INTERRA ACQUISITION CORPORATION

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 7801)
(Warrant Code: 4801)

2023 INTERIM REPORT

Contents

DEFINITIONS

In this interim report, unless the context otherwise requires, the following terms have the following meanings:

"ABC"	Agricultural Bank of China Limited
"ABCI"	ABC International Holdings Limited
"ABCI AM"	ABCI Asset Management Limited, a company incorporated in Hong Kong on January 3, 2011, a corporation licenced to conduct Type 4 (advising on securities) and Type 9 (asset management) regulated activities as defined under the SFO and a Promoter of the Company
"ABCI AM Acquisition"	ABCI AM Acquisition Limited, a company incorporated in the British Virgin Islands on July 25, 2017, a wholly owned subsidiary of ABCI AM
"Audit Committee"	the audit committee of the Board
"Board" and "Board of Directors"	the board of directors of the Company
"CG Code"	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules
"Chief Executive Officer" or "CEO"	chief executive officer of the Company
"China" or "PRC"	the People's Republic of China excluding, for the purpose of this interim report, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Class A Share(s)"	Class A ordinary share(s) in the share capital of the Company with a par value of HK$0.0001 each and, after the De-SPAC Transaction, the Class A ordinary shares of the Successor Company or such other ordinary shares of the Successor Company that the Class A Shares of the Company convert into or are exchanged for
"Class B Share(s)"	Class B ordinary share(s) in the share capital of the Company with a par value of HK$0.0001 each
"Company"	Interra Acquisition Corporation, an exempted company incorporated under the laws of the Cayman Islands with limited liability on January 11, 2022
"De-SPAC Target"	the target of a De-SPAC Transaction

"De-SPAC Transaction"	an acquisition of, or a business combination with, a De-SPAC Target by the Company that results in the listing of a Successor Company
"Director(s)"	the director(s) of the Company
"Escrow Account"	the ring-fenced escrow account located in Hong Kong with the Escrow Agent acting as the escrow agent of such account
"Escrow Agent"	BOCI-Prudential Trustee Limited acting as the escrow agent of the Escrow Account
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listed Warrant(s)"	the warrant(s) to be issued to Professional Investors of the Class A Shares
"Listing"	the listing of the Class A Shares and the Listed Warrants on the Main Board of the Stock Exchange
"Listing Date"	September 16, 2022, the date on which the Class A Shares and the Listed Warrants are listed and dealings in the Class A Shares and the Listed Warrants first commence on the Main Board of the Stock Exchange
"Listing Document"	the listing document of the Company dated September 9, 2022
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
"Loan Facility"	the HK$20.0 million unsecured loan facility in relation to the loan agreement dated September 7, 2022 entered into by the Company, Primavera LLC and ABCI AM Acquisition
"Memorandum and Articles of Association"	the second amended and restated memorandum and articles of association of the Company, as amended from time to time, effective on the Listing Date
"Model Code"	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules
"Offer Securities"	the Class A Shares and the Listed Warrants offered pursuant to the Offering

"Offering"	the offer of the Offer Securities by the Company to Professional Investors as described in the Listing Document
"Primavera LLC"	Primavera Capital Acquisition (Asia) LLC, a limited liability company incorporated in the Cayman Islands on December 29, 2021, which is wholly owned by Primavera US LLC
"Primavera US LLC"	Primavera Capital Acquisition LLC, a limited liability company incorporated in the Cayman Islands on August 3, 2020 and a Promoter of the Company
"Professional Investors"	has the meaning given to it in section 1 of Part 1 of Schedule 1 to the SFO
"Promoter Warrant(s)"	the warrant(s) issued to Primavera LLC and ABCI AM Acquisition at the issue price of HK$1.00 per Promoter Warrant simultaneously with the closing of the Offering
"Promoters"	Primavera US LLC and ABCI AM
"Remuneration Committee"	the remuneration committee of the Board
"Reporting Period"	the six months ended June 30, 2023
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
"Shareholder(s)"	holder(s) of the Share(s)
"Shares"	Class A Shares and Class B Shares
"SPAC"	special purpose acquisition company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Successor Company"	the listed issuer resulting from the completion of a De-SPAC Transaction
"United States" or "US"	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
"%"	per cent

CORPORATE INFORMATION

Board of Directors

Executive Directors

Mr. CHEN Tong (陳桐)
(Co-Chairman and Co-Chief Executive Officer)
Mr. YANG Xiuke (楊秀科)
(Co-Chairman and Co-Chief Executive Officer)
Ms. MING Liang (明亮)
Mr. GE Chengyuan (葛程遠)

Independent Non-executive Directors

Ms. CHAN Ching Chu
(alias Rebecca Chan) (陳清珠)
Ms. CHAN Jeanette Kim Yum (陳劍音)
Mr. PU Yonghao (浦永灝)

Audit Committee

Ms. CHAN Ching Chu
(alias Rebecca Chan) (陳清珠) *(Chairlady)*
Ms. CHAN Jeanette Kim Yum (陳劍音)
Mr. PU Yonghao (浦永灝)

Remuneration Committee

Ms. CHAN Jeanette Kim Yum (陳劍音) *(Chairlady)*
Ms. CHAN Ching Chu
(alias Rebecca Chan) (陳清珠)
Mr. PU Yonghao (浦永灝)

Nomination Committee

Mr. CHEN Tong (陳桐) *(Co-chairman)*
Mr. YANG Xiuke (楊秀科) *(Co-chairman)*
Ms. CHAN Jeanette Kim Yum (陳劍音)
Ms. CHAN Ching Chu
(alias Rebecca Chan) (陳清珠)
Mr. PU Yonghao (浦永灝)

Promoters

Primavera Capital Acquisition LLC
ABCI Asset Management Limited

Company Secretary

Mr. LEE Leong Yin (李亮賢) *(ACG, HKACG)*

Authorized Representatives

Mr. YANG Xiuke (楊秀科)
Mr. LEE Leong Yin (李亮賢)

AUDITOR

KPMG
Certified Public Accountants and Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance
8th Floor, Prince's Building
10 Chater Road
Central
Hong Kong

Principal Bank

Bank of China (Hong Kong) Limited
Bank of China Tower
1 Garden Road
Hong Kong

Legal Advisor

Davis Polk & Wardwell
10/F, The Hong Kong Club Building
3A Chater Road
Hong Kong

Compliance Advisor

Somerley Capital Limited
20th Floor, China Building
29 Queen's Road Central
Hong Kong

Registered Office

Walkers Corporate Limited
190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

Principal Place of Business in Hong Kong

5/F, Manulife Place
348 Kwun Tong Road
Kowloon, Hong Kong

Principal Share Registrar and Transfer Office

Walkers Corporate Limited
190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

Hong Kong Share Registrar

Tricor Investor Services Limited
17/F
Far East Finance Centre
16 Harcourt Road
Hong Kong

Escrow Agent of the Escrow Account

BOCI-Prudential Trustee Limited
Suites 1501–1507, 1513–1516, 15/F
1111 King's Road
Taikoo Shing
Hong Kong

Website

www.interraacquisition.com

Stock Code

7801

Warrant Code

4801

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW

The Company is a SPAC formed for the purpose of effecting a De-SPAC Transaction. In identifying the De-SPAC Target, the Company intends to invest in high-growth companies focused on Greater China in the sectors of innovative technology, consumer and new retail, advanced manufacturing, healthcare and climate action.

The Company completed the Offering of its Class A Shares and Listed Warrants on September 16, 2022. The Offering comprised 100,100,000 Class A Shares at an offer price of HK$10.00 per Class A Share and 40,040,000 Listed Warrants. Simultaneously with the Offering, the Promoters subscribed for 35,600,000 Promoter Warrants at a price of HK$1.00 per Promoter Warrant. The Promoter Warrants are not listed on the Stock Exchange. The Company received gross proceeds of HK$1,001.0 million from the Offering, which was deposited in the Escrow Account and held in the form of cash or cash equivalents. As of the date of this report, the Company has not used any of the gross proceeds received from the Offering.

During the Reporting Period, the Company had not selected any specific De-SPAC Target, or entered into any binding agreement with respect to a potential De-SPAC Transaction. Prior to the completion of the De-SPAC Transaction, the Company will not engage in any operations other than in connection with the selection, structuring and completion of the De-SPAC Transaction.

BUSINESS REVIEW

During the Reporting Period, the Company did not engage in any operations and did not generate any revenue. The Company's only activities during the Reporting Period were organisational activities related to its incorporation, the Offering, and since the closing of the Offering, the search for prospective De-SPAC Target.

As of the date of this report, there have been no material events affecting the Company or its listed securities since June 30, 2023.

FINANCIAL REVIEW

Interest income

The Company did not generate any revenue during the Reporting Period. The Company recognized an interest income of approximately HK$21.5 million during the Reporting Period (2022: nil), which primarily consisted of interest income on the gross proceeds of the Offering held in the Escrow Account.

Equity-settled share-based payment expenses

During the Reporting Period, the Company incurred an equity-settled share-based payment expenses of approximately HK$45.7 million (2022: nil) as a result of the Class B Shares which contain a conversion feature (the "**Conversion Right**") and the Promoter Warrants. The Company accounted for the Conversion Right in the Class B Shares and the Promoter Warrants granted on the Listing Date as equity-settled share-based payment, with the completion of De-SPAC Transaction as the vesting condition for accounting purpose. The total estimated fair value of the equity-settled share-based payment is spread over the vesting period, taking into account the probability that the related awards would vest.

Other operating expenses

During the Reporting Period, the other operating expenses of the Company increased to approximately HK$2.1 million from approximately HK$0.6 million for the period from January 11, 2022 to June 30, 2022 as a results of increase in independent non-executive Directors' emoluments, insurance expenses, and legal and professional fees incurred by the Company for the services of legal advisers and compliance advisers, valuation service, accounting service and printer service.

Loss from operations

As a result of the foregoing, the loss from operations of the Company increased to approximately HK$26.6 million during the Reporting Period from approximately HK$2.3 million for the period from January 11, 2022 to June 30, 2022.

Fair value change of deferred underwriting commissions payable

During the Reporting Period, the Company recognized a fair value change of deferred underwriting commissions payable of approximately HK$0.4 million (2022: nil) as a results of the fair value change of the deferred underwriting commissions payable pursuant to the terms of the underwriting agreement relating to the SPAC Offering.

Fair value change of Listed Warrants

During the Reporting Period, the Company recognized a fair value change of Listed Warrants of approximately HK$0.5 million (2022: nil) as a result of the change in fair value of warrants, which are derivative liabilities that are measured at fair value through profit or loss, increase mainly due to change in fair value.

Loss and total comprehensive income for the period

As a result of the foregoing, the loss and total comprehensive income for the period of the Company increased to approximately HK$27.1 million during the Reporting Period from approximately HK$2.3 million for the period from January 11, 2022 to June 30, 2022.

Other information

During the Reporting Period, there was no change in the accounting policy of the Company.

LIQUIDITY AND FINANCIAL RESOURCES

The Company received gross proceeds of HK$1,001.0 million from the Offering, which was deposited into the Escrow Account in Hong Kong. The funds held in the Escrow Account may be released only to complete the De-SPAC Transaction, satisfy redemption requests of the Shareholders, and return funds to Class A Shareholders upon the suspension of trading of the Class A Shares and the Listed Warrants or upon the liquidation or winding up of the Company.

The Company has been monitoring its expenses on an ongoing basis and endeavors to keep the costs within the Company's primary sources of liquidity other than the funds deposited in the Escrow Account, including the proceeds from the sale of Class B Shares and the Promoter Warrants and the Loan Facility of HK$20 million, as set out in "Borrowings and gearing ratio" below. The Company believes that it is well positioned to manage the operating expenses when conducting negotiations and performing due diligence review on potential De-SPAC Targets.

Prior to the completion of the De-SPAC Transaction, the primary sources of liquidity to satisfy the Company's capital requirements include proceeds from the issuance of the Class B Shares and the Promoter Warrants and the Loan Facility. With the amount of liquid assets on hand which are held outside the Escrow Account, the Company is of the view that it has sufficient financial resources to meet its ongoing capital requirements prior to the completion of the De-SPAC Transaction. Due to the Company's business nature, there is no ageing analysis of accounts receivable and accounts payable.

As of June 30, 2023, the Company had total assets of approximately HK$1,028.8 million (as of December 31, 2022: HK$1,014.2 million), which primarily consisted of (i) cash and cash equivalents of approximately HK$3.4 million (as of December 31, 2022: HK$10.1 million). The decrease in cash and cash equivalents was mainly due to net cash used in operating activities of approximately HK$2.6 million and payments of listing expenses of approximately HK$4.1 million; (ii) interest receivables of approximately HK$24.1 million (as of December 31, 2022: HK$2.6 million). The increase in interest receivables was mainly due to increase in interest receivables from escrow account. Interest income from escrow account is recognised using the effective interest method, and the effective interest rate is applied to the gross carrying amount of the restricted bank balances; (iii) prepayments of approximately HK$0.3 million (as of December 31, 2022: HK$0.5 million); and (iv) restricted bank balances of HK$1,001.0 million (as of December 31, 2022: HK$1,001.0 million).

As of June 30, 2023, the Company had total liabilities of approximately HK$1,126.4 million (as of December 31, 2022: HK$1,130.4 million), which primarily consisted of (i) other payables and accruals of approximately HK$0.4 million (as of December 31, 2022: HK$4.5 million), which mainly consisted of accrued other operating expenses. The decrease in other payables and accruals was mainly due to the settlement of listing expenses; (ii) deferred underwriting commissions payable of approximately HK$21.6 million (as of December 31, 2022: HK$22.0 million); (iii) amount due to the Promoters of approximately HK$0.6 million (as of December 31, 2022: HK$0.6 million); (iv) redemption liabilities arising from the Class A Shares of HK$1,001.0 million (as of December 31, 2022: HK$1,001.0 million); and (v) Listed Warrants of approximately HK$102.9 million (as of December 31, 2022: HK$102.3 million).

As a result of the foregoing, the net liabilities of the Company decreased to approximately HK$97.6 million as of June 30, 2023 from HK$116.2 million as of December 31, 2022.

Borrowings and gearing ratio

The Company (as borrower) and Primavera LLC and ABCI AM Acquisition (as lenders) entered into a facility agreement on September 7, 2022 in relation to an aggregate of HK$20 million unsecured Loan Facility. As of the date of this report, no amount had been drawn down under the Loan Facility. The Company had amounts due to the Promoters of HK$0.6 million as of June 30, 2023 (as of December 31, 2022: HK$0.6 million), which are unsecured, interest free and repayable on demand.

As the Company did not have any borrowings as of June 30, 2023, the net gearing ratio (as calculated by total interest-bearing bank borrowings as at the end of respective period divided by total equity as at the same date) was not applicable to the Company as of June 30, 2023.

Foreign Exchange Exposure

As at June 30, 2023, the Company's cash and cash equivalents was denominated in Hong Kong dollars. As such, the Company did not have significant foreign currency exposure during the Reporting Period. The Company currently does not have a foreign currency hedging policy, however, the Company manages foreign exchange risk by performing regular reviews of net foreign exchange exposures to eliminate the foreign exchange exposures, where necessary.

OUTLOOK AND PROSPECTS

The Company is one of the handful of publicly listed SPACs in Hong Kong. The Company will have 24 months from the Listing Date to make an announcement of the terms of a De-SPAC Transaction and 36 months from the Listing Date to complete the De-SPAC Transaction, subject to any extension period approved by the Shareholders in accordance with the Listing Rules and the Memorandum and Articles of Association. In the forthcoming months, the Company will use its best endeavors to source a De-SPAC Target with strong and sustainable growth prospects and recommend it for approval by the Shareholders and the Stock Exchange.

The Company will conduct thorough due diligence review for the introduced potential De-SPAC Target. If the Company decides to further pursue after a particular De-SPAC Target subsequent to the due diligence review, further negotiations will be conducted to structure the terms of the De-SPAC Transaction. It is expected that substantial costs will be incurred in evaluating potential De-SPAC Target and in negotiating and executing a De-SPAC Transaction. The Company will continue to incur expenses as a publicly listed company (for legal, financial reporting, accounting and auditing compliance), as well as for due diligence expenses related to prospective De-SPAC Transactions. The Company intends to consummate the De-SPAC Transaction using (i) proceeds of the Offering; (ii) proceeds from the issuance of the Class B Shares and the Promoter Warrants; (iii) proceeds from independent third party investments; (iv) funds from any backstop agreements it may enter into; (v) loans from the Promoters or their affiliates, if any, under the Loan Facility or other arrangements; (vi) shares issued to the owners of the De-SPAC Target; and (vii) any other equity or debt financing, or a combination of the foregoing.

Significant Investments, Material Acquisitions and Disposal of Subsidiaries, Associates and Joint Ventures

The Company had no significant investments or material acquisitions or disposals of subsidiaries, associates and joint ventures during the Reporting Period.

Employee and Remuneration Policy

As of June 30, 2023, the Company had no full-time employees and no staff cost has been recognized as expenses of the Company during the Reporting Period. The executive Directors are not entitled to any remuneration from the Company. The remuneration package of the independent non-executive Directors as well as other corporate executives and employees of the Company (if any) are benchmarked against the remuneration for similar positions in the market. The Company did not adopt any share schemes under Chapter 17 of the Listing Rules since its incorporation.

As a SPAC, the Company does not intend to have any full-time employees prior to the completion of the De-SPAC Transaction. Thus, the Company did not adopt remuneration policy since its incorporation. Any remuneration policy to be adopted after completion of the De-SPAC Transaction will be determined by the Board and reviewed by the Remuneration Committee. In general, the Company expects that the remuneration policy of the Company will provide remuneration packages including salary, bonus and various allowances, so as to attract and retain top quality staff, and the Company will determine employee salaries based on each employee's qualification, position and seniority. Training programs will be provided to employees to accelerate the learning progress and improve the knowledge and skill levels of our employees where necessary.

Capital Expenditure and Commitments

The Company did not incur any capital expenditure and commitment during the Reporting Period (2022: Nil). Save as disclosed in this report, the Company did not have other plans for material investments or capital assets as at the date of this report.

Contingent Liabilities

As of June 30, 2023, the Company did not have any contingent liabilities (2022: Nil).

Charges on Assets

As of June 30, 2023, there were no charges on assets of the Company (2022: Nil).

Future Plans for Material Investments and Capital Assets

The Company will continue to focus on its business strategies as set out in the Listing Document. As of June 30, 2023, the Company had no other future plans for any material investments or capital assets.

Pledging of Shares by Controlling Shareholders and Loan Agreement relating to Controlling Shareholders

As at June 30, 2023, the Company had no controlling shareholder and therefore (i) there was no pledge of Shares to secure the Company's debts or to secure guarantees or other support of their obligations, and (ii) there was no loan agreement with covenants relating to specific performance of controlling shareholder.

EVENTS AFTER THE REPORTING PERIOD

The Company did not have any material subsequent event after the Reporting Period and up to the date of this report.

DIVIDEND

As disclosed in the Listing Document, the Company does not intend to pay cash dividends prior to the completion of a De-SPAC Transaction. Hence, no interim dividend was proposed by the Board for the Reporting Period.

REVIEW OF INTERIM RESULTS

The Board has established an Audit Committee with written terms of reference in compliance with the CG Code.

The Audit Committee currently consists of three members, namely Ms. Chan Ching Chu (alias Rebecca Chan), Ms. Chan Jeanette Kim Yum and Mr. Pu Yonghao, each of whom is an independent non-executive Director. The chairlady of the Audit Committee is Ms. Chan Ching Chu (alias Rebecca Chan). The Company's interim results for the Reporting Period have not been audited by the Company's independent auditor, but the interim results for the Reporting Period and the accounting principles and policies adopted by the Company have been reviewed by the Audit Committee.

The independent auditor of the Company, namely KPMG, has carried out a review of the interim financial information in accordance with the Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the HKICPA, whose unmodified review report is included in the interim financial report to be sent to the Shareholders.

Compliance with the Corporate Governance Code

The Company is committed to maintaining high standard of corporate governance to safeguard the interests of the Shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Board has complied with all applicable code provisions set out in the CG Code during the Reporting Period with the exception of code provision C.2.1 of the CG Code, which requires the roles of chairman and chief executive to be held by different individuals. Mr. Chen Tong and Mr. Yang Xiuke were each appointed as the co-chairman of the Board, executive Director and co-chief executive officer of the Company. The Board believes that, in view of their experience, personal profile and their respective roles in the Promoters, Mr. Chen Tong and Mr. Yang Xiuke are the Directors best suited to identify strategic opportunities and focus of the Board. Given the minimal level of business operation of the Company before the successful completion of the De-SPAC Transaction, the Board believes that the combined role of co-chairman of the Board and co-chief executive officer of the Company can promote the effective execution of strategic initiatives and facilitate the flow of information between management and the Board. The Directors consider that the balance of power and authority will not be impaired due to this arrangement. In addition, all major decisions are made in consultation with members of the Board, including the relevant Board committees, and three independent non-executive Directors.

Compliance with Model Code

The Company has adopted the Model Code as its own code of conduct regarding dealings in the securities of the Company by the Directors and the Company's senior management who, because of his/her office or employment, is likely to possess inside information in relation to the Company or its securities.

Upon specific enquiry, all Directors confirmed that they have complied with the Model Code during the Reporting Period. In addition, the Company is not aware of any non-compliance of the Model Code by the senior management of the Company during the Reporting Period.

Purchase, Sale or Redemption of Listed Securities of the Company

During the Reporting Period, the Company did not purchase, sell or redeem any of its listed securities.

Use of Proceeds

(a) Use of proceeds from the Offering

The Company received gross proceeds of HK$1,001.0 million from the Offering. All of the gross proceeds from the Offering are held in the Escrow Account pursuant to Rule 18B.16 of the Listing Rules and are held in the form of restricted bank balances in compliance with the Listing Rules and guidance letters which may be published by the Stock Exchange from time to time. There has been no change in the intended use of gross proceeds as previously disclosed in the Listing Document. For the avoidance of doubt, the proceeds from the Offering held in the Escrow Account do not include the proceeds from the sale of Class B Shares and the Promoter Warrants.

(b) Use of other proceeds

The Company received gross proceeds of from the sale of the Promoter Warrants of HK$35.6 million. The gross proceeds from the sale of the Promoter Warrants are held outside of the Escrow Account. The proceeds held outside of the Escrow Account were used, and are proposed to be used, according to the intentions previously disclosed in the Listing Document.

The following table sets forth the status of use of gross proceeds held outside of the Escrow Account as of June 30, 2023:

	% of gross proceeds held outside of the Escrow Account	Allocation disclosed in the Listing Document	Proceeds unutilized as of December 31, 2022	Proceeds utilized during the Reporting Period	Proceeds utilized as of June 30, 2023	Proceeds unutilized as of June 30, 2023
Expenses related to the Offering	78.65%	HK$28.0 million	HK$4.8 million	HK$4.1 million	HK$27.3 million	HK$0.7 million
General working capital	21.35%	HK$7.6 million	HK$5.3 million	HK$2.6 million	HK$4.9 million	HK$2.7 million
Total	100%	HK$35.6 million	HK$10.1 million	HK$6.7 million	HK$32.2 million	HK$3.4 million

Notes:

1. For expenses in relation to a De-SPAC Transaction, including legal, accounting, due diligence, travel and other expenses associated with identification and evaluation of a prospective De-SPAC Target, the total amount of which the Company is currently unable to estimate.

2. The Company expects that the remaining unutilized proceeds held outside of the Escrow Account shall be utilized gradually at the time of the completion of the De-SPAC Transaction (i.e. within 36 months of the Listing Date (or within the extended time limits under the Listing Rules, if applicable)).

Continuing disclosure obligation pursuant to the Listing Rules

Save as disclosed in this report, the Company does not have any other disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

Directors' and chief executives' interests and short positions in Shares and underlying Shares and debentures of the Company or any of its associated corporations

Save as disclosed in this report and to the best knowledge of the Directors, as at the end of the Reporting Period, none of the Directors or the chief executives of the Company has any interests and/or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

Substantial shareholders' interests and short positions in Shares and underlying Shares

As far as the Directors are aware, as at the end of the Reporting Period, the following persons (other than the Directors or chief executives of the Company) had an interest or a short position in the Shares and the underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 336 of the SFO, to be entered in the register referred to therein:

Name of Shareholder	Capacity/ Nature of Interest	Number of Shares held or interested	Approximate percentage of the relevant class of Shares[1]	Approximate percentage of total issued Shares[1]
Class A Shares				
CITIC Group Corporation[2]	Interest in controlled corporation	17,749,644 Class A Shares	17.73%	14.19%
Lo Yuk Sui[3]	Interest in controlled corporation	17,094,000 Class A Shares	17.08%	13.66%
Industrial and Commercial Bank of China Limited[4]	Interest in controlled corporation	10,890,000 Class A Shares	10.88%	8.70%
TF International Securities Group Limited[5]	Beneficial interest	9,350,000 Class A Shares	9.34%	7.47%

Name of Shareholder	Capacity/ Nature of Interest	Number of Shares held or interested	Approximate percentage of the relevant class of Shares[1]	Approximate percentage of total issued Shares[1]
Yue Xiu Investment Fund Series Segregated Portfolio Company-Yue Xiu Quantitative Growth SP[6]	Beneficial interest	7,700,000 Class A Shares	7.69%	6.15%
Primavera LLC[7][9]	Beneficial interest	7,710,960 Class A Shares	7.70%	6.16%
Primavera US LLC[7][9]	Interest in controlled corporation	7,710,960 Class A Shares	7.70%	6.16%
Dr. Fred Hu[7][9]	Interest in controlled corporation	7,710,960 Class A Shares	7.70%	6.16%
ABCI AM Acquisition[8][9]	Beneficial interest	5,140,640 Class A Shares	5.14%	4.11%
ABCI AM[8][9]	Interest in controlled corporation	5,140,640 Class A Shares	5.14%	4.11%
ABCI[8][9]	Interest in controlled corporation	5,140,640 Class A Shares	5.14%	4.11%
ABC[8][9]	Interest in controlled corporation	5,140,640 Class A Shares	5.14%	4.11%
Central Huijin Investment Ltd.[4][8][9]	Interest in controlled corporation	17,603,156 Class A Shares	17.59%	14.07%
Class B Shares				
Primavera LLC[7]	Beneficial interest	15,015,000 Class B Shares	60%	12%
Primavera US LLC[7]	Interest in controlled corporation	15,015,000 Class B Shares	60%	12%
Dr. Fred Hu[7]	Interest in controlled corporation	15,015,000 Class B Shares	60%	12%
ABCI AM Acquisition[8]	Beneficial interest	10,010,000 Class B Shares	40%	8%
ABCI AM[8]	Interest in controlled corporation	10,010,000 Class B Shares	40%	8%
ABCI[8]	Interest in controlled corporation	10,010,000 Class B Shares	40%	8%
ABC[8]	Interest in controlled corporation	10,010,000 Class B Shares	40%	8%
Central Huijin Investment Ltd. [8]	Interest in controlled corporation	10,010,000 Class B Shares	40%	8%

Notes:

(1) As at the end of the Reporting Period, the Company had issued a total number of 125,125,000 Shares, including 100,100,000 Class A Shares and 25,025,000 Class B Shares.

(2) Based on the information set out in the relevant disclosure made by the relevant substantial shareholder(s), such Class A Shares are held through certain controlled corporations of CITIC Group Corporation. CITIC Group Corporation also held 2,239,644 Class A Shares in long position representing Class A Shares underlying listed derivatives — cash settled.

(3) Based on the information set out in the relevant disclosure made by the relevant substantial shareholder(s), such Class A Shares are held through certain controlled corporations of Lo Yuk Sui. Among the Class A shares in long position indirectly held by Lo Yuk Sui, 4,884,000 Class A Shares in long position representing Class A Shares underlying listed derivatives — convertible instruments.

(4) Based on the information set out in the relevant disclosure made by the relevant substantial shareholder(s), Murray Enterprise Limited is wholly-owned by ICBC International Investment Management Limited, which is in turn wholly-owned by ICBC International Holdings Limited. ICBC International Holdings Limited is wholly-owned by Industrial and Commercial Bank of China Limited, which is in turn owned as to 34.71% by Central Huijin Investment Ltd., a state owned enterprise. Therefore, each of Central Huijin Investment Ltd. and Industrial and Commercial Bank of China Limited is deemed to be interested in the 10,890,000 Class A Shares and 4,356,000 Listed Warrants held by Murray Enterprise Limited.

(5) Based on the information set out in the relevant disclosure made by TF International Securities Group Limited, TF International Securities Group Limited held 9,350,000 Class A Shares and 3,740,000 Listed Warrants.

(6) Based on the information set out in the relevant disclosure made by Yue Xiu Investment Fund Series Segregated Portfolio Company — Yue Xiu Quantitative Growth SP, Yue Xiu Investment Fund Series Segregated Portfolio Company — Yue Xiu Quantitative Growth SP held 7,700,000 Class A Shares and 3,080,000 Listed Warrants.

(7) Primavera LLC is a wholly-owned subsidiary of Primavera US LLC. Dr. Fred Hu holds approximately 39% of the shareholding in Primavera US LLC and is deemed to be interested in the underlying Class A Shares of the Promoter Warrants and Class B Shares held by Primavera LLC.

(8) ABCI AM Acquisition is a wholly-owned subsidiary of ABCI AM which is wholly-owned by ABCI, being a wholly-owned subsidiary of ABC. ABC is owned as to approximately 40.03% by Central Huijin Investment Ltd., a wholly state-owned company. Each of ABCI AM, ABCI, ABC and Central Huijin Investment Ltd. is deemed to be interested in the underlying Class A Shares of the Promoter Warrants and Class B Shares held by ABCI AM Acquisition.

(9) Represents interest in the underlying Class A Shares of the Promoter Warrants. On the basis of a cashless exercise of the Promoter Warrants and subject to the terms and conditions under the Promoter Warrant Agreement (including the exercise mechanism and anti-dilution adjustments), the Promoter Warrants may be exercised for a maximum of 12,851,600 Class A Shares in the aggregate, representing approximately 10.3% of the total Shares in issue.

Save as disclosed above, as at the end of the Reporting Period, the Directors were not aware of any persons (who were not Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares which would need to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

Changes in information of Directors and chief executive of the Company

There were no changes in information of the Directors or chief executive of the Company that were required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the date of 2022 annual report of the Company.

On behalf of the Board
Interra Acquisition Corporation

Mr. CHEN Tong
Co-Chairman, Executive Director and Co-Chief Executive Officer

Hong Kong, August 22, 2023

INDEPENDENT REVIEW REPORT

Review report to the board of directors of
Interra Acquisition Corporation
(Incorporated in the Cayman Islands with limited liability)

Introduction

We have reviewed the interim financial report set out on pages 21 to 42 which comprises the statement of financial position of Interra Acquisition Corporation (the "Company") as of June 30, 2023 and the related statement of profit or loss and other comprehensive income, statement of changes in equity and condensed cash flow statement for the six-month period then ended and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of the interim financial report in accordance with Hong Kong Accounting Standard 34.

Our responsibility is to form a conclusion, based on our review, on the interim financial report and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Scope of review

We conducted our review 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 Hong Kong Institute of Certified Public Accountants. A review of the interim financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report as at June 30, 2023 is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34, *Interim financial reporting*.

Emphasis of Matter

We draw attention to note 1 to the interim financial report, which describes the purpose and design of the Company and the consequences if the Company fails to announce and complete an acquisition within the specified timeframes. Our conclusion is not modified in respect of this matter.

KPMG
Certified Public Accountants

8th Floor, Prince’s Building
10 Chater Road
Central, Hong Kong

August 22, 2023

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended June 30, 2023 — unaudited
(Expressed in Hong Kong dollars)

	Notes	For the six months ended June 30, 2023 $	Period from January 11, 2022 (date of incorporation) to June 30, 2022 $
Revenue	4	**–**	–
Interest income		**21,473,507**	–
Listing expenses		**(625,863)**	(1,655,136)
Equity-settled share-based payment expenses	20(b)	**(45,673,596)**	–
Other operating expenses	5	**(2,107,235)**	(596,879)
Fair value change of deferred underwriting commissions payable	14	**374,990**	–
Loss from operations		**(26,558,197)**	(2,252,015)
Fair value change of Listed Warrants	16(b)	**(540,540)**	–
Loss before taxation		**(27,098,737)**	(2,252,015)
Income tax	6	**–**	–
Loss and total comprehensive income for the period		**(27,098,737)**	(2,252,015)
Loss per share	9		
Basic and diluted		**(1.08)**	(0.06)

The notes on pages 25 to 42 form part of this interim financial report.

STATEMENT OF FINANCIAL POSITION

At June 30, 2023 — unaudited
(Expressed in Hong Kong dollars)

	Notes	**As at June 30, 2023 $**	As at December 31, 2022 $
Assets			
Cash and cash equivalents	10	**3,397,475**	10,115,072
Interest receivables	11	**24,089,819**	2,616,312
Prepayments	11	**336,442**	490,516
Restricted bank balances	12	**1,001,000,000**	1,001,000,000
Total assets		**1,028,823,736**	1,014,221,900
Liabilities			
Other payables and accruals	13	**361,599**	4,500,172
Deferred underwriting commissions payable	14	**21,578,538**	21,953,528
Amount due to the Promoters	15	**597,497**	597,497
Redemption liabilities arising from the Class A Shares	16(a)	**1,001,000,000**	1,001,000,000
Listed Warrants	16(b)	**102,874,772**	102,334,232
Total liabilities		**1,126,412,406**	1,130,385,429
NET LIABILITIES		**(97,588,670)**	(116,163,529)
CAPITAL AND RESERVES			
Share capital	18(a)	**2,503**	2,503
Reserves		**(97,591,173)**	(116,166,032)
NET DEFICIT		**(97,588,670)**	(116,163,529)

The notes on pages 25 to 42 form part of this interim financial report.

STATEMENT OF CHANGES IN EQUITY

For the six months ended June 30, 2023 — unaudited
(Expressed in Hong Kong dollars)

	Notes	Share capital $	Other reserve $	Capital reserve $	Accumulated losses $	Total $
Balance at January 11, 2022 (date of incorporation)		–	–	–	–	–
Changes in equity for the period:						
Loss and total comprehensive income for the period		–	–	–	(2,252,015)	(2,252,015)
Issuance of Class B Shares to the Promoters	18(a)	3,902	191,098	–	–	195,000
Balance at June 30, 2022 and July 1, 2022		3,902	191,098	–	(2,252,015)	(2,057,015)
Changes in equity for the period:						
Loss and total comprehensive income for the period		–	–	–	(136,806,236)	(136,806,236)
Repurchased Class B Shares from the Promoters	18(a)	(3,902)	(191,098)	–	–	(195,000)
Issuance of Class B Shares to the Promoters	18(a)	2,503	–	–	–	2,503
Issuance of Class A Shares	16(a)	–	(101,669,568)	–	–	(101,669,568)
Equity-settled share-based payment		–	–	88,961,787	–	88,961,787
Proceeds from issuance of Promoter Warrants to the Promoters	17	–	–	35,600,000	–	35,600,000
Balance at December 31, 2022 and January 1, 2023		**2,503**	**(101,669,568)**	**124,561,787**	**(139,058,251)**	**(116,163,529)**
Changes in equity for the period:						
Loss and total comprehensive income for the period		**–**	**–**	**–**	**(27,098,737)**	**(27,098,737)**
Equity-settled share-based payment	20(b)	**–**	**–**	**45,673,596**	**–**	**45,673,596**
Balance at June 30, 2023		**2,503**	**(101,669,568)**	**170,235,383**	**(166,156,988)**	**(97,588,670)**

The notes on pages 25 to 42 form part of this interim financial report.

CONDENSED CASH FLOW STATEMENT

For the six months ended June 30, 2023 — unaudited
(Expressed in Hong Kong dollars)

	Notes	**For the six months ended June 30, 2023 $**	Period from January 11, 2022 (date of incorporation) to June 30, 2022 $
Operating activities			
Loss before taxation		**(27,098,737)**	(2,252,015)
Adjustments for:			
Interest income		**(21,473,507)**	–
Equity-settled share-based payment expenses	20(b)	**45,673,596**	–
Fair value change of deferred underwriting commissions payable	14	**(374,990)**	–
Fair value change of Listed Warrants	16(b)	**540,540**	–
Changes in working capital			
Decrease in prepayments		**154,074**	–
Increase in other payables and accruals		**–**	8,713,310
Increase in amount due to the Promoters		**–**	600,000
Increase in deferred legal and professional fees		**–**	(7,061,295)
Net cash used in operating activities		**(2,579,024)**	–
Financing activities			
Payments of listing expenses		**(4,138,573)**	–
Net cash used in financing activities		**(4,138,573)**	–
Net decrease in cash and cash equivalents		**(6,717,597)**	–
Cash and cash equivalents at January 1, 2023/January 11, 2022		**10,115,072**	–
Cash and cash equivalents at the end of the period	10	**3,397,475**	–

The notes on pages 25 to 42 form part of this interim financial report.

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

(Expressed in Hong Kong dollars unless otherwise indicated)

1 General information

Interra Acquisition Corporation (the "Company") was incorporated in the Cayman Islands on January 11, 2022. The address of the Company's registered office is 190 Elgin Avenue, George Town, Grand Cayman KY1-9008, Cayman Islands.

The memorandum and articles of association authorises the issuance of Class A ordinary shares (the "Class A Shares") and Class B ordinary shares (the "Class B Shares"). The Class B Shares have been issued prior to the initial public offering (the "SPAC Offering"). On September 16, 2022 (the "Listing Date"), the Company completed its SPAC Offering and issued 100,100,000 Class A Shares and 40,040,000 warrants (the "Listed Warrants") at an offering price of $10.00 for one Class A Share and 0.4 Listed Warrant.

Simultaneously, the Company issued 35,600,000 warrants (the "Promoter Warrants") in a private placement at a price of $1.00 per Promoter Warrant.

The Company was incorporated for the purpose of acquiring a suitable target that results in the listing of a successor company (referred to as a "De-SPAC transaction") within the time limits required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"). In particular, the Company is required to announce the terms of the De-SPAC transaction within 24 months and complete the De-SPAC transaction within 36 months after the SPAC Offering (the "De-SPAC Deadline"). If the Company does not announce and complete a De-SPAC transaction by the De-SPAC Deadline, the Company would: (i) cease all operations except for the purpose of winding up, (ii) suspend the trading of the Class A Shares and the Listed Warrants, (iii) as promptly as reasonably possible but no more than one month after the date that trading in the Class A Shares is suspended, redeem the Class A Shares in cash which would completely extinguish the rights of the holders of the Class A Shares as shareholders (including the right to receive further liquidation distributions, if any), and (iv) as promptly as reasonably possible following such redemption, subject to the approval of the remaining shareholders and the board of directors, liquidate and dissolve, subject in each case to the Company's obligations under Cayman Islands law to provide for claims of creditors and the other requirements of applicable laws.

For every Class A Shares that is not redeemed upon the completion of the De-SPAC transaction, the holders of the Class A Shares will receive an additional 0.2 warrant per Class A Share. This seeks to motivate shareholders to elect not to redeem their Class A Shares at the time of the De-SPAC transaction. The additional 0.2 of one warrant per share to be issued as described above would have the same terms of the 0.4 of Listed Warrant mentioned above.

The Company had not carried on any business since the date of its incorporation and is not expected to generate any operating revenue other than interest income until the completion of the De-SPAC transaction, at the earliest. All activities for the period from January 11, 2022 (date of incorporation) to June 30, 2023 were related to the Company's formation, the SPAC Offering and identifying an appropriate target for the De-SPAC transaction.

The Company's promoters are Primavera Capital Acquisition LLC, a Cayman Islands limited liability company (through a wholly owned subsidiary, Primavera Capital Acquisition (Asia) LLC, a Cayman Islands limited liability company) and ABCI Asset Management Limited, a Hong Kong limited liability company (through a wholly owned subsidiary, ABCI AM Acquisition Limited, a British Virgin Islands limited liability company) (together the "Promoters").

2 Basis of preparation

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Listing Rules, including compliance with Hong Kong Accounting Standard ("HKAS") 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). It was authorized for issue on August 22, 2023.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the financial statements for the financial period from January 11, 2022 (date of incorporation) to December 31, 2022, which had been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS"). Details of any changes in accounting policies are set out in note 3.

Notwithstanding the net liabilities of $97,588,670, which is mainly due to financial liabilities representing the Listed Warrants of $102,874,772 and deferred underwriting commissions payable of $21,578,538, as at June 30, 2023, the interim financial report have been prepared on a going concern basis based on the following:

— the Promoters have committed to provide financial assistance to the Company by way of a loan facility of $20.0 million;

— each Listed Warrant will be exercised by the holders on a cashless basis upon completion of a De-SPAC transaction (see note 16(b)); and

— the directors of the Company have reviewed the Company's cash flow projections, and are of the opinion that the Company will have sufficient working capital to meet its liabilities and obligations as and when they fall due and to sustain its operations for the next twelve months from the end of the reporting period.

The Company continues its search for potential targets of a De-SPAC transaction ("De-SPAC Targets"). As of June 30, 2023, no specific De-SPAC Targets had been selected. Notwithstanding the above, there is no assurance that the Company could consummate the De-SPAC transaction within the specified time limit in the Listing Rules as detailed in note 1 to the interim financial statements.

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

This interim financial report contains condensed financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the financial period ended December 31, 2022. The condensed interim financial statements and notes thereon do not include all of the information required for a full set of financial statements prepared in accordance with HKFRSs.

The interim financial report is unaudited, but has been reviewed by KPMG 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. KPMG's independent review report to the Board of Directors is included on pages 19 and 20.

(Expressed in Hong Kong dollars unless otherwise indicated)

2 Basis of preparation (Continued)

The financial information relating to the financial period ended December 31, 2022 that is included in the interim financial report as comparative information does not constitute the Company's statutory financial statements for that financial period but is derived from those financial statements. Statutory financial statements for the period from January 11, 2022 (date of incorporation) to December 31, 2022 are available from the Company's principal place of business in Hong Kong. The auditors have expressed an unqualified opinion on those financial statements in their report dated March 21, 2023.

3 Changes in accounting policies

The HKICPA has issued a new HKFRS and a number of amendments to HKFRSs that are first effective for the current accounting period of the Company. None of these developments have had a material effect on how the Company's results and financial position for the current or prior period have been prepared or presented. The Company has not applied any new standard or interpretation that is not yet effective for the current accounting period.

4 Revenue and segment reporting

The principal activity of the Company is to acquire a suitable target for the completion of De-SPAC transaction within the time limits. No revenue was derived from this activity during the current and prior periods.

The Company's business activity is regularly reviewed and evaluated by the chief operating decision-makers. As a result of this evaluation, the directors of the Company consider that the Company's operations are operated and managed as a single reportable segment. Since this is the only reportable operating segment of the Company, no further operating segment analysis thereof is presented.

5 Other operating expenses

	For the six months ended June 30, 2023	Period from January 11, 2022 (date of incorporation) to June 30, 2022
	$	$
Auditors' remuneration		
— other services	**290,000**	205,000
Legal and professional fees	**885,348**	270,053
Insurance expenses	**182,934**	–
Company secretarial fee	**259,260**	5,343
Incorporation expenses	**–**	24,683
Directors' emoluments (note 7)	**223,152**	–
Bank charges	**42,576**	46,800
Others	**223,965**	45,000
	2,107,235	596,879

(Expressed in Hong Kong dollars unless otherwise indicated)

6 Income tax

No income tax has been recognised during the current and prior periods as the Company is not currently subject to income tax in the Cayman Islands and in opinion of the directors, the Company has no assessable profits in any other jurisdictions.

7 Directors' emoluments

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

	Period from January 1, 2023 to June 30, 2023			
	Directors' fees $	**Salaries, allowances and benefits in kind $**	**Retirement scheme contributions $**	**Total $**
Executive Directors				
CHEN Tong (appointed as a director on January 11, 2022 and re-designated as an executive director on January 26, 2022)	–	–	–	–
GE Chengyuan (appointed as a director on January 18, 2022 and re-designated as an executive director on January 26, 2022)	–	–	–	–
MING Liang (appointed on April 25, 2022)	–	–	–	–
YANG Xiuke (appointed as a director on January 18, 2022 and re-designated as an executive Director on January 26, 2022)	–	–	–	–
Independent non-Executive Directors ("INED")				
Ms. CHAN Jeanette Kim Yum (appointed on September 5, 2022)	**74,384**	–	–	**74,384**
Mr. PU Yonghao (appointed on September 5, 2022)	**74,384**	–	–	**74,384**
Ms. CHAN Ching Chu (appointed on September 5, 2022)	**74,384**	–	–	**74,384**
	223,152	–	–	**223,152**

	Period from January 11, 2022 (date of incorporation) to June 30, 2022			
	Directors' fees $	Salaries, allowances and benefits in kind $	Retirement scheme contributions $	Total $
Executive Directors				
CHEN Tong	–	–	–	–
GE Chengyuan	–	–	–	–
MING Liang	–	–	–	–
YANG Xiuke	–	–	–	–
	–	–	–	–

(Expressed in Hong Kong dollars unless otherwise indicated)

8 Individuals with highest emoluments

The Company has three INEDs for the six months ended June 30, 2023 (Period from January 11, 2022 (date of incorporation) to June 30, 2022: Nil). Of the three individuals with the highest emoluments, all are directors whose emoluments are disclosed in note 7.

9 Loss per share

The calculation of the basic loss per share is based on the loss for the period attributable to Promoter Shareholders of the Company ("Promoter Shareholders") divided by the weighted average number of Class B Shares, calculated as follows:

(i) Loss for the period attributable to Promoter Shareholders of the Company

	For the six months ended June 30, 2023 $	Period from January 11, 2022 (date of incorporation) to June 30, 2022 $
Loss for the period attributable to Promoter Shareholders of the Company	**27,098,737**	2,252,015

(ii) Weighted average number of shares

	For the six months ended June 30, 2023 Number of Class B Shares	Period from January 11, 2022 (date of incorporation) to June 30, 2022 Number of Class B Shares
Issued Class B Shares at January 1, 2023/ January 11, 2022 (date of incorporation)	**25,025,000**	–
Effect of Class B Shares issued	**–**	37,409,736
Weighted average number of Class B Shares at the end of the period	**25,025,000**	37,409,736

The calculation of diluted loss per share has not included the potential effects of Class A Shares issued, as they had an anti-dilutive effect on the basic loss per share for the current period.

(Expressed in Hong Kong dollars unless otherwise indicated)

10 Cash and cash equivalents

Cash and cash equivalents comprise:

	As at June 30, 2023 $	As at December 31, 2022 $
Cash at bank	**3,397,475**	10,115,072

11 Interest receivables and prepayments

The interest receivables and prepayments are expected to be recovered or recognized as expense within one year.

12 Restricted banks balances

The gross proceeds of $1,001,000,000 from the SPAC Offering are deposited into an escrow account (the "Escrow Account") in accordance with the Listing Rules. The gross proceeds are invested in a bank deposit with interest rate depending on the maturity. Except with respect to interest and other income earned on the funds held in the Escrow Account that may be released to pay the Company's expenses and taxes, if any, the proceeds from the SPAC Offering would not be released from the Escrow Account, except to:

- meet the redemption requests of holders of the Class A Shares in connection with a shareholder vote to modify the timing of the Company's obligation to announce the De-SPAC transaction within 24 months of the Listing Date or complete the De-SPAC transaction within 36 months of the Listing Date (or, if these time limits are extended pursuant to a vote of the holders of the Class A Shares and in accordance with the Listing Rules and a De-SPAC transaction is not announced or completed, as applicable, within such extended time limits), or approve the continuation of the Company following a material change in the Promoters or directors as provided for in the Listing Rules; or

- complete the De-SPAC transaction, in connection with which the funds held in the Escrow Account will be used to pay amounts due to holders of the Class A Shares who exercise their redemption rights, to pay all or a portion of the consideration payable to the De-SPAC target or owners of the De-SPAC target, to repay any loans drawn under the loan facility and to pay other expenses associated with completing the De-SPAC transaction; or

- return funds to Class A Shareholders within one month of a suspension of trading imposed by the Stock Exchange if the Company (1) fails to obtain the requisite approvals in respect of the continuation of the Company following a material change referred to in Listing Rule 18B.32; or (2) fails to meet any of the deadlines (extended or otherwise) to (i) publish an announcement of the terms of a De-SPAC transaction within 24 months of the date of the Listing or (ii) complete a De-SPAC transaction within 36 months of the date of the Listing; or

- return funds to the Class A Shareholders upon the liquidation or winding up of the Company.

13 Other payables and accruals

The accrual and other payables are expected to be settled within one year or are repayable on demand.

14 Deferred underwriting commissions payable

Pursuant to the terms of the underwriting agreement relating to the SPAC Offering which was entered into by, among others, the Company, the Promoters and the underwriters of the SPAC Offering (the "Underwriters"), the Underwriters (i) received an underwriting commission equal to 2% of the gross proceeds for the SPAC Offering on the Listing Date, and (ii) will receive a deferred underwriting commission which comprises an amount up to 1.5% of the gross proceeds which is earned on completion of the De-SPAC transaction, and an amount equal to 1.5% of the gross proceeds less the aggregate amount paid by the Company pursuant to the exercise of the redemption rights of the shareholders of the Company which is earned on completion of the De-SPAC transaction.

The deferred underwriting commissions were recognised as a financial liability under "Deferred underwriting commissions payable". The fair value change of the deferred underwriting commissions payable was $374,990 for the six months ended June 30, 2023 (Period from January 11, 2022 (date of incorporation) to June 30, 2022: $Nil).

15 Amount due to the promoters

Amount due to the Promoters is unsecured, interest-free and repayable on demand.

16 Class a shares and listed warrants

The Company issued 100,100,000 Class A Shares together with 40,040,000 Listed Warrants for an aggregate price of $1,001,000,000 on the Listing Date.

(a) Class A Shares

The Company has an obligation to redeem the Class A Shares at $10 per share upon certain events (e.g. a change in the Promoters). Should the Class A Shares not be redeemed, the Company has an obligation to issue additional 0.2 warrant to the holder of the Class A Shares for each share that is not redeemed. Each Class A Share also entitles the holder to discretionary dividends and distributions.

The obligation to redeem the Class A Shares upon events that are beyond the control of the Company and the holder and issue additional warrants should the Class A Shares not be redeemed give rise to financial liabilities.

(Expressed in Hong Kong dollars unless otherwise indicated)

16 Class a shares and listed warrants (Continued)

(a) Class A Shares (Continued)

The movements of the Class A Shares are as follows:

	$
Liability component — redemption liabilities	
At January 11, 2022 (date of incorporation), June 30, 2022 and July 1, 2022	**–**
Issuance of Class A Shares	**1,001,000,000**
Transaction cost attributable to the issuance of Class A Shares	**(42,078,925)**
Changes in the carrying amount of the redemption liabilities recognised in profit or loss	**42,078,925**
At December 31, 2022, January 1, 2023 and June 30, 2023	**1,001,000,000**
Equity component	
At January 11, 2022 (date of incorporation), June 30, 2022 and July 1, 2022	**–**
Issuance of Class A Shares and Listed Warrants	**(101,669,568)**
At December 31, 2022, January 1, 2023 and June 30, 2023	**(101,669,568)**

(b) Listed Warrants

Each Listed Warrant gives the holder the right to subscribe for one share of the listed issuer resulting from the completion of a De-SPAC Transaction ("Successor Share") upon completion of a De-SPAC transaction at $11.5 per share when the average closing price of the Successor Shares for the 10 trading days immediately prior to the date on which the notice of exercise is received by the registrar (the "Fair Market Value") is at least $11.5 per share. Such exercise will be conducted on a cashless basis by the holders surrendering the Listed Warrants for that number of Successor Shares, subject to adjustment, equal to the product of the number of Successor Shares underlying the Listed Warrants, multiplied by a quotient equal to the excess of the Fair Market Value of a Successor Share over the exercise price of the warrant divided by the Fair Market Value of the Successor Share. The Listed Warrants are exercisable 30 days after the completion of the De-SPAC transaction up to the date immediately preceding the fifth anniversary of the date of the completion of the De-SPAC transaction, both days inclusive.

The Listed Warrant are classified as derivative financial liabilities that are measured at fair value through profit or loss, since the warrants would not be settled only by exchanging a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments.

(Expressed in Hong Kong dollars unless otherwise indicated)

16 Class a shares and listed warrants (Continued)

(b) Listed Warrants (Continued)

The movements of the Listed Warrants are as follows:

	$
At January 11, 2022 (date of incorporation), June 30, 2022 and July 1, 2022	–
Issuance of Listed Warrants	**101,669,568**
Fair value change of Listed Warrants recognised in profit or loss — unrealised	**664,664**
At December 31, 2022 and January 1, 2023	**102,334,232**
Fair value change of Listed Warrants recognised in profit or loss — unrealised	**540,540**
At June 30, 2023	**102,874,772**

17 Equity settled share-based transactions

The Company issued 25,025,000 Class B Shares on July 28, 2022 at a price of $0.0001 per share. In accordance with the memorandum and articles of association, the Class B Shares contain a conversion feature (the "Conversion Right") such that they are convertible into shares of a successor company (i.e. Successor Share) automatically upon the closing of the De-SPAC transaction at such a ratio that the number of Successor Shares issuable upon conversion of all Class B Shares will be equal to, on an as-converted basis and in the aggregate, 20% of the sum of all Class A Shares and Class B Shares in issue as at the Listing Date. Upon Listing, the Company issued 35,600,000 Promoter Warrants at an aggregate subscription price of $35,600,000. Each Promoter Warrant gives the holder the right to subscribe for one Successor Share at $11.5 per share and is settled net in shares. The Promoter Warrants are exercisable 12 months after the completion of the De-SPAC transaction. The contractual life of the Conversion Right of the Class B Shares and the Promoter Warrants is 3 years. The Company accounted for the Conversion Right in the Class B Shares and the Promoter Warrants granted on the Listing Date (collectively the "Grants") as equity-settled share-based payment, with the completion of a De-SPAC transaction identified as the non-market performance condition.

(Expressed in Hong Kong dollars unless otherwise indicated)

17 Equity settled share-based transactions (Continued)

(a) The number and weighted average exercise prices of the Promoter Warrants are as follows:

	For the six months ended June 30, 2023		Period from January 11, 2022 (date of incorporation) to June 30, 2022	
	Weighted average exercise price	**Number of Promoter Warrants**	Weighted average exercise price	Number of Promoter Warrants
At January 1, 2023/January 11, 2022 (date of incorporation)	**$11.5**	**35,600,000**	N/A	–
Granted during the period	**N/A**	**–**	N/A	–
At the end of the period	**$11.5**	**35,600,000**	N/A	–
Exercisable at the end of the period	**N/A**	**–**	N/A	–

The Promoter Warrants outstanding at June 30, 2023 had an exercise price of $11.5 and a weighted average remaining contractual life of 2.2 years.

(b) Fair value of the Grants and assumptions

The fair value of services received in return for the Grants granted, which includes the Promoter Warrants and the Conversion Rights in the Class B Shares, is measured by reference to the fair value of the Grants granted. The estimate of the fair value of the Promoter Warrants granted is measured based on a Monte Carlo simulation method. The contractual life of the Promoter Warrants is used as an input into this model. Expectations of early exercise are incorporated into the Monte Carlo simulation method.

	2022
Fair value of the Promoter Warrants and assumptions	
Fair value at measurement date	**$2.58**
Share price	**$10.00**
Exercise price	**$11.50**
Expected volatility	**38.51%–39.97%**
Option life	**3 years**
Expected dividends	**0.00%**
Risk-free interest rate	**3.21%–3.26%**

The expected volatility is estimated based on daily return of S&P SmallCap 600 Volatility — Highest Quintile Index. The length of period approximately equals to the expected time to maturity of the Promoter Warrants as of the Listing Date, sourced from Bloomberg. Expected dividends are based on management estimation. Changes in the subjective input assumptions could materially affect the fair value estimate.

(Expressed in Hong Kong dollars unless otherwise indicated)

17 Equity settled share-based transactions (Continued)

(b) Fair value of the Grants and assumptions (Continued)

The fair value of the Conversion Right in the Class B Share was principally determined based on the value of the Class A Share.

The Grants were granted under a non-market performance condition. This condition has not been taken into account in the grant date fair value measurement of the services received.

18 Capital, reserves and dividends

(a) Share capital

	As at June 30, 2023		As at December 31, 2022	
	No. of shares	**Share capital $**	No. of shares	Share capital $
At January 1, 2023/January 11, 2022 (date of incorporation)	**25,025,000**	**2,503**	–	–
Shares issued on January 18, 2022	**–**	**–**	39,000,000	3,900
Shares issued on March 4, 2022	**–**	**–**	22,500	2
Share repurchased on July 28, 2022	**–**	**–**	(39,022,500)	(3,902)
Shares issued on July 28, 2022	**–**	**–**	25,025,000	2,503
At the end of the period	**25,025,000**	**2,503**	25,025,000	2,503

Share capital represents the par value of the issued shares.

(b) Dividends

No dividends have been paid or declared by the Company during the current and prior periods.

(c) Nature and purpose of reserves

(i) Other reserve

Other reserve comprises the amount allocated to the equity component of the Class A Shares.

(ii) Capital reserve

The capital reserve comprises (i) the portion of the grant-date fair value of the Grants granted to the Promoters that has been recognised for share-based payments, and (ii) the proceeds from the issuance of the Promoter Warrants to the Promoters.

18 Capital, reserves and dividends (Continued)

(d) Capital management

The Company's primary objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders.

The Company actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholders return, taking into consideration the future of the Company and capital efficiency, projected operating cash flows and projected capital expenditures.

The Company manages its capital structure, which comprises all components of equity and the gross proceeds from the SPAC Offering (see note 12), and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may issue new shares, new debt financing or the redemption of existing debt.

The Company is not subject to externally imposed capital requirements.

19 Financial risk management and fair values of financial instruments

Exposure to liquidity risk arises in the normal course of the Company's business. The Company's exposure to this risk and the financial risk management policies and practices used by the Company to manage this risk is described below. The Company's exposure to credit, interest rate and currency risks is not significant.

(a) Liquidity risk

The Company's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term. The Promoters have committed to provide an interest-free facility for an amount up to $20,000,000 for the Company to meet its working capital needs or to finance transaction costs from time to time before the completion of any De-SPAC transaction. Interest income earned on the funds held in the Escrow Account is also expected to be released to pay the Company's operating expenses (see note 12).

The following tables show the remaining contractual maturities at the end of 2022 and June 30, 2023 of the Company's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the year) and the earliest date the Company can be required to pay.

(Expressed in Hong Kong dollars unless otherwise indicated)

19 Financial risk management and fair values of financial instruments (Continued)

(a) Liquidity risk (Continued)

	June 30, 2023 Contractual undiscounted cash outflow Within 1 year or on demand $	 Total $	 Carrying amount at June 30, 2023 $
Other payables and accruals	**361,599**	**361,599**	**361,599**
Amount due to the Promoters	**597,497**	**597,497**	**597,497**
Deferred underwriting commissions payable	**30,030,000**	**30,030,000**	**21,578,538**
Redemption liabilities arising from the Class A Shares	**1,001,000,000**	**1,001,000,000**	**1,001,000,000**
	1,031,989,096	**1,031,989,096**	**1,023,537,634**

	December 31, 2022 Contractual undiscounted cash outflow Within 1 year or on demand $	 Total $	 Carrying amount at December 31, 2022 $
Other payables and accruals	4,500,172	4,500,172	4,500,172
Amount due to the Promoters	597,497	597,497	597,497
Deferred underwriting commissions payable	30,030,000	30,030,000	21,953,528
Redemption liabilities arising from the Class A Shares	1,001,000,000	1,001,000,000	1,001,000,000
	1,036,127,669	1,036,127,669	1,028,051,197

(Expressed in Hong Kong dollars unless otherwise indicated)

19 Financial risk management and fair values of financial instruments (Continued)

(b) Fair value measurement

(i) Financial assets and liabilities measured at fair value

Fair value hierarchy

The following table presents the fair value of the Company's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date

- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.

- Level 3 valuations: Fair value measured using significant unobservable inputs

The Co-Chief Executive Officer of the Company works closely with a qualified external valuer to establish the appropriate valuation techniques and inputs in assessing the fair value of the Company's financial instruments, including the deferred underwriting commissions payable and Listed Warrants, both of which are categorised into Level 3 of the fair value hierarchy. A valuation report with analysis of changes in fair value measurement is prepared by the Co-Chief Executive Officer for each reporting period, and is reviewed and approved by the directors.

	Fair value at June 30, 2023	Fair value measurements as at June 30, 2023 categorised into		
		Level 1	Level 2	Level 3
	$	$	$	$
Recurring fair value measurements				
Deferred underwriting commissions payable	**21,578,538**	–	–	**21,578,538**
Listed Warrants	**102,874,772**	–	–	**102,874,772**

(Expressed in Hong Kong dollars unless otherwise indicated)

19 Financial risk management and fair values of financial instruments (Continued)

(b) Fair value measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

	Fair value at December 31, 2022	Fair value measurements as at December 31, 2022 categorised into		
		Level 1	Level 2	Level 3
	$	$	$	$
Recurring fair value measurements				
Deferred underwriting commissions payable	21,953,528	–	–	21,953,528
Listed Warrants	102,334,232	–	–	102,334,232

During the current and prior periods, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Company's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

Information about Level 3 fair value measurements

Deferred underwriting commissions payable

The fair value of the deferred underwriting commissions payable is determined based on the expected payment, which takes into account the probability and timing of a De-SPAC transaction, discounted to present value using a discount rate of 5.8% as at June 30, 2023 (Period from January 11, 2022 (date of incorporation) to December 31, 2022: 5.6%). It is considered that a De-SPAC transaction is highly probable and is expected to occur in mid of 2024, based on available industry information and market data.

(Expressed in Hong Kong dollars unless otherwise indicated)

19 Financial risk management and fair values of financial instruments (Continued)

(b) Fair value measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Information about Level 3 fair value measurements (Continued)

The following table demonstrates the sensitivity to changes in the probability and the discount rate, with all other variables constant, at the end of the period.

Deferred underwriting commissions payable

	For the six months ended June 30, 2023 Increased/ (decreased) the Company's loss after tax $	Period from January 11, 2022 (date of incorporation) to December 31, 2022 Increased/ (decreased) the Company's loss after tax $
Probability		
— increase by 5%	**1,135,713**	1,155,449
— decrease by 5%	**(1,135,713)**	(1,155,449)
Discount rate		
— increase by 3%	**596,878**	431,978
— decrease by 3%	**(631,781)**	(453,477)

The movements of the deferred underwriting commissions payable are as follows:

	For the six months ended June 30, 2023 $	Period from January 11, 2022 (date of incorporation) to June 30, 2022 $
At January 1, 2023/January 11, 2022 (date of incorporation)	**21,953,528**	–
Fair value change of deferred underwriting commissions payable recognised in profit or loss — unrealised	**(374,990)**	–
At the end of period	**21,578,538**	–

(Expressed in Hong Kong dollars unless otherwise indicated)

19 Financial risk management and fair values of financial instruments (Continued)

(b) Fair value measurement (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Information about Level 3 fair value measurements (Continued)

Listed Warrants

	Valuation techniques	Significant unobservable inputs	Range as at June 30, 2023	Range as at December 31, 2022
Listed Warrants	Monte Carlo simulation method	Expected volatility	38.82%–41.41%	39.15%–41.69%
		Risk-free interest rate	3.50–3.53%	3.63–3.66%

The fair value of Listed Warrants was determined using the Monte Carlo simulation method and the significant unobservable input used in the fair value measurement were expected volatility and risk-free interest rate.

The following table demonstrates the sensitivity to changes in the expected volatility and the risk-free interest rate, with all other variables constant, at the end of the period.

Listed Warrants

	For the six months ended June 30, 2023 Increased/ (decreased) the Company's loss after tax $	Period from January 11, 2022 (date of incorporation) to December 31, 2022 Increased/ (decreased) the Company's loss after tax $
Expected volatility		
— increase by 5%	**5,541,536**	4,804,800
— decrease by 5%	**(4,616,612)**	(5,109,104)
Risk-free interest rate		
— increase by 3%	**5,745,740**	6,114,108
— decrease by 3%	**(7,135,128)**	(9,937,928)

(ii) Fair value of assets and liabilities carried at amounts other than fair value

All other financial instruments are carried at amounts not materially different from their fair values as at June 30, 2023 and December 31, 2022, respectively.

20 Material related party transactions

(a) Key management personnel remuneration

Remuneration for key management personnel of the Company represents amounts paid to the Company's directors as disclosed in note 7.

(b) Other significant related party transaction

	For the six months ended June 30, 2023 **$**	Period from January 11, 2022 (date of incorporation) to June 30, 2022 $
Equity-settled share-based payment expenses to the Promoters (note 17)	**45,673,596**	–