



GOLDSTREAM INVESTMENT LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 1328)

ANNUAL REPORT 2024



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CORPORATE INFORMATION

EXECUTIVE DIRECTORS

Mr. Zhao John Huan (*Chairman*)
Mr. Geng Tao (*Chief Executive Officer*) (*resigned on 22 January 2024*)
Mr. Gao Ziqi (*Chief Executive Officer*) (*appointed on 22 January 2024*)

NON-EXECUTIVE DIRECTOR

Mr. Tam Terry Sze Ying

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Jin Qingjun
Mr. Lee Kin Ping Christophe
Mr. Shu Wa Tung Laurence
Ms. Ge Xin (*appointed on 4 October 2024*)

AUTHORIZED REPRESENTATIVES

Mr. Tam Terry Sze Ying
Ms. Lai Janette Tin Yun

COMPLIANCE OFFICER

Mr. Lam Tsan Fai Fergus

COMPANY SECRETARY

Ms. Lai Janette Tin Yun

AUDIT COMMITTEE

Mr. Shu Wa Tung Laurence (*Chairman*)
Mr. Jin Qingjun
Mr. Lee Kin Ping Christophe

REMUNERATION COMMITTEE

Mr. Jin Qingjun (*Chairman*)
Mr. Lee Kin Ping Christophe
Mr. Tam Terry Sze Ying

NOMINATION COMMITTEE

Mr. Zhao John Huan (*Chairman*)
Mr. Jin Qingjun
Mr. Shu Wa Tung Laurence

REGISTERED OFFICE

PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 7008, 70/F
Two International Finance Centre
8 Finance Street
Central, Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Gilman Street Branch
136 Des Voeux Road
Central, Hong Kong

Citibank N.A.
21/F Tower 1, The Gateway
Harbour City, Tsimshatsui
Kowloon, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples Fund Services (Cayman) Limited
PO Box 1093, Boundary Hall
Cricket Square, Grand Cayman
KY1-1102
Cayman Islands

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

AUDITOR

PricewaterhouseCoopers
*Certified Public Accountants and
Registered Public Interest Entity Auditor*
22nd Floor, Prince's Building
Central
Hong Kong

STOCK CODE

1328

CHAIRMAN'S STATEMENT

On behalf of the board of directors ("Board") of Goldstream Investment Limited (the "Company"), I am pleased to present the consolidated results of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 December 2024.

As we look back on 2024, the global economic landscape has continued to evolve in complex and often unpredictable ways. The year began with concerns about potential economic recessions in regions like the United States and Europe. Despite these apprehensions, major global equity markets have shown remarkable resilience and adaptability. The US market has shown signs of recovery, driven by corporate earnings resilience, technological advancements, and gradual monetary policy adjustments. In Europe, modest economic growth with sectoral strengths contributed to a more balanced market performance.

In Asia, China's post-pandemic economic recovery has progressed with fluctuations. Proactive fiscal policies and structural reforms have stabilized domestic demand and fostered sustainable growth. The Chinese equity markets have reflected this evolving landscape, influenced by domestic policies and international trade dynamics. Hong Kong, a key financial hub, has experienced adjustment and recalibration, with the Hang Seng Index showing volatility in response to global capital flows, geopolitical tensions, and regional economic indicators.

The AI industry has significantly shaped global capital markets, revolutionizing traditional industries and creating new investment opportunities. AI-driven innovations in the technology sector have attracted substantial investor attention and capital inflows. The rapid evolution of AI technologies has also driven market volatility and recalibrated valuations, presenting both risks and opportunities for investors. Notably, in the first quarter of 2025, both Hong Kong and the Chinese mainland capital markets have shown significant growth, driven by development of AI and robotic technology.

For Goldstream Investment Limited, 2024 has been a year of strategic focus and operational refinement. Under the leadership of our new CEO, the Group has made significant strides in advancing its business objectives. The CEO's strategic vision and dynamic leadership have been instrumental in steering the company towards greater heights. Building on previous foundations, the Group has strengthened its investment management and strategic direct investment businesses. We have navigated market uncertainties, leveraging expertise to identify opportunities aligning with our long-term growth objectives. The Group's adaptability and innovation have been central to our performance in 2024, as we optimized investment portfolios and explored new value creation avenues.

Looking ahead to 2025, the investment landscape will be shaped by the trajectory of global economic recovery, central banks' interest rate adjustment pace, and the evolution of geopolitical tensions. Our strategy remains a balanced approach combining disciplined risk management with opportunistic investment decisions. We will continue investing in enhancing analytical capabilities, expanding our talent pool, and fortifying client relationships to meet challenges and seize opportunities.

APPRECIATION

On behalf of the Board, I would like to thank all our staff for their passion and hard work in turning the Group's vision into reality. I also take this opportunity to extend my appreciation to our shareholders ("Shareholders") and business partners for their trust and support. The Group's management and staff will work cohesively under the leadership of the Board to overcome challenges in the coming year and generate returns for our shareholders.

ZHAO JOHN HUAN

Chairman

Hong Kong, 28 March 2025

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS OVERVIEW

For the year ended 31 December 2024, the Group was engaged in investment management (“IM”) business and strategic direct investment (“SDI”) business. The Group recorded a profit in 2024, and will continue to develop and cultivate new business opportunities to enhance its profit.

The Board believes that the Group’s business will continue to expand and generate greater value to its investors. The principal business of the Group during the year ended 31 December 2024 is classified into the following segments:

IM Business

IM business of the Group includes (i) the provision of advisory services on securities and asset management; and (ii) securities trading.

SDI Business

SDI business of the Group includes engaging in proprietary investment activities in the financial markets.

BUSINESS ENVIRONMENT

The global economy in 2024 was marked by ongoing geopolitical tensions and a trend toward de-globalization and trade protectionism. Conflicts such as the Russia-Ukraine war and the Israel-Palestine conflict remained unresolved, weighing on economic recovery. The US economy showed consumer spending resilience but faced pressures from previous interest rate hikes. The Federal Reserve maintained a cautious stance, balancing inflation control with economic growth concerns. Europe struggled with energy security and tepid growth, while China’s post-COVID recovery was more gradual than expected, with domestic consumption and the property sector facing headwinds. Hong Kong’s economy mirrored these global and regional trends, with the stock market responding to both local and external pressures.

Global financial markets in 2024 were characterized by heightened volatility and selective opportunities. Equity markets displayed divergent performance, with the technology sector continuing its recovery driven by AI advancements and digital transformation. Fixed income markets remained sensitive to central bank policies and inflation data, while the banking sector faced challenges from tighter lending standards and pressure on profitability. Commodity markets experienced fluctuations, with energy prices responding to supply disruptions and shifts in demand patterns.

The financial services sector saw intensified regulatory scrutiny and the continued impact of fintech innovations. Asset management firms adapted to changing client preferences, with a growing emphasis on sustainable investing. The real estate sector focused on quality assets and mixed-use developments amid a cooling market. The technology sector’s evolution centered on AI infrastructure, practical AI applications and cybersecurity concerns.

The 2024 business environment demanded a strategic approach combining vigilance with agility. The Group fine-tuned its investment strategies to respond to market volatilities, identifying value while managing risks effectively. Diversification, innovation, and sustainability were key focus areas as the company aimed to deliver sustainable value to stakeholders amidst the complexities of the ever-changing business landscape.

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

FINANCIAL REVIEW

The Group's operating results for the year ended 31 December 2024 were primarily contributed by the Group's IM business and SDI business.

The table below sets forth the key financial highlights for the periods or as at the dates indicated (as the case may be):

	2024 HK\$'000	2023 HK\$'000	% Change
IM service income	25,525	22,309	14%
Dividend income from investments	1,350	517	161%
Net fair value gains on financial assets and liabilities at fair value through profit or loss	70,618	21,500	228%
Other income	39,951	47,288	-16%
Total operating expenses	(63,508)	(43,928)	45%
Profit before income tax	72,161	47,178	53%

	As at 31 December 2024 US\$ million	As at 31 December 2023 US\$ million	% Change
Assets under management ("AUM")	455	436	4%

As at 31 December 2024, the Group's AUM stood at approximately US\$455 million, compared to approximately US\$436 million as 31 December 2023, representing a rise of approximately US\$19 million during the year ended 31 December 2024 due to a combined effect of (i) growth in investment returns,(ii) redemptions or reduction in investment scale by existing clients as they revised business plans and investment targets; and (iii) new subscriptions.

Building a good performance track record is vital to the success of the IM business in terms of retaining existing clients and attracting new clients. Based on financial information available to the Company, as at 31 December 2024, the funds/accounts managed by the Group achieved favourable performance and recorded an overall net gain.

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

IM Service Income

The rise in total service income was caused by the net effect of the increase in management fees and the increase in performance fees. Management fee increased by approximately 14% from approximately HK\$22,309,000 to approximately HK\$25,525,000 resulting from the increase in the Group's average AUM. Performance fees are recorded when eligible funds appreciate above their respective high watermarks at agreed performance fee crystallization date. Most of the funds managed by the Group were still under their respective high watermarks carried forward from 2023. Although these funds recorded double-digit year-to-date percentage gains, they have yet to climb back to their respective high watermarks before performance fees can be received. As a result, IM service income was mainly from management fee and hence the 14% addition compared with 2023. As we catch up with the high water marks, the income is expected to grow steadily.

SDI gains

Income from the Group's SDI business mainly comprised net fair value gains on financial assets and liabilities at fair value through profit or loss. Such gains included fair value changes and realized gains or losses on the Group's capital invested in funds managed by the Group and external investments. Despite the market volatility experienced in the global financial markets in the year of 2024, the Group was able to generate a gain in its SDI business. Based on the factors set out above, the Group's SDI business recorded a gain for 2024.

Other income

The Group's other income during the year ended 31 December 2024 mainly comprised interest income from term deposit with banks and other financial institutions, and loan interest income from the loan to a fellow subsidiary. Other income decreased by approximately HK\$7,337,000 from approximately HK\$47,288,000 for the year ended 31 December 2023 to approximately HK\$39,951,000 for the year ended 31 December 2024, which was mainly due to the decrease in (i) interest income from the decrease in cash deposited in bank as fixed term bank deposits or invested in money market funds for treasury management during the year ended 31 December 2024, and (ii) loan interest income which amounted to approximately HK\$31,648,000 (2023: approximately HK\$38,802,000) were recognised in 2024 for providing a US\$30,000,000 loan facility to a fellow subsidiary. Details of the loan to fellow subsidiary are set out in Note 19(c) of the consolidated results of the Group, the Company's announcement and circular dated 18 November 2022 and 13 December 2022 respectively.

Expense management

Total expenses of the Group increased by approximately 45% to approximately HK\$63,508,000 for the year ended 31 December 2024 (2023: approximately HK\$43,928,000), which was primarily attributable to (i) the increase in employee benefit expenses, (ii) the increase in legal and professional fees and (iii) the increase in other expenses.

Employee benefit expenses represent core expenditure of the Group. It increased by approximately HK\$15,261,000 to approximately HK\$42,559,000 for the year ended 31 December 2024 (2023: approximately HK\$27,298,000) because of the effect of the increase in headcount and the increase in discretionary bonus as a result of the profit recognised in the SDI segment for the year ended 31 December 2024.

Legal and professional fees increased by approximately HK\$1,408,000 to approximately HK\$5,739,000 for the year ended 31 December 2024 (2023: approximately HK\$4,331,000), which is primarily attributable to the legal and professional fees incurred in the major and connected transactions, issuing of new shares under general mandate to raise HK\$30 million and various corporate actions during the year.

Other expenses mainly included audit fee, fund operating expenses, market data and information system fee and other administrative and office expenses. It increased by approximately HK\$6,170,000 to approximately HK\$13,456,000 for the year ended 31 December 2024 (2023: approximately HK\$7,286,000) because of the increase in exchange differences, dealing related expenses, auditors' remuneration related to the major and connected transactions conducted during the year and office related expenses. The Group continued to exercise stringent cost control to improve profitability.

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

Profit before income tax

The Group recorded profit before income tax of approximately HK\$72,161,000 for the year ended 31 December 2024, compared to profit before income tax of approximately HK\$47,178,000 for the year ended 31 December 2023, representing an increase of approximately 53%. The profit for the year ended 31 December 2024 was mainly attributable to the net fair value gains on financial assets and liabilities at fair value through profit or loss recorded under the SDI segment which amounted to approximately HK\$70,618,000 (2023: approximately HK\$21,500,000), the IM service income which amounted to approximately HK\$25,525,000 (2023: approximately HK\$22,309,000), and loan interest income from a fellow subsidiary which amounted to approximately HK\$31,648,000 (2023: approximately HK\$38,802,000).

The Group implemented cost management measures proactively. The Group's IM business continued to record operating profit during the year.

The increase in profit attributable to equity holders of the Company for the year to approximately HK\$67,366,000 (2023: approximately HK\$46,393,000), representing an increase of approximately 45%, was mainly attributable to the net effect of (i) the increase in net fair value gains on financial assets and liabilities at fair value through profit or loss to approximately HK\$70,618,000 (2023: approximately HK\$21,500,000); (ii) the growth in IM service income to approximately HK\$25,525,000 (2023: approximately HK\$22,309,000); and (iii) the increase in total expenses to approximately HK\$63,508,000 (2023: approximately HK\$43,928,000).

Statement of Financial Position

The Group's financial position as at 31 December 2024 remained strong. The Company's total asset mainly comprised (i) goodwill and intangible assets; (ii) interests in associates; (iii) financial assets at fair value through profit or loss; and (iv) other assets including trade and other receivables, amount due from brokers for future investments, cash and cash equivalents and right-of-use assets.

Goodwill and Intangible Assets

Goodwill and intangible assets arising from the acquisition of the entire issued share capital of Goldstream Capital Management Limited and Goldstream Securities Limited (collectively, the "Goldstream Companies") in 2018 accounted for a significant portion of the Group's total assets. As at 31 December 2024, under IFRS, the Group had goodwill of approximately HK\$197,965,000 and intangible assets of approximately HK\$10,520,000 (which were intangible assets with indefinite lives). Goodwill and intangible assets with indefinite lives are tested at the cash generating unit level ("CGU") or group of CGUs level. A CGU comprises the smallest group of assets that are capable of generating largely independent cash flows and is either a business segment or a level below.

Out of the balance of goodwill, nearly 100% or approximately HK\$197,833,000 relating to those acquisitions carried out in 2018 was reconfirmed by a professional independent qualified valuer that no impairment was required as at 31 December 2024. Majority of the funds under management by the Group recorded profit and gradually rising up to their respective high watermarks above which performance fees will be chargeable. The Company's management has also implemented stringent cost control measures and revised its strategies for the long term business development plan and is beginning to see some positive results. Since the Group had met the financial budgets steadily for the year ended 2024, the management concluded that there is no indication of a change of the economic conditions that would lead to an impairment loss as at 31 December 2024.

Going forward, the Group will continue to increase fund raising, marketing effort and identify other investment opportunities in respect of the SDI business to maximise returns for the shareholders of the Company. While exploring additional investments from existing clients in the future, the Group also aims at sustainable growth of client portfolio with the introduction of new institutional client(s) at the same time. Further details are set out in the paragraph headed "Prospects" under the section headed "Business Review" in this report.

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

Interests in associates

The Group invested in Goldstream Healthcare Focus Fund SP and Feasible Result Investments Limited. On 3 December 2024, the Group completed a transaction to acquire 30% of total issued shares of Feasible Result Investments Limited at a consideration of HK\$202,800,000 from United Strength Dignity Limited which is a wholly owned subsidiary of Hony Capital Group L.P. and a related party of the Group. The difference of the fair value of the 30% of total issued shares of Feasible Result Investments Limited and the consideration paid of HK\$92,184,000 was considered as a capital contribution from Hony Capital Group L.P. and recognised as a reserve in equity.

As at 31 December 2024, the Group held 8.0% and 30.0% (31 December 2023: 7.9% and 0%) equity interest in Goldstream Healthcare Focus Fund SP and Feasible Result Investments Limited, respectively, and has the power to participate in the financial and operating policy decision. Accordingly, the Group has significant influence over Goldstream Healthcare Focus Fund SP and Feasible Results Investments Limited.

Goldstream Healthcare Focus Fund SP is a segregated portfolio of Goldstream Capital Segregated Portfolio Company, an open ended exempted segregated portfolio company incorporated in the Cayman Islands with limited liability. It is principally engaged in investment in equity and equity related securities of healthcare companies throughout the world. Feasible Result Investments Limited is a company incorporated under the laws of the British Virgin Islands with limited liability. It is principally engaged in investment holding and its subsidiaries are principally engaged in property holding and management in Shanghai, the PRC.

Financial assets at fair value through profit or loss

The Company's capital is invested in funds managed by the Group and external investments including listed equity securities, listed options, index options, exchange traded funds and listed futures.

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

BUSINESS REVIEW

In 2024, the global economic environment remained challenging, marked by persistent inflationary pressures and heightened geopolitical tensions. These factors continued to shape the investment landscape, with significant implications for financial markets worldwide. The US market demonstrated notable resilience, particularly driven by the surge in technology stocks, especially those in the AI sector. The NASDAQ Composite Index saw a substantial increase of 29% over the year, reflecting the market's optimism towards technological advancements and their potential to drive economic growth.

In China and Hong Kong, the markets experienced a year of significant policy support and volatility. In China, a series of policy measures were introduced to boost investor confidence and drive market development. These included enhanced support for the private economy, regulatory reforms to improve market efficiency, and initiatives to promote cross-border investment through schemes such as the Shanghai-Hong Kong Stock Connect and Bond Connect. In particular, the Chinese government's focus on supporting the private sector and promoting economic recovery led to a surge in foreign investment, with foreign capital inflows into Chinese stocks reaching record highs. This policy support, combined with market reforms, created a more favorable environment for both domestic and international investors. The Hong Kong market also benefited from these policies, with the Hang Seng Index recording a gain of 18% in 2024. However, the market was not without its challenges. This volatility was partly driven by global factors, including the impact of US-China trade relations and the broader geopolitical tensions that influenced investor sentiment.

In this dynamic environment, the Group adopted a strategic and disciplined approach to investment decision-making. The Group successfully raised HK\$30 million through a share issuance program in the first half of the year, bolstering its capital position to support ongoing operations and new business initiatives. This strategic move allowed the Group to enhance its financial flexibility and pursue attractive investment opportunities.

Throughout 2024, the Group achieved satisfactory mark-to-market returns. The Group's increased income in 2024 was primarily due to the strong performance of its SDI business. The SDI business recorded a significant increase in income compared to the previous year, contributing significantly to the overall financial performance.

The Group also expanded its strategic partnerships, entering into agreements with leading companies such as Meitu, Inc., iDreamSky Technology Holdings Limited, SenseTime Group Limited and Beijing Fourth Paradigm Technology Co., Ltd. These collaborations are expected to create synergies and drive mutual growth. On 28 June 2024, the Group signed agreements to acquire three high-quality assets from Hony Capital Group Limited for a total consideration of approximately US\$38 million. As at the date of this report, completion of all three acquisitions has taken place; and Group now holds 30% of all the issued shares of Feasible Result Investments Limited ("Feasible Result"), 32% of all the issued shares of United Strength Fortune Limited ("USFL"), and approximately 5.05% of TechStar Acquisition Corporation ("TechStar")'s total issued A ordinary shares and warrants. These acquisitions are aligned with the Group's long-term strategy and are expected to enhance its portfolio and market position.

The funds managed by the Group continued to perform strongly, most of them outperforming relevant market indices. This performance underscores the Group's expertise in managing diverse investment portfolios and its ability to deliver value to its clients. The Group's IM business capitalized on its strengths in the US and Hong Kong markets, offering a wide range of investment products tailored to meet the evolving needs of its clients.

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

PROSPECTS

Looking ahead to 2025, the Group anticipates that the key themes of 2024 will continue to influence the global economic and investment landscape. In the US, the re-election of Donald Trump as President is expected to introduce significant changes in economic and fiscal policies. Trump's administration is likely to focus on deregulation, tax reforms, and infrastructure spending, which could have far-reaching impacts on both domestic and global economies. The ongoing inflationary pressures and interest rate dynamics will also remain critical factors shaping market direction.

In China (including Hong Kong), the Group expects that continued policy support from the Central Government will drive economic growth and enhance market confidence. The government's commitment to supporting the private economy and promoting cross-border investment through schemes such as the Shanghai-Hong Kong Stock Connect and Bond Connect is expected to create a more favorable environment for investors. The Group is well-positioned to capitalize on these trends, leveraging its strategic partnerships and market expertise to identify attractive investment opportunities.

The Group remains optimistic about its ability to benefit from the ongoing economic recovery in China. With its robust strategies and accumulated experience, the Group is confident that its SDI and IM businesses will continue to gain momentum in 2025. As investors gradually return to the market in search of investment opportunities, the Group is poised to deliver strong performance and enhance shareholder value.

To further strengthen its market position, the Group plans to expand its product offerings and services. This includes developing innovative investment solutions that can adapt to changing market conditions and better meet the evolving needs of its clients. In addition, the Group will continue to explore strategic collaborations with other companies to identify synergies and mutual development opportunities. By enhancing its risk management capabilities and improving operational efficiency, the Group aims to ensure sustainable growth and profitability.

Overall, the Group is confident that it will achieve a strong performance in 2025. This confidence is underpinned by its solid financial foundation, deep market expertise, and ability to adapt to and capitalize on emerging opportunities in the US, China, and Hong Kong markets. The Group remains committed to delivering long-term value to its shareholders and clients in an ever-changing global economic environment.

CAPITAL STRUCTURE

As at 31 December 2024, the Group's shareholders' equity was approximately HK\$965,495,000 (2023: HK\$776,737,000) and the total number of shares issued was 12,831,797,215 (2023: 11,495,494,321).

As at 31 December 2024 and 2023, the Company recorded net cash to total equity, the gearing ratio was therefore not applicable.

On 26 April 2024, the Company entered into separate subscription agreements with Bestgrand Chemicals Group Limited, Perfect Growth Limited and Mr. YU Chuanming (collectively, the "Subscribers") respectively, pursuant to which the Subscribers agreed to subscribe, and the Company agreed to allot and issue an aggregate of 1,336,302,894 new ordinary shares of the Company of HK\$0.01 each (the "Subscription Share(s)") to the Subscribers (each being an independent third party), at the subscription price of HK\$0.02245 per Subscription Share (the "Subscription"). Based on the par value of HK\$0.01 per share of the Company, the aggregate nominal value of the 1,336,302,894 Subscription Shares was HK\$13,363,028.94. The closing price of the shares of the Company as quoted on the Stock Exchange on 26 April 2024, being the date on which the terms of the Subscription were fixed, was HK\$0.028 per share. The gross proceeds from the Subscription were HK\$30,000,000. The net proceeds from the Subscription (after deduction of related costs, expenses and fees) amounted to approximately HK\$29,600,000, representing the net price of approximately HK\$0.02215 per Subscription Share. As at 31 December 2024, 90% of the net proceeds from the Subscription had been applied for expanding its direct investment business and 10% of the net proceeds from the Subscription had been applied for general working capital purpose; and all of the proceeds had been utilized according to the intentions previously disclosed in the Company's announcement dated 26 April 2024.

For details, please refer to the announcements of the Company dated 26 April 2024 and 9 May 2024.

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

LIQUIDITY AND FINANCIAL POSITION

	2024 HK\$'000	2023 HK\$'000
Cash at banks and on hand	18,167	46,948
Money market funds	73,384	37,524
Fixed-term bank deposits	76,442	30,113
Total cash and deposits	167,993	114,585

The Group adopts a prudent financial policy, with the surplus cash deposited at banks and invested in money market funds with good liquidity in case it needs to facilitate extra operation expenditure or investment. Management makes financial forecast on a regular basis. As at 31 December 2024, the Group's balance of cash and deposits was approximately HK\$167,993,000, which was mainly attributable to the cashflow from the proceeds received from allotment and issuance of new shares.

The Group normally finances its operations with internally generated cash flows. Cash and cash equivalents increased by approximately HK\$53,408,000 during the year ended 31 December 2024.

As at 31 December 2024, the current ratio and quick ratio were 7.24 (2023: 10.16).

FOREIGN EXCHANGE RISK

The Group manages its exposures to foreign currency transactions by monitoring the level of foreign currency receipts and payments. The Group ensures that the net exposure to foreign exchange risk is kept to an acceptable level from time to time. The Group has not entered into any forward exchange contract to hedge its exposure to foreign exchange risk.

CONTINGENT LIABILITIES

The Group had no significant contingent liabilities as at 31 December 2024 (2023: Nil).

MATERIAL ACQUISITIONS OR DISPOSALS

On 28 June 2024, the Group entered into sale and purchase agreements in relation to (i) the acquisition of 30 shares of Feasible Result (representing 30% of the total issued shares of Feasible Result) at a consideration of US\$26 million (equivalent to approximately HK\$203.06 million) (the "Feasible Result Acquisition"), (ii) the acquisition of 3,200 shares in USFL (representing 32% of the total issued share capital of USFL) at a consideration of US\$5 million (equivalent to approximately HK\$39.05 million) (the "USFL Acquisition"), and (iii) the acquisition of 5,060,000 issued class A ordinary shares in the share capital of TechStar under stock code of 7855 and 2,530,000 listed warrants issued by TechStar under warrant code of 4855 at a total consideration of US\$6,877,000 (equivalent to approximately HK\$53,641,000) (the "TechStar Acquisition", collectively, the "Acquisitions"). The entering into of the Feasible Result Acquisition constituted a major and connected transaction for the Company under Chapter 14 and 14A of the Listing Rules; and the entering into of each of the USFL Acquisition and the TechStar Acquisition constituted a discloseable and connected transaction for the Company under Chapter 14 and 14A of the Listing Rules. As at the date of this report, completion of the Acquisitions have taken place. For details of the Acquisitions, please refer to the announcements of the Company dated 28 June 2024, 31 October 2024 and 7 January 2025, and the circular of the Company dated 30 September 2024.

Save as disclosed, the Group did not have any other material acquisition and disposal of subsidiaries, associates and joint ventures during the year under review.

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

SIGNIFICANT INVESTMENTS

The Group provides investment management service to its clients and also makes strategic direct investment on behalf of the Group. As at 31 December 2024, the Group recorded strategic direct investments of approximately HK\$325,038,000. Given that the Group is engaged in making strategic direct investments in various listed and unlisted financial instruments through investment funds, the Board considers investments with a carrying amount that accounted for more than 5% of the Group's total assets as at 31 December 2024 as significant investments.

As at 31 December 2024, the Group held two significant investments. As at 31 December 2024, the Group held 5,060,000 class A ordinary shares issued by TechStar at a cost of approximately HK\$53,514,000. TechStar is a special purpose acquisition company incorporated in Cayman Islands and its shares are listed on the Main Board of the Stock Exchange, principally formed to effect a business combination with one or more businesses until completion of a business combination with any target business(es). As at 31 December 2024, the shares held by the Group represented 5.05% of the then total issued shares in TechStar. The fair value of the shares as at 31 December 2024 was HK\$53,628,000, which amounted to approximately 5.16% of the total assets of the Group. During the Year, the Group's unrealised fair value gain on the shares of TechStar was HK\$114,000 and no dividends had been received.

As at 31 December 2024, the Group also held 30 shares of Feasible Result, representing 30% of total issued shares of Feasible Result, at a cost of US\$26 million. Feasible Result is a company incorporated under the laws of the British Virgin Islands with limited liability. It is principally engaged in investment holding and its subsidiaries are principally engaged in property holding and property management in Shanghai, the PRC. As at 31 December 2024, the shares held by the Group represented 30% of the then total issued shares in Feasible Result. Feasible Result is an associate of the Group. The fair value of the interests in Feasible Result as at 31 December 2024 was approximately HK\$252,566,000, which amounted to approximately 24.3% of the total assets of the Group.

To mitigate relevant risks, the Group will optimise its investment strategies in response to market conditions. Details of the Group's investment objective and strategies are set out in the paragraphs under "Business Review" and "Prospects" in this report.

On 4 March 2024, the Group acquired in aggregate 1,982,000 shares in Meitu, Inc. ("Meitu Shares") through open market at an aggregate consideration of approximately HK\$5,425,000 (exclusive of transaction costs). Within a 12-month period prior to the said acquisition, the Group acquired in aggregate 6,018,000 Meitu Shares through on market transactions for an aggregate consideration of approximately HK\$15,481,000 (exclusive of transaction costs). Such acquisitions, on an aggregated basis, constituted a discloseable transaction of the Company and was subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules. For details of the acquisition of the Meitu Shares, please refer to the announcements of the Company dated 4 March 2024. The carrying amount of Meitu Shares held by the Group as at 31 December 2024 was approximately HK\$20,964,000, representing approximately 2.01% of the Group's total assets as at 31 December 2024.

CHARGE ON ASSETS

As at 31 December 2024, there was no charge over assets of the Group (2023: Nil).

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2024 (2023: Nil).

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at 31 December 2024, the Group did not have definite plans for material investments and capital assets (2023: Nil).

GEARING RATIO AND INTEREST CAPITALIZATION

Since the Company recorded net cash to the sum of total equity as at 31 December 2024 and 2023, the gearing ratio was therefore not applicable.

During the year under review, no interest was capitalized by the Group (2023: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

CAPITAL COMMITMENTS

As at 31 December 2024, there was no significant capital commitment contracted and not provided for in the financial statements (2023: Nil).

SEGMENT REPORTING

In accordance with IFRS 8, Operating Segments, operating segment is reported in a manner consistent with the internal reporting provided to the chief operating decision maker ("CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the key management team of the Company. The CODM reviews the Group's internal reports in order to assess performance, allocate resources and determine the operating segments.

The Group has identified two reportable segments which are IM and SDI businesses. Details of the segment reporting are set out in note 6 to the consolidated financial statements of the Group for the year ended 31 December 2024.

STAFF AND REMUNERATION POLICY

As at 31 December 2024, the Group had 24 employees (2023: 22 employees). Among them, 5 employees (2023: 6 employees) worked in the PRC and 19 employees (2023: 16 employees) worked in Hong Kong.

Breakdown of the Group's staff by function as at 31 December 2024 is as follows:

Function	2024	2023
Management	9	7
Operation	10	9
Financial, administrative and human resources	2	2
Sales and marketing	1	1
Research and development	2	3
	24	22

The total staff remuneration including Directors' remuneration paid by the Group in 2024 was approximately HK\$42,559,000 (2023: approximately HK\$27,298,000).

The remuneration paid to the staff, including Directors, is based on their qualification, experience, performance, and market rates, so as to maintain a competitive remuneration level. The Group also offers various staff welfare, including housing fund, social insurance and medical insurance. We believe that in Goldstream Investment Limited, our employees are the most valuable assets. To incentivize employees and promote the long-term growth of the Company, the Company has adopted a share option scheme and a share award scheme, further details of which are set out in the sections headed "Share Option Scheme" and "Share Award Scheme" in this report.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Group will be issuing a separate environmental, social and governance ("ESG") report for the financial year ended 31 December 2024 and in accordance with the Environmental, Social and Governance Reporting Guide set out in Appendix C2 to the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The ESG report will disclose information on the Group's ESG management approach, strategy, priorities and objectives.

DISCLOSURE UNDER CHAPTER 13 OF THE LISTING RULES

The Directors confirmed that they were not aware of any circumstances which would give rise to a disclosure requirement under Rules 13.13 to 13.19 of the Listing Rules during the year under review.

REPORT OF DIRECTORS

The Directors present their annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2024.

PRINCIPAL ACTIVITY AND ANALYSIS OF OPERATION LOCATION

The principal activity of the Company is investment holding. Activities and the analysis of operation location of its subsidiaries are set out in note 29 to the consolidated financial statements.

PRINCIPAL PLACES OF BUSINESS

The principal places of business include Hong Kong and the PRC.

BUSINESS REVIEW

A review and outlook of the business of the Company and a discussion and analysis of the Group's performance during the year and the material factors underlying its results and financial position are provided in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" respectively on page 3 and pages 4 to 13 of this report.

Principal Risks and Uncertainties

Apart from those stated in the Chairman's Statement and Management Discussion and Analysis sections of this report, the Group is exposed to the following principal risks and uncertainties.

Reliance on Key Management

To a significant extent, the Group's success depends on the experience, expertise and the continuous services of the Group's executive Directors and members of the senior management. The Group's performance also depends on its ability to retain and motivate its key officers. However, there is no assurance that the Group will be able to retain the continuous services of the executive Directors and the members of the senior management. If the Group is unable to retain their services, the operations of the Group may be adversely affected, if for any reason, replacement cannot be found in a timely and commercially viable manner.

Risks Relating to Investment Management Business

The Group engages in the investment management business. The Group performs the role of an investment manager in providing investment management services. The income is primarily derived from management fees and performance fees for providing such services to our collective investment schemes (CIS) and managed accounts (generally referred to as "Fund(s)"). The total income is dependent on the AUM, fee rates and appreciation of the investments.

Management fees are recognized as services are performed and are primarily based on percentage of the AUM. The demand for alternative investment strategies although has a growing trend in Asia, large investment outflows have been recorded in recent years due to circumstances described in the "Business Environment" section of this report. This puts pressure on growing our AUM which will impact our fee incomes directly. Furthermore, there is pressure in this industry to reduce fee rates in order to sustain and attract new investments. Both these factors will have negative impact on delivering stable management fee incomes.

Performance fees are significant sources of income and normally charged as a percentage of the appreciation of the AUM over a defined period of time. The investment performance may be adversely affected by lack of investment opportunities, a reduction in market liquidity, unforeseen events involving, without limitation, such matters as changes in interest rates or the credit status of an issuer, forced redemptions of securities, unexpected changes in relative value or changes in tax treatment.

REPORT OF DIRECTORS (continued)

Other risk factors and uncertainties which could affect the business and revenues include but not limited to the following:

1) General economic and market conditions

The investment performance of any Fund may be adversely affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, trade barriers, tax treatment, currency exchange controls and national and international political circumstances. These factors may affect the level and volatility of securities prices and the liquidity of a Fund's investments. Volatility or illiquidity could impair any investment profitability or result in losses.

2) Availability of investment strategies

The investment returns of our strategies will depend on our ability to identify overvalued and undervalued investment opportunities and to exploit price discrepancies in the financial markets, as well as to assess the importance of news and events that may affect the financial markets. Identification and exploitation of the investment strategies to be pursued involves a high degree of uncertainty. No assurance can be given that we will be able to locate suitable investment opportunities in which to deploy all of the assets attributable to investment strategies. Market factors including, but not limited to, a reduction in market liquidity or the pricing inefficiency of the markets in which we will seek to invest may reduce the scope for the investment strategy of the relevant Fund.

3) Trading strategies

There can be no assurance that the specific trading strategies utilised for any Fund will produce profitable results. Any factor which would make it difficult to execute trades, such as reduced liquidity or extreme market developments resulting in limit moves, could also be detrimental to profits. No assurance can be given that the techniques and strategies will be profitable in the future.

4) Cybersecurity risks

The investment manager and/or one or more of its service providers may be prone to operational, information security and related risks resulting from failures of or breaches in cybersecurity.

A failure of or breach in cybersecurity ("cyber incidents") refers to events that may cause the relevant party to lose proprietary information, suffer data corruption, or lose operational capacity. Cyber attacks include, but are not limited to, gaining unauthorised access to digital systems (e.g. through "hacking" or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data, causing denial-of-service or causing operational disruption.

Cyber incidents may cause disruption and impact business operations, potentially resulting in financial losses, impediments to trading, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance cost.

5) Market disruptions and liquidity

A Fund may incur major losses in the event that disrupted markets and/or other extraordinary events affect markets in a way that is not consistent with historical pricing relationships. In addition, market disruptions caused by unexpected political, military and terrorist events may from time to time cause dramatic losses for the Fund, and such events may result in otherwise historically low-risk strategies performing with unprecedented volatility and risk. A financial exchange may from time to time suspend or limit trading. Such a suspension could render it difficult or impossible for the investment manager to liquidate affected positions and thereby expose it to losses. A Fund may be adversely affected by a decrease in market liquidity for the instruments in which such Fund is invested which may impair the ability of the Investment Manager to adjust positions. The size of a Fund's positions may magnify the effect of a decrease in market liquidity for such instruments.

REPORT OF DIRECTORS (continued)

6) Regulatory risks

The regulatory environment for the alternative investment management industry is evolving and changes therein may adversely affect the value of investments held by the Fund and/or the ability of the Fund to obtain the leverage it might otherwise obtain or to continue to implement its investment approach and achieve its investment objective. In addition, securities and futures markets are subject to comprehensive statutes, regulations and margin requirements. Regulators and exchanges are authorised to take extraordinary actions in the event of market emergencies. In addition, the regulatory or tax environment may adversely affect the value of the investments held by the Fund. The effect of any future regulatory or tax change on the Fund is impossible to predict.

The effect of any future regulatory change on the Fund could be substantial and adverse including, for example, increased compliance costs, increased disclosure requirements, the prohibition of certain types of trading and/or the inhibition of a Fund's ability to implement its investment approach and achieve its investment objective.

7) Tax considerations

Where the investment manager, in respect of any Fund, invests in securities that are not subject to withholding tax at the time of acquisition, there can be no assurance that tax may not be withheld in the future as a result of any change in applicable laws, treaties, rules or regulations or the interpretation thereof. The investment manager may not be able to recover such withheld tax and so any such change could have an adverse effect on the net asset value of the relevant Fund.

Major Financial and Business Performance Indicators

Major financial and business performance indicators include revenue, net profit margin, current ratio etc. Details of these indicators are set out in the section "Management Discussion and Analysis" of this report.

Environment Policies and Performance

The Group has committed to be an environmentally-friendly corporation that pays close attention to conserve natural resources. It strives to minimize environmental impact by saving electricity and encouraging recycle of office supplies and other materials. The Group also requests factories of its suppliers to operate in strict compliance with the relevant environmental regulations and rules.

Compliance with Laws and Regulations

The Group recognises the importance of compliance with the requirements of relevant laws and regulations, and any failure to comply with such requirements may result in interruptions in, or termination of the operation. The Group has allocated systems and human resources to ensure continuing compliance with rules and regulations and sound working relationships with regulators through effective communications. During the year under review, to the best of our knowledge, the Group has complied with the Listing Rules, the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"), the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), Anti-Money Laundering and Counter-Terrorist Financing institution Ordinance Cap 615 of the laws of Hong Kong, the Trade Descriptions Ordinance (Chapter 362 of the Laws of Hong Kong), the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong), the Unsolicited Electronic Messages Ordinance (Chapter 593 of the Laws of Hong Kong), the Company Law of the PRC (中華人民共和國公司法), the PRC Foreign Investment Law (中華人民共和國外資企業法), the PRC Administration of Tax Collection (中華人民共和國稅收徵收管理法), the Environmental Protection Law of the PRC (中華人民共和國環境保護法), the Law of the PRC on Work Safety (中華人民共和國安全生產法), the Labor Law of the PRC (中華人民共和國勞動法), the Labor Contract Law of the PRC (中華人民共和國勞動合同法), the Computer Software Protection Regulations Rules (計算機軟件保護條例), the Code of Computer Software Copyright Registration (計算機軟件著作權登記辦法) and other relevant rules and regulations.

REPORT OF DIRECTORS (continued)

Relationships with Major Stakeholders

The Group's success relies on the support of major stakeholders including customers, employees, suppliers, regulators and shareholders.

Customers

The Group is committed to providing its customers with quality products and services so as to strive for sustained growth in respect of revenue and profitability. The Group has adopted various means to strengthen communication with its customers to provide excellent and quality products and services so as to increase market penetration and expand its various businesses.

Employees

Employees are considered to be the most important and valuable assets of the Group. The purpose of human resources management of the Group is to reward the staff with excellent performances through the provision of generous remuneration package and the implementation of the comprehensive performance evaluation plan. Besides, the Group formulates an appropriate training plan based on various positions and duties and titles and provides certain opportunities and platforms to assist them to develop and get promoted within the Group.

Suppliers

Maintaining good relationships with the suppliers is essential to the Group in respect of the supply chain and when facing business challenges and regulatory requirements. It can achieve cost efficiency and promote long term commercial benefits. Major suppliers include system and equipment suppliers, external consultants providing professional services, suppliers of office supplies or commodities and other business partners providing the Group with value added services.

Regulators

As a company listed in Hong Kong and certain licensed corporations licensed under the SFO, the Company is subject to the regulation of the Securities and Futures Commission of Hong Kong (the "SFC"), the Hong Kong Stock Exchange and other relevant regulators. With operations in the PRC, the Group is also subject to the regulation of the PRC of the Ministry of Commerce (商務部), the State Administration for Industry and Commerce (工商行政管理總局), the State Administration of Taxation (稅務總局), the Ministry of Human Resources and Social Security Bureau (人力資源和社會保障部), the National Copyright Administration (國家版權局) and other relevant regulators. The Group expects to constantly update and ensure compliance with new rules and regulations.

Shareholders

One of the corporate objectives of the Group is to enhance the corporate value for its shareholders. The Company will distribute dividends or issue bonus shares to its shareholders in recognition of their continual support while boosting the Group's business development to achieve the sustainable profit growth and taking into account the capital adequacy level, liquidity and business expansion needs. The Company has adopted a Dividend Policy on payment of dividends. Details of the Dividend Policy have been disclosed in the paragraph "Dividends" of this report.

REPORT OF DIRECTORS (continued)

FINANCIAL INFORMATION

Five-Year Financial Summary

A summary of the consolidated income statement and the assets and liabilities of the Group for the last five financial years is set out on page 130 of this report.

Results and Appropriations

The results of the Group for the year ended 31 December 2024 are set out in the consolidated income statement, on page 53 of this report.

Major Customers and Suppliers

For the year ended 31 December 2024, the revenue attributable to the largest customer and the five major customers accounted for approximately 46% and approximately 89% of the Group's service income respectively; and two of the five largest customers were subject to the common control of Mr. Zhao John Huan, being the ultimate controlling shareholder and an executive director of the Company.

For the year ended 31 December 2024, provision of services from the largest supplier accounted for approximately 14% of the Group's total purchases. Provision of services from the five largest suppliers accounted for approximately 39% of the Group's total purchases.

Save as disclosed, none of the Directors, or any of their respective associates, or any shareholders of the Company (whom to the knowledge of the Directors own more than 5% of the issued share capital of the Company), had any interests in any of the Group's five largest customers or five largest suppliers during the year.

Dividends

The Board did not recommend the payment of a final dividend for the year ended 31 December 2024.

The Company has adopted a Dividend Policy. Subject to the relevant laws and the articles of association of the Company (the "Articles"), the Company, through a general meeting, may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board. The Articles provide that dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the directors determine is no longer needed. Dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Companies Act of the Cayman Islands.

Declaration of dividend is subject to the discretion of the Board, taking into consideration of, among others, the following factors:

- (i) general business and financial conditions;
- (ii) earnings;
- (iii) cash flow;
- (iv) financial condition;
- (v) capital requirements; and
- (vi) other conditions as deemed relevant at such time by the Board.

There is no arrangement that a shareholder of the Company has waived or agreed to waive any dividend.

REPORT OF DIRECTORS (continued)

Share Capital

During the year ended 31 December 2024, the Company allotted and issued an aggregate of 1,336,302,894 new ordinary shares of HK\$0.01 each pursuant to the Subscription, the details of which are set out in the section of Management Discussion and Analysis of this report.

Details of movements in the share capital of the Company during the year are set out in note 23 to the consolidated financial statements.

Debentures

The Group has not issued any convertible debentures, futures, or granted any options, or other similar rights for the year ended 31 December 2024.

Reserves

Details of movements in reserves of the Group and of the Company during the year are set out in notes 25 and 32(a) to the consolidated financial statements respectively.

Distributable Reserves and Share Premium

Under the Companies Act of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its memorandum and articles of association and provided that immediately following the distribution of dividends, the Company is able to pay its debts as they fall due in the ordinary course of business.

As at 31 December 2024, the share premium of the Company amounted to approximately HK\$1,735,566,000 (2023: approximately HK\$1,718,929,000), representing the amount of reserves available for distribution to equity shareholders of the Company (subject to the Company being able to pay its debts as they fall due in the ordinary course of business immediately following such distribution).

Property, Plant and Equipment

Details of movements in property, plant and equipment of the Group during the year are set out in note 14 to the consolidated financial statements.

Goodwill and Intangible Assets

Goodwill and intangible assets arising from acquisition of the Goldstream Companies since 2018 accounted for significant portion in the Group's total assets. At 31 December 2024, under IFRS we had approximately HK\$197,965,000 of goodwill and HK\$10,520,000 of intangible assets (HK\$10,520,000 of which are intangible assets with indefinite lives). Goodwill and intangible assets with indefinite lives are tested at the cash generating unit level ("CGU") or group of CGUs level. A CGU comprises the smallest group of assets that are capable of generating largely independent cash flows and is either a business segment or a level below. Management performed test on 31 December 2024 and the year ended 31 December 2024 demonstrated that there was no impairment of goodwill or intangible assets with indefinite lives.

REPORT OF DIRECTORS (continued)

The recoverable amount of the IM business CGUs was based on its value-in-use and was determined with reference to the valuation performed by Greater China Appraisal Limited, an independent professional qualified valuer not connected with the Group. The calculation uses cash flow projections based on financial budgets covering a five year period and terminal growth. The growth rates used to extrapolate cash flow projections beyond the five year period do not exceed the long-term average growth rate for the industry.

The key assumptions, such as average annual assets under management incremental rate for five year period were 12.3% (2023: 29.5%) and compound annual portfolio return rate during five year period ranged between 3.0% to 21.0% (2023: between 3.0% to 16.0%). The key assumptions are determined with reference to historical performance of IM Business, industry growth, economic conditions, management's past experience, current operation, market data and trend.

As at 31 December 2024, the recoverable amount of IM business amounted to approximately HK\$272,208,000 (2023: approximately HK\$371,306,000). As the carrying amount of the CGUs did not exceed its respective recoverable amount, certain headroom is available. Changes in key assumptions including average annual assets under management incremental rate, compound annual portfolio return rate, discount rate and terminal growth rate may result in impairment charges in the future, which could be material. Impairment charges could occur in the future as a result of changes in economic conditions. The goodwill testing for 2025 will be updated based on the conditions that exist in 2025 and may result in impairment charges, which could be material.

In the coming year, the Group will continue to increase its fund raising, marketing effort and identify other investment opportunities in respect of the SDI business to maximise returns for the equity shareholder of the Company. Despite exploring opportunity of receiving additional investments from existing clients in the future, the Group also aim at sustainable growth of client portfolio with new institutional client at the same time. Details of which are set out in the section headed "Prospects" of this report.

CONTINUING CONNECTED TRANSACTIONS

(A) Investment Management Agreement

On 12 October 2021, Goldstream Capital Management Limited ("GCML") (a wholly-owned subsidiary of the Company) and Hony Capital Group, L.P. ("HCG") entered into an investment management agreement (the "Existing Investment Management Agreement"), pursuant to which GCML was appointed as the investment manager in respect of the provision of investment management services by GCML and its affiliates, being any entity that directly or indirectly through on or more intermediaries controls, is controlled by or is under common control with GCML (the "Affiliates", collectively referred to as the "GCML Group"), to HCG, any direct or indirect holding or subsidiary company of HCG (other than entities under control of the Company) and any entities, whether partnerships, companies or otherwise from time to time, owned or controlled by, or under common control with, HCG (the "Hony Capital Group") in pursuit of certain investment objectives and subject to certain investment restrictions.

As the Existing Investment Management Agreement was expired by the end of 2023, on 29 December 2023, GCML and HCG entered into the New Investment Management Agreement (the "New Investment Management Agreement") in respect of the provision of investment management services by GCML Group to Hony Capital Group for a term of three years commencing from 1 January 2024 to 31 December 2026 (both dates inclusive), unless otherwise terminated in accordance with the New Investment Management Agreement.

The proposed annual caps for the fees receivable by GCML under the New Investment Management Agreement for each of the three years ending 31 December 2026 will be HK\$20,000,000 per year.

The actual transaction amount under the New Investment Management Agreement for the year ended 31 December 2024 was approximately HK\$8,423,000, which did not exceed the annual cap for the year ended 31 December 2024.

Please refer to the announcement of the Company dated 29 December 2023 for details of the New Investment Management Agreement.

REPORT OF DIRECTORS (continued)

HCG is managed by Hony Group Management Limited (as sole general partner), which is owned as to 80% by Hony Managing Partners Limited. Hony Managing Partners Limited is in turn a wholly-owned subsidiary of Exponential Fortune Group Limited, which is owned as to 49% by Mr. Zhao John Huan. As each of Hony Group Management Limited, Hony Managing Partners Limited and Exponential Fortune Group Limited is an indirect holding company of the Company and Mr. Zhao is a Director, and HCG, being their associate, is a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the Existing Investment Management Agreement and the New Investment Management Agreement constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The independent non-executive Directors have, for the purpose of Rule 14A.55 of the Listing Rules, reviewed the continuing connected transactions set out above in relation to the New Investment Management Agreement and have confirmed that these continuing connected transactions have been entered into by the Group (i) in the ordinary and usual course of its business of the Group; (ii) on normal commercial terms or better; and (iii) according to the agreement governing them on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole.

Pursuant to Rule 14A.56 of the Listing Rules, the Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued and provided to the Board its unqualified letter containing its findings and conclusions in respect of the continuing connected transactions disclosed by the Group on page 20 of the Annual Report in accordance with Rule 14A.56 of the Listing Rules.

Save as disclosed above, the Directors consider that those related party transactions disclosed in Note 31 to the financial statements did not fall under the definition of "connected transactions" or "continuing connected transactions" (as the case may be) in Chapter 14A of the Listing Rules which are required to comply with any of the reporting, announcement or independent shareholders' approval requirements under the Listing Rules. The Directors confirm that the Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules.

CONNECTED TRANSACTIONS

(A) Lease Agreements

On 28 March 2024, Hony Capital Limited ("Hony Capital") (as sublessor) and the Company (as sublessee) entered into a sublease (the "Hong Kong Sublease Agreement"), pursuant to which, Hony Capital agreed to sublet certain office space with gross floor area of approximately 1,055 square feet situated at Suite 7008, 70/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong to the Company for a term of 28 months commencing from 1 April 2024 to 31 July 2026 (both days inclusive). The rent is HK\$291,479 per month.

On 28 March 2024, 深圳市弘毅恒盛置業有限公司 (Shenzhen Hongyi Hengsheng Real Estate Co., Ltd*) ("Shenzhen Hongyi Hengsheng") (as lessor) and 弘毅金涌資產管理（深圳）有限公司 (Hony Goldstream Asset Management Shenzhen Limited*) ("GAMSL") (as lessee) entered into a lease agreement (the "Shenzhen Lease Agreement"), pursuant to which, Shenzhen Hongyi Hengsheng agreed to let certain office space with gross floor area of approximately 100 square meters situated at C2 on the 4th floor Apartment, Office Building, Hongyi Building, No. 1 Financial Street, Nanshan Street, Qianhai Shenzhen Hong Kong Cooperation Zone, Shenzhen to GAMSL for a term of three (3) years commencing from 1 April 2024 to 31 March 2027 (both days inclusive). The rent is RMB320,000 per year and the management fee is RMB260 per month.

Each of Hony Capital and Shenzhen Hongyi Hengsheng is wholly owned by HCG, being a connected person of the Company. Details of the Group's connected relationship with HCG are set out in the section headed "Continuing Connected Transactions – (A) Investment Management Agreement" of this report. Accordingly, the transactions contemplated under the two lease agreements constituted connected transactions of the Company under Chapter 14A of the Listing Rules.

Details of the Hong Kong Sublease Agreement and the Shenzhen Lease Agreement are set out in the announcement of the Company dated 28 March 2024.

REPORT OF DIRECTORS (continued)

(B) Feasible Result Acquisition, USFL Acquisition and TechStar Acquisition

On 28 June 2024, the Group entered into sale and purchase agreements with each of United Strength Dignity Limited ("USDL"), Expand Ocean Two Limited ("EOTL") and United Strength Honor Limited ("USHL"), in relation to the Feasible Result Acquisition, the USFL Acquisition and the TechStar Acquisition, respectively.

Each of USDL, EOTL and USHL is indirectly wholly-owned by HCG, being a connected person of a Company under Chapter 14A of the Listing Rules. Details of the Group's connected relationship with HCG are set out in the section headed "Continuing Connected Transactions – (A) Investment Management Agreement" of this report. Accordingly, the entering into of the three sale and purchase agreements and the respective transactions contemplated thereunder constituted connected transactions of the Company under Chapter 14A of the Listing Rules.

Further details of the Acquisitions (including, among other things, purpose, consideration and terms) are set out in the section headed "Material Acquisitions or Disposals" in this report, announcements of the Company dated 28 June 2024, 31 October 2024 and 7 January 2025, and the circular of the Company dated 30 September 2024.

DIRECTORS

Executive Directors

Directors who held office during the year and up to the date of this report:

- Mr. Zhao John Huan (趙令歡) (*Chairman*)
- Mr. Geng Tao (耿濤) (*Chief Executive Officer*) (*resigned on 22 January 2024*)
- Mr. Gao Ziqi (高子奇) (*Chief Executive Officer*) (*appointed on 22 January 2024*)

Non-Executive Director

- Mr. Tam Terry Sze Ying (譚仕英)

Independent Non-Executive Directors

- Mr. Jin Qingjun (靳慶軍)
- Mr. Lee Kin Ping Christophe (李建平)
- Mr. Shu Wa Tung Laurence (舒華東)
- Ms. Ge Xin (葛新) (*appointed on 4 October 2024*)

Pursuant to Article 84(1) of the Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third), shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Jin Qingjun and Mr. Shu Wa Tung Laurence, being Directors to retire by rotation in accordance with the Articles, will retire and being eligible, offer themselves for re-election at the forthcoming annual general meeting ("AGM") of the Company.

In addition, Ms. Ge Xin was appointed by the Board as an independent non-executive Director on 4 October 2024 and pursuant to Article 83(3) of the Articles, Ms. Ge Xin shall hold office only until the first annual general meeting of the Company after her appointment and shall be eligible for re-election. Accordingly, Ms. Ge Xin will retire and being eligible, offer herself for re-election at the AGM.

REPORT OF DIRECTORS (continued)

Confirmation of Independence

The Company has received from each of its independent non-executive Directors an annual confirmation of his or her independence. The Board is satisfied with the independence of each of the independent non-executive Directors with reference to the factors set out in Rule 3.13 of the Listing Rules. The Company considers that all the independent non-executive Directors are independent.

Directors' Service Contracts

Each of Mr. Zhao John Huan and Mr. Gao Ziqi entered into a service agreement with the Company for a term of three years, commencing on 28 December 2018 and 22 January 2024 respectively.

Mr. Geng Tao entered into a service agreement with the Company for a term of three years, commencing on 13 September 2022. Mr. Geng Tao resigned as an executive Director and the chief executive officer of the Company with effect from 22 January 2024 due to his other business commitments.

Mr. Tam Terry Sze Ying entered into a service agreement with the Company for an initial term of one year commencing on 22 April 2022 and will continue thereafter for successive one-year terms which may be terminated by either party thereto giving to the other not less than one month's prior notice in writing.

Each of Mr. Jin Qingjun, Mr. Lee Kin Ping Christophe and Mr. Shu Wa Tung Laurence entered into an appointment letter with the Company for an initial term of one year commencing on 1 December 2019 and Ms. Ge Xin entered into an appointment letter with the Company for an initial term of one year commencing on 4 October 2024, and will continue thereafter for successive one-year terms which may be terminated by either party thereto giving to the other not less than one month's prior notice in writing.

None of the Directors being proposed for re-election at the forthcoming AGM has a service contract with the Company or its subsidiaries which is not determinable by the Company within one year without payment of compensation other than statutory compensation. All the Directors are subject to retirement by rotation and re-election pursuant to the provisions of the Listing Rules and the Articles.

Permitted Indemnity Provision

Pursuant to section 164 of the Articles, every Director is entitled to be indemnified out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which he or she may sustain or concur in or omitted in or about the execution of his or her duties, provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of the Directors. Such permitted indemnity provision was in force throughout the year ended 31 December 2024 and as of the date of this report.

The Company has arranged appropriate directors' liability insurance coverage for the Directors of the Group during the year ended 31 December 2024.

Contract of Significance

Save for the service contracts of the Directors and the contracts as set out in the paragraph – "Continuing Connected Transactions" and "Connected Transactions" as disclosed above, (i) no contract of significance transaction, arrangement or in which a Director or any entity connected with such Director had a material interest, whether directly or indirectly, subsisted at the end of the year under review or at any time during the year under review; and (ii) no contract of significance was entered into between the Company or any of its subsidiaries and the Company's controlling shareholders or any of its subsidiaries during the year ended 31 December 2024.

REPORT OF DIRECTORS (continued)

DIRECTORS AND SENIOR MANAGEMENT

The brief biographical details of Directors and senior management are set out in pages 45 to 48 of this report.

Directors' Remuneration and Five Employees with Highest Emoluments

Details of Directors' remuneration and five employees with highest emoluments are set out in notes 8 and 33(a) to the consolidated financial statements.

No emoluments have been paid to the Directors or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the year ended 31 December 2024 (2023: Nil). No Director waived or agreed to waive any emoluments during the year ended 31 December 2024 (2023: Nil).

During the year ended 31 December 2024, no emoluments were paid by the Group to any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office (2023: Nil).

Defined Contribution Retirement Schemes

The amounts of contributions and details of the Group's defined contribution retirement schemes are set out in notes 8 and 2.2.10(a) to the consolidated financial statements. No forfeited contributions are available to reduce the contribution payable by the Group in the future years.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 December 2024, so far as known to the Directors, the Directors and the chief executive of the Company had the following interests and short positions in the shares, underlying shares or the debentures of Company or any of its associated corporation within the meaning of part XV of the SFO, which would have to be notified to the Company and the Stock Exchange pursuant to the provision of Divisions 7 and 8 of Part XV of the SFO (including interests, and/or short positions of which they were taken or deemed to have under such provisions of the SFO) and/or required to be entered in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Model Code for Securities Transaction by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 of the Listing Rules:

Interests in Shares and Underlying Shares of the Company – Long Position

Name of Director	Total interest in shares or underlying shares	Capacity	Approximate percentage of the Company's share capital
Mr. Zhao John Huan	7,802,539,321	Interest in controlled corporation (Note)	60.81%

Note:

Hony Gold Holdings, L.P. is managed by Hony Gold GP Limited (as general partner). Hony Gold GP Limited is a wholly-owned subsidiary of Hony Group Management Limited, which is owned as to 80% by Hony Managing Partners Limited. Hony Managing Partners Limited is a wholly-owned subsidiary of Exponential Fortune Group Limited, which is owned by Mr. Zhao John Huan as to 49%. As such, Mr. Zhao John Huan, Exponential Fortune Group Limited, Hony Managing Partners Limited, Hony Group Management Limited and Hony Gold GP Limited are deemed to be interested in the shares in which Hony Gold Holdings, L.P. is interested under the SFO.

Save as disclosed above, as at 31 December 2024, none of the Directors nor the chief executive of the Company had any interests or short positions in any shares, underlying shares and/or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest and/or short positions which were taken or deemed to have under such provisions of the SFO), or which were recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or which would have to be notified to the Company and the Stock Exchange pursuant to the Model Code.

REPORT OF DIRECTORS (continued)

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

As at 31 December 2024, so far as known to the Directors, the persons or corporations (other than the Directors or chief executive of the Company) with interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which would be recorded in the register of the Company required to be kept under section 336 of the SFO were as follows:

Interests in Shares or Underlying Shares of the Company – Long Position

Name	Capacity	Number of Shares	Approximate percentage of interests
Hony Gold Holdings, L.P.	Beneficial owner	7,802,539,321 (Note 1)	60.81%
Hony Gold GP Limited	Interest in controlled corporation	7,802,539,321 (Note 1)	60.81%
Hony Group Management Limited	Interest in controlled corporation	7,802,539,321 (Note 1)	60.81%
Hony Managing Partners Limited	Interest in controlled corporation	7,802,539,321 (Note 1)	60.81%
Exponential Fortune Group Limited	Interest in controlled corporation	7,802,539,321 (Note 1)	60.81%
Glory Moment Investments Ltd.	Beneficial owner	840,000,000 (Note 2)	6.55%
Advanced Summit Ventures Limited	Interest in controlled corporation	840,000,000 (Note 2)	6.55%
Mr. Zhao Wen	Interest in controlled corporation	840,000,000 (Note 2)	6.55%
Bestgrand Chemicals Group Limited	Beneficial owner	705,868,596 (Note 4)	5.50%
Mr. Huang Shaokang	Interest in controlled corporation	705,868,596 (Note 4)	5.50%
Ms. Yip Chi Yu	Interest of spouse	705,868,596 (Note 4)	5.50%
Ms. Kwok King Wa	Beneficial owner	684,900,000 (Note 3)	5.34%
Mr. Li Kin Shing	Interest of spouse	684,900,000 (Note 3)	5.34%

Notes:

- Hony Gold Holdings, L.P. is managed by Hony Gold GP Limited (as general partner). Hony Gold GP Limited is a wholly-owned subsidiary of Hony Group Management Limited, which is owned as to 80% by Hony Managing Partners Limited. Hony Managing Partners Limited is a wholly-owned subsidiary of Exponential Fortune Group Limited, which is owned by Mr. Zhao John Huan as to 49%. As such, Mr. Zhao John Huan, Exponential Fortune Group Limited, Hony Managing Partners Limited, Hony Group Management Limited and Hony Gold GP Limited are deemed to be interested in the shares in which Hony Gold Holdings, L.P. is interested under the SFO.
- Glory Moment Investments Limited is a wholly-owned subsidiary of Advanced Summit Ventures Limited, which is wholly owned by Mr. Zhao Wen. As such, Mr. Zhao Wen and Advanced Summit Ventures Limited are deemed to be interested in the shares in which Glory Moment Investments Limited is interested under the SFO.
- The 684,900,000 Shares are held by Ms. Kwok King Wa in person. Mr. Li Kin Shing is the spouse of Ms. Kwok King Wa and therefore is deemed to have 684,900,000 Shares held by Ms. Kwok King Wa under the SFO.
- Bestgrand Chemicals Group Limited is wholly owned by Mr. Huang Shaokang. As such, Mr. Huang Shaokang is deemed to be interested in the shares in which Bestgrand Chemicals Group Limited is interested under the SFO. Ms. Yip Chi Yu is the spouse of Mr. Huang Shaokang and therefore is deemed to be interested in the 705,868,596 shares in which Mr. Huang Shaokang is interested under the SFO.

Save as disclosed above, as at 31 December 2024, so far as known to the Directors, there was no other person (other than the Directors or chief executive of the Company) with interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which would be recorded in the register of the Company required to be kept under section 336 of the SFO.

SHARE OPTION SCHEME

The Company has adopted a share option scheme (the “Share Option Scheme”) at the annual general meeting held on 4 June 2020, for the purposes of providing incentives or rewards to eligible participants (including employees, executives or officers, directors including non-executive directors and independent non-executive directors, advisers, consultants, suppliers, customers and agents of the Company or any of its subsidiaries) for their contribution or potential contribution to the Group. The Share Option Scheme will remain in force for 10 years from 4 June 2020. As at the date of this report, the remaining life of the Share Option Scheme is approximately 5 years and 2 months.

The maximum number of shares which may be issued upon exercise of all options granted and to be granted under the Share Option Scheme is 1,134,647,232 shares, representing 10% and approximately 8.84% of the shares of the Company in issue as at the date of adoption of the Share Option Scheme and as at the date of this report, respectively. The maximum number of shares issuable under share options granted to each eligible participant in the Share Option Scheme (including exercised, cancelled and outstanding options) within any 12-month period up to and including the date of grant is limited to 1% of the shares of the Company in issue as at the date of grant. Any grant or further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting. A grant of share options under the Share Option Scheme to a director, chief executive or substantial shareholder of the Company, or to any of their associates, is subject to approval in advance by the independent non-executive directors (excluding any independent non-executive director who is the grantee of the options). In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, which would result in the shares issued and to be issued, upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding), to such person in the 12-month period up to and including the date of the grant in excess of 0.1% of the shares of the Company in issue and with an aggregate value (based on the closing price of the Company’s shares at the date of grant) in excess of HK\$5 million, are subject to shareholders’ approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 30 days from the date of offer upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determined by the directors, save that such a period shall not be more than 10 years from the date of offer of the share options and subject to the provisions for early termination as set out in the Share Option Scheme. Under the provisions of the Share Option Scheme, the Board has the discretion to impose any minimum period for which an option has to be held and/or any performance target required to be achieved before such option may be exercised.

The exercise price of the share options shall be not less than the highest of (i) the closing price of the Company’s shares as quoted on the Stock Exchange on the date of offer of the share options; (ii) the average closing price of the Company’s shares as quoted on the Stock Exchange for the five trading days immediately preceding the date of offer; and (iii) the nominal value of a share of the Company on the date of offer.

As at 1 January 2024 and 31 December 2024, being the beginning and the end of the year under review, the number of options available for grant under the Share Option Scheme limit was approximately 1,021,187,000. No service provider sublimit was set under the Share Option Scheme.

REPORT OF DIRECTORS (continued)

Movement of the Share Options Granted

Details of movement of the share options granted under the Share Option Scheme during the year ended 31 December 2024 were as follows:

Grantees	Date of grant	Exercise price per option (HK\$)	Exercise period	Number of options					Outstanding at 31 December 2024 '000	Closing price of the Company's shares immediately before grant of the options (HK\$)
				Outstanding at 1 January 2024 '000	Granted during the year '000	Exercised during the year '000	Lapsed during the year '000	Cancelled during the year '000		
Mr. Lam Tsan Fai Fergus (being a senior management)	21 September 2020	0.07	21/9/2020 – 20/9/2030	113,460	-	-	-	-	113,460	0.067

Notes:

- (a) These options were vested in 5 tranches as follows: 20% on each of 21 September 2020, 31 December 2020, 31 December 2021, 31 December 2022 and 31 December 2023 and are exercisable during a 10-year period commencing the respective dates of vesting. Details of the share options granted are set out in the Company's announcement dated 21 September 2020. The closing price of the shares immediately before the date on which the options were granted (i.e. 18 September 2020) was HK\$0.067 per Share.
- (b) Save as disclosed above, no share options were granted, exercised, lapsed or cancelled during the year ended 31 December 2024.

SHARE AWARD SCHEME

The Company adopted a share award scheme (the "Share Award Scheme") on 21 September 2020, for the purposes of attracting new and motivating existing talents and retaining both in the Group. The Share Award Scheme shall be valid and effective for a term of 10 years from the adoption date and is administered by the Board and the trustee of the Share Award Scheme. Pursuant to the transitional arrangements for share schemes as at 1 January 2023 published by the Stock Exchange, with respect to share award schemes utilising general mandate, issuers may only grant shares under general mandate until the second annual general meeting after 1 January 2023. Noting the expiry of the said transitional period and the rules of the Share Award Scheme, any future awards to be made under the Share Award Scheme may comprise only existing Shares purchased from the open market by the trustee (save for the 63,538,000 outstanding awarded shares which are exercisable and may be satisfied by the issuance of new shares under the specific mandate as approved by the Company's shareholders on 27 August 2021). As at the date of this report, the remaining life of the Share Award Scheme is approximately 5 years and 5 months. Pursuant to the Share Award Scheme, the total number of shares to be awarded under the Share Award Scheme shall not exceed 15% of the total number of issued shares of the Company from time to time. Having considered (i) the total number of issued shares of the Company, (ii) the shares awarded under the Share Award Scheme and (iii) the awards which lapsed and were treated as returned shares, as at 1 January 2024 and 31 December 2024, being the beginning and the end of the year under review, the number of awards available for grant under the Share Award Scheme limit was approximately 1,507,226,000 and 1,712,210,000, respectively. The maximum number of share which may be awarded to a selected participant but unvested under the Share Award Scheme shall not exceed 1% of total number of issued shares of the Company from time to time.

Participants of the Share Award Scheme are any employee(s) (including without limitation any director) of any member of the Group, as selected by the Board pursuant to the scheme rules to participate in the scheme. The Board will also be entitled to determine the applicable vesting date, vesting period and conditions (including the amount, if any, payable on application or acceptance of the award and the period within which payments must or may be made or loans for such purposes must be repaid and the grant price) as it deems appropriate in its absolute discretion for vesting of the awarded shares.

REPORT OF DIRECTORS (continued)

During the year ended 31 December 2024, the Company did not grant any awarded shares pursuant to the Share Award Scheme. Details of movement of shares awarded under the Share Award Scheme during the year were as follows:

Grantee	Date of grant	Unvested awards as at 1 January 2024 '000	Number of shares cancelled during the year '000	Number of shares lapsed during the year '000	Number of shares issued and vested during the year '000	Unvested awards as at 31 December 2024 '000	Vesting period	Grant price
Mr. Lam Tsan Fai Fergus (being a senior management)	21 September 2020	68,076	-	(4,538)	-	63,538 (Note (b))	21/9/2020 – 31/12/2024 (Note (a))	HK\$0.0345 per awarded share

Notes:

- (a) The awarded shares were scheduled to be vested in 5 tranches within the vesting period. The grant price of each awarded share was HK\$0.0345, being 50% of the average closing price of approximately HK\$0.069 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant. The closing price of the shares immediately before the date on which the awards were granted (i.e. 18 September 2020) was HK\$0.67 per Share.
- (b) As at the date of this report, on the basis that the grantee fulfilled his relevant performance targets of the Share Award Scheme, the Board has approved the vesting of a total of 63,538,000 awarded shares to the grantee. The vesting of such awarded shares remains subject to fulfillment of other vesting conditions and applicable requirements under the Listing Rules.
- (c) Save as disclosed above, no share awards were granted, exercised, lapsed or cancelled during the year ended 31 December 2024.

Since the adoption date, a total of 334,720,000 shares had been awarded under the Share Award Scheme, representing approximately 2.61% of the total number of issued shares of the Company as at 31 December 2024.

As no option or award was granted during the year ended 31 December 2024, the number of shares that may be issued in respect of options and awards granted under all schemes during the year ended 31 December 2024 divided by the weighted average number of shares in issue for the year ended 31 December 2024 is nil.

THE PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles or the laws of the Cayman Islands. According to the laws of the Cayman Islands, the Company should issue new shares on a pro-rata basis to existing shareholders of the Company.

TAX RELIEF AND EXEMPTION

The Company is not aware of any tax relief and exemption available to its shareholders by reason of their holding of the Company's securities.

CLOSURE OF REGISTER OF MEMBERS

The forthcoming AGM will be held on Thursday, 5 June 2025. The register of members will be closed from Monday, 2 June 2025 to Thursday, 5 June 2025, both days inclusive. In order to ascertain the members' entitlement to the attendance of the forthcoming AGM, all share transfers documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, namely Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 30 May 2025.

REPORT OF DIRECTORS (continued)

DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this report, during the year under review, there was no right to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or the chief executive of the Company or their respective spouse or minor children, or were any such rights exercised by them, or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or the chief executive of the Company to acquire such rights in any other body corporate.

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

During the year ended 31 December 2024, neither the Company nor any of its subsidiaries has redeemed, purchased, sold or cancelled any listed securities (including sale of treasury shares) of the Company. As at 31 December 2024, the Company did not hold any treasury shares.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year and up to the date of this report, none of the Directors nor their respective associates was considered to have interests in a business that competes or is likely to compete, either directly or indirectly, with the businesses of the Group other than those businesses where the Directors have been appointed or were appointed as directors to represent the interests of the Company and/or the Group.

CORPORATE GOVERNANCE

The corporate governance report adopted by the Company is set out on pages 31 to 44 of this report.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, as at latest practicable date prior to the issue of this report, the Company has maintained a sufficient public float of at least 25% of the Company's total issued share capital being held by the public.

CHARITABLE DONATIONS

During the year, the Group did not make charitable contributions and other donations (2023: Nil).

AUDITOR

The accompanying consolidated financial statements have been audited by PricewaterhouseCoopers who will retire and, being eligible, offer themselves for re-appointment at the forthcoming AGM.

AUDIT COMMITTEE

The annual results for the year ended 31 December 2024 have been reviewed by the audit committee of the Company.

CHANGES IN DIRECTORS' AND CHIEF EXECUTIVE'S BIOGRAPHICAL DETAILS UNDER RULE 13.51B(1) OF THE LISTING RULES

Save as disclosed in the section headed "Profile of Directors, Senior Management and Company Secretary", there is no other change in Directors' biographical details which is required to be disclosed pursuant to rule 13.51B(1) of the Listing Rules since the date of the 2024 interim report of the Company.

REPORT OF DIRECTORS (continued)

EVENTS AFTER THE REPORTING PERIOD

On 28 June 2024, the Group entered into a sale and purchase agreement to acquire 3,200 shares in United Strength Fortune Limited ("USFL"), representing 32% of the total issued share capital of USFL, at the total consideration of US\$5 million. Completion of such acquisition took place on 7 January 2025. USFL is a company incorporated in the British Virgin Islands with limited liability and a wholly owned subsidiary of Expand Ocean Two Limited which is subject to common control of Mr. Zhao John Huan, the ultimate shareholder of the Group. It is principally engaged in investment holding.

On 21 February 2025, the Group subscribed for 780,000 shares in Marketingforce Management Ltd ("Marketingforce Shares") through a placing agent at an aggregate consideration of approximately HK\$46.80 million (exclusive of transaction costs) ("Subscription"). Within a 12-month period prior to the said subscription, the Group acquired in aggregate 264,400 Marketingforce Shares through on-market transactions conducted on the Stock Exchange for an aggregate consideration of approximately HK\$15.86 million (exclusive of transaction costs) ("Acquisition"). The Subscription and Acquisition, on an aggregated basis, constituted a discloseable transaction of the Company and was subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

On 7 March 2025, the Board proposed to implement the share consolidation on the basis that every fifty existing shares of par value of HK\$0.01 each in the issued and unissued share capital of the Company be consolidated into one consolidated share of par value of HK\$0.5 each and subject to the share consolidation becoming effective, a change in board lot size from 10,000 existing shares to 1,000 consolidated shares. The implementation of the share consolidation will be conditional upon, among other things, approval by the shareholders of the Company. Details of the proposed share consolidation and the proposed change in board lot size are set out in the Company's announcement dated 7 March 2025.

Save as disclosed in this report, there were no significant events after the reporting period up to the date of approval of this report.

On behalf of the Board

Goldstream Investment Limited

ZHAO JOHN HUAN

Chairman

Hong Kong, 28 March 2025

* for identification purpose only

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE CULTURE

The Company is committed to ensuring that its affairs are conducted in accordance with high ethical standards. This reflects its belief that, in the achievement of its long-term objectives, it is imperative to act with probity, transparency and accountability. By so acting, the Company believes that shareholder wealth will be maximised in the long term and that its employees, those with whom it does business and the communities in which it operates will all benefit.

Corporate governance is the process by which the Board instructs management of the Group to conduct its affairs with a view to ensuring that its objectives are met. The Board is committed to maintaining and developing robust corporate governance practices that are intended to ensure:

- satisfactory and sustainable returns to its shareholders;
- that the interests of those who deal with the Company are safeguarded;
- that overall business risk is understood and managed appropriately;
- the delivery of high-quality products and services to the satisfaction of customers; and
- that high standards of ethics are maintained.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standards of corporate governance to protect the interests of the shareholders of the Company. Throughout the year ended 31 December 2024, the Company has complied with all the code provisions as set out in Part 2 of the Corporate Governance Code (the “CG Code”) contained in Appendix C1 of the Listing Rules in force during the year.

The Board believes that high corporate governance standards are essential in providing a framework for the Company to safeguard the interests of its shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

MODEL CODE FOR DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted its own code of conduct (the “Code of Conduct”) which is not more lenient than the Model Code as set out in Appendix C3 of the Listing Rules. Specific enquiry to all Directors has been made and the Company has confirmed that the Directors have complied with the required standard set out in the Model Code and the Code of Conduct during the year ended 31 December 2024.

BOARD OF DIRECTORS

Board composition

The Board currently comprises seven Directors. The following are the members of the Board throughout the year ended 31 December 2024 and up to the date of this report:

Executive Directors

- Mr. Zhao John Huan (*Chairman*)
- Mr. Geng Tao (*Chief Executive Officer*) (*resigned on 22 January 2024*)
- Mr. Gao Ziqi (*Chief Executive Officer*) (*appointed on 22 January 2024*)

CORPORATE GOVERNANCE REPORT (continued)

Non-executive Director

- Mr. Tam Terry Sze Ying

Independent Non-Executive Directors

- Mr. Jin Qingjun
- Mr. Lee Kin Ping Christophe
- Mr. Shu Wa Tung Laurence
- Ms. Ge Xin (*appointed on 4 October 2024*)

Mr. Gao Ziqi, who has been appointed as the executive Director on 22 January 2024, has obtained the legal advice referred to in Rule 3.09D of the Listing Rules that are applicable to him as a director of a listed issuer and the possible consequences of making a false declaration or giving false information to the Stock Exchange on 19 January 2024, and he has confirmed he understood his obligations as a director of a listed issuer.

Ms. Ge Xin, who has been appointed as the independent non-executive Director on 4 October 2024, has obtained the legal advice referred to in Rule 3.09D of the Listing Rules that are applicable to her as a director of a listed issuer and the possible consequences of making a false declaration or giving false information to the Stock Exchange on 26 August 2024, and she has confirmed she understood her obligations as a director of a listed issuer.

The profile of the Chairman of the Board and other Directors of the Board is set out in pages 45 to 48 of this report.

The Company has distinguished the roles of the Chairman and Chief Executive Officer of the Company in accordance with code provision C.2.1 of Part 2 of the CG Code, which requires the roles of the chairman of the board and the chief executive officer of the Company to be separated and should not be performed by the same individual.

In conformity to the Board Diversity Policy adopted by the Company in August 2013, the composition of the Board reflects the necessary balance of skills, experience and diversity of perspectives desirable for effective leadership of the Company and independence in decision-making.

In addition, the functions of the Board and the management are clearly established and set out in writing for delegation of day-to-day operational responsibility to the management of the Company.

None of the members of the Board is related to one another.

Functions and Duties of the Board

The Board is responsible for the Company's business strategy, interim and annual results, succession planning, risk management, significant acquisitions, sales, capital transactions, and other significant operational and financial issues. The Board delegates to the Company's management the following duties: preparation of interim and annual reports for the Board's review before their publication, formulation of business execution strategy, definition and enforcement of company policies, implementation of adequate internal control systems, design of sound risk management, guidance, and compliance with the relevant laws and regulations.

The Directors may have access to the advice and services of the company secretary of the Company with a view to ensure that the board procedures, and all applicable rules and regulations, are followed.

In addition, the Directors may, upon reasonable request, seek independent professional advice in appropriate circumstance at the Company's expenses. The Board shall resolve to provide separate appropriate independent professional advice to the Directors to assist the relevant Directors to discharge their duties.

CORPORATE GOVERNANCE REPORT (continued)

Board Independence Evaluation

The Company has established a Board Independence Evaluation Mechanism which sets out the processes and procedures to ensure a strong independent element on the Board, which allows the Board effectively exercises independent judgment to better safeguard the interests of its shareholders.

The objectives of the evaluation are to improve Board effectiveness, maximise strengths, and identify the areas that need improvement or further development. The evaluation process also clarifies what actions of the Company need to be taken to maintain and improve the Board performance, for instance, addressing individual training and development needs of each Director.

Pursuant to the Board Independence Evaluation Mechanism, the Board will conduct annual review on its independence. The Board Independence Evaluation Report will be presented to the Board which will collectively discuss the results and the action plan for improvement, if appropriate.

During the year ended 31 December 2024, all Directors have completed the independence evaluation in the form of a questionnaire individually. The Board Independence Evaluation Report was presented to the Board and the evaluation results were satisfactory.

During the year ended 31 December 2024, the Board reviewed the implementation and effectiveness of the Board Independence Evaluation Mechanism and the results were satisfactory.

Appointment, Re-election and Removal of Directors

In compliance with Rules 3.10(1) and (2) of the Listing Rules, the Company has appointed sufficient number of independent non-executive Directors with at least one of them having appropriate professional qualifications or accounting or related financial management expertise. The independent non-executive Directors, together with the executive Directors and non-executive Director, ensure that the Board prepares its financial and other mandatory reports in strict compliance with the relevant standards and that appropriate systems are in place to protect the interest of the Company and its shareholders. The Company has received an annual confirmation of independence from each of the independent non-executive Directors and considers that their independence is in compliance with the Listing Rules as at the date of this report.

The term of appointment of each non-executive Director (including independent non-executive Director) is for a period of one year, subject to retirement by rotation and re-election at the AGM in accordance with the Articles.

In accordance with the Articles, at each AGM one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Such retiring Directors may, being eligible, may offer themselves for re-election at the AGM. Any Directors appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his/her appointment and be eligible for re-election.

Board Meetings

The Board regularly meets in person or through other electronic means of communication at least four times every year to determine overall strategic direction and objectives and approve interim and annual results, and other significant matters. Notices of regular Board meetings are duly given to all Directors, who are all given an opportunity to attend and include matters in the agenda for discussion. Apart from regular meetings, senior management from time to time provides Directors information on activities and development of the businesses of the Group. The company secretary records the proceedings of each Board meeting by keeping minutes, including the record of all decisions by the Board together with concerns raised and dissenting views expressed (if any). Drafts of Board minutes are circulated to all Directors for comment and approval as soon as practicable after the meeting. All minutes are open for inspection at any reasonable time on request by any Director.

Each Director ensures that he can give sufficient time, commitments and attention to the affairs of the Company for the year.

CORPORATE GOVERNANCE REPORT (continued)

During the year under review, the Board of Directors held four meetings. The following is the attendance record of the Board meetings:

Name of Directors	Number of Meetings Attended
Mr. Zhao John Huan (<i>Executive Director and Chairman</i>)	3/4
Mr. Gao Ziqi (<i>Executive Director and Chief Executive Officer</i>) (appointed on 22 January 2024)	4/4
Mr. Geng Tao (<i>Executive Director and Chief Executive Officer</i>) (resigned on 22 January 2024)	0/0
Mr. Tam Terry Sze Ying (<i>Non-Executive Director</i>)	4/4
Mr. Jin Qingjun (<i>Independent Non-Executive Director</i>)	4/4
Mr. Lee Kin Ping Christophe (<i>Independent Non-Executive Director</i>)	4/4
Mr. Shu Wa Tung Laurence (<i>Independent Non-Executive Director</i>)	4/4
Ms. Ge Xin (<i>Independent Non-Executive Director</i>) (appointed on 4 October 2024)	0/0

Besides the meetings held above, Directors will hold meetings for special issues as appropriate. Apart from regular Board meetings, the Chairman also held a meeting with the independent non-executive Directors without the presence of other Directors during the year.

Directors' Training

As part of an ongoing process of directors' training, the Directors are updated with latest developments regarding the Listing Rules and other applicable regulatory requirements from time to time to ensure compliance of the same by all Directors. All Directors are encouraged to attend external forum or training courses on relevant topics which may count towards continuous professional development training. Continuing briefings and professional development to Directors will be arranged whenever necessary.

Pursuant to code provision C.1.4 of Part 2 of the CG Code, all directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the board remains informed and relevant. During the year and up to the date of this report, all Directors have participated in appropriate continuous professional development activities either by attending training courses or by reading materials relevant to the Company's business or to the Directors' duties and responsibilities.

The participation by individual Directors during the year ended 31 December 2024 is recorded in the table below.

Name of Directors	Attended
Mr. Zhao John Huan (<i>Executive Director and Chairman</i>)	✓
Mr. Gao Ziqi (<i>Executive Director and Chief Executive Officer</i>) (appointed on 22 January 2024)	✓
Mr. Geng Tao (<i>Executive Director and Chief Executive Officer</i>) (resigned on 22 January 2024)	✓
Mr. Tam Terry Sze Ying (<i>Non-Executive Director</i>)	✓
Mr. Jin Qingjun (<i>Independent Non-Executive Director</i>)	✓
Mr. Lee Kin Ping Christophe (<i>Independent Non-Executive Director</i>)	✓
Mr. Shu Wa Tung Laurence (<i>Independent Non-Executive Director</i>)	✓
Ms. Ge Xin (<i>Independent Non-Executive Director</i>) (appointed on 4 October 2024)	✓

Note:

- seminar(s)/course(s)/conference(s)/forums relevant to the business or directors' duties and responsibilities
- reading newspaper, journals, regulatory updates and relevant materials

CORPORATE GOVERNANCE REPORT (continued)

Directors' and Officers' Liabilities Insurance

Pursuant to code provision C.1.8 of Part 2 of the CG Code, appropriate insurance cover for the Directors' and officers' liabilities in respect of legal actions against the Directors and officers of the Company arising out of corporate activities of the Group has been arranged by the Company.

BOARD COMMITTEES

The Company has established three Board committees (the "Board Committees"), namely the audit committee, the remuneration committee and the nomination committee to assist the Board in discharging its duties and responsibilities. The Board Committees are provided with sufficient resources to discharge their duties and are able to obtain outside independent professional advice in connection with their duties at the Company's expenses.

Audit committee

The Company has established an audit committee ("Audit Committee") with written terms of reference in accordance with the requirements of the CG Code. The primary duties of the Audit Committee are among others, to review and supervise the financial reporting processes and internal control procedures of the Group and to provide advice and comments to the Board accordingly. The Audit Committee consists of the three independent non-executive Directors of the Company, namely, Mr. Jin Qingjun, Mr. Lee Kin Ping Christophe and Mr. Shu Wa Tung Laurence. Mr. Shu Wa Tung Laurence is chairman of the Audit Committee.

During the year under review, the Audit Committee held two meetings to review the Company's interim and annual reports and the consolidated financial statements of the Group and consider any significant or unusual items and discuss with external auditors before submission to the Board, review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement and review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditor.

During the year under review, the Audit Committee held two meetings and the attendance record of the meetings is as follows:

Name of Directors	Number of Meetings Attended
Mr. Shu Wa Tung Laurence (<i>Independent Non-Executive Director and Chairman of the Audit Committee</i>)	2/2
Mr. Jin Qingjun (<i>Independent Non-Executive Director</i>)	2/2
Mr. Lee Kin Ping Christophe (<i>Independent Non-Executive Director</i>)	2/2

The Audit Committee has reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2024 and is of the opinion that the audited consolidated financial statements complied with applicable accounting standards, Listing Rules and that adequate disclosures have been made.

Auditors' Remuneration

The Audit Committee is responsible for considering the appointment of the external auditors and reviewing other non-audit functions performed by the external auditors, including whether such non-audit functions have any potential significant negative impact on the Company.

Remuneration for auditing services and non-auditing services provided by the external auditors for the year ended 31 December 2024 are set out in note 10 to the consolidated financial statements. Auditors' remuneration for non-auditing services includes remuneration paid/payable to auditors for providing service regarding the major and connected transactions during the year.

CORPORATE GOVERNANCE REPORT (continued)

Nomination committee

The Company has established a nomination committee ("Nomination Committee") with written terms of reference in accordance with the requirements of the CG Code. The Nomination Committee comprises one executive Director namely Mr. Zhao John Huan and two independent non-executive Directors namely Mr. Jin Qingjun and Mr. Shu Wa Tung Laurence. Mr. Zhao John Huan has been appointed as the chairman of the Nomination Committee. The Nomination Committee is mainly responsible for (i) formulating nomination policy which sets out the selection criteria and process in relation to nomination and appointment of Directors of the Company for the Board's consideration and implementing the Board's approved nomination policy; (ii) reviewing the structure, size and composition of the Board and the Board Diversity Policy; (iii) making recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (iv) identifying individuals suitably qualified to become Board members; and (v) assessing the independence of independent non-executive Directors.

The Nomination Committee met once during the year under review to review the structure, size and composition of the Board and the independence of the independent non-executive Directors, and to consider the qualifications of the retiring Directors standing for election at the AGM. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained.

Pursuant to code provision B.2.3 of Part 2 of the CG Code, if an independent non-executive Director has served more than 9 years, his/her further appointment should be subject to a separate resolution to be approved by shareholders. As at the date of this report, none of the independent non-executive Directors have served the Company for more than 9 years.

During the year under review, the Nomination Committee held one meeting and the attendance record of the meeting is as follows:

Name of Directors	Number of Meetings Attended
Mr. Zhao John Huan (<i>Executive Director, Chairman of the Board and the Nomination Committee</i>)	0/1
Mr. Jin Qingjun (<i>Independent Non-Executive Director</i>)	1/1
Mr. Shu Wa Tung Laurence (<i>Independent Non-Executive Director</i>)	1/1

Furthermore, the Nomination Committee has reviewed the annual confirmation of independence submitted by the independent non-executive Directors, assessed their independence and reviewed the structure, size and composition including the skills, knowledge and experience of the Board.

Board Diversity policy

The Company has recognised the importance of diversity in the boardroom and its benefits to the Company, and the Board has revised the terms of reference of the Nomination Committee to incorporate the elements of board diversity. Thereafter, the Board Diversity Policy was adopted in August 2013. The following is a summary of the Board Diversity Policy:

- reviewing and assessing the composition of the Board to maintain an appropriate range and balance of talents, skills, experience and background on the Board;
- recommending candidates for appointment to the Board by considering merit against objective criteria and with due regard for the benefits of diversity on the Board; and
- conducting the annual review of the effectiveness of the Board by considering the balance of talents, skills, experience, independence and knowledge of the Board and the diversity of the Board.

CORPORATE GOVERNANCE REPORT (continued)

The achievement of these criteria will be measurable on an objective review, which can enhance the diversity of background and experience of individual directors and the effectiveness of the Board in promoting shareholders' interests.

The Board will consider setting measurable objectives to implement the Board Diversity Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives.

The Nomination Committee and the Board will review the implementation and effectiveness of the Board Diversity Policy on an annual basis to ensure its effectiveness.

Gender Diversity

The Company has achieved gender diversity with a female director on the Board, and targets to maintain at least the current level of female representation. The Company will consider increasing the proportion of female members as appropriate when selecting and making recommendations on suitable candidate(s) for Board appointments. The Company will also aim to achieve gender diversity and set measurable objectives when recruiting staff at mid to senior level so that it will have a pipeline of female senior management and potential successors to the Board going forward.

During the year ended 31 December 2024, the Board was not aware of any mitigating factors or circumstances which make achieving gender diversity across the workforce (including senior management) more challenging or less relevant. For the details on the gender ratio in the workforce (including senior management), please refer to the environmental, social and governance report of the Company for the year ended 31 December 2024 which will be published on the websites of the Company (www.goldstreaminvestment.com) and the Stock Exchange (www.hkexnews.hk).

Director Nomination policy

The Company has adopted a Director Nomination Policy which sets out the selection criteria and process and the Board succession planning considerations in relation to nomination and appointment of Directors of the Company and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

The nomination process set out in the Director Nomination Policy is as follows:

Appointment of New Director

- (i) The Nomination Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, referral by other member of the management and external recruitment agents.
- (ii) The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new Director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
- (iii) If the process yields one or more desirable candidates, the Nomination Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).
- (iv) The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.

CORPORATE GOVERNANCE REPORT (continued)

- (v) For any person that is nominated by a shareholder of the Company for election as a Director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

Where appropriate, the Nomination Committee and/or the Board should make recommendation to the shareholders of the Company in respect of the proposed election of Director at the general meeting.

Re-election of Director at General Meeting

- (i) The Nomination Committee and/or the Board should review the overall contribution and service to the Company of the retiring Director and the level of participation and performance on the Board.
- (ii) The Nomination Committee and/or the Board should also review and determine whether the retiring Director continues to meet the criteria as set out above.
- (iii) The Nomination Committee and/or the Board should then make recommendation to the Company's shareholders in respect of the proposed re-election of Director at the general meeting.

Where the Board proposes a resolution to elect or re-elect a candidate as Director at the general meeting, the relevant information of the candidate will be disclosed in the circular to the Company's shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the Listing Rules and/or applicable laws and regulations.

The Director Nomination Policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following:

- Character and integrity;
- Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- Diversity in all aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
- Requirements of independent non-executive Directors on the Board and independence of the proposed independent non-executive Directors in accordance with the Listing Rules; and
- Commitment in respect of available time and relevant interest to discharge duties as a member of the Board and/or Board Committee(s).

The Director Nomination Policy also sets out the procedures for the selection and appointment of new Directors and re-election of Directors at general meetings.

The Nomination Committee will review the Director Nomination Policy, as appropriate, to ensure its effectiveness.

Remuneration committee

The Company has established a remuneration committee ("Remuneration Committee") with written terms of reference in compliance with the CG Code. The Remuneration Committee comprises one non-executive Director, namely, Mr. Tam Terry Sze Ying, and two independent non-executive Directors, namely Mr. Jin Qingjun and Mr. Lee Kin Ping Christophe. Mr. Jin Qingjun has been appointed as the chairman of the Remuneration Committee. The primary duties of the Remuneration Committee are, amongst other things, to review and determine the terms of remuneration packages, bonuses and other compensation payable to the Directors and senior management and to make recommendation to the Board on the Group's policy and structure for all remuneration of the Directors and senior management.

During the year under review, the Remuneration Committee held one meeting and the attendance record of the meeting is as follows:

Name of Directors	Number of Meetings Attended
Mr. Jin Qingjun (<i>Independent Non-Executive Director and Chairman of the Remuneration Committee</i>)	1/1
Mr. Tam Terry Sze Ying (<i>Non-Executive Director</i>)	1/1
Mr. Lee Kin Ping Christophe (<i>Independent Non-Executive Director</i>)	1/1

The Remuneration Committee members have considered and reviewed the service contracts of the executive Directors, non-executive Director, the independent non-executive Directors and senior management. The Remuneration Committee members are of the opinion that the provisions of the service contracts of the executive Directors, non-executive Director, the independent non-executive Directors and senior management are fair.

During the remuneration committee meeting held on 26 March 2024, the vesting of 22,692,000 awarded shares had been approved. Save as disclosed above, no material matter was reviewed or approved by the Remuneration Committee relating to share schemes of the Company during the year ended 31 December 2024.

In addition, the Remuneration Committee has made recommendations to the Board to establish a more formal and transparent procedure for determining the remuneration packages of individual senior management.

The Company's remuneration policy is to ensure that the remuneration offered to employees, including Directors and senior management, is based on skill, knowledge, responsibilities and involvement in the Company's affairs. The remuneration packages of executive Directors are also determined with reference to the Company's performance and profitability, the prevailing market conditions and the performance or contribution of each executive Director. The remuneration for the executive Directors comprises basic salary, pensions and discretionary bonus. The remuneration policy for independent non-executive Directors is to ensure that independent non-executive Directors are adequately compensated for their efforts and time dedicated to the Company's affairs, including their participation in Board committees. The remuneration for the independent non-executive Directors mainly comprises Director's fee which is determined with reference to their duties and responsibilities by the Board. Individual Directors and senior management have not been involved in deciding their own remuneration.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The particulars regarding Directors’ remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix D2 to the Listing Rules are set out in notes 8 and 33(a) to the consolidated financial statements.

In addition, pursuant to code provision E.1.5 of Part 2 of the CG Code, the annual remuneration of members of the senior management by band for the year ended 31 December 2024 is set out below:

Remuneration band	Number of individuals
HK\$3,500,001 to HK\$4,000,000	1

CORPORATE GOVERNANCE FUNCTIONS

The Board has delegated the corporate governance functions to the Audit Committee with the following duties:

- to develop and review the Company’s policies and practices on corporate governance and make recommendations on changes and updating;
- to review and monitor the training and continuous professional development of Directors;
- to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors;
- to review the Company’s compliance with the CG Code and disclosure in the Corporate Governance Report; and
- such other corporate governance duties and functions set out in the CG Code (as amended from time to time) for which the Board are responsible.

During the year ended 31 December 2024, the Audit Committee performed the corporate governance functions as stated above.

FINANCIAL REPORTING

The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Group in accordance with the statutory requirements and accounting standards and other financial disclosure requirements under the Listing Rules. The Directors also acknowledge their responsibilities to ensure that the consolidated financial statements of the Group are published in a timely manner as required by the Listing Rules.

The Directors have prepared the financial statements in accordance with the International Financial Reporting Standards issued by the International Accounting Standards Board. Appropriate accounting policies have also been used and applied consistently except the adoption of revised standards, amendments to standards and interpretation.

The Directors were not aware of any material uncertainties relating to events or conditions that may cast significant doubt on the Group’s ability to continue as a going concern.

The external auditor’s statement about reporting responsibility is set out on pages 51 to 52 of this report.

CORPORATE GOVERNANCE REPORT (continued)

COMPANY SECRETARY

Ms. Lai Janette Tin Yun ("Ms. Lai") has been appointed as the company secretary of the Company since 28 January 2022. Ms. Lai is currently a senior manager of Tricor Services Limited (a member of Vistra Group), a global professional services provider specializing in integrated business, corporate and investor services. Lam Tsan Fai, Fergus, Chief Financial Officer has been designated as the primary contact person at the Company which would work and communicate with Ms. Lai on the Company's corporate governance and secretarial and administrative matters.

The biographical details of Ms. Lai is set out in the section of Profile of Directors, Senior Management and Company Secretary on page 48 of this report.

Pursuant to Rule 3.29 of the Listing Rules during the year under review, Ms. Lai has undertaken not less than 15 hours of relevant professional training to update her skill and knowledge.

BUSINESS STRATEGIES AND OBJECTIVES

The Group's objectives are to expand its geographical coverage, customer base and type of services. The current business strategy is disclosed in the section of Management Discussion and Analysis of this report.

INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for maintaining sound and effective internal control and risk management systems in order to safeguard the Group's assets and shareholders' interests and reviewing the effectiveness of the Company's internal control and risk management systems on an annual basis so as to ensure that internal control and risk management systems in place are adequate. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives; and can only provide reasonable and not absolute assurance against material misstatement or loss. The Audit Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of the internal control and risk management systems.

The Company's risk management and internal control systems have been developed with the following principles, features and processes:

- (1) Identify significant risks in the Company's operation environment that potentially impact the business and various aspects including key operational and financial processes, regulatory compliance and information security;
- (2) Evaluate the impacts of those risks on the Company's business and the likelihood of occurrence;
- (3) Determine the risk management strategies and internal control processes to prevent, avoid or mitigate the risks; and
- (4) Perform ongoing monitoring, review and revise the strategies and processes in case of any significant change of situation, ensuring effective communication to the Audit Committee and the Board on all findings and the effectiveness of the systems regularly.

The Company has conducted a review of its system of internal control periodically (at least annually) to ensure the effectiveness and adequacy of the internal control system. The Company convened meetings periodically to discuss financial, operational and risk management control.

During the year ended 31 December 2024, the Board has reviewed the effectiveness of the internal control and risk management systems of the Group to ensure that a sound system is maintained and operated by the management in compliance with the agreed procedures and standards. The review covered all material controls, including financial, operational and compliance controls and risk management functions. The annual review also covered the financial reporting and internal audit function as well as staff qualifications, experiences and relevant resources. The Directors are of the opinion that the existing internal control and risk management systems are adequate and effective.

CORPORATE GOVERNANCE REPORT (continued)

The Company has in place the Whistleblowing Policy for employees of the Company and those who deal with the Company to raise concerns, in confidence and anonymity, with the Audit Committee about possible improprieties in any matters related to the Company.

The Company also has in place the Anti-Corruption Policy to safeguard against corruption and bribery within the Company. The Company has an internal reporting channel that is open and available for employees of the Company to report any suspected corruption and bribery. Employees can also make anonymous reports to the Chief Executive Officer and the Audit Committee, which is responsible for investigating the reported incidents and taking appropriate measures. The Company continues to carry out anti-corruption and anti-bribery activities to cultivate a culture of integrity, and actively organizes anti-corruption training and inspections to ensure the effectiveness of anti-corruption and anti-bribery.

The Company has developed its disclosure policy which provides a general guide to the Company's Directors, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries. Control procedures have been implemented to ensure that unauthorized access and use of inside information are strictly prohibited.

INTERNAL AUDIT FUNCTIONS

The Company has engaged an independent external professional firm to perform internal audit ("IA") function, which consists consisted of professional staffs with relevant expertise. The IA is independent of the Group's daily operation and carries out assessment of the risk management and internal control systems. It provides objective assurance to the Board that a sound internal control system is in place and operated by the management by conducting interviews, walkthroughs and tests of operating effectiveness.

INVESTOR RELATIONS

The Company has disclosed necessary information in compliance with the Listing Rules. The Company meets the media and investors on a regular basis and answers questions of the shareholders of the Company.

The attendance of members of the Board at the general meeting held during the year ended 31 December 2024 is as follows:

Name of Directors	Number of Meeting Attended
Mr. Zhao John Huan (<i>Executive Director and Chairman</i>)	2/2
Mr. Geng Tao (<i>Executive Director and Chief Executive Officer</i>) (<i>resigned on 22 January 2024</i>)	0/0
Mr. Gao Ziqi (<i>Executive Director and Chief Executive Officer</i>) (<i>appointed on 22 January 2024</i>)	2/2
Mr. Tam Terry Sze Ying (<i>Non-Executive Director</i>)	2/2
Mr. Jin Qingjun (<i>Independent Non-Executive Director</i>)	2/2
Mr. Lee Kin Ping Christophe (<i>Independent Non-Executive Director</i>)	2/2
Mr. Shu Wa Tung Laurence (<i>Independent Non-Executive Director</i>)	2/2
Ms. Ge Xin (<i>Independent Non-Executive Director</i>) (<i>appointed on 4 October 2024</i>)	0/1

In addition, interim/annual reports, announcements and press releases are posted on the Company's website at <https://www.goldstreaminvestment.com/> as well as the website of the Stock Exchange at www.hkexnews.hk which are constantly being updated in a timely manner and contain additional information on the Group's business.

SHAREHOLDERS' RIGHTS

Convening an extraordinary general meeting

Pursuant to Article 58 of the Articles, extraordinary general meetings of the Company (the "EGM(s)") shall also be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Company Secretary for the purpose of requiring an EGM to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within twenty one days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s), as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Putting enquiries to the Board

Shareholders may at any time make enquiries to the Board or make a request for the Company's information to the extent such information is publicly available. Any such questions shall be directed to the Board at the Company's head office and principal place of business in Hong Kong at Suite 7008, 70/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong. Shareholders should provide their full name, contact details and identification in order to give effect thereto.

Putting forward proposals at general meeting

The procedures for shareholders to put forward proposals at general meeting include a written notice of proposals being submitted by shareholders, addressed to the Board of Directors at our head office. Specific enquiries by shareholders requiring the Board's attention can be sent in writing to the Board of Directors at the Company's head office. Other general enquiries can be directed to the Company through the Company's website.

Shareholders' Communication Policy

The Company has in place a Shareholders' Communication Policy. The policy aims at promoting effective communication with shareholders and other stakeholders of the Company, encouraging shareholders to engage actively with the Company and enabling shareholders to exercise their rights as the Company's shareholders effectively. During the year ended 31 December 2024, the Board reviewed the implementation and effectiveness of the Shareholders' Communication Policy and the results were satisfactory.

The Company has established a number of channels for maintaining an on-going dialogue with its shareholders as follows:

(a) *Corporate Communication*

"Corporate Communication" as defined under the Listing Rules refers to any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to the following documents of the Company: (a) the Directors' report, annual accounts together with a copy of the auditor's report and, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form. The Corporate Communication of the Company will be published on the Stock Exchange's website (www.hkexnews.hk) in a timely manner as required by the Listing Rules. Corporate Communication will be provided to holders of the Company's securities in both English and Chinese versions or where permitted, in a single language, in a timely manner as required by the Listing Rules. Holders of the Company's securities shall have the right to choose the language (either English or Chinese) or means of receipt of the Corporate Communication (in printed form or through electronic means).

(b) *Announcements and Other Documents pursuant to the Listing Rules*

The Company shall publish announcements (on inside information, corporate actions and transactions etc.) and other documents (e.g. Memorandum and Articles of Association) on the Stock Exchange's website in a timely manner in accordance with the Listing Rules.

CORPORATE GOVERNANCE REPORT (continued)

(c) *Corporate Website*

Any information or documents of the Company posted on the Stock Exchange's website will also be published on the Company's website at <https://www.goldstreaminvestment.com/>.

(d) *Shareholders' Meetings*

The annual general meeting and other general meetings of the Company are primary forum for communication between the Company and its Shareholders. The Company shall provide Shareholders with relevant information on the resolutions(s) proposed at a general meeting in a timely manner in accordance with the Listing Rules. The information provided shall be reasonably necessary to enable Shareholders to make an informed decision on the proposed resolution(s). Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at the meetings for and on their behalf if they are unable to attend the meetings. Where appropriate or required, the Chairman of the Board and other Board members, the chairmen of board committees or their delegates, and the external auditors should attend general meetings of the Company to answer Shareholders' questions (if any). The chairman of the independent board committee (if any) should also be available to answer questions at any general meeting to approve a connected transaction or any other transaction that is subject to independent Shareholders' approval.

(e) *Shareholders' Enquiries*

Enquiries about Shareholdings

Shareholders should direct their enquiries about their shareholdings to the Company's branch share registrar, Tricor Investor Services Limited, via its online holding enquiry service at <https://srhk.vistra.com>, or send email to is-enquiries@vistra.com or call its hotline at (852) 2980 1333, or go in person to its public counter at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

Enquiries about Corporate Governance or Other Matters to be put to the Board and the Company

The Company will not normally deal with verbal or anonymous enquiries. Shareholders may send any enquiries to the Board by email: postmaster@goldstreaminvestment.com or by post to Suite 7008, 70/F, Two International Finance Centre, 8 Finance Street, Central, Hong Kong.

The Company has reviewed the implementation and effectiveness of the Shareholders' Communication Policy conducted during the year ended 31 December 2024, including measures and arrangements for the general meetings, the handling of queries from investors and the channels of communication in place, and considered such Shareholders' Communication Policy to be effective.

CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2024, there has not been any change in the Company's memorandum and articles of association. The latest version of the Company's memorandum and articles of association is available on the websites of the Company and the Stock Exchange.

PROFILE OF DIRECTORS, SENIOR MANAGEMENT AND COMPANY SECRETARY

EXECUTIVE DIRECTORS

Mr. ZHAO JOHN HUAN (趙令歡), Mr. Zhao, aged 62, was appointed as an executive Director in December 2018. He is the chairman of Hony Capital Limited ("Hony Capital"), which is an alternative investment management group focusing on opportunities in China. Mr. Zhao has extensive experience in senior management positions at several public companies, including as a non-executive director of Legend Holdings Limited (stock code: 3396.HK), a non-executive director of China Glass Holdings Limited (stock code: 3300.HK), a non-executive director of Lenovo Group Limited (stock code: 992.HK), a non-executive director and Chairman of the board of Hony Media Group (stock code: 0419.HK) and an executive director and the chairman of the board of Best Food Holding Company Limited (stock code: 1488.HK).

Mr. Zhao was a non-executive director of Zoomlion Heavy Industry Science and Technology Co., Ltd. (stock code: 1157.HK, 000157.SZ), a non-executive director of Shanghai Jin Jiang International Hotels Co. Ltd. (stock code: 600754.SS), ENN Natural Gas Co., Ltd. (stock code: 600803.SS), Eros STX Global Corporation (stock code: NYSE: ESGC), and Simcere Pharmaceutical Group Limited (stock code: 2096.HK).

Mr. Zhao graduated with a bachelor's degree in Physics from Nanjing University. He also obtained dual Master's degrees in Electronic Engineering and Physics from Northern Illinois University, and a master of management degree from the Kellogg School of Management at Northwestern University.

MR. GENG TAO (耿濤), Mr. Geng, aged 42, was appointed as an executive Director in September 2022. He is a managing director of Hony Capital. Mr. Geng has joined Hony Capital in April 2021 and joined the Group as an executive Director and the Chief Executive Officer with effect from 13 September 2022. He is in charge of the corporate financing activities of Hony Capital. Mr. Geng holds a Master of Philosophy from University of Cambridge and a Bachelor Degree of Computer Science and Technology from Beihang University. Prior to joining Hony Capital, he had served at various financial institutions. He has accumulated extensive practical experience in the financial industry. Mr. Geng resigned as executive Director and the Chief Executive Officer of the Company with effect from 22 January 2024.

MR. GAO ZIQI (高子奇), aged 37, has been appointed as an executive Director and the Chief Executive Officer of the Company, as well as the chief executive officer of Goldstream Capital Management Limited ("GCML"), a wholly owned subsidiary of the Company, with effect from 22 January 2024. Mr. Gao has been appointed as the director of GCML and Goldstream Securities Limited ("GSL"), a wholly owned subsidiary of the Company, with effect from 22 February 2024. Mr. Gao was previously a managing director at Greater Bay Area Development Fund Management Limited ("GBADFM Limited") from June 2019 until he joined the Company in January 2024. He joined GBADFM Limited in June 2019 and was responsible for leading investments in the consumer and retail sectors in China. He was also a responsible officer for their Type 1, 4 and 9 regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"). Prior to joining GBADFM Limited, Mr. Gao worked for 8 years at Goldman Sachs (Asia) in the investment banking division as an executive director, where he led various capital market transactions in Asia.

Mr. Gao obtained a bachelor's degree in Mathematics with First Class Honors from Imperial College, London and a master's degree in Mathematics from Columbia University, New York City. With his strong educational foundation and extensive experience in the finance industry, Mr. Gao will bring valuable expertise to his role as an executive Director and the Chief Executive Officer.

NON-EXECUTIVE DIRECTOR

MR. TAM TERRY SZE YING (譚仕英), Mr. Tam, aged 63, was appointed as a non-executive Director in April 2022. He is a managing director and chief financial officer of Hony Capital. Mr. Tam has over 20 years' experience in providing accounting and tax consulting services for multinational corporations and private equity institutions. Prior to joining Hony Capital, he was a partner of PricewaterhouseCoopers. He also holds a Bachelor Degree in tax accounting from Golden Gate University.

INDEPENDENT NON-EXECUTIVE DIRECTORS

MR. JIN QINGJUN (靳慶軍), aged 67, was appointed as an independent non-executive Director in December 2019. He is currently a partner of King & Wood Mallesons. His major areas of practice include securities, finance, investment, corporate, insolvency as well as foreign-related legal affairs. Mr. Jin has solid jurisprudence theory base and extensive legal practice experience. He has been adhering to work on major jobs in the past three decades, winning a higher reputation in the industry and among peers. Mr. Jin is one of the first lawyers who are granted Security Qualification Certificate in the PRC, focusing on securities-related legal affairs for more than 31 years. Mr. Jin has previously worked as general counsel of Shenzhen Stock Exchange and a member of its Listing Supervisory Council, and he is currently a legal counsel for various financial institutions, securities companies, and listed companies at home and abroad.

Mr. Jin currently serves as an independent non-executive director of Times China Holdings Limited (a company listed on the Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"), stock code: 1233), Central Development Holdings Limited (a company listed on the Hong Kong Stock Exchange, stock code: 475), Prinx Chengshan Holdings Limited (a company listed on the Hong Kong Stock Exchange, stock code: 1809); and a director of Shenzhen Kingkey Smart Agriculture Times Co., Ltd (a company listed on the Shenzhen Stock Exchange, stock code: 000048); and an independent director of Zhongtai Securities Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600918). Mr. Jin was an independent director of Shenzhen Cheng Chung Design Co., Ltd. from September 2014 to February 2024 (a company listed on the Shenzhen Stock Exchange, stock code: 002811); an independent non-executive director of Sino-Ocean Group Holding Ltd. from March 2016 to August 2024 (a company listed on the Hong Kong Stock Exchange, stock code: 3377); and an independent director of Bank of Tianjin Co., Ltd. from March 2017 to January 2025 (a company listed on the Hong Kong Stock Exchange, stock code: 1578).

Mr. Jin is the adjunct professor at the School of Law, Renmin University of China; arbitrator of Shenzhen Court of International Arbitration, mediator of Shenzhen Securities and Futures Dispute Resolution Centre; the PRC legal counsel of US Court of Appeals for the Washington D.C Circuit, and a member of the National Equities Exchange and Quotations Review Committee. Mr. Jin obtained his B.A. in English from Anhui University in 1982. He received his master's degree in International Law from China University of Political Science and Law in 1987. Mr. Jin also received a completion certificate for a program from Harvard Kennedy School of Harvard University in 2009.

MR. LEE KIN PING CHRISTOPHE (李建平), aged 55, was appointed as an independent non-executive Director in December 2019. He is currently the Deputy CEO of Sun Hung Kai Capital Partners Limited, as well as its responsible officer for Type 1, 4 and Type 9 regulated activities under the SFO. He has over 19 years of experience in asset management. He had been appointed as an independent non-executive director of Gracell Biotechnologies Inc. (a company listed on NASDAQ, stock code: GRCL) since July 2021 to March 2024. From January 2023 to April 2023, he was a responsible officer of IDEG Asset Management (Hong Kong) Limited for Type 1, 4 and Type 9 regulated activities under the SFO. From November 2019 to August 2022, he was a responsible officer of Lotus Asset Management Limited for Type 1, 4 and Type 9 regulated activities under the SFO. From June 2019 to September 2019, he was a licensed representative of Zheng He Capital Management Limited for Type 4 and Type 9 regulated activities under the SFO. From January 2019 to May 2019, he was a responsible officer of Lotus Asset Management Limited for Type 4 and Type 9 regulated activities under the SFO. From July 2015 to July 2018, he was a responsible officer of MZ Asset Management Limited for Type 9 regulated activities under the SFO. From May 2014 to August 2014, he was a responsible officer of Fenex Capital Management Limited for Type 9 regulated activities under the SFO. He was a licensed representative for Type 9 regulated activities under the SFO from September 2010 to November 2011 and a responsible officer for Type 9 regulated activities under the SFO from November 2010 to March 2011 of FrontPoint Management (Hong Kong), Ltd. He was the chief financial officer of OrbusNeich Medical Company Ltd. from March 2012 to March 2017, and its senior advisor from March 2017 to June 2018. He worked in Sun Hung Kai & Co. group companies from August 2000 to August 2010 with his last position as Head of Corporate Development. He worked in Goldman Sachs (Asia) LLC from February 1997 to July 2000 with his last position as executive director of the Investment Management Division. Mr. Lee was appointed as a committee member of the New Business Committee of the Financial Services Development Council of Hong Kong by the Hong Kong SAR government from March 2013 to March 2019. He was the chairman of the Hong Kong Branch of the Alternative Investment Management Association from September 2004 to August 2012. Mr. Lee was appointed as a member of the Securities and Futures Commission Advisory Committee by the Hong Kong SAR government from June 2007 to May 2009. He obtained a Bachelor of Applied Science Degree from the University of Pennsylvania in 1991.

PROFILE OF DIRECTORS, SENIOR MANAGEMENT AND COMPANY SECRETARY (continued)

MR. SHU WA TUNG LAURENCE (舒華東), Mr. Shu, aged 52, was appointed as an independent non-executive Director in December 2019. Mr. Shu has over 30 years of experience in audit, corporate finance, investment banking and financial management. He joined Deloitte Touche Tohmatsu (“Deloitte”) in 1994 and later became a manager of the Reorganisation Services Group of Deloitte and joined Deloitte & Touche Corporate Finance Limited (a corporate finance service company of Deloitte) as a manager from 2001 to 2002. From 2002 to 2005, Mr. Shu was an associate director of Goldbond Capital (Asia) Limited. From May 2005 to July 2008, he served as the chief financial officer and company secretary of Texhong Textile Group Limited (a company listed on the Hong Kong Stock Exchange, stock code: 2678) overseeing the group’s financial management functions. From July 2008 to June 2010, Mr. Shu served as the chief financial officer of Rongsheng Heavy Industries Holdings Limited (熔盛重工控股有限公司) and oversaw the group’s financial management functions and corporate finance activities as well as the daily management of the group’s finance department. From July 2010 to July 2018, he served as the chief financial officer of Petro-king Oilfield Services Limited (a company listed on the Hong Kong Stock Exchange, stock code: 2178) and was responsible for the group’s financial, accounting and legal functions. From August 2018 to November 2019, Mr. Shu served as the chief financial officer of Brainhole Technology Limited (a company listed on the Hong Kong Stock Exchange, stock code: 2203) and was responsible for its overall financial strategies and daily financial function. Mr. Shu is an independent non-executive director of Chengdu Expressway Co., Ltd. (a company listed on the Hong Kong Stock Exchange, stock code: 1785) from November 2016 to September 2022, Riverine China Holdings Limited (a company listed on the Hong Kong Stock Exchange, stock code: 1417) since November 2017, Twintek Investment Holdings Limited (a company listed on the Hong Kong Stock Exchange, stock code: 6182) since December 2017, Termbray Industries International (Holdings) Limited (a company listed on the Stock Exchange, stock code: 0093) since April 2022 and Texhong International Group Limited (a company listed on the Stock Exchange, stock code: 2678) since May 2023. Mr. Shu has been the chief financial officer of ContiOcean Environment Tech Group Co., Ltd. (“ContiOcean” a company listed on the Stock Exchange, stock code: 2613) since September 2020, he was appointed as a director of ContiOcean in December 2022 and re-designated as an executive director of ContiOcean in July 2024.

Mr. Shu graduated from Deakin University, Australia in 1994 with a bachelor degree in Business majoring in Accounting. He received his CPA accreditation from the Hong Kong Institute of CPAs in 1997 and is currently a member of the Hong Kong Institute of CPAs. He also completed his CFO Programme at 中歐國際工商學院 (China Europe International Business School) in 2009. He became a member of the Hong Kong Independent Non-Executive Directors Association since May 2019. He also received an executive Master of Business Administration degree from Washington University in St. Louis in the United States in May 2022.

MS. GE XIN (葛新), Ms. Ge, aged 48, has been appointed as an independent non-executive Director with effect from 4 October 2024. Ms. Ge is the founding partner of G-Bridge Partners, an investment and advisory firm that focuses on cross-border business building and venture scaling, operating in Europe and Asia, since September 2022. Ms. Ge served as an advisor of Du Xiaoman from February 2022 to December 2022 and was a senior vice president and the chief financial officer of Du Xiaoman from May 2019 to January 2022. Prior to that, she served as a partner of Ares Management Private Equity Group from June 2014 to December 2018. From August 2005 to May 2014, Ms. Ge served as a managing director at the investment banking division at Goldman Sachs. She was a sponsor principal of Goldman Sachs (Asia) L.L.C. and a responsible officer from January 2012 to May 2014, in respect of Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities. She worked at PricewaterhouseCoopers in Beijing and San Francisco from July 1998 to June 2003. Ms. Ge has served as an independent non-executive director of Keep Inc. (stock code: 3650.HK) since July 2023.

Ms. Ge was a Certified Public Accountant in the United States. Ms. Ge received her dual bachelor’s degrees in English literature and economics from Peking University in June 1998. She received her master’s degree in business administration from Harvard Business School in June 2005.

On 25 March 2025, the board of directors of the Company was notified by Ms. Ge that Ms. Ge was a director of Hyperganic Pte. Ltd., a private company limited by shares incorporated in Singapore, until January 2025, and a director of Hyperganic Technologies GmbH, a private company limited by shares incorporated in Germany, until September 2024. Both companies are currently undergoing creditors’ voluntary liquidation (the “Proceedings”) in Singapore and Germany respectively. Based on information available to the Company, these two companies are primarily engaged in additive manufacturing software technologies and applications which are unrelated to the operation of the Group. Ms. Ge confirmed that she is not a party to the Proceedings, and is not aware of any current or potential claim that has been or will be made against her as a result of such Proceedings.

PROFILE OF DIRECTORS, SENIOR MANAGEMENT AND COMPANY SECRETARY (continued)

SENIOR MANAGEMENT

MR. LAM TSAN FAI FERGUS (林贊輝), aged 64, joined the Group in 2015. He is the chief financial officer and the chief operating officer of the Company. He is also a director of GCML. He is responsible for the business operations of GCML and GSL, both SFC licensed corporations and subsidiaries of the Company. Mr. Lam joined Hony Capital in 2015 with over 25 years of experience in the financial sector serving various senior management positions. He is experienced in business and risk management, compliance, back office operations, technology and finance. Before joining Hony Capital, Mr. Lam worked at Keywise Capital Management (HK) Limited for 5 years as managing director, chief compliance officer and chief operating officer. Prior to that, Mr. Lam served as chief operating officer and director of business operations for 6 years at Chi Capital Securities Limited, a SFC licensed corporation. Before that, Mr. Lam worked at Goldman Sachs, Hong Kong and New York from 1994 to 2002 as executive director. He was head of Asia Equities Technology responsible for Goldman Sachs' global institutional sales and trading systems development. Mr. Lam received a First Class Honor Bachelor degree in Computing Science from Imperial College, University of London in 1982 and a Master degree in Computing from Birkbeck College, University of London in 1985.

COMPANY SECRETARY

MS. LAI JANETTE TIN YUN (賴天恩), aged 36, has been the company secretary of the Company since 28 January 2022. She is currently a senior manager of Company Secretarial Services Division of Tricor Services Limited (a member of Vistra Group), a global professional services provider specializing in integrated Business, Corporate and Investor Services. Ms. Lai has over 12 years of experience in the corporate secretarial field and has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies. Ms. Lai currently holds company secretary or joint company secretary positions in multiple companies listed on the Hong Kong Stock Exchange. Ms. Lai is a Chartered Secretary, a Chartered Governance Professional and an associate of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

INDEPENDENT AUDITOR'S REPORT



羅兵咸永道

Independent Auditor's Report
To the Shareholders of Goldstream Investment Limited
(incorporated in the Cayman Islands with limited liability)

OPINION

What we have audited

The consolidated financial statements of Goldstream Investment Limited (the "Company") and its subsidiaries (the "Group"), which are set out on pages 53 to 129, comprise:

- the consolidated statement of financial position as at 31 December 2024;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

INDEPENDENT AUDITOR'S REPORT (continued)

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter identified in our audit is related to impairment assessment of goodwill arising from the acquisition of Goldstream Capital Management Limited and Goldstream Securities Limited (collectively the "Goldstream Companies").

Key Audit Matter

Impairment assessment of goodwill arising from the acquisition of Goldstream Companies

Refer to Note 2.2.4(a), 2.2.5, 4(a)(i) & 17 to the consolidated financial statements.

As at 31 December 2024, the Group has a goodwill of HK\$197,833,000 arising from the acquisition of the Goldstream Companies in November 2018

Goodwill with an indefinite useful life is subject to impairment assessment annually.

Management performed goodwill impairment assessment on an operating segment – the investment management business, and assessed the recoverable amount based on value in use.

The value in use is determined by using the discounted cash flow forecast and various key assumptions and estimates including projected revenue, discount rate and terminal growth rate.

The recoverable amount of the operating segment estimated by management exceeded the carrying value and the directors were of the opinion that no impairment was necessary as at 31 December 2024.

We focused on this area because the judgements and assumptions adopted in the impairment assessment are subject to high degree of uncertainty.

How our audit addressed the Key Audit Matter

We obtained an understanding of the management's process of performing impairment assessment of goodwill and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors such as complexity, subjectivity, changes and susceptibility to management bias or fraud.

We, with the involvement of our valuation expert, assessed the appropriateness of the methodology used and the key assumptions applied in the discounted cash flow forecast.

We assessed the reasonableness of key assumptions applied in the discounted cash flow forecast. For the projected revenue, we compared the key underlying assumptions such as portfolio return rate and budgeted Asset Under Management increment to the historical performance of the Goldstream Companies, the industry research and market data, in addition to the Group business plan. For the discount rate and terminal growth rate, we compared it against independent market data with the involvement of our valuation expert.

We conducted sensitivity analysis on the key assumptions used in the discounted cash flow forecast to understand the impact of changes in key assumptions on the estimated recoverable amount of the operating segment, and to consider if any impairment loss would result by such changes.

We tested the mathematical accuracy of the calculations of recoverable amount based on the discounted cash flow forecast.

Based on the procedures performed above, we considered management's conclusion that no impairment was necessary as at 31 December 2024 was supported by available evidence.

INDEPENDENT AUDITOR'S REPORT (continued)

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in Goldstream Investment Limited 2024 Annual Report (the "annual report") other than the consolidated financial statements and our auditor's report thereon.

We have obtained some of the other information including corporate information, chairman's statement, profile of directors, senior management and company secretary prior to the date of this auditor's report. The remaining other information, including management discussion and analysis, report of directors, corporate governance report and the other sections to be included in the annual report, is expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the remaining other information to be included in the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Audit Committee and take appropriate action considering our legal rights and obligations.

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS Accounting Standards and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

INDEPENDENT AUDITOR'S REPORT (continued)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Ng Wai Ying.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 28 March 2025

CONSOLIDATED INCOME STATEMENT

for the year ended 31 December 2024

	Note	2024 HK\$'000	2023 HK\$'000
Income			
Investment management ("IM") service income		25,525	22,309
Dividend income from investments	21(ii)	1,350	517
Net fair value gains on financial assets and liabilities at fair value through profit or loss	21(ii)	70,618	21,500
	5, 6(a)(b)	97,493	44,326
Other income	7	39,951	47,288
Expenses			
Employee benefits expenses	8	(42,559)	(27,298)
Depreciation of right-of-use-assets	15(ii)	(2,699)	(1,641)
Depreciation of property, plant and equipment	14	(333)	(152)
Reversal of provision for/(provision for) loss allowances	3.1	2,000	(2,000)
Operating lease charges	15(ii)	(722)	(1,220)
Legal and professional fees		(5,739)	(4,331)
Other expenses	10	(13,456)	(7,286)
Total expenses		(63,508)	(43,928)
Operating profit		73,936	47,686
Finance costs	11	(1,007)	(218)
Share of results of associates accounted for using the equity method	22	(768)	(290)
Profit before income tax		72,161	47,178
Income tax expense	12	(4,795)	(785)
Profit for the year		67,366	46,393
Profit attributable to:			
Owners of the Company		67,366	46,393
Earnings per share for profit attributable to the owners of the Company (expressed in HK cents per share)			
Basic	13(a)	0.54	0.40
Diluted	13(b)	0.54	0.40

The above consolidated income statement should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 31 December 2024

	Note	2024 HK\$'000	2023 HK\$'000
Profit for the year		67,366	46,393
Other comprehensive loss			
<i>Item that may be reclassified to profit or loss</i>			
– Currency translation differences		(792)	(79)
– Share of other comprehensive loss of associates accounted for using the equity method	22	(261)	–
Other comprehensive loss for the year, net of tax		(1,053)	(79)
Total comprehensive income for the year attributable to owners of the Company, net of tax		66,313	46,314

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 31 December 2024

	Note	2024 HK\$'000	2023 HK\$'000
Assets			
Non-current assets			
Property, plant and equipment	14	500	809
Right-of-use assets	15(i)	5,903	–
Goodwill	17	197,965	197,965
Intangible assets	16	10,520	10,520
Deferred tax assets	18	538	383
Interests in associates	22	263,991	8,646
Financial assets at fair value through profit or loss	21	42,725	37,687
		522,142	256,010
Current assets			
Trade receivables	19	16,385	12,927
Amounts due from brokers	19	21,969	65,270
Prepaid tax		2,821	–
Prepayments, deposits and other receivables	19	16,791	16,713
Loan receivable from a fellow subsidiary	19	–	250,201
Financial assets at fair value through profit or loss	21	291,137	118,203
Cash and cash equivalents	20	167,993	114,585
		517,096	577,899
Total assets		1,039,238	833,909
Equity			
Capital and reserves attributable to owners of the Company			
Share capital	23	128,318	114,955
Reserves	25	837,177	661,782
Total equity		965,495	776,737
Liabilities			
Non-current liabilities			
Lease Liabilities	15(i)	2,328	–
Deferred tax liabilities	18	23	71
		2,351	71
Current liabilities			
Other payables	26	44,756	29,922
Amounts due to brokers	26	3,761	4,785
Lease liabilities	15(i)	3,597	–
Financial liabilities at fair value through profit or loss	21	8,824	16,356
Income tax payable		10,454	6,038
		71,392	57,101
Total liabilities		73,743	57,172
Total equity and liabilities		1,039,238	833,909

The consolidated financial statements on pages 53 to 129 were approved by the Board of Directors on 28 March 2025 and were signed on its behalf.

Zhao John Huan
Director

Gao Ziqi
Director

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2024

	Attributable to owners of the Company						
	Share capital (Note 23(ii)) HK\$'000	Shares held for employee share scheme (Note 24) HK\$'000	Share premium HK\$'000	Other reserves (Note 25) HK\$'000	Exchange reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
Balance at 1 January 2023	114,955	(414)	1,718,929	1,460,129	(887)	(2,563,430)	729,282
Comprehensive income							
Profit for the year	–	–	–	–	–	46,393	46,393
Other comprehensive income							
Currency translation differences	–	–	–	–	(79)	–	(79)
Total other comprehensive loss, net of tax	–	–	–	–	(79)	–	(79)
Total comprehensive income	–	–	–	–	(79)	46,393	46,314
Transactions with owners in their capacity as owners							
Share Award Scheme and a share option scheme's (the "2020 Share Option Scheme") value of employee services	–	–	–	1,141	–	–	1,141
Total transactions with owners in their capacity as owners	–	–	–	1,141	–	–	1,141
Balance at 31 December 2023	114,955	(414)	1,718,929	1,461,270	(966)	(2,517,037)	776,737

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (continued)

for the year ended 31 December 2024

	Attributable to owners of the Company						
	Share capital	Shares held for employee share scheme	Share premium	Other reserves	Exchange reserve	Accumulated losses	Total
	(Note 23(i)) HK\$'000	(Note 24) HK\$'000	HK\$'000	(Note 25) HK\$'000	HK\$'000	HK\$'000	HK\$'000
Balance at 1 January 2024	114,955	(414)	1,718,929	1,461,270	(966)	(2,517,037)	776,737
Comprehensive income							
Profit for the year	-	-	-	-	-	67,366	67,366
Other comprehensive loss							
Currency translation differences	-	-	-	-	(792)	-	(792)
Share of other comprehensive loss of associates accounted for using the equity method	-	-	-	-	(261)	-	(261)
Total other comprehensive loss, net of tax	-	-	-	-	(1,053)	-	(1,053)
Total comprehensive income	-	-	-	-	(1,053)	67,366	66,313
Transactions with owners in their capacity as owners							
Issuance of shares	13,363	-	16,637	-	-	-	30,000
Capital contribution	-	-	-	92,184	-	-	92,184
Share Award Scheme and a share option scheme's (the "2020 Share Option Scheme") value of employee services	-	-	-	261	-	-	261
Total transactions with owners in their capacity as owners	13,363	-	16,637	92,445	-	-	122,445
Balance at 31 December 2024	128,318	(414)	1,735,566	1,553,715	(2,019)	(2,449,671)	965,495

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 December 2024

	Note	2024 HK\$'000	2023 HK\$'000
Cash flows from operating activities			
Cash generated from operations	27(a)	59,985	5,213
Income tax (paid)/refund		(3,383)	22
Net cash generated from operating activities		56,602	5,235
Cash flows from investing activities			
Payment for property, plant and equipment		(24)	(707)
Prepayment for lease		(336)	–
Interest received		37,610	43,642
Interest paid		(728)	(194)
Net payment for financial assets at fair value through profit or loss		(154,562)	(26,869)
Dividend income received from financial assets at fair value through profit or loss	21(ii)	1,350	517
Dividend from associate		38,610	–
(Payment)/disposal for investments in associates	22	(202,800)	48,097
Repayment of loan to a fellow subsidiary	19	252,201	–
Net cash (used in)/generated from investing activities		(28,679)	64,486
Cash flows from financing activities			
Proceeds received from issuance of shares		30,000	–
Principal elements of lease payments		(2,345)	(1,656)
Interest element of lease payments		(279)	(24)
Net cash generated from/(used in) financing activities		27,376	(1,680)
Net increase in cash and cash equivalents		55,299	68,041
Cash and cash equivalents at beginning of year	20	114,585	46,643
Exchange gain on cash and cash equivalents		(1,891)	(99)
Cash and cash equivalents at end of year	20	167,993	114,585

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 GENERAL INFORMATION

Goldstream Investment Limited (the “Company”) and its subsidiaries (collectively, the “Group”) are principally engaged in provision of IM service and strategic direct investment (“SDI”) business.

The Company was incorporated in the Cayman Islands on 18 September 2000 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of its registered office is the PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The Company has been listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 25 May 2009.

The consolidated financial statement is presented in Hong Kong dollars (“HK\$”), unless otherwise stated.

2 MATERIAL AND OTHER ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES

The material and other accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (“IASB”) and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622. The consolidated financial statements have been prepared under the historical cost basis, except for financial assets at fair value through profit or loss (“FVPL”) measured at fair value.

The preparation of the consolidated financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

2 MATERIAL AND OTHER ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (continued)

(i) *Amended standards adopted by the Group*

The following amended standards have been adopted by the Group for the first time for the financial year beginning on or after 1 January 2024:

IAS 1 (Amendments)	Classification of Liabilities as Current or Non-current
IAS 1 (Amendments)	Non-current Liabilities with covenants
IFRS 16 (Amendments)	Lease Liability in a Sale and Lease back
IAS 7 and IFRS 7 (Amendments)	Supplier Finance Arrangements

The adoption of amended standards and amended accounting guideline did not have a material impact on the current year or any prior periods.

(ii) *New and amended standards and amended accounting guideline that have been issued but are not yet effective during the year and have not been early adopted by the Group*

IAS 21 (Amendments)	lack of exchangeability of foreign currencies ¹
IFRS 9 and IFRS 7 (Amendments)	Classification and Measurement of Financial Instruments ²
IFRS 18 (Amendments)	Presentation and Disclosure in Financial Statements ³
IFRS 19 (Amendments)	Subsidiaries without Public Accountability: Disclosures ³

Note:

- (1) Effective for annual period beginning on 1 January 2025
- (2) Effective for annual period beginning on 1 January 2026
- (3) Effective for annual period beginning on 1 January 2027

The Group will adopt the new and amended standards when they become effective. The Group has already commenced an assessment of the related impact of adopting the above new and amended standards, none of which is expected to have a significant effect on the consolidated financial statements of the Group.

2 MATERIAL AND OTHER ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (CONTINUED)

2.2 Material accounting policies

2.2.1 Consolidation

2.2.1.1 Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group (see Note 2.2.1.2).

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of financial position, respectively.

2.2.1.2 Business combination

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred,
- liabilities incurred to the former owners of the acquired business,
- equity interests issued by the Group,
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

2 MATERIAL AND OTHER ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (CONTINUED)

2.2 Material accounting policies (continued)

2.2.1 Consolidation (continued)

2.2.1.2 Business combination (continued)

The excess of the:

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity.

Over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in the consolidated income statement as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in the consolidated income statement.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in the consolidated statement of comprehensive income.

2.2.1.3 Change in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the Company.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to the consolidated income statement or transferred to another category of equity as specified/ permitted by applicable IFRSs.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

2 MATERIAL AND OTHER ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (CONTINUED)

2.2 Material accounting policies (continued)

2.2.1 Consolidation (continued)

2.2.1.4 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable. In addition, the contribution to the Company's Trust (as defined in Note 2.2.10(d)), a controlled structured entity, is stated at cost in "Investment in subsidiaries", and will be transferred to the "Shares held for employee share scheme" under equity when the contribution is used for the acquisition of the Company's shares.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2.2.1.5 Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

The Group has invested in certain investment funds that it manages or advises. As an investment manager or investment advisor, the Group may put seed capital in investment funds that it manages or advises in order to facilitate their launch. The purpose of seed capital is to ensure that the investment funds can have a reasonable starting fund size to operate and to build track record. The Group may subsequently vary the holding of these seed capital investments depending on the market conditions and various other factors.

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates are recognised as a reduction in the carrying amount of the investment.

When an investment in a joint venture or an associate is held by, or is held indirectly through, an entity that is a venture capital organisation, or a mutual fund, unit trust and similar entities including investment-linked insurance funds, such investment is exempted from applying equity method and is recognised as a financial asset at fair value through profit or loss in the Group's and Company's consolidated statement of financial position.

Where the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

2 MATERIAL AND OTHER ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (CONTINUED)

2.2 Material accounting policies (continued)

2.2.2 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as key management team that makes strategic decisions.

2.2.3 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and the Group's presentation currency.

(b) Transactions and balance

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the consolidated income statement.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income are recognised in other comprehensive income.

(c) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rates at the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

2 MATERIAL AND OTHER ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (CONTINUED)

2.2 Material accounting policies (continued)

2.2.3 Foreign currency translation (continued)

(d) Disposal of foreign operation and partial disposal

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated currency translation differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (that is, reductions in the group's ownership interest in associates or joint ventures that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange difference is reclassified to profit or loss.

2.2.4 Intangible assets

(a) Goodwill

Goodwill is measured as described in Note 2.2.1.2. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units ("CGUs") or groups of CGUs that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments (Note 6).

(b) Licenses

The licenses acquired in a business combination are recognised at fair value at the acquisition date. Subsidiaries of the Company, GSL and GCML are licensed corporation under the Securities and Futures Ordinance ("SFO") to engage Type 1 (dealing in securities) and Type 4 (advising on securities) and Type 9 (asset management) regulated activities as defined under the SFO respectively. The licenses have an indefinite useful life and therefore they will not be amortised until their useful life is determined to be finite.

(c) Customer contracts

Customer contracts acquired in a business combination are recognised at fair value at the acquisition date. Those customer contracts have a finite useful lives and are carried at cost less accumulated amortisation and impairment. Amortisation is calculated using the straight-line method over the expected lives of 4 years.

2 MATERIAL AND OTHER ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (CONTINUED)

2.2 Material accounting policies (continued)

2.2.5 Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows are largely independent of the cash inflows from other assets or group of assets (CGUs). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.2.6 Investments and other financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income ("FVOCI").

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

2 MATERIAL AND OTHER ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (CONTINUED)

2.2 Material accounting policies (continued)

2.2.6 Investments and other financial assets (continued)

(iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss. The fair value of quoted financial assets is based on last traded market prices.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cashflows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in administrative and other operating expenses together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated income statement.
- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in administrative and other operating expenses and impairment expenses are presented as separate line item in the consolidated income statement.
- FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. Gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within income in the period in which it arises.

2 MATERIAL AND OTHER ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (CONTINUED)

2.2 Material accounting policies (continued)

2.2.6 Investments and other financial assets (continued)

(iii) **Measurement** (continued)

Equity instruments

The Group subsequently measures all equity investments at FVPL. Changes in the fair value of the financial assets at FVPL are recognised as income in the consolidated income statement. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised as income in the consolidated income statement as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(iv) **Impairment**

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see Note 3.1.3(c) and Note 19 for further details.

2.2.7 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position where the Group currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

As at 31 December 2024 and 2023, there were no financial assets or financial liabilities which were subject to offsetting, enforceable master netting or similar agreements.

2.2.8 Trade and other receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade and other receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See Note 3.1 for description of the Group's impairment policies.

2 MATERIAL AND OTHER ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (CONTINUED)

2.2 Material accounting policies (continued)

2.2.9 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(b) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2 MATERIAL AND OTHER ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (CONTINUED)

2.2 Material accounting policies (continued)

2.2.10 Employee benefits

(a) Pension and employee social security and benefits obligations

The subsidiaries in Hong Kong participate in a defined contribution scheme as defined in mandatory provident fund scheme ("MPF Scheme"). The assets of the MPF Scheme are held separately from those of the Group under independently administered funds. Contributions to the schemes by the employers and employees are calculated as a percentage of employees' basic salaries. Under the MPF Scheme, each of the company (the employer) and its employees make monthly contributions to the scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation. The monthly contributions of each of the employer and the employees are subject to a cap of HK\$1,500 and thereafter contributions are voluntary. The Group has no further obligations for the actual payment of post-retirement benefits beyond the contributions.

The subsidiaries in the People's Republic of China ("PRC") participate in defined contribution retirement plans and other employee social security plans, including pension, medical, other welfare benefits, organised and administered by the relevant governmental authorities for employees in the PRC. The Group contributes to these plans based on certain percentages of the total salary of employees, subject to a certain ceiling, as stipulated by the relevant regulations.

The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(b) Bonus plan

The Group recognises a provision for bonus when contractually obliged or where there is a past practice that has created a constructive obligation.

2 MATERIAL AND OTHER ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (CONTINUED)

2.2 Material accounting policies (continued)

2.2.10 Employee benefits (continued)

(c) *Share-based payments*

The Group operates two equity-settled, share-based compensation plans (the Share Award Scheme and 2020 Share Option Scheme), under which the entity receives services from employees as consideration for equity instruments of the Group. The fair value of the employee services received in exchange for the grant of the equity instruments is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the equity instruments granted including any market performance conditions (for example, an entity's share price); but excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and retaining an employee of the entity over a specified time period).

Non-market vesting conditions are included in assumptions about the number of equity instruments that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the Group revises its estimates of the number of equity instruments that are expected to vest based on the non-marketing vesting conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated income statement, with a corresponding adjustment to equity.

For the share option scheme, when the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

(d) *Shares held for employee share scheme*

The consideration paid by the Share Scheme Trust (see Note 24 and Note 29.1) for purchasing the Company's shares from the market, including any directly attributable incremental cost, is presented as "Shares held for employee share scheme" and the amount is deducted from total equity.

When the Trust transfers the Company's shares to the awardees upon vesting, the related costs of the awarded shares vested are credited to "Shares held for employee share scheme", with a corresponding adjustment made to "Share premium".

2 MATERIAL AND OTHER ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (CONTINUED)

2.2 Material accounting policies (continued)

2.2.11 Revenue recognition

The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(a) **IM service**

Revenue comprise (1) management income, and (2) performance fee income. Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably. Management income is recognised when services are performed over time. Performance fees are recognised on the performance fee valuation day of the investment funds and managed accounts when there is a positive performance for the relevant performance period and it is determined that they are no longer highly probable of significant reversal in a subsequent period, taking into consideration the relevant basis of calculation for the investment funds and managed accounts.

(b) **Interest income**

Interest income is recognised as it accrues using the effective interest method.

(c) **Dividend income**

Dividends are received from financial assets measured at FVPL. Dividends are recognised as income in profit or loss when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits, unless the dividend clearly represents a recovery of part of the cost of an investment. In this case, the dividend is recognised in OCI if it relates to an investment measured at FVOCI. However, the investment may need to be tested for impairment as a consequence.

(d) **Other income**

The Group provides investment management system consultancy, design, implementation and support services.

Consultancy services fee income is recognised at point in time when the system design and implementation is completed, and the system is passed to the customer and all criteria for acceptance have been satisfied.

Consultancy services fee income is recognised over time when the Group arranged consultants to provide technical support and charge customers on an hourly basis. Such income is recognised over the accounting period in which the services are rendered, based on the input method because the customer receives and uses the benefits simultaneously.

Progress billings are raised and recognised as trade receivables in accordance with the terms of the contract. If the services rendered by the Group exceed the payment, a contract asset is recognised. If the payments exceed the services rendered, a contract liability is recognised.

2 MATERIAL AND OTHER ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (CONTINUED)

2.2 Material accounting policies (continued)

2.2.12 Structured entities

A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only and the relevant activities are directed by means of contractual arrangements. A structured entity often has some or all of the following features or attributes; (a) restricted activities, (b) a narrow and well-defined objective, such as to provide investment opportunities for investors by passing on risks and rewards associated with the assets of the structured entity to investors, (c) insufficient equity to permit the structured entity to finance its activities without subordinated financial support and (d) financing in the form of multiple contractually linked instruments to investors that create concentrations of credit or other risks (tranches).

The Group considers certain of its investments funds to be investments in unconsolidated structured entities. The Group invests in certain investment funds whose objectives range from achieving medium to long term capital growth. The private investment funds finance their operations by issuing redeemable shares which are puttable at the holder's option and entitles the holder to a proportional stake in the respective investment fund's net assets. The Group holds redeemable shares in certain of its investment funds.

The change in fair value of certain investment funds is included in the consolidated income statement as "Net fair value gains/(losses) on financial assets and liabilities at fair value through profit or loss".

2.2.13 Amounts due from and due to brokers

Amounts due from and to brokers represent receivables for securities sold and payables for securities purchased that have been contracted for but not yet settled or delivered on the statement of financial position date respectively. The due from brokers balance is held for collection.

These amounts are recognised initially at fair value and subsequently measured at amortised cost. At each reporting date, the Group shall measure the loss allowance on amounts due from brokers at an amount equal to the lifetime expected credit losses if the credit risk has increased significantly since initial recognition. If, at the reporting date, the credit risk has not increased significantly since initial recognition, the Group shall measure the loss allowance at an amount equal to 12-month expected credit losses. Significant financial difficulties of the broker, probability that the broker will enter bankruptcy or financial reorganisation, and default in payments are all considered indicators that a loss allowance may be required. If the credit risk increases to the point that it is considered to be credit impaired, interest income will be calculated based on the gross carrying amount adjusted for the loss allowance.

2.2.14 Investment property

Properties that are held for long-term rental yields and not occupied by the Group are classified as investment properties.

Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment property is carried at fair value. Changes in fair value are recognised as part of the share of results of associates accounted for using the equity method in the consolidated income statement.

2 MATERIAL AND OTHER ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (CONTINUED)

2.3 Other accounting policies

2.3.1 Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the consolidated income statement during the reporting period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, where appropriate, over their estimated useful lives as follows:

Leasehold improvements	The shorter of the unexpired term of lease or 5 years
Facilities equipment	5 years
Office equipment	3 – 5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.2.5).

Gains or losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the consolidated income statement.

2.3.2 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, short-term bank deposits with original maturities of three months or less and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.3.3 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

2.3.4 Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2 MATERIAL AND OTHER ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (CONTINUED)

2.3 Other accounting policies (continued)

2.3.5 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

2.3.6 Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

2 MATERIAL AND OTHER ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES (CONTINUED)

2.3 Other accounting policies (continued)

2.3.6 Leases (continued)

To determine the incremental borrowing rate, the Group:

- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing, and
- makes adjustments specific to the lease, eg term, country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received; and
- any initial direct costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term.

2.3.7 Comparative figures

Certain comparative figures have been reclassified to conform with the current year's presentation.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate risk), credit risk, liquidity risk and price risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

3.1.1 Foreign exchange risk

The Group is exposed to foreign exchange risk arising from various foreign currency exposures, primarily with respect to Renminbi ("RMB") and United States dollars ("US\$"). As the HK\$ is pegged to the US\$, the Group believes the exposure of transactions denominated in US\$ which are entered into by Group companies with a functional currency of HK\$ to be insignificant. Foreign exchange risk arises from recognised assets and liabilities which are denominated in a currency that is not the entity's functional currency.

The Group manages its exposures to foreign currency transactions by monitoring the level of foreign currency receipts and payments. The Group ensure that the net exposure to foreign exchange risk is kept to an acceptable level from time to time. The Group is presently not using any forward exchange contracts to hedge against foreign exchange risk as management considers its exposure minimal.

At 31 December 2024, if HK\$ had strengthened/weakened by 2% (2023: 1%) against RMB with all other variables held constant, the Group's post-tax profit for the year would have been HK\$442,000 higher/lower (2023: HK\$241,000 higher/lower) mainly as a result of foreign exchange losses/gains on translation of RMB denominated recognised assets and liabilities.

3.1.2 Interest rate risk

The Group's interest rate risk arises from cash balances placed with reputable banks and financial institutions.

As at 31 December 2024, if the interest rate on the cash at bank and financial institutions and had been 25 basis points (2023: 25 basis points.) higher or lower with all other variables held constant, the impact on the Group's post-tax profit for the year would have been approximately HK\$420,000 higher/lower (2023: HK\$286,000 higher/lower).

The Group has not used any interest rate swaps to hedge its exposure to interest rate risk.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

3.1.3 Credit risk

The credit risk of the Group mainly arises from cash and cash equivalents, trade receivables and contracts assets, deposits and other receivables carried at amortised cost, amounts due from brokers and loan receivable from a fellow subsidiary.

(a) Risk management

Credit risk is managed on a group basis. For credit exposures to cash and cash equivalents, bank deposits are only placed with reputable banks which are independently rated with a high credit rating. For credit exposures to customers, management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer.

At 31 December 2024, the Group had a concentration of credit risk as 92% (2023: 95%) of the total trade receivables were due from the Group's five largest counterparties and 42% (2023: 46%) of the total trade receivables were due from the Group's largest counterparty.

(b) Security of financial assets

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position. The Group does not provide any guarantees which would expose the Group to credit risk.

(c) Impairment of financial assets

Trade receivables, deposits and other receivables and loan receivable from a fellow subsidiary are subject to expected credit loss model.

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

3.1.3 Credit risk (continued)

(c) **Impairment of financial assets** (continued)

Trade receivables

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

The expected loss rates are based on the payment profiles of sales over a period of 36 months before 31 December 2024 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the Gross Domestic Product index of the countries, Consumer Price Index, and expected default rate of the financial service industry in which it sells its goods and services to be the most relevant factors, and accordingly adjust the historical loss rate based on expected changes in these factors.

Trade receivables and contract assets are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery includes, amongst other, the failure of a debtor to engage in a repayment plan within the Group, and a failure to make contractual payments for a period of greater than 180 to 365 days past due.

Impairment losses on trade receivables are presented as net impairment losses within operating profit/(loss). Subsequent recoveries of amounts previously written off are credited against the same line item.

The Group uses two categories to present those trade receivables with respective credit risks characteristics and basis of determining the credit loss allowance as follow:

Individual basis

The Group assessed individually for impairment allowance for trade receivables relating to corporate customers which are of different credit risk characteristics individually. These customers are assessed with lower default rate as they are usually customers with long term business relationship or the Group expects to secure long term transactions with them. The credit terms granted are generally longer for customers which are individually assessed when compared with the customers under the collective basis, as the Group assessed that these customers are generally financially sound and have the ability to repay the outstanding balances to the Group.

The gross carrying amounts of the individually assessed trade receivables amounted to HK\$3,561,000 (2023: HK\$3,561,000).

An individual customer whose account receivable balance was impaired by HK\$3,561,000 as at 31 December 2024 and 2023 had not settled its impaired account receivable balance. No reversal of impairment loss was recognised in the consolidated income statement for the year ended 31 December 2024.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

3.1.3 Credit risk (continued)

(c) Impairment of financial assets (continued)

Trade receivables (continued)

Other than those trade receivables which were disclosed in Note 3.1.3(c) "Individual basis", remaining trade receivables are assessed collectively for impairment allowances.

As at 31 December 2024 and 2023, the loss allowance for trade receivables assessed collectively was determined as follows, the expected credit losses below also incorporated forward looking information.

Within trade receivables past due over 60 days, approximate HK\$4,288,000 has been settled as at date of the report.

	Not yet due	Past due					Total
		Within 30 days	31-60 days	61-180 days	181-365 days	Over 365 days	
31 December 2024							
Expected loss rate	0.00%*	0.00%*	0.00%*	0.00%*	0.00%*	0.00%*	
Gross carrying amount (HK\$'000)							
– Trade receivables	4,404	1,943	2,179	1,186	3,379	3,294	16,385
Loss allowance (HK\$'000)	–	–	–	–	–	–	–
31 December 2023							
Expected loss rate	0.00%*	0.00%*	0.00%*	0.00%*	0.00%*	0.00%*	
Gross carrying amount (HK\$'000)							
– Trade receivables	4,410	1,802	2,565	1,909	1,744	497	12,927
Loss allowance (HK\$'000)	–	–	–	–	–	–	–
* Close to zero							

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

3.1.3 Credit risk (continued)

(c) Impairment of financial assets (continued)

Trade receivables (continued)

The loss allowances for trade receivables as at 31 December 2024 and 2023 as follows:

	2024 HK\$'000	2023 HK\$'000
Opening loss allowance at 1 January	(3,561)	(3,561)
Decrease in loss allowance recognised in profit or loss during the year	–	–
Closing loss allowance at 31 December	(3,561)	(3,561)

Net reversal of impairment losses on trade receivables and contract assets amounted HK\$ nil (2023: HK\$ nil) are included in the consolidated income statement.

Other receivables, amounts due from brokers and loan receivable from a fellow subsidiary

Provision for loss allowance on loan receivable from a fellow subsidiary amounted HK\$nil (2023: HK\$2,000,000), are included in the consolidated income statement. Reversal of provision for loss allowance on loan receivable from a fellow subsidiary amounted HK\$2,000,000 (2023:HK\$nil) are included in the consolidated income statement.

The loan receivable from a fellow subsidiary has been fully repaid on 25 November 2024. Details is set out in Note 19(c).

The directors of the Company consider the probability of default upon initial recognition of the asset and whether there has been significant increase in credit risk on an ongoing basis. To assess whether there is a significant increase in credit risk, the Group compares risk of a default occurring on the assets as at each reporting period with the risk of default as at the date of initial recognition. Management considers that the credit risk of trade receivable (other than those trade receivable assessed on “individual basis” as disclosed in Note 3.1.3(c)), other receivables, amounts due from brokers and loan receivable from a fellow subsidiary, with reference to the counterparty historical default rate and current financial position, has not increased significantly since initial recognition. The impairment provision is determined based on the 12-month expected credit losses which was immaterial.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

3.1.4 Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's policy to managing liquidity risk is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from shareholders to meet its liquidity requirements in the short and longer term. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Within 1 year HK\$'000	Over 1 year and within 2 years HK\$'000	Over 2 years and within 5 years HK\$'000	Total HK\$'000
At 31 December 2024				
Lease liabilities	3,827	2,369	–	6,196
Financial liabilities at fair value through profit or loss	8,824	–	–	8,824
Other payables	16,807	–	–	16,807
Amounts due to brokers	3,761	–	–	3,761
At 31 December 2023				
Lease liabilities	–	–	–	–
Financial liabilities at fair value through profit or loss	16,356	–	–	16,356
Other payables	13,711	–	–	13,711
Amounts due to brokers	4,785	–	–	4,785

3.1.5 Price risk

The Group's exposure to Communications, Technology, Index, Financial and Consumer industry sector's price risk arises from investments held by the Group and classified in the consolidated statement of financial position at FVPL (Note 21).

To manage its price risk arising from investments in to Communications, Technology, Index, Financial and Consumer industry sectors, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (continued)

3.1.5 Price risk (continued)

The table below summarises the Group's investments by industry category as at 31 December 2024 and 2023.

	Fair value 2024 HK\$'000	2023 HK\$'000
Financial assets at FVPL		
Communications	113,001	40,587
Financial	27,842	4,903
Consumer, Non-cyclical	–	4,078
Consumer, Cyclical	9,639	3,799
Technology	136,987	48,100
Index	3,668	134
Investment funds (Note)	42,725	54,289
Total financial assets at FVPL	333,862	155,890
Financial liabilities at FVPL		
Communications	(988)	(2,312)
Financial	(71)	(1,797)
Consumer, Cyclical	(3,657)	(28)
Technology	(2,577)	(4,916)
Index	–	(125)
Investment funds (Note)	–	(7,178)
Semiconductor	(1,531)	–
Total financial liabilities at FVPL	(8,824)	(16,356)

Note:

The investment funds held by the Group invested in a diversified investment portfolio.

Sensitivity

The Group held multi strategic funds and they had diversity portfolio. For the sole purpose of sensitivity analysis, there are no standardised benchmarks can be adopted. The table below summarises the impact of increases/decreases of the price of investments on the funds' post-tax profit/(loss) for the year. The analysis presented is based upon the portfolio composition as at 31 December 2024 and 2023. The Group expects to have movements in the price of the investments and that movements in those prices will have a proportional impact on the post-tax profit/(loss) of the Group.

	Impact on post-tax profit/(loss) 2024 HK\$'000	2023 HK\$'000
Movement in price of investments – increase/decrease 30.0% (2023: 18.6%)	+/-92,855	+/-25,905

Post-tax profit for the year would increase/decrease as a result of gains/losses on financial assets classified as at FVPL.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.2 Capital risk management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and maintain an optimal capital structure to reduce the cost of capital. The Group's overall strategy remains unchanged in 2024.

In addition, subsidiaries of the Group licensed by the SFC are obliged to meet the regulatory liquid capital requirements under the Securities and Futures (Financial Resources) Rules ("SF(FR)R") at all times.

For the licensed subsidiaries, the Group ensures each of them maintains a liquid capital level adequate to support the activities level with sufficient buffer to accommodate the increase in liquidity requirements arising from potential increases in business activities. SF(FR)R returns are filed to the SFC by the licensed subsidiaries on a monthly or semi-annually basis as required. During the current and prior financial years, all the licensed subsidiaries complied with the liquid capital requirements under the SF(FR)R.

The Group defines capital as total equity attributable to owners of the Company, comprising issued share capital and reserves, as shown in the consolidated statement of financial position. The Group actively and regularly reviews and manages its capital structure to ensure capital and shareholder returns, taking into consideration the future capital requirements of the Group and capital efficiency, projected operating cash flows and projected capital expenditures.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings and lease liabilities less cash and cash equivalents. Total capital is calculated as "equity" as shown in the consolidated statement of financial position.

As at 31 December 2024 and 2023, the gearing ratios were as follows:

	2024 HK\$'000	2023 HK\$'000
Net cash	(167,993)	(114,585)
Total capital	965,495	776,737
Gearing ratio	N/A	N/A

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation

(i) *Fair value hierarchy*

The carrying amounts of the Group's financial assets, including cash and cash equivalents, and trade and other receivables and amounts due from brokers and financial liabilities including trade and other payables and amounts due to brokers approximate to their fair values due to their short maturities.

The Group's policy is to recognise transfers into and out of fair value hierarchy levels as at the end of the reporting period.

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and equity securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Group is the current bid price. The quoted market price already incorporates the market's assumptions with respect to changes in economic climate such as rising interest rates and inflation, as well as changes due to ESG risk. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities and for instruments where ESG risk gives rise to a significant unobservable adjustment.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value in the consolidated financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standards. An explanation of each level follows underneath the table.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (continued)

(i) Fair value hierarchy (continued)

Recurring fair value measurements	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
At 31 December 2024				
Financial assets at FVPL				
Current assets				
Listed equity securities				
– The United States (The “US”)	131,012	–	–	131,012
– Hong Kong	95,309	–	53,755	149,064
Exchange traded funds				
– US	5,539	–	–	5,539
Listed options				
– US	1,104	–	–	1,104
Index options				
– US	750	–	–	750
Futures				
– US	3,668	–	–	3,668
	237,382	–	53,755	291,137
Non-current assets				
Investment funds				
– US	–	42,725	–	42,725
Total financial assets	237,382	42,725	53,755	333,862
Financial liabilities at FVPL				
Current Liabilities				
Listed equity securities				
– US	(2,938)	–	–	(2,938)
Listed options				
– US	(606)	–	–	(606)
– UK	(8)	–	–	(8)
– PRC	(13)	–	–	(13)
Index options				
– US	(71)	–	–	(71)
Exchange traded funds				
– US	(5,188)	–	–	(5,188)
Total financial liabilities	(8,824)	–	–	(8,824)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (continued)

(i) Fair value hierarchy (continued)

Recurring fair value measurements	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
At 31 December 2023				
Financial assets at FVPL				
Current assets				
Listed equity securities				
– The United States (The “US”)	99,993	–	–	99,993
Exchange traded funds				
– US	14,457	–	–	14,457
Listed options				
– US	2,361	–	–	2,361
Index options				
– US	134	–	–	134
Depository Receipt				
– PRC	1,258	–	–	1,258
	118,203	–	–	118,203
Non-current assets				
Investment funds				
– US	–	37,687	–	37,687
Total financial assets	118,203	37,687	–	155,890
Financial liabilities at FVPL				
Current Liabilities				
Listed equity securities				
– PRC	(574)	–	–	(574)
– Hong Kong	(1,797)	–	–	(1,797)
– US	(6,550)	–	–	(6,550)
Listed options				
– US	(1,158)	–	–	(1,158)
– PRC	(29)	–	–	(29)
Index options				
– US	(114)	–	–	(114)
Futures				
– Hong Kong	(11)	–	–	(11)
Exchange traded funds				
– US	(6,123)	–	–	(6,123)
Total financial liabilities	(16,356)	–	–	(16,356)

There were no transfers between levels 1, 2 and 3 for recurring fair value measurements during 2024 and 2023.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (continued)

(ii) *Investment in other funds that are not traded in an active market*

The right of the Group to request redemption of its investment funds ranges in frequency from monthly to quarterly.

The exposures to investment funds as classified by the Group by strategy were disclosed in the following table. These investments are included in financial assets at fair value through profit or loss in the consolidated statement of financial position.

Strategy	Number of Investee Funds	31 December 2024 Investment fair value HK\$'000
Multi strategies	2	42,725

Strategy	Number of Investee Funds	31 December 2023 Investment fair value HK\$'000
Multi strategies	2	37,687

The Group's holding in investment funds, as a percentage of the respective investment fund's total net asset value, will vary from time to time depending on the volume of subscriptions and redemptions at the investment funds level. It is possible that the Group may, at any point in future, hold a majority of an investment fund's total shares/units in issue.

The Group's maximum exposure to loss from its interests in investment funds is equal to the total fair value of its investments in investment funds.

(iii) *Valuation of investments in other funds*

The Group's investments in other funds ("Investee Funds") are subject to the terms and conditions of the respective Investee Fund's offering documentation. The investments in Investee Funds are valued based on the latest available redemption price of such units for each Investee Fund, as determined by the Investee Funds' administrators. The Group reviews the details of the reported information obtained from the Investee Funds and considers:

- the liquidity of the Investee Fund or its underlying investments;
- the value date of the net asset value ("NAV") provided;
- any restrictions on redemptions; and
- the basis of accounting and, in instances where the basis of accounting is other than fair value, fair valuation information provided by the Investee Fund's advisors.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (continued)

(iii) *Valuation of investments in other funds (continued)*

If necessary, the Group makes adjustments to the NAV of various Investee Funds to obtain the best estimate of fair value. Other net changes in fair value on financial assets and financial liabilities at fair value through profit or loss in the consolidated income statement include the change in fair value of each Investee Fund.

(iv) *Valuation techniques and process used to determine fair values*

The finance department of the Group includes a team that performs the valuation of financial assets or liabilities carried at FVPL required for financial reporting purposes, including level 3 fair values. This team reports directly to the board of directors. Discussions of valuation processes and results are held between the board of directors and the valuation team.

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments.
- quoted bid prices (or net asset value) provided by fund administrators for unlisted investment funds.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets or liabilities are discussed below.

(a) Provision for impairment of assets

(i) *Impairment of goodwill*

The Group tests annually whether goodwill has suffered any impairment in accordance with the accounting policy stated in note 2.2.5. The recoverable amounts of relevant CGUs have been determined based on value-in-use calculations, which are disclosed in note 17.

These calculations require the use of estimates and significant judgement by management, including the future cash flows expected to arise from the CGUs, discount rates for calculating the present value and growth rates used to extrapolate cash flow projections beyond the financial forecasts approved by management.

Changes in facts and circumstances may result in revisions to estimates of recoverable amounts and to the conclusion as to whether an indication of impairment exists, which could affect the consolidated income statement in future years.

(ii) *Trade and other receivables and loan receivable from a fellow subsidiary*

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's counterparty financial position and repayment record as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in the tables in Note 3.1.3(c).

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)**(b) Estimation of the fair value of financial assets at FVPL**

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. For details of the key assumptions used and the impact of changes to these assumptions see Note 3.3.

(c) Estimation of the fair value of the share awards and share options

The determination of the fair value of the share awards and share options granted require estimates in determining the expected volatility of the share price, the dividends expected on the shares, the risk-free interest rate for the life of the share awards and options and the number of share awards and options that are expected to be vested. Where the outcome of the number of share awards and options that are vested is different, such difference will impact the consolidated statement of comprehensive income in the subsequent remaining vesting period of the relevant share awards and options.

5 INCOME

The amount of each category of income recognised during the year is as follows:

	2024 HK\$'000	2023 HK\$'000
IM service income	25,525	22,309
Dividend income from investments (Note 21(ii))	1,350	517
Net fair value gains on financial assets and liabilities at FVPL (Note 21(ii))	70,618	21,500
	97,493	44,326

The Group has three customers whose transactions accounted for 10% or more of the Group's aggregate revenue for 2024 (2023: two customers). The amounts of revenue from the customers are as follows:

	2024 HK\$'000	2023 HK\$'000
Customer 1	11,716	9,388
Customer 2	5,849	5,971
Customer 3	2,822	N/A

6 SEGMENT INFORMATION

Operating segment is reported in a manner consistent with the internal reporting provided to the chief operating decision-maker ("CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the key management team of the Group. The CODM reviews the Group's internal reports in order to assess performance, allocate resources and determine the operating segments.

The CODM assesses the performance of the operating segments based on the results and assets attributable to each operating segment. Interest expense are not allocated to segment, as this type of activity is driven by the central treasury function, which manages the cash position of the Group.

The CODM has determined the operating segments based on these reports. The Group is organised into the following operating segments.

- (i) IM business: this segment includes (a) advisory services on securities and asset management; and (b) securities trading.
- (ii) SDI business: this segment includes provision of making proprietary investments in the financial markets.

No other operating segments have been aggregated to form the operating segments.

(a) Segment results and assets

The CODM assesses the performance of the operating segments based on the income and reportable segment results (i.e. earnings before interest, tax and amortisation and impairment provision for and write off of intangible assets).

Income and expenses are allocated to the reportable segments with reference to income generated by those segments and the expenses incurred by those segments including depreciation of assets attributable to those segments.

Segment assets include all tangible, intangible assets and current assets with the exception of deferred tax assets and other corporate assets.

Information relating to segment liabilities is not disclosed as such information is not regularly reported to the CODM.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

6 SEGMENT INFORMATION (CONTINUED)

(a) Segment results and assets (continued)

The following tables present income/(loss), reportable segment results and certain assets and expenditure information for the Group's business segments for the years ended 31 December 2024 and 2023:

	IM business HK\$'000	SDI business HK\$'000	Total HK\$'000
For the year ended 31 December 2024			
IM service income	25,525	–	25,525
Dividend income from investments	–	1,350	1,350
Net fair value gains on financial assets and liabilities at FVPL	–	70,618	70,618
Total segment income	25,525	71,968	97,493
Reportable segment results	5,432	67,736	73,168
Depreciation and amortisation	(534)	(2,498)	(3,032)
Loan interest income	–	31,648	31,648
Reversal of provision for loss allowances	–	2,000	2,000
Share of result of associates accounted for using the equity method	–	(768)	(768)
Reportable segment assets	241,640	629,067	870,707
Additions to non-current segment assets during the year	5,927	–	5,927
	IM business HK\$'000	SDI business HK\$'000	Total HK\$'000
For the year ended 31 December 2023			
IM service income	22,310	–	22,310
Inter-IM segment service income	(1)	–	(1)
Dividend income from investments	–	517	517
Net fair value gains on financial assets and liabilities at FVPL	–	21,500	21,500
Total segment income	22,309	22,017	44,326
Reportable segment results	3,026	44,370	47,396
Depreciation and amortisation	(111)	(1,682)	(1,793)
Loan interest income	–	38,802	38,802
Provision for loss allowances	–	(2,000)	(2,000)
Share of results of associates accounted for using the equity method	–	(290)	(290)
Reportable segment assets	237,882	481,059	718,941
Additions to non-current segment assets during the year	707	–	707

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

6 SEGMENT INFORMATION (CONTINUED)

(b) Reconciliations of reportable segment income, profit or loss and assets

	2024 HK\$'000	2023 HK\$'000
Income		
Reportable segment income	97,493	44,326
Consolidated income	97,493	44,326
Profit		
Reportable segment result	73,168	47,396
Finance costs	(1,007)	(218)
Consolidated profit before income tax	72,161	47,178
Assets		
Reportable segment assets	870,707	718,941
Cash and cash equivalents	167,993	114,585
Deferred tax assets	538	383
Consolidated total assets	1,039,238	833,909

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

6 SEGMENT INFORMATION (CONTINUED)

(c) Geographical information

The following tables set out information about the geographical locations of (i) the Group's IM service income ("Service income") and (ii) the Group's property, plant and equipment, intangible assets, goodwill, right-of-use assets, interests in associate and non-current financial assets at FVPL ("specified non-current assets"). The geographical location of customers is based on the location at which the services were provided. The geographical location of the specified non-current assets is based on the location of the operation to which they are allocated.

	Hong Kong \$'000	PRC HK\$'000	US HK\$'000	Others HK\$'000	Total HK\$'000
Year ended 31 December 2024					
Service income	25,299	226	–	–	25,525
Specified non-current assets	213,497	253,957	42,725	11,425	521,604
Year ended 31 December 2023					
Service income	21,763	546	–	–	22,309
Specified non-current assets	208,585	709	37,687	8,646	255,627

(d) Disaggregation of revenue from contracts with customers

The Group derives service income over-time for IM business.

	2024 HK\$'000	2023 HK\$'000
IM service income	25,525	22,309

7 OTHER INCOME

	2024 HK\$'000	2023 HK\$'000
Loan interest income	31,648	38,802
Bank interest income	5,963	8,350
Others	2,340	136
	39,951	47,288

8 EMPLOYEE BENEFITS EXPENSES, INCLUDING DIRECTORS' EMOLUMENTS

	2024 HK\$'000	2023 HK\$'000
Share-based compensation expenses	261	1,141
Wages, salaries and other benefits	41,331	25,778
Contribution to retirement benefit schemes	967	379
Total employee benefits expenses	42,559	27,298

The share-based compensation expenses comprised with below:

	2024 HK\$'000	2023 HK\$'000
Share-based compensation expense		
Vesting of share award	261	649
Vesting of share options	–	492
	261	1,141

8 EMPLOYEE BENEFITS EXPENSES, INCLUDING DIRECTORS' EMOLUMENTS (CONTINUED)

Five highest paid individuals

The five individuals whose emoluments were the highest are as follows:

	Number of individuals	
	2024	2023
Director of the Company	1	–
Employee	4	5

Out of the five individuals with the highest emoluments, one (2023: none) is director whose emolument is disclosed in Note 33(a). The aggregate emoluments in respect of the remaining four (2023: five) highest paid individuals are as follows:

	2024 HK\$'000	2023 HK\$'000
Salaries and other emoluments	26,394	19,797
Share-based compensation expenses	261	1,141
Retirement scheme contribution	410	430
	27,065	21,368

The emoluments of the above-mentioned highest paid individuals (other than the director) with the highest emoluments fall within the following band:

	Number of individuals	
	2024	2023
HK\$500,001-HK\$1,000,000	–	1
HK\$1,000,001-HK\$1,500,000	–	2
HK\$1,500,001-HK\$2,000,000	1	–
HK\$2,000,001-HK\$2,500,000	1	–
HK\$2,500,001-HK\$3,000,000	–	1
HK\$3,500,000-HK\$4,000,000	1	–
HK\$13,500,001-HK\$14,000,000	–	1
HK\$19,000,001-HK\$19,500,000	1	–

9 DIVIDENDS

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

10 OTHER EXPENSES

	2024 HK\$'000	2023 HK\$'000
Auditors' remuneration		
– Audit services	2,314	2,170
– Non-audit services	600	–
Information system expenses	2,580	3,110
Exchange differences, net	2,607	(710)
Travelling and entertainment	165	56
Telecommunication	282	276
Fund operation expenses	1,058	948
Staff benefits	105	153
Insurance	729	357
Others	3,016	926
	13,456	7,286

11 FINANCE COSTS

	2024 HK\$'000	2023 HK\$'000
Interest expense from leases (Note 15)	(279)	(24)
Interest expense from financial liabilities at FVPL (Note 21(ii))	(728)	(194)
	(1,007)	(218)

12 INCOME TAX EXPENSE

	2024 HK\$'000	2023 HK\$'000
Current income tax:		
– Hong Kong corporate income tax	5,035	622
– Over provision in the prior year	(38)	(19)
Total current tax expense	4,997	603
Deferred tax (Note 18)		
– Current year	(202)	182
Total deferred tax (credit)/expense	(202)	182
Income tax expense	4,795	785

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

12 INCOME TAX EXPENSE (CONTINUED)

(i) Hong Kong profits tax

Hong Kong profits tax of other Hong Kong incorporated entities in the Group has been provided for at the rate of 16.5% (2023: 16.5%) on the estimated assessable profits.

(ii) PRC corporate income tax

Subsidiaries located in the PRC are subject to the PRC Corporate income tax rate of 25% (2023: 25%) on its assessable profits.

(iii) Cayman Islands tax

Under the current laws of Cayman Islands, the Company is not subject to tax on income or capital gain. In addition, upon payments of dividends by the Company to its shareholders, no Cayman Islands withholding tax will be imposed.

The tax on the Group's profit/(loss) before income tax differs than the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities as follows:

	2024 HK\$'000	2023 HK\$'000
Profit before income tax expenses	72,161	47,178
Tax calculated at Hong Kong tax rate of 16.5% (2023: 16.5%)	11,907	7,784
Effect of different tax rate of operations on other jurisdictions	(6,693)	(4,301)
Tax effects of:		
Income not subject to tax	(1,904)	(549)
Expenses not deductible for tax purposes	59	206
Over provision in the prior year	(38)	(19)
Tax losses for which no deferred tax asset was recognised	1,632	536
Utilisation of tax loss for which no deferred tax assets was previously recognised	(2)	(2,872)
Others	(166)	–
Income tax expense	4,795	785

	2024 HK\$'000	2023 HK\$'000
Tax expense	4,795	785

13 EARNINGS PER SHARE

(a) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity owners of the Company by the weighted average number of ordinary shares outstanding during the year, excluding shares held for employee share scheme (Note 24).

	2024	2023
Profit attributable to owners of the Company (HK\$'000)	67,366	46,393
Weighted average number of ordinary shares outstanding (thousand)	12,360,805	11,495,494
Basic earnings per share attributable to the ordinary equity holders of the Company (HK cents)	0.54	0.40

(b) Diluted earnings per share

For diluted earnings per share, the weighted average number of ordinary shares in issue is adjusted to assume conversion of all potentially dilutive ordinary shares.

For the year ended 31 December 2024 and 2023, the diluted earnings per share was calculated by considering the impact of the Company's share option scheme and share award scheme (the "2020 Share Option Scheme and the Share Award Scheme"), in which certain portion of the Company's share awards was vested and is in the money and has dilutive impact on the earnings per share calculation. The diluted earnings per share would not consider those portion of the Company's share options which were vested and has anti-dilutive impact on the earnings per share calculation.

	For the year ended 31 December	
	2024	2023
Profit attributable to owners of the Company (HK\$'000)	67,366	46,393
Weighted average number of ordinary shares outstanding (thousand)	12,381,481	11,501,037
Diluted earnings per share attributable to the ordinary equity holders of the Company (HK cents)	0.54	0.40

(c) Weighted average number of shares used as the denominator

	For the year ended 31 December	
	2024 '000	2023 '000
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	12,360,805	11,495,494
Adjustments for calculating of diluted earnings per share: – Share awards	20,676	5,543
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings per share	12,381,481	11,501,037

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

14 PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements HK\$'000	Facilities equipment HK\$'000	Office equipment HK\$'000	Total HK\$'000
Year ended 31 December 2023				
Opening net book amount	–	143	112	255
Additions	–	707	–	707
Depreciation (Note a)	–	(111)	(41)	(152)
Exchange differences	–	(1)	–	(1)
Closing net book amount	–	738	71	809
At 31 December 2023				
Cost	2,776	2,521	215	5,512
Accumulated depreciation	(2,776)	(1,783)	(144)	(4,703)
Net book amount	–	738	71	809
	Leasehold improvements HK\$'000	Facilities equipment HK\$'000	Office equipment HK\$'000	Total HK\$'000
Year ended 31 December 2024				
Opening net book amount	–	738	71	809
Additions	–	24	–	24
Depreciation (Note a)	–	(293)	(40)	(333)
Exchange differences	–	–	–	–
Closing net book amount	–	469	31	500
At 31 December 2024				
Cost	2,776	2,541	216	5,533
Accumulated depreciation	(2,776)	(2,072)	(185)	(5,033)
Net book amount	–	469	31	500

Note a: As at 31 December 2024, the Group had HK\$333,000 depreciation (2023: HK\$152,000).

15 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

This note provides information for leases where the Group is a lessee.

(i) Amounts recognised in the consolidated statement of financial position

The consolidated statement of financial position shows the following amounts relating to leases:

	2024 HK\$'000	2023 HK\$'000
Right-of-use assets		
Properties	5,903	–
Lease liabilities		
Current	(3,597)	–
Non-Current	(2,328)	–
	(5,925)	–

Additions to the right-of-use assets during the year ended 31 December 2024 were approximately of HK\$8,619,000 (2023: Nil).

(ii) The consolidated income statement shows the following amounts relating to leases:

	2024 HK\$'000	2023 HK\$'000
Depreciation charge of right-of-use assets – Properties	2,699	1,641
Interest expense (included in finance cost (Note 11))	279	24
Expense relating to short-term and low-value assets leases	722	1,220

The total cash outflow for leases in 2024 was approximately of HK\$3,605,000 (2023: HK\$2,880,000).

(iii) The Group's leasing activities and how these are accounted for

The Group leases various offices, staff quarters and transmission lines. Rental contracts are typically made for fixed periods of 1 to 5 years, but may have extension options as described in (iv) below.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

(iv) Extension and termination options

Extension and termination options are included in a number of property and equipment leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

16 INTANGIBLE ASSETS

The intangible assets held by the Group generated mainly as a result of the acquisition of Goldstream Companies since 2018.

	Customer contracts HK\$'000	Licenses HK\$'000	Total HK\$'000
At 1 January 2023			
Cost	72,095	10,520	82,615
Accumulated amortisation	(48,844)	–	(48,844)
Accumulated impairment	(23,251)	–	(23,251)
Net book amount	–	10,520	10,520
Year ended 31 December 2023			
Opening net book amount	–	10,520	10,520
Amortisation for the year	–	–	–
Closing net book amount	–	10,520	10,520
At 31 December 2023			
Cost	72,095	10,520	82,615
Accumulated amortisation	(48,844)	–	(48,844)
Accumulated impairment	(23,251)	–	(23,251)
Net book amount	–	10,520	10,520
Year ended 31 December 2024			
Opening net book amount	–	10,520	10,520
Amortisation for the year	–	–	–
Closing net book amount	–	10,520	10,520
At 31 December 2024			
Cost	72,095	10,520	82,615
Accumulated amortisation	(48,844)	–	(48,844)
Accumulated impairment	(23,251)	–	(23,251)
Net book amount	–	10,520	10,520

Impairment charges on intangible assets

In accordance with the Group's accounting policy on asset impairment (Note 2.2.5), the carrying value of intangible assets with finite useful life were tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. For goodwill and intangible assets with indefinite useful life are subject to annual impairment testing.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

17 GOODWILL

	2024 HK\$'000	2023 HK\$'000
At 1 January and 31 December	197,965	197,965

The goodwill of HK\$197,833,000 arising from the acquisition of Goldstream Companies in November 2018 and the goodwill of HK\$132,000 arising from the acquisition of Shenzhen JinCheng Enterprise Management Limited (深圳金晟企業管理有限公司) and its subsidiary (the "JinCheng Acquisition") in June 2020 are attributable to the synergies expected to arise from the business combination and future growth of IM businesses in Hong Kong and the PRC respectively. None of the goodwill recognised was expected to be deductible for income tax purposes.

Management reviews the business performance of the Group based on the services the respective businesses provide. Goodwill is monitored by management at the operating segment level.

The recoverable amount of goodwill is determined based on value in use. No impairment charge is noted as at 31 December 2024 (2023: Nil).

As at 31 December 2024 and 2023, key assumptions used for assessing the recoverable amount of the goodwill arising from the acquisition of Goldstream Companies are as follows:

2024

Average annual assets under management ("AUM") incremental rate during 2025 to 2029	12.3%
Compound annual portfolio return rate during 2025 to 2029	3.0% – 21.0%
Discount rate	19.0%
Terminal growth rate	2.5%

2023

Average annual AUM incremental rate during 2024 to 2028	29.5%
Compound annual portfolio return rate during 2024 to 2028	3.0% – 16.0%
Discount rate	19.0%
Terminal growth rate	2.5%

Terminal growth rate represents long-term average growth rate in IM business based on industry growth, economic conditions and historical performance. Discount rate reflects risks relating to IM business, operating country and company specific risk. AUM incremental rate represents estimated AUM growth from new AUM based on management's past experience and current operation. Portfolio return rate represents range of management's estimated organic portfolio return rates of each managed funds based on market data, trend and historical performance.

The recoverable amount of Goldstream Companies is estimated to exceed the carrying amount of Goldstream Companies by approximately HK\$30,463,000. The recoverable amount would equal its carrying amount if the following mutually exclusive key assumptions were to change as follows:

	From	To
Average annual AUM incremental rate during 2025 to 2029	12.3%	9.9%
Compound annual portfolio return rate during 2025 to 2029	3.0% – 21.0%	3.0% – 15.6%
Discount rate	19.0%	21.0%

Note:

The recoverable amount of the cash generating unit arising from acquisition of Goldstream Companies is over its carrying amount under reasonably possible changes in the terminal growth rate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

18 DEFERRED TAX ASSETS AND LIABILITIES

The analysis of deferred tax assets and deferred tax liabilities is as follows:

	2024 HK\$'000	2023 HK\$'000
Deferred tax assets		
Deferred tax assets to be recovered after more than 12 months	(611)	(386)
At 31 December	(611)	(386)
Deferred tax liabilities		
Deferred tax liability to be recovered more than 12 months	96	74
At 31 December	96	74

The net movement in the deferred income tax account is as follows:

	2024 HK\$'000	2023 HK\$'000
At 1 January	(312)	(494)
(Credited)/Charged to consolidated income statement (Note 12)	(202)	182
At 31 December	(514)	(312)

The gross movement in deferred income tax assets and liabilities during the financial years without taking into consideration the offsetting of balances within the same jurisdiction, is as follows:

Deferred tax liabilities	Accelerated tax depreciation HK\$'000	Intangible assets valuation gain HK\$'000	Right-of-use assets HK\$'000	Total HK\$'000
At 1 January 2023	–	–	–	–
Charged to the consolidated income statement	74	–	–	74
At 31 December 2023	74	–	–	74
At 1 January 2024	74	–	–	74
(Credited)/Charged to the consolidated income statement	(1)	–	23	22
At 31 December 2024	73	–	23	96

Deferred tax assets	Decelerated tax depreciation HK\$'000	Employee benefits HK\$'000	Right-of-use assets HK\$'000	Total HK\$'000
At 1 January 2023	398	96	–	494
Charged to the consolidated income statement	(15)	(93)	–	(108)
At 31 December 2023	383	3	–	386
At 1 January 2024	383	3	–	386
(Charged)/Credited to the consolidated income statement	(11)	217	19	225
At 31 December 2024	372	220	19	611

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

18 DEFERRED TAX ASSETS AND LIABILITIES (CONTINUED)

Deferred tax for employee benefits credited to the consolidated income statement for the year ended 31 December 2024 represent the recognition of deferred tax assets due to increase of intrinsic value of share options of HK\$217,000. Deferred tax for employee benefits charged to the consolidated income statement for the year ended 31 December 2023 represent the de-recognition of deferred tax assets due to decrease of intrinsic value of share options of HK\$93,000.

Deferred income tax assets are recognised for tax loss carried forward to the extent that the realisation of the related tax benefit through future taxable profits is probable. During the current year, approximately HK\$8,750,000 (2023: HK\$2,232,000) of tax losses were incurred.

The Group has unrecognised tax losses of approximately HK\$21,290,000 (2023: HK\$12,548,000) to carry forward against future taxable income. Among the tax losses, approximately HK\$12,185,000 (2023: HK\$9,817,000) have expiry dates from 2025 to 2029 (2023: 2024 to 2028). The remaining tax losses have no expiry date.

The Group has not recognised deferred tax assets of approximately HK\$4,549,000 (2023: HK\$2,905,000) in respect of the unrecognised tax losses.

19 TRADE AND OTHER RECEIVABLES, PREPAYMENT, DEPOSITS, AMOUNTS DUE FROM BROKERS AND LOAN RECEIVABLE FROM A FELLOW SUBSIDIARY

	Note	2024 HK\$'000	2023 HK\$'000
Trade receivables			
– related parties	31(c)	9,416	9,376
– third parties		10,530	7,112
Loss allowances (see Note 3.1.3)	(b)	19,946 (3,561)	16,488 (3,561)
Trade receivables, net	(a)	16,385	12,927
Other financial assets at amortised cost			
Amounts due from brokers		21,969	65,270
Loan receivable from a fellow subsidiary		–	252,201
Loss allowances (see Note 3.1.3)		–	(2,000)
Loan receivable from a fellow subsidiary, net	(c), 31(c)	–	250,201
Deposits and other receivables			
– related parties	31(c)	14,000	14,000
– third parties		656	764
Prepayments		2,135	1,949
Prepayments, deposits and other receivables		16,791	16,713
		55,145	345,111

19 TRADE AND OTHER RECEIVABLES, PREPAYMENT, DEPOSITS, AMOUNTS DUE FROM BROKERS AND LOAN RECEIVABLE FROM A FELLOW SUBSIDIARY (CONTINUED)

(a) Ageing analysis

Included in trade receivables are trade debtors (net of loss allowance) with the following ageing analysis based on the dates on which the relevant service income was recognised:

	2024 HK\$'000	2023 HK\$'000
Aged within 1 month	6,347	6,212
Aged between 1 to 3 months	2,179	2,565
Aged between 3 to 6 months	1,186	1,909
Aged between 6 months to 1 year	3,379	1,744
Aged over 1 year	3,294	497
	16,385	12,927

(b) Impairment and risk exposure

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets. Note 3.1.3(c) provides for details about the calculation of the allowance.

As at 31 December 2024 and 2023, the loss allowance for trade receivables are HK\$3,561,000.

Information about the impairment of trade receivables and the Group's exposure to credit risk is disclosed in Note 3.1.3(c).

The carrying amounts of the Group's trade and other receivables, amounts due from brokers and loan receivable from a fellow subsidiary excluding prepayments, are denominated in the following currencies:

	2024 HK\$'000	2023 HK\$'000
HK\$	16,392	20,465
US\$	35,474	323,511
RMB	1,144	1,186
	53,010	345,162

- (c) On 18 November 2022, the Company and Expand Ocean Limited ("Expand Ocean"), a fellow subsidiary of the Company, entered into a facility agreement, pursuant to which, the Company agreed to grant the unsecured facility to Expand Ocean in the principal amount of up to US\$30,000,000 (equivalent to approximately HK\$233,897,000) (the "Facility") at an interest rate of 15% per annum for a term of two years from the date of utilisation of the Facility (the "Utilisation Date") subject to further extension to a date falling no later than four years from the Utilisation Date. An arrangement fee of US\$900,000 (equivalent to approximately HK\$7,017,000) is payable to the Company on the Utilisation Date.

On 30 December 2022, Expand Ocean had fully utilised the Facility of US\$30,000,000 whole and the amount of US\$29,100,000 (equivalent to approximately HK\$226,877,000) was paid out by the Group after offsetting by the arrangement fee.

On 25 November 2024, Expand Ocean had fully repaid the principal amount of US\$30,000,000 (equivalent to approximately HK\$233,166,000) and interest receivables of approximately US\$4,057,000 (equivalent to approximately HK\$31,535,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

20 CASH AND CASH EQUIVALENTS

	2024 HK\$'000	2023 HK\$'000
Cash at banks and on hand	18,167	46,948
Short-term bank deposits	76,442	30,113
Money market funds (Note a)	73,384	37,524
	167,993	114,585
Maximum exposure to credit risk	167,992	114,584

Note a: Money market funds represent the investment in highly liquid money instruments, which are readily convertible to cash and have insignificant risk of changes in value.

The carrying values of cash and cash equivalents, bank deposits and money market funds approximate their fair values.

The carrying amounts of the Group's cash and cash equivalents are denominated in the following currencies:

	2024 HK\$'000	2023 HK\$'000
HK\$	46,473	13,633
US\$	100,304	77,694
RMB	21,216	23,258
	167,993	114,585

As at 31 December 2024, cash and cash equivalents of approximately HK\$9,479,000 (2023: HK\$12,242,000) of the Group were deposited with banks in the PRC and denominated in RMB. The conversion of these bank balances into foreign currencies and remittance out of the PRC is subject to the rules and regulations of foreign exchange control promulgated by The State Administration for Exchange Control.

21 FINANCIAL ASSETS/(LIABILITIES) AT FAIR VALUE THROUGH PROFIT OR LOSS

(i) Classification of financial assets/(liabilities) at FVPL

The Group classifies the following financial assets/(liabilities) at FVPL:

- debt investments that do not qualify for measurement at either amortised cost or FVOCI,
- equity investments that are held for trading, and
- equity investments for which the entity has not elected to recognise fair value gains and losses through OCI.

21 FINANCIAL ASSETS/(LIABILITIES) AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

(i) Classification of financial assets/(liabilities) at FVPL (continued)

Financial assets/(liabilities) measured at FVPL include the following:

	2024 HK\$'000	2023 HK\$'000
Non-current assets		
Investment funds		
– US	42,725	37,687
Current assets		
Listed equity securities		
– US	131,012	99,993
– HK	149,064	–
Listed options		
– US	1,104	2,361
Index options		
– US	750	134
Listed futures		
– US	3,668	–
Exchange traded funds		
– US	5,539	14,457
Depository receipts		
– PRC	–	1,258
	291,137	118,203
	333,862	155,890

21 FINANCIAL ASSETS/(LIABILITIES) AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

(i) Classification of financial assets/(liabilities) at FVPL (continued)

	2024 HK\$'000	2023 HK\$'000
Current liabilities		
Listed equity securities		
– PRC	–	(574)
– Hong Kong	–	(1,797)
– US	(2,938)	(6,550)
Listed options		
– US	(606)	(1,158)
– PRC	(13)	(29)
– UK	(8)	–
Index options		
– US	(71)	(114)
Futures		
– Hong Kong	–	(11)
Exchange traded funds		
– US	(5,188)	(6,123)
	(8,824)	(16,356)

(ii) Amounts recognised in the consolidated income statement

During the year, the following income was recognised in the consolidated income statement:

	2024 HK\$'000	2023 HK\$'000
Net fair value gains on financial assets and liabilities at FVPL (Note 5)	70,618	21,500
Dividend income from investments (Note 5)	1,350	517
Interest expense from financial liabilities at FVPL (Note 11)	(728)	(194)

(iii) Risk exposure and fair value measurement

Information about the Group's exposure to price risk is provided in Note 3.1.5. For information about the methods and assumptions used in determining fair value refer to Note 3.3.

22 INTERESTS IN ASSOCIATES

The Group invested in Goldstream Healthcare Focus Fund SP and Feasible Result Investments Limited. In December 2024, the Group purchased 30% of the total issued shares of Feasible Result Investments Limited. As at 31 December 2024, the Group held 8.0% and 30.0%(31 December 2023: 7.9% and 0%) equity interest in Goldstream Healthcare Focus Fund SP and Feasible Result Investments Limited, respectively, and has the power to participate in the financial and operating policy decision. Accordingly, the Group has significant influence over Goldstream Healthcare Focus Fund SP and Feasible Results Investments Limited.

Goldstream Healthcare Focus Fund SP is a segregated portfolio of Goldstream Capital Segregated Portfolio Company, an open ended exempted segregated portfolio company incorporated in the Cayman Islands with limited liability. It is principally engaged in investment in equity and equity related securities of healthcare companies throughout the world. Feasible Result Investments Limited is a company incorporated under the laws of the British Virgin Islands with limited liability. It is principally engaged in investment holding and its subsidiaries are principally engaged in property holding and management in Shanghai, the PRC.

(i) Details of such investment fund and company are summarised as follows:

	Place of incorporation	Interests held 2024 %	2023 %	Measurement method	Carrying amount 2024 HK\$'000	2023 HK\$'000
Goldstream Healthcare Focus Fund SP ⁽¹⁾	Cayman Islands	8.0	7.9	Equity method	11,425	8,646
Feasible Result Investments Limited ⁽²⁾	British Virgin Islands	30.0	–	Equity method	252,566	–
					263,991	8,646

Notes:

(1) The Group has significant influence over Goldstream Healthcare Focus Fund SP through board representation (1 out of 2).

(2) Shares of Feasible Result Investments Limited was acquired during 2024, details of the transaction is disclosed in Note 25.

(i) Summarised financial information of associates

The tables below provide summarised financial information for those associates that are material to the Group. The information disclosed reflects the amounts presented in the financial statements of the relevant associates and not the Group's share of those amounts. They have been amended to reflect adjustments made by the Group when using the equity method, including fair value adjustments and modifications for differences in accounting policy. The adjustments on the share of amounts from Feasible Result Investment Limited includes the fair value adjustments on the investment property held by it. The fair value adjustments adopted the income capitalisation method with major assumptions of unit rents and reversionary yields.

	Goldstream Healthcare Focus Fund SP 31 December 2024 HK\$'000	31 December 2023 HK\$'000	Feasible Result Investment Limited 31 December 2024 HK\$'000	31 December 2023 HK\$'000
Summarised balance sheet				
Non-current assets	–	–	855,218	N/A
Current assets				
Cash and cash equivalents	65	323	84,392	N/A
Other current assets	209,608	173,106	9,804	N/A
Total current assets	209,673	173,429	94,196	N/A
Non-current liabilities	–	–	(59,283)	N/A
Current liabilities				
Financial liabilities (excluding trade payables)	(6,731)	(6,425)	(31,783)	N/A
Other current liabilities	(59,691)	(57,409)	(16,461)	N/A
Total current liabilities	(66,422)	(63,834)	(48,244)	N/A
Net assets	143,251	109,595	841,887	N/A
Group's share in %	8.0%	7.9%	30.0%	N/A
Carrying amount	11,425	8,646	252,566	N/A

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

22 INTERESTS IN ASSOCIATES (CONTINUED)

(i) Details of such investment fund and company are summarised as follows: (continued)

(i) Summarised financial information of associates (continued)

	Goldstream Healthcare Focus Fund SP		Feasible Result Investment Limited	
	31 December 2024	31 December 2023	31 December 2024	31 December 2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Summarised income statement				
Net fair value gains on financial assets at fair value through profit or loss	38,411	262	–	N/A
Interest income	1,691	3,134	–	N/A
Interest expense	(3,729)	(4,420)	–	N/A
Revenue	–	–	7,627	N/A
Operating expense	(2,431)	(2,929)	(389)	N/A
Other expense	(629)	(613)	(5,477)	N/A
Income tax expense	–	–	(13,689)	N/A
Other income	401	437	102	N/A
Profit/(loss) for the year	33,714	(4,129)	(11,826)	N/A
Other comprehensive income				
Items that will be reclassified subsequently to profit or loss:				
Exchange differences	–	–	(868)	N/A
Total comprehensive income/(loss) for the year	33,714	(4,129)	(12,694)	N/A

(ii) Reconciliation of the aggregate carrying amounts from opening to closing balances:

	Goldstream Healthcare Focus Fund SP		Feasible Result Investment Limited	
	31 December 2024	31 December 2023	31 December 2024	31 December 2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Opening balance as at 1 January	8,646	32,336	–	–
Redemption of share	–	(23,400)	–	–
Acquisition of share	–	–	294,984	–
Payment of interim dividend	–	–	(38,610)	–
Share of operating profit/(loss)	2,779	(290)	(3,547)	–
Share of other comprehensive loss	–	–	(261)	–
Closing balance as at 31 December	11,425	8,646	252,566	–

23 SHARE CAPITAL

(i) Share capital

	2024		2023	
	Number of shares '000	Nominal value HK\$'000	Number of shares '000	Nominal value HK\$'000
Ordinary shares of HK\$0.01 each				
Authorised:				
At beginning and end of the year	20,000,000	200,000	20,000,000	200,000
Issued and fully paid:				
At beginning of the year	11,495,494	114,955	11,495,494	114,955
Issuance of shares (Note (a))	1,336,303	13,363	–	–
End of the year	12,831,797	128,318	11,495,494	114,955

(ii) Share premium

	As at 31 December 2024 HK\$'000	As at 31 December 2023 HK\$'000
At beginning of the year	1,718,929	1,718,929
Issuance of shares (Note (a))	16,637	–
End of the year	1,735,566	1,718,929

Note:

- (a) On 26 April 2024, the Board of the Company approved the allotment and issue of 1,336,302,894 new ordinary shares of the Company (the "Subscription Shares") to three subscribers. On 9 May 2024, the Subscription Shares were allotted and issued by the Company to the subscribers at HK\$0.02245 per share under the general mandate. Share premium increased by HK\$16,636,971 after the issuance of new shares.

23 SHARE CAPITAL (CONTINUED)

(iii) Share options

2020 Share Option Scheme

After the expiration of 2010 Share Option Scheme, the Company has adopted the 2020 Share Option Scheme on 4 June 2020 to attract, retain and impel talents whom are needed to achieve the strategic targets of the Company; and recognise the existing employees' contribution to the success and development of the Group. Unless otherwise cancelled or amended, the 2020 Share Option Scheme will remain in force for 10 years from 4 June 2020.

The maximum number of shares which may be issued upon exercise of all options granted and to be granted under the 2020 Share Option Scheme is 1,134,647,232 shares, representing 10% of the shares of the Company in issue as at the date of adoption of the 2020 Share Option Scheme.

The maximum number of shares issuable under share options granted to each eligible participant in the 2020 Share Option Scheme (including both exercised and outstanding options) within any 12-month period is limited to 1% of the shares of the Company in issue.

On 21 September 2020, the Board of Directors granted options to two grantees and communicated the details of the scheme including the performance criteria in details with the grantees, accordingly, 21 September 2020 is recognised as the grant date of the 2020 Share Option Scheme (the "Grant date") in accordance with IFRS 2.

The share options granted are exercisable for a period of 10 years from 21 September 2020.

The exercise price of the share options shall be HK\$0.07 per share.

The share options granted consist of 5 tranches, which are subject to certain performance criteria and service condition of the employees. Each tranche of the share options granted are vested on 21 September 2020, 31 December 2020, 31 December 2021, 31 December 2022, and 31 December 2023 respectively. The performance criteria are determined by the Board of Directors. Evaluations are made after each reporting period to assess the likelihood of the performance criteria being met. Share-based compensation expenses are then adjusted to reflect the revision of the original estimates in each reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

23 SHARE CAPITAL (CONTINUED)

(iii) Share options (continued)

2020 Share Option Scheme (continued)

Set out below are summaries of options granted under the plan:

	Average exercise price per share option HK\$	Number of shares '000
Balance as at 1 January 2024 and 31 December 2024	0.07	113,460
Vested and exercisable at 31 December 2024	0.07	113,460
Vested but not exercisable at 31 December 2024	0.07	–
Balance as at 1 January 2023 and 31 December 2023	0.07	113,460
Vested and exercisable at 31 December 2023	0.07	113,460
Vested but not exercisable at 31 December 2023	0.07	–

Set out below is the summary of options granted under the 2020 Share Option Scheme:

	Vesting period	Expiry date	At the Grant date 21 September 2020		
			Fair value per share option HK\$	Average exercise price per share option HK\$	Number of options granted '000
Tranche 1	21 September 2020	20 September 2030	0.0402	0.07	22,692
Tranche 2	21 September 2020 – 31 December 2020	20 September 2030	0.0402	0.07	22,692
Tranche 3	21 September 2020 – 31 December 2021	20 September 2030	0.0406	0.07	22,692
Tranche 4	21 September 2020 – 31 December 2022	20 September 2030	0.0413	0.07	22,692
Tranche 5	21 September 2020 – 31 December 2023	20 September 2030	0.0422	0.07	22,692
Total					113,460

No share options are expired during the periods covered by the above summary.

The fair value at Grant date is independently determined using an adjusted form of the Binomial Model that takes into account the exercise price, the term of the option, the impact of dilution (where material), the share price at grant date and expected price volatility of the underlying share, the expected dividend yield, the risk free interest rate for the term of the option and the correlations and volatilities of the peer group companies.

23 SHARE CAPITAL (CONTINUED)

(iii) Share options (continued)

2020 Share Option Scheme (continued)

The model inputs for options granted on 21 September 2020 included:

- (a) exercise price: HK\$0.07
- (b) Grant date: 21 September 2020
- (c) expiry date: 20 September 2030
- (d) share price at Grant date: HK\$0.07
- (e) expected price volatility of the Company's shares: 57.49%
- (f) expected dividend yield: 0.0%
- (g) risk-free interest rate: 0.57%

(iv) Share award

On 21 September 2020, the Share Award Scheme was approved and adopted by the Board of Directors of the Company to attract, retain and impel talents whom are needed to achieve the strategic targets of the Company; and recognise the existing employees' contribution to the success and development of the Group. Unless otherwise cancelled or amended, the Share Award Scheme will remain valid and effective for 10 years from the date of adoption.

On 21 September 2020, the Board of Directors granted share awards to 2 grantees and communicated the details of the scheme including the performance criteria in details with the grantees, accordingly 21 September 2020 is recognised as the grant date of the Share Award Scheme (the "Grant date") in accordance with IFRS 2. The vesting period of the Share Award Scheme started on 21 September 2020, which is the date when the grantees were aware of the Share Award Scheme, agreed the details of the scheme and have begun providing services to satisfy the condition attached to the scheme.

During the year ended 31 December 2024 and 2023, the Share Award Scheme is also administered by the Bank of Communications Trustee Limited (the "Share Scheme Trust"). The Share Scheme Trust is consolidated in accordance with Note 2.2.1.

Shares issued by the Share Scheme Trust to the employees are acquired on-market prior to the issue. Shares held by the Share Scheme Trust and not yet issued to employees at the end of the reporting period are shown as shares held for employee share scheme in the consolidated financial statements (See Note 24).

There were 2 batches of share awards granted to an executive director of the Company, and one batch of share awards granted to a senior management of the Company. The performance criteria are determined by the Board of Directors. Evaluations are made after each reporting period to assess the likelihood of the performance criteria being met. Share-based compensation expenses are then adjusted to reflect the revision of the original estimates in each reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

23 SHARE CAPITAL (CONTINUED)

(iv) Share award (continued)

For the share awards granted to a senior management, the share awards granted consist of 5 tranches, which are subject to certain performance criteria and service condition of the employees. Each tranche of the share awards granted are vested on 31 December 2020, 31 December 2021, 31 December 2022, 31 December 2023 and 31 December 2024 respectively. The performance criteria are determined by the Board of Directors. Evaluations are made after each reporting period to assess the likelihood of the performance criteria being met. Share-based compensation expenses are then adjusted to reflect the revision of the original estimates in each reporting period. The exercise price of these share awards shall be HK\$0.0345 per share.

Set out below are summaries of awards granted under the plan:

	Average exercise price per share award HK\$	Number of shares '000
Opening balance as at 1 January 2024	0.0345	68,076
Lapsed during the year	0.0345	(4,538)
Balance as at 31 December 2024	0.0345	63,538
Vested and exercisable at 31 December 2024	0.0345	63,538
Vested but not exercisable at 31 December 2024	0.0345	–
	Average exercise price per share award HK\$	Number of shares '000
Balance as at 1 January 2023 and 31 December 2023	0.0345	68,076
Vested and exercisable at 31 December 2023	0.0345	45,384
Vested but not exercisable at 31 December 2023	0.0345	22,692

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

23 SHARE CAPITAL (CONTINUED)

(iv) Share award (continued)

Set out below is the summary of share awards granted under the Share Award Scheme:

			At the Grant date 21 September 2020		
	Vesting period	Expiry date	Fair value per share award HK\$	Average exercise price per share award HK\$	Number of share awards granted '000
A senior management					
Tranche 1	21 September 2020 – 31 December 2020	30 December 2021	0.0356	0.0345	22,694
Tranche 2	21 September 2020 – 31 December 2021	30 December 2022	0.0376	0.0345	22,694
Tranche 3	21 September 2020 – 31 December 2022	30 December 2023	0.0396	0.0345	22,692
Tranche 4	21 September 2020 – 31 December 2023	30 December 2024	0.0418	0.0345	22,692
Tranche 5	21 September 2020 – 31 December 2024	30 December 2025	0.0436	0.0345	22,692
Total					113,464

100% of Tranche 1 and 2 share awards were vested and exercised. 100% of Tranche 3 and 4 share awards and 80% of Tranche 5 share awards were vested and exercisable.

During the year, the Group did not purchase any shares of its own shares through the Share Scheme Trust from the open market. The shares purchased by the Group that are not yet vested for this Share Award Scheme were recorded as shares of the Group.

As at 31 December 2024, except for the abovementioned shares held for employee share scheme, the Company has not yet purchased its own shares through the Share Scheme Trust for those shares awards that have been vested.

24 SHARES HELD FOR EMPLOYEE SHARE SCHEME

These shares are shares in the Company that are held by the Bank of Communications Trustee Limited for the purpose of issuing shares under the Share Award Scheme (see Note 23(iv) for further information). Shares issued to employees are recognised on a first-in-first-out basis.

	Number of shares '000	HK\$'000
Balance as at 1 January 2023, 31 December 2023 and 31 December 2024	4,020	414

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

25 RESERVES

Other reserve

In 2024 and 2023, share-based compensation reserve comprises the fair value of share options and share awards granted which are yet to be exercised. The amount will be transferred to retained earnings when the related options are exercised, expired or forfeited.

On 3 December 2024, the Group completed a transaction to acquire 30% of total issued shares of Feasible Result Investments Limited at a consideration of HK\$202,800,000 from United Strength Dignity Limited which is a wholly-owned subsidiary of Hony Capital Group L.P. and a related party of the Group. The difference of the fair value of the 30% of total issued shares of Feasible Result Investments Limited and the consideration paid of HK\$92,184,000 was considered as a capital contribution from Hony Capital Group L.P. and recognised as a reserve in equity. No goodwill or any excess of the Group's share of the net fair value of the Feasible Result Investments Limited's identifiable assets and liabilities over the cost of the investment were identified.

The acquisition of Feasible Result Investments Limited are presented in the Consolidated Statement of Cash Flows and details of Feasible Result Investments Limited are disclosed in Note 22.

26 OTHER PAYABLES AND AMOUNTS DUE TO BROKERS

	Note	2024 HK\$'000	2023 HK\$'000
Other payables			
– Related parties	31(c)	3,157	3
– Third parties		10,491	10,322
Accruals			
– Accrued salaries		27,950	16,036
– Accrued audit fee		2,103	1,803
– Others		1,055	1,758
Total		44,756	29,922
Amounts due to brokers		3,761	4,785

The carrying amounts of trade and other payables and amounts due to brokers are considered to be approximated to their fair values, due to their short-term nature.

The carrying amounts of the Group's Other payables and amounts due to brokers are denominated in the following currencies:

	2024 HK\$'000	2023 HK\$'000
US\$	7,793	5,952
RMB	245	358
HK\$	40,478	28,397
EUR	1	–
	48,517	34,707

27 CASH FLOW INFORMATION

(a) Cash generated from operations

	2024 HK\$'000	2023 HK\$'000
Profit before income tax	72,161	47,178
Adjustments for:		
– Depreciation of property, plant and equipment	333	152
– Depreciation of right-of-use assets	2,699	1,641
– Amortisation of intangible assets	–	–
– Fair value gains on financial assets and liabilities at FVPL	(30,942)	(21,500)
– Dividend income from financial assets at FVPL	(1,350)	(517)
– Reversal of provision for loss allowances	(2,000)	–
– Share of results of associates accounted for using the equity method	768	290
– Non-cash employee benefits expense – share-based payments	261	1,141
– Interest expense	1,007	218
– Interest income	(37,610)	(43,642)
– Loan arrangement fee income	–	(3,510)
– Exchange difference	1,083	21
Changes in working capital		
– Trade receivables, prepayments, deposits and other receivables	39,765	18,124
– Trade and other payables and contract liabilities	13,810	5,617
Cash generated from operations	59,985	5,213

(b) Net cash reconciliation

This section sets out an analysis of net cash and the movements in net cash for each of the periods presented.

	2024 HK\$'000	2023 HK\$'000
Cash and cash equivalents	167,993	114,585
Lease liabilities	(5,925)	–
Net cash	162,068	114,585

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

27 CASH FLOW INFORMATION (CONTINUED)

(b) Net cash reconciliation (continued)

	Other assets	Liabilities from financing activities	
	Cash HK\$'000	Leases liabilities HK\$'000	Total HK\$'000
Net cash as at 1 January 2023	46,643	(1,656)	44,987
Reclassification	–	–	–
Cash flows	68,041	1,680	69,721
Foreign exchange adjustment	(99)	–	(99)
Other charges	–	(24)	(24)
Net cash as at 31 December 2023 and 1 January 2024	114,585	–	114,585
Cash flows	55,299	2,624	57,923
Acquisition – leases	–	(8,283)	(8,283)
Foreign exchange adjustment	(1,891)	13	(1,878)
Other charges	–	(279)	(279)
Net cash as at 31 December 2024	167,993	(5,925)	162,068

Note 1:

The cash outflow in financing activities for leases in 2024 was approximately of HK\$2,624,000 (2023: HK\$2,880,000).

(c) Non-cash financing activity

Non-cash financing activity disclosed in other note is:

- Capital contribution arising from interests in associates (Note 25)

28 CAPITAL COMMITMENTS

As at 31 December 2024 and 2023, there were no capital commitments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

29 SUBSIDIARIES

29.1 The following is a list of the principal subsidiaries at 31 December 2024:

Name of entity	Place of incorporation and kind of legal entity	Principal activities and place of operation	Particulars of issued share capital and debt securities	Interest held by the Company			
				Directly 2024	2023	Indirectly 2024	2023
Goldstream Capital Management Limited	Hong Kong, limited liability company	Advising on securities and asset management in Hong Kong	Paid-up capital of HK\$49,354,824	100%	100%	–	–
Goldstream Securities Limited	Hong Kong, limited liability company	Dormant	Paid-up capital of HK\$8,000,001	100%	100%	–	–
Redwood Elite Limited	Cayman Islands, limited liability company	Strategic direct investment in the Cayman Islands	Authorised capital of US\$50,000 and paid up capital of US\$1	100%	100%	–	–
Shenzhen JinCheng Enterprise Management Limited ⁽¹⁾	PRC, limited liability company	Advising on securities and asset management in the PRC	Paid-up capital of RMB12,000,000 Registered capital of RMB40,000,000	–	–	100%	100%

Due to the implementation of the Share Award Scheme of the Group as disclosed in Note 24, the Company has consolidated a structured entity ("Share Scheme Trust") and its particulars are as follows:

Structured entity	Principal activities
Share Scheme Trust	Administering and holding the Company's shares acquired for the Share Award Scheme which is set up for the benefits of eligible persons of the scheme

29.2 Interests in structured entities

As at 31 December 2024, the Group is deemed to hold controlling interest in the following investment fund. All assets and liabilities of these funds are consolidated within the Group's consolidated statement of financial position.

Name	Place of incorporation	2024		2023	
		Directly	Indirectly	Directly	Indirectly
Goldstream Appreciation Fund SP	Cayman Islands	–	100%	–	100%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

30 FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the date of consolidated statement of financial position are as follows:

	2024 HK\$'000	2023 HK\$'000
Assets as per consolidated statement of financial position		
Financial assets at amortised costs		
– Trade and other receivables, excluding prepayments	31,041	27,691
– Amounts due from brokers	21,969	65,270
– Cash and cash equivalents	167,993	114,585
– Loan receivable from a fellow subsidiary	–	250,201
Financial assets at FVPL	333,862	155,890
Total	554,865	613,637
Liabilities as per consolidated statement of financial position		
Financial liabilities at amortised cost		
– Other payables	16,807	13,711
– Amounts due to brokers	3,761	4,785
– Lease liabilities	5,925	–
Financial liabilities at FVPL	8,824	16,356
Total	35,317	34,852

31 RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. The related parties and the related party transactions are as follow:

(a) Relationship between the Group and related parties

(i) *Ultimate shareholder of the Group*

Mr. Zhao John Huan

(ii) *Ultimate parent*

Name	Place of incorporation	Principal place of business	Ownership interest 2024	2023
Hony Capital Group, L.P.	Cayman Islands	Cayman Islands	60.81%	67.87%

(iii) *Subject to common control of ultimate shareholder*

Colour Wish Limited
 United Strength Honor Limited
 United Strength Dignity Limited
 Expand Ocean Limited
 Expand Ocean Two Limited
 Exponential Fortune Group Limited
 Goldstream Segregated Portfolio Company
 Hony Capital Limited
 Hony Capital Management (Cayman) Limited
 Hony Group Management Limited
 Hony Gold Holdings, L.P.
 Hony Gold GP Limited
 Hony Gold Management Limited
 Hony Managing Partners Limited

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

31 RELATED PARTY TRANSACTIONS (CONTINUED)

(a) Relationship between the Group and related parties (continued)

(iv) Associates

Goldstream Healthcare Focus Fund SP
Feasible Result Investments Limited

(b) Transactions with related parties

The following transactions were carried out with related parties:

	Note	2024 HK\$'000	2023 HK\$'000
Service income	(i)		
– Associates		1,128	1,128
– Other related parties		8,423	8,722
		9,551	9,850
Loan interest income from a fellow subsidiary	(ii)	31,648	38,802
Rental and management services expenses for properties	(ii)		
– Other related parties		720	2,880

Notes:

- (i) Service income from related parties mainly represents the provision of IM service, at a price mutually agreed.
- (ii) Loan interest income and loan arrangement fee from a fellow subsidiary for provision a facility of US\$30,000,000.
- (iii) The Group rented properties from related parties, Hony Capital Limited, at a price mutually agreed.

(c) Balances with related parties

The outstanding balances arising from the above transactions at the date of consolidated statement of financial position are as follows:

	2024 HK\$'000	2023 HK\$'000
Loan receivable from a fellow subsidiary	–	250,201
Trade receivables		
– Associates	302	252
– Other related parties	9,114	9,124
	9,416	9,376
Deposits and other receivables		
– Ultimate holding company	–	14,000
– Other related party	14,000	–
	14,000	14,000
Other payables		
– Other related parties	3,157	3

Balances with related parties are unsecured, interest-free, repayable on demand.

31 RELATED PARTY TRANSACTIONS (CONTINUED)**(c) Balances with related parties** (continued)

On 3 December 2024, the Group completed a transaction to acquire 30% of total issued shares of Feasible Result Investments Limited at a consideration of HK\$202,800,000 from United Strength Dignity Limited which is a wholly owned subsidiary of Hony Capital Group L.P. and a related party of the Group. As at 31 December 2024, there was an amount due to United Strength Dignity Limited of HK\$3,105,000.

On 19 December 2024, the Group completed the acquisition of 5,060,000 issued class A ordinary shares in the share capital of TechStar Acquisition Corporation ("TechStar") under stock code of 7855 and 2,530,000 listed warrants issued by TechStar under warrant code of 4855 at a total consideration of US\$6,877,000 (equivalent to approximately HK\$53,641,000) from United Strength Honor Limited which is a wholly owned subsidiary of Hony Capital Group L.P. and a related party of the Group.

The balances with related parties are denominated in the following currencies:

	2024 HK\$'000	2023 HK\$'000
Loan receivable from a fellow subsidiary US\$	–	250,201
Trade receivables HK\$ US\$	2,248 7,168	3,147 6,229
	9,416	9,376
Deposits and other receivables HK\$	14,000	14,000
Other payables HK\$ US\$	52 3,105	3 –
	3,157	3

(d) Key management compensation

Key management includes directors and senior management. The compensation paid or payable to key management for employee services is shown below:

	2024 HK\$'000	2023 HK\$'000
Wages, salaries and other benefits	10,169	3,108
Contribution to retirement benefit schemes	217	199
	10,386	3,307

32 STATEMENT OF FINANCIAL POSITION AND RESERVE OF THE COMPANY

	2024 HK\$'000	2023 HK\$'000
Assets		
Non-current assets		
Property, plant and equipment	30	71
Investments in subsidiaries	468,269	468,269
Right-of-use assets	5,189	–
Deferred tax assets	391	383
	473,879	468,723
Current assets		
Other receivables	1,049	798
Amounts due from subsidiaries	490,152	198,625
Loan receivable from a fellow subsidiary	–	250,201
Cash and cash equivalents	9,828	10,110
	501,029	459,734
Total assets	974,908	928,457
Equity		
Capital and reserves attributable to owners of the Company		
Share capital	128,318	114,955
Reserves (Note a)	795,501	782,700
Total equity	923,819	897,655
Liabilities		
Non-current assets		
Lease liabilities	2,011	–
	2,011	–
Current liabilities		
Other payables	12,362	12,162
Amounts due to subsidiaries	30,246	12,602
Lease liabilities	3,291	–
Taxation payable	3,179	6,038
	49,078	30,802
Total liabilities	51,089	30,802
Total equity and liabilities	974,908	928,457

The statement of financial position of the Company was approved by the Board of Directors on 28 March 2025 and was signed on its behalf.

Zhao John Huan
Director

Gao Ziqi
Director

32 STATEMENT OF FINANCIAL POSITION AND RESERVE OF THE COMPANY

(CONTINUED)

(a) Reserve of the Company

	Shares held for employee share HK\$'000	Share premium HK\$'000	Other reserves HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 January 2024	(414)	1,718,929	1,461,270	(2,397,085)	782,700
Profit for the year	–	–	–	(4,097)	(4,097)
Issuance of shares	–	16,637	–	–	16,637
Share Award Scheme and 2024 Share Option Scheme value of employee services	–	–	261	–	261
At 31 December 2024	(414)	1,735,566	1,461,531	(2,401,182)	795,501
At 1 January 2023	(414)	1,718,929	1,460,129	(2,416,255)	762,389
Profit for the year	–	–	–	19,170	19,170
Share Award Scheme and 2023 Share Option Scheme value of employee services	–	–	1,141	–	1,141
At 31 December 2023	(414)	1,718,929	1,461,270	(2,397,085)	782,700

i. *Distribution of reserves*

Under the Companies Law of the Cayman Islands, the share premium of the Company is available for distributions or dividends to shareholders subject to the provisions of its Memorandum or Articles of Association and provided that immediately following the distribution of dividends, the Company is able to pay its debts as they fall due in the ordinary course of business.

ii. *Other reserves*

It mainly represented the equity component which was arose the issuance of convertible notes on 26 July 2011. All the convertible notes were fully converted in 2011.

33 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622G), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS), REGULATION (CAP. 622G) AND HK LISTING RULES)

(a) Directors' and chief executive's emoluments

The remuneration of every directors and the chief executive is set out below:

For the year ended 31 December 2024:

Emoluments paid or receivable in respect of a person's services as a director, whether of the company or its subsidiary undertaking:

Name	Fees HK\$'000	Salary HK\$'000	Discretionary bonuses HK\$'000	Share-based payment HK\$'000	Allowances and benefits in kind HK\$'000	Employer's contribution to a retirement benefit scheme HK\$'000	Other emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking HK\$'000	Benefit scheme HK\$'000
Executive directors								
Mr. Zhao John Huan	-	-	-	-	-	-	-	-
Mr. Gao Ziqi (Note (ii))	-	2,038	4,055	-	-	18	-	6,111
Non-executive director								
Mr. Tam Terry Sze Ying	-	-	-	-	-	-	-	-
Independent and non-executive directors								
Mr. Jin Qingjun	250	-	-	-	-	-	-	250
Mr. Lee Kin Ping Christophe	220	-	-	-	-	-	-	220
Mr. Shu Wa Tung Laurence	220	-	-	-	-	-	-	220
Ms. Ge Xin (Note(iii))	60	-	-	-	-	-	-	60

For the year ended 31 December 2023:

Emoluments paid or receivable in respect of a person's services as a director, whether of the company or its subsidiary undertaking:

Name	Fees HK\$'000	Salary HK\$'000	Discretionary bonuses HK\$'000	Share-based payment HK\$'000	Allowances and benefits in kind HK\$'000	Employer's contribution to a retirement benefit scheme HK\$'000	Other emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking HK\$'000	Benefit scheme HK\$'000
Executive directors								
Mr. Zhao John Huan	-	-	-	-	-	-	-	-
Mr. Geng Tao (Note (i))	-	-	-	-	-	-	-	-
Non-executive director								
Mr. Tam Terry Sze Ying	-	-	-	-	-	-	-	-
Independent and non-executive directors								
Mr. Jin Qingjun	250	-	-	-	-	-	-	250
Mr. Lee Kin Ping Christophe	220	-	-	-	-	-	-	220
Mr. Shu Wa Tung Laurence	220	-	-	-	-	-	-	220

33 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622G), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS), REGULATION (CAP. 622G) AND HK LISTING RULES) (CONTINUED)

(a) Directors' and chief executive's emoluments (continued)

Notes:

- i. Mr. Geng Tao has been appointed as an executive director with effect from 13 September 2022. Mr. Geng Tao resigned as executive director with effect from 22 January 2024.
- ii. Mr. Gao Ziqi has been appointed as an executive director with effect from 22 January 2024.
- iii. Ms. Ge Xin has been appointed as an independent non-executive Director with effect from 4 October 2024.

There was no arrangement during the year ended 31 December 2024 and 2023 under which a director waived or agreed to waive any remuneration, and no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group, or as compensation for loss of office.

(b) Directors' retirement benefits and termination benefits

Except for employer's contribution to a retirement benefit scheme disclosed in Note 33(a), none of the directors received or will receive any retirement benefits or termination benefits during the year ended 31 December 2024 (2023: Nil).

(c) Consideration provided to third parties for making available directors' services

During the year ended 31 December 2024, the Company does not pay consideration to any third parties for making available directors' services (2023: Nil).

(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

As at 31 December 2024, there are no loans, quasi-loans and other dealing arrangements entered into by the Company or subsidiary undertaking of the Company in favour of directors, controlled bodies corporate by and connected entities with such directors (2023: Nil).

(e) Directors' material interests in transactions, arrangements or contracts

Except as disclosed in Note 31 to the consolidated financial statements, there is no other significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

34 BANKING FACILITIES

The banking facilities made available to subsidiaries of the Group are as follows:

	2024 HK\$'000	2023 HK\$'000
Banking facilities granted to subsidiaries of the Company without securities:		
– Available facilities	156,000	156,000
– Facilities utilised	–	–
Unutilised facilities	156,000	156,000

35 EVENTS AFTER THE REPORTING PERIOD

On 28 June 2024, the Group entered into a sale and purchase agreement to acquire 3,200 shares in United Strength Fortune Limited (“USFL”), representing 32% of the total issued share capital of USFL, at the total consideration of US\$5 million. Completion of such acquisition took place on 7 January 2025. USFL is a company incorporated in the British Virgin Islands with limited liability and a wholly owned subsidiary of Expand Ocean Two Limited which is subject to common control of Mr. Zhao John Huan, the ultimate shareholder of the Group. It is principally engaged in investment holding.

On 21 February 2025, the Group subscribed for 780,000 shares in Marketingforce Management Ltd (“Marketingforce Shares”) through a placing agent at an aggregate consideration of approximately HK\$46.80 million (exclusive of transaction costs) (“Subscription”). Within a 12-month period prior to the said subscription, the Group acquired in aggregate 264,400 Marketingforce Shares through on-market transactions conducted on the Stock Exchange for an aggregate consideration of approximately HK\$15.86 million (exclusive of transaction costs) (“Acquisition”). The Subscription and Acquisition, on an aggregated basis, constituted a discloseable transaction of the Company and was subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

On 7 March 2025, the Board proposed to implement the share consolidation on the basis that every fifty existing shares of par value of HK\$0.01 each in the issued and unissued share capital of the Company be consolidated into one consolidated share of par value of HK\$0.5 each and subject to the share consolidation becoming effective, a change in board lot size from 10,000 existing shares to 1,000 consolidated shares. The implementation of the share consolidation will be conditional upon, among other things, approval by the shareholders of the Company. Details of the proposed share consolidation and the proposed change in board lot size are set out in the Company’s announcement dated 7 March 2025.

Save as disclosed in this report, there were no significant events after the reporting period up to the date of this report.

FIVE-YEAR FINANCIAL SUMMARY

	For the year ended 31 December				
	2024 HK\$'000	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	(Restated) 2020 HK\$'000
Results					
Income (Note)	97,493	44,326	(18,998)	19,074	147,158
Profit/(loss) from operations (Note)	73,936	47,686	(61,601)	(43,806)	(14,921)
Finance (costs)/income, net	(1,007)	(218)	(1,780)	(6,233)	2,181
Profit/(loss) before taxation	72,161	47,178	(81,661)	(58,409)	7,686
Income tax (expenses)/credit	(4,795)	(785)	622	2,911	8,480
Profit/(loss) from continuing operations	67,366	46,393	(81,039)	(55,498)	16,166
Profit/(loss) from discontinued operation	–	–	47,642	(12,231)	1,088
Profit/(loss) for the year	67,366	46,393	(33,397)	(67,729)	17,254
Allocated as:					
Profit/(loss) for the year attributable to owners of the Company	67,366	46,393	(33,397)	(67,729)	17,254
	At 31 December				
	2024 HK\$'000	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000
Assets and liabilities					
Property, plant and equipment	500	809	255	456	44,141
Goodwill	197,965	197,965	197,965	197,965	197,965
Intangible assets	10,520	10,520	10,520	16,667	29,989
Financial assets at fair value through profit or loss, net	325,038	139,534	91,165	298,276	341,487
Long term deposit	–	–	–	–	867
Right-of-use assets	5,903	–	1,641	1,641	10,609
Deferred tax assets	538	383	494	2,678	1,371
Net current assets	445,704	520,798	196,320	431,856	572,509
Total assets less current liabilities	967,846	776,808	729,282	777,869	1,047,675
Lease liabilities	5,925	–	1,656	1,656	10,952
Deferred tax liabilities	23	71	–	2,660	4,735
Borrowings from a former director	–	–	–	–	206,823
Borrowing from a director	–	–	–	212,562	–
Net assets	965,495	776,737	729,282	775,209	829,782
Capital and reserves					
Share capital	128,318	114,955	114,955	113,465	113,465
Reserves	837,177	661,782	614,327	661,744	716,317
Total equity	965,495	776,737	729,282	775,209	829,782

Note:

Comparative figures have been reclassified to conform with the current year's presentation.