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**PT INTERNATIONAL DEVELOPMENT CORPORATION LIMITED**

**保 德 國 際 發 展 企 業 有 限 公 司 \***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 372)**

**ANNOUNCEMENT OF INTERIM RESULTS  
FOR THE SIX MONTHS ENDED 30TH SEPTEMBER, 2024**

The Board of Directors (the “**Board**”) of PT International Development Corporation Limited (the “**Company**”) is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the six months ended 30th September, 2024 (the “**Current Period**”), together with comparative figures for the corresponding period in 2023 as follows:

**CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER  
COMPREHENSIVE INCOME**

*FOR THE SIX MONTHS ENDED 30TH SEPTEMBER, 2024*

	<i>NOTES</i>	<b>(Unaudited) Six months ended 30th September, 2024 HK\$'000</b>	2023 HK\$'000 (Restated)
<b>Continuing operations</b>			
Revenue	3		
Contracts with customers		<b>76,034</b>	19,961
Cost of sales		<u><b>(71,741)</b></u>	<u>(20,614)</u>
Gross profit (loss)		<b>4,293</b>	(653)
Other income and expenses, other gains and losses		<b>(2,533)</b>	(3,675)
Net (losses) gains on financial instruments	4	<b>(27,882)</b>	401,851
Selling and distribution expenses		<b>(148)</b>	–
Administrative expenses		<b>(28,645)</b>	(36,284)
Finance costs	5	<b>(8,272)</b>	(7,650)
Share of results of joint venture		<b>(57)</b>	–
Net gain on deconsolidation of a subsidiary	8	<u><b>16,204</b></u>	<u>–</u>
(Loss) profit before taxation	6	<b>(47,040)</b>	353,589
Income tax expense	7	<b>–</b>	–
(Loss) profit for the period from continuing operations		<u><b>(47,040)</b></u>	<u>353,589</u>

\* For identification purpose only

		<b>(Unaudited)</b>	
		<b>Six months ended</b>	
		<b>30th September,</b>	
	<i>NOTES</i>	<b>2024</b>	<b>2023</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
			(Restated)
<b>Discontinued operation</b>	<b>8</b>		
Loss for the period from discontinued operation		<u>(956)</u>	<u>(13,194)</u>
(Loss) profit for the period		<u>(47,996)</u>	<u>340,395</u>
<b>Other comprehensive income (expense):</b>			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		<u>3,923</u>	<u>(2,476)</u>
Released on deconsolidation of a subsidiary		<u>10,637</u>	<u>(2)</u>
Other comprehensive income (expense) for the period		<u>14,560</u>	<u>(2,478)</u>
Total comprehensive (expense) income for the period		<u><b>(33,436)</b></u>	<u>337,917</u>
(Loss) profit for the period attributable to owners of the Company			
– from continuing operations		<u>(40,269)</u>	<u>365,696</u>
– from discontinued operation		<u>(861)</u>	<u>(13,507)</u>
(Loss) profit for the period attributable to owners of the Company		<u><b>(41,130)</b></u>	<u>352,189</u>
Loss for the period attributable to non-controlling interests			
– from continuing operations		<u>(6,771)</u>	<u>(10,293)</u>
– from discontinued operation		<u>(95)</u>	<u>(1,501)</u>
Loss for the period attributable to non-controlling interests		<u><b>(6,866)</b></u>	<u>(11,794)</u>
		<u><b>(47,996)</b></u>	<u>340,395</u>
Total comprehensive (expenses) income for the period attributable to:			
Owners of the Company		<u>(31,593)</u>	<u>349,802</u>
Non-controlling interests		<u>(1,843)</u>	<u>(11,885)</u>
		<u><b>(33,436)</b></u>	<u>337,917</u>
		<b>HK cents</b>	<b>HK cents</b>
			(Restated)
(Loss) earnings per share:	<b>10</b>		
From continuing and discontinued operations			
Basic		<u>(1.36)</u>	<u>12.82</u>
Diluted		<u>N/A</u>	<u>12.82</u>
From continuing operations			
Basic		<u>(1.33)</u>	<u>13.32</u>
Diluted		<u>N/A</u>	<u>13.32</u>

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**AT 30TH SEPTEMBER, 2024**

		(Unaudited)	(Audited)
		At	At
		30th September,	31st March,
	NOTES	2024	2024
		HK\$'000	HK\$'000
<b>Non-current assets</b>			
Property, plant and equipment		343,909	340,888
Right-of-use assets		166,260	166,828
Interest in an associate		1,577	1,532
Investment in joint venture		443	–
Financial assets at fair value through profit or loss	11	<u>203,021</u>	<u>230,705</u>
		<u>715,210</u>	<u>739,953</u>
<b>Current assets</b>			
Trade and other receivables	12	71,875	71,948
Equity investments held for trading		145	1,178
Restricted bank balances		3,615	3,533
Cash and cash equivalents		<u>51,803</u>	<u>81,999</u>
		127,438	158,658
Assets classified as held for sale		<u>–</u>	<u>12,647</u>
		<u>127,438</u>	<u>171,305</u>
<b>Current liabilities</b>			
Trade and other payables	13	93,893	110,408
Contract liabilities		1,431	2,852
Borrowings		115,846	139,968
Lease liabilities – due within one year		<u>277,643</u>	<u>271,090</u>
		<u>488,813</u>	<u>524,318</u>
<b>Net current liabilities</b>		<u>(361,375)</u>	<u>(353,013)</u>
<b>Total assets less current liabilities</b>		<u>353,835</u>	<u>386,940</u>

	(Unaudited) At 30th September, 2024 <i>HK\$'000</i>	(Audited) At 31st March, 2024 <i>HK\$'000</i>
<b>Non-current liabilities</b>		
Lease liabilities – due after one year	<u>110,190</u>	<u>109,859</u>
	<u>110,190</u>	<u>109,859</u>
<b>Net assets</b>	<u><u>243,645</u></u>	<u><u>277,081</u></u>
<b>Capital and reserves</b>		
Share capital	30,274	30,274
Share premium and reserves	<u>282,268</u>	<u>313,861</u>
Equity attributable to the owners of the Company	312,542	344,135
Non-controlling interests	<u>(68,897)</u>	<u>(67,054)</u>
<b>Total equity</b>	<u><u>243,645</u></u>	<u><u>277,081</u></u>

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED 30TH SEPTEMBER, 2024

### 1. BASIS OF PREPARATION

The condensed consolidated financial statements of PT International Development Corporation Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) 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 with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The condensed consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is also the functional currency of the Company.

#### **Going concern assessment**

##### *Going concern basis*

The following conditions indicate the existence of material uncertainties that may cast significant doubt upon the Group’s ability to continue as a going concern and the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

The Group is subject to legal claims in relation to sale and leaseback arrangements and debt dispute (details set out in Litigations and contingent liabilities section) and such claims amounted to approximately Renminbi (“**RMB**”)514,184,000 (equivalent to HK\$570,874,000) in aggregate as at 30th September, 2024. Under certain legal proceedings in relation to sale and leaseback arrangements and debt dispute, the Group has received property preservation orders to restrict the disposition of certain assets and the withdrawal of bank deposits (details set out in Pledge of or restrictions on assets section) since August 2022.

- As at 30th September, 2024, the Group has an outstanding bank loan with a carrying amount of HK\$115,846,000. Due to the property preservation orders received from the court, the Group has breached certain covenants of the bank loan thus the bank may request immediate repayment of the loan. On discovery of the breach, the directors of the Company commenced negotiations of the terms of the loan with the relevant bank. Since those negotiations had not been concluded, the loan has been classified as a current liability as at 30th September, 2024.
- As at 30th September, 2024, due to the property preservation orders received from the court, the Group has breached certain terms of the sale and leaseback contracts of oil storage tanks thus the lessor may request immediate repayment of the remaining lease payments. Accordingly, the relevant outstanding lease liabilities arising from sale and leaseback arrangements of oil storage tanks with a carrying amount of HK\$268,272,000 have been classified as current liabilities as at 30th September, 2024.
- The Group recorded net current liabilities of HK\$361,375,000 as at 30th September, 2024. The Group also reported a loss of approximately HK\$47,996,000 and had a net operating cash outflow of HK\$5,038,000 for the six months ended 30th September, 2024.

## 1. BASIS OF PREPARATION (CONTINUED)

### Going concern assessment (Continued)

#### *Going concern basis (Continued)*

In view of such circumstances, the directors of the Company have given careful consideration to the future liquidity and the financial position of the Group and the Group's available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. The Group has taken plans and measures to mitigate its liquidity pressure and improve its financial position, including:

- (i) The Group has been actively negotiating with a bank for revising the loan covenants and not demanding immediate repayment of existing bank loan due to the breach of loan covenants as mentioned above;
- (ii) The Group has been actively negotiating with the lessor for extension of the remaining sale and leaseback contracts of oil storage tanks;
- (iii) The Group will continue to work with the People's Republic of China (the "PRC") legal advisers of the Group to gather evidence to defend itself against civil complaints filed by the civil litigants;
- (iv) The Group will continue to seek other fund raising opportunities in the capital markets or additional loans of financing from banks or other financial institutions; and
- (v) The Group will continue to seek suitable opportunities to dispose of its investment in an unlisted fund in order to generate additional cash inflows.

The directors of the Company have prepared the Group's cash flow projections which cover a period of not less than twelve months from 30th September, 2024. The directors of the Company are of the opinion that, taking into account of the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as they fall due for the foreseeable future. Accordingly, the condensed consolidated financial statements have been prepared on a going concern basis.

Notwithstanding the above, since the execution of the above plans and measures by the Group are in progress and no written contractual agreements are available to the Group as at the date of the approval for issuance of the condensed consolidated financial statements, material uncertainties exist as to whether the management of the Group will be able to achieve its plans and measures as mentioned above. Whether the Group will be able to continue as a going concern would depend upon the Group's ability to mitigate its liquidity pressure and improve the financial position of the Group through the following:

- (i) Successful negotiation with a bank for revising the loan covenants and not demanding immediate repayment of existing bank loan due to the breach of loan covenants;
- (ii) Successful negotiation with the lessor for extension of the remaining sale and leaseback contracts of oil storage tanks;

## 1. BASIS OF PREPARATION (CONTINUED)

### Going concern assessment (Continued)

#### *Going concern basis (Continued)*

- (iii) Successfully defending the Group against civil complaints filed by the civil litigants;
- (iv) Successfully obtaining funds in the capital markets or additional loans of financing from banks or other financial institutions; and
- (v) Successfully disposing of the Group's investment in an unlisted fund.

Should the Group fail to achieve the above-mentioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments might have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively, or to recognise a liability for any contractual commitments that might have become onerous, where appropriate. The effect of these adjustments has not been reflected in the condensed consolidated financial statements.

## 2. PRINCIPAL ACCOUNTING POLICIES

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

The accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30th September, 2024 are the same as those presented in the Group's annual consolidated financial statements for the year ended 31st March, 2024.

### **Application of amendments to Hong Kong Financial Reporting Standards (“HKFRSs”)**

In the current interim period, the Group has applied the amendments to HKFRS issued by the HKICPA, for the first time, which are mandatorily effective for the Group's annual period beginning on 1st April, 2024 for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

The application of the amendments to HKFRSs in the current interim period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

### 3. REVENUE AND SEGMENT INFORMATION

#### Revenue

An analysis of the Group's revenue from continuing operations for the period is as follows:

	Six months ended 30th September,	
	2024	2023
	HK\$'000	HK\$'000 (Restated)
Revenue from contracts with customers		
– Trading income	46,549	–
– Port and port-related services income	24,724	19,507
– Equity and insurance brokerage income	4,761	454
	<u>76,034</u>	<u>19,961</u>

#### *Disaggregation of revenue from contracts with customers*

	Six months ended 30th September,	
	2024	2023
	HK\$'000	HK\$'000 (Restated)
<b>Types of goods or services</b>		
Trading income		
– Chemicals and energy	46,549	–
Port and port-related services income	24,724	19,507
Equity and insurance brokerage income	4,761	454
	<u>76,034</u>	<u>19,961</u>

#### **Timing of revenue recognition**

A point in time	51,310	454
Over time	24,724	19,507
	<u>76,034</u>	<u>19,961</u>

#### **Geographical location (based on the locations of transactions conducted)**

Hong Kong	46	51
PRC, excluding Hong Kong	71,273	19,507
Mauritius	4,715	403
	<u>76,034</u>	<u>19,961</u>



### 3. REVENUE AND SEGMENT INFORMATION (CONTINUED)

#### Revenue (Continued)

Set out below is the reconciliation of revenue from contracts with customers from continuing operations with amounts disclosed in the segment information.

*Six months ended 30th September, 2024*

	Trading <i>HK\$'000</i>	Long-term investment <i>HK\$'000</i>	Petrochemical <i>HK\$'000</i>	Financial institute business <i>HK\$'000</i>	Finance <i>HK\$'000</i>	Other investment <i>HK\$'000</i>	Total <i>HK\$'000</i>
Trading income	46,549	-	-	-	-	-	46,549
Port and port-related services Income	-	-	24,724	-	-	-	24,724
Equity and insurance brokerage income	-	-	-	4,761	-	-	4,761
Revenue from contracts with customers	46,549	-	24,724	4,761	-	-	76,034
Total revenue from continuing operations	46,549	-	24,724	4,761	-	-	76,034

*Six months ended 30th September, 2023 (restated)*

	Trading <i>HK\$'000</i>	Long-term investment <i>HK\$'000</i>	Petrochemical <i>HK\$'000</i>	Financial institute business <i>HK\$'000</i>	Finance <i>HK\$'000</i>	Other investment <i>HK\$'000</i>	Total <i>HK\$'000</i>
Trading income	-	-	-	-	-	-	-
Port and port-related services Income	-	-	19,507	-	-	-	19,507
Equity and insurance brokerage income	-	-	-	454	-	-	454
Revenue from contracts with customers	-	-	19,507	454	-	-	19,961
Total revenue from continuing operations	-	-	19,507	454	-	-	19,961

### 3. REVENUE AND SEGMENT INFORMATION (CONTINUED)

#### Segment information

The Group's operating segments, based on information reported to the chief operating decision maker ("CODM"), being the executive directors of the Company, for the purposes of resources allocation and performance assessment are as follows:

Trading	–	trading of commodities
Long-term investment	–	investments including long-term debt instruments and equity investments
Petrochemical	–	storage, unloading and loading services for petrochemical products
Financial institute business	–	provision of asset management, equity and insurance brokerage and related services
Finance	–	loan financing services
Other investment	–	investment in trading of securities
Metal recycling	–	recycling and trading of metals

An operating segment engaging in the metal recycling was discontinued during the year ended 31st March, 2024. Segment information reported below does not include any amounts for this discontinued operation. Details of which are set out in note 8. The comparative figures in this note have been restated to conform with the current period's presentation.

Information regarding the above operating segments, which are also reportable segments of the Group, is reported below:

#### Continuing operations

##### Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segments:

*Six months ended 30th September, 2024*

	Trading <i>HK\$'000</i>	Long-term investment <i>HK\$'000</i>	Petrochemical <i>HK\$'000</i>	Financial institute business <i>HK\$'000</i>	Finance <i>HK\$'000</i>	Other investment <i>HK\$'000</i>	Adjustments and eliminations <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
<b>SEGMENT REVENUE</b>								
External sales	<u>46,549</u>	<u>-</u>	<u>24,724</u>	<u>4,761</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>76,034</u>
<b>RESULTS</b>								
Segment results	<u>(1,150)</u>	<u>(33,068)</u>	<u>(13,907)</u>	<u>(354)</u>	<u>(11)</u>	<u>(123)</u>	<u>335</u>	<u>(48,278)</u>
Central administration costs								(14,824)
Other income and expenses, other gains and losses								16,111
Finance costs								<u>(49)</u>
Loss before taxation from continuing operations								<u>(47,040)</u>

### 3. REVENUE AND SEGMENT INFORMATION (CONTINUED)

#### Segment information (Continued)

#### Continuing operations (Continued)

#### Segment revenue and results (Continued)

Six months ended 30th September, 2023 (restated)

	Trading HK\$'000	Long-term investment HK\$'000	Petrochemical HK\$'000	Financial institute business HK\$'000	Finance HK\$'000	Other investment HK\$'000	Adjustments and eliminations HK\$'000	Consolidated HK\$'000
<b>SEGMENT REVENUE</b>								
External sales	<u>-</u>	<u>-</u>	<u>19,507</u>	<u>454</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>19,961</u>
<b>RESULTS</b>								
Segment results	<u>(210)</u>	<u>403,478</u>	<u>(21,394)</u>	<u>(2,841)</u>	<u>(10)</u>	<u>(4,006)</u>	<u>(1,068)</u>	373,949
Central administration costs								(20,151)
Other income and expenses, other gains and losses								(113)
Finance costs								<u>(96)</u>
Profit before taxation from continuing operations								<u>353,589</u>

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment results represent the result of each segment without allocation of central administration costs, including directors' salaries, certain other income and expenses, other gains and losses and certain finance costs. This is the measure reported to the CODM for the purpose of resource allocation and performance assessment.

#### 4. NET (LOSSES) GAINS ON FINANCIAL INSTRUMENTS

	Six months ended 30th September,	
	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i> (Restated)
<b>Continuing operations</b>		
(Decrease) increase in fair value of financial assets at fair value through profit or loss	(27,684)	405,857
Decrease in fair value of equity investments held for trading	<u>(198)</u>	<u>(4,006)</u>
	<u><b>(27,882)</b></u>	<u><b>401,851</b></u>

#### 5. FINANCE COSTS

	Six months ended 30th September,	
	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i> (Restated)
<b>Continuing operations</b>		
Interest on lease liabilities	6,919	5,059
Interest on borrowings	<u>3,530</u>	<u>3,779</u>
Total borrowing costs	10,449	8,838
Amounts capitalised in the cost of qualifying assets	<u>(2,177)</u>	<u>(1,188)</u>
	<u><b>8,272</b></u>	<u><b>7,650</b></u>

Borrowing costs capitalised during the period ended 30th September, 2024 that arose on the general borrowing pool are calculated by applying a capitalisation rate of 6.06% (six months ended 30th September, 2023: 6.41%) per annum to expenditures on qualifying assets.

**6. (LOSS) PROFIT BEFORE TAXATION**

	<b>Six months ended</b>	
	<b>30th September,</b>	
	<b>2024</b>	<b>2023</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>(Restated)</b>
<b>Continuing operations</b>		
(Loss) profit before taxation has been arrived at after charging:		
Depreciation of property, plant and equipment	<b>9,852</b>	12,954
Depreciation of right-of-use assets	<b>6,327</b>	7,583
Total depreciation	<b>16,179</b>	20,537

**7. INCOME TAX EXPENSE**

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits. No provision for Hong Kong Profits Tax has been made as the Group had no assessable profits arising in Hong Kong for both periods.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, PRC EIT is calculated at 25% of the assessable profits for the subsidiaries in the PRC. No provision for EIT has been made as the Group had no assessable profits arising in the PRC for both periods.

## 8. DISCONTINUED OPERATION

In March 2024, the Group has commenced the process to appoint administrators in Cupral Group Ltd. (“Cupral”), a subsidiary engaged in recycling and trading of metals, in the United Kingdom pursuant to the Insolvency Act 1986 of the United Kingdom. The appointment of the administrators will bring into effect a statutory moratorium which prevents any legal action by the creditors of Cupral so that the administrators can effect the realisation of its assets. The appointment of administrators was completed on 9th April, 2024.

Upon the appointment, the legal control of the business of Cupral was transferred from the directors of Cupral to the administrators acting as agent of the affairs of Cupral. As the management of the Company has terminated the trading of recycled metals with the intention to dispose the assets of Cupral before 31st March, 2024, the relevant assets which represents property, plant and equipment of Cupral was presented under assets held for sales as at 31st March, 2024. Cupral was deconsolidated and net gain of HK\$16,204,000 (2023: nil) was recognised during the Current Period.

Loss for the period of the discontinued operation is as follows:

	<b>Six months ended</b>	
	<b>30th September,</b>	
	<b>2024</b>	<b>2023</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Revenue	579	19,329
Cost of sales	<u>(1,051)</u>	<u>(18,005)</u>
Gross loss	(472)	1,324
Other income and expense, other gains and losses	–	122
Administrative expenses	(484)	(12,646)
Finance costs	<u>–</u>	<u>(1,994)</u>
Loss before taxation	<u>(956)</u>	<u>(13,194)</u>
Taxation	<u>–</u>	<u>–</u>
Loss for the period	<u><b>(956)</b></u>	<u><b>(13,194)</b></u>

Loss for the period from discontinued operation included the followings:

	<b>Six months ended</b>	
	<b>30th September,</b>	
	<b>2024</b>	<b>2023</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Depreciation of property, plant and equipment	–	1,925
Depreciation of right-of-use assets	–	1,905
Staff cost	<u><b>10</b></u>	<u><b>2,638</b></u>

## 8. DISCONTINUED OPERATION (CONTINUED)

Net cash flow for the period of the discontinued operation is as follows:

	<b>Six months ended</b>	
	<b>30th September,</b>	
	<b>2024</b>	<b>2023</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
Net cash used in operating activities	(626)	(9,278)
Net cash used in investing activities	–	(573)
Net cash from financing activities	–	9,825
	<u>–</u>	<u>9,825</u>
Net cash outflow	<u>(626)</u>	<u>(26)</u>

## 9. DISTRIBUTIONS

No dividends were paid, declared or proposed during the interim period. The directors of the Company have determined that no dividend will be paid in respect of the interim period.

## 10. (LOSS) EARNINGS PER SHARE

### (a) Basic (loss) earnings per share

#### *From continuing and discontinued operations*

The calculation of the basic (loss) earnings per share is based on the loss for the six months ended 30th September, 2024 attributable to owners of the Company of HK\$41,130,000 (2023: gain of HK\$352,189,000) and the number of 3,027,424,240 (2023: 2,746,421,113) ordinary shares in issue for the six months ended 30th September, 2024 and 2023.

#### *From continuing operations*

The calculation of the basic (loss) earnings per share from continuing operation is based on the loss for the six months ended 30th September, 2024 attributable to owners of the Company of HK\$40,269,000 (2023: gain of HK\$365,696,000) and the same denominator used as detailed above.

#### *From discontinued operations*

Loss per share for the discontinued operation is HK 0.03 cents (2023: HK 0.50 cents) per share for the six months ended 30th September, 2024, based on the loss for the period from discontinued operation of HK\$861,000 (2023: HK\$13,507,000) and the same denominator used as detailed above.

## 10. (LOSS) EARNINGS PER SHARE (CONTINUED)

### (b) Diluted (loss) earnings per share

For the six months ended 30th September, 2024, no diluted loss per share is presented as the Company has no potential ordinary shares in issue.

For the six months ended 30th September, 2023, the computation of diluted earnings per share does not assume the exercise of the Company's outstanding share options and call options granted to the non-controlling shareholders of a non-wholly owned subsidiary of the Company since the exercise price of the share options and call options exceeds the average market price, while the computation of diluted loss per share does not assume the exercise of the call options granted to the non-controlling shareholders of a non-wholly owned subsidiary of the Company since their assumed exercise would result in a decrease in loss per share.

The weighted average number of ordinary shares for the purpose of calculation of basic and diluted loss per share for the six months ended 30th September, 2024 and 2023 have been adjusted for the Company's rights issue completed in June 2023.

## 11. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets at fair value through profit or loss mainly represent the Group's investment in an unlisted fund.

On 21st June, 2018, the Group entered into a subscription agreement with certain independent third parties pursuant to which the Group agreed to subscribe for shares of a private equity fund established in Korea (the "Fund"), as a limited partner, for an aggregate consideration of United States Dollar ("US\$") 20,000,000 (equivalent to approximately HK\$156,000,000) in cash. The Fund principally invests in shares of companies listed on the Korea Exchange. The Fund is managed by a fund manager, while limited partners of the Fund do not have rights to engage in the management of the Fund. The Group, as a limited partner in the Fund, does not have the power to participate in the financial and operating policy decisions of the Fund. As such, the Group does not have significant influence over the Fund and the Fund is not accounted for as an associate. The shares of the Fund held by the Group represent approximately 29.71% (31st March, 2024: 29.71%) of the issued share capital of the Fund as at 30th September, 2024.

The Fund is accounted for as a financial asset at fair value through profit or loss. As at 30th September, 2024, the fair value of the Fund is HK\$203,021,000 (31st March, 2024: HK\$230,705,000). During the six months ended 30th September, 2024, fair value loss of HK\$27,684,000 (six months ended 30th September, 2023, fair value gain: HK\$405,857,000) was recognised in profit or loss. In the opinion of the directors of the Company, the Fund is held for long-term strategic investment purposes and as such, the investment is classified as non-current.



## 12. TRADE AND OTHER RECEIVABLES

	At 30th September, 2024 <i>HK\$'000</i>	At 31st March, 2024 <i>HK\$'000</i>
Trade receivables from contracts with customers	6,546	5,974
VAT and other taxes recoverable	4,299	4,659
Amount due from a non-controlling shareholder of a subsidiary (Note i)	6,597	6,597
Prepayments	29,473	29,926
Rental, utility and other deposits	974	859
Other receivables (Note ii)	<u>23,986</u>	<u>23,933</u>
	<u><u>71,875</u></u>	<u><u>71,948</u></u>

### Notes:

- (i) The amount due from a non-controlling shareholder of a subsidiary is unsecured, interest-free, non-trade related and repayable on demand.
- (ii) As at 30th September, 2024, the other receivables comprise amounts paid to third parties for equity brokerage business, amounting to HK\$8,234,000 (31st March 2024: HK\$11,144,000).

The following is an aged analysis of trade receivables based on the date of revenue recognition at the end of each reporting period:

	At 30th September, 2024 <i>HK\$'000</i>	At 31st March, 2024 <i>HK\$'000</i>
Trade receivables		
0 – 30 days	4,354	4,000
31 – 60 days	292	129
61 – 90 days	95	1
Over 90 days	<u>1,805</u>	<u>1,844</u>
	<u><u>6,546</u></u>	<u><u>5,974</u></u>

### 13. TRADE AND OTHER PAYABLES

	At 30th September, 2024 <i>HK\$'000</i>	At 31st March, 2024 <i>HK\$'000</i>
Trade payables	—	—
Payables for acquisition of property, plant and equipment ( <i>Note i</i> )	46,724	45,306
Other payables ( <i>Note ii</i> )	30,680	31,029
Accrued expenses	16,489	34,073
	<u>93,893</u>	<u>110,408</u>

*Notes:*

- (i) As at 30th September, 2024, the Group has payables for acquisition of property, plant and equipment amounting to HK\$46,724,000, among which HK\$33,118,000 is related to a legal action involving the outstanding construction payable. In May 2021, Guangxi Guangming Warehouse Storage Limited\* (廣西廣明碼頭倉儲有限公司) (“**Guangming**”) became a defendant in a legal action involving the outstanding payment in relation to the fee for construction of port infrastructure from a construction company in the PRC. The case was settled under a civil mediation in May 2022 and Guangming is liable to pay construction fees of RMB90,504,000 (equivalent to HK\$100,482,000), where RMB30,675,000 (equivalent to HK\$34,057,000) has been settled during the year ended 31st March, 2023. In August 2022, the court has issued an enforcement order to Guangming on settling the remaining amount of the construction fee. In March 2023, the Group has entered a settlement agreement with the construction company, pursuant to which the enforcement order previously issued by the court was set aside as agreed upon by both parties to the proceedings. Under the settlement agreement, repayments of RMB30,000,000 (equivalent to HK\$33,307,000) were due on or before 30th June, 2023 (the “**First Tranche**”) and the remaining balance of RMB29,829,000 (equivalent to HK\$33,118,000) together with the corresponding interest will be due on or before 31st December, 2023. The revised deadline of the First Tranche recently conveyed by the construction company fell due in mid-November 2023. The First Tranche has been settled in December 2023 and the remaining balance has not been settled up to the date of approval for issuance of the condensed consolidated financial statements.
- (ii) As at 30th September, 2024, the Group has money received from third parties for equity brokerage business, amounting to HK\$8,642,000 (31st March 2024: HK\$11,349,000).

\* *For identification purposes only*

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW

#### Review of Financial Performance

During the Current Period, pursuant to its long-term strategy of exploring potential investments and enhancing the value of its strategic investments by active participation in or through close liaisons with the management of the Group's invested companies, continued to strategically invest or hold significant interests, both directly or indirectly, in a portfolio of listed companies in Korea and also high-potential private companies and funds, financial assets and securities, and engaged in trading of commodities, petrochemical storage business, port and port-related services, financial institute business and loan financing services.

For the Current Period, the Group reported a loss of HK\$41,130,000 attributable to the owners of the Company (2023: gain of HK\$352,189,000) and basic loss per share of HK1.36 cents (2023: earnings per share HK12.82 cents). The Current Period loss was mainly due to the unrealized fair value loss of financial instruments, in particular, the Group's investment in AFC Mercury Fund.

#### Commodities Trading

During the Current Period, the Group generated a segment revenue of HK\$46,549,000 (2023: nil) and a segment loss of HK\$1,150,000 (2023: HK\$210,000). The management has taken a more prudent approach to control the risk of this segment, where margins have been volatile due to external factors such as the Russian/Ukraine war, while cost of capital brought on by the high interest rates. Moving forward, the management will closely monitor the global economic and interest rates outlook before increasing exposure towards the trading business.

#### Metal Recycling

On 16th April, 2021, several independent third-party individuals and the Group entered into an investment and shareholders' agreement in relation to the subscription of 24,999,050 ordinary shares in aggregate in Cupral at a total subscription amount of British Pound Sterling (“**GBP**”) 2,500,000 (equivalent to approximately HK\$26,955,000) (the “**Cupral Subscription**”). On completion of the Cupral Subscription, the Group has been allotted 22,500,000 ordinary shares in Cupral with an aggregate subscription price of GBP2,250,000 (equivalent to approximately HK\$24,260,000), which represents 90% of the enlarged issued share capital of Cupral.

During the Current Period, the Group's metal recycling business recorded a revenue of HK\$579,000 (2023: HK\$19,329,000) and a segment loss of HK\$956,000 (2023: HK\$13,194,000).

On 9th April, 2024, Cupral filed a notice of appointment of administrators in the United Kingdom pursuant to the Insolvency Act 1986 of the United Kingdom. Details of discontinued operation are set out in note 8 to the consolidated financial statements.

### **Long-term Strategic Investments**

During the Current Period, the Group's long-term investment contributed nil segment revenue (2023: nil) and a segment loss of HK\$33,068,000 (2023: segment gain of HK\$403,478,000). The segment loss for the Current Period was mainly attributed to the unrealised fair value loss of financial instruments from the Group's investment in AFC Mercury Fund.

### **AFC Mercury Fund**

In June 2018, the Group, through its subsidiary, entered into a subscription agreement with certain independent third parties pursuant to which the Group agreed to subscribe for shares in AFC Mercury Fund, as a limited partner, at an aggregate consideration of US\$20,000,000 (equivalent to approximately HK\$156,000,000).

AFC Mercury Fund principally invests in shares of companies listed on the Korea Exchange, principally STX Corporation Limited (stock code: 011810) and STX Green Logis Ltd. (stock code: 465770). STX Corporation Limited is primarily engaged in the business of energy trading, commodity trading, machinery and engine trading, and STX Green Logis Ltd. is primarily engaged in the business of shipping and logistics. The shares of the AFC Mercury Fund held by the Group represent approximately 29.71% of the issued share capital of the AFC Mercury Fund as at 30th September, 2024.

During the Current Period, an unrealised fair value loss of HK\$27,684,000 (2023: fair value gain HK\$405,857,000) was made.

## **Petrochemical**

### ***Jiangsu Hong Mao (江蘇宏貿倉儲) (owned as to 90% by the Group)***

The Group invested in Yangtze Prosperity Development (HK) Limited (“**YPD (HK)**”) through the capitalisation of a loan in 2019. YPD (HK) is incorporated in Hong Kong as an investment holding company which in turn owns the entire equity interest in 江蘇宏貿倉儲有限公司, which has been granted a sea area use right in respect of a parcel of reclaimed land constructed on the relevant sea plot in Yangkou Port, Nantong, the PRC and is in the course of constructing infrastructure for operating petrochemical storage and related facilities thereon.

Such investment reinforces the Group’s commitment towards sustainable development and it will broaden the income stream of the Group in the future. This business segment has not commenced operation as at 30th September, 2024.

### ***Thousand Vantage (owned as to 65% by the Group)***

Thousand Vantage is an investment holding company. Its subsidiaries are principally engaged in the provision of petrochemical port and storage services as well as port-related services through operation of a terminal at Yingling Terminal Operation Area of Qinzhou Port, in Guangxi, the PRC. It has become a subsidiary of the Group on 11th October, 2021.

The assets held by Thousand Vantage and its subsidiaries (the “**Thousand Vantage Group**”) mainly include right-of-use assets (representing land and sea areas use right) and property, plant and equipment thereon (representing mainly port infrastructure, oil tanks and related facilities, plant and machinery and construction in progress).

During the Current Period, the Thousand Vantage Group contributed a revenue of HK\$24,724,000 (2023: HK\$19,507,000) and a loss of HK\$13,406,000 (2023: HK\$20,791,000).

## **Financial Institute Business**

For the Current Period, the Group's financial institute business reported a segment revenue of HK\$4,761,000 (2023: HK\$454,000) and a segment loss of HK\$354,000 (2023: HK\$2,841,000).

The Group established Helios Asset Management (HK) Limited (“**Helios**”), which is principally engaged in assets management and advisory business in Hong Kong and is licensed under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) Type 4 licence (Advising on Securities) and Type 9 licence (Asset Management) from the Securities and Futures Commission. To further develop its financial institute business, the Group extended its reach to different facets of the financial services sector in order to develop an all-rounded business.

Later on, the Group acquired an insurance brokerage firm, PT Insurance Brokers Company Limited, which is a member of the Hong Kong Confederation of Insurance Brokers and is allowed to carry out insurance brokerage business in the long term (including linked) insurance in Hong Kong.

Muhabura Capital Limited (“**MCL**”), a subsidiary of the Company incorporated in Mauritius, was granted an investment banking licence by Financial Services Commission of Mauritius (“**FSC**”).

The business goals of the financial institute business of the Group are to build an international financial platform that capitalises on cross-border investments between Asia and Africa. Considering the One Belt One Road initiative, the Group expects to see a gradual increase in revenue in this segment. The Group takes the view that by operating licensed entities in both Hong Kong and Africa, it will give confidence in institutional, corporate and retail customers when working with the Group.

## **Loan Financing Services**

For the Current Period, the Group's loan financing operation reported a segment revenue of nil (2023: nil) and a segment loss of HK\$11,000 (2023: HK\$10,000). As at 30th September, 2024, the loan portfolio held by the Group was nil (31st March 2024: nil).

## **Other Investment**

During the Current Period, the Group's other investment contributed nil segment revenue (2023: nil) and a segment loss of HK\$123,000 (2023: HK\$4,006,000).

## **FINANCIAL REVIEW**

### **Liquidity and Financial Resources**

As at 30th September, 2024, the Group has total assets of HK\$842,648,000 (31st March 2024: HK\$911,258,000) represented a decrease of HK\$68,610,000 or 7.5% when compared with 31st March, 2024.

As at 30th September, 2024, equity attributable to owners of the Company amounted to HK\$312,542,000 (31st March, 2024: HK\$344,135,000), representing an decrease of HK\$31,593,000 or 9.2% as compared to 31st March, 2024. The decrease was mainly due to the unrealised fair value loss of financial instruments, in particular, the Group's investment in AFC Mercury Fund.

The Group continued to adopt a prudent funding and treasury policy to manage its liquidity needs. The objective is to maintain adequate funds for financing working capital and capture investment opportunities as and when they become available.

As at 30th September, 2024, current assets and current liabilities of the Group were HK\$127,438,000 (31st March, 2024: HK\$171,305,000) and HK\$488,813,000 (31st March, 2024: HK\$524,318,000) respectively. Accordingly, the Group's current ratio was about 0.26 (31st March, 2024: 0.33).

### **Gearing Ratio**

As at 30th September, 2024, the Group had cash and cash equivalents of HK\$51,803,000 (31st March, 2024: HK\$81,999,000) and bank and other borrowings of HK\$115,846,000 (31st March, 2024: HK\$139,968,000). The Group's gearing ratio was 20.5% at 30th September, 2024 (31st March, 2024: 16.8%). The gearing ratio is calculated on the basis of net borrowings over the equity attributable to owners of the Company. Net borrowings are arrived at by deducting bank deposits, cash and cash equivalents from borrowings.

### **Material Acquisitions or Disposals and Future Plans for Material Investment**

During the Current Period, save for those disclosed in note 8 to the condensed consolidated financial statements, there were no material acquisitions or disposals of subsidiaries, associates or joint ventures nor were there material investments authorised by the Board at the date of this announcement.

## Foreign Currency Management

The monetary assets and liabilities as well as business transactions of the Group are mainly denominated in Hong Kong dollars, Korean Won, Renminbi, United States dollars and British pound sterling. Appropriate measures would be undertaken by the Group when exchange rate fluctuations become significant.

## LITIGATIONS AND CONTINGENT LIABILITIES

As at 30th September, 2024, the material litigations that the Group has been involved are listed below.

### Litigations in relation to sale and leaseback arrangements

The Group received civil complaints filed by Lianwei (Shanghai) Finance Lease Limited\* (聯蔚(上海)融資租賃有限公司) (“Lianwei”) in respect of disputes over the sale and leaseback arrangements entered into with Lianwei.

- (i) In June 2022, Guangming received a civil complaint filed by Lianwei in respect of a dispute over the sale and leaseback arrangement of one oil storage tank. Under the civil complaint, Lianwei requested the court to order Guangming to pay the due and unpaid rent of RMB35,500,000 (equivalent to HK\$39,414,000), default payments thereon of RMB19,219,000 (equivalent to HK\$21,338,000) and other related litigation costs of RMB544,000 (equivalent to HK\$604,000). Details are disclosed in the Company’s announcement dated 28th June, 2022.
- (ii) In October 2022, Guangming received a civil complaint filed by Lianwei in respect of a dispute over the sale and leaseback arrangement of one oil storage tank. Under the civil complaint, Lianwei requested the court to order Guangming to pay the full amount of remaining rent for the remaining lease period of RMB52,800,000 (equivalent to HK\$58,621,000), default payments thereon of RMB24,376,000 (equivalent to HK\$27,063,000) and other related litigation costs of RMB1,059,000 (equivalent to HK\$1,176,000). Details are disclosed in the Company’s announcement dated 28th October, 2022.

\* For identification purposes only



(iii) In May 2023, Guangming received three civil complaints filed by Lianwei in respect of disputes over the sale and leaseback arrangements of three oil storage tanks. Under the civil complaints, Lianwei requested the court to order Guangming to pay the full amount of remaining rent for the remaining lease period of RMB158,750,000 (equivalent to HK\$176,252,000), default payments thereon of RMB76,999,000 (equivalent to HK\$85,488,000) and other related litigation costs of RMB2,907,000 (equivalent to HK\$3,227,000). Details are disclosed in the Company's announcement dated 5th May, 2023.

In view of the civil complaints, the relevant lease liabilities are classified as current liabilities as at 30th September, 2024. However, based on the advice from the PRC legal advisers, the directors of the Company consider that the Group is not probable to be legally liable to immediately pay the remaining lease payments of HK\$274,287,000 (31st March, 2024: HK\$266,468,000), late charges, accrued interests and other litigation costs of HK\$138,896,000 (31st March 2024: HK\$108,292,000) as a result of the enforcement order and property preservation orders issued by the court.

#### **Litigation in relation to a debt dispute**

In July 2022, Guangming together with three of its subsidiaries in the PRC (the “**Guangming Subsidiaries**”), and an individual (the “**Individual**”), received a civil complaint filed by a civil litigant (the “**Civil Litigant**”) in respect of the dispute over loans provided to the Individual. Under the civil complaint, the Civil Litigant has requested the court to order Guangming and the Individual jointly to pay to the Civil Litigant the principal debt amount of RMB110,658,000 (equivalent to HK\$122,858,000), default payment thereon of RMB31,373,000 (equivalent to HK\$34,832,000) and other related litigation costs. Details are disclosed in the Company's announcement dated 28th October, 2022.

The directors of the Company consider that the Civil Litigant had only entered into loan agreements with the Individual and had only provided loans to the Individual and not to Guangming. The Individual is not a director nor the legal representative of Guangming or the Guangming Subsidiaries, and no evidence has been provided by the Civil Litigant to show that such loan amounts were used in the production operations of Guangming. Based on the advice from the PRC legal advisers, the directors of the Company consider that it is not probable that the Group will be legally liable to aforesaid loans principal, late default payment and the other related litigation costs.

## Arbitration

In April 2024, Jiangsu Hong Mao Storage Company Limited\* (江蘇宏貿倉儲有限公司) (“**Jiangsu Hong Mao**”), an indirectly non-wholly owned subsidiary of the Company, received an arbitration notice in respect of an application for arbitration filed by China Construction Third Engineering Bureau Third Construction Engineering Company Limited\* (中建三局第三建設工程有限責任公司) (“**CCTE**”) against Jiangsu Hong Mao in respect of the dispute over a construction contract for a liquid chemicals storage and logistics project which was suspended in 2017. Under the application of arbitration, Jiangsu Hong Mao shall pay the construction fee of RMB15,901,000 (equivalent to HK\$17,654,000) to CCTE and pay to CCTE the progress payment interest of RMB241,000 (equivalent to HK\$268,000) and settlement payment interest accrued on the outstanding settlement payment at the loan prime rate announced by the National Interbank Funding Center from the date of commencement of the application for the arbitration to the actual repayment date. To the extent of the amount of the outstanding construction fee, CCTE shall have the priority right to be repaid from the appraised or auction price of the project and Jiangsu Hong Mao shall pay the legal costs and other miscellaneous costs relating to the arbitration to CCTE. Details are disclosed in the Company’s announcement dated 23rd April, 2024.

Based on the advice from the PRC legal advisers, the directors of the Company consider that it is not probable that the Group will be legally liable to aforesaid construction fee, progress payment interest and settlement payment interest and the other related litigation costs.

## Petition against subsidiary of the Company

Mr. Zhu presented a winding-up petition on 15th December, 2023 against Thousand Vantage, PT OBOR Financial Holdings Limited (“**PT OBOR**”) and HK United Investment Holdings Limited (“**HK United**”) on the basis of unfair prejudice.

Mr. Zhu sought, inter alia:

- (i) an order that Thousand Vantage be wound up under section 177(1)(f) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong); and
- (ii) alternatively, an order that Mr. Zhu do purchase PT OBOR’s and HK United’s shares in Thousand Vantage at a price to be determined by the court in such manner as it shall think fit.

As at the date of this announcement, the winding-up proceedings are still ongoing and the trial hearing will be held in November 2025. Details of the winding-up proceedings are set out in the announcement of the Company dated 18th December, 2023.

\* For identification purpose only

## PLEDGE OF OR RESTRICTIONS ON ASSETS

### Pledge of assets

The Group's borrowings and sale and leaseback arrangement had been secured by the pledge of the Group's assets and the carrying amounts of the respective assets are as follows:

	At 30th September, 2024 <i>HK\$'000</i>	At 31st March, 2024 <i>HK\$'000</i>
Property, plant and equipment	–	12,647
Right-of-use assets	<u>153,707</u>	<u>153,736</u>
	<u><b>153,707</b></u>	<u><b>166,383</b></u>

### Restrictions on assets

During the year ended 31st March, 2023, the Group received property preservation orders from the court in the PRC as a result of litigations of Guangming and Guangming Subsidiaries. Details of the litigation are disclosed in litigation section. As at 30th September, 2024, the Group's property, plant and equipment of HK\$139,000 (31st March, 2024: HK\$152,000), right-of-use assets of HK\$16,380,000 (31st March, 2024: HK\$15,915,000) and bank balances of HK\$3,615,000 (31st March, 2024: HK\$3,533,000) are restricted as a result of the property preservation orders.

### Capital Commitments

At the end of the reporting period, the Group had the following capital commitments:

	At 30th September, 2024 <i>HK\$'000</i>	At 31st March, 2024 <i>HK\$'000</i>
Capital expenditure in respect of acquisition of property, plant and equipment contracted for but not provided in the condensed consolidated financial statements	<u><b>81,859</b></u>	<u><b>79,286</b></u>

## Capital Structure

As at 30th September 2024, the Company's issued share capital was HK\$30,274,000 (31st March, 2024: HK\$30,274,000) and the number of its issued ordinary shares was 3,027,424,240 (31st March, 2024: 3,027,424,240) of HK\$0.01 each.

### ***Fund Raising Activities and Use of Proceeds***

On 28th April, 2023, the Board proposed to conduct the rights issue on the basis of one (1) rights shares (“**Rights Share(s)**”) for every two (2) existing Shares held on the record date of 22nd May, 2023 at the subscription price of HK\$0.036 per Rights Share, to raise gross proceeds of approximately HK\$36,300,000 before expenses by way of issuing up to 1,009,141,413 Rights Shares. On 21st June, 2023, the rights issue was completed. The net proceeds from the rights issue after deducting the expenses were approximately HK\$33,600,000. The details of the use of the net proceeds during the year ended 31st March, 2024 are as follows:

	<b>Intended use of the net proceeds (HK\$)</b>	<b>Utilisation of net proceeds during the year ended 31st March, 2024 (HK\$)</b>	<b>Remaining balance of the net proceeds unutilised as at 31st March, 2024 (HK\$)</b>
Settlement of the payables in relation to the acquisition of property, plant and equipment, involving the outstanding payment of a balance of approximately RMB59,829,000 together with the corresponding interest in relation to the fee for the construction of port infrastructure owed by Guangming, a non-wholly owned subsidiary of the Company	Approximately HK\$33.6 million	Approximately HK\$32.8 million used as intended	Approximately HK\$0.8 million (Note)

*Note:* As to the remaining balance of the net proceeds, as the amount is not substantial, the Group intends to change the use and utilise the same as working capital of the Group on or before 31st March, 2025.

Further details are set forth in the Company's announcements dated 28th April, 2023, 9th June, 2023, 20th June, 2023, and 19th November, 2024 and the Company's prospectus dated 23rd May, 2023.

## **Interim Dividend**

The Board resolved not to recommend the payment of an interim dividend for the Current Period (2023: nil).

## **EMPLOYEES AND REMUNERATION POLICY**

As at 30th September, 2024, the Group had a total of 151 employees (including executive Directors) (as at 31st March, 2024: 161 employees (including executive Directors)). The Group's remuneration policy is to ensure that the Group's remuneration structure is appropriate and aligns with the Group's goals and objectives. The employees' remuneration is based on the employees' skill, knowledge and involvement in the Company's affairs and is determined by reference to the Company's performance, as well as remuneration benchmark in the industry and the prevailing market conditions. The ultimate objective of the remuneration policy is to ensure that the Group is able to attract, retain and motivate a high-calibre team which is essential to the success of the Company. The Group also offers benefits to employees including discretionary bonus, training and provident funds. The share option scheme of the Company is established for the eligible participants (including employees). No share option was granted during the Current Period and there was no outstanding share option as at 30th September, 2024 and as at the date of this announcement.

## **EVENTS AFTER THE REPORTING PERIOD**

### **Share Consolidation**

On 12th November, 2024, the Board proposed to implement the consolidation of the existing ordinary shares in the share capital of the Company on the basis that every ten (10) issued and unissued existing shares of par value of HK\$0.01 each will be consolidated into one (1) consolidated share of HK\$0.10 each (the "**Share Consolidation**"). The Share Consolidation has not been completed and shall be conditional upon, among other things, the approval of the shareholders of the Company in the special general meeting to be held on 9th December, 2024.

Further details of the Share Consolidation are set out in the announcement of the Company dated 12th November, 2024 and circular of the Company dated 22nd November, 2024. The Company will also make further update announcement(s) as and when appropriate.

## **PRINCIPAL RISKS AND UNCERTAINTIES AND RISK MANAGEMENT**

The Group is exposed to various risks in the operations of the Group's business and the Group believes that risk management is important to the Group's success. A discussion of the principal risks and uncertainties facing the Group, particulars of important events affecting the Group that have occurred since the end of the financial year and indication of likely future developments in the Group's business, can be found in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" set out on pages 4 to 10 of the 2024 annual report of the Company.

## **PROSPECTS**

Looking forward, the global economic environment is expected to remain highly volatile amidst ongoing geopolitical uncertainties, inflationary pressures, and the risk of a global economic downturn, in particular US-China trade tensions and uncertainties following the US elections. Future interest rates of central banks will be closely watched as they navigate the delicate balance between controlling inflation and supporting growth. The Chinese government launched various policies to stimulate property market and boost the economy in September 2024, including the reform to increase new quality productive force (新質生產力), though their effectiveness in stabilizing the region's economy remains uncertain due to domestic challenges such as weak consumer demand, liquidity concerns within the property sector, coupled with heightened volatility in financial markets and weak investor sentiment.

During the Current Period, Thousand Vantage saw continued stable activities in the oil port and storage operations of the Group. The Directors believe that nearby infrastructure construction projects within Guangxi region may boost local fuel demand which could contribute to generate revenue for the Group. The Group will continue to explore possible funding to commence construction of a new berth to maximize throughput utilization of our Group's oil storage tanks. In line with President Xi's introduction of new quality productive force (新質生產力), the management is looking for new methods and technologies to improve productivity, increase our petrochemical sales and provide better and more efficient services for our oil storage business customers.

During the Current Period, the Group continued to generate revenue from sales of petrochemical commodities. The management has taken a more prudent approach to control the risk of this segment, where margins have been volatile due to external factors such as the Russian/Ukraine war, while cost of capital brought on by the high interest rates. Moving forward, the management will closely monitor the global economic and interest rates outlook before increasing exposure towards the trading business.

Business at the Group's investment bank in Mauritius has seen an increase in revenue and strengthened business activities on the island state. The Group will strive to increase revenue contribution and will continue to explore on further expansion opportunities for the business.

In light of the above, the Group anticipates further challenges and uncertainties for our business in the latter half of 2024 and into 2025. In alignment with government policy guidance and industry development trends, the Group will continue to adopt prudent measures and implement various strategies to mitigate the adverse impact of market environment challenges on its business while closely monitoring the market environment. Specifically, the Group will continue to reinforce the development of the existing business segments by widening its product scope, range of services and customer base, while also seeking for new business opportunities to diversify its business development into new potential business lines, whether through trading, retail or otherwise. In line with the dissolution of the Group's subsidiary in the UK, Cupral, the Group will continue to look for opportunities to dispose of assets or under-performing businesses where necessary.

After all, the Directors have noted the shift of global economic trends and are studying various opportunities that may benefit the Group and its shareholders as a whole.

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

During the six months ended 30th September, 2024, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

## **CORPORATE GOVERNANCE**

The Company has, throughout the six months ended 30th September, 2024, complied with the code provisions set out in Part 2 of the Corporate Governance Code (the "CG Code") contained in Appendix 14 of the Listing Rules except for the following deviations with reasons as explained:

### **Code Provision C.2.1 of Part 2 of the CG Code**

Under the code provision C.2.1 of Part 2 of the CG Code, it stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

### ***Deviation***

Mr. Ching Man Chun, Louis, an executive Director of the Company, has taken up the positions of the Chairman of the Board and the Managing Director of the Company with effect from 30th September, 2017. The Board considers that vesting the roles of chairman and chief executive in the same person enables more effective and efficient planning and implementation of business plans, the Board also believes that the balance of power and authority is adequately ensured.

## **Code Provision F.2.2 of Part 2 of the CG Code**

Under the code provision F.2.2 of Part 2 of the CG Code, it provides that the Chairman of the Board should attend the annual general meeting of the Company.

### ***Deviation***

Mr. Ching Man Chun, Louis, the Chairman of the Board, was unable to attend the annual general meeting of the Company held on 28th August, 2024 (the “**2024 AGM**”) due to other important business engagement. Mr. Wong Kung Ho, Alexander, an executive Director, was appointed to chair the 2024 AGM in replying to questions raised by shareholders of the Company at the 2024 AGM.

Except as stated above, the Company has continued to comply with the applicable code provisions of the CG Code. The Board will continue to monitor and review the Company’s corporate governance practices to ensure compliance with the CG Code.

## **MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has continued to adopt the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (the “**Model Code**”) as its own code of conduct regarding securities transactions by the directors of the Company. All directors of the Company have confirmed, following specific enquiry by the Company, that they have complied with the required standard set out in the Model Code throughout the Current Period.

## **AUDIT COMMITTEE**

The audit committee of the Company was established with written terms of reference in accordance with Appendix 14 to the Listing Rules. The audit committee is delegated by the Board to be responsible for reviewing the accounting policies and practices adopted by the Group as well as reviewing financial controls, risk management and internal control systems of the Company. There were no disagreements from the audit committee on the accounting policies adopted by the Company.

The audit committee is comprised of three independent non-executive directors namely Mr. Wong Yee Shuen, Wilson (Chairman of the audit committee), Mr. Yam Kwong Chun and Mr. Lam Yik Tung. The audit committee has reviewed the unaudited interim results of the Company for the six months ended 30th September 2024.



## **PUBLICATION OF INTERIM RESULTS AND INTERIM REPORT**

This interim results announcement is available for viewing on the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) under “Listed Company Information” and on the website of the Company at [www.ptcorp.com.hk](http://www.ptcorp.com.hk) under “Investor Relations”. The interim report will be despatched to the shareholders of the Company and will also be available for viewing on the aforesaid websites in due course.

By Order of the Board  
**PT International Development Corporation Limited**  
**Ching Man Chun, Louis**  
*Chairman and Managing Director*

Hong Kong, 28th November, 2024

*As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Ching Man Chun, Louis (Chairman and Managing Director), Mr. Yeung Kim Ting and Mr. Wong Kung Ho, Alexander; one non-executive Director, namely, Ms. Wong Man Ming, Melinda; and three independent non-executive Directors, namely, Mr. Yam Kwong Chun, Mr. Wong Yee Shuen, Wilson and Mr. Lam Yik Tung.*