GCL Technology Holdings Limited
協鑫科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3800)

Bringing
Green Power
to Life

Interim Report 2025

CONTENTS

Financial Highlights

	Six months ended 30 June			
	2025 RMB'000 (unaudited)	2024 RMB'000 (unaudited)	**Change RMB'000**	% of change
Revenue				
Sales of polysilicon	**3,964,456**	4,861,805	(897,349)	(18.5%)
Sales of wafer	**778,204**	2,342,084	(1,563,880)	(66.8%)
Sales of electricity	**70,015**	95,334	(25,319)	(26.6%)
Sales of industrial silicon	**439,524**	672,119	(232,595)	(34.6%)
Processing fees	**160,542**	283,629	(123,087)	(43.4%)
Others*	**321,919**	607,905	(285,986)	(47.0%)
	5,734,660	8,862,876	(3,128,216)	(35.3%)
Loss attributable to owners of the Company	**(1,776,108)**	(1,479,603)	(296,505)	20.0%
	RMB cents	RMB cents	**Change RMB cents**	**% of change**
Loss per share				
— Basic	**(6.35)**	(5.60)	(0.75)	13.4%
— Diluted	**(6.35)**	(5.60)	(0.75)	13.4%

* Amount includes the sales of ingots.

	30 June 2025 RMB'000 (unaudited)	31 December 2024 RMB'000 (audited)	Change RMB'000	% of change
Extracts of unaudited condensed consolidated statement of financial position				
Equity attributable to owners of the Company	**36,642,567**	37,177,048	(534,481)	(1.4%)
Total assets	**71,494,310**	74,874,157	(3,379,847)	(4.5%)
Bank balances and cash, pledged and restricted bank deposits	**8,874,665**	9,926,379	(1,051,714)	(10.6%)
Indebtedness*	**17,679,446**	19,095,320	(1,415,874)	(7.4%)
Key financial ratios				
Current ratio	**1.09**	1.17	(0.08)	(6.8%)
Quick ratio	**1.00**	1.08	(0.08)	(7.4%)
Net debt to equity attributable to owners of the Company	**24.0%**	24.7%	(0.7%)	(2.8%)

* Indebtedness includes bank and other borrowings, lease liabilities.

Chairman's Statement and CEO Review of Operations and Outlook

As the dawn breaks, a new day emerges. In 2025, we have been fortunate to witness a monumental transformation in PV industry. At a time when the sector was deeply mired in a prisoner's dilemma, a series of "anti-involution" policies and industry self-regulation have begun to bear fruit. Against the odds, polysilicon prices rebounded sharply at the end of June, tracing a "deep V-shaped curve." In just four weeks, prices surged by over 36%, with even more dramatic reactions in the polysilicon futures market. Industry and investor sentiment have once again been ignited.

Looking back at the first half of 2025, domestic PV installations continued to deliver outstanding results. From January to June, China added 212.21 GW of new PV capacity, representing a 107% year-on-year increase—nearly matching the total installations for the entire year of 2023. Notably, May alone set a new monthly record with 92.92 GW of new installations. By June 2025, China's PV sector had entered the terawatt-scale era. However, beneath this apparent prosperity lie deep structural contradictions. This imbalance between supply and demand stems from homogenized capacity competition, resulting in years of persistent "involutionary" pain. The key difference in this cycle is the severe mismatch in supply and demand across the entire value chain. Rapid capacity expansion in a short timeframe led to plummeting product prices at every segment—even falling below cash costs—placing immense pressure on the entire industry.

Under the strong leadership of the CPC Central Committee and the State Council, and driven by industry associations, a series of meetings and measures targeting PV "anti-involution" are gradually taking effect. Since 2024, the central government has repeatedly emphasized curbing "involutionary competition" in major meetings. The Sixth Meeting of the Central Commission for Financial and Economic Affairs in 2025 called for "governing disorderly competition according to law and regulations." Subsequently, a symposium organized by the Ministry of Industry and Information Technology with 14 major PV companies, demanding comprehensive governance of low-price, disorderly competition in the PV industry within the legal framework. Meanwhile, the revised Anti-Unfair Competition Law will come into effect this October. Additionally, the National Development and Reform Commission and the State Administration for Market Regulation are jointly accelerating the revision of the Price Law to help combat "involution-style" competition and continuously improve price governance. The new regulations explicitly prohibit selling below cost and strengthen penalties for pricing violations. Driven by series of policies, the supply-side structural reform in the PV industry is transitioning from theoretical frameworks to critical implementation stages. The dawn of a new phase is breaking for the photovoltaic sector.

Yet "anti-involution" does not mean "anti-competition"; rather, it promotes "orderly and high-quality competition." As new quality productive forces become a key driver of China's high-quality economic development, escalating "anti-involution" measures will better encourage enterprises to "win market competition through superior products and services," shifting focus from scale to quality and efficiency, and from cost-effectiveness to premium value. In this context, high-end capacity and green, low-carbon products will inevitably emerge as golden keys to breaking the cycle of involution and transcending industry fluctuations. This will foster a healthier, innovation-driven, and highly synergistic industrial structure within a unified national market. GCL Technology has the strength and confidence to set sail leveraging on its unique technology amid this "anti-involution" wave, driving PV material prices back to rational levels and injecting powerful momentum into building a unified national market.

Technology-driven GCL, Digital GCL, and Green GCL remain our unwavering pursuits. In this breakthrough race, GCL’s differentiated technologies, such as FBR granular silicon and perovskite, are driving progress at the source of materials, demonstrating resilience in quality, low-carbon performance, and cost. FBR granular silicon has achieved critical breakthroughs in perennial issues like hydrogen content, while perovskite commercialized modules passed TÜV Rheinland’s rigorous 3x IEC stability tests. In June this year, GCL’s GW-scale perovskite industrial base was completed, marking GCL’s leadership at the next global PV technology inflection point.

In the ESG field, GCL’s “Carbon Chain Management Platform” stands as an industry benchmark. GCL Technology has successfully driven the transformation of the polysilicon industry from a “high power consumption, high-carbon” value system to a “low power consumption, low-carbon” one. The carbon footprint of granular silicon from “cradle to gate” is only 41 $kgCO_2e/kg$, significantly lower than the characterized carbon footprint factor of 81 $kgCO_2e/kg$ for rod-shaped silicon in the internationally recognized carbon factor database (Ecoinvent 3.9.1). This effectively addresses the long-standing pain point of downstream companies being forced to use high-emission carbon factors for European rodshaped silicon, which resulted in inflated carbon footprint calculations. This breakthrough signifies China’s leap from “carbon factor taker” to “carbon standard setter,” driving de-carbonization across the value chain and accelerating progress toward a zero-carbon world. Meanwhile, PV modules made with FBR granular silicon exhibit continuously falling emissions—already well below China’s Ministry of Commerce defined low-carbon module standards. GCL FBR granular silicon and perovskite are fast becoming core raw materials for China’s PV module exports and the driving force behind global zero-carbon energy solutions.

Amid this great transformation in PV industry, we recognize that the current technological inflection point is not isolated: it converges with energy storage, grid synergy, AI integration, and chain reactions. PV has entered the “post-silicon era,” where the logic of “silicon dominance” will evolve into synergy among silicon, lithium, and carbon multi-material collaboration. Their complementary technologies and integrated performance will drive long-duration storage to full commercialization within five years. Co-located PV-storage ratios in large power plants will rise, massively expanding the PV-storage market. Coupled with superconducting grids enabling global energy interconnection and AI-driven precision forecasting and dispatch, these advances will form the core of a renewable-powered grid system. On this golden path illuminated by light, GCL Tech stands ready to join hands with all new energy pioneers, dedicating our full strength to unlock the future.

Management Discussion and Analysis

OVERVIEW

In the first half of 2025, the photovoltaic industry experienced a rebound in price at the industrial chain level under the strong support from the national "anti-involution" policy. Currently, while macro-wise advantages are highly prominent, the issue of supply and demand mismatch within the industrial chain remains significant. It is clearly recognized in the industry that only through the effective clearance of excess polysilicon capacity and achieving a balance in supply and demand can the photovoltaic sector truly usher in its recovery.

The Company, leveraging its granular silicon technology, possesses its own core competitiveness and demonstrates significant survival advantages within the industry. During the period, the Company has entered a new stage of development along with product competitiveness continuously improving, and customer loyalty strengthening.

RESULTS OF THE GROUP

For the period ended 30 June 2025, the revenue and gross loss of the Group were approximately RMB5,735 million and RMB700 million respectively. For the period ended 30 June 2024, the revenue and gross loss of the Group were approximately RMB8,863 million and RMB553 million, respectively.

The Group recorded a loss attributable to the owners of the Company of approximately RMB1,776 million as compared to loss attributable to owners of the Company of approximately RMB1,480 million in 2024.

PLACING OF NEW SHARES DURING THE PERIOD

On 18 December 2024 (after trading hours), the Company entered into a placing agreement (the "Placing Agreement") with Platinum Broking Company Limited (the "Placing Agent"). Under this agreement, the Placing Agent agreed to procure, on a best effort basis, placees to subscribe a maximum of 1,560,000,000 ordinary Shares at the placing price of HK$1.0 per Share (the "Placing"). On 3 January 2025, the Company successfully placed 1,560,000,000 Shares at a price of HK$1.0 per Share. The net proceeds from the Placing, after taking into account all related costs, fees, expenses and commission of the Placing, were approximately HK$1.53 billion. The net proceeds from the Placing will be used mainly as follows:

(i) Approximately 60% (i.e., approximately HK$0.92 billion) will be dedicated to the Group's capital expenditure through development and expansion of the Group's solar related business; and

(ii) Approximately 40% (i.e., approximately HK$0.61 billion) will be reserved for general working capital purposes to facilitate the Group's operational activities.

The Company intends to utilise the net proceeds from the Placing for the above intended uses in the coming three to four years.

As of 30 June 2025, the net proceeds which have been utilised for the Group's capital expenditure in respect of solar related business and general working capital purpose amounted to approximately HK$0.55 billion and HK$0.27 billion respectively. It is expected that the unutilised fund of approximately HK$0.71 billion (approximately HK$0.37 billion for the Group's capital expenditure in respect of solar related business and approximately HK$0.34 billion for general working capital purpose) to be fully utilised on or before 31 December 2028.

SEGMENT INFORMATION

The Group is principally engaged in manufacturing and the sales of polysilicon and wafer products and owning and operation of solar farm. The Group has identified the following operation reportable segments:

Solar material business – mainly manufactures and sells polysilicon and wafer products to companies operating in the solar industry.

Solar farm business – operates solar farms located in the United States of America (the "USA") and the PRC.

BUSINESS REVIEW

Solar Material Business

Production

The Group's solar material business belongs to the upstream of the solar supply chain, which supplies polysilicon and wafer to companies operating in the solar industry. Polysilicon is the primary raw material used in solar wafer production. In the solar industry supply chain, wafers are further processed by downstream manufacturers to produce solar cells and modules.

Polysilicon Segment

As of 30 June 2025,

Capacity - The Group's granular silicon production capacity amounted to 480,000 MT.

Selling price - The average external selling price (excluding tax) of granular silicon was approximately RMB30.17 per kilogram.

Costs – The average production cash cost (excluding taxes) for granular silicon in the first half of 2025 was RMB26.22 per kilogram, ranking top level in the industry.

Granular Silicon Quarterly Costs and Selling Price

Granular Silicon	Unit	2024 Q1	2024 Q2	2024 Q3	2024 Q4	2025 Q1	2025 Q2
Cash Cost (incl. R&D)	RMB/kg	37.84	35.19	33.18	28.17	27.07	25.31
External Sales Average Price (tax incl.)	RMB/kg	55.05	35.52	32.75	33.61	35.71	32.93

Ingot & Wafer Slicing Segment

As of 30 June 2025,

Capacity - the Group had an annual mono-silicon crystal pulling capacity of 10 GW and an annual wafer production capacity of 35 GW.

Quality Steadily Improves as We Continuously Push the Boundaries of Granular Silicon, Driving Industry Upgrade

In the first half of 2025, granular silicon quality stabilized, and client loyalty strengthened

Through ongoing process optimization, technological advancements, and material iteration, the quality of the Company's granular silicon products has demonstrated steady improvement, continuously pushing the boundaries of granular silicon performance. Based on the exceptional purity and stability of granular silicon products, customer loyalty toward the Company's granular silicon has strengthened, resulting in increasingly close and stable collaborative partnerships. According to Infolink, in July 2025, the trading price of granular silicon surpassed that of traditional N-type dense chunk material for the first time.

During January to June 2025, the Company's market share surged to 24.32%, a dramatic rise from 14.58% in 2024.

In the first half of 2025, the sales volume of granular silicon to the top five customers accounted for 23%, 22%, 11%, 8%, and 7% of total sales volume, respectively, indicating a stable customer structure.

Changes in Total Metal Impurity Content of Granular Silicon Products in the First Half of 2025

In 2025, the Company's product quality remained stable with a slight increase. At present, the Company still maintains an industry leading level in the control of metal impurities.

The overall proportion of the Company's granular silicon products with a total metal impurity content of 5 elements less than 1ppbw has been basically realized in full, and the overall proportion of the Company's products with a total metal impurities content of 5 elements ≤0.5ppbw maintained at a level of 95% with room for further improvement. At the same time, the Company launched a quality testing standard in June for "products with a total metal impurities content of 5 elements ≤0.3ppbw", and in the first month, the proportion of products with a total metal impurity content of 5 elements ≤0.3ppbw exceeded 75%.

Under the rigorous "total metal impurities of 18 elements of ≤1ppbw" measurement standard, the proportion of the products increased from 55.8% in the first quarter of 2024 to 91.8% in the second quarter of 2025, representing significant improvement in quality.

	2024 Q1	2024 Q2	2024 Q3	2024 Q4	2025 Q1	2025 Q2
Metal 5 elements≤0.5ppbw	84.7%	90.6%	95.6%	93.3%	95.3%	94.2%
Metal 18 elements≤1ppbw	55.8%	64.3%	81.6%	85.4%	91.2%	91.8%

Changes in Turbidity Levels of Granular Silicon Products in the First Half of 2025

Continuous improvements in turbidity have been achieved. Granular silicon has largely achieved turbidity levels below 100 NTU, and the proportion of products with turbidity ≤70 NTU has also been steadily increasing, rising from 25% in September 2024 to 57.4% in the second quarter of 2025.

Currently, downstream customers have widely recognised the results of turbidity optimisation. The overall breakage rate is comparable to the mass production level of rod silicon during the same period, helping customers improve their unit output.

	2024 Q1	2024 Q2	2024 Q3	2024 Q4	2025 Q1	2025 Q2
Turbidity≤70NTU	/	/	25.0%	44.6%	45.0%	57.4%
Turbidity≤100NTU	75.0%	84.8%	93.5%	96.1%	97.7%	98.6%

Revenue from solar materials business

For the six months ended 30 June 2025, revenue from external customers of the solar material business amounted to approximately RMB5,665 million, representing a decrease of 35.4% from RMB8,768 million for the corresponding period in 2024. The decrease was mainly due to the decrease in average selling price of photovoltaic products during the period.

Solar Farm Business

Overseas Solar Farms

As at 30 June 2025, the solar farm business includes 18 MW of solar farms in the United States. Besides, 150 MW solar farms in South Africa, which partners with CAD Fund, with the total effective ownership of 9.7% held by the Group.

PRC Solar Farms

As at 30 June 2025, the solar farm business also includes 5 solar farms in the PRC, with both installed capacity and attributable installed capacity at 133.0 MW.

Sales Volume and Revenue

For the six months ended 30 June 2025, the electricity sales volume of solar farm business overseas and in the PRC were 12,846 MWh and 92,551 MWh respectively (six months ended 30 June 2024: 13,073 MWh and 83,514 MWh, respectively).

For the six months ended 30 June 2025, revenue for solar farm business was approximately RMB70 million (six months ended 30 June 2024: RMB 95 million).

Outlook

The Group’s outlook and future developments of the Group’s business, is set out in the Chairman’s Statement and CEO Review of Operations and Outlook of this report.

FINANCIAL REVIEW

Revenue

Revenue for the six months ended 30 June 2025 amounted to approximately RMB5,735 million, representing a decrease of 35.3% as compared with approximately RMB8,863 million for the corresponding period in 2024. The decrease was mainly due to the decrease in average selling price of photovoltaic products in solar material business during the period.

Gross Profit Margin

The Group's overall gross profit margin was negative gross profit margin of 12.2% for the six months ended 30 June 2025. For the six months ended 30 June 2024, negative gross profit margin was 6.2%. Gross loss amounted to approximately RMB700 million for the six months ended 30 June 2025, while gross loss amounted to approximately RMB553 million for the six months ended 30 June 2024.

For the six months ended 30 June 2025, negative gross profit margin of solar material business was 12.7%. For the six months ended 30 June 2024, negative gross profit margin of solar material business was 6.6%. The change was mainly attributable to the decrease in the average selling price of photovoltaic products.

Other Income

For the six months ended 30 June 2025, other income mainly comprised sales of scrap materials of approximately RMB185 million (six months ended 30 June 2024: RMB178 million), bank and other interest income of approximately RMB146 million (six months ended 30 June 2024: RMB133 million), government grants of approximately RMB47 million (six months ended 30 June 2024: RMB 98 million) and compensation income of RMB46 million (six months ended 30 June 2024: RMB 32 million).

Distribution and Selling Expenses

Distribution and selling expenses decreased from approximately RMB132 million for the six months ended 30 June 2024 to approximately RMB 104 million for the six months ended 30 June 2025. The decrease was mainly due to cost controlling policies implemented and improved logistic arrangement during the period.

Administrative Expenses

Administrative expenses amounted to approximately RMB625 million for the six months ended 30 June 2025, representing a decrease of 8.5% from approximately RMB683 million for the corresponding period in 2024. The decrease was mainly due to cost controlling policies implemented during the period.

Impairment Losses Recognised on Financial Assets

The Group recognised impairment losses on financial assets under expected credit loss model of approximately RMB264 million for the six months ended 30 June 2025 (six months ended 30 June 2024: impairment losses of approximately RMB196 million).

Other Gains (Losses), Net

For the six months ended 30 June 2025, net gains of approximately RMB9 million in other gains (losses), net were recorded as compared to net losses of approximately RMB25 million for the six months ended 30 June 2024.

The net gains mainly comprises of:

(i) gain on fair value change of investments at FVTPL of approximately RMB32 million (six months ended 30 June 2024: approximately RMB40 million);

(ii) loss on fair value change of derivative financial instruments of approximately RMB16 million (six months ended 30 June 2024: approximately RMB46 million);

(iii) loss on disposal of property, plant and equipment of approximately RMB26 million (six months ended 30 June 2024: approximately RMB6 million);

(iv) deemed disposal loss of an associate of approximately RMB6 million (six months ended 30 June 2024: deemed disposal loss of approximately RMB19 million);

(v) deemed disposal gain of subsidiary of approximately RMB25 million (six months ended 30 June 2024: Nil); and

(vi) exchange loss of approximately 0.4 million (six months ended 30 June 2024: exchange gain of approximately RMB3.6 million).

Finance Costs

Finance costs for the six months ended 30 June 2025 were approximately RMB273 million, decreased by 10.5% as compared to approximately RMB305 million for the corresponding period in 2024. The decrease was mainly due to the decrease in average interest-bearing debts during the period.

Share of Loss of Associates

The Group's share of losses of associates for the six months ended 30 June 2025 was approximately RMB250 million, mainly contributed by the following associates:

- Share of loss of approximately RMB69 million from Kunshan GCL Optoelectronic Material Co., Ltd* 昆山協鑫光電材料有限公司 ("Kunshan GCL");

- Share of loss of approximately RMB66 million from Inner Mongolia Zhonghuan GCL Solar Material Co., Ltd.* (內蒙古中環協鑫光伏材料有限公司) ("Inner Mongolia Zhonghuan GCL");

- Share of loss of approximately RMB83 million from Xuzhou Risheng Low Carbon Industry Investment Partnership (Limited Partnership)* (徐州日晟低碳產業投資合夥企業 (有限合夥)) ("Xuzhou Risheng"); and

- Share of loss of approximately RMB19 million from GCL New Energy Holdings Ltd ("GNE").

Income Tax Credit

Income tax credit for the six months ended 30 June 2025 was approximately RMB42 million, as compared with income tax credit of approximately RMB192 million for the corresponding period in 2024. Less income tax credit was recorded during the period due to the uncertainty of future taxable profits which affect the recoverability of related deferred tax assets.

Loss Attributable to Owners of the Company

As a result of the above factors, the loss attributable to owners of the Company amounted to approximately RMB1,776 million for the six months ended 30 June 2025 as compared with a loss of approximately RMB1,480 million for the corresponding period in 2024.

Property, Plant and Equipment

Property, plant and equipment decreased from approximately RMB34,761 million as at 31 December 2024 to approximately RMB33,254 million as at 30 June 2025. Decrease in property, plant and equipment was mainly attributable to depreciation charged during the period.

Interests in Associates

Interests in associates decreased from approximately RMB5,578 million as at 31 December 2024 to approximately RMB5,226 million as at 30 June 2025. The decrease was mainly due to share of losses of associates recorded during the period.

Interests in associates as at 30 June 2025 mainly consist of the below:

- The Group's 43.65% equity interests in Kunshan GCL of approximately RMB1,813 million;
- The Group's 47.78% equity interest in Xuzhou Jincai Equity Investment Partnership (Limited Partnership)* (徐州金材股權投資合夥企業 (有限合夥)) ("Xuzhou Jincai") of approximately RMB1,087 million;
- The Group's 6.42% equity interest in Inner Mongolia Zhonghuan GCL of approximately RMB687 million;
- The Group's 24.55% equity interest in Jiangsu Xinhua Semiconductor Material Technology Co., Ltd* (江蘇鑫華半導體材料科技有限公司) ("Jiangsu Xinhua") of approximately RMB677 million;
- The Group's 5.6% equity interests in GNE Group of approximately RMB363 million which include perpetual notes classified as financial assets at fair value through other comprehensive income; and
- The Group's 49.88% equity interest in Xuzhou Risheng of approximately RMB345 million.

* *English name for identification only*

Trade and Other Receivables

Trade and other receivables decreased from approximately RMB11,556 million as at 31 December 2024 to approximately RMB10,966 million as at 30 June 2025. The decrease was mainly due to decrease of bill receivables during the period.

Trade and Other Payables

Trade and other payables decreased from approximately RMB10,967 million as at 31 December 2024 to approximately RMB9,977 million as at 30 June 2025. The decrease was mainly due to decrease in trade and construction payables and other payable during the period.

Balances with Related Companies

Amounts due from related companies decreased from approximately RMB791 million as at 31 December 2024 to approximately RMB693 million as at 30 June 2025. The decrease was mainly due to repayment of part of the amounts due from related companies during the period.

Amounts due to related companies decreased from approximately RMB312 million as at 31 December 2024 to approximately RMB267 million as at 30 June 2025. The decrease was mainly due to repayment of part of the amounts due to related companies during the period.

Liquidity and Financial Resources

As at 30 June 2025, the total assets of the Group were approximately RMB71 billion, of which the aggregate pledged and restricted bank deposits and bank balances and cash amounted to approximately RMB8.9 billion.

For the period ended 30 June 2025, the Group's main source of funding was cash generated from operating and financing activities.

Indebtedness

Details of the Group's indebtedness are as follows:

	As at 30 June 2025 RMB Million	As at 31 December 2024 RMB Million
Current liabilities		
Bank and other borrowings	**11,251**	10,636
Lease liabilities	**52**	55
	11,303	10,691
Non-current liabilities		
Bank and other borrowings	**6,328**	8,353
Lease liabilities	**49**	52
	6,377	8,405
Total indebtedness	**17,680**	19,096
Less: Bank balances and cash and pledged and restricted bank deposits	**(8,875)**	(9,926)
Net debt	**8,805**	9,170

Below is a table showing the total indebtedness structure and maturity profile of the Group:

	As at 30 June 2025 RMB million	As at 31 December 2024 RMB million
Secured	**9,937**	11,206
Unsecured	**7,743**	7,890
	17,680	19,096

As at 30 June 2025, RMB bank and other borrowings carried floating interest rates with reference to the Benchmark Borrowing Rate of The People's Bank of China. USD bank and other borrowings carried interest rates with reference to the Secured Overnight Financing Rate.

Key Financial Ratios of the Group

	As at 30 June 2025	As at 31 December 2024
Current ratio	**1.09**	1.17
Quick ratio	**1.00**	1.08
Net debt to total equity attributable to owners of the Company	**24.0%**	24.7%

Current ratio	=	Balance of current assets at the end of the period/balance of current liabilities at the end of the period
Quick ratio	=	(Balance of current assets at the end of the period – balance of inventories at the end of the period)/balance of current liabilities at the end of the period
Net debt to total equity attributable to owners of the Company	=	(Balance of total indebtedness at the end of the period – balance of bank balances and cash and pledged and restricted bank deposits at the end of the period)/balance of equity attributable to owners of the Company at the end of the period

Policy Risk

Policies made by the Government have a pivotal role in the solar power industry. Any alternation the preferential tax policies, on-grid tariff subsidies, generation dispatch priority, incentives, upcoming issuance of green certificates, laws and regulations would cause substantial impact on the solar power industry. Although the Chinese Government has been supportive in aiding the growth of the renewable industry by carrying out a series of favorable measures, it is possible that any material adverse adjustment of such measures may have an impact on the Group's operating condition and profitability. In order to minimize risks, the Group will follow rules set out by the government strictly, and will pay close attention to any changes in policies in order to reduce the adverse impact of policy changes on the Group.

Credit Risk

The Group has a policy of credit control in place under which credit evaluations of counter parties are performed on counter parties requiring credit.

In order to minimise the credit risk, the Group reviews the recoverable amount of each individual receivables periodically to ensure that adequate expected credit losses are made.

Risk Related to Interest Rate

Interest risk may result from fluctuations in bank loan rates. Given that the Group highly relies on external financing in order to obtain investment capital for new project development and plants and equipment, any interest rate changes will have an impact on the capital expenditure and finance expenses of the Group, which in turn affect our operating results.

Foreign Currency Risk

Most of the Group's businesses are located in the PRC and the presentation currency of the consolidated financial statements of the Company is RMB. Substantially all of the Group's revenue, cost of sales and operating expenses are denominated in RMB, and the majority of the Group's assets and liabilities are denominated in RMB, while the rest are mainly denominated in US dollar and Hong Kong dollar. Any depreciation/appreciation of RMB against US dollar or any other foreign currencies may result in a change in value of the monetary assets and liabilities that are denominated in foreign currencies and affect the earnings and value of the net assets of the Group.

The Group continues to adopt a conservative approach on foreign exchange exposure management and ensure that its exposure to fluctuations in foreign exchange rates is minimised. The majority of the Group's borrowings are denominated in RMB. Foreign currency forward contracts will be utilised when it is considered as appropriate to hedge against foreign currency risk exposure.

Risk Related to Disputes with Joint Venture Partners

The Group's joint venture partners may involve risks associated with the possibility that our joint venture partners may have financial difficulties or have disputes with us as to the scope of their responsibilities and obligations. We may encounter problems with respect to our joint venture partners which may have an adverse effect on our business operations, profitability and prospects.

Pledge of or Restrictions on Assets

As at 30 June 2025, the following assets were pledged or restricted for certain bank and other borrowings, lease liabilities, issuance of bills, short-term letters of credit for settlement of trade and other payables granted to the Group:

— Property, plant and equipment of approximately RMB9.0 billion (31 December 2024: RMB8.0 billion)

— Right-of-use assets of approximately RMB0.4 billion (31 December 2024: RMB0.3 billion)

— Investment properties of approximately RMB0.3 billion (31 December 2024: RMB0.3 billion)

— Trade and bill receivables of approximately RMB3.0 billion (31 December 2024: RMB3.9 billion)

— Pledged and restricted bank deposits of approximately RMB4.4 billion (31 December 2024: RMB4.7 billion)

In addition, lease liabilities of approximately RMB0.1 billion are recognised with related right-of-use assets of approximately RMB0.1 billion as at 30 June 2025 (31 December 2024: lease liabilities of approximately RMB0.1 billion are recognised with related right-of-use assets of approximately RMB0.1 billion).

Capital and Other Commitments

As at 30 June 2025, the Group's capital commitments in respect of purchase of property, plant and equipment contracted for but not provided amounted to approximately RMB533 million (31 December 2024: RMB1,889 million) and other commitments to contribute share capital to investments of approximately RMB455 million (31 December 2024: RMB568 million).

Financial Guarantees Contracts

As at 30 June 2025, the Group provided a total guarantee with maximum amount of approximately RMB510 million (31 December 2024: RMB510 million) to several banks and financial institutions in respect of banking and other facilities of an associate, of which the loan balances were approximately RMB188 million (31 December 2024: RMB7 million).

Contingent Liability

As at 30 June 2025 and 31 December 2024, the Group and the Company did not have any significant contingent liabilities.

Material Acquisitions and Disposals

Save as disclosed elsewhere in this report, there were no other significant acquisitions during the six months ended 30 June 2025, or plans for material acquisitions as at the date of this report, nor were there other material acquisitions and disposals of subsidiaries during the six months ended 30 June 2025.

Significant Events and Business Development after Reporting Period

The Group has no significant events and business development after reporting period.

Employees

We consider our employees to be our most important resource. As at 30 June 2025, the Group had approximately 8,536 employees (31 December 2024: 9,305 employees) in PRC and overseas. Employees are remunerated with reference to individual performance, working experience, qualification and the prevailing industry practice. Apart from basic remuneration and the statutory retirement benefit scheme, employee benefits including but not limited to discretionary bonuses, with share options or share awards granted to eligible employees. Total staff costs (including Directors' emoluments, retirements benefits scheme contributions and share options scheme and share award scheme expenses) for the six months ended 30 June 2025 was approximately 708 million (for the six months ended 30 June 2024: RMB969 million).

Dividend

The Board did not recommend an interim dividend for the six months ended 30 June 2025 (six months ended 30 June 2024: nil).

Auditor's Independent Review Report

國富浩華（香港）會計師事務所有限公司
Crowe (HK) CPA Limited
香港 銅鑼灣 禮頓道77號 禮頓中心9樓
9/F Leighton Centre,
77 Leighton Road,
Causeway Bay, Hong Kong

REPORT ON REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
TO THE BOARD OF DIRECTORS OF GCL TECHNOLOGY HOLDINGS LIMITED
協鑫科技控股有限公司
(incorporated in the Cayman Islands with limited liability)

INTRODUCTION

We have reviewed the condensed consolidated interim financial statements of GCL Technology Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 20 to 76, which comprise the condensed consolidated statement of financial position as at 30 June 2025 and the related condensed consolidated statement of profit or loss and other comprehensive income, the condensed consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the six-month period then ended, and notes to the condensed consolidated interim financial statements, including material accounting policy information. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and International Accounting Standard 34 "Interim Financial Reporting" as issued by the International Accounting Standards Board. The directors of the Company are responsible for the preparation and presentation of the condensed consolidated interim financial statements in accordance with International Accounting Standard 34 "Interim Financial Reporting".

Our responsibility is to express a conclusion on the condensed consolidated interim financial statements, based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

SCOPE OF REVIEW

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

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated interim financial statements are not prepared, in all material respects, in accordance with International Accounting Standard 34 “Interim Financial Reporting”.

Crowe (HK) CPA Limited
Certified Public Accountants
Hong Kong, 29 August 2025

Chan Wai Dune, Charles
Practising Certificate Number P00712

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the six months ended 30 June 2025

	NOTES	Six months ended 30 June 2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
Revenue	4	**5,734,660**	8,862,876
Cost of sales and services rendered		**(6,434,908)**	(9,415,523)
Gross loss		**(700,248)**	(552,647)
Other income	5	**461,672**	488,812
Other gains (losses), net	6	**9,257**	(24,551)
Distribution and selling expenses		**(103,887)**	(132,037)
Administrative expenses		**(624,509)**	(682,758)
Research and development costs		**(353,017)**	(718,314)
Impairment losses recognised on financial assets	7	**(264,330)**	(196,474)
Finance costs	8	**(273,405)**	(304,854)
Share of losses of associates		**(250,367)**	(93,160)
Share of (losses) profits of joint ventures		**(30)**	2,683
Loss before tax	9	**(2,098,864)**	(2,213,300)
Income tax credit	10	**42,184**	191,885
Loss for the period		**(2,056,680)**	(2,021,415)
Other comprehensive expense for the period:			
Items that will not be reclassified to profit or loss:			
Fair value loss on financial assets at fair value through other comprehensive income		**(72,968)**	(21,465)
Share of other comprehensive expense of associates		**(120,229)**	(16,104)
		(193,197)	(37,569)

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income (CONTINUED)

For the six months ended 30 June 2025

	NOTES	Six months ended 30 June **2025** **RMB'000** **(Unaudited)**	 2024 RMB'000 (Unaudited)
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of financial statements of foreign operations		**4,868**	30
Share of other comprehensive income (expense) of an associate		**20**	(113)
Reclassification adjustment of cumulative exchange reserve upon deemed partial disposal of an associate		**3**	6
		4,891	(77)
Other comprehensive expense for the period, net of tax		**(188,306)**	(37,646)
Total comprehensive expense for the period		**(2,244,986)**	(2,059,061)
Loss for the period attributable to:			
Owners of the Company		**(1,776,108)**	(1,479,603)
Non-controlling interests		**(280,572)**	(541,812)
		(2,056,680)	(2,021,415)
Total comprehensive expense for the period attributable to:			
Owners of the Company		**(1,964,414)**	(1,517,249)
Non-controlling interests		**(280,572)**	(541,812)
		(2,244,986)	(2,059,061)
Loss per share	12	**RMB cents**	RMB cents
– Basic		**(6.35)**	(5.60)
– Diluted		**(6.35)**	(5.60)

Condensed Consolidated Statement of Financial Position

As at 30 June 2025

	NOTES	**As at 30 June 2025 RMB'000 (Unaudited)**	As at 31 December 2024 RMB'000 (Audited)
NON-CURRENT ASSETS			
Property, plant and equipment	13	**33,254,339**	34,761,153
Right-of-use assets	13	**1,526,630**	1,456,052
Investment properties		**337,885**	348,518
Intangible assets		**79,490**	63,019
Interests in associates	14	**5,225,503**	5,577,784
Interests in joint ventures	15	**142,559**	143,986
Financial assets at fair value through other comprehensive income	16	**443,820**	445,376
Financial assets at fair value through profit or loss	17	**1,551,981**	946,869
Deferred tax assets		**1,142,286**	1,111,441
Deposits and other receivables	18(a)	**3,770,472**	3,824,465
Pledged and restricted bank deposits		**49,448**	50,503
		47,524,413	48,729,166
CURRENT ASSETS			
Inventories	19	**1,975,526**	2,014,044
Trade and other receivables	18(b)	**10,965,570**	11,556,094
Amounts due from related companies	20	**693,082**	791,491
Financial assets at fair value through profit or loss	17	**1,468,796**	1,823,927
Held for trading investments		**338**	416
Tax recoverable		**41,368**	83,143
Pledged and restricted bank deposits		**4,305,554**	4,701,688
Bank balances and cash		**4,519,663**	5,174,188
		23,969,897	26,144,991

	NOTES	As at 30 June 2025 RMB'000 (Unaudited)	As at 31 December 2024 RMB'000 (Audited)
CURRENT LIABILITIES			
Trade and other payables	21	**9,976,843**	10,966,912
Amounts due to related companies	22	**266,572**	311,742
Contract liabilities		**189,681**	256,807
Bank and other borrowings	23	**11,251,116**	10,635,721
Lease liabilities		**51,566**	54,843
Derivative financial instruments	24	**152,197**	136,565
Deferred income		**18,581**	18,581
Tax payables		**49,029**	50,145
		21,955,585	22,431,316
NET CURRENT ASSETS		**2,014,312**	3,713,675
TOTAL ASSETS LESS CURRENT LIABILITIES		**49,538,725**	52,442,841
NON-CURRENT LIABILITIES			
Contract liabilities		**35,339**	35,339
Bank and other borrowings	23	**6,327,939**	8,352,509
Lease liabilities		**48,825**	52,247
Deferred income		**17,377**	29,216
Deferred tax liabilities		**1,629,573**	1,680,592
		8,059,053	10,149,903
NET ASSETS		**41,479,672**	42,292,938

Condensed Consolidated Statement of Financial Position (CONTINUED)

As at 30 June 2025

	NOTES	As at 30 June 2025 RMB'000 (Unaudited)	As at 31 December 2024 RMB'000 (Audited)
CAPITAL AND RESERVES			
Share capital	25	**2,487,094**	2,342,638
Reserves		**34,155,473**	34,834,410
Equity attributable to owners of the Company		**36,642,567**	37,177,048
Non-controlling interests		**4,837,105**	5,115,890
TOTAL EQUITY		**41,479,672**	42,292,938

The unaudited condensed interim consolidated financial statements on pages 20 to 76 were approved and authorised for issue by the board of directors on 29 August 2025 and are signed on its behalf by:

Zhu Gongshan
DIRECTOR

Yeung Man Chung, Charles
DIRECTOR

Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2025

	(Unaudited)																
	Attributable to owners of the Company																
	Share capital RMB'000	Share premium RMB'000	Treasury share RMB'000 (Note i)	Share award reserve RMB'000 (Note ii)	Shares held for share award scheme RMB'000 (Note iii)	Capital redemption reserve RMB'000 (Note iv)	Investments revaluation reserve RMB'000	Other reserve RMB'000 (Note v)	Capital reserve RMB'000 (Note vi)	Statutory reserve funds RMB'000 (Note vii)	Special reserves RMB'000 (Note viii)	Share options reserve RMB'000 (Note ii)	Translation reserve RMB'000	Retained profits RMB'000	Sub-total RMB'000	Non-controlling interests RMB'000	Total RMB'000
At 1 January 2025	2,342,638	15,301,339	–	379,178	(624,775)	39,453	(1,810,616)	(885,007)	67,251	4,130,098	(2,312,312)	50,353	14,048	20,485,400	37,177,048	5,115,890	42,292,938
Exchange differences arising from translation of financial statements of foreign operations	–	–	–	–	–	–	–	–	–	–	–	–	4,868	–	4,868	–	4,868
Reclassification adjustment of cumulative exchange reserve upon deemed partial disposal of an associate	–	–	–	–	–	–	–	–	–	–	–	–	3	–	3	–	3
Fair value loss on financial assets at FVTOCI	–	–	–	–	–	–	(72,968)	–	–	–	–	–	–	–	(72,968)	–	(72,968)
Share of other comprehensive expense of associates	–	–	–	–	–	–	(120,229)	–	–	–	–	–	20	–	(120,209)	–	(120,209)
Loss for the period	–	–	–	–	–	–	–	–	–	–	–	–	–	(1,776,108)	(1,776,108)	(280,572)	(2,056,680)
Total comprehensive expense for the period	–	–	–	–	–	–	(193,197)	–	–	–	–	–	4,891	(1,776,108)	(1,964,414)	(280,572)	(2,244,986)
Issue of new shares (note 25)	144,456	1,300,104	–	–	–	–	–	–	–	–	–	–	–	–	1,444,560	–	1,444,560
Transaction costs attributable to the issue of new shares	–	(27,621)	–	–	–	–	–	–	–	–	–	–	–	–	(27,621)	–	(27,621)
Equity settled share-based payments (note 26)	–	–	–	33,576	–	–	–	–	–	–	–	–	–	–	33,576	–	33,576
Forfeitures of share options	–	–	–	–	–	–	–	–	–	–	–	(2,583)	–	2,583	–	–	–
Purchase of shares under share award scheme	–	–	–	–	(20,582)	–	–	–	–	–	–	–	–	–	(20,582)	–	(20,582)
Capital injection from a non-controlling shareholder of a subsidiary	–	–	–	–	–	–	–	–	–	–	–	–	–	–	–	1,787	1,787
Transfer to reserves	–	–	–	–	–	–	–	–	–	3,898	–	–	–	(3,898)	–	–	–
At 30 June 2025	2,487,094	16,573,822	–	412,754	(645,357)	39,453	(2,003,813)	(885,007)	67,251	4,133,996	(2,312,312)	47,770	18,939	18,707,977	36,642,567	4,837,105	41,479,672

Condensed Consolidated Statement of Changes in Equity (CONTINUED)

For the six months ended 30 June 2025

	(Unaudited)																
	Attributable to owners of the Company																
	Share capital RMB'000	Share premium RMB'000	Treasury share RMB'000 (Note i)	Share award reserve RMB'000 (Note ii)	Shares held for share award scheme RMB'000 (Note iii)	Capital redemption reserve RMB'000 (Note iv)	Investments revaluation reserve RMB'000	Other reserve RMB'000 (Note v)	Capital reserve RMB'000 (Note vi)	Statutory reserve funds RMB'000 (Note vii)	Special reserves RMB'000 (Note viii)	Share options reserve RMB'000 (Note ii)	Translation reserve RMB'000	Retained profits RMB'000	Sub-total RMB'000	Non-controlling interests RMB'000	Total RMB'000
At 1 January 2024	2,344,280	15,321,376	–	280,590	(624,775)	37,811	(977,577)	(1,222,352)	67,251	4,106,813	(2,373,201)	53,651	11,214	25,561,935	42,587,016	5,730,693	48,317,709
Exchange differences arising from translation of financial statements of foreign operations	–	–	–	–	–	–	–	–	–	–	–	–	30	–	30	–	30
Reclassification of exchange differences upon deemed partial disposal of an associate	–	–	–	–	–	–	–	–	–	–	–	–	6	–	6	–	6
Fair value loss on financial assets at FVTOCI	–	–	–	–	–	–	(21,465)	–	–	–	–	–	–	–	(21,465)	–	(21,465)
Share of other comprehensive expense of associates	–	–	–	–	–	–	(16,104)	–	–	–	–	–	(113)	–	(16,217)	–	(16,217)
Loss for the period	–	–	–	–	–	–	–	–	–	–	–	–	–	(1,479,603)	(1,479,603)	(541,812)	(2,021,415)
Total comprehensive expense for the period	–	–	–	–	–	–	(37,569)	–	–	–	–	–	(77)	(1,479,603)	(1,517,249)	(541,812)	(2,059,061)
Equity settled share-based payments (note 26)	–	–	–	49,294	–	–	–	–	–	–	–	–	–	–	49,294	–	49,294
Equity settled share-based payments recognised by a subsidiary (note 26(III))	–	–	–	–	–	–	–	4,730	–	–	–	–	–	–	4,730	5,196	9,926
Forfeitures of share options	–	–	–	–	–	–	–	–	–	–	–	(3,298)	–	3,298	–	–	–
Forfeitures of share options of an associate	–	–	–	–	–	–	–	–	–	–	–	–	–	16	16	–	16
Repurchase of shares	–	–	(21,679)	–	–	–	–	–	–	–	–	–	–	–	(21,679)	–	(21,679)
Cancellation of shares	(1,642)	(20,037)	21,679	–	–	1,642	–	–	–	–	–	–	–	(1,642)	–	–	–
Conversion of convertible bond to a non-controlling shareholder of a subsidiary (note 21(b))	–	–	–	–	–	–	–	5,652	–	–	32,614	–	–	–	38,266	45,946	84,212
Transfer to reserves	–	–	–	–	–	–	–	–	–	19,999	–	–	–	(19,999)	–	–	–
At 30 June 2024	2,342,638	15,301,339	–	329,884	(624,775)	39,453	(1,015,146)	(1,211,970)	67,251	4,126,812	(2,340,587)	50,353	11,137	24,064,005	41,140,394	5,240,023	46,380,417

Notes:

(i) Treasury shares represent the amounts paid by the Group for repurchases of the ordinary shares of the Company. During the year ended 31 December 2024, 18,112,000 ordinary shares of the Company were repurchased by the Company at an aggregate consideration of approximately RMB21,679,000, which were recognised in equity as treasury shares. Those shares have been cancelled during the year ended 31 December 2024.

(ii) Share options reserve and share award reserve comprise the portion of the grant date fair value of unexercised share options and award shares granted to directors of the Company and employees of the Group and others providing similar services that have been recognised in accordance with the accounting policy adopted for share-based compensation benefits.

(iii) Shares held for share award scheme represents the amounts paid by the Company to a trustee ("Trustee") to purchase the ordinary shares of the Company in the market pursuant to the Share Award Scheme (the "Scheme") established on 16 January 2017 ("Adoption Date") by the board of directors of the Company (the "Board"). During the six months ended 30 June 2025, the Company paid in total of approximately RMB20,582,000 to purchase 30,000,000 ordinary shares of the Company. Up to 30 June 2025, total 554,498,888 ordinary shares of the Company were purchased, of which 39,820,000 shares were vested and transferred to the Award Grantees (as defined in note 26(II)) under the Scheme. As at 30 June 2025, all the remaining 514,678,888 shares were held by the Trustee. More details are set out in note 26(II).

(iv) Capital redemption reserve represents the par value of shares repurchased by the Company pursuant to section 37 of the Cayman Islands Companies Law.

(v) Other reserve includes the equity (other than share capital) attributable to owners of the Company prior to the reverse acquisition, including share premium, capital reserve, contribution from a shareholder, other reserve, share options reserve, revaluation reserve and deficit. As the Company was accounted for as reverse acquisition by Universe Solar Energy Holdings Inc (formerly known as GCL Solar Energy Technology Holdings Inc). ("Solar Energy") in 2009, such reserves attributable to owners of the Company were reclassified to other reserve upon the completion of the reverse acquisition.

Upon disposal of the non-solar power business in 2015, portion of the amount was realised and transferred to the share premium, share options reserve and accumulated profits of the Group.

Moreover, other reserve includes (i) the initial recognition of put options granted to non-controlling interests by subsidiaries and (ii) the portion attributable to the owners of the Company in relation to the equity settled share-based payments recognised by a subsidiary.

(vi) Capital reserve represents the amount of contribution from former immediate holding company of Solar Energy of United States dollars ("US$") 15,009,000 (equivalent to RMB126,029,000) net of the 500,000 ordinary shares of Solar Energy repurchased for a consideration of US$7,000,000 (equivalent to RMB58,778,000) and cancelled prior to 2009.

(vii) Pursuant to the relevant laws in the People's Republic of China (the "PRC"), each of the subsidiaries established in the PRC is required to transfer 5%-10% of its profit after tax as per statutory financial statements (as determined by the management of the subsidiary) to the reserve funds (including the general reserve fund and enterprise development fund where appropriate). The general reserve fund is discretionary when the fund balance reaches 50% of the registered capital of the respective company and can be used to make up for previous years' losses or, expand the existing operations or can be converted into additional capital of the subsidiary. The enterprise development fund can only be used for development and is not available for distribution to shareholder.

(viii) Special reserves represent (i) the difference between the consideration to acquire additional interests in subsidiaries and the respective share of the carrying amounts of the net assets acquired; (ii) the difference by which the non-controlling interests were adjusted and the fair value of consideration received in relation to the disposal of partial interest of a subsidiary and (iii) change of interests in existing subsidiaries arising from restructuring.

Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2025

	2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
NET CASH USED IN OPERATING ACTIVITIES	**(2,868,020)**	(3,799,337)
INVESTING ACTIVITIES		
Interest received	**34,206**	129,495
Proceeds from disposal of property, plant and equipment	**19,057**	—
Payments for construction and purchase of property, plant and equipment	**(822,655)**	(2,467,154)
Payments for purchase of intangible assets	**(30,123)**	—
Addition of right-of-use assets	**(31,134)**	—
Investments in associates	**—**	(1,239,952)
Proceeds from capital reduction of a joint venture	**1,397**	—
Dividend received from associates	**—**	1,097,128
Dividend received from joint ventures	**17,209**	—
Addition of financial assets at fair value through profit or loss ("FVTPL")	**(3,996,761)**	(2,308,924)
Proceeds from disposal of financial assets at FVTPL	**3,773,398**	2,248,284
Proceeds from disposal of held for trading investments	**—**	5,165
Net cash outflow from deemed disposal of a subsidiary	**(13)**	—
Withdrawal of pledged and restricted bank deposits	**5,792,018**	3,927,858
Placement of pledged and restricted bank deposits	**(5,394,829)**	(5,436,096)
Short-term loans to third parties	**(200,404)**	—
Repayment of short-term loan from a third party	**—**	490,000
Proceeds received on maturity of note receivables	**—**	14,520
NET CASH USED IN INVESTING ACTIVITIES	**(838,634)**	(3,539,676)

Condensed Consolidated Statement of Cash Flows (CONTINUED)

For the six months ended 30 June 2025

	2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
FINANCING ACTIVITIES		
Interest paid	**(282,244)**	(554,721)
New bank and other borrowings	**1,844,130**	5,122,508
New bank borrowings raised from discounted bills	**2,820,157**	2,309,347
Repayment of bank and other borrowings	**(2,688,123)**	(1,851,753)
Payment of lease liabilities	**(42,632)**	(67,199)
Repayment to related companies	**(832)**	(436,619)
Proceeds from issue of new shares of the Company	**1,444,560**	—
Transaction costs attributable to issue of new shares	**(27,621)**	—
Repurchase of shares of the Company	**—**	(21,679)
Purchase of shares of the Company under share award scheme	**(20,582)**	—
Capital injection from a non-controlling shareholder of a subsidiary	**1,787**	—
NET CASH GENERATED FROM FINANCING ACTIVITIES	**3,048,600**	4,499,884
NET DECREASE IN CASH AND CASH EQUIVALENTS	**(658,054)**	(2,839,129)
Cash and cash equivalents at 1 January, represented by		
Bank balances and cash	**5,174,188**	6,821,328
Effect of exchange rate changes on balances of bank balances and cash held in foreign currencies	**3,529**	3,081
Cash and cash equivalents at 30 June, represented by		
Bank balances and cash	**4,519,663**	3,985,280

Note:

Major non-cash transaction

For the six months ended 30 June 2025, short-term bank and other borrowings drawn on discounted bills with recourse of approximately RMB3,385,339,000 (2024: RMB3,591,203,000) have been settled through bills discounted to the relevant financial institutions.

1. BASIS OF PREPARATION

The condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting as issued by the International Accounting Standards Board (the "IASB") and the applicable disclosure requirements of the Rules Governing the Listing Securities on The Stock Exchange of Hong Kong Limited. The condensed consolidated interim financial statements do not include all the information required for a complete set of financial statements prepared in accordance with IFRS Accounting Standards ("IFRS Accounting Standards") as issued by the IASB and should be read in conjunction with the Group's consolidated financial statements for the year ended 31 December 2024.

The condensed consolidated interim financial statements are unaudited, but have been reviewed by the Company's Audit Committee. The condensed consolidated interim financial statements have also been reviewed by the Company's independent auditor, Crowe (HK) CPA Limited, in accordance with Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Hong Kong Institute of Certified Public Accountants.

The functional currency of the Company and the presentation currency of the Group's unaudited condensed consolidated interim financial statements are Renminbi ("RMB").

2. MATERIAL ACCOUNTING POLICY INFORMATION

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

Except as described in note 3, the accounting policies and methods of computation used in the condensed consolidated interim financial statements for the six months ended 30 June 2025 are the same as those presented in the Group's consolidated financial statements for the year ended 31 December 2024, which have been prepared in accordance with IFRS Accounting Standards.

3. APPLICATION OF AMENDMENTS TO IFRS Accounting Standards

The IASB has issued the following amendments to IFRS Accounting Standards that are first effective for the current accounting period of the Group:

Amendments to IAS 21	Lack of Exchangeability

The application of the amendments to IFRS Accounting Standards has had no material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in these condensed consolidated interim financial statements.

3. APPLICATION OF AMENDMENTS TO IFRS Accounting Standards (Continued)

The Group has not early applied the following new and amendments to IFRS Accounting Standards that have been issued but are not yet mandatorily effective for the current accounting period.

Annual Improvements to IFRS Accounting Standards 2024	Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7
Amendments to IFRS 9 and IFRS 7	Amendments to the Classification and Measurement of Financial Instruments
Amendments to IFRS 9 and IFRS 7	Contracts Referencing Nature-dependent Electricity
IFRS 18 and consequential amendments to other IFRS Accounting Standards	Presentation and Disclosure in Financial Statements
IFRS 19 and subsequent amendments	Subsidiaries without Public Accountability: Disclosures
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

4. REVENUE AND SEGMENT INFORMATION

Information reported to the Executive Directors of the Company, being collectively the chief operating decision maker ("CODM"), for the purposes of resources allocation and assessment of segment performance focuses on types of goods delivered or services provided.

No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

The Group's reportable and operating segments are as follows:

- Solar material business – mainly manufactures and sales of polysilicon and wafer products to companies operating in the solar industry.
- Solar farm business – operates solar farms located in the United States of America (the "USA") and the PRC.

4. REVENUE AND SEGMENT INFORMATION (Continued)

Segment revenue and results

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

Six months ended 30 June 2025

	Solar material business RMB'000 (Unaudited)	Solar farm business RMB'000 (Unaudited)	Total RMB'000 (Unaudited)
Revenue from external customers	5,664,645	70,015	5,734,660
Segment loss	(1,967,606)	(73,918)	(2,041,524)
Unallocated income			19,389
Unallocated expenses			(26,261)
Gain on fair value change of financial assets at FVTPL			19,244
Loss on fair value change of held for trading investments			(78)
Loss on deemed partial disposal of an associate			(6,360)
Impairment losses recognised on financial assets			(1,668)
Share of losses of an associate			(19,392)
Share of losses of joint ventures			(30)
Loss for the period			(2,056,680)

4. REVENUE AND SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

Six months ended 30 June 2024

	Solar material business RMB'000 (Unaudited)	Solar farm business RMB'000 (Unaudited)	Total RMB'000 (Unaudited)
Revenue from external customers	8,767,542	95,334	8,862,876
Segment (loss) profit	(2,026,865)	12,325	(2,014,540)
Unallocated income			29,548
Unallocated expenses			(16,760)
Gain on fair value change of financial assets at FVTPL			29,238
Gain on fair value change of held for trading investments			2,885
Loss on deemed partial disposal of an associate			(18,901)
Impairment losses recognised on financial assets			(6,297)
Share of losses of an associate			(26,880)
Share of profits of joint ventures			292
Loss for the period			(2,021,415)

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit (loss) represents the profit (loss) of each segment excluding unallocated income, unallocated expenses, change in fair value of certain financial assets at FVTPL, change in fair value of held for trading investments, certain impairment losses on financial assets, share of profits (losses) of interests in certain joint ventures and an associate, and loss on deemed partial disposal of an associate. This is the measure reported to the CODM for the purpose of resources allocation and performance assessment.

4. REVENUE AND SEGMENT INFORMATION (Continued)

Segment assets and liabilities

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

	As at 30 June 2025 RMB'000 (Unaudited)	As at 31 December 2024 RMB'000 (Audited)
Segment assets		
Solar material business	**67,615,024**	71,222,444
Solar farm business	**1,458,385**	1,544,996
Total segment assets	**69,073,409**	72,767,440
Financial assets at FVTPL	**1,418,789**	1,115,502
Financial assets at fair value through other comprehensive income ("FVTOCI")	**7,820**	9,376
Held for trading investments	**338**	416
Interest in an associate	**74,983**	100,712
Interests in joint ventures	**142,559**	143,986
Unallocated bank balances and cash	**465,380**	428,621
Unallocated corporate assets	**311,032**	308,104
Consolidated assets	**71,494,310**	74,874,157
Segment liabilities		
Solar material business	**29,681,903**	32,052,378
Solar farm business	**296,632**	522,899
Total segment liabilities	**29,978,535**	32,575,277
Unallocated corporate liabilities	**36,103**	5,942
Consolidated liabilities	**30,014,638**	32,581,219

For the purpose of monitoring segment performance and allocating resources between segments:

- All assets are allocated to operating segments, other than unallocated corporate assets, corporate bank balances and cash and other assets (including certain financial assets at FVTPL, certain financial assets at FVTOCI, held for trading investments and interests in certain joint ventures and an associate) of the management companies and investment holding companies; and
- All liabilities are allocated to operating segments, other than unallocated corporate liabilities of the management companies and investment holding companies.

4. REVENUE AND SEGMENT INFORMATION (Continued)

Disaggregation of revenue from contracts with external customers

Six months ended 30 June 2025

Segments	Solar material business RMB'000 (Unaudited)	Solar farm business RMB'000 (Unaudited)	Total RMB'000 (Unaudited)
Types of goods or services			
Sales of polysilicon	3,964,456	—	3,964,456
Sales of wafer	778,204	—	778,204
Sales of industrial silicon	439,524	—	439,524
Sales of electricity	—	70,015	70,015
Processing fees	160,542	—	160,542
Others (comprising the sales of ingots)	321,919	—	321,919
Total	5,664,645	70,015	5,734,660
Geographic markets			
The PRC	5,639,270	48,363	5,687,633
Others	25,375	21,652	47,027
Total	5,664,645	70,015	5,734,660
Timing of revenue recognition			
A point in time	5,504,103	70,015	5,574,118
Over time	160,542	—	160,542
Total	5,664,645	70,015	5,734,660

4. REVENUE AND SEGMENT INFORMATION (Continued)

Disaggregation of revenue from contracts with external customers (Continued)

Six months ended 30 June 2024

Segments	Solar material business RMB'000 (Unaudited)	Solar farm business RMB'000 (Unaudited)	Total RMB'000 (Unaudited)
Types of goods or services			
Sales of polysilicon	4,861,805	—	4,861,805
Sales of wafer	2,342,084	—	2,342,084
Sales of industrial silicon	672,119	—	672,119
Sales of electricity	—	95,334	95,334
Processing fees	283,629	—	283,629
Others (comprising the sales of ingots)	607,905	—	607,905
Total	8,767,542	95,334	8,862,876
Geographic markets			
The PRC	8,737,304	74,380	8,811,684
Others	30,238	20,954	51,192
Total	8,767,542	95,334	8,862,876
Timing of revenue recognition			
A point in time	8,483,913	95,334	8,579,247
Over time	283,629	—	283,629
Total	8,767,542	95,334	8,862,876

5. OTHER INCOME

	Six months ended 30 June	
	2025	2024
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Government grants (Note)	**46,636**	98,088
Bank and other interest income	**145,917**	132,602
Sales of scrap materials	**185,089**	178,123
Rental and rental related income	**32,451**	27,303
Compensation income	**46,419**	32,309
Guarantee fee income	**—**	6,005
Write-back of other payables	**4,392**	8,697
Management and consultancy fee income	**—**	3,587
Others	**768**	2,098
	461,672	488,812

Note:

The government grants mainly represent incentive subsidies received from the relevant PRC government for improvement of working capital and financial assistance to the operating activities to enhance the competitiveness in the industry. The amount also includes grants for relevant expenses incurred such as those for research and development activities and interest subsidies. The subsidies were granted on a discretionary basis during the reporting period.

6. OTHER GAINS (LOSSES), NET

	Six months ended 30 June	
	2025	2024
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Exchange (loss) gain, net	**(397)**	3,612
Gain on fair value change of financial assets at FVTPL	**32,451**	40,211
(Loss) gain on fair value change of held for trading investments	**(78)**	2,885
Loss on fair value change of derivative financial instruments (note 24)	**(15,632)**	(46,370)
Loss on disposal of property, plant and equipment	**(25,856)**	(5,988)
Gain on deemed disposal of a subsidiary (note 31)	**25,129**	—
Loss on deemed partial disposal of an associate (note 14)	**(6,360)**	(18,901)
	9,257	(24,551)

7. IMPAIRMENT LOSSES RECOGNISED ON FINANCIAL ASSETS

	Six months ended 30 June	
	2025	2024
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Impairment losses recognised, on		
— trade receivables	**87,560**	5,100
— other receivables	**175,104**	60,331
— amounts due from related companies – trade related	**1,666**	6,297
— amount due from a related company – non-trade related	**—**	124,746
	264,330	196,474

Except for the above, the Board is of the opinion that the ECL on other financial assets subject to ECL is insignificant.

8. FINANCE COSTS

	Six months ended 30 June	
	2025	2024
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Interest on financial liabilities not at fair value through profit or loss		
— bank and other borrowings	**270,369**	294,814
— loans from related companies	**80**	81
— other financial liabilities	**—**	22,139
— lease liabilities	**3,297**	5,437
Total borrowing costs	**273,746**	322,471
Less: interest capitalised	**(341)**	(17,617)
	273,405	304,854

Interest expenses capitalised on qualifying assets represent the amount of interest bearing debts which is directly attributable to the acquisition of property, plant and equipment and was capitalised as the cost of property, plant and equipment at a rate of 3.8% per annum (2024: 3.05% to 4.1%).

9. LOSS BEFORE TAX

	Six months ended 30 June	
	2025	2024
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Loss before tax for the period has been arrived at after charging (crediting) the following items:		
Depreciation of property, plant and equipment	**2,065,418**	1,902,070
Depreciation of right-of-use assets	**58,183**	78,212
Depreciation of investment properties	**10,633**	14,663
Amortisation of intangible assets	**13,652**	16,872
Total depreciation and amortisation	**2,147,886**	2,011,817
Add (less): amounts absorbed in opening and closing inventories, net	**57,141**	(14,978)
	2,205,027	1,996,839
Write-down of inventories, net (note 19)	**468,848**	824,956

10. INCOME TAX CREDIT

	Six months ended 30 June	
	2025	2024
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Current tax		
PRC Enterprise Income Tax ("EIT")		
Provision for the period	**7,116**	19,905
Underprovision in prior periods	**3,790**	12,068
	10,906	31,973
Deferred tax	**(53,090)**	(223,858)
Income tax credit	**(42,184)**	(191,885)

10. INCOME TAX (CREDIT) EXPENSE (Continued)

The PRC EIT for the period represents income tax in the PRC which is calculated at the prevailing tax rate on the taxable profit of subsidiaries in the PRC.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of PRC subsidiaries is 25%, except for those subsidiaries described below. The under-provision of EIT for both periods arose mainly as a result of completion of tax clearance procedures by certain PRC subsidiaries with the respective tax authorities.

Certain subsidiaries operating in the PRC have been accredited as a "High and New Technology Enterprise" for a term of three years, and have been registered with the local tax authorities for enjoying the reduced 15% EIT rate. Accordingly, the profits derived by these subsidiaries are subject to 15% EIT rate. The qualification as a High and New Technology Enterprise will be subject to annual review by the relevant tax authorities in the PRC.

Federal and state income tax rates in the USA are calculated at 21% and 8.84%, respectively, for both periods. No provision for federal and state income tax in the USA has been made for as the Group did not have estimated assessable profits arising in the USA for both periods.

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both periods. No provision for Hong Kong Profits Tax has been made for as the Group did not have estimated assessable profits arising in Hong Kong for both periods.

The Group's subsidiaries, associates and joint ventures that are tax residents in the PRC are subject to the PRC dividend withholding tax of 5% or 10% for those non-PRC resident immediate holding companies registered in Hong Kong and the British Virgin Islands, respectively, when and if undistributed earnings are declared to be paid as dividends out of profits that arose on or after 1 January 2008. Net deferred tax credit of approximately RMB61,663,000 (six months ended 30 June 2024: RMB52,522,000) in respect of withholding tax on undistributed profits was credited to profit or loss during the reporting period.

11. DIVIDENDS

The board of directors of the Company (the "Board") did not recommend an interim dividend for the six months ended 30 June 2025 (six months ended 30 June 2024: RMB Nil).

12. LOSS PER SHARE

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

	Six months ended 30 June	
	2025	2024
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Loss		
Loss for the period attributable to owners of the Company for the purpose of basic and diluted loss per share	**(1,776,108)**	(1,479,603)

	Six months ended 30 June	
	2025	2024
	'000	'000
	(Unaudited)	(Unaudited)
Weighted average number of ordinary shares		
Issued ordinary shares at 1 January	**26,920,819**	26,938,931
Effect of shares held by the Group under the Scheme (as defined in note 26(II))	**(498,270)**	(484,679)
Effect of purchase and cancellation of treasury shares	**—**	(9,653)
Effect of placement of shares	**1,542,762**	—
Weighted average number of ordinary shares at 30 June	**27,965,311**	26,444,599

	Six months ended 30 June	
	2025	2024
	'000	'000
	(Unaudited)	(Unaudited)
Number of shares		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	**27,965,311**	26,444,599

12. LOSS PER SHARE (Continued)

For the six months ended 30 June 2025 and 2024, the weighted average number of ordinary shares for the purpose of calculation of basic loss per share had been adjusted for (i) the effect of the ordinary shares held by the trustee pursuant to the share award scheme and (ii) the effect of the treasury shares purchased by the Group from market.

The calculation of diluted loss per share for the six months ended 30 June 2025 and 2024 did not assume the exercise of share options and award shares granted by the Company and share options granted by GCL New Energy Holdings Limited ("GNE"), since the exercise prices were higher than the average market price of shares or their exercise would result in a decrease in the loss per share.

The convertible bond issued by an associate in 2025 has anti-dilutive effect on the loss per share for the six months ended 30 June 2025. In addition, written put options granted by another associate has insignificant dilutive effect on the loss per share for the six months ended 30 June 2025.

The convertible bond issued and written put options by a subsidiary have either anti-dilutive effect or insignificant dilutive effect on the loss per share for the six months ended 30 June 2024. The convertible bonds were converted during the year ended 31 December 2024, there is no impact on the calculation of diluted loss per share for the six months ended 30 June 2025.

13. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

During the six months ended 30 June 2025, the addition on improvement and construction of production facilities to enhance the wafer and polysilicon production efficiency amounted to approximately RMB654 million (six months ended 30 June 2024: RMB2,582 million).

During the reporting period, the Group entered into several new lease agreements with lease terms ranging from 1 to 5 years. On lease commencement, the Group recognised right-of-use assets of approximately RMB33 million (six months ended 30 June 2024: RMB62 million) and lease liabilities of approximately RMB33 million (six months ended 30 June 2024: RMB62 million).

During the six months ended 30 June 2025, the Board conducted a review of the value in use of property, plant, and equipment and right-of-use assets, due to a drop in average selling prices of polysilicon and wafer. This review was based on past performance and management's market expectations. In the opinion of the Board, the value in use of these assets related to the production of polysilicon and wafers was higher than their carrying amount. Consequently, no impairment loss has been recognised for the six months ended June 30, 2025.

During the six months ended 30 June 2024, as a result of significant drop in average selling prices of polysilicon and wafer, the Board reviewed the value in use of property, plant and equipment and right-of-use assets with reference to the valuation report of an independent valuer. Such estimation was based on past performance and management's expectations for the market. In the opinion of the Board, the value in use of property, plant and equipment and right-of-use assets in relation to the production of polysilicon and wafer was higher than the carrying amount. As a result, no impairment loss has been recognised for the six months ended 30 June 2024.

14. INTERESTS IN ASSOCIATES

	As at 30 June 2025 RMB'000 (Unaudited)	As at 31 December 2024 RMB'000 (Audited)
Cost of investments in associates	**5,273,681**	5,177,618
Share of post-acquisition profits and losses and OCI, net of dividends received	**(335,824)**	41,108
Perpetual notes classified as financial assets at fair value through other comprehensive income	**287,646**	359,058
	5,225,503	5,577,784

During the six months ended 30 June 2025, GCL New Energy Holdings Limited ("GNE") allotted and issued 153,400,000 shares at HK$0.45 per share for its acquisition of a business. After the completion of issuance of shares, the Group's interest in GNE decreased from 6.2% to 5.59%. A loss on deemed partial disposal of RMB6,360,000 was recognised in the profit or loss.

During the six months ended 30 June 2024, GNE completed a placing of an aggregate of 233,487,154 shares at HK$0.26 per share, raising net proceeds of HK$59.7 million. After completion of the shares placement, the Group's interest in GNE decreased from 7.44% to 6.2%. A loss on deemed partial disposal of RMB18,901,000 was recognised in the profit or loss.

During the six months ended 30 June 2025, the Group lost control but retained significant influence over Taicang Qianyuan Solar Technology Co. Ltd.* (太倉騫源光伏科技有限公司) ("Taicang Qianyuan"). Accordingly, Taicang Qianyuan is classified as an associate of the Group. For details, please refer to Note 31.

During the six months ended 30 June 2024, the Group entered into agreements with two independent third parties to acquire their 47.37% equity interest in Xuzhou Jincai Equity Investment Partnership (Limited Partnership)* (徐州金材股權投資合夥企業) ("Xuzhou Jincai") at a total consideration of RMB1,091,052,000. The Board considered that the Group can exercise significant influence over Xuzhou Jincai and the investment is therefore classified as an associate of the Group.

* English name for identification only

15. INTERESTS IN JOINT VENTURES

	As at 30 June 2025 RMB'000 (Unaudited)	As at 31 December 2024 RMB'000 (Audited)
Cost of unlisted investments in joint ventures	**323,156**	324,553
Share of post-acquisition loss and OCI, net of dividends received	**(180,597)**	(180,567)
	142,559	143,986

16. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	As at 30 June 2025 RMB'000 (Unaudited)	As at 31 December 2024 RMB'000 (Audited)
Listed equity investments		
— Lithium Argentina AG and Lithium America Corp.	**7,820**	9,376
Unlisted equity investment		
— 蕊鑫融資租賃有限公司	**436,000**	436,000
	443,820	445,376

The investments in equity instruments are not held for trading purpose but are maintained for long-term strategic purpose. The Board has elected to designate these investments in equity instruments as at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

The shares of Lithium Argentina AG and Lithium America Corp. are listed on both the New York Stock Exchange and Toronto Stock Exchange.

17. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	As at 30 June 2025 RMB'000 (Unaudited)	As at 31 December 2024 RMB'000 (Audited)
Non-current assets		
Unlisted investments (note a)	**158,945**	161,212
Unlisted equity investments (note b)	**724,872**	785,657
Unlisted fund investments (note c)	**352,157**	—
Unlisted financial product investments (note d)	**31,850**	—
Convertible bond investment (note e)	**284,157**	—
	1,551,981	946,869
Current assets		
Unlisted financial product investments (note d)	**1,468,796**	1,823,927
	3,020,777	2,770,796

Notes:

(a) The Group invested in the form of interests as limited partners in certain private entities, which held a portfolio of unlisted investments. The primary objective of the investments is to earn income and for capital gain. Pursuant to investment agreements, the beneficial interests held by the Group in these unlisted investments are in the form of participating shares or interests which primarily provide the Group with the share of returns from the unlisted investments but not any decision making power nor any voting right to involve in and control the daily operation. The unlisted investments are mainly made up of private entities incorporated in the PRC and liquid financial assets.

(b) The unlisted equity investments mainly represents the investments in unlisted equity instruments issued by private entities established in the PRC and Singapore.

(c) The unlisted fund investments represents the investments in non-voting redeemable shares of private funds.

(d) The unlisted financial product investments represent the financial products issued by financial institutions and banks in Hong Kong and the PRC. The Board considers the fair values of the unlisted investments, which are based on the prices provided by the financial institutions and banks, that are the prices the Group would pay to redeem the financial products at the end of the reporting period, approximate to their carrying value.

(e) The Group invested in the unsecured convertible bonds issued by 安陽市中豫錦明硅業有限公司 ("中豫錦明"), a private entity established in the PRC at a face value of RMB283,000,000. 中豫錦明 is principally engaged in metal silicon powder processing. The convertible bonds shall be for a term of two years, bearing interest at the PRC one-year LPR per annum. The Group can exercise the conversion at the maturity date.

18. DEPOSITS AND OTHER RECEIVABLES/TRADE AND OTHER RECEIVABLES

(a) Deposits and other receivables

	As at 30 June 2025 RMB'000 (Unaudited)	As at 31 December 2024 RMB'000 (Audited)
Deposits for acquisitions of property, plant and equipment	**161,593**	315,327
Dividend receivable from a former associate (note i)	**2,280,735**	2,242,924
Consideration receivables		
— Disposal of an associate (note ii)	**1,350,837**	1,324,605
— Disposal of subsidiaries	**19,944**	19,944
Loan to a third party (note iii)	**163,500**	—
Other receivable (note iv)	**447,940**	447,940
	4,424,549	4,350,740
Less: allowance for expected credit loss	**(654,077)**	(526,275)
	3,770,472	3,824,465

Notes:

(i) Dividend receivable from a former associate

On 29 December 2023, Xingjiang Goen Energy Technology Co., Limited ("Xinjiang Goens"), a former associate approved a dividend distribution totalling RMB4,473,334,000 to Jiangsu Zhongneng Polysilicon Technology Development Co., Ltd., an indirect wholly-owned subsidiary of the Company, in conjunction with a reduction of registered capital. The dividend distribution is structured into two tranches. The first tranche of RMB1,993,765,000 is payable within five business days following the completion of the capital reduction, issuance of an updated business license by Xinjiang Goens, and fulfillment of all conditions related to the payment of consideration under the capital reduction. During the year ended 31 December 2024, Xinjiang Goens paid RMB1,089,765,000 for the first tranche dividend receivable. As at 30 June 2025, the carrying amount of RMB2,280,735,000 (31 December 2024: RMB2,242,924,000) represents the present value of second tranche dividend receivable under non-current assets. The amount of RMB904,000,000 is the outstanding balance of first tranche dividend receivable under current assets as at 30 June 2025 and 31 December 2024. During the six months ended 30 June 2025, an imputed interest income of RMB37,811,000 has been recognised in the profit or loss.

(ii) Consideration receivables from disposal of an associate

As at 30 June 2025, the carrying amount of RMB1,350,837,000 (31 December 2024: RMB1,324,605,000) represented the present value of remaining balance of consideration receivable of RMB1,490,000,000 from the disposal of an associate, namely Xuzhou Fund during the year ended 31 December 2024 which shall be settled within three years following the completion of the industrial and commercial change registration. The outstanding amount is secured by collaterals comprising a 40.27% interest in Xuzhou Fund and a 99.99% equity interest in 蘇州合輝創能科技發展有限公司. During the six months ended 30 June 2025, an imputed interest income of RMB26,232,000 has been recognised in the profit or loss.

18. DEPOSITS AND OTHER RECEIVABLES/TRADE AND OTHER RECEIVABLES (Continued)

(a) Deposits and other receivables (Continued)

Notes: (Continued)

(iii) Loan to a third party

In January 2025, the Group and a third party entered into a loan agreement pursuant to which the Group agreed to lend a short-term loan for an aggregate amount of approximately RMB163,500,000. The amount is non-trade in nature, unsecured, bearing interest at the PRC one-year LPR with a 50% upward adjustment and required to be repaid on 30 September 2026.

(iv) Other receivable

The Group entered into a contractual agreement with a third-party entity to advance a sum of RMB447,940,000 for the construction of a power plant which to be owned by that third-party entity. Upon completion of the power plant, it will supply electricity to the Group and the advanced amount will be used to offset against future electricity fees payable to the power plant operator.

18. DEPOSITS AND OTHER RECEIVABLES/TRADE AND OTHER RECEIVABLES (Continued)

(b) Trade and other receivables

	As at 30 June 2025 RMB'000 (Unaudited)	As at 31 December 2024 RMB'000 (Audited)
Trade and bills receivables (note (i))		
— Bills receivable	**5,802,152**	6,127,822
— Trade receivables	**1,341,688**	1,190,125
Less: allowance for expected credit loss	**(282,694)**	(195,134)
	1,058,994	994,991
	6,861,146	7,122,813
Deposits, other receivables and prepayments:		
— Refundable value-added tax	**817,712**	988,928
— Prepayments	**1,123,985**	1,270,578
— Amounts due from former subsidiaries (note (ii))	**42,490**	42,490
— Short-term loans to third parties (note (iii))	**783,204**	746,308
— Note receivables (note (iv))	**166,057**	167,143
— Dividend receivable from a former associate (note 18(a)(i))	**904,000**	904,000
— Deposits in the Trustee	**61,956**	84,060
— Other deposits	**249,461**	249,461
— Others	**347,224**	504,820
	4,496,089	4,957,788
Less: allowance for expected credit loss	**(391,665)**	(524,507)
	4,104,424	4,433,281
	10,965,570	11,556,094

18. DEPOSITS AND OTHER RECEIVABLES/TRADE AND OTHER RECEIVABLES (Continued)

(b) Trade and other receivables (Continued)

Notes:

(i) Trade and bills receivables

The Group allows a credit period of approximately one month from the invoice to solar material customers and may further extend it for 3 to 6 months for settlement through bills issued by banks and financial institutions obtained from these customers.

For sales of electricity, the Group generally grants credit period of approximately one week and one month to overseas customers and power grid companies in the PRC, respectively, from the date of invoice in accordance with the relevant electricity sales contracts between the Group and the respective customers.

The following is an aging analysis of trade receivables, net of allowance for expected credit losses, presented based on the invoice date at the end of the reporting period.

	Solar farm business		Solar material business		Total	
	As at 30 June 2025 RMB'000 (Unaudited)	As at 31 December 2024 RMB'000 (Audited)	**As at 30 June 2025 RMB'000 (Unaudited)**	As at 31 December 2024 RMB'000 (Audited)	**As at 30 June 2025 RMB'000 (Unaudited)**	As at 31 December 2024 RMB'000 (Audited)
Unbilled (Note)	**431,347**	455,834	**—**	—	**431,347**	455,834
Within 3 months	**8,742**	2,287	**289,541**	137,535	**298,283**	139,822
3 to 6 months	**—**	—	**61,281**	44,014	**61,281**	44,014
Over 6 months	**—**	—	**268,083**	355,321	**268,083**	355,321
	440,089	458,121	**618,905**	536,870	**1,058,994**	994,991

Note: Amount represents unbilled basic tariff receivables for solar power plants operated by the Group, and tariff adjustment receivables of those solar power plants already registered in the Renewable Energy Tariff Subsidy List announced by the state-owned grid companies.

As at 30 June 2025, trade receivables included bills receivable amounting to approximately RMB5,802,152,000 (31 December 2024: RMB6,127,822,000) were held by the Group for future settlement of trade receivables, of which certain bills were further discounted/endorsed by Group. The Group continued to recognise their full carrying amount at the end of the reporting periods. All bills receivable by the Group are with a maturity period of less than one year.

The Directors closely monitor the credit quality of trade and bills receivables and considered the trade and bills receivables, which are of a good credit quality in view of the good historical repayment record.

As at 30 June 2025, included in these trade receivables were debtors with aggregate carrying amount of RMB447,745,000 (31 December 2024: RMB421,806,000) which was past due as at the end of the reporting date. These trade receivables related to a number of customers for whom there was no recent history of default.

The Group did not hold any collaterals over all balances.

18. DEPOSITS AND OTHER RECEIVABLES/TRADE AND OTHER RECEIVABLES (Continued)

(b) Trade and other receivables (Continued)

Notes: (Continued)

(ii) Amounts due from former subsidiaries

The amounts are non-trade in nature, unsecured, non-interest bearing and without fixed terms of repayment.

(iii) Short term loans to third parties

In July 2024, the Group and a third party entered into a loan agreement pursuant to which the Group agreed to lend a short-term loan for an aggregate amount of RMB90 million. The amount is non-trade in nature, unsecured, bearing interest at the PRC one-year LPR plus 5% per annum and required to be repaid on 30 June 2025. The Group and such third party entered into a loan extension agreement pursuant to which the repayment date to be extended to 30 June 2026 with other clauses remained unchanged.

In September 2024, the Group and a government-related entity entered into a loan agreement pursuant to which the Group agreed to lend a short-term loan for an aggregate amount of RMB80,000,000. The amount is non-trade in nature, unsecured, bearing interest at the PRC one-year LPR per annum and to be repaid on 12 September 2025.

In December 2024, the Group, a PRC bank and a government-related entity entered into an entrusted loan agreement pursuant to which the Group agreed to lend a short-term loan through the PRC bank for an aggregate amount of RMB576,300,000. The amount is non-trade in nature, guaranteed by a state-owned enterprise, bearing interest at the PRC one-year LPR plus 0.9% per annum and to be repaid on 27 December 2025.

In March 2025, the Group and a third party entered into a loan agreement pursuant to which the Group agreed to lend a short-term loan for an aggregate amount of HK$40,000,000 (approximately RMB36,904,000). The amount is non-trade in nature, unsecured, bearing interest at 5% per annum and required to be repaid on 29 September 2025.

(iv) Note receivables

The amount represents the notes issued by a borrower. The amount is non-trade in nature, unsecured, bearing interest at 8% per annum, and to be matured within one year from the dates of subscription.

* English name for identification only

19. INVENTORIES

	As at 30 June 2025 RMB'000 (Unaudited)	As at 31 December 2024 RMB'000 (Audited)
Raw materials	**692,273**	852,738
Work in progress/Semi-finished goods	**644,433**	730,569
Finished goods	**638,820**	430,737
	1,975,526	2,014,044

During the six months ended 30 June 2025, cost of inventories of approximately RMB6,382,361,000 (six months ended 30 June 2024: RMB9,349,976,000) recognised as cost of sales including write-down of inventories, net, of approximately RMB468,848,000 because the cost of certain inventories were higher than their net realisable values as a result of significant drop in average selling prices of polysilicon and wafer (six months ended 30 June 2024: RMB824,956,000).

20. AMOUNTS DUE FROM RELATED COMPANIES

	As at 30 June 2025			As at 31 December 2024		
	Trade related RMB'000 (Unaudited) (Note a)	Non-trade related RMB'000 (Unaudited)	Total RMB'000 (Unaudited)	Trade related RMB'000 (Audited) (Note a)	Non-trade related RMB'000 (Audited)	Total RMB'000 (Audited)
Amounts due from companies controlled by Mr. Zhu and his family (Note b)	**80,662**	**8,410**	**89,072**	94,258	8,410	102,668
Less: allowance for credit losses	**(26,176)**	**—**	**(26,176)**	(25,424)	—	(25,424)
	54,486	**8,410**	**62,896**	68,834	8,410	77,244
Amounts due from associates (Note c)	**147,353**	**537,566**	**684,919**	237,038	528,400	765,438
Less: allowance for credit losses	**(50,772)**	**(18,987)**	**(69,759)**	(49,858)	(18,987)	(68,845)
	96,581	**518,579**	**615,160**	187,180	509,413	696,593
Amounts due from joint ventures (Note d)	**10,026**	**5,000**	**15,026**	25	17,210	17,235
Amounts due from non-controlling shareholders (Note e)	**—**	**—**	**—**	419	—	419
	161,093	**531,989**	**693,082**	256,458	535,033	791,491

20. AMOUNTS DUE FROM RELATED COMPANIES (Continued)

Notes:

(a) The trade related balances with the related companies are unsecured, non-interest-bearing and with a normal credit period of 30 days (2024: 30 days).

The aging analysis of trade related balances due from companies controlled by Mr. Zhu and his family, associates and joint ventures and other related parties, net of allowance for expected credit losses, at the end of the reporting period, presented based on the invoice date which approximated the respective revenue recognition dates is as follows:

	As at 30 June 2025 RMB'000 (Unaudited)	As at 31 December 2024 RMB'000 (Audited)
Within 3 months	**39,020**	146,884
3 to 6 months	**18,359**	7,911
More than 6 months	**103,714**	101,663
	161,093	256,458

(b) The amounts of non-trade balances due from companies controlled by Mr. Zhu and his family are unsecured, non-interest-bearing and without fixed terms of repayment.

(c) The non-trade related balances due from associates include a consideration receivable of RMB528,400,000 from the partial disposal of an associate, namely Mongolia Zhonghuan GCL in the prior year. The amount would be settled by the buyer upon the Group's full contribution of the agreed capital to the associate. The remaining balance of RMB9,166,000 (31 December 2024: Nil) is unsecured, non-interest-bearing and without fixed terms of repayment.

(d) The non-trade related balances due from joint ventures are unsecured, interest free and without fixed terms of repayment.

(e) The amounts are unsecured, non-interest-bearing and without fixed terms of repayment.

21. TRADE AND OTHER PAYABLES

	As at 30 June 2025 RMB'000 (Unaudited)	As at 31 December 2024 RMB'000 (Audited)
Trade payables (Note a)	**3,726,782**	4,335,759
Construction payables (Note a)	**5,161,776**	5,395,521
Other payables	**278,633**	310,002
Salaries and bonus payable	**386,792**	360,921
Other tax payables	**60,558**	59,082
Interest payables	**4,805**	16,600
Accruals	**357,497**	489,027
	9,976,843	10,966,912

Notes:

(a) As at 30 June 2025, the Group's trade and construction payables included bills payable of RMB1,937,562,000 and RMB27,100,000, respectively (31 December 2024: RMB2,492,955,000 and RMB67,388,000 respectively). The Group endorsed certain bills to creditors with full recourse.

The credit period for trade payables is within 3 to 6 months (31 December 2024: 3 to 6 months).

The following is an aging analysis of trade payables (excluding bills presented by the Group for settlement) presented based on the invoice date at the end of the reporting period:

	As at 30 June 2025 RMB'000 (Unaudited)	As at 31 December 2024 RMB'000 (Audited)
Within 3 months	**831,005**	827,351
3 to 6 months	**703,153**	664,120
More than 6 months	**255,062**	351,333
	1,789,220	1,842,804

22. AMOUNTS DUE TO RELATED COMPANIES

	As at 30 June 2025			As at 31 December 2024		
	Trade related RMB'000 (Unaudited) (Note a)	Non-trade related RMB'000 (Unaudited)	Total RMB'000 (Unaudited)	Trade related RMB'000 (Audited) (Note a)	Non-trade related RMB'000 (Audited)	Total RMB'000 (Audited)
Amounts due to companies controlled by Mr. Zhu and his family (Note b)	**11,932**	**8,831**	**20,763**	10,777	8,590	19,367
Amounts due to associates (Note c)	**230,135**	**8,875**	**239,010**	262,577	7,513	270,090
Amounts due to non-controlling shareholders	**6,799**	**—**	**6,799**	22,285	—	22,285
	248,866	**17,706**	**266,572**	295,639	16,103	311,742

Notes:

(a) The trade related balances are unsecured, non-interest-bearing and with a normal credit period of 30 days (2024: 30 days). The following is an aging analysis the trade related balances due to companies controlled by Mr. Zhu and his family, associates and non-controlling shareholders at the end of the reporting period, presented based on the invoice date:

	As at 30 June 2025 RMB'000 (Unaudited)	As at 31 December 2024 RMB'000 (Audited)
Within 3 months	**147,283**	212,704
3 to 6 months	**2,910**	31,334
More than 6 months	**98,673**	51,601
	248,866	295,639

(b) The non-trade related balances due to companies controlled by Mr. Zhu and his family are unsecured, interest free and without fixed terms of repayment.

(c) The non-trade related balances due to associates are unsecured, interest free and without fixed terms of repayment.

23. BANK AND OTHER BORROWINGS

	As at 30 June 2025 RMB'000 (Unaudited)	As at 31 December 2024 RMB'000 (Audited)
Bank loans	**17,096,076**	18,451,243
Other loans	**482,979**	536,987
	17,579,055	18,988,230

	RMB'000	RMB'000
Representing:		
Secured	**9,936,541**	11,901,980
Unsecured	**7,642,514**	7,086,250
	17,579,055	18,988,230

The other loans include RMB483 million (31 December 2024: RMB537 million), representing financing arrangements with financial institutions for leases on assets with remaining lease terms ranging from 1 year to 5 years (31 December 2024: 1 year to 5 years). Under these arrangements, legal title of the respective equipment was transferred to the financial institutions, while the Group continued to operate and manage the equipment without involvement from the financial institutions during the lease terms. The Group retains the right to repurchase the equipment at a minimal consideration upon the maturity of the respective leases. Despite the legal form of a lease, these arrangements do not constitute a sale and leaseback transaction based on their substantive nature.

During the six months ended 30 June 2025, the Group discounted bills arising from future settlement of trade receivable with recourse of approximately RMB2,820,157,000 (six months ended 30 June 2024: RMB2,309,347,000) to banks for short-term financing. As at 30 June 2025, the associated borrowings amounted to approximately RMB2,820,157,000 (31 December 2024: RMB3,385,339,000)

The Group is required to comply with certain restrictive financial and other covenants and undertaking requirements. As at 30 June 2025 and 31 December 2024, none of the covenants relating to drawn down facilities had been breached.

The bank and other borrowings carry effective interest rates ranging from 2.25% to 4.85% (31 December 2024: 2.2% to 6.5%) per annum.

24. DERIVATIVE FINANCIAL INSTRUMENTS

	As at 30 June 2025 RMB'000 (Unaudited)	As at 31 December 2024 RMB'000 (Audited)
Written put options of interests in associates		
— Jiangsu Xinhua Semiconductor Material Technology Co., Ltd.* ("Jiangsu Xinhua") (Note a)	**29,291**	17,694
— Kunshan GCL Optoelectronic Material Co., Ltd.* ("Kunshan GCL") (Note b)	**122,906**	118,871
	152,197	136,565

Notes:

(a) Written put option of interest in an associate, Jiangsu Xinhua

In April 2016, the Group entered into an investment agreement ("Investment Agreement") with an independent investor ("Partner"). Under this agreement, the Partner was granted the right to request the Group to repurchase its equity interest in Jiangsu Xinhua held at the cost of the Partner's investment plus interest at applicable rate under the following circumstances:

(i) If Jiangsu Xinhua fails to complete a qualified initial public offering ("IPO") on a mutually-agreed stock exchange within the specified timeframe;

(ii) If Jiangsu Xinhua meets the listing requirements of the specified stock exchanges but fails to complete a qualified IPO due to external factors, such as changes in government policy or other uncontrollable circumstance;

(iii) If Jiangsu Xinhua fails to produce polysilicon to the level of quality and specification stipulated under the Investment Agreement within a specified timeframe (replaced in a late agreement, as noted below); or

(iv) If there is a significant breach the relevant terms of the Investment Agreement by the Group, or actions by the Group that have a significant adverse impact on Jiangsu Xinhua, where the Group fails to remedy such breach within the required period.

In December 2020, a supplementary agreement was signed to amend condition (iii). The revised condition stipulates that the Partner may request the repurchase if Jiangsu Xinhua fails to meet any annual operational or strategic requirements by 2021, 2022 and 2023, as set out in the supplementary agreement.

In December 2024, a supplementary agreement was signed to amend condition (ii). The revised condition stipulates that the deadline for Jiangsu Xinhua to complete a qualified IPO is extended from 31 December 2023 to 31 December 2026, as set out in the supplementary agreement.

The Directors have recognised the put option of interest in Jiangsu Xinhua as a derivative financial instrument and initially recognised it at fair value with subsequent changes in fair value recognised in profit or loss. During the six months ended 30 June 2025, the Group remeasured the fair value and a loss on fair value change of the derivative financial instrument of approximately RMB11,597,000 (six months ended 30 June 2024: loss on fair value change of RMB46,370,000) was recognised in profit or loss.

Details of the inputs and assumptions adopted in the fair value measurement are described in note 28.

24. DERIVATIVE FINANCIAL INSTRUMENTS (Continued)

Notes: (Continued)

(b) Written put options of interest in an associate, Kunshan GCL

On 16 November 2024, the Group entered into a new shareholder agreement ("2024 Kunshan Shareholder Agreement") with Kunshan GCL, certain new and existing investors of Kunshan GCL mentioned in 2024 Kunshan Shareholder Agreement, pursuant to which the certain new and existing investors agreed to subscribe for approximately RMB9 million new registered capital of Kunshan GCL at a cash consideration of RMB344 million, representing 8.41% of the enlarged registered capital of Kunshan GCL. As a result, the Group lost control over Kunshan GCL but retained significant influence. Kunshan GCL ceased to be a subsidiary of the Group and has become an associate of the Group after completion of the transaction.

New put options have been granted to certain new and existing investors of Kunshan GCL under 2024 Kunshan Shareholder Agreement alongside previously issued put options. Under the 2024 Kunshan Shareholder Agreement, the redemption price is equal to the sum of the followings: (i) investment cost made by the new and existing investors; (ii) 8% to 10% required annual rate of return on the investment cost from the date of investment; and (iii) the share of accumulated unpaid dividends of Kunshan GCL during the investment period, under certain circumstances including:

i) If Kunshan GCL fails to submit an application for a qualified initial public offering ("IPO") by 31 December 2028, or fails to complete an IPO at a mutually agreed stock exchange by 30 June 2029;

ii) If there is a significant breach by Kunshan GCL on the relevant terms of the 2024 Kunshan Shareholder Agreement or actions brought by Kunshan GCL resulting in significant adverse impact to Kunshan GCL and Kunshan GCL fails to remediate such breach within the period required by the new investor;

iii) If Kunshan GCL fails to meet operation target as set out in the previous agreements signed with the shareholders of Kunshan GCL within a specified timeframe.

The fair value of written put options of interest in an associate, Kunshan GCL of RMB122,906,000 (31 December 2024: RMB118,871,000)comprised of fair value of written put options of RMB12,533,000 (31 December 2024: RMB12,435,000) issued in previous years and the fair value of the written put options of RMB110,373,000 (31 December 2024: RMB106,436,000) granted to the new shareholders of Kunshan GCL under 2024 Kunshan Shareholder Agreement.

During the six months ended 30 June 2025, the Group remeasured the fair value and a loss on fair value change of the derivative financial instrument of approximately RMB4,035,000 (six months ended 30 June 2024: N/A) was recognised in profit or loss.

Details of the inputs and assumptions adopted in the fair value measurement are described in note 28.

* English name for identification purpose only

25. SHARE CAPITAL

	Number of shares	Amount	
	'000	HK$'000	RMB'000
Ordinary shares of HK$0.1 each, issued and fully paid			
At 1 January 2024	26,938,931	2,693,893	2,344,280
Cancellation of shares (Note a)	(18,112)	(1,811)	(1,642)
At 31 December 2024	26,920,819	2,692,082	2,342,638
Issue of shares on placement (Note b)	1,560,000	156,000	144,456
At 30 June 2025	28,480,819	2,848,082	2,487,094

Notes:

(a) In March 2024, the Company repurchased and cancelled its own 18,112,000 ordinary shares on the Stock Exchange of Hong Kong Limited at an aggregate consideration of HK$23,827,000 (equivalent to approximately RMB21,679,000), with the price paid between HK$1.31 and HK$1.32 per share. The issued share capital of the Company was reduced by the nominal value of these shares. The premium payable on repurchase was charged against the share premium. An amount equivalent to the nominal value of the shares cancelled was transferred from retained profits to the capital redemption reserve.

(b) On 3 January 2025, a placement of 1,560,000,000 new shares of the Company at a price of HK$1.0 per share with net proceeds of approximately RMB1,416,939,000 was completed. The Company intends to use the net proceeds from the placing for capital expenditure and general working capital purposes.

All shares issued during the six months ended 30 June 2025 and the year ended 31 December 2024 rank *pari passu* in all respects with the then existing shares of the Company.

26. SHARE-BASED PAYMENT TRANSACTIONS

There is no material change relating to the share-based payment transactions for the six months ended 30 June 2025, except for the following:

(I) Equity-settled share option scheme

(i) Share option scheme of the Company

Movements of share options outstanding during the period are as follows:

30 June 2025

	Exercise price	Date of grant (Note 1)	Exercise period	Number of share options					
				Outstanding at 1 January 2025	Granted	Lapsed or forfeited	Cancelled	Exercised	Outstanding at 30 June 2025
Directors	HK$1.160	19.2.2016	15.3.2016 to 18.2.2026	1,712,189	—	—	—	—	1,712,189
	HK$1.324	29.3.2016	18.4.2016 to 28.3.2026	7,944,454	—	—	—	—	7,944,454
Employees and others	HK$1.160	19.02.2016	15.03.2016 to 18.02.2026	23,565,823	—	(1,790,907)	—	—	21,774,916
	HK$1.324	29.03.2016	18.04.2016 to 28.03.2026	3,424,378	—	—	—	—	3,424,378
				36,646,844	—	(1,790,907)	—	—	34,855,937

30 June 2024

	Exercise price	Date of grant (Note 1)	Exercise period	Number of share options					
				Outstanding at 1 January 2024	Granted	Lapsed or forfeited	Cancelled	Exercised	Outstanding at 30 June 2024
Directors	HK$1.160	19.2.2016	15.3.2016 to 18.2.2026	1,712,189	—	—	—	—	1,712,189
	HK$1.324	29.3.2016	18.4.2016 to 28.3.2026	7,944,454	—	—	—	—	7,944,454
Employees and others	HK$2.867	24.03.2014	26.05.2014 to 23.03.2024	2,618,642	—	(2,618,642)	—	—	—
	HK$1.160	19.02.2016	15.03.2016 to 18.02.2026	23,565,823	—	—	—	—	23,565,823
	HK$1.324	29.03.2016	18.04.2016 to 28.03.2026	3,424,378	—	—	—	—	3,424,378
				39,265,486	—	(2,618,642)	—	—	36,646,844

Note:

1. The vesting period of share options is 20% of the share options granted on the year of grant, the first, second, third and fourth anniversary of the date of grant, respectively.

26. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(II) Equity-settled share award scheme

Share award scheme

The Company adopted a share award scheme (the "Scheme") on 16 January 2017 (the "Adoption Date") for a duration of the later of (i) the 10th anniversary of the Adoption Date, and (ii) such date that all awards outstanding are fully vested, settled, lapsed, forfeited or cancelled. The purpose of the Scheme is, through the grant of the share awards to certain of the directors and employees ("Eligible Persons") of the Group, to effectively attract, retain and incentivise core employees of the Group and align their interests and growth with the Group as a whole.

The Company has entered into a trust deed (the "Trust Deed") with the Trustee for the purpose of facilitating the purchase, holding and sale of shares in the Group for the benefit of the Eligible Persons of the Group. The maximum number of shares that can be held by the Trustee under the Scheme is limited to 2% of the issued share capital of the Company from time to time. All the shares purchased by the Group through the Trustee on the Stock Exchange are recorded as shares held for the share award scheme in the Group's reserves and are for the Scheme only.

The Board of the Company may, from time to time, at its absolute discretion, select any Eligible Persons to participate in the Scheme as grantees ("Award Grantees"), subject to the terms and conditions set out in the rules of the Scheme. In determining the Award Grantees, the Board shall take into consideration matters including, but without limitation, the present and expected contribution of the relevant Award Grantees to the Group. An Award Grantee may be granted an award by the Company during the award period which will vest over a period of time and on such other conditions to be determined by the Board in its absolute discretion.

Subject to the satisfaction of the vesting conditions of the award shares (the "Award Shares"), the Trustee will transfer the Award Shares to the grantees within one month from the date of vesting notice.

26. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(II) Equity-settled share award scheme (Continued)

Share award scheme (Continued)

The vesting of the Award Shares is subject to the satisfaction of the vesting conditions including certain corporate and personal performance and other service conditions.

Under certain circumstances, all unvested Award Shares and all vested Award Shares (but not yet transferred to the grantees) shall lapse immediately, and the grantees shall also, at the request of the Company, return the equivalent cash of the difference (or part of the difference) between (i) the share price of the Company at the date of exercise of the Award Shares vested and transferred to the grantees under the rules of the Scheme and (ii) the exercise price, within a certain period of time.

The Board may from time to time while the Scheme is in force and subject to all applicable laws, determine such vesting criteria and conditions or periods for the award to be vested thereunder. Details of the Scheme are set out in the announcement of the Company dated 16 January 2017. For the purpose of the Scheme, the Company purchased its own ordinary shares through the Trustee from the open market. Movements in the number of treasury shares held through the Trustee are as follows:

	Number of ordinary shares	Aggregate consideration paid HK$'000	Equivalent aggregate consideration paid RMB'000
As at 1 January 2024 and 31 December 2024	484,678,888	718,815	624,775
Purchase of shares	30,000,000	22,325	20,582
As at 30 June 2025	514,678,888	741,140	645,357

26. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(II) Equity-settled share award scheme (Continued)

Share award scheme (Continued)

Movements in the number of award shares granted under the Share Award Scheme during the period and their related weighted average fair values are as follows:

Six months ended 30 June 2025

	Exercise price	Date of grant	Vesting period	Fair value per award share at the grant date	Number of Award shares: Unvested at 1 January 2025	Granted	Vested	Cancelled	Lapsed	Unvested at 30 June 2025
Directors	HK$0.86	16.02.2022	16.02.2022 to 15.02.2024 (note)	HK$1.92	1,878,000	–	–	–	–	1,878,000
			16.02.2022 to 15.02.2025 (note)	HK$1.97	1,878,000	–	–	–	–	1,878,000
			16.02.2022 to 15.02.2026	HK$2.00	1,878,000	–	–	–	–	1,878,000
			16.02.2022 to 15.02.2027	HK$2.02	1,878,000	–	–	–	–	1,878,000
	HK$0.86	06.07.2022	06.07.2022 to 05.07.2023 (note)	HK$2.98	4,180,000	–	–	–	–	4,180,000
			06.07.2022 to 05.07.2024 (note)	HK$3.13	4,180,000	–	–	–	–	4,180,000
			06.07.2022 to 05.07.2025 (note)	HK$3.19	4,180,000	–	–	–	–	4,180,000
			06.07.2022 to 05.07.2026	HK$3.23	4,180,000	–	–	–	–	4,180,000
			06.07.2022 to 05.07.2027	HK$3.27	4,180,000	–	–	–	–	4,180,000
Employee and others	HK$0.86	16.02.2022	16.02.2022 to 15.02.2024 (note)	HK$1.92	38,752,000	–	–	–	–	38,752,000
			16.02.2022 to 15.02.2025 (note)	HK$1.97	38,752,000	–	–	–	–	38,752,000
			16.02.2022 to 15.02.2026	HK$2.00	38,752,000	–	–	–	–	38,752,000
			16.02.2022 to 15.02.2027	HK$2.02	38,752,000	–	–	–	–	38,752,000
	HK$0.86	06.07.2022	06.07.2022 to 05.07.2023 (note)	HK$2.98	11,046,000	–	–	–	–	11,046,000
			06.07.2022 to 05.07.2024 (note)	HK$3.13	11,046,000	–	–	–	–	11,046,000
			06.07.2022 to 05.07.2025 (note)	HK$3.19	11,046,000	–	–	–	–	11,046,000
			06.07.2022 to 05.07.2026	HK$3.23	11,046,000	–	–	–	–	11,046,000
			06.07.2022 to 05.07.2027	HK$3.27	11,046,000	–	–	–	–	11,046,000
	HK$0.86	21.07.2023	21.07.2023 to 20.07.2024 (note)	HK$0.79	1,074,000	–	–	–	–	1,074,000
			21.07.2023 to 20.07.2025 (note)	HK$0.94	1,074,000	–	–	–	–	1,074,000
			21.07.2023 to 20.07.2026	HK$1.12	1,074,000	–	–	–	–	1,074,000
			21.07.2023 to 20.07.2027	HK$1.17	1,074,000	–	–	–	–	1,074,000
					242,946,000	–	–	–	–	242,946,000

26. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(II) Equity-settled share award scheme (Continued)

Share award scheme (Continued)

Six months ended 30 June 2024

	Exercise price	Date of grant	Vesting period	Fair value per award share as at the grant date	Number of Award Shares: Unvested as at 1 January 2024	Granted	Vested	Cancelled	Lapsed	Unvested as at 30 June 2024
Directors	HK$0.86	16.02.2022	16.02.2022 to 15.02.2024 (note)	HK$1.92	1,878,000	–	–	–	–	1,878,000
			16.02.2022 to 15.02.2025 (note)	HK$1.97	1,878,000	–	–	–	–	1,878,000
			16.02.2022 to 15.02.2026	HK$2.00	1,878,000	–	–	–	–	1,878,000
			16.02.2022 to 15.02.2027	HK$2.02	1,878,000	–	–	–	–	1,878,000
	HK$0.86	06.07.2022	06.07.2022 to 05.07.2023 (note)	HK$2.98	4,180,000	–	–	–	–	4,180,000
			06.07.2022 to 05.07.2024 (note)	HK$3.13	4,180,000	–	–	–	–	4,180,000
			06.07.2022 to 05.07.2025 (note)	HK$3.19	4,180,000	–	–	–	–	4,180,000
			06.07.2022 to 05.07.2026	HK$3.23	4,180,000	–	–	–	–	4,180,000
			06.07.2022 to 05.07.2027	HK$3.27	4,180,000	–	–	–	–	4,180,000
Employee and others	HK$0.86	16.02.2022	16.02.2022 to 15.02.2024 (note)	HK$1.92	38,752,000	–	–	–	–	38,752,000
			16.02.2022 to 15.02.2025 (note)	HK$1.97	38,752,000	–	–	–	–	38,752,000
			16.02.2022 to 15.02.2026	HK$2.00	38,752,000	–	–	–	–	38,752,000
			16.02.2022 to 15.02.2027	HK$2.02	38,752,000	–	–	–	–	38,752,000
	HK$0.86	06.07.2022	06.07.2022 to 05.07.2023 (note)	HK$2.98	11,046,000	–	–	–	–	11,046,000
			06.07.2022 to 05.07.2024 (note)	HK$3.13	11,046,000	–	–	–	–	11,046,000
			06.07.2022 to 05.07.2025 (note)	HK$3.19	11,046,000	–	–	–	–	11,046,000
			06.07.2022 to 05.07.2026	HK$3.23	11,046,000	–	–	–	–	11,046,000
			06.07.2022 to 05.07.2027	HK$3.27	11,046,000	–	–	–	–	11,046,000
	HK$0.86	21.07.2023	21.07.2023 to 20.07.2024 (note)	HK$0.79	1,074,000	–	–	–	–	1,074,000
			21.07.2023 to 20.07.2025 (note)	HK$0.94	1,074,000	–	–	–	–	1,074,000
			21.07.2023 to 20.07.2026	HK$1.12	1,074,000	–	–	–	–	1,074,000
			21.07.2023 to 20.07.2027	HK$1.17	1,074,000	–	–	–	–	1,074,000
					242,946,000	–	–	–	–	242,946,000

Note: Given the current business environment, in view of uncertainty as to whether such vesting conditions (including the company's business targets) can be achieved, the Share Award Committee recommended to the Board and the Board approved that the vesting of the Relevant Award Shares be postponed to April 2026 after the publication of the annual results of the Company for the financial year ending 31 December 2025 where upon the Board will re-evaluate and determine the revised vesting proposal of the Relevant Award Shares based on the level of achievement of the Company's business targets. In the opinion of the directors of the Company, the financial impact of the modification of terms of these Award Shares was insignificant.

The weighted average grant date fair value per unit for unvested award shares at 30 June 2025 was RMB1.94 (30 June 2024: RMB1.94).

For unvested award shares at the end of the reporting period, the exercise price was HK$0.86 per share.

During the six months ended 30 June 2025, share-based payment expenses in respect of the Award Shares of RMB33,576,000 (six months ended 30 June 2024: RMB49,294,000) have been recognised in profit or loss. The unvested award shares outstanding at 30 June 2025 had a weighted average remaining contractual life of 1.03 years (31 December 2024: 0.97 years).

26. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

(III) Equity incentive management scheme of Kunshan GCL

Kunshan GCL adopted an equity incentive scheme in May 2023 for the purpose of providing incentives to eligible directors, senior management and employees of Kunshan GCL (the "Eligible Persons of Kunshan GCL") (the "Kunshan GCL Equity Incentive Management Scheme").

The board of directors of Kunshan GCL may, from time to time, at its absolute discretion, select any Eligible Persons of Kunshan GCL to participate in the Kunshan GCL Equity Incentive Management Scheme, subject to the terms and conditions set out in the rule of the Kunshan GCL Equity Incentive Management Scheme.

Under the Kunshan GCL Equity Incentive Management Scheme, capital of RMB10,466,664 which represents up to 10% of the fully diluted equity of Kunshan GCL may be issued to three limited partnerships incorporated in the PRC as shareholding platforms (the "Shareholding Platforms") at a price equal to RMB 1 for every RMB 1 capital of Kunshan GCL (the "Subscription Price"). The Eligible Persons of Kunshan GCL become limited partners of the Shareholding Platforms and hold equity interest in Kunshan GCL indirectly through the Shareholding Platforms.

During the year ended 31 December 2023, capital of RMB947,924, RMB947,924 and RMB3,762,075, total of RMB5,657,923 (the "Kunshan GCL Incentive Equity") which represents up to 5.41% of the fully diluted equity of Kunshan GCL had been issued to the Shareholding Platforms for a director of the Company, a director of Kunshan GCL and employees of Kunshan GCL, respectively, pursuant to the terms and conditions of the Kunshan GCL Equity Incentive Management Scheme.

The fair value of RMB25.26 for every RMB1 of the Kunshan GCL Incentive Equity granted was estimated at the date of grant by making reference to the price of latest capital injection by investors into Kunshan GCL, less the Subscription Price.

The vesting of the Kunshan GCL Incentive Equity is subject to the satisfaction of the vesting conditions including certain corporate and personal performance and other service conditions.

Subject to the satisfaction of the vesting conditions of the Kunshan GCL Incentive Equity, the Eligible Persons of Kunshan GCL shall be entitled to transfer their interest in the Shareholding Platforms to the executive partner or other specified limited partners of the Shareholding Platforms, or other persons who meet the conditions of the Kunshan GCL Equity Incentive Management Scheme, or to dispose of the equity interest in Kunshan GCL in market through the Shareholding Platforms.

In case the Eligible Persons of Kunshan GCL fail to meet the vesting condition, the board of directors of Kunshan GCL has a right to callback partially or wholly equity interest held by the Eligible Persons of Kunshan GCL in the Shareholding Platforms by transferring their interest in the Shareholding Platforms to the executive partner or other specified limited partners of the Shareholding Platforms, or other persons who meet the conditions of the Kunshan GCL Equity Incentive Management Scheme, at a price of the paid-up capital of Shareholding Platforms contributed by the Eligible Persons of Kunshan GCL, plus dividend and distribution (if any) paid by Kunshan GCL to the Shareholding Platforms.

27. COMMITMENTS AND CONTINGENT LIABILITIES

(i) Commitments

	As at 30 June 2025 RMB'000 (Unaudited)	As at 31 December 2024 RMB'000 (Audited)
Capital commitments		
Capital expenditure in respect of acquisitions of property, plant and equipment contracted for but not provided for	**532,863**	1,889,000
Other commitments		
Commitment to contribute share capital to investments in associates contracted for but not provided for	**454,903**	568,000
	987,766	2,457,000

(ii) Contingent liabilities

From time to time, the Group may be subject to claims in the normal course of business. After a thorough assessment of the claims, the Directors with reference to the legal opinions obtained, considered that the possibility of any significant economic outflow in setting such claims is remote. Accordingly, no provision for contingent liabilities is necessary.

Except for the financial guarantee contracts provided by the Group as at 30 June 2025 and 31 December 2024 as disclosed in note 30 and a guarantee provided by the Group of approximately RMB510 million to several banks and financial institution in respect of banking and other facilities of an associate, of which the loan balances were approximately RMB188 million (31 December 2024: RMB7 million), the Group had no any other material contingent liability as at 30 June 2025 and 31 December 2024.

28. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Fair value measurements and valuation processes

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent they are available. Where Level 1 inputs are not available, the Group adopts valuation techniques or engages third party qualified valuers to perform the valuation of the put options classified as derivative financial instruments, unlisted investments measured at FVTPL, unlisted equity investments measured at FVTPL, convertible bond investment measured at FVTPL, and the perpetual notes classified as financial assets at FVTOCI. The Board works closely with the qualified valuers to establish the appropriate valuation techniques and inputs to the model. The management of the Group reports the findings to the Board every half year to explain the cause of fluctuations in the fair value of the assets and liabilities.

The fair values of these financial assets and financial liabilities are determined (in particular, the valuation techniques and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

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

28. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

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

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined.

Financial assets/financial liabilities	Fair value as at 30 June 2025 RMB'000 (Unaudited)	Fair value as at 31 December 2024 RMB'000 (Audited)	Fair value hierarchy	Valuation techniques and key inputs	Significant unobservable inputs	Relationship of significant unobservable inputs to fair value
a) Financial assets at fair value through other comprehensive income						
i) Listed equity investments	**7,820**	9,376	Level 1	Quoted bid price in an active market.	N/A	N/A
ii) Unlisted equity investments	**436,000**	436,000	Level 3	Adjusted net assets value	Net assets value	An increase in the net assets value would result in an increase in fair value, and vice versa
	443,820	445,376				
iii) Perpetual note included in interests in associates (note a)	**287,646**	359,058	Level 3	Modified discounted cash flow method, the key input is discount rate.	Discount rate 17.00% (31 December 2024: 15.54%)	The higher the discount rate, the lower the fair value, and vice versa
b) Financial assets at fair value through profit or loss						
i) Unlisted investments	**158,945**	161,212	Level 3	Adjusted net assets value	Net assets value	An increase in the net assets value would result in an increase in fair value, and vice versa
ii) Unlisted equity investments	**338,101**	398,886	Level 3	Adjusted net assets value	Net assets value	An increase in the net assets value would result in an increase in fair value, and vice versa
	386,771	386,771	Level 3	Income approach	Long-term revenue growth rates, taking into account management's experience and knowledge of market conditions of the specific industries at 0% (31 December 2024: 0%).	The higher the long term growth rate, the higher the fair value, and vice versa
					Discount rate, taking into account of weighted average cost of capital (WACC) determined using a Capital Asset Pricing Model at 10.16% (31 December 2024: 9.64%).	The higher the discount rate, the lower the fair value, and vice versa
	724,872	785,657				
iii) Unlisted fund investment	**352,157**	—	Level 2	Quoted price from the fund manager	N/A	N/A
iv) Unlisted financial product investments	**907,687**	891,751	Level 2	Quoted price from third party financial institutions and determined with reference to the fair value of underlying investments which mainly composed of listed shares and bonds.	N/A	N/A
	592,959	932,176	Level 2	Quoted price from third party financial institutions	N/A	N/A
	1,500,646	1,823,927				

28. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

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

Financial assets/financial liabilities	Fair value as at 30 June 2025 RMB'000 (Unaudited)	Fair value as at 31 December 2024 RMB'000 (Audited)	Fair value hierarchy	Valuation techniques and key inputs	Significant unobservable inputs	Relationship of significant unobservable inputs to fair value
v) Convertible bond investment measured at FVTPL (note b)	**284,157**	—	Level 3	Binomial Option Pricing Model	Expected volatility of 42.79%	The higher the expected volatility, the higher the fair value, and vice versa
					Risk free rate 1.44%	The higher the risk free rate, the lower the fair value, and vice versa
					Probability to exercise of 50%	The higher the probability to exercise, the higher the fair value, and vice versa
c) Held for trading investments						
i) Listed equity securities	**338**	416	Level 1	Quoted bid price in an active market	N/A	N/A
d) Derivative financial instruments						
i) Put option of interest in an associate (note c)	**29,291**	17,694	Level 3	Binomial Option Pricing Model	Expected volatility of 40.12% - 46.45% (31 December 2024: 40.2% - 44.16%)	The higher the expected volatility, the higher the fair value, and vice versa
					Risk free rate 1.44% - 1.46% (31 December 2024: 1.37% to 1.45%)	The higher the risk free rate, the lower the fair value, and vice versa
					Probability to exercise of 50% (31 December 2024: 30%)	The higher the probability to exercise, the higher the fair value, and vice versa
ii) Put option of interest in an associate (note d)	**122,906**	118,871	Level 3	Binomial Option Pricing Model	Expected volatility of 49.04% - 49.49% (31 December 2024: 48.81% - 49.35%)	The higher the expected volatility, the higher the fair value, and vice versa
					Risk free rate 1.59% - 1.61% (31 December 2024: 1.88% to 1.90%)	The higher the risk free rate, the lower the fair value, and vice versa
					Probability to exercise of 40% (31 December 2024: 40%)	The higher the probability to exercise, the higher the fair value, and vice versa
	152,197	136,565				

28. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

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

Notes:

(a) If the discount rate used was multiplied by 10% higher/lower while all the other variables were held constant, the fair value of the perpetual note at FVTOCI would decrease by approximately RMB57,989,000/increase by approximately RMB76,966,000.

(b) If the expected volatility of the underlying shares was 5% higher/lower while all the other variables were held constant, the fair value of the convertible bond investments at FVTPL would increase by approximately RMB152,000/decrease by approximately RMB79,000.

If the risk free rate used was multiplied by 5% higher/lower while all the other variables were held constant, the fair value of the convertible bond investments at FVTPL would decrease by approximately RMB185,000/increase by approximately RMB185,000.

If the probability used was 10% higher/lower while all the other variables were held constant, the fair value of the convertible bond investments at FVTPL would increase by approximately RMB1,676,000/decrease by approximately RMB1,676,000.

(c) If the expected volatility of the underlying shares was 5% higher/lower while all the other variables were held constant, the fair value of the derivative financial instruments would increase by approximately RMB8,460,000/decrease by approximately RMB7,473,000.

If the risk free rate used was multiplied by 5% higher/lower while all the other variables were held constant, the fair value of the derivative financial instruments would decrease by approximately RMB118,000/increase by approximately RMB118,000.

If the probability used was 20% higher/lower while all the other variables were held constant, the fair value of the derivative financial instruments would increase by approximately RMB11,716,000/decrease by approximately RMB11,717,000.

(d) If the expected volatility of the underlying shares was 5% higher/lower while all the other variables were held constant, the fair value of the derivative financial instruments would increase by approximately RMB8,626,000/decrease by approximately RMB8,750,000.

If the risk free rate used was multiplied by 5% higher/lower while all the other variables were held constant, the fair value of the derivative financial instruments would decrease by approximately RMB986,000/increase by approximately RMB994,000.

If the probability used was 30% higher/10% lower while all the other variables were held constant, the fair value of the derivative financial instruments would increase by approximately RMB82,307,000/decrease by approximately RMB27,436,000.

There is no transfer among the different levels of the fair value hierarchy for the six months ended 30 June 2025 and the year ended 31 December 2024.

28. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

Reconciliation of Level 3 fair value measurements

30 June 2025

	Financial liabilities		Financial assets				
	Put options classified as derivative financial instruments RMB'000 (Unaudited)	Total RMB'000 (Unaudited)	Unlisted investments/ equity instruments measured at FVTPL RMB'000 (Unaudited)	Convertible bond investment measured at FVTPL RMB'000 (Unaudited)	Unlisted equity instruments measured at FVTOCI RMB'000 (Unaudited)	Perpetual note classified as financial assets at FVTOCI (included in interests in associates) RMB'000 (Unaudited)	Total RMB'000 (Unaudited)
As at 1 January 2025	(136,565)	(136,565)	946,869	–	436,000	359,058	1,741,927
Initial recognition	–	–	–	283,000	–	–	283,000
Gain (loss) in profit or loss	(15,632)	(15,632)	(63,052)	1,157	–	–	(61,895)
Loss in other comprehensive income	–	–	–	–	–	(71,412)	(71,412)
Derecognition upon conversion	–	–	–	–	–	–	–
As at 30 June 2025	**(152,197)**	**(152,197)**	**883,817**	**284,157**	**436,000**	**287,646**	**1,891,620**

28. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

30 June 2024

	Financial liabilities			Financial assets			
	Put options classified as derivative financial instruments RMB'000 (Unaudited)	Convertible bond to a non-controlling shareholder of a subsidiary RMB'000 (Unaudited)	Total RMB'000 (Unaudited)	Unlisted investments/ equity instruments measured at FVTPL RMB'000 (Unaudited)	Unlisted equity instruments measured at FVTOCI RMB'000 (Unaudited)	Perpetual note as financial assets at FVTOCI (included in interests in associates) RMB'000 (Unaudited)	Total RMB'000 (Unaudited)
As at 1 January 2024	(15,972)	(84,212)	(100,184)	844,203	420,566	998,002	2,262,771
Initial recognition	—	—	—	79,598	—	—	79,598
Gain (loss) in profit or loss	(46,370)	—	(46,370)	3,791	—	—	3,791
Loss in other comprehensive income	—	—	—	—	—	(10,293)	(10,293)
Derecognition upon conversion	—	84,212	84,212	—	—	—	—
As at 30 June 2024	(62,342)	—	(62,342)	927,592	420,566	987,709	2,335,867

Fair value measurements and valuation processes

Of the total loss for the period included in profit or loss, RMB77,527,000 (for the period ended 30 June 2024: loss for the period included in profit or loss, RMB42,579,000) related to put options classified as derivative financial instruments, unlisted investments/equity instruments measured at FVTPL and convertible bond investment measured at FVTPL held at the end of the reporting period which fair value gains or losses were included in other expenses, gains and losses, net.

Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed above.

The Board considers that the carrying amounts of financial assets and financial liabilities and the associated interest receivables and interest payables recorded at amortised cost in the unaudited condensed interim consolidated financial statements approximate their fair values.

29. PLEDGE OF OR RESTRICTIONS ON ASSETS

Pledge of assets

At the end of the reporting period, the Group has pledged the following assets to secure credit facilities of the Group:

	As at 30 June 2025 RMB'000 (Unaudited)	As at 31 December 2024 RMB'000 (Audited)
Bank and other borrowings secured by:		
Pledged and restricted bank deposits	**2,551,067**	2,540,126
Right-of-use assets	**426,851**	266,959
Investment properties	**296,524**	348,518
Property, plant and equipment	**8,590,100**	7,950,538
Trade receivables and other receivables	**2,883,155**	3,791,405
Total	**14,747,697**	14,897,546

Certain subsidiaries have pledged their rights to collect fees from the sales of electricity. As at 30 June 2025, the trade receivables associated with these pledged fee collection rights amounted to approximately RMB43,537,000 (31 December 2024: RMB380,605,000).

In addition to the pledged assets above, there are restricted bank deposits of approximately RMB1,809,936,000 (31 December 2024: RMB2,212,065,000) and trade receivables of approximately RMB89,030,000 (31 December 2024: RMB102,603,000) which have been pledged to secure the issuance of bills and short-term letters of credit for trade and other payables.

Restriction on assets

In addition, lease liabilities of approximately RMB100,392,000 (31 December 2024: RMB107,090,000) were recognised against related right-of-use assets of approximately RMB94,915,000 (31 December 2024: RMB102,407,000) as at 30 June 2025. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessors. Leased assets may not be used as security for borrowing purposes.

30. MATERIAL RELATED PARTY TRANSACTIONS

Other than those disclosed elsewhere in the unaudited condensed consolidated interim financial statements, the Group has also entered into the following material transactions with related parties during the reporting period:

	Six months ended 30 June	
	2025	2024
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Transactions with companies in which Mr. Zhu Gongshan and his family have control:		
Sales of wafer	**42,331**	175,657
Rental income	**14,882**	16,673
Electricity fee income	**2,046**	3,050
Management fee income	**2,853**	3,158
Sales income of natural gas	**—**	164
Utilities fees income	**132**	105
Rental expenses	**(5,119)**	(4,014)
Service fee expense	**(1,947)**	(15,935)
Purchase of coal	**(14,735)**	(32,644)
Electricity expense	**(902)**	(782)
Interest expense	**(80)**	(81)
Purchase of other raw materials	**(18)**	—
Purchase of water	**(4)**	(122)
Purchase of research and development material	**—**	(4,084)
Transactions with joint ventures and associates:		
Sales of raw materials	**13,158**	16,051
Processing fee income	**2,123**	3,036
Rental income	**5,525**	5,314
Management fee and related utility service fee income	**55,500**	70,784
Service fee income	**6,916**	11,597
Sales of wafer	**6,871**	—
Guarantee fee income	**300**	6,005
Sales of polysilicon	**—**	178,696
Purchase of silicon rods	**(114,384)**	(465,764)
Purchase of polysilicon and other raw materials	**(405)**	(116,283)
Purchase of industrial silicon powder	**(17,897)**	(402,631)
Acquisition of property, plant and equipment	**(13)**	(78,939)
Service fee expenses	**(3,293)**	(5,061)
Fund management fee expenses	**(4,718)**	(4,717)
Electricity fee expenses	**—**	(903)
Purchase of steam	**—**	(92)
Transactions with other related parties:		
Sales of polysilicon	**1,117,740**	687,389
Purchase of steam	**(1,518)**	(2,807)
Guarantee fee expense	**(2,309)**	(2,172)
Processing fee income	**—**	1,275
Acquisition of property, plant and equipment	**—**	(17)

30. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

As at 30 June 2025 and as at 31 December 2024, the Group provided a total guarantee with maximum amount of approximately RMB510 million to several banks and financial institutions in respect of banking and other facilities of an associate, of which the loan balances were approximately RMB188 million as at June 2025 (As at 31 December 2024: RMB7 million). The Board considers that the fair value of the guarantees at the date of inception, and the ECL as at 30 June 2025 and 31 December 2024 was insignificant.

31. DEEMED DISPOSAL OF A SUBSIDIARY

On 5 June 2025, the Group entered into a shareholder agreement with Taicang Qianyuan and a new investor. Pursuant to the agreement, the investor subscribed for approximately RMB290 million of registered capital of Taicang Qianyuan (comprising of RMB118 million of new registered capital and RMB172 million of existing non paid up registered capital of Taicang Qianyuan) for a cash consideration of RMB289 million in total, representing approximately 75% of the enlarged paid-up registered capital of Taicang Qianyuan.

As at 30 June 2025, the cash consideration of RMB289 million had been injected to Taicang Qianyuan and the Group's equity interest in Taicang Qianyuan (based on paid-up registered capital) decreased from approximately 100% to approximately 25%. The Group accordingly lost control over Taicang Qianyuan but retained significant influence. Upon completion of the transaction, Taicang Qianyuan ceased to be a subsidiary of the Company and was reclassified as an associate. The Group recognised a gain on deemed disposal of a subsidiary of approximately RMB25 million.

31. DEEMED DISPOSAL OF A SUBSIDIARY (Continued)

Details of the net assets of Taicang Qianyuan at the date of deemed disposal were as follows:

	RMB'000
Property, plant and equipment	49,475
Right-of-use assets	23,901
Trade and other receivables	3,998
Bank balances and cash	13
Trade and other payables	(6,453)
Net assets of Taicang Qianyuan disposed of	70,934
Fair value of the remaining interest in Taicang Qianyuan	96,063
Add: Net assets of Taicang Qianyuan disposed of	(70,934)
Gain on deemed disposal of a subsidiary	25,129
An analysis of the net cash outflow in respect of the deemed disposal is as follows	
Consideration received	—
Less: Cash and cash equivalents disposed of	(13)
	(13)

32. EVENTS AFTER THE END OF THE REPORTING PERIOD

There were no significant events after the end of the reporting period that are required to be disclosed in these condensed consolidated interim financial statements.

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 30 June 2025, the directors (the "Directors") and chief executive of the Company had the following interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (b) to be and were entered into in the register required to be kept by the Company pursuant to Section 352 of the SFO; or (c) as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") adopted by the Company:

I) Long position/short position in the Shares and Underlying Shares of the Company

		Number of ordinary shares of HK$0.1 each in the capital of the Company (the "Share") held					
Name of Director/ chief executive	**Long/short position**	**Beneficiary of a trust**	**Corporate interests**	**Personal interests**	**Number of underlying Shares held**	**Total**	**Approximate percentage of issued share capital (note 5)**
Zhu Gongshan	Long position	5,442,733,156 (note 1)	—	—	6,300,000 (note 4)	5,449,033,156	19.13%
	Short position	240,000,000 (note 3)	—	—	—	240,000,000	0.84%
Zhu Yufeng	Long position	5,442,733,156 (note 1)	—	—	5,010,755 (notes 2 & 4)	5,447,743,911	19.13%
	Short position	240,000,000 (note 3)	—	—	—	240,000,000	0.84%
Zhu Zhanjun	Long position	—	—	—	6,019,359 (notes 2 & 4)	6,019,359	0.02%
Lan Tianshi	Long position	—	—	2,497,415	7,512,000 (note 4)	10,009,415	0.03%
Sun Wei	Long position	—	—	5,723,000	5,012,189 (notes 2 & 4)	10,735,189	0.03%
Yeung Man Chung, Charles	Long position	—	—	—	4,700,000 (notes 2 & 4)	4,700,000	0.01%
Ho Chung Tai, Raymond	Long position	—	—	—	1,507,170 (notes 2 & 4)	1,507,170	0.00%
Yip Tai Him	Long position	—	—	—	1,507,170 (notes 2 & 4)	1,507,170	0.00%
Shen Wenzhong	Long position	—	—	—	500,000 (note 4)	500,000	0.00%

Notes:

1 According to the disclosure of interests published on the website of the Stock Exchange, an aggregate of 5,442,733,156 Shares are collectively held by Highexcel Investments Limited, Happy Genius Holdings Limited and Get Famous Investments Limited, which are wholly-owned by Golden Concord Group Limited, which in turn is wholly-owned by Asia Pacific Energy Holdings Limited. Asia Pacific Energy Holdings Limited is in turn wholly-owned by Asia Pacific Energy Fund Limited. Asia Pacific Energy Fund Limited is ultimately held under a discretionary trust with Credit Suisse Trust Limited as trustee and Mr. Zhu Gongshan and his family (including Mr. Zhu Yufeng, a Director and the son of Mr. Zhu Gongshan) as beneficiaries. For the number of Shares held by Asia Pacific Energy Fund Limited as of 30 June 2025, the Company has relied solely on the information contained in the disclosure of interests published on the website of the Stock Exchange on or before the date of this report.

2 These are share options granted by the Company to the Directors, pursuant to the share option scheme adopted by the shareholders of the Company on 22 October 2007, which can be exercised by the Directors at various intervals during the period from 15 March 2016 to 28 March 2026 at an exercise price of HK$1.324 or HK$1.160.

3 The short position was held as a result of an equity of derivative agreement entered by Happy Genius Holdings Limited.

4 These are award shares granted by the Company to the Directors, pursuant to the share award scheme adopted by the Company on 16 January 2017.

5 The total number of Shares in issue as at 30 June 2025 is 28,480,818,973.

Share Schemes

2007 Share Option Scheme

The Company adopted a share option scheme (the "2007 Share Option Scheme") on 22 October 2007 which became effective on 13 November 2007. The purpose of the 2007 Share Option Scheme is to motivate personnel to optimize their future contributions to the Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with such personnel who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group, and additionally in the case of executives of the Company, to enable the Group to attract and retain individuals with experience and ability and/or to reward them for their past contributions. The 2007 Share Option Scheme shall be valid and effective for a period of 10 years from 22 October 2007, after which no further options will be granted or offered but the provisions of the 2007 Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any subsisting options granted prior to the expiry of the 10-year period or otherwise as may be required in accordance with the provisions of the 2007 Share Option Scheme. Since no further options could be granted or offered under the 2007 Share Option Scheme after its expiring in 2017, the number of shares available for issue under the 2007 Share Option Scheme as at the date of this report are the same as the number of outstanding options, i.e. 34,855,937 options, representing approximately 0.12% of the number of issued shares as of the date of this report. The eligible participants of the 2007 Share Option Scheme cover directors and the management of the Group.

Upon expiry of the 2007 Share Option Scheme, no further options could be granted or offered but the provisions of this scheme shall remain in full force for the granted share options and remained outstanding. The total number of Shares in respect of which options may be granted under the 2007 Share Option Scheme are not permitted to exceed 10% of the Shares in issue at any point in time, without prior approval from the Company's shareholders. The number of Shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the Shares in issue at any point in time, without prior approval from the Company's shareholders.

At an extraordinary general meeting of the Company held on 26 November 2015, the shareholders of the Company approved the refreshment of the existing limit to an aggregate number of shares of the Company which may be allotted and issued pursuant to the exercise of options granted under the 2007 Share Option Scheme and any other share option scheme of the Company not exceeding 200,000,000 shares of the Company.

During the period from 1 January 2025 to 30 June 2025 (the "Period"), no share options was granted and exercised and 1,790,907 share options were lapsed or forfeited. The outstanding share options under the 2007 Scheme Option Scheme as at 30 June 2025 are 34,855,937 share options. No share options were cancelled during the Period.

Details of the share options outstanding and movements under the 2007 Share Option Scheme of the Company during the Period are as follows:

Name or category of participant	Date of grant (note 1)	Exercise period	Exercise Price per Share (HK$)	Number of options: Outstanding as at 1 January 2025	Granted during the Period	Lapsed or forfeited during the Period	Cancelled during the Period	Exercised during the Period	Outstanding as at 30 June 2025
Directors/chief executive and their associates									
Zhu Yufeng	29.3.2016	18.4.2016 to 28.3.2026	1.324	1,510,755	–	–	–	–	1,510,755
Zhu Zhanjun	29.3.2016	18.4.2016 to 28.3.2026	1.324	2,719,359	–	–	–	–	2,719,359
Sun Wei	19.2.2016	15.3.2016 to 18.2.2026	1.16	1,712,189	–	–	–	–	1,712,189
Yeung Man Chung, Charles	29.3.2016	18.4.2016 to 28.3.2026	1.324	1,700,000	–	–	–	–	1,700,000
Ho Chung Tai, Raymond	29.3.2016	18.4.2016 to 28.3.2026	1.324	1,007,170	–	–	–	–	1,007,170
Yip Tai Him	29.3.2016	18.4.2016 to 28.3.2026	1.324	1,007,170	–	–	–	–	1,007,170
Successor of Zhu Qingsong (note 2)	29.3.2016	18.4.2016 to 28.3.2026	1.324	1,007,170	–	–	–	–	1,007,170
Employees and others	19.2.2016	15.3.2016 to 18.2.2026	1.16	23,565,823	–	(1,790,907)	–	–	21,774,916
	29.3.2016	18.4.2016 to 28.3.2026	1.324	2,417,208	–	–	–	–	2,417,208
Total				**36,646,844**	**–**	**(1,790,907)**	**–**	**–**	**34,855,937**

Notes:

1. The vesting period under the 2007 Share Option Scheme is 20% of the share options granted on the year of grant, the first, second, third and fourth anniversary of the date of grant, respectively. All share options granted have been fully vested on the fourth anniversary of the date of grant.

2. Mr. Zhu Qingsong passed away in 2021.

2022 Share Option Scheme

The Company adopted a new share option scheme (the "2022 Share Option Scheme") on 1 April 2022. The purpose of 2022 Share Option Scheme is to replace 2007 Share Option Scheme and to motivate personnel to optimise their future contributions to the Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with such personnel who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group, and additionally in the case of directors (including independent non-executive directors) and executive of the Company, to enable the Group to attract and retain individuals with experience and ability and/or to reward them for their past contributions. The maximum number of Shares in respect of which options which may be issued upon exercise of all options to be granted under the 2022 Share Option Scheme and any other schemes of the Company shall not exceed 10% of the Company's issued share capital on the date of the approval of the 2022 Share Option Scheme. The number of Shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the Shares of the Company in issue at any point in time, without prior approval from the shareholders of the Company.

As of the date of this report, (i) no share options was granted under 2022 Share Option Scheme; and (ii) the total number of Shares available for issue under 2022 Share Option Scheme is 2,709,901,044 Shares, representing approximately 10% of the Company's number of issued Shares as of the date adoption of 2022 Share Options Scheme. No share options were outstanding under 2022 Share Option Scheme as at 30 June 2025.

Under the 2022 Share Option Scheme, the exercise price shall be determined by the Board and notified to a proposed beneficiary at the time of offer of the option and shall be not less than whichever is the highest for (a) the nominal value of a Share; (b) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of grant; and (c) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the date of grant.

Under the 2022 Share Option Scheme, an option granted can only be exercised according to the following vesting schedule:

Vesting date	**Cumulative percentage of Share a Grantee is entitled to subscribe under Options granted to him/her**
1st anniversary of the Commencement Date	20%
2nd anniversary of the Commencement Date	40%
3rd anniversary of the Commencement Date	60%
4th anniversary of the Commencement Date	80%
5th anniversary of the Commencement Date	100%

Under the 2022 Share Option Schemes, the Company may grant options to directors and employees of the Company and its subsidiaries and qualifying grantees to subscribe for Shares. There is no service provider sublimit under the 2022 Share Option Scheme.

Unless otherwise terminated by the Board or the shareholders in general meeting in accordance with the terms of the 2022 Share Option Scheme, the 2022 Share Option Scheme shall be valid and effective for a period of 10 years from the date of its adoption date. The remaining life of the 2022 Share Option Scheme is around 7 years.

Share Award Scheme

The Company has adopted a share award scheme (the "Share Award Scheme") on 16 January 2017, in which Eligible Persons will be entitled to participate and pursuant to which Shares may be purchased by the professional trustee appointed by the Board (the "Trustee") from the market out of cash contributed by the Group and such Shares would be held upon trust for the relevant grantees until such Award Shares are vested in accordance with the rules of the Share Award Scheme (the "Scheme Rules").

Purpose

The purpose of the Share Award Scheme is, through the grant of award(s) ("Award(s)") of award Share(s) ("Award Share(s)") to certain Eligible Persons, to effectively attract, retain and incentivise core employees of the Group and align their interests and growth with the Group as a whole.

Eligible Persons

The Eligible Person under the Share Award Scheme is any individual who is an employee of any Group company, (including any director holding a salaried employment or office in any Group company); however, no individual who is resident in a place where the grant, acceptance or vesting of an Award pursuant to the Share Award Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, shall be entitled to participate in the Share Award Scheme and such individual shall therefore be excluded from the term Eligible Person.

Shares Available for Issue

According to the Share Award Scheme, the Award Shares will consist of existing Shares purchased by the Trustee on-market only, and no new Shares will be issued. Accordingly, as at the date of this report, no new Share was available for issue under the Share Award Scheme.

Maximum Limit

The maximum number of Shares that can be held by the Trustee under the Share Award Scheme is limited to 2 per cent. of the total number of issued Shares from time to time.

The maximum number of Award Shares which may be granted to a grantee who is not a Director but unvested under the Share Award Scheme shall not exceed 0.1 per cent. of the total number of issued Shares from time to time.

The maximum number of Award Shares which may be granted to a grantee who is a Director shall not, in aggregate, exceed 0.5 per cent. of the total number of issued Shares in any 12-month period.

Duration

Subject to any early termination as may be determined by the Board pursuant to the terms of the Scheme Rules, the Share Award Scheme shall be valid and effective for the period commencing on the Adoption Date until the later of (i) the 10th anniversary of the Adoption Date, and (ii) such date that all Awards outstanding are fully vested, settled, lapsed, forfeited or cancelled (as the case may be).

The remaining life of the Share Award Scheme is around 2 years.

Administration

The Share Award Scheme shall be subject to the administration of the Board, the committee of the Board duly delegated with powers and authority in respect of the Share Award Scheme (the "Share Award Committee") and the Trustee in accordance with the Scheme Rules and the Trust Deed.

Operation

Grant of Awards

The Board may, from time to time, at its absolute discretion, select any Eligible Persons to participate in the Share Award Scheme as grantees, subject to the terms and conditions set out in the Scheme Rules. In determining the grantees, the Board shall take into consideration matters including, but without limitation, the present and expected contribution of the relevant grantees to the Group. A grantee may be granted an Award by the Company during the award period (the "Award Period") which will vest over a period of time and on such other conditions to be determined by the Board in its absolute discretion.

Subject to the restrictions set out in the section headed "Restrictions" below, the Company shall pay to the Trustee monies and may give directions or a recommendation to the Trustee to apply such monies and/or such other net amount of cash derived from Shares held as part of the trust fund to acquire Shares or instruct the Trustee to reallocate any Award Shares which are not vested and/or are forfeited in accordance with the terms of the Share Award Scheme ("Returned Shares").

Vesting and Lapse

The Board may from time to time while the Share Award Scheme is in force and subject to all applicable laws, determine such vesting criteria and conditions or periods for the Award to be vested thereunder. Pursuant to the provisions of the Scheme Rules and for the purpose of vesting the Award to the grantees, the Board may at its absolute discretion to direct and procure the Trustee to either:

(i) release the Award Shares to the grantees by transferring the number of Award Shares to the grantees in such manner as determined by the Board in its absolute discretion from time to time; or

(ii) sell the number of Award Shares within a stipulated time in accordance with the Scheme Rules and pay the grantee the actual selling price of the Shares in cash, in each case as set out in a vesting notice sent to the relevant grantee.

In the event that a grantee ceases to be an Eligible Person at any time prior to the relevant vesting date by reason of: (i) resignation of the grantee's employment, or (ii) retirement of the grantee which is earlier than his/her normal retirement age as specified in his/her terms of employment with the Group, or (iii) termination of the grantee's employment or contractual engagement with the Group by reason of redundancy, all unvested Awards made to the grantee shall lapse and be forfeited immediately and all Award Shares vested (but not yet transferred to the grantee) under the Award shall become immediately transferable to the grantee.

In the event that a grantee ceases to be an Eligible Person at any time prior to the relevant vesting date by reason of termination of the grantee's employment or early termination of the contractual engagement with the Group by reasons of culpable termination or otherwise pursuant to law or employment or engagement contract, all unvested Awards made to the grantee shall lapse and be forfeited immediately and all Award Shares vested (but not yet transferred to the Grantee) under the Award shall become Returned Shares.

In the event that a Grantee ceases to be an Eligible Person at any time prior to the relevant vesting date by reason of: (i) retirement of the grantee at his/her normal retirement age as specified in his/her terms of employment with the Group, or (ii) winding-up of any member of the Group in which the grantee is employed or is contractually engaged, or (iii) completion of the term of the grantee's contract for provision of services, goods or otherwise with the Group pursuant to such contract terms, or (iv) completion of the term of the contract of the grantee's engagement with the Group as contractual staff, all unvested Awards shall vest and become immediately transferable to the grantee.

In the event that a grantee ceases to be an Eligible Person at any time prior to the relevant vesting date by reason of death or loss of capacity of the grantee, all unvested Awards shall vest immediately and be transferable to the legal personal representative of the grantee.

If there occurs an event of change in control (as specified in the Takeovers Code from time to time) of the Company by way of merger or a privatisation of the Company by way of a scheme, or by way of offer to purchase the entire issued share capital of the Company, the Share Award Committee shall determine at its discretion whether the outstanding Award Shares shall vest in the relevant grantee(s) and the time at which such outstanding Award Shares shall vest.

Restrictions

No Award shall be made to grantees and no payments shall be made to the Trustees to purchase Shares and no directions or recommendations to acquire Shares shall be given to the Trustees under the Share Award Scheme and no new Shares shall be allotted and issued to the Trustee pursuant to a specific mandate, where any Director is in possession of unpublished inside information in relation to the Company or where dealings in the Shares by Directors are prohibited under any code or requirement of the Listing Rules and all applicable laws from time to time.

Voting Rights

For so long as the Trustee holds any of the Award Shares for the purpose of the Share Award Scheme under the Trust, the Trustee shall not exercise the voting rights in respect of any Shares held under the Trust (including but not limited to the Award Shares, any Returned Shares, any bonus Shares and any scrip Shares). Upon the Award Shares being transferred and released to the grantee in accordance with the Scheme Rules, the grantee shall be entitled to exercise all voting rights in respect of such Award Shares.

Dividends

A grantee shall have no right to any dividend derived from the Award Shares which shall be retained by the Trustee for the benefit of the Share Award Scheme unless such Award Shares have been transferred and released to him/her in accordance with the Scheme Rules.

Transferability and other rights

Any Award granted under the Share Award Scheme but not yet vested shall be personal to the grantee to whom it is made and shall not be assignable or transferable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any Award, or enter into any agreement to do so.

Termination

The Share Award Scheme shall terminate on:

(i) such date after the expiry of the Award Period that all Awards outstanding are fully vested, settled, lapsed, forfeited or cancelled (as the case may be) in accordance with the terms and conditions set out in the Share Award Scheme; or

(ii) such date of early termination as determined by the Board provided that such termination shall not affect any subsisting rights of any grantee thereunder.

Following the settlement, lapse, forfeiture or cancellation (as the case may be) of the last outstanding Award made or which can be made under the Share Award Scheme (whichever is later), the Trustee shall sell all the Shares remaining in the Trust within a reasonable time period as agreed between the Trustee and the Company after receiving notice of the settlement, lapse, forfeiture or cancellation (as the case may be) of such last outstanding Award (or such longer period as the Company may otherwise determine), and remit all cash and net proceeds of such sale referred herein and such other funds remaining in the Trust (after making appropriate deductions in respect of all disposal costs, expenses and other existing and future liabilities in accordance with the Trust Deed) to the Company. For the avoidance of doubt, the Trustee shall not transfer any Shares to the Company nor may the Company otherwise hold any Shares whatsoever (other than the proceeds in the sale of such Shares pursuant to this paragraph).

During the Period, no Award Shares were granted under the Share Award Scheme.

The Share Award Scheme does not expressly stipulate the number of Award Shares that may be granted thereunder. In the event where any Award is to be satisfied by the allotment and issue of new Shares, the Board shall obtain a specific mandate from the shareholders of the Company at a general meeting. Accordingly, there is no upper limit of the number of Award Shares to be satisfied by existing Shares of the Company available for grant as at 1 January 2025 and 30 June 2025, whereas since the Board has not been authorized by the shareholders of the Company to allot and issue Shares under the Share Award Scheme pursuant to any specific mandate, the number of Award Shares to be satisfied by allotment and issue of new Shares of the Company available for grant as at 1 January 2025 and 30 June 2025 was nil. Particular of the Share Award Scheme, including the fair value of Award Shares of the date of grant, weight average closing price of the share immediately, before the dates on which the Award Shares were vasted are set out in notes 4 of the Company's 2024 annual report and the accounting standard adopted.

Details of the Award Shares granted under the Share Award Scheme and the movements during the Period are as follows:

			Number of Award Shares					
Name	**Date of Grant**	**Vesting Period**	**Unvested as at 1 January 2025**	**Granted during the Period**	**Vested during the Period**	**Cancelled during the Period**	**Lapsed during the Period**	**Unvested as at 30 June 2025**
Directors								
Zhu Gongshan	6 July 2022	6.07.2022 to 5.07.2027	6,300,000 (note 1)	—	—	—	—	6,300,000
Zhu Yufeng	6 July 2022	6.07.2022 to 5.07.2027	3,500,000 (note 1)	—	—	—	—	3,500,000
Zhu Zhanjun	6 July 2022	6.07.2022 to 5.07.2027	3,300,000 (note 1)	—	—	—	—	3,300,000
Lan Tianshi	16 February 2022	16.02.2022 to 15.02.2027	7,512,000 (note 2)	—	—	—	—	7,512,000
Sun Wei	6 July 2022	6.07.2022 to 5.07.2027	3,300,000 (note 1)	—	—	—	—	3,300,000
Yeung Man Chung, Charles	6 July 2022	6.07.2022 to 5.07.2027	3,000,000 (note 1)	—	—	—	—	3,000,000
Ho Chung Tai, Raymond (note 4)	6 July 2022	6.07.2022 to 5.07.2027	500,000 (note 1)	—	—	—	—	500,000
Yip Tai Him (note 4)	6 July 2022	6.07.2022 to 5.07.2027	500,000 (note 1)	—	—	—	—	500,000
Shen Wenzhong (note 4)	6 July 2022	6.07.2022 to 5.07.2027	500,000 (note 1)	—	—	—	—	500,000
Other Employees	16 February 2022	16.02.2022 to 15.02.2027	155,008,000 (note 2)	—	—	—	—	155,008,000
	6 July 2022	6.07.2022 to 5.07.2027	55,230,000 (note 1)	—	—	—	—	55,230,000
	21 July 2023	21.07.2023 to 20.07.2027	4,296,000 (note 3)	—	—	—	—	4,296,000
Total			242,946,000	—	—	—	—	242,946,000 (note 5)

Notes

1. Based on the closing price of HK$3.83 per Share quoted on the Stock Exchange on 6 July 2022, the market value of the granting Award Shares (at grant price of HK$0.86 per Award Share) is approximately HK$293,109,900. The details of the accounting policy adopted is set out in note 4 of the Company's 2024 annual report.

2. Based on the closing price of HK$2.52 per Share quoted on the Stock Exchange on 16 February 2022, the market value of the granting Award Shares (at grant price of HK$0.86 per Award Share) is approximately HK$540,036,000. The details of the accounting policy adopted is set out in note 4 of the Company's 2024 annual report.

3. Based on the closing price of HK$1.59 per Share quoted on the Stock Exchange on 21 July 2023, the market value of the granting Award Shares (at grant price of HK$0.86 per Award Share) is approximately HK$ 6,830,640. The details of the accounting policy is set out in note 4 of the Company's 2024 annual report.

4. Granting Award Shares to the independent non-executive Directors was approved by the Board and all independent non-executive Directors was abstain from voting for the relevant resolution.

5. Pursuant to the Share Award Scheme, the Board granted:

    (a) on 16 February 2022 an aggregate of 214,300,000 Award Shares to 152 Eligible Persons, of which 20% should have vested on the last trading day within 24 months from the such grant date;

    (b) on 6 July 2022 an aggregate of 76,530,000 Award Shares to 81 Eligible Persons, of which (i) 20% should have vested on the last trading day within 12 months from the such grant date; and (ii) 20% should have vested on the last trading day within 24 months from the such grant date; and

    (c) on 21 July 2023, the Board granted an aggregate of 4,296,000 Award Shares to four Eligible Persons, of which 25% should have vested on the last trading day within 12 months from the such grant date, collectively, the "Relevant Award Share", subject to the satisfaction of certain vesting conditions, which include, among others, that (i) the Company accomplishes its annual business target; and (ii) vesting of the Relevant Award Shares has been approved by the Board. For further details, please refer to the announcements of the Company dated 16 February 2022, 6 July 2022 and 21 July 2023, respectively.

    Given the current business environment, in view of uncertainty as to whether such vesting conditions (including the Company's business targets) can be achieved, the Share Award Committee recommended to the Board and the Board approved that the vesting of the Relevant Award Shares be postponed to April 2026 after the publication of the annual results of the Company for the financial year ending 31 December 2025 where upon the Board will re-evaluate and determine the revised vesting proposal of the Relevant Award Shares based on the level of achievement of the Company's business targets.

The number of Shares that may be issued in respect of options and awards granted under all schemes of the Company during the Period divided by the weighted average number of shares in issue for the Period is approximately 0.12%.

Interests and Short Positions of Substantial Shareholders

As at 30 June 2025, so far as is known to any Director or chief executive of the Company, the following persons (other than a Director or chief executive of the Company) had an interest or short position in the Shares or underlying shares of the Company as record in the register kept pursuant to Section 336 of the SFO:

Long Position in the Shares and Underlying Shares

Name	Capacity/nature of interest	Number of Shares/ underlying Shares of the Company	Approximate percentage of issued share capital of the Company (Note 2)
Asia Pacific Energy Fund Limited	Interest in a controlled corporation (note 1)	5,442,733,156	19.11%

Notes:

1. According to the disclosure of interests published on the website of the Stock Exchange, an aggregate of 5,442,733,156 Shares of the Company are collectively held by Highexcel Investments Limited, Happy Genius Holdings Limited and Get Famous Investments Limited, which are directly or indirectly wholly-owned by Golden Concord Group Limited, which in turn is wholly-owned by Asia Pacific Energy Holdings Limited. Asia Pacific Energy Holdings Limited is in turn wholly-owned by Asia Pacific Energy Fund Limited. Asia Pacific Energy Fund Limited is ultimately held under a discretionary trust with Credit Suisse Trust Limited as trustee for Mr. Zhu Gongshan and his family (including Mr. Zhu Yufeng, a Director and the son of Mr. Zhu Gongshan) as beneficiaries. For the number of Shares held by Asia Pacific Energy Fund Limited as of 30 June 2025, the Company has relied solely on the information contained in the disclosure of interests published on the website of the Stock Exchange on or before the date of this report.

2. The total number of Shares in issue as at 30 June 2025 is 28,480,818,973.

Save as disclosed aforesaid, so far as is known to any Directors or chief executive of the Company, as at 30 June 2025, no other persons (other than a Director or chief executive of the Company) who had an interest or short position in the shares of the Company or underlying Shares as recorded in the register kept pursuant to Section 336 of the SFO.

Corporate Governance Code

The corporate governance report of the Company has been set out in the Company's 2024 Annual Report. During the Period, the Company has complied with the code provisions of the Corporate Governance Code as set out in Part 2 of Appendix C1 of the Listing Rules.

Risk Management and Internal Control

Assisted by the Corporate Governance Committee and the Audit Committee, the Board is responsible for monitoring and reviewing the effectiveness of the risk management and internal control systems of the Company and its subsidiaries on an ongoing basis. The risk management and internal control systems (the "Systems") implemented by the Board, management and relevant parties aim to manage rather than eliminate the risk of failure to achieve the following objectives, and to only provide reasonable, but not absolute, assurance against material misstatement or loss:

- Efficiency and effectiveness of operation
- Reliability of financial reporting
- Compliance with applicable laws and regulations
- Effectiveness of risk management

In order to comply with the applicable code provision D.2 set out in the Corporate Governance Code as set out in Appendix C1 of the Listing Rules, the members of the Board review the effectiveness of risk management and the internal control systems of the Group covering material controls, including financial, operational and compliance controls and risk management functions. The management of the Company actively engages in the risk assessment, the review of responses measures and the discussion with respect to major issues.

The Company has established an internal audit department which is responsible for the implementation of risk management and internal control policies. In performing its responsibilities, the internal audit department has organized and coordinated the Company to identify and assess the risk exposed to the Group for the Board's consideration and motivate the management to design, implement and manage suitable internal control and risk management system to facilitate policies adopted by the Board. In addition to the internal audit department, all employees are accountable for the implementation of risk management and internal control under each of scopes of their responsibilities.

The Company has engaged an independent professional consultant (the "External Consultant") to assist the Audit Committee, the Corporate Governance Committee and the Board in conducting an independent review of the risk management and internal control systems of the Company by reviewing the risk assessment and internal audit reports conducted by the internal audit department, performing independent internal control assessment projects and follow-up reviews with a view to facilitating the evaluation on the effectiveness of the Group's risk management and internal control systems.

During the period from 1 January 2025 to 30 June 2025, 1 meeting, 6 meetings and 1 meeting have been held by the Corporate Governance Committee, Audit Committee and ESG Committee respectively for the Period, mainly reviewing of and discussing on work report on risk control, risk management, internal control review report, follow-up on internal control review and monitoring ESG Working Group's duty and reviewing relevant policies.

In view of the efforts of the Group and external reviews conducted by the External Consultant, the Audit Committee and the management of the Company have concluded that there are no irregularities or areas requiring special concern that the risk management and internal control systems are adequate and effective and the Company's allocation of manpower and resources to the accounting, internal audit and financial reporting functions is adequate. The above conclusion has been reported and confirmed to the Board, and the Board is of the view that the risk management and internal control systems of the Group are effective for the Period.

Model Code for Securities Transactions

The Board has adopted the model code for securities transactions by Directors (the "Model Code") as set out in Appendix C3 of the Listing Rules. Having made specific enquiry of all Directors, save as disclosed below, each of the Directors confirmed that he/she has complied with the required standard of dealings as set out in the Model Code throughout the six months ended 30 June 2025.

Pursuant to the announcement published by the Company on 28 July 2025 (the "2025 July Announcement"), Mr. Zhu Gongshan ("Mr. Zhu"), an executive director and the chairman of the Board, informed the Company that the aggregate number of voting shares in the Company ("Shares") in which he has a long position and is interested through Asia Pacific Energy Fund Limited has fallen to 5,295,695,156 Shares (558,466,552 Shares of which are held through derivative interests).

The Company understands that Mr. Zhu has retained legal adviser and Mr. Zhu and Mr. Zhu Yufeng, being an executive director of the Company and Mr. Zhu's son, have been taking appropriate actions to ensure compliance with the disclosure of interest filing requirements under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO") as detailed below.

It has come to the Company's attention that, following the 2025 July Announcement, Mr. Zhu and other relevant parties, filed the disclosure of interests forms under Part XV of the SFO. The Company has accordingly published an announcement on 14 September 2025 to update the market and to reflect all necessary changes to the Company's previous disclosures in its relevant interim reports, annual reports, announcements and circulars published. For details, please refer to the announcement of the Company dated 14 September 2025.

The Board takes corporate governance seriously and has put in place a number of steps and measures to ensure that each Director is well informed and aware of their duties and obligations under the Model Code and the SFO. The Board considers that this is a single incident.

To prevent recurrence and to further strengthen the Company's corporate governance framework regarding Directors' dealings in the Company's securities and compliance with disclosure of interest filing requirements under the SFO, the Company has taken and will take the following actions:

(a) the Company will establish enhanced notification and internal monitoring procedures (the "Procedures") to support Directors in fulfilling their disclosure obligations under the SFO. The internal code governing dealings in securities by Directors and senior management will be circulated to ensure clear understanding and adherence to the new Procedures;

(b) the Company's management has discussed the incident with the Directors to reinforce their awareness and understanding of the requirements under the Model Code and the SFO;

(c) the Company will arrange its legal advisors to highlight the provisions in the Model Code and disclosure of interest filing requirements under the SFO in the next director training to be conducted by the Company's legal advisors to the Directors; and

(d) the Company has established an independent committee, comprising members of all independent non-executive Directors, and under the direction of the independent committee, the Company will conduct an independent internal control review in relation to the incidents and demonstrate that the Company has in place adequate internal controls and procedures to comply with the relevant requirements under the Model Code, the Listing Rules and the SFO.

Purchase, Sale or Redemption of the Company's Listed Securities

On 15 March 2024, the Board approved a plan (the "Share Buy-back and Cancellation or Dividend Payment Plan") to conduct (i) buy-back and cancellation (the "Share Buy-back and Cancellation") by the Company of its Shares from the open market over the three years ending 31 December 2026 (the "Share Buy-back and Cancellation or Dividend Period"); and/or (ii) declaration and payment of dividends by the Company to Shareholders ("Dividend Payment"). Under the Share Buy-back and Cancellation or Dividend Payment Plan, subject to prevailing market conditions and final approval of the Board at the relevant time, among other things, the Company has targeted to conduct Share Buyback and Cancellation with a total consideration of no less than RMB680 million during the year ended 31 December 2024. The implementation of Share Buy-back and Cancellation or Dividend Payment Plan is subject to prevailing market conditions and final approval of the Board at the relevant time. For details, please refer to the announcements of the Company dated 15 March 2024 and 13 December 2024, respectively. During the six months ended 30 June 2025, (i) no Share Buy-back and Cancellation has been conducted and (ii) no Dividend Payment has been made.

In addition, on 18 December 2024, the Company entered into the Placing Agreement with the Placing Agent, and the Placing of 1,560,000,000 Shares was completed on 3 January 2025. For details, please refer to the section headed "Management Discussion and Analysis – Placing of New Shares During the Period" of this announcement, and announcements of the Company dated 19 December 2024 and 6 January 2025, respectively.

During the six months ended 30 June 2025 and as at the date of this announcement, there were no treasury shares held by the Company (including any treasury shares held or deposited with Central Clearing and Settlement System).

In addition, during the six months ended 30 June 2025, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities (including treasury shares).

Auditor's and Audit Committee's Review

The financial information set out in this report represents the condensed consolidated interim financial statements of the Group for the Period, which have been reviewed by the Group's external auditor, in accordance with Hong Kong Standard on Review Engagements 2410 issued by the Hong Kong Institute of Certified Public Accountants and by the Audit Committee of the Company which consists of three independent non-executive Directors, namely Mr. Yip Tai Him, Ir. Dr. Ho Chung Tai, Raymond and Dr. Shen Wenzhong. The Group's external auditor and Audit Committee expressed no disagreement with the accounting policies and principles adopted by the Group.

Changes in Information on Directors

Other than as otherwise disclosed in this report, as at the date of this report, the changes in information required to be disclosed by the Director(s) of the Company pursuant to Rule 13.51(B) of the Listing Rules since the published of 2024 Annual Report are set out below:

Name of Director	Details of Change	Effective Date
Dr. Shen Wenzhong	• appointed as a Chairperson of the Nomination Committee of Hainan Drinda New Energy Technology Co., Ltd. • appointed as a member of Strategy Committee of Hainan Drinda New Energy Technology Co., Ltd.	May 2025
Mr. Zhu Zhanjun	• resigned as a director of GCL System Integration Technology Co., Ltd.	June 2025
Ms. Sun Wei	• appointed as a member of the Nomination Committee of the Company	June 2025

Corporate Information

Chairman

Zhu Gongshan

Executive Directors

Zhu Gongshan *(Chairman & Joint CEO)*
Zhu Yufeng *(Vice Chairman)*
Zhu Zhanjun *(Vice Chairman)*
Sun Wei *(Vice Chairman)*
Lan Tianshi *(Joint CEO)*
Yeung Man Chung, Charles
(CFO and Company Secretary)

Independent Non-executive Directors

Ho Chung Tai, Raymond
Shen Wenzhong
Li Junfeng
Yip Tai Him

Composition of Board Committees

Audit Committee

Yip Tai Him *(Chairman)*
Ho Chung Tai, Raymond
Shen Wenzhong

Remuneration Committee

Ho Chung Tai, Raymond *(Chairman)*
Yip Tai Him
Zhu Yufeng

Nomination Committee

Yip Tai Him *(Chairman)*
Ho Chung Tai, Raymond
Sun Wei
Yeung Man Chung, Charles

Corporate Governance Committee

Ho Chung Tai, Raymond *(Chairman)*
Li Junfeng
Yip Tai Him
Yeung Man Chung, Charles

Strategy & Investment Committee

Ho Chung Tai, Raymond *(Chairman)*
Zhu Gongshan
Shen Wenzhong
Li Junfeng
Yip Tai Him
Zhu Zhanjun
Yeung Man Chung, Charles

Environmental, Social and Governance Committee

Shen Wenzhong *(Chairman)*
Ho Chung Tai, Raymond
Li Junfeng
Yip Tai Him
Lan Tianshi
Yeung Man Chung, Charles

Company Secretary

Yeung Man Chung, Charles

Authorized Representatives

Zhu Zhanjun
Yeung Man Chung, Charles

Auditor

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Cayman Islands

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Cayman Islands Principal Share Registrar and Transfer Office

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Grand Cayman, KY-1100
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

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