



AUTO ITALIA

**AUTO ITALIA HOLDINGS LIMITED**

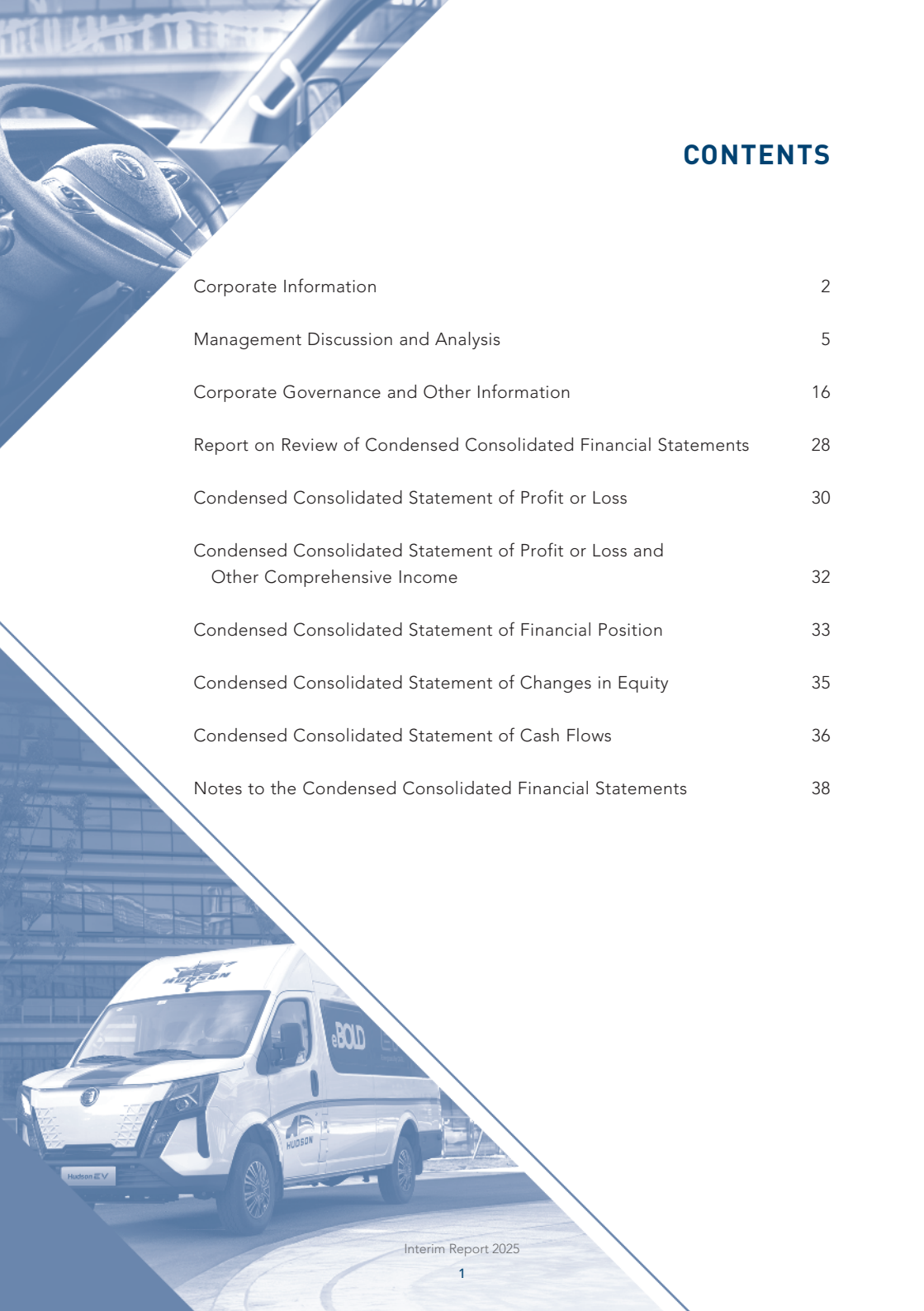
**意達利控股有限公司**

(Incorporated in Bermuda with limited liability)

Stock Code: 720

## INTERIM REPORT **2025**





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# CORPORATE INFORMATION

## DIRECTORS

### Executive Directors

Mr. CHONG Tin Lung Benny (*Executive Chairman and Chief Executive Officer*)

Mr. LI Shaofeng

Mr. LIN Chun Ho Simon

### Non-executive Director

Ms. HANG Qingli

### Independent Non-executive Directors

Mr. KONG Kai Chuen Frankie

Mr. TO Chun Wai

Dr. SHAM Chung Ping Alain

## BOARD COMMITTEES

### Audit Committee

Mr. KONG Kai Chuen Frankie (*Chairman*)

Mr. TO Chun Wai

Dr. SHAM Chung Ping Alain

### Remuneration Committee

Mr. TO Chun Wai (*Chairman*)

Mr. CHONG Tin Lung Benny

Mr. KONG Kai Chuen Frankie

Dr. SHAM Chung Ping Alain

### Nomination Committee

Mr. CHONG Tin Lung Benny (*Chairman*)

Ms. HANG Qingli (*appointed on 1 July 2025*)

Mr. KONG Kai Chuen Frankie

Mr. TO Chun Wai

Dr. SHAM Chung Ping Alain

### Executive Directors' Committee

Mr. CHONG Tin Lung Benny (*Chairman*)

Mr. LIN Chun Ho Simon

## COMPANY SECRETARY

Ms. KWONG Yin Ping Yvonne

## AUTHORISED REPRESENTATIVES

Mr. CHONG Tin Lung Benny

Ms. KWONG Yin Ping Yvonne

## REGISTERED OFFICE

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

28/F, Viva Place

36 Heung Yip Road

Wong Chuk Hang, Hong Kong

Tel: (852) 2365 0269

Fax: (852) 2469 9927

E-mail: [info@autoitalia.com.hk](mailto:info@autoitalia.com.hk)

## PRINCIPAL BANKER

China CITIC Bank International Limited

## LEGAL ADVISORS

### As to Hong Kong Law

Sidley Austin LLP

### As to Bermuda Law

Ocorian Law (Bermuda) Limited

## AUDITOR

Deloitte Touche Tohmatsu

*Certified Public Accountants*

*Registered Public Interest Entity Auditor*

35th Floor, One Pacific Place

88 Queensway

Hong Kong

## Corporate Information

### **PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA**

Ocorian Management (Bermuda) Limited  
Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10  
Bermuda

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

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

### **STOCK CODE**

The Stock Exchange of Hong Kong Limited: 720

### **WEBSITE ADDRESS**

[www.autoitalia.com.hk](http://www.autoitalia.com.hk)



## MANAGEMENT DISCUSSION AND ANALYSIS

The board (the “**Board**”) of directors (the “**Director(s)**”) of Auto Italia Holdings Limited (the “**Company**”) is pleased to announce the unaudited interim results of the Company and its subsidiaries (collectively, the “**Group**”) for the six months ended 30 June 2025.

### FINANCIAL REVIEW

#### Revenue

##### *Property Investment Division*

For the period ended 30 June 2025, the Property Investment Division recorded a rental income of HK\$13.2 million for leasing the properties of the Group to third parties in Hong Kong and Scotland (2024: HK\$13.2 million). The rental income remained stable in 2025.

##### *Car Division*

For the six months ended 30 June 2025, the Car Division reported revenue of HK\$6.0 million, a notable increase from HK\$2.4 million recorded in the same period of 2024. This remarkable year-on-year growth was mainly driven by the acquisition of Hudson Holding Limited and its subsidiaries (the “**Hudson Group**”) on 29 October 2024, which contributed HK\$5.8 million to the division’s revenue during the period. This development underscores the Group’s strategic initiatives to broaden its revenue base and capture new opportunities in an expanding market.

##### *Financial Investments and Services Division*

Amid the prevailing market turbulence, the Group has adopted a cautious approach in its lending business to mitigate the risk of loan defaults and non-performing debts. As at 30 June 2025 and 2024, the Group did not have any outstanding loan lent to customers. Hence, no revenue was recorded.

## Management Discussion and Analysis

### **Cost of Sales and Gross Profit**

Gross profit decreased by HK\$0.3 million to HK\$10.4 million (2024: HK\$10.7 million). The slight decline was primarily attributable to the weaker performance of the Investment Property Division, partially offset by the solid contribution from the Car Division. However, as the car industry generally operates with structurally lower gross profit margins compared to the property investment sector, the shift in revenue mix resulted in a contraction in overall gross profit margin by 14.5 percentage points to 54.1% during the reporting period (2024: 68.6%).

### **Other Income**

For the period ended 30 June 2025, other income amounted to HK\$0.11 million (2024: HK\$0.12 million). The decrease of HK\$0.01 million was mainly caused by reduction of commission income in the Car Division but partially offset by the bank interest income of time deposits maintained in United Kingdom.

### **Other Gains and Losses**

Other gains and losses amounted to a net gain of HK\$36.9 million (2024: net loss of HK\$62.4 million) which mainly represented unrealized fair value loss of investment of an associate of HK\$1.1 million (2024: HK\$60.2 million) measured at fair value through profit or loss, net fair value gain of investment properties of HK\$16.1 million (2024: fair value loss of HK\$3.0 million) and fair value gain on financial assets of HK\$21.6 million (2024: HK\$0.7 million) measured at fair value through profit or loss.

### **Selling and Distribution Costs and Administrative Expenses**

Selling and distribution costs and administrative expenses during the period aggregated to HK\$17.8 million (2024: HK\$11.7 million). The net increase of HK\$6.1 million was mainly caused by legal and professional fee, staff cost and marketing expense in NEV business which was acquired in October 2024.

### Finance Costs

Finance costs during the period increased to HK\$17.2 million (2024: HK\$16.5 million) which was mainly caused by increase in interests on bank and other borrowings by HK\$0.6 million to HK\$15.1 million (2024: HK\$14.5 million).

### Life Science Investment section

As at 30 June 2025, the Group held 51,847,997 Series A Preferred Shares of Chime Biologics Limited ("**CBL**"). The principal activity of CBL is provision of biologics contract development and manufacturing services. The Group's investment cost in CBL was US\$32 million.

For the six months ended 30 June 2025, CBL generated unaudited consolidated revenue of US\$13.6 million (compared to US\$12.0 million in the first half of 2024) and recorded an unaudited consolidated operating loss of US\$6.4 million (compared to a loss of US\$4.1 million in the first half of 2024).

As at 30 June 2025, the fair value of the Group's investment in CBL was HK\$39.7 million, which represented approximately 4.5% of the Group's total assets. For the six months ended 30 June 2025, the Group's investment in CBL recorded an unrealized fair value loss of HK\$1.1 million (2024: HK\$60.2 million) through profit or loss.

### Profit (loss) Attributable to Shareholders

Profit attributable to shareholders of the Company for the six months ended 30 June 2025 was HK\$8.4 million (2024: loss of HK\$76.9 million). It was primarily contributed by a decrease in unrealized fair value loss from the Group's investment in an associate measured at fair value through profit or loss, amounting to approximately HK\$1.1 million for the current period as compared with approximately HK\$60.2 million in the previous period and a net unrealized fair value gain of approximately HK\$16.1 million arising from investment properties for the current period, as compared with a fair value loss of approximately HK\$3.0 million in the previous period.

## Management Discussion and Analysis

### Liquidity and Financial Resources

#### **Cash Flow**

During the period ended 30 June 2025, the Group financed its operations and investments through cash generated from the Group's operations, as well as bank and other borrowings. The Group successfully secured borrowings of HK\$31.2 million. Additionally, the Group repaid bank borrowing of HK\$20.1 million.

#### **Cash and Cash Equivalents**

As at 30 June 2025, the Group had cash and cash equivalents (including pledged bank deposits) of HK\$17.0 million as compared with HK\$21.4 million as at 31 December 2024, which were denominated in Pound Sterling (as to 84.3%), Hong Kong dollars (as to 12.3%) and Renminbi (as to 3.1%).

#### **Bank and Other Borrowings, Loan from a non-controlling member of a subsidiary, Loan from a related party, Loan from a shareholder and Promissory Notes**

As at 30 June 2025, the Group had bank and other borrowings, loan from a non-controlling member of a subsidiary, loan from a related party, loan from a shareholder and promissory notes totaling HK\$527.0 million (31 December 2024: HK\$481.6 million), of which HK\$234.5 million were repayable more than one year (31 December 2024: HK\$197.1 million were repayable more than one year). The Group's debt to equity ratio for the period ended 30 June 2025 decreased to 173.9% from 180.0% for the year ended 31 December 2024 based on the total of bank and other borrowings, loan from a non-controlling member of a subsidiary, loan from a related party, loan from a shareholder and promissory notes totaling HK\$527.0 million (31 December 2024: HK\$481.6 million) and total equity of HK\$303.0 million (31 December 2024: HK\$267.5 million).

The decrease in debt to equity ratio resulted from the net effects of an increase in equity, driven by the fair value gains on investment properties and financial assets at FVTPL, and an increase in other borrowings.



## Management Discussion and Analysis

The bank borrowing represents a bank loan which was secured by an investment property in Hong Kong and pledged bank deposit which is repayable in instalments over a period of 3 years, with a repayment on demand clause and carry interest at variable market rates of Hong Kong Interbank Offered Rate plus 2% per annum. The bank borrowing has been fully repaid in April 2025 (31 December 2024: HK\$20.4 million). The promissory note has maturity of seven years until March 2028 and carry interest at 8% per annum ("**Promissory Note 1**"). Due to the acquisition of the Hudson Group, the Company issued another promissory note having maturity of 3 years and without interest ("**Promissory Note 2**"). For the period ended 30 June 2025, the Group incurred interest expense of HK\$1.1 million for Promissory Note 1 and the balance of Promissory Note 1 as at 30 June 2025 is HK\$33.0 million. The fair value of Promissory Note 2 as at 30 June 2025 is HK\$45.8 million.

The other borrowings of HK\$268.3 million, secured by an investment property in Scotland, and loan from a non-controlling member of a subsidiary have maturity in October 2025 and carry interest at 8.5% and 10% per annum respectively. Additionally, unsecured borrowings totaling HK\$132.4 million carry interest rates ranging from 2% to 9% per annum, with maturities spanning from 2026 to 2028. For the period ended 30 June 2025, the Group incurred total interest expenses of HK\$15.1 million on secured and unsecured other borrowings with a balance of HK\$400.7 million, and HK\$0.5 million on a loan from a non-controlling interest in a subsidiary, which had a balance of HK\$13.2 million.

The loan from a shareholder of HK\$ 23.3 million is unsecured, carries interest at 7% per annum and will be matured in April 2028. For the period ended 30 June 2025, the Group incurred interest expense of HK\$0.3 million on this loan.

### **Loan Receivables**

During the current period of market distress, the Group has continued to adopt a prudent and cautious approach to balance the return and risk of the financing activities. As at 30 June 2025 and 31 December 2024, the Group did not have any outstanding secured loan lent to customers.

## Management Discussion and Analysis

### Foreign Exchange Exposure

The Group currently does not have a foreign currency hedging policy. The Group manages its foreign exchange exposure by monitoring the matching of the currency of its debt with (i) the collateral assets; and (ii) the debt servicing income derived from its business activities. During the period ended 30 June 2025, loan secured by property in Scotland was denominated in Pound Sterling and serviced by income from Scotland denominated in Pound Sterling.

Due to the appreciation of the Pound Sterling over the period, a positive exchange difference arising on translation of foreign operations of approximately HK\$16 million was recorded during the period (2024: negative exchange difference of approximately HK\$0.8 million).

### Pledge of Assets

As at 30 June 2025, certain of the Group's bank deposit and properties totaling HK\$521.1 million (31 December 2024: bank deposit and properties totaling HK\$458.9 million) were pledged as securities for relevant borrowings.

## CAPITAL EXPENDITURES, COMMITMENTS AND CONTINGENT LIABILITIES

As at 30 June 2025, the Group had total capital commitment of HK\$6.6 million (31 December 2024: HK\$6.9 million), all capital commitments as at 30 June 2025 are contracted but not provided for. The capital commitment primarily related to addition of equipment for Electric Vehicle ("EV") business. These capital commitments are expected to be financed by internal resources of the Group.

As at 30 June 2025 and 31 December 2024, the Group had no material contingent liabilities.

## EVENTS AFTER REPORTING PERIOD

Reference is made to the announcement of the Company dated 28 April 2025 in relation to the business update of the Group's Maserati dealership business, subsequent to the reporting period, the Group has terminated the car dealership business in Wuhan. Saved as disclosed above, there are no material subsequent events after the end of the reporting period.

### HUMAN RESOURCES AND CHARITY

As at 30 June 2025, the Group employed a total of 36 employees in Hong Kong and Mainland China. The Group believes that employees are all pivotal to our development and representing the most valuable asset for supporting our sustainable business growth.

As always, we provided not only competitive remuneration packages and benefits programs to our employees, but also provided reasonable and safe working environment, as well as supporting employee's continued education to uncover their hidden potential. The Group also continued its contribution to local communities through participation in charitable events such as donations.

### BUSINESS REVIEW

#### Property Investment

The property investment business has formed part of the Group's reportable segments since 2014. The property investment division of the Group oversees and reviews its property portfolio from time to time to enhance returns and holds investment properties to earn rentals or for capital appreciation purposes. The Company funds the operations of the property investment division with its internal resources and banking facility. Our property investments consist principally of a portfolio of an office building in Scotland ("**Capella**"), an industrial building and a car park in Hong Kong.

For our investment properties in Hong Kong and Scotland, the Group continued to earn a rental income of HK\$1.1 million and HK\$12.1 million respectively (2024: HK\$1.1 million and HK\$12.1 million respectively) from leasing the investment properties. During the period, the Group recorded a net unrealised gain on fair value change of investment properties of HK\$16.1 million (2024: fair value loss of HK\$3.0 million).

As at 30 June 2025, approximately 86% of the total net internal area of Capella is subject to various tenancy agreements at a total rental of approximately GBP3.0 million per annum with the expiry date in February 2030 at the latest and a weighted average unexpired lease term to expiry of 4.26 years.

## Management Discussion and Analysis

### Cars

In the first half of 2025, the Group made significant progress in establishing a robust and sustainable presence within the European automotive market. Through strategic organizational enhancements, expanded sales channels, focused product strategies, and active engagement in key industry events, the Group has laid a solid foundation for long-term growth and competitive positioning in Europe's evolving EV landscape.

### Organizational Enhancement and Establishing Local Presence

The Group strategically established two subsidiaries in the Netherlands, serving as the European management headquarters. These subsidiaries are responsible for brand management, sales strategy development, pricing approvals, and unified oversight of European operations. The principal operating entity based in the Netherlands manages vehicle and parts import/export, marketing, channel development, key account sales, and after-sales services within the Benelux region (Netherlands, Belgium, Luxembourg). Additionally, these subsidiaries provide operational coverage and support in European countries where the Group has yet to establish a local presence, thereby facilitating a cohesive regional management framework.

### Sales Channel Development and Agency Expansion

Adopting a “low-investment, quick-return” agency business model has enabled the Group to rapidly expand its sales network across Europe. Leveraging partnerships with local industry insiders, the Group appointed eight agents to date, enhancing market penetration with minimal upfront capital investment while ensuring localized marketing effectiveness. This agile approach allows the Group to quickly adapt to market dynamics and efficiently disseminate its products throughout the region.



## Management Discussion and Analysis

### Focused Product Strategy and Regulatory Milestones

The Group maintained its sales focus on three key EV models within its portfolio during the period. A major milestone was achieved on 28 July 2025, when the Group's Swiss partner successfully completed the official registration and licensing of the eBOLD and eBEAR models in Switzerland. This milestone was complemented by the opening of a dedicated image store in Switzerland to showcase and promote these models, symbolizing the formal importation and regulatory acceptance of the Group's core vehicles in the Swiss market.

The Group has now completed the multi-country regulatory approval process across key European markets including Germany, France, Italy, Poland, the Czech Republic, and Switzerland. This regulatory progress not only underpins compliance with stringent European standards but also supports the Group's strategic expansion and brand establishment efforts in the region. Through technological innovation and targeted marketing, the Group has successfully attracted European consumer attention, reinforcing its competitive positioning.

### Active Engagement in Automotive Industry Events

To drive brand recognition, support channel development, and accelerate sales momentum, the Group actively participated in prominent automotive exhibitions and events during the first half of 2025. Key engagements included:

**Rencontres Flotauto Paris (February 2025):** Participation in this leading fleet management event enabled the Group to showcase its latest EV models to a diverse audience of corporate and public fleet managers across Europe. Extensive media coverage through over 250 outlets amplified the Group's visibility and bolstered its market promotion efforts.

**Lamborghini Super Trofeo Asia Series (July 2025):** As part of its commitment to high-performance electric mobility, the Group engaged in this prestigious motorsport event in South Korea. This high-profile platform further elevated the brand's automotive and racing community presence and facilitated influential industry networking.

## Management Discussion and Analysis

Beyond these events, the Group continues to enhance brand communication through localized Hudson brand websites, local event participation, social media campaigns on platforms such as YouTube, TikTok, and LinkedIn, as well as targeted local media publicity.

### Financial Investments and Services

The Group holds a valid money lender license and successfully renew the license in January 2025. The Group also has adequate infrastructure to support the financial services division such as subscribing to the World-Check database system operated by Reuters to conduct comprehensive background checks of the borrowers and security providers.

To cope with the recent susceptible market sentiments and market volatility, the Group has continued to adopt a prudent and cautious approach to balance the return and risk of the financing activities. As at 30 June 2025 and 31 December 2024, the Group did not have any outstanding secured loan lent to customers.

### Life Sciences Investment section

In the first half of 2025, the CBL continued to achieve great results in both expanding the China and oversea markets, signing a total of 17 contracts and providing over 60 proposals to prospects. As of the end of June 2025, CBL recorded a pre-commercial contract backlog of USD112 million, representing a 61% increase compared to that of June 2024.

In the first half of 2025, CBL successfully completed three commercial-scale performance qualification runs for its second commercial product and produced five batches of commercial-scale production for its first commercial product.

For the overseas market, CBL successfully passed a major audit for its first European late-clinical-stage project in June 2025. This achievement positions the company to capture a larger share of the high-margin, large-scale overseas late-clinical to commercial-stage market segment.



## Management Discussion and Analysis

In addition, CBL established the European Innovation Hub in Basel, Switzerland. The Hub serves as an early-stage R&D center, attracting more European clients to partner with CBL and creating synergies with the large-scale facility in Wuhan.

CBL also launched the Chime Innovation Alliance in collaboration with its key supplier partner, offering one-stop-shop biological drug development and manufacturing solutions for global clients.

Anticipating increased demand for commercial-scale capacity, CBL management accelerated the GMP-2 expansion project. The new GMP-2 facility will provide up to twice the current commercial production capacity of GMP-1 and is expected to commence operations in the first half of 2026.

## OUTLOOK

Building on the progress made in the first half of 2025, the Group remains committed to sustainable growth and leadership in the European EV market. While economic uncertainties and geopolitical tensions may pose challenges, management remains cautious and will work to optimize the financial position, manage costs carefully, and improve operational efficiency. With prudent capital management and ongoing strategic efforts, the Group aims to navigate the market environment responsibly and seek opportunities for sustainable development.

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## INTERIM DIVIDEND

The Board did not declare the payment of an interim dividend for the six months ended 30 June 2025 (2024: Nil).

## DISCLOSURE OF INTERESTS

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

As at 30 June 2025, the interests and short positions of each Director and chief executive of the Company in the shares of the Company (the **"Shares"**), underlying Shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong (the **"SFO"**) as recorded in the register required to be kept under Section 352 of the SFO; or are required, pursuant to the Model Code for Securities Transactions by Directors of the Listed Issuers (the **"Model Code"**) as set out in Appendix C3 to the Rules (the **"Listing Rules"**) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **"Stock Exchange"**), to be notified to the Company and Stock Exchange are as follows:

### Long positions in the Shares and underlying Shares

| Name of Director                       | Capacity                           | Nature of Interest | Number of ordinary Shares held    | Number of underlying Shares    | Total Number of Shares and underlying Shares involved | Approximate percentage of the Company's total issued Shares <sup>(Note 1)</sup> |
|----------------------------------------|------------------------------------|--------------------|-----------------------------------|--------------------------------|-------------------------------------------------------|---------------------------------------------------------------------------------|
| Mr. CHONG Tin Lung Benny ("Mr. Chong") | Beneficial owner                   | Personal interest  | 51,891,000 <sup>(Note 2)</sup>    | 60,000,000 <sup>(Note 2)</sup> | 111,891,000                                           | 1.84%                                                                           |
|                                        | Interest of controlled corporation | Corporate interest | 1,519,016,472 <sup>(Note 3)</sup> | –                              | 1,519,016,472                                         | 24.93%                                                                          |
| Mr. LIN Chun Ho Simon ("Mr. Lin")      | Beneficial owner                   | Personal interest  | 2,377,500 <sup>(Note 4)</sup>     | 30,000,000 <sup>(Note 4)</sup> | 32,377,500                                            | 0.53%                                                                           |
| Mr. LI Shaofeng ("Mr. Li")             | Beneficial owner                   | Personal interest  | 209,000,000 <sup>(Note 5)</sup>   | –                              | 209,000,000                                           | 3.43%                                                                           |



## Corporate Governance and Other Information

### Notes:

1. *The percentage of shareholding is calculated on the basis of the Company's issued share capital of 6,092,515,390 Shares as at 30 June 2025.*
2. *Mr. Chong is beneficially interested in 51,891,000 ordinary Shares and 60,000,000 underlying Shares, representing interests in share options under the share option scheme of the Company, further details of which are set out in the section headed "Share Option Schemes".*
3. *VMS Investment Group Limited ("VMSIG") directly holds 1,214,291,472 Shares (approximately 19.93% of the issued share capital of the Company) and Gustavo International Limited directly holds 304,725,000 Shares (approximately 5.00% of the issued share capital of the Company). Gustavo International Limited is wholly-owned by Maini Investments Limited, Maini Investments Limited is wholly-owned by VMSIG and VMSIG is wholly-owned by Mr. Chong. By virtue of the SFO, Mr. Chong is deemed to be interested in such 24.93% of the issued share capital of the Company.*
4. *Mr. Lin is beneficially interested in 2,377,500 ordinary Shares and 30,000,000 underlying Shares, representing interests in share options under the share option scheme of the Company, further details of which are set out in the section headed "Share Option Schemes".*
5. *Mr. Li is beneficially interested in 209,000,000 ordinary Shares.*

Save as disclosed above, as at 30 June 2025, none of the Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### Arrangement for Directors to acquire Shares or debentures

Save as disclosed in the section headed "**Share Option Scheme**" of this report, at no time during the six months ended 30 June 2025 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors and the Chief Executives (including their spouse and children under 18 years of age) to acquire benefits by means of the acquisition of Shares in or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

## Corporate Governance and Other Information

### Substantial shareholders' interests and short positions in the Shares, underlying Shares and debentures

As at 30 June 2025, so far as is known to the Directors, the persons or corporations (other than the Directors or the chief executives of the Company) who had interests 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 Divisions 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:

#### *Long positions in the Shares and underlying Shares*

| Name of Shareholder(s)           | Nature of Interest                                            | Number of Shares              | Approximate<br>percentage of<br>the Company's<br>total issued<br>Shares <sup>#</sup> |
|----------------------------------|---------------------------------------------------------------|-------------------------------|--------------------------------------------------------------------------------------|
| Gustavo International Limited    | Beneficial owner                                              | 304,725,000 <i>(Note 1)</i>   | 5.00%                                                                                |
| Maini Investments Limited        | Interest of controlled<br>corporation                         | 304,725,000 <i>(Note 1)</i>   | 5.00%                                                                                |
| VMSIG                            | Beneficial owner and<br>interest of controlled<br>corporation | 1,519,016,472 <i>(Note 1)</i> | 24.93%                                                                               |
| Mr. Chong                        | Interest of controlled<br>corporation                         | 1,519,016,472 <i>(Note 1)</i> | 24.93%                                                                               |
| Power Sky Investments<br>Limited | Beneficial owner                                              | 350,000,000 <i>(Note 2)</i>   | 5.74%                                                                                |
| Mr. XU Weidong                   | Interest of controlled<br>corporation                         | 350,000,000 <i>(Note 2)</i>   | 5.74%                                                                                |

<sup>#</sup> Based on the total issued Shares of 6,092,515,390 as at 30 June 2025.



## Corporate Governance and Other Information

### Notes:

1. *Gustavo International Limited is beneficially interested in approximately 5.00% of the issued share capital of the Company. Given Gustavo International Limited is wholly-owned by Maini Investments Limited, Maini Investments Limited will be deemed to be interested in approximately 5.00% of the issued share capital of the Company through its controlled corporation, Gustavo International Limited.*

*Mr. Chong wholly-owns VMSIG, which directly owns approximately 19.93% of the issued share capital of the Company and indirectly owns approximately 5.00% of the issued share capital of the Company through its wholly-owned subsidiary, Maini Investments Limited. VMSIG is thus interested in a total of approximately 24.93% of the issued share capital of the Company. Mr. Chong is also therefore deemed to be interested in such 24.93% of the issued share capital of the Company.*

2. *Power Sky Investments Limited directly holds 350,000,000 Shares. Power Sky Investments Limited is wholly-owned by Mr. XU Weidong. By virtue of the SFO, Mr. XU Weidong is deemed to be interested in the Shares held by Power Sky Investments Limited.*

All interests in Shares and underlying shares of equity derivatives of the Company are long positions. None of the substantial shareholders of the Company held any short positions in the Shares or underlying shares of equity derivatives of the Company.

Save as disclosed above, as at 30 June 2025, the Company had not been notified by any persons or corporations (other than the Directors or the chief executives of the Company) who had interests or short positions in the Shares or underlying Shares which were required to be disclosed to the Company under the provisions of Divisions 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.

## Corporate Governance and Other Information

### SHARE OPTION SCHEME

#### Expired Share Option Scheme

The previous share option scheme (the “**Expired Share Option Scheme**”), which was adopted by the Company on 28 May 2012, expired on 27 May 2022. Save for and except that the rules of the Expired Share Option Scheme remain in full force and effect to the extent necessary to give effect to the exercise of the options granted thereunder prior to its expiry, or otherwise to the extent as may be required in accordance with the rules of the Expired Share Option Scheme. No further options may be granted under the Expired Share Option Scheme upon its expiry.

Under the Expired Share Option Scheme, options were granted to certain Directors and other eligible participants of the Company entitling them to subscribe for shares of HK\$0.02 each of the Company.

Details of the movements in outstanding share options, which have been granted under the Expired Share Option Scheme, during the six months ended 30 June 2025 are set out below:

| Name or category of participants                      | Date of grant<br>(Note 1) | Exercise price<br>(HK\$) | Exercisable period                | As at 1 January 2025 | Granted during the period | Exercised during the period | Cancelled/<br>Lapsed during the period | As at 30 June 2025 |
|-------------------------------------------------------|---------------------------|--------------------------|-----------------------------------|----------------------|---------------------------|-----------------------------|----------------------------------------|--------------------|
| <b>(a) Directors</b>                                  |                           |                          |                                   |                      |                           |                             |                                        |                    |
| Mr. CHONG Tin Lung                                    | 07/10/2020                | 0.1754                   | 27/07/2021 to 26/07/2025 (Note 2) | 60,000,000           | -                         | -                           | -                                      | 60,000,000         |
| Benny                                                 |                           |                          |                                   |                      |                           |                             |                                        |                    |
| Mr. LIN Chun Ho Simon                                 | 27/07/2020                | 0.1754                   | 27/07/2021 to 26/07/2025 (Note 2) | 30,000,000           | -                         | -                           | -                                      | 30,000,000         |
| <b>(b) Other eligible participants</b>                |                           |                          |                                   |                      |                           |                             |                                        |                    |
| Consultants of the Group (the “Consultants”) (Note 3) | 27/07/2020                | 0.1754                   | 27/07/2021 to 26/07/2025 (Note 2) | 90,700,000           | -                         | -                           | -                                      | 90,700,000         |
| Mr. NG Siu Wai (“Mr. Ng”) (Note 4)                    | 07/10/2020                | 0.1754                   | 27/07/2021 to 26/07/2025 (Note 2) | 42,000,000           | -                         | -                           | -                                      | 42,000,000         |
| <b>Total</b>                                          |                           |                          |                                   | <b>222,700,000</b>   |                           |                             |                                        | <b>222,700,000</b> |



## Corporate Governance and Other Information

Notes:

- (1) The closing prices per Share immediately before 27 July 2020 and 7 October 2020 (the dates on which the share options were granted) were HK\$0.172 and HK\$0.170 respectively.
- (2) Share options granted under the Expired Share Option Scheme on 27 July 2020 and 7 October 2020 shall vest in the grantees in accordance with the timetable below (for this purpose, the date or each such date on which the share options are to vest being hereinafter referred to as a “**Vesting Date**”):

| <b>Vesting Date</b>                     | <b>Percentage of Share Options to vest</b> |
|-----------------------------------------|--------------------------------------------|
| First anniversary of the Date of Offer  | 40% of the total number of options         |
| Second anniversary of the Date of Offer | 30% of the total number of options         |
| Third anniversary of the Date of Offer  | 30% of the total number of options         |

- (3) These share options are conditionally granted on 27 July 2020 (the “**Date of Offer**”) and approved by the Company’s special general meeting on 7 October 2020. The purpose of these share options is to provide incentives to the Consultants to lead, identify and/or exploit business opportunities in the life science sector as, the Consultants are working in the life science business of the Company without being entitled to any fixed salaries or emoluments. The Company considered that this is in line with the objective of the Company’s share option scheme to provide incentive rewards to, the Consultants for their contribution to the Group and to retain them to make continuous contribution to the Company.
- (4) Mr. Ng resigned as an executive Director of the Company on 27 July 2023. Pursuant to the service agreement entered between the Company and Mr. Ng on 27 July 2020 (the “**Agreement**”), the share options granted to Mr. Ng under the Expired Share Option Scheme shall not be lapsed if the Company and Mr. Ng do not enter into a new service agreement after the completion of the service in the Agreement. Mr. Ng had completed the service term commencing from 27 July 2020 to 26 July 2023 as stipulated in the Agreement and no new service agreement was being entered by him and the Company. Therefore, the share options held by Mr. Ng were not lapsed upon his resignation and he held 42,000,000 share options as at 30 June 2025.

Saved as disclosed above, no share option was granted, exercised, cancelled or lapsed under the Expired Share Option Scheme for the six months ended 30 June 2025.

## Corporate Governance and Other Information

### New Share Option Scheme

References were made to (i) the circular of the Company dated 22 April 2022 in relation to, among other things, the adoption of the new share option scheme ("**New Share Option Scheme**"), (ii) the poll results announcement of the AGM of the Company dated 25 May 2022, (iii) the announcement of the Company dated 26 November 2021 in relation to the proposed acquisition of VMS Auto Italia Fin Services Holdings Limited by the Company (the "**VMS Acquisition**"), which constitutes a very substantial acquisition, connected transaction and reverse takeover under the Listing Rules, and (iv) the announcement of the Company dated 25 November 2022 regarding the termination of the VMS Acquisition, including the special mandate in relation to the allotment and issuance of consideration shares would not proceed. The New Share Option Scheme is not effective as a certain condition was not fulfilled.

### PURCHASE, SALE OR REDEMPTION OF SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities (including treasury shares (as defined in the Listing Rules, if any)) during the six months ended 30 June 2025.

### COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Maintaining an effective corporate governance framework is one of the priorities of the Company. In the opinion of the Directors, the Company had complied with all the code provisions of the Corporate Governance Code (the "**CG Code**") as set out in Appendix C1 of the Listing Rules throughout the six months ended 30 June 2025, except Code Provision C.2.1 of the CG Code.

CG Code Provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual.



## Corporate Governance and Other Information

Mr. CHONG Tin Lung Benny is the executive chairman and the chief executive officer of the Company. Mr. CHONG Tin Lung Benny has extensive experience in corporate management and securities investments and is responsible for the overall corporate strategies, planning and business development of the Group. The Board considers that the vesting of two roles in the same person provides our Group with strong and consistent leadership and facilitates the implementation and execution of our Group's business strategy. The Board believes that a balance of power and authority is adequately ensured by the operations of the Board which comprises experienced and high caliber individuals including three executive Directors (including Mr. CHONG Tin Lung Benny), one non-executive Director and three independent non-executive Directors as at the date of the report who offer advices and views from different perspectives. Moreover, the audit committee under the Board (the **"Audit Committee"**) has been provided with sufficient resources to perform its duties, including obtaining outside legal or other independent professional advice when it considers necessary. The Company shall nevertheless review the structure from time to time in light of the prevailing circumstances.

Save as disclosed above and those disclosed in the corporate governance report in the 2024 annual report of the Company, none of the Directors is aware of any information which would reasonably indicate that the Company has not complied with the code provisions as set out in the CG Code during the reporting period.

### COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as standard for dealings in securities of the Company by the Directors. Having made specific enquiry of all Directors by the Company, the Directors confirmed in writing that they have complied with the standards set out in the Model Code throughout the six months ended 30 June 2025.

## Corporate Governance and Other Information

### CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information of Directors subsequent to the date of the 2024 annual report of the Company are set out below:

Dr. SHAM Chung Ping Alain ("**Dr. Sham**"), the independent non-executive Director (the "**INED**"), entered into an old letter of appointment with the Company for two years commencing from 24 May 2023 to 23 May 2025 (both dates inclusive). On 16 May 2025, the Company entered into a new letter of appointment with Dr. Sham for a term of two years commencing from 24 May 2025 to 23 May 2027 (both dates inclusive), and he is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Bye-law of the Company.

Mr. KONG Kai Chuen Frankie ("**Mr. Kong**"), the INED, entered into an old letter of appointment with the Company for two years commencing from 21 June 2023 to 20 June 2025 (both dates inclusive). On 16 May 2025, the Company entered into a new letter of appointment with Mr. Kong for a term of two years commencing from 21 June 2025 to 20 June 2027 (both dates inclusive), and he is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Bye-law of the Company.

Ms. HANG Qingli has been appointed as a member of the nomination committee under the Board (the "**Nomination Committee**") with effect from 1 July 2025.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(B) of the Listing Rules.

## THE BOARD

The Directors who held office during the six months ended 30 June 2025 and up to the date of this report are:

### Executive Directors

Mr. CHONG Tin Lung Benny (Executive Chairman and Chief Executive Officer)

Mr. LI Shaofeng

Mr. LIN Chun Ho Simon

### Non-executive Director

Ms. HANG Qingli

### INEDs

Mr. KONG Kai Chuen Frankie

Mr. TO Chun Wai

Dr. SHAM Chung Ping Alain

## BOARD COMMITTEES

### Audit Committee

The members of the Audit Committee comprise Mr. KONG Kai Chuen Frankie, Mr. TO Chun Wai and Dr. SHAM Chung Ping Alain, all of whom are INEDs. Mr. KONG Kai Chuen Frankie is the chairman of the Audit Committee.

## Corporate Governance and Other Information

The principal duties of the Audit Committee should be to make recommendations to the Board on the appointment, re-appointment and removal of the external auditors and their remuneration for audit and non-audit services; to review the effectiveness of the audit process in accordance with applicable standards; to review changes in accounting policies and practices; to review the fairness and reasonableness of any connected transaction; to review the cash flow position of the Group; and to review the dividend policy, internal control and risk management systems of the Group and to provide advices and comments to the Board.

### Remuneration Committee

The members of the remuneration committee under the Board (the “**Remuneration Committee**”) comprise Mr. KONG Kai Chuen Frankie, Mr. TO Chun Wai and Dr. SHAM Chung Ping Alain, all of whom are INEDs, and Mr. CHONG Tin Lung Benny, an executive Director. Mr. TO Chun Wai is the chairman of the Remuneration Committee.

The Remuneration Committee has the delegated responsibility to determine the remuneration packages of individual executive Directors and senior management and review the share option scheme and other share schemes (if any) of the Company on annual basis. The Remuneration Committee has also adopted a set of policy and guidelines to govern its administration in reviewing, considering and fixing the remuneration packages and benefits of Directors and senior management of the Group.

### Nomination Committee

The members of the Nomination Committee comprise Mr. KONG Kai Chuen Frankie, Mr. TO Chun Wai and Dr. SHAM Chung Ping Alain, all of whom are INEDs; Ms. HANG Qingli, a non-executive Director (appointed on 1 July 2025) and Mr. CHONG Tin Lung Benny, an executive Director. Mr. CHONG Tin Lung Benny is the chairman of the Nomination Committee.

The Nomination Committee is primarily responsible for making recommendations to the Board on appointment of directors regarding the qualifications and competency of the candidates, reviewing the structure, size, composition and diversity of the Board, assisting the Board in maintaining a board skills matrix and to support the Company’s regular evaluation of the Board.



## Corporate Governance and Other Information

### Executive Directors' Committee

The members of the executive Directors' committee under the Board (the "**Executive Directors' Committee**") comprise Mr. CHONG Tin Lung Benny and Mr. LIN Chun Ho Simon, all of whom are executive Directors. Mr. CHONG Tin Lung Benny is the chairman of the Executive Directors' Committee.

The Executive Directors' Committee is formed for the management of the Company's business. The Board delegated its power to the Executive Directors' Committee to carry on the business of the Company; to negotiate, enter into and sign on behalf of all contracts, tenders, agreements and distributorship; to negotiate with bankers for obtaining banking facilities, to enter into any guarantee, contract of indemnity; and to manage the Company's business activities and investments.

### REVIEW OF INTERIM RESULTS

The interim results of the Group for the six months ended 30 June 2025 have not been audited but have been reviewed by Messrs. Deloitte Touche Tohmatsu, Certified Public Accountants, the Company's auditor. The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2025.

By order of the Board

**CHONG Tin Lung Benny**

*Executive Chairman and Chief Executive Officer*

Hong Kong, 29 August 2025

# REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

**Deloitte.**

德勤

TO THE BOARD OF DIRECTORS OF AUTO ITALIA HOLDINGS LIMITED

## INTRODUCTION

We have reviewed the condensed consolidated financial statements of Auto Italia Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 30 to 62, which comprise the condensed consolidated statement of financial position as of 30 June 2025 and the related condensed consolidated statement of profit or loss, condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and notes to the condensed consolidated financial statements. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“**HKAS 34**”) as issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.



## Report on Review of Condensed Consolidated Financial Statements

### SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" as issued by the HKICPA. A review of these condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

**Deloitte Touche Tohmatsu**

*Certified Public Accountants*

Hong Kong

29 August 2025

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 June 2025

|                                 | Notes | Six months ended 30 June |                         |
|---------------------------------|-------|--------------------------|-------------------------|
|                                 |       | 2025                     | 2024                    |
|                                 |       | HK\$'000<br>(unaudited)  | HK\$'000<br>(unaudited) |
| Revenue from goods and services |       | <b>5,976</b>             | 2,425                   |
| Rental income                   |       | <b>13,238</b>            | 13,243                  |
| Total revenue                   |       | <b>19,214</b>            | 15,668                  |
| Cost of sales and services      |       | <b>(8,812)</b>           | (4,922)                 |
| Gross profit                    |       | <b>10,402</b>            | 10,746                  |
| Other income                    | 4     | <b>105</b>               | 115                     |
| Other gains and losses          | 5     | <b>36,926</b>            | (62,438)                |
| Selling and distribution costs  |       | <b>(1,761)</b>           | (972)                   |
| Administrative expenses         |       | <b>(16,058)</b>          | (10,709)                |
| Finance costs                   | 6     | <b>(17,218)</b>          | (16,494)                |
| Profit (loss) before taxation   |       | <b>12,396</b>            | (79,752)                |
| Taxation                        | 7     | <b>115</b>               | 139                     |
| Profit (loss) for the period    | 8     | <b>12,511</b>            | (79,613)                |

## Condensed Consolidated Statement of Profit or Loss

For the six months ended 30 June 2025

|                                               |                             | Six months ended 30 June |                |
|-----------------------------------------------|-----------------------------|--------------------------|----------------|
|                                               |                             | 2025                     | 2024           |
| Note                                          |                             | HK\$'000                 | HK\$'000       |
|                                               |                             | (unaudited)              | (unaudited)    |
| <hr/>                                         |                             |                          |                |
| Profit (loss) for the period attributable to: |                             |                          |                |
|                                               | – owners of the Company     | 8,425                    | (76,931)       |
|                                               | – non-controlling interests | 4,086                    | (2,682)        |
|                                               |                             | <hr/>                    | <hr/>          |
|                                               |                             | 12,511                   | (79,613)       |
| <hr/>                                         |                             |                          |                |
| Profit (loss) per share                       |                             |                          |                |
|                                               | – Basic                     | 9 HK0.16 cents           | (HK1.45 cents) |
|                                               | – Diluted                   | 9 HK0.16 cents           | (HK1.45 cents) |
| <hr/>                                         |                             |                          |                |

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

For the six months ended 30 June 2025

|                                                                      | Six months ended 30 June |             |
|----------------------------------------------------------------------|--------------------------|-------------|
|                                                                      | 2025                     | 2024        |
|                                                                      | HK\$'000                 | HK\$'000    |
|                                                                      | (unaudited)              | (unaudited) |
| Profit (loss) for the period                                         | 12,511                   | (79,613)    |
| <b>Other comprehensive income (expense)</b>                          |                          |             |
| <b>for the period</b>                                                |                          |             |
| <i>Item that may be subsequently reclassified to profit or loss:</i> |                          |             |
| Exchange differences arising on translation of foreign operations    | 22,930                   | (1,312)     |
| <b>Total comprehensive income (expense)</b>                          |                          |             |
| <b>for the period</b>                                                | 35,441                   | (80,925)    |
| Total comprehensive income (expense) for the period attributable to: |                          |             |
| – owners of the Company                                              | 24,709                   | (77,690)    |
| – non-controlling interests                                          | 10,732                   | (3,235)     |
|                                                                      | 35,441                   | (80,925)    |

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2025

|                                                                                          | Notes | At<br>30 June<br>2025<br>HK\$'000<br>(unaudited) | At<br>31 December<br>2024<br>HK\$'000<br>(audited) |
|------------------------------------------------------------------------------------------|-------|--------------------------------------------------|----------------------------------------------------|
| <b>Non-current assets</b>                                                                |       |                                                  |                                                    |
| Investment properties                                                                    | 11    | 517,946                                          | 455,605                                            |
| Property, plant and equipment                                                            | 12    | 10,062                                           | 5,353                                              |
| Right-of-use assets                                                                      |       | 3,914                                            | 4,583                                              |
| Goodwill                                                                                 |       | 66,114                                           | 64,220                                             |
| Intangible assets                                                                        |       | 23,448                                           | 24,372                                             |
| Investment of an associate measured<br>at fair value through profit or loss<br>("FVTPL") | 13    | 39,681                                           | 40,402                                             |
| Financial asset at FVTPL                                                                 | 14    | –                                                | 130,743                                            |
| Trade and other receivables                                                              | 15    | 10,249                                           | 10,534                                             |
|                                                                                          |       | <b>671,414</b>                                   | <b>735,812</b>                                     |
| <b>Current assets</b>                                                                    |       |                                                  |                                                    |
| Inventories                                                                              |       | 6,531                                            | 6,910                                              |
| Trade and other receivables                                                              | 15    | 13,718                                           | 17,094                                             |
| Financial assets at FVTPL                                                                | 14    | 168,815                                          | 15,965                                             |
| Tax recoverable                                                                          |       | –                                                | 10                                                 |
| Pledged bank deposits                                                                    |       | 3,162                                            | 3,304                                              |
| Bank balances and cash                                                                   |       | 13,834                                           | 18,116                                             |
|                                                                                          |       | <b>206,060</b>                                   | <b>61,399</b>                                      |
| <b>Current liabilities</b>                                                               |       |                                                  |                                                    |
| Trade and other payables                                                                 | 16    | 36,227                                           | 35,161                                             |
| Tax payable                                                                              |       | 14                                               | –                                                  |
| Bank and other borrowings                                                                | 17    | 268,292                                          | 262,480                                            |
| Loan from a non-controlling<br>member of a subsidiary                                    |       | 13,175                                           | 11,377                                             |
| Loan from a related party                                                                | 18    | 10,957                                           | 10,643                                             |
| Lease liabilities                                                                        |       | 1,741                                            | 2,573                                              |
|                                                                                          |       | <b>330,406</b>                                   | <b>322,234</b>                                     |
| <b>Net current liabilities</b>                                                           |       | <b>(124,346)</b>                                 | <b>(260,835)</b>                                   |
| <b>Total assets less current liabilities</b>                                             |       | <b>547,068</b>                                   | <b>474,977</b>                                     |

## Condensed Consolidated Statement of Financial Position

At 30 June 2025

|                                                     | Notes | At<br>30 June<br>2025<br>HK\$'000<br>(unaudited) | At<br>31 December<br>2024<br>HK\$'000<br>(audited) |
|-----------------------------------------------------|-------|--------------------------------------------------|----------------------------------------------------|
| <b>Capital and reserves</b>                         |       |                                                  |                                                    |
| Share capital                                       | 20    | 121,850                                          | 121,850                                            |
| Reserves                                            |       | 115,446                                          | 90,737                                             |
| <b>Equity attributable to owners of the Company</b> |       | <b>237,296</b>                                   | 212,587                                            |
| <b>Non-controlling interests</b>                    |       | <b>65,658</b>                                    | 54,926                                             |
| <b>Total equity</b>                                 |       | <b>302,954</b>                                   | 267,513                                            |
| <b>Non-current liabilities</b>                      |       |                                                  |                                                    |
| Other borrowings                                    | 17    | 132,378                                          | 119,374                                            |
| Loan from a shareholder                             | 18    | 23,339                                           | –                                                  |
| Promissory notes                                    | 19    | 78,830                                           | 77,740                                             |
| Deferred taxation                                   |       | 7,279                                            | 7,271                                              |
| Lease liabilities                                   |       | 2,288                                            | 3,079                                              |
|                                                     |       | <b>244,114</b>                                   | 207,464                                            |
|                                                     |       | <b>547,068</b>                                   | 474,977                                            |

Approved by the Board of Directors on 29 August 2025 and are signed on its behalf by:

**CHONG Tin Lung Benny**  
**DIRECTOR**

**LIN Chun Ho Simon**  
**DIRECTOR**

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2025

|                                            | Attributable to owners of the Company |                           |                                        |                                  |                                                      |                                 |                                       |                                | Non-                 |                                   |                   |
|--------------------------------------------|---------------------------------------|---------------------------|----------------------------------------|----------------------------------|------------------------------------------------------|---------------------------------|---------------------------------------|--------------------------------|----------------------|-----------------------------------|-------------------|
|                                            | Share capital<br>HK\$'000             | Share premium<br>HK\$'000 | Capital redemption reserve<br>HK\$'000 | Share option reserve<br>HK\$'000 | Property revaluation reserve<br>HK\$'000<br>(Note a) | Translation reserve<br>HK\$'000 | Other reserve<br>HK\$'000<br>(Note b) | Accumulated losses<br>HK\$'000 | Subtotal<br>HK\$'000 | controlling interests<br>HK\$'000 | Total<br>HK\$'000 |
| At 1 January 2025 (audited)                | 121,850                               | 405,725                   | 2,151                                  | 19,362                           | 19,246                                               | (12,194)                        | 166,431                               | (509,984)                      | 212,587              | 54,926                            | 267,513           |
| Profit for the period                      | -                                     | -                         | -                                      | -                                | -                                                    | -                               | -                                     | 8,425                          | 8,425                | 4,086                             | 12,511            |
| Other comprehensive income for the period  | -                                     | -                         | -                                      | -                                | -                                                    | 16,284                          | -                                     | -                              | 16,284               | 6,646                             | 22,930            |
| Total comprehensive income for the period  | -                                     | -                         | -                                      | -                                | -                                                    | 16,284                          | -                                     | 8,425                          | 24,709               | 10,732                            | 35,441            |
| At 30 June 2025 (unaudited)                | 121,850                               | 405,725                   | 2,151                                  | 19,362                           | 19,246                                               | 4,090                           | 166,431                               | (501,559)                      | 237,296              | 65,658                            | 302,954           |
| At 1 January 2024 (audited)                | 105,850                               | 265,726                   | 2,151                                  | 19,362                           | 19,246                                               | (7,319)                         | 166,431                               | (406,822)                      | 164,625              | 46,658                            | 211,283           |
| Loss for the period                        | -                                     | -                         | -                                      | -                                | -                                                    | -                               | -                                     | (76,931)                       | (76,931)             | (2,682)                           | (79,613)          |
| Other comprehensive expense for the period | -                                     | -                         | -                                      | -                                | -                                                    | (759)                           | -                                     | -                              | (759)                | (553)                             | (1,312)           |
| Total comprehensive expense for the period | -                                     | -                         | -                                      | -                                | -                                                    | (759)                           | -                                     | (76,931)                       | (77,690)             | (3,235)                           | (80,925)          |
| At 30 June 2024 (unaudited)                | 105,850                               | 265,726                   | 2,151                                  | 19,362                           | 19,246                                               | (8,078)                         | 166,431                               | (483,753)                      | 86,935               | 43,423                            | 130,358           |

## Notes:

- (a) The property revaluation reserve represents the change in use of a property from owner-occupied property to investment property in previous years.
- (b) The other reserve of the Group was transferred from the share premium pursuant to the capital re-organisation and the changes in the Group's ownership interest in its subsidiaries in previous years.

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2025

|                                                                 | Six months ended 30 June |             |
|-----------------------------------------------------------------|--------------------------|-------------|
|                                                                 | 2025                     | 2024        |
|                                                                 | HK\$'000                 | HK\$'000    |
|                                                                 | (unaudited)              | (unaudited) |
| <b>OPERATING ACTIVITIES</b>                                     |                          |             |
| Profit (loss) before taxation                                   | <b>12,396</b>            | (79,752)    |
| Adjustments for:                                                |                          |             |
| Depreciation of property, plant and equipment                   | <b>786</b>               | 1,184       |
| Depreciation of right-of-use assets                             | <b>792</b>               | 656         |
| Amortisation of intangible assets                               | <b>1,608</b>             | –           |
| Fair value loss on investment of an associate measured at FVTPL | <b>1,129</b>             | 60,212      |
| Fair value gain on financial assets at FVTPL                    | <b>(21,622)</b>          | (653)       |
| Fair value (gain) loss on investment properties                 | <b>(16,117)</b>          | 2,963       |
| Finance costs                                                   | <b>17,218</b>            | 16,494      |
| Other adjustments                                               | <b>(64)</b>              | 16          |
| <b>Operating cash flows before movement in working capital</b>  | <b>(3,874)</b>           | 1,120       |
| Decrease in inventories                                         | <b>47</b>                | 304         |
| Decrease in trade and other receivables                         | <b>3,747</b>             | 5,763       |
| Decrease in trade and other payables                            | <b>(132)</b>             | (1,151)     |
| <b>NET CASH (USED IN) FROM OPERATING ACTIVITIES</b>             | <b>(212)</b>             | 6,036       |



## Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2025

|                                                                                                 | <b>Six months ended 30 June</b> |             |
|-------------------------------------------------------------------------------------------------|---------------------------------|-------------|
|                                                                                                 | <b>2025</b>                     | 2024        |
|                                                                                                 | <b>HK\$'000</b>                 | HK\$'000    |
|                                                                                                 | <b>(unaudited)</b>              | (unaudited) |
| <b>INVESTING ACTIVITIES</b>                                                                     |                                 |             |
| Interest received                                                                               | <b>93</b>                       | 2           |
| Purchase of property, plant and equipment                                                       | <b>(6,004)</b>                  | (24)        |
| Proceeds from disposal of property, plant and equipment                                         | <b>688</b>                      | 619         |
| Withdrawal of pledged bank deposits                                                             | <b>332</b>                      | 209         |
| <b>NET CASH (USED IN) FROM INVESTING ACTIVITIES</b>                                             | <b>(4,891)</b>                  | 806         |
| <b>FINANCING ACTIVITIES</b>                                                                     |                                 |             |
| Bank and other borrowings raised                                                                | <b>8,198</b>                    | 11,000      |
| Advanced from a shareholder                                                                     | <b>23,000</b>                   | –           |
| Repayment of bank and other borrowings                                                          | <b>(20,125)</b>                 | (5,775)     |
| Interest paid on bank and other borrowings                                                      | <b>(11,964)</b>                 | (11,915)    |
| <b>NET CASH USED IN FINANCING ACTIVITIES</b>                                                    | <b>(891)</b>                    | (6,690)     |
| <b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>                                     | <b>(5,994)</b>                  | 152         |
| <b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD</b>                                     | <b>18,116</b>                   | 21,373      |
| Effect of exchange rate changes                                                                 | <b>1,712</b>                    | (656)       |
| <b>CASH AND CASH EQUIVALENTS AT END OF THE PERIOD,</b><br>represented by bank balances and cash | <b>13,834</b>                   | 20,869      |

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

## 1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 ("**HKAS 34**") "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**") as well as with the applicable disclosure requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**the Listing Rules**").

As at 30 June 2025, the Group had net current liabilities of HK\$124,346,000 and net operating cash outflow of HK\$212,000. In preparing the condensed consolidated financial statements, the directors of the Company (the "**Directors**") have given careful consideration to the future liquidity and financial position of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. Certain plans and actions have been taken by the Directors to mitigate the liquidity position of the Group and to improve the financial position of the Group, and the plans and considerations are as follows.

The Group expects to continue to renew the other borrowing of HK\$268,292,000 for a period of one year after its maturity on 18 October 2025. In view of sufficient headroom of the pledged investment property located in Scotland with an estimated fair value of HK\$470,346,000 over the borrowed amount and based on the experience of successful renewal of the other borrowing in prior year, the Directors are of the opinion that the Group will be able to successfully renew the other borrowings in the last quarter of 2025, with the satisfaction of the existing lender.

The Group has available undrawn committed borrowing facilities amounting to HK\$121,000,000 as at 30 June 2025.

The Group may look for better financing options for the Group or seek opportunity to realise the Group's non-current assets, if necessary, in order to strengthen the Group's future liquidity and financial position.



## Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

### 1. BASIS OF PREPARATION *(Continued)*

The Directors are of the opinion that, taking into account the above-mentioned plans and considerations, the Group will have sufficient working capital to meet its financial obligations as they fall due within twelve months from the date of approval of the condensed consolidated financial statements. Accordingly, the Directors are satisfied that it is appropriate to prepare the condensed consolidated financial statements on a going concern basis.

### 2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments which are measured at fair values, as appropriate.

The accounting policies applied and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2025 are the same as those presented in the Group's annual financial statements for the year ended 31 December 2024.

# Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

## 2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

### 2.1 Application of amendments to HKFRS Accounting Standards

In the current interim period, the Group has applied the following amendments to a HKFRS Accounting Standard as issued by the HKICPA, for the first time, which are mandatorily effective for the Group's annual period beginning on 1 January 2025 for the preparation of the Group's condensed consolidated financial statements:

|                       |                         |
|-----------------------|-------------------------|
| Amendments to HKAS 21 | Lack of Exchangeability |
|-----------------------|-------------------------|

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

## 3. SEGMENT INFORMATION

During the six months ended 30 June 2025, the Group has three operating segments under HKFRS 8 "Operating Segments" which are as follows:

- (i) Cars – Trading of cars and related accessories and provision of after sales services in the PRC, research and development and sale of electronic vehicles and related accessories to the European market;
- (ii) Property investment; and
- (iii) Financial investments and services – Investments in securities and provision for financing and corporate finance services.

Segment profit/loss represents the profit/loss before taxation earned by each segment without allocation of fair value loss on investment of an associate measured at FVTPL, fair value gain on certain financial assets at FVTPL, certain unallocated corporate expenses and finance costs. This is the measure reported to chief operating decision maker, being the executive directors of the Company, for the purpose of resource allocation and assessment of segment performance.

## Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

### 3. SEGMENT INFORMATION *(Continued)*

#### Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segments:

#### *Six months ended 30 June 2025 (unaudited)*

|                                                                       | Cars<br>HK\$'000 | Property<br>investment<br>HK\$'000 | Financial<br>investments<br>and services<br>HK\$'000 | Consolidated<br>HK\$'000 |
|-----------------------------------------------------------------------|------------------|------------------------------------|------------------------------------------------------|--------------------------|
| <b>SEGMENT REVENUE</b>                                                |                  |                                    |                                                      |                          |
| Group's revenue                                                       | 5,976            | 13,238                             | –                                                    | 19,214                   |
| <b>SEGMENT RESULTS</b>                                                |                  |                                    |                                                      |                          |
| Segment profit (loss)                                                 | 12,292           | 22,909                             | (166)                                                | 35,035                   |
| Fair value loss on investment<br>of an associate measured<br>at FVTPL |                  |                                    |                                                      | (1,129)                  |
| Fair value gain on certain<br>financial assets at FVTPL               |                  |                                    |                                                      | 645                      |
| Unallocated corporate<br>expenses                                     |                  |                                    |                                                      | (4,937)                  |
| Finance costs                                                         |                  |                                    |                                                      | (17,218)                 |
| Profit before taxation                                                |                  |                                    |                                                      | 12,396                   |

## Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

### 3. SEGMENT INFORMATION *(Continued)*

#### Segment revenue and results *(Continued)*

Six months ended 30 June 2024 (unaudited)

|                                                                       | Cars<br>HK\$'000 | Property<br>investment<br>HK\$'000 | Financial<br>investments<br>and services<br>HK\$'000 | Consolidated<br>HK\$'000 |
|-----------------------------------------------------------------------|------------------|------------------------------------|------------------------------------------------------|--------------------------|
| <b>SEGMENT REVENUE</b>                                                |                  |                                    |                                                      |                          |
| Group's revenue                                                       | 2,425            | 13,243                             | –                                                    | 15,668                   |
| <b>SEGMENT RESULTS</b>                                                |                  |                                    |                                                      |                          |
| Segment (loss) profit                                                 | (2,818)          | 4,499                              | (177)                                                | 1,504                    |
| Fair value loss on investment<br>of an associate measured<br>at FVTPL |                  |                                    |                                                      | (60,212)                 |
| Fair value gain on financial<br>assets at FVTPL                       |                  |                                    |                                                      | 653                      |
| Unallocated corporate<br>expenses                                     |                  |                                    |                                                      | (5,203)                  |
| Finance costs                                                         |                  |                                    |                                                      | (16,494)                 |
| Loss before taxation                                                  |                  |                                    |                                                      | (79,752)                 |

## Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

### 3. SEGMENT INFORMATION *(Continued)*

#### Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

**At 30 June 2025 (unaudited)**

|                                                 | Cars<br>HK\$'000 | Property<br>investment<br>HK\$'000 | Financial<br>investments<br>and services<br>HK\$'000 | Consolidated<br>HK\$'000 |
|-------------------------------------------------|------------------|------------------------------------|------------------------------------------------------|--------------------------|
| <b>Assets</b>                                   |                  |                                    |                                                      |                          |
| Segment assets                                  | 271,158          | 531,229                            | –                                                    | 802,387                  |
| Bank balances and cash                          |                  |                                    |                                                      | 13,834                   |
| Pledged bank deposits                           |                  |                                    |                                                      | 3,162                    |
| Investment of an associate<br>measured at FVTPL |                  |                                    |                                                      | 39,681                   |
| Financial asset at FVTPL                        |                  |                                    |                                                      | 17,093                   |
| Unallocated corporate assets                    |                  |                                    |                                                      | 1,317                    |
| Consolidated assets                             |                  |                                    |                                                      | <b>877,474</b>           |
| <b>Liabilities</b>                              |                  |                                    |                                                      |                          |
| Segment liabilities                             | 57,095           | 291,414                            | –                                                    | 348,509                  |
| Promissory notes                                |                  |                                    |                                                      | 78,830                   |
| Deferred taxation                               |                  |                                    |                                                      | 7,279                    |
| Tax payable                                     |                  |                                    |                                                      | 14                       |
| Unallocated corporate<br>liabilities            |                  |                                    |                                                      | 139,888                  |
| Consolidated liabilities                        |                  |                                    |                                                      | <b>574,520</b>           |

# Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

## 3. SEGMENT INFORMATION *(Continued)*

### Segment assets and liabilities *(Continued)*

At 31 December 2024 (audited)

|                                                 | Cars<br>HK\$'000 | Property<br>investment<br>HK\$'000 | Financial<br>investments<br>and services<br>HK\$'000 | Consolidated<br>HK\$'000 |
|-------------------------------------------------|------------------|------------------------------------|------------------------------------------------------|--------------------------|
| <b>Assets</b>                                   |                  |                                    |                                                      |                          |
| Segment assets                                  | 249,781          | 467,882                            | –                                                    | 717,663                  |
| Bank balances and cash                          |                  |                                    |                                                      | 18,116                   |
| Pledged bank deposits                           |                  |                                    |                                                      | 3,304                    |
| Tax recoverable                                 |                  |                                    |                                                      | 10                       |
| Investment of an associate<br>measured at FVTPL |                  |                                    |                                                      | 40,402                   |
| Financial asset at FVTPL                        |                  |                                    |                                                      | 15,965                   |
| Unallocated corporate assets                    |                  |                                    |                                                      | 1,751                    |
| Consolidated assets                             |                  |                                    |                                                      | 797,211                  |
| <b>Liabilities</b>                              |                  |                                    |                                                      |                          |
| Segment liabilities                             | 50,645           | 262,830                            | –                                                    | 313,475                  |
| Promissory notes                                |                  |                                    |                                                      | 77,740                   |
| Deferred taxation                               |                  |                                    |                                                      | 7,271                    |
| Unallocated corporate<br>liabilities            |                  |                                    |                                                      | 131,212                  |
| Consolidated liabilities                        |                  |                                    |                                                      | 529,698                  |

## Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

### 3. SEGMENT INFORMATION *(Continued)*

#### Segment assets and liabilities *(Continued)*

For the purpose of monitoring segment performance and allocating resource between segment:

- all assets are allocated to operating segments other than unallocated corporate assets, bank balances and cash, pledged bank deposits, tax recoverable, investment of an associate measured at FVTPL and certain financial asset at FVTPL;
- all liabilities are allocated to operating segments other than unallocated corporate liabilities, certain promissory note, tax payable and deferred taxation.

### 4. OTHER INCOME

|                      | Six months ended 30 June |                         |
|----------------------|--------------------------|-------------------------|
|                      | 2025                     | 2024                    |
|                      | HK\$'000<br>(unaudited)  | HK\$'000<br>(unaudited) |
| Bank interest income | 93                       | 2                       |
| Commission income    | –                        | 113                     |
| Others               | 12                       | –                       |
|                      | 105                      | 115                     |

## Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

### 5. OTHER GAINS AND LOSSES

|                                                                                    | Six months ended 30 June |                 |
|------------------------------------------------------------------------------------|--------------------------|-----------------|
|                                                                                    | 2025                     | 2024            |
|                                                                                    | HK\$'000                 | HK\$'000        |
|                                                                                    | (unaudited)              | (unaudited)     |
| Net foreign exchange gain                                                          | 345                      | 102             |
| Fair value loss on investment of<br>an associate measured at FVTPL ( <i>note</i> ) | (1,129)                  | (60,212)        |
| Fair value gain (loss) on investment properties                                    | 16,117                   | (2,963)         |
| Fair value gain on financial assets at FVTPL<br>( <i>note</i> )                    | 21,622                   | 653             |
| Loss on disposal of property, plant and<br>equipment                               | (29)                     | (18)            |
|                                                                                    | <b>36,926</b>            | <b>(62,438)</b> |

*Note: Details of fair value measurement on investment of an associate and financial assets measured at FVTPL are set out in note 23.*

## Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

### 6. FINANCE COSTS

|                                                                | Six months ended 30 June |               |
|----------------------------------------------------------------|--------------------------|---------------|
|                                                                | 2025                     | 2024          |
|                                                                | HK\$'000                 | HK\$'000      |
|                                                                | (unaudited)              | (unaudited)   |
| Interests on bank and other borrowings                         | 15,091                   | 14,459        |
| Interest on loan from a shareholder                            | 339                      | –             |
| Interest on loan from a non-controlling member of a subsidiary | 523                      | 525           |
| Interest on promissory notes                                   | 1,091                    | 1,097         |
| Loan arrangement fee                                           | 106                      | 372           |
| Interest on lease liabilities                                  | 68                       | 41            |
|                                                                | <b>17,218</b>            | <b>16,494</b> |

### 7. TAXATION

|                     | Six months ended 30 June |              |
|---------------------|--------------------------|--------------|
|                     | 2025                     | 2024         |
|                     | HK\$'000                 | HK\$'000     |
|                     | (unaudited)              | (unaudited)  |
| Current tax charge: |                          |              |
| Hong Kong           | 47                       | 35           |
| Deferred taxation   | (162)                    | (174)        |
|                     | <b>(115)</b>             | <b>(139)</b> |

## Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

### 8. PROFIT (LOSS) FOR THE PERIOD

Profit (loss) for the period has been arrived at after charging:

|                                               | <b>Six months ended 30 June</b> |             |
|-----------------------------------------------|---------------------------------|-------------|
|                                               | <b>2025</b>                     | 2024        |
|                                               | <b>HK\$'000</b>                 | HK\$'000    |
|                                               | <b>(unaudited)</b>              | (unaudited) |
| Rental income from investment properties      | <b>13,238</b>                   | 13,243      |
| Less: direct operating expense                | <b>(3,820)</b>                  | (3,010)     |
|                                               | <b>9,418</b>                    | 10,233      |
| Depreciation of property, plant and equipment | <b>786</b>                      | 1,184       |
| Depreciation of right-of-use assets           | <b>792</b>                      | 656         |
| Amortisation of intangible assets             | <b>1,608</b>                    | –           |
| Cost of inventories recognised as expense     | <b>4,892</b>                    | 1,440       |

## Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

### 9. PROFIT (LOSS) PER SHARE

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

Profit (loss) figures are calculated as follows:

|                                                                                              | <b>Six months ended 30 June</b> |                    |
|----------------------------------------------------------------------------------------------|---------------------------------|--------------------|
|                                                                                              | <b>2025</b>                     | <b>2024</b>        |
|                                                                                              | <b>HK\$'000</b>                 | <b>HK\$'000</b>    |
|                                                                                              | <b>(unaudited)</b>              | <b>(unaudited)</b> |
| Profit (loss) for the period for the purpose of calculating basic and diluted loss per share | <b>8,425</b>                    | <b>(76,931)</b>    |

#### Number of shares

|                                                                                                           | <b>Six months ended 30 June</b> |               |
|-----------------------------------------------------------------------------------------------------------|---------------------------------|---------------|
|                                                                                                           | <b>2025</b>                     | <b>2024</b>   |
| Weighted average number of ordinary shares for the purpose of calculating basic profit (loss) per share   | <b>5,292,515,390</b>            | 5,292,515,390 |
| Effect of dilutive potential ordinary shares:                                                             |                                 |               |
| Options                                                                                                   | <b>13,179,635</b>               | —             |
| Weighted average number of ordinary shares for the purpose of calculating diluted profit (loss) per share | <b>5,305,695,025</b>            | 5,292,515,390 |

The computation of basic profit per share for the six months ended 30 June 2025 does not include contingently returnable shares of 800,000,000 shares relating to the acquisition of Hudson Holding Limited which is subject to recall. The computation of diluted profit per share for the six months ended 30 June 2025 also does not include those shares as the relevant conditions have not been met as of 30 June 2025.

## Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

### 9. PROFIT (LOSS) PER SHARE *(Continued)*

For the six months ended 30 June 2024, the computation of diluted loss per share did not assume the exercise of the Company's share options because the assumed exercise of share options would result in decrease in loss per share.

### 10. DIVIDEND

No dividend was paid or declared during the six months ended 30 June 2025 and 2024 nor has any dividend been proposed since the end of the reporting period.

### 11. INVESTMENT PROPERTIES

|                      | HK\$'000       |
|----------------------|----------------|
| <b>Fair value</b>    |                |
| At 1 January 2024    | 438,791        |
| Fair value gain, net | 26,163         |
| Exchange adjustments | (9,349)        |
| At 31 December 2024  | <b>455,605</b> |
| Fair value gain, net | <b>16,117</b>  |
| Exchange adjustments | <b>46,224</b>  |
| At 30 June 2025      | <b>517,946</b> |

The investment properties comprised an industrial building and a car park located in Hong Kong and an office building located in Scotland.



## Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

### 11. INVESTMENT PROPERTIES *(Continued)*

The fair value of the Group's investment properties has been arrived at on the basis of a valuation carried out by BonVision International Appraisals Limited, independent qualified professional valuer not connected to the Group.

The fair value of the investment properties located in Hong Kong was under Level 3 of fair value hierarchy based on direct comparison method making reference to market observable transactions of similar properties and adjusted to reflect the locations and conditions of the subject properties.

The fair values of the investment properties located in Scotland was under level 3 of fair value hierarchy and have been arrived at by income approach which is capitalising net rental income on a fully leased basis. Current passing rental income from existing tenancies and the potential future reversionary income at market levels, which are expected to be re-leased at market rental rates, are capitalised by the term yield and the reversionary yield, respectively.

There has been no change from the valuation technique used in prior year. In estimating the fair value of the investment properties, the highest and best use of the properties is their current use. The fair values of investment properties have been adjusted to exclude accrued lease income to avoid double counting.

### 12. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2025, the Group spent HK\$6,004,000 (six months ended 30 June 2024: HK\$24,000) on the acquisition of property, plant and equipment. The Group disposed of certain plant and machinery with an aggregate carrying amount of HK\$717,000 (six months ended 30 June 2024: HK\$637,000) for cash proceeds of HK\$688,000 (six months ended 30 June 2024: HK\$619,000), resulting in a loss on disposal of HK\$29,000 (six months ended 30 June 2024: HK\$18,000).

## Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

### 13. INVESTMENT OF AN ASSOCIATE MEASURED AT FVTPL

|                                              | At<br>30 June<br>2025<br>HK\$'000<br>(unaudited) | At<br>31 December<br>2024<br>HK\$'000<br>(audited) |
|----------------------------------------------|--------------------------------------------------|----------------------------------------------------|
| Investment of an associate measured at FVTPL | 39,681                                           | 40,402                                             |

At 30 June 2025 and 31 December 2024, the Group held 51,847,997 Series A Preferred Shares of Chime Biologics Limited ("CBL"). The principal activity of CBL is provision of biologics contract development and manufacturing services. The Group has the right to appoint 1 out of 6 directors of the board of CBL and therefore the Group has the power to exercise significant influence over CBL resulting in CBL being considered an associate of the Group.

The fair value of the Group's investment of an associate measured at FVTPL has been arrived at on the basis of a valuation carried out by BonVision International Appraisals Limited (31 December 2024: Kroll (HK) Limited), independent qualified professional valuer not connected to the Group.

Details of fair value measurements are set out in note 23.



## Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

### 14. FINANCIAL ASSETS AT FVTPL

As at 30 June 2025 and 31 December 2024, the financial assets at FVTPL consists of the Group's investment in 東莞市海柔智能科技有限公司 ("**Hai Robotics**") and the contingent consideration receivables as part of the deal to acquire the Hudson Holding Limited and its subsidiaries ("**Hudson Group**") in 2024 (details refer to note 34 in the 2024 annual report).

As at 30 June 2025, the estimated fair value of the investment in Hai Robotics amounted to HK\$17,093,000 (At 31 December 2024: HK\$15,965,000). The directors of the Company consider it is highly probable that the investment could be disposed within 12 months after year end and it has been shown as a current asset.

As at 30 June 2025, the estimated fair value of the contingent consideration receivables amounted to HK\$151,722,000 (At 31 December 2024: 130,743,000). For the six months ended 30 June 2025, a fair value gain on financial asset at FVTPL of HK\$20,979,000 has been recognised in the condensed consolidated statement of profit or loss for the period.

# Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

## 15. TRADE AND OTHER RECEIVABLES

|                                                                       | At<br>30 June<br>2025<br>HK\$'000<br>(unaudited) | At<br>31 December<br>2024<br>HK\$'000<br>(audited) |
|-----------------------------------------------------------------------|--------------------------------------------------|----------------------------------------------------|
| Trade receivables from contracts with customers                       | 1,092                                            | 1,146                                              |
| Rent receivables                                                      | 7,160                                            | 7,345                                              |
|                                                                       | 8,252                                            | 8,491                                              |
| Utility and rental deposits                                           | 1,375                                            | 1,853                                              |
| Value-added tax receivables                                           | 3,045                                            | 2,780                                              |
| Prepayment                                                            | 4,840                                            | 8,095                                              |
| Deposit paid for acquisition of property,<br>plant and equipment      | 5,807                                            | 5,641                                              |
| Other receivables                                                     | 648                                              | 768                                                |
|                                                                       | 23,967                                           | 27,628                                             |
| Less: Amount due more than one year shown<br>under non-current assets | (10,249)                                         | (10,534)                                           |
| Amount shown under current assets                                     | 13,718                                           | 17,094                                             |

### Trade receivables from contracts with customers

The following is an ageing analysis of trade receivables based on the invoice dates at the end of the reporting period:

|                | At<br>30 June<br>2025<br>HK\$'000<br>(unaudited) | At<br>31 December<br>2024<br>HK\$'000<br>(audited) |
|----------------|--------------------------------------------------|----------------------------------------------------|
| Within 30 days | 1,092                                            | 1,146                                              |

## Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

### 15. TRADE AND OTHER RECEIVABLES (Continued)

#### Rent receivables

The Group's rental income is based on effective accrued rentals after taking into account of the rent free period which is recognised under straight line method and initially recorded as rent receivables. Rental income is received from tenants in Scotland and in Hong Kong on a quarterly basis and monthly basis, respectively. Included in the Group's rent receivables as at 30 June 2025 are (i) accrued rent receivables of HK\$5,726,000 over the rent free periods (At 31 December 2024: HK\$5,881,000); (ii) lease incentives paid of HK\$1,434,000 (At 31 December 2024: HK\$1,464,000) represent amount of rent incentives granted to tenants, which are to be recovered through future rental income. The amounts that are expected to be realised after twelve months after the reporting period are presented as non-current assets.

The Group allows its customers a credit period from 0 to 90 days. There is no past due trade and rent receivables as at 30 June 2025 and 31 December 2024.

### 16. TRADE AND OTHER PAYABLES

|                    | At<br>30 June<br>2025<br>HK\$'000<br>(unaudited) | At<br>31 December<br>2024<br>HK\$'000<br>(audited) |
|--------------------|--------------------------------------------------|----------------------------------------------------|
| Trade payables     | 2,247                                            | 717                                                |
| Accrued charges    | 3,440                                            | 4,980                                              |
| Receipt in advance | 7,890                                            | 7,429                                              |
| Other payables     | 22,650                                           | 22,035                                             |
|                    | <b>36,227</b>                                    | <b>35,161</b>                                      |

## Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

### 16. TRADE AND OTHER PAYABLES (Continued)

The following is an aged analysis of trade payables, presented based on invoice date, at the end of the reporting period:

|                    | At<br>30 June<br>2025<br>HK\$'000<br>(unaudited) | At<br>31 December<br>2024<br>HK\$'000<br>(audited) |
|--------------------|--------------------------------------------------|----------------------------------------------------|
| Within 30 days     | 1,362                                            | 446                                                |
| 61 days to 90 days | 21                                               | 50                                                 |
| 91 days to 1 year  | 444                                              | 172                                                |
| Over 1 year        | 420                                              | 49                                                 |
|                    | <b>2,247</b>                                     | <b>717</b>                                         |

### 17. BANK AND OTHER BORROWINGS

During the current interim period, the Group obtained other borrowings amounting to HK\$8,198,000 (for the six months ended 30 June 2024: other borrowing of HK\$11,000,000). The new other borrowing carries interest with ranging between 3.85% to 9% (for the six months ended 30 June 2024: 9%) per annum with maturity date ranging between 15 January 2028 to 16 April 2028 (for the six months ended 30 June 2024: 17 April 2025). During the six months ended 30 June 2025, the Group repaid bank and other borrowing of HK\$20,125,000 (for the six months ended 30 June 2024: repaid of HK\$5,775,000).

### 18. LOAN FROM A RELATED PARTY/A SHAREHOLDER

The loan from a related party is unsecured and interest-free with maturity date on 12 February 2026 (At 31 December 2024: 12 February 2025).

The loan from a shareholder is unsecured and carries interest at 7% per annum with maturity date on 7 April 2028.

## Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

### 19. PROMISSORY NOTES

On 29 October 2024, the Group issued promissory notes of fair value of HK\$45,834,000 as part of the consideration to acquire the equity interest in Hudson Holding Limited. The promissory notes are not transferable and have a maturity date of three years since issuance and do not carry interest.

On 25 March 2021, the Group issued unsecured promissory notes amounting to HK\$53,500,000 in Hong Kong to acquire additional equity interest of 27.49% in Dakota RE II Limited. The unsecured promissory note has initial maturity of three years, with a first extension of two years and a further extension of another two years until March 2028 and carries interest at 8% per annum.

The Group may redeem all or part of the promissory notes at any time to the maturity date at 100% of the face value of the promissory notes. During the six months ended 30 June 2025 and 30 June 2024, the Group has not repaid any of the principal.

### 20. SHARE CAPITAL

|                                                                     | Number of<br>shares | Share capital<br>HK\$'000 |
|---------------------------------------------------------------------|---------------------|---------------------------|
| Ordinary shares of HK\$0.02 each:                                   |                     |                           |
| Authorised                                                          |                     |                           |
| At 1 January 2024, 30 June 2024,<br>1 January 2025 and 30 June 2025 | 17,500,000,000      | 350,000                   |
| Issued and fully paid                                               |                     |                           |
| At 1 January 2024 and 30 June 2024                                  | 5,292,515,390       | 105,850                   |
| Issued in consideration for the acquisition of<br>subsidiaries      | 800,000,000         | 16,000                    |
| At 1 January 2025 and 30 June 2025                                  | 6,092,515,390       | 121,850                   |

## Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

### 21. RELATED PARTY TRANSACTIONS

Other than as disclosed elsewhere in these condensed consolidated financial statements, the Group had the following related party transactions during the period:

|                                                                                  | Six months ended 30 June |          |
|----------------------------------------------------------------------------------|--------------------------|----------|
|                                                                                  | 2025                     | 2024     |
|                                                                                  | HK\$'000                 | HK\$'000 |
| Purchase of automobiles from non-controlling shareholders of a subsidiary (Note) | –                        | 2,263    |
| Sales of automobiles to non-controlling shareholders of a subsidiary (Note)      | 67                       | 195      |
| Legal and professional expense paid to a shareholder                             | 90                       | –        |
| Interest on loan from a shareholder                                              | 339                      | –        |

Note: Automobiles represent cars and auto parts.

#### Compensation of key management personnel

The remuneration of key management personnel of the Group during the period is as follows:

|                                              | Six months ended 30 June |                         |
|----------------------------------------------|--------------------------|-------------------------|
|                                              | 2025                     | 2024                    |
|                                              | HK\$'000<br>(unaudited)  | HK\$'000<br>(unaudited) |
| Key management personnel compensation (Note) | 3,632                    | 3,476                   |

Note: The remuneration of key management personnel during the period was determined by the Directors having regard to the performance of individuals and market trends.

## Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

### 22. SHARE-BASED PAYMENTS

The share option scheme (the “**Expired Share Option Scheme**”) adopted by the Company on 28 May 2012, expired on 27 May 2022.

References were made to (i) the circular of the Company dated 22 April 2022 in relation to, among other things, the adoption of the new share option scheme (“**New Share Options Scheme**”), (ii) the poll results announcement of the annual general meeting of the Company dated 25 May 2022, (iii) the announcement of the Company dated 26 November 2021 in relation to the proposed acquisition of VMS Auto Italia Fin Services Holdings Limited by the Company (the “**VMS Acquisition**”), which constitutes a very substantial acquisition, connected transaction and reverse takeover under the Listing Rules, and (iv) the announcement of the Company dated 25 November 2022 regarding the termination of the VMS Acquisition, including the special mandate in relation to the allotment and issuance of consideration shares would not proceed. The New Share Option Scheme is not effective as a certain condition was not fulfilled.

Save for and except that the rules of the Expired Share Option Scheme remain in full force and effect to the extent necessary to give effect to the exercise of the options granted thereunder prior to its expiry, or otherwise to the extent as may be required in accordance with the rules of the Expired Share Option Scheme. No further options may be granted under the Expired Share Option Scheme upon its expiry.

For the particulars of the Expired Share Option Scheme, please refer to annual report of the Company dated 28 March 2025.

The table below discloses movement of the Company’s share options:

|                                                                                    | Number of<br>share options |
|------------------------------------------------------------------------------------|----------------------------|
| Outstanding as at 1 January 2024, 30 June 2024,<br>1 January 2025 and 30 June 2025 | <b>222,700,000</b>         |

During the six months ended 30 June 2025 and 2024, the Group did not recognise any expense in relation to share options granted by the Company.

# Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

## 23. FINANCIAL INSTRUMENTS

### Fair value measurements of financial instruments

In estimating the fair value, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages an independent qualified professional valuers to perform the valuation. Finance department works closely with the independent qualified professional external valuer to establish the appropriate valuation techniques and inputs to the model. Management reports the findings to the Directors at each reporting period to explain the cause of fluctuations in the fair value.

### *Fair value of the Group's financial assets that are measured at fair value on a recurring basis*

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

### *Fair value hierarchy*

| Financial assets                                                | Fair values at           |                              | Fair value hierarchy | Valuation technique(s) and key input(s)                               | Significant unobservable input(s)                                                                                                                                   |
|-----------------------------------------------------------------|--------------------------|------------------------------|----------------------|-----------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                 | 30 June 2025<br>HK\$'000 | 31 December 2024<br>HK\$'000 |                      |                                                                       |                                                                                                                                                                     |
| Investment of an associate measured at FVTPL                    | 39,681                   | 40,402                       | Level 3              | Market approach and option model                                      | Volatility of 59% (At 31 December 2024: 70%) (Note 1); equity value (Note 2); time to liquidity event (Note 3); and liquidation and conversion probability (Note 3) |
| Financial assets at FVTPL – contingent consideration receivable | 151,722                  | 130,743                      | Level 3              | 2025 expected revenue of Hudson Group and market price of the Company | The expected revenue of Hudson Group for the period from 1 January 2025 to 31 December 2025 (Note 4)                                                                |
| Financial assets at FVTPL – investment in Hai Robotics          | 17,093                   | 15,965                       | Level 3              | Investment cost plus accumulated return                               | Rate of return of 8% in compound interest (Note 3)                                                                                                                  |

## Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

### 23. FINANCIAL INSTRUMENTS (Continued)

#### Fair value measurements of financial instruments (Continued)

##### Fair value hierarchy (Continued)

Note 1: An increase in the volatility used in isolation would result in an increase in the fair value, and vice versa. 5% higher/lower in volatility holding all other variables constant would increase/decrease the fair value by HK\$3,034,000/ HK\$3,331,000 (At 31 December 2024: HK\$2,340,000).

Note 2: An increase in the equity value used in isolation would result in an increase in the fair value, and vice versa. 10% higher/lower in equity value holding all other variables constant would increase/decrease the fair value by HK\$8,962,000/ HK\$8,237,000 (At 31 December 2024: HK\$9,360,000).

Note 3: No sensitivity is provided as the management of the Company considered that the impact arising from this input is insignificant.

Note 4: An increase in the expected revenue of Hudson Group for the period from 1 January 2025 to 31 December 2025 will lead to a decrease in the fair value of contingent consideration receivable, vice versa.

#### Reconciliation of Level 3 fair value measurements of financial assets

|                                                           | HK\$'000       |
|-----------------------------------------------------------|----------------|
| Balance at 1 January 2024 (audited)                       | 132,430        |
| Unrealised fair value change recognised in profit or loss | (59,559)       |
| Exchange adjustments                                      | (302)          |
| Balance at 30 June 2024 (unaudited)                       | 72,569         |
| Balance at 1 January 2025 (audited)                       | <b>187,110</b> |
| Unrealised fair value change recognised in profit or loss | <b>20,493</b>  |
| Exchange adjustments                                      | <b>893</b>     |
| Balance at 30 June 2025 (unaudited)                       | <b>208,496</b> |

There were no other transfer between Level 1, 2 and 3 during both periods.

## Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

### 23. FINANCIAL INSTRUMENTS (Continued)

#### Fair value measurements of financial instruments (Continued)

#### **Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis**

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate their fair values.

### 24. CAPITAL COMMITMENT

|                                                                                                                                                                       | At<br>30 June<br>2025<br>HK\$'000<br>(unaudited) | At<br>31 December<br>2024<br>HK\$'000<br>(audited) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|----------------------------------------------------|
| Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the condensed consolidated financial statements | 6,566                                            | 6,879                                              |

### 25. EVENT AFTER THE REPORTING PERIOD

The Directors resolved to cease the Group's Maserati dealership business in the PRC ("Cessation") in April 2025. Subsequent to the reporting period, the Group has completed the Cessation. There are no other subsequent events after the end of reporting period.