

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **NIMBLE HOLDINGS COMPANY LIMITED**

### **敏捷控股有限公司**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*  
**(Stock Code: 186)**

## **ANNOUNCEMENT OF INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2023**

### **INTERIM RESULTS**

The board (the “Board”) of directors (the “Directors”) of Nimble Holdings Company Limited (the “Company”) announces the unaudited condensed consolidated interim results of the Company and its subsidiaries (the “Group”) for the six months ended 30 September 2023 (the “Period”), together with the comparative figures for the six months ended 30 September 2022 (the “Corresponding Period”) and selected explanatory notes, are stated as follows:

### **CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS**

*For the six months ended 30 September 2023*

		<b>(Unaudited)</b>	
		<b>Six months ended</b>	
		<b>30 September</b>	<b>30 September</b>
		<b>2023</b>	<b>2022</b>
	<i>Notes</i>	<i>HK\$ million</i>	<i>HK\$ million</i>
<b>Revenue</b>	5	<b>1,076</b>	233
Cost of sales		<b>(905)</b>	(197)
<b>Gross profit</b>		<b>171</b>	36
Other income and gains	6	<b>65</b>	7
Selling and distribution costs		<b>(50)</b>	(18)
Administrative expenses		<b>(34)</b>	(46)
Finance costs	7	<b>–*</b>	–*

\* The amount is less than HK\$1 million.

<b>(Unaudited)</b>			
<b>Six months ended</b>			
		<b>30 September 2023</b>	30 September 2022
	<i>Notes</i>	<i>HK\$ million</i>	<i>HK\$ million</i>
<b>Profit/(loss) before taxation</b>	8	<b>152</b>	(21)
Income tax expenses	9	<u>(42)</u>	<u>(5)</u>
<b>Profit/(loss) for the period</b>		<b><u>110</u></b>	<b><u>(26)</u></b>
<b>Profit/(loss) for the period attributable to:</b>			
Owners of the Company		<b>105</b>	(26)
Non-controlling interests		<u>5</u>	<u>—*</u>
		<b><u>110</u></b>	<b><u>(26)</u></b>
		<i>HK cents</i>	<i>HK cents</i>
<b>Earnings/(loss) per share</b>	11		
Basic and diluted		<b><u>1.91</u></b>	<b><u>(0.47)</u></b>

\* The amount is less than HK\$1 million.

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

*For the six months ended 30 September 2023*

	<b>(Unaudited)</b>	
	<b>Six months ended</b>	
	<b>30 September</b>	30 September
	<b>2023</b>	2022
	<i>HK\$ million</i>	<i>HK\$ million</i>
<b>Profit/(loss) for the period</b>	<b>110</b>	(26)
<b>Other comprehensive expenses, net of tax:</b>		
– Items that may be subsequently reclassified to profit or loss:		
Exchange differences on translation of financial statements of overseas/PRC subsidiaries	(5)	(19)
– Items that were reclassified to profit or loss:		
Exchange differences reclassified to profit or loss upon disposal of a subsidiary	(1)	–
<b>Other comprehensive expenses for the period</b>	<b>(6)</b>	(19)
<b>Total comprehensive income/(expenses) for the period</b>	<b>104</b>	(45)
<b>Total comprehensive income/(expenses) for the period attributable to:</b>		
Owners of the Company	99	(39)
Non-controlling interests	5	(6)
	<b>104</b>	(45)

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

*As at 30 September 2023*

		(Unaudited) As at 30 September 2023 <i>HK\$ million</i>	(Audited) As at 31 March 2023 <i>HK\$ million</i>
<b>Non-current assets</b>			
Plant and equipment		7	15
Right-of-use assets		4	3
Deferred income tax assets		1	1
Brands and trademarks		–	–
Goodwill		–	–
Investment in a joint venture		–	–
Other assets		1	1
		13	20
<b>Current assets</b>			
Inventories		45	30
Properties under development		3,358	5,777
Completed properties held for sale		249	197
Accounts receivable	12	54	60
Prepayments, deposits and other receivables		182	214
Cash and bank balances		1,342	1,698
		5,230	7,976
<b>Current liabilities</b>			
Accounts payable	13	801	870
Contract liabilities		2,375	3,336
Accrued liabilities and other payables		152	245
Amounts due to related parties		385	1,312
Interest-bearing bank loans		49	551
Lease liabilities		2	2
Tax liabilities		44	12
		3,808	6,328
<b>Net current assets</b>		1,422	1,648

	(Unaudited) As at <b>30 September</b> <b>2023</b> <i>HK\$ million</i>	(Audited) As at 31 March 2023 <i>HK\$ million</i>
<b>Non-current liabilities</b>		
Amounts due to related parties	1,080	1,413
Lease liabilities	1	1
Tax liabilities	5	9
	<u>1,086</u>	<u>1,423</u>
<b>NET ASSETS</b>	<b><u>349</u></b>	<b><u>245</u></b>
<b>CAPITAL AND RESERVES</b>		
Share capital	55	55
Share premium	386	386
Reserves	(154)	(253)
Equity attributable to the owners of the Company	287	188
Non-controlling interests	62	57
<b>TOTAL EQUITY</b>	<b><u>349</u></b>	<b><u>245</u></b>

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

*For the six months ended 30 September 2023*

## 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands and continued in Bermuda as an exempted company with limited liability under the Companies Law of Bermuda. The address of its registered office is Wessex House, 5th Floor, 45 Reid Street, Hamilton HM12, Bermuda. The principal place of business is Flat C01, 32nd Floor, TML Tower, 3 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong. The shares of the Company (the “Shares”) are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

In the opinion of the Directors, the Company’s immediate holding company is Wealth Warrior Global Limited (the “Wealth Warrior”), a company incorporated in the British Virgin Islands (the “BVI”). The beneficial owner and the sole director of Wealth Warrior is Mr. Tan Bingzhao (“Mr. Tan”). As such, the ultimate controlling shareholder of the Company is Mr. Tan, who is the chairman of the Board and an executive director of the Company.

The Company is an investment holding company. The principal activities of the Company’s major subsidiaries are property development in the People’s Republic of China (the “PRC”), distribution of houseware products and audio products in the United States of America (the “USA”), the trading of household appliances in the PRC, and provision of information technology (“IT”) services in the PRC.

The unaudited condensed consolidated interim financial statements are presented in Hong Kong dollars, the functional currency of the Company, and all values are rounded to the nearest million (HK\$ million) unless otherwise stated.

## 2. GOING CONCERN BASIS

The unaudited condensed consolidated interim financial statements have been prepared on a going concern basis. As at 30 September 2023, the following events and conditions existed which may cast significant doubt on the ability of the Group to continue as a going concern:

- (i) the Group incurred losses from its continuing operations in recent years, including losses of approximately HK\$146 million and HK\$98 million for the years ended 31 March 2023 and 2022, respectively;
- (ii) the Group’s net current assets of approximately HK\$1,422 million as at 30 September 2023 included approximately HK\$3,358 million of properties under development for sale, approximately HK\$1,653 million of which are not expected to be realised within one year after 30 September 2023;
- (iii) the Group relied upon its related parties to provide fundings for its operations, with amounts due to related parties amounting to approximately HK\$1,465 million as at 30 September 2023; and
- (iv) the current market conditions of the property market in which the Group operates are volatile, in particular for the property development operations of the Group, which will potentially adversely affect the future operations of the Group.

The applicability of the going concern basis to the unaudited condensed consolidated interim financial statements is dependent upon the Group being able to continue to operate as a going concern, which in turn depends upon the continued availability to the Group of adequate financings and the Group being able to attain profitable operations and generate positive operating cash flows in future. In particular, in view of the reliance of the Group on the financing provided by its related parties as at 30 September 2023, the Directors have performed assessments on the financial capabilities of these related parties to provide the financial support to the Group and concluded that the related parties will not withdraw their financing facilities to the Group and request the repayment of loans due from the Group before the respective maturity dates based on the following:

- (i) Advances from related parties amounting to approximately HK\$1,080 million as at 30 September 2023 will be repaid within 3 years from the respective agreement dates as stipulated in the loan agreements using proceeds expected to be received by the Group from its pre-sales of the properties being developed for sale.
- (ii) No indication of, or request or demand for, repayment of the amounts due to the related parties have been received by the Group.
- (iii) Subsequent to the end of the reporting period, the related parties have confirmed to the Group that they will not request for repayment of amounts owed by the Group until the Group is able to do so without impairing its liquidity and financial position.

The Directors also have given careful considerations to the future liquidity needs and financial performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. Certain measures have been taken by the Group to mitigate its liquidity pressure and to improve its financial position which include, but are not limited to, the followings:

- (i) The Group has five property development projects held by subsidiaries and one project held by a joint venture as of 30 September 2023. The Group has launched the pre-sales of its properties under development for all projects and deposits amounting to approximately HK\$2,374 million have been received therefrom as at 30 September 2023. The Group expects to continuously generate cash inflows via the pre-sales activities and sales of completed properties held for sale in the next twelve months subsequent to the end of the reporting period.
- (ii) To provide funds required as working capital for its various property development projects in the PRC, the Group has successfully obtained a property development project bank loan with outstanding amount of approximately HK\$49 million as of 30 September 2023, this bank loan is secured by certain properties under development of the Group with an aggregate carrying amount of HK\$7 million. In the opinion of the Directors, the remaining property development projects of the Group, with aggregate carrying amount of approximately HK\$3,600 million as of 30 September 2023, are unpledged as of the date of approval of these consolidated financial statements, and are available for use as security to be provided to the banks if further banking facilities are required in the foreseeable future.
- (iii) The management of the Group has considered relevant facts and circumstances, and prepared a projected cash flow forecast for the property development operation in the next twelve months. The Directors are of the opinion that the Group will have sufficient working capital to operate within the next twelve months.
- (iv) The Directors closely monitor the financing activities of the Group, and ensure that all borrowings complied with the terms of the loans. If there are potential breaches of loans covenants, the Directors will negotiate with banks to obtain waiver or/and to revise the covenants of the loans.
- (v) The Group will continue to take active measures to control administrative and operating costs through various channels, including human resources optimization and containment of capital expenditures.

The eventual outcome of the above-mentioned measures cannot be determined with certainty. Hence, a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern. The Directors are of the opinion that taking into account the likely and expected outcome of the above measures and after assessing the Group’s current and future cash flow needs and positions, the Group will have sufficient working capital to finance its operations and meet its financial obligations as and when they fall due within twelve months from 30 September 2023. Accordingly, the Directors believe that it is appropriate to prepare the unaudited condensed consolidated interim financial statements of the Group on a going concern basis.

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current period, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) that are relevant to its operations and effective for its accounting year beginning on 1 April 2023. HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s unaudited condensed consolidated interim financial statements and amounts reported for the current period and prior years.

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

### 4. SEGMENT REPORTING

The Group currently organises its operations into the following reportable and operating segments.

<b>Operating segments</b>	<b>Principal activities</b>
PRC Property Development	Property development and operations in the PRC
Emerson	Distribution of houseware products and audio products and licensing business – Comprising a group listed on the New York Stock Exchange (“NYSE”) of the USA
PRC Household Appliances	Trading of household appliances, wires and cables in the PRC
PRC IT Services	IT system development and related services in the PRC <sup>#</sup>

<sup>#</sup> The operation had closed down during the year ended 31 March 2023.



(a) **Unaudited revenue and results of the Group by operating segment**

*For the six months ended 30 September 2023*

	PRC Property Development <i>HK\$ million</i>	Emerson <i>HK\$ million</i>	PRC Household Appliances <i>HK\$ million</i>	Consolidated <i>HK\$ million</i>
<b>Revenue:</b>				
Sale of properties to external customers	1,001	-	-	1,001
Sale of household appliances, wires and cables to external customers	-	-	42	42
Sale of houseware and audio products to external customers	-	32	-	32
Licensing income from external customers	-	1	-	1
	<u>1,001</u>	<u>33</u>	<u>42</u>	<u>1,076</u>
Total segment revenue	<u>1,001</u>	<u>33</u>	<u>42</u>	<u>1,076</u>
<b>Results:</b>				
Segment results	<u>133</u>	<u>12</u>	<u>3</u>	148
<b>Reconciliations:</b>				
Unallocated corporate expenses				(9)
Interest income				<u>13</u>
Profit before taxation				<u>152</u>

For the six months ended 30 September 2022

	PRC Property Development HK\$ million	Emerson HK\$ million	PRC Household Appliances HK\$ million	PRC IT Services HK\$ million	Consolidated HK\$ million
<b>Revenue:</b>					
Sale of properties to external customers	119	–	–	–	119
Sale of household appliances, wires and cables to external customers	–	–	88	–	88
Sale of houseware and audio products to external customers	–	21	–	–	21
Licensing income from external customers	–	5	–	–	5
Total segment revenue	<u>119</u>	<u>26</u>	<u>88</u>	<u>–</u>	<u>233</u>
<b>Results:</b>					
Segment results	<u>(12)</u>	<u>(11)</u>	<u>5</u>	<u>–*</u>	<u>(18)</u>
<b>Reconciliations:</b>					
Unallocated corporate expenses					(10)
Interest income					<u>7</u>
Loss before taxation					<u>(21)</u>

\* The amount is less than HK\$1 million.

(b) Assets and liabilities of the Group by operating segments

	PRC Property Development HK\$ million	Emerson HK\$ million	PRC Household Appliances HK\$ million	Unallocated HK\$ million	Inter- segment elimination HK\$ million	Consolidated HK\$ million
<b>As at 30 September 2023 (unaudited)</b>						
Reportable segment assets	<u>4,956</u>	<u>233</u>	<u>79</u>	<u>12</u>	<u>(37)</u>	<u>5,243</u>
Reportable segment liabilities	<u>4,839</u>	<u>8</u>	<u>54</u>	<u>30</u>	<u>(37)</u>	<u>4,894</u>
<b>As at 31 March 2023 (audited)</b>						
Reportable segment assets	<u>7,688</u>	<u>246</u>	<u>90</u>	<u>7</u>	<u>(35)</u>	<u>7,996</u>
Reportable segment liabilities	<u>7,667</u>	<u>34</u>	<u>52</u>	<u>33</u>	<u>(35)</u>	<u>7,751</u>

(c) **Geographical segments**

	<b>(Unaudited)</b>	
	<b>Six months ended</b>	
	<b>30 September</b>	30 September
	<b>2023</b>	2022
	<i>HK\$ million</i>	<i>HK\$ million</i>
<b>Revenue:</b>		
PRC	<b>1,043</b>	207
USA	<b>33</b>	26
	<hr/>	<hr/>
Total	<b>1,076</b>	233
	<hr/> <hr/>	<hr/> <hr/>

**5. REVENUE**

An analysis of the Group's revenue from contracts with customers, by principal activities, for the Period and the Corresponding Period is as follows:

	<b>(Unaudited)</b>	
	<b>Six months ended</b>	
	<b>30 September</b>	30 September
	<b>2023</b>	2022
	<i>HK\$ million</i>	<i>HK\$ million</i>
By principal activity:		
Sale of properties	<b>1,001</b>	119
Sale of goods	<b>74</b>	109
Licensing income	<b>1</b>	5
	<hr/>	<hr/>
	<b>1,076</b>	233
	<hr/> <hr/>	<hr/> <hr/>

Revenue from the above mentioned principal activities was recognised on “point in time” basis.

## 6. OTHER INCOME AND GAINS

	(Unaudited)	
	Six months ended	
	30 September 2023	30 September 2022
	<i>HK\$ million</i>	<i>HK\$ million</i>
Gain on disposal of a subsidiary	28	–
Interest income	13	7
Government grants	–	–*
Settlement of litigation	24	–
	<u>65</u>	<u>7</u>

\* The amount is less than HK\$1 million.

## 7. FINANCE COSTS

	(Unaudited)	
	Six months ended	
	30 September 2023	30 September 2022
	<i>HK\$ million</i>	<i>HK\$ million</i>
Interest on loans from related parties	21	56
Interest on loan from a former non-controlling interests	–	12
Interest on loan from a shareholder	–*	–*
Interest on bank loans	5	27
Interest on lease liabilities	–*	–*
	<u>26</u>	<u>95</u>
Less: interest expense capitalised into properties under development ( <i>note (i)</i> )	<u>(26)</u>	<u>(95)</u>
	<u>–*</u>	<u>–*</u>

*Note:*

- (i) The finance costs incurred by the Group in both periods arose from funds borrowed specifically for the purpose of obtaining the qualifying assets.

\* The amount is less than HK\$1 million.

## 8. PROFIT/(LOSS) BEFORE TAXATION

The profit/(loss) before taxation is arrived at after charging/(crediting):

	(Unaudited)	
	Six months ended	
	30 September 2023	30 September 2022
	<i>HK\$ million</i>	<i>HK\$ million</i>
<b>(a) Staff costs</b>		
Directors' and Chief Executive Officer's emoluments	2	3
Other staff costs:		
– Salaries and other benefits	18	22
– Retirement benefits costs	2	3
	<u>22</u>	<u>28</u>
Less: amount capitalised in properties under development	<u>(2)</u>	<u>(4)</u>
	<u><b>20</b></u>	<u><b>24</b></u>
<b>(b) Other items</b>		
Short-term lease expenses	–*	–*
Depreciation of plant and equipment	13	1
Depreciation of right-of-use assets	1	1
Business tax and other levies	3	5
Advertising and promotion expenses**	15	12
Carrying amount of inventories sold	64	98
Cost of properties sold recognised as expense	841	99
Changes in ECL on accounts receivable	–	1
	<u><b>–</b></u>	<u><b>1</b></u>

\* The amount is less than HK\$1 million.

\*\* Included in selling and distribution costs.

## 9. INCOME TAX EXPENSES

No Hong Kong profits tax has been provided in the unaudited condensed consolidated interim financial statements as there are no assessable profits arising in Hong Kong during the Period and the Corresponding Period.

Under the Law of the People's Republic of China on Corporate Income Tax (the "CIT Law") and Implementation Regulation of the CIT Law, the tax rate of the PRC subsidiaries is 25% for both periods.

The provision of land appreciation taxes (“LAT”) is estimated according to the requirements set forth in the relevant PRC tax laws and regulations. LAT is charged at ranges of progressive rates of the appreciation value, with certain allowable exemptions and deductions.

Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the places in which the Group operates, based on existing legislation, interpretations and practises in relevant jurisdictions thereof.

	(Unaudited)	
	Six months ended	
	30 September 2023	30 September 2022
	<i>HK\$ million</i>	<i>HK\$ million</i>
<b>Current income tax:</b>		
– PRC corporate income tax	32	5
– PRC LAT	9	–
– Overseas	1	–
Deferred tax – PRC	–	–*
	<hr/>	<hr/>
Income tax expenses	<b>42</b>	<b>5</b>
	<hr/> <hr/>	<hr/> <hr/>

\* The amount is less than HK\$1 million.

## 10. DIVIDEND

The Directors do not recommend the payment of an interim dividend for the Period (the Corresponding Period: Nil).

## 11. EARNINGS/(LOSS) PER SHARE

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

The calculation of basic earnings/(loss) per share attributable to the owners of the Company is based on the following data:

	(Unaudited)	
	Six months ended	
	30 September 2023	30 September 2022
	<i>HK\$ million</i>	<i>HK\$ million</i>
Profit/(loss) for the period for the purpose of calculating basic loss per share	<b>105</b>	<b>(26)</b>
	<hr/> <hr/>	<hr/> <hr/>

	<b>30 September 2023</b>	30 September 2022
	<b>Number of ordinary shares million</b>	Number of ordinary shares million
Number of shares:		
Weighted average number of ordinary shares for the purposes of calculating basic earnings/(loss) per share	<b>5,492.2</b>	5,492.2

**(b) Diluted earnings/(loss) per share**

Diluted earnings/(loss) per share equals basic earnings/(loss) per share as there were no potential ordinary shares outstanding during the Period and the Corresponding Period.

**12. ACCOUNTS RECEIVABLE**

The Group allows an average credit period of 30 to 90 days to its trade customers.

	<b>(Unaudited) 30 September 2023</b>	(Audited) 31 March 2023
	<b>HK\$ million</b>	HK\$ million
Gross amount	<b>58</b>	64
Less: allowance of ECL	<b>(4)</b>	(4)
Net carrying amount	<b>54</b>	60

The following are the movements of allowance of ECL on accounts receivable during the Period/the year ended 31 March 2023 (the “Corresponding Year”):

	<b>(Unaudited) 30 September 2023</b>	(Audited) 31 March 2023
	<b>HK\$ million</b>	HK\$ million
At beginning of the Period/the Corresponding Year	<b>4</b>	8
Change in ECL allowance	<b>–</b>	(4)
At end of the Period/the Corresponding Year	<b>4</b>	4

The ageing analysis of accounts receivable (net of allowance of ECL), presented based on the invoice date, is as follows:

	<b>(Unaudited)</b> <b>30 September</b> <b>2023</b> <i>HK\$ million</i>	(Audited) 31 March 2023 <i>HK\$ million</i>
0–3 months	49	54
3–6 months	5	6
	<u>54</u>	<u>60</u>

### 13. ACCOUNTS PAYABLE

The Group was allowed an average credit period of 60 to 90 days by its trade suppliers.

The analysis of accounts payable, including ageing analysis of accounts payable arising from purchases of inventories based on the invoice date, is as follows:

	<b>(Unaudited)</b> <b>30 September</b> <b>2023</b> <i>HK\$ million</i>	(Audited) 31 March 2023 <i>HK\$ million</i>
For purchases of inventories		
0–3 months	19	19
3–6 months	16	27
6–12 months	16	1
For construction costs ( <i>Note (i)</i> )	750	823
	<u>801</u>	<u>870</u>

*Note:*

- (i) Construction costs payable comprise payables for construction costs and other project related expenses (including unbilled payables) which are based on project progress measured by project management team of the Group. Therefore, no ageing analysis is performed.



## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW

The Group recorded a revenue of HK\$1,076 million for the Period as compared to HK\$233 million for the Corresponding Period, representing an increase of approximately 362%. The increase in revenue was mainly due to the increase in sales revenue of property development business in the Period. During the Period, according to the construction plan, certain phases of the Ningxiang, Yangjiang, Gongyi and Yongzhou projects have been completed and property units were delivered to the ultimate customers. Revenue from recognised sales of property development which amounted to HK\$1,001 million was recorded in the unaudited condensed consolidated statement of profit or loss of the Group for the Period. Due to the unfavourable conditions in the real estate industry in the PRC, progresses of some construction work have slowed down. The needs of household appliances, wires and cables were therefore reduced. Revenue generated from the trading of household appliances, wires and cables in the PRC decreased from HK\$88 million for the Corresponding Period to HK\$42 million for the Period, representing a decrease of approximately 52%. Emerson recorded an increase in revenue from HK\$26 million for the Corresponding Period to HK\$33 million for the Period, representing an increase of approximately 27%. Sales of audio and houseware products of Emerson recorded increases, driven by the increase in demand from customers for new models introduced during the Period. The Group recorded an unaudited profit attributable to the owners of the Company (the “Owners”) of HK\$105 million for the Period, comparing to the unaudited loss attributable to the Owners of HK\$26 million for the Corresponding Period. Comparing to the Corresponding Period, the major changes in the unaudited condensed consolidated statement of profit or loss items were (i) an increase in revenue from property development resulting in the increased overall gross profit of the Group; (ii) tighter control in administrative expenses incurred by the Group; (iii) a disposal gain of approximately HK\$28 million was recorded after the disposal of Ningbo project completed in May 2023; and (iv) an other income of approximately HK\$24 million from settlement of litigation by Emerson was recorded during the Period.

As at 30 September 2023, the principal business activities of the Group included PRC property development business, Emerson’s operation and the PRC household appliances business.

## PRC property development business

### *Sales of properties*

During the Period, completed property units of Ningxiang, Yangjiang, Gongyi and Yongzhou projects were delivered to the ultimate customers, the area of properties delivered increased to approximately 169,900 sq.m. (Corresponding Period: approximately 22,500 sq.m.). Sales of properties increased by approximately 741% from HK\$119 million for the Corresponding Period to HK\$1,001 million for the Period. Due to the increase in revenue, the PRC property development business contributed a segment profit of HK\$133 million to the Group during the Period, which improved from the segment loss of HK\$12 million incurred during the Corresponding Period. The sales of properties revenue by project are summarised as follows:

Name of the project	Approximate amount (after tax)		Approximate saleable areas delivered	
	Six months ended		Six months ended	
	30 September	30 September	30 September	30 September
	2023	2022	2023	2022
	(HK\$ million)		(sq.m.)	
Ningxiang Minjie Ziyun Fu <sup>#</sup> (寧鄉敏捷紫雲府)	128	119	26,400	22,500
Gongyi Minjie Jinxiu Yuanzhu <sup>#</sup> (鞏義敏捷錦綉源築)	256	–	33,800	–
Yangjiang Minjie Dongyue Fu <sup>#</sup> (陽江敏捷東樾府)	263	–	45,300	–
Yongzhou Minjie Jinyue Fu <sup>#</sup> (永州敏捷金玥府)	354	–	64,400	–
Total	<u>1,001</u>	<u>119</u>	<u>169,900</u>	<u>22,500</u>

<sup>#</sup> For identification purposes only

## Contracted sales

All projects under development have been in pre-sales during the Period. The Group's attributable contracted sales during the Period were approximately RMB574 million with approximately 70,500 sq.m. sold and the average selling price was approximately RMB8,100 per sq.m., whereas the Group's attributable contracted sales during the Corresponding Period were approximately RMB823 million with approximately 95,000 sq.m. sold and the average selling price was approximately RMB8,700 per sq.m. The contracted sales for the two periods are summarised as follows:

Name of the project	Approximate attributable total value		Approximate attributable saleable areas sold	
	Six months ended		Six months ended	
	30 September	30 September	30 September	30 September
	2023	2022	2023	2022
	(RMB million)		(sq.m.)	
Ningxiang Minjie Ziyun Fu <sup>#</sup> (寧鄉敏捷紫雲府)	12	15	3,100	2,900
Gongyi Minjie Jinxiu Yuanzhu <sup>#</sup> (鞏義敏捷錦綉源築)	159	98	22,500	12,900
Yangjiang Minjie Dongyue Fu <sup>#</sup> (陽江敏捷東樾府)	72	131	13,700	22,900
Guangxi Nanning Minjie Huayu Jinxiu Jiangchen* (廣西南寧敏捷華宇錦綉江辰)	6	2	500	100
Shantou Minjie Jinglong Wan <sup>#</sup> (汕頭敏捷瓊瓏灣)	236	282	18,700	25,300
Yongzhou Minjie Jinyue Fu <sup>#</sup> (永州敏捷金玥府)	51	114	10,000	22,200
Ningbo Yunyue Xingzhu Huayuan <sup>**</sup> (寧波雲玥星著花園)	38	181	2,000	8,700
Total	<u>574</u>	<u>823</u>	<u>70,500</u>	<u>95,000</u>

<sup>#</sup> For identification purposes only

\* Ningbo project has been disposed in May 2023. The figures in the Period represented the contracted sale for April and May of 2023.

### ***Projects under development***

Projects under development amounted to approximately 764,600 sq.m. attributable gross floor area (“GFA”) as at 30 September 2023 (as at 31 March 2023: approximately 1,068,900 sq.m.), details of which are set out below:

<b>Location</b>	<b>Approximate attributable GFA</b>		<b>Approximate attributable saleable area</b>	
	<b>30 September 2023</b>	<b>31 March 2023</b>	<b>30 September 2023</b>	<b>31 March 2023</b>
	<i>(sq.m.)</i>	<i>(sq.m.)</i>	<i>(sq.m.)</i>	<i>(sq.m.)</i>
Ningxiang, Hunan	<b>31,800</b>	31,800	<b>26,200</b>	26,200
Gongyi, Henan	<b>128,300</b>	185,100	<b>108,600</b>	154,600
Yangjiang, Guangdong	<b>95,900</b>	155,600	<b>79,700</b>	129,600
Ningbo, Zhejiang	<b>N/A*</b>	100,200	<b>N/A*</b>	74,800
Nanning, Guangxi	<b>115,000</b>	115,000	<b>93,200</b>	93,200
Shantou, Guangdong	<b>319,100</b>	319,100	<b>266,600</b>	266,600
Yongzhou, Hunan	<b>74,500</b>	162,100	<b>55,900</b>	140,700
Total	<b>764,600</b>	1,068,900	<b>630,200</b>	885,700

\* Ningbo project has been disposed in May 2023.

### ***Properties held for sale***

During the Period, properties with a saleable area of approximately 178,800 sq.m. from Yangjiang, Gongyi and Yongzhou projects have been certified as completed. Including the unsold completed properties brought forward from 31 March 2023 of approximately 44,500 sq.m., total saleable area of approximately 223,300 sq.m. of properties held for sale was available for the Period. As approximately 169,900 sq.m. in saleable area has been recognized as sales of property development during the Period, the remaining properties held for sale as recorded in the unaudited condensed consolidated statement of financial position as at 30 September 2023 were approximately 53,400 sq.m. in saleable area.

## ***Land bank***

As at 30 September 2023, the Group's attributable land bank was approximately 72,400 sq.m. and approximately 55,400 sq.m. in GFA and saleable area respectively (as at 31 March 2023: approximately 72,400 sq.m. and approximately 55,400 sq.m. respectively), distributed across two cities and regions. Details are as below:

<b>Location</b>	<b>Approximate attributable GFA</b>		<b>Approximate attributable saleable area</b>	
	<b>30 September 2023</b>	<b>31 March 2023</b>	<b>30 September 2023</b>	<b>31 March 2023</b>
	<b>(sq.m.)</b>	<b>(sq.m.)</b>	<b>(sq.m.)</b>	<b>(sq.m.)</b>
Gongyi, Henan	<b>3,100</b>	3,100	–	–
Yongzhou, Hunan	<b>69,300</b>	69,300	<b>55,400</b>	55,400
Total	<b>72,400</b>	72,400	<b>55,400</b>	55,400

## **Emerson operations business**

Emerson, a 72.4% owned subsidiary, whose shares are listed on the NYSE in the USA, generated revenue of HK\$33 million for the Period as compared to HK\$26 million for the Corresponding Period, representing an increase of approximately 27%. The increase in revenue was mainly resulting from the increased consumer demand for audio and houseware products, which was partly offset by a decrease in licensing income. During the Period, Emerson recorded an income from settlement of litigation of approximately US\$3.1 million. The gain was based on a judgement affirmation by the U.S. Court of Appeals for the Third Circuit. Further discussion was made on “Legal Cases” section. As a result of the above factors, segment profit of Emerson for the Period was HK\$12 million as compared to the segment loss of HK\$11 million for the Corresponding Period.

## **PRC household appliances business**

Since the unfavourable operating environment of the real estate industry continued to prevail in the PRC during the Period, trading of household appliances, wires and cables in the PRC recorded a revenue of HK\$42 million for the Period, as compared to HK\$88 million for the Corresponding Period, representing a decrease of approximately 52%. The decrease in revenue was mainly due to the sluggish status of construction work in the PRC and therefore, demand for wires and cables reduced during the Period. Due to the revenue dropped during the Period, the operation has generated a segment profit of HK\$3 million for the Period as compared to the segment profit of HK\$5 million for the Corresponding Period, representing a decrease of approximately 40%.

## **BUSINESS PROSPECTS**

In the past six months, the PRC's economic recovery has experienced ups and downs. The current macro economy and real estate market have shown unpredictability, such as weak consumer confidence and liquidity problems for newly added large real estate companies. A number of policies that are beneficial and stimulating to the economy and real estate industry have been introduced one after another. In the long run, we believe the PRC's economy will continue to recover during its transformation and upgrading. Although there are ups and downs in the process, macro economy has not wavered. The growth potential of domestic demand and development resilience will continue to improve. Looking into the future, the Group will continue to base itself on the property development business, focus on the development of existing projects, strengthen lean management, accelerate sales proceeds collection, and complete annual sales and various operating targets to ensure safe cash flow and achieve stable and high-quality sustainable development. As the market situation continues to change, the Group also evaluates its projects from time to time, and makes planning adjustments for individual projects that have been affected by market factors and have caused deterioration in operating conditions, including completing the disposal of Ningbo project in May 2023. At the same time, the Group will pay close attention to the changes in the land market with a cautious attitude, invest in suitable and high-quality projects in a timely manner to supplement the Group's land reserves, and lay the foundation for sustainable and stable development.

With respect to the PRC household appliances business, the Group expects to maintain a stable development as the real estate market in the PRC gradually recovers. The sales team will continue to solicit new customers to increase the revenue and the management will continue to impose various cost control measures in order to reduce the operating costs.

With regard to the operation of Emerson, the Group expects to continue with its expansion of the existing and new distribution channels and to develop and promote new products with retailers in the USA. The Group also expects that the current and proposed USA tariffs on categories of products that the Company imports from the PRC, and the PRC's retaliatory tariffs on certain goods imported from the USA, as well as modifications to international trade policy, will continue to affect its product costs going forward. The Group will continue to monitor the trade and political environment and work to mitigate the possible effects of tariffs with its suppliers as well as its customers through pricing and sourcing strategies.

## **LIQUIDITY AND FINANCIAL RESOURCES**

The current ratio of the Group as at 30 September 2023 was approximately 1.37 as compared to approximately 1.26 as at 31 March 2023. The increase in the current ratio was mainly attributable to the decrease in the balances of amounts due to related parties and interest-bearing bank loans.

During the Period, the Group's working capital requirements were mainly financed by internal resources and external borrowings as the Group continued to generate cash from its Emerson operations business, PRC household appliances business and PRC property development business.

As at 30 September 2023, the Group had cash and bank balances of HK\$1,342 million (as at 31 March 2023: HK\$1,698 million). Excluding restricted bank deposits of HK\$984 million (as at 31 March 2023: HK\$1,365 million), the cash and bank balances amounted to HK\$358 million (as at 31 March 2023: HK\$333 million), of which HK\$193 million, HK\$3 million and HK\$162 million (as at 31 March 2023: HK\$130 million, HK\$6 million and HK\$197 million) were denominated in RMB, HK\$ and US\$, respectively.

As at 30 September 2023, the Group had outstanding interest-bearing bank loans of HK\$49 million (as at 31 March 2023: HK\$551 million), which was repayable on demand or within one year. The bank loan was secured by certain properties under development of the Group and the shares in Shantou Ruijing Real Estate Development Co., Ltd (汕頭市瑞景房地產開發有限公司) (an indirect wholly-owned subsidiary of the Company) and guaranteed by related parties. The effective interest rate of the bank borrowing as at 30 September 2023 was at approximately 4.3%. The borrowing was in RMB and at floating interest rate bench-marked to rates published by the People's Bank of China. During the Period, the Group considered the RMB interest rate environment relatively stable and with the Group's borrowings substantially in RMB that matched income and assets predominantly in RMB, the Group did not consider it necessary to hedge its interest rate exposure.

## **GEARING RATIO**

As at 30 September 2023, the Group has net cash position of HK\$213 million (as at 31 March 2023: net debt position of HK\$377 million), expressed as the difference between cash and bank balances and interest-bearing borrowings (including bank loans and amount due to related parties). The Group's net gearing ratio as at 31 March 2023, expressed as net debt over total equity, was approximately 1.54 times.

## **CHARGES ON GROUP ASSETS**

As at 30 September 2023, properties under development with aggregate carrying amount of HK\$7 million were pledged to secure bank borrowing facilities for the Group (as at 31 March 2023: HK\$1,130 million).

## **TREASURY POLICIES**

The Group's revenues are mainly in US dollars and RMB. Since the Hong Kong dollars is linked with the US dollars, the Group is not exposed to significant currency risks in transactions settled in US dollars. However, for transactions settled in RMB, the Group will be exposed to foreign currency risks. The Group offsets the corresponding risks mainly through natural hedging and has not participated in any speculative trading of derivative financial instruments, but will carefully consider whether to conduct currency swaps at an appropriate time to hedge against corresponding risks. The Group will closely monitor and manage its foreign currency exposure and make use of appropriate measures when required.

## **MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND AFFILIATED COMPANIES**

On 19 January 2023, Guangzhou Ruihua Property Development Company Limited\* (an indirect wholly-owned subsidiary of the Company) ("GZ Ruihua") and Guangzhou Minjun Real Estate Co., Limited\* ("GZ Minjun") entered into a sale and purchase agreement, pursuant to which GZ Ruihua, as the vendor, conditionally agreed to sell, and GZ Minjun, as the purchaser, conditionally agreed to purchase, the entire share capital of Ningbo Ruizhi Real Estate Development Company Limited\* (an indirect wholly-owned subsidiary of the Company) ("Ningbo Ruizhi"), at a consideration of RMB10,000,000. Ningbo Ruizhi has incurred operating losses in prior years, which turned its net asset value to negative figure before the disposal. On 26 May 2023, the disposal was completed and a disposal gain of approximately HK\$28 million (mainly represented the difference between the disposal consideration and the negative net asset value of Ningbo Ruizhi) was recorded in the unaudited condensed consolidated statement of profit or loss of the Period. Upon completion, Ningbo Ruizhi ceased to be a subsidiary of the Company and its results, assets and liabilities ceased to be consolidated with those of the Group. Details of the disposal are set out in the circular of the Company dated 2 May 2023.

Except for the above, the Group had no material acquisition or disposal of subsidiaries nor affiliated companies for the Period.

## **MATERIAL EVENTS AFTER THE PERIOD**

There were no significant events occurred up to the date of this announcement.

## **SIGNIFICANT INVESTMENT**

The Group did not make any new significant investment during the Period.

## **FUTURE PLAN FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS**

The Group does not have any concrete plan for material investments or capital assets for the coming 12 months from the date of this announcement.

\* *For identification purpose only*



## **EMPLOYEES AND REMUNERATION POLICIES**

The number of employees of the Group as at 30 September 2023 was 103 (as at 31 March 2023: 130). The Group remunerates its employees mainly based on industry practice, individual performance and experience. Apart from the basic remuneration, a discretionary bonus may be granted to eligible employees by reference to the Group's performance as well as to an individual's performance in the relevant financial year. Other benefits include medical and retirement schemes.

## **CONTINGENT LIABILITIES**

Except for the cases set out below, the Group did not have significant contingent liabilities as of 30 September 2023 and up to the date of this announcement:

### **Guarantees**

The Group had provided guarantees of approximately HK\$2,260 million as at 30 September 2023 (as at 31 March 2023: HK\$1,919 million) to banks in favour of the purchasers of property units in relation to the Group's properties under development and completed properties sold, up to an amount of 80% of the purchase price of the individual property units, in respect of the mortgage loans provided by the banks to such purchasers. These guarantees provided by the Group to the banks will be released upon receiving the building ownership certificates of the respective properties by the banks from the customers as a pledge for security to the mortgage loans granted.

Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers prior to the releases of the guarantees, the Group is responsible to repay the outstanding mortgage principals together with any accrued interests and penalties owed by the defaulted purchasers to the banks, and the Group is entitled to take over the legal title and possession of the related properties. The guarantees start from the respective dates of grant of the mortgage loans.

In the opinion of the Directors, the total fair value of the financial guarantee contracts of the Group is insignificant at initial recognition. The Directors also consider the possibility of default by the parties involved to be remote and in case of default in payments, the net realisable value of the related properties would be able to cover the outstanding principal together with the accrued interest and penalties. Accordingly, no value has been recognised in the unaudited condensed consolidated statement of financial position as at 30 September 2023 (31 March 2023: Nil).

## LEGAL CASES

### (a) The Company

In an order made by the High Court of the Hong Kong Special Administrative Region (the “High Court”) on 9 May 2016 in respect of case HCCW 177/2011, the Company is required to:

- (i) indemnify and keep indemnified the former provisional liquidators in the event that the funds paid into the court are insufficient to meet the taxed fees and expenses of the former provisional liquidators; and
- (ii) indemnify and keep indemnified Mr. Fok Hei Yu and FTI Consulting (Hong Kong) Limited in respect of the costs of the defence of proceedings HCA 92/2014 (“the Action”), subject to the final determination of the Action. HCA 92/2014 is a legal case filed in January 2014 in the High Court by Sino Bright Enterprises Co., Ltd., and HCA 1152/2017 is a legal case filed in May 2017 in the High Court by the Company (which was later consolidated with HCA 92/2014), against Mr. Fok Hei Yu and FTI Consulting (Hong Kong) Limited for alleged misrepresentation and the case is ongoing.

As at the date of this announcement, the Company has received no such requests for the related fees, costs and expenses.

The Directors are of the view that no provision is necessary for any of the matters described above, after having considered their respective merits.

### (b) Emerson Radio Corp.

On 19 April 2022, the US District Court for the District of Delaware (the “District Court”) granted judgement in favour of Emerson in its trademark infringement lawsuit against air conditioning and heating products provider Emerson Quiet Kool Co. Ltd. and wholesaler Home Easy Ltd. (the “Defendants”). Among other things, the District Court’s order included an injunction prohibiting the Defendants’ distribution, manufacturing, and sales of EMERSON QUIET KOOL branded products or use of that trademark and directed the U.S. Patent and Trademark Office to cancel the Defendants’ trademark registration for the EMERSON QUIET KOOL trademark and prohibited the Defendants from attempting to register that mark or any other confusing similar marks in the future. The judgement also awarded US\$6.5 million to Emerson. Up to 30 September 2023, the Defendants have made certain payments of an aggregate amount of US\$4.1 million to Emerson, which were recorded as advanced deposits in the Group’s financial statements. The balance has been reduced by approximately US\$0.8 million and US\$0.2 million of legal fees incurred during the year ended 31 March 2023 and the Period, respectively. Separately on 11 July 2023, the US Court of Appeals for the Third Circuit affirmed the District Court’s judgement against the Defendants. On 29 September 2023, the District Court granted Emerson’s request for final judgement including approximately US\$3.16

million in legal fees and US\$0.7 million in enhanced damages, along with the prospect of additional damages due to the Defendants' alleged contempt of court. There is no guarantee that Emerson will be able to collect the entire judgement amount or that any negotiated resolution regarding these matters will ever be agreed among the parties or, if agreed, how soon the parties will be able to do so. Due to the legal judgement being affirmed as stated above, the Group has released the balance of the advanced deposits of approximately US\$3.1 million to other income for the Period.

## **CAPITAL COMMITMENTS**

As at 30 September 2023, the Group had contracted, but not provided for, capital expenditure commitments of HK\$1,216 million (as at 31 March 2023: HK\$1,632 million) in respect of properties under development.

## **PURCHASE, SALE OR REDEMPTION OF SHARES**

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

## **CORPORATE GOVERNANCE CODE**

The Company's code on corporate governance practices was adopted by reference to the code provisions of the Corporate Governance Code (the "Code") as set out in Part 2 of Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules").

The Board confirmed that the Company had complied with all principles and code provisions in the Code during the Period, except for the code provisions of the Code as noted hereunder.

### **Code Provision C.2.1**

Mr. Tan has been acting as the chairman of the Board (the "Chairman") and the Chief Executive Officer ("CEO") of the Company since his appointment as a Director on 2 December 2017, which according to code provision C.2.1, the roles of these two positions should be separate and should not be performed by the same individual.

The Board has considered that the non-segregation would not result in concentration of power in one person and has the advantage of a strong and consistent leadership which is conducive to making and implementing decisions quickly and consistently.

The primary role of the Chairman is to provide leadership for the Board and to ensure that it works effectively in the discharge of its responsibilities. The CEO is responsible for the day-to-day management of the Group's business. Their respective roles and responsibilities are set out in writing and have been approved by the Board. As mentioned above, the roles of the Chairman and the CEO have been performed by Mr. Tan. However, if the Board does find a suitable candidate for the position of CEO, the above roles will be separately discharged by different persons at that time.

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

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules. Specific enquiry has been made to all Directors and each of them has confirmed that they have complied with the Model Code during the Period.

## **REVIEW OF ACCOUNTS**

The audit committee of the Company has reviewed and confirmed with the management of the Group the unaudited condensed consolidated financial statements of the Group for the Period and the Corresponding Period, including the accounting principles and practices adopted by the Group.

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

This interim results announcement is published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.nimbleholding.com](http://www.nimbleholding.com)). The Group’s interim report for the Period will be despatched to the shareholders of the Company and available on the above websites in due course.

By order of the Board  
**Nimble Holdings Company Limited**  
**Tan Bingzhao**  
*Chairman*

Hong Kong, 29 November 2023

*As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Tan Bingzhao, Mr. Deng Xiangping, Mr. Yan Guohao and Ms. Liang Minling; and three independent non-executive Directors, namely, Dr. Lin Jinying, Dr. Lu Zhenghua and Dr. Ye Hengqing.*