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# 鼎益豐控股集團國際有限公司

DING YI FENG HOLDINGS GROUP INTERNATIONAL LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 00612)**

## **ANNOUNCEMENT OF INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2024**

### **INTERIM RESULTS**

The Board (the “Board”) of Directors (the “Directors”) of Ding Yi Feng Holdings Group International Limited (the “Company”) hereby announces the audited consolidated interim results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30 June 2024 (the “Period”), together with unaudited comparative figures for the corresponding period in 2023.

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 June 2024

		Six months ended 30 June	
	Notes	2024 HK\$'000 (audited)	2023 HK\$'000 (unaudited)
Revenue	4	877	221
Other income, gains and (losses)	5	(76,160)	(5,025)
Net realised gain on disposals of financial assets at fair value through profit or loss		1,638	128
Net unrealised (loss) gain on financial assets at fair value through profit or loss		<u>(248,638)</u>	<u>140,833</u>
		(322,283)	136,157
Net gains on disposals/deregistrations of subsidiaries	19	9,706	32,963
Administrative expenses		(55,153)	(61,452)
Finance costs	7	<u>(3,107)</u>	<u>(4,280)</u>
(Loss) profit before taxation	8	(370,837)	103,388
Taxation	9	<u>1,990</u>	<u>(6,428)</u>
(Loss) profit for the period attributable to owners of the Company		<u><u>(368,847)</u></u>	<u><u>96,960</u></u>
(Loss) earnings per share	11		
– Basic (HK cents per share)		<u><u>(23.62)</u></u>	<u><u>6.56</u></u>
– Diluted (HK cents per share)		<u><u>(23.62)</u></u>	<u><u>6.54</u></u>

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

For the six months ended 30 June 2024

	Six months ended 30 June	
	2024	2023
	HK\$'000	HK\$'000
	(audited)	(unaudited)
(Loss) profit for the period attributable to owners of the Company	<u>(368,847)</u>	<u>96,960</u>
<b>Other comprehensive expense:</b>		
<i>Item that will not be reclassified to profit or loss:</i>		
Fair value loss on equity instruments at fair value through other comprehensive income	(101)	(778)
<i>Item that may be reclassified subsequently to profit or loss:</i>		
Exchange differences arising on translation of foreign operations	<u>(12,410)</u>	<u>(27,381)</u>
Other comprehensive expense for the period, net of tax	<u>(12,511)</u>	<u>(28,159)</u>
Total comprehensive (expense) income for the period attributable to owners of the Company	<u><u>(381,358)</u></u>	<u><u>68,801</u></u>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2024

	<i>Notes</i>	<b>30 June 2024 HK\$'000 (audited)</b>	31 December 2023 HK\$'000 (audited)
<b>Non-current assets</b>			
Property, plant and equipment		<b>356,011</b>	445,705
Intangible assets		<b>4,087</b>	4,995
Right-of-use assets		<b>15,362</b>	21,724
Equity instruments at fair value through other comprehensive income	<i>12</i>	<b>22,308</b>	22,005
Financial assets at fair value through profit or loss	<i>14</i>	<b>63,816</b>	269,177
Deposits	<i>13</i>	<b>3,609</b>	5,381
		<hr/> <b>465,193</b>	<hr/> 768,987
<b>Current assets</b>			
Prepayments, deposits and other receivables	<i>13</i>	<b>15,138</b>	13,934
Financial assets at fair value through profit or loss	<i>14</i>	<b>43,803</b>	111,598
Bank balances and cash		<b>105,127</b>	173,342
		<hr/> <b>164,068</b>	<hr/> 298,874
<b>Current liabilities</b>			
Accruals and other payables		<b>5,543</b>	8,737
Borrowings	<i>15</i>	–	34,792
Lease liabilities		<b>11,163</b>	13,330
Tax payable		–	8
		<hr/> <b>16,706</b>	<hr/> 56,867
<b>Net current assets</b>		<hr/> <b>147,362</b>	<hr/> 242,007
<b>Total assets less current liabilities</b>		<hr/> <b>612,555</b>	<hr/> 1,010,994

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)***At 30 June 2024*

		<b>30 June 2024</b>	31 December 2023
	<i>Notes</i>	<b><i>HK\$'000</i></b>	<b><i>HK\$'000</i></b>
		<b>(audited)</b>	<b>(audited)</b>
<b>Non-current liabilities</b>			
Borrowings	<i>15</i>	–	10,102
Deferred tax liabilities		–	2,018
Lease liabilities		<b>5,182</b>	9,629
		<hr/>	<hr/>
		<b>5,182</b>	21,749
		<hr/>	<hr/>
<b>Net assets</b>		<b>607,373</b>	989,245
		<hr/>	<hr/>
<b>Capital and reserve</b>			
Share capital	<i>16</i>	<b>78,072</b>	78,072
Reserves		<b>529,301</b>	911,173
		<hr/>	<hr/>
<b>Total equity</b>		<b>607,373</b>	989,245
		<hr/>	<hr/>
<b>Net asset value per share</b>	<i>11</i>	<b>HK\$0.39</b>	HK\$0.63
		<hr/>	<hr/>

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

*For the six months ended 30 June 2024*

	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Exchange reserve <i>HK\$'000</i>	Share option reserve <i>HK\$'000</i>	Capital reserve <i>HK\$'000</i>	FVTOCI reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 January 2024 (audited)	78,072	1,249,655	(4,893)	4,880	485,318	-	(823,787)	989,245
Loss for the period	-	-	-	-	-	-	(368,847)	(368,847)
Other comprehensive expense for the period:								
Fair value loss on equity instruments at fair value through other comprehensive income ("FVTOCI")	-	-	-	-	-	(101)	-	(101)
Exchange differences arising on translation of foreign operations	-	-	(12,410)	-	-	-	-	(12,410)
<b>Total comprehensive expense for the period</b>	<b>-</b>	<b>-</b>	<b>(12,410)</b>	<b>-</b>	<b>-</b>	<b>(101)</b>	<b>(368,847)</b>	<b>(381,358)</b>
Recognition of equity-settled share-based payments	-	-	-	(514)	-	-	-	(514)
Share options lapsed	-	-	-	(545)	-	-	545	-
<b>At 30 June 2024 (audited)</b>	<b>78,072</b>	<b>1,249,655</b>	<b>(17,303)</b>	<b>3,821</b>	<b>485,318</b>	<b>(101)</b>	<b>(1,192,089)</b>	<b>607,373</b>
At 1 January 2023 (audited)	71,014	1,031,217	10,528	2,104	485,318	-	(503,489)	1,096,692
Profit for the period	-	-	-	-	-	-	96,960	96,960
Other comprehensive expense for the period:								
Fair value loss on equity instruments at FVTOCI	-	-	-	-	-	(778)	-	(778)
Exchange differences arising on translation of foreign operations	-	-	(27,381)	-	-	-	-	(27,381)
<b>Total comprehensive expense for the period</b>	<b>-</b>	<b>-</b>	<b>(27,381)</b>	<b>-</b>	<b>-</b>	<b>(778)</b>	<b>96,960</b>	<b>68,801</b>
Issue of shares by placement	7,018	224,550	-	-	-	-	-	231,568
Share issue expenses	-	(6,947)	-	-	-	-	-	(6,947)
Exercise of share options	40	835	-	(228)	-	-	-	647
Recognition of equity-settled share-based payments	-	-	-	6,265	-	-	-	6,265
Share options lapsed	-	-	-	(3,455)	-	-	3,455	-
Deregistrations of subsidiaries	-	-	722	-	-	-	-	722
<b>At 30 June 2023 (unaudited)</b>	<b>78,072</b>	<b>1,249,655</b>	<b>(16,131)</b>	<b>4,686</b>	<b>485,318</b>	<b>(778)</b>	<b>(403,074)</b>	<b>1,397,748</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

### 1. GENERAL INFORMATION

The Company is incorporated in the Cayman Islands as an exempted company with limited liability and its shares have been listed on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) since 2 January 2002. The address of the registered office of the Company is Unit 6602–03, Level 66, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong.

The principal activities of the Company and its subsidiaries are investing in listed and unlisted securities.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

### 2. BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and by the Hong Kong Companies Ordinance.

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

### 3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs

#### Amendments to HKFRSs that are mandatorily effective for the current period

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 January 2024 for the preparation of the consolidated financial statements:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

The application of the amendments to HKFRSs 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 consolidated financial statements.

### 3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (CONTINUED)

#### New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>1</sup>
Amendments to HKAS 21	Lack of Exchangeability <sup>2</sup>
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments <sup>3</sup>
HKFRS 18	Presentation and Disclosure in Financial Statements <sup>4</sup>
Hong Kong Interpretation 5 (Revised)	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause <sup>4</sup>
HKFRS 19	Subsidiaries without Public Accountability: Disclosures <sup>4</sup>

<sup>1</sup> Effective date to be determined.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2025.

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2026.

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2027.

The directors of the Company anticipate that the application of the above new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

### 4. REVENUE

An analysis of the Group's revenue for the period is as follows:

	Six months ended 30 June	
	2024	2023
	HK\$'000	HK\$'000
	(audited)	(unaudited)
Dividend income from listed investments	117	–
Interest income from banks and financial institutions	760	221
	<u>877</u>	<u>221</u>



## 5. OTHER INCOME, GAINS AND (LOSSES)

	Six months ended 30 June	
	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(audited)	(unaudited)
Effective interest income from rental deposits	172	161
Government subsidies	–	3
Impairment loss on intangible assets	(908)	(4,759)
Impairment loss on property, plant and equipment	(74,862)	–
Net foreign exchange losses	(183)	(430)
Loss on disposal of property, plant and equipment	(4)	–
Loss on written-off of other deposits	(375)	–
	<u>(76,160)</u>	<u>(5,025)</u>

## 6. SEGMENT INFORMATION

For the six months ended 30 June 2024 and 2023, the Group's revenue was interest income from banks and financial institutions and dividend income from listed investments. The directors of the Company consider that these activities constitute one business segment since these transactions are subject to common risks and returns. Given the nature of the Group's operation is investment holding, it is not considered meaningful to provide a business segment analysis of operating profits. The Group's segment revenue, assets and liabilities for the period, analysed by geographical markets, are as follows:

	Hong Kong		The People's Republic of China ("PRC")		Consolidated	
	Six months ended 30 June		Six months ended 30 June		Six months ended 30 June	
	2024	2023	2024	2023	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(audited)	(unaudited)	(audited)	(unaudited)	(audited)	(unaudited)
Segment revenue:						
Dividend income from listed investments	117	–	–	–	117	–
Interest income from banks and financial institutions	742	192	18	29	760	221
	<u>859</u>	<u>192</u>	<u>18</u>	<u>29</u>	<u>877</u>	<u>221</u>

## 6. SEGMENT INFORMATION (CONTINUED)

	Hong Kong		PRC		Consolidated	
	30 June 2024 HK\$'000 (audited)	31 December 2023 HK\$'000 (audited)	30 June 2024 HK\$'000 (audited)	31 December 2023 HK\$'000 (audited)	30 June 2024 HK\$'000 (audited)	31 December 2023 HK\$'000 (audited)
Non-current assets*	83,106	291,117	378,478	472,489	461,584	763,606
Total assets	186,866	480,856	442,395	587,005	629,261	1,067,861
Total liabilities	16,889	65,239	4,999	13,377	21,888	78,616
Other segment information:						
Additions to property, plant and equipment	1,050	2,771	-	-	1,050	2,771
Additions to right-of-use assets	-	18,883	-	-	-	18,883

\* The non-current assets information above is based on the locations of the assets and excluded deposits.

Given that the nature of the Group's operation is investment holding, there was no information regarding major customers as determined by the Group.

## 7. FINANCE COSTS

	Six months ended 30 June	
	2024 HK\$'000 (audited)	2023 HK\$'000 (unaudited)
Interest expenses on:		
Interest-bearing loan notes	-	152
Interest-bearing bonds	2,393	3,365
Lease liabilities	714	763
	<u>3,107</u>	<u>4,280</u>

## 8. (LOSS) PROFIT BEFORE TAXATION

	Six months ended 30 June	
	2024 HK\$'000 (audited)	2023 HK\$'000 (unaudited)
The Group's (loss) profit before taxation has been arrived at after charging (crediting) the following items:		
Employee benefits expenses (including directors' emoluments):		
Basic salaries, allowances and benefits in kind ( <i>note</i> )	20,409	12,449
Retirement benefits scheme contributions	284	264
Equity-settled share-based payments	(514)	6,265
Total employee benefits expenses	<u>20,179</u>	<u>18,978</u>
Auditor's remuneration	400	235
Depreciation of property, plant and equipment	6,176	6,115
Depreciation of right-of-use assets	6,221	6,868
Expenses related to short-term leases	453	287
Loss on disposal of property, plant and equipment	4	–
Loss on written-off of other deposits	375	–
Impairment loss on intangible assets	908	4,759
Impairment loss on property, plant and equipment	74,862	–
Net foreign exchange losses	<u>184</u>	<u>430</u>

*Note:* For the six months ended 30 June 2024, a redundancy cost of approximately HK\$2,884,000 is recognised in profit or loss which is resulted from a redundancy exercise undertaken by the Group during May 2024 and June 2024 (six months ended 30 June 2023: Nil).

## 9. TAXATION

	Six months ended 30 June	
	2024 HK\$'000 (audited)	2023 HK\$'000 (unaudited)
Deferred taxation (Credit) charge for the period	<u>(1,990)</u>	<u>6,428</u>

Under the Hong Kong Profits Tax two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

No Hong Kong Profits Tax has been provided as the Group had no assessable profits in Hong Kong for both periods.

Under the law of the PRC on Enterprise Income Tax (the "EIT Law") and Regulation on the Implementation of the EIT Law of the PRC, the applicable PRC EIT rate of the Group's PRC subsidiaries is 25% for both periods.

## 10. DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2024 (six months ended 30 June 2023: Nil).

## 11. NET ASSET VALUE PER SHARE AND (LOSS) EARNINGS PER SHARE

### Net asset value per share

The net asset value per share is calculated by dividing the net assets included in the consolidated statement of financial position of approximately HK\$607,373,000 (31 December 2023: approximately HK\$989,245,000) by the number of ordinary shares in issue as at 30 June 2024, being approximately 1,561,434,000 (31 December 2023: approximately 1,561,434,000) shares.

### (Loss) earnings per share

The calculations of basic and diluted (loss) earnings per share are based on:

	Six months ended 30 June	
	2024	2023
	HK\$'000	HK\$'000
	(audited)	(unaudited)
<b>(Loss) profit</b>		
(Loss) profit attributable to owners of the Company	<u>(368,847)</u>	<u>96,960</u>
	<b>30 June</b>	<b>30 June</b>
	<b>2024</b>	<b>2023</b>
	<b>'000</b>	<b>'000</b>
	<b>(audited)</b>	<b>(unaudited)</b>
<b>Shares</b>		
Weighted average number of ordinary shares for the purpose of basic (loss) earnings per share calculation	<u>1,561,434</u>	<u>1,478,633</u>
Effect of dilutive potential ordinary shares – share options	<u>1,650</u>	<u>4,000</u>
Weighted average number of ordinary shares for the purpose of diluted (loss) earnings per share calculation	<u>1,563,084*</u>	<u>1,482,633</u>

\* No adjustment has been made to the basic loss per share for the six months ended 30 June 2024 because the resulted loss per share is decreased when taking the outstanding share options into account, as the outstanding share options had an anti-dilutive effect on the basic loss per share. Accordingly, the diluted loss per share is same as the basic loss per share.

## 12. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	<b>30 June 2024 HK\$'000 (audited)</b>	31 December 2023 HK\$'000 (audited)
Unlisted equity investments, at fair value	<b>22,308</b>	22,005

Particulars of investments in unlisted equity securities held by the Group as at 30 June 2024 and 31 December 2023 disclosed pursuant to Chapter 21 of the Listing Rules are as follow:

Name of investee company	Place of incorporation	Proportion of investee's capital owned	Cost HK\$'000	Fair value HK\$'000	Accumulated unrealised gain (loss) HK\$'000	Net assets attributable to the Group HK\$'000	Dividend received/receivable during the period/year	% of gross assets of the Group
At 30 June 2024 (audited)								
Cheer Top Development Limited	Republic of Seychelles	18%	920	819	(101)	819	–	0.13%
Shanghai Hongpeng Energy Technology Co., Ltd.	PRC	10%	21,891	21,489	(402)	4,697	–	3.41%
			22,811	22,308	(503)			
At 31 December 2023 (audited)								
Shanghai Hongpeng Energy Technology Co., Ltd.	PRC	10%	21,891	22,005	114	5,013	–	2.06%

The above unlisted equity investments represent the Group's equity interests in private entities established in the Republic of Seychelles and the PRC. The directors of the Company have elected to designate these investments as equity instruments at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair values in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

The fair values of the unlisted equity investments were assessed by the directors of the Company with reference to the valuations conducted by independent professional valuers.

### 13. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	<b>30 June 2024 HK\$'000 (audited)</b>	31 December 2023 HK\$'000 (audited)
Rental deposits	6,322	6,208
Due from brokers ( <i>note</i> )	10,943	11,868
Other prepayments	1,245	826
Other utility deposits and receivables	230	320
Interest receivables from bank deposits	7	93
	<u>18,747</u>	<u>19,315</u>
Analysed for reporting purposes as:		
Current assets	15,138	13,934
Non-current assets*	3,609	5,381
	<u>18,747</u>	<u>19,315</u>

\* Non-current assets include rental deposits of approximately HK\$3,609,000 (31 December 2023: approximately HK\$5,381,000).

*Note:* The balance represents the cash account balances with securities brokers that are used for trading of securities. The management of the Company monitors the credit risk of these brokers on a regular basis.

None of the above assets is either past due or impaired. The receivables included in the above balances have no recent history of default.

### 14. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (“FVTPL”)

	<b>30 June 2024 HK\$'000 (audited)</b>	31 December 2023 HK\$'000 (audited)
Equity securities in Hong Kong ( <i>note</i> )	63,816	288,961
Equity securities in the PRC ( <i>note</i> )	43,803	91,814
	<u>107,619</u>	<u>380,775</u>
Analysed for reporting purposes as:		
Current assets	43,803	111,598
Non-current assets	63,816	269,177
	<u>107,619</u>	<u>380,775</u>

## 14. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (“FVTPL”) (CONTINUED)

*Note:* Particulars of investments of listed equity securities held by the Group as at 30 June 2024 and 31 December 2023 disclosed pursuant to Chapter 21 of Listing Rules are as follows:

Name of investee company	Place of incorporation	Number of shares held	Proportion of investee's interests	Cost HK\$'000	Market value HK\$'000	Accumulated unrealised gain (loss) recognised HK\$'000	Dividend received/receivable during the period HK\$'000	% of gross assets of the Group	% of net assets of the Group
At 30 June 2024 (audited)									
<i>Listed equity securities in Hong Kong</i>									
Hua Yin International Holdings Limited	Bermuda	1,042,000,000	14.46%	79,192	46,890	(32,302)	-	7.45%	7.72%
New Concepts Holdings Limited	Cayman Islands	156,740,000	9.76%	42,998	16,457	(26,541)	-	2.62%	2.71%
Jiading International Group Holdings Limited	Bermuda	3,906,250	4.26%	8,938	469	(8,469)	-	0.07%	0.08%
				<u>131,128</u>	<u>63,816</u>	<u>(67,312)</u>			
<i>Listed equity securities in the PRC</i>									
Caihong Display Devices Co., Ltd.	PRC	100,000	Less than 0.01%	882	732	(150)	-	0.12%	0.12%
HuiZhou Intelligence Technology Group Co., Ltd.	PRC	19,180,000	0.96%	46,348	43,071	(3,277)	-	6.84%	7.09%
				<u>47,230</u>	<u>43,803</u>	<u>(3,427)</u>			
				<u>178,358</u>	<u>107,619</u>	<u>(70,739)</u>			
At 31 December 2023 (audited)									
<i>Listed equity securities in Hong Kong</i>									
Hong Kong Exchanges and Clearing Limited	Hong Kong	30,000	Less than 0.01%	7,983	8,040	57	-	0.75%	0.81%
Tencent Holdings Limited	Cayman Islands	40,000	Less than 0.01%	11,692	11,744	52	-	1.10%	1.19%
Hua Yin International Holdings Limited	Bermuda	1,042,000,000	14.46%	79,192	171,930	92,738	-	16.10%	17.38%
New Concepts Holdings Limited	Cayman Islands	156,740,000	9.76%	42,998	94,044	51,046	-	8.81%	9.51%
Jiading International Group Holdings Limited	Bermuda	78,125,000	4.26%	8,938	3,203	(5,735)	-	0.30%	0.32%
				<u>150,803</u>	<u>288,961</u>	<u>138,158</u>			
<i>Listed equity securities in the PRC</i>									
Caihong Display Devices Co., Ltd.	PRC	100,000	Less than 0.01%	903	743	(160)	-	0.07%	0.08%
HuiZhou Intelligence Technology Group Co., Ltd.	PRC	19,850,000	0.99%	49,117	91,071	41,954	-	8.53%	9.21%
				<u>50,020</u>	<u>91,814</u>	<u>41,794</u>			
				<u>200,823</u>	<u>380,775</u>	<u>179,952</u>			

## 15. BORROWINGS

	<b>30 June 2024 HK\$'000 (audited)</b>	31 December 2023 HK\$'000 (audited)
Interest-bearing bonds, unsecured	–	44,894
Analysed for reporting purposes as:		
Current liabilities	–	34,792
Non-current liabilities	–	10,102
	–	44,894
The carrying amounts of above borrowings are repayable:		
Within one year	–	34,792
More than one year but not exceeding two years	–	9,964
More than two years but not exceeding five years	–	138
	–	44,894

## 16. SHARE CAPITAL

	<b>Number of ordinary shares of HK\$0.05 each '000</b>	<b>Nominal value HK\$'000</b>
Authorised:		
<b>At 1 January 2023, 31 December 2023 and 30 June 2024</b>	<b>4,000,000</b>	<b>200,000</b>
Issued and fully paid:		
At 1 January 2023	1,420,290	71,014
Issue of shares by placement ( <i>note a</i> )	140,344	7,018
Exercise of share options ( <i>note b</i> )	800	40
<b>At 31 December 2023, 1 January 2024 and 30 June 2024</b>	<b>1,561,434</b>	<b>78,072</b>

### Notes:

- (a) On 17 April 2023, 140,344,000 ordinary shares were issued by the Company pursuant to a placing agreement dated 4 April 2023 at a placing price of HK\$1.65 per share, giving gross proceeds of approximately HK\$231,568,000.
- (b) During the year ended 31 December 2023, 800,000 share options were exercised at the subscription price of HK\$0.808 per share, and 800,000 ordinary shares were issued, giving gross proceeds of approximately HK\$646,000.



## 17. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

### (a) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and liabilities 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, as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements are observable.

#### *Fair value hierarchy*

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in an active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	Level 1 <i>HK\$'000</i>	Level 2 <i>HK\$'000</i>	Level 3 <i>HK\$'000</i>	Total <i>HK\$'000</i>
<b>At 30 June 2024 (audited)</b>				
Financial assets at FVTPL ( <i>note i</i> )				
– Listed equity securities	107,619	–	–	107,619
Equity instruments at FVTOCI ( <i>note ii</i> )				
– Unlisted equity securities	–	–	22,308	22,308
	<u>107,619</u>	<u>–</u>	<u>22,308</u>	<u>129,927</u>
<b>At 31 December 2023 (audited)</b>				
Financial assets at FVTPL ( <i>note i</i> )				
– Listed equity securities	380,775	–	–	380,775
Equity instrument at FVTOCI ( <i>note ii</i> )				
– Unlisted equity securities	–	–	22,005	22,005
	<u>380,775</u>	<u>–</u>	<u>22,005</u>	<u>402,780</u>

## 17. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (CONTINUED)

### (a) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)

#### *Fair value hierarchy (Continued)*

#### *Notes:*

- (i) The fair value of listed equity securities classified as Level 1 is determined by the closing price quoted in active markets.
- (ii) The fair values of unlisted equity securities classified as level 3 are determined by management's valuation assessments with reference to the valuations conducted by independent professional valuers.

During the six months ended 30 June 2024 and year ended 31 December 2023, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

	30 June 2024 <i>HK\$'000</i> (audited)	31 December 2023 <i>HK\$'000</i> (audited)	Fair value hierarchy	Valuation technique(s)	Significant unobservable inputs	Range	Relationship of unobservable inputs to fair value
<u>Equity instruments at FVTOCI:</u>							
Unlisted equity investment	21,489	22,005	Level 3	Precedent transaction method	Transaction price	N/A	The higher the transaction price, the higher the fair value
Unlisted equity investment	819	–	Level 3	Asset approach	Net assets	N/A	The higher the net assets, the higher the fair value

### (b) Reconciliation of level 3 fair value measurements

	<b>Equity instruments at FVTOCI</b>	
	<b>30 June 2024 <i>HK\$'000</i> (audited)</b>	31 December 2023 <i>HK\$'000</i> (audited)
At 1 January	22,005	–
Addition	920	21,891
Fair value loss	(101)	–
Exchange adjustments	(516)	114
	<b>22,308</b>	22,005

## 18. CONTINGENT LIABILITIES

As at 30 June 2024, the Group did not have any material contingent liabilities (31 December 2023: Nil).

## 19. NET GAINS (LOSSES) ON DISPOSALS/DEREGISTRATIONS OF SUBSIDIARIES

### Disposals of subsidiaries

In February 2024, the Group disposed of its 82% equity interests in Cheer Top Development Limited together with its subsidiaries (“Cheer Top Group”) to independent third parties for a consideration of HK\$6,200,000. The disposal was completed in February 2024 and resulted in a gain on disposal of approximately HK\$9,706,000. The retained 18% equity interests in this Cheer Top Group were classified as financial assets at FVTOCI.

The aggregate net assets of the Cheer Top Group at the date of disposal were as follows:

	<i>HK\$'000</i> (audited)
Intangible asset ( <i>note</i> )	7,697
Prepayment	23
Other payables	<u>(2,609)</u>
Net assets disposed of	5,111
Release of capital reserve	<u>(7,697)</u>
	(2,586)
Fair value of retained interests in Cheer Top Group	(920)
Consideration received	<u>(6,200)</u>
	(9,706)
Gain on disposal	<u><u>(9,706)</u></u>

An analysis of net inflows of cash and cash equivalents in respect of the disposal of Cheer Top Group is as follows:

	<i>HK\$'000</i> (audited)
Net cash inflow arising on disposal:	
Cash consideration received	6,200
Cash and cash equivalents disposed of	<u>–</u>
	<u><u>6,200</u></u>

*Note:* The intangible asset represents the right to use over the properties located in the PRC which were owned by a wholly owned subsidiary of the Company free of charge (the “Right”) for a period of one year up to 31 December 2024. The Right was initially recognised as intangible asset at fair value with reference to the valuation report provided by an independent valuer. The fair value was determined taking into account of the expected discounted cash flows generated by the properties under the Right over one year.

## 19. NET GAINS (LOSSES) ON DISPOSALS/DEREGISTRATIONS OF SUBSIDIARIES (CONTINUED)

### Disposals of subsidiaries (Continued)

During the six months ended 30 June 2023, the Group disposed of its 82% equity interests in Sunshine Forever Limited, Bravo Fortune Limited and Energy Vitality Limited together with their subsidiaries (“Disposed Subsidiaries”) to independent third parties for an aggregate consideration of HK\$22,900,000. The disposals were completed in January 2023 and resulted in an aggregate gain on disposal of approximately HK\$33,654,000. The retained 18% equity interests in these Disposal Subsidiaries was classified as financial assets at FVTOCI.

The aggregate net assets of the Disposed Subsidiaries at the date of disposal were as follows:

	<i>HK\$'000</i> (unaudited)
Intangible assets	53,987
Other payables	(58)
	<hr/>
Net assets disposed of	53,929
Release of capital reserve	(53,987)
	<hr/>
	(58)
Fair value of retained interests in Disposed Subsidiaries	(10,696)
Consideration received	(22,900)
	<hr/>
Gain on disposal	<u><u>(33,654)</u></u>

An analysis of net inflows of cash and cash equivalents in respect of the disposal of Disposed Subsidiaries is as follows:

	<i>HK\$'000</i> (unaudited)
Net cash inflow arising on disposal:	
Cash consideration received	22,900
Cash and cash equivalents disposed of	—
	<hr/>
	<u><u>22,900</u></u>

## 19. NET GAINS (LOSSES) ON DISPOSALS/DEREGISTRATIONS OF SUBSIDIARIES (CONTINUED)

### Disposals of subsidiaries (Continued)

During the six months ended 30 June 2023, the Group disposed of its entire interests in Enrich Bloom Limited together with its subsidiaries to an independent third party for a consideration of HK\$10,000, resulting in a gain on disposal of approximately HK\$31,000.

The aggregate net liabilities of the subsidiaries at the date of disposal were as follows:

	<i>HK\$'000</i> (unaudited)
Other receivable	8
Other payables	(28)
	<hr/>
Net liabilities disposed of	(20)
Release of exchange reserve	(1)
	<hr/>
	(21)
Consideration received	(10)
	<hr/>
Gain on disposal	(31)
	<hr/> <hr/>

An analysis of net inflows of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

	<i>HK\$'000</i> (unaudited)
Net cash inflow arising on disposal:	
Cash consideration received	10
Cash and cash equivalents disposed of	–
	<hr/>
	10
	<hr/> <hr/>

### Deregistrations of subsidiaries

During the six months ended 30 June 2023, the Group had dissolved of two PRC subsidiaries, resulting in a loss on deregistrations of approximately HK\$722,000.

## 20. CAPITAL COMMITMENTS

	<b>30 June 2024 <i>HK\$'000</i> (audited)</b>	31 December 2023 <i>HK\$'000</i> (audited)
Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	<hr/> <b>15,385</b> <hr/>	<hr/> 15,754 <hr/>

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **FINANCIAL REVIEW**

During the period, the Group reported a loss of approximately HK\$368,847,000 (six months ended 30 June 2023: a profit of approximately HK\$96,960,000). The turnaround of the result with a loss for the six months ended 30 June 2024 as compared to a gain for the same period in 2023 was primarily due to the net unrealised loss on revaluation of financial assets at fair value through profit or loss (“FVTPL”) of approximately HK\$248,638,000 and impairment loss on property, plant and equipment of approximately HK\$74,862,000 incurred for the six months ended 30 June 2024 (six months ended 30 June 2023: the net unrealised gain on revaluation of financial assets at FVTPL of approximately HK\$140,833,000).

### **SECURITIES INVESTMENTS**

The Board exercised caution while actively managing its investment portfolio in accordance with the Company’s investment objective and policy for the best interests of our shareholders.

#### **Investment in listed securities**

As at 30 June 2024, the Group held listed securities classified under financial assets at FVTPL of approximately HK\$107,619,000 (31 December 2023: HK\$380,775,000).

#### **Investment in unlisted securities**

For the six months ended 30 June 2024, the Group held unlisted securities classified under equity instruments at fair value through other comprehensive income of approximately HK\$22,308,000 (31 December 2023: approximately HK\$22,005,000). The Group’s investment portfolio in unlisted securities consists of Cheer Top Development Limited (“Cheer Top”) of approximately HK\$819,000 (31 December 2023: Nil) and Shanghai Hongpeng Energy Technology Co., Ltd. (“Shanghai Hongpeng”) of approximately HK\$21,489,000 (31 December 2023: approximately HK\$22,005,000).

Cheer Top was principally engaged in the business of investment holding.

Shanghai Hongpeng was principally engaged in the business of research and development of nuclear fusion technology, and development and commercial application of fusion neutron source products in the People’s Republic of China.

### **INVESTMENT PORTFOLIO**

We divide our strategy into two major categories, namely long-term holding securities investment and short-term trading of equity securities. The main sectors of our current investments as at 30 June 2024 were property development and management, e-commerce business, construction works and environmental protection and investment in innovation and technology.

## **Significant Investments**

As at 30 June 2024, the Group's securities investments in an entity with a value which exceeds 5% of the Group's total assets are investments in Hua Yin International Holdings Limited and HuiZhou Intelligence Technology Group Co., Ltd.

Details of above investments are disclosed in note 14 to this announcement.

The Group has established risk management procedures that enable it to identify, measure, monitor and control various types of risk it faces. The management will closely monitor the Group's investment portfolio.

## **LIQUIDITY AND FINANCIAL RESOURCES**

The Group had bank balances and cash of approximately HK\$105,127,000 as at 30 June 2024 (31 December 2023: approximately HK\$173,342,000) representing 16.7% (31 December 2023: 16.2%) of the Group's total assets. As at 30 June 2024, the Group had no long-term and short-term borrowings. As at 31 December 2023, the Group had long-term unsecured interest-bearing bonds of approximately HK\$10,102,000, and short-term unsecured interest-bearing bonds of approximately HK\$34,792,000.

As at 30 June 2024, the Group's gearing ratio, being total debt divided by total equity, was not applicable as the Group did not have any borrowings (31 December 2023: 4.5%).

## **FOREIGN CURRENCY EXPOSURE**

Most of the business transactions of the Group are denominated in Hong Kong dollars ("HK\$") and Renminbi ("RMB"). The management of the Group will closely monitor fluctuations in these currencies and take appropriate actions when needed. As at 30 June 2024, the Group did not engage in currency hedging nor did it adopt any formal hedging activities. During the period, the Group had major financial assets of approximately HK\$87,980,000 (31 December 2023: approximately HK\$139,986,000) which was denominated in RMB. The Group currently does not have any foreign currency hedging policy. However, the Group monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

## **CAPITAL STRUCTURE**

The shares of the Company are listed on The Stock Exchange of Hong Kong Limited ("Stock Exchange"). During the period, there was no movement in the Company's share capital.

Following a placing which completed on 17 April 2023, the Company obtained gross proceeds of approximately HK\$231,568,000. Up to 31 December 2023, the Group used (a) HK\$45.5 million (or 19.6% of the gross proceeds) to invest in listed securities (namely, listed equity securities in Hong Kong Exchanges and Clearing Limited (HK\$8.0 million); Tencent Holdings Limited (HK\$22.6 million); Jiading International Group Holdings Limited (HK\$5.9 million) and Alibaba Group Holding Limited (HK\$9 million)) and (b) HK\$102.7 million (or 44.3% of the gross proceeds) for general working capital purposes. During the period, the Company fully utilized the balance of the gross proceeds in the amount of HK\$83.4 million (or 36.1% of the gross proceeds) for general working capital purposes.

## **CAPITAL COMMITMENTS**

As at 30 June 2024, the Group had capital commitments in respect of the acquisition of property, plant and equipment which are contracted for but not provided for of approximately HK\$15,385,000 (31 December 2023: HK\$15,754,000).

## **PLEDGE OF ASSETS AND CONTINGENT LIABILITIES**

As at 30 June 2024, there was no charges on the Group's assets and the Group did not have any material contingent liabilities (31 December 2023: Nil).

## **EMPLOYEE AND REMUNERATION POLICIES**

As at 30 June 2024, the Group had 19 employees and 7 Directors. The Group's remuneration policies are in line with prevailing market practice and are determined on the basis of the performance and experience of individual employees.

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

Apart from disclosed in note 19 to this announcement, there was no other material acquisition or disposal of subsidiaries by the Group during the period.

## **INTERIM DIVIDEND**

The Board did not recommend the payment of any interim dividend for the period.

## **PROSPECT**

With all-out hostilities in Ukraine, Palestine, Sudan or Yemen, we are seeing the most active conflicts of any time since the end of the Second World War. The outcome of the November 2024 presidential election in the United States could bring a drastic shift in the power relations and Washington's position in each of these conflicts, from weapons' supplies to the Ukrainian government or the support for Israel, to confrontation with Russia and China. In the meantime, the Federal Reserve has maintained the federal funds rate at a 23-year high of 5.25%-5.50%, which will continue to exert pressure on business activities and consumption. Under such highly uncertain political and economic environment, the Directors will take prudent strategies to manage our portfolio.



## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES AND THE UNDERLYING SHARES OF THE COMPANY AND ANY ASSOCIATED CORPORATIONS

As at 30 June 2024, the interests and short positions of each Director and the chief executives of the Company in the shares and the underlying shares of the Company and any associated corporations as defined in Part XV of the Securities and Futures Ordinance (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 for Securities Transactions by Directors of Listed Companies (the "Model Code") were as follows:

### (i) Long positions in shares as at 30 June 2024

Name of Director	Capacity	Number of shares	Approximate percentage of shareholding
Liang Wenzhi	Beneficial owner	14,789,600	0.95%
Wang Mengtao ("Mr. Wang")	Beneficial owner	1,768,000	0.11%

### (ii) Long positions in underlying shares as at 30 June 2024

Name of Director	Capacity	Note	Number of underlying shares	Approximate percentage of shareholding
Luk Hong Man, Hammond	Beneficial owner	(1)	500,000	0.03%
Zhang Xi	Beneficial owner	(1)	500,000	0.03%
Mr. Wang	Beneficial owner	(1)	350,000	0.02%

Note:

- (1) These share options are at an exercise price of HK\$3.39 per share of the Company with exercise period from 26 January 2024 to 25 January 2033.

Save as disclosed above, at 30 June 2024, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in shares, underlying shares or debentures of the Company and its associated corporations as recorded in the register required to be maintained under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

## SUBSTANTIAL SHAREHOLDER

As at 30 June 2024, the following persons' interest in 5% or more in the shares and underlying shares of the Company have been notified to the Company or recorded in the register of interest in shares and short positions required to be kept under Section 336 of the SFO:

Name	Number of Shares	Type of interest	Approximate percentage of total issued share capital of the Company
HK DYF Int'l Holding Group Limited	198,030,400	Beneficial owner	12.68%
DingYiFeng International Holding Limited ( <i>Note 1</i> )	198,030,400	Interest of controlled corporation	12.68%
Ma Xiaoqiu ("Ms. Ma")	208,550,400 ( <i>Note 2</i> )	Beneficial owner and interest of controlled corporation	13.36%
Sui Guangyi ("Mr. Sui")	347,612,800 ( <i>Note 3</i> )	Beneficial owner and interest of controlled corporation	22.26%

*Note 1:* DingYiFeng International Holding Limited is deemed to be interested in 198,030,400 shares through its controlled corporation, HK DYF Int'l Holding Group Limited.

*Note 2:* Of these shares, (i) 198,030,400 shares are held by HK DYF Int'l Holding Group Limited, which is held as to 100% by DingYiFeng International Holding Limited, which in turn held as to 50% by Ms. Ma. Ms. Ma is deemed to be interested in these shares by virtue of the SFO; and (ii) 10,520,000 shares are held by Ms. Ma.

*Note 3:* Of these shares, 198,030,400 shares are held by HK DYF Int'l Holding Group Limited, which is held as to 100% by DingYiFeng International Holding Limited, which is in turn held as to 50% by Mr. Sui. Mr. Sui is deemed to be interested in these shares by virtue of the SFO; and (ii) 149,582,400 shares are held by Mr. Sui.

Save as disclosed above, the Directors are not aware of any person who has an interest or short position in the shares or underlying shares of the Company (which is discloseable under Divisions 2 and 3 of Part XV of the SFO), or is directly or is indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group (which is discloseable under the Listing Rules).

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES**

During the period, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities.

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

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules. Upon enquiry by the Company of those who served as Directors as at 30 June 2024, all Directors have confirmed that they have complied with the required standards set out in the Model Code throughout the period.

## **CORPORATE GOVERNANCE PRACTICES**

During the six months ended 30 June 2024, the Company had complied with all the applicable provisions of the Corporate Governance Code (the “Code Provision”) as set out in Appendix 14 to the Listing Rules, except for the deviation set out as below.

### **Code Provision A.2.1**

Code Provision A.2.1 stipulates that the roles of the chairman and the chief executive should be segregated and assumed by two separate individuals who have no relationship with each other to strike a balance of power and authority, so that the job responsibilities are not concentrated on any one individual. While the post of chief executive was taken up throughout the year by an individual, the post of chairman has become vacate since February 2023. The Board is in the process of identifying a suitable candidate to fill in the vacancy for the post of chairman in order to be compliant with the requirement of the Code Provision A.2.1. Further announcement will be made by the Company with regard to any appointment of the post of chairman of the Company as and when appropriate.

### **Code Provision E.1.2**

Code Provision E.1.2 stipulates that the chairman of the Board should attend the annual general meeting (“AGM”). No chairman of the Board was available to attend the AGM of the Company held on 5 June 2024 as the Board was in the process of identifying suitable candidate to fill in the vacancy for the post of chairman. The said AGM was chaired by an executive Director.

## **AUDIT COMMITTEE**

The Audit Committee currently comprised solely of independent non-executive Directors, namely, Ms. Jing Siyuan (Chairman), Mr. Zhang Aimin and Mr. Zhang Qiang. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Group. The audited interim results and audited consolidated financial statements of the Group for the period have been reviewed by the Audit Committee and approved by the Board on 28 August 2024.

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

This interim results announcement is published on both the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.dyf.com.hk](http://www.dyf.com.hk). The Company's interim report for the six months ended 30 June 2024 will be published at the same websites and will be despatched to the Company's shareholders (if requested) in due course.

By Order of the Board  
**Ding Yi Feng Holdings Group International Limited**  
**Luk Hong Man, Hammond**  
*Executive Director*

Hong Kong, 28 August 2024

*As at the date of this announcement, the executive Directors are Mr. Luk Hong Man, Hammond and Mr. Zhang Xi; the non-executive Directors are Mr. Liang Wenzhi and Mr. Wang Mengtao; and the independent non-executive Directors are Ms. Jing Siyuan, Mr. Zhang Aimin and Mr. Zhang Qiang.*