



**JIADING INTERNATIONAL
GROUP HOLDINGS LIMITED**

嘉鼎國際集團控股有限公司

(Formerly known as Farnova Group Holdings Limited 法諾集團控股有限公司)

(前稱Farnova Group Holdings Limited 法諾集團控股有限公司)

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock code: 08153)

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2022

THIRD QUARTERLY REPORT

第三季度報告

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MANAGEMENT DISCUSSION AND ANALYSIS

Business and Financial Review

Overview

The Group derives its revenue mainly from (i) the provision of advertising services and (ii) sales of new energy electric vehicles. For the nine months ended 31 December 2022 (the "Period"), the Group recorded a decrease in revenue amounted to approximately HK\$58.2 million, representing a decrease of approximately 4.4% when compared to that of HK\$60.9 million for the corresponding period last year, which was solely contributed by its advertising services business. No revenue was generated from the sales of new energy electric vehicles during the Period under review.

The Group recorded a loss for the Period of approximately of HK\$17.6 million, versus a gain of approximately of HK\$4.6 million for the same period ended 31 December 2021, representing a considerable increase of loss for 482.6%. Such increase in loss was mainly attributable to the significant increase in finance and administrative costs during the Period.

Advertising

Following the acquisition of 51% equity interest in Beijing Creative Communication International Culture Media Co., Ltd. ("Beijing Creative") during the financial year ended 31 March 2022, the Group had strategically expanded its advertising business platform covering both Hong Kong and the PRC clientele. In view of the poor market sentiments and the unfavourable impact brought by the COVID-19 pandemic on the business environment during the past 2 years, business of the advertising services segment did not perform in line with the Group's expectation albeit it was able to maintain positive contribution in terms of revenue to the Group.

管理層討論及分析

業務及財務回顧

概覽

本集團之收入主要來自(i)提供廣告服務及(ii)銷售新能源電動汽車。截至二零二二年十二月三十一日止九個月(「本期間」)，本集團僅由其廣告服務業務貢獻的收入減至約58.2百萬港元，較去年同期60.9百萬港元減少約4.4%。於回顧期間銷售新能源電動汽車概無產生收入。

本集團本期間錄得虧損約17.6百萬港元，而截至二零二一年十二月三十一日止相同期間錄得收益約4.6百萬港元，虧損大幅增加482.6%。虧損增加主要歸因於本期間融資及行政成本大幅增加。

廣告

於截至二零二二年三月三十一日止財政年度收購北京創意樂喜國際文化傳媒有限公司(「北京創意」)51%的股權後，本集團戰略上擴展其覆蓋香港和中國客戶的廣告業務平台。過往兩年裏，市場情緒低迷、2019冠狀病毒病疫情對營商環境的不利打擊，儘管廣告服務分部能為維持本集團收入帶來正面貢獻，但其業務表現並無達到本集團預期。

During the Period, the Group's advertising business generated a revenue of approximately HK\$58.2 million, when compared with that of HK\$60.9 million as recorded for the same period in last year, representing a decrease of 4.4%, which was mainly due to the decrease in marketing activities and events as well as sluggish economy resulting from the COVID-19 pandemic. The advertisers had taken very conservative approaches in initiating any marketing activities and tightened their marketing budgets. Against this backdrop and the sharp increase in inflation and production costs, the Group's gross profit margin in respect of its provision of advertising services for the Period similarly had been severely affected and dropped to approximately 22.4% when compared to the Group's gross profit margin of approximately 38.6% during the corresponding period last year.

In view of the unfavourable business environment in both Hong Kong and the PRC during the Period, the Group had monitored the market situation closely with strategic plans in controlling the operation costs and expenses on one hand and allocated its resources to maintaining the servicing standards and quality being provided to the clients on the other hand.

於本期間，本集團廣告業務產生收入約58.2百萬港元，較去年同期錄得60.9百萬港元減少4.4%，主要因為營銷活動及事件數目減少，以及2019冠狀病毒疫情的影響導致經濟表現疲弱。廣告商採取非常保守的方案推出營銷活動，同時收緊其營銷預算。在此背景下，加上通脹和生產成本急劇上升，本集團於本期間提供廣告服務的毛利率同樣受到嚴重影響，較去年同期本集團的毛利率約38.6%減少至約22.4%。

有鑒於本期間香港和中國的不利營商環境，本集團密切監察市況，採取戰略計劃，一方面控制營運成本和開支，另一方面則分配資源以維持提供客戶的服務水準和質量。

New energy electric vehicles

During the Period under review, no revenue was recorded from the sales of new energy electric vehicles. As disclosed previously, the Group had entered into agreements for the sales of new energy electric vehicles which included pick-up trucks and sport cars, however they were not scheduled for delivery during the Period under review. In the past two years, the Group had devoted significant amount of resources, including but not limited to, financial resources and marketing intelligence in developing its own production capacity and engaging into collaborations and cooperations in enhancing the operation efficiency and brand building. Due to the prolong negotiations with the purchasers and the ongoing intensive capital demand in research and development of energy electric vehicles, the Group had critically reviewed the business models of this business segment in the second half of 2022 and decided to consolidate its current operation scale and look for other business opportunities, which could bring in new ideas in developing auxiliaries and related renewable energy batteries for new energy vehicles and share the synergy and technology of its existing setup and operations.

As announced on 28 December 2022, the Group had successfully acquired Hainan Weishi New Energy Technology Company Limited* (海南唯時新能源科技有限公司) (“Weishi New Energy”) on 25 November 2022, which is a company focusing on the development of super fast-charging batteries, providing application-oriented solutions for various industries, such as urban logistics, micro electric vehicles, commercial drones, power tools, etc. Since Weishi New Energy has determined to become the world’s leading supplier of graphene battery fast-charging solutions and a smart manufacturer of alkene carbon composite material batteries, the Group considered that the long term business goal of Weishi New Energy aligns with the Group’s strategy to shift its new energy electric vehicles business to renewable energy technology business, which will bring in new business opportunities and revenue to the Group in the long run.

新能源電動汽車

於回顧期內，銷售新能源電動汽車概無錄得任何收入。誠如先前所披露，本集團已訂立銷售新能源電動汽車的協議，其中包括皮卡及跑車，惟並非於回顧期內安排交付。過去兩年，本集團投入大量資源(包括但不限於財務資源和市場情報)，發展自身產能，並訂立協調合作加強經營效益和品牌建設。由於本集團與買方磋商時間漫長，且新能源電動汽車研發的資金需求持續增強，於二零二二年下半年，本集團批判性地檢討該業務分部的業務模式，之後決定整合其現有業務規模，物色其他商機，從而為發展新能源汽車輔助產品和相關再生能源電池帶來新想法，共享現有體制及經營的協同效應和技術。

本集團於二零二二年十二月二十八日宣佈，於二零二二年十一月二十五日，本集團已成功收購海南唯時新能源科技有限公司(「唯時新能源」)，該公司專注於打造超級快充電池，為城市物流、微型電動車、商用無人機、電動工具等多個行業提供應用解決方案。唯時新能源是一家立志成為全球領先的石墨烯電池快充方案供應企業、烯碳複合材料電池智慧製造企業，因此本集團認為，唯時新能源的長期業務目標與本集團戰略一致，將本集團新能源電動汽車業務轉變為再生能源技術業務，長期而言，將為本集團帶來新商機及收入。

Administrative expenses

During the Period under review, the Group's administrative expenses increased substantially by approximately 100.9% to approximately HK\$24.5 million, as compared to the same period last year. The increase in the Group's administrative expenses was primarily attributable to the increase in staff costs, legal and professional fee and other general expenses associated with Beijing Creative and Weishi New Energy which financial results have been consolidated into the Group's financial statements after completion of the acquisition of 51% of its equity interest by the Group in March 2022 and 100% of its equity interest by the Group in November 2022, respectively. Owing to the increase of the number of staff during the Period, the Group's staff salaries and emoluments increased by approximately 13.5% to approximately HK\$5.9 million, as compared to that of approximately HK\$5.2 million as recorded for the nine months ended 31 December 2021. Apart from this, the Group also incurred additional depreciation from property, plant and equipment and other administrative expenses resulting from the new energy electric vehicle business during the Period under review.

Finance costs

The Group's finance costs considerably increased by approximately 76.9% to approximately HK\$2.5 million, as compared to the corresponding period last year. This significant increase was mainly due to the increase in the Group's borrowings during the Period under review. The Group's borrowings increased from approximately of HK\$13.0 million as at 31 March 2022 to approximately HK\$23.3 million as at 31 December 2022.

行政開支

於回顧期間內，本集團的行政開支較去年同期大幅增加約100.9%至約24.5百萬港元。本集團行政開支之增加主要是由於與北京創意及唯時新能源有關的員工成本、法律及專業費及其他一般開支增加所致。本集團於二零二二年三月收購北京創意51%股權及本集團於二零二二年十一月收購唯時新能源的全部股權後，其財務業績已合併至本集團財務報表。由於本期間員工人數增加，本集團員工薪資及薪酬增加約13.5%至約5.9百萬港元，而截至二零二一年十二月三十一日止九個月則錄得約5.2百萬港元。此外，本集團於回顧期內亦自新能源電動汽車業務產生額外物業、機器及設備折舊以及其他行政開支。

融資成本

本集團的融資成本較去年同期大幅增加約76.9%至約2.5百萬港元。大幅增加主要因為於回顧期間本集團借貸增加。本集團借貸由二零二二年三月三十一日的約13.0百萬港元增加至二零二二年十二月三十一日的約23.3百萬港元。

FUND RAISING ACTIVITIES

Placing of New Shares under General Mandate

On 7 October 2022, the Company entered into the placing agreement with the placing agent pursuant to which the placing agent agreed to place, on a best effort basis, to not less than six independent placees for up to 169,828,478 new shares at a price of HK\$0.16 per placing share, for and on behalf of the Company. The maximum number of 169,828,478 placing shares represented approximately 20.0% of the entire issued share capital of the Company of 849,142,392 shares as at the date of the placing agreement and approximately 16.67% of the Company's entire issued shares as enlarged by the placing. All conditions of the placing had been fulfilled and completion thereof took place on 21 October 2022, whereupon a total of 169,828,478 shares were issued to the placees.

The Company had borne all costs and expenses of approximately HK\$1.2 million in connection with the placing. The net proceeds of approximately HK\$26.0 million had been used for repayment of debts and general working capital. Details of the placing were set out in the announcements of the Company dated 7 October 2022 and 21 October 2022. Please also refer to the section headed "Use of Proceeds" hereunder for details of use of net proceeds raised by the placing.

Rights Issue

On 28 December 2022, the Company proposed to raise gross proceeds of up to approximately HK\$51 million on the basis of one (1) rights share for every two (2) existing shares (the "Shares") held on 12 January 2023 (the "Record Date") by issuing 509,485,435 rights shares (the "Rights Shares") at the subscription price of HK\$0.10 per Rights Share (assuming no change in the number of Shares in issue on or before the Record Date) (the "Rights Issue"). The Rights Issue is only available to the qualifying shareholders and will not be extended to the non-qualifying shareholders ("NQS") (if any).

集資活動

根據一般授權配售新股份

於二零二二年十月七日，本公司與配售代理訂立配售協議。根據配售協議，配售代理同意為及代表本公司按每股配售股份0.16港元之價格盡力向不少於六名獨立承配人配售最多169,828,478股新股份。配售股份之最高數目為169,828,478股，佔本公司於配售協議日期之全部已發行股本849,142,392股股份之約20.0%，以及本公司經配售事項擴大之全部已發行股份之約16.67%。配售的所有條件均告達成並於二零二二年十月二十一日完成配售，此時向承配人發行合共169,828,478股股份。

本公司已承擔有關配售事項之所有成本及開支約1.2百萬港元。所得款項淨額約26.0百萬港元已用於償還債務及一般營運資金。有關配售的詳情載於本公司日期為二零二二年十月七日及二零二二年十月二十一日的公告。有關配售籌集的所得款項淨額用途詳情，亦請參閱本報告「所得款項用途」一節。

供股

於二零二二年十二月二十八日，本公司建議按於二零二三年一月十二日（「記錄日期」）每持有兩（2）股現有股份（「股份」）獲發一（1）股供股股份之基準，按認購價每股供股股份0.10港元發行509,485,435股供股股份（「供股股份」），籌集所得款項總額最多約51百萬港元（假設於記錄日期或之前已發行股份數目並無變動）（「供股」）。供股僅提呈予合資格股東，且不會提呈予不合資格股東（「不合資格股東」）（如有）。

The maximum net proceeds of the Rights Issue, after deducting all relevant expenses are estimated to be approximately HK\$48.5 million (assuming no change in the number of Shares in issue on or before the Record Date). The estimated net subscription price per Rights Share after deducting the relating expenses of the Rights Issue will be approximately HK\$0.095. The Company intends to apply the net proceeds from the Rights Issue as to (i) approximately 47% (or approximately HK\$23 million) will be used for the repayment of debts of the Group; (ii) approximately 41% (or approximately HK\$20 million) will be used for the expansion and R&D of the new battery technology business; and (iii) approximately 12% (or approximately HK\$5.5 million) will be used as the general working capital of the Group.

The Board considered that the expansion and the R&D of the new battery technology business will further expand its business scale, thereby generating greater return for the shareholders of the Company.

The Board has considered various ways of raising funds and believed that the Rights Issue is the most efficient way in terms of time and costs for the Company. The Board considered that it is prudent to finance the Group's long-term growth by long term financing, preferably in the form of equity which will not increase the Group's finance costs.

On 1 February 2023, being the latest time for acceptance, the Company received seven (7) valid acceptances for a total of 281,026,670 Rights Shares provisionally allotted under the Rights Issue (representing approximately 55.16% of the total number of Rights Shares offered under the Rights Issue). Accordingly, the Rights Issue was approximately 55.16% subscribed.

扣除所有相關開支後的供股所得款項淨額上限將約為48.5百萬港元(假設於記錄日期或之前已發行股份數目並無變動)。扣除供股的相關開支後，估計淨認購價將約為每股供股股份0.095港元。本公司擬動用供股的所得款項淨額如下：(i)約47% (或約23百萬港元)將用作償還本集團債務；(ii)約41% (或約20百萬港元)將用作新電池技術業務的擴充及研發；及(iii)約12% (或約5.5百萬港元)將用作本集團的一般營運資金。

董事會認為，新電池技術業務的擴充及研發將進一步擴大其業務規模，從而為本公司股東產生更多回報。

董事會已考慮多種集資方式，並相信供股就時間及成本而言為對本公司最有效率的方式。董事會認為，通過長期融資為本集團的長期發展提供資金屬審慎，而採用股本方式將不會增加本集團的融資成本，屬更佳的方式。

於二零二三年二月一日(即最後接納時限)，本公司接獲七(7)份有關根據供股暫定配發之合共281,026,670股供股股份之有效接納(相當於根據供股可供認購供股股份總數約55.16%)。因此，供股獲認購約55.16%。

The remaining 228,458,765 unsubscribed Rights Shares and NQS unsold Rights Shares (the “Placing Shares”), representing approximately 44.84% of the total number of Rights Shares offered under the Rights Issue, will be subject to the compensatory arrangements. For details, please refer to the announcements of the Company dated 28 December 2022, 10 January 2023 and 3 February 2023 and the prospectus of the Company dated 13 January 2023.

During the Period, save as disclosed above, the Group did not process any fund raising activities.

USE OF PROCEEDS

Placing of New Shares under General Mandate

The actual net proceeds raised from the placing of 169,828,478 shares of the Company under general mandate on 21 October 2022 was approximately HK\$26 million. Up to 31 December 2022, the Group has utilised the net proceeds as follows:

餘下228,458,765股未獲認購供股股份及不合資格股東未售供股股份（「配售股份」）相當於根據供股可供認購的供股股份總數約44.84%，將受限於補償安排。有關詳情，請參閱本公司日期為二零二二年十二月二十八日、二零二三年一月十日及二零二三年二月三日的公告以及本公司日期為二零二三年一月十三日的供股章程。

於本期間，除上文所披露者外，本集團並無進行任何集資活動。

所得款項用途

根據一般授權配售新股份

於二零二二年十月二十一日，根據一般授權配售本公司169,828,478股股份籌集的實際所得款項淨額約為26百萬港元。截至二零二二年十二月三十一日，本集團已按以下方式動用所得款項淨額：

		Actual use of net proceeds up to 31 December 2022	Unutilised net proceeds up to the date of this report
	Intended use of net proceeds	截至二零二二年十二月三十一日所得款項淨額擬定用途	截至本報告日期未動用所得款項淨額
		HK\$'000 千港元	HK\$'000 千港元
Repayment of debts	償還債務	5,800	—
General working capital	一般營運資金	18,400	—
Bank deposit	銀行存款	1,800	—
		26,000	—

EXPOSURE TO FLUCTUATION IN EXCHANGE RATE AND TREASURY POLICIES

The majority of the transactions, assets and liabilities of the Group was denominated in Renminbi and Hong Kong dollars. During the Period under review, no financial instruments were used for hedging purpose, and the Group did not commit to any financial instruments to hedge its exposure to exchange rate risk, as the expected exchange rate risk is not significant. The senior management will continue to monitor the foreign exchange exposure and will consider applicable derivatives when necessary. The Group did not have any derivatives for hedging against the foreign exchange rate risk as at 31 December 2022.

PROSPECTS

Following the announcements of the relaxation of the COVID-19 pandemic travel and quarantine restrictions by the respective governments of the PRC and Hong Kong during the first quarter of 2023, it is anticipated that the economy in both the PRC and Hong Kong will have a strong bound back and the business activities between these two regions will be resumed normal in the near future. As such, outlook for the business environment and market conditions will become more promising in the second half of 2023.

Given a more optimistic economy outlook, in respect of the advertising business segment, through providing cost effective marketing and advertising solutions, the Group will continue its efforts in developing and retaining its clientele in both the PRC and Hong Kong in order to grasp the business opportunities once the advertising markets in both regions have been improved. For the new energy vehicles business segment and development of new battery technology, the Group will cautiously assess the market situation and review its overall strategy to pursue its new business direction which will generate positive contribution to the Group in the future.

匯率波動風險及財資政策

本集團大多數交易、資產及負債以人民幣或港元計值。於回顧期內，並無就對沖目的使用金融工具，且本集團並無承諾使用任何金融工具對沖匯率風險，因為預期匯率風險並不重大。高級管理層將繼續監控外匯風險，並在必要時考慮適用的衍生工具。於二零二二年十二月三十一日，本集團並無持有任何衍生工具以對沖匯率風險。

前景

於二零二三年第一季度，中國政府及香港政府宣佈放寬2019冠狀病毒病疫情旅遊及隔離限制，兩地經濟有望實現強勁反彈，地區之間業務活動於不久將來回歸正常。因此，營商環境及市場狀況前景於二零二三年下半年愈發明朗。

鑒於經濟前景面表現更加樂觀，就廣告業務分部而言，本集團通過提供具成本效益的營銷及廣告解決方案，將持續加大力度發展及挽留中國及香港客戶，旨在於兩地廣告市場改善之際緊抓商機。就新能源汽車業務分部及發展新電池技術而言，本集團將審慎評估市況，檢討其整體策略，以尋求全新業務方向，於未來為本集團作出積極貢獻。

SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSALS

Lapse of Proposed Acquisition of 7.0% Equity Interest in Guangxi Huao Automobile Manufacturing Co. Ltd.

On 7 December 2021, Farnova Automobile (Changde) Manufacturing Limited* (法諾汽車(常德)製造有限公司) (“Purchaser”), an indirectly wholly-owned subsidiary of the Company, entered into an agreement with Changchun Huao Automobile Manufacturing Co. Ltd.* (長春華奧汽車製造有限公司) (the “Vendor”) to acquire 7.0% of the equity interest in Guangxi Huao Automobile Manufacturing Co. Ltd. (“Guangxi Huao”) which is a company principally engaged in manufacturing and sales of road vehicles and new energy vehicles, at the consideration of RMB7,075,250. As certain conditions precedent had not been fulfilled (or waived) by the extended long stop date and no agreement was reached by the Vendor and the Purchaser to further extend the extended long stop date, the acquisition agreement had been ceased on 31 August 2022 and neither party shall have any obligations and liabilities towards each other save for any antecedent claims.

Details of the proposed acquisition and its lapse were set out in the announcements of the Company dated 7 December 2021, 10 December 2021, 1 June 2022 and 31 August 2022.

重大投資、收購及出售

建議收購廣西華奧汽車製造有限 公司7.0%股權失效

於二零二一年十二月七日，本公司的間接全資子公司法諾汽車(常德)製造有限公司(「買方」)與長春華奧汽車製造有限公司(「賣方」)訂立協議以收購廣西華奧汽車製造有限公司(「廣西華奧」，一間主要從事製造及銷售道路機動車及新能源汽車的公司)的7.0%股權，代價為人民幣7,075,250元。由於若干先決條件於經延長最後截止日期前未達成(或獲豁免)，且賣方與買方並無協議進一步延長經延長最後截止日期，收購協議已於二零二二年八月三十一日終止，訂約方概不對對方承擔任何義務及責任，惟任何先前違反除外。

建議收購及其失效的詳情載於本公司日期為二零二一年十二月七日、二零二一年十二月十日、二零二二年六月一日及二零二二年八月三十一日的公告。

Acquisition of Equity Interests in the Project Company

On 25 November 2022, the Company has successfully acquired Hainan Weishi New Energy Technology Company Limited* (海南唯時新能源科技有限公司) (“Weishi New Energy”). The consideration for the acquisition is HK\$1,600,000, which was determined after arm’s length negotiations between the parties.

The Group has been seeking appropriate investment opportunities to acquire renewable energy projects with promising prospects and potential to bring stable returns. The Board considers that the acquisition will further expand its business scale, thereby generating greater returns for the shareholders of the Company. Details of the acquisition were set out in the announcement of the Company dated 28 December 2022.

Save as disclosed above and during the Period, the Group did not process any other significant investment, acquisition or disposal of subsidiaries or associated companies.

FURTHER PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in this report, the Group currently does not have any firm intention or specific plans for material investments or capital assets.

收購項目公司股權

於二零二二年十一月二十五日，本公司已經成功收購海南唯時新能源科技有限公司（「唯時新能源」）。收購事項的代價為1,600,000港元，由訂約方經公平磋商後釐定。

本集團一直物色合適之投資機會，以收購前景良好及具潛力可帶來穩定回報之可再生能源項目。董事會認為，收購事項將進一步拓展其業務規模，從而為本公司股東賺取更大回報。有關收購事項的詳情載於本公司日期為二零二二年十二月二十八日的公告。

除上文所披露者外，於本期間，本集團並無進行子公司或相聯法團的任何其他重大投資、收購或出售。

重大投資及資本資產之進一步計劃

除本報告所披露者外，本集團現時並無任何重大投資或資本資產的確實意向或具體計劃。

OTHER EVENTS

Share Consolidation

The Group had proposed and undergone share consolidation arrangements as follows during the financial year ending 31 March 2023:

- (i) On 6 April 2022, the Company proposed to implement a share consolidation on the basis that every 10 issued and unissued shares of par value HK\$0.0004 each in the share capital of the Company be consolidated into one (1) consolidated share of HK\$0.004 each, further details of which were disclosed in the Company's announcements dated 6 April 2022 and 10 May 2022, and the circular dated 21 April 2022. As the aforesaid share consolidation proposal was not approved by shareholders of the Company at the special general meeting held on 10 May 2022, such share consolidation proposal had been terminated.
- (ii) On 1 September 2022, the Company proposed to (i) implement the share consolidation on the basis that every 10 issued and unissued shares of par value HK\$0.0004 each in the share capital of the Company be consolidated into one (1) consolidated share of HK\$0.004 each (the "Share Consolidation"); and (ii) change the board lot size for trading on the Stock Exchange from 5,000 existing shares to 20,000 consolidated shares conditional upon the Share Consolidation becoming effective. The Share Consolidation was approved by the shareholders of the Company at the special general meeting held on 30 September 2022 and became effective on 5 October 2022. Details of the Share Consolidation were set out in the Company's announcements dated 1 September 2022 and 30 September 2022, and circular dated 14 September 2022.

其他事項

股份合併

本集團於截至二零二三年三月三十一日止財政年度建議及進行以下股份合併安排：

- (i) 於二零二二年四月六日，董事會建議進行股份合併，基準為每10股本公司股本中每股面值0.0004港元的已發行及未發行股份合併為一(1)股每股面值0.004港元的合併股份，詳情已於本公司日期為二零二二年四月六日及二零二二年五月十日的公告，以及日期為二零二二年四月二十一日的通函披露。由於上述股份合併建議未經本公司股東於二零二二年五月十日舉行的股東特別大會上批准，故有關股份合併已告終止。
- (ii) 於二零二二年九月一日，本公司建議(i)進行股份合併，基準為每10股本公司股本中每股面值0.0004港元的已發行及未發行股份合併為一(1)股每股面值0.004港元的合併股份(「股份合併」)；及(ii)於股份合併生效後更改在聯交所的每手買賣單位，由5,000股現有股份更改為20,000股合併股份。股份合併經本公司股東於二零二二年九月三十日舉行的股東特別大會上批准，並於二零二二年十月五日生效。股份合併詳情載於本公司日期為二零二二年九月一日及二零二二年九月三十日的公告，以及本公司日期為二零二二年九月十四日的通函。

Termination of Major Transaction

On 26 November 2021, the Company entered into the sale and purchase agreement with 廣西工業投資發展有限責任公司 (Guangxi Industrial Investment Development Co. Ltd.*), a company incorporated in the PRC, as the vendor (the “Vendor”), 廣西華奧汽車製造有限公司 (Guangxi Huao Automobile Manufacturing Co. Ltd.*), a company incorporated in the PRC, as the target (the “Target”), 長春華奧汽車製造有限公司 (Changchun Huao Automobile Manufacturing Co. Ltd.*), a company incorporated in the PRC, as the guarantor A and 陳立學 (Chen Lixue) as the guarantor B relating to the acquisition of 12.005% equity interest in the Target at the consideration of RMB100 million in cash. The Company had served on the Vendor a notice of termination of the agreement on 10 November 2022 pursuant to the terms thereof.

The acquisition had never materialized and no money was paid by the Company pursuant to the agreement. Nevertheless, as the highest percentage ratio under the GEM Listing Rules exceeded 25% but was under 100%, the Acquisition would have constituted a major transaction and would have subject to the reporting, announcement and shareholders’ approval requirements under Chapter 19 of the GEM Listing Rules. Details of the termination were set out in the announcement of the Company dated 28 December 2022.

CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities as at 31 December 2022.

終止重大交易

於二零二一年十一月二十六日，本公司與廣西工業投資發展有限責任公司（一間於中國註冊成立的公司）（「賣方」）、廣西華奧汽車製造有限公司（一間於中國註冊成立的公司）（「目標公司」）、長春華奧汽車製造有限公司（一間於中國註冊成立的公司）（作為擔保人甲）及陳立學（作為擔保人乙）訂立買賣協議，其有關收購目標公司的12.005%股權，代價為現金人民幣100百萬元。根據協議條款，本公司已於二零二二年十一月十日向賣方送達終止協議通知。

收購從未實現，本公司亦未有根據協議支付任何款項。然而，由於GEM上市規則規定的最高百分比率超過25%但低於100%，收購將構成一項主要交易，並須符合GEM上市規則第十九章的申報、公告及股東批准規定。有關終止的詳情載於本公司日期為二零二二年十二月二十八日的公告。

或然負債

於二零二二年十二月三十一日，本集團並無任何重大或然負債。

HUMAN RESOURCES

As at 31 December 2022, the Group had about 35 employees in total, stationed mainly in the PRC and Hong Kong. The total staff costs, including key management's remuneration, amounted to approximately HK\$3.2 million (For the nine months ended 31 December 2021: HK\$5.4 million). The Group's emolument policies, which are reviewed periodically, are linked to the performance of individual employees and are based on the salary trends prevailing in the aforesaid regions.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2022, the interests and short positions of the Directors and chief executives 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 Securities and Futures Ordinance ("SFO")) which were 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 which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

人力資源

於二零二二年十二月三十一日，本集團合共有大約35名僱員，主要派駐於中國及香港。包括主要管理層薪酬在內的員工成本總額約為3.2百萬港元（截至二零二一年十二月三十一日止九個月：5.4百萬港元）。本集團的薪酬政策與個別僱員的表現掛鉤，並根據上述地區普遍的薪酬趨勢而定定期檢討。

董事及最高行政人員於股份、相關股份及債權證的權益及淡倉

於二零二二年十二月三十一日，董事及本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中，擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例有關條文彼等被當作或被視為擁有的權益或淡倉），或根據證券及期貨條例第352條記錄於本公司須予存置的登記冊內的權益及淡倉，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

Long positions in the Shares

於股份之好倉

Name of Director and chief executive 董事及最高行政人員姓名	Capacity 身份	Number of Shares held 持有股份數目	Approximate percentage of shareholding 概約持股百分比
Mr. Mou Zhongwei 牟忠緯先生	Beneficial owner 實益擁有人	15,000,000	1.47%
Mr. Ye Wenxue 葉文學先生	Beneficial Owner 實益擁有人	19,056,000	1.87%
Ms. Wang Dongmei 王棟梅女士	Beneficial Owner 實益擁有人	2,926,000	0.28%
Mr. Mu Ruifeng 穆瑞峰先生	Beneficial owner 實益擁有人	10,000,000	0.98%

Save as disclosed above, as at 31 December 2022, none of the Directors and chief executives of the Company has any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have 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 which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

除上文所披露者外，於二零二二年十二月三十一日，概無董事及本公司最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的任何權益或淡倉(包括根據證券及期貨條例有關條文彼等被當作或被視為擁有的權益或淡倉)，或根據證券及期貨條例第352條記錄於本公司須予存置的登記冊內的任何權益或淡倉，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的任何權益或淡倉。

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

As at 31 December 2022, so far as was known to the Directors, no persons or corporation (not being Directors or chief executives of the Company) had, or were deemed to have, interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

DIRECTORS' INTERESTS IN CONTRACTS

No Director had any material interest in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the Period.

COMPETITION INTEREST

None of the Directors, the controlling Shareholders (as defined in the GEM Listing Rules) or any of its respective close associates has engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, or has or may have any other conflict of interests with Group during the Period.

PURCHASES, SALE OR REDEMPTION OF LISTED SECURITIES

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

主要股東及其他人士於本公司股份及相關股份的權益及淡倉

於二零二二年十二月三十一日，就董事所知，概無個人或公司（並非董事或本公司最高行政人員）於股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部之規定須向本公司披露及記錄於本公司根據證券及期貨條例第336條規定須予存置之登記冊內之權益或淡倉。

董事於合約之權益

於本期間，概無董事於本公司或其任何子公司所訂立而對本集團業務屬重大之任何合約中擁有任何重大權益。

競爭權益

於本期間，董事、控股股東（定義見GEM上市規則）或彼等各自的任何緊密聯繫人概無進行與本集團業務（不論直接或間接）構成競爭或可能構成競爭的任何業務或與或可能與本集團產生任何其他利益衝突。

購買、出售或贖回上市證券

於本期間，本公司或其任何子公司概無購買、贖回或出售任何本公司之上市證券。

SHARE OPTION SCHEME

A share option scheme was adopted by the Shareholders and became effective on 27 March 2020 and shall remain in force for a period of 10 years from that date. During the Period, no share options under the share option scheme have been granted, exercised, lapsed or canceled. As at 31 December 2022, there was no outstanding share option under the share option scheme.

As at the date of this report, a maximum of 71,414,239 shares, representing approximately 7% of the existing issued shares of the Company, are available for issuance under the share option scheme.

CORPORATE GOVERNANCE PRACTICES

In the opinion of the Board, the Company has complied with all the code provisions as set out in the Corporate Governance Code contained in Appendix 15 to the GEM Listing Rules for the Period, save and except for the following:

1. Code provision C.5.3 requires that notice of at least 14 days should be given of a regular board meeting to give all directors an opportunity to attend. For all other board meetings, reasonable notice should be given. Due to the practical reasons, 14 days' advanced notifications have not been given to all meetings of the Board. Reasons have been given in the notifications in respect of those meetings of the Board where it is not practical to give 14 days' advanced notification. The Board will use its best endeavor to give 14 days' advanced notifications of Board meeting to the extent practicable.
2. Code provision C.1.8 requires that the Company should arrange appropriate insurance cover in respect of legal action against the Directors. Currently, the Company does not have insurance cover in this respect as the Board believes that, with the current internal control system and the close supervision of the management, the Director's risk of being sued or getting involved in litigation in their capacity as a director of the Company is relatively low. Nevertheless, the Board will review the need for insurance cover from time to time.

購股權計劃

股東已採納一項購股權計劃，計劃自二零二零年三月二十七日起生效，且於自當日起計10年期內持續生效。於本期間，購股權計劃項下概無購股權獲授出、行使、失效或註銷。於二零二二年十二月三十一日，購股權計劃項下概無未行使的購股權。

於本報告日期，購股權計劃項下最多可供發行71,414,239股股份，相當於本公司現有已發行股份約7%。

企業管治常規

董事會認為，本公司於本期間已遵守GEM上市規則附錄十五所載企業管治守則之全部守則條文，惟下文所述者除外：

1. 守則條文C.5.3條規定，召開董事會定期會議應向全體董事發出至少14天通知，令彼等得以抽空出席。就召開所有其他董事會會議而言，應發出合理通知。基於實際原因，本公司並無就所有董事會會議發出14天之事先通知。本公司已在有關董事會會議通知內說明基於實際原因未能發出14天事先通知之原因。董事會將在實際可行之情況下盡力就董事會會議發出14天事先通知。
2. 守則條文第C.1.8條要求本公司應就針對董事的法律行動安排適當保險。目前，本公司並無就此投購任何保險，因為董事會相信，憑藉內部控制制度及管理層的密切監督，董事以其身為本公司董事之身份遭起訴或牽涉訴訟的風險相對較低。儘管如此，董事會將不時評估投購保險的需要。

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the Period under review, the Company continued to adopt a code of conduct regarding Director's securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, the Directors have complied with such code of conduct regarding securities transactions by the Directors for the nine months ended 31 December 2022.

AUDIT COMMITTEE

The primary duties of the Audit Committee are to review the Group's annual report and accounts, half-year report and quarterly reports and to provide advice and comments thereon to the Board and to review and to provide the oversight of the financial reporting system, risk management and internal control system of the Group.

The Audit Committee consists of three independent non-executive Directors, namely Mr. Lui Chi Kin, Mr. Luo Ji and Ms. Cai Ying. Mr. Lui Chi Kin is the chairman of the Audit Committee.

The Audit Committee has reviewed the unaudited third quarterly results for the nine months ended 31 December 2022, and was of opinion that the preparation of such report and results complied with applicable accounting standards and the GEM Listing Rules and that adequate disclosure had been made.

By order of the Board
Jiading International Group Holdings Limited
Mou Zhongwei
Chairman

Hong Kong, 10 February 2023

As of the date of this report, the executive Directors are Mr. Mou Zhongwei, Ms. Liu Ching Man and Mr. Li Guangying; the non-executive Directors are Ms. Wang Dongmei and Mr. Ye Wenxue; and the independent non-executive Directors are Mr. Luo Ji, Mr. Lui Chi Kin and Ms. Cai Ying.

董事進行證券交易之行為守則

於回顧期間，本公司繼續採納董事進行證券交易之行為守則，其條款不遜於GEM上市規則第5.48至5.67條所載交易之規定準則。經向全體董事作出具體查詢後，董事於截至二零二二年十二月三十一日止九個月已遵守有關董事進行證券交易之行為守則。

審核委員會

審核委員會之主要職責為審閱本集團之年報及賬目、半年度報告及季度報告，並就此向董事會提供意見及建議，以及審閱及監督本集團之財務申報系統、風險管理及內部監控系統。

審核委員會由三名獨立非執行董事組成，即呂志堅先生、羅輯先生及蔡穎女士。呂志堅先生為審核委員會主席。

審核委員會已審閱截至二零二二年十二月三十一日止九個月之未經審核第三季度業績，並認為有關報告及業績於編製時已遵照適用會計準則及GEM上市規則，並已作出充分披露。

承董事會命
嘉鼎國際集團控股有限公司
主席
牟忠緯

香港，二零二三年二月十日

於本報告日期，執行董事為牟忠緯先生、廖靜雯女士及李光營先生；非執行董事為王棟梅女士及葉文學先生；及獨立非執行董事則為羅輯先生、呂志堅先生及蔡穎女士。

THIRD QUARTERLY RESULTS (UNAUDITED)

The board of Directors (the "Board") hereby presents the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the nine months ended 31 December 2022 (the "Period"), together with the unaudited comparative figures for the corresponding period in 2021 as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (UNAUDITED)

For the nine months ended 31 December 2022

第三季度業績(未經審核)

董事會(「董事會」)謹此呈列本公司及其子公司(統稱「本集團」)截至二零二二年十二月三十一日止九個月(「本期間」)之未經審核綜合業績，連同二零二一年同期之未經審核比較數字如下：

簡明綜合損益及其他全面收益表(未經審核)

截至二零二二年十二月三十一日止九個月

		Notes 附註	Three months ended 31 December 截至十二月三十一日止三個月		Nine months ended 31 December 截至十二月三十一日止九個月	
			2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收入	3	16,201	21,300	58,155	60,900
Cost of services	服務成本		(14,409)	(12,780)	(48,758)	(37,386)
Gross profit	毛利		1,792	8,520	9,397	23,514
Other income	其他收入	4	35	1	79	25
Administrative expenses	行政開支		(11,817)	(4,238)	(24,504)	(12,195)
Provision for allowance for expected credit loss on trade and other receivables	貿易及其他應收賬款計提預期信貸虧損撥備	5	—	(2,896)	—	(4,797)
Finance costs	融資成本	5	(717)	(515)	(2,542)	(1,437)
Share of loss of an associate	應佔一間聯營公司之虧損		—	(157)	—	(482)
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	6	(10,707)	715	(17,570)	4,628
Income tax credit	所得稅抵免	7	187	2,105	—	—
(Loss)/profit for the period	期間(虧損)/溢利		(10,520)	2,820	(17,570)	4,628
Other comprehensive income	其他全面收益					
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目:</i>					
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額		631	498	(4,115)	351
Total comprehensive (expense)/income for the period	期間全面(開支)/收益總額		(9,889)	3,318	(21,685)	4,979
(Loss)/profit for the period attributable to:	以下人士應佔期間(虧損)/溢利:					
— Owners of the Company	— 本公司擁有人		(10,837)	2,820	(17,574)	4,628
— Non-controlling interests	— 非控股權益		317	—	4	—
(Loss)/profit for the period	期間(虧損)/溢利		(10,520)	2,820	(17,570)	4,628
Total comprehensive (expense)/income attributable to:	以下人士應佔全面(開支)/收益總額:					
— Owners of the Company	— 本公司擁有人		(10,206)	3,318	(21,689)	4,979
— Non-controlling interests	— 非控股權益		317	—	4	—
			(9,889)	3,318	(21,685)	4,979
(Loss)/earning per share attributable to owners of the Company	本公司擁有人應佔每股(虧損)/盈利					
— Basic and diluted (HK cents)	— 基本及攤薄(港仙)	8	(1.3)	0.4	(2.1)	0.6

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the nine months ended 31 December 2022

截至二零二二年十二月三十一日止九個月

		Attributable to owners of the Company 本公司擁有人應佔						Non- controlling interests 非控股權益	Total equity 權益總額
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$000 千港元 Note (a) 附註(a)	Merger reserve 合併儲備 HK\$'000 千港元 Note (b) 附註(b)	Exchange reserve 匯兌儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2021 (audited)	於二零二一年 四月一日(經審核)	2,857	503,165	13,107	266	(482,830)	36,565	—	36,565
Profit for the period	期間溢利	—	—	—	—	4,628	4,628	—	4,628
Other comprehensive income	其他全面收益	—	—	—	—	—	—	—	—
— Exchange differences on translation of foreign operations	— 換算海外業務產生 之匯兌差額	—	—	—	351	—	351	—	351
Total comprehensive income for the period	期間全面收益總額	—	—	—	351	4,628	4,979	—	4,979
At 31 December 2021 (unaudited)	於二零二一年 十二月三十一日 (未經審核)	2,857	503,165	13,107	617	(478,202)	41,544	—	41,544

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

簡明綜合權益變動表(續)

		Attributable to owners of the Company 本公司擁有人應佔					Non-controlling interests 非控股權益	Total equity 權益總額	
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元 Note (a) 附註(a)	Merger reserve 合併儲備 HK\$'000 千港元 Note (b) 附註(b)	Exchange reserve 匯兌儲備 HK\$'000 千港元 Note (c) 附註(c)	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元	
At 1 April 2022 (audited)	於二零二二年 四月一日(經審核)	3,397	582,815	13,107	(408)	(527,151)	71,760	(2,481)	69,279
Loss for the period	期間虧損	—	—	—	—	(17,574)	(17,574)	4	(17,570)
Other comprehensive income	其他全面收益	—	—	—	—	—	—	—	—
— Exchange differences on translation of foreign operations	— 換算海外業務產生之匯兌差額	—	—	—	(4,115)	—	(4,115)	—	(4,115)
Total comprehensive expense for the period	期間全面開支總額	—	—	—	(4,115)	(17,574)	(21,689)	4	(21,685)
Share issued under general mandate (Note (d))	根據一般授權發行股份(附註(d))	679	25,533	—	—	—	26,212	—	26,212
At 31 December 2022 (unaudited)	於二零二二年 十二月三十一日 (未經審核)	4,076	608,348	13,107	(4,523)	(544,725)	76,283	(2,477)	73,806

Notes:

- (a) Share premium represents the excess of proceeds received over the nominal value of the Company's shares issued, less share issue expenses. Pursuant to the Companies Act of Bermuda, the Company's share premium account may be distributed in the form of fully paid bonus shares.
- (b) The merger reserve of the Group represents the difference between the nominal value of the share capital of a subsidiary acquired and the nominal value of the shares issued by the Company in exchange thereof pursuant to the Group's reorganisation on 20 March 2001 as set out in the prospectus of the Company dated 26 March 2001. The subsidiary was disposed during the year ended 31 March 2021.
- (c) Exchange reserve of the Group comprises all foreign exchange differences arising from the translation of the financial statements of operations outside Hong Kong.
- (d) On 7 October 2022, the Company entered into a placing agreement with the placing agent pursuant to which the placing agent has agreed to place, for up to 169,828,478 new shares at a price of HK\$0.16 per placing share, for and on behalf of the Company. On 21 October 2022, 169,828,478 shares were issued.

附註：

- (a) 股份溢價是指所得款項超過本公司已發行股份面值的餘額減去股份發行費用。根據《百慕達公司法》，本公司的股份溢價賬可以以繳足紅股的形式分配。
- (b) 本集團之合併儲備指所收購子公司之股本面值與本公司為換股而根據本公司日期為二零零一年三月二十六日之招股章程所載本集團於二零零一年三月二十日之重組所發行之股份面值兩者間之差額。於截至二零二一年三月三十一日止年度已出售該子公司。
- (c) 本集團的匯兌儲備包括因換算香港以外業務的財務報表而產生的所有外匯差額。
- (d) 於二零二二年十月七日，本公司與配售代理訂立配售協議，據此，配售代理同意為及代表本公司按每股配售股份0.16港元之價格配售最多169,828,478股新股份。於二零二二年十月二十一日，已發行169,828,478股股份。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on GEM of the Stock Exchange. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and its principal place of business is Room 1104A, 11/F, Kai Tak Commercial Building, 317–319, Des Voeux Road, Central, Sheung Wan, Hong Kong.

The Company is an investment holding company and the principal activities of the Group are provision of advertising services and sales of new energy electric vehicles.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousands (“HK\$’000”) except when otherwise indicated.

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements for the nine months ended 31 December 2022 (the “Third Quarterly Financial Statements”) have been prepared in accordance with the applicable disclosure requirements of Chapter 18 of GEM Listing Rules. The Third Quarterly Financial Statements do not include all the information required in annual financial statements in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), and should be read in conjunction with the consolidated financial statements of the Group for the year ended 31 March 2022 (the “Annual Report 2022”).

簡明綜合財務報表附註

1. 一般資料

本公司為於百慕達註冊成立之獲豁免有限責任公司，其股份於聯交所GEM上市。本公司之註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda及其主要營業地點為香港上環德輔道中317–319號啟德商業大廈11樓1104A室。

本公司為投資控股公司，本集團之主要業務為提供廣告服務及銷售新能源電動汽車。

除另有說明者外，未經審核簡明綜合財務報表以港元（「港元」）呈列，所有金額均調整至最近之千位數（「千港元」）。

2. 編製基準及主要會計政策

截至二零二二年十二月三十一日止九個月之未經審核簡明綜合財務報表（「第三季度財務報表」）按照GEM上市規則第18章之適用披露規定編製。第三季度財務報表並不包括香港財務報告準則（「香港財務報告準則」，包括所有由香港會計師公會（「香港會計師公會」）頒佈之適用獨立香港財務報告準則、香港會計準則及詮釋之統稱）規定年度財務報表所需之所有資料，並應與本集團截至二零二二年三月三十一日止年度之綜合財務報表（「二零二二年年報」）一併閱讀。

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

(continued)

The Third Quarterly Financial Statements have been prepared on the historical cost basis.

The preparation of the Third Quarterly Financial Statements in conformity with HKFRSs requires the use of certain critical accounting estimates. The significant judgments, estimates and assumptions applied in the preparation of the Third Quarterly Financial Statements are consistent with those used in the Annual Report 2022.

The Third Quarterly Financial Statements are unaudited and have not been reviewed by the Company's auditors, but have been reviewed by the Company's audit committee. The Group has not early adopted any new HKFRSs that have been issued but not yet effective.

3. REVENUE (UNAUDITED)

		Three months ended 31 December 截至十二月三十一日止三個月		Nine months ended 31 December 截至十二月三十一日止九個月	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Revenue from contracts with customer within HKFRS 15	香港財務報告準則第15號下的客戶合約收入				
Advertising service income	廣告服務收入	16,201	21,300	58,155	60,900
Timing of revenue recognition:	收入確認時間：				
Over the time	隨時間	16,201	21,300	58,155	60,900

The revenue from contracts with customer are solely derived from advertising segment and under over the time revenue recognition.

2. 編製基準及主要會計政策 (續)

第三季度財務報表按歷史成本基準編製

按照香港財務報告準則編製第三季度財務報表時，需要採用若干重要會計估計。編製第三季度財務報表應用之重大判斷、估計及假設與二零二二年年報所採用者一致。

第三季度財務報表未經審核且未經本公司核數師審閱，但已經本公司審核委員會審閱。本集團並無提早採納任何已頒佈但尚未生效之新訂香港財務報告準則。

3. 收入(未經審核)

客戶合約收入僅來自廣告分部，並隨時間確認收入。

4. OTHER INCOME (UNAUDITED)

4. 其他收入(未經審核)

		Three months ended 31 December 截至十二月三十一日止三個月		Nine months ended 31 December 截至十二月三十一日止九個月	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Bank interest income	銀行利息收入	25	1	32	24
Sundry income	雜項收入	10	-	47	1
		35	1	79	25

5. FINANCE COSTS (UNAUDITED)

5. 融資成本(未經審核)

		Three months ended 31 December 截至十二月三十一日止三個月		Nine months ended 31 December 截至十二月三十一日止九個月	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Interest on borrowings	借款利息	497	99	1,785	221
Interest on bonds	債券利息	174	395	695	1,139
Interest expense on lease liabilities	租賃負債之利息開支	46	21	62	77
		717	515	2,542	1,437

6. (LOSS)/PROFIT BEFORE INCOME TAX
(UNAUDITED)

(Loss)/profit before income tax is arrived at after charging:

6. 除所得稅前(虧損)/溢利
(未經審核)

除所得稅前(虧損)/溢利經扣除
以下各項後達致：

		Three months ended 31 December 截至十二月三十一日止三個月		Nine months ended 31 December 截至十二月三十一日止九個月	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
(a) Employee benefit expenses (including directors' remuneration)	僱員福利開支 (包括董事酬金)				
Salaries, wages and other benefits	薪金、工資及其他福利	1,588	2,226	5,899	5,215
Retirement benefit scheme contributions	退休福利計劃供款	105	52	326	221
		1,693	2,278	6,225	5,436
(b) Other items	其他項目				
Depreciation of property, plant and equipment	物業、機器及設備折舊	720	136	1,984	327
Depreciation of right-of-use assets	使用權資產折舊	216	220	657	661
Amortisation of other intangible assets	其他無形資產攤銷	—	653	—	987

7. INCOME TAX CREDIT (UNAUDITED)

7. 所得稅抵免(未經審核)

		Three months ended 31 December 截至十二月三十一日止三個月		Nine months ended 31 December 截至十二月三十一日止九個月	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Current tax	即期稅項				
Hong Kong Profits Tax	香港利得稅	187	2,105	—	—
PRC Enterprise income tax	中國企業所得稅	—	—	—	—
		187	2,105	—	—

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of assessable profits of qualifying corporations will be taxed at 8.25%, and assessable profits above HK\$2 million will be taxed at 16.5%. The assessable profits of corporations not qualifying for the two-tiered profit tax rates regime will continue to be taxed at a flat rate of 16.5%.

For the nine months ended 31 December 2022 and 2021, Hong Kong Profit Tax has not been provided for as the Group's HK subsidiaries have incurred loss for taxation purpose.

The Group's entities established in the People's Republic of China (the "PRC") are subject to Enterprise Income Tax of the PRC at a statutory rate of 25%. For the nine months ended 31 December 2022 and 2021, the PRC Enterprise Income Tax has not been provided for as the Group's PRC subsidiaries have incurred loss for taxation purpose.

於二零一八年三月二十一日，香港立法會通過了《2017年稅務(修訂)(第7號)條例草案》(「條例草案」)，引入了兩級制利得稅率制度。該條例草案於二零一八年三月二十八日簽署成為法律，並於次日刊憲。根據兩級制利得稅率制度，合資格法團首2百萬港元的應課稅利潤將按8.25%徵稅，而超過2百萬港元的應課稅利潤則按16.5%徵稅。不符合兩級制利得稅率制度的公司，其應課稅利潤將繼續按16.5%的統一稅率徵稅。

截至二零二二年及二零二一年十二月三十一日止九個月，由於本集團香港子公司產生稅項虧損，故並無計提香港利得稅。

本集團於中華人民共和國(「中國」)成立的實體須按法定稅率25%繳納中國企業所得稅。截至二零二二年及二零二一年十二月三十一日止九個月，由於本集團的中國子公司已產生稅務虧損，故並未就中國企業所得稅進行撥備。

8. (LOSS)/EARNING PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY (UNAUDITED)

Basic (loss)/earning per share is calculated by dividing the (loss)/profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

8. 本公司擁有人應佔每股(虧損)/盈利(未經審核)

每股基本(虧損)/盈利按本公司擁有人應佔(虧損)/溢利除以期間已發行普通股之加權平均數計算。

		Three months ended 31 December 截至十二月三十一日止三個月		Nine months ended 31 December 截至十二月三十一日止九個月	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
(Loss)/profit attributable to owners of the Company	本公司擁有人應佔(虧損)/溢利	(10,837)	2,820	(17,574)	4,628
		No. of shares 股份數目 '000 千股	No. of shares 股份數目 '000 千股 (Restated) (經重列)	No. of shares 股份數目 '000 千股	No. of shares 股份數目 '000 千股 (Restated) (經重列)
Weighted average number of ordinary shares in issue during the period	期內已發行普通股加權平均數	849,353	714,142	849,353	714,142

Note: The share consolidation was approved by the shareholders of the Company at the special general meeting held on 30 September 2022 and became effective on 5 October 2022. The share consolidation on the basis that every 10 issued and unissued shares of par value HK\$0.0004 each in the share capital of the Company be consolidated into 1 consolidated share of HK\$0.004 each.

附註：股份合併經本公司股東於二零二二年九月三十日舉行的股東特別大會上批准，並於二零二二年十月五日生效。股份合併的基準為每10股本公司股本中每股面值0.0004港元的已發行及未發行股份合併為1股每股面值0.004港元的合併股份。

8. (LOSS)/EARNING PER SHARE ATTRIBUTABLE TO SHAREHOLDER OF THE COMPANY (UNAUDITED)

(continued)

Note: (continued)

The number of shares for the period ended 31 December 2021 has been adjusted and restated to reflect share consolidation during the period ended 31 December 2022.

Diluted (loss)/earnings per share is equal to the basic (loss)/earnings per share since the Company has no dilutive potential shares during the period ended 31 December 2022 (2021: Nil).

9. DIVIDEND

The Board does not recommend the payment of a dividend for the nine months ended 31 December 2022 (nine months ended 31 December 2021: Nil).

10. ACQUISITION OF SUBSIDIARIES

On 25 November 2022, the Company has successfully acquired Hainan Weishi New Energy Technology Company Limited (海南唯時新能源科技有限公司). The consideration for the acquisition is HK\$1,600,000, which was determined after arm's length negotiations between the parties.

11. EVENT AFTER REPORTING PERIOD

On 1 February 2023, the Company had received seven (7) valid acceptances for a total of 281,026,670 Rights Shares provisionally allotted under the Rights Issue (representing approximately 55.16% of the total number of Rights Shares offered under the Rights Issue). Accordingly, the Rights Issue was approximately 55.16% subscribed.

8. 本公司股東應佔每股(虧損)/盈利(未經審核)(續)

附註：(續)

截至二零二一年十二月三十一日止期間的股份數目已經調整及重列，以反映截至二零二二年十二月三十一日止期間的股份合併。

由於本公司截至二零二二年十二月三十一日止期間並無潛在攤薄股份(二零二一年：無)，故每股攤薄(虧損)/盈利等於每股基本(虧損)/盈利相同。

9. 股息

董事會並不建議就截至二零二二年十二月三十一日止九個月派付股息(截至二零二一年十二月三十一日止九個月：無)。

10. 收購子公司

於二零二二年十一月二十五日，本公司已經成功收購海南唯時新能源科技有限公司。收購事項的代價為1,600,000港元，由訂約方經公平磋商後釐定。

11. 報告期後事項

於二零二三年二月一日，本公司已接獲七(7)份有關根據供股暫定配發之合共281,026,670股供股股份之有效接納(相當於根據供股可供認購供股股份總數約55.16%)。因此，供股獲認購約55.16%。



嘉鼎國際