SHUOAO INTERNATIONAL HOLDINGS LIMITED
碩奧國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2336)

ANNOUNCEMENT OF THE UNAUDITED CONSOLIDATED INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2024

The board of directors (the "**Board**") of Shuoao International Holdings Limited (the "**Company**") hereby announces the unaudited consolidated interim results of the Company and its subsidiaries (collectively referred to as the "**Group**") for the six months ended 30 June 2024 together with comparative figures as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS – UNAUDITED

For the six months ended 30 June 2024

	Note	**Six months ended 30 June** **2024** ***HK$'000***	2023 *HK$'000*
Revenue	*3*	**66,207**	32,300
Cost of sales		**(59,531)**	(30,035)
Gross profit		**6,676**	2,265
Other income	*4(a)*	**3,468**	1,076
Other net (loss)/gain		**(369)**	153
Selling and distribution expenses		**(866)**	(614)
Administrative expenses		**(9,610)**	(10,895)
Loss from operations		**(701)**	(8,015)
Finance costs	*4(b)*	**(27)**	(113)
Loss before taxation	*4*	**(728)**	(8,128)
Income tax expense	*5*	**(38)**	–
Loss for the period		**(766)**	(8,128)
Attributable to:			
Owners of the Company		**(2,036)**	(6,381)
Non-controlling interests		**1,270**	(1,747)
		(766)	(8,128)
Loss per share	*7*		
Basic (HK cent per share)		**(0.11)**	(0.35)
Diluted (HK cent per share)		**(0.11)**	(0.35)

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

For the six months ended 30 June 2024

	Six months ended 30 June	
	2024	2023
	HK$'000	*HK$'000*
Loss for the period	**(766)**	(8,128)
Other comprehensive income/(expenses) for the period, net of tax:		
Item that will not be reclassified to profit or loss:		
Fair value change on financial assets at fair value through other comprehensive income	**8,987**	583
Item that may be reclassified subsequently to profit or loss:		
Exchange differences on translating foreign operations	**(4,511)**	(5,449)
Other comprehensive income/(expenses) for the period	**4,476**	(4,866)
Total comprehensive income/(expenses) for the period	**3,710**	(12,994)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION – UNAUDITED

As at 30 June 2024

	Note	**As at 30 June 2024** ***HK$'000***	As at 31 December 2023 *HK$'000* (Audited)
Non-current assets			
Property, plant and equipment		**31,615**	32,689
Right-of-use assets		**830**	1,580
Financial assets at fair value through other comprehensive income		**45,864**	36,877
Deferred tax assets		**10,651**	10,868
		88,960	82,014
Current assets			
Inventories		**12,109**	11,263
Properties for sale under development	*8*	**200,863**	203,800
Trade and bill receivables	*9*	**29,435**	23,781
Prepayments, deposits and other receivables		**1,309**	1,600
Bank and cash balances		**79,574**	82,145
		323,290	322,589
Current liabilities			
Trade payables	*10*	**30,179**	25,824
Accruals, other payables and deposits received		**13,928**	13,557
Lease liabilities		**891**	1,548
		44,998	40,929
Net current assets		**278,292**	281,660
Total assets less current liabilities		**367,252**	363,674
Non-current liabilities			
Lease liabilities		**–**	132
NET ASSETS		**367,252**	363,542
Capital and reserves			
Share capital		**18,159**	18,159
Reserves		**341,134**	338,511
Equity attributable to owners of the Company		**359,293**	356,670
Non-controlling interests		**7,959**	6,872
TOTAL EQUITY		**367,252**	363,542

Notes:

1. **Basis of preparation**

The interim financial report has been prepared in accordance with Hong Kong Accounting Standard ("**HKAS**") 34, *Interim Financial Reporting*, issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**") and the applicable disclosures required by the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). It was authorised for issue on 23 August 2024.

The interim financial report is unaudited, but has been reviewed by ZHONGHUI ANDA CPA Limited in accordance with Hong Kong Standard on Review Engagements 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*, issued by the HKICPA.

The interim financial results should be read in conjunction with the annual audited financial statements for the year ended 31 December 2023. The accounting policies and methods of computation used in the preparation of the interim financial results are consistent with those used in the annual audited financial statements for the year ended 31 December 2023.

The interim financial results have been prepared under the historical cost convention, as modified by certain financial instruments which are carried at their fair values, and are presented in Hong Kong dollars which is the functional currency of the Company.

2. **Changes in accounting policies**

The HKICPA has issued a number of amendments to Hong Kong Financial Reporting Standards ("**HKFRSs**") that are first effective for the current accounting period of the Group. None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in the interim financial results. HKFRSs comprise Hong Kong Financial Reporting Standards, HKASs and Interpretations.

The Group has not applied any new HKFRSs that is not yet effective for the current accounting period. The directors of the Company (the "**Directors**") anticipated that the application of these new HKFRSs will have no material impact on the interim financial results.

3. Revenue and segment reporting

The Group has three operating and reportable segments as follows:

– Sale of metals

– Development and provision of electronic turnkey device solutions

– Property development

The accounting policies of the operating segments are the same as those adopted in the annual audited financial statements of the Company for the year ended 31 December 2023. Segment profit or loss do not include intercompanies income and expenses, unallocated corporate other income, unallocated corporate other net gain or loss, unallocated corporate expenses, finance costs and income tax expense or credit. Segment assets do not include intercompanies assets and unallocated corporate assets. Segment liabilities do not include intercompanies liabilities and unallocated corporate liabilities. This is the measure reported to the chief operating decision maker for the purposes of resources allocation and performance assessment.

(a) Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or services and geographical location of customers is as follows:

	Six months ended 30 June	
	2024	2023
	HK$'000	*HK$'000*
Revenue from contracts with customers within the scope of HKFRS 15		
Disaggregated by major products or services		
– Sale of metals	**23,077**	–
– Development and provision of electronic turnkey device solutions	**43,130**	32,300
	66,207	32,300
Disaggregated by geographical location of customers		
– The People's Republic of China (the "**PRC**") except Hong Kong	**43,130**	32,300
– Singapore	**23,077**	–
	66,207	32,300

(b) Information about reportable segment revenue, profit or loss, assets and liabilities

Disaggregation of revenue from contracts with customers by timing of revenue recognition, as well as information regarding the Group's reportable segments as provided to the chief operating decision maker for the purposes of resources allocation and assessment of segment performance for the period is set out below.

	Sale of metals		Development and provision of electronic turnkey device solutions		Property development		Total	
	Six months ended 30 June		Six months ended 30 June		Six months ended 30 June		Six months ended 30 June	
	2024	2023	**2024**	2023	**2024**	2023	**2024**	2023
	HK$000	*HK$'000*	***HK$000***	*HK$'000*	***HK$000***	*HK$'000*	***HK$000***	*HK$'000*
Disaggregated by timing of revenue recognition								
Point in time	**23,077**	–	**43,130**	32,300	**–**	–	**66,207**	32,300
Revenue from external customers	**23,077**	–	**43,130**	32,300	**–**	–	**66,207**	32,300
Segment (loss)/profit before finance costs and income tax expense	**(253)**	307	**2,616**	(3,381)	**(640)**	(868)	**1,723**	(3,942)
	As at 30 June 2024	As at 31 December 2023	**As at 30 June 2024**	As at 31 December 2023	**As at 30 June 2024**	As at 31 December 2023	**As at 30 June 2024**	As at 31 December 2023
	HK$000	*HK$'000* (Audited)	***HK$000***	*HK$'000* (Audited)	***HK$000***	*HK$'000* (Audited)	***HK$000***	*HK$'000* (Audited)
Segment assets	**74,099**	78,625	**51,525**	45,861	**212,376**	214,984	**338,000**	339,470
Segment liabilities	**129**	98	**35,540**	32,060	**8,721**	7,957	**44,390**	40,115

(c) **Reconciliation of reportable segment profit or loss**

	Six months ended 30 June	
	2024	2023
	HK$'000	*HK$'000*
Total profit/(loss) of reportable segments	**1,723**	(3,942)
Unallocated amounts:		
Unallocated corporate other income	**1,620**	3
Unallocated corporate other net gain	**23**	35
Unallocated corporate expenses	**(4,067)**	(4,111)
Finance costs	**(27)**	(113)
Loss before taxation	**(728)**	(8,128)

4. Loss before taxation

The Group's loss before taxation for the period is arrived at after charging/(crediting):

	Six months ended 30 June	
	2024	2023
	HK$'000	*HK$'000*
(a) Other income		
Bank interest income	**184**	173
Dividend income	**1,617**	–
Government grants	**2**	27
Rental income	**696**	610
Sundry income	**969**	266
	3,468	1,076
(b) Finance costs		
Interest on bank loans	**–**	9
Interest on other borrowings	**–**	44
Interest on lease liabilities	**27**	60
	27	113

		Six months ended 30 June	
		2024	2023
		HK$'000	*HK$'000*
(c)	**Staff costs (including Directors' remuneration)**		
	Salaries, bonus and allowances	**8,891**	10,717
	Retirement benefits scheme contributions	**412**	411
		9,303	11,128
(d)	**Other items**		
	Cost of inventories sold	**59,527**	29,171
	Net foreign exchange loss/(gain)	**369**	(218)
	Depreciation of property, plant and equipment	**893**	941
	Depreciation of right-of-use assets	**719**	750
	Impairment loss on trade and other receivables	**471**	513
	Write-down of inventories	**4**	849
	Research and development costs	**2,250**	2,640
	Expenses relating to short-term leases	**154**	239
	Expenses relating to leases of low-value assets that are not short-term leases	**7**	7

Cost of inventories sold included staff costs, depreciation and short-term lease expenses totalling approximately HK$5,056,000 (six months ended 30 June 2023: approximately HK$5,776,000), while research and development costs included staff costs and depreciation totalling approximately HK$1,704,000 (six months ended 30 June 2023: approximately HK$2,176,000), which are included in the amounts disclosed separately above.

5. Income tax expense

	Six months ended 30 June	
	2024	2023
	HK$'000	*HK$'000*
Current tax – Overseas		
Provision for the period	**38**	–

No provision for Hong Kong Profits Tax had been made for the six months ended 30 June 2024 and 2023 as the Group did not have any assessable profits during the periods.

Taxation for overseas subsidiaries for the six months ended 30 June 2024 was charged at the appropriate current rates of taxation ruling in the relevant countries. No provision for overseas tax had been made for the six months ended 30 June 2023 as the Group did not have any assessable profits arising outside Hong Kong during the period.

6. Dividends

The Board has resolved not to declare the payment of an interim dividend for the six months ended 30 June 2024 (six months ended 30 June 2023: Nil).

7. Loss per share

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

	Six months ended 30 June	
	2024	2023
	HK$'000	*HK$'000*
Loss:		
Loss for the purpose of calculating basic and diluted loss per share attributable to owners of the Company	**(2,036)**	(6,381)

	Six months ended 30 June	
	2024	2023
	'000	*'000*
Number of shares:		
Weighted average number of ordinary shares for the purpose of calculating basic and diluted loss per share	**1,815,911**	1,815,911

The basic and diluted loss per share for the six months ended 30 June 2024 and 2023 were the same as the Company had no dilutive potential ordinary shares in issue during the periods.

8. Properties for sale under development

Movements of properties for sale under development are as follows:

	HK$'000
At 1 January 2023	202,875
Additions	1,214
Exchange differences	(289)
At 31 December 2023 (audited) and 1 January 2024	203,800
Additions	1,123
Exchange differences	(4,060)
At 30 June 2024	**200,863**

As at 30 June 2024, the properties for sale under development included the payment for the land and the related professional and governmental fees in relation to the acquisition of a piece of land in Australia which was approved by the shareholders of the Company (the "**Shareholders**") on 10 February 2015 (details of the agreement are set out in the circular of the Company dated 24 January 2015). The amounts were not expected to be recovered within twelve months from the end of the reporting period. They were included in the Group's current assets in the condensed consolidated statement of financial position as it is expected that the properties will be realised in the Group's normal operating cycle for properties development.

9. Trade and bill receivables

The Group's trading terms with its customers of the business of development and provision of electronic turnkey device solutions are mainly on credit. The credit terms generally range from 10 days to 90 days (six months ended 30 June 2023: 10 days to 60 days). Each customer has a maximum credit limit. For the business of sale of metals, payment in advance is normally required. The Group seeks to maintain strict control over its outstanding receivables in order to minimise credit risk. Overdue balances are reviewed regularly by the senior management. All trade and bill receivables are expected to be recovered or recognised within one year.

The ageing analysis of trade and bill receivables, based on the invoice date, and net of allowance, is as follows:

	As at 30 June 2024	As at 31 December 2023
	HK$'000	*HK$'000*
		(Audited)
30 days or less	**18,026**	19,778
31 days to 60 days	**9,122**	2,499
61 days to 90 days	**1,240**	609
91 days to 120 days	**423**	715
Over 120 days	**624**	180
	29,435	23,781

The balance of trade and bill receivables included an amount of approximately HK$1,180,000 (31 December 2023: HK$1,910,000) in relation to bill receivables as at 30 June 2024.

10. Trade payables

The ageing analysis of trade payables, based on the invoice date, is as follows:

	As at 30 June 2024 *HK$'000*	As at 31 December 2023 *HK$'000* (Audited)
30 days or less	**18,322**	19,390
31 days to 60 days	**7,812**	4,601
61 days to 90 days	**2,514**	1,077
91 days to 120 days	**300**	104
Over 120 days	**1,231**	652
	30,179	25,824

INTERIM DIVIDEND

The Board has resolved not to declare the payment of an interim dividend for the six months ended 30 June 2024 (six months ended 30 June 2023: Nil).

BUSINESS OVERVIEW

For the six months ended 30 June 2024, the Group continued to engage in the business of sale of metals and development and provision of electronic turnkey device solutions. At the same time, the Group is continuously engaging in the business of property development in Australia with various possibilities under consideration.

RESULTS OF THE GROUP

For the six months ended 30 June 2024, the Group reported revenue of HK$66,207,000, representing a 105% increase as compared with the same period in 2023 (30 June 2023: HK$32,300,000), and gross profit of HK$6,676,000, representing a 195% increase as compared with the same period in 2023 (30 June 2023: HK$2,265,000). The Group reported loss of HK$766,000 (30 June 2023: HK$8,128,000) and other comprehensive income of HK$4,476,000 (30 June 2023: other comprehensive expenses of HK$4,866,000), comprising fair value gain on the investment in the ordinary shares (the "**Jinjiang Shares**") of Zheneng Jinjiang Environment Holding Company Limited (浙能錦江環境控股有限公司) ("**Zheneng Jinjiang**") of HK$8,987,000 (30 June 2023: HK$583,000) and exchange loss arising from translating foreign operations of HK$4,511,000 (30 June 2023: HK$5,449,000), which led to the result that the Group recorded total comprehensive income of HK$3,710,000 for the six months ended 30 June 2024 (30 June 2023: total comprehensive expenses of HK$12,994,000). The loss attributable to owners of the Company for the six months ended 30 June 2024 was HK$2,036,000 (30 June 2023: HK$6,381,000); whereas basic loss per share was HK0.11 cent (30 June 2023: HK0.35 cent).

In general, with the strengthened sales force of the Group and the growing domestic demand for smart home electrical appliances in China, the Group's overall revenue and gross profit were both improved as compared with the same period in 2023. On the other hand, the increase in fair value gain on the investment in the Jinjiang Shares was mainly due to a rise in the share price of the Jinjiang Shares over the reporting period.

BUSINESS REVIEW

Sale of Metals

With the rise in the price of metal materials and the enhanced sales effort by the Group, this segment recorded segment revenue of HK$23,077,000 (30 June 2023: Nil) and segment loss of HK$253,000 (30 June 2023: segment profit of HK$307,000). The segment loss mainly arose from an unrealised exchange loss on re-translation of bank balances during the reporting period.

For the business of sale of metals, payment in advance is normally required. The Group grants credit term to selected customers with continuous monitoring after thorough credibility evaluation. As the Group maintains strict credit controls on its customers in order to protect the interests of the Group and its stakeholders, it considers that the risks associated with reliance on these major customers are minimal.

Development and Provision of Electronic Turnkey Device Solutions

The results of the Group's business of development and provision of electronic turnkey device solutions were mainly driven by the results of a subsidiary in the PRC which is 50.21% owned by the Group and is principally engaged in the manufacturing and sale of microcontrollers for home electrical appliances. As consumers' awareness of smart home electrical appliances continues to increase and their demands become increasingly diversified, the smart home electrical appliance industry in China continues to grow. Coupled with the improved technical capabilities and the enhanced sales effort by the Group, this segment recorded an increase in segment revenue by 34% to HK$43,130,000 (30 June 2023: HK$32,300,000) and segment profit of HK$2,616,000 (30 June 2023: segment loss of HK$3,381,000).

Property Development

Property development in Australia going forward

The Group conducts its business of property development by establishing a property development operation in Australia. For the six months ended 30 June 2024, no segment revenue (30 June 2023: Nil) and segment loss of HK$640,000 (30 June 2023: HK$868,000) were recorded in this segment.

As at the date of this announcement, the Planning Proposal (as defined below) of the Site (as defined below) has been approved by the Canterbury Bankstown Council (the "**Council**") and permitted by the Department of Planning and Environment of the New South Wales Government (the "**Department**") to proceed forward. This stage is the pathway to obtain the development consent in relation to the land in Australia acquired by the Group in February 2015 (the "**Site**"). Details of the agreement in relation to the acquisition of the Site and the delay in development are set out in the circular and the announcement of the Company dated 24 January 2015 and 30 November 2015, respectively.

In 2015, the Department issued the draft precinct plans (the "**Draft Plans**") for the region in which the Site is located indicating a willingness to rezone the Site to allow for residential use. After the public consultation conducted in 2016, the Department decided to revise the Draft Plans and the draft Sydenham to Bankstown Corridor Strategy (the "**Corridor Strategy**"), indicating support for a change of zoning allowing residential use.

Due to a prolonged transitional period of government reform caused by the parallel State and Federal election and amalgamation of local councils, the revised Draft Plans and the revised Corridor Strategy were only completed and released for public consultations in July 2017. The final Corridor Strategy was reported and endorsed by the Council in May 2018.

Due to the significant size of the Site and the uniqueness of the employment zoning, the Council will require further preparation of a planning proposal and amendments to the Canterbury Local Environmental Plan 2012 (the "**LEP**") and Canterbury Development Control Plan 2012 prior to any potential development consent being granted, should that consent be for residential use.

The Group has continued proactively advocating for the rezoning of the Site by actively meeting the Council and the Department. In addition, the Group is exploring the possibilities of alternative development strategies and plans that are permitted within the current zoning in order to speed up the approval process with the assistance of various professional parties.

Given the close proximity of the Site to the Canterbury Public Hospital, and the State government's announcement of funding for the rejuvenation of that hospital, the Council and the State government have both indicated support for a healthcare use on the Site, which is permissible within the current zoning and achieves the Council's desire of employment purpose on the Site. The development consent would be expected to be within a 12-month to 18-month time frame after the submission of a development proposal.

In July 2020, after seeking professional advice in Australia, the Group lodged an application to the Council to amend the LEP with a planning proposal for a private hospital (the "**Planning Proposal**"). The Planning Proposal is in line with the Council's preference to retain employment purpose along Canterbury Road, where the Site is located. The amendments mainly proposed a significant increase in the height control for the Site from 12 metres to 45.5 metres (revised), which will allow an overall increase in the floor area of the Site.

In December 2021, the Planning Proposal was reviewed by the Council's Local Planning Panel and be agreed by majority, and be submitted to the Council for approval. In March 2022, the Planning Proposal was presented in the ordinary Council meeting and be permitted to proceed to the Department for further approval.

In June 2022, the Department issued a Gateway Determination to permit (with consent) the Planning Proposal to proceed forward. The Planning Proposal and the amendments to the LEP were approved by the Council. The Group had finalised a voluntary planning agreement (the "**VPA**") with the Council regarding the statutory contributions to be made to the Council in connection with development. In May 2023, the VPA was presented and endorsed in the ordinary Council meeting.

The Group has commenced discussions with prospective operators for the healthcare and medical facility. The final planning stage will be a state significant development application, which details the design and operation of the healthcare and medical facility. This stage will commence when a preferred operator is secured.

Once the Group has obtained more information from the prospective preferred operator, the Board will conduct further feasibility study on the Site and consider whether the proposal to transform the use of the Site to healthcare and medical facility will be in the best interests of the Company and the Shareholders as a whole. As at the date of this announcement, the Board has not yet decided to transform the Site to healthcare and medical facility.

The Company will make further announcement(s) in relation to the updates of the Site as and when appropriate pursuant to the Listing Rules.

Investment in the Jinjiang Shares

On 25 July 2016, Sable International Limited, an indirect wholly-owned subsidiary of the Company, applied for the subscription of 21,431,000 ordinary shares of Zheneng Jinjiang at an aggregate subscription price of SGD19,287,900 (equivalent to approximately HK$111,727,000). The quotation of and dealing in the Jinjiang Shares on the Main Board of the Singapore Exchange Securities Trading Limited commenced on 3 August 2016. Details of the subscription are set out in the announcement and the circular of the Company dated 25 July 2016 and 25 October 2016, respectively. As at 30 June 2024, the Group held 1.47% of the total issued share capital of Zheneng Jinjiang (31 December 2023: 1.47%).

The Jinjiang Shares are recorded as financial assets at fair value through other comprehensive income and are measured at fair value at the end of each reporting period. During the period under review, a fair value gain on the investment in the Jinjiang Shares of HK$8,987,000 was recorded under other comprehensive income in the condensed consolidated statement of profit or loss and other comprehensive income of the Group for the six months ended 30 June 2024 (30 June 2023: HK$583,000), which was mainly due to a 28% increase in the share price of the Jinjiang Shares over the reporting period (30 June 2023: 2%).

The Group is optimistic about the prospects of Zheneng Jinjiang, the principal business in the PRC of which includes generation and sales of electricity and steam, operation of waste-to-energy plants and project management, technical consulting and advisory services and energy management contracting business. Having considered the financial performance, business development and prospects of Zheneng Jinjiang, the Group believes that the investment is attractive and will enable the Group to generate sustainable and attractive returns for the Shareholders.

Save as disclosed above, the Group did not make any significant investments or acquisitions during the six months ended 30 June 2024.

PROSPECTS

Looking forward, the landscape of global economy remains challenging, in particular, the impact of high interest rates, geopolitical tension and innovation and development of artificial intelligence. The Group is continuously strengthening its sales force and exploring the possibilities of commodity diversification. In the meantime, the Group will continue to pursue development of its project in Sydney, Australia to enhance the growth prospect of the Group. The Group will also keep abreast of the market dynamics to capture business opportunities favourable to the continual development strategy of the Group, with a view to create greater value for the Group and generate return to the Shareholders.

FINANCIAL REVIEW

Liquidity and Financial Resources

As at 30 June 2024, the Group had current assets of HK$323,290,000 (31 December 2023: HK$322,589,000) comprising bank and cash balances of HK$79,574,000 (31 December 2023: HK$82,145,000), and net current assets of HK$278,292,000 (31 December 2023: HK$281,660,000). The Group's current ratio, calculated based on current assets over current liabilities of HK$44,998,000 (31 December 2023: HK$40,929,000), maintained at a healthy level of 7.1 times (31 December 2023: 7.8 times) as at the end of the period under review.

As at 30 June 2024, the Group's equity attributable to owners of the Company was HK$359,293,000 (31 December 2023: HK$356,670,000).

The Group's gearing ratio represented its total borrowings (including lease liabilities) over the sum of equity attributable to owners of the Company and total borrowings of the Group. As at 30 June 2024, the Group had no bank borrowings (31 December 2023: Nil) while had lease liabilities of HK$891,000 (31 December 2023: HK$1,680,000), which was denominated in Renminbi with fixed interest rate, and the Group's equity attributable to owners of the Company amounted to HK$359,293,000 (31 December 2023: HK$356,670,000). The Group's gearing ratio was therefore maintained at a low level of 0.2% as at 30 June 2024 (31 December 2023: 0.5%).

The Group continues to maintain a prudent approach in managing its financial requirements. In the long run, the Group will continue to finance its operations and future acquisitions, if any, by internal resources and/or external debts and/or by equity financing.

Current ratio and gearing ratio are two financial indicators that the Group focuses on. The Group believes these two measures provide a comprehensive indication of the Group's financial leverage, which have great impact on both the capital structure and stability and performance of the Group.

Changes in Share Capital

During the period under review, there were no changes in the issued share capital of the Company. As at 30 June 2024, the issued share capital of the Company was HK$18,159,107.67 divided into 1,815,910,767 shares of HK$0.01 each.

Foreign Currency Exposures

During the period under review, the monetary assets and liabilities and business transactions of the Group were mainly carried out and conducted in Hong Kong dollars, Renminbi, United States dollars, Australian dollars and Singapore dollars. The Group's exposure to United States dollars is minimal as Hong Kong dollar is pegged to United States dollar, and the exposure to Renminbi was minimised via balancing the Renminbi monetary assets versus the Renminbi monetary liabilities. Nevertheless, financial performance of the Group may be affected by the fluctuation of Australian dollars and Singapore dollars. Furthermore, as the financial statements of the Group are presented in Hong Kong dollars, which is the Company's functional and presentation currency, the Group will be subject to exchange rate fluctuation on translation of Australian dollars, Singapore dollars and Renminbi into Hong Kong dollars. However, the Group anticipates that future currency fluctuations will not cause material operational difficulties or liquidity problems. The Group did not enter into any arrangements for the purpose of hedging against the potential foreign exchange risks during the period under review.

The Group will monitor closely on its foreign currency exposure to ensure appropriate measures, such as hedging, are taken promptly when required.

Contingent Liabilities

The Group had no significant contingent liabilities as at 30 June 2024 (31 December 2023: Nil).

Pledge on Assets

As at 30 June 2024, no assets of the Group were pledged to secure its banking facilities (31 December 2023: Nil).

EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2024, the Group had approximately 191 employees (31 December 2023: approximately 246) including the Directors. Total staff costs for the period under review, including Directors' remuneration, was HK$9,303,000 (30 June 2023: HK$11,128,000). The Group remunerated its employees based on their performance, experience and prevailing market conditions. Benefits plans provided by the Group include provident fund scheme, medical insurance, subsidised training programme and discretionary bonus.

The Group made contributions to the Mandatory Provident Fund Scheme for its employees in Hong Kong. The employees of the Company's subsidiaries established in the PRC are members of central pension schemes operated by the local municipal governments. The employees of the Australian subsidiaries of the Company received a superannuation guarantee contribution as required by the Australian government.

IMPORTANT EVENTS AFTER THE END OF THE REPORTING PERIOD

There are no important events affecting the Group which has occurred since the end of the reporting period.

CORPORATE GOVERNANCE

During the six months ended 30 June 2024, in the opinion of the Board, the Company has complied with all the applicable code provisions of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules (the "**Model Code**") as its own code of conduct regarding securities transactions by the Directors. Having made specific enquiries with all the Directors, all of them confirmed that they had complied with the required standards set out in the Model Code during the six months ended 30 June 2024.

AUDIT COMMITTEE

The interim financial results of the Company for the six months ended 30 June 2024 are unaudited but have been reviewed by the Company's auditor, ZHONGHUI ANDA CPA Limited, and audit committee (the "**Audit Committee**"), and are duly approved by the Board under the recommendation of the Audit Committee.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the six months ended 30 June 2024, neither the Company, nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

PUBLICATION OF ANNOUNCEMENT OF THE UNAUDITED CONSOLIDATED INTERIM RESULTS AND INTERIM REPORT

This announcement is published on the websites of the Company (www.shuoaointernational.com) and the Stock Exchange (www.hkexnews.hk), respectively. The interim report of the Company for the six months ended 30 June 2024 will be made available to the Shareholders and published on the above websites in due course.

By Order of the Board
Shuoao International Holdings Limited
Cao Jianguo曹建國
Chairman

Hong Kong, 23 August 2024

As at the date of this announcement, the Board comprises three Executive Directors, namely Mr. Cao Jianguo (曹建國先生) (Chairman), Mr. Feng Luming (馮櫓銘先生) (Chief Executive Officer) and Dr. Jin Xiaozheng (金曉錚博士); and three Independent Non-executive Directors, namely Dr. Chan Wing Mui Helen, Mr. Chiu King Yan and Mr. Wang Cheung Yue.