2024 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)
Finance income:		
– Interest income	**19**	29
	19	29
Finance costs:		
– Interest expense on bank and other borrowings	**(6,779)**	(5,296)
– Interest expense on lease liabilities	**(233)**	(308)
	(7,012)	(5,604)
Finance costs, net	**(6,993)**	(5,575)

11. INCOME TAX EXPENSE

	Six months ended 30 June	
	2024	2023
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Current income tax	**–**	–
Deferred income tax	**–**	–
Income tax expense	**–**	–

Current taxation primarily represented the provision for PRC Corporate Income Tax ("**CIT**") for companies operating in the PRC. These companies are subject to CIT on their taxable income as reported in their respective statutory financial statements adjusted in accordance with the relevant tax laws and regulations in the PRC. Pursuant to the PRC Corporate Income Tax Law, the CIT rate for domestic enterprises and foreign invested enterprises is 25% (2023: 25%).

Shenzhen Wenye Decoration Design Engineering Co., Ltd., a wholly owned subsidiary of the Company, has qualified as high and new technology enterprise ("**HNTE**") for which preferential tax rate of 15% is granted on 11 December 2020.

No provision for Hong Kong Profits Tax is required since the Group's income is derived from overseas source which is not liable to Hong Kong Profits Tax.

12. DIVIDENDS

The directors do not recommend the payment of any dividend for each of the six months ended 30 June 2024 and 2023.

13. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the period attributable to owners of the Company of approximately RMB21,685,000 (1H2023: RMB4,686,000) and the weighted average number of ordinary shares of 593,940,017 (1H2023: 594,000,000), as adjusted to reflect the capitalisation of 444,510,000 shares which took place on 14 January 2020) and excluded shares held under the restricted share unit scheme ("**RSU scheme**") in issue during the six months ended 30 June 2024 (1H2023: Same).

(b) Diluted loss per share

No diluted (loss) per share are presented as the Company did not have any dilutive potential ordinary shares during the six months ended 30 June 2024 (1H2023: Same).

14. PROPERTY, PLANT AND EQUIPMENT, INVESTMENT PROPERTIES, INTANGIBLE ASSETS AND RIGHT-OF-USE ASSETS

	Property, plant and equipment RMB'000 (Unaudited)	Investment properties RMB'000 (Unaudited)	Intangible assets RMB'000 (Unaudited)	Right-of-use assets RMB'000 (Unaudited)	Total RMB'000 (Unaudited)
For the six months ended 30 June 2024					
Opening net book amount as at 1 January 2024	**7,615**	**—**	**—**	**—**	**7,615**
Depreciation and amortisation	**(91)**	**—**	**—**	**—**	**(91)**
Closing net book amount as at 30 June 2024	**7,524**	**—**	**—**	**—**	**7,524**
For the six months ended 30 June 2023					
Opening net book amount as at 1 January 2023	7,804	2,051	—	—	9,855
Disposal	—	(2,051)	—	—	(2,051)
Depreciation and amortisation	(128)	—	—	—	(128)
Closing net book amount as at 30 June 2023	7,676	—	—	—	7,676

15. TRADE AND OTHER RECEIVABLES

	Notes	As at 30 June 2024 RMB'000 (Unaudited)	As at 31 December 2023 RMB'000 (Audited)
Trade receivables	*(i)*	**688,197**	689,269
Provision for loss allowance		**(619,220)**	(619,220)
Trade receivables, net		**68,977**	70,049
Retention receivables	*(ii)*	**225,146**	217,978
Provision for loss allowance		**(212,877)**	(212,877)
Retention receivables, net		**12,269**	5,101
Deposits	*(iii)*	**10,046**	10,046
Provision for loss allowance		**(9,221)**	(9,221)
Deposits, net		**825**	825
Prepayments		**36,973**	21,511
Advances to staff		**635**	1,373
Other receivables	*(iv)*	**29,581**	24,234
Total trade and other receivables		**149,260**	123,093
Analysed as:			
Current assets		**148,853**	122,694
Non-current assets		**407**	399
		149,260	123,093

The maximum exposure to credit risk at the reporting date is the carrying amounts of each class of receivable mentioned above. The Group does not hold collateral as security.

15. TRADE AND OTHER RECEIVABLES *(continued)*

(i) The credit terms of trade receivables are generally stated as up to 60 days from the invoice date. The ageing analysis of the trade receivables based on the invoice date is as follows:

	As at 30 June 2024 RMB'000 (Unaudited)	As at 31 December 2023 RMB'000 (Audited)
Unbilled revenue *(Note (i))*	**480,330**	489,352
Within 30 days	**4,547**	—
31 days to 6 months	**8,624**	10,480
6 months to 1 year	**10,313**	11,078
1 to 2 years	**31,493**	59,690
2 to 3 years	**48,440**	31,543
Over 3 years	**104,450**	87,126
	688,197	689,269

Note (i): The balances above included unbilled revenue for projects completed by the Group but yet to bill, which has excluded the portion of retention receivables. The Group has unconditional right to the payment of these unbilled revenue and hence classified as trade receivables.

The carrying amounts of trade receivables approximate their fair values and are denominated in RMB.

As at 30 June 2024, trade receivables were pledged as collateral for the Group's certain bank borrowings (31 December 2023: Same).

(ii) Retention receivables represented amounts due from customers upon completion of the free maintenance period of the construction work, which normally lasts for 1 to 2 years. The ageing analysis of the retention receivables based on the retention period expiry date, is as follows:

	As at 30 June 2024 RMB'000 (Unaudited)	As at 31 December 2023 RMB'000 (Audited)
Within 1 year	**4,338**	3,158
1 to 2 years	**23,381**	19,552
Over 2 years	**197,427**	195,268
	225,146	217,978

The carrying amounts of retention receivables approximate their fair values and are denominated in RMB.

(iii) Deposits mainly represented tender deposits and performance bonds due from customers.

The carrying amounts of deposits approximate their fair values and are denominated in RMB.

16. CONTRACT ASSETS AND LIABILITIES

Disclosures of revenue-related items:

	As at 30 June 2024 RMB'000 (Unaudited)	As at 31 December 2023 RMB'000 (Audited)
Contract assets — construction services	**769,109**	782,614
Contract assets — design services	**3,426**	4,197
	772,535	786,811
Less: Provision for loss allowance	**(700,231)**	(700,231)
Total contract assets	**72,304**	86,580
Contract liabilities — construction services	**56,062**	55,099
Contract liabilities — design services	**8,502**	8,502
Total contract liabilities	**64,564**	63,601
Contract receivables (include in trade receivables)	**68,977**	70,049

	Six months ended 30 June	
	2024 RMB'000 (Unaudited)	2023 RMB'000 (Unaudited)
Revenue recognized in the period that was included in contract liabilities at beginning of period:		
— Construction services	**—**	12,511
— Design services	**—**	330
	—	12,841

16. CONTRACT ASSETS AND LIABILITIES *(continued)*

Significant changes in contract assets (before impairment) and contract liabilities during the period/year:

	As at 30 June 2024 Contract assets RMB'000 (Unaudited)	**As at 30 June 2024 Contract liabilities RMB'000 (Unaudited)**	As at 31 December 2023 Contract assets RMB'000 (Audited)	As at 31 December 2023 Contract liabilities RMB'000 (Audited)
Increase due to operations in the period/year	**—**	**963**	29,133	63,601
Transfer of contract assets to receivables	**14,276**	**—**	(11,841)	—
Transfer of contract liabilities to revenue	**—**	**—**	—	(52,209)

A contract asset is the Group's right to consideration in the exchange for services that the Group has transferred to the customer. The contract assets transferred to trade and retention receivables when receipt of the consideration is conditional only on the passage of time.

The contract liabilities above are due to the non-refundable advance payment made by customers. Such liabilities fluctuated as a result of the terms of different projects. A contract liability is the Group's obligation to render services to a customer for which the Group has received consideration from the customer. A contract liability is recognised by the Group when the customer pays consideration but before the Group renders the service to the customer.

17. BANK AND CASH BALANCES

	As at 30 June 2024 RMB'000 (Unaudited)	As at 31 December 2023 RMB'000 (Audited)
Cash at banks	**952**	177

	As at 30 June 2024 RMB'000 (Unaudited)	As at 31 December 2023 RMB'000 (Audited)
Denominated in:		
RMB	**952**	177
HK$	**—**	—
	—	177

18. TRADE AND OTHER PAYABLES

	As at 30 June 2024 RMB'000 (Unaudited)	As at 31 December 2023 RMB'000 (Audited)
Trade payables	**676,171**	670,777
Bills payables	**15,372**	15,372
	691,543	686,149
Accruals and other payables		
— Accrued staff benefits	**17,505**	16,229
— Other payables and accruals	**72,514**	63,525
— Provision for litigations penalty	**58,221**	52,498
	148,240	132,252
	839,783	818,401

The ageing analysis of the trade and bills payable, based on invoice date, is as follows:

	As at 30 June 2024 RMB'000 (Unaudited)	As at 31 December 2023 RMB'000 (Audited)
Within 30 days	**—**	911
31 days to 6 months	**9,068**	10,065
6 months to 1 year	**13,476**	5,004
1 to 2 years	**57,691**	135,841
2 to 3 years	**172,897**	237,837
Over 3 years	**438,411**	296,491
	691,543	686,149

19. BANK BORROWINGS

	30 June 2024 (Unaudited)	31 December 2023 (Audited)
Bank borrowings	**28,774**	28,774

The carrying amounts of the Group's bank borrowings approximate their fair value and are denominated in RMB.

As at 30 June 2024, the Group had aggregate banking facilities of approximately RMB28,774,000 (31 December 2023: RMB28,774,000). The Group's banking facilities are subject to annual review and are secured and guaranteed by:

(i) the Group's certain trade receivables (Note 15); and

(ii) limited personal guarantee executed by the shareholders, Mr. Fan Shaozhou, Mr. Chen Li, Mr. Deng Guanghui, Mr. Wan Neng, Mr. Peng Weizhou and related parties, Ms. Ye Jinhua of the Group (31 December 2023: Same) (Note 24).

20. OTHER BORROWINGS

	As at 30 June 2024 RMB'000 (Unaudited)	As at 31 December 2023 RMB'000 (Audited)
Other borrowings	**100,772**	98,649

The borrowings are repayable as follows:

	As at 30 June 2024 RMB'000	As at 31 December 2023 RMB'000
On demand or within one year	**82,376**	71,832
In the third to fifth years, inclusive	**18,396**	16,172
	100,772	98,649
Less: Amount due for settlement within 12 months (shown under current liabilities)	**(82,376)**	(71,832)
Amount due for settlement after 12 months	**18,396**	26,817

20. OTHER BORROWINGS *(continued)*

Notes:

(i) As at November 2018, the Group had a financing arrangement with a supply chain finance company, an independent third party in the PRC, which acts as an agent to finance certain procurement of raw materials and consumables. Under the arrangement, the Group bears the interest at a rate of 1.5% per month on the outstanding borrowing amounts of such other borrowings, which are unsecured and have a term of repayment of 60 days after the settlement of the relevant purchase (i.e. January 2019). As at 30 June 2024, this borrowing is overdue (2023: overdue), and the carrying amount of such other borrowing was approximately RMB554,000 (2023: RMB554,000).

(ii) On 27 May 2020 and 16 September 2020, the Group entered into two loan agreements with a financing company which granted loan facilities of RMB15,000,000 and RMB10,000,000, respectively. All loans bear interest at a rate of 15.4% per annum. The loan facilities are guaranteed by the shareholder, Mr. Fan Shaozhou. As at 30 June 2024, the carrying amounts of such loans were approximately RMB12,910,000 and RMB10,000,000 (2023: RMB12,910,000 and RMB10,000,000), respectively and were overdue (2023: overdue) by the Group due to a shortage of funds disclosed in Note 2.

(iii) On 19 November 2021, 30 December 2021 and 31 December 2021, the Group entered into four loan agreements with four independent third parties in the PRC which granted loan facilities of RMB2,500,000, RMB2,000,000, RMB35,000,000 and RMB2,800,000, respectively. The loans bear interest at a rate of 7.92% per annum. The loan facilities are unsecured and repayable in eighteen months from the drawdown date (i.e. May 2023, June 2023, May 2023 and June 2023). As at 30 June 2024, these loans were overdue (2023: overdue) by the Group due to a shortage of funds disclosed in Note 2 and the carrying amount of such loan were RMB1,500,000, RMB2,000,000, RMB34,500,000 and RMB368,000 (2023: RMB1,500,000, RMB2,000,000, RMB34,500,000 and RMB368,000), respectively.

(iv) On 12 August 2021, the Group entered into a loan agreement with an independent third party which was granted a loan facility of RMB1,247,000. The unsecured loans is interest-free and repayable in 48 months (i.e. August 2025). As at 30 June 2024, the carrying amount of such long-term loan was approximately RMB1,122,000 (2023: RMB1,066,000).

An imputed interest expense of approximately RMB56,000 (1H2023: RMBNil) were recognised as "finance costs, net" (Note 10) in the consolidated statement of profit or loss and other comprehensive income for the six months ended 30 June 2024.

(v) On 11 March 2022, 1 April 2022, 22 September 2022, 11 October 2022 and 9 December 2022, the Group entered into five loan agreements with five independent third parties in the PRC which granted loan facilities of approximately RMB8,800,000, RMB5,000,000, RMB4,590,000, RMB15,000,000 and RMB500,000, respectively. The loans are interest-free, unsecured and repayable in thirty-six months (i.e. March 2025), thirty-six months (i.e. April 2025), thirty-four months (i.e. July 2025), six months (i.e. April 2023) and thirty-four months (i.e. October 2025), respectively. As at 30 June 2024, the carrying amount of such long-term loan were approximately RMB4,021,000, RMB1,415,000, RMB4,177,000, RMBNil and RMB455,000 (2023: RMB3,828,000, RMB1,347,000, RMB3,971,000, RMBNil and RMB433,000), respectively.

An imputed interest expense of approximately RMB489,000 (1H2023: RMBNil) were recognised as "finance costs, net" (Note 10) in the consolidated statement of profit or loss and other comprehensive income for the first six months ended 30 June 2024.

(vi) On 19 May 2022 and 31 May 2022, the Group entered into two loan agreements with two independent third parties in the PRC which granted loan facilities of RMB8,000,000 and RMB2,000,000, respectively. The loans bear interest at a rate of 10% and 7% per annum, respectively. The loans are unsecured and repayable in six months (i.e. November 2022) and 10 days (i.e. June 2022), respectively. As at 30 June 2024, the loans were overdue (2023: overdue) by the Group due to a shortage of funds disclosed in Note 2 and the carrying amount of such loans were RMB8,000,000 and RMB2,000,000 (2023: RMB8,000,000 and RMB2,000,000), respectively.

(vii) On 17 February 2023, 20 February 2023 and 28 March 2023, the Group entered into three loan agreements with three independent third parties in the PRC which granted loan facilities of RMB8,000,000, RMB9,500,000 and RMB3,430,000, respectively. These loans are interest free, unsecured and repayable in the early of 2026. As at 30 June 2024, the carrying amount of such long-term loan were approximately RMB6,621,000, RMB7,854,000 and RMB2,780,000 (2023: RMB6,199,000, RMB7,354,000 and RMB2,619,000), respectively.

An imputed interest expense of approximately RMB1,102,000 (1H2023: RMB Nil) were recognised as "finance costs, net" (Note 10) in the consolidated statement of profit or loss and other comprehensive income for the six months ended 30 June 2024.

(viii) On 25 March 2024, the Group entered into a loan agreement with an independent third parties in Hong Kong which granted loan facilities of HK$525,000. The loan bears interest at HK$15,000 per month. The loan is guaranteed by the shareholder, Mr. Fan Shaozhou and repayable in one month (i.e. April 2024). As at 30 June 2024, the loans were overdue by the Group due to a shortage of funds disclosed in Note 2 and the carrying amount of such loan was HK$525,000.

The carrying amounts of the Group's other borrowings approximate their fair value and are denominated in RMB.

21. SHARE CAPITAL

	Notes	Number of shares	Equivalent nominal value of shares RMB'000
Authorized:			
3,800,000,000 shares of HK$0.0001 each	*(i)*	3,800,000,000	327
Issued and fully paid:			
At 1 January 2023, 31 December 2023, 1 January 2024 and 30 June 2024		594,000,000	51

Notes:

(i) The Company was incorporated on 13 November 2018 with an initial authorised share capital of HK$380,000 divided into 3,800,000,000 shares of a par value of HK$0.0001 each. On the date of incorporation, 1 ordinary share of HK$0.0001 was allocated and issued by the Company.

(ii) Wenye Innovator Holdings Limited holds 59,983 shares of the Company on trust under the RSU Scheme. The directors are of the view that such shares are with the Company's control until the shares are vested unconditionally to the participants and hence are considered as treasury shares in substance. As at 31 December 2023 and up to the report date, no RSU has been granted by the Company pursuant to the RSU Scheme (2023: same).

22. CONTINGENT LIABILITIES

As at 30 June 2024, the Group and the Company did not have any significant contingent liabilities (31 December 2023: Nil).

23. COMMITMENTS

(a) Lease commitments

The Group leases various office premise under non-cancellable operating lease. The leases terms are between 1 to 5 years, and the majority of lease agreements are renewable at the end of the lease period at market rate.

The future aggregate minimum lease receivables under non-cancellable operating leases are as follows:

	As at 30 June 2024 RMB'000 (Unaudited)	As at 31 December 2023 RMB'000 (Audited)
Within 1 year	**–**	–
	–	–

(b) Capital commitments

As at 30 June 2024 and 2023, the Group and the Company did not have any significant capital commitments.

24. RELATED PARTY TRANSACTIONS

Parties are considered to be related to the Group if the party has the ability, directly or indirectly, to exercise significant influence over the Group in making financial and operating decisions. Related parties may be individuals (being members of key management personnel, significant shareholder and/or their close family members) or other entities and include entities which are under the significant influence of related parties of the Group where those parties are individuals. Parties are also considered to be related if they are subject to common control.

The directors are of the view that the following companies were related parties that had material transactions or balances with the Group during the six months ended 30 June 2024:

(i) The directors of the Company are of the view that the following parties/companies were related parties that had transactions or balances with the Group during the year:

Name of related parties	Relationship with the Group
Mr. Fan Shaozhou	Substantial Shareholder
Mr. Peng Weizhou	Shareholder
Mr. Wan Neng	Shareholder
Mr. Lee Man Chiu	Potential Investor
Mr. Kong Guojing	Executive Director
Mr. Chen Li	Non-Executive Director
Mr. Li Hongxing	Non-Executive Director
Mr. Mak Ho Fai	Non-Executive Director
Ms. Ye Jinhua	Spouse of Mr. Fan Shaozhou, the substantial shareholder
Mr. Kong Nianshun	Son of Mr. Kong Guojing, Executive Director

24. RELATED PARTY TRANSACTIONS *(continued)*

(ii) Amount due to related parties

	30 June 2024 RMB'000	31 December 2023 RMB'000
Non-trade payables to		
Mr. Kong Guojing *(Note a)*	**19,655**	17,096
Mr. Mak Ho Fai *(Note a)*	**1,395**	—
Mr. Lee Man Chiu *(Note a)*	**1,376**	—
Mr. Fan Shaozhou *(Note a)*	**799**	799
Mr. Chen Li *(Note a)*	**585**	585
Mr. Kong Nianshun *(Note a)*	**410**	410
Mr. Peng Weizhou *(Note b)*	**268**	268
Ms. Ye Jinhua *(Note a)*	**10**	10
Mr. Wan Neng *(Note a)*	**1**	1
	24,499	19,169

As at 30 June 2024 and 31 December 2023, non-trade payables balance to a related party was unsecured, interest-free and repayable on demand and approximate their fair values.

The balances with related parties are denominated in RMB.

Note:

(a) The Group had funds RMB23,821,000 loaned from Mr. Fan Shaozhou, Mr. Kong Guojing, Mr. Chen Li, Mr. Kong Nianshun, Ms. Ye Jinhua, Mr. Mak Ho Fai, Mr. Lee Man Chiu and Mr. Wan Neng to increase the company's liquidity.

(b) On 18 September 2021, Mr. Peng Weizhou and an independent third party A entered into a loan agreement with an independent third party B, who granted loan facilities of RMB8,100,000. The loan bears interest at a rate of 14.6% per annum and is repayable in 6 months. The loan facility is secured by certain properties owned by Mr. Peng Weizhou and the independent third party A, respectively and guaranteed by Mr. Fan Shaozhou, and a subsidiary of the Group.

On 18 September 2021, Mr. Peng Weizhou and the independent third party A transferred RMB4,100,000 and RMB4,000,000 to the Group to support its daily operation. Such amounts are interest-free and the repayment terms are consistent with the above-mentioned loan agreement. As of the report date, such facilities were fully repaid to the independent third party A and an amount of approximately RMB268,000 was not settled to Mr. Peng Weizhou.

(iii) Guaranteed by shareholders and related parties

Certain banking facilities available to the Group were secured by limited guarantees provided by the shareholders, who are Mr. Fan Shaozhou, Mr. Wan Neng, Mr. Lin Yongqi, Mr. Chen Li, Mr. Deng Guanghui, Mr. Peng Weizhou and related parties, who are Ms. Ye Jinhua as at 30 June 2024 and 31 December 2023.