



天臣控股有限公司 Tesson Holdings Limited

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

Stock Code 股份代號 : 1201



2024 中期報告
Interim Report

CONTENTS

目錄

Corporate Information	企業資料	2
Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income	簡明綜合損益及其他全面收益表	4
Condensed Consolidated Statement of Financial Position	簡明綜合財務狀況表	6
Condensed Consolidated Statement of Changes in Equity	簡明綜合權益變動表	8
Condensed Consolidated Statement of Cash Flows	簡明綜合現金流量表	9
Notes to the Condensed Consolidated Financial Statements	簡明綜合財務賬目附註	10
Management Discussion and Analysis	管理層之討論與分析	24
Other Information	其他資料	29



CORPORATE INFORMATION

企業資料

EXECUTIVE DIRECTORS

Mr. Tin Kong (*Chairman and Chief Executive Officer*)
Ms. Cheng Hung Mui
Mr. Chan Wei
Ms. Liu Liu
Ms. Yu Xiaolei

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Ng Ka Wing
Mr. See Tak Wah
Mr. Wang Jinlin

AUDIT COMMITTEE

Mr. See Tak Wah (*Chairman*)
Dr. Ng Ka Wing
Mr. Wang Jinlin

REMUNERATION COMMITTEE

Dr. Ng Ka Wing (*Chairman*)
Mr. Tin Kong
Mr. See Tak Wah
Mr. Wang Jinlin

NOMINATION COMMITTEE

Mr. Tin Kong (*Chairman*)
Dr. Ng Ka Wing
Mr. See Tak Wah
Mr. Wang Jinlin

INTERNAL CONTROL COMMITTEE

Mr. Tin Kong (*Chairman*)
Dr. Ng Ka Wing
Mr. See Tak Wah
Mr. Wang Jinlin

AUTHORISED REPRESENTATIVES

Mr. Tin Kong
Mr. Chan Wei

COMPANY SECRETARY

Mr. Chan Wei

執行董事

田鋼先生(*主席兼行政總裁*)
鄭紅梅女士
陳淮先生
劉柳女士
俞曉蕾女士

獨立非執行董事

吳家榮博士
施德華先生
王金林先生

審核委員會

施德華先生(*主席*)
吳家榮博士
王金林先生

薪酬委員會

吳家榮博士(*主席*)
田鋼先生
施德華先生
王金林先生

提名委員會

田鋼先生(*主席*)
吳家榮博士
施德華先生
王金林先生

內部監控委員會

田鋼先生(*主席*)
吳家榮博士
施德華先生
王金林先生

授權代表

田鋼先生
陳淮先生

公司秘書

陳淮先生



CORPORATE INFORMATION

企業資料

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA

Conyers Corporate Services (Bermuda) Limited
Clarendon House, 2 Church Street
PO Box HM 1022
Hamilton HM DX, Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17/F, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 401A, Empire Centre
68 Mody Road
Tsim Sha Tsui
Kowloon
Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
China CITIC Bank International Limited

AUDITOR

ZHONGHUI ANDA CPA Limited
Certified Public Accountants
Registered Public Interest Entity Auditor

WEBSITE

www.tessonholdings.com

百慕達股份過戶登記總處

Conyers Corporate Services (Bermuda) Limited
Clarendon House, 2 Church Street
PO Box HM 1022
Hamilton HM DX, Bermuda

香港股份過戶登記分處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心17樓1712-1716號舖

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港
九龍
尖沙咀
麼地道68號
帝國中心401A室

主要往來銀行

中國銀行(香港)有限公司
中信銀行(國際)有限公司

核數師

中匯安達會計師事務所有限公司
執業會計師
註冊公眾利益實體核數師

網站

www.tessonholdings.com



INTERIM RESULTS

中期業績

The board (the “Board”) of directors (the “Directors”) of Tesson Holdings Limited (the “Company”) is pleased to announce the unaudited condensed consolidated interim results of the Company and its subsidiaries (the “Group”) for the six months ended 30 June 2024 (the “Reporting Period”), together with the comparative figures for the corresponding period in 2023 as follows:

天臣控股有限公司(「本公司」)之董事(「董事」)會(「董事會」)欣然公佈，本公司及其附屬公司(「本集團」)截至二零二四年六月三十日止六個月(「報告期間」)之未經審核簡明綜合中期業績，連同二零二三年同期之比較數字如下：

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2024

簡明綜合損益及其他全面收益表

截至二零二四年六月三十日止六個月

		(Unaudited) (未經審核)		
		Six months ended 30 June 截至六月三十日止六個月		
		2024	2023	
		二零二四年	二零二三年	
		HK\$'000	HK\$'000	
		千港元	千港元	
	Notes 附註			
Revenue	收益	4	36,476	70,326
Cost of sales	銷售成本		(35,885)	(66,396)
Gross profit	毛利		591	3,930
Other income and loss, net	其他收入及虧損淨額	5	(25,719)	9,613
Distribution and selling expenses	分銷及銷售開支		(1,914)	(2,290)
Administrative expenses	行政開支		(69,365)	(42,455)
Loss from operation	經營虧損		(96,407)	(31,202)
Finance costs	融資成本	6	(1,555)	(2,470)
Loss before tax	除稅前虧損		(97,962)	(33,672)
Income tax	所得稅	7	-	-
Loss for the period	本期間虧損	8	(97,962)	(33,672)
Other comprehensive loss:	其他全面虧損：			
<i>Items that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益之項目：</i>			
Exchange differences on translating foreign operations	換算海外業務所產生之匯兌差異		(7,377)	(17,566)
Total comprehensive loss for the period	本期間全面虧損總額		(105,339)	(51,238)



CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年	2023 二零二三年
		HK\$'000 千港元	HK\$'000 千港元
		Notes 附註	
Loss for the period attributable to:	下列人士應佔本期間虧損：		
Owners of the Company	本公司擁有人	(83,726)	(27,620)
Non-controlling interests	非控股權益	(14,236)	(6,052)
		(97,962)	(33,672)
Total comprehensive loss for the period attributable to:	下列人士應佔本期間 全面虧損總額：		
Owners of the Company	本公司擁有人	(84,962)	(31,184)
Non-controlling interests	非控股權益	(20,377)	(20,054)
		(105,339)	(51,238)
Loss per share	每股虧損		
Basic and diluted (HK cents per share)	基本及攤薄(每股港仙)	10	(4.24)
			(1.86)



CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 June 2024 於二零二四年六月三十日

			(Unaudited) (未經審核)	(Audited) (經審核)
			30 June 2024	31 December 2023
			二零二四年 六月三十日	二零二三年 十二月三十一日
	Notes 附註		HK\$'000 千港元	HK\$'000 千港元
Non-current assets		非流動資產		
Property, plant and equipment	11	物業、廠房及設備	139,646	203,463
Deposits paid for acquisition of property, plant and equipment		購買物業、廠房及設備之 已付訂金	438	635
Right-of-use assets		使用權資產	56,773	60,496
			196,857	264,594
Current assets		流動資產		
Inventories		存貨	12,537	40,504
Trade, bills and other receivables, deposits and prepayments	12	應收貿易賬款、票據及其他 應收賬款、訂金及預付款項	284,614	291,284
Financial assets at fair value through profit or loss		按公平值計入損益之 金融資產	23	50
Bank and cash balances		銀行及現金結餘	4,844	2,598
			302,018	334,436
Current liabilities		流動負債		
Trade and other payables	13	應付貿易賬款及其他應付賬款	275,448	305,254
Contract liabilities		合約負債	293	3,541
Borrowings	14	借貸	30,965	48,113
Lease liabilities		租賃負債	3,043	3,679
Amount due to the controlling shareholder	15	應付控股股東賬款	334	539
			310,083	361,126
Net current liabilities		流動負債淨值	(8,065)	(26,690)
Total assets less current liabilities		資產總值減流動負債	188,792	237,904



CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 June 2024 於二零二四年六月三十日

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 June 2024	31 December 2023
		二零二四年 六月三十日	二零二三年 十二月三十一日
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Non-current liabilities	非流動負債		
Lease liabilities	租賃負債	-	1,513
Deferred tax liabilities	遞延稅項負債	7,285	8,870
		7,285	10,383
NET ASSETS	資產淨值	181,507	227,521
Capital and reserves	資本及儲備		
Share capital	股本	16	207,685
Reserves	儲備	186,078	269,678
Equity attributable to owners of the Company	本公司擁有人應佔股權	393,763	418,027
Non-controlling interests	非控股權益	(212,256)	(190,506)
TOTAL EQUITY	權益總額	181,507	227,521



CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital	Capital redemption reserve	Share premium	Asset revaluation reserve	Foreign currency translation reserve	Accumulated losses	Total	Non-controlling interests	Total
		股本	贖回儲備	股份溢價	重估儲備	匯兌儲備	累計虧損	總計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2023 (Audited)	於二零二三年一月一日(經審核)	148,349	624	824,140	40,361	(21,039)	(463,659)	528,776	(188,211)	340,565
Total comprehensive loss for the period	本期間全面虧損總額	-	-	-	-	(3,564)	(27,620)	(31,184)	(20,054)	(51,238)
At 30 June 2023 (Unaudited)	於二零二三年六月三十日(未經審核)	148,349	624	824,140	40,361	(24,603)	(491,279)	497,592	(208,265)	289,327
At 1 January 2024 (Audited)	於二零二四年一月一日(經審核)	148,349	624	824,140	39,258	(24,133)	(570,211)	418,027	(190,506)	227,521
Total comprehensive loss for the period	本期間全面虧損總額	-	-	-	-	(1,236)	(83,726)	(84,962)	(20,377)	(105,339)
Revaluation surplus released upon disposal of property, plant and equipment	處置物業、廠房及設備時釋出的重估盈餘	-	-	-	(6,869)	-	8,562	1,693	(1,693)	-
Reversal of deferred tax liabilities upon release of revaluation surplus	重估盈餘釋出時的遞延稅項負債撥回	-	-	-	1,091	-	-	1,091	320	1,411
Issue of shares upon rights issue	於供股時發行股份	59,336	-	(1,422)	-	-	-	57,914	-	57,914
At 30 June 2024 (Unaudited)	於二零二四年六月三十日(未經審核)	207,685	624	822,718	33,480	(25,369)	(645,375)	393,763	(212,256)	181,507



CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2024	2023
		二零二四年	二零二三年
		HK\$'000	HK\$'000
		千港元	千港元
Net cash used in operating activities	經營活動所用之 現金淨額	(37,152)	(2,134)
Cash flows from investing activities	投資活動之現金流量		
Purchase of property, plant and equipment	購買物業、廠房及設備	(58)	(1,435)
Net cash used in investing activities	投資活動所用之現金淨額	(58)	(1,435)
Cash flows from financing activities	融資活動之現金流量		
Net proceeds from rights issue	供股所得款項淨額	57,915	-
Repayment of borrowings	償還借貸	(17,148)	-
Repayment of lease liabilities	償還租賃負債	(1,035)	(1,120)
Repayment to the controlling shareholder	償還控股股東之款項	(205)	(416)
Lease interest paid	已付租賃利息	(151)	(376)
Net cash generated from/(used in) financing activities	融資活動所得/(所用)之 現金淨額	39,376	(1,912)
Net increase/(decrease) in cash and cash equivalents	現金及現金等值物之 增加/(減少)淨額	2,166	(5,481)
Cash and cash equivalents at beginning of period	期初之現金及現金等值物	2,598	6,252
Effect of changes in foreign exchange rate	外匯匯率變動之影響	80	858
Cash and cash equivalents at end of period	期末之現金及現金等值物	4,844	1,629
Analysis of cash and cash equivalents	現金及現金等值物分析		
Bank and cash balances	銀行及現金結餘	4,844	1,629



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務賬目附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

1. GENERAL INFORMATION

The Company was incorporated in Bermuda as an exempted company with limited liability. In the opinion of the Directors, the Company's controlling shareholder is Double Key International Limited (the “**Controlling Shareholder**” or “**Double Key**”), a company incorporated in British Virgin Islands with limited liability. The address of its registered office and principal place of business are Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and Room 401A, Empire Centre, 68 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong respectively. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Company is an investment holding company. During the period, the Group principally engaged in the manufacturing and sale of lithium ion motive battery, lithium ion battery module, battery charging devices, battery materials machines and production lines, new energy solution and sale of relevant equipment, investments holding and import and export trading (the “**Lithium Ion Motive Battery Business**”).

2. BASIS OF PREPARATION

The unaudited condensed consolidated interim financial statements (the “**Interim Financial Statements**”) have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“**HKAS 34**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) and the applicable disclosure requirements of Appendix D2 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

The Interim Financial Statements do not include all the information and disclosures required in the full set of financial statements prepared in accordance with the Hong Kong Financial Reporting Standards (“**HKFRSs**”), and should be read in conjunction with the Group's consolidated financial statements for the year ended 31 December 2023.

1. 一般資料

本公司在百慕達註冊成立為一間獲豁免之有限公司。董事認為，本公司之控股股東為倍建國際有限公司（「**控股股東**」或「**倍建**」），為於英屬維爾京群島註冊成立之有限公司。本公司註冊辦事處及主要營業地點地址分別為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda及香港九龍尖沙咀麼地道68號帝國中心401A室。本公司之股份在香港聯合交易所有限公司（「**聯交所**」）主板上市。

本公司乃一間投資控股公司。於期內，本集團主要從事生產及銷售鋰離子動力電池、鋰離子電池標準部件、電池充電設備、電池材料設備和生產線、新能源解決方案及銷售相關設備、投資控股及進出口貿易（「**鋰離子動力電池業務**」）。

2. 編製基準

未經審核簡明綜合中期財務賬目（「**中期財務賬目**」）乃根據香港會計師公會（「**香港會計師公會**」）頒佈之香港會計準則第34號「**中期財務報告**」（「**香港會計準則第34號**」）及聯交所證券上市規則（「**上市規則**」）附錄D2之適用披露規定而編製。

中期財務賬目並不包括按照香港財務報告準則（「**香港財務報告準則**」）編製整份財務賬目所規定之全部資料及披露，故應與本集團截至二零二三年十二月三十一日止年度之綜合財務賬目一併閱讀。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務賬目附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

2. BASIS OF PREPARATION (Continued)

The preparation of the Interim Financial Statements in conformity with HKAS 34 requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year-to-date basis. Actual results may differ from these estimates.

The accounting policies adopted in the preparation of the Interim Financial Statements are consistent with those followed in the preparation of the Group's consolidated financial statements for the year ended 31 December 2023.

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

In the current period, the Group has adopted all the new and revised HKFRSs, Hong Kong Accounting Standards and Interpretations (hereinafter collectively referred to as the "HKFRSs") issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 January 2024. 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 and prior periods.

The Group has not applied the new and revised HKFRSs that have been issued but are not yet effective. The Directors do not anticipate that the application of these new or revised standards and amendments will have material impact on the condensed consolidated financial statements.

2. 編製基準(續)

遵照香港會計準則第34號編製中期財務賬目需要管理層每年作出影響會計政策之應用以及資產與負債、收入及開支之呈報金額之判斷、估計及假設。實際結果可能有別於該等估計。

編製中期財務賬目所採納之會計政策與編製本集團截至二零二三年十二月三十一日止年度之綜合財務賬目所遵循者一致。

3. 採納新訂及經修訂香港財務報告準則

於本期間，本集團採納香港會計師公會頒佈與其經營有關之全部新訂及經修訂香港財務報告準則、香港會計準則及詮釋(以下統稱為「香港財務報告準則」)，該等準則於二零二四年一月一日開始之會計年度生效。採納該等新訂及經修訂香港財務報告準則並無導致本集團會計政策、本集團綜合財務賬目之呈列及於本期間及過往期間之呈報金額出現重大變動。

本集團並未應用已頒佈但尚未生效之新訂及經修訂香港財務報告準則。董事預期應用此等新訂或經修訂準則及修訂本不會對簡明綜合財務賬目造成重大影響。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務賬目附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION

(a) Disaggregation of revenue

All revenue generated by the Group were derived from the People's Republic of China (the "PRC") and recognised at a point in time. Disaggregation of revenue from contracts with customers by major products is as follows.

4. 收益及分部資料

(a) 收益分類

本集團所有收益均來自中華人民共和國(「中國」)，並於特定時間點確認。來自客戶合約的收益按主要產品分類如下。

		Lithium Ion Motive Battery Business 鋰離子 動力電池 業務 HK\$'000 千港元	Internet Sales Business 互聯網 銷售業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Period ended 30 June 2024 (Unaudited):	截至二零二四年六月三十日 止期間(未經審核):			
Major product	主要產品			
Batteries	電池	36,476	-	36,476
Period ended 30 June 2023 (Unaudited):	截至二零二三年六月三十日 止期間(未經審核):			
Major product	主要產品			
Batteries	電池	70,326	-	70,326



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務賬目附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment Information

Information about reportable segments' profit or loss, assets and liabilities are as follows:

4. 收益及分部資料(續)

(b) 分部資料

有關可呈報分部溢利或虧損、資產及負債的資料如下：

		Lithium Ion Motive Battery Business 鋰離子 動力 電池業務 <i>HK\$'000</i> 千港元	Internet Sales Business 互聯網 銷售業務 <i>HK\$'000</i> 千港元	Total 總計 <i>HK\$'000</i> 千港元
Period ended 30 June 2024 (Unaudited):	截至二零二四年六月三十日 止期間(未經審核)：			
Revenue from external customers	外部客戶收益	36,476	-	36,476
Segment loss	分部虧損	(89,141)	(258)	(89,399)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	33,857	36	33,893
Depreciation of right-of-use assets	使用權資產折舊	1,676	221	1,897
Additions to segment non-current assets	添置分部非流動資產	60	-	60
At 30 June 2024 (Unaudited):	於二零二四年六月三十日 (未經審核)：			
Segment assets	分部資產	494,874	2,305	497,179
Segment liabilities	分部負債	235,932	2,167	238,099
Period ended 30 June 2023 (Unaudited):	截至二零二三年六月三十日 止期間(未經審核)：			
Revenue from external customers	外部客戶收益	70,326	-	70,326
Segment loss	分部虧損	(25,276)	(286)	(25,562)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	28,129	34	28,163
Depreciation of right-of-use assets	使用權資產折舊	2,399	229	2,628
Additions to segment non-current assets	添置分部非流動資產	4,009	-	4,009
At 31 December 2023 (Audited):	於二零二三年十二月 三十一日(經審核)：			
Segment assets	分部資產	594,943	2,621	597,564
Segment liabilities	分部負債	270,788	2,219	273,007



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務賬目附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment Information (Continued)

Reconciliation of profit or loss is set out below:

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2024	2023
		二零二四年	二零二三年
		HK\$'000	HK\$'000
		千港元	千港元
Total loss of reportable segments	可呈報分部總虧損	(89,399)	(25,562)
Corporate and unallocated loss	企業及未分配虧損	(8,563)	(8,110)
Loss for the period	本期間虧損	(97,962)	(33,672)

5. OTHER INCOME AND LOSS, NET

4. 收益及分部資料(續)

(b) 分部資料(續)

溢利或虧損對賬載列如下：

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2024	2023
		二零二四年	二零二三年
		HK\$'000	HK\$'000
		千港元	千港元
Gain on disposal of scrap products	出售廢料收益	663	1,049
Interest income	利息收入	51	242
Impairment loss on other receivables	其他應收賬款之減值虧損	(291)	-
Impairment loss on inventory	存貨之減值虧損	(1,136)	-
Written off of property, plant and equipment	物業、廠房及設備之撇銷	(25,488)	-
Gain on disposal of right-of-use asset	出售使用權資產之收益	-	8,257
Others	其他	482	65
		(25,719)	9,613

5. 其他收入及虧損淨額



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務賬目附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

6. FINANCE COSTS

6. 融資成本

		(Unaudited) (未經審核)	
		Six months ended 30 June 截至六月三十日止六個月	
		2024	2023
		二零二四年	二零二三年
		HK\$'000	HK\$'000
		千港元	千港元
Interest expenses on borrowings	借貸利息開支	1,404	2,094
Lease interests	租賃利息	151	376
		1,555	2,470

7. INCOME TAX

7. 所得稅

No provision for Hong Kong profits tax was required since the Group has no assessable profits in Hong Kong for the periods presented.

由於本集團於所示期間並無香港應課稅溢利，故毋須計提香港利得稅撥備。

According to the Law of the PRC on Enterprise Income Tax, all group companies operating in the PRC are subject to the applicable tax rate of 25%, except for certain subsidiaries that are qualified for the tax benefit of being the National High-tech Enterprise in the PRC, that are entitled to a preferential tax rate of 15% during year of 2024.

根據中國企業所得稅法，於中國經營的所有集團公司須按適用稅率25%繳納稅項，惟若干附屬公司符合資格享有中國國家高新技術企業之稅務優惠，可於二零二四年享受優惠稅率15%。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務賬目附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

8. LOSS FOR THE PERIOD

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

8. 本期間虧損

本集團於本期間之虧損於扣除以下各項後列示：

		(Unaudited)	
		(未經審核)	
		Six months ended 30 June	
		截至六月三十日止六個月	
		2024	2023
		二零二四年	二零二三年
		HK\$'000	HK\$'000
		千港元	千港元
Cost of sales	銷售成本	35,885	66,396
Depreciation of property, plant and equipment	物業、廠房及設備折舊	33,903	28,174
Depreciation of right-of-use assets	使用權資產折舊	2,276	3,007
Research and development expenses (including depreciation and staff costs)	研究及開發開支 (包括折舊及員工成本)	14,736	7,073
Directors' emoluments	董事酬金	3,252	2,652
Staff costs (including Directors' emoluments):	員工成本(包括董事酬金):		
Salaries, bonus and allowances	薪酬、獎金及津貼	11,917	14,796
Retirement benefits scheme contributions	退休福利計劃供款	1,300	1,776



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務賬目附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

9. DIVIDENDS

The Directors do not recommend the payment of an interim dividend for the period (2023: nil).

10. LOSS PER SHARE

Basic loss per share

The calculation of basic loss per share is based on the loss attributable to owners of the Company of approximately HK\$83,726,000 (six months ended 30 June 2023: HK\$27,620,000) and the weighted average number of 1,972,524,268 (six months ended 30 June 2023: 1,483,486,700) ordinary shares in issue during the period.

Diluted loss per share

No diluted loss per share is presented as the Company did not have any dilutive potential ordinary shares during the current and prior periods.

9. 股息

董事並無建議派付本期間之中期股息(二零二三年：無)。

10. 每股虧損

每股基本虧損

每股基本虧損乃按本公司擁有人應佔虧損約83,726,000港元(截至二零二三年六月三十日止六個月：27,620,000港元)及於本期間已發行普通股之加權平均數1,972,524,268股(截至二零二三年六月三十日止六個月：1,483,486,700股)計算。

每股攤薄虧損

於當前及以往期間內，由於本公司並無任何具攤薄潛力之普通股，故並無呈列每股攤薄虧損。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務賬目附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

11. PROPERTY, PLANT AND EQUIPMENT

During the Reporting Period, the Group has acquired property, plant and equipment of approximately HK\$60,000.

12. TRADE, BILLS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

11. 物業、廠房及設備

於報告期間，本集團購入約60,000港元之物業、廠房及設備。

12. 應收貿易賬款、票據及其他應收賬款、訂金及預付款項

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 June 2024 二零二四年 六月三十日	31 December 2023 二零二三年 十二月三十一日
		HK\$'000 千港元	HK\$'000 千港元
Trade receivables	應收貿易賬款	25,000	30,239
Less: Impairment losses	減：減值虧損	(2,016)	(2,067)
		22,984	28,172
Bills receivable	應收票據	787	578
Value-added tax receivables	應收增值稅	8,367	11,055
Consideration receivable for disposal of subsidiaries	出售附屬公司的應收代價	10,744	11,013
Amounts due from the disposed subsidiaries	應收已出售附屬公司的款項	199,746	209,620
Other receivables, deposits and prepayments	其他應收賬款、訂金及預付款項	41,986	30,846
		284,614	291,284



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務賬目附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

12. TRADE, BILLS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Trade receivables

The Group allows an average credit period of 30 to 60 days to its customers which are state-owned enterprise or those with guarantee provided, and cash on delivery for other customers. The following is an aging analysis of trade receivables, presented based on the invoice date at the end of the periods.

0 to 60 days
61 to 90 days
Over 90 days

0至60日
61至90日
逾90日

(Unaudited) (未經審核)	(Audited) (經審核)
30 June 2024 二零二四年 六月三十日 HK\$'000 千港元	31 December 2023 二零二三年 十二月三十一日 HK\$'000 千港元

20,589	26,041
107	298
2,288	1,833
22,984	28,172

12. 應收貿易賬款、票據及其他應收賬款、訂金及預付款項(續)

應收貿易賬款

本集團給予國有企業或獲提供擔保之客戶之平均除賬期為30至60日不等，而其他客戶則為現金交付。以下為按發票日期呈列於期末之應收貿易賬款之賬齡分析。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務賬目附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

13. TRADE AND OTHER PAYABLES

13. 應付貿易賬款及其他應付賬款

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 June 2024 二零二四年 六月三十日 HK\$'000 千港元	31 December 2023 二零二三年 十二月三十一日 HK\$'000 千港元
Trade payables	應付貿易賬款	65,816	77,795
Amounts payable on acquisition of property, plant and equipment	收購物業、廠房及 設備之應付款項	100,252	112,554
Accruals and other payables	應計費用及其他應付賬款	109,380	114,905
		275,448	305,254



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務賬目附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

13. TRADE AND OTHER PAYABLES (Continued)

An aging analysis of trade payables at the end of the periods, based on invoice dates, is as follows:

0 to 60 days	0至60日
61 to 90 days	61至90日
Over 90 days	逾90日

13. 應付貿易賬款及其他應付賬款 (續)

以下為於期末之應付貿易賬款，按發票日期呈列之賬齡分析：

(Unaudited) (未經審核)	(Audited) (經審核)
30 June 2024 二零二四年 六月三十日 HK\$'000 千港元	31 December 2023 二零二三年 十二月三十一日 HK\$'000 千港元
4,838	29,182
183	8,056
60,795	40,557
65,816	77,795

14. BORROWINGS

Borrowings for the periods presented are unsecured, denominated in HK\$, interest-bearing and repayable within 1 year.

15. AMOUNT DUE TO THE CONTROLLING SHAREHOLDER

The amount was unsecured, non-interest bearing and has no fixed repayment terms.

14. 借貸

所呈列期間之借貸為無抵押、以港元計值、計息及須於1年內還款。

15. 應付控股股東賬款

有關款項為無抵押、免息及無固定還款期。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務賬目附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

16. SHARE CAPITAL

16. 股本

		<i>Number of shares</i>	<i>HK\$'000</i>
		<i>股份數目</i>	<i>千港元</i>
<i>Authorised:</i>	<i>法定：</i>		
Ordinary shares of HK\$0.10 each at 1 January 2023	於二零二三年一月一日之 每股面值0.10港元之普通股	2,000,000,000	200,000
Increase in authorised share capital	法定股本增加	3,000,000,000	300,000
At 31 December 2023, 1 January 2024 and 30 June 2024	於二零二三年十二月三十一日、 二零二四年一月一日及 二零二四年六月三十日	5,000,000,000	500,000
<i>Issued and fully paid:</i>	<i>已發行及繳足：</i>		
At 1 January 2023, 31 December 2023 and 1 January 2024	於二零二三年一月一日、二零二三年 十二月三十一日及二零二四年一月一日	1,483,486,700	148,349
Issue of shares upon rights issue (Note 1)	供股後發行股份(附註1)	593,365,583	59,336
At 30 June 2024	於二零二四年六月三十日	2,076,852,283	207,685

Note

- On 7 June 2023, the Company announced a proposed rights issue on the basis of three rights share for every four existing shares held on the record date at the subscription price of HK\$0.1 per rights share on a non-underwritten basis. On 1 February 2024, 593,365,583 shares were issued and allotted, related expenses of approximately HK\$1,422,000 were debited to the Company's share premium account.

附註

- 於二零二四年六月七日，本公司宣佈建議以在記錄日期持有的現有股份每四股配售三股的方式進行供股，認購價為每股供股股份0.1港元，以非包銷方式進行供股。於二零二四年二月一日，已發行及配發593,365,583股股份，相關開支約1,422,000港元於本公司股份溢價帳中扣除。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務賬目附註

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

17. CONTINGENT LIABILITIES

At the end of the Reporting Period, the Group did not have any material contingent liabilities (31 December 2023: nil).

18. CAPITAL COMMITMENTS

The Group's capital commitments at the end of the periods are as follows:

17. 或然負債

於報告期間末，本集團並無任何重大或然負債(二零二三年十二月三十一日：無)。

18. 資本承擔

於期末，本集團之資本承擔如下：

	(Unaudited) (未經審核) 30 June 2024 二零二四年 六月三十日 HK\$'000 千港元	(Audited) (經審核) 31 December 2023 二零二三年 十二月三十一日 HK\$'000 千港元
Contracted but not provided for:		
– Property, plant and equipment	-	34,265
– Investment in an associate	-	19,823
	-	54,088

19. RELATED PARTY TRANSACTIONS

Key management personnel remuneration

The emoluments of the Directors, who are also identified as members of key management of the Group, are set out in Note 8.

20. APPROVAL OF INTERIM FINANCIAL STATEMENTS

The Interim Financial Statements were approved and authorised for issue by the Board on 30 August 2024.

19. 關連人士交易

主要管理人員之薪酬

董事(亦為本集團主要管理層成員)之酬金載列於附註8。

20. 批准中期財務賬目

中期財務賬目已於二零二四年八月三十日獲董事會批准及授權刊發。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論與分析

BUSINESS REVIEW

Lithium Ion Motive Battery Business

New energy business remains to be the core for economic development in the PRC. In 2024, a new lithium ion battery business standard was issued in order to strengthen the standardised management of lithium ion battery industry, guide the transformation of the industry, and promote its high-quality development, by putting forward higher requirements on the technological transformation progress and product quality, as well as setting more stringent standards for performance indicators in terms of energy density, product life cycle, capacity and tensile strength of various lithium ion batteries material.

In the PRC, from January to April 2024, market research shows that total output of lithium batteries exceeded 282GWh, representing a year-on-year increase of 17.5%. However, under the influence over-supply of lithium ion battery materials, the price of lithium ion battery products fell significantly, the whole new energy industry chain experienced a reduction in price which was expected to continue in the second half of 2024. For new energy vehicles, being the main upstream products in the new energy industry, production and sales quantity had been increased by approximately 30% in the first half of 2024. However, general sales price of new energy vehicles, including BYD and Tesla, had been reduced by 5%-10%. For lithium ion batteries, market price had generally been reduced by 10%.

The overall industrial underperformance brought pressure to the Group. During the period, product price of the Group was adjusted to fit the industrial trend. However, given the current production scale, the Group is not able to enjoy the benefit of scale production as other leading lithium ion battery manufacturers did in the PRC. In the first half of 2024, sales of the Group had been dropped by HK\$33.9 million. With the downward market conditions, certain capacity enhancement plans of the plant were postponed.

Prospect

In the second half of the year, the Group will focus on the research and development on production of lithium ion battery products, explore the feasibility for new production methodology in order to further enhance production efficiency, also diversifying its product portfolio to customise with users' needs. The Group will also continue to develop overseas sales network to promote its products to different market, enrich its customer base, and further enhance its brand's international recognition.

業務回顧

鋰離子動力電池業務

新能源產業仍然是中國經濟發展核心。於二零二四年發布了新的鋰離子電池企業標準，對技術改造進度及產品質量提出更高要求，並對各類鋰離子電池材料的能量密度、產品生命週期、容量、拉伸強度等性能指標制定了更嚴格的標準，以加強鋰離子電池行業之規範管理，引導產業轉型，並推動產業高質量發展。

在中國，市場研究顯示自二零二四年一月至四月，鋰電池總產量突破282GWh，較去年同期增長17.5%。然而，受鋰離子電池材料供給過剩影響，鋰離子電池產品價格大幅下跌，整個新能源產業鏈均經歷價格下降並預計持續至二零二四年下半年。新能源汽車作為新能源產業的主要上游產品，於二零二四年上半年生產及銷售量增長約30%。然而，包含比亞迪、特斯拉在內的新能源汽車整體售價均下調了5%-10%。鋰離子電池市價亦普遍下調10%。

整體產業表現不佳亦對集團帶來壓力。期內，本集團已調整產品價格，以迎合行業趨勢。然而，按現時之生產規模，本集團無法如其他中國知名鋰離子電池製造商一般擁有規模生產之優勢。二零二四年上半年，本集團銷售額下降了3,390萬港元。由於市況下行，部分廠區之產能優化計畫亦被延後。

展望

於本年度下半年，本集團將專注於鋰離子電池產品的研發及生產，探討新生產方法的可行性，以進一步提高生產效率，同時可按用戶需求進行客製化，提高產品組合多樣性。本集團亦將持續發展海外銷售網絡，以將其產品推廣至不同市場，豐富客戶組成，進一步提升品牌國際認知度。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論與分析

FINANCIAL REVIEW

Revenue and gross profit margin

In the Reporting Period, the Group's revenue was derived from its Lithium Ion Motive Battery Business, which had been decreased from HK\$70,326,000 for the six months ended 30 June 2023, to HK\$36,476,000 in current period mainly due to the price adjustment of lithium ion motive battery products.

Other income and loss, net

Other income and loss, net for the Reporting Period was loss of approximately HK\$25,719,000 (for the six months ended 30 June 2023: gain of HK\$9,613,000), which mainly represented written off of property, plant and equipment of approximately HK\$25,488,000.

Distribution and selling expenses

Distribution and selling expenses for the Reporting Period were HK\$1,914,000 (for the six months ended 30 June 2023: HK\$2,290,000) which mainly represented staff costs and entertainment expenses.

Administrative expenses

Administrative expenses for the Reporting Period amounted to HK\$69,365,000 (six months ended 30 June 2023: HK\$42,455,000), which mainly consisted depreciation of HK\$33,892,000 and staff costs of HK\$11,119,000.

Finance costs

Finance costs for the Reporting Period dropped to approximately HK\$1,555,000 (six months ended 30 June 2023: HK\$2,470,000) due to partial repayment of loan.

Basic and diluted loss per share

Basic and diluted loss per share for the Reporting Period was HK4.24 cents as compared to HK1.86 cents for the six months ended 30 June 2023.

財務回顧

收益及毛利率

於報告期間，本集團的收益源自鋰離子動力電池業務，其收益由二零二三年六月三十日止六個月的70,326,000港元減少至本期間的36,476,000港元，主要由於鋰離子動力電池產品的價格調整所致。

其他收入及虧損淨額

報告期間的其他收入及虧損淨額為虧損約25,719,000港元(二零二三年六月三十日止六個月：收益9,613,000港元)，主要為主要撇銷物業、廠房及設備約25,488,000港元。

分銷及銷售開支

報告期間的分銷及銷售開支為1,914,000港元(截至二零二三年六月三十日止六個月：2,290,000港元)，主要為員工成本以及接待開支。

行政開支

報告期間的行政開支為69,365,000港元(截至二零二三年六月三十日止六個月：42,455,000港元)，主要包括折舊33,892,000港元及員工成本11,119,000港元。

融資成本

由於償還部份貸款，報告期間內的融資成本下跌至約1,555,000港元(截至二零二三年六月三十日止六個月：2,470,000港元)。

每股基本及攤薄虧損

報告期間的每股基本及攤薄虧損為4.24港仙，而截至二零二三年六月三十日止六個月則為1.86港仙。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論與分析

HUMAN RESOURCES DEVELOPMENT

As at 30 June 2024, the Group employed a total of 233 employees (31 December 2023: 294 employees). The Group has provided training to its employees to update their expertise and enhance their skills and development. Competitive remuneration packages and fringe benefits, including provident fund contributions and medical insurance, are provided to attract, retain and motivate the employees of the Group.

INTERIM DIVIDEND

The Directors do not recommend the payment of an interim dividend for the Reporting Period (for the six months ended 30 June 2023: nil).

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2024, the Group's bank and cash balances amounted to approximately HK\$4,844,000 (31 December 2023: HK\$2,598,000). Gearing ratio, which was expressed as a percentage of total borrowings over total equity, was 17.06% (31 December 2023: 21.15%).

BORROWINGS AND PLEDGE OF ASSETS

Details of borrowings are set out in Note 14. As at 30 June 2024, the Group did not have any pledged assets (31 December 2023: property, plant and equipment with carrying amount of approximately HK\$5,812,000).

USE OF PROCEEDS

On 18 September 2023, the Company approved the rights issue on the basis of three (3) rights share for every four (4) existing shares held on the record date to the qualifying shareholders of a maximum of 1,112,615,025 rights share at the subscription price of HK\$0.1 per rights share (the "Rights Issue") as detailed in the prospectus of the Company dated 10 January 2024 (the "Prospectus"). On 1 February 2024, the Rights Issue was completed and 593,365,583 rights shares were issued and allotted by the Company as detailed in the announcement of the Company dated 31 January 2024. Gross proceeds raised from the Rights Issue are approximately HK\$59.3 million and the net proceeds raised after expenses are approximately HK\$57.9 million. On 30 June 2024, net proceeds from the Rights Issue were applied as follow. Amount for intended use of proceeds was adjusted proportionally to reflect the actual subscription results.

人力資源發展

於二零二四年六月三十日，本集團聘用合共233名僱員(二零二三年十二月三十一日：294名僱員)。本集團已為僱員提供培訓，以更新其專業知識、提升其專業技能及發展。本集團提供具有競爭力的薪酬待遇及福利(包括公積金供款及醫療保險)以吸引、挽留及激勵本集團僱員。

中期股息

董事不建議派付報告期間之中期股息(截至二零二三年六月三十日止六個月：無)。

流動資金及財務資源

於二零二四年六月三十日，本集團的銀行及現金結餘約為4,844,000港元(二零二三年十二月三十一日：2,598,000港元)。資產負債比率(以總借貸除以總權益百分比表示)為17.06%(二零二三年十二月三十一日：21.15%)。

借貸及資產抵押

借貸之詳情載列於附註14。截至二零二四年六月三十日，本集團沒有任何質押資產(二零二三年十二月三十一日：賬面價值約為5,812,000港元之物業、廠房及設備)。

資金使用情況

於二零二三年九月十八日，本公司通過按於記錄日期每持有四(4)股股份獲發三(3)股供股股份的方式向合資格股東發行最多1,112,615,025股供股股份，認購價為每股供股股份0.1港元(「供股」)，詳情請參閱本公司日期為二零二四年一月十日的招股章程(「招股章程」)。於二零二四年二月一日，供股已完成，本公司已然發行及配發593,365,583股供股股份，詳情請參閱本公司日期為二零二四年一月三十一日的公告。供股所得款項總額約5,930萬港元，扣除開支後所得款項淨額約5,790萬港元。於二零二四年六月三十日，供股所得淨款使用詳情如下述。募集資金擬使用金額已按比例調整，以反映實際認購結果。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論與分析

		Proportionated amount to the intended use of proceeds as mentioned in the Prospectus 按招股章程所述 之所得款項用途 按比例調整金額 HK\$'000 千港元	Net proceeds utilised 已動用所得淨款 HK\$'000 千港元
(i) Development of Lithium Ion Motive Battery Business 發展鋰離子動力電池業務	Modification of current facilities including purchase, replacement, testing and/or adjustment of machinery 改善現有設施，包括購買、更換、測試及／或調整機器	5,829	60
	Modification and relocation of machines and equipment, enhancement of work flow and logistics upon further review 改善及搬遷機器及設備，於進一步檢討後改善工作流程及物流	583	239
	Alteration of factory premises (including construction of staff canteen and addition of north-gate) 改建工廠物業(包括建設員工飯堂及加建北門)及現有蒸氣設施	2,331	-
	Potential purchase of factory premise currently used by the Group 可能購買本集團目前使用的工廠物業	2,914	-
	Material cost, staff cost, utility and overhead cost of the factory 工廠的材料成本、員工成本、公用事業及間接成本	23,314	34,639
(ii) General working capital 一般營運資金	Rent for factory and dormitory, payroll, electricity, utility including steam and electricity and other office cost in the PRC 於中國的工廠及宿舍租金、工資、電力、公用事業(包括蒸氣及電力)及其他辦公室成本	3,179	3,179
	Rent for office and dormitory, payroll and MPF in Hong Kong 香港辦公室及宿舍租金、薪金及強積金	318	318
	Repayment for account payables 償還應付賬款	2,332	2,332
(iii) Repayment of loan 償還貸款	Other borrowings with outstanding amount of approximately HK\$52.8 million as 31 December 2022 as mentioned in the 2022 Annual Report 二零二二年年報所述的其他借貸(於二零二二年十二月三十一日的尚未償還金額約為5,280萬港元)	17,115	17,148
		57,915	57,915



MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論與分析

As the negotiation with the landlord for purchasing the factory premise in Weinan was still in progress and is not likely to conclude in the short term, multiple with the fact of market downturn for battery products in the PRC in the first half year, modification for current facilities was not in urgent need and was proposed. The management had utilised the corresponding amount for the purchase of factory premise and modification of current facility to settle the operation costs which included material cost, staff cost and other overhead. As at 30 June 2024, net proceeds from Rights Issue were fully utilised.

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

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

EXCHANGE EXPOSURE

As the Group's operations were mainly conducted in the PRC and the majority of the sales and purchases were transacted in RMB, the Directors were of the view that the Group's operating cash flows and liquidity were not subject to significant foreign exchange rate risks and therefore no hedging arrangements were made. However, the Group will review and monitor the relevant foreign exchange exposure from time to time based on its business development requirements and may enter into foreign exchange hedging arrangements when appropriate.

CONTINGENT LIABILITY

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

由於就購買渭南廠房一事仍在與業主治談中，短期內無法得出結論，加上上半年中國電池產品市場低迷，改造現有設施並不迫切，因此此事被暫緩。管理層已應用購買廠房及改造現有設施之相應金額，以支付營運成本，包括材料成本、員工成本及其他開支。截至二零二四年六月三十日，供股所得淨款已悉數使用。

購買、出售或贖回本公司上市證券

於報告期間，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

外匯風險

由於本集團業務主要於中國經營，並且買賣主要以人民幣交易，董事認為本集團之營運現金流及流動資金不存在重大外匯匯率風險，因此沒有作任何對沖安排。然而，本集團將按其業務發展需求，不時檢討和監察相關的外匯風險，並在適當時候訂立外匯對沖安排。

或然負債

於二零二四年六月三十日，本集團並無任何重大或然負債(二零二三年十二月三十一日：無)。



OTHER INFORMATION

其他資料

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2024, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the laws of Hong Kong) ("SFO"), which were required 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 the Directors and chief executive of the Company were deemed or taken to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be recorded in the register therein, or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Listing Rules were as follows:

(i) Long positions in the issued Shares

Name of Director	Note	Capacity or nature of interests	Number of issued ordinary Shares held	Percentage of the total issued share capital of the Company 佔本公司 已發行股本總額 之百分比
董事姓名	附註	身份或權益性質	所持已發行 普通股數目	
Cheng Hung Mui 鄭紅梅	1	Interest of controlled corporation 受控制法團之權益	1,357,815,432	65.38%

Note

- The entire issued share capital of Double Key is wholly owned by Ms. Cheng Hung Mui, an executive Director. Therefore, Ms. Cheng Hung Mui is deemed to be interested in the shares of the Company (the "Shares") held by Double Key pursuant to the SFO. As at 30 June 2024, Double Key held 1,357,815,432 Shares.

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於二零二四年六月三十日，本公司董事及主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例有關條文本公司董事及主要行政人員被視為或被當作擁有之權益及淡倉），或根據證券及期貨條例第352條須記錄於該條文所述之登記冊之權益及淡倉，或須根據上市規則附錄C3所載之上市發行人董事進行證券交易之標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

(i) 於已發行股份之好倉

附註

- 倍建之全部已發行股本由執行董事鄭紅梅女士全資擁有。因此，根據證券及期貨條例，鄭紅梅女士被視為於倍建所持本公司股份（「股份」）中擁有權益。於二零二四年六月三十日，倍建持有1,357,815,432股股份。



OTHER INFORMATION

其他資料

(ii) Long positions in the shares of the associated corporation (ii) 於相聯法團股份之好倉

Name of Director	Nature of interest	Name of associated corporation	Number of Shares held	Percentage of interest in the associated corporation
董事姓名	權益性質	相聯法團名稱	所持股份數目	佔相聯法團權益之百分比
Cheng Hung Mui 鄭紅梅	Corporate interest 法團權益	Double Key 倍建	100	100%

Apart from the foregoing, as at 30 June 2024, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) are otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所述者外，於二零二四年六月三十日，概無董事及本公司主要行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有或被視作擁有任何(i)根據證券及期貨條例第XV部第7及8分部規定須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例有關條文被當作或視為擁有之權益或淡倉）；或(ii)根據證券及期貨條例第352條須記錄於該條所述之登記冊中之權益或淡倉；或(iii)根據標準守則須知會本公司及聯交所之權益或淡倉。



OTHER INFORMATION

其他資料

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

As at 30 June 2024, according to the register kept by the Company pursuant to section 336 of the SFO and, so far as is known to the Directors, the persons or entities who had an interest or a short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company, or of any other company which is a member of the Group, or in any options in respect of such share capital were as follows:

Long positions

Name of substantial shareholder	Note	Capacity	Number of issued ordinary Shares held/underlying Shares 所持已發行普通股/ 相關股份數目	Percentage of the total issued share capital of the Company 佔本公司已發行股本總額之百分比
主要股東姓名／名稱	附註	身份		
Double Key 倍建	1	Beneficial owner 實益擁有人	1,357,815,432	65.38%
Cheng Hung Mui 鄭紅梅	1	Interest of controlled corporation 受控制法團之權益	1,357,815,432	65.38%
Cui Qiang 崔強		Beneficial owner 實益擁有人	107,214,750	5.16%

Note

1. The entire issued share capital of Double Key is wholly owned by Ms. Cheng Hung Mui, an executive Director. Therefore, Ms. Cheng Hung Mui is deemed to be interested in the Shares held by Double Key pursuant to the SFO. As at 30 June 2024, Double Key held 1,357,815,432 Shares.

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零二四年六月三十日，根據本公司按證券及期貨條例第336條而備存的登記冊以及就董事所知，於本公司股份或相關股份中擁有須根據證券及期貨條例第XV部第2及第3分部條文向本公司披露之權益或淡倉，或直接或間接擁有在任何情況下附有本公司或本集團任何其他成員公司的股東大會投票權的任何類別股本面值或有關該等股本之任何購股權之5%或以上權益的人士或實體如下：

好倉

Number of issued ordinary Shares held/underlying Shares 所持已發行普通股/ 相關股份數目	Percentage of the total issued share capital of the Company 佔本公司已發行股本總額之百分比
1,357,815,432	65.38%
1,357,815,432	65.38%
107,214,750	5.16%

附註

1. 倍建之全部已發行股本由執行董事鄭紅梅女士全資擁有。因此，根據證券及期貨條例，鄭紅梅女士被視為於倍建所持股份中擁有權益。於二零二四年六月三十日，倍建持有1,357,815,432股股份。



OTHER INFORMATION

其他資料

Save as disclosed above, as at 30 June 2024, the Company has not been notified by any persons (other than the Directors and chief executive of the Company, whose interests are set out in the section “Directors’ and chief executive’s interests and short positions in Shares, underlying Shares and debentures” above), who had interests or short positions in the Shares or underlying Shares which would fall to be discloseable to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

SHARE OPTIONS

To enable the Company to grant share options to eligible participants as incentives or rewards for their contributions to the success of the Group, in the annual general meeting of the Company held on 5 July 2022, a new share option scheme (the “**Scheme**”) valid for 10 years was adopted. The terms of the Scheme are in line with the provisions of Chapter 17 of the Listing Rules. Under the Scheme, the Board may grant options to employees (full-time or part-time) and directors (excluding independent non-executive directors) (“**Eligible Participants**”). The basis of eligibility of each Eligible Participants shall be determined by the Board taking into account such factors as the Board may at its discretion consider appropriate. The Directors will assess the eligibility of the Eligible Participants based on their general working performance, time commitment, working experience, responsibilities and employment conditions according to the prevailing market practice and industry standard, or where appropriate, contribution or potential contribution to the revenue, profits or business development of the Group.

除上文所披露者外，於二零二四年六月三十日，概無任何人士（不包括本公司董事及主要行政人員，彼等之權益載列於上文「董事及主要行政人員於股份、相關股份及債券之權益及淡倉」一節）知會本公司，其於股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司披露之權益或淡倉，或根據證券及期貨條例第336條，記錄於該條例內規定本公司須備存之登記冊內之權益或淡倉。

購股權

為使本公司能夠向合資格參與者授出購股權，作為其對本集團成功作出貢獻的激勵或獎勵，於二零二二年七月五日舉行的本公司股東週年大會上採納了一項有效期為十年的新購股權計劃（「**該計劃**」）。該計劃之條款符合上市規則第十七章的規定。根據該計劃，董事會可向僱員（全職或兼職）及董事（不包括獨立非執行董事）（「**合資格參與者**」）授出購股權。每名合資格參與者的資格基準應由董事會經考慮董事會酌情認為適當的因素而釐定。董事將按照現行市場慣例及行業標準，或（如適用）對本集團收入、溢利或業務發展的貢獻或潛在貢獻，根據合資格參與者的一般工作表現、時間投入、工作經驗、職責及僱傭條件評估合資格參與者的資格。



OTHER INFORMATION

其他資料

In each grant of options, the Board may at its discretion determine the specific exercise period and exercise price. The exercise price shall not be less than the higher of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of granting the offer, which must be a business day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date of granting the offer; and (iii) the nominal value of a Share on the date of granting the offer.

More details on the Scheme are contained in the circular of the Company dated 31 May 2022, its terms are also published on 9 June 2022 on the respective websites of the Stock Exchange and the Company.

As at 30 June 2024, the total number of Shares available for issue under the Scheme was 123,649,370 Shares which represented 10% of the total number of ordinary Shares in issue for the time being. The number of Shares in respect of which options may be granted to any individual is not permitted to exceed 1% of the issued share capital of the Company for the time being.

As at the date of this report, no share option has been granted, exercised, cancelled or lapsed by the Company under the Scheme.

於每次授出購股權時，董事會酌情決定指定行使期及行使價。行使價不得低於下列三者中之較高者：(i)股份於授出要約當日(須為營業日)在聯交所每日報價表所列之收市價；(ii)股份於緊接授出要約當日前五個營業日在聯交所每日報價表所列之平均收市價；及(iii)股份於授出要約當日的面值。

有關該計劃的更多詳情載於本公司日期為二零二二年五月三十一日的通函，其條款亦於二零二二年六月九日刊載於聯交所及本公司各自的網站。

於二零二四年六月三十日，該計劃項下可供發行之股份總數為123,649,370股股份，相當於當時已發行普通股總數之10%。可能授予任何個人之購股權可認購之股份數目不得超逾本公司當時已發行股本之1%。

截至本報告日期，本公司並無根據該計劃授出、行使、註銷或失效購股權。



OTHER INFORMATION

其他資料

CORPORATE GOVERNANCE

The Company's corporate governance practices are based on the principles and code provisions (the "**Code Provisions**") as set out in the Corporate Governance Code (the "**CG Code**") contained in Appendix C1 of the Listing Rules.

The Company and the Directors strive to follow the internal control manuals and put in place sufficient resources to comply with the CG Code. During the Reporting Period, save for the deviations disclosed below, the Company had complied with all the applicable provisions set out in the CG Code:

Code Provision C.2.1 of the CG Code stipulates the roles of chairman and chief executive should be separate and should not be performed by the same individual. During the Reporting Period, Mr. Tin Kong was both the chairman and the chief executive officer of the Company (the "**CEO**"). Such practice deviates from Code Provision C.2.1 of the CG Code. The Board considers that the consolidation of these roles by Mr. Tin Kong provides strong and consistent leadership to the Company which facilitates effective planning and efficient management of the Company. The Board will keep reviewing this arrangement from time to time and should candidate with suitable knowledge, skills and experience be identified, the Company will make an appointment to fill the post as appropriate.

The Board will continuously review and improve the corporate governance practices and standards of the Company to ensure that business activities and decision making processes are regulated in a proper and prudent manner.

企業管治

本公司的企業管治常規乃以上市規則附錄C1所載企業管治守則(「**企業管治守則**」)所載原則及守則條文(「**守則條文**」)為基礎。

本公司及董事致力遵循內部監控手冊及投放充足資源以遵守企業管治守則。於報告期間，除下文所披露之偏離外，本公司已遵守企業管治守則所載所有適用條文：

企業管治守則之守則條文第C.2.1條規定主席及行政總裁之職責應有所區分及不應由同一人士擔任。於報告期間，田鋼先生同時擔任本公司之主席兼行政總裁。有關做法偏離了企業管治守則之守則條文第C.2.1條。董事會認為，由田鋼先生同時兼任該等職位為本公司提供強勁而貫徹之領導，令本公司之規劃及管理更為有效。董事會將不時檢討此安排及在覓得具備適當知識、技能及經驗之候選人時，本公司將適時作出委任以填補空缺。

董事會將持續檢討及改進本公司之企業管治常規及準則，以確保業務活動及決策過程乃以適當及審慎方式規管。

OTHER INFORMATION

其他資料

AUDIT COMMITTEE AND REVIEW OF INTERIM REPORT

According to the Rule 3.21 of the Listing Rules, every listed issuer must establish an audit committee comprising non-executive directors only. The audit committee must comprise a minimum of three members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules. The majority of the audit committee members of the Company must be independent non-executive directors of the listed issuer. The audit committee must be chaired by an independent non-executive director.

The audit committee of the Company (the “**Audit Committee**”) comprises three independent non-executive Directors, namely, Mr. See Tak Wah (chairman of the Audit Committee), Dr. Ng Ka Wing and Mr. Wang Jinlin.

The Audit Committee is accountable to the Board and the main duties of the Audit Committee include the review and supervision of the Group’s financial reporting process and internal controls. The Audit Committee is provided with other resources enabling it to discharge its duties fully.

Disclosure of financial information in this interim report complies with Appendix D2 of the Listing Rules. The Audit Committee has reviewed with the management of the Company the accounting principles and practices adopted by the Group and has discussed internal controls and financial reporting matters including the review of the unaudited interim report for the Reporting Period.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix C3 of the Listing Rules. Having made specific enquiry of all Directors by the Company, all Directors confirmed that they had complied with the required standards set out in the Model Code throughout the Reporting Period.

CHANGES TO DIRECTORS’ INFORMATION

Mr. See Tak Wah, has been appointed and is currently serving as the independent non-executive director, chairman of the remuneration and appraisal committee, and a member of the audit committee of Laopu Gold Co., Ltd. (Stock Code: 6181) with effect from 27 June 2024.

Save as disclosed above, the Directors confirm that no other information is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

審核委員會及審閱中期報告

根據上市規則第3.21條，各上市發行人須成立僅由非執行董事組成的審核委員會。審核委員會須至少包括三名成員，上市規則第3.10(2)條規定其中至少一名為具備適當專業資格或會計或相關財務管理專業知識之獨立非執行董事。本公司審核委員會之大部分成員須為上市發行人之獨立非執行董事。審核委員會主席必須由一名獨立非執行董事擔任。

本公司審核委員會(「**審核委員會**」)包括三名獨立非執行董事，即施德華先生(審核委員會主席)、吳家榮博士及王金林先生。

審核委員會須對董事會負責，且審核委員會的主要職責包括審閱及監督本集團財務申報程序及內部監控。審核委員會獲提供其他資源讓其可全面履行職務。

本中期報告內之財務資料乃遵循上市規則附錄D2進行披露。審核委員會已與本公司管理層審閱本集團採納之會計原則及慣例，並已討論內部監控及財務申報事宜(包括審閱報告期之未經審核中期報告)。

董事進行證券交易之標準守則

本公司已採納上市規則附錄C3所載之標準守則。經本公司向全體董事作出具體查詢後，所有董事均確認彼等於報告期內已遵守標準守則所載列之規定標準。

董事資料變更

施德華先生已獲委任並現任老鋪黃金股份有限公司(股份代號：6181)獨立非執行董事、薪酬與考核委員會主席及審計委員會委員，自二零二四年六月二十七日起生效。

除以上所披露者外，概無其他資料須根據上市規則第13.51B(1)條披露。



OTHER INFORMATION

其他資料

CAUTION STATEMENT

The Board wishes to remind investors that the above unaudited interim financial results and operational statistics for the six months ended 30 June 2024 and the corresponding period in 2023 are based on the Group's internal information. Investors should note that undue reliance on or use of such information may cause investment risks. Investors are advised to exercise caution when dealing in the securities of the Company.

This interim report contains forward-looking statements regarding the objectives and expectations of the Group with respect to its opportunities and business prospects. Such forward-looking statements do not constitute guarantees of future performance of the Group and are subject to factors that could cause the Company's actual results, plans and objectives to differ materially from those expressed in the forward-looking statements. These factors include, but not limited to, general industry and economic conditions, shifts in customer demands, and changes in government policies. The Group undertakes no obligation to update or revise any forward-looking statements to reflect subsequent events or circumstances.

By order of the Board
Tesson Holdings Limited
Tin Kong
Chairman

Hong Kong, 30 August 2024

謹慎性陳述

董事會謹此提醒投資者，上述截至二零二四年六月三十日止六個月及二零二三年同期之未經審核中期財務業績及營運數據乃按本集團內部資料作出。投資者應注意不恰當信賴或使用以上資訊可能造成之投資風險。投資者在買賣本公司證券時務須小心謹慎。

本中期報告載有關於本集團就其商機及業務前景之目標及展望之前瞻性陳述。該等前瞻性陳述並不構成本集團對未來表現之保證，並可因各種因素而導致本公司實際業績、計劃及目標與前瞻性陳述所述者呈重大差異。該等因素包括(但不限於)一般行業及經濟狀況、客戶需求之改變，以及政府政策之變動。本集團並無義務更新或修訂任何前瞻性陳述以反映結算日後事項或情況。

承董事會命
天臣控股有限公司
主席
田鋼

香港，二零二四年八月三十日



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