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中国优通控股  
China UT Holding

**CHINA U-TON FUTURE SPACE INDUSTRIAL GROUP HOLDINGS LTD.**  
**中國優通未來空間產業集團控股有限公司**

(In Liquidation)  
(incorporated in the Cayman Islands with limited liability)  
(Stock Code: 6168)

**INTERIM RESULTS ANNOUNCEMENT**  
**FOR THE SIX MONTHS ENDED 30 JUNE 2022**

**RESULTS HIGHLIGHTS**

	<b>Six months ended 30 June</b>		<b>Increase/ (Decrease)</b>
	<b>2022</b>	<b>2021</b>	
	<b>RMB'000</b>	<b>RMB'000</b>	<b>%</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>	
Revenue	<b>26,795</b>	5,241	411.3
Gross profit/(loss)	<b>5,736</b>	(400)	1,534.0
EBITDA	<b>(3,386)</b>	(3,273)	3.5
EBITDA margin %	<b>12.6%</b>	62.4%	(49.8%)
Net loss	<b>(38,685)</b>	(18,672)	151.9
Loss for the period attributable to the owners of the Company	<b>(39,104)</b>	(18,583)	110.4
Net loss margin	<b>144.4%</b>	356.3%	(211.9%)
	<b>RMB cents</b>	<b>RMB cents</b>	<b>RMB cents</b>
Basic loss per share	<b>(1.37)</b>	(0.65)	0.72
		<b>As at 30 June 2022</b>	<b>As at 31 December 2021</b>
		<b>(Unaudited)</b>	<b>(Audited)</b>
Current ratio		<b>0.34</b>	0.33
Gearing ratio		<b>(94.0%)</b>	(96.4%)

## INTERIM RESULTS

The board (the “**Board**”) of directors (the “**Directors**”) of China U-Ton Future Space Industrial Group Holdings Ltd. (in liquidation) (the “**Company**”) and its subsidiaries (collectively the “**Group**”) is pleased to present the unaudited interim results of the Group for the six months ended 30 June 2022 (the “**current period**”) together with the comparative figures for the corresponding period last year (the “**last corresponding period**”) as follows:

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

		For the six months ended	
		30 June	
	Notes	2022	2021
		RMB'000	RMB'000
		(Unaudited)	(Unaudited)
<b>Revenue</b>	4	<b>26,795</b>	5,241
Cost of sales/services		<u>(21,059)</u>	<u>(5,641)</u>
<b>Gross profit/(loss)</b>		<b>5,736</b>	(400)
Interest income		25	88
Other income		2,845	2,109
Other gains		–	8,505
Selling expenses		(1,075)	(1,168)
Administrative expenses		(10,573)	(12,307)
Research and development expenses		<u>(807)</u>	<u>(563)</u>
<b>Operating loss</b>		<b>(3,849)</b>	(3,736)
Share of profit from an associate		–	91
Finance costs	5	<u>(34,836)</u>	<u>(15,027)</u>
<b>Loss before taxation</b>	6	<b>(38,685)</b>	(18,672)
Income tax expense	7	<u>–</u>	<u>–</u>
<b>Loss for the period</b>		<b>(38,685)</b>	(18,672)
<b>Other comprehensive loss for the period (after tax):</b>			
Items that may be reclassified to profit or loss:			
– Share of associates’ exchange differences on translating foreign operations		–	(7)
– Exchange differences on translation of financial statements into presentation currency		<u>18</u>	<u>(678)</u>
<b>Total comprehensive loss for the period</b>		<b><u>(38,667)</u></b>	<b><u>(19,357)</u></b>

		<b>For the six months ended</b>	
		<b>30 June</b>	
	<i>Notes</i>	<b>2022</b>	2021
		<b><i>RMB'000</i></b>	<b><i>RMB'000</i></b>
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b>Loss for the period attributable to:</b>			
– Owners of the Company		<b>(39,104)</b>	(18,583)
– Non-controlling interests		<b>419</b>	(89)
		<hr/>	<hr/>
<b>Loss for the period</b>		<b><u><u>(38,685)</u></u></b>	<b><u><u>(18,672)</u></u></b>
<b>Total comprehensive loss for the period attributable to:</b>			
– Owners of the Company		<b>(39,086)</b>	(19,268)
– Non-controlling interests		<b>419</b>	(89)
		<hr/>	<hr/>
<b>Total comprehensive loss for the period</b>		<b><u><u>(38,667)</u></u></b>	<b><u><u>(19,357)</u></u></b>
<b>Loss per share (RMB cents)</b>	<i>9</i>		
– Basic		<b><u><u>(1.37)</u></u></b>	<b><u><u>(0.65)</u></u></b>

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		As at <b>30 June 2022</b>	As at 31 December 2021
	<i>Notes</i>	<b>RMB'000</b> <b>(Unaudited)</b>	<b>RMB'000</b> <b>(Audited)</b>
<b>Non-current assets</b>			
Property, plant and equipment	10	13,645	9,100
Investment properties		4,807	14,691
Interest in an associate		–	1,279
Equity investments at fair value through other comprehensive income		<u>22,036</u>	<u>22,036</u>
		<b>40,488</b>	<b>47,106</b>
<b>Current assets</b>			
Inventories		1,619	1,230
Trade and bill receivables	11	50,106	36,307
Loan to customers		46,369	–
Contract assets		35,138	30,098
Prepayments, deposit and other receivables		136,893	177,829
Cash at bank and on hand	12	<u>20,904</u>	<u>15,645</u>
		<b>291,029</b>	<b>261,109</b>
<b>Current liabilities</b>			
Trade and other payables	13	277,428	257,853
Payables for acquisition of a subsidiary		27,500	27,500
Bank and other borrowings		45,727	51,727
Corporate bonds		330,252	308,294
Guaranteed notes		140,336	127,958
Loans from an investor		12,823	–
Lease liabilities		412	412
Income tax payable		21,162	21,162
Provision for warranties		<u>785</u>	<u>785</u>
		<b>856,425</b>	<b>795,691</b>
<b>Net current liabilities</b>		<u><b>(565,396)</b></u>	<u><b>(534,582)</b></u>
<b>Total assets less current liabilities</b>		<u><b>(524,908)</b></u>	<u><b>(487,476)</b></u>

		<b>As at 30 June 2022 RMB'000 (Unaudited)</b>	As at 31 December 2021 RMB'000 (Audited)
<b>Non-current liabilities</b>			
Lease liabilities		<u>2,371</u>	<u>2,579</u>
		<u>2,371</u>	<u>2,579</u>
<b>NET LIABILITIES</b>		<b><u>(527,279)</u></b>	<b><u>(490,055)</u></b>
<b>Capital and reserves</b>			
Share capital	<i>14</i>	<u>240,267</u>	240,267
Reserves		<u>(755,619)</u>	<u>(716,533)</u>
<b>Equity attributable to owners of the Company</b>		<b>(515,352)</b>	(476,266)
<b>Non-controlling interests</b>		<u>(11,927)</u>	<u>(13,789)</u>
<b>TOTAL EQUITY</b>		<b><u>(527,279)</u></b>	<b><u>(490,055)</u></b>

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(Unaudited)  
Attributable to owners of the Company

	Share capital <i>RMB'000</i>	Share premium <i>RMB'000</i>	Capital reserve <i>RMB'000</i>	Other reserve <i>RMB'000</i>	Statutory surplus reserve <i>RMB'000</i>	Exchange reserve <i>RMB'000</i>	Equity investment revaluation reserve <i>RMB'000</i>	Accumulated losses <i>RMB'000</i>	Total <i>RMB'000</i>	Non- controlling interests <i>RMB'000</i>	Total equity <i>RMB'000</i>
Balance at 1 January 2021	240,267	513,123	46,402	10,033	45,675	(847)	(89,574)	(1,216,912)	(451,833)	(13,748)	(465,581)
Changes in equity for 2021:											
Loss for the period	-	-	-	-	-	-	-	(18,583)	(18,583)	(89)	(18,672)
Other comprehensive loss	-	-	-	-	-	(685)	-	-	(685)	-	(685)
Total comprehensive loss for the period	-	-	-	-	-	(685)	-	(18,583)	(19,268)	(89)	(19,357)
Balance at 30 June 2021 (Unaudited)	<u>240,267</u>	<u>513,123</u>	<u>46,402</u>	<u>10,033</u>	<u>45,675</u>	<u>(1,532)</u>	<u>(89,574)</u>	<u>(1,235,495)</u>	<u>(471,101)</u>	<u>(13,837)</u>	<u>(484,938)</u>
At 1 January 2022	<u>240,267</u>	<u>513,123</u>	<u>46,402</u>	<u>10,033</u>	<u>45,675</u>	<u>(1,913)</u>	<u>(89,574)</u>	<u>(1,240,279)</u>	<u>(476,266)</u>	<u>(13,789)</u>	<u>(490,055)</u>
Changes in equity for 2022:											
Loss for the period	-	-	-	-	-	-	-	(39,104)	(39,104)	419	(38,685)
Other comprehensive income	-	-	-	-	-	18	-	-	18	-	18
Total comprehensive loss for the period	-	-	-	-	-	18	-	(39,104)	(39,086)	419	(38,667)
Acquisition of a subsidiary	-	-	-	-	-	-	-	-	-	1,443	1,443
Balance at 30 June 2022 (Unaudited)	<u>240,267</u>	<u>513,123</u>	<u>46,402</u>	<u>10,033</u>	<u>45,675</u>	<u>(1,895)</u>	<u>(89,574)</u>	<u>(1,279,383)</u>	<u>(515,352)</u>	<u>(11,927)</u>	<u>(527,279)</u>

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

*For the six months ended 30 June 2022*

## 1. GENERAL INFORMATION

China U-Ton Future Space Industrial Group Holdings Ltd. (the “**Company**”) was incorporated in the Cayman Islands as an exempted company with limited liability. The address of the registered office is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of the principal place of business is Unit B, 12/F, Hang Seng Causeway Bay Bldg, 28 Yee Wo Street, Causeway Bay, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and have been suspended for trading since 5 May 2021.

The Company is an investment holding company. The Company and its subsidiaries (together the “**Group**”) are principally engaged in the provision of design, deployment and maintenance of optical fibers services, the provision of other communication networks services, the provision of environmentally intelligent technical products and services and the money lending services.

These unaudited condensed consolidated financial statements are presented in Renminbi (“**RMB**”) and all values are rounded to nearest thousand unless otherwise stated.

## 2. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities of The Stock Exchange (the “**Listing Rules**”) and International Accounting Standard 34 “**Interim Financial Reporting**”.

The accounting policies and methods of computation applied in these condensed interim financial statements are the same as those applied in the Group’s annual consolidated financial statements for the year ended 31 December 2021.

### ***Suspension of trading in shares of the Company***

References are made to the Company’s announcements dated 5 May 2021 in relation to, among other things, winding up by court and appointment of provisional liquidator. In view of the above, trading in the Company’s shares on The Stock Exchange has been suspended with effect from 3:00 p.m. on 5 May 2021.

### ***Appointment of the Provisional Liquidators***

On 4 February 2021, a petition (“**the Petition**”) in the matter of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32) was filed by Li Zhong (“**the Petitioner**”) in the High Court of The Hong Kong Special Administrative Region (“**the High Court**”) against the Company on the principal ground that the Company had failed to settle the sum of HK\$565,000 being the interest and legal costs incurred in relation to the bond for the principal amount of HK\$8,000,000 issued to the Petitioner by the Company. The Petition applied for the winding up of the Company on the ground that the Company was insolvent and unable to pay its debts or alternatively that it was just and equitable for the Company to be wound up. The hearing of the Petition took place on 5 May 2021 at 10:00 a.m. in the High Court and the winding up order was made on the same day. The Official Receiver was appointed as the Provisional Liquidator of the Company.

Under section 182 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong), any disposition of the property of the Company, including things in action, and any transfer of shares, or alterations in the status of the members of the Company, made after the commencement of the winding up, shall, unless the Court otherwise orders, be void.

On 18 February 2021, a petition in the matter of the Ordinance was filed by Dan Xiaodong (“**Dan**”) in the High Court against the Company on the principal ground that the Company had failed to settle the sum of HK\$8,500,000 being the outstanding balance of judgement debt together with interest thereon under the Judgment dated 25 September 2020 in High Court Action No. 200/2020. Dan applied for the winding up of the Company on the ground that the Company was insolvent and unable to pay its debts. The said petition was dismissed on 31 May 2021.

On 10 March 2021, a petition in the matter of the Ordinance was filed by Zhang Wenkai (“**Zhang**”) in the High Court against the Company in HCCW 105/2021 on the principal ground that the Company had failed to settle the sum of HK\$700,000 being the annual interest incurred in relation to the bond for the principal amount HK\$10,000,000 issued to Zhang by the Company. Zhang applied for the winding up of the Company on the ground that the Company shall be deemed to be unable to pay its debts. The said petition was withdrawn on 24 May 2021.

On 19 April 2021, a petition in the matter of the Ordinance was filed by Yao Hongyi (“**Yao**”) in the High Court against the Company in HCCW 154/2021 on the principal ground that the Company had failed to settle the aggregate sum of HK\$7,800,000 being the principal amount and interest thereon in relation to the bond issued to Yao by the Company. Yao applied for the winding up of the Company on the ground that the Company shall be deemed to be unable to pay its debts. The said petition was withdrawn on 11 June 2021.

On 7 May 2021, the Official Receiver as the Provisional Liquidator of the Company made an application to the High Court for a Regulating Order pursuant to sections 227A and 227B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32) seeking, inter alia, an order to appoint Mr. Chan Ho Yin Michael and Ms. Chi Lai Man Jocelyn both of Borrelli Walsh Limited as the joint and several liquidators of the Company.

Mr. Ho Man Kit and Ms. Kong Sze Man Simone of Manivest Asia Limited, have been appointed as joint and several liquidators (the “**Liquidators**”) of the Company pursuant to an order dated 25 June 2021 made by the High Court.

### ***Listing status of the Company***

On 7 July 2021 and 22 September 2022, the Company received letters from the Stock Exchange, in which the Stock Exchange set out the following resumption guidance for the Company:

- (a) publish all outstanding financial results required under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and address any audit modifications;
- (b) demonstrate its compliance with Rules 13.24, 3.10, 3.10A, 3.21 and 3.28 of the Listing Rules;
- (c) have the Winding-up Order against the Company withdrawn or dismissed and liquidators (provisional or not) discharged;
- (d) inform the market of all material information for the Company’s shareholders and other investors to appraise the Company’s position;
- (e) conduct an independent forensic investigation into the suspected unauthorised subscription, announce the findings and take appropriate remedial action; and
- (f) conduct an independent internal control review and demonstrate that the Company has in place adequate internal control and procedures to comply with the Listing Rules.



The Stock Exchange further indicated that it may modify or supplement the resumption guidance if the Company's situation changes.

If the Company fails to fulfill the above Resumption Guidance by 4 November 2022, the Listing Division of the Stock Exchange may recommend the Listing Committee to proceed with the cancellation of the Company's listing status. The Company is taking various steps to fulfill the Resumption Guidance which includes:

- (i) the appointment of independent non-executive Directors to the Board and as members of Audit Committee with effect from 25 May 2022 (please refer to the announcement of the Company dated 24 May 2022); and
- (ii) establishment of a special investigation committee and appointment of an independent investigator in relation to the suspected unauthorised subscription (please refer to the announcement of the Company dated 16 September 2022).

As of the date of this announcement, the Company has complied with Rules 3.10, 3.10A, 3.21 and 3.28 of the Listing Rules. Save for the foregoing, the Resumption Guidance has yet to be fulfilled.

References are made to the statement of disciplinary action dated 9 December 2021 in relation to, among other things, Exchange's Disciplinary Action against the Company.

The Listing Committee found that the Company breached:

- (1) Rule 13.25(1)(b) by failing to inform the Exchange and to publish an announcement upon the presentation of winding-up petitions. The obligation to disclose arises immediately after an issuer becomes aware of a winding-up petition, and is not dependent on the outcome of the petition or whether the petition may be settled before the hearing date.
- (2) Rules 13.49(1) and 13.46(2)(a) by failing to publish its annual results for the financial year ended 31 December 2020 and despatch its annual report for the financial year ended 31 December 2020 within the prescribed time.

### ***Proposed Restructuring***

On 29 March 2022, the Company, GSC Limited (formerly known as Harrod Invest Limited) ("**Potential Investor**") and Mr. Jiang Changqing ("**Mr. Jiang**") entered into the Framework Agreement, in relation to, among others, the Potential Investor's interest to invest a total amount of HK\$100,000,000 into the Company involving (i) the Possible Subscription; (ii) schemes of arrangement in Hong Kong and Cayman Islands or an alternative creditors' arrangement to be entered into between the Company and its creditors to settle all outstanding amounts which are due by the Company to such creditors; and (iii) the Capital Reorganization, for the purpose of and in connection with the implementation of the Restructuring.

Further, under the Framework Agreement, the Company and the Potential Investor agreed that the Potential Investor shall initially provide a loan to the Company in the amount of HK\$10,000,000 payable in two installments, the loan proceeds of which shall be placed in a trust bank account controlled by the Liquidators on behalf of the Company ("**Trust Bank Account**") for the settlement of partial professional fees in relation to the Restructuring. The whole HK\$10,000,000 has been advanced by the Potential Investor into the Trust Bank Account.

The Potential Investor also agreed to provide the interim financing in cash to the Group so as to fully support the working capital requirement of the business operation of the Group in Hong Kong. The Company agreed to grant in favor of the Potential Investor a fixed charge over the entire share capital of the operating company which receives the Interim Financing from the Potential Investor as security for the Investor Payment.

If the Possible Subscription materializes, upon completion of the Possible Subscription, the Potential Investor and the parties acting in concert with it may in aggregate be interested in more than 50% of the entire issued share capital of the Company as enlarged by the allotment and issuance of the Subscription Shares which may lead to a change in control of the Company and will then give rise to an obligation on the part of the Potential Investor (and any parties acting in concert with it) to make a mandatory unconditional general offer for all the Shares (other than those already owned or agreed to be acquired by the Potential Investor or parties acting in concert with it) under Rule 26.1 of the Takeovers Code.

On 29 September 2022, the Company and the Liquidators entered into a restructuring agreement (the “**Restructuring Agreement**”) with the Potential Investor and its sole director and sole beneficial owner, Dr. Chuang Tsz Cheung, Christopher (together, the “**Investors**”), pursuant to which the Company will implement the Restructuring which involves (i) the reorganization of the share capital of the Company by way of the Capital Reduction and the Sub-division; (ii) the subscription of new Shares by the Investors (the “**Subscription**”); (iii) the reorganization of the Group; (iv) the placing of new Shares by a placing agent; (v) the Creditors’ Schemes; (vi) the proposed repayment of onshore loans due to a bank in the PRC; and (vii) the resumption of trading of the Shares on the Stock Exchange.

### ***Going concern basis***

The Group incurred a loss of RMB38,685,000 for the period ended 30 June 2022 and as at 30 June 2022 the Group had net current liabilities and net liabilities of RMB565,396,000 and RMB527,279,000 respectively. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Company’s ability to continue as a going concern. Therefore, the Company may be unable to realise its assets and discharge its liabilities in the normal course of business.

The consolidated financial statements have been prepared on a going concern basis on the basis that the proposed restructuring of the Group will be successfully completed, and that, following the restructuring, the Group will continue to meet in full its financial obligations as they fall due in the foreseeable future

Should the Group be unable to achieve a successful restructuring and to continue its business as a going concern, adjustments would have to be made to the consolidated financial statements to adjust the value of the Group’s assets to their recoverable amounts, to provide for any further liabilities which might arise.

### **3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS**

In the current period, the Group has adopted all the new and revised IFRSs issued by International Accounting Standards Board (“**IASB**”) that are relevant to its operations and effective for its accounting period beginning on 1 January 2021. IFRSs comprise International Financial Reporting Standards (“**IFRS**”); International Accounting Standards; and Interpretations. The adoption of these new and revised IFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s consolidated financial statements and amounts reported for the current period and prior periods.

The Group has not applied the new and revised IFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new and revised IFRSs but is not yet in a position to state whether these new and revised IFRSs would have a material impact on its results of operations and financial position.

#### 4. REVENUE AND SEGMENT INFORMATION

Revenue mainly represents contract revenue from the design, deployment and maintenance of optical fibers services, contract revenue from other communication networks services, environmentally intelligent technical products and services, and money lending.

The amount of each significant category of revenue during the period is as follows:

	<b>Six months ended 30 June</b>	
	<b>2022</b>	2021
	<b>RMB'000</b>	RMB'000
	<b>(Unaudited)</b>	(Unaudited)
Design, deployment and maintenance of optical fibers services	<b>23,498</b>	4,865
Environmentally intelligent technical products and services	<b>3,297</b>	376
	<b>26,795</b>	5,241

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 six months ended 30 June 2021 and 2022 is set out below.

Segments	Six months ended 30 June 2022 (unaudited)					Total
	Optical fibers RMB'000	Other communication networks RMB'000	Environmentally intelligent technical products and services RMB'000	Money lending RMB'000	RMB'000	
Revenue from external customers and reportable segment revenue	23,498	–	3,297	–	26,795	
Reportable segment gross profit	4,348	–	1,388	–	5,736	

  

Segments	Six months ended 30 June 2021 (unaudited)					Total
	Optical fibers RMB'000	Other communication networks RMB'000	Environmentally intelligent technical products and services RMB'000	Money lending RMB'000	RMB'000	
Revenue from external customers and reportable segment revenue	4,865	–	376	–	5,241	
Reportable segment gross (loss)/profit	(435)	–	35	–	(400)	



## 5. FINANCE COSTS

	Six months ended 30 June	
	2022	2021
	<i>RMB'000</i>	<i>RMB'000</i>
	(Unaudited)	(Unaudited)
Interest on bank and other borrowings	1,715	1,718
Finance charges on corporate bonds	9,436	9,482
Finance charges on guaranteed notes	7,181	9,834
Finance charges on lease liabilities	264	266
	<hr/>	<hr/>
Total borrowing costs	18,596	21,300
Net foreign exchange loss/(gain)	16,240	(6,273)
	<hr/>	<hr/>
	<b>34,836</b>	<b>15,027</b>
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## 6. LOSS BEFORE TAXATION

	Six months ended 30 June	
	2022	2020
	<i>RMB'000</i>	<i>RMB'000</i>
	(unaudited)	(unaudited)
Depreciation of property, plant and equipment	463	463
	<hr/> <hr/>	<hr/> <hr/>

## 7. INCOME TAX

	Six months ended 30 June	
	2022	2021
	<i>RMB'000</i>	<i>RMB'000</i>
	(unaudited)	(unaudited)
Current taxation:		
– PRC Corporate Income Tax	–	–
	<hr/>	<hr/>
	<b>–</b>	<b>–</b>
	<hr/> <hr/>	<hr/> <hr/>

The Company and the subsidiaries of the Group incorporated in the British Virgin Islands are not subject to any income tax pursuant to the rules and regulations in their respective jurisdictions of incorporation.

The Company and the subsidiaries of the Group incorporated in Hong Kong are subject to Hong Kong Profits Tax rate of 16.5% for the six months ended 30 June 2022 (2021: 16.5%).

The subsidiaries of the Group established in the PRC (excluding Hong Kong) are subject to PRC Corporate Income Tax rate of 25% for the six months ended 30 June 2022 (2021: 25%).

One of the subsidiaries of the Group established in the PRC have obtained approvals from the tax bureau to be taxed as enterprises registered in Khorgos of Xinjiang province. As a result, the subsidiary is exempted from enterprise income tax for the five years ended 31 December 2022.

## 8. DIVIDENDS

The board has resolved not to declare the payment of an interim dividend for the six months ended 30 June 2022 (six months ended 30 June 2021: Nil).

## 9. LOSS PER SHARE

The basic loss per share for the period ended 30 June 2022 is calculated based on the loss attributable to the owners of the Company and the weighted average number of ordinary shares in issue during the period, calculated as follows:

	<b>Six months ended 30 June</b>	
	<b>2022</b>	<b>2021</b>
	<b>RMB'000</b>	<b>RMB'000</b>
	<b>(unaudited)</b>	<b>(unaudited)</b>
Loss for the purposes of calculating basic loss per share (loss for the period attributable to the owners of the Company)	<b>(39,104)</b>	<b>(18,583)</b>
	<b>2,859,943</b>	<b>2,859,943</b>
	<b>2,859,943</b>	<b>2,859,943</b>

There was no diluted loss per share for the six months ended 30 June 2022 and 2021 as there was no potential ordinary share issued during both periods.

## 10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2022, the Group acquired property, plant and equipment at a cost of Nil (six months ended 30 June 2021: Nil).

## 11. TRADE AND BILL RECEIVABLES

	<b>30 June</b>	<b>31 December</b>
	<b>2022</b>	<b>2021</b>
	<b>RMB'000</b>	<b>RMB'000</b>
	<b>(unaudited)</b>	<b>(audited)</b>
Trade and bill receivables	<b>278,854</b>	<b>265,055</b>
Less: allowance for doubtful debts	<b>(228,748)</b>	<b>(228,748)</b>
	<b>50,106</b>	<b>36,307</b>

As of the end of the reporting period, the ageing analysis of trade and bill receivables, based on the invoice date and net of allowance for doubtful debts, is as follows:

	<b>30 June 2022 RMB'000 (unaudited)</b>	31 December 2021 RMB'000 (audited)
Within 90 days	17,949	10,672
91 to 180 days	5,110	3,641
181 to 365 days	11,817	4,596
Over 1 year	<u>15,230</u>	<u>17,398</u>
	<u><b>50,106</b></u>	<u><b>36,307</b></u>

The credit period of individual customer is considered on a case-by-case basis.

## 12. CASH AT BANK AND ON HAND

The Group's operations in the PRC (excluding Hong Kong) are conducted in RMB. RMB is not a freely convertible currency and the remittance of RMB out of the PRC (excluding Hong Kong) is subject to the relevant rules and regulations of foreign exchange control promulgated by the PRC government.

## 13. TRADE AND OTHER PAYABLES

	<b>30 June 2022 RMB'000 (Unaudited)</b>	31 December 2021 RMB'000 (Audited)
Trade payables due to third parties	<u>169,582</u>	<u>144,967</u>
Other payables and accrued expenses		
– accrued expenses	18,357	16,247
– payables for staff related costs	21,219	19,277
– other taxes payables	–	2,156
– payables for interest expenses	18,254	19,894
– others	<u>50,016</u>	<u>55,312</u>
	<u><b>107,846</b></u>	<u><b>112,886</b></u>
Total	<u><b>277,428</b></u>	<u><b>257,853</b></u>

As at the end of the reporting period, the ageing analysis of trade payables, based on the invoice date, is as follows:

	<b>30 June 2022 RMB'000 (Unaudited)</b>	31 December 2021 RMB'000 (Audited)
Within 90 days	<b>18,710</b>	24,148
91 to 180 days	<b>6,102</b>	12,361
181 to 365 days	<b>36,418</b>	3,590
Over 1 year	<b>108,352</b>	104,868
	<b><u>169,582</u></b>	<u>144,967</u>

#### 14. SHARE CAPITAL

Movements of the share capital of the Company are as follows:

	<b>No. of shares '000</b>	<i>HKD'000</i>
Authorised:		
Ordinary shares of HK\$0.10 each	<b><u>4,000,000</u></b>	<u>400,000</u>

Ordinary shares, issued and fully paid:

	<b>No. of shares '000</b>	<i>RMB'000</i>
At 1 January 2021, 31 December 2021 and 30 June 2022	<b><u>2,859,943</u></b>	<u>240,267</u>

#### 15. CAPITAL COMMITMENTS

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



## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **OVERVIEW**

The Group's revenue was approximately RMB26,795,000 for the current period, representing an increase of approximately RMB21,554,000 or 411.3% as compared with the revenue of approximately RMB5,241,000 for the last corresponding period. The increase was mainly due to the completion of several environmentally intelligent technical services carried forward from 2021 and the additional revenue contributed from the new optical fiber services center in Thailand and Hong Kong (set up in early 2022) to serve customers located in Thailand and Hong Kong.

Gross profit for the current period amounted to approximately RMB5,736,000, which represented an increase of approximately RMB6,136,000 or 1,534.0% from gross loss of approximately RMB400,000 for the last corresponding period. Gross profit margin during the current period was 21.4% as compared to gross loss margin of 7.6% for the last corresponding period. The increase was mainly caused by the tight control on the overhead cost.

Net loss attributable to the owners of the Company for the current period was approximately RMB38,685,000, representing an increase of approximately RMB20,013,000 or 151.9% from loss of approximately RMB18,583,000 for the last corresponding period. The increase was mainly due to the loss in foreign exchange to convert HK dollar into RMB as the RMB had devaluated for approximately 3.4% from 1.20 for the last corresponding period to 1.17 for the current period. As most of the Group's finance costs are carried in HK dollar, the translation of amount denominated in HK dollar into RMB will lead to exchange risk exposure.

Basic loss per share for the current period was RMB1.37 cents, which represented an increase of 110.8% from loss per share of RMB0.65 cents for the last corresponding period.

The board has resolved not to declare the payment of an interim dividend for the six months ended 30 June 2022 (six months ended 30 June 2021: Nil).

### **BUSINESS REVIEW**

The business environment for the current period had remained tough due to increasing competition in both the traditional optical fiber deployment business and environmentally intelligent technical products and services in PRC. Nevertheless, the Group was able to achieve an improvement in performance causing by the completion of certain projects in the first half of 2022 after the recurrent waves and outbreaks of COVID-19.

## **FINANCIAL REVIEW**

### **Revenue**

For the current period, the Group's revenue was RMB26,795,000, representing an increase of RMB21,554,000 or 411.3%, compared to RMB5,241,000 in last corresponding period. The increase in revenue was mainly caused by the increase in both the provision of design, deployment and maintenance of optical fiber services and the provision of environmentally intelligent technical products and services with the reason stated in the section of Overview.

### **Other gains**

The decrease was mainly caused by no gain on investment at fair value through profit or loss of RMB8,505,000 during the current period.

### **Administrative expenses**

For the current period, administrative expenses decreased significantly to RMB10,573,000 from RMB12,307,000 in last corresponding period prior. It was mainly due to reduction in salary payment.

### **Finance cost**

Finance cost mainly includes interest charged by bank and other borrowings, corporate bonds and guaranteed notes. The increase in finance cost was mainly due to the increase of net foreign exchange loss of approximately RMB22,513,000.

### **Loss attributable to owners of the Company**

The Group recorded net loss attributable to owners of the Company of RMB39,104,000 for the current period as compared to net loss of RMB18,583,000 for the last corresponding period, representing an increase of approximately 110.4%.

### **Corporate bonds**

On 27 June 2017, the Company issued convertible bonds with a nominal value of USD4,000,000 (equivalent to HK\$31,200,000) to Donghai Investment Fund Series SPC to raise capital for the Group. All these convertible bonds have a maturity period of 2 years from their respective dates of issuance, bear interest at 8% per annum payable semi-annually. These convertible bonds are guaranteed by Mr. Jiang. In addition, the occurrence of any of the following events, among others, shall constitute an event of default under the corresponding convertible bond instrument: (i) Mr. Jiang ceases to be the chairman of the Board; (ii) Mr. Jiang, in his personal capacity or through any entity controlled by him, ceases to, in aggregate own and control more than 30% of the issued shares of the Company; and (iii) all or any substantial part of the assets of the Mr. Jiang is condemned, seized or otherwise appropriated by any person acting under the authority of any national, regional or local government. For details, please refer to the Company's announcements dated 15 June 2017 and 27 June 2017.

These convertible bonds had matured on 27 June 2019. The Company will repay all of the outstanding amount of the convertible bond in accordance with a new repayment schedule agreed by the bondholders. As the conversion rights had already expired, the outstanding amount of convertible bonds was transferred to corporate bonds. For further details, please refer the announcements of the Company dated 17 July 2019 and 18 July 2019.

### **Guaranteed notes**

In January and June 2017, the Company issued guaranteed notes with a nominal value of USD10,000,000 (equivalent to approximately HK\$78,000,000) and USD4,000,000 (equivalent to approximately HK\$31,200,000), respectively. These guaranteed notes are guaranteed by Mr. Jiang. In addition, the occurrence of any of the following events, among others, shall constitute an event of default under the corresponding note instrument: (i) Mr. Jiang ceases to be the chairman of the Board; (ii) Mr. Jiang, in his personal capacity or through any entity controlled by him, ceases to, in aggregate own and control more than 30% of the issued shares of the Company; and (iii) all or any substantial part of the assets of the Mr. Jiang is condemned, seized or otherwise appropriated by any person acting under the authority of any national, regional or local government.

All guaranteed notes have a maturity period of 2 years, with interest bearing at 11% per annum and are repayable semi-annually. The US\$4,000,000 guaranteed note and US\$10,000,000 guaranteed note had matured on 27 June and 17 July 2019, respectively. The Company will repay all of the outstanding amount of the guaranteed notes in accordance with a new repayment schedule agreed by the subscribers. For further details, please refer to the announcements of the Company dated 17 July and 18 July 2019, respectively.

### **LIQUIDITY AND FINANCIAL RESOURCE**

As at 30 June 2022, the Group had current assets of approximately RMB291,029,000 (31 December 2021: RMB261,109,000) which comprised cash and cash equivalents amounted to approximately RMB20,904,000 (31 December 2021: RMB15,645,000). As at 30 June 2022, the Group had non-current liabilities and current liabilities amounted to approximately RMB2,371,000 and RMB856,425,000 (31 December 2021: RMB2,579,000 and RMB795,691,000), respectively, consisting mainly of payables, corporate bonds, guaranteed notes, bank and other borrowings arising in the ordinary course of business. Accordingly, the current ratio, being the ratio of current assets to current liabilities, was around 0.34 (31 December 2021: 0.33).

The Group finances its operation primarily with the use of internally generated cashflows and banking facilities.

## **Gearing ratio**

The gearing ratio of the Group is calculated on the basis of an adjusted net debt-to-capital ratio. For this purpose, adjusted net debt is defined as total debt (which includes bank and other borrowings, corporate bonds and guaranteed notes) less cash at bank and on hand. Capital comprises all components of equity. The gearing ratio was approximately (94.0)% as at 30 June 2022 (31 December 2021: approximately (96.4)%).

## **Foreign exchange exposure**

For the six months ended 30 June 2022, the corporate bonds and guaranteed notes of the Group are denominated in foreign currencies and consequently the Group had foreign exchange risk exposure from translation of amount denominated in foreign currencies as at the reporting date. During the current period, the Group did not neither engage in any derivatives activities nor commit to any financial instruments to hedge its exposure to foreign exchange risk.

## **EMPLOYMENT AND REMUNERATION POLICY**

As at 30 June 2022, the Group had 123 employees (30 June 2021: 146), including the executive directors. Total staff costs (including directors' emoluments) were approximately RMB5,339,000 for the six months ended 30 June 2022 as compared to approximately RMB6,350,000 for the last corresponding period. Remuneration is determined with reference to market norms and individual employees' performance, qualification and experience.

On top of basic salaries, bonus may be paid with reference to the Group's performance as well as individual's performance. Other staff benefits include contributions to Mandatory Provident Fund scheme in Hong Kong and various welfare plans including the provision of pension funds, medical insurance, unemployment insurance and other relevant insurance for employees who are employed by our Group pursuant to the PRC rules and regulations and the existing policy requirements of the local PRC authorities as well as share option scheme.

## **FUTURE PLANS AND PROSPECTS**

Looking forward, the Group expects the operating environment will continue to be challenging. However, the application of wireless technology by the market and the promotion of cloud computing, big data and data centres, together with upgrades in systems and skills and application of development of 5G, is expected to lead to a multi-fold increase in the global demand for network bandwidth in the next few years. Optical fiber broadband network construction is the forerunner of all infrastructures, and the most important driver for the economic development of countries in the surrounding areas under the One Belt One Road initiative, the Middle East and Africa. Upgrade of existing networks and laying of new networks are required to cope with the local needs for future development.

In order to cope with the anticipated challenges and stay competitive, more efforts will be made to strengthen internal control and management and to strictly control production costs and operating expenses. The Group will also continue to explore any opportunities to diversify our business with the ultimate aim of bringing greater value to the shareholders of the Company in the long run. The Group is proactively looking for business opportunities to expand its existing business in the PRC and overseas. Finally, the Group has set up new optical fibers services operation centers in Thailand and Hong Kong to serve customers located in Thailand and Hong Kong in late 2021 and early 2022, respectively.

## **SHARE CAPITAL**

During the six months ended 30 June 2022, the listed shares of HK\$0.10 each in the share capital of the Company (the “**Shares**”) was 2,859,942,965 Shares.

## **PURCHASE, SALE OR REDEMPTION OF LISTED SHARES OF THE COMPANY**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed Shares during the current period.

## **INTERIM DIVIDEND**

The Board has resolved not to declare payment of an interim dividend for the six months ended 30 June 2022 (six months ended 30 June 2021: Nil).

## **OTHER INFORMATION**

### **IMPORTANT EVENTS SINCE 2021**

#### **1. Winding up by the Court and Appointment of Provisional Liquidators**

- a. On 4 February 2021, a petition (“**the Petition**”) in the matter of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32) (the “**Ordinance**”) was filed by Li Zhong (“**the Petitioner**”) in the High Court of The Hong Kong Special Administrative Region (“**the High Court**”) against the Company on the principal ground that the Company had failed to settle the sum of HK\$565,000 being the interest and legal costs incurred in relation to the bond for the principal amount of HK\$8,000,000 issued to the Petitioner by the Company. The Petition applied for the winding up of the Company on the ground that the Company was insolvent and unable to pay its debts or alternatively that it was just and equitable for the Company to be wound up. The hearing of the Petition took place on 5 May 2021 at 10:00 a.m. in the High Court and the winding up order was made on the same day. The Official Receiver was appointed as the Provisional Liquidator of the Company.

Under section 182 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong), any disposition of the property of the Company, including things in action, and any transfer of shares, or alterations in the status of the members of the Company, made after the commencement of the winding up, shall, unless the Court otherwise orders, be void.

- b. On 18 February 2021, a petition in the matter of the Ordinance was filed by Dan Xiaodong (“**Dan**”) in the High Court against the Company on the principal ground that the Company had failed to settle the sum of HK\$8,500,000 being the outstanding balance of judgement debt together with interest thereon under the Judgment dated 25 September 2020 in High Court Action No. 200/2020. Dan applied for the winding up of the Company on the ground that the Company was insolvent and unable to pay its debts. The said petition was dismissed on 31 May 2021.
- c. On 10 March 2021, a petition in the matter of the Ordinance was filed by Zhang Wenkai (“**Zhang**”) in the High Court against the Company in HCCW 105/2021 on the principal ground that the Company had failed to settle the sum of HK\$700,000 being the annual interest incurred in relation to the bond for the principal amount HK\$10,000,000 issued to Zhang by the Company. Zhang applied for the winding up of the Company on the ground that the Company shall be deemed to be unable to pay its debts. The said petition was withdrawn on 24 May 2021.
- d. On 19 April 2021, a petition in the matter of the Ordinance was filed by Yao Hongyi (“**Yao**”) in the High Court against the Company in HCCW 154/2021 on the principal ground that the Company had failed to settle the aggregate sum of HK\$7,800,000 being the principal amount and interest thereon in relation to the bond issued to Yao by the Company. Yao applied for the winding up of the Company on the ground that the Company shall be deemed to be unable to pay its debts. The said petition was withdrawn on 11 June 2021.

## **2. Suspension of trading in the shares of the Company**

In view of the above High Court winding up order, trading in the Company’s shares on The Stock Exchange of Hong Kong Limited has been suspended with effect from 3:00 p.m. on 5 May 2021 and will remain suspended pending fulfilment of the resumption guidance and any supplement or modification thereto.

## **3. Appointment of the Provisional Liquidators**

On 7 May 2021, the Official Receiver as the Provisional Liquidator of the Company made an application to the High Court for a Regulating Order pursuant to sections 227A and 227B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32) seeking, inter alia, an order to appoint Mr. Chan Ho Yin Michael and Ms. Chi Lai Man Jocelyn both of Borrelli Walsh Limited as the joint and several liquidators of the Company.

Mr. Ho Man Kit and Ms. Kong Sze Man Simone of Maninvest Asia Limited, have been appointed as joint and several liquidators (the “**Liquidators**”) of the Company pursuant to an order dated 25 June 2021 made by the High Court.

#### 4. Listing status of the Company

On 7 July 2021 and 22 September 2022, the Company received letters from the Stock Exchange, in which the Stock Exchange sets out the following resumption guidance for the Company:

- (a) publish all outstanding financial results required under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and address any audit modifications;
- (b) demonstrate its compliance with Rules 13.24, 3.10, 3.10A, 3.21 and 3.28 of the Listing Rules;
- (c) have the Winding-up Order against the Company withdrawn or dismissed and liquidators (provisional or not) discharged;
- (d) inform the market of all material information for the Company’s shareholders and other investors to appraise the Company’s position;
- (e) conduct an independent forensic investigation into the suspected unauthorized subscription <sup>(Note 1)</sup>, announce the findings and take appropriate remedial action; and
- (f) conduct an independent internal control review and demonstrate that the Company has in place adequate internal control and procedures to comply with the Listing Rules.

The Stock Exchange further indicated that it may modify or supplement the resumption guidance if the Company’s situation changes.

If the Company fails to fulfill the above Resumption Guidance by 4 November 2022, the Listing Division of the Stock Exchange may recommend the Listing Committee to proceed with the cancellation of the Company’s listing status. The Company is taking various steps to fulfill the Resumption Guidance which includes:

- (i) the appointment of independent non-executive Directors to the Board and as members of Nomination Committee, Remuneration Committee and Audit Committee with effect from 25 May 2022 (please refer to the announcement of the Company dated 24 May 2022);

*Note 1:* The particulars of the suspected unauthorized subscription could be found at section “Important Events after since 2021” of this 2022 Interim Results Announcement. Shareholders are also invited to review the announcement of the Company dated 16 September 2022 for more information of the suspected unauthorized subscription.

- (ii) establishment of a special investigation committee and appointment of an independent investigator in relation to the suspected unauthorised subscription (please refer to the announcement of the Company dated 16 September 2022); and
- (iii) the appointment of the company secretary of the Company (please refer to the announcement of the Company dated 26 October 2022).

As of the date of this announcement, the Company has complied with Rules 3.10, 3.10A, 3.21 and 3.28 of the Listing Rules. Save for the foregoing, the Resumption Guidance has yet to be fulfilled.

References are made to the statement of disciplinary action dated 9 December 2021 in relation to, among other things, Exchange's Disciplinary Action against the Company.

The Listing Committee found that the Company breached:

- (1) Rule 13.25(1)(b) by failing to inform the Exchange and to publish an announcement upon the presentation of winding-up petitions. The obligation to disclose arises immediately after an issuer becomes aware of a winding-up petition, and is not dependent on the outcome of the petition or whether the petition may be settled before the hearing date.
- (2) Rules 13.49(1) and 13.46(2)(a) by failing to publish its annual results for the financial year ended 31 December 2020 and despatch its annual report for the financial year ended 31 December 2020 within the prescribed time.

## 5. The restructuring process of the Group

On 29 March 2022, the Company, GSC Limited (formerly known as Harrod Invest Limited) ("**Potential Investor**") and Mr. Jiang Changqing ("**Mr. Jiang**") entered into the Framework Agreement, in relation to, among others, the Potential Investor's interest to invest a total amount of HK\$100,000,000 into the Company involving (i) the Possible Subscription; (ii) schemes of arrangement in Hong Kong and Cayman Islands or an alternative creditors' arrangement to be entered into between the Company and its creditors to settle all outstanding amounts which are due by the Company to such creditors; and (iii) the Capital Reorganization, for the purpose of and in connection with the implementation of the Restructuring.

Further, under the Framework Agreement, the Company and the Potential Investor agreed that the Potential Investor shall initially provide a loan to the Company in the amount of HK\$10,000,000 payable in two installments, the loan proceeds of which shall be placed in a trust bank account controlled by the Liquidators on behalf of the Company ("**Trust Bank Account**") for the settlement of partial professional fees in relation to the Restructuring. The whole HK\$10,000,000 has already been advanced by the Potential Investor into the Trust Bank Account.



The Potential Investor also agreed to provide the interim financing in cash to the Group so as to fully support the working capital requirement of the business operation of the Group in Hong Kong. The Company agreed to grant in favor of the Potential Investor a fixed charge over the entire share capital of the operating company which receives the Interim Financing from the Potential Investor as security for the Investor Payment.

If the Possible Subscription materializes, upon completion of the Possible Subscription, the Potential Investor and the parties acting in concert with it may in aggregate be interested in more than 50% of the entire issued share capital of the Company as enlarged by the allotment and issuance of the Subscription Shares which may lead to a change in control of the Company and will then give rise to an obligation on the part of the Potential Investor (and any parties acting in concert with it) to make a mandatory unconditional general offer for all the Shares (other than those already owned or agreed to be acquired by the Potential Investor or parties acting in concert with it) under Rule 26.1 of the Takeovers Code.

On 29 September 2022, the Company and the Liquidators entered into a restructuring agreement (the “**Restructuring Agreement**”) with the Potential Investor and its sole director and sole beneficial owner, Dr. Chuang Tsz Cheung, Christopher (together, the “**Investors**”), pursuant to which the Company will implement the Restructuring which involves (i) the reorganization of the share capital of the Company by way of the Capital Reduction and the Sub-division; (ii) the subscription of new Shares by the Investors (the “**Subscription**”); (iii) the reorganization of the Group; (iv) the placing of new Shares by a placing agent; (v) the Creditors’ Schemes; (vi) the proposed repayment of onshore loans due to a bank in the PRC; and (vii) the resumption of trading of the Shares on the Stock Exchange.

## 6. Suspected Unauthorised Subscription

References are made to the announcement of the Company dated 3 January 2020 in relation to a memorandum of understanding (the “**MOU**”) on potential business cooperation (“**Potential Business Cooperation**”) with an independent investor, Xin Jiang Bo Run Investment Holdings Group Limited\* (新疆博潤投資控股集團有限公司)(formerly known as Xin Jiang Bo Run Investment Holdings Limited\*(新疆博潤投資控股有限公司)(the “**Xin Jiang Bo Run**”) and Beijing Future Space Zhizhai Technology Company Limited\* (北京未來空間智宅科技有限公司)(“**Beijing Future Space**”) and the announcement of the Company dated 21 August 2020 in relation to the successful subscription by Xin Jiang Bo Run of a total of 417,269,077 fully paid shares of the Company at the price of HK\$0.31 per share (the “**Xin Jiang Subscription**”).

On 5 July 2022, Beijing Yin Ao Law Firm (北京市銀奧律師事務所)(the “**Litigation Lawyer**”) received an electronic copy of a letter issued by the Xin Jiang Bo Run dated 4 July 2022, claiming that all signatures of the representatives of the Xin Jiang Bo Run and the seals of the Xin Jiang Bo Run affixed in the documents in relation to the Potential Business Cooperation and the Xin Jiang Subscription, including but not limited to, the MOU, the authorisation letter dated 2 January 2020 (purportedly) issued by Xin Jiang Bo Run authorising Ms. Guo Yezi and Mr. Sun Xiao to handle the Xin Jiang Subscription, the subscription agreement in relation to the Xin Jiang Subscription and the delegation of payment letter (purportedly) issued by Xin Jiang Bo Run to Beijing Jubang Jiujiu Investment Management Co., Ltd.\* (北京聚邦久久投資管理有限公司), were forged and all the documents, hence the Xin Jiang Subscription, were unauthorised (the “**Suspected Unauthorised Subscription**”). The electronic copy of the Xin Jiang Bo Run’s Letter was delivered to the liquidators of the Company (the “**Liquidators**”), by the representative of the indirect wholly owned subsidiary of the Company, U-Ton Future Space (Beijing) Technology Development Ltd.\* (優通未來空間(北京)科技發展有限公司) and the Litigation Lawyer on 5 July 2022 and 12 August 2022, respectively.

Shareholders are invited to review the announcement of the Company dated 16 September 2022 for more information in relation to the Xin Jiang Subscription and subsequent actions taken by the Company.

## 7. Arbitration against China Mobile

Since September 2018, Hebei Changtong Communication Engineering Co. Ltd. (河北昌通通信工程有限公司, “**Hebei Changtong**”), a wholly-owned subsidiary of the Group, had submitted several batches of applications for arbitration to the Shijiazhuang Arbitration Commission (石家莊仲裁委員會) and the other arbitration commissions against China Mobile Group Hebei Co., Ltd. (中國移動通信集團河北有限公司, “**China Mobile Hebei**”) for the repayment of long outstanding service fees and interests (the “**Arbitrations**”).

\* *The English translation is for reference only.*

As at the date of this announcement, Hebei Changtong had applied for the repayment of a total of approximately RMB324.66 million for the Arbitrations against China Mobile Hebei and the Shijiazhuang Arbitration Committee and the other arbitration commissions have ordered China Mobile Hebei to repay a total of approximately RMB132.12 million in respect of the Arbitrations. The remaining unawarded amount of service fees and interests would be subject to future decisions to be handed down by the Shijiazhuang Arbitration Committee and the other arbitration commissions. received a total of approximately RMB161.76 million in respect of the Arbitrations. The remaining unawarded amount of service fees and interests would be subject to future decisions to be handed down by the Shijiazhuang Arbitration Committee and the other arbitration commissions.

For further details, please refer to the announcement of the Company dated 30 October 2020 in relation to the Arbitrations.

### **Appointment and resignation of Executive Directors, Non-Executive Director and Independent Non-Executive Director**

The Company has adopted the board diversity policy and will strive to select the most appropriate candidate to be appointed as a member of the Board.

Mr. Mok Kwan Leong (莫鈞亮) was appointed as an executive Director with effect from 29 March 2022.

Mr. Mok Hon Kwong Thomas (莫漢銑) was appointed as an independent non-executive Director with effect from 25 May 2022.

Mr. Ma Yu-heng (馬有恒) was appointed as an independent non-executive Director with effect from 25 May 2022.

Ms. Wu Hanpu (吳函璞) resigned as an independent non-executive Director on 6 June 2022.

Mr. Ge Lingyue (葛凌躍) resigned as a non-executive Director on 6 June 2022.

For details, please refer to the announcement of the Company dated 29 March 2022, 24 May 2022, 25 May 2022 and 1 June 2022.

## COMPETING INTERESTS

Save and except for interests in the Group, neither the Directors nor their respective associates (as defined under the Listing Rules) had any interest in any other companies as at 30 June 2022 which may, directly or indirectly, compete with the Group's business.

## CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

Since the Company's Shares were successfully listed on the Main Board of The Stock Exchange of Hong Kong Limited on 1 August 2014, the company has adopted the Model Code for Securities Transactions by Directors of Listed issuers as set out in Appendix 10 of the Listing Rules (the "**Model Code**"). The Group strives to and will continue to ensure compliance with the corresponding provisions set out in The Model Code. Having made specific enquiries to all the Directors, the Company was not aware of any non-compliance with the required standards as set out in the Model Code by the Directors throughout the six months ended 30 June 2022.

## CORPORATE GOVERNANCE PRACTICES

After reviewing the Company's corporate governance practices and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules ("**CG Code**"), the Board was satisfied that the Company had complied with the CG Code provision for the current period, except the followings:

### **Delay in Publication of the 2020 and 2021 Annual Results and the 2021 and 2022 Interim Results and Delay in Dispatch of the 2020 and 2021 Annual Report and the 2021 and 2022 Interim Report**

Pursuant to Rules 13.46 and 13.49 of the Listing Rules, the Company is required to publish its annual results for the year ended 31 December not later than three months after the end of the reporting period (i.e. on or before 31 March) and dispatch its annual report for the year ended 31 December to the shareholders of the Company (the "**Shareholders**") not later than four months after the end of the reporting period (i.e. on or before 30 April).

Pursuant to Rule 13.49(6) and Rule 13.48 of the Listing Rules, the Company is required to publish its interim results for the six months ended 30 June not later than two months after the end of the six months ended 30 June (i.e., on or before 31 August) and dispatch its interim report for the reporting period to the Shareholders not later than three months after the end of the reporting period (i.e., on or before 30 September).

The Company had delayed the publication of the 2020 and 2021 Annual Results and the 2021 and 2022 Interim Results and the dispatch of the 2020 and 2021 Annual Report and the 2021 and 2022 Interim Report. It was because additional time was required to complete the audit of the financial statements of the Group for the year ended December 2020.

## **Non Compliance with Rules 3.10, 3.10A, 3.21 and 3.28 of the Listing Rules and Non Compliance with Code Provision A.5.1 of the CG Code**

With effect from 5 May 2021, Ms. Chan Oi Chong (“**Ms. Chan**”) resigned as the company secretary of the Company.

With effect from 5 May 2021, Mr. Meng Fanlin (“**Mr. Meng**”) resigned as an independent non-executive director (“**INED**”), the member of the audit committee (the “**Audit Committee**”), the member of the remuneration committee (the “**Remuneration Committee**”) and the Chairman of the nomination committee (the “**Nomination Committee**”) of the Company.

With effect from 6 May 2021, Ms. Teng Xun (“**Ms. Teng**”) resigned as an INED, the Chairlady of the Audit Committee, the member of the Remuneration Committee and the member of the Nomination Committee of the Company.

Following the resignation of Ms. Chan, Mr. Meng and Ms. Teng, the Company failed to comply with the following requirements under the Listing Rules:

- i. Rule 3.28 of the Listing Rules requires that the Company must appoint an individual as its company secretary;
- ii. Rule 3.10 and 3.10A of the Listing Rule require that the independent non-executive directors shall represent at least one-third of the Board and at least one of the INEDs must have appropriate professional qualifications or accounting or related financial management expertise;
- iii. Rule 3.21 of the Listing Rules requires that the audit committee must comprise a minimum of three members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under rule 3.10(2); and
- iv. Code provision A.5.1 of the CG Code requires that the nomination committee shall be chaired by the chairman of the Board or an INED.

## **Compliance with Rules 3.10, 3.10A, 3.21 and 3.28 of the Listing Rules**

Following (i) the appointment of Mr. Mok Hon Kwong Thomas (“**Mr. Thomas Mok**”) and Mr. Ma Yu-heng (“**Mr. Ma**”) as independent non-executive Directors; (ii) the appointment of Mr. Thomas Mok as the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee; (iii) the appointment of Mr. Ma as the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee, all of which with effect from 25 May 2022; (iv) the respective resignation of Mr. Ge Lingyue and Ms. Wu Hanpu as a non-executive Director and an independent non-executive Director with effect from 6 June 2022 and (v) the appointment of Mr. Cheung Kwok Wo as the company secretary to the Company with effect from 26 October 2022:

- (a) the Board will have nine directors, three of whom will be independent non-executive Directors, representing one-third of the Board. Accordingly, the Company will be in compliance with the requirements of Rules 3.10(1) and 3.10A of the Listing Rules;
- (b) Mr. Thomas Mok is a fellow of The Hong Kong Institute of Certified Public Accountants and a fellow of The Association of Chartered Certified Accountants, United Kingdom, and Mr. Ma is a member of CPA Australia. The Audit Committee will comprise three members, namely, Mr. Thomas Mok, Mr. Ma and Mr. Wang Haiyu (“**Mr. Wang**”), all of whom will be independent non-executive Directors, and the Audit Committee will be chaired by Mr. Thomas Mok. Accordingly, the Company will be in compliance with the requirements of Rules 3.10(2) and 3.21 of the Listing Rules;
- (c) the Nomination Committee will comprise three members, namely, Mr. Ma, Mr. Thomas Mok and Mr. Wang, all of whom will be independent non-executive Directors, and the Nomination Committee will be chaired by Mr. Ma. Accordingly, the Company will be in compliance with the requirements of code provision A5.1 of the CG Code; and
- (d) the Company has now complied with Rule 3.28 of the Listing Rules requiring that the Company must appoint an individual who possess the necessary qualifications and experience as required under Rule 3.28 of the Listing Rules as its company secretary.

As of the date of this announcement, the Company has complied with Rules 3.10, 3.10A, 3.21 and 3.28 of the Listing Rules. Save for the foregoing, the Resumption Guidance has yet to be fulfilled.

## **AUDIT COMMITTEE**

The Company established an audit committee pursuant to a resolution of the Board passed on 27 May 2012. The terms of reference of the audit committee are in compliance with Rule 3.21 and 3.22 of the Listing Rules and paragraph C3.3 and C3.7 of the Code Provisions with the latest update in January 2019. Its terms of reference are available on the websites of the Company and the Stock Exchange.

The primary duties of the audit committee are, among other things, to make recommendation to the Board on the appointment, re-appointment and removal of external auditors, review the financial statements and render material advice in respect of financial reporting and oversee risk management and internal control procedures of the Company.

The audit committee has the responsibilities and powers set forth in the terms of reference of the audit committee. Committee members shall meet at least twice to consider the interim and final results prepared by the Board.

Under the terms of reference of the audit committee, members of the committee shall consist of not less than three members, a majority of whom shall be INEDs and at least one of whom is INED with appropriate professional qualifications or accounting or related financial management expertise as required under rule 3.10(2) of the Listing Rules.

As at 30 June, 2022, the audit committee comprised three independent non-executive Director, namely Mr. Mok Hon Kwong Thomas (Chairman), Mr. Ma Yu-heng and Mr. Wang Haiyu. Thus, the Company had complied with the terms of reference of the audit committee.

The audit committee had discussed with the management the accounting principles and policies adopted by the Group and reviewed the Group's unaudited interim condensed consolidated financial statement and the related notes for the six months ended 30 June 2022.

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

This interim results announcement is published on the website of The Stock Exchange of Hong Kong Limited at <http://www.hkexnews.hk>. The interim report will be dispatched to the shareholders and published on the above websites in due course.

## **APPRECIATION**

On behalf of the Board, I would like to extend my sincere gratitude to the entire workforce for their dedication and commitment.

**Mr. Ho Man Kit**  
Joint and Several Liquidator of  
**CHINA U-TON FUTURE SPACE**  
**INDUSTRIAL GROUP HOLDINGS LTD.**  
*(In Liquidation)*

Hong Kong, 4 November 2022

*As at the date of this announcement, the executive directors of the Company are Mr. Jiang Changqing, Mr. Zhao Feng, Ms. Liu Jianzhou, Mr. Chen Qizheng, Mr. Liu Zhen and Mr. Mok Kwan Leong; the independent non-executive directors are Mr. Wang Haiyu, Mr. Mok Hon Kwong Thomas and Mr. Ma Yu-heng.*

*The affairs, business and property of the Company in Hong Kong are being managed by Mr. Ho Man Kit and Ms. Kong Sze Man Simone, the joint and several liquidators, who act as the agent of the Company only and without personal liability.*

*The Directors and the Liquidators jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*