



百得利控股有限公司 BetterLife Holding Limited

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 6909

2025 中期報告 INTERIM REPORT



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CORPORATE INFORMATION

Board of directors

Executive directors

Mr. Chou Patrick Hsiao-Po (Chairman)
(appointed on 1 January 2025)
Ms. Sun Jing
Mr. Xu Tao (Chief executive officer)
Ms. Li Dan

Non-executive director

Dr. Chou Som Po (Chairman)
(resigned on 1 January 2025)

Independent non-executive directors

Mr. Liu Dengqing
Mr. Lou Sai Tong
Dr. Chu Fumin

Joint company secretaries

Ms. Tu Jing
Mr. Leung Chi Kit

Authorised representatives

Ms. Sun Jing
Mr. Leung Chi Kit

Audit committee

Mr. Lou Sai Tong (Chairman)
Mr. Liu Dengqing
Dr. Chu Fumin

Remuneration committee

Dr. Chu Fumin (Chairman)
Mr. Chou Patrick Hsiao-Po
(appointed on 1 January 2025)
Dr. Chou Som Po
(resigned on 1 January 2025)
Mr. Liu Dengqing

Nomination committee

Mr. Liu Dengqing (Chairman)
(redesignated on 31 March 2025)
Mr. Chou Patrick Hsiao-Po (Chairman)
*(appointed on 1 January 2025 and
resigned on 31 March 2025)*
Dr. Chou Som Po (Chairman)
(resigned on 1 January 2025)
Ms. Sun Jing
(appointed on 31 March 2025)
Mr. Lou Sai Tong

Strategic development committee

Mr. Chou Patrick Hsiao-Po (Chairman)
(appointed on 1 January 2025)
Dr. Chou Som Po (Chairman)
(resigned on 1 January 2025)
Ms. Sun Jing
Dr. Chu Fumin

Corporate headquarters

No. 1 Donghuan North Road
Beijing Economic and Technological
Development Area
Beijing
People's Republic of China (the "PRC")

Principal place of business in Hong Kong

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

Registered office

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands



Corporate Information

Cayman Islands share registrar and transfer office

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Hong Kong share registrar

Computershare Hong Kong Investor Services Limited
Shops 1712–1716
17th Floor Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

Legal advisors as to Hong Kong law

Morgan, Lewis & Bockius
19th Floor, Edinburgh Tower
The Landmark
15 Queen's Road Central
Hong Kong

Auditor

SHINEWING (HK) CPA Limited
17/F, Chubb Tower
Windsor House
311 Gloucester Road
Causeway Bay
Hong Kong

Stock code

06909

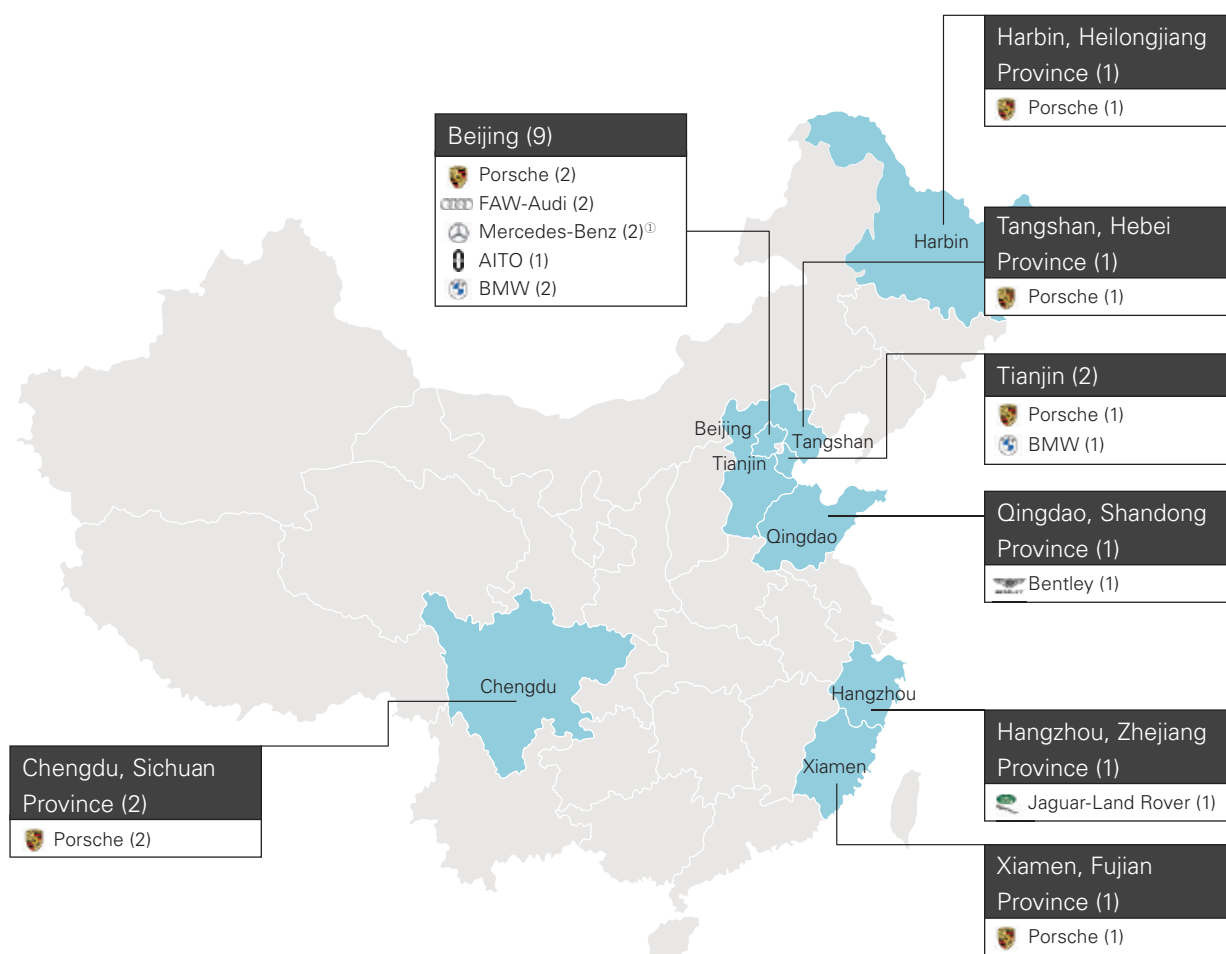
Company website

www.blchina.com

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

We, BetterLife Holding Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**” or “**we**” or “**us**”), are an automobile dealership service provider in China focusing on luxury and ultra-luxury brands. As of the date of interim report, we operated 17 4S dealership stores for the brands of Porsche, Mercedes-Benz, BMW, Audi, Bentley, Jaguar-Land Rover and AITO, and one Mercedes-Benz showroom across eight provinces and municipalities in China, namely Beijing, Tianjin, Shandong, Sichuan, Zhejiang, Hebei, Fujian and Heilongjiang. All of our stores are strategically located near commercial centers in affluent cities in the economically well-developed regions and prime urban destinations in China, including Beijing, Tianjin, Hangzhou, Chengdu, Qingdao, Tangshan, Harbin and Xiamen.



*Note: ① One 4S store and one showroom



Management Discussion and Analysis

We offer a comprehensive range of automobile-related products and services, including (i) sale of automobiles consisting of mainly imported and domestically manufactured models; and (ii) after-sales services, which consist of repair and maintenance services, sale of accessories and other automobile-related products, insurance agency services and automobile license plate registration services. We also provide other automobile-related value-added services to customers, such as automobile financing and pre-owned automobile-related business services. We believe that our comprehensive service offerings are key to our success, particularly in the luxury and ultra-luxury automobile market in which customers place more value on comprehensive, professional, and high-quality services. Our services are critical to building long-lasting customer relationships as well as attracting new customers. By continuing to enhance customer satisfaction, we aim to become a one-stop provider of automobile products and services for our customers.

We have implemented standardized and centralized management for our extensive 4S dealership store network across different regions in China. At the Group's level, we have adopted standardized management for our 4S dealership stores, including investment in new stores, pricing, procurement, inventory management, financial management and budgeting. These standardized management processes have resulted in an effective operation model which can be readily replicated to our future 4S dealership stores in new geographic areas. In addition, we have built up an intelligent business platform that covers "user-scenario-data", comprising an online transaction system, an e-commerce platform for automotive sales, a financial sharing platform, an E-HR human resource management platform, and a coupon management system, which integrate data and information relating to our customers and automobile brands and have empowered us to further improve operational efficiency and optimize customer experience, thereby creating a barrier for differentiated competition.

We have been committed to building our own corporate brand since our inception. Our "BetterLife" (百得利) brand was designed with the commitment to encourage people to pursue a better life. Adhering to our customer-oriented philosophy of "Customer for Life" (待客以恒), we are dedicated to providing customized services to satisfy each customer's specific demands. We have established a "butler service model" (管家式服務), where we provide each customer with detailed services in the process of purchasing a new automobile, including the introduction of the brand and performance of the automobiles, selection of automobile models, arranging for test-drives and procuring the relevant financing and insurance products, as well as license plate registration services. In addition, we are dedicated to providing our customers with comprehensive after-sales services, including repairs, maintenance and warranty extension services during the life cycle of their automobiles. This service model has allowed us to increase the frequency of interactions with our customers, maintain uniform service quality across our dealership store network, and create customer loyalty.



Management Discussion and Analysis

In addition, we believe that customer retention is an important criterion in evaluating the management of each of our 4S dealership stores. We have been consistently enhancing customer loyalty by virtue of digital system construction, our current online sharing platform covers the entire lifecycle of vehicle use, including aforementioned process, establishing an operation system in private domain for BetterLife's premium services and achieving a seamless integration and collaboration of online and offline scenarios. We require our sales and after-sales staff to utilize the information technology systems to serve each customer in a flexible and proactive manner to enhance customers' experience at our 4S dealership stores. We also encourage customers to conduct online service review for our sales and after-sales staff, which allows us to collect feedback and assess the quality of our services in a timely manner. Our highly effective and efficient information technology systems and digital platforms have helped to streamline and significantly enhance our ordering, inventory and logistics management as well as financial and cash management, which, in turn, has enabled us to minimize the costs of maintaining inventory and improve our overall sales performance and customers' satisfaction with our services.

During the six months ended 30 June 2025 (the **"Period"**), the Group has sold 8,307 passenger vehicles in total, representing a decrease of approximately 9.1% from 9,141 passenger vehicles sold during the corresponding period in 2024. The revenue generated from the sales of automobiles for the Period amounted to approximately RMB3,158.8 million, representing a decrease of approximately 14.0% over that of the corresponding period in 2024, which accounted for approximately 82.9% of the Group's total revenue. During the Period, the Group's revenue from after-sales services amounted to approximately RMB653.8 million, representing an increase of approximately 7.8% as compared to that of the corresponding period of last year, which accounted for approximately 17.1% of the Group's total revenue.

Revenue from our top five customers for the Period represented approximately 8.9% of our total revenue, compared to approximately 7.8% for the corresponding period in 2024. The sales to our largest customer accounted for approximately 3.1% of our total revenue in the Period, as compared to approximately 2.7% in the corresponding period in 2024.

Our top five suppliers are automobile manufacturers that supply new automobiles and spare parts to us. During the Period, purchases from our top five suppliers represented approximately 64.4% of our total purchases compared to approximately 62.7% for the corresponding period in 2024. And the purchases from our largest supplier represented approximately 26.1% of our total purchases for the Period, as compared to approximately 25.4% for the corresponding period in 2024.

The prudent business strategy we have pursued in recent years, including a disciplined approach to dealership network expansion, efficient management of our various inventories, and the maintenance of a conservative capital structure as well as a solid financial position, has rewarded us with a position in the market that is able to weather the challenging economic environment and to capture future growth opportunities. We would continue to manage and to mitigate the risks to our business and aim to capture the opportunities that the automobile dealership sector will offer in the coming years.



Management Discussion and Analysis

Financial Review

Revenue

Our revenue decreased by approximately RMB467.6 million, or approximately 10.9%, from approximately RMB4,280.2 million for the corresponding period in 2024 to approximately RMB3,812.6 million for the Period.

Revenue from sales of automobiles decreased by approximately RMB514.9 million, or approximately 14.0%, from approximately RMB3,673.7 million for the corresponding period in 2024 to approximately RMB3,158.8 million for the Period, accounting for approximately 82.9% (first half of 2024: approximately 85.8%) of the total revenue. It was mainly attributable to the decrease in sales volume and selling price of new vehicles during the Period.

The Group sold 8,307 units of passenger vehicles for the Period, representing a decrease of approximately 9.1% from 9,141 units of passenger vehicles sold during the corresponding period in 2024, and the average selling price (the “**ASP**”) of vehicles decreased by approximately 5.4% from approximately RMB401,900 for the corresponding period in 2024 to approximately RMB380,300 for the Period. The decrease in ASP during the Period was mainly due to the consumers consumption power adversely affected by macro-economy and weak market sentiment.

Revenue from after-sales services increased by approximately RMB47.3 million, or approximately 7.8%, from approximately RMB606.5 million for the corresponding period in 2024 to approximately RMB653.8 million for the Period, which was mainly attributable to the increase in business volume. During the Period, revenue from after-sales services accounted for approximately 17.1% (first half of 2024: approximately 14.2%) of the total revenue.

Cost of Sales

Cost of sales decreased by approximately 6.8% from approximately RMB4,076.5 million for the corresponding period in 2024 to approximately RMB3,799.6 million for the Period, which was primarily due to the decline in the sales volume of new automobiles.

Gross Profit and Gross Profit Margin

During the Period, the Group recorded gross profits of approximately RMB13.0 million, representing a decrease of approximately 93.6% from the gross profit of approximately RMB203.7 million for the corresponding period in 2024. Our gross profit margin decreased from approximately 4.8% for the corresponding period in 2024 to approximately 0.3% during the Period. It was primarily due to the decrease in ASP and gross profit margin for sales of passenger vehicles.



Management Discussion and Analysis

Other Income

Our other income increased by approximately 39.9% from approximately RMB259.9 million for the corresponding period in 2024 to approximately RMB363.6 million during the Period. Other income mainly included commission income from other value-added automobile services, including referring customers who require financing arrangements for purchasing automobiles and pre-owned automobile brokerage services and the gain from disposal of property, plant and equipment which was mainly related to sales of test-drive vehicles, etc. The increase of other income during the Period was mainly due to the increase in commission income generated from the other value-added automobile services.

Selling and Distribution Expenses

Our selling and distribution expenses decreased by approximately 21.3% from approximately RMB290.0 million for the corresponding period in 2024 to approximately RMB228.3 million during the Period, which was mainly due to the decrease in promotional fees for the purpose of promoting vehicle sales. It accounted for approximately 6.0% of the total revenue of the Group which decreased from approximately 6.8% recorded for the corresponding period in 2024.

Administrative Expenses

Our administrative expenses increased by approximately 18.4% from approximately RMB88.9 million for the corresponding period in 2024 to approximately RMB105.3 million during the Period. The increase of administrative expenses was mainly due to the increase in staff costs caused by the reversal of provision of share-based expenses of RMB7.1 million for the corresponding period in 2024, which did not occur during the Period and in depreciation and amortisation expense during the Period. It accounted for approximately 2.8% of the total revenue and increased slightly from approximately 2.1% for the corresponding period in 2024.

Financial Costs

Our finance costs increased by approximately 82.8% from approximately RMB16.3 million for the corresponding period in 2024 to approximately RMB29.8 million incurred for the Period, primarily due to the increase in our bank and other borrowings during the Period. It accounted for approximately 0.8% of the total revenue comparing to approximately 0.4% for the corresponding period in 2024.

Profit before Tax

As a result of the foregoing, our profit before tax decreased by approximately 80.7% from approximately RMB68.3 million for the corresponding period in 2024 to approximately RMB13.2 million during the Period.

Income Tax Expense

Our income tax expense decreased by approximately 92.8% from approximately RMB20.8 million incurred for the corresponding period in 2024 to approximately RMB1.5 million incurred for the Period, primarily due to the decrease in taxable profit that we recorded during the Period.

Profit for the Period

As a result of the foregoing, our profit for the Period decreased by approximately 75.6% from approximately RMB47.5 million for the corresponding period in 2024 to approximately RMB11.6 million for the Period. The net profit margin for the Period was approximately 0.3%, comparing to the net profit margin of approximately 1.1% for the corresponding period in 2024.



Management Discussion and Analysis

Profit Attributable to Equity Shareholders of the Company

The profit attributable to equity shareholders of the Company for the Period decreased by approximately 79.1% from approximately RMB33.9 million for the corresponding period in 2024 to approximately RMB7.1 million for the Period.

Inventory Turnover Days

There was a decrease in inventory balance of approximately 16.2% from approximately RMB829.1 million as at 31 December 2024 to approximately RMB694.5 million as at 30 June 2025. The Group continued to focus on inventory management and to achieve a healthy liquidity position throughout the Period. The average inventory turnover days as at 30 June 2025 totaled approximately 36.3 days (31 December 2024: approximately 35.2 days).

Liquidity and Financial Resources

The Group's principal sources of working capital included cash inflow from operating activities and bank borrowings. The Group has adopted a prudent treasury policy and had maintained a healthy liquidity position throughout the Period. To manage liquidity risk, the board (the "**Board**") of directors (the "**Directors**") of the Company closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements from time to time. During the Period, the Group has adequate financial resources to meet all contractual obligations and operating requirements.

As at 30 June 2025, the total equity of the Group amounted to approximately RMB2,733.7 million (31 December 2024: approximately RMB2,739.0 million). As at 30 June 2025, the current asset of the Group amounted to approximately RMB2,405.3 million (31 December 2024: approximately RMB2,469.7 million) while current liabilities amounted to approximately RMB1,761.4 million (31 December 2024: approximately RMB1,577.8 million).

As at 30 June 2025, the Group's interest-bearing bank and other borrowings amounted to RMB847.9 million, representing an increase of approximately 93.4% as compared to RMB438.4 million as at 31 December 2024. The Group's loans and borrowings were denominated in Renminbi. The increase in the Group's interest-bearing bank and other borrowings during the Period was primarily due to the loan increased for the payment of the acquisition of the creditor's rights ("**Creditor's Rights**") from Mengshang Bank Co., Ltd. ("**Mengshang Bank**") pursuant to the creditor's rights transfer agreement ("**Creditor's Rights Transfer Agreement**") entered into on 7 November 2024. The annual interest rates of interest-bearing bank and other borrowings ranged from approximately 2.7% to approximately 8.5%. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with a floating interest rate. The Group currently has not used any derivatives to hedge interest rate risk. The debt-to-equity ratio (being the total interest-bearing bank and other borrowings divided by total equity) was approximately 31.0% as at 30 June 2025 (31 December 2024: approximately 16.0%). The Group achieved a net cash inflow from operating activities of approximately RMB309.4 million during the Period (first half of 2024: RMB379.8 million).

As at 30 June 2025, cash and cash equivalents, cash in transit, pledged bank deposits and restricted cash amounted to approximately RMB909.9 million (31 December 2024: approximately RMB899.4 million). The cash and cash equivalents and pledged bank deposits were mainly denominated in Renminbi and Hong Kong Dollars. Apart from part of the cash denominated in Hong Kong Dollars, the Group's business operations in China and major transactions are all denominated in Renminbi. During the Period, the Group did not employ any significant financial instruments such as forward foreign exchange contracts for foreign exchange hedging purposes. The management of the Group will closely monitor foreign exchange risks and will consider measures to hedge potential major foreign exchange risks when necessary.



Management Discussion and Analysis

Capital Commitments

The Group's capital commitments mainly comprised expenditures on property, plant and equipment, intangible assets and business acquisitions. As at 30 June 2025, the capital commitments were approximately RMB4.0 million (31 December 2024: approximately RMB2.5 million). The Group did not make any significant commitments during the six months ended 30 June 2025.

Details of the Future Investment Plans for Material Investment

The Group is planning to further expand its dealership networks. Due to the rapid changing market environment, the Group prefers to maintain flexibilities throughout the expansion process and avoid fixing a capacity target under a pre-determined timeline. The Group has not made any material amount of capital commitments for its expansion which would depend on and be subject to the market conditions and opportunities. We believe this strategy would enable the Group to maximize its advantages from the industry consolidation process.

Capital Expenditures and Investment

The Group's capital expenditures mainly comprised expenditures on property, plant and equipment and business acquisitions. For the six months ended 30 June 2025, the Group's total capital expenditures were approximately RMB699.7 million (six months ended 30 June 2024: approximately RMB54.6 million). Save as disclosed above, the Group did not make any significant investments during the six months ended 30 June 2025.

Contingent Liabilities

As at 30 June 2025, there was no material contingent liability (31 December 2024: Nil).

Charges on Group Assets

The Group pledged its group assets as securities for bills payable and interest-bearing bank and other borrowings which were used to finance daily business operation. As of 30 June 2025, certain of our bills payable and interest-bearing bank and other borrowings were secured by (i) mortgages over our inventories, which had an aggregate carrying amount of approximately RMB366.9 million (31 December 2024: approximately RMB348.8 million); (ii) mortgages over the deposits, which had an aggregate carrying amount of approximately RMB377.9 million (31 December 2024: approximately RMB430.2 million), and (iii) mortgages over the properties, which had an aggregate carrying amount of approximately RMB161.8 million (31 December 2024: nil). Save as disclosed above, as at 30 June 2025, no other assets of the Group were pledged.

Human Resources

As of 30 June 2025, the Group had 1,756 (31 December 2024: 1,450) employees. The remuneration of the existing includes basic salaries, discretionary bonus, social security contributions and share-based incentives. Payment levels of the employees are commensurate with their responsibilities, performance and contribution.

Important Events after the Period

The transactions contemplated under the Creditor's Rights Transfer Agreement and the debt settlement agreement entered into on 7 November 2024 in relation to, among others, the acquisition of a subsidiary were completed on 4 August 2025. For details and the capitalised terms used herein, please refer to the announcement of the Company dated 4 August 2025, the circular of the Company dated 5 March 2025, and the announcement of the Company dated 20 March 2025 in respect of the poll results of the extraordinary general meeting and note 20 to the financial statements as disclosed in this interim report.

Save as disclosed above, the Directors are not aware of any significant event which had material effect on the Group subsequent to 30 June 2025 and up to the date of this interim report.



CORPORATE GOVERNANCE AND OTHER INFORMATION

Directors' and chief executive's interests and short positions in shares, underlying shares and debentures

As at 30 June 2025, the interests and short positions of our Directors and chief executives in the shares, underlying shares or debentures of the Company or any of our associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**"), which were required (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as contained in Appendix C3 to the Rules Governing the Listing of Securities on the Stock Exchange ("**Listing Rules**"), were as follows:

| Name of Director | Nature of interest | Number of shares interested | Approximate percentage of interest in the issued share capital of the Company |
|--|---|-----------------------------|---|
| Mr. Chou Patrick Hsiao-Po ¹ | Protector and beneficiary of a discretionary trust | 450,000,000(L) | 72.29% |
| Ms. Sun Jing | Beneficial owner | 1,862,000(L) | 0.30% |
| | Beneficial owner ² | 2,000,000(L) | 0.32% |
| | Beneficiary of a trust (other than a discretionary interest) ³ | 2,490,000(L) | 0.40% |
| Mr. Xu Tao | Beneficial owner ² | 1,000,000(L) | 0.16% |
| | Beneficiary of a trust (other than a discretionary interest) ³ | 1,992,000(L) | 0.32% |
| Ms. Li Dan | Beneficial owner | 83,000(L) | 0.01% |
| | Beneficiary of a trust (other than a discretionary interest) ³ | 1,600,000(L) | 0.26% |

Notes:

- (1) Mr. Chou Patrick Hsiao-Po was appointed as a Director on 1 January 2025. The 450,000,000 Shares were held by Chou Dynasty Holding Co., Ltd. (the "**Chou Dynasty**"), which was owned by Red Dynasty Investments Limited (the "**Red Dynasty**") as to 100%. Red Dynasty was wholly owned by Greenview Nominees Ltd., which was owned by The Bank of N.T. Butterfield & Son Limited as to 100% as nominee and trustee for Butterfield Trust (Asia) Limited as trustee of the Chou Family Trust since 31 October 2023 (previously the trustee of the Chou Family Trust being Credit Suisse Trust Limited). Therefore, Mr. Chou Patrick Hsiao-Po, in his capacity as the protector and beneficiary of the Chou Family Trust, is deemed to be interested in such Shares under the SFO.
- (2) These interests represent options granted to the Director as beneficial owner under the Share Option Scheme (as defined below).
- (3) These interests represent awards granted to the selected employees of the Group and to be held by the Trustee (as defined below) pursuant to the terms of the Share Award Scheme (as defined below) on 15 April 2025 subject to fulfilment of certain vesting conditions.

Corporate Governance and Other Information

Save as disclosed above, as at 30 June 2025, none of the Directors or chief executive of the Company had or was deemed to have any interests or short position in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which had been recorded in the register maintained by the Company pursuant to section 352 of the SFO or which had been notified to the Company and the Stock Exchange pursuant to the Model Code.

Save as disclosed in this report, at no time throughout the Period was the Company, its holding company, or any of its subsidiaries a party to any arrangements to enable the Directors and chief executive of the Company (including their spouse and children under 18 years of age) to hold any interest or short positions in the shares or underlying shares in, or debentures of, the Company or its associated corporations (within the meaning of Part XV of the SFO).

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

So far as is known to any Director or chief executive of the Company, as at 30 June 2025, the persons or corporations (other than Director or chief executive of the Company) who had interest or short positions in the Shares and underlying shares of the Company which were required to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO were as follows:

| Name of Shareholders | Nature of interest | Approximate percentage of interest in the issued share capital of the Company | |
|---|--------------------------------------|---|--------|
| | | Number of shares interested | |
| Chou Dynasty | Beneficial owner | 450,000,000(L) | 72.29% |
| Red Dynasty ¹ | Interest in a controlled corporation | 450,000,000(L) | 72.29% |
| Butterfield Trust (Asia) Limited ¹ | Trustee | 450,000,000(L) | 72.29% |
| Xingtai Capital Management Limited ² | Interest in a controlled corporation | 32,026,000(L) | 5.34% |

Notes:

- (1) The 450,000,000 Shares were held by Chou Dynasty, which was owned by Red Dynasty as to 100%. Red Dynasty was wholly owned by Greenview Nominees Ltd., which was owned by The Bank of N.T. Butterfield & Son Limited as to 100% as nominee and trustee for Butterfield Trust (Asia) Limited as trustee of the Chou Family Trust since 31 October 2023 (previously the trustee of the Chou Family Trust being Credit Suisse Trust Limited). Therefore, Butterfield Trust (Asia) Limited is deemed to be interested in such Shares held by Chou Dynasty under the SFO.
- (2) The 32,026,000 Shares of the Company in which Xingtai Capital Management Limited as investment manager is deemed to be interested represent (i) 17,942,000 shares of the Company held by Xingtai China Master Fund, which is wholly owned by Xingtai Capital Management Limited; (ii) 11,894,000 shares of the Company held by Xingtai China Fund, which is wholly owned by Xingtai Capital Management Limited; and (iii) 2,190,000 shares of the Company held by Xingtai China Master Fund, which is wholly owned by Xingtai Capital Management Limited.

Save as disclosed above, as at 30 June 2025, the Directors are not aware of any other person or corporation having an interest or short position in shares and underlying shares of the Company which would require to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.



Corporate Governance and Other Information

Changes in Directors' or Chief Executives' Information

The Company is not aware of any changes in the Directors' or chief executives' information subsequent to the date of the 2024 annual report which are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

Purchase, Sale or Redemption of Listed Securities of the Company

During the Period, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities (including sale of treasury shares, if any). As at 30 June 2025, neither the Company nor any of its subsidiaries held any treasury shares during the Period.

Significant Investments Held

The Group did not hold any significant investment in equity interest in any company during the Period.

Material Acquisitions and Disposals of Subsidiaries and Affiliated Companies

With reference to the Company's circular dated 5 March 2025, on 7 November 2024, the Group entered into the Creditor's Rights Transfer Agreement with Mengshang Bank, pursuant to which Mengshang Bank agreed to transfer the Creditor's Rights set forth in the Creditor's Rights Transfer Agreement to the Group at a cash consideration of approximately RMB965.0 million. The purpose of the acquisition of the Creditor's Rights is for the Group to acquire the assets pledged as collaterals (the "**Collaterals**") by realising its rights as creditor. The consideration was fully settled at the end of the Period.

For the Collaterals, it included the equity interest of Beijing Jiguang Real Estate Development Co., Ltd.* (北京極光置業房地產開發有限公司) ("**Jiguang Real Estate**"), the business of Beijing Jiguang Xinghui Automobile Sales and Service Co., Ltd* (北京極光星徽汽車銷售服務有限公司) ("**Jiguang Xinghui**") and the two properties located in Beijing.

During the Period, the equity interest of Jiguang Real Estate which was a part of the Collaterals, was transferred to the Group, while the transferred equity interest did not actively engage in any business, and accordingly in the opinion of the Directors, the transfer of the equity interest did not constitute a business combination but an acquisition of assets and liabilities. The remaining part of the Collaterals is expected to be realised by the end of 2025.

Details were disclosed in the announcements of the Group dated 20 March 2025 and 7 November 2024, and the circular dated 5 March 2025.

Save as disclosed above, the Group did not make any material acquisition or disposal of subsidiaries and affiliated companies during the Period.

Corporate Governance Code

During the Period, the Company has complied with all code provisions of the Corporate Governance Code as set out in part 2 of Appendix C1 to the Listing Rules.

* For identification purpose only

Corporate Governance and Other Information

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code as set out in Appendix C3 to the Listing Rules as the code of conduct governing Directors' securities transactions. The Company confirms that, having made specific enquiries of all the Directors, each of them has complied with the required standard as set out in the Model Code during the Period and up to the date of this report.

Continuing Disclosure Obligation under Rule 13.18 of the Listing Rules

On 29 December 2023, Beijing BetterLife Auto Sales Co., Ltd.* (北京百得利汽車銷售有限公司), Beijing BetterLife Star Auto Sales Co., Ltd.* (北京百得利之星汽車銷售有限公司), BetterLife Tianjin Management Group Co., Ltd.* (百得利(天津)企業管理集團有限公司), Beijing BetterLife Automobile Import and Export Group Co., Ltd.* (北京百得利汽車進出口集團有限公司) and Beijing Yingzhibao Automobile Trading Co., Ltd.* (北京盈之寶汽車貿易有限公司) (collectively as borrowers), five wholly-owned subsidiaries of the Company, and Hang Seng Bank (China) Limited Beijing Branch ("**Hang Seng Bank Beijing Branch**") (as lender) entered into the facility agreement ("**Facility Agreement**"), pursuant to which Hang Seng Bank Beijing Branch agreed to provide the borrowers a term loan facility of an aggregate amount up to RMB200,000,000. Subject to review by Hang Seng Bank Beijing Branch and other terms and conditions under the Facility Agreement, the facility under the Facility Agreement will be available for multiple drawings within one year from the date of the Facility Agreement. The term of the loan(s) shall not exceed one year from its utilization date. Pursuant to the Facility Agreement, Mr. Chou Patrick Hsiao-Po, being the ultimate controlling Shareholder, is required to maintain directly or indirectly not less than 51% of the issued share capital of the Company. For details, please refer to the announcement of the company dated 29 December 2023.

As at the date of this report, the above specific performance obligations imposed on Mr. Chou Patrick Hsiao-Po under the aforesaid agreements had ceased to exist.

Audit Committee and Review of Interim Results

The Company has established an audit committee (the "**Audit Committee**") with written terms of reference in accordance with Rule 3.21 of the Listing Rules and the Corporate Governance Code as set out in Appendix C1 to the Listing Rules. The primary duties of the Audit Committee are to make recommendation to the Board on the appointment and removal of external auditor, and to assist the Board in fulfilling its oversight responsibilities in relation to the Group's financial reporting, internal control structure, risk management processes and external audit functions, and corporate governance responsibilities. The Audit Committee consists of three members, being Mr. Lou Sai Tong, Mr. Liu Dengqing, and Dr. Chu Fumin, with Mr. Lou Sai Tong being the chairman of the Audit Committee.

An Audit Committee meeting was held on 26 August 2025 and the Audit Committee has reviewed the unaudited interim financial report for the six months ended 30 June 2025.

Interim Dividend

The Board proposed not to declare any interim dividend for the six months ended 30 June 2025 (six months ended 30 June 2024: RMB3.0 cents per share).

* For identification purpose only



Corporate Governance and Other Information

Share Option Scheme

A share option scheme (the “**Share Option Scheme**”) was conditionally approved by a written resolution of the Shareholder on 17 June 2021 and adopted by a resolution of the Board on 17 June 2021. The terms of the Share Option Scheme are in compliance with the provisions of Chapter 17 of the Listing Rules. Details of the Share Option Scheme are set out in “Appendix IV — Statutory and General Information” of the Prospectus.

The purpose of the Share Option Scheme was to motivate eligible persons to optimize their future contributions to the Group and/or reward them for their past contributions, attracting and retaining or otherwise maintaining on-going relationships with such eligible persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group.

The Board may, at its absolute discretion, offer options to subscribe for such number of Shares in accordance with the terms set out in the Share Option Scheme to (a) any executive director of, manager of, or other employee holding an executive, managerial, supervisory or similar position in any member of the Group, any proposed employee, any full-time or part-time employee, or a person for the time being seconded to work full-time or part-time for any member of the Group; (b) a director or proposed director (including an independent non-executive director) of any member of the Group; (c) a direct or indirect shareholder of any member of the Group; (d) a supplier of goods or services to any member of the Group; (e) a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of the Group; (f) a person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of the Group; and (g) an associate of any of the persons referred to in paragraphs (a) to (f) above (the person referred above are the “**eligible persons**”). Pursuant to the amendments to Listing Rules with effect from 1 January 2023, the eligible persons under the Share Option Scheme is subject to Rule 17.03A of the Listing Rules.

Upon adoption, the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of the Group shall not in aggregate exceed 10% of the Shares in issued as at the Listing Date, that is, 60,000,000 Shares, being the total number of Share available for issue under the Share Option Scheme, representing approximately 9.64% of the total issued Shares (excluding any treasury shares) as of the date of this report.

No option may be granted to any participant of the Share Option Scheme such that the total number of shares issued and to be issued upon exercise of the options granted and to be granted to that person in any 12-month period up to the date of the latest grant exceeds 1% of the Company’s issued share capital from time to time.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as determined by the Board and not exceeding 10 years from the date of the grant. There is no minimum period for which an option must be held before it can be exercised. Participants of the Share Option Scheme are required to pay the Company HK\$1.0 upon acceptance of the grant on or before the 28 days after the offer date.

Corporate Governance and Other Information

The exercise price of the options is determined by the Board in its absolute discretion and shall not be less than whichever is the highest of:

- (a) the nominal value of a Share;
- (b) the closing price of a Share as stated in the Stock Exchange's daily quotations sheets on the offer date; and
- (c) the average closing price of a Share as stated in the Stock Exchange's daily quotation sheets for the five Business Days immediately preceding the offer date.

The Share Option Scheme shall be valid and effective for a period of 10 years from 15 July 2021 to 16 June 2031, after which no further options will be granted or offered. As such, the remaining life of the Share Option Scheme is approximately 5 years and 9 months as at the date of this report.

On 1 September 2021, the Company granted a total of 9,800,000 share options under the Share Option Scheme to a total of four grantees (including three Directors and one senior management). The closing price of the Shares on 31 August 2021, being the trading date immediately before the date on which such share options were granted, was HK\$8.260 per Share.

As at the date of this report, the Company had 3,000,000 share options granted and remained outstanding under the Share Option Scheme, which represented approximately 0.48% of the Shares in issue (excluding any treasury shares) as at the date of this report. As the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme shall not in aggregate exceed 60,000,000 Shares, as of 30 June 2025, additional share options in respect of a total of 50,200,000 Shares, representing approximately 8.06% of the total issued Shares (excluding any treasury shares) at the beginning and the end of the Period, could be further granted under the Share Option Scheme. The number of Shares that may be issued in respect of options granted under all schemes of the Company during the Period divided by the weighted average number of Shares in issue (excluding any treasury shares) for the Period equals to approximately 0.48%.

Details of the outstanding options to subscribe for shares pursuant to the Share Option Scheme and the movement during the six months ended 30 June 2025 are set out below:

| Grantee | Date of Grant | Exercise price per Share | Balance as at 1 January 2025 | Granted during the Period | Exercised during the Period | Lapsed during the Period | Cancelled during the Period | Balance as at 30 June 2025 |
|-----------------|------------------|--------------------------|------------------------------|---------------------------|-----------------------------|--------------------------|-----------------------------|----------------------------|
| Director | | | | | | | | |
| Ms. Sun Jing | 1 September 2021 | HK\$8.264 | 2,000,000 | — | — | — | — | 2,000,000 |
| Mr. Xu Tao | 1 September 2021 | HK\$8.264 | 1,000,000 | — | — | — | — | 1,000,000 |
| | | | 3,000,000 | — | — | — | — | 3,000,000 |



Corporate Governance and Other Information

Note:

- (1) Share options granted under the Share Option Scheme on 1 September 2021 shall vest in the relevant grantee in accordance with the timetable below with a 10-year exercise period (for the purpose, the date or each such date on which the share options are to vest being hereinafter referred to as a “**Vesting Date**”):

| Vesting Date | Percentage of Share Options to vest |
|---------------------|--|
| 31 August 2022 | 25% of the total number of Share Options granted |
| 31 August 2023 | 25% of the total number of Share Options granted |
| 31 August 2024 | 25% of the total number of Share Options granted |
| 31 August 2025 | 25% of the total number of Share Options granted |

During the Period, no options granted under the Share Option Scheme were cancelled, lapsed or exercised. Further details of the Share Option Scheme are set out in note 21 to the financial statements.

Share Award Scheme

A share award scheme (the “**Share Award Scheme**”) was adopted by the Board on 28 August 2024 in order to recognise and acknowledge the contributions which the eligible participants (the “**Eligible Participants**”) have made or may make to the Group and to give incentives thereto in order to retain and motivate them for the continual operation and development of the Group. The Share Award Scheme is funded by existing Shares and does not involve any grant by the Company of new Shares or options over new Shares.

Pursuant to the rules of the Share Award Scheme, the Board may from time to time cause sufficient funds to be paid to the trustee of the Share Award Scheme (the “**Trustee**”, being independent of and not connected with the Company) for purchase of Shares on the Stock Exchange. Once purchased, the Shares are to be held by the Trustee for the benefit of the grantees or the Eligible Participants (as applicable). Upon vesting, the Trustee shall cause the awarded Shares to be transferred to grantees on the vesting date, or as soon as practicable after the vesting date. All Shares (including any returned Shares) shall be held by the Trustee for the benefit of the grantees or the Eligible Participants (as applicable) under the relevant trust on and subject to the terms and conditions of the Share Award Scheme and the related trust deed.

The Board may, at its absolute discretion and in accordance with the scheme rules, the Listing Rules and all applicable laws, to grant an award (“**Award**”) to any Eligible Participant who shall be any director or employee of the Group.

Upon adoption, the maximum number of Awards which may be granted under the Share Award Scheme shall not in aggregate exceed 5% of the Shares in issued as at the date of adoption of the Share Award Scheme, being 31,125,000 Shares, representing 5% of the total issued Shares (excluding any treasury shares) as of the date of this report.

No Award shall be granted to any independent non-executive Director such that the aggregate interest of the independent non-executive Director in the Company reaches 1% or above of the Shares in issue. No Award shall be granted to any connected person of the Company such that the aggregate interest of the connected persons in the scheme reaches 30% or above, and such grant shall be subject to all the applicable requirements under the Listing Rules.

Corporate Governance and Other Information

Subject to and in accordance with the scheme rules, the Listing Rules and all applicable laws, the Board shall be entitled to grant an Award to any Eligible Participant (i) at such amount and time payable on acceptance of the Award; (ii) at such grant fee of the Awarded Shares to be payable by the Eligible Participant; (iii) in such number of Awarded Shares; and (iv) on and subject to such terms and conditions, as the Board may in its absolute discretion select. There is no minimum period for the vesting of any Award.

The Share Award Scheme shall be valid and effective for a period of 10 years from 28 August 2024 to 27 August 2034, after which period no further Awards may be granted, but the Scheme Rules shall remain in full force and effect in all other respects. As such, the remaining life of the Share Award Scheme is approximately 9 years as at the date of this report.

During the Period, 5,481,000 Shares (six months ended 30 June 2024: nil) were purchased on the Stock Exchange and held by the Trustee. Total consideration paid for the said purchases were approximately RMB4,659,000 (six months ended 30 June 2024: RMB nil). Details of the movements of the Awards granted during the Period pursuant to the Share Awards Scheme are set out below:

| Grantee | Date of grant | Awards granted during the Period | Vesting period | Awards vested during the Period | Purchase price (HKD) | Awards cancelled during the Period | Awards forfeited during the Period | Unvested Awards as at 30 June 2025 | Fair value of awards at the date of grant (HKD) |
|---|------------------------------|----------------------------------|---------------------------------|---------------------------------|----------------------|------------------------------------|------------------------------------|------------------------------------|---|
| Director | | | | | | | | | |
| Ms. Sun Jing | 15 April 2025 ⁽¹⁾ | 2,490,000 | 15 April 2025– 15 April 2029 | — | — | — | — | 2,490,000 | 0.57 |
| Mr. Xu Tao | 15 April 2025 ⁽¹⁾ | 1,992,000 | 15 April 2025– 15 April 2029 | — | — | — | — | 1,992,000 | 0.57 |
| Ms. Li Dan | 15 April 2025 ⁽¹⁾ | 1,600,000 | 15 April 2025– 15 April 2029 | — | — | — | — | 1,600,000 | 0.57 |
| Employees of the Group who are management at Group level | 15 April 2025 ⁽¹⁾ | 5,280,000 | 15 April 2025– 15 April 2029 | — | — | — | — | 5,280,000 | 0.57 |
| Other employee | 15 April 2025 ⁽¹⁾ | 3,600,000 | 15 April 2025– 15 April 2029 | — | — | — | — | 3,600,000 | 0.57 |
| | | | | — | — | — | — | 14,962,000 | |

Note:

(1) The weighted average closing price of the Shares immediately before the date of grant was HK\$0.572 per Share.



Corporate Governance and Other Information

As at 1 January 2025, the number of Shares available for grant under the Share Award Scheme was 31,125,000 Shares (representing approximately 5% of the issued share capital as at 1 January 2025). As at 30 June 2025, the number of Shares available for grant under the Share Award Scheme was 16,163,000 Shares (representing approximately 2.6% of the issued share capital as at 30 June 2025).

During the Period, no Awards granted under the Share Award Scheme were cancelled, lapsed or exercised. Further details of the Share Award Scheme are set out in note 21 to the financial statements.

Public Float

During the Period and as at the date of this report, the Company had maintained the prescribed public float under the Listing Rules, based on the information that is publicly available to the Company and within the knowledge of the Directors.

By order of the Board

Chou Patrick Hsiao-Po

Chairman and executive Director

Hong Kong, 28 August 2025

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 June 2025 — unaudited
(Expressed in RMB'000)

| | Notes | Six months ended 30 June | |
|--|-------|--------------------------|-------------|
| | | 2025 | 2024 |
| Revenue | 4 | 3,812,566 | 4,280,157 |
| Cost of sales | | (3,799,606) | (4,076,484) |
| Gross profit | | 12,960 | 203,673 |
| Other income | 5 | 363,583 | 259,900 |
| Selling and distribution expenses | | (228,278) | (289,988) |
| Administrative expenses | | (105,290) | (88,932) |
| Operating profit | | 42,975 | 84,653 |
| Finance costs | 6(a) | (29,809) | (16,349) |
| Profit before tax | 6 | 13,166 | 68,304 |
| Income tax | 7 | (1,539) | (20,802) |
| Profit for the period | | 11,627 | 47,502 |
| Attributable to: | | | |
| Equity shareholders of the Company | | 7,132 | 33,878 |
| Non-controlling interests | | 4,495 | 13,624 |
| Profit for the period | | 11,627 | 47,502 |
| Earnings per share | 8 | | |
| Basic and diluted earnings per share (RMB) | | 0.01 | 0.05 |



CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2025 — unaudited
(Expressed in RMB'000)

| | Six months ended 30 June | |
|--|--------------------------|---------------|
| | 2025 | 2024 |
| Profit for the period | 11,627 | 47,502 |
| Other comprehensive (expense) income for the period (after tax): | | |
| Items that will not be reclassified to profit or loss: | | |
| Exchange differences on translation of financial statements of the Company | (9,933) | 4,672 |
| Item that may be reclassified subsequently to profit or loss: | | |
| Exchange differences on translation of financial statements of overseas subsidiaries | 8,870 | (5,379) |
| Other comprehensive (expense) for the period | (1,063) | (707) |
| Total comprehensive income for the period | 10,564 | 46,795 |
| Attributable to: | | |
| Equity shareholders of the Company | 6,069 | 33,171 |
| Non-controlling interests | 4,495 | 13,624 |
| Total comprehensive income for the period | 10,564 | 46,795 |

The Notes on pages 28 to 46 form part of this interim financial report.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2025 — unaudited
(Expressed in RMB'000)

| | Notes | At 30 June 2025 | At 31 December 2024 |
|---|-------|------------------|---------------------|
| Non-current assets | | | |
| Property, plant and equipment | 9 | 566,867 | 415,952 |
| Investment properties | | 338,114 | 54,898 |
| Right-of-use assets | 10 | 769,078 | 335,380 |
| Intangible assets | 11 | 791,380 | 810,557 |
| Goodwill | 12 | 367,944 | 367,944 |
| Deferred tax assets | | 35,227 | 23,246 |
| Long-term prepayments | 15 | 89,900 | 386,175 |
| | | 2,958,510 | 2,394,152 |
| Current assets | | | |
| Inventories | 13 | 694,481 | 829,099 |
| Trade receivables | 14 | 129,400 | 77,317 |
| Amounts due from related parties | 24(d) | 13,906 | 15,957 |
| Prepayments, other receivables and other assets | 15 | 657,577 | 647,903 |
| Pledged bank deposits | 16 | 377,874 | 430,170 |
| Cash in transit | | 20,471 | 5,192 |
| Restricted cash | 17 | 3,029 | 13,445 |
| Cash and cash equivalents | 17 | 508,548 | 450,605 |
| | | 2,405,286 | 2,469,688 |
| Current liabilities | | | |
| Trade and bills payables | 19 | 842,354 | 882,144 |
| Amounts due to related parties | 24(d) | 45,658 | 8,248 |
| Other payables and accruals | | 145,151 | 88,079 |
| Contract liabilities | | 155,064 | 104,600 |
| Interest-bearing bank and other borrowings | 18 | 497,866 | 438,445 |
| Lease liabilities | | 19,311 | 15,763 |
| Income tax payables | | 56,032 | 40,529 |
| | | 1,761,436 | 1,577,808 |
| Net current assets | | 643,850 | 891,880 |
| Total assets less current liabilities | | 3,602,360 | 3,286,032 |



Consolidated Statement of Financial Position

At 30 June 2025 — unaudited

(Expressed in RMB'000)

| | Notes | At 30 June 2025 | At 31 December 2024 |
|--|-------|--------------------|------------------------|
| Non-current liabilities | | | |
| Interest-bearing bank and other borrowings | 18 | 350,000 | — |
| Amounts due to related parties | 24(d) | 8,534 | — |
| Contract liabilities | | 140,553 | 147,819 |
| Lease liabilities | | 194,530 | 219,861 |
| Deferred tax liabilities | | 175,053 | 179,342 |
| | | 868,670 | 547,022 |
| NET ASSETS | | 2,733,690 | 2,739,010 |
| CAPITAL AND RESERVES | | | |
| Share capital | 22(b) | 5,180 | 5,180 |
| Reserves | | 2,606,348 | 2,616,163 |
| Total equity attributable to equity shareholders of the Company | | 2,611,528 | 2,621,343 |
| Non-controlling interests | | 122,162 | 117,667 |
| TOTAL EQUITY | | 2,733,690 | 2,739,010 |

Approved and authorized for issue by the board of directors on 28 August 2025 and are signed on its behalf by:

Chou Patrick Hsiao-Po
Executive Director

Li Dan
Executive Director

The Notes on pages 28 to 46 form part of this interim financial report.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2025 — unaudited
(Expressed in RMB'000)

| | Attributable to shareholders of the Company | | | | | | | | Non-controlling interests | Total equity |
|---|---|---------------|--------------------------------------|----------------------|-----------------|------------------|------------------|-----------|---------------------------|--------------|
| | Share capital | Share premium | Shares held under Share Award Scheme | Share option reserve | Capital reserve | Retained profits | Exchange reserve | Sub-total | | |
| Balance at 1 January 2024 | 5,180 | 444,890 | — | 26,204 | 386,051 | 1,832,902 | (1,826) | 2,693,401 | 199,767 | 2,893,168 |
| Changes in equity for the six months ended 30 June 2024: | | | | | | | | | | |
| Profit for the period | — | — | — | — | — | 33,878 | — | 33,878 | 13,624 | 47,502 |
| Other comprehensive (expense) for the period | — | — | — | — | — | — | (707) | (707) | — | (707) |
| Total comprehensive income (expense) for the period | — | — | — | — | — | 33,878 | (707) | 33,171 | 13,624 | 46,795 |
| Equity settled share-based transactions (Note 21) | — | — | — | (6,317) | — | — | — | (6,317) | — | (6,317) |
| Acquisition of NCI | — | — | — | — | — | — | — | — | — | — |
| Dividends recognised as distribution (Note 22(a)(ii)) | — | (18,675) | — | — | — | — | — | (18,675) | — | (18,675) |
| Balance at 30 June 2024 and 1 July 2024 | 5,180 | 426,215 | — | 19,887 | 386,051 | 1,866,780 | (2,533) | 2,701,580 | 213,391 | 2,914,971 |
| Changes in equity for the six months ended 31 December 2024: | | | | | | | | | | |
| (Loss) for the period | — | — | — | — | — | (57,937) | — | (57,937) | (5,724) | (63,661) |
| Other comprehensive income for the period | — | — | — | — | — | — | 1,142 | 1,142 | — | 1,142 |
| Total comprehensive income (expense) for the period | — | — | — | — | — | (57,937) | 1,142 | (56,795) | (5,724) | (62,519) |
| Dividends paid to non-controlling shareholders | — | — | — | — | — | — | — | — | (90,000) | (90,000) |
| Dividends recognised as distribution (Note 22(a)(ii)) | — | (18,675) | — | — | — | — | — | (18,675) | — | (18,675) |
| Purchase of shares | — | — | (5,257) | — | — | — | — | (5,257) | — | (5,257) |
| Equity settled share-based transactions | — | — | — | 490 | — | — | — | 490 | — | 490 |
| Balance at 31 December 2024 | 5,180 | 407,540 | (5,257) | 20,377 | 386,051 | 1,808,843 | (1,391) | 2,621,343 | 117,667 | 2,739,010 |



Consolidated Statement of Changes in Equity
For the six months ended 30 June 2025 — unaudited
(Expressed in RMB'000)

| | Attributable to shareholders of the Company | | | | | | | | | |
|---|---|---------------|--------------------------------|----------------------|-----------------|------------------|------------------|-----------|---------------------------|--------------|
| | Share capital | Share premium | Shares held under Award Scheme | Share option reserve | Capital reserve | Retained profits | Exchange reserve | Sub-total | Non-controlling interests | Total equity |
| Balance at 1 January 2025 | 5,180 | 407,540 | (5,257) | 20,377 | 386,051 | 1,808,843 | (1,391) | 2,621,343 | 117,667 | 2,739,010 |
| Changes in equity for the six months ended 30 June 2025: | | | | | | | | | | |
| Profit for the period | — | — | — | — | — | 7,132 | — | 7,132 | 4,495 | 11,627 |
| Other comprehensive expense for the period | — | — | — | — | — | — | (1,063) | (1,063) | — | (1,063) |
| Total comprehensive income (expense) for the period | — | — | — | — | — | 7,132 | (1,063) | 6,069 | 4,495 | 10,564 |
| Equity settled share-based transactions (Note 21) | — | — | — | 1,101 | — | — | — | 1,101 | — | 1,101 |
| Acquisition of NCI | — | — | — | — | — | — | — | — | — | — |
| Dividends recognised as distribution (Note 22(a)(iii)) | — | (12,326) | — | — | — | — | — | (12,326) | — | (12,326) |
| Purchase of shares (Note 22(b)) | — | — | (4,659) | — | — | — | — | (4,659) | — | (4,659) |
| Balance at 30 June 2025 | 5,180 | 395,214 | (9,916) | 21,478 | 386,051 | 1,815,975 | (2,454) | 2,611,528 | 122,162 | 2,733,690 |

The Notes on pages 28 to 46 form part of this interim financial report.

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 30 June 2025 — unaudited
(Expressed in RMB'000)

| | | Six months ended 30 June | |
|---|------|--------------------------|----------------|
| | Note | 2025 | 2024 |
| Operating activities | | | |
| Cash generated from operations | | 311,694 | 402,384 |
| Tax paid | | (2,306) | (22,605) |
| Net cash generated from operating activities | | 309,388 | 379,779 |
| Investing activities | | | |
| Proceeds from disposal of property, plant and equipment | | 44,817 | 76,550 |
| Acquisition of items of property, plant and equipment | | (234,581) | (54,602) |
| Acquisition of items of intangible assets | | (465,118) | — |
| Net cash (used in) generated from investing activities | | (654,882) | 21,948 |



Condensed Consolidated Cash Flow Statement
For the six months ended 30 June 2025 — unaudited
(Expressed in RMB'000)

| | Note | Six months ended 30 June | |
|---|------|--------------------------|------------------|
| | | 2025 | 2024 |
| Financing activities | | | |
| Proceeds from bank and other borrowings | | 1,346,057 | 954,323 |
| Repayment of bank and other borrowings | | (936,842) | (1,021,839) |
| Increase in pledged bank deposits | | 52,296 | (16,000) |
| Interest paid | | (20,960) | (5,681) |
| Dividends paid to equity shareholders of the company | | (12,326) | — |
| Proceeds from sale and lease-back transactions | | 12,615 | 11,699 |
| Payment of sale and lease-back transactions | | (8,747) | (11,521) |
| Capital element of lease rentals paid | | (15,332) | (35,659) |
| Payment on purchase of shares | | (4,659) | — |
| Interest element of lease rentals paid | | (8,404) | (10,309) |
| Net cash generated from (used in) financing activities | | 403,698 | (134,987) |
| Net increase in cash and cash equivalents | | 58,204 | 266,740 |
| Cash and cash equivalents at 1 January | | 450,605 | 858,471 |
| Effect of foreign exchange rate changes | | (261) | 1,443 |
| Cash and cash equivalents at 30 June | 17 | 508,548 | 1,126,654 |

The Notes on pages 28 to 46 form part of this interim financial report.

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

1 General information

BetterLife Holding Limited (the “Company”) was incorporated in the Cayman Islands on 18 May 2018 as an exempted company with limited liability under the Companies Act of the Cayman Islands. Its registered office address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company and its subsidiaries (collectively, the “Group”) are principally engaged in the 4S dealership business in the People’s Republic of China (the “PRC”).

The Company’s shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 15 July 2021.

2 Basis of preparation

(a) Statement of compliance

The interim consolidated financial statements have been prepared in accordance with all applicable IFRS Accounting Standards, which includes all applicable individual IFRS Accounting Standards, International Accounting Standards (“IASs”) and Interpretations issued by the International Accounting Standards Board (“IASB”). The interim consolidated financial statements also comply with the applicable disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange. The IASB has issued certain amendments to IFRS Accounting Standards that are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting period and are reflected in the interim consolidated financial statements.

(b) Basis of preparation of the financial statements

The interim consolidated financial statements for the six months ended 30 June 2025 are presented in Renminbi (“RMB”) which is the Group’s presentation currency, rounded to the nearest thousand, except for earnings per share information.

The measurement basis used in the preparation of the financial statements is the historical cost basis, except the assets that are stated at fair value.

The preparation of financial statements in conformity with IFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.



Notes to the Unaudited Interim Financial Report

3 Application of Amendments to IFRS Accounting Standards

In the Period, the Group has applied, for the first time, the following amendments to IFRS Accounting Standards issued by IASB which are effective for the current accounting period.

Amendments to IAS 21

Lack of Exchangeability

The application of the amendments to IFRS Accounting Standards in the current accounting period has had no material impact on the Group's financial performance and positions for the current or prior periods and/or on the disclosures set out in these interim consolidated financial statements.

4 Revenue and segment reporting

The Group is mainly engaged in sales of passenger motor vehicles and provision of after-sales services. For management purposes, the Group operates in one business unit based on its products, services and locations, and has one reportable operating segment which is the sales of passenger motor vehicles and the provision of related services in the PRC.

Disaggregation of revenue from contracts with customers by major products or service lines, geographical location of customers and timing of revenue recognition is as follows:

| | Six months ended 30 June | |
|--|--------------------------|-----------------|
| | 2025 RMB'000 | 2024 RMB'000 |
| Revenue from contracts with customers within the scope of IFRS 15 | | |
| Sales of passenger motor vehicles | 3,158,820 | 3,673,665 |
| Provision of after-sales services | 653,746 | 606,492 |
| | 3,812,566 | 4,280,157 |
| Disaggregated by geographical location of customers | | |
| Mainland China | 3,812,566 | 4,280,157 |
| Disaggregated by timing of revenue recognition | | |
| Point in time | 3,812,566 | 4,280,157 |

Notes to the Unaudited Interim Financial Report

5 Other income

| | Six months ended 30 June | |
|--|--------------------------|-----------------|
| | 2025 RMB'000 | 2024 RMB'000 |
| Interest income | 2,320 | 6,143 |
| Commission income | 312,256 | 214,434 |
| Rental income | 273 | 305 |
| Government grants | 139 | 1,483 |
| Gain on disposal of items of property, plant and equipment | 7,905 | 11,531 |
| Others | 40,690 | 26,004 |
| | 363,583 | 259,900 |

6 Profit before tax

Profit before tax is arrived at after charging:

| | Six months ended 30 June | |
|---|--------------------------|-----------------|
| | 2025 RMB'000 | 2024 RMB'000 |
| (a) Finance costs: | | |
| Interest on bank and other borrowings | 21,167 | 5,681 |
| Interest on lease liabilities | 8,404 | 10,309 |
| Interest on sale and lease-back liabilities | 238 | 359 |
| | 29,809 | 16,349 |

| | Note | Six months ended 30 June | |
|--|------|--------------------------|-----------------|
| | | 2025 RMB'000 | 2024 RMB'000 |
| (b) Staff costs: | | | |
| Salaries, wages and other benefits | | 144,038 | 132,576 |
| Contributions to defined contribution retirement plans | (i) | 19,108 | 16,993 |
| Equity settled share-based transactions (Note 21) | | 1,101 | (6,317) |
| | | 164,247 | 143,252 |



Notes to the Unaudited Interim Financial Report

6 Profit before taxation (continued)

Profit before taxation is arrived at after charging: (continued)

- (i) Employees of the Group's PRC subsidiaries are required to participate in defined contribution retirement schemes administered and operated by the local municipal governments where the subsidiaries are registered. The Group's PRC subsidiaries contribute funds which are calculated on certain percentages of the average employee salary as agreed by the respective local municipal government to the schemes to fund the retirement benefits of the employees. The Group remits all pension fund contributions to the respective tax bureau, which are responsible for the payment and liabilities relating to the pension funds.

The Company's and its subsidiaries' contributions made to the above defined contribution schemes are non-refundable and cannot be used to reduce the future or existing level of contribution of the Company and its subsidiaries should any forfeiture be resulted from the schemes.

The Group has no other material obligation for the payment of retirement benefits other than the contributions described above.

| | Six months ended 30 June | |
|---------------------------------------|--------------------------|-----------------|
| | 2025 RMB'000 | 2024 RMB'000 |
| (c) Other items: | | |
| Cost of inventories (Note 13(b)) | 3,761,486 | 4,017,800 |
| Depreciation | | |
| — Owned property, plant and equipment | 42,687 | 48,980 |
| — Right-of-use assets | 37,481 | 34,917 |
| — Investment properties | 3,140 | 1,809 |
| Amortisation of intangible assets | 19,177 | 19,717 |
| Operating lease charges | 3,472 | 720 |
| Auditors' remuneration | | |
| — Audit services | — | — |
| — Other services | 1,500 | — |

Notes to the Unaudited Interim Financial Report

7 Income tax

| | Six months ended 30 June | |
|---|--------------------------|-----------------|
| | 2025 RMB'000 | 2024 RMB'000 |
| Current tax: | | |
| Provision for PRC income tax for the period | 17,808 | 21,812 |
| Deferred tax: | | |
| Origination and reversal of temporary differences | (16,269) | (1,010) |
| | 1,539 | 20,802 |

- (i) The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Act of the Cayman Islands and accordingly is not subject to income tax.
- (ii) No provision for Hong Kong Profits Tax was made for the Group's subsidiaries located in Hong Kong as the subsidiaries did not have assessable profits subject to Hong Kong Profits Tax during the Period.
- (iii) The PRC subsidiaries of the Group are subject to the PRC Corporate Income Tax rate of 25%, except for Chengdu Baichuanjinbao Auto Sales and Services Co., Ltd. ("Chengdu Jinbao"), Chengdu Baichuanxinbao Auto Sales and Services Co., Ltd. ("Chengdu Xinbao") and Hainan Liya Holding Co., Ltd. ("Hainan Liya"). Chengdu Jinbao and Chengdu Xinbao were incorporated in Chengdu for car dealership business and were granted a preferential rate of 15% for the development of the Western region for nine years starting from 2022. Hainan Liya was incorporated in Hainan for automobile accessories business and was granted a preferential rate of 15% for Hainan Free Trade Port from 2022.
- (iv) Two subsidiaries of the Group, incorporated in Harbin and Xiamen for 4S dealership business, were granted a preferential tax rate of 5% under the Reduction of Corporate Income Tax for Small and Micro Enterprises, as authorised by the Ministry of Finance and the State Taxation Administration.

Taxation for the Group's PRC subsidiaries is calculated using the estimated annual effective rates of taxation that are expected to be applicable.

8 Earnings per share

The calculation of basic earnings per share for the six months ended 30 June 2025 was based on the profit attributable to equity shareholders of the Company of RMB7,132,000 (six months ended 30 June 2024: RMB33,878,000), and the weighted average number of ordinary shares in issue during the six months ended 30 June 2025 of 611,524,729 (six months ended 30 June 2024: 622,500,000).

No adjustment has been made to the basic earnings per share amount presented for the six months ended 30 June 2025 and 2024 in respect of a dilution as the impact of the share options outstanding had an anti-dilutive effect on the basic earnings per share amounts presented.



Notes to the Unaudited Interim Financial Report

9 Property, plant and equipment

During the six months ended 30 June 2025, the Group acquired property, plant and equipment with original costs of RMB243,027,000 in aggregate (six months ended 30 June 2024: RMB55,240,000). Items of property, plant and equipment with a net book value of RMB49,425,000 were disposed of during the six months ended 30 June 2025 (six months ended 30 June 2024: RMB69,997,000), resulting in net gain on disposal of RMB7,905,000 (six months ended 30 June 2024: RMB11,531,000).

10 Right-of-use assets

Additions to the right-of-use assets for the six months ended 30 June 2025 amounted to RMB516,899,000 (six months ended 30 June 2024: RMB59,837,000) due to new leases of building and land use right.

11 Intangible assets

| | Office software RMB'000 | Car Dealerships RMB'000 | Total RMB'000 |
|--|----------------------------|----------------------------|------------------|
| Cost: | | | |
| At 1 January 2024 | 55,734 | 1,029,616 | 1,085,350 |
| Write-off (Note i) | — | (31,357) | (31,357) |
| At 31 December 2024 and 1 January 2025 | 55,734 | 998,259 | 1,053,993 |
| Additions | — | — | — |
| At 30 June 2025 | 55,734 | 998,259 | 1,053,993 |
| Accumulated amortisation: | | | |
| At 1 January 2024 | (24,904) | (183,363) | (208,267) |
| Charge for the year | (5,096) | (34,233) | (39,329) |
| Eliminated on write-off (Note i) | — | 4,160 | 4,160 |
| At 31 December 2024 and 1 January 2025 | (30,000) | (213,436) | (243,436) |
| Charge for the period | (2,539) | (16,638) | (19,177) |
| At 30 June 2025 | (32,539) | (230,074) | (262,613) |
| Net book value: | | | |
| At 30 June 2025 | 23,195 | 768,185 | 791,380 |
| At 31 December 2024 | 25,734 | 784,823 | 810,557 |

The car dealerships arise from business combinations and relate to relationships with automakers, with an estimated useful life of 30 years. The fair value of the car dealerships as at the respective acquisition date was determined by using the multiple excess earning method.

The amortization charge for the Period is included in administrative expenses and selling and distribution expenses in the consolidated statement of profit or loss.

Note:

- (i) Due to the closure of a retail shop of Jaguar-Land Rover in Foshan area during last year, related intangible assets and goodwill of approximately RMB27.2 million and RMB10.7 million (Note 12), have been written off and recognised in the line of "other income, gains or losses" in the consolidated statement of profit or loss of last year.

Notes to the Unaudited Interim Financial Report

12 Goodwill

| | RMB'000 |
|--|----------------|
| Cost: | |
| At 1 January 2024 | 1,030,656 |
| Write-off (Note 11(ii)) | (10,681) |
| At 31 December 2024 and 30 June 2025 | 1,019,975 |
| Accumulated impairment losses: | |
| At 1 January 2024, 31 December 2024 and 30 June 2025 | (652,031) |
| Carrying amount: | |
| At 31 December 2024 and 30 June 2025 | 367,944 |

13 Inventories

a) Inventories in the consolidated statement of financial position comprise:

| | At 30 June 2025 RMB'000 | At 31 December 2024 RMB'000 |
|---------------------------------|-------------------------------|-----------------------------------|
| Motor vehicles | 655,622 | 783,766 |
| Spare parts and accessories | 65,726 | 73,737 |
| | 721,348 | 857,503 |
| Less: Provision for inventories | (26,867) | (28,404) |
| | 694,481 | 829,099 |

Inventories with a carrying amount of RMB130,733,000 were pledged as security for bank loans and other borrowings as at 30 June 2025 (31 December 2024: RMB67,734,000) (Note 18).

Inventories with a carrying amount of RMB236,179,000 were pledged as security for bills payable as at 30 June 2025 (31 December 2024: RMB281,094,000) (Note 19).

b) The analysis of the amount of inventories recognized as an expense and included in profit or loss is as follows:

| | Six months ended 30 June | |
|---|--------------------------|-----------------|
| | 2025 RMB'000 | 2024 RMB'000 |
| Carrying amount of inventories sold | 3,759,949 | 4,020,240 |
| Reversal of (write-down of) inventories | 1,537 | (2,440) |
| | 3,761,486 | 4,017,800 |



Notes to the Unaudited Interim Financial Report

14 Trade receivables

As at the end of the Period, the ageing analysis of trade receivables, based on the invoice date (or date of revenue recognition, if earlier), is as follows:

| | At 30 June 2025 RMB'000 | At 31 December 2024 RMB'000 |
|--------------------|-------------------------------|-----------------------------------|
| Within 3 months | 103,055 | 76,810 |
| 3 to 6 months | 9,671 | 247 |
| 6 months to 1 year | 16,674 | 260 |
| | 129,400 | 77,317 |

All of the trade receivables are expected to be recovered within one year. Management has a credit policy in place and the exposure to these credit risks are monitored on an ongoing basis. There was no significant loss allowance recognised for trade receivables as at 30 June 2025 and 31 December 2024.

15 Prepayments, other receivables and other assets

| | At 30 June 2025 RMB'000 | At 31 December 2024 RMB'000 |
|---|-------------------------------|-----------------------------------|
| Prepayments | 172,194 | 157,037 |
| Prepayment for acquisition of creditors' right (Note) | 89,721 | 385,996 |
| Other receivables | 240,554 | 174,700 |
| Rebate receivables | 233,746 | 291,125 |
| Value-added tax recoverable | 26,502 | 40,460 |
| | 762,717 | 1,049,318 |
| Less: Long-term prepayments | (89,900) | (386,175) |
| Provision for impairment of other receivables | (15,240) | (15,240) |
| Current portion | 657,577 | 647,903 |

Note:

On 7 November 2024, the Group entered into a creditor's rights transfer agreement ("Creditor's Rights Transfer Agreement") with Mengshang Bank Co., Ltd. ("Mengshang Bank"), pursuant to which Mengshang Bank agreed to transfer the creditor's rights ("Creditor's Rights") set forth in the Creditor's Rights Transfer Agreement to the Group at a cash consideration of approximately RMB965.0 million. The purpose of the acquisition of the Creditor's Rights is for the Group to acquire the assets pledged as collaterals by realising its rights as creditor. During the Period, the Group has paid off the remaining of the consideration in aggregated amount of approximately RMB579.0 million. The transaction with Mengshang Bank has not been fully completed before 30 June 2025. Details are set out in the circular of the Company dated 5 March 2025 and announcements of the Company dated 7 November 2024 and 20 March 2025.

Notes to the Unaudited Interim Financial Report

16 Pledged bank deposits

| | At 30 June 2025 RMB'000 | At 31 December 2024 RMB'000 |
|---|-------------------------------|-----------------------------------|
| Restricted guarantee deposits in respect of: | | |
| Bills payable | 377,874 | 430,170 |

The bank deposits pledged for bills payable will be released upon the settlement of relevant bills payable.

17 Cash and cash equivalents and restricted cash

| | At 30 June 2025 RMB'000 | At 31 December 2024 RMB'000 |
|---|-------------------------------|-----------------------------------|
| Cash at banks and on hand | 508,548 | 450,605 |
| Restricted cash | 3,029 | 13,445 |
| | 511,577 | 464,050 |
| Less: Restricted cash | (3,029) | (13,445) |
| Cash and cash equivalents in the consolidated statement of financial position | 508,548 | 450,605 |

18 Interest-bearing bank and other borrowings

The analysis of the carrying amount of Interest-bearing bank and other borrowings is as follows:

| | At 30 June 2025 RMB'000 | At 31 December 2024 RMB'000 |
|------------------|-------------------------------|-----------------------------------|
| Bank loans | | |
| — secured | 350,379 | — |
| — unsecured | 339,600 | 359,168 |
| | 689,979 | 359,168 |
| Other borrowings | | |
| — secured | 157,887 | 79,277 |
| Total | 847,866 | 438,445 |



Notes to the Unaudited Interim Financial Report

18 Interest-bearing bank and other borrowings (continued)

The carrying amounts of the above borrowings are analysed based on contractual repayment date as follows:

| | At 30 June 2025 RMB'000 | At 31 December 2024 RMB'000 |
|------------------------------|-------------------------------|-----------------------------------|
| Analysed into: | | |
| Bank loans | | |
| Within one year or on demand | 339,979 | 359,168 |
| In the seventh year | 350,000 | — |
| | 689,979 | 359,168 |
| Other borrowings | | |
| Within one year or on demand | 157,887 | 79,277 |
| Total | 847,866 | 438,445 |

Certain of the Group's bank loans and other borrowings are secured by pledges over the Group's inventories, which had a carrying amount of RMB130,733,000 as at 30 June 2025 (31 December 2024: RMB67,734,000) (Note 13) and over the properties, which had an aggregate carrying amount of approximately RMB161,784,000 (31 December 2024: nil).

19 Trade and bills payables

| | At 30 June 2025 RMB'000 | At 31 December 2024 RMB'000 |
|----------------|-------------------------------|-----------------------------------|
| Trade payables | 109,146 | 88,291 |
| Bills payable | 733,208 | 793,853 |
| | 842,354 | 882,144 |

Notes to the Unaudited Interim Financial Report

19 Trade and bills payables (continued)

As at the end of the Period, the ageing analysis of trade and bills payables, based on the invoice date, is as follows:

| | At 30 June 2025 RMB'000 | At 31 December 2024 RMB'000 |
|------------------------------------|-------------------------------|-----------------------------------|
| Within 3 months | 832,291 | 661,490 |
| Over 3 months but within 6 months | 5,533 | 220,168 |
| Over 6 months but within 12 months | 4,287 | 5 |
| Over 1 year | 243 | 481 |
| Trade and bills payables | 842,354 | 882,144 |

Bills payables were secured by inventories with a carrying amount of RMB236,179,000 as at 30 June 2025 (31 December 2024: RMB281,094,000) (Note 13) and pledged bank deposits with a carrying amount of RMB377,874,000 as at 30 June 2025 (31 December 2024: RMB430,170,000) (Note 16).

20 Acquisition of a subsidiary

With reference to the Company's circular dated 5 March 2025, on 7 November 2024, the Group entered into the Creditor's Rights Transfer Agreement with Mengshang Bank, pursuant to which Mengshang Bank agreed to transfer the Creditor's Rights set forth in the Creditor's Rights Transfer Agreement to the Group at a cash consideration of approximately RMB965.0 million. The purpose of the acquisition of the Creditor's Rights is for the Group to acquire the assets pledged as Collaterals by realising its rights as creditor. The consideration was fully settled at the end of the Period.

For the Collaterals, it included the equity interest of Jiguang Real Estate, the business of Jiguang Xinghui and the two properties located in Beijing.

During the Period, the equity interest of Jiguang Real Estate which was a part of the Collaterals, was transferred to the Group, while the transferred equity interest did not actively engage in any business, and accordingly in the opinion of the directors, the transfer of the equity interest did not constitute a business combination but an acquisition of assets and liabilities. The remaining part of the Collaterals is expected to be realised by the end of 2025.

Details were disclosed in the announcements of the Group dated 20 March 2025 and 7 November 2024, and the circular dated 5 March 2025.



Notes to the Unaudited Interim Financial Report

20 Acquisition of a subsidiary (continued)

The assets and liabilities of the equity interest of Jiguang Real Estate at the date of acquisition were as follows:

| | 2025 RMB'000 |
|---|-----------------|
| Cash and cash equivalents | 1,767 |
| Prepayments, other receivables and other assets | 73,444 |
| Property, plant and equipment | 145,688 |
| Investment properties | 286,356 |
| Right-of-use assets | 465,119 |
| Other payables and accruals | (97,105) |
| Assets and liabilities recognised at the date of acquisition | 875,269 |
| Satisfied by: | |
| Allocated acquisition consideration of Jiguang Real Estate (Note) | (875,269) |
| Net cash flow on acquisition | |
| Cash and cash equivalents in the entities acquired | 1,767 |
| Net cash outflow from the acquisitions | (873,502) |

Note:

| The Collaterals | Allocated Consideration RMB'000 |
|---|---------------------------------------|
| 100% equity interest of Jiguang Real Estate | 875,269 |
| Business of Jiguang Xinghui Group | 34,076 |
| Two properties located in Beijing | 55,645 |
| | 964,990 |

Notes to the Unaudited Interim Financial Report

21 Equity settled share-based transactions

Pursuant to the share option scheme ("Share Option Scheme") effective on 17 June 2021, 9,800,000 share options of the Company were approved for granting to core employees of the Group on 1 September 2021 (the "Grant Date"). The exercise price of the share option granted is HK\$8.264 per share, as determined based on the average Stock Exchange closing price of the Company's shares for the five business days immediately preceding the offer date.

Pursuant to the share award scheme ("Share Award Scheme") effective on 28 August 2024, 14,962,000 share awards of the Company were approved for granting to core employees of the Group on 15 April 2025 (the "Grant Date").

The share options/awards are subject to various lock-up period of 1 year, 2 years, 3 years and 4 years, respectively, immediately from the Grant Date. During the lock-up period, these shares are not transferrable, nor subject to any guarantee or indemnity.

Subject to fulfilment of all vesting conditions under the Share Option Scheme and the Share Award Scheme, the restriction over the share options/awards will be removed after the expiry of the corresponding lock-up period for each tranche and the participants will be fully entitled to these incentive share options/awards. If the vesting conditions are not fulfilled and hence the share options/awards cannot be unlocked, all the unvested or outstanding share options/awards not yet vested shall be immediately forfeited.

(a) The terms and conditions of the grants are as follows:

| | Number of instruments | Vesting conditions | Contractual life of options/ awards |
|------------------------------------|--------------------------|------------------------------------|---|
| Options/awards granted: | | | |
| — on 1 September 2021 | 2,450,000 | One year from the date of grant | 10 years |
| — on 1 September 2021 | 2,450,000 | Two years from the date of grant | 10 years |
| — on 1 September 2021 | 2,450,000 | Three years from the date of grant | 10 years |
| — on 1 September 2021 | 2,450,000 | Four years from the date of grant | 10 years |
| — on 15 April 2025 | 2,888,350 | One year from the date of grant | 4 years |
| — on 15 April 2025 | 2,888,350 | Two years from the date of grant | 4 years |
| — on 15 April 2025 | 2,888,350 | Three years from the date of grant | 4 years |
| — on 15 April 2025 | 6,296,950 | Four years from the date of grant | 4 years |
| Total share/awards options granted | 24,762,000 | | |



Notes to the Unaudited Interim Financial Report

21 Equity settled share-based transactions (continued)

- (b) The number of share options/awards and weighted average exercise prices of share options are as follows:

| | At 30 June 2025 | | At 31 December 2024 | |
|---|---------------------------------|------------------------|---------------------------------|------------------------|
| | Weighted average exercise price | Number of options '000 | Weighted average exercise price | Number of options '000 |
| Outstanding at the beginning of the period/year | HK\$8.264 | 3,000 | HK\$8.264 | 8,800 |
| Granted during the period/year | — | 14,962 | — | — |
| Forfeited during the period/year | — | — | — | (5,800) |
| Outstanding at the end of the period/year | HK\$8.264 | 17,962 | HK\$8.264 | 3,000 |
| Exercisable at the end of the period/year | HK\$8.264 | 2,250 | HK\$8.264 | 2,250 |

No options/awards were exercised during the six months ended 30 June 2025 (2024: RMB nil). Total expenses of RMB1,101,000 (six months ended 30 June 2024: Reversal of provision of share-based expenses of RMB6,317,000) were recognized as staff costs during the six months ended 30 June 2025.

22 Capital, reserves and dividends

(a) Dividends

- (i) Proposed dividends:

| | Six months ended 30 June | |
|---|--------------------------|-----------------|
| | 2025 RMB'000 | 2024 RMB'000 |
| No interim dividend was proposed after the end of the reporting period (six months ended 30 June 2024: RMB3 cents per ordinary share) | — | 18,675 |

- (ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved during the interim period.

| | Six months ended 30 June | |
|---|--------------------------|-----------------|
| | 2025 RMB'000 | 2024 RMB'000 |
| Final dividend in respect of the previous financial year, approved during the following interim period, of RMB2 cents per ordinary share (six months ended 30 June 2024: RMB3 cents per ordinary share) | 12,326 | 18,675 |

Notes to the Unaudited Interim Financial Report

22 Capital, reserves and dividends (continued)

(a) Dividends (continued)

(iii) Other dividends

During the six months ended 30 June 2025, no dividends were declared and paid by subsidiaries of the Group to non-controlling shareholders (six months ended 30 June 2024: RMB nil).

(b) Share capital

The share capital of the Group represents the issued capital of the Company at the end of the respective reporting periods.

Movements in the authorized share capital of the Company during the period are as follows:

| | At 30 June 2025 | | At 31 December 2024 | |
|--|-----------------------------------|----------------------|-----------------------------------|----------------------|
| | Number of shares (thousand) | Amount HK\$('000) | Number of shares (thousand) | Amount HK\$('000) |
| Ordinary shares, authorized: | | | | |
| Ordinary shares of HK\$0.01 each | 622,500 | 6,225 | 622,500 | 6,225 |
| Ordinary shares, issued and fully paid: | | | | |
| At 31 December 2024 and 30 June 2025 | 622,500 | 6,225 | 622,500 | 6,225 |
| RMB equivalent ('000) | | 5,180 | | 5,180 |

During the six months ended 30 June 2025, 5,481,000 shares were purchased through the Stock Exchange with the aggregate consideration amount of approximately RMB4,659,000 (six months ended 30 June 2024: RMB nil).



Notes to the Unaudited Interim Financial Report

23 Commitments

Capital commitments outstanding at 30 June 2025 not provided in the interim financial report:

| | At 30 June 2025 RMB'000 | At 31 December 2024 RMB'000 |
|-----------------------------------|-------------------------------|-----------------------------------|
| Contracted, but not provided for: | | |
| Property, plant and equipment | 4,012 | 2,545 |

24 Material related party transactions

During the six months ended 30 June 2025, the directors are of the view that the following individual/ companies are related parties of the Group:

| Name of related parties | Relationship |
|--|---|
| Mr. Chou Patrick Hsiao-Po | Controlling shareholder of the Company |
| Chou Dynasty Holding Co.,Ltd. | Controlling shareholder of the Company |
| Beijing Zhoushi Xingye International Trading Co., Ltd. | A fellow subsidiary |
| Beijing Zhoushi Xingye Branding and Management Co., Ltd. | A fellow subsidiary |
| Beijing Zhoushi Xingye Enterprise Management Co., Ltd. | A fellow subsidiary |
| Oule (Hangzhou) Automobile Technology Co., Ltd. | A fellow subsidiary |
| eCapital (China) Leasing Co., Ltd. | A fellow subsidiary |
| Beijing Xiaobo Technology Co., Ltd. | A fellow subsidiary |
| Tianjin Chou International Trading Co., Ltd. | A fellow subsidiary |
| Beijing eCapital Kechuang Technology Group Ltd. (formerly known as eCapital Technology Development Group Ltd.) | Controlled by the brother of the controlling shareholder |
| Sichuan Chuanwu Automobile Import and Export Trade Corporation | A fellow subsidiary of non-controlling interests |
| Chengdu Chuanwu Investment Co., Ltd. | Non-controlling interests |
| Chengdu Riyue Industrial Development Co., Ltd. | Jointly controlled by a fellow subsidiary and non-controlling interests |

Notes to the Unaudited Interim Financial Report

24 Material related party transactions (continued)

(a) Transactions with related parties

In addition to the transactions detailed elsewhere in this financial information, the Group had the following transactions with related parties for the six months ended 30 June 2025 and 2024:

| | Six months ended 30 June | |
|--|--------------------------|-----------------|
| | 2025 RMB'000 | 2024 RMB'000 |
| Lease payments: | | |
| Oule (Hangzhou) Automobile Technology Co., Ltd. | 2,553 | 1,702 |
| Beijing Zhoushi Xingye Enterprise Management Co., Ltd. | 18,126 | 18,544 |
| Beijing Zhoushi Xingye International Trading Co., Ltd. | 522 | 104 |
| Tianjin Chou International Trading Co., Ltd. | 2,284 | 2,284 |
| Chengdu Riyue Industrial Development Co., Ltd. | 686 | 669 |
| | 24,171 | 23,303 |
| Commission income from: | | |
| eCapital (China) Leasing Co., Ltd. | 41 | 224 |
| Sales of motor vehicles: | | |
| eCapital (China) Leasing Co., Ltd. | 5,551 | 12,697 |

| | Six months ended 30 June | |
|--|--------------------------|-----------------|
| | 2025 RMB'000 | 2024 RMB'000 |
| Purchase of services and goods from: | | |
| Beijing Xiaobo Technology Co., Ltd. | — | 236 |
| Beijing Zhoushi Xingye Enterprise Management Co., Ltd. | 7,569 | 7,946 |
| Tianjin Chou International Trading Co., Ltd. | 163 | 136 |
| | 7,732 | 8,318 |
| Interest expense on sale and lease-back transactions: | | |
| eCapital (China) Leasing Co., Ltd. | 238 | 357 |
| Purchase of used cars: | | |
| eCapital (China) Leasing Co., Ltd. | — | 2,855 |



Notes to the Unaudited Interim Financial Report

24 Material related party transactions (continued)

(b) Rental services

Based on IFRS 16, the minimum amount of rent payable by the Group to related parties under the terms of the arrangement in connection with its use of land use rights and buildings had resulted in recognition of a lease liability with the balance of RMB44,468,000 (as at 31 December 2024: RMB53,094,000) and a right-of-use asset with the balance of RMB56,547,000 as at 30 June 2025 (as at 31 December 2024: RMB83,798,000). In addition, the Group recorded depreciation of right-of-use asset of RMB20,915,000 (for the six months ended 30 June 2024: RMB21,437,000) and interest expense of RMB1,577,000 (for the six months ended 30 June 2024: RMB2,874,000) in its consolidated statement of profit or loss for the six months ended 30 June 2025.

(c) Other transactions with related parties

(i) During the six months ended 30 June 2025, the Group sold its motor vehicles to eCapital (China) Leasing Co., Ltd., which were leased back for use by the Group. The proceeds from the sale and lease-back transactions amounted to approximately RMB12,510,000 for the six months ended 30 June 2025 (for the six months ended 30 June 2024: RMB11,686,000). Lease payments of the sale and lease-back transactions amounted to approximately RMB8,747,000 for the six months ended 30 June 2025 (for the six months ended 30 June 2024: RMB11,521,000). The annual interest rates of the sale and lease-back transactions ranged from 5.48% to 14.55%. In addition, rental fees of utilizing the license plates owned by eCapital (China) Leasing Co., Ltd. amounting to approximately RMB611,000 for the six months ended 30 June 2025 (for the six months ended 30 June 2024: RMB564,000) were incurred.

As at 30 June 2025, sale and lease-back liabilities with eCapital (China) Leasing Co., Ltd. were RMB12,315,000 (31 December 2024: RMB8,209,000) and included in amounts due to related parties.

(ii) During the six months ended 30 June 2025, the Group sold its motor vehicles to certain customers and then the customers carried out mortgage arrangements with eCapital (China) Leasing Co., Ltd. The proceeds from sales of motor vehicles of RMB621,000 (for the six months ended 30 June 2024: RMB2,607,000) were then paid by eCapital (China) Leasing Co., Ltd. on behalf of these customers.

(iii) During the six months ended 30 June 2025, the Company obtained bank borrowing of RMB350,000,000 (31 December 2024: nil) secured by properties owned by the fellow subsidiary, Beijing Zhoushi Xingye Enterprise Management Co., Ltd. The fellow subsidiary provided security for the borrowing which is subject to the terms and conditions agreed with the lender. As at 30 June 2025, the outstanding balance of such secured bank borrowing amounting to RMB350,000,000 (31 December 2024: nil).

Notes to the Unaudited Interim Financial Report

24 Material related party transactions (continued)

(d) Balances with related parties

| | At 30 June 2025 RMB'000 | At 31 December 2024 RMB'000 |
|--|-------------------------------|-----------------------------------|
| Amounts due from related parties: | | |
| eCapital (China) Leasing Co., Ltd. | 4,412 | 6,465 |
| Beijing Zhoushi Xingye Enterprise Management Co., Ltd. | 9,459 | 9,459 |
| Chengdu Riyue Industrial Development Co., Ltd. | 35 | 33 |
| | 13,906 | 15,957 |
| Amounts due to related parties: | | |
| eCapital (China) Leasing Co., Ltd. | 12,324 | 8,209 |
| Beijing Zhoushi Xingye Enterprise Management Co., Ltd. | 41,868 | 39 |
| | 54,192 | 8,248 |

(e) Compensation of key management personnel of the Group:

| | Six months ended 30 June | |
|--|--------------------------|-----------------|
| | 2025 RMB'000 | 2024 RMB'000 |
| Short-term employee benefits | 2,634 | 2,295 |
| Contributions to defined contribution retirement plans | 210 | 144 |
| Equity settled share-based transactions | 637 | (6,317) |
| | 3,481 | (3,878) |



百得利控股有限公司
BetterLife Holding Limited