



CHINA ALL ACCESS (HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)

STOCK CODE : 633

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Interim Report 2022

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CORPORATE INFORMATION

Directors

Executive Directors

Mr. Chan Yuen Ming
Mr. Shao Kwok Keung (*FCPA*)

Independent Non-Executive Directors

Mr. Wong Che Man Eddy (*FCPA*)
Mr. Lam Kin Hung Patrick
Mr. Tam Sui Kwan

Authorised Representatives

Mr. Chan Yuen Ming
Mr. Shao Kwok Keung (*FCPA*)

Audit Committee

Mr. Wong Che Man Eddy (*Chairman*)
(*FCPA*)
Mr. Lam Kin Hung Patrick
Mr. Tam Sui Kwan

Remuneration Committee

Mr. Tam Sui Kwan (*Chairman*)
Mr. Wong Che Man Eddy (*FCPA*)
Mr. Shao Kwok Keung (*FCPA*)

Nomination Committee

Mr. Lam Kin Hung Patrick (*Chairman*)
Mr. Wong Che Man Eddy (*FCPA*)
Mr. Shao Kwok Keung (*FCPA*)

Company Secretary

Mr. Shao Kwok Keung (*FCPA*)

Head Office and Principal Place of Business in Hong Kong

Joint and Several Liquidators
of the Company
c/o PricewaterhouseCoopers Limited
22/F, Prince Building, Central
Hong Kong

Registered Office

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Hong Kong Legal Adviser

Chiu & Partners
40th Floor, Jardine House
1 Connaught Place, Central
Hong Kong

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

The Group reported its unaudited consolidated results for the six months ended 30 June 2022. The Group continued to focus on the development its businesses in the Information and Communication Technology (“**ICT**”), the New Energy and the Investment activities segments.

The major business highlights for the period are as follows:

1. Revenue for the six months ended 30 June 2022 decreased by approximately 51.20% to approximately RMB1,552,420,000 as compared to the corresponding period in 2021;
2. Gross profit for the six months ended 30 June 2022 decreased by approximately 54.92% to approximately RMB38,810,000 as compared to the corresponding period in 2021; and
3. Loss attributable to owners of the Company for the six months ended 30 June 2022 increased by 106.53% to approximately RMB241,677,000 as compared to the corresponding period in 2021.

ICT

Revenue generated from ICT during the six months ended 30 June 2022 decreased by approximately 51.20% to approximately RMB1,552,420,000 as compared to the corresponding period in last year, which accounted for approximately 100% of the Group’s total revenue for the six months ended 30 June 2022.

Following the adverse effect of the Sino-US trade war and the outbreak of the novel coronavirus (“**COVID-19**”) on a global basis, the world economy remained challenging as some new risks emerged, such as the Russian-Ukrainian conflict and inflation in the first half of 2022. The economic recovery in China was further dampened, due to the recorded high of number of new COVID-19 infection cases in the first half of 2022. Despite the demand for our ICT products remained strong, the intermittent suspension of production in our plants in Shenzhen and Ganzhou due to the Chinese Government impositions of a COVID-19 lockdown impacted our order fulfillment and product shipment schedule significantly in the first half of 2022. Furthermore, the direct cost of production increased as the direct freight expenses were adversely affected by the high inflation and high fuel price. Nevertheless, we have the confidence that the situation will be normalized in the second half of 2022.

New Energy

In 2021 and 2022, due to the prolonged impact of COVID-19 and subsequent lockdown and travel bans of cities in the PRC, it has caused significant disruption in the operations for the New Energy segment. There was no revenue generated from New Energy segment for the six months ended 30 June 2021 and 2022.

Investment Activities

Owing to the adverse situation in the market, the Group did not rollout any investment activity during the six months ended 30 June 2021 and 30 June 2022.

Financial Review

Revenue

Revenue decreased from approximately RMB3,181,465,000 for the six months ended 30 June 2021 to approximately RMB1,552,420,000 for the six months ended 30 June 2022, representing a decrease of approximately 51.20%. The decreased in revenue in the period under review was mainly attributable to the factor below:

- ICT business recorded a decrease in revenue from approximately RMB3,181,465,000 for the six months ended 30 June 2021 to approximately RMB1,552,420,000 for the six months ended 30 June 2022, representing a decrease of approximately 51.20%. The decrease was mainly attributable to the intermittent suspension of production in our plants in Shenzhen and Ganzhou due the Chinese Government impositions of a COVID-19 lockdown whilst the variant virus of COVID-19 was extremely rampant in the first half of 2022. Nevertheless, we have the confidence that the situation will be normalized in the second half of 2022.

Gross profit

Gross profit decreased from approximately RMB86,089,000 for the six months ended 30 June 2021 to approximately RMB38,810,000 for the six months ended 30 June 2022, representing a decrease of approximately 54.92%. Gross profit margin decreased from approximately 2.71% for the six months ended 30 June 2021 to approximately 2.50% for the six months ended 30 June 2022.

Suffering from the intermittent suspension of production in our plants in Shenzhen and Ganzhou due to the COVID-19 lockdown as mentioned above, the Group's production capacity was not fully utilized. Some of the direct factory overhead expenses were not able to be absorbed by the sales in normal production rate. Moreover, due to high inflation and high fuel price in 2022, the direct cost of production and direct freight expenses were increased. Therefore, the gross profit and gross profit margin was adversely affected.

Other revenue

Other revenue decreased from approximately RMB54,592,000 for the six months ended 30 June 2021 to approximately RMB21,358,000 for the six months ended 30 June 2022, representing a decrease of approximately 60.88%. It was mainly attributable to the timing effect of the delay in subsidies received from the local government in support of high-end manufacturing businesses.

Other net loss

Other net loss increased from approximately RMB4,597,000 for the six months ended 30 June 2021 to approximately RMB141,453,000 for the six months ended 30 June 2022, representing an increase of approximately 30.77 times. It was mainly attributable to the amount of obsolete inventories.

Distribution costs, administrative expenses and research and development expenses

Distribution costs, administrative expenses and research and development expenses increased from approximately RMB100,176,000 for the six months ended 30 June 2021 to approximately RMB154,868,000 for the six months ended 30 June 2022, representing an increase of approximately 54.60%. The increase was mainly attributed to the increase in research and development expenses incurred during the six months ended 30 June 2022 to keep abreast of our technology development capability. The Group will continue to take all necessary measures to control the costs to improve profitability of the Group in the future.

The percentage of distribution costs, administrative expenses and research and development expenses as a percentage of the Group's total revenue increased from approximately 3.15% for the six months ended 30 June 2021 to approximately 9.98% for the six months ended 30 June 2022. The increase was mainly due to the decrease in revenue during the six months ended 30 June 2022.

Finance income and finance costs

Finance income increased from approximately RMB941,000 for the six months ended 30 June 2021 to approximately RMB3,196,000 for the six months ended 30 June 2022, representing an increase of approximately 239.64%. The increase was mainly due to the increase of interest income from bank deposits during the six months ended 30 June 2022 as compared with that of 2021.

Finance costs decreased from approximately RMB145,391,000 for the six months ended 30 June 2021 to approximately RMB13,438,000 for the six months ended 30 June 2022, representing a decrease of approximately 90.76%. The Company took the view that the computation of all interest payable in relation to the winding up order should be up to the petition date, i.e. 15 December 2020. The Company is preparing a debt restructuring plan which involves a proposed scheme of arrangement (the “**Scheme**”). The Company is negotiating with the borrowers for the borrowing terms after the restructuring. For detail, please refer to the “remedial measures to address the going concern” section in this report.

Income tax (credit)/expenses

The income tax credit of the Group was approximately RMB4,283,000 for the six months ended 30 June 2022 as compared to an income tax expenses of approximately RMB8,811,000 for the six months ended 30 June 2021, representing a reduction in expenses of approximately 148.61%. The reduction in income tax expenses was mainly due to the decrease in PRC enterprise income tax for the six months ended 30 June 2022.

Loss for the period attributable to owners of the Company

Loss for the period attributable to owners of the Company for the six months ended 30 June 2021 increased from approximately RMB117,020,000 to approximately RMB241,677,000 for the six months ended 30 June 2022, representing an increase of approximately 106.53%. The increase in loss for the six months ended 2022 was mainly due to the increase in other net loss. The reason for the increase in such area was discussed in the financial review section above.

Liquidity and Capital Resources

Liquidity, financial resources and capital structure

As at 30 June 2022, the Group had cash and cash equivalents of approximately RMB17,052,000 (31 December 2021: RMB29,945,000), restricted cash of approximately RMB113,199,000 (31 December 2021: RMB200,545,000), borrowings of approximately RMB1,230,748,000 (31 December 2021: RMB1,242,065,000). The gearing ratio (calculated by dividing borrowings by total assets) as at 30 June 2022 was approximately 31.67% (31 December 2021: 24.24%). As at 30 June 2022, the Group had current assets of approximately RMB3,736,624,000 (31 December 2021: RMB4,966,248,000) and current liabilities of approximately RMB4,525,273,000 (31 December 2021: RMB5,513,587,000). The current ratio (which is calculated by dividing current assets by current liabilities) was approximately 0.83 as at 30 June 2022, as compared with the current ratio of approximately 0.90 as at 31 December 2021. The decrease of the current ratio was mainly attributable to the decrease in trade and other receivables.

The approach of the board of directors of the Company to manage liquidity is to ensure, as far as possible, that the Group will always have sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses or risking damage to the Group's reputation.

Foreign exchange exposure

The Group's sales and purchases were mainly denominated in Renminbi. Therefore, the Group is not exposed to significant foreign currency exchange risks. The Group does not employ any financial instruments for hedging purposes. While the Board currently does not expect currency fluctuations to materially impact the Group's operations, the Board will review the foreign exchange exposure of the Group from time to time as appropriate.

Capital expenditure

During the six months ended 30 June 2022, the Group's total capital expenditure amounted to approximately RMB nil (31 December 2021: RMB9,542,000), which was mainly used for procurement for upgrading plant, machinery and equipment.

Capital commitment

As at 30 June 2022, the Group had no capital commitment (31 December 2021: nil).

Going Concern

The Group incurred a net loss of approximately RMB242,112,000 (2021: RMB117,353,000) for the six months ended 30 June 2022 and, as of that date, the Group had net current liabilities of approximately RMB788,649,000 (31 December 2021: RMB547,339,000) and net liabilities of approximately RMB639,546,000 (31 December 2021: RMB390,528,000). At 30 June 2022, the Group recorded current borrowings of approximately RMB1,230,748,000 (31 December 2021: RMB1,242,065,000) and cash and cash equivalents of approximately RMB17,052,000 (31 December 2021: RMB29,945,000). The total borrowings exceeded the cash and cash equivalents of approximately RMB1,213,696,000 (31 December 2021: RMB1,212,120,000).

These conditions indicate the existence of multiple material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern and therefore, the Group may not be able to realize its assets and discharge its liabilities in the normal course of business.

In view of the circumstances, the Board has undertaken and/or is in the progress of implementing various measures (the "**Measures**") to improve the Group's liquidity position as set out in the below section headed "Remedial Measures To Address the Going Concern".

Up to the date of this report, the Measures have not been completed. Assuming the successful implementation of the Measures, a cash flow forecast of the Group was prepared for a period covered not less than twelve months from the date of approval of the consolidated financial statements (the "**Approval Date**") (the "**Cash Flow Forecast**"). With reference to the Cash Flow Forecast, the Board is of the opinion that the Group will have sufficient working capital to meet its financial obligation as and when they fall due in the next twelve months from the Approval Date. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

Further discussions in relation to the going concern and the Company's proposed Measures on going concern are set out on page 11 of this report.

Charge on material assets

As at 30 June 2022, assets of the Group amounting to approximately RMB113,199,000 (31 December 2021: RMB200,545,000) were pledged for the Group's borrowings and bills payables.

Human Resources

As at 30 June 2022, the Group had 1,030 employees (31 December 2021: 930 employees). The increase in the number of employees was mainly due to the need of maintaining sufficient manpower to prepare for the ramping up of orders in the second half of this year. The Group offers its employees competitive salary packages, as well as contribution to defined retirement plans.

The Group's employees are remunerated in line with the prevailing market terms and individual performance, with the remuneration package and policies reviewed on a regular basis.

Discretionary bonuses may be rewarded to employees after assessment of the performance of the Group and that of the individual employee.

The Group also operates a defined contribution Mandatory Provident Fund retirement benefits scheme for its employees in Hong Kong, and provides its PRC employees with welfare schemes as required by the applicable laws and regulations of the PRC.

Prospects

The Group has been endeavouring in restructuring both our business organization and our debt level to make us a stronger enterprise. Our three instrumental business nodes in Hong Kong, Shenzhen and Ganzhou renders us a prominent position in growing the ICT business. We have built up very strong ground work in the new energy business. We expect it will be a sound contribution to our business progressively in light of the global trend of pursuing for green and sustainable energy. With the support of our debt owners in restructuring our balance sheet, we believe we will turn to a new chapter of our corporate history which features a stream of satisfactory operating cash flow to serve both our business development needs and our debt in the course of our growth.

Remedial Measures to Address the Going Concern

In order to address the issues, up to the date of this report, the Group continues to focus on implementing the following Measures to improve the Group's liquidity position:

- (a) The Company is preparing a debt restructuring plan which involves a proposed scheme of arrangement (the "**Scheme**"). If the Scheme is approved by the requisite majority of creditors at the creditors' meeting, the Company will seek the Hong Kong's court sanction for the Scheme.
- (b) The Company has been actively looking for buyers to liquidate the collateral pledged in favour of the Group.
- (c) The Company has been developing ICT segment to generate more operating cash flow for serving the debt.

As at the date of this report, (c) of the above Measures has been completed. As the above Measures involve on-going negotiations and communications with various external parties, it is difficult to determine a definite timetable on the completion of the Measures. Notwithstanding, the Board will strive to complete the above Measures as soon as possible.

Impact of the Going Concern on the Group's Financial Position

Had the Group failed to continue business as a going concern, adjustments would have been made to the consolidated financial statements to restate the value of assets to their recoverable amounts, to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively, and to make provision for further liabilities that may arise. The effects of these potential adjustments have not been reflected in the consolidated financial statements of the Group for the six months ended 30 June 2022.

Next Financial Statements

In preparing the financial statements for the year ending 31 December 2022, the Board will be responsible for assessing the Company's ability to continue as a going concern and the appropriateness of preparing the Group's consolidated financial statements on a going concern basis with reference to the conditions and circumstances as at 31 December 2022.

The Board's assessment of the Company's ability to carry on as a going concern as at 31 December 2021 will take into consideration the relevant conditions and circumstances, and also a then cash flow forecast of the Group for a period covering not less than twelve months from the date of approval of the consolidated financial statement for the year ending 31 December 2022.

Because of the foregoing, as at the date of this interim report, assuming all the Measures are successfully implemented as planned and the Board is satisfied that the Company can continue business as a going concern.

Interests and Short Positions of the Directors in Shares, Underlying Shares and Debentures of the Company and Its Associated Corporations

As at 30 June 2022, the interests and short positions of the Directors and chief executives of the Company in any of the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”), which had been notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register maintained by the Company under section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) contained in Appendix 10 to the Rules (the “Listing Rules”) Governing the Listing of Securities on the Stock Exchange, were as follows:

Name of Director	Company/name of associated corporation	Nature of interest	Number of shares interested (Note 1)	Percentage of relevant class of issued share capital of the Company/ associated corporation (Note 2)
Mr. Chan Yuen Ming	The Company	Interest of a controlled corporation (Note 3)	589,501,546 ordinary Shares (L)	25.50%
		Beneficial owner	1,000,000 ordinary Shares (L)	0.04%
Mr. Shao Kwok Keung	The Company	Beneficial owner (Note 4)	15,800,000 ordinary Shares (L)	0.68%

Notes:

1. The letter "L" denotes a long position in the shares or underlying shares of the Company or any of its associated corporations and the letter "S" denotes a short position in the shares or underlying shares of the Company or any of its associated corporations.
2. Calculated on the basis of 2,311,890,683 Shares in issue as at 30 June 2022.
3. These Shares were held by Creative Sector Limited, the entire issued share capital of which was owned by Mr. Chan, an executive Director. Mr. Chan was deemed to be interested in all the Shares in which Creative Sector Limited was interested by virtue of the SFO.
4. On 26 September 2018, a total of 15,800,000 share options (each share option entitling the holder to subscribe for one Share) were granted to Mr. Shao under the share option scheme of the Company. As at 30 June 2022, all these share options remained outstanding.

Save as disclosed above, as at 30 June 2022, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Interests and Short Positions of Substantial Shareholders in Shares and Underlying Shares of the Company

As at 30 June 2022, the interests and short positions of each person (other than a Director or chief executive of the Company) in the Shares or underlying Shares of the Company as recorded in the register kept by the Company under Section 336 of the SFO were as follows:

Name of shareholder	Capacity/ Nature of interest	Capital/number of shares/underlying shares held (Note 1)	Approximate percentage of shareholding (Note 4)
Creative Sector Limited	Beneficial owner	589,501,546 ordinary Shares (L)	25.50%
Li Hiu Yeung	Beneficial owner	36,056,000 ordinary Shares (L)	1.56%
	Interest in a controlled corporation	148,000,000 ordinary Shares (L)	6.40%
Light Group Field Sci-Tech Limited	Beneficial owner (Note 2)	148,000,000 ordinary Shares (L)	6.40%
Tianan Property Insurance Co., Ltd	Beneficial owner (Note 3)	117,000,000 ordinary Shares (L)	5.06%

Notes:

1. The letter "L" denotes a person's long position in the Shares or underlying Shares and the letter "S" denotes a person's short position in the Shares or underlying Shares.
2. Based on the DI Notice filed by Light Group Filed Sci-Tech Limited and Dr. Li Hiu Yueng under Part XV of the SFO in respect of their respective interests in Shares and underlying Shares as of 24 May 2019 being the last DI Notice filed by each of them in respect of their respective interest in Shares and underlying Shares by 30 June 2021, the entire issued share capital in Light Group Field Sci-Tech Limited was owned by Dr. Li Hiu Yueng. Dr. Li Hiu Yueng was deemed to be interested in all the Shares in which Light Group Field Sci-Tech Limited was interested by virtue of the SFO.

3. Based on the DI Notice filed by Tianan Property Insurance Co., Ltd under Part XV of the SFO in respect of its interests in Shares and underlying Shares as of 3 June 2015 on 4 June 2015, being the last DI Notice filed by it in respect of its interests in Shares and underlying Shares by 30 June 2021, Tianan Property Insurance Co., Ltd has long position in 117,000,000 Shares in the capacity of a beneficial owner.
4. Calculated on the basis of 2,311,890,683 Shares in issue as at 30 June 2022.

Save as disclosed above, as at 30 June 2022, no person (other than a Director or chief executive of the Company) had an interest or short position in the Shares or the underlying Shares of the Company that were recorded in the register kept by the Company under Section 336 of the SFO.

Purchase, Sale or Redemption of Listed Securities

During the six months ended 30 June 2022, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

EVENTS SUBSEQUENT TO THE REPORTING PERIOD

With reference to the announcement of the Company dated 31 March 2021, trading in the shares of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") was suspended with effect on 1 April 2021 pending the publication of the announcement in relation to the audited annual results for the year ended 31 December 2020.

With reference to the announcements of the Company dated 1 June 2021 and 12 January 2022, the Stock Exchange provided a set of resumption guidance (the "**Resumption Guidance**") for the Company to:

- (a) publish all outstanding financial results required under the Listing Rules and address any audit modifications;
- (b) demonstrate the Company's compliance with Rule 13.24 of the Listing Rules;
- (c) inform the market of all material information for the Company's shareholders and investors to appraise the Company's position; and
- (d) have the winding-up order against the Company withdrawn or dismissed and the appointment of any liquidators discharged.

Under Rule 6.01A of the Listing Rules, the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 18 months. In the case of the Company the 18-month period expired on 30 September 2022.

With reference to the announcement of the Company date 10 February 2022, the Company was ordered to be wound up by the High Court of Hong Kong (the “**High Court**”). On 5 January 2022, the High Court ordered that Messrs. So Man Chun and Jong Yat Kit of PricewaterhouseCoopers Limited be appointed as the joint and several liquidators of the Company (the “**Liquidators**”). Since the appointment, the Liquidators have been investigating into the affairs of the Company and taking all necessary actions to preserve the assets. The Liquidators only managed to obtain limited books and records from the Official Receiver (i.e. the Provisional Liquidator) and are still in the process of taking control of the subsidiaries. Due to the limited financial information available to the Liquidators and the Liquidators were only appointed in the early 2022, the Liquidators do not have the information in relation to the Group and the directors are working on the outstanding financial statements. Therefore, the Liquidators therefore are not in a position to confirm the completeness, existence and accuracy of the historical results of the Group. Furthermore, the Liquidators do not accept or assume responsibility for the consolidated financial statements for any purpose or to any person to whom the consolidated financial statements are shown or into whose hands they may come. The information contained in this announcement has been presented to the best knowledge of the Liquidators based on limited information made available to them up to the date of this announcement.

Share Option Scheme

On 12 June 2019, the shareholders of the Company approved and adopted a new share option scheme and terminated the share option scheme adopted on 28 August 2009.

On 10 June 2015, a total of 50,000,000 share options (each share option entitling the holder to subscribe for one Share) were granted to eligible participants including two Directors and the rest were employees of the Group. Please refer to the Company’s announcement dated 10 June 2015 for further information. As at 30 June 2022, 80,000,000 share options remained outstanding.

Compliance with the Corporate Governance Code

During the six months ended 30 June 2022, the Company was in due compliance with the code provisions of the Corporate Governance Code (the “**CG code**”) as set out in Appendix 14 to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Code of Conduct Regarding Securities Transactions By Directors

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) contained in Appendix 10 to the Listing Rules. The Company has made specific enquiry with all the Directors, and all of them confirmed that they had fully complied with the required standards set out in the Model Code and the Company’s code of conduct regarding securities transactions during the six months ended 30 June 2022.

Review by the Audit committee

The audit committee of the Company (the “**Audit Committee**”) has reviewed the unaudited interim results of the Group for the six months ended 30 June 2022.

Audit Committee

Special attention of the Audit Committee was drawn to note 1 “Going concern basis” to the consolidated financial statements that the Group incurred a net loss of approximately RMB242,112,000 (2021: RMB117,353,000) for the six months ended 30 June 2022 and, as of that date, the Group had net current liabilities of approximately RMB788,649,000 (31 December 2021: RMB547,339,000) and net liabilities of approximately RMB639,546,000 (31 December 2021: RMB390,528,000). At 30 June 2022, the Group recorded current borrowings of approximately RMB1,230,748,000 (31 December 2021: RMB1,242,065,000) and cash and cash equivalents of approximately RMB17,052,000 (31 December 2021: RMB29,945,000). The total borrowings exceeded the cash and cash equivalents of approximately RMB1,213,696,000 (31 December 2021: RMB1,212,120,000).

These conditions indicate the existence of multiple material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern and therefore, the Group may not be able to realize its assets and discharge its liabilities in the normal course of business. The management's discussions in relation to the Group's going concern are set out on page 9 of this report.

In addition to the judgement that the financial statements shall be prepared on a going concern basis as discussed above, other major judgmental areas in relation to the preparation of the financial statements include the application of the Group's accounting policies on (i) impairment of property, plant and equipment and right-of-use assets; (ii) ECL on financial assets at amortised cost; (iii) net realisable value of inventories; and (iv) impairment of intangible assets.

The Audit Committee has reviewed and agreed with the management's position on these judgmental areas.

Audit Committee's View on the Going Concern

The Audit Committee noted that the Board has undertaken or in the progress of implementing the Measures to improve the Group's liquidity position. As at the date of this report, the Board was not aware of any indication that any of the Measures cannot be completed. With reference to the cash flow forecast of the Group which is prepared upon the assumption that the Measures will be successfully implemented, the Board is of the view that the Group will have sufficient working capital to meet its financial obligations as and when they fall due in the next twelve months from the approval date. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

The Audit Committee has reviewed and agreed with the management's position and is of the view that the Board should continue its efforts in implementing necessary measures for enhancing the Group's liquidity position.

Interim Dividend

The Board had not declared any payment of interim dividend for the six months ended 30 June 2022 (for the six months ended 30 June 2021: Nil).

Disclosure Pursuant to Rule 13.21 of the Listing Rules

- (i) As disclosed in the announcement of the Company dated 23 August 2016, on 23 August 2016, the Company and Mr. Chan Yuen Ming ("**Mr. Chan**") entered into a note purchase agreement (the "**Note Purchase Agreement**") with Prosper Talent Limited (the "**Prosper Talent**"), pursuant to which the Company has agreed to issue, and Prosper Talent has agreed to purchase from the Company, US\$70,000,000 guaranteed notes (the "**Prosper Talent Notes**") due 2017. Pursuant to the Note Purchase Agreement, Mr. Chan shall also provide a personal guarantee in favour of Prosper Talent to secure, among others, the due and punctual observance and performance by the Company under the Note Purchase Agreement and other documents in connection with the transaction contemplated under the Note Purchase Agreement.

By Order of the Board
China All Access (Holdings) Limited
(In Liquidation)
Shao Kwok Keung
Company Secretary

Hong Kong,
30 September 2022

Condensed Consolidated Statement of Profit or Loss

For the six months ended 30 June 2022

(Expressed in RMB)

	Notes	Six months ended 30 June	
		2022 (Unaudited) RMB'000	2021 (Unaudited) RMB'000
Revenue	3	1,552,420	3,181,465
Cost of sales		(1,513,610)	(3,095,376)
Gross profit		38,810	86,089
Other revenue	4	21,358	54,592
Other net loss		(141,453)	(4,597)
Distribution costs		(1,220)	(2,794)
Administrative expenses		(55,115)	(83,504)
Research and development expenses		(98,533)	(13,878)
(Loss)/profit from operations		(236,153)	35,908
Finance income	5(a)	3,196	941
Finance costs	5(b)	(13,438)	(145,391)
Loss before taxation	5	(246,395)	(108,542)
Income tax credit/(expense)	6	4,283	(8,811)
Loss for the period		(242,112)	(117,353)
Loss for the period attributable to:			
Owners of the Company		(241,677)	(117,020)
Non-controlling interests		(435)	(333)
		(242,112)	(117,353)
Loss per share	7		
Basic and diluted (RMB)		(0.10)	(0.05)

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the six months ended 30 June 2022

(Expressed in RMB)

	Six months ended 30 June	
	2022 (Unaudited) RMB'000	2020 (Unaudited) RMB'000
Loss for the period	(242,112)	(117,353)
Other comprehensive (loss)/income for the period (after tax and reclassification adjustments): Item that may be reclassified subsequently to profit or loss:		
Exchange differences arising on translation of financial statements	(11,057)	125,184
Total comprehensive loss for the period	(253,169)	7,831
Total comprehensive loss for the period attributable to:		
Owners of the Company	(252,734)	8,164
Non-controlling interest	(435)	(333)
	(253,169)	7,831

Condensed Consolidated Statement of Financial Position

At 30 June 2022

(Expressed in RMB)

	Notes	30 June 2022 (Unaudited) RMB'000	31 December 2021 (Audited) RMB'000
Non-current assets			
Property, plant and equipment		149,103	156,811
		149,103	156,811
Current assets			
Inventories		36,161	66,717
Trade and other receivables	8	2,915,681	4,564,508
Prepayments		408,744	60,286
Discounted bills receivable		240,637	—
Bills receivable		5,128	43,826
Financial assets at fair value through profit or loss		22	421
Restricted cash		113,199	200,545
Cash and cash equivalents		17,052	29,945
		3,736,624	4,966,248

Condensed Consolidated Statement of Financial Position (Continued)

At 30 June 2022

(Expressed in RMB)

	Notes	30 June 2022 (Unaudited) RMB'000	31 December 2021 (Audited) RMB'000
Current liabilities			
Trade and other payables	9	2,787,342	4,042,655
Contract liabilities		72,333	61,771
Deferred income		167	470
Borrowings		1,230,748	1,242,065
Bank advances on discounted bills receivable		245,526	—
Lease liabilities		—	1,027
Income tax payable		189,157	165,599
		4,525,273	5,513,587
Net current liabilities		(788,649)	(547,339)
Total assets less current liabilities		(639,546)	(390,528)
NET LIABILITIES		(639,546)	(390,528)
CAPITAL AND RESERVES			
Share capital		19,788	19,788
Reserves		(657,514)	(408,931)
Equity attributable to owners of the Company		(637,726)	(389,143)
Non-controlling interests		(1,820)	(1,385)
TOTAL EQUITY		(639,546)	(390,528)

Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2022

(Expressed in RMB)

	Attributable to owners of the Company										Non-controlling interests	Total equity
	Share capital	Share premium	Capital redemption reserve	Contributed surplus	Capital reserve	Share-based compensation reserve	Statutory general reserve	Translation reserve	Retained earnings/(Accumulated losses)	Total		
	RMB\$'000	RMB\$'000	RMB\$'000	RMB\$'000	RMB\$'000	RMB\$'000	RMB\$'000	RMB\$'000	RMB\$'000	RMB\$'000	RMB\$'000	RMB\$'000
Balance at 1 January 2021 (Audited)	19,788	1,789,899	104	248,297	226,613	10,827	(28,950)	(13,531)	(2,453,197)	(142,250)	(671)	(142,921)
Loss for the period	–	–	–	–	–	–	–	–	(117,020)	(117,020)	(333)	(117,353)
Other comprehensive income	–	–	–	–	–	–	–	125,184	–	125,184	–	125,184
Total comprehensive loss	–	–	–	–	–	–	–	125,184	(117,020)	8,164	(333)	7,831
Balance at 30 June 2021 (Unaudited)	19,788	1,789,899	104	248,297	226,613	10,827	28,950	111,653	(2,570,217)	(134,086)	(1,004)	(135,090)
Balance at 1 January 2022 (Audited)	19,788	1,789,899	104	248,297	226,613	12,226	28,950	(66,462)	(2,648,558)	(389,143)	(1,385)	(390,528)
Loss for the period	–	–	–	–	–	–	–	–	(241,677)	(241,677)	(435)	(242,112)
Other comprehensive income	–	–	–	–	–	–	–	(6,906)	–	(6,906)	–	(6,906)
Total comprehensive loss	–	–	–	–	–	–	–	(6,906)	(241,677)	(241,677)	(435)	(249,018)
Balance at 30 June 2022 (Unaudited)	19,788	1,789,899	104	248,297	226,613	12,226	28,950	(73,368)	(2,890,235)	(637,726)	(1,820)	(639,544)

Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2022

(Expressed in RMB)

	Six months ended 30 June	
	2022 (Unaudited) RMB'000	2021 (Unaudited) RMB'000
Net cash generated/(used in) from operating activities	49,187	(7,863)
Investing activities		
Net cash inflow arising from other investment activities	3,196	941
Net cash generated from investing activities	3,196	941
Financing activities		
Repayment of corporate bonds	(1,627)	—
Repayment of borrowings	(65,000)	(4,291)
Net cash used in from financing activities	(66,627)	(4,291)
Net decrease in cash and cash equivalents	(14,244)	(11,213)
Cash and cash equivalents at 1 January	29,945	33,741
Effect of foreign exchange rates changes	1,351	(3,821)
Cash and cash equivalents at 30 June	17,052	18,707

Notes to the Interim Financial Statements

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

1. Basis of Preparation

This interim financial statements of China All Access (Holdings) Limited (In Liquidation) (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), including compliance with Hong Kong Accounting Standard (“**HKAS**”) 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). The consolidated financial statements were approved and authorised for issue by the board of directors of the Company (the “**Board**”) on 30 September 2022.

The interim financial statements have been prepared in accordance with the same accounting policies adopted in the 2021 annual financial statements of the Group, except for the accounting policy changes that are expected to be reflected in the 2022 annual financial statements. Details of any changes in accounting policies are set out in note 2.

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

The interim financial statements contain condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2021 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”).

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

1. Basis of preparation (Continued)

The financial information relating to the financial year ended 31 December 2021 that is included in the interim financial statements as comparative information does not constitute the Group's statutory annual consolidated financial statements for that financial year but is derived from those financial statements.

Going concern basis

The Group incurred a net loss of approximately RMB242,112,000 (for the six months ended 30 June 2021: RMB117,353,000) for the six months ended 30 June 2022 and as of that date, the Group had net current liabilities of approximately RMB788,649,000 (31 December 2021: RMB547,339,000) and net liabilities of approximately RMB639,546,000 (31 December 2021: RMB390,528,000). As at 30 June 2022, the Group recorded borrowings of approximately RMB1,230,748,000 (31 December 2021: RMB1,242,065,000) and cash and cash equivalents of approximately RMB17,052,000 (31 December 2021: RMB29,945,000). The total borrowings exceeded the cash and cash equivalents by an amount of approximately RMB1,213,696,000 (31 December 2021: RMB1,212,120,000).

In preparing the consolidated financial statements, the directors have given careful consideration to the future liquidity of the Group in light of the conditions described above. Further, as at 30 June 2022, the Group had borrowings of approximately RMB1,230,748,000 (31 December 2021: RMB1,242,065,000), of which approximately RMB1,210,749,000 (31 December 2021: RMB1,100,961,000) were overdue for repayment. Certain other payables were also overdue, including interest payables of approximately RMB643,786,000 (31 December 2021: RMB635,214,000) and corporate bonds of approximately RMB12,785,000 (31 December 2021: RMB13,824,000). The major overdue balances are further explained below:

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

1. Basis of preparation (Continued)

Going concern basis (Continued)

- (a) The promissory note issued by the Company to Prosper Talent Limited ("**Prosper Talent**") on 23 August 2016 with the remaining outstanding principal amount of US\$56,000,000 which was overdue as at 31 December 2021 and 2020 and remains unsettled up to the date of the approval and authorization of the consolidated financial statements for issue. On 27 June 2019, the Company, Mr. Chan, an executive director of the Company, and China All Access Science and Engineering Technology Development Limited ("**SETD**"), an indirect wholly owned subsidiary of the Company (collectively referred to as the "**Defendants**"), received a writ of summons issued in the Court of First Instance of High Court of Hong Kong Special Administrative Region (the "**High Court of Hong Kong**") by Prosper Talent as the plaintiff against the Defendants. According to the indorsement of claim enclosed in the writ of summons, US\$95,383,187.40 was due and outstanding under a note purchase agreement entered into between Prosper Talent, the Company and Mr. Chan which was secured by a personal guarantee entered into by Mr. Chan and security assignment entered into by SETD in favour of Prosper Talent. Prosper Talent's claims were for (i) the sum of US\$95,383,187.40 or its Hong Kong dollars equivalent at the time of payment; (ii) further interest; (iii) costs; and (iv) further and/or other reliefs (the "**Prosper Talent Writ**"). As set out in the Company's announcement dated 20 June 2020, the Defendants made an consent order with Prosper Talent in the High Court of Hong Kong for the Prosper Talent Writ and according to this consent order, it is ordered that the proceedings be wholly discontinued and there be no order as to costs of these proceedings, including but not limited to the costs of and incidental to this consent order;

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

1. Basis of preparation (Continued)

Going concern basis (Continued)

- (b) A promissory note issued by the Company to Dundee Greentech Limited (“**Dundee**”) on 18 November 2018 with the remaining outstanding principal amount of HK\$847,080,000 in connection to redeem the convertible bond issued by the Company to Dundee in August 2015, was overdue as at 31 December 2021 and 2020 and remains unsettled up to the date of the approval and authorization of the consolidated financial statements for issue. As set out in the Company’s announcement dated 22 February 2021, a winding-up petition (the “**Dundee Petition**”) was filed by Dundee with the High Court of the Hong Kong for the winding up of the Company under the provisions of the Companies (Winding Up and Miscellaneous Provision) Ordinance (Chapter 32 of the Laws of Hong Kong) in relation to an alleged unpaid amount in the sum of HK\$1,451,584,773.03 (comprising of the principal amount of HK\$847,080,000.00, establishment fee of HK\$101,649,600.00, contractual interest payable of HK\$34,254,522.74 and default interest payable of HK\$468,600,650.29). Further, as set out in the Company’s announcement dated 10 February 2022, (a) on 21 June 2021, the Company was ordered to be wound up by the High Court of Hong Kong and the Official Receiver was appointed as the Provisional Liquidator of the Company; and (b) on 5 January 2022, the High Court of Hong Kong ordered that Messrs. So Man Chun and Jong Yat Kit of PricewaterhouseCoopers Limited be appointed as the joint and several liquidators of the Company (the “**Liquidators**”);

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

1. Basis of preparation (Continued)

Going concern basis (Continued)

- (c) other payables with carrying amount of HK\$14,950,000 and HK\$16,907,000 (equivalent to approximately RMB12,785,000 and RMB13,824,000) as at 30 June 2022 and 31 December 2021 respectively were in relation to the placement of 5% coupon unlisted bonds issued on 23 January 2015 which were due to three independent individuals (the “**Subscribers**”) and matured on the fifth anniversary of the issue date (the “**Corporate Bonds**”), details of which were set out in the Company’s announcement dated 4 May 2015. On 17 June 2020, one of the Subscribers (the “**First Subscriber**”) filed a winding-up petition at the Court of First Instance of High Court of Hong Kong (the “**First Petition**”) against the Company for (i) the outstanding principal of HK\$10,000,000; (ii) interest payable of HK\$500,000; and (iii) default interest at 9% on the sum of HK\$10,500,000 from 27 January 2020 until full and final payment of this petition (the “**First Petition Amount**”). As set out in the Company’s announcement dated 25 September 2020, the Company and the First Petitioner entered into an agreement on 2 September 2020 pursuant to which the Company agreed to settle the First Petition Amount and the First Petitioner agreed to withdraw the First Petition. The First Petition Amount was settled on 4 September 2020 and on 9 September 2020, the High Court of Hong Kong issued the consent summons confirming that, amongst other things, the First Petition returnable for hearing at the open court on 16 September 2020 be dismissed. On 16 September 2020, the First Petition was formally withdrawn after hearing submissions.

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

1. Basis of preparation (Continued)

Going concern basis (Continued)

As further disclosed in the Company's announcement dated 18 January 2021, a winding-up petition (the "**Second Petition**") was filed by another Subscriber (the "**Second Subscriber**") on 15 December 2020 with the High Court of the Hong Kong for the winding up of the Company under the provisions of the Companies (Winding Up and Miscellaneous Provision) Ordinance (Chapter 32 of the Laws of Hong Kong) in relation to an alleged sum of HK\$11,336,260.27 comprising of the principal sum of HK\$10,000,000, interest payable of HK\$500,000 and default interest at 9% on the sum of HK\$10,500,000 from 27 January 2020 until full and final payment of the Second Petition (the "**Second Petition Amount**"). On 21 June 2021, the Second Petition was heard and the High Court of Hong Kong ordered that the Company be wound up. As further disclosed in the Company's announcement dated 12 January 2022, (a) the Company and the Second Subscriber have signed an agreement on 27 July 2021 pursuant to which both parties agreed to a repayment schedule and the Second Subscriber does not object the Company to apply for the withdrawal of the winding-up order in relation to the Second Petition; and (b) the Company and the Second Petitioner signed an agreement on 12 January 2022 pursuant to which both parties agreed to a new repayment schedule and the Second Subscriber does not object the Company to apply for the withdrawal of the winding-up order in relation to the Second Petition. The remaining individual of the Subscribers (the "**Third Subscriber**") also entered into a repayment schedule with the Company with the same terms as the repayment schedule dated 12 January 2022 signed by the Second Subscriber (collectively referred to as the "**Repayment Schedules**") and pursuant to the Repayment Schedules, the Company is required to settle the remaining outstanding amounts of HK\$7,474,917 due to each of the Second Subscriber and the Third Subscriber (amounting in aggregate to HK\$14,949,834) (the "**Corporate Bonds Payables**") before 30 April 2022 as a condition for the Second Subscriber to withdraw the Second Petition and for the Third Subscriber not to object the Company to apply for the withdrawal of the winding-up order in relation to the Second Petition. Up to the date of the approval and authorisation of the consolidated financial statements for issue, the Corporate Bonds Payables were not yet settled and the Second Petition was not yet withdrawn.

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

1. Basis of preparation (Continued)

Going concern basis (Continued)

Further, the Company had declared a final dividend of HK5.0 cents per ordinary share subsequent for the financial year ended 31 December 2018, amounting to approximately HK\$99,986,000 in total, which is still outstanding as at the date of and up to the date of the approval and authorization of the consolidated financial statements for issue.

The trading of the shares of the Company was suspended on 1 April 2021 as the Company failed to publish its annual results announcement for the year ended 31 December 2020 in accordance to the Listing Rules and the Stock Exchange provided a set of resumption guidance for the Company to: (a) publish all outstanding financial results required under the Listing Rules and address any audit modifications; (b) demonstrate the Company's compliance with Rule 13.24 of the Listing Rules; (c) inform the market of all material information for the Company's shareholders and investors to appraise the Company's position; and (d) have the winding-up order against the Company withdrawn or dismissed and the appointment of any of liquidators (provisional or not) discharged.

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

In view of these circumstances, the directors have given careful consideration to the future liquidity and its available sources of financing to assess whether the Group will have sufficient funds to fulfill its financial obligations to continue as a going concern. The Group has taken the following measures to improve the Group's financial position and alleviate its liquidity pressure, including but not limited to, the following:

- (a) The Company has engaged a financial adviser (the "FA") to assist the directors in formulating a debt restructuring plan for its creditors (including Prosper Talent and Dundee) involving a proposed scheme of arrangement.

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

1. Basis of preparation (Continued)

Going concern basis (Continued)

- (b) The Group has been taking active measures to collect trade and other receivables through various channels to improve operating cash flows and its financial position.
- (c) The directors are considering various alternatives to strengthen the capital base of the Company through various financing projects:
 - (i) as set out in the Company's announcement dated 19 October 2020, the Company has engaged Asia Development & Investment Bank Limited, the holding company of ADIB Holdings ("**ADIB**") in searching for customers for the assets pledged (the "**Pledged Assets**") from China RS Group Limited (中國榮勝集團有限公司) (the "**Purchaser**") in respect of the consideration for acquisition of 100% equity interest in Hebei Noter Communication Technology Co., Limited* (河北諾特通信技術有限公司) ("**Hebei Noter**") by the Purchaser from the Group (the "**Disposal**"). After the carrying out of a preliminary due diligence process by ADIB and some potential customers on the Pledged Assets, ADIB provided the Company on 16 October 2020 a purchase request from a state owned import and export trading company in the PRC (the "**Potential Buyer**") who is mainly engaged in the business of black metal, non-ferrous metals, mineral products, hardware products, petrochemical and its products. Up to the date of the approval and authorization of the consolidated financial statements for issue, no legally binding agreement was entered into between the Potential Buyer and the Group; and

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

1. Basis of preparation (Continued)

Going concern basis (Continued)

(c) (Continued)

- (ii) as set out in the Company's announcement dated 24 May 2021, the Company entered into a credit facility agreement (the "**Credit Facility Agreement**") with ADIB Holdings. Pursuant to the Credit Facility Agreement, ADIB Holdings agreed to provide credit facility up to US\$300 million for the investment, construction and operation of 5G telecommunications infrastructure projects (the "**Credit Facility**"). The Credit Facility is revolving credit facility effective from 25 May 2021 until 24 May 2026 at the interest rate of 4.5% per annum. The Company is allowed to draw down the Credit Facility by one tranche or by different tranches through written application. Both parties will execute guarantee agreements, including maximum guarantee agreement, mortgage agreement and pledge agreement for each transaction done under the Credit Facility Agreement in order to guarantee the repayment of all credit. Up to the date of the approval and authorization of the consolidated financial statements for issue, no money had been drawn down in respect of the Credit Facility.
- (d) The Group continues to take active measures to control administrative costs through various channels to improve operating cash flows and its financial position.

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

1. Basis of preparation (Continued)

Going concern basis (Continued)

Notwithstanding the above, significant uncertainties exist as to whether management will be able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon (a) the debt restructuring plan being supported by the creditors and the proposed scheme of arrangement being sanctioned by the High Court of Hong Kong; (b) the Group's debtors timely settling their debts to the Group according to the agreed settlement schedules; (c) the Group successfully completing the Share Subscription, the sale of the Pledged Assets and the application for the draw down of money under the Credit Facility Agreement; and (d) the Group successfully implementing its cost control measures and to improve its business operations.

Should the Group be unable to continue as a going concern, adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the Group's condensed consolidated financial statements.

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

2. Application of Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”)

Application of amendments to HKFRSs

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 January 2022 for the preparation of the Group’s condensed consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendment to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
Amendments to HKAS 16	Property, Plant and Equipment — Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020

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.

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

3. Segment Reporting

The Group manages its businesses by divisions which are organised by business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following three reportable segments. No operating segments have been aggregated to form the following reportable segments:

- ICT: including but not limited to the services provided in the field of unified communications and integration of telecommunications, computers as well as necessary enterprise software, middleware, storage, and audio-visual systems, which enable users to access, store, transmit, and manipulate information. During the period, the Group has engaged in (1) system design, installation, testing, software development, provision of application services for satellite and wireless communication, (2) distribution of satellite receivers and equipment, and (3) research and development, manufacture and distribution of wireless terminals and equipment, including display modules, casings and keyboards.
- New Energy: including but not limited to development, investment, operation and management of solar power plants. During the period, the Group has engaged in research and development, installation and application of devices for increasing the luminous flux per unit area for photovoltaic plants and sale of photovoltaic module and related products.
- Investment activities: revenue generated from interest earned from provision of facilitating capital to supply steam and investment returns generated from direct investment and high yield treasury products.

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

3. Segment Reporting (Continued)

(a) Information about segment profit or loss

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the period is set out below:

	ICT		New Energy		Investment activities		Total	
	For six months ended 30 June		For six months ended 30 June		For six months ended 30 June		For six months ended 30 June	
	2022 (Unaudited) RMB'000	2021 (Unaudited) RMB'000	2022 (Unaudited) RMB'000	2021 (Unaudited) RMB'000	2022 (Unaudited) RMB'000	2021 (Unaudited) RMB'000	2022 (Unaudited) RMB'000	2021 (Unaudited) RMB'000
Reportable segment revenue	1,552,420	3,181,465	—	—	—	—	1,552,420	3,181,465
Segment operating (loss)/profit	(227,206)	54,047	—	(8,080)	(12)	(19)	(227,218)	45,948

The timing of revenue recognition for revenue recognised in ICT operation was at a point in time for ICT segment during the six months ended 30 June 2022 and 2021.

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

3. Segment Reporting (Continued)

(a) Information about segment profit or loss (Continued)

Revenue from customers amounting to 10% or more of the Group's revenue is set out below.

	For six months ended 30 June	
	2022 (Unaudited) RMB'000	2021 (Unaudited) RMB'000
Customer A	— ¹	875,810
Customer B	903,037	1,046,768
Customer C	266,601	— ¹

¹ The corresponding revenue contributed to less than 10% of the total revenue of the Group.

(b) Reconciliations of reportable segment profit or loss

	For six months ended 30 June	
	2022 (Unaudited) RMB'000	2021 (Unaudited) RMB'000
Reportable segment (loss)/profit	(227,218)	45,948
Finance income	3,196	941
Finance costs	(13,438)	(145,391)
Unallocated head office and corporate expenses	(8,935)	(10,040)
Loss before taxation	(246,395)	(108,542)

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

3. Segment Reporting (Continued)

(c) Reconciliation of reportable segment assets and liabilities

	30 June 2022 (Unaudited) RMB'000	31 December 2021 (Audited) RMB'000
Assets		
Reporting segment assets:		
— ICT	2,783,530	4,011,625
— New Energy	—	—
— Investment activities	22	21
Reportable segment assets	2,783,552	4,011,646
Unallocated assets	1,102,175	1,111,413
Total assets	3,885,727	5,123,059
Liabilities		
Reporting segment liabilities:		
— ICT	2,571,196	3,576,145
— New Energy	1,249	1,178
— Investment activities	—	—
Reportable segment liabilities	2,572,445	3,577,863
Unallocated liabilities	1,952,828	1,935,724
Total liabilities	4,525,273	5,513,587

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

4. Other Revenue

	For six months ended 30 June	
	2022 (Unaudited) RMB'000	2021 (Unaudited) RMB'000
Government subsidy	20,888	51,747
Others	470	2,845
	21,358	54,592

5. Loss Before Taxation

Loss before taxation is arrived at after:

(a) Finance income

	For six months ended 30 June	
	2022 (Unaudited) RMB'000	2021 (Unaudited) RMB'000
Interest income from bank deposits	3,196	941

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

5. Loss Before Taxation (Continued)

(b) Finance costs

	For six months ended 30 June	
	2022 (Unaudited) RMB'000	2021 (Unaudited) RMB'000
Interest on borrowings	13,321	139,671
Interest on discounted bills receivable	—	5,147
Interest on lease liabilities	31	30
Bank charges	86	543
	13,438	145,391

(c) Other items

	For six months ended 30 June	
	2022 (Unaudited) RMB'000	2021 (Unaudited) RMB'000
Cost of inventories sold (included in cost of sales)	1,510,327	3,095,376
Depreciation of property, plant and equipment	14,236	9,809
Depreciation of right-of-use assets	792	1,294
Amortisation of intangible assets	—	955
Operating lease charges in respect of leased premises	839	624

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

6. Income Tax Expense

	For six months ended 30 June	
	2022 (Unaudited) RMB'000	2021 (Unaudited) RMB'000
Current tax — PRC Enterprise Income Tax (Credit)/Expense	(4,283)	8,811

No provision for Hong Kong Profits Tax has been made since there were no assessable profits arising in Hong Kong.

PRC subsidiaries are subject to PRC Enterprise Income Tax at 25% for both years, except for 北京全通諾特通信技術有限公司 (Beijing All Access Noter Communication Technology Co., Limited*) (“**Beijing All Access**”), Shenzhen Lead Communications Limited* (深圳市立德通訊器材有限公司) (“**Shenzhen Lead**”) and 深圳市康銓機電有限公司 (Shenzhen Kangquan Mechanical and Electrical Co., Limited*) (“**Shenzhen Kangquan**”) which qualified as High and New Technology Enterprises and entitled to the preferential tax rate of 15%.

* for identification purposes only

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

7. Loss Per Share

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the following data:

	For six months ended 30 June	
	2022 (Unaudited) RMB'000	2021 (Unaudited) RMB'000
Loss		
Loss for the purpose of basic and diluted loss per share		
Loss for the period attributable to owners of the Company	(241,677)	(117,020)

	For six months ended 30 June	
	2022 (Unaudited) '000	2021 (Unaudited) '000
Number of shares		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	2,311,890	2,311,890

As the Company's outstanding share option had an anti-dilutive effect to the basis loss per share calculation for the six months ended 30 June 2022 and 2021, the exercise of the above potential dilutive shares is not assumed in the calculation of diluted loss per share.

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

8. Trade and Other Receivables

	Notes	At 30 June 2022 (Unaudited) RMB'000	At 31 December 2021 (Audited) RMB'000
Trade receivables		1,483,796	3,133,658
Less: Allowance for credit losses		(468,504)	(469,682)
		1,015,292	2,663,976
Other receivables and deposits	(i)	799,187	799,330
Consideration receivables for disposal of Hebei Noter Group	(ii)	1,101,202	1,101,202
		2,915,681	4,564,508

Notes:

- (i) As at 30 June 2022, other receivables and deposits included amounts due from Hebei Noter and its 90% owned subsidiary Hebei Haoguang Communication Technology Limited* (河北浩廣通信科技有限公司) (“**Hebei Haoguang**”) (collectively referred to as the “Hebei Noter Group”), which represent balances that were due from Hebei Noter Group with carrying amount, net of allowance for credit losses, of approximately RMB795,785,000, were included in other receivables (31 December 2021: RMB795,785,000).

During the six months ended 30 June 2022, an allowance for credit losses of approximately RMB nil (for the year ended 31 December 2021: RMB nil) was recognised in respect of the amounts due from Hebei Noter Group.

* For identification purposes only

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

8. Trade and Other Receivables (Continued)

Notes: (Continued)

(ii) As set out in the Company's circular dated 15 November 2018 (the "**Circular**"), China All Access Group Limited ("**CAA Group**"), a wholly owned subsidiary of the Company, entered into an agreement dated 3 June 2018 and a supplemental agreement dated 8 June 2018 (the "**Disposal Agreements**") in respect of the disposal of entire equity interest in Hebei Noter Group at a consideration of RMB1,750 million (the "**Disposal Consideration Receivable**"). Pursuant to the Agreements, the Disposal Consideration Receivable should be repayable in the following manner:

- (1) RMB175,000,000 shall be payable within 60 business days after 7 December 2018 (the "**Disposal Date**");
- (2) RMB350,000,000 shall be payable within 6 months after the Disposal Date;
- (3) RMB350,000,000 shall be payable within 12 months after the Disposal Date;
- (4) RMB350,000,000 shall be payable within 18 months after the Disposal Date;
- (5) RMB350,000,000 shall be payable within 24 months after the Disposal Date;
and
- (6) RMB175,000,000 shall be payable within 30 months after the Disposal Date.

The Disposal Consideration Receivable was initially recognized at fair value at the Disposal Date and was arrived at on the basis of valuation carried out by independent professional valuers. The effective interest rate of the consideration on initial recognition is 13.58%. Pursuant to the Disposal Agreements, the Disposal Consideration Receivables is secured over the share charge of Hebei Noter made by the Purchaser in favour of the Group. Details of the terms of payment of the Disposal Consideration Receivable were set out in the Circular.

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

8. Trade and Other Receivables (Continued)

Notes: (Continued)

(ii) (Continued)

On 31 December 2019, the Purchaser, CAA Group, and an entity which to the best of the Company's directors' knowledge, information and belief having made all reasonable enquiry, is a third party independent of the Company and the connected persons of the Company (the "**Third Party**") entered into guarantee agreement pursuant to which (i) the Company has the right to buy up to 5 million grams of ultrafine copper powder controlled by the Third Party (the "**Copper Powder**") at an agreed price of US\$80; and (ii) to use the proceeds of the sales of the Copper Powder as compensation to indemnify the CAA Group against any loss as a result of the amount due from Hebei Noter Group and the Disposal Consideration Receivables (the "**Guarantee**"). On 31 December 2020, the Purchaser, CAA Group and the Third Party further entered into a supplemental guarantee pursuant to which (1) the unit price of the Copper Powder to be sold by the Third Party to CAA Group be amended from US\$80 per gram to 50% of the net selling price, in any case not less than EURO 800 per gram; and (2) the Third Party agrees to collaborate with CAA Group as joint beneficial owners for collateralizing part of 5,000,000 gram of the Copper Powder in order to secure credit or loan facilities from any fund provider which will benefit the investment projects of CAA Group. The Third Party will, in return, share 50% of the investment return generated from the investment projects financed by such credit or loan facilities (the "**Supplementary Guarantee**"). The directors of the Company consider that the value of the Copper Powder is approximately not less than EUR 1,250 per gram and is of high purity based on an expert report and an analysis performed by a firm of assaying services company based in Europe.

During the six months ended 30 June 2022, an allowance for credit losses of approximately RMB nil (for the year ended 31 December 2021: RMB nil) was recognised in respect of the consideration receivables from the disposal of Hebei Noter Group.

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

8. Trade and Other Receivables (Continued)

Aging analysis

At the end of the reporting period, the aging analysis of trade receivables (which are included in trade and other receivables), based on the invoice date (or date of revenue recognition, if earlier) and net of allowance for credit losses, is as follows:

	At 30 June 2022 (Unaudited) RMB'000	At 31 December 2021 (Audited) RMB'000
Within 1 month	450,524	2,240,661
1 to 2 months	93,534	336,095
2 to 3 months	25	720
3 to 6 months	1,790	155
Over 6 months but within 1 year	491,694	76,973
Over 1 year	7,725	9,372
	1,015,292	2,663,976

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

9. Trade and Other Payables

	Note	At 30 June 2022 (Unaudited) RMB'000	At 31 December 2021 (Audited) RMB'000
Trade and bills payables		1,841,338	3,112,080
Interest payables	1	643,786	635,214
Dividend payable	2	85,508	81,749
Corporate bonds	3	12,785	13,824
Other payables and accruals		198,925	199,788
		2,782,342	4,042,655

At the end of the reporting period, the aging analysis of trade and bills payables, based on the invoice date, is as follows:

	At 30 June 2022 (Unaudited) RMB'000	At 31 December 2021 (Audited) RMB'000
Within 1 month	1,377,823	2,418,172
1 to 3 months	172,941	302,873
3 to 6 months	5,241	95,744
Over 6 months but within 1 year	23,199	40,579
Over 1 year	262,134	254,712
	1,841,338	3,112,080

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

9. Trade and Other Payables (Continued)

Notes:

1. Interest payables included interest payable to Prosper Talent and Dundee of approximately RMB256,645,000 and RMB371,266,000 (31 December 2021: RMB245,361,000 and RMB377,850,000) respectively as at 30 June 2022.
2. Final dividend of HK5.0 cents per ordinary share for the financial year ended 31 December 2017, amounting to approximately HK\$99,986,000 in total, is still outstanding as at the date of approval and authorisation of these consolidated financial statements for issue.
3. As at 30 June 2022 and 2021, the Corporate Bonds were overdue and two of the Subscribers have filed winding-up petition against the Company, of which details are set out in note 1.

As at 30 June 2022, bills payable of approximately RMB113,199,000 (31 December 2021: RMB200,545,000) was supported by guarantee deposits of equivalent amount as requested by banks and presented as restricted cash.

The credit period granted by suppliers ranging from 30 to 180 days.

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

10. Borrowings

	At 30 June 2022 (Unaudited) RMB'000	At 31 December 2021 (Audited) RMB'000
Guaranteed loans (note (i))	20,000	85,000
Promissory notes (note (ii))	1,099,413	1,048,502
Pledged loans (note (iii))	2,650	2,459
Unsecured loans (note (iv))	50,000	50,000
Other (note (v))	58,685	56,104
	1,230,748	1,242,065

Notes:

- (i) At 30 June 2022, guaranteed loans comprised of comprised of 1 borrowing (31 December 2021: 3 borrowings) of appropriately RMB nil ("Loan A"), RMB20,000,000 ("Loan B") and RMB nil ("Loan C") (31 December 2021: RMB15,000,000, RMB60,000,000 and RMB10,000,000) which were guaranteed respectively by the Company, subsidiaries of the Company and Mr. Chan. The annualised interest rate of the above loans ranged from 0% to 8.4% (31 December 2021: 0% to 8.4%).

Pursuant to Loan B's agreements, 贛州立德電子有限公司 (Ganzhou Lead Electronics Co., Ltd. *) ("Ganzhou Lead") was required to fulfill certain conditions including, but not limited to, recording revenue of RMB4,000,000,000 and RMB5,000,000,000 respectively for the years ending 31 December 2020 and 2021 and recording corporate income tax of RMB15,000,000 and RMB25,000,000 respectively for the years ending 31 December 2020 and 2021. The lender could request for immediate repayment if these conditions are not met and increase the interest rate to 9% retrospectively from the date of draw down of the Loan B.

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

10. Borrowings (Continued)

Notes: (continued)

(ii) Promissory notes

- (a) On 23 August 2016, the Company and Mr. Chan entered into a note purchase agreement (the "**Note Purchase Agreement**") with Prosper Talent, pursuant to which the Company has agreed to issue, and Prosper Talent has agreed to purchase from the Company, US\$70,000,000 guaranteed notes (the "**Notes**") due in August 2018. Pursuant to the Note Purchase Agreement, Mr. Chan shall also provide a personal guarantee in favour of Prosper Talent to secure, among others, the due and punctual observance and performance by the Company under the Note Purchase Agreement and other documents in connection with the transaction contemplated under the Note Purchase Agreement and security assignment entered into by SETD in favour of the Prosper Talent.

The interest rate will be charged at 13% per annum.

Details of the Note Purchase Agreement and the Notes were are set out in the Company's announcement date 23 August 2016.

At 30 June 2022, the Notes remained unsettled and the outstanding principal amount of the Notes was US\$56,000,000 (equivalent to approximately RMB374,990,000 (31 December 2021: US\$56,000,000 (equivalent to approximately RMB355,930,000))).

- (b) On 19 November 2018, the Company entered into agreements with Dundee to redeem the outstanding convertible bonds of HK\$847,080,000 and issued a promissory note (the "**Dundee Note**") of the same outstanding principal amount. The Dundee Note was matured on 10 December 2018 and Mr. Chan also provided a personal guarantee in favour of Dundee to secure, among others, the due and punctual observance and performance by the Company under the agreement in connection with the transaction contemplated under the Dundee Note agreement.

The interest rate will be charged at 12% per annum.

At 30 June 2022, the Dundee Note remained unsettled and the outstanding principal amount of the Dundee Note was HK\$847,080,000 (equivalent to approximately RMB724,423,000) (31 December 2021: HK\$847,080,000 (equivalent to approximately RMB692,572,000))).

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

10. Borrowings (Continued)

Notes: (continued)

- (iii) As at 30 June 2021, the pledged loan represented obligation arising from a sale-and-leaseback arrangement entered into between Shenzhen Kangquan and an entity incorporated in the PRC (the "**PRC Entity**"), pursuant to which Shenzhen Kangquan disposed of its computer software and equipment with carrying value of approximately RMB4,356,000 and leased back (the "**Arrangement**"). The directors of the Company have assessed that the transfer of the relevant assets did not meet the requirements to be accounted for as a sale of the assets and hence the relevant assets continue to be recognised by the Group. The pledged loan bears interest at 15% per annum and is repayable in 3 years. Subsequent to the end of the reporting period, the PRC Entity has filed a claim against Shenzhen Kangquan, Shenzhen City Changfei Investment Co., Ltd., Mr. Chan and Mr. Shao for repayment of the borrowings under the Arrangement to 廣東省深圳前海合作區人民法院 and up to the date of the approval and authorisation of the consolidated financial statements for issue the proceeding of the relevant claim is still in progress.
- (iv) As disclosed in the Company's announcement dated 10 August 2018, a loan agreement was entered into between the Company as borrower and 河北境外上市股權投資基金有限公司 (Hebei Offshore Listed Shares Investments Fund Limited*) (the "**Lender**") as lender, pursuant to which the Lender has agreed to make available to the Company a loan of RMB50,000,000 (the "**Unsecured Loan**") at an interest rate of 8% per annum for a term of two years commencing from the date of drawdown (the "**Unsecured Loan Terms**"). The Company shall pay the interest on a quarterly basis and shall repay the Loan upon the expiry of the Unsecured Loan Term. Up to the date of the approval and authorisation of the consolidation financial statements for issue, the Unsecured Loan has been overdue and not yet been settled.
- (v) As at 31 December 2021, the carrying amount represented (1) approximately of RMB28,744,000 (2021: RMB27,480,000) which was a loan from an individual with principal amount of US\$4,500,000 for a period of 3 months of maturity date on 25 February 2022, carried interest at 10% per annum and was guaranteed by Mr. Chen, Mr. Shao, Shenzhen Lead and GZ Lead; and (2) approximately of RMB29,941,000 (equivalent to HK\$35,010,000) (2021: RMB28,624,000 (equivalent to HK\$35,010,000)) advance from Glorious Star Limited which was interest free and repayable on demand. Up to the date of the approval and authorisation of the condensed consolidation financial statements for issue, both amounts were overdue and not yet been settled.

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

11. Fair value measurement of the financial instruments

Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 30 June 2022 and 31 December 2021.

12. Capital and reserves

Share capital

	As at 30 June 2022		As at 31 December 2021	
	No. of Shares '000	Amount (Unaudited) HK\$'000	No. of Shares '000	Amount (Audited) HK\$'000
Authorised:	100,000,000	1,000,000	100,000,000	1,000,000
Issued and fully paid:				
At the beginning and the end of the period/year	2,311,890	23,118	2,311,890	23,118
		RMB'000		RMB'000
Equivalent to		19,788		19,788

Notes to the Interim Financial Statements (Continued)

For the six months ended 30 June 2022

(Expressed in RMB unless otherwise indicated)

13. Material related party transactions

Guarantee by related party

At 30 June 2022, guaranteed loan of RMB20,000,000 (31 December 2021: RMB70,000,000), the Notes with principal amount of US\$56,000,000 (equivalent to approximately RMB374,990,000) (31 December 2021: US\$56,000,000 (equivalent to approximately RMB365,831,000)), the Dundee Note with the principal amount of HK\$847,080,000 (equivalent to approximately RMB724,423,000 (31 December 2021: HK\$847,080,000 (equivalent to approximately RMB712,901,000))) and loan from an individual of US\$4,500,000 (equivalent to approximately RMB28,744,000) (31 December 2021: US\$4,500,000 (equivalent to approximately RMB27,480,000)) were guaranteed by Mr. Chan without any charge to the Group.