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HUSCOKE HOLDINGS LIMITED
和嘉控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 704)

ANNOUNCEMENT OF AUDITED ANNUAL RESULTS FOR THE YEAR ENDED 31 MARCH 2024 AND RESUMPTION OF TRADING

RESULTS HIGHLIGHTS

- Loss for the year ended 31 March 2024 was HK$35,739,000.
- Loss attributable to owners of the Company was HK$35,732,000.
- Basic loss per share was HK$0.12.
- As at 31 March 2024, the net assets amounted to HK$1,085,063,000.
- The net assets per share was HK$3.74.

The board (the "**Board**") of directors (the "**Directors**") of Huscoke Holdings Limited (the "**Company**") is pleased to announce the audited consolidated results of the Company and its subsidiaries (collectively, the "**Group**") for the year ended 31 March 2024 together with the relevant audited comparative figures for the fifteen months from 1 January 2022 to 31 March 2023 as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND COMPREHENSIVE INCOME

For the year ended 31 March 2024

	Notes	**Year ended 31 March 2024** ***HK$'000***	Period from 1 January 2022 to 31 March 2023 *HK$'000*
REVENUE	*4*	**2,403**	34,726
Cost of sales		**(2,400)**	(125,638)
Gross profit/(loss)		**3**	(90,912)
Compensation income	*4*	**22,416**	41,367
Other income and gains, net	*4*	**274**	299,238
Gain on disposal of subsidiaries		**–**	1,693,981
Selling and distribution costs		**–**	(1,565)
Administrative expenses		**(27,327)**	(114,007)
Finance costs	*5*	**(31,105)**	(157,108)
Other operating expenses, net	*6*	**–**	(34,316)
(LOSS)/PROFIT BEFORE TAX	*6*	**(35,739)**	1,636,678
Income tax expense	*7*	**–**	(387,817)
(LOSS)/PROFIT FOR THE YEAR/PERIOD		**(35,739)**	1,248,861
Other comprehensive expenses			
Items that may be reclassified subsequently to profit or loss, net of tax:			
Exchange differences on translation of foreign operations:			
Exchange differences arising on translation of foreign operations		**(68,880)**	(11,571)
Reclassification of foreign currency translation reserve upon disposal of subsidiaries		**–**	(82,026)
Other comprehensive expenses for the year/period, net of tax		**(68,880)**	(93,597)
TOTAL COMPREHENSIVE (EXPENSES)/ INCOME FOR THE YEAR/PERIOD		**(104,619)**	1,155,264

	Notes	Year ended 31 March 2024 HK$'000	Period from 1 January 2022 to 31 March 2023 HK$'000
(LOSS)/PROFIT FOR THE YEAR/PERIOD ATTRIBUTABLE TO:			
Owners of the Company		**(35,732)**	1,250,165
Non-controlling interests		**(7)**	(1,304)
		(35,739)	1,248,861
TOTAL COMPREHENSIVE (EXPENSES)/ INCOME FOR THE YEAR/PERIOD ATTRIBUTABLE TO			
Owners of the Company		**(95,454)**	1,155,600
Non-controlling interests		**(9,165)**	(336)
		(104,619)	1,155,264
(LOSS)/PROFIT PER SHARE			
Basic	*8*	**(HK$0.12)**	HK$4.35
Diluted	*8*	**(HK$0.12)**	HK$4.35

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 March 2024

	Notes	31 March 2024 HK$'000	31 March 2023 HK$'000
Non-Current Assets			
Property, plant and equipments	10	**1,687,336**	1,778,913
Financial assets at fair value through profit or loss		**1,508**	1,508
Total non-current assets		**1,688,844**	1,780,421
Current Assets			
Trade receivables	11	**1,719**	–
Prepayments, deposits and other receivables	12	**134,174**	129,064
Cash and bank balances		**2,448**	601
Total current assets		**138,341**	129,665
Current Liabilities			
Trade payables	14	**1,715**	–
Other payables, accruals and deposit received	15	**109,017**	59,199
Other borrowings		**218,188**	218,188
Lease liabilities		**1,402**	2,717
Tax payable		**145,110**	76,500
Total current liabilities		**475,432**	356,604
Net current liabilities		**(337,091)**	(226,939)
Total assets less current liabilities		**1,351,753**	1,553,482

	Notes	**31 March 2024** *HK$'000*	31 March 2023 *HK$'000*
Non-Current Liabilities			
Other payables, accruals and deposit received	*15*	**47,656**	58,504
Lease liabilities		**1,370**	–
Tax payable		**217,664**	305,996
Total non-current liabilities		**266,690**	364,500
Net assets		**1,085,063**	1,188,982
Equity			
Equity attributable to owners of the Company			
Share capital		**29,037**	28,707
Reserves		**887,576**	982,660
		916,613	1,011,367
Non-controlling interests		**168,450**	177,615
Total equity		**1,085,063**	1,188,982

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2024

1. CORPORATE INFORMATION

Huscoke Holdings Limited was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the Stock Exchange. The registered office at the end of the reporting year is located at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda and the principal office at the end of the reporting year is located at Room 3604-05, 36/F., Tower One, Lippo Centre, 89 Queensway, Admiralty, Hong Kong.

At 31 March 2024, the directors consider that the immediate and ultimate controlling party of the Group to be Shun Wang Investments Limited, a company incorporated in the British Virgin Islands and Mr. Zhao Xu Guang, a director of the Company, respectively.

During the year, the Company and its subsidiaries (collectively, the "**Group**") were involved in the following activities: (i) coke trading business; (ii) coal-related ancillary business; and (iii) coke production business.

The consolidated financial statements are presented in Hong Kong dollars ("**HK$**") and all values are rounded to the nearest thousand ("**HK$'000**"), unless otherwise stated.

The current financial statements cover a twelve-month year ended 31 March 2024 and the comparative financial statements cover a fifteen-month period ended 31 March 2023 due to the change of financial year end date of the Company. The comparative amounts are, therefore, not entirely comparable.

2.1 BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("**HKASs**") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss which have been measured at fair value.

The Group incurred a loss attributable to owners of the Company of HK$35,732,000 for the year ended 31 March 2024 and had net current liabilities of approximately HK$337,091,000 as at 31 March 2024. Statutory demands from the major creditor for certain alleged outstanding borrowing and interest were received on 11 December 2023 and 17 June 2024. Also, the Company has received a winding-up petition filed against the Company by the major creditor. Further, no revenue was generated from the new operating assets up to date, which bring significant impacts on the Group's operations. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. The consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the Group's ability to make the new operating assets in full operation on schedule, the success in collecting debts from a debtor, the success in delaying the payments by persuading its creditors of the Group not to insist on demanding repayment before the full operation of the Group's new operating assets and the success in seeking the dismissal of the winding-up petition. The consolidated financial statements do not include any adjustments that would result from the failure to make the new operating assets in full operation on schedule, to collect the debts, to delay the repayments and to seek the dismissal of the winding-up petition.

The directors of the Company ("**Directors**") have given careful consideration to the future liquidity of the Group and are of the opinion that the Group will be able to meet its financial obligations as they fall due for the foreseeable future, and accordingly, are satisfied that it is appropriate to prepare these consolidated financial statements on a going concern basis.

For details of the winding-up petition, please refer to the Company's announcements dated 2 August 2024 and 8 August 2024.

2.2 ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 April 2023. HKFRSs, comprise HKFRS, HKAS, and Interpretation. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's consolidated financial statements and amounts reported for the current year and prior period/ years.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

3. OPERATING SEGMENTS INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has the following reportable operating segments:

(a) the coke trading segment — purchases and sales of coke and coal;

(b) the coal-related ancillary segment — washing of raw coal into refined coal for sale and for further processing, and sale of electricity and heat which are generated as the by-products during the washing of raw coal; and

(c) the coke production segment — processing of refined coal into coke for sales, and sale of coke by-products that are generated during coke production.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment (loss)/profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that interest income, unallocated other income, corporate and administrative expenses, other operating income, finance costs and income tax expense are excluded from such measurement.

Segment assets exclude cash and bank balances, restricted bank deposits, financial assets at fair value through profit or loss, other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude other borrowings, lease liabilities, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted at cost plus a certain percentage of mark-up.

Segment revenue and results

For the year ended 31 March 2024

	Coke trading HK$'000	Coal-related ancillary HK$'000	Coke Production HK$'000	Eliminations HK$'000	Total HK$'000
Segment revenue:					
— external sale	2,403	–	–	–	2,403
Total	2,403	–	–	–	2,403
Segment results	3	–	–	–	3
Unallocated other income					274
Compensation income					22,416
Corporate administrative expenses *(Note)*					(27,327)
Finance costs					(31,105)
Loss before tax					(35,739)
Income tax expense					–
Loss for the year					(35,739)

	Coke trading HK$'000	Coal-related ancillary HK$'000	Coke Production HK$'000	Corporate and unallocated HK$'000	Total HK$'000
Segment assets	–	–	1,684,584	142,601	1,827,185
Segment liabilities	–	–	–	742,122	742,122
Other segment information:					
Additions of property, plant and equipment	–	–	–	2,959	2,959
Depreciation	–	–	–	2,953	2,953

For the fifteen months ended 31 March 2023

	Coke trading *HK$'000*	Coal-related ancillary *HK$'000*	Coke production *HK$'000*	Eliminations *HK$'000*	Total *HK$'000*
Segment revenue:					
— external sale	–	34,726	–	–	34,726
Other income	–	28,336	–	–	28,336
Total	–	63,062	–	–	63,062
Segment results	–	(64,141)	–	–	(64,141)
Unallocated other income					4,460
Compensation income					41,367
Interest income arising in other receivables					129,752
Imputed interest income of amount due to a former subsidiary					12,058
Amortisation on financial guarantee contracts					124,632
Gain on disposal of subsidiaries					1,693,981
Impairment loss for prepayments, deposits and other receivables					(34,316)
Corporate administrative expenses *(Note)*					(114,007)
Finance costs					(157,108)
Profit before tax					1,636,678
Income tax expense					(387,817)
Profit for the period					1,248,861

	Coke trading *HK$'000*	Coal-related ancillary *HK$'000*	Coke production *HK$'000*	Corporate and unallocated *HK$'000*	Total *HK$'000*
Segment assets	–	–	1,776,167	133,919	1,910,086
Segment liabilities	–	–	–	721,104	721,104
Other segment information:					
Additions of property, plant and equipment	–	–	1,776,167	5,835	1,782,002
Depreciation	–	–	–	4,323	4,323

Note: Unallocated corporate administrative expenses mainly include corporate's staff cost and Directors' remuneration, legal and professional fee, PRC local tax and depreciation of unallocated property, plant and equipment.

Geographical information

(a) Revenue from external customers

In presenting the geographical information, revenue is all derived from the PRC. The revenue information is based on the locations of the customers.

(b) Non-current assets

	31 March 2024	31 March 2023
	HK$'000	*HK$'000*
Hong Kong	**2,752**	2,746
The PRC	**1,684,584**	1,776,167
	1,687,336	1,778,913

The non-current asset information is based on the locations of the assets and excludes financial instruments and deferred tax assets.

Information about major customers

Revenues from external customers individually contributing 10% or more of the total revenue from the Group are as follows:

	Year ended 31 March 2024	Period from 1 January 2022 to 31 March 2023
	HK$'000	*HK$'000*
Customer A	***N/A**	20,836
Customer B	**1,533**	*N/A
Customer C	**870**	*N/A

* These customers did not individually contribute 10% or more of the total revenue from the Group in the year ended 31 March 2024 or the fifteen months ended 31 March 2023.

4. REVENUE, COMPENSATION INCOME, OTHER INCOME AND GAINS, NET

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts, and the value of services rendered during the year/period. An analysis of revenue, compensation income and other income and gains, net are as follows:

	Year ended 31 March 2024 *HK$'000*	Period from 1 January 2022 to 31 March 2023 *HK$'000*
Revenue		
Sales of electricity and heat	**–**	34,726
Sales of medium coal and coke	**2,403**	–
	2,403	34,726
The revenue is recognised at a point in time.		
Compensation income *(Note a)*	**22,416**	41,367
Other income and gains, net		
Interest income from bank deposits	**1**	2
Interest income from the non-controlling shareholder of a subsidiary	**–**	39,421
Interest charged back to Jinyan Electricity related borrowing *(Note b)*	**–**	90,331
Imputed interest income of amount due to a former subsidiary	**–**	12,058
Governments grant *(Note c)*	**–**	28,336
Gain on disposal of property, plant and equipment	**270**	–
Sundry income	**3**	4,458
Amortisation on financial guarantee contracts	**–**	124,632
	274	299,238

Notes:

(a) In 2019, the Group paid a trade deposit of US$22,000,000 to Shanxi Jinyan Energy Technology Company Limited* (山西金岩能源科技有限公司) ("**Energy Technology**") for the coke trading business. However, due to the downtrend of international coke price, both parties agreed to terminate the plan and Energy Technology agreed to refund such trade deposit by instalment with compensation to the Group. Upon the completion of the acquisition of a new subsidiary, Shanxi Jinyan Energy Jiarun Co., Ltd* (山西金岩能源嘉潤有限責任公司) ("**Energy Jiarun**"), on 18 January 2023, Energy Technology became a non-controlling shareholder of a subsidiary of the Group at 31 March 2024 and 31 March 2023.

(b) For the fifteen months ended 31 March 2023, the interests were derived from the unrecorded loans and the relevant accrued interests in relation to the incident caused by Xiaoyi Jinyan Electricity Coke Chemical Company Limited*(孝義市金岩電力煤化工有限公司) ("**Jinyan Electricity**"), being the 9% minority shareholder of GRG Huscoke (Shanxi) Limited* (山西金岩和嘉能源有限公司) ("**GRG Huscoke**") (the "**Incident**"). Details of which are set out in the Company's annual report for the year ended 31 December 2020 and the Company's announcements dated 18 January 2022 and 26 May 2022.

(c) For the fifteen months ended 31 March 2023, government grants have been received for supplying heat in the PRC. There are no unfulfilled conditions or contingencies relating to these grants.

* *For identification purpose only*

5. FINANCE COSTS

	Year ended 31 March 2024	Period from 1 January 2022 to 31 March 2023
	HK$'000	*HK$'000*
Interest expenses on other borrowings	**28,352**	35,917
Interest expenses on lease liabilities	**95**	702
Imputed interest expenses on amount due to a former subsidiary	**2,658**	1,854
Interest expenses on Jinyan Electricity related borrowing	**–**	114,545
Interest expenses on other payables	**–**	4,090
	31,105	157,108

6. (LOSS)/PROFIT BEFORE TAX

The Group's (loss)/profit before tax is arrived at after charging/(crediting):

	Year ended 31 March 2024	Period from 1 January 2022 to 31 March 2023
	HK$'000	*HK$'000*
Auditor's remuneration	**950**	1,000
Cost of inventories	**2,400**	125,638
Depreciation		
— Owned	**60**	639
— Right-of-use assets	**2,893**	3,684
Employee benefit expense (including Director's remuneration):		
— Wages and salaries	**9,891**	31,923
— Pension scheme contributions *(Note a)*	**370**	6,895
Total employee benefit expenses	**10,261**	38,818
Gain on disposal of property, plant and equipment	**(270)**	–
Provision of loss allowance of prepayments, deposits and other receivables, net *(Note b)*	**–**	34,316

Notes:

(a) As at 31 March 2024 and 31 March 2023, the Group had no forfeited contributions available to reduce its contributions to the pension schemes in future years.

(b) For the fifteen months ended 31 March 2023, this balance was included in "Other operating expenses, net" in the consolidated profit or loss.

7. INCOME TAX EXPENSE

No provision for Hong Kong profits tax was made as there were no assessable profits arising in Hong Kong during the year ended 31 March 2024 and during the fifteen months ended 31 March 2023.

The income tax provision in respect of operations in the PRC is calculated at the applicable tax rates of 25% on the estimated assessable profits for the year based on existing legislation, interpretations and practices.

	Year ended 31 March 2024 *HK$'000*	Period from 1 January 2022 to 31 March 2023 *HK$'000*
Current — Hong Kong	–	–
Current — The PRC		
Charge for the year/period	–	387,817
	–	387,817
Deferred tax expenses for the year/period	–	–
	–	387,817

8. (LOSS)/PROFIT PER SHARE

Basic (loss)/profit per share

The calculation of basic (loss)/profit per share attributable to owners of the Company is based on the loss for the year attributable to owners of the Company of approximately HK$35,732,000 (2023: profit for the period of HK$1,250,165,000) and the weighted average number of ordinary shares of 289,895,093 (2023: 287,071,349) in issue during the year.

Diluted (loss)/profit per share

The Company has no dilutive potential ordinary shares in issue during the year ended 31 March 2024 and the fifteen months ended 31 March 2023 and, therefore, the diluted (loss)/profit per share is the same as basic (loss)/profit per share for the year/period.

9. DIVIDEND

The board of Directors does not recommend the payment of any dividend for the year ended 31 March 2024 (2023: Nil).

10 PROPERTY, PLANT AND EQUIPMENT

	Building	Other properties leased for own use carried at cost	Leasehold improvement	Furnaces and infrastructure	Plant and machinery	Computer equipment	Furniture and fixtures	Motor vehicles	Construction in progress	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Cost										
At 1 January 2022	383,823	20,381	1,653	544,655	640,813	77,368	410	23,816	–	1,692,919
Additions	–	5,772	–	–	–	63	–	–	–	5,835
Acquisition of subsidiaries	–	–	–	–	–	–	–	–	1,776,167	1,776,167
Disposal of subsidiaries	(357,513)	(9,669)	–	(507,321)	(596,887)	(72,065)	–	(18,701)	–	(1,562,156)
Transfer	–	(9,977)	–	–	–	–	–	–	–	(9,977)
Exchange realignment	(26,310)	(734)	–	(37,334)	(43,926)	(5,303)	–	(1,376)	–	(114,983)
At 31 March 2023 and 1 April 2023	–	5,773	1,653	–	–	63	410	3,739	1,776,167	1,787,805
Additions	–	2,959	–	–	–	–	–	–	–	2,959
Disposal	–	–	–	–	–	–	–	(644)	–	(644)
Transfer	–	(5,773)	–	–	–	–	–	–	–	(5,773)
Exchange realignment	–	–	–	–	–	–	–	–	(91,583)	(91,583)
At 31 March 2024	–	2,959	1,653	–	–	63	410	3,095	1,684,584	1,692,764
Accumulated depreciation and impairment										
At 1 January 2022	383,823	19,823	1,653	544,655	640,813	77,368	373	23,177	–	1,691,685
Charge for the period	–	3,684	–	–	–	35	4	600	–	4,323
Written back on disposal of subsidiaries	(357,513)	(9,669)	–	(507,321)	(596,887)	(72,065)	–	(18,701)	–	(1,562,156)
Transfer	–	(9,977)	–	–	–	(29)	29	–	–	(9,977)
Exchange realignment	(26,310)	(734)	–	(37,334)	(43,926)	(5,303)	–	(1,376)	–	(114,983)
At 31 March 2023 and 1 April 2023	–	3,127	1,653	–	–	6	406	3,700	–	8,892
Charge for the year	–	2,893	–	–	–	19	2	39	–	2,953
Disposal	–	–	–	–	–	–	–	(644)	–	(644)
Transfer	–	(5,773)	–	–	–	–	–	–	–	(5,773)
At 31 March 2024	–	247	1,653	–	–	25	408	3,095	–	5,428
Carrying amount										
At 31 March 2024	–	2,712	–	–	–	38	2	–	1,684,584	1,687,336
At 31 March 2023	–	2,646	–	–	–	57	4	39	1,776,167	1,778,913

11. TRADE RECEIVABLES

	31 March 2024 *HK$'000*	31 March 2023 *HK$'000*
Trade receivables:		
— third parties	**975**	–
— non-controlling shareholder of a subsidiary *(Note 13)*	**744**	–
	1,719	–
Less: Loss allowance	**–**	–
	1,719	–
Less: Current portion	**(1,719)**	–
Non-current portion	**–**	–

The ageing analysis of the trade receivables (net of loss allowance) by invoice date at the end of the reporting year/period is as follows:

	31 March 2024 *HK$'000*	31 March 2023 *HK$'000*
Within 3 months	**1,719**	–

12. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	31 March 2024 *HK$'000*	31 March 2023 *HK$'000*
Prepayments, deposits and other receivables due from third parties	**26,090**	25,699
Trade deposits and other receivables from Energy Technology *(Note 13)*	**166,398**	161,679
Less: Loss allowance	**(58,314)**	(58,314)
	134,174	129,064
Less: Current portion	**(134,174)**	(129,064)
Non-current portion	**–**	–

13. AMOUNT DUE FROM THE NON-CONTROLLING SHAREHOLDER OF A SUBSIDIARY

	31 March 2024 *HK$'000*	31 March 2023 *HK$'000*
Trade receivables *(Note 11) (Note a)*	**744**	–
Trade deposits and other receivables from Energy Technology *(Note 12)*	**132,082**	127,363
	132,826	127,363
Less: Current portion	**(132,826)**	(127,363)
Non-current portion	**–**	–

Note:

(a) The balances are trade in nature and non-interest-bearing.

14. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting year/period, based on the invoice date, is as follows:

	31 March 2024 *HK$'000*	31 March 2023 *HK$'000*
Within 3 months	**1,715**	–

15. OTHER PAYABLES, ACCRUALS AND DEPOSITS RECEIVED AND DEFERRED INCOME

	31 March 2024 *HK$'000*	31 March 2023 *HK$'000*
Other payables and accrued charges	**23,347**	12,348
Interest payable	**75,203**	46,851
Amount due to a former subsidiary	**58,123**	58,504
	156,673	117,703
Less: Current portion	**(109,017)**	(59,199)
Non-current portion	**47,656**	58,504

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

During the year ended 31 March 2024 (the "**Reporting Period**"), two coking furnaces (the "**Coking Furnace Assets**") of Shanxi Jinyan Energy Jiarun Co., Ltd.* (山西金岩能源嘉潤有限責任公司) ("**Energy Jiarun**"), a 90%-owned subsidiary of the Company, each with a height of 7.1 meters and an annual production capacity of at least 1.2 million tonnes of coke, were prepared for production at any moment. However, the production could not commence this year because the public auxiliary equipment required for Energy Jiarun's operations, which was to be provided by Shanxi Jinyan Energy Technology Company Limited* (山西金岩能源科技有限公司) ("**Energy Technology**"), was not yet completed. The external financing for Energy Technology mentioned in the Company's announcement dated on 18 March 2024, is facing reassessment due to some new legal issues, as well as the Company receiving statutory demands and winding-up petitions from Cinda Hong Kong. This has led the financing party for Energy Technology to reassess risks and conduct a review. Currently, another financing party for Energy Technology is a proposed industrial fund, with a general partner (GP) from an organization under the Shanxi Provincial State-owned Assets Supervision and Administration Commission that manages government investment funds. The limited partners (LP) include a trust company based in Beijing. Both parties are currently communicating regarding the terms of the agreement and technical details. It is expected that a formal agreement will be signed and the funds will be in place gradually before the end of this year.

Considering the timeline for the funds to be in place after the formal agreement is signed, the time needed for the installation of remaining equipment in all sections, the linking of process pipelines, and debugging, as well as the obstacles posed by the harsh winter climate in Shanxi Province and the Spring Festival holiday. Energy Technology expects that if there are no extreme weather conditions this winter, trial production operations will begin in the first quarter of next year.

The Company expects to record the value of the free use right of the public auxiliary facilities provided by Energy Technology once the Coking Furnace Assets are fully operational. In addition, the Company is considering converting the Coking Furnace Assets from construction in progress to fixed assets once these assets are operational, aiming to accurately reflect the appraised value of the assets. The Company anticipates that the asset value of the Coking Furnace Assets will increase, combined with the value recorded for the free use right. It is expected that the asset level of the Company will be more accurately reflected after the operation in the next year. During the Reporting Period, the value of the Coking Furnace Assets were denominated in RMB, and the exchange rate of RMB against Hong Kong dollar declined, resulting in a decrease in the carrying value of the assets, which was generally attributable to foreign exchange gains and losses.

During the Reporting Period, China's economy continued to recover from the pandemic. The slowdown in economic growth, along with structural adjustments in the real estate infrastructure and other industries, affected the production and consumption of downstream industries like steel and aluminum, which directly impacted the demand and price of coke.

The upstream coal industry has undergone a phase of overcapacity and capacity adjustment. The government has encouraged the coal industry to reduce capacity and optimize the supply structure, strengthen environmental protection, and reduce carbon emissions. A series of restrictive measures and policies have been implemented to promote the development of clean energy. As clean energy advances and coal substitution is promoted, the coal market supply has been affected, leading to high coal prices.

In the current market environment, the Company's Coking Furnace Assets which boast high environmental protection standards, featuring an annual output of 1.2 million tons and a coking chamber height of 7.1 meters, will provide significant competitive advantages to the Company. The Chinese government has intensified its efforts to combat air pollution and reduce carbon emissions by enforcing stricter environmental protection standards and restrictive measures, alongside supply-side structural reforms in the coking industry. The phase-out of outdated coke production facilities that fail to meet environmental standards will raise the overall environmental requirements of the industry, improve the supply and demand condition, and enhance market competition, which are expected to bring competitive advantages to the Company's high-standard Coking Furnace Assets.

During the Reporting Period, the Company initiated a trial run of its coke processing and trading business. Energy Jiarun procures raw materials and delivers them to Energy Technology for processing into finished coke, which is then returned to Energy Jiarun for sale. The related by-products and chemicals are owned by Energy Technology. However, only a portion of the settlements was completed before the end of the Reporting Period, resulting in only partial revenue being recorded. Most of the income will be settled next year. The Company is expected to continue the coke processing and trading business in the next reporting period.

FINANCIAL REVIEW

Consolidated operating performance

Total revenue of the Group for the Reporting Period was approximately HK$2,403,000 as compared to approximately HK$34,726,000 for the fifteen months ended 31 March 2023 (the **"Previous Reporting Period"**). The gross profit for the Reporting Period amounted to approximately HK$3,000 (the Previous Reporting Period: gross loss amounted to approximately HK$90,912,000), and the Group recorded a gross profit margin of approximately 0.1% for the Reporting Period as compared to gross loss margin of approximately 261.8% in the Previous Reporting Period. Loss after tax for the Reporting Period was approximately HK$35,739,000 (the Previous Reporting Period: profit after tax was approximately HK$1,248,861,000), and loss attributable to owners of the Company amounted to approximately HK$35,732,000 (the Previous Reporting Period: profit attributable to owners of the Company amounted to approximately HK$1,250,165,000). Basic losses per share for the Reporting Period was HK$0.12, as compared to the basic profits per share of HK$4.35 in the Previous Reporting Period.

The Group is principally engaged in three business segments, namely: (i) trading of coke (the "**Coke Trading Segment**"); (ii) washing of raw coal into refined coal for sale and for further processing and the sale of electricity and heat generated as by-products produced during the washing of raw coal (the "**Coal-related Ancillary Segment**"); and (iii) processing of refined coal into coke for sale, and sale of coke by-products of coke production (the "**Coke Production Segment**").

Coke Trading Segment

During the Reporting Period, revenue from the Coke Trading Segment amounted to approximately HK$2,403,000, and the Group's segment results of coke trading was approximately HK$3,000. The Group has not generate revenue and has no segment result from the Coke Trading Segment in the Previous Reporting Period. The revenue for the Reporting Period mainly came from part of the processing trade that the Company started before the end of the Reporting Period.

Coal-related Ancillary Segment

During the Reporting Period, the Group has not generated revenue and has no segment result from the Coal-related Ancillary Segment, as compared to that of approximately HK$34,726,000 in the Previous Reporting Period. The segment loss of the Coal-related Ancillary Segment amounted to approximately HK$64,141,000 in the Previous Reporting Period. The decrease in revenue and segment loss was mainly due to the shut down of all 4.3-meter coking furnaces of the Group on 15 October 2021.

Coke Production Segment

The Group has not generated revenue from the Coke Production Segment for the Reporting Period (2023: Nil). The Group has no segment results for the Reporting Period from the coke production (2023: Nil). This was due to the shut down of all 4.3-meter coking furnaces of the Group on 15 October 2021.

Selling and Distribution Costs

The Group has not generated selling and distribution costs for the Reporting Period, as compared to that of approximately HK$1,565,000 in the Previous Reporting Period. It was because the Company did not generate revenue from the Coal-related Ancillary Segment and the Coke Production Segment during the Reporting Period.

Administrative Expenses

The Group's administrative expenses for the Reporting Period amounted to approximately HK$27,327,000, of which GRG Huscoke accounted for HK$Nil, as compared to that of the Previous Reporting Period of approximately HK$114,007,000 of which GRG Huscoke accounted for approximately HK$87,552,000. The decrease has resulted from the completion of the disposal of GRG Huscoke on 30 March 2023 whereupon its financial results had ceased to be consolidated into the financial statement of the Group and the shorter reporting period as compared to that of Previous Reporting Period.

Finance Costs

The Group's finance costs for the Reporting Period amounted to approximately HK$31,105,000, of which GRG Huscoke accounted for HK$Nil, as compared to that of the Previous Reporting Period of approximately HK$157,108,000, of which GRG Huscoke accounted for approximately HK$119,096,000. The Group did not proceed with any new loan financing during the Reporting Period. The decrease has resulted from the completion of the disposal of GRG Huscoke on 30 March 2023 whereupon its financial results had ceased to be consolidated into the financial statement of the Group and the shorter reporting period as compared to that of Previous Reporting Period.

(Loss)/profit Before Tax

The Group's loss before tax for the Reporting Period amounted to approximately HK$35,739,000, as compared to the profit before tax for the Previous Reporting Period which amounted to approximately HK$1,636,678,000. The difference was mainly attributable to (i) the gain from the increase of the net asset value which amounted to approximately HK$1,693,981,000 of the Company for completing the consolidation of the Energy Jiarun (which holds the new Coking Furnace Assets) and the disposal of a subsidiary, GRG Huscoke, in the Previous Reporting Period. Details of these transactions were disclosed in the circular of the Company dated 28 September 2022; and (ii) the credit losses caused by Energy Technology failing to repay on a timely basis amounted HK$34,316,000 in the Previous Reporting Period.

CHARGES OVER ASSETS

The Group had neither pledged assets nor pledged deposit during the Reporting Period (including charges over deposits) (2023: Nil).

* *For identification purpose only*

MATERIAL INVESTMENT, ACQUISITION AND DISPOSAL, AND SIGNIFICANT INVESTMENTS

During the Reporting Period, the Group did not have any significant acquisitions or disposals of subsidiaries, associates or joint ventures and did not hold any significant investment with a value of 5% or more of the Company's total assets as at 31 March 2024.

CAPITAL STRUCTURE AND CAPITAL MANAGEMENT

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximize the shareholders' value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of underlying assets. To maintain the most optimum capital structure, the Group may adjust dividend policy, capital distribution to shareholders or issuance of new shares. No changes were made in the objectives, policies or procedures for capital management during the Reporting Period.

The Group's principal financial instruments comprise of other borrowings. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables, prepayment, deposits and other receivables, amounts due from non-controlling shareholder, cash and bank balances, trade payables, and other payables and accruals, which arise directly from its operations.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. The Board reviews and agrees upon the various policies for managing these risks.

The Group regularly adopts gearing ratios as a tool of monitoring capital structure. The gearing ratio as of 31 March 2024 was 45% (2023: 43%).

As of 31 March 2024, the equity attributable to owners of the Company amounted to approximately HK$916,613,000 (2023: approximately HK$1,011,367,000).

The net assets per share of the Company as at 31 March 2024 was HK$3.74 (2023: HK$4.14).

LIQUIDITY AND FINANCIAL RESOURCES

Net current liabilities and current ratio were approximately HK$337,091,000 (2023: approximately HK$226,939,000) and 0.29 (2023: 0.36) respectively as at 31 March 2024.

As at 31 March 2024, the Group's cash and bank balances amounted to approximately HK$2,448,000 (2023: approximately HK$601,000), other borrowings were approximately HK$218,188,000 (2023: approximately HK$218,188,000).

As of 31 March 2023 and 2024, the Group had no bills payable.

OPERATING LEASE AND CAPITAL COMMITMENTS

As at 31 March 2023 and 2024, according to the disclosure requirements under Hong Kong Accounting Standards, the Group had no operating lease commitments.

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

The Board recognizes its responsibility to ensure the Company maintains a sound and effective risk management and internal control system. The Group's internal control system is designed and established to ensure that assets are safeguarded against improper use or disposal; relevant rules and regulations are adhered to and complied with; reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements; and key risks that may impact the Group's performance are appropriately identified and managed. The review of the Group's internal controls covers major financial, operational and compliance controls, as well as risk management functions. The internal control system can only provide reasonable, not absolute, assurance against material misstatement or loss, as they are designed to manage, rather than eliminate the risk of failure in achieving business objectives.

The Group's risk management framework includes risk identification, risk assessment, risk treatment and monitoring and reviewing of the effectiveness of the measures. This risk management framework is guided by a three-tier risk management approach. At the first line of defense, business units are responsible for identifying, assessing and monitoring risks associated with all business or transactions. Management, as the second line of defense, defines rule sets and models, provides technical support, develops new systems and oversees portfolio management. It ensures that risks are within the acceptable range and that the first line of defense is effective. As the final line of defense, the Audit Committee, with the professional advice and opinions from external professional consultants, who conduct annual audit work for the Group, continually inspects and monitors the first and second lines of defense to ensure that they are effective.

INTEREST RATE RISK

The Group's interest rate risk mainly comprises of fair value interest risk and cash flow interest rate risk. Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate due to the changes in market interest rates. Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of the changes in market interest rates. The Group is also exposed to cash flow interest rate risk through the impact of interest rate changes on deposits. To minimize the fair value interest rate risk, the Group keeps its borrowings with a fixed rate of interest. Management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arises.

FOREIGN CURRENCY RISK

The Group's monetary assets, liabilities and transactions are principally denominated in Renminbi ("**RMB**"), United States dollars ("**USD**") and Hong Kong dollars ("**HK$**"). The Group is exposed to foreign currency risk arising from the monetary assets and liabilities that are denominated in currencies other than functional currencies of the respective group entities. The Group does not have any hedging instruments outstanding. The Group will constantly review the economic situation and its foreign currency risk profile and will consider appropriate hedging measures in the future as may be necessary.

CONTINGENT LIABILITIES

As at 31 March 2024, the Group did not have any significant contingent liabilities that have not been provided for in the financial statements (2023: Nil).

TREASURY POLICIES

The Group adopts a prudent approach with respect to treasury and funding policies, with a focus on risk management and transactions that are directly related to the underlying business of the Group.

EMPLOYEES AND REMUNERATION

For the Reporting Period, the Group's staff costs amounted to approximately HK$10,261,000, of which GRG Huscoke accounted for HK$Nil, as compared to approximately HK$38,818,000 for the Previous Reporting Period, of which GRG Huscoke accounted for approximately HK$24,233,000. The disposal of GRG Huscoke has completed on 30 March 2023 and its financial results are no longer consolidated into the financial statement of the Group. As at 31 March 2024, the Group had 15 employees with 14 employees stationed in Hong Kong. The decrease of the staff costs was attributable to the disposal of GRG Huscoke at 30 March 2023. Upon the full operation of the new coking furnace asset, the labor relationship of the management and workers in Mainland China will be officially transferred to Energy Jiarun.

Employees are remunerated according to the nature of the job and market trends, performance evaluation mechanism, annual increment and year-end performance bonus measures to reward and motivate individual performance. As at the date of this announcement, the Group has no share options outstanding under the share option scheme.

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 March 2024 (2023: Nil).

PROSPECTS

Looking ahead to next year, the Company's Coking Furnace Assets will be fully operational. Concurrently, with China's economic transformation, upgrades, and green development initiatives, the demand for coke will be driven by the rise of new industries and consumer upgrades. The Company's cutting-edge clean production technology and high-quality coke will enhance competitiveness, meet the market's need for high-quality, low-pollution coke products, capitalize on supply-side structural adjustments, and showcase the Company's true value.

Additionally, the Company is actively exploring synergistic development within the industrial chain, including downstream new energy, new materials, and energy conservation and environmental protection for coking enterprises. This aims to harness sustainable development opportunities from China's green transformation and high-quality growth, ultimately delivering greater benefits to the shareholders of the Company.

CORPORATE GOVERNANCE CODE

Save and except as disclosed below, the Company has complied with the code provisions stipulated in the Corporate Governance Code (the "**CG Code**") as set out in Part 2 of Appendix C1 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") throughout the Reporting Period.

Code Provision C.2.1

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. Mr. Zhao Xu Guang ("**Mr. Zhao**") is the chairman of the Board (the "**Chairman**") and also serves as chief executive officer of the Company (the "**Chief Executive Officer**"). The Board believes that, despite the deviation of the CG Code, vesting the roles of both Chairman and Chief Executive Officer in Mr. Zhao has the benefit of ensuring the consistent leadership within the Group and enabling more effective and efficient overall strategic planning of the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively. The Board will continue to review and consider splitting the roles of Chairman and Chief Executive Officer at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix C3 of the Listing Rules (the "**Model Code**") as its own code of conduct regarding securities transaction by the Directors of the Company.

Having made specific enquiry of the Directors of the Company, all Directors of the Company confirmed that they had complied with the required standard as set out in the Model Code during the Reporting Period.

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

For the Reporting Period, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company (including the sale of treasury shares).

As at 31 March 2024, there were no treasury shares (as defined under the Listing Rules) held by the Company.

EVENTS AFTER THE REPORTING PERIOD

Statutory demand — Cinda

With reference to the Company's announcement dated 18 June 2024, the Company received a 2nd statutory demand from the legal representative of the major creditor demanding the Company to pay the outstanding borrowing of HK$200,000,000 with accrued interest, within 21 days after the service of the statutory demand, failing which a wind-up petition against the Company may be presented by the major creditor. With reference to the Company's announcements dated 2 August 2024 and 8 August 2024, the Company received a winding-up petition (the "**Petition**"), which was filed against the Company on 2 August 2024 at the High Court of the Hong Kong Special Administrative Region by the major creditor (the "**Petitioner**") for the winding up of the Company under the provisions of the Companies (Winding Up and Miscellaneous Provisions) Ordinance(Chapter 32 of the Laws of Hong Kong).The Company is seeking legal opinion and advice to determine the next steps and possible actions in respect of the Petition. Meanwhile, the Company will endeavor to keep active and good communication with the Petitioner, and, making efforts to procure the withdrawal the Petition as soon as possible and will also actively prepare for a hearing defense and strive for the court to dismiss the Petition.

AUDIT COMMITTEE

The audited annual results of the Group for the year ended 31 March 2024 have been reviewed by the audit committee (the "**Audit Committee**") of the Company. The Audit Committee comprises three independent non-executive Directors, namely, Mr. To Wing Tim, Paddy who also acts as Chairman of the Audit Committee, Mr. Lam Hoy Lee, Laurie and Dr. Wang Wei Hsin, and one non-executive Director, namely, Mr. Huang Man Yem.

SCOPE OF WORK OF ZHONGHUI ANDA CPA LIMITED

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income, and the related notes thereto for the year ended 31 March 2024 as set out in the preliminary announcement have been agreed by the Group's auditors, ZHONGHUI ANDA CPA Limited, to the amounts set out in the Group's audited consolidated financial statements for the year ended 31 March 2024. The work performed by ZHONGHUI ANDA CPA Limited in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by ZHONGHUI ANDA CPA Limited on the preliminary announcement.

EXTRACT OF THE INDEPENDENT AUDITOR'S REPORT

The following is an extract of the independent auditor's report on the Group's consolidated financial statements for the year ended 31 March 2024 which has included a disclaimer of opinion relating to the issue of going concern only and not any other issues:

"Disclaimer of Opinion

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, it is not possible for us to form an opinion on these consolidated financial statements. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Disclaimer of Opinion

Material uncertainty related to going concern

We draw attention to note 2 to the consolidated financial statements which mentions that the Group incurred a loss attributable to owners of the Company of HK$35,732,000 for the year ended 31 March 2024 and had net current liabilities of approximately HK$337,091,000 as at 31 March 2024. Statutory demands from the major creditor for the outstanding borrowing and interest were received on 11 December 2023 and 17 June 2024. Also, the Company has received a winding-up petition filed against the Company by the major creditor. Further, no revenue was generated from the new operating assets up to date, which bring significant impacts on the Group's operations. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern.

The consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the Group's ability to make the new operating assets in full operation on schedule, the success in collecting debts from a debtor, the success in delaying the payments by persuading its creditors of the Group not to insist on demanding repayment before the full operation of the Group's new operating assets and the success in dismissing the winding-up petition. The consolidated financial statements do not include any adjustments that would result from the failure to make the new operating assets in full operation on schedule, to collect the debts, to delay the repayments and to dismiss the winding-up petition. We consider that the material uncertainty has been adequately disclosed in the consolidated financial statements. However, in view of the extent of the multiple uncertainties relating to make the new operating assets in full operation on schedule, to collect the debts, to delay the repayments and to dismiss the winding-up petition, we disclaim our opinion in respect of the material uncertainty relating to the going concern.

Other Matters

Had we not disclaimed our opinion in respect of the matters described in the Basis of Disclaimer of Opinion section above, we would otherwise have qualified our opinion in respect of the scope limitations on our audit relating to the matters detailed below.

Prepayments, deposits and other receivables

Included in the consolidated statement of financial position were prepayments, deposits and other receivables of approximately HK$121,181,000 and HK$105,331,000 as at 31 March 2024 and 31 March 2023, respectively.

In relation to the aforesaid balances, compensation income of approximately HK$22,416,000 was recognised for the year ended 31 March 2024, and impairment loss of approximately HK$34,316,000 and compensation income of approximately HK$41,367,000 were recognised for the fifteen months ended 31 March 2023, respectively.

The management has taken legal action against debtor on settlement of the aforesaid balances. In absence of the fulfillment on the agreed repayment schedules under the mediation of local court and the debtor is unable to provide supportive information to the Group for recoverability of the aforesaid balances, the management considered that there is uncertainty on recovering the aforesaid balances. The management has applied execution against the debtor on the balances through Intermediate People's Court and High People's Court in Shanxi Province, the legal procedure is still in process, hence no result from actions is available up to the date of this report for justifying the extent of the recoverability of the aforesaid balances.

Accordingly, we were unable to obtain sufficient appropriate audit evidence to satisfy ourselves as to the recoverability of aforesaid balances as at 31 March 2024 and 31 March 2023. There were no other satisfactory audit procedures that we could adopt to determine whether the aforesaid impairment loss and compensation income for the year ended 31 March 2024 and the fifteen months ended 31 March 2023, respectively, were properly recognised and the aforesaid balances as at 31 March 2024 and 31 March 2023 were fairly stated.

Any adjustments to the figures as described above might have a consequential effect on the Group's financial performance and cash flows for the year ended 31 March 2024 and the fifteen months ended 31 March 2023 and the financial position of the Group as at 31 March 2024 and 31 March 2023, and the related disclosures thereof in the consolidated financial statements."

Management's position and basis on the going concern assumption, and its view on the Disclaimer of opinion

As detailed in Note (2.1) to the consolidated financial statements for the year ended 31 March 2024 ("**Note**"), conditions existed as at 31 March 2024 indicating the existence of material uncertainties, which may cast significant doubt regarding the Group's ability to continue as a going concern. In view of such circumstances, the management of the Group has given careful consideration to the Group's current liquidity, the schedule of full operation of the new operating assets and available sources of financing in considering the Group's ability to continue as going concern. The management has also taken or will continue to implement the measures to mitigate the Group's liquidity pressure and to improve the conditions of cash flow. Taking into account the schedule of full operation of the new operating assets and the successful implementation of such measures, the Management and also the Directors are satisfied that the Group will have sufficient working capital for a period of not less than 12 months from 31 March 2024, and hence it is appropriate to prepare the Group's consolidated financial statements on a going concern basis. The management is of the view that the Group will have sufficient cash resources to satisfy future working capital and other financing requirements as and when they fall due for the period of not less than twelve months from 31 March 2024.

The consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the outcome of the following measures, which may encounter multiple uncertainties, including: (i) successfully reach the settlement with the creditor to dismiss the winding-up petition; (ii) the Group's ability to generate operating cash flows through the new operating assets; (iii) actual prices of coal and related by products throughout the forecast period being in line with the assumed levels; and (iv) the successful in collecting other receivables and compensation income.

There was no disagreement between the management and the Auditor regarding the Disclaimer of opinion, considering that the consolidated financial statements have been prepared by the management on a going concern basis, the validity of which depends on the successful outcome of the measures which are subject to several uncertainties. In all other respects, the Auditor is of the view that the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

ANNUAL GENERAL MEETING

The annual general meeting of the Company will be held on Monday, 30 September 2024 and a notice of annual general meeting will be published and despatched in due course.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 25 September 2024 (Wednesday) to 30 September 2024 (Monday), both days inclusive. In order to qualify for the attendance of the forthcoming annual general meeting of the Company to be held on 30 September 2024 (Monday), share transfer forms accompanied by relevant share certificates must be lodged with the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Secretaries Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 24 September 2024 (Tuesday).

PUBLICATION OF FINAL RESULTS AND 2023/24 ANNUAL REPORT ON THE WEBSITES OF THE STOCK EXCHANGE AND THE COMPANY

This final results announcement is published on the HKExnews website of the Stock Exchange (http://www.hkexnews.hk) and the website of the Company (http://www.huscoke.com).

The annual report for the financial year 2023/24 will be made available on the websites of the Stock Exchange and the Company, and will be dispatched to the Shareholders selected printed copies as corporate communication.

For environmental and cost reasons, shareholders are encouraged to elect to receive shareholders documents electronically. You may at any time send written notice to the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong specifying your name, address and request to change your choice of language or means of receipt of all shareholders documents from now on.

APPRECIATION

On behalf of the Board, I would like to express my sincere appreciation to the shareholders of the Company for their continued support and sincerely thank the Directors and staffs for their dedication and diligence. I also wish to take this opportunity to express my gratitude to the Group's business partners, customers, suppliers and bankers for their ongoing support.

RESUMPTION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9 a.m. on 2 July 2024.

Application has been made by the Company to the Stock Exchange for the resumption of trading in the shares of the Company on the Stock Exchange with effect from 9 a.m. on 29 August 2024.

By Order of the Board
Huscoke Holdings Limited
Zhao Xu Guang
Chairman and Chief Executive Officer

Hong Kong, 28 August 2024

As at the date of this announcement, the Board comprises Mr. Zhao Xu Guang (Chairman) and Mr. Wang Yijun as executive Directors; Mr. Wong Siu Hung, Patrick, Mr. Huang Man Yem and Mr. Jiang Jiansheng as non-executive Directors; Mr. Lam Hoy Lee, Laurie, Mr. To Wing Tim, Paddy and Dr. Wang Wei Hsin as independent non-executive Directors.