# BALK 1798

## **Balk 1798 Group Limited**

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(Incorporated in Bermuda with limited liability) (Stock code: 1010)

**Interim Report** 

2023

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## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS Executive Directors**

Ms. Li Weina Mr. Zhang Fumin Mr. Wang Yi Note 1 Dr. Zhang Yu Note 2

#### Independent Non-Executive Directors

Ms. Ching Ching Dr. Song Donglin Dr. Zhang Shengdong

### **BOARD COMMITTEES Audit Committee**

Ms. Ching Ching (Chairman) Dr. Song Donglin Dr. Zhang Shengdong

### **Nomination Committee**

Dr. Song Donglin (Chairman) Ms. Ching Ching Dr. Zhang Shengdong

### **Remuneration Committee**

Dr. Song Donglin (Chairman) Ms. Ching Ching Dr. Zhang Shengdong

### **COMPANY SECRETARY**

Mr. Lam Wai Kei

### **STOCK CODE**

1010

### WEBSITE

http://pacray.com.hk

### **AUDITOR**

Zenith CPA Limited Certified Public Accountants

### **LEGAL ADVISOR**

**Robertsons Solicitors** 

### **PRINCIPAL BANKERS**

Bank of Communications (Hong Kong) Limited Dah Sing Bank, Limited

### **REGISTERED OFFICE**

Clarendon House 2 Church Street Hamilton HM 11 Bermuda

### **PRINCIPAL PLACE OF BUSINESS** IN HONG KONG

Suite 6504, 65/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

4th Floor North Cedar House 41 Cedar Avenue Hamilton HM 12 Bermuda

### HONG KONG BRANCH SHARE **REGISTRAR AND TRANSFER** OFFICE

Tricor Tengis Limited 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong

#### Notes:

1. 2

Appointed on 6 April 2023 2

Resigned on 6 April 2023

**Balk 1798 Group Limited** 

The board (the **"Board**") of directors (the **"Directors**" and each a **"Director**") of Balk 1798 Group Limited (the **"Company**", together with its subsidiaries, the **"Group**") is pleased to announce the unaudited condensed consolidated interim results of the Company for the six months ended 30 June 2023 which has been reviewed by the audit committee of the Company (the **"Audit Committee**").

#### **BUSINESS REVIEW**

For the six months ended 30 June 2023, the Group principally engaged in (i) design and sales of integrated circuits and semi-conductor parts; (ii) executive jet management services; and (iii) manufacturing and sales of yachts and other yachts related businesses.

In response to the complex and unpredictable business environment in the first half of 2023, the Group demonstrated a proactive approach by closely monitoring its business portfolio and implementing various decisive measures to reform. Objectives of these measures were (i) to maintain the core business that can create reliable returns with competitive advantages; (ii) to exit from businesses that have not met expectations or might require further input from the Group; and (iii) to continuously seek opportunities that enhance the Group's revenue bases and profit-making abilities. These strategic measures successfully lead the Group to mitigate the external challenges and uncertainties arising from the prolonged COVID-19 pandemic and subsequent post COVID-19 era and enable the Group to position itself to adapt to the ever-changing market dynamics. As a result, the Group achieved a revenue of approximately HK\$101.7 million for the six months ended 30 June 2023, representing an increase of 133% while compared to the revenue of approximately HK\$43.6 million for the six months ended 30 June 2022.

This revenue growth reaffirms the effectiveness of the Group's reform and proactive measures on its business portfolio which took place in the past years. The management of the Group (the "**Management**") maintains a positive outlook and is confident in the Group's resilience and ability to overcome future challenges and leverage its strengths to continue its growth in the future. Nevertheless, the Management will consistently reinforce the Group's competitive advantages, strengthen its market position and drive growth across the existing businesses of the Group. Such measures include but not limited to cost controls on the business of integrated circuits and semi-conductor parts, platform building on the business of executive jet management services and active marketing and branding in the yacht businesses.

The Management would like to emphasise that reforming the Group's business portfolio is a continuous and on-going process. New measures or strategies may be formulated or implemented from time to time, depending on availability and feasibility of the then opportunities. Should there by any update, the Company will inform its shareholders as soon as appropriate.

### **SEGMENT REVIEW**

#### Design and sales of integrated circuit and semi-conductor parts

For the six months ended 30 June 2023, design and distribution of integrated circuit and semi-conductor parts in the People's Republic of China (the "**PRC**"), Hong Kong and Taiwan remained as one of the important part of the businesses of the Group. The Group acquires raw material integrated circuit ("**IC**") and semi-conductor related parts from external suppliers and relies on internet technology and related equipment for the design of IC related products before sourcing out to external sub-contractors for production. The Group is not involved in the manufacturing processes in the course of business.

The Group's IC products are used in industrial and housing measuring tools and electronic bicycles battery charger market. The core research and development team in Shanghai provides the design of the products and the products are then sourced to certain external suppliers or sub-contractors for subsequent productions. After conducting successful testing of the sub-contracted products in Shanghai, the Group then sells the products to customers, which are usually end-product manufacturers/producers.

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For the six months ended 30 June 2023, the operation of this segment recorded a revenue of approximately HK\$12.9 million and a segment loss of approximately HK\$1.0 million while a revenue of approximately HK\$22.7 million and a segment profit of approximately HK\$2.7 million were recorded for the six months ended 30 June 2022.

The Management observed a growing intensity of competition in the IC market, the swifting advance in technology, rising production costs and the evolving customer preferences and demands collectively exert pressure on profit margins. In addition, potential impacts of trade friction between the United States or other countries/regions and PRC may further deteriorate the operating environment for the Group in the IC market. Increased tariffs, limitation and restrictions on export and investments and other uncertainties would affect the market demand, supply chains and overall business operations.

The Management will closely monitor the overall business performance and external factors to the industry. In order to address the potential uncertainties, the Group will contemplate to explore into some newly developed businesses which aims to optimise the Group's operations and capitalise on emerging opportunities.

#### **Executive jet management**

Services provided by this business mainly include executive jet management service, aircraft sales service and pilot training service. The Management adopted a customer-oriented strategy and focused on improving the service quality, as well as expanding the service categories, with an aim to build up competitive advantages to tackle with external competitions.

In the first half of 2023, the aviation industry continued to navigate the recovery process from the impacts of the prolonged COVID-19 pandemic. However, it may take a longer time than initially anticipated for the recovery of the private and business jet sector which has been surrounding by the uncertainties on the overall economic conditions and the shifting on corporate and individual travel patterns. As a result, nil revenue and a segment loss of approximately HK\$0.06 million were recorded for the six months ended 30 June 2023 while a revenue of approximately HK\$20.9 million and a segment profit of approximately HK\$0.8 million were recorded for the six months ended 30 June 2022.

Despite the negative factors and challenges impacting the Group's business development in the first half of 2023, the Group remains optimistic on the recovery in aviation industry. The Group will seek for potential opportunities within the industry and expanding its client base by targeting new customers and markets. While pursuing opportunities, the Group will also exercise cautious approach in allocating its limited resources. It will prioritise its core businesses that have higher profit margins and to generate better results to the shareholders of the Company.



#### Yacht businesses

The Group commenced to look for business opportunities in the yacht businesses since 2019 by entering into a non-exclusive agency agreement with an independent third party to sell 46-meter super vachts and 110feet catamarans. In late 2020, the Group noticed excellent growth potential in the yacht industry, especially under the consideration that (i) the vacht consumption or investment was aetting more recognition among the affluent class; (ii) construction of the relevant facilities, such as yacht harbor and yacht club, had made yacht consumption more feasible and appealing; and (iii) customers had preference to well-branded yachts with world-wide presence, which offered more opportunities to the Group. As such, the Management was in the view that it would be beneficial for the Group to deploy additional resources to expand the yacht businesses.

The Group made a strategic move in 2021 by establishing a production facility in Hainan, the PRC, where labour and material costs were relatively low. It provides the Group with flexibility in cost control and allows the Group to benefit from a much more competitive cost base comparing to other overseas yacht manufacturers. The relatively lower manufacturing costs in the PRC combined with the centuries-old Balk brand and the sophisticated technologies from the Netherlands, the Group will be able to deliver high quality yachts at a competitive price. The Group foresees the Chinese yacht market will outpace the global market in the longterm.

During the year ended 31 December 2022, the Group signed a couple of sales agreements with independent third parties to sell, in aggregate, nine 46-meter super yachts. In May 2023, due to its own financial difficulties, one of the customers cancelled its purchase order for five 46-meter super vachts. The purchase deposits of RMB79 million were instead utilised by that customer to purchase a second hand refitted 46-meter super yacht, which was then delivered to the customer before 30 June 2023. The remaining four super yachts were still under construction and outfitting throughout the six months ended 30 June 2023.

As a result, revenue of approximately HK\$88.8 million and segment profit of approximately HK\$12.7 million were recorded for the six months ended 30 June 2023, while nil revenue and segment loss of approximately HK\$6.0 million were recorded for the six months ended 30 June 2022.

The growth in revenue of yacht businesses has instilled great confidence to the Management. Moving forward, the Group will actively promote its yacht offerings, leveraging on the reputable brand and highlighting the unique features and advantages of its super yachts in order to generate sales growth in the yacht business segment. In addition, the Management will consistently and closely monitor the performance of the yacht business to formulate feasible and profitable long-term strategies.

#### **Property investment**

The Group possessed a leasehold interest on a land parcel in the Island of Saipan, with a site area of approximately 4,536 square meters upon which there is a housing development namely Miller's Estates. The total gross floor area of these properties in the Island of Saipan was approximately 1,953 square meters within six apartment buildings containing an aggregate of 31 apartment units.

The economy in the Island of Saipan depends heavily on tourism which was detrimentally hit by the COVID-19 pandemic. The local government has been working on resumption of its tourism industry since 2021 and it is expected the economy will be recovered gently. Since the local real estate market in the Island of Saipan was recovering from the economy downturn resulting from the COVID-19 pandemic, the Management adopted a passive and prudent investment strategy for this business segment for the reporting year. Nil revenue was recorded for each of the six months ended 30 June 2023 and 2022. The Group would consider and explore different options in realising the investment potential of the properties, such as leasing or sales based upon the market situation.



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#### **Investment holding**

For the six months ended 30 June 2023, the Group had the following investments:

- 23,000,000 unlisted shares of Cornerstone Securities Limited ("**Cornerstone Securities**"), representing approximately 8.81% of the entire issued capital of Cornerstone Securities. Cornerstone Securities is a company incorporated in Hong Kong with limited liability. It holds licenses to conduct the type 1 regulated activity (dealing in securities) and the type 4 regulated activity (advising on securities) and is principally engaged in security dealing business in Hong Kong. As at 30 June 2023, the investment in Cornerstone Securities has a fair value of approximately HK\$3.9 million (31 December 2022: approximately HK\$3.9 million), representing approximately 0.9% of the total assets of the Company (31 December 2022: 0.8%).
- 202 unlisted shares of Red Power Developments Limited ("**Red Power**"), representing 20.2% of the entire issued capital of Red Power, which is a company incorporated in the British Virgin Islands with limited liability. Through its subsidiaries, Red Power is principally engaged in the provision of air transportation services, development, sales, lease and maintenance of equipment involving the application of aviation technology in the PRC. The Group carried out an impairment assessment of Red Power and full impairment of the investment in an associate was recognised during the year ended 31 December 2021. For more details, please refer to the announcement of the Company dated 28 November 2022 and annual report 2021 of the Company.

For the six months ended 30 June 2023, (i) no acquisition or disposal of the investment in Cornerstone Securities and Red Power was conducted; and (ii) no dividend in relation to the investment in Cornerstone Securities and Red Power was received or claimed. The Company intends to hold the investment in Cornerstone Securities as a passive and long-term investment as at 30 June 2023.

### **BUSINESS OUTLOOK**

For the six months ended 30 June 2023, the reform of the business portfolio and strategic approaches implemented by the Management have empowered the Group to effectively mitigate the external challenges and uncertainties arising from the prolonged COVID-19 pandemic and subsequent post COVID-19 era. These initiatives enabled the Group to position itself to adapt to the ever-changing market dynamics and seize opportunities for growth.

Looking forward, the Management remains committed to continuing with the reform and strategic approaches, particularly, to explore business opportunities in different segments so as to diversify the businesses of the Group.

To align with the business strategies of the Group, new measures or strategies may be formulated or implemented from time to time, depending on availability and feasibility of the then opportunities. The Management is confident that the responsive measures will allow the Group to deploy its resources into businesses with promising future, and will therefore enhance its revenue base and create long-term profitability.

### FINANCIAL REVIEW Revenue

For the six months ended 30 June 2023, the Group achieved a revenue of approximately HK\$101.7 million (six months ended 30 June 2022: approximately HK\$43.6 million). The revenue was principally contributed by the Group's core businesses which were design and sales of integrated circuit and semiconductor parts business operations and yacht businesses.

#### **Operating expenses**

Operating expenses comprise selling and distribution costs and general and administrative expenses in aggregate of approximately HK\$32.5 million for the six months ended 30 June 2023 (six months ended 30 June 2022: approximately HK\$31.7 million). Such increase was mainly attributed to a rise in selling, distribution and marketing expenses, along with operating and administrative costs at the production facility in Hainan as a result of the expansion of the yacht businesses.

#### Loss for the period

For the six months ended 30 June 2023, loss for the period attributable to owners of the Company was approximately HK\$0.9 million (six months ended 30 June 2022: approximately HK\$15.5 million). The decrease in loss was mainly attributable to the segment profit contributed by the yacht businesses. Basic loss per share attributable to ordinary equity holders of the Company was approximately HK\$0.25 cents (six months ended 30 June 2022: approximately HK\$0.25 cents (six months ended 30 June 2022: approximately HK\$4.17 cents).

#### LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2023, the cash in banks of the Group amounted to approximately HK\$105.2 million (31 December 2022: approximately HK\$104.3 million), in which a cash deposit of approximately RMB43.4 million, equivalent to approximately HK\$46.8 million, maintained in one of the bank accounts of the Group was frozen as a result of a ruling in respect of preservation of frozen accounts receivable issued by The People's Court of Longgang District, Huludao City in the PRC on 11 April 2023 (the "**Ruling**"). Such Ruling was against one of the suppliers of the Group, namely Liaoning Jinlong Mega Yacht Manufacturing Co. Limited, for its failure to repay a loan borrowed from a bank in the PRC. For more details, please refer to the announcement of the Company dated 28 April 2023 and note 16 to the unaudited condensed consolidated interim results in this report (31 December 2022: nil). As of the date of this report, the Group's legal adviser is still dealing with the above-mentioned matters, and there is no new progress for the time being.

The Group had no outstanding loan as at 30 June 2023 (31 December 2022: nil).

#### **GEARING RATIO**

The gearing ratio of the Group, defined as total liabilities expressed as a percentage of the total of equity and liabilities, was approximately 90.9% as at 30 June 2023 (31 December 2022: approximately 89.8%). The Group did not have any interest-bearing debt financing during the period.

### FOREIGN CURRENCY EXPOSURE

The Group's results were exposed to exchange fluctuations of Renminbi as the Group mainly had operations in the PRC. Certain materials used in the integrated circuits and semi-conductor parts may be settled in US dollars, which exposed the Group to exchange fluctuations of US\$-RMB. Nevertheless, the Management considered that the Group in general was not exposed to significant foreign exchange risk, and had not employed any financial instrument for hedging. The Management would review the Group's foreign exchange risk and exposure from time to time and would apply hedging where necessary.

### **CAPITAL STRUCTURE**

For the six months ended 30 June 2023, there was no change to the authorised and issued share capital of the Company. As at 1 January 2023 and 30 June 2023, the Company had issued a total of 370,245,142 shares in the par value of HK\$0.1 each. All shares were fully paid and rank pari passu with each other in all respects.

As at 30 June 2023, the shareholders' fund amounted to approximately HK\$37.6 million (31 December 2022: approximately HK\$47.2 million).

### **PLEDGE OF ASSETS**

As at 30 June 2023, the Group did not have any pledge of assets (31 December 2022: nil).

### TRANSACTIONS AFTER THE REPORTING PERIOD

Save as disclosed, there was no other significant event after the reporting period and up to the date of this report.

### **NO OTHER MATERIAL CHANGE**

Save as disclosed, there was no material change in the Group's financial position or business since the publication of the latest annual results of the Company for the year ended 31 December 2022.

### **CONTINGENT LIABILITIES**

No material contingent liabilities of the Group were noted as at 30 June 2023 (31 December 2022: nil).

#### **EMPLOYEES AND REMUNERATION POLICIES**

As at 30 June 2023, the Group had 94 employees (31 December 2022: 140 employees). For the six months ended 30 June 2023, total employee benefits expenses, including Directors' emoluments, amounted to approximately HK\$17.3 million (six months ended 30 June 2022: HK\$15.7 million). The remuneration packages of employees were reviewed annually with reference to market level and individual staff performance. The Group's remuneration packages included basic salaries, bonus, contributions to provident fund and medical benefits.

#### **INTERIM DIVIDEND**

The Board does not recommend the payment of any interim dividend for the six months ended 30 June 2023 (six months ended 30 June 2022: nil).



## **OTHER INFORMATION**

### **CORPORATE GOVERNANCE PRACTICES**

Throughout the six months ended 30 June 2023, the Company has complied with the principles as set out in the Corporate Governance Code ("**CG Code**") contained in Appendix 14 to the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong, Limited ("**the Stock Exchange**") and complied with the code provisions contained therein except for the following deviation:

The CG Code stipulates the non-executive director should be appointed for a specific term and subject to reelection. The independent non-executive Directors were not appointed for specific terms. They are subject to retirement by rotation at least once every three years and re-election at the Company's annual general meeting in accordance with the Bye-laws of the Company. At every annual general meeting of the Company, one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the nearest but no less than one-third shall retire from office by rotation. Every Director should be subject to retirement by rotation at least once every three years.

The Company regularly reviews its corporate governance practices to ensure they comply with the CG Code and align with the latest development.

### CHANGE OF COMPANY NAME AND STOCK SHORT NAME

Subsequent to the passing of a special resolution approving the proposed change of the company name by the shareholders of the Company at the annual general meeting held on 6 June 2022, the Certificate of Change of Name and the Certificate of Secondary Name were issued by the Registrar of Companies in Bermuda certifying that the name of the Company has been changed from "PacRay International Holdings Limited" to "Balk 1798 Group Limited" and the secondary name of the Company has been changed from 「太睿國際控股有限公司」 to「巴克1798集團有限公司」, respectively, with effect from 8 June 2022.

The Certificate of Registration of Alteration of Name of Registered Non-Hong Kong Company was issued by the Registrar of Companies in Hong Kong on 23 August 2022 confirming the registration of the Company's new English name of "Balk 1798 Group Limited" and new Chinese name of 「巴克1798集團有限公司」 in Hong Kong under Part 16 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) with effect from that date.

Following the change of company name, the stock short name of the Company for trading in the shares of the Company on the Stock Exchange has been changed from "PACRAY INT'L" to "BALK 1798 GP" in English and from 「太睿國際控股」to「巴克1798集團」in Chinese simultaneously with effect from 13 January 2023. For more details, please refer to the announcement of the Company dated 9 January 2023.

### **CHANGE OF DIRECTORS**

From 1 January 2023 to the date of this report: -

- (i) Mr. Wang Yi resigned as an executive Director with effect from 6 April 2023; and
- (ii) Dr. Zhang Yu has been appointed as an executive Director with effect from 6 April 2023.

# CHANGE OF ADDRESS OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG

With effect from 1 June 2023, the address of the principal place of business in Hong Kong of the Company has been changed to Suite 6504, 65/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong.



# ADOPTION OF THE AMENDED AND RESTATED BYE-LAWS OF THE COMPANY

By passing a special resolution at the annual general meeting of the Company held on 6 June 2023, the Company adopted the amended and restated Bye-laws of the Company. An up-to-date version of the Company's Bye-laws are available on the websites of the Company and the Stock Exchange.

# MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF THE COMPANY

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") set out in Appendix 10 to the Listing Rules to regulate the Directors' securities transaction. Specific enquiries had been made to all the Directors and the Directors had confirmed that they had complied with the Model Code for the six months ended 30 June 2023.

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY OF ITS ASSOCIATED CORPORATIONS

As at 30 June 2023, none of the directors' and chief executives has any interests or short positions of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (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.

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

As at 30 June 2023, the interests and short positions in the shares and underlying shares of the Company (within the meaning of Part XV of the SFO) of the substantial shareholders (other than the Directors and chief executives of the Company) as recorded in the register required to be kept under Section 336 of Part XV of the SFO, or as otherwise notified to the Company and the Stock Exchange, were as set out below:

Name of Substantial Shareholders	Capacity/nature	Number of shares/ underlying shares held/interested in	Long/short position	Percentage of shareholding (Note 1)
Mr. Duan Hongtao <i>(Note 2)</i>	Interested in controlled corporation(s)	209,183,012	Long	56.5%
Zhongying Int'l Holding Group Limited (Note 2)	Beneficial Owner	209,183,012	Long	56.5%
Ever Digital Limited (Note 2)	Beneficial Owner	33,658,000	Long	9.09%
Arrab Chalid	Interested in controlled corporation(s)	68,500,000	Long	18.50%
LLOYDS INVESTMENT GROUP FZCO (Note 3)	Beneficial Owner	68,500,000	Long	18.50%



## **OTHER INFORMATION**

#### Notes:

- 1. Based on 370,245,142 ordinary shares of the Company in issue as at 30 June 2023.
- 2. As at 30 June 2023, Mr. Duan Hongtao owned 99% of the issued shares of Zhongying Int'l Holding Group Limited which beneficially owned 175,525,012 shares of the Company and the entire issued share capital of Ever Digital Limited which in turn beneficially owned 33,658,000 shares of the Company. Accordingly, Mr. Duan Hongtao was deemed to be interested in a total of 209,183,012 shares of the Company.
- 3. On 15 September 2022, Zhongying Int'l Holding Group Limited transferred a total of 68,500,000 shares of the Company to LLOYDS INVESTMENT GROUP FZCO.

As at 30 June 2023 and save as disclosed, there was no interest and short position in the shares and underlying shares of the Company (within the meaning of Part XV of the SFO) of the substantial shareholders (other than the Directors and chief executives of the Company) as recorded in the register required to be kept under Section 336 of Part XV of the SFO, or as otherwise notified to the Company and the Stock Exchange.

# PURCHASE, SALE OR REDEMPTION OF THE LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities for the six months ended 30 June 2023.

#### **AUDIT COMMITTEE**

The Audit Committee comprised solely independent non-executive Directors, namely Ms. Ching Ching (chairman), Dr. Song Donglin and Dr. Zhang Shengdong. The Group's interim results for the six months ended 30 June 2023 have been reviewed by the Audit Committee.

## CONDENSED CONSOLIDATED INTERIM STATEMENT OF PROFIT OR LOSS

		For the six months	ended 30 June
		2023	2022
	Notes	(Unaudited)	(Unaudited)
		HK\$'000	HK\$'000
Revenue	4	101,689	43,598
Cost of sales		(65,961)	(24,150)
Gross profit		35,728	19,448
Other income and gains, net	5	263	1,530
Selling and distribution costs		(5,555)	(375)
General and administrative expenses		(26,941)	(31,336)
Finance costs	6	(48)	(4,721)
PROFIT/(LOSS) BEFORE TAX	7	3,447	(15,454)
Income tax expense	8	(4,373)	
LOSS FOR THE PERIOD		(926)	(15,454)
Attributable to:			
Owners of the Company		(926)	(15,454)
		HK cents	HK cents
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY			
- Basic and diluted	9	(0.25)	(4.17)
Dividend	10		
Dividend	10		

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## CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME

	For the six months ended 30 June		
	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	
LOSS FOR THE PERIOD	(926)	(15,454)	
<b>OTHER COMPREHENSIVE LOSS</b> Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:			
Exchange differences on translation of foreign operations	(8,626)	(6,426)	
OTHER COMPREHENSIVE LOSS FOR			
THE PERIOD, NET OF TAX	(8,626)	(6,426)	
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD	(9,552)	(21,880)	
Attributable to:			
Owners of the Company	(9,552)	(21,880)	



## CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION

	Notes	30 June 2023 (Unaudited) HK\$'000	31 December 2022 (Audited) HK\$'000
NON-CURRENT ASSETS			
Property, plant and equipment	11	2,090	2,460
Investment properties		30,328	30,328
Right-of-use assets		5,927	1,266
Equity investments designated at fair value through other	10	0.000	0.000
comprehensive income Deferred tax assets	12	3,900	3,900
	14	586 191	613 228
Long-term deposits	14 –	191	220
Total non-current assets	_	43,022	38,795
CURRENT ASSETS			
Inventories		166,800	174,013
Trade and bills receivables	13	90,668	141,469
Prepayments, other receivables and other assets	14	6,762	3,128
Financial assets at fair value through profit or loss	15	67	67
Tax recoverable		150	157
Cash in banks	16 _	105,240	104,326
Total current assets	-	369,687	423,160
CURRENT LIABILITIES			
Trade payables	17	115,458	66,398
Other payables and accruals	18	23,121	107,710
Lease liabilities		2,587	764
Amount due to a shareholder		219,581	232,644
Tax payable	-	10,633	6,393
Total current liabilities	-	371,380	413,909
NET CURRENT (LIABILITIES) ASSETS	_	(1,693)	9,251
TOTAL ASSETS LESS CURRENT LIABILITIES		41,329	48,046
NON-CURRENT LIABILITIES			
Lease liabilities	-	3,716	881
NET ASSETS	_	37,613	47,165
EQUITY			
Equity attributable to owners of the Company			07.007
Share capital	19	37,025	37,025
Other reserves		97,926	106,552
Accumulated losses	-	(97,338)	(96,412)

## CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY

	<b>Share</b> capital HK\$'000	Other reserves HK\$'000	Accumulated losses HK\$'000	<b>Total</b> equity HK\$'000
Balance at 1 January 2022 (Audited)	37,025	119,701	(94,176)	62,550
Loss for the period	-	-	(15,454)	(15,454)
Other comprehensive loss for the period: Exchange differences on translation	_	(6,426)	_	(6,426)
Total comprehensive loss for the period		(6,426)	(15,454)	(21,880)
Deemed capital contribution arising from loans from a shareholder		4,371		4,371
Balance at 30 June 2022 (Unaudited)	37,025	117,646	(109,630)	45,041
Balance at 1 January 2023 (Audited)	37,025	106,552	(96,412)	47,165
Loss for the period	-	-	(926)	(926)
Other comprehensive loss for the period: Exchange differences on translation		(8,626)		(8,626)
Total comprehensive loss for the period	<u>-</u> .	(8,626)	(926)	(9,552)
Balance at 30 June 2023 (Unaudited)	37,025	97,926	(97,338)	37,613



## CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS

	For the six months ended 30 June		
	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	
Net cash generated from operating activities	1,977	850	
CASH FLOWS FROM INVESTING ACTIVITIES			
Interests received	37	111	
Increase in cash in frozen bank accounts	(46,795)		
Net cash (used in)/from investing activities	(46,758)	111	
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of lease liabilities	(406)	(133)	
Repayment of loans from a shareholder		(7,513)	
Net cash used in from financing activities	(406)	(7,646)	
Net decrease in cash and cash equivalents	(45,187)	(6,685)	
Cash and cash equivalents at 1 January	104,326	86,172	
Effect of foreign exchange rate changes, net	(694)	5,353	
Cash and cash equivalents at 30 June	58,445	84,840	

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### 1. CORPORATE AND GROUP INFORMATION

Balk 1798 Group Limited (the "**Company**") was incorporated in Bermuda as an investment holding company with limited liability under the Companies Act 1981 of Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The address of its principal place of business is Sutie 6504, 65/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

During the period, the Company and its subsidiaries (collectively referred hereinafter as the "**Group**") were principally engaged in (i) the design and sales of integrated circuits and semi-conductor parts, (ii) executive jet management services, and (iii) manufacturing and sales of yachts and other yacht related businesses.

In the opinion of the directors, the holding company and ultimate holding company of the Company is Zhongying Int'l Holding Group Limited, which is incorporated in Hong Kong.

### 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

These unaudited condensed consolidated interim financial statements are prepared in accordance with Hong Kong Accounting Standard ("**HKAS**") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange.

The basis of preparation and accounting policies adopted in the preparation of the unaudited condensed interim financial statements are consistent with those used in the annual financial statements for the year ended 31 December 2022, except in relation to the following revised Hong Kong Financial Reporting Standards ("**HKFRSs**") (which also include HKASs and Interpretations) that affect the Group and are adopted for the first time for the current period's financial statements:

Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
HKFRS 17	Insurance Contracts
Initial Application of HKFRS 17 and HKFRS 9	Comparative Information
Amendments to HKFRS 17	Insurance Contracts

The adoption of the above revised standards has had no significant financial effect on the Group's unaudited condensed interim financial information.

The Group has not early applied any new and revised HKFRSs that have been issued but are not yet effective in this unaudited condensed consolidated interim financial statements. However, the Group is in the process of making an assessment of the impact of the new and revised HKFRSs upon initial application, but is not yet in a position to state whether these new and revised HKFRSs would have a significant impact on the Group's results of operations and financial position.

### 3. ESTIMATES

The preparation of condensed consolidated interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this unaudited condensed consolidated interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2022.

### 4. OPERATING SEGMENT INFORMATION

For management's purpose, the Group is organised into business units based on their products and services and has five reportable operating segments as follows:

- design and sales of integrated circuits and semi-conductor parts used in industrial and household measuring tools and display products ("Design and sales of integrated circuits");
- (ii) executive jet management services ("Executive jet management");
- (iii) manufacturing and sales of yachts and other yacht related businesses ("Yacht businesses");
- (iv) property investment; and
- (v) the "Headquarter and others" segment comprises principally the Group's corporate administrative and investment functions performed by headquarter and provision of finance lease services.

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### 4. OPERATING SEGMENT INFORMATION (Continued)

	Design and sales of integrated circuits (Unaudited) HK\$'000	Executive jet management (Unaudited) HK\$'000	Yacht businesses (Unaudited) HK\$'000	Property investment (Unaudited) HK\$'000	Headquarter and others (Unaudited) HK\$'000	Total (Unaudited) HK\$'000
For the six months ended						
30 June 2023						
Revenue from external customers	12,917		88,772			101,689
Operating (loss)/profit	(1,022)	(57)	12,743	-	(8,254)	3,410
Interest income	17		1		19	37
(Loss)/profit before income tax	(1,005)	(57)	12,744	-	(8,235)	3,447
Income tax credit/(expense)	69		(4,442)			(4,373)
(Loss)/profit for the period	(936)	(57)	8,302		(8,235)	(926)
Other segment information:						
Depreciation of property,						
plant and equipment	138	-	-	-	121	259
Depreciation of right-of-use assets	383					383
As at 30 June 2023						
Segment assets	33,151	16,112	289,799	30,328	43,319	412,709
Segment liabilities	4,037	12,751	129,768	_	228,540	375,096

### 4. OPERATING SEGMENT INFORMATION (Continued)

	Design and sales of integrated circuits (Unaudited) HK\$'000	Executive jet management (Unaudited) HK\$'000	Yacht businesses (Unaudited) HK\$'000	Property investment (Unaudited) HK\$'000	Headquarter and others (Unaudited) HK\$'000	Total (Unaudited) HK\$'000
For the six months ended 30 June 2022						
Revenue from external customers	22,681	20,917	_	_	_	43,598
Operating profit/(loss) Interest income	2,740 88	838 	(5,953) 21		(13,190)	(15,565) 111
Profit/(loss) before income tax Income tax expense	2,828	838	(5,932)	-	(13,188)	(15,454)
Profit/(loss) for the period	2,828	838	(5,932)		(13,188)	(15,454)
Other segment information: Depreciation of property,						
plant and equipment Depreciation of right-of-use assets	(403) (475)		_	_	(242) _	(645) (475)
As at 31 December 2022						
Segment assets (Audited)	38,456	22,594	303,469	30,328	67,108	461,955
Segment liabilities (Audited)	7,760	19,693	145,243	_	242,094	414,790



### 5. OTHER INCOME AND GAINS, NET

	For the six months ended 30 June		
	2023	2022	
	(Unaudited)	(Unaudited)	
	HK\$'000	HK\$'000	
Interest income	37	111	
Sundry income	226	148	
Management fee income	-	1,135	
Government subsidies		136	
	263	1,530	

### 6. FINANCE COSTS

	For the six months ended 30 June		
	2023	2022	
	(Unaudited)	(Unaudited)	
	HK\$'000	HK\$'000	
Interest on lease liabilities	48	63	
Interest on loans from a shareholder	<u> </u>	4,658	
	48	4,721	

### 7. PROFIT/(LOSS) BEFORE TAX

The Group's profit/(loss) before tax is arrived at after charging/(crediting):

	For the six months ended 30 June		
	2023	2022	
	(Unaudited)	(Unaudited)	
	HK\$'000	HK\$'000	
Cost of inventories sold*	65,961	6,911	
Depreciation of property, plant and equipment	259	645	
Depreciation of right-of-use assets	383	475	
Employee benefit expenses (including directors' remuneration):			
Salaries, allowances and benefits in kind	16,429	13,895	
Pension scheme contributions	880	1,798	
	17,309	15,693	
Interest income	(37)	(111)	
Impairment losses of finance lease receivable#	-	2,431	
Impairment losses of trade and bills receivables <sup>#</sup> Impairment losses of financial assets included in	-	670	
prepayments, other receivables and other assets <sup>#</sup>		1,161	

\* Included in "Cost of sales" in the condensed consolidated interim statement of profit or loss.

Included in "General and administrative expenses" in the condensed consolidated interim statement of profit or loss.

### 8. INCOME TAX EXPENSE

The Company is exempted from taxation in Bermuda. Hong Kong profits tax has been provided at the rate of 8.25% on the first HK\$2,000,000 estimated assessable profits arising in Hong Kong and 16.5% on such profits above HK\$2,000,000 during the period. Taxes on assessible profits for the subsidiaries in the People's Republic of China (the "**PRC**") are provided at the Enterprise Income Tax rate of 25%.

	For the six months ended 30 June	
	2023	2022 (Unaudited) HK\$'000
	(Unaudited)	
	HK\$'000	
Current – Hong Kong	4,442	_
Overprovision in prior year		
- the PRC	(69)	
Total tax expense for the period	4,373	_



# 9. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic and diluted loss per share are based on:

	For the six months ended 30 Jun	
	2023	2022
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Loss attributable to ordinary equity holders of		
the Company used in the basic and diluted loss		
per share calculation	(926)	(15,454)
	Number of	shares
	For the six months	ended 30 June
	2023	2022
	'000	'000
Weighted average number of ordinary shares in issue during the period used in the basic and diluted loss		
per share calculation	370,425	370,425
	HK cents	HK cents
Basic and diluted loss per share	(0.25)	(4.17)

The Company has not issued any potentially diluted ordinary shares during the periods ended 30 June 2023 and 2022.

### **10. DIVIDEND**

No interim dividend was paid or proposed during the six months ended 30 June 2023 (six months ended 30 June 2022: nil).

### **11. PROPERTY, PLANT AND EQUIPMENT**

For the six months ended 30 June 2023, the Group did not acquire any property, plant and equipment (six months ended 30 June 2022: nil).

### 12. EQUITY INVESTMENTS DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

30 June	a 31 December
2023	3 2022
(Unaudited)	(Audited)
HK\$'000	HK\$'000

#### Equity investments designated at fair value through

other comprehensive income

3,900	3,900
	3,900

The above equity investment was irrevocably designated at fair value through other comprehensive income as the Group considers this investment to be strategic in nature.

### **13. TRADE AND BILLS RECEIVABLES**

	30 June 2023 (Unaudited) HK\$'000	31 December 2022 (Audited) HK\$'000
Trade receivables Loss allowance	88,973 (60)	140,152 (60)
Bills receivables	88,913 1,755	140,092 1,377
Trade and bills receivables	90,668	141,469

### 13. TRADE AND BILLS RECEIVABLES (Continued)

#### **Trade receivables**

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally one month, extending up to three months for major customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivables balances. Trade receivables are non-interest-bearing.

The ageing analysis of trade receivables as at the end of the reporting period, based on invoice or delivery dates and net of loss allowance, is as follows:

	30 June 2023 (Unaudited) HK\$'000	31 December 2022 (Audited) HK\$'000
Within 1 month	189	102
More than 1 month but less than 3 months More than 3 months	33 88,691	119 139,871
	88,913	140,092

#### **Bills receivables**

The maturity dates of the Group's bills receivables as at the end of the reporting period are as follows:

	30 June	31 December
	2023	2022
	(Unaudited)	(Audited)
	HK\$'000	HK\$'000
Within 1 month	_	35
More than 1 month but less than 3 months	647	248
More than 3 months but less than 6 months	1,108	711
More than 6 months but within 1 year		383
	1,755	1,377



### 14. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

	30 June 2023 (Unaudited) HK\$'000	31 December 2022 (Audited) HK\$'000
Deposits and other receivables	4,619	2,551
Prepayments	3,776	2,247
Loss allowance	(1,442)	(1,442)
	6,953	3,356
Less: non-current portion	191	228
Current portion	6,762	3,128

### **15. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS**

30 June	31 December
2023	2022
(Unaudited)	(Audited)
HK\$'000	HK\$'000
67	67
	2023 (Unaudited) HK\$'000

Balance represented equity shares listed in Hong Kong that are carried at fair value which are the quoted prices in an active market at the end of the reporting period.

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### **16. CASH IN BANKS**

	30 June	31 December
	2023	2022
	(Unaudited)	(Audited)
	HK\$'000	HK\$'000
Cash and cash equivalents	58,445	104,326
Cash in frozen bank accounts	46,795	
Cash in banks	105,240	104,326

As at 30 June 2023, the cash in banks of the Group's subsidiary in the PRC denominated in Renminbi ("**RMB**") amounted to HK\$67,076,000 (31 December 2022: HK\$74,698,000). The RMB is not freely convertible into other currencies, however, under the PRC Foreign Exchange Control Regulations and Administration of Settlement, and Save and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business. A cash deposit of approximately RMB43,393,000, equivalent to approximately HK\$46,795,000, maintained in one of the bank accounts of the Group was frozen as a result of a ruling in respect of preservation of frozen accounts receivable issued by The People's Court of Longgang District, Huludao City in the PRC on 11 April 2023 (the "**Ruling**"). Such Ruling was against one of the suppliers of the Group, namely Liaoning Jinlong Mega Yacht Manufacturing Co. Limited, for its failure to repay a loan borrowed from a bank in the PRC. For more details, please refer to the announcement of the Company dated 28 April 2023 (31 December 2022: nil). As of the date of this report, the Group's legal adviser is still dealing with the above-mentioned matter, and there is no new progress for the time being.

### **17. TRADE PAYABLES**

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

	30 June	31 December
	2023	2022
	(Unaudited)	(Audited)
	HK\$'000	HK\$'000
More than 3 months	115,458	66,398

The trade payables are non-interest bearing and are normally settled within 30 to 90 days.

### **18. OTHER PAYABLES AND ACCRUALS**

	30 June	31 December
	2023	2022
	(Unaudited)	(Audited)
	HK\$'000	HK\$'000
Accruals	5,072	9,938
Contract liabilities (note (a))	-	92,028
Other payables (note (b))	18,049	5,744
	23,121	107,710

#### Notes:

(a) Details of contract liabilities are as follows:

	30 June 2023 (Unaudited) HK\$'000	31 December 2022 (Audited) HK\$'000
Short-term advances received from customers		
Sales of yachts	-	89,120
Sales of integrated circuits		2,908
	_	92,028

Contract liabilities include short-term advances received from yacht businesses and design and sales of integrated circuits.

(b) Other payables are unsecured, interest-free and have an average term of one month.

### **19. SHARE CAPITAL**

	Number of shares '000	Share Capital HK\$'000
Authorised:		
At 1 January 2022, 31 December 2022 (Audited) and		
30 June 2023 (Unaudited) (Ordinary share of HK\$0.1 each)	1,000,000	100,000
Issued and fully paid:		
At 1 January 2022, 31 December 2022 (Audited) and		
30 June 2023 (Unaudited)	370,245	37,025



### 20. RELATED PARTY TRANSACTIONS

In addition to the transactions detailed elsewhere in these condensed consolidated interim financial information, the Group entered into the following material transactions with related parties during the six months ended 30 June 2023.

#### (a) Key management personnel compensation

Key management includes directors (executive and non-executive) and a senior management. The compensation paid or payable to key management for employee services is shown below:

	For the six months	For the six months ended 30 June		
	2023	2022		
	(Unaudited)	(Unaudited)		
	HK\$'000	HK\$'000		
Basic salaries and allowances and benefits in kind	2,926	4,371		

# 21. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Other than the equity investments designated at fair value through other comprehensive income and financial assets at fair value through profit or loss as disclosed in note 12 and 15 to the condensed consolidated financial information, all financial assets and liabilities of the Group as at 30 June 2023 and 31 December 2022 were financial assets and financial liabilities at amortised cost, respectively.

Management has assessed that the fair values of cash in banks, trade and bills receivables, financial assets included in prepayments, other receivables and other assets, lease liabilities, trade and other payables, amount due to a shareholder approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The Group's finance department is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance department reports directly to the board of directors and the Audit Committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the board of directors. The valuation process and results are discussed with the Audit Committee twice a year for interim and annual financial reporting.

The fair values of listed equity investments are based on quoted market prices.

# 21. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

### Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

	Fair value measurement			
	Quoted prices in active markets Level 1 HK\$'000	Significant observable inputs Level 2 HK\$'000	Significant unobservable inputs Level 3 HK\$'000	<b>Total</b> HK\$'000
At 30 June 2023 (Unaudited)				
Equity investments designated at fair value through other comprehensive income			3,900	3,900
Financial assets at fair value through profit or loss	67	_		67
As at 31 December 2022 (Audited)				
Equity investments designated at fair value through other			0.000	0.000
comprehensive income Financial assets at fair value through	-	-	3,900	3,900
profit or loss	67	_		67

During the reporting period, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

The Group did not have any financial liabilities measured at fair value as at 30 June 2023 and 31 December 2022.

### 22. APPROVAL OF THE INTERIM FINANCIAL INFORMATION

This condensed consolidated interim financial information was approved and authorised for issue by the board of directors of the Company on 30 August 2023.

