



JIADING INTERNATIONAL
GROUP HOLDINGS LIMITED
嘉鼎國際集團控股有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock code: 08153)

(股份代號：08153)

20
23

第一
季度
報告

FIRST
QUARTERLY
REPORT

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors (the “Director(s)”) of Jiading International Group Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司(「聯交所」)GEM之特色

GEM之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資之人士應瞭解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。GEM之較高風險及其他特色表示GEM較適合專業及其他經驗豐富之投資者。

由於GEM上市公司新興之性質使然，在GEM買賣之證券可能會較於聯交所主板買賣之證券承受較大市場波動風險，同時無法保證在GEM買賣之證券會有高流通量之市場。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告乃按照聯交所GEM證券上市規則(「GEM上市規則」)而刊載，旨在提供有關嘉鼎國際集團控股有限公司(「本公司」)之資料，本公司各董事(「董事」)願就本報告所載資料共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成份，以及本報告並無遺漏其他事項，致使本報告所載之任何陳述或本報告有所誤導。

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS AND FINANCIAL REVIEW

Overview

The Company and its subsidiaries (the “Group”) derives its revenue mainly from (i) the provision of advertising services and (ii) sales of new energy batteries.

For the three months ended 30 June 2023 (the “Period”), the Group’s revenue amounted to approximately HK\$19.3 million, representing a decrease of 0.7% when compared to that of approximately HK\$19.4 million for the three months ended 30 June 2022 (the “Preceding Period”), which was mainly derived from its advertising services business.

The Group recorded a loss of approximately HK\$4.5 million for the Period as compared to a loss of approximately HK\$3.7 million for the Preceding Period.

Advertising

The Group’s advertising services business recorded a revenue of approximately HK\$17.1 million, as compared to that of approximately HK\$19.4 million, recorded in the Preceding Period representing a decrease of approximately 11.6%. It was mainly result from weak market sentiments during the Period.

The Group’s gross profit margin in respect of its advertising services business for the Period decreased to approximately 8.2% as compared to that of approximately 24.7% in the corresponding period last year. The gross profit margin was eroded by the significant increase in the cost of services.

管理層討論及分析

業務及財務回顧

概覽

本公司及其子公司(「本集團」)之收入主要來自(i)提供廣告服務及(ii)銷售新能源電池。

截至二零二三年六月三十日止三個月(「本期間」)，本集團收入約為19.3百萬港元，主要來自其廣告服務業務，較截至二零二二年六月三十日止三個月(「上一期間」)約19.4百萬港元減少0.7%。

本集團於本期間錄得約4.5百萬港元虧損，而上一期間則約為3.7百萬港元虧損。

廣告

本集團的廣告服務業務錄得收入約為17.1百萬港元，較上一期間錄得的約19.4百萬港元減少約11.6%。這主要由於本期間市場氣氛疲弱。

本集團廣告服務業務於本期間的毛利率下降至約8.2%，而上一年同期則約為24.7%。毛利率因服務成本大幅增長而減少。

New energy electric vehicle

During the Period, no revenue was recorded from the sales of new energy vehicle. After the management assessment over the investment value and costs for maintenance of the operations of this segment, the Company has completed disposal of this segment on 7 July 2023. The consideration for the disposal is HK\$3,650,000, which was determined after arm's length negotiations between the parties. For details, please refer to the Company's announcement dated 7 July 2023.

New energy battery

As announced by the Company on 28 November 2022, the Group had successfully acquired Hainan Weishi New Energy Technology Company Limited (海南唯時新能源科技有限公司) ("Weishi New Energy") on 25 November 2022, a company specializing on the development of super-fast charging batteries and provision of application-oriented solutions for various industries such as urban logistics, micro electric vehicles, commercial drones, power tools, etc. The corporate mission of Weishi New Energy is to establish itself as the World's leading supplier of graphene battery fast charging solutions and a smart manufacturer of alkene carbon composite material batteries. The Group considered that Weishi New Energy's long-term goal aligns with the Group's strategic plan to shift its focus on new energy battery business, which could share the existing technologies and setups being developed by the Group, and make positive contribution to the Group.

During the last quarter, under the impetus of favorable government policies and technology innovation, Weishi New Energy has made significant progress in the technology development of graphene battery in terms of product design, safety and durability as well as recharging speed and capacities. The new energy battery segment has secured contracts in respect of the provision of high-power batteries to golf carts in the PRC and recorded a revenue in an aggregate amount of approximately HK\$2.1 million during the Period.

新能源電動汽車

於本期間，銷售新能源汽車概無錄得收入。於管理層評估維持該分部營運的投資價值及成本後，本公司於二零二三年七月七日完成出售該分部。出售事項的代價為3,650,000港元，由訂約方經公平磋商後釐定。有關詳情，請參閱本公司日期為二零二三年七月七日的公告。

新能源電池

誠如本公司於二零二二年十一月二十八日宣佈，本集團已於二零二二年十一月二十五日成功收購海南唯時新能源科技有限公司（「唯時新能源」），該公司專注於打造超級快充電池，為城市物流、微型電動車、商用無人機、電動工具等多個行業提供應用解決方案。唯時新能源的企業使命是成為全球領先的石墨烯電池快充方案供應企業、烯碳複合材料電池智慧製造企業。本集團認為，唯時新能源的長期目標與本集團戰略規劃一致，將焦點轉向能夠共用本集團所開發現有技術及設置的新能源電池業務，為本集團帶來正向反饋。

於上個季度，在利好政府政策及技術創新的推動下，唯時新能源於石墨烯電池的產品設計、安全及壽命以及充電速度及電容量等技術開發方面取得重大進展。新能源電池分部已就向中國的高爾夫球車提供大功率電池達成多項合約，並於本期間錄得收入總額約2.1百萬港元。

Administrative expenses

During the Period under review, the Group's administrative expenses significantly decreased by approximately 25.7% to approximately HK\$5.8 million, as compared to that of approximately HK\$7.9 million for the corresponding period last year, which mainly comprised of staff salaries and emoluments, depreciation charges of property, plant and equipment, as well as legal and professional fees. The substantial decrease in the Group's administrative expenses was primarily attributable to implement cost control measures to rationalize its operations. These measures have effectively trimmed down the increment of the administrative expenses. Owing to the decreased number of staff during the Period, the staff salaries and emoluments (excluding equity-settled share-based payment) decreased by approximately 54.4% to approximately HK\$1.2 million, as compared to that of approximately HK\$2.5 million of the same period last year.

Finance costs

The Group's finance costs, comprising interests on borrowings, bonds, lease liabilities and promissory note, increased by approximately 39.8% to approximately HK\$471,000 for the Period, as compared to that of approximately HK\$337,000 for the corresponding period last year. Such increase was primarily attributable to the increase in interest payment on borrowings during the Period.

Loss and total comprehensive expense for the period

The Group recorded a loss and total comprehensive expenses for the Period of approximately HK\$4.5 million and HK\$5.6 million, respectively, as compared to a loss and total comprehensive expense of approximately HK\$3.7 million and approximately HK\$1.1 million, respectively. The increase in loss was primarily attributable to the decrease in gross profit resulting from the drop in the gross profit margin of the Group's advertising services business.

行政開支

於回顧期間，本集團之行政開支大幅減少約25.7%至約5.8百萬港元，而去年同期之行政開支約為7.9百萬港元，主要包括員工薪資及酬金、物業、機器及設備折舊開支以及法律及專業費用。本集團行政開支之大幅減少主要是由於實施成本控制措施精簡其營運。相關措施有效削減行政開支的增長。由於本期間員工人數的減少，員工薪資及酬金(不包括以權益結算以股份為基礎之付款)減少約54.4%至約1.2百萬港元，而上一年同期則約為2.5百萬港元。

融資成本

本集團於本期間的融資成本(包括借款、債券、租賃負債及承兌票據的利息)增加約39.8%至約471,000港元，而去年同期則為約337,000港元。該增加主要歸因於本期間借貸利息付款增加。

期內虧損及全面開支總額

本集團錄得本期間虧損及全面開支總額分別約4.5百萬港元及5.6百萬港元，而去年同期的虧損及全面開支總額分別約3.7百萬港元及約1.1百萬港元。虧損增加主要是由於本集團廣告服務業務的毛利率下降導致毛利減少所致。

EXPOSURE TO FLUCTUATION IN EXCHANGE RATE AND TREASURY POLICIES

The majority of the transactions, assets and liabilities of the Group was denominated in Renminbi and Hong Kong dollars. During the Period under review, no financial instruments were used for hedging purpose, and the Group did not commit to any financial instruments to hedge its exposure to exchange rate risk, as the expected exchange rate risk is not significant. The senior management will continue to monitor the foreign exchange exposure and will consider applicable derivatives when necessary. The Group did not have any derivatives for hedging against the foreign exchange rate risk as at 30 June 2023.

SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSALS

Save as disclosed in note 10 to the condensed consolidated financial statements during the Period, the Group did not process any other significant investment, acquisition or disposal of subsidiaries or associated companies.

FURTHER PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in this report, the Group currently does not have any firm intention or specific plans for material investments or capital assets.

匯率波動風險及財資政策

本集團大多數交易、資產及負債以人民幣及港元計值。於回顧期內，並無就對沖目的使用金融工具，且本集團並無承諾使用任何金融工具對沖匯率風險，因為預期匯率風險並不重大。高級管理層將繼續監控外匯風險，並在必要時考慮適用的衍生工具。於二零二三年六月三十日，本集團並無持有任何衍生工具以對沖匯率風險。

重大投資、收購及出售事項

除簡明綜合財務報表附註10所披露者外，於本期間，本集團並無進行子公司或聯營公司的任何其他重大投資、收購或出售。

重大投資及資本資產之進一步計劃

除本報告所披露者外，本集團現時並無任何重大投資或資本資產的確實意向或具體計劃。

EVENT AFTER REPORTING PERIOD

Discloseable transaction

On 7 July 2023, the Company as the vendor entered into the sale and purchase agreement with Mr. Wang Mengtao (the "Purchaser") as the purchaser for the sale of 100% equity interest in Glory Ray Global Limited, a direct wholly owned subsidiary of the Company, at the consideration of HK\$3,650,000 to be paid upon completion (the "Disposal"). The Disposal will enable the Group to realign its business strategy in the new energy related business segment and focus its resources in the new battery technology business. Details of the Disposal are set out in the announcement of the Company dated 7 July 2023.

PROSPECTS

The Group anticipated that the prospects for the advertising business will become more promising in 2023 due to the improved macroeconomic atmosphere and market conditions. Whilst for the new energy battery sector, the general trend of new energy transformation and green energy has become a global high-growth track, the Group will strive to seize market opportunities in the new energy battery business through acquisitions and collaborations with leading partners in the industry and further investments in research and development to enhance technological innovation.

呈報期後事項

須予披露交易

於二零二三年七月七日，本公司(作為賣方)與王夢濤先生(「買方」)(作為買方)訂立買賣協議，以出售本公司直接全資子公司Glory Ray Global Limited的100%股權，完成後須支付代價3,650,000港元(「出售事項」)。出售事項將使本集團重新調整其於新能源相關業務分部的業務策略，並將其資源集中於新電池技術業務。出售事項的詳情載於本公司日期為二零二三年七月七日的公告。

前景

由於宏觀經濟形勢及市況改善，本集團預計廣告業務於二零二三年的前景將會更加明朗。新能源電池業務方面，新能源轉型及發展綠色能源的總體趨勢已然成為全球高增長的方向之一，本集團將透過收購及與業內的領先夥伴合作，進一步投資研發，加快技術創新，力求把握新能源電池業務的市場機遇。

The sale of new energy batteries is a key driver of our business, and the Group is extremely optimistic about its future prospects. The global demand for electric vehicles and renewable energy sources has continued to accelerate, creating significant growth opportunities for the Group. In the PRC, the new energy batteries industry is particularly promising, with the government's strong support for the adoption of electric vehicles and the development of renewable energy sources. According to the industry estimates, PRC accounts for more than half of the global market for electric vehicles, and this trend is expected to continue. The Group has continued to invest significantly in research and development to enhance its product offerings, improve manufacturing processes, and maintain competitive edge in the market. Our commitment to innovation has resulted in the introduction of new, higher-performing products, which have been well received by our customers across various industries.

Looking ahead, the Group believes that the demand for new energy batteries will continue to grow, particularly in the PRC, as the government continues to support the adoption of electric vehicles and renewable energy sources. The Group is well positioned to capitalize on this growth opportunity, thanks to our strong brand reputation, experienced management team, and dedicated workforce and remains committed to driving sustainable growth in this segment and creating long-term value for our shareholders.

CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities as at 30 June 2023.

HUMAN RESOURCES

As at 30 June 2023, the Group had about 38 employees in total, stationed mainly in the PRC and Hong Kong. The total staff costs, including key management's remuneration, amounted to approximately HK\$2.1 million for the period (three month ended 30 June 2022: HK\$2.5 million). The Group's emolument policies, which are reviewed periodically, are linked to the performance of individual employees and are based on the salary trends prevailing in the aforesaid regions.

新能源電池銷售是我們業務的關鍵驅動因素，本集團對其未來前景非常樂觀。全球對電動汽車和可再生能源的需求持續加速增長，為本集團創造了重要的增長機遇。在中國，新能源電池產業尤其有前途，政府強烈支持電動汽車的採用和可再生能源的發展。據行業估計，中國佔全球電動汽車市場的一半以上，這一趨勢有望持續。本集團繼續大力投資於研發，以增強產品系列，改善製造流程，並在市場上保持競爭優勢。我們致力於產品創新，推出全新、高性能產品，廣獲各行各業客戶的好評。

展望未來，本集團認為新能源電池的需求將繼續增長，在中國尤其是如此，因為政府繼續支持電動汽車和可再生能源的採用。憑藉我們強大的品牌聲譽、經驗豐富的管理團隊和敬業的員工隊伍，本集團已做足準備把握是次增長機會，繼續致力於推動這一領域的可持續增長，並為我們的股東創造長期價值。

或然負債

於二零二三年六月三十日，本集團並無任何重大或然負債。

人力資源

於二零二三年六月三十日，本集團合共有大約38名僱員，主要派駐於中國及香港。本期間包括主要管理層薪酬在內的員工成本總額約為2.1百萬港元（截至二零二二年六月三十日止三個月：2.5百萬港元）。本集團的薪酬政策與個別僱員的表現掛鉤，並根據上述地區普遍的薪酬趨勢而定期檢討。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

董事及主要行政人員於本公司或任何相聯法團之股份及相關股份之權益及淡倉

As at 30 June 2023, the interests and short positions of the Directors and chief executives of the Company in the ordinary share of HK\$0.004 each in the share capital of the Company ("Shares"), underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (the "SFO")), as recorded in the register which is required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the SFO or the GEM Listing Rules were as follows:

於二零二三年六月三十日，各董事及本公司主要行政人員在本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之本公司股本中每股面值0.004港元之普通股(「股份」)、相關股份及債權證中，擁有須記錄於本公司根據證券及期貨條例第352條存置之登記冊內之權益及淡倉，或根據證券及期貨條例或GEM上市規則須以其他方式知會本公司及聯交所之權益及淡倉如下：

Long positions in the Shares

於股份之好倉

Name of Director and chief executive 董事及主要行政人員姓名	Capacity 身份	Number of Shares held 持有股份數目	Approximate percentage of shareholding (Note) 近似持股比例(附註)
Mr. Mou Zhongwei 牟忠緯先生	Beneficial owner 實益擁有人	153,500,000	10.04%
Ms. Liu Ching Man 廖靜雯女士	Beneficial owner 實益擁有人	2,340,000	0.15%
Mr. Li Guangying 李光營先生	Beneficial owner 實益擁有人	6,000,000	3.92%
Ms. Wang Dongmei 王棟梅女士	Beneficial owner 實益擁有人	9,926,000	0.64%
Ms. Liu Ying 劉英女士	Beneficial owner 實益擁有人	10,100,000	0.66%
Mr. Mu Ruifeng 穆瑞峰先生	Beneficial owner 實益擁有人	12,340,000	0.80%

Note: The percentage represents the number of Shares interested divided by the number of the issued Shares as at 30 June 2023 (i.e. 1,528,456,305 Shares).

附註：該百分比指於二零二三年六月三十日擁有權益的股份數目除以已發行股份數目(即1,528,456,305股)。

Save as disclosed above, as at 30 June 2023, none of the Directors or chief executive of the Company had any interests or short positions in the Shares and underlying Shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of GEM Listing Rules relating to securities transactions by Directors.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the sections headed "Directors' and Chief Executives' interests and short positions in Shares and underlying Shares of the Company or any associated corporation" and "Share Option Scheme", at no time during the three months ended 30 June 2023 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

除上文所披露者外，於二零二三年六月三十日，概無董事或本公司主要行政人員在本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份及相關股份中，擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉(包括彼等根據證券及期貨條例之有關條文予以當作或視為擁有之權益及淡倉)，或根據證券及期貨條例第352條須記錄於該條所指之登記冊內之權益或淡倉，或根據有關董事進行證券交易之GEM上市規則第5.46至5.67條須知會本公司及聯交所之權益或淡倉。

董事購買股份或債權證之權利

除「董事及主要行政人員於本公司或任何相聯法團之股份及相關股份之權益及淡倉」及「購股權計劃」各節所披露者外，於截至二零二三年六月三十日止三個月，概無任何董事或彼等各各自之配偶或年幼子女獲授任何可透過收購本公司股份或債權證獲益之權利；或彼等亦無行使任何有關權利；而本公司或其任何子公司並無訂立任何安排使董事可於任何其他法人團體取得該等權利。

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2023, so far as was known to the Directors, no persons or corporation (not being Directors or chief executives of the Company) had, or were deemed to have, interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

SHARE OPTION SCHEME

The share option scheme of the Company adopted on 27 March 2020 (the "Previous Scheme") was terminated and a new share option scheme was adopted by the shareholders of the Company and became effective on 6 April 2023 (the "Scheme") and shall remain in force for a period of 10 years from that date. The share option scheme mandate limit was refreshed to 10% of the issued Shares at the date of special general meeting of the Company held on 6 April 2023.

As at 30 June 2023, the number of Shares available for issue under the scheme was 152,845,630 Shares.

主要股東於本公司股份及相關股份之權益及淡倉

於二零二三年六月三十日，就董事所知，概無人士或法團（並非董事或本公司主要行政人員）於股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部之規定須向本公司披露及記錄於本公司根據證券及期貨條例第336條規定須予存置之登記冊內之權益或淡倉。

購股權計劃

本公司於二零二零年三月二十七日採納的購股權計劃（「先前計劃」）已終止且本公司股東已採納一項新購股權計劃（「計劃」），自二零二三年四月六日起生效，且於自當日起計10年期內持續生效。購股權計劃授權限額獲更新至本公司二零二三年四月六日舉行之股東特別大會日期已發行股份的10%。

於二零二三年六月三十日，根據計劃可發行之股份數目為152,845,630股。

Details of the share option movements during the three months ended 30 June 2023 under the Previous Scheme and the Scheme are as follows:

截至二零二三年六月三十日止三個月，先前計劃及計劃項下購股權變動詳情載列如下：

Name or category of grantees	Date of grant of options	Exercise price (HK\$)	Exercise period	Number of share options					Balance as at 30.06.2023
				Balance as at 01.04.2023	Granted during the period	Exercised during the period	Lapsed during the period	Canceled during the period	
				於二零二三年四月一日的結餘	期內已授出	期內已行使	期內已失效	期內已註銷	於二零二三年六月三十日的結餘
購股權數目									
Directors									
董事									
Mr. Mou Zhongwei	16/02/2023 (Note 1)	HK\$0.165	16/02/2023–15/02/2026 (Note 2)	7,000,000	-	-	-	-	7,000,000
牟忠緯先生	16/02/2023 (附註1)	0.165港元	16/02/2023–15/02/2026 (附註2)						
Ms. Liu Ching Man	16/02/2023 (Note 1)	HK\$0.165	16/02/2023–15/02/2026 (Note 2)	2,340,000	-	-	-	-	2,340,000
廖靜雯女士	16/02/2023 (附註1)	0.165港元	16/02/2023–15/02/2026 (附註2)						
Mr. Li Guangying	16/02/2023 (Note 1)	HK\$0.165	16/02/2023–15/02/2026 (Note 2)	6,000,000	-	-	-	-	6,000,000
李光營先生	16/02/2023 (附註1)	0.165港元	16/02/2023–15/02/2026 (附註2)						
Ms. Wang Dongmei	16/02/2023 (Note 1)	HK\$0.165	16/02/2023–15/02/2026 (Note 2)	7,000,000	-	-	-	-	7,000,000
王棟梅女士	16/02/2023 (附註1)	0.165港元	16/02/2023–15/02/2026 (附註2)						
Mr. Ye Wenxue	16/02/2023 (Note 3)	HK\$0.165	16/02/2023–15/02/2026 (Note 2)	940,000	-	-	940,000	-	-
葉文學先生	16/02/2023 (附註3)	0.165港元	16/02/2023–15/02/2026 (附註2)						
Senior Management									
高級管理層									
Mr. Mu Ruiheng	16/02/2023 (Note 1)	HK\$0.165	16/02/2023–15/02/2026	2,340,000	-	-	-	-	2,340,000
穆瑞峰先生	16/02/2023 (附註1)	0.165港元	16/02/2023–15/02/2026						
Other Participants									
其他參與者									
Employees	16/02/2023 (Note 1)	HK\$0.165	16/02/2023–15/02/2026	45,794,239	-	-	-	-	45,794,239
僱員	16/02/2023 (附註1)	0.165港元	16/02/2023–15/02/2026						
Total				71,414,239	-	-	-	-	70,474,239
總計									

Notes:

1. The closing price of the Shares immediately before 16 February 2023, on which those share options were granted, was HK\$0.150.
2. The options shall be vested to the Grantees on 16 February 2024. There was no performance target nor clawback mechanism attached to the share option.
3. Mr. Ye Wenxue has resigned as the non-executive Director with effect from 17 April 2023.

CORPORATE GOVERNANCE PRACTICES

In the opinion of the Board, the Company has complied with all the code provisions as set out in the Corporate Governance Code contained in Appendix 15 to GEM Listing Rules for the three months ended 30 June 2023.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the period under review, the Company continued to adopt a code of conduct regarding Director's securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, the Directors have complied with such code of conduct regarding securities transactions by the Directors for the three months ended 30 June 2023.

COMPETING INTEREST

During the three months ended 30 June 2023, none of the Directors or management shareholders of the Company (as defined in the GEM Listing Rules) had any interests in any business that competed or may compete with the business of the Group.

附註：

1. 股份於緊接二零二三年二月十六日（該等購股權於當日授出）前的收市價為0.150港元。
2. 購股權將於二零二四年二月十六日歸屬承授人。購股權概無附帶績效目標及收回機制。
3. 葉文學先生已自二零二三年四月十七日起辭任非執行董事。

企業管治常規

董事會認為，本公司於截至二零二三年六月三十日止三個月已遵守GEM上市規則附錄十五所載企業管治守則之全部守則條文。

董事進行證券交易之行為守則

於回顧期間，本公司繼續採納董事進行證券交易之行為守則，其條款不遜於GEM上市規則第5.48至5.67條所載交易之規定準則。經向全體董事作出具體查詢後，董事於截至二零二三年六月三十日止三個月已遵守有關董事進行證券交易之行為守則。

競爭權益

於截至二零二三年六月三十日止三個月，董事或本公司管理層股東（定義見GEM上市規則）概無於與本集團業務構成或可能構成競爭之任何業務中擁有任何權益。

PURCHASES, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the three months ended 30 June 2023.

AUDIT COMMITTEE

The primary duties of the Audit Committee are to review the Group's annual report and accounts, half-year report and quarterly reports and to provide advice and comments thereon to the Board and to review and to provide the oversight of the financial reporting system, risk management and internal control system of the Group.

During the Period, the Audit Committee consists of three independent non-executive Directors, namely Mr. Lui Chi Kin, Mr. Luo Ji and Mr. Shin Ho Chuen. Mr. Lui is the chairman of the Audit Committee.

The Audit Committee has reviewed the unaudited first quarterly report and results for the three months ended 30 June 2023, and was of opinion that the preparation of such report and results complied with applicable accounting standards and the GEM Listing Rules and that adequate disclosure had been made.

By order of the Board
Jiading International Group Holdings Limited
Mou Zhongwei
Chairman

Hong Kong, 14 August 2023

As of the date of this report, the executive Directors are Mr. Mou Zhongwei, Ms. Liu Ching Man and Mr. Li Guangying; the non-executive Directors are Ms. Wang Dongmei and Ms. Liu Ying; and the independent non-executive Directors are Mr. Luo Ji, Mr. Lui Chi Kin and Mr. Shin Ho Chuen.

購買、出售或贖回上市證券

於截至二零二三年六月三十日止三個月，本公司或其任何子公司概無購買、贖回或出售任何本公司之上市證券。

審核委員會

審核委員會之主要職責為審閱本集團之年報及賬目、半年度報告及季度報告，並就此向董事會提供意見及建議，以及審閱及監督本集團之財務申報系統、風險管理及內部監控系統。

於本期間，審核委員會由三名獨立非執行董事組成，即呂志堅先生、羅輯先生及單浩銓先生。呂先生為審核委員會主席。

審核委員會已審閱截至二零二三年六月三十日止三個月之未經審核第一季度報告及業績，並認為有關報告及業績於編製時已遵照適用會計準則及GEM上市規則，並已作出充分披露。

承董事會命
嘉鼎國際集團控股有限公司
主席
牟忠緯

香港，二零二三年八月十四日

於本報告日期，執行董事為牟忠緯先生、廖靜雯女士及李光營先生；非執行董事為王棟梅女士及劉英女士；及獨立非執行董事則為羅輯先生、呂志堅先生及單浩銓先生。

FIRST QUARTERLY RESULTS (UNAUDITED)

第一季度業績(未經審核)

The board of Directors (the “Board”) hereby presents the unaudited consolidated results of the Group for the Period, together with the unaudited comparative figures for the Preceding Period in 2022 as follows:

董事會(「董事會」)謹此呈列本集團於本期間之未經審核綜合業績連同二零二二年上一期間之未經審核比較數字如下：

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (UNAUDITED)

簡明綜合損益及其他全面收益表(未經審核)

		Three months ended 30 June		
		截至六月三十日止三個月		
		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Revenue	收入	3	19,250	19,376
Cost of sales and services	銷售及服務成本		(17,675)	(14,620)
Gross profit	毛利		1,575	4,756
Other income	其他收入	4	331	4
Distribution costs	分銷成本		(4)	-
Administrative expenses	行政開支		(5,837)	(7,854)
Finance costs	融資成本	5	(471)	(337)
Loss before income tax	除所得稅前虧損	6	(4,406)	(3,431)
Income tax expense	所得稅開支	7	(105)	(234)
Loss for the period	期間虧損		(4,511)	(3,665)
Other comprehensive (expense)/income	其他綜合(開支)/收入			
Item that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目：			
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額		(1,132)	2,593
Total comprehensive expense for the period	期間全面開支總額		(5,643)	(1,072)

CONDENSED CONSOLIDATED STATEMENT
OF PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME (UNAUDITED)

(continued)

簡明綜合損益及其他全面收益表
(未經審核)(續)

		Three months ended 30 June	
		截至六月三十日止三個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
		Notes	
		附註	
Loss for the period attributable to:	以下人士應佔期間虧損：		
– Owners of the Company	– 本公司擁有人	(4,511)	(3,533)
– Non-controlling interests	– 非控股權益	–	(132)
		(4,511)	(3,665)
Total comprehensive expense for the period attributable to:	以下人士應佔期間全面開支總額：		
– Owners of the Company	– 本公司擁有人	(5,643)	(1,065)
– Non-controlling interests	– 非控股權益	–	(7)
		(5,643)	(1,072)
Loss per share attributable to owners of the Company:	本公司擁有人應佔每股虧損：	8	
– Basic and diluted	– 基本及攤薄	(0.2951)	(0.3467)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

簡明綜合權益變動表 (未經審核)

For the three months ended 30 June 2023

截至二零二三年六月三十日止三個月

Attributable to owners of the Company

本公司擁有人應佔

		Share capital	Share premium	Merger reserve	Exchange reserve	Share-based payment reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價	合併儲備	匯兌儲備	以股份為基礎之付款儲備	累計虧損	總計	非控股權益	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
			(note (a))	(note (b))	(note (c))	(note (d))				
			(附註(a))	(附註(b))	(附註(c))	(附註(d))				
At 1 April 2022	於二零二二年四月一日	3,397	582,815	13,107	(408)	-	(527,151)	71,760	(2,481)	69,279
Loss for the period	期間虧損	-	-	-	-	-	(3,533)	(3,533)	(132)	(3,665)
Other comprehensive expenses	其他全面開支									
- Exchange differences on translation of foreign operation	- 換算海外業務的匯兌差額	-	-	-	2,468	-	-	2,468	125	2,593
At 30 June 2022 (unaudited)	於二零二二年六月三十日 (未經審核)	3,397	582,815	13,107	2,060	-	(530,684)	70,695	(2,488)	68,207
At 1 April 2023	於二零二三年四月一日	6,114	657,262	13,107	(3,697)	436	(594,365)	78,857	-	78,857
Loss for the period	期間虧損	-	-	-	-	-	(4,511)	(4,511)	-	(4,511)
Other comprehensive expense	其他全面開支									
- Exchange differences on translation of foreign operations	- 換算海外業務的匯兌差額	-	-	-	(1,132)	-	-	(1,132)	-	(1,132)
Share-based payments	以股份為基礎之付款	-	-	-	-	922	-	922	-	922
At 30 June 2023 (unaudited)	於二零二三年六月三十日 (未經審核)	6,114	657,262	13,107	(4,829)	1,358	(598,876)	74,136	-	74,136

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

(continued)

Note:

- (a) Share premium represents the excess of proceeds received over the nominal value of the Company's shares issued, less share issue expenses. Pursuant to the Companies Act of Bermuda, the Company's share premium account may be distributed in the form of fully paid bonus shares.
- (b) The merger reserve of the Group represents the difference between the nominal value of the share capital of a subsidiary acquired and the nominal value of the shares issued by the Company in exchange thereof pursuant to the Group reorganisation on 20 March 2001 as set out in the prospectus of the Company dated 26 March 2001. The subsidiary was disposed during the year ended 31 March 2021.
- (c) Exchange reserve of the Group comprises all foreign exchange differences arising from the translation of the financial statements of operations outside Hong Kong.
- (d) The share-based payment reserve represents the fair value of the actual or estimated number of unexercised share options granted to employees of the Group.

簡明綜合權益變動表(未經審核)

(續)

附註：

- (a) 股份溢價是指所得款項超過本公司已發行股份面值的餘額減去股份發行費用。根據《百慕達公司法》，本公司的股份溢價賬可以以繳足紅股的形式分配。
- (b) 本集團之合併儲備指所收購子公司之股本面值與本公司為換股而根據本公司日期為二零零一年三月二十六日之招股章程所載本集團於二零零一年三月二十日之重組所發行之股份面值兩者間之差額。該子公司於二零二一年三月三十一日止年度出售。
- (c) 本集團的匯兌儲備包括因換算香港以外業務的財務報表而產生的所有外匯差額。
- (d) 以股份為基礎之付款儲備指授予本集團僱員的實際或估計未行使購股權數目的公平值。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

1. CORPORATE INFORMATION

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on GEM of the Stock Exchange. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and its principal place of business is Room 1104A, 11/F, Kai Tak Commercial Building, 317-319 Des Voeux Road Central, Sheung Wan, Hong Kong.

The Company is an investment holding company and the principal activities of the Group are provision of advertising services in Hong Kong and the People's Republic of China (the "PRC"), sales of new energy batteries.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousands ("HK\$'000") except when otherwise indicated. The condensed consolidated financial statements for the three months ended 30 June 2023 (the "First Quarterly Financial Statements") are unaudited but were reviewed by the Audit Committee of the Company (the "Audit Committee") and approved for issue by the Board on 14 August 2023.

1. 公司資料

本公司為於百慕達註冊成立之獲豁免有限責任公司，其股份於聯交所GEM上市。本公司之註冊辦事處地址為 Clarendon House, 2 Church Street, Hamilton HM11, Bermuda 及其主要營業地點為香港上環德輔道中317-319號啟德商業大廈11樓1104A室。

本公司為投資控股公司，本集團之主要業務為於香港及中華人民共和國（「中國」）提供廣告服務、銷售新能源電池。

未經審核簡明綜合財務報表乃以港元（「港元」）呈列，所有金額（另有指定者除外）均調整至最接近之千位數（「千港元」）。截至二零二三年六月三十日止三個月之簡明綜合財務報表（「第一季度財務報表」）乃未經審核，惟已由本公司審核委員會（「審核委員會」）審閱及於二零二三年八月十四日獲董事會批准刊發。

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements for the three months ended 30 June 2023 (the “First Quarterly Financial Statements”) have been prepared in accordance with the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules. The First Quarterly Financial Statements do not include all the information required in annual financial statements in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), and should be read in conjunction with the consolidated financial statements of the Group for the year ended 31 March 2023 (the “Annual Report 2023”).

The First Quarterly Financial Statements have been prepared on the historical cost basis.

The preparation of the First Quarterly Financial Statements in conformity with HKFRSs requires the use of certain critical accounting estimates. The significant judgments, estimates and assumptions applied in the preparation of the First Quarterly Financial Statements are consistent with those used in the Annual Report 2023.

The First Quarterly Financial Statements are unaudited and have not been reviewed by the Company’s auditors, but have been reviewed by the Company’s audit committee. The Group has not early adopted any new and revised HKFRSs that have been issued but not yet effective.

2. 編製基準及主要會計政策

截至二零二三年六月三十日止三個月之未經審核簡明綜合財務報表（「第一季度財務報表」）按照GEM上市規則第18章之適用披露規定編製。第一季度財務報表並不包括香港財務報告準則（「香港財務報告準則」，包括所有由香港會計師公會（「香港會計師公會」）頒佈之適用獨立香港財務報告準則、香港會計準則及詮釋之統稱）規定年度財務報表所需之所有資料，並應與本集團截至二零二三年三月三十一日止年度之綜合財務報表（「二零二三年年報」）一併閱讀。

第一季度財務報表乃按歷史成本基準編製。

按照香港財務報告準則編製第一季度財務報表時，需要採用若干重要會計估計。編製第一季度財務報表應用之重大判斷、估計及假設與二零二三年年報所採用者一致。

第一季度財務報表未經審核且未經本公司核數師審閱，但已經本公司審核委員會審閱。本集團並無提早採納任何已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

3. REVENUE (UNAUDITED)

3. 收入(未經審核)

Three months ended 30 June
截至六月三十日止三個月

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Advertising service income	廣告服務收入	17,125	19,376
Sales of new energy batteries	銷售新能源電池	2,125	-
		19,250	19,376

4. OTHER INCOME (UNAUDITED)

4. 其他收入(未經審核)

Three months ended 30 June
截至六月三十日止三個月

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Bank interest income	銀行利息收入	4	1
Sundry income	雜項收入	327	3
		331	4

5. FINANCE COSTS (UNAUDITED)

5. 融資成本(未經審核)

Three months ended 30 June
截至六月三十日止三個月

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest on other loans wholly repayable within five years 須於五年內全數償還之其他貸款利息	230	163
Interest on bonds 債券利息	175	162
Interest on lease liabilities 租賃負債利息	34	12
Interest on promissory note 承兌票據利息	32	-
	471	337

6. LOSS BEFORE INCOME TAX (UNAUDITED)

6. 除所得稅前虧損(未經審核)

Three months ended 30 June
截至六月三十日止三個月

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
(a) Employee benefit expenses (including directors' remuneration)		
(a) 僱員福利開支 (包括董事酬金)		
Salaries, wages and other benefits 薪金、工資及其他福利	1,105	2,425
Retirement benefit scheme contributions 退休福利計劃供款	45	87
Equity-settled share-based payments 以權益結算以股份為基礎之付款	922	-
	2,072	2,512
(b) Other items		
(b) 其他項目		
Depreciation of items of property, plant and equipment 物業、機器及設備項目折舊	381	365
Depreciation of right-of-use assets 使用權資產折舊	146	220

7. INCOME TAX EXPENSES (UNAUDITED)

7. 所得稅開支(未經審核)

Three months ended 30 June 截至六月三十日止三個月

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Current tax	即期稅項		
Hong Kong Profit Tax	香港利得稅	-	234
PRC Enterprise Income Tax	中國企業所得稅	121	-
Deferred tax	遞延稅項	(16)	-
		105	234

Hong Kong Profits Tax was calculated at the rate of 16.5% based on the HK Group Companies' estimated assessable profits arising in Hong Kong during the Period. The two-tiered profits tax regime (i.e. the first HK\$2.0 million of assessable profits will be taxed at 8.25%, and assessable profits above HK\$2.0 million will be taxed at 16.5%) is applicable to our HK Group Companies for the three months ended 30 June 2023 and 2022.

The provision for PRC Enterprise Income Tax is calculated at the standard rate of 25% on the estimated assessable income as determined in accordance with the relevant income tax rules and regulations of the PRC.

香港利得稅按本期間內香港集團公司於香港產生之估計應課稅溢利以16.5%計算。截至二零二三年及二零二二年六月三十日止三個月，我們的香港集團公司適用兩級制利得稅制度(即首2.0百萬港元應課稅溢利將以8.25%之利率徵稅，而超過2.0百萬港元應課稅溢利將以16.5%之利率徵稅)。

中國企業所得稅撥備乃根據中國相關所得稅規則及規例所釐定之標準稅率25%，按估計應課稅收入計算。

8. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY (UNAUDITED)

- (a) Basic loss per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

8. 本公司擁有人應佔每股虧損 (未經審核)

- (a) 每股基本虧損按本公司擁有人應佔虧損除以期間已發行普通股之加權平均數計算。

Three months ended 30 June
截至六月三十日止三個月

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Loss	虧損		
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(4,511)	(3,533)
		'000 千股	'000 千股 (restated) (經重列)
Number of shares	股份數目		
Weighted average number of ordinary shares in issue (Note)	已發行普通股加權平均數(附註)	1,528,456	1,018,971

- (b) The weighted average number of ordinary shares of 1,018,971,000 for the three months ended 30 June 2022 was adjusted to reflect the share consolidation completed on 5 October 2022 and the rights issue completed on 14 February 2023.

The effects of all potential ordinary shares are anti-dilutive for the three months ended 30 June 2023 and 2022.

- (b) 截至二零二二年六月三十日止三個月的普通股加權平均數1,018,971,000股已作出調整，以反映於二零二二年十月五日完成的股份合併及於二零二三年二月十四日完成的供股。

截至二零二三年及二零二二年六月三十日止三個月，所有潛在普通股的影響均為反攤薄。

9. DIVIDEND

The Board does not recommend the payment of a dividend for the three months ended 30 June 2023 (2022: Nil).

10. ACQUISITION OF SUBSIDIARIES

On 26 June 2023, the Company has successfully acquired Jiading Global Limited. The consideration for the acquisition is HK\$1, which was determined after arm's length negotiations between the parties. The goodwill arising from the acquisition is HK\$1,115,000.

11. EVENTS AFTER THE END OF THE REPORTING PERIOD

In addition to information disclosed elsewhere in the 2023 First Quarterly Report, subsequent to 30 June 2023, the Group has the following subsequent event:

On 7 July 2023, the Company has completed disposal of Glory Ray Global Limited. The consideration for the disposal is HK\$3,650,000, which was determined after arm's length negotiations between the parties. For details, please refer to the Company's announcement dated 7 July 2023.

9. 股息

董事會不建議派付截至二零二三年六月三十日止三個月之股息(二零二二年：無)。

10. 收購子公司

於二零二三年六月二十六日，本公司已成功收購 Jiading Global Limited。收購事項的代價為1港元，由訂約方經公平磋商後釐定。收購事項產生的商譽為1,115,000港元。

11. 呈報期結束後事項

除二零二三年第一季度報告其他地方披露的資料外，於二零二三年六月三十日後，本集團期後事項如下：

於二零二三年七月七日，本公司已完成出售 Glory Ray Global Limited。出售事項的代價為3,650,000港元，由訂約方經公平磋商後釐定。有關詳情，請參閱本公司日期為二零二三年七月七日的公告。



嘉鼎國際