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TechStar Acquisition Corporation

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 7855)

(Warrant Code: 4855)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED JUNE 30, 2023

The Board of Directors of TechStar Acquisition Corporation is pleased to announce the unaudited interim results of the Company for the six months ended June 30, 2023.

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE SIX MONTHS ENDED 30 JUNE 2023

	<i>Notes</i>	For the Six months ended 30 June 2023 (unaudited) HK\$'000	For the period from 11 April 2022 to 30 June 2022 (unaudited) HK\$'000
Revenue	4	–	–
Interest income		9	–
Administrative expenses		(49,590)	(18)
Listing expenses		–	(1,293)
		<hr/>	<hr/>
Loss before income tax expense	5	(49,581)	(1,311)
Income tax expense	6	–	–
		<hr/>	<hr/>
Loss and total comprehensive loss for the period		<u>(49,581)</u>	<u>(1,311)</u>
Loss per share	8	HK\$	HK\$
– Basic and diluted		<u>(1.983)</u>	<u>(0.265)</u>

STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2023

	<i>Notes</i>	As at 30 June 2023 (unaudited) HK\$'000	As at 31 December 2022 (audited) HK\$'000
NON-CURRENT ASSET			
Restricted bank deposit	<i>9</i>	<u>1,001,000</u>	<u>1,001,000</u>
CURRENT ASSETS			
Interest receivable	<i>9</i>	24,102	–
Cash and cash equivalents		<u>4,528</u>	<u>39,921</u>
		<u>28,630</u>	<u>39,921</u>
CURRENT LIABILITIES			
Accruals and other payables	<i>10</i>	59,912	67,444
Amount due to a promoter	<i>11</i>	–	788
Redeemable Class A Shares	<i>12(a)</i>	1,001,000	1,001,000
Warrant liabilities	<i>12(b)</i>	<u>1,502</u>	<u>1,502</u>
		<u>1,062,414</u>	<u>1,070,734</u>
NET CURRENT LIABILITIES		<u>(1,033,784)</u>	<u>(1,030,813)</u>
NET LIABILITIES		<u>(32,784)</u>	<u>(29,813)</u>
EQUITY			
Share capital	<i>13</i>	3	3
Reserves		<u>(32,787)</u>	<u>(29,816)</u>
TOTAL DEFICITS		<u>(32,784)</u>	<u>(29,813)</u>

STATEMENT OF CHANGES IN EQUITY
FOR THE SIX MONTHS ENDED 30 JUNE 2023

	Share capital <i>HK\$'000</i>	Share-based payment reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Total deficits <i>HK\$'000</i>
At 11 April 2022 (Date of incorporation)	–	–	–	–
Issue of shares upon incorporation	–*	–	–	–*
Issue of Class B Shares	3	–	–	3
Loss and total comprehensive loss for the period	–	–	(1,311)	(1,311)
At 30 June 2022 (unaudited)	<u>3</u>	<u>–</u>	<u>(1,311)</u>	<u>(1,308)</u>
At 1 January 2023	3	42,318	(72,134)	(29,813)
Equity-settled share-based payments (note 14)	–	46,610	–	46,610
Loss and total comprehensive loss for the period	–	–	(49,581)	(49,581)
At 30 June 2023 (unaudited)	<u>3</u>	<u>88,928</u>	<u>(121,715)</u>	<u>(32,784)</u>

* Less than HK\$1,000

STATEMENT OF CASH FLOWS
FOR THE SIX MONTHS ENDED 30 JUNE 2023

	For the Six months ended 30 June 2023 (unaudited) HK\$'000	For the period from 11 April 2022 to 30 June 2022 (unaudited) HK\$'000
OPERATING ACTIVITIES		
Loss before income tax expense	(49,581)	(1,311)
Adjustments for:		
Interest income	(9)	–
Share-based payment expenses	46,610	–
	<hr/>	<hr/>
Operating loss before working capital changes	(2,980)	(1,311)
Increase in deferred expenses	–	(5,772)
Increase in accruals and other payables	(31,634)	6,515
Increase in amount due to a promoter	(788)	565
	<hr/>	<hr/>
Net cash used in operating activities	(35,402)	(3)
INVESTING ACTIVITY		
Interest received	9	–
	<hr/>	<hr/>
Net cash generated from investing activity	9	–
	<hr/>	<hr/>
FINANCING ACTIVITY		
Proceeds from issuance of shares	–	3
	<hr/>	<hr/>
Net cash generated from financing activity	–	3
	<hr/>	<hr/>
Net decrease in cash and cash equivalent	(35,393)	–
Cash and cash equivalents at beginning of period	39,921	–
	<hr/>	<hr/>
Cash and cash equivalents at the end of period	4,528	–
	<hr/> <hr/>	<hr/> <hr/>
Cash and cash equivalents represent:		
Cash and bank balances	4,528	–
	<hr/> <hr/>	<hr/> <hr/>

NOTES TO INTERIM FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2023

1. GENERAL INFORMATION AND BUSINESS OPERATION

TechStar Acquisition Corporation (the “**Company**”) was incorporated in the Cayman Islands as an exempted company with limited liability on 11 April 2022. The Company is a special purpose acquisition company (“**SPAC**”) and at an early stage, as such, the Company is subject to all of the risks associated with early stage companies. The Company is incorporated for the purpose of an acquisition of, or a business combination with a target of a De-SPAC transaction (“the “**De-SPAC Target**”) by the Company that results in the listing of a successor company (the “**De-SPAC Transaction**”). As at 30 June 2023, the Company has not selected any potential business combination target and the Company has not, nor has anyone on its behalf, initiated any substantive discussions, directly or indirectly, with any De-SPAC Target with respect to a De-SPAC Transaction with it.

The address of the Company’s registered office is PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands.

The Company has not had any other business operations than administration related to establishing SPAC entity and identifying acquisition target. The Company is not expected to generate any operating revenues other than interest income until after the completion of the De-SPAC Transaction, at the earliest.

The Company has 100,100,000 Class A shares (the “**Class A Shares**”) and 50,050,000 listed warrants (the “**Listed Warrant**”) issued and outstanding as at 30 June 2023, which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 23 December 2022 (the “**Listing Date**”) (the “**Listing**”). The Company also has 25,000,000 Class B Shares (the “**Class B Shares**”) and 40,000,000 promoter warrants (the “**Promoter Warrants**”) issued and outstanding as at 30 June 2023 that are not listed on the Stock Exchange.

CNCB (Hong Kong) Capital Limited, Zero2IPO Consulting Group Co., Ltd., Zero2IPO Capital Limited, NI Zhengdong, LI Zhu and LAU Wai Kit are the promoters (the “**Joint Promoters**”).

The Class B Shares contain conversion feature (the “**Conversion Right**”) such that the Class B Shares are convertible into Class A Shares on a one-for-one basis at or following the completion of the De-SPAC Transaction.

The Listed Warrants shall become exercisable 30 days after the date on which the Company completes a De-SPAC Transaction and will expire on the date that is five years after the date on which the Company completes the De-SPAC Transaction or earlier upon redemption or liquidation.

The Promoter Warrants may not be transferred except in the very limited circumstances permitted by the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and subject to compliance with the requirements thereof. The Promoter Warrants are not exercisable until 12 months after the completion of the De-SPAC Transaction as required by the Listing Rules. Except as describe above, the Promoter Warrants have terms and provisions that are identical to those of the Listed Warrants.

The gross proceeds of HK\$1,001,000,000 from the Listing are placed in a ring-fenced escrow account domiciled in Hong Kong (the “**Escrow Account**”). The proceeds from the Listing will not be released from the Escrow Account (including all interest and other income earned from the funds held in the Escrow Account) other than to:

- (i) complete a De-SPAC Transaction. The funds held in the Escrow Account will be released from the Escrow Account and, will be used, firstly, to pay amounts due to the holders of Class A Shares (the “**Class A Shareholders**”) who exercise their redemption rights, and then, to pay all or a portion of the consideration payable to the De-SPAC Target or the owners of the De-SPAC Target, to repay any loans drawn under the loan facility, and to pay other expenses associated with completing the De-SPAC Transaction;

1. GENERAL INFORMATION AND BUSINESS OPERATION – Continued

- (ii) meet redemption requests of Class A Shareholders in accordance with the articles of association of the Company and Rule 18B.59 of the Listing Rules.
- (iii) return funds to the Class A Shareholders pursuant to the articles of association of the Company within one month after the date that trading in the Class A Shares is suspended by the Stock Exchange if the Company: (1) fails to obtain the requisite approvals in respect of the continuation of the Company following a material change referred to in Rule 18B.32 of the Listing Rules; or (2) fails to meet any of the deadlines (extended or otherwise) to: (A) publish an announcement of the terms of a De-SPAC Transaction within 24 months of the Listing Date; or (B) complete a De-SPAC Transaction within 36 months of the Listing Date; or
- (iv) return funds to Class A Shareholders prior to the liquidation or winding up of the Company.

The Class A Shareholders will be entitled to redeem their Class A Shares for a pro rata portion of the amount then in the Escrow Account of an amount not less than HK\$10.00 per Class A Shares, plus any pro rata interest then in the Escrow Account, net of taxes payable. Both the Listed Warrants and Promoter Warrants have no redemption right.

Under the Listing Rules, at the time of the Company's entry into a binding agreement for a De-SPAC Transaction, a De-SPAC Target must have a fair market value representing at least 80% of the funds raised by the Company from the Listing (prior to any redemptions). If less than 100% of the equity interests or assets of a De-SPAC Target is acquired by the Company, the portion of such De-SPAC Target that is acquired will be taken into account for the purposes of the 80% of proceeds test described above, provided that in the event that the De-SPAC Transaction involves more than one De-SPAC Target, the 80% of proceeds test will be applied to each of the De-SPAC Targets being acquired. However, the Company will only complete a De-SPAC Transaction if the post-transaction company owns or acquires 50% or more of the outstanding voting securities of the De-SPAC Target. There is no assurance that the Company will be able to successfully effect a De-SPAC Transaction.

The Company has only 36 months from the Listing Date (the “**De-SPAC Period**”) to complete the De-SPAC Transaction. If the Company is unable to complete the De-SPAC Transaction within the De-SPAC Period (or within the extension period, if any), the Company will:

- (i) cease all operations except for the purpose of winding up of the Company;
- (ii) suspend the trading of the Class A Shares and Listed Warrants, and as promptly as reasonably possible but no more than one month thereafter, redeem the Class A Shares and distribute the funds held in the Escrow Account to the Class A Shareholders on a pro rata basis, in an amount per Class A Share of not less than HK\$10.00; and
- (iii) liquidate and dissolve,

subject in the case of clauses (ii) and (iii), to the Company's obligations under Cayman Islands law to provide for claims of creditors and in all cases subject to the other requirements of applicable laws.

There will be no redemption rights or liquidating distributions with respect to the Listed Warrants and Promoter Warrants, which will expire worthless if the Company fails to announce a De-SPAC Transaction within 24 months of the Listing Date or complete the De-SPAC Transaction within the De-SPAC Period, or if the Company fails to obtain the requisite approvals in respect of the continuation of the Company following a material change referred to in Rule 18B.32 of the Listing Rules.

The Joint Promoters have agreed to irrevocably waive their rights, title, interest or claims of any kind in or to any money in the Escrow Account in all circumstances, including their rights to liquidating distributions from the Escrow Account with respect to their Class B Shares.

The underwriters have agreed to waive their rights to their deferred underwriting commission payable upon the completion of a De-SPAC Transaction in the event that (i) the Company does not announce a De-SPAC Transaction within 24 months of the Listing Date or is unable to complete the De-SPAC Transaction within 36 months of the Listing Date (or within the extension period (if any)), or (ii) the Company fails to obtain the requisite approvals in respect of the continuation of the Company following a material change referred to in Rule 18B.32 of the Listing Rules.

2. BASIS OF PREPARATION

(a) Statement of compliance

The unaudited interim financial statements (the “**Interim Financial Statements**”) for the six months ended 30 June 2023 have been prepared in accordance with International Accounting Standard 34 (“**IAS 34**”), Interim Financial Reporting, issued by the International Accounting Standards Board (“**IASB**”) and the applicable disclosures required by the Listing Rules. The Interim Financial Statements should be read in conjunction with the annual financial statements for the period from 11 April 2022 to 31 December 2022, which have been prepared in accordance with International Financial Reporting Standards (“**IFRSs**”)

The accounting policies applied and the significant judgements made by the management are consistent with those described in the annual financial statements for the period from 11 April 2022 to 31 December 2022, except for the adoption of amendments to IFRSs effective for the financial year ending 31 December 2023 as described below.

The IASB has issued a number of new or amended IFRSs that are first effective for the accounting period beginning on 1 January 2023. All new or amended HKFRSs that are effective from 1 January 2023 did not have any material impact on the Company’s accounting policies. The Company has not early adopted any new standard, interpretation or amendment that has been issued but is not yet effective for the current accounting period.

(b) Basis of measurement

The Interim Financial Statements has been prepared under the historical cost basis, except for warrant liabilities (note 12(b)), which are measured at fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 Share-based Payment, leasing transactions that are accounted for in accordance with IFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 Inventories or value in use in IAS 36 Impairment of Assets.

A fair-value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

2. BASIS OF PREPARATION – Continued

(c) Going concern basis

As at 30 June 2023, the Company had net current liabilities and net liabilities of HK\$1,033,784,000 and HK\$32,784,000 respectively. The Company incurred loss of HK\$49,581,000 and net cash used in operating activities of HK\$35,402,000 and expects to continue to incur significant costs in pursuit of effecting the De-SPAC Transaction, and the Company's cash and working capital as of 30 June 2023 are not sufficient for this purpose. Management plans to address this through the loan facility that is provided by the Joint Promoters. Based on a working capital forecast prepared by management for 30 months after the end of the reporting period, the Company would have sufficient financial resources to identify the suitable De-SPAC target. However, the announcement of De-SPAC targets and the completion of the De-SPAC Transaction substantially depends upon the ability and insight of the Joint Promoters to identify the suitable target for the De-SPAC Transaction, successfully negotiate the completion of the De-SPAC Transaction and obtain the approval from the Stock Exchange. There is no assurance for the Company's plans to consummate the De-SPAC Transaction within the De-SPAC Period as detailed in note 1 to the financial statements.

These indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern and, therefore, it may be unable to discharge its liabilities in the normal course of business. Nevertheless, the Interim Financial Statements are prepared on the basis that the Company will continue as a going concern. These Interim Financial Statements do not include any adjustments that would have to be made to provide for any further liabilities which might arise, and to reclassify non-current assets to current assets should the Company be unable to continue as a going concern.

3. SEGMENT INFORMATION

The Company does not have separately reportable segments. The Company is incorporated for the purpose of effecting the De-SPAC Transaction.

4. REVENUE

The Company did not generate any revenue during the six months ended 30 June 2023 (For period from 11 April 2022 to 30 June 2022: Nil).

5. LOSS BEFORE INCOME TAX EXPENSE

Loss before income tax expense is arrived at after charging:

	For the Six months ended 30 June 2023 (unaudited) HK\$'000	For the period from 11 April 2022 to 30 June 2022 (unaudited) HK\$'000
Auditor's remuneration	<u>100</u>	<u>–</u>
Staff costs including directors' remuneration comprise:		
Directors' remuneration	180	–
Share-based payment expenses (note 14)	<u>46,610</u>	<u>–</u>
	<u>46,790</u>	<u>–</u>

6. INCOME TAX EXPENSE

No income tax expense has been recognised as the Company is not currently subjected to income tax in the Cayman Islands and in the opinion of the directors, the Company has no assessable profits in any other jurisdictions.

7. DIVIDEND

No dividend was paid or proposed during the six months ended 30 June 2023 (For period from 11 April 2022 to 30 June 2022: Nil), nor any dividend has been proposed since the end of the reporting period.

8. LOSS PER SHARE

The basic loss per share was calculated by dividing the loss for the period of HK\$49,581,000 (For period from 11 April 2022 to 30 June 2022: HK\$1,311,000), by the weighted average number of 25,000,000 (For period from 11 April 2022 to 30 June 2022: 4,938,272) ordinary shares outstanding during the periods.

Diluted loss per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The redeemable Class A Shares, Listed Warrants and Promoter Warrants outstanding were not included in the calculation of diluted loss per share, as their inclusion would be anti-dilutive. Accordingly, diluted loss per share is the same as the basic loss per share for the periods.

9. RESTRICTED BANK DEPOSIT AND INTEREST RECEIVABLE

Restricted bank deposit consists of the gross proceeds of HK\$1,001,000,000 from the issuance of Class A Shares in the Listing which are deposited in the Escrow Account. The proceeds held in the Escrow Account are held in the form of cash or cash equivalents. Except for certain condition as mentioned in note 1, the proceeds from the Listing will not be released from the Escrow Account (including all interest and other income earned from the funds held in the Escrow Account). The completion of the De-SPAC Transaction within the next 12 months is uncertain and therefore the proceeds deposited on the Escrow Account have been classified as non-current assets.

As at 30 June 2023, the pledged bank deposit carried interest at 4.65% (31 December 2022: 0.01%) per annum. Interest receivable represents the interest generated from the proceeds deposited in the Escrow Account.

10. ACCRUALS AND OTHER PAYABLES

	As at 30 June 2023 (unaudited) HK\$'000	As at 31 December 2022 (audited) HK\$'000
Accruals (note a)	35,810	67,444
Interest payable (note b)	24,102	—
	<u>59,912</u>	<u>67,444</u>

a. Accruals mainly comprise of deferred underwriting commission of HK\$35,035,000, which would be payable upon completion of the De-SPAC transaction.

b. The interest payable will be paid in according to the terms of the Escrow Account as mentioned in note 1.

11. AMOUNT DUE TO A PROMOTER

The amount due to a promoter is unsecured, interest free and repayable on demand.

12. FINANCIAL LIABILITIES

The Company offered 100,100,000 Class A Shares for subscription in the Listing and every two Class A Shares subscribed in the Listing offered one Listed Warrant. The Company has 100,100,000 Class A Shares and 50,050,000 Listed Warrants issued and outstanding as at 30 June 2023 and 31 December 2022.

(a) Redeemable Class A Shares

The carrying amounts of the redeemable Class A Shares are as follows:

	As at 30 June 2023 (unaudited) HK\$'000	As at 31 December 2022 (audited) HK\$'000
Redeemable Class A Shares	<u>1,001,000</u>	<u>1,001,000</u>

(b) Warrant liabilities

Each Listed Warrant entitles its holder to subscribe for one Class A Share at an exercise price of HK\$11.50. Redemption threshold price of HK\$20.00 and fair value market cap of HK\$20.00 have been applied on the Listed Warrants. The Listed Warrants are only exercisable on a cashless basis, subject to customary anti-dilution adjustments.

Listed Warrants will become exercisable 30 days after the completion of the De-SPAC transaction. Listed Warrants will expire on the date falling five years after the completion of the De-SPAC Transaction, or earlier upon redemption or liquidation. The Company may redeem Listed Warrants upon at least 30 days' notice at a redemption price of HK\$0.01 per Listed Warrant if the closing price of the Class A Shares equals to or exceeds HK\$20.00 for any 20 out of the 30 consecutive trading days ending on the third trading day immediately prior to the date on which the notice of redemption is sent. Holders of Listed Warrant may exercise them after the redemption notice is given. A warrant holder has no right to participate in any distributions and/or offer of further securities made by the Company.

The fair value of the warrant liabilities which was based on its quoted market price at the end of the reporting period: are as follows:

	As at 30 June 2023 Level 1 (unaudited) HK\$'000	As at 31 December 2022 Level 1 (audited) HK\$'000
Warrant liabilities	<u>1,502</u>	<u>1,502</u>

There were no transfers between levels for the six months ended 30 June 2023.

13. SHARE CAPITAL

	Number of shares	Nominal value <i>HK\$'000</i>
Authorised:		
At 31 December 2022, 1 January 2023 and 30 June 2023		
Class A Shares of HK\$0.0001 each	1,000,000,000	100
Class B Shares of HK\$0.0001 each	100,000,000	10
	<u>1,100,000,000</u>	<u>110</u>
Issued and fully paid:		
At 31 December 2022, 1 January 2023 and 30 June 2023		
Class B Shares of HK\$0.0001 each	<u>25,000,000</u>	<u>3</u>

14. SHARE-BASED PAYMENT

The Company has issued 25,000,000 of Class B Shares and 40,000,000 of Promoter Warrants at the aggregated subscription price of approximately HK\$3,000 and HK\$40,000,000 respectively. The Conversion Right of Class B Shares and Promoter Warrants are classified as share-based payment in according to the Company's accounting policies.

The difference between the fair value of the Conversion Right of Class B Shares and the Promoter Warrants and the subscription price paid by the Joint Promoters are expensed on a straight-line basis over the vesting period. The directors of the Company identified the completion of a De-SPAC Transaction within the De-SPAC period as the vesting condition.

Valuation of share-based payment

Equity-settled share-based payment expense related to the Conversion Right of Class B Shares and Promoter Warrants of approximately HK\$41,286,000 and HK\$5,324,000 respectively were recognised during the six months ended 30 June 2023 (For period from 11 April 2022 to 30 June 2022: HK\$Nil).

An independent valuation firm, Avista Valuation Advisory Limited, is engaged to determine the fair value of the Conversion Right of Class B Shares and the Promoter Warrants at the grant date.

(a) Conversion Right of Class B Shares

Movements of the number of Conversion Right of Class B Shares outstanding during the period are as follows:

	Number of Conversion Right of Class B Shares
Granted on 23 December 2022 and outstanding at 31 December 2022 (audited) and 30 June 2023 (unaudited)	<u>25,000,000</u>

The fair value of the Conversion Right of Class B Shares was estimated to be HK\$10.0 each, which was determined based on the unit issue price of the Class A Share at HK\$10.0 each. The valuation has taken into consideration that Class B Shares are convertible into Class A Shares on a one-for-one basis at or following the completion of the De-SPAC Transaction.

14. SHARE-BASED PAYMENT – Continued

(b) Promoter Warrants

Movements of the number of Promoter Warrants outstanding during the period are as follows:

	Number of Promoter Warrants
Granted on 23 December 2023 and outstanding at 31 December 2022 (audited) and 30 June 2023 (unaudited)	40,000,000
Exercisable at 31 December 2022 and 30 June 2023	N/A

The Promoter Warrants outstanding at 30 June 2023 had an exercise price of HK\$11.50 (31 December 2022: HK\$11.50) and a weighted average remaining contractual life of 2.5 years (31 December 2022: 3.0 years).

The fair value was HK\$1.8059 per Promoter Warrant based on Monte Carlo simulation model. Under the valuation model, multiple scenarios were used to arrive a probability-weighted value per Promoter Warrant. The key inputs into the valuation model were as follows:

Key inputs	Ranged between
Expected De-SPAC date	December 2023 to December 2024
Expected maturity date	5 years after the expected De-SPAC date
Exercise price	HK\$11.50
Redemption threshold price	HK\$20.00
Fair market value cap	HK\$20.00
Expected volatility	22.05% to 22.57%
Risk-free rate	3.36% to 3.40%
Dividend yield	0%

A Monte Carlo simulation model is often used when modeling systems with a large number of inputs and where there is significant uncertainty in the future value of inputs and where the movement of the inputs can be independent of each other. In view of the complicated features of the Promoter Warrants, the directors of the Company consider that the application of Monte Carlo simulation model is reasonable.

15. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances detailed elsewhere in these financial statements, the Company had the following transactions with related parties during the periods:

	For the Six months ended 30 June 2023 (unaudited) HK\$'000	For the period from 11 April 2022 to 30 June 2022 (unaudited) HK\$'000
Share-based payment expenses (note 14) in related to		
– Conversion Right of Class B Shares	41,286	–
– Promoter Warrants	5,324	–
Legal and professional fee paid to a promoter (note a)	307	–
Listing expenses paid to a promoter (note b)	–	1,200
	47,917	1,200

Notes:

- a. Legal and professional fee including compliance advisory service fee paid to a promoter was charged at negotiated values.
- b. Listing expense including sponsor fee paid to a promoter was charged at negotiated values.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Company is a special purpose acquisition company, or SPAC, formed to effect a business combination with one or more businesses. The Class A Shares and Listed Warrants were listed on the Main Board of the Stock Exchange on December 23, 2022, and the offering of the Class A Shares and Listed Warrants raised gross proceeds of HK\$1,001.0 million.

During the Reporting Period, the Company did not enter into any revenue generating transactions. The Company recorded loss and total comprehensive loss of approximately HK\$49.6 million for the Reporting Period, which was mainly attributable to the expenses relating to equity-settled share-based payment expense related to conversion right of the Class B Shares and the Promoter Warrants upon the completion of a De-SPAC Transaction.

While we may pursue a business combination target in any business, industry or geographical region, we intend to concentrate our efforts on technology-enabled companies in new economy sector in China, such as innovative technology, advanced manufacturing, healthcare, life science, culture and entertainment, consumer and e-commerce, green energy and climate actions industries that align with the national economic trends and industrial policies of China.

During the Reporting Period, the Company had not selected any specific De-SPAC Target and the Company had not, nor had anyone on behalf of the Company, engaged in any substantive discussions with any De-SPAC Target with respect to a De-SPAC Transaction or entered into any binding agreement with respect to a potential De-SPAC Transaction. Prior to the completion of the De-SPAC Transaction, the Company will not engage in any operations other than in connection with the selection, structuring and completion of the De-SPAC Transaction.

OUTLOOK

As a publicly listed SPAC, the Company will select high-quality De-SPAC Targets based on the Company's business strategy. Leveraged by the rich investment experience of the Promoters and Directors in China's new economic fields and the talents of the management, we will negotiate potential De-SPAC Transaction with favorable acquisition terms at an attractive valuation and empower the Successor Company after the closing of the De-SPAC Transaction, to create attractive returns for the Shareholders.

In 2022, China's economy underwent many challenges under the complex and changing external environment, which is evidenced by the escalation of the Ukraine crisis, high global inflation, the raise of interest rates by the U.S. Federal Reserve System, tightened monetary policies, and the Sino-U.S. competition in technology and finance. From the beginning of 2023, with the effective control of the COVID-19 epidemic in China, production, people's normal life and inbound international traveling will fully resume. Although China's economy may still face many challenges in 2023, the Company is optimistic about the recovery and accelerated development of China's economy. Recently, the Chinese government restated that it will continue intensifying macro-policy regulation, promoting consumption and increasing investment, supporting the development of the real economy, deepening reform and opening up, consolidating the foundation of economic security, and ensuring and improving public wellbeing. The Company will continue to pay close attention to the development trend of China's economy and market conditions, and screen potential high-quality merger targets with great potentials. The Company's potential De-SPAC

Target sources include but are not limited to Promoters, Directors, the Company's management, external investment banks and investment funds. The Company will perform detailed due diligence and reasonable valuation on the potential De-SPAC Targets. If the Company is satisfied, the Company will discuss the transaction terms with the De-SPAC Targets.

The Company will not generate any operating income until the De-SPAC Transaction is completed. The Company expects to earn non-operating income through the interests generated from the proceeds from the sale of the Class B Shares and the issuance of the Promoter Warrants. The Company will continue to incur expenses (including legal, financial reporting, accounting and audit compliance, etc.) related to the mandatory compliance as a listed company and due diligence expenses associated with potential De-SPAC Transactions.

The Company expects to incur substantial costs in evaluating potential De-SPAC Targets and in negotiating and executing De-SPAC Transaction. The Company intends to use the following source of funds to complete the De-SPAC Transaction: (i) proceeds from the Offering; (ii) proceeds from the issuance of Class B Shares and Promoter Warrants; (iii) investment from independent third-party investors; (iv) proceeds from any safeguard agreement that may be entered into; (v) loan facilities or other arrangements with the Promoter or its affiliates, if any; (vi) proceeds from share issuance to the owner(s) of the De-SPAC Target; and (vii) any other debt financing, or a combination of the foregoing sources.

FINANCIAL REVIEW

Results of Operations

The Company did not generate any revenue during the Reporting Period. The Company is not expected to generate any operating revenue until after the completion of the De-SPAC Transaction, at the earliest. The Company will generate non-operating income through the interests generated from the proceeds from the issuance of the Class B Shares and the sale of the Promoter Warrants.

The Company recorded loss and total comprehensive loss of approximately HK\$49.6 million for the Reporting Period, which was mainly attributable to the expenses relating to equity-settled share-based payment expense related to conversion right of the Class B Shares and the Promoter Warrants upon the completion of a De-SPAC Transaction.

During the Reporting Period, the Company incurred administrative expenses of approximately HK\$49.6 million, which was mainly attributable to the expenses relating to equity-settled share-based payment expense of approximately HK\$46.6 million related to conversion right of the Class B Shares and the Promoter Warrants upon the completion of a De-SPAC Transaction.

Financial Position

The non-current assets of the Company as of June 30, 2023 were approximately HK\$1,001.0 million, which was entirely restricted bank deposit and attributable to the proceeds received from the Offering held in the Escrow Account. The current assets of the Company as of June 30, 2023 were approximately HK\$28.6 million, which was mainly attributable to the interest receivable generated from the proceeds deposited in the Escrow Account of approximately HK\$24.1 million.

The current liabilities of the Company as of June 30, 2023 were approximately HK\$1,062.4 million, mainly consisting of the accruals and other payables of approximately HK\$59.9 million and the carrying amount of its redeemable Class A shares of HK\$1,001.0 million. The accruals and other payables of the Company as of June 30, 2023 was mainly attributable to the deferred underwriting commission payable upon the completion of a De-SPAC Transaction and the interest generated from the proceeds deposited in the Escrow Account.

Liquidity and Financial Resources

The Company received gross proceeds of approximately HK\$1,001.0 million from the Offering in 2022, which was deposited in the Escrow Account in Hong Kong.

The Company has been monitoring its expenses on an ongoing basis and endeavors to keep the costs within the Company's primary sources of liquidity other than the funds deposited in the Escrow Account, including the proceeds from the sale of Class B Shares and the Promoter Warrants and the Loan Facility. By leveraging the business insights, investment advisory experience, deal sourcing and execution expertise of the Promoters and Directors of the Company, the Company believes that it is well positioned to manage the operating expenses when conducting negotiations and performing due diligence review on potential De-SPAC Targets.

Prior to the completion of the De-SPAC Transaction, the following primary sources of liquidity will be utilized to satisfy the Company's capital requirements and the funds from these sources will be held outside the Escrow Account:

- proceeds from the issuance of Class B Shares and the sale of the Promoter Warrants; and
- the Loan Facility (if the proceeds from the issuance of the Class B Shares and the sale of the Promoter Warrants described above are insufficient).

With the amount of liquid assets on hand which are held outside the Escrow Account, the Company is of the view that it has sufficient financial resources to meet its ongoing capital requirements prior to the completion of the De-SPAC Transaction.

Due to the Company's business nature, there is no ageing analysis of accounts receivable and accounts payable.

Borrowings and Gearing Ratio

The Loan Facility provides the Company with a working capital credit line of up to HK\$10.0 million that it may draw upon if required. Any loans drawn under the Loan Facility will not bear any interest and will not be held in the Escrow Account. No amount had been drawn from the Loan Facility as of June 30, 2023.

As the Company did not have any borrowings as of June 30, 2023, the gearing ratio as of June 30, 2023 (as calculated by total interest-bearing bank borrowings as at the end of respective period divided by total equity as at the same date) was not applicable.

Significant Investments, Material Acquisitions and Disposals

During the Reporting Period, the Company did not hold any significant investments, nor did it make any material acquisitions or disposals of subsidiaries, associates and joint ventures.

Future Plans for Material Investments or Capital Assets

As of June 30, 2023, save as sourcing the potential De-SPAC Targets for the purpose of completing the De-SPAC Transaction, the Company did not have any concrete plans for making other material investments or capital assets. The Company will continue to focus on its business strategies as set out in the Listing Document.

Charges on Assets

As of June 30, 2023, no charges had been created on the assets of the Company.

Foreign Exchange Exposure

During the Reporting Period, there were no significant financial assets or liabilities of the Company denominated in the currency other than the functional currency of the Company. As such, the Company did not have significant foreign currency exposure during the Reporting Period.

The Company did not enter into any hedging transaction or forward contract arrangement to hedge foreign exchange exposure during the Reporting Period. The Company will manage foreign exchange risk by performing regular reviews of foreign exchange exposures as necessary.

Contingent Liabilities

As of June 30, 2023, the Company did not have any contingent liabilities.

OTHER INFORMATION

Use of Proceeds from the Offering

Proceeds from the Offering

The Company received gross proceeds from the Offering of approximately HK\$1,001.0 million. All of the gross proceeds from the Offering were held in the Escrow Account domiciled in Hong Kong in the form of cash or cash equivalents in compliance with the Listing Rules and guidance letters published by the Stock Exchange. For the avoidance of doubt, the gross proceeds from the Offering held in the Escrow Account do not include the proceeds from the issuance of the Class B Shares or the sale of the Promoter Warrants.

The monies held in the Escrow Account (including any interest and other income earned on the funds held in the Escrow Account) are held on trust for the Company and the Class A Shareholders and must not be released to any person other than to: (i) complete the De-SPAC Transaction; (ii) meet the redemption requests of Class A Shareholders in connection with a shareholder vote to (a) approve the De-SPAC Transaction, (b) modify the timing of our obligation to announce a De-SPAC Transaction within 24 months of the Listing Date or complete the De-SPAC Transaction within 36 months of the Listing Date, or (c) approve our continuation following a material change in the Promoters or the Directors as provided for in the Listing Rules; (iii) return funds to Class A Shareholders upon the suspension of trading of the Class A Shares and the Listed Warrants; or (iv) return funds to Class A Shareholders upon the liquidation or winding up of the Company.

Upon completion of the De-SPAC Transaction, the funds held in the Escrow Account will be released and used to pay (in order of priority), amounts due to Class A Shareholders who exercise their redemption rights, all or a portion of the consideration payable to the De-SPAC Target or owners of the De-SPAC Target, any loans drawn under the Loan Facility, and other expenses associated with completing the De-SPAC Transaction.

During the Reporting Period, the Company has not utilized any of the gross proceeds raised from the Offering. There has been no change in the intended use of gross proceeds as previously disclosed in the Listing Document.

Proceeds from the Sale of the Promoter Warrants

The Company received gross proceeds from the sale of the Promoter Warrants of approximately HK\$40.0 million. The gross proceeds from the sale of the Promoter Warrants are held outside of the Escrow Account.

As of June 30, 2023, among the gross proceeds from the sale of the Promoter Warrants, approximately HK\$20.0 million were used to settle the underwriting commission in connection with the Offering, approximately HK\$13.5 million were used to settle the Offering-related expenses, and approximately HK\$2.0 million were used to settle the incurred expenses (including legal, financial reporting, accounting and audit compliance, etc.) related to the mandatory compliance as a listed company; and the remaining proceeds in the amount of approximately HK\$4.5 million will be used for working capital purposes, including the expenses of sourcing and negotiating a De-SPAC Transaction and the expenses related to the mandatory compliance as a listed company.

Employees and Remuneration Policy

As of June 30, 2023, the Company had no full-time employees and therefore no staff cost has been recognized as expense of the Company during the Reporting Period. The executive Directors and non-executive Directors are not entitled to any remuneration from the Company. The remuneration package of the independent non-executive Director as well as other corporate executives and employees of the Company (if any) are benchmarked against the remuneration for similar positions in the market.

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

During the Reporting Period, the Company had not purchased, sold or redeemed any of its listed securities.

Compliance with Corporate Governance Code

The Company is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. The Company has adopted the principles and code provisions set out in the CG Code as set out in Appendix 14 to the Listing Rules as its own code of corporate governance.

During the Reporting Period, the Company has complied with all the applicable code provisions under the CG Code with the exception of code provision C.2.1 of the CG Code, which requires the roles of chairman and chief executive to be held by different individuals.

Pursuant to code provision C.2.1 of the CG Code, companies listed on the Stock Exchange are expected to comply with, but may choose to deviate from the requirement that the responsibilities between the chairman and the chief executive officer should be segregated and should not be performed by the same individual. Mr. NI Zhengdong currently serves as the chairman of the Board and co-chief executive officer of the Company. The Board considers that, in view of his experience, personal profile and roles in the Promoters, Mr. NI Zhengdong is instrumental to the Company's business direction and identification of strategic opportunities and focus. The Board also believes that the combined role of chairman and co-chief executive officer can promote the effective execution of strategic initiatives and facilitate the flow of information between management and the Board. The balance of power and authority is not impaired due to this arrangement. In addition, Mr. YE Qing was also appointed as the co-chief executive officer of the Company who is responsible for the formulation of the business direction and management of the Company, and all major decisions are made in consultation with members of the Board, including the relevant Board committees and three independent non-executive Directors. In light of the above, the Board considers that the deviation from code provision C.2.1 of the CG Code is appropriate in the circumstances of the Company.

Compliance with the Model Code

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its code of conduct regarding Directors' securities transactions. Further, pursuant to the Listing Rules, the Company and the Promoters and their respective directors and employees, and each of their close associates, are prohibited from dealing in any of the listed securities of the Company (including the Class A Shares and Listed Warrants) prior to the completion of a De-SPAC Transaction.

Having made specific enquiries of all Directors, each of the Directors has confirmed that he/she has complied with the requirements of the Model Code during the Reporting Period.

Interim Dividend

As disclosed in the Listing Document, the Company will not pay any cash dividend prior to the completion of a De-SPAC Transaction. The Board has resolved not to recommend payment of any interim dividend for the Reporting Period.

Audit Committee and Review of Interim Results

The Audit Committee currently comprises three independent non-executive Directors, namely, Mr. XUE Linnan, Mr. ZHANG Min and Dr. LI Weifeng, with Mr. XUE Linnan being the chairman of the Audit Committee. The Audit Committee has reviewed the interim results of the Company for the Reporting Period.

The Audit Committee has reviewed together with the management the accounting principles and policies adopted by the Company and the financial statements of the Company for the Reporting Period. The Audit Committee considers that the interim results of the Company are in compliance with the applicable accounting standards, rules and regulations, and appropriate disclosures have been duly made.

The interim results of the Company for the Reporting Period have not been reviewed or audited by the auditor of the Company.

Events After the Reporting Period

As of the date of this announcement, there has been no significant event since the end of the Reporting Period that is required to be disclosed by the Company.

PUBLICATION OF THE INTERIM RESULTS AND INTERIM REPORT

This announcement is published on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.techstaracq.com). The interim report of the Company for the Reporting Period containing all the information required by the Listing Rules will be despatched to the Shareholders and available on the respective websites of the Stock Exchange and the Company in due course.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings.

“Audit Committee”	the audit committee of the Board
“Board of Directors” or “Board”	the board of directors of the Company
“CG Code”	the Corporate Governance Code set out in Appendix 14 to the Listing Rules
“China” or “PRC”	the People's Republic of China, but for the purpose of this announcement only and except where the context requires otherwise, excluding Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan area

“Class A Shareholder(s)”	holder(s) of Class A Shares
“Class A Share(s)”	Class A ordinary share(s) in the share capital of the Company with a par value of HK\$0.0001 each and, after the De-SPAC Transaction, the Class A ordinary share(s) of the Successor Company or such other ordinary share(s) of the Successor Company that the Class A Share(s) of the Company convert into or are exchanged for
“Class B Share(s)”	Class B ordinary share(s) in the share capital of the Company with a par value of HK\$0.0001 each
“Company” or “we”	TechStar Acquisition Corporation, an exempted company incorporated under the laws of the Cayman Islands with limited liability on April 11, 2022
“De-SPAC Target(s)”	the target(s) of a De-SPAC Transaction
“De-SPAC Transaction”	an acquisition of, or a business combination with, a De-SPAC Target by the Company that results in the listing of a Successor Company
“Director(s)”	the director(s) of the Company
“Escrow Account”	the ring-fenced escrow account domiciled in Hong Kong with BOCI-Prudential Trustee Limited acting as the escrow agent of such account
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listed Warrant(s)”	warrants issued to subscribers of the Class A Shares at the Offering as described in the Listing Document
“Listing”	the listing of Class A Shares and the Listed Warrants on the Main Board of the Stock Exchange
“Listing Date”	December 23, 2022
“Listing Document”	the listing document of the Company dated December 19, 2022
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Loan Facility”	the HK\$10.0 million unsecured loan facility in relation to the loan agreement dated December 15, 2022 entered into between the Company and the Promoters
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules

“Offering”	the offer of the Class A Shares and the Listed Warrants by the Company to Professional Investors as described in the Listing Document
“Professional Investor”	has the meaning given to it in section 1 of Part 1 of Schedule 1 to the SFO
“Promoter Warrant(s)”	warrant(s) issued to the Promoters at the issue price of HK\$1.00 per Promoter Warrant simultaneously with the closing of the Offering as described in the Listing Document
“Promoters”	CNCB (Hong Kong) Capital Limited, Zero2IPO Consulting Group Co., Ltd. (清科管理顧問集團有限公司), Zero2IPO Capital Limited, Mr. NI Zhengdong, Mr. LI Zhu and Mr. LAU Wai Kit
“Reporting Period”	the six months ended June 30, 2023
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Share(s)”	Class A Shares and Class B Shares
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Successor Company”	the Company which will be listed on the Stock Exchange upon the completion of a De-SPAC Transaction
“U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction

By order of the Board
TechStar Acquisition Corporation
NI Zhengdong
Chairman

Hong Kong, August 18, 2023

As at the date of this announcement, the Board comprises Mr. NI Zhengdong, Mr. YE Qing, Mr. LI Zhu, Mr. CHEN Yaochao and Ms. JIANG Jun as the executive Directors, Mr. LAU Wai Kit as the non-executive Director, and Mr. ZHANG Min, Mr. XUE Linnan and Dr. LI Weifeng as the independent non-executive Directors.