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## **ETERNITY INVESTMENT LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 764)**

### **ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2025**

The board of directors (the “**Board**”) of Eternity Investment Limited (the “**Company**”) announces the audited consolidated results of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 December 2025 together with the comparative figures for 2024 as follows:

#### **CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**

*For the year ended 31 December 2025*

	<i>Notes</i>	<b>2025</b> <b>HK\$'000</b>	2024 HK\$'000 (Restated)
Revenue	4	<b>234,486</b>	223,973
Cost of sales		<u><b>(105,812)</b></u>	<u>(112,346)</u>
Gross profit		<b>128,674</b>	111,627
Investment and other income	5	<b>18,558</b>	19,100
Other gains and losses	6	<b>(225,130)</b>	(288,305)
Selling and distribution expenses		<b>(4,347)</b>	(5,132)
Allowance for expected credit losses on financial assets	7	<b>(21,214)</b>	(39,756)
Administrative expenses		<b>(122,797)</b>	(132,839)
Share of results of associates		<u><b>712</b></u>	<u>(869)</u>
Loss from operations		<b>(225,544)</b>	(336,174)
Finance costs	8	<u><b>(90,623)</b></u>	<u>(71,863)</u>
Loss before taxation		<b>(316,167)</b>	(408,037)
Income tax expense	9	<u><b>(27,049)</b></u>	<u>(7,662)</u>
<b>Loss for the year</b>	<b>10</b>	<u><b>(343,216)</b></u>	<u>(415,699)</u>

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2025

	<i>Notes</i>	<b>2025</b> <b>HK\$'000</b>	2024 HK\$'000 (Restated)
<b>Loss for the year attributable to:</b>			
Owners of the Company		(343,185)	(415,699)
Non-controlling interests		<u>(31)</u>	<u>–</u>
		<u><b>(343,216)</b></u>	<u><b>(415,699)</b></u>
<b>Loss per share</b>			
Basic ( <i>Hong Kong dollars</i> )	<i>11</i>	<u><b>(0.93)</b></u>	<u><b>(1.12)</b></u>
Diluted ( <i>Hong Kong dollars</i> )		<u><b>(0.93)</b></u>	<u><b>(1.12)</b></u>

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2025

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
<b>Loss for the year</b>	<b>(343,216)</b>	(415,699)
<b>Other comprehensive income/(expense) for the year, net of income tax</b>		
<i>Item that will not be reclassified to profit or loss:</i>		
Fair value loss on equity instruments at fair value through other comprehensive income	<u>          -</u>	<u>(8,645)</u>
<i>Item that may be reclassified subsequently to profit or loss:</i>		
Exchange differences arising on translating foreign operations	<u>25,489</u>	<u>(25,386)</u>
Other comprehensive income/(expense) for the year, net of income tax	<u>25,489</u>	<u>(34,031)</u>
<b>Total comprehensive expense for the year</b>	<b><u>(317,727)</u></b>	<b><u>(449,730)</u></b>
<b>Total comprehensive (expense)/income for the year attributable to:</b>		
Owners of the Company	<b>(317,556)</b>	(449,851)
Non-controlling interests	<u>(171)</u>	<u>121</u>
	<b><u>(317,727)</u></b>	<b><u>(449,730)</u></b>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2025

	<i>Notes</i>	<b>2025</b> <b>HK\$'000</b>	2024 HK\$'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment		<b>821,137</b>	914,704
Right-of-use assets		<b>175,157</b>	191,146
Investment properties		<b>172,030</b>	192,185
Intangible assets		<b>541,188</b>	608,713
Goodwill		–	–
Interests in associates		<b>4,111</b>	3,399
Deferred tax assets		<b>40,112</b>	62,570
Equity instruments at fair value through other comprehensive income		–	–
Financial assets at fair value through profit or loss		–	10,135
Finance lease receivables		<b>123,519</b>	150,291
		<u><b>1,877,254</b></u>	<u>2,133,143</u>
<b>Current assets</b>			
Inventories		<b>28,618</b>	30,468
Loans receivables	<i>12</i>	<b>160,496</b>	171,816
Trade receivables	<i>13</i>	<b>36,972</b>	36,756
Deposits, prepayments and other receivables		<b>98,496</b>	92,626
Finance lease receivables		<b>30,704</b>	26,319
Financial assets at fair value through profit or loss		<b>55,542</b>	64,323
Pledged bank deposits		–	23
Cash and cash equivalents		<b>32,126</b>	30,322
		<u><b>442,954</b></u>	<u>452,653</u>
Assets classified as held for sale		<u><b>13,868</b></u>	<u>13,527</u>
		<u><b>456,822</b></u>	<u>466,180</u>
<b>Total assets</b>		<u><b>2,334,076</b></u>	<u>2,599,323</u>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2025

	Notes	2025 HK\$'000	2024 HK\$'000
<b>EQUITY</b>			
Share capital		38,286	38,196
Shares held for share award plan		(16,979)	(24,455)
Reserves		<u>723,352</u>	<u>1,044,459</u>
<b>Equity attributable to owners of the Company</b>		<b>744,659</b>	<b>1,058,200</b>
Non-controlling interests		<u>(5,725)</u>	<u>(5,554)</u>
<b>Total equity</b>		<b><u>738,934</u></b>	<b><u>1,052,646</u></b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade payables	14	34,148	43,006
Deposits received, accruals and other payables		231,725	194,892
Receipts in advance		42,855	56,553
Tax payables		93,957	83,729
Bank borrowings		87,405	137,825
Other borrowings		327,707	252,536
Lease liabilities		4,976	4,123
Guaranteed secured notes		179,824	174,267
Amounts due to associates		7,745	9,385
Amounts due to directors and related party		52,678	73,496
Convertible bonds		<u>11,842</u>	<u>–</u>
		<b><u>1,074,862</u></b>	<b><u>1,029,812</u></b>
<b>Non-current liabilities</b>			
Deposits received and other payables		72,906	72,503
Lease liabilities		267,228	265,005
Deferred tax liabilities		<u>180,146</u>	<u>179,357</u>
		<b><u>520,280</u></b>	<b><u>516,865</u></b>
<b>Total liabilities</b>		<b><u>1,595,142</u></b>	<b><u>1,546,677</u></b>
<b>Total equity and liabilities</b>		<b><u>2,334,076</u></b>	<b><u>2,599,323</u></b>
<b>Net current liabilities</b>		<b><u>(618,040)</u></b>	<b><u>(563,632)</u></b>
<b>Total assets less current liabilities</b>		<b><u>1,259,214</u></b>	<b><u>1,569,511</u></b>

Notes:

## 1. Basis of preparation

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the disclosure requirements of the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis, except for investment properties and certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

### Going Concern

During the year ended 31 December 2025, the Group incurred a loss for the year of HK\$343,216,000 and, as of that date, the Group’s current liabilities exceeded its current assets by HK\$618,040,000.

As at 31 December 2025, the Group had outstanding guaranteed secured notes (the “Notes”) and note interest payable of approximately HK\$218 million, which were due for repayment on 23 September 2025. The Group failed to repay the Notes upon their maturity, constituting an event of default under the terms of the note instrument. The Notes are secured by a share charge over a wholly-owned subsidiary of the Group, Eternity Investment (China) Limited.

As at the date of this announcement, the Group has entered into negotiations with the noteholder regarding a formal repayment plan or forbearance arrangement, and no conclusion has been reached.

The directors of the Company have assessed the potential implications of the default, including the worst-case scenario in which the noteholder enforces its security by taking possession of the charged shares of Eternity Investment (China) Limited.

The net book value of Eternity Investment (China) Limited was approximately HK\$971 million, which substantially exceeds the outstanding liabilities under the Notes of approximately HK\$218 million as at 31 December 2025. The directors of the Company therefore consider that, even in the event of enforcement, the security cover is sufficient to fully satisfy the Group’s obligations under the Notes without giving rise to a material deficiency.

Furthermore, the directors of the Company have prepared the Group's cash flow projections on a basis that excludes the operating cash flows and assets of Eternity Investment (China) Limited from the continuing operations of the Group. Even after eliminating these contributions, the directors of the Company have concluded that the remaining operations of the Group would generate sufficient cash flows to meet the Group's ongoing working capital requirements and other financial obligations as they fall due for a period of at least twelve months from the date of approval of the consolidated financial statements.

In view of such circumstances, the directors of the Company have given careful consideration to the future liquidity, operating performance of the Group and its available sources of financing, and are of the opinion that the cash flow generated from operating activities and certain appropriate financing activities of the Group will be able to meet the funding needs of operations and repay the outstanding borrowings. In order to improve the Group's financial position, the directors of the Company have been implementing various measures as follows:

- taking active measures to collect loan receivables to improve operating cash flows and its financial position;
- disposing of certain non-core investment properties to generate immediate cashflows;
- disposing of certain investment properties held as collateral for bank and other borrowings. The net proceeds from the disposals will be applied to reduce the outstanding loan balances, thereby lowering the Group's finance costs and improving its debt-to-equity ratio;
- negotiating with respective lenders to renew and extend the existing borrowings upon their maturities;
- raising capital through share placements, rights issues, or open offers to strengthen the equity base and improve the net asset position;
- reviewing its investments and actively considering to realise certain financial assets at fair value through profit or loss ("FVTPL") or other assets in order to enhance the cash flow position of the Group whenever it is necessary; and
- implementing active cost-saving measures to control administrative costs through various ways to improve operating cash flows at a level sufficient to finance the working capital requirements of the Group.

The directors of the Company have carried out detail review on the Group's cash flow projections prepared by management. The cash flow projections cover a period up to 31 March 2027. In preparing the cash flow projections, the directors of the Company have considered the historical cash requirements of the Group as well as other key factors, including the availability of the loan finance which may impact the operations of the Group during the next twelve-month period. They are of the opinion that, taking into account the above-mentioned measures, the Group would have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months from the date of approval of the consolidated financial statements.

Accordingly, the directors of the Company are of the opinion that it is appropriate to prepare the consolidated financial statements for the year ended 31 December 2025 on a going concern basis. Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements to adjust the value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities, respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

## 2. Application of New and Amendments To HKFRS Accounting Standards

### **Amendments to an HKFRS Accounting Standard that are mandatorily effective for the current year**

In the current year, the Group has applied the following amendments to an HKFRS Accounting Standard as issued by HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2025 for the preparation of the consolidated financial statements:

Amendments to HKAS 21	Lack of Exchangeability
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The application of the amendments to an HKFRS Accounting Standard in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

### **New and amendments to HKFRS Accounting Standards that have been issued but not yet effective**

The Group has not early applied the following new and amendments to HKFRS Accounting Standards that have been issued but are not yet effective.

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments <sup>2</sup>
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>1</sup>
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards — Volume 11 <sup>2</sup>
HKFRS 18	Presentation and Disclosure in Financial Statements <sup>3</sup>

<sup>1</sup> Effective for annual periods beginning on or after a date to be determined.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2026.

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2027.

Except for the new HKFRS Accounting Standards mentioned below, the directors of the Company anticipate that the application of all new and amendments to HKFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

HKFRS 18 *Presentation and Disclosure in Financial Statements*, which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 *Presentation of Financial Statements*. This new HKFRS Accounting Standard, while carrying forward many of the requirements in HKAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures (MPMs) in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* (the title of which will be changed to *Basis of Preparation of Financial Statements* upon effective of HKFRS 18) and HKFRS 7. Minor amendments to HKAS 7 *Statement of Cash Flows* and HKAS 33 *Earnings per Share* are also made.

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. HKFRS 18 requires retrospective application with specific transition provisions. The application of the new standard is not expected to have significant impact on the financial performance and positions of the Group in terms of recognition and measurement. However, it is expected to affect the structure and presentation of the consolidated statement of profit or loss.

**3. Operating Segments**

The Group’s operating segments have been determined based on the information reported to the Chairman of the board of directors, being the chief operating decision maker, that is used for performance assessment and to make strategic decisions. The Group’s operating businesses are structured and managed separately according to the nature of their operations and the products and services they provide. Each of the Group’s operating segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of other operating segments. The Group currently has five operating segments:

- (a) Property investment                      Leasing of rental properties and property management
- (b) Sale of financial assets                      Sale of financial assets at FVTPL
- (c) Money lending                              Money lending
- (d) Sale of jewelry products                      Design and sale of jewelry products
- (e) Golf club operation                          Golf club operation

An analysis of the Group's reportable segment revenue, results, assets, liabilities and other selected financial information for the years ended 31 December 2025 and 2024 by operating segments are as follows:

### Segment revenues and results

#### *For the year ended 31 December 2025*

	Property investment <i>HK\$'000</i>	Sale of financial assets <i>HK\$'000</i>	Money lending <i>HK\$'000</i>	Sale of jewelry products <i>HK\$'000</i>	Golf club operation <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
Segment revenue	<u>5,882</u>	<u>10,756</u>	<u>14,142</u>	<u>69,516</u>	<u>134,190</u>	<u>234,486</u>
Segment (loss)/profit	<u>(268,475)</u>	<u>17,086</u>	<u>1,038</u>	<u>1,815</u>	<u>36,236</u>	(212,300)
Interest income on bank deposits						183
Unallocated corporate income						284
Unallocated corporate expenses						(14,423)
Finance costs						(90,623)
Share of results of associates						<u>712</u>
Loss before taxation						(316,167)
Income tax expense						<u>(27,049)</u>
Loss for the year						<u>(343,216)</u>

For the year ended 31 December 2024

	Property investment <i>HK\$'000</i>	Sale of financial assets <i>HK\$'000</i>	Money lending <i>HK\$'000</i>	Sale of jewelry products <i>HK\$'000</i>	Golf club operation <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
<b>Segment revenue</b>	<u>9,104</u>	<u>(7,637)</u>	<u>21,046</u>	<u>69,284</u>	<u>132,176</u>	<u>223,973</u>
<b>Segment (loss)/profit</b>	<u>(278,118)</u>	<u>(24,818)</u>	<u>(20,162)</u>	<u>432</u>	<u>14,048</u>	(308,618)
Interest income on bank deposits						292
Unallocated corporate income						459
Unallocated corporate expenses						(27,438)
Finance costs						(71,863)
Share of results of associates						<u>(869)</u>
Loss before taxation						(408,037)
Income tax expense						<u>(7,662)</u>
Loss for the year						<u>(415,699)</u>

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in both years.

Segment results represent (loss incurred)/profit earned by each segment without allocation of central administrative expenses including directors' emoluments, share of results of associates, certain investment and other income, certain other gains and losses, finance costs and income tax expense. This is the measure reported to the Chairman of the board of directors for the purposes of resource allocation and assessment of segment performance.

## Segment assets and liabilities

At 31 December 2025

	Property investment <i>HK\$'000</i>	Sale of financial assets <i>HK\$'000</i>	Money lending <i>HK\$'000</i>	Sale of jewelry products <i>HK\$'000</i>	Golf club operation <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
<b>Segment assets</b>						
– Hong Kong	201,887	55,552	179,260	65,142	–	501,841
– The PRC	<u>1,492,796</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>327,483</u>	<u>1,820,279</u>
	<u>1,694,683</u>	<u>55,552</u>	<u>179,260</u>	<u>65,142</u>	<u>327,483</u>	2,322,120
Unallocated corporate assets						<u>11,956</u>
Consolidated total assets						<u>2,334,076</u>
<b>Segment liabilities</b>						
– Hong Kong	(128,517)	(63,694)	(7,853)	(5,275)	–	(205,339)
– The PRC	<u>(489,349)</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>(357,223)</u>	<u>(846,572)</u>
	<u>(617,866)</u>	<u>(63,694)</u>	<u>(7,853)</u>	<u>(5,275)</u>	<u>(357,223)</u>	(1,051,911)
Unallocated corporate liabilities						<u>(543,231)</u>
Consolidated total liabilities						<u>(1,595,142)</u>

At 31 December 2024

	Property investment HK\$'000	Sale of financial assets HK\$'000	Money lending HK\$'000	Sale of jewelry products HK\$'000	Golf club operation HK\$'000	Consolidated HK\$'000
<b>Segment assets</b>						
– Hong Kong	284,481	64,337	214,946	66,985	–	630,749
– The PRC	<u>1,582,457</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>363,843</u>	<u>1,946,300</u>
	<u>1,866,938</u>	<u>64,337</u>	<u>214,946</u>	<u>66,985</u>	<u>363,843</u>	<u>2,577,049</u>
Unallocated corporate assets						<u>22,274</u>
Consolidated total assets						<u>2,599,323</u>
<b>Segment liabilities</b>						
– Hong Kong	(93,777)	(97,985)	(11,046)	(13,152)	–	(215,960)
– The PRC	<u>(505,447)</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>(334,840)</u>	<u>(840,287)</u>
	<u>(599,224)</u>	<u>(97,985)</u>	<u>(11,046)</u>	<u>(13,152)</u>	<u>(334,840)</u>	<u>(1,056,247)</u>
Unallocated corporate liabilities						<u>(490,430)</u>
Consolidated total liabilities						<u>(1,546,677)</u>

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

- all assets are allocated to operating segments other than interests in associates, certain financial assets at FVTPL, certain deposits, prepayments and other receivables and cash and cash equivalents that are not attributable to individual segments. Assets used jointly by individual segments are allocated on the basis of the revenues earned by individual segments; and
- all liabilities are allocated to operating segments other than certain bank borrowings, certain other borrowings, guaranteed secured notes, convertible bonds, certain accruals and other payables, certain tax payables, amounts due to associates and amounts due to directors and related party that are not attributable to individual segments. Liabilities for which segments are jointly liable are allocated in proportion to segment assets.

## Other segment information

*For the year ended 31 December 2025*

	Property investment <i>HK\$'000</i>	Sale of financial assets <i>HK\$'000</i>	Money lending <i>HK\$'000</i>	Sale of jewelry products <i>HK\$'000</i>	Golf club operation <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
<b>Amount included in the measure of segment (loss)/ profit and segment assets</b>						
Additions to property, plant and equipment	23,698	-	-	50	522	24,270
Allowance for ECL on loan receivables	-	-	(12,733)	-	-	(12,733)
Allowance for ECL on trade receivables	-	-	-	(159)	-	(159)
Allowance for ECL on deposits and other receivables	(4,976)	-	-	-	(3,346)	(8,322)
Amortisation of intangible assets	(15,524)	-	-	-	(1,427)	(16,951)
Depreciation of property, plant and equipment	(11,825)	-	-	(15)	(12,274)	(24,114)
Depreciation of right-of-use assets	-	-	-	(302)	(5,737)	(6,039)
Loss on disposals of niches	(292)	-	-	-	-	(292)
Imputed interest income on finance lease receivables	17,751	-	-	-	-	17,751
Gain arising on change in fair value of financial assets at FVTPL	-	6,584	-	-	-	6,584
Loss arising on change in fair value of investment properties	(37,954)	-	-	-	-	(37,954)
Impairment loss on property, plant and equipment	(111,928)	-	-	-	-	(111,928)
Impairments loss on right-of-use assets	(12,170)	-	-	-	-	(12,170)
Impenitent loss on intangible assets	(64,859)	-	-	-	-	(64,859)

For the year ended 31 December 2024

	Property investment <i>HK\$'000</i>	Sale of financial assets <i>HK\$'000</i>	Money lending <i>HK\$'000</i>	Sale of jewelry products <i>HK\$'000</i>	Golf club operation <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
<b>Amount included in the measure of segment (loss)/ profit and segment assets</b>						
Additions to property, plant and equipment	40,409	–	–	–	1,169	41,578
Allowance for ECL on loan receivables	–	–	(37,854)	–	–	(37,854)
Allowance for ECL on trade receivables	–	–	–	(1,902)	–	(1,902)
Amortisation of intangible assets	(15,634)	–	–	–	(1,421)	(17,055)
Depreciation of property, plant and equipment	(13,429)	–	–	(11)	(13,177)	(26,617)
Depreciation of right-of-use assets	–	–	–	(304)	(5,757)	(6,061)
Loss on disposals of niches	(2,293)	–	–	–	–	(2,293)
Gain on disposals of residential serviced apartments	6,295	–	–	–	–	6,295
Imputed interest income on finance lease receivables	17,953	–	–	–	–	17,953
Loss arising on change in fair value of financial assets at FVTPL	–	(16,904)	–	–	–	(16,904)
Loss arising on change in fair value of investment properties	(50,911)	–	–	–	–	(50,911)
Impairment loss on property, plant and equipment	<u>(12,659)</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>(12,659)</u>

## Geographical information

The Group mainly operates in Hong Kong and the PRC. The Group's revenue from external customers and information about its non-current assets by geographical location are detailed below:

	Revenue from external customers		Non-current assets	
	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Asia	754	361	–	–
Australia	4,235	1,637	–	–
Europe	8,309	8,039	–	–
Hong Kong	82,972	76,446	206,101	283,035
Middle East	11	196	–	–
North America	12	74	–	–
The PRC	<u>138,193</u>	<u>137,220</u>	<u>1,507,522</u>	<u>1,627,112</u>
	<u>234,486</u>	<u>223,973</u>	<u>1,713,623</u>	<u>1,910,147</u>

*Note:*

Non-current assets excluded deferred tax assets, equity instruments at FVTOCI, financial assets at FVTPL and finance lease receivables.

During the years ended 31 December 2025 and 2024, no customer contributed 10% or more to the Group's revenue.

#### 4. Revenue

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
<b>Disaggregation of revenue from contracts with customers within the scope of HKFRS 15</b>		
Disaggregated by types of goods and services		
Sale of jewelry products	69,516	69,284
Club activities	65,499	65,529
Food and beverage	14,921	15,328
Membership fees	35,684	34,375
Property management	<u>1,526</u>	<u>1,723</u>
	<b>187,146</b>	186,239
<b>Revenue from other sources</b>		
Sale of financial assets at FVTPL, net	10,756	(7,637)
Rental income	22,442	24,325
Interest income on loans	<u>14,142</u>	<u>21,046</u>
<b>Total revenue</b>	<b><u>234,486</u></b>	<b><u>223,973</u></b>
<b>Timing of revenue recognition</b>		
– a point in time	149,936	150,141
– over time	<u>37,210</u>	<u>36,098</u>
<b>Revenue from contracts with customers</b>	<b><u>187,146</u></b>	<b><u>186,239</u></b>

Revenue from sale of financial assets at FVTPL is recorded on a net basis, details of which are as follows:

	<b>2025</b> <b>HK\$'000</b>	2024 <i>HK\$'000</i>
Proceeds from sale of financial assets at FVTPL	26,121	11,242
Carrying amounts of financial assets at FVTPL sold plus transaction costs	<u>(15,365)</u>	<u>(18,879)</u>
	<b><u>10,756</u></b>	<b><u>(7,637)</u></b>
 <b>5. Investment and Other Income</b>		
	<b>2025</b> <b>HK\$'000</b>	2024 <i>HK\$'000</i>
Dividend income	284	459
Imputed interest income on finance lease receivables	17,751	17,953
Interest income on bank deposits	183	292
Sundry income	<u>340</u>	<u>396</u>
	<b><u>18,558</u></b>	<b><u>19,100</u></b>
 <b>6. Other Gains and Losses</b>		
	<b>2025</b> <b>HK\$'000</b>	2024 <i>HK\$'000</i>
Loss on disposals of niches	(292)	(2,293)
Gain on disposals of residential serviced apartments	–	6,395
Loss on modification of terms of guaranteed secured notes	–	(22,885)
Loss on modification of terms of other borrowings	(9,424)	–
Gain on early termination for finance lease receivables	4,919	–
Impairment loss on goodwill	–	(189,029)
Gain/(loss) arising on change in fair value of financial assets at FVTPL	6,584	(16,904)
Loss arising on change in fair value of investment properties	(37,954)	(50,911)
Impairment loss on property, plant and equipment	(111,928)	(12,659)
Impairment loss on right-of-use assets	(12,170)	–
Impairment loss on intangible assets	(64,859)	–
Written-off of property, plant and equipment	<u>(6)</u>	<u>(19)</u>
	<b><u>(225,130)</u></b>	<b><u>(288,305)</u></b>

Gain on disposals of residential serviced apartments is recorded on a net basis, details of which are as follows:

	<b>2025</b> <b>HK\$'000</b>	2024 <i>HK\$'000</i>
Discounted proceeds from disposals of residential serviced apartments (net of value-added tax)	–	19,303
Related assets of the relevant residential serviced apartments recorded in property, plant and equipment, intangible assets, and right-of-use assets disposed of	–	(12,908)
	<u>–</u>	<u>(12,908)</u>
	<u>–</u>	<u>6,395</u>

#### 7. Allowance for Expected Credit Losses on Financial Assets

	<b>2025</b> <b>HK\$'000</b>	2024 <i>HK\$'000</i>
Allowance/(reversal of allowance) for ECL on loan receivables:		
– 12 months ECL	–	(330)
– lifetime ECL credit-impaired	<u>12,733</u>	<u>38,184</u>
	<b>12,733</b>	37,854
Allowance for ECL on deposits and other receivables	<b>8,322</b>	–
Allowance for ECL on trade receivables	<u>159</u>	<u>1,902</u>
	<u><b>21,214</b></u>	<u>39,756</u>

## 8. Finance Costs

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Interest on amount due to an associate	519	676
Interest on amounts due to directors and related party	3,910	5,567
Interest on bank borrowings	7,183	7,435
Interest on lease liabilities	13,516	13,795
Interest on other borrowings	34,937	24,099
Interest on others	5	11
Interest on guaranteed secured notes	24,352	7,155
Imputed interest on guaranteed secured notes	13,573	21,688
Interest on convertible bonds	<u>1,192</u>	<u>–</u>
	99,187	80,426
<i>Less: interest on lease liabilities capitalised in the cost of qualifying assets</i>	<u>(8,564)</u>	<u>(8,563)</u>
	<u><u>90,623</u></u>	<u><u>71,863</u></u>

## 9. Income Tax Expense

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
The PRC Enterprise Income Tax		
– current tax	(7,774)	(4,481)
Deferred tax expense	<u>(19,275)</u>	<u>(3,181)</u>
	<u><u>(27,049)</u></u>	<u><u>(7,662)</u></u>

Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Accordingly, the Hong Kong Profits Tax is calculated at 8.25% on the first HK\$2,000,000 of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2,000,000 for both years.

Under the Law of the PRC on Enterprise Income Tax (the “**EIT Law**”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

## 10. Loss for the Year

Loss for the year has been arrived at after charging:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Amortisation of intangible assets (included in administrative expenses)	<b>16,951</b>	17,055
Auditors' remuneration:		
– audit services	<b>1,000</b>	1,100
– non-audit services	<b>100</b>	100
	<b>1,100</b>	1,200
Cost of inventories sold	<b>57,123</b>	56,115
Depreciation of property, plant and equipment	<b>24,114</b>	26,617
Depreciation of right-of-use assets	<b>6,039</b>	6,061
Net foreign exchange loss	<b>92</b>	116
Staff costs (including directors' emoluments):		
– salaries and allowances	<b>59,655</b>	70,523
– discretionary bonuses	<b>300</b>	262
– contributions to retirement benefits scheme	<b>10,325</b>	9,881
	<b>70,280</b>	80,666

## 11. Loss Per Share

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

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
<u>Loss for the purpose of basic and diluted loss per share</u>		
Loss for the year attributable to owners of the Company	<u>(343,185)</u>	<u>(415,699)</u>
	2025 <i>'000</i>	2024 <i>'000</i> (Restated)
<u>Number of ordinary shares</u>		
Weighted average number of ordinary shares less weighted average number of shares held for share award plan for the purpose of basic and diluted loss per share	<u>370,645</u>	<u>369,530</u>

The computation of diluted loss per share does not assume the issuance of the Company's outstanding convertible bonds and share award since it would result in a decrease in loss per share for the year ended 31 December 2025 and 2024.

The weighted average number of ordinary shares less weighted average number of shares held for share award plan for the purpose of basic and diluted loss per share has been adjusted for the share consolidation effective on 20 June 2025. Comparative figure have also been adjusted on the assumption that the share consolidation had been effective in the prior period.

## 12. Loan Receivables

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Loans to customers	929,868	929,868
Accrued interest receivables	<u>60,603</u>	<u>55,652</u>
	990,471	985,520
<i>Less: accumulated allowance for ECL</i>	<u>(829,975)</u>	<u>(813,704)</u>
	<u><u>160,496</u></u>	<u><u>171,816</u></u>

All loans are denominated in Hong Kong dollars. The loan receivables carry effective interest ranging from 8% to 20% per annum (2024: 8% to 20% per annum). Loans contain a repayable on demand clause and are classified under current assets.

During the year ended 31 December 2025, a net allowance for ECL on loan receivables of HK\$12,733,000 was recognised (2024: HK\$37,854,000).

At 31 December 2025, 4 loans (2024: 4 loans) in the aggregate outstanding principal amount of HK\$343,518,000 (2024: HK\$343,518,000) are secured by corporate guarantees, 3 loans (2024: 3 loans) in the aggregate outstanding principal amount of HK\$210,101,000 (2024: HK\$210,101,000) are secured by corporate guarantees and a pledge over the right of use for the 4,000 ancestral tablets in Hong Kong, 1 loan (2024: 1 loan) in the outstanding principal amount of HK\$165,000,000 (2024: HK\$165,000,000) is secured by a corporate guarantee, a share charge of a private company, and a share pledge over certain participating shares of a closed-end private fund, and 1 loan (2024: 1 loan) in the outstanding principal amount of HK\$10,957,000 (2024: HK\$10,957,000) is secured by a share charge.

Included in the carrying amount of loan receivables at 31 December 2025 is an accumulated allowance for ECL of HK\$829,975,000 (2024: HK\$813,704,000).

### 13. Trade Receivables

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Trade receivables	40,021	39,646
Less: accumulated allowance for ECL	<u>(3,049)</u>	<u>(2,890)</u>
	<u><b>36,972</b></u>	<u><b>36,756</b></u>

The following is an aging analysis of trade receivables (net of accumulated allowance for ECL) at the end of the reporting period presented based on the invoice dates:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
0-30 days	6,371	5,036
31-60 days	5,113	6,795
61-90 days	5,060	6,628
91-120 days	5,726	4,103
121-180 days	9,008	10,052
Over 180 days	<u>5,694</u>	<u>4,142</u>
	<u><b>36,972</b></u>	<u><b>36,756</b></u>

The Group allows credit period ranging from 0 to 270 days to its customers. The directors assess the credit status and impose credit limits for customers in accordance with the Group's credit policy. The credit limits are closely monitored and subject to periodic reviews.

During the year ended 31 December 2025, an allowance for ECL on trade receivables of HK\$159,000 was recognised (2024: HK\$1,902,000).

Included in the carrying amount of trade receivables at 31 December 2025 is an accumulated allowance for ECL of HK\$3,049,000 (2024: HK\$2,890,000).

#### 14. Trade Payables

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Trade payables	<u>34,148</u>	<u>43,006</u>

The following is an aging analysis of trade payables at the end of the reporting period presented based on the invoice dates:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
0 – 30 days	2,019	1,555
31 – 60 days	1,476	3,084
61 – 90 days	1,653	726
91 – 120 days	357	84
Over 120 days	<u>28,643</u>	<u>37,557</u>
	<u>34,148</u>	<u>43,006</u>

The average credit period on purchase of goods and services is 120 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit time frame.

#### 15. Comparative figures

Certain comparative figures have been adjusted in respect of the share consolidation effective on 20 June 2025 set out in note 11. Comparative figures have been adjusted on the assumption that the share consolidation had been effective in the prior period.

## **EXTRACT OF THE INDEPENDENT AUDITORS' REPORT**

The section below set out an extract of the independent auditors' report regarding the consolidated financial statements of the Group for the year ended 31 December 2025.

### **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 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

### **Material Uncertainty Related to Going Concern**

We draw attention to note 3 to the consolidated financial statements, which indicates that the Group incurred a net loss of HK\$343,216,000 during the year ended 31 December 2025 and, as of that date, the Group's current liabilities exceeded its current assets by HK\$618,040,000. As stated in note 3 to the consolidated financial statements, these events or conditions, along with other matters as set forth in note 3 to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### **FINAL DIVIDEND**

The Board does not recommend the payment of a final dividend for the year ended 31 December 2025 (2024: Nil).

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **Financial Review**

#### ***Results of operations***

During the year ended 31 December 2025, the Group recorded a revenue of HK\$234,486,000, a 5% increase from HK\$223,973,000 for the previous year. The increase in revenue was mainly attributable to (i) the recognition of the trading gain of HK\$10,756,000 in 2025, in contrast to a trading loss of 7,637,000 in 2024; and (ii) the increase in revenue from HK\$132,176,000 for the previous year to HK\$134,190,000 during the year ended 31 December 2025 generated from the golf club operation. This increase was partly offset by (i) a HK\$3,222,000 decrease in the rental income generated from the property investment segment; and (ii) a HK\$6,904,000 decrease in interest income on loans due to the non-recognition of interest income for loans classified under stage 3 (credit-impaired) of the total

revenue, HK\$134,190,000 was generated from golf club operation, HK\$69,516,000 was generated from the sale of jewelry products, HK\$14,142,000 was generated from money lending, HK\$5,882,000 was generated from property investment, and the trading gain of HK\$10,756,000 was generated from the sale of financial assets.

Loss for the year ended 31 December 2025 attributable to owners of the Company amounted to HK\$343,185,000, a 17% decrease from HK\$415,699,000 for the year ended 31 December 2024. This decrease was mainly attributable to (i) the absence of the impairment loss on goodwill of HK\$189,029,000 recognised for the year ended 31 December 2024; (ii) decrease in the allowance for expected credit losses on financial assets from HK\$39,756,000 for the year ended 31 December 2024 to HK\$21,214,000 for the year ended 31 December 2025; and (iii) a gain arising on change in fair value of financial assets at fair value through profit or loss of HK\$6,584,000, whereas the Group recorded a loss of HK\$16,904,000 for the year ended 31 December 2024 which are partially offset by (i) an increase in the impairment loss on property, plant and equipment from HK\$12,659,000 for the year ended 31 December 2024 to HK\$111,928,000 for the year ended 31 December 2025; and (ii) impairment loss on right-of-use assets of HK\$12,170,000 and intangible assets of HK\$64,859,000 recognised for the year ended 31 December 2025.

The gross profit of the sale of jewelry products business decreased by 6% from HK\$13,169,000 in the year ended 31 December 2024 to HK\$12,393,000 in the year ended 31 December 2025. In addition, the gross profit margin for the sale of jewelry products business decreased from 19% in the year ended 31 December 2024 to 18% in the year ended 31 December 2025. These slight decrease in gross profit and the gross profit margin are discussed in the “*Sale of jewelry products business*” section under “Operations Review” below.

The gross profit for the property investment business decreased by 35% from HK\$9,104,000 in the year ended 31 December 2024 to HK\$5,882,000 in the year ended 31 December 2025. The decrease in gross profit is discussed in the “*Property investment business*” section under “Operations Review” below.

The gross profit for the golf club operation business increased by 13% from HK\$75,945,000 in the year ended 31 December 2024 to HK\$85,500,000 in the year ended 31 December 2025. The gross profit margin for the golf club operation business increased from 57% in the year ended 31 December 2024 to 64% in the year ended 31 December 2025. The increases in gross profit and gross profit margin of the golf course business are discussed in the “*Golf club operation business*” section under “Operations Review” below.

Significant items of other gains and losses recorded by the Group are as follows:

- (a) At the end of the reporting period, the Group measured the fair value of the other borrowings with reference to a valuation prepared by an independent professional valuer and recognised the loss on modification of the terms of other borrowings of HK\$9,424,000.
- (b) At the end of the reporting period, the Group measured its Hong Kong-listed equity securities at fair value based on the closing prices quoted on The Stock Exchange of Hong Kong Limited (the “**Exchange**”) and recognised a gain of HK\$6,584,000 arising on change in fair value of financial assets at FVTPL.
- (c) At the end of the reporting period, the directors performed an impairment test for the property, plant and equipment, right-of-use assets and intangible assets with reference to the valuations prepared by an independent professional valuer and recognised impairment losses in respect of property, plant and equipment of HK\$111,928,000, right-of-use assets of HK\$12,170,000 and intangible assets of HK\$64,859,000 for the year ended 31 December 2025. Please refer to the “*Property investment business*” section under “Operations Review” below for information on the recognition of the impairment losses.
- (d) At the end of the reporting period, the Group measured its investment properties at fair value based on the valuations prepared by independent professional valuers and recognized a loss of HK\$37,954,000 arising on change in fair value of investment properties.

Selling and distribution expenses mainly represent staff costs and commission of the sales team, overseas travelling expenses, freight charges, and exhibition expenses incurred by the Group’s sale of jewelry products business. Selling and distribution expenses decreased by 15% from HK\$5,132,000 in the year ended 31 December 2024 to HK\$4,347,000 in the year ended 31 December 2025. This decrease was mainly attributable to decreased overseas travelling and exhibition expenses for business development.

Allowance for ECL on financial assets decreased from HK\$39,756,000 in the year ended 31 December 2024 to HK\$21,214,000 in the year ended 31 December 2025. Of the total allowance for ECL on financial assets for the year ended 31 December 2025, HK\$12,733,000 was recognised for loan receivables, which is discussed in the “*Money lending business*” section under “Operations Review” below, HK\$159,000 was recognised for trade receivables and HK\$8,322,000 was recognised for deposit and other receivables.

Administrative expenses decreased by 8% from HK\$132,839,000 in the year ended 31 December 2024 to HK\$122,797,000 in the year 31 December 2025. This decrease was mainly attributable to the effective costs-saving measures implemented by the Group during the year ended 31 December 2025.

Share of gain of associates amounted to HK\$712,000 for the year ended 31 December 2025, representing the share of gain from Elite Prosperous Investment Limited (“**Elite Prosperous**”), a 49% owned associate of the Company.

Finance costs increased by 26% from HK\$71,863,000 in the year ended 31 December 2024 to HK\$90,623,000 in the year ended 31 December 2025. This increase was mainly due to the delay in settlement of the principal and interest for the guaranteed secured notes due 2025 and the increase in the interest rates of other borrowings in 2025.

The Group recorded an income tax expense of HK\$27,049,000 for the year ended 31 December 2025. The income tax expense mainly derived from (i) the recognition of a reversal of the deferred tax credit of HK\$24,301,000 relating to the allowance for ECL previously made on the Group's loan receivables, and (ii) the current year's tax expense of HK\$7,774,000, which were partly offset by the recognition of (i) deferred tax credit of HK\$4,581,000 resulting from the movements in the deferred tax liabilities recognised for the fair value adjustments on the acquisition of Smart Title Limited in October 2015 and (ii) deferred tax credit of HK\$445,000 resulting from the movements in deferred tax assets related to lease contracts.

### ***Liquidity and financial resources***

During the year ended 31 December 2025, the Group funded its operations through a combination of cash generated from operations, equity attributable to owners of the Company, and borrowings. Equity attributable to owners of the Company decreased from HK\$1,058,200,000 at 31 December 2024 to HK\$744,659,000 at 31 December 2025. This decrease was due to the loss incurred by the Group for the year ended 31 December 2025.

At 31 December 2025, the cash and cash equivalents of the Group amounted to HK\$32,126,000 (2024: HK\$30,322,000).

At 31 December 2025, the Group had outstanding borrowings of HK\$647,614,000 (2024: HK\$638,124,000) representing:

- (a) the carrying principal amount of the guaranteed secured notes due 2025 issued by the Company on 29 December 2022 (the “**Guaranteed Secured Notes due 2025**”) of HK\$179,824,000, which is interest-bearing at 17% per annum for the period from 24 September 2022 to 22 January 2024 and 10% per annum from 23 January 2024, secured by (i) a share charge over 100% issued shares in Eternity Investment (China) Limited, a wholly-owned subsidiary of the Company and the principal assets of which are (1) the rights to construct and operate the club facilities of a membership golf club and resort (the “**Club**”) in Beijing, Mainland China and (2) the rights to develop and operate a piece of 580 Chinese acre land adjacent to the Club (the “**Subject Land**”) and the rights to manage the properties erected on the Subject Land, and (ii) the personal guarantees given by Mr. Lei Hong Wai, the Chairman of the Board and an executive director, and Mr. Cheung Kwok Wai Elton, an executive director, and matured on 23 September 2025;

- (b) the banking facilities granted by a bank of an installment loan of HK\$87,405,000, which is interest-bearing at 3% per annum over one-month HIBOR quoted by the bank from time to time, secured by a first legal charge over the Group's properties located at Unit Nos. 1201, 1202, 1203, 1209 & 1212 and the corridor on the 12th Floor, Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong and guaranteed by the Company and two wholly-owned subsidiaries of the Company, and repayable by 147 equal monthly installments ending on 18 March 2038;
- (c) a loan of HK\$236,689,000 granted by a finance company, which is interest-bearing at 8% per annum for the period from the date of the first drawdown to 31 March 2024, 10% per annum from 1 April 2024 to 1 April 2025 and 14% from 2 April 2025, secured by (i) a second legal charge over the Group's properties located at Unit Nos. 1201, 1202, 1203, 1209, 1210, 1211, & 1212 and the corridor on the 12th Floor, Sun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong, (ii) deed of assignment over the right of use for the 4,000 ancestral tablets located in Hong Kong in favour of the Group; (iii) the post-dated cheques drawn in favour of the finance company for payment of the principal and the interests stipulated under the loan agreement, and (iv) a personal guarantee given by Mr. Lei Hong Wai, and maturing on 1 April 2027;
- (d) a loan of HK\$38,000,000 granted by a finance company, which is interest-bearing at 14% per annum, secured by (i) a first legal charge over the Group's properties located in at Unit Nos. 1210 & 1211 on the 12th Floor, Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong; and (ii) a corporate guarantee given by the Company, and maturing on 23 July 2026;
- (e) an unguaranteed loan of HK\$84,000, granted by a finance company, which is unsecured, interest-bearing at the prime rate plus 3% per annum, and repayable on demand;
- (f) the securities margin financing facility of HK\$36,150,000 granted by a securities brokerage firm, which is interest-bearing at prime rate plus 3% per annum and secured by the Group's Hong Kong-listed equity securities held in the margin securities trading account and a personal guarantee given by Mr. Lei Hong Wai;
- (g) the outstanding balance of the payables to a securities brokerage firm amounted to HK\$14,984,000, which is unsecured, interest-bearing at a fixed rate of 6% per annum, and repayable by equal semi-annual installments ending on June 2028;
- (h) the unguaranteed cash advance of HK\$1,003,000 made by Mr. Lei Hong Wai, which is interest bearing at 21.60% per annum quoted by a finance company, unsecured, and repayable on demand;

- (i) the unguaranteed cash advance of HK\$500,000 made by Mr. Cheung Kwok Fan, an executive director, which is non-interest bearing, unsecured, and repayable on demand;
- (j) the unguaranteed cash advance of HK\$51,175,000 made by Ms. Chan Mei Sau Teresina, the spouse of Mr. Cheung Kwok Wai Elton, which is interest-bearing at the one-month HIBOR quoted by Bank of East Asia Limited plus 1.3% per annum or 2.50% per annum below the prime rate for Hong Kong dollars quoted by Bank of East Asia Limited, whichever is lower, unsecured, and repayable on demand; and
- (k) the unguaranteed cash advance of HK\$1,800,000 made by an Independent Third Party which is unsecured, interest-bearing at 4% per annum and repayable on demand.

The Company issued 5% two-year convertible bonds (the “**Convertible Bonds I**”) with principal amount of HK\$4,000,000 on 23 December 2024 to an independent third party. The Convertible Bonds I entitled the holders to convert them into ordinary shares of the Company at any time between the date of issue of the convertible bonds and the second (2nd) anniversary of the date of issue at a conversion price of HK\$0.774 per conversion share. An aggregate of 5,167,958 conversion shares of the Company may be allotted and issued by the Company upon exercise of the conversion rights attaching to the Convertible Bonds I in full assuming full conversion of such convertible bonds. If the Convertible Bonds I had not been converted, they would be redeemed on the maturity date at par. Interest of 5% per annum would be paid annually in arrears up until the settlement date. During the year ended 31 December 2025, there is no conversion of the Convertible Bonds I.

The Company also issued a 5% two-year convertible bonds (the “**Convertible Bonds II**”) with principal amounting of HK\$9,000,000 to independent third parties on 2 April 2025. The Convertible Bonds I entitled the holders to convert them into ordinary shares of the Company at any time between the date of issue of the convertible bonds and the second (2nd) anniversary of the date of issue at a conversion price of HK\$0.558 per conversion share. An aggregate of 16,129,032 conversion shares of the Company may be allotted and issued by the Company upon exercise of the conversion rights attaching to the Convertible Bonds II in full assuming full conversion of such convertible bonds. If the Convertible Bonds II had not been converted, they would be redeemed on the maturity date at par. Interest of 5% per annum would be paid annually in arrears up until the settlement date. During the year ended 31 December 2025, there was a conversion of the Convertible Bonds II in an aggregate principal amount of HK\$500,000 into 896,057 shares of the Company at the conversion price of HK\$0.558 per conversion share.

### ***Gearing ratio***

At 31 December 2025, the gearing ratio calculated as a percentage of total borrowings over equity attributable to owners of the Company was 87% (2024: 60%).

### ***Net current liabilities and current ratio***

At 31 December 2025, the Group's net current liabilities and current ratio were HK\$618,040,000 (2024: HK\$563,632,000) and 0.43 (2024: 0.45), respectively.

### ***Capital structure***

During the year ended 31 December 2025, there were the following changes in the Company's capital structure:

#### ***(a) Share consolidation***

On 20 June 2025, the Company consolidated every ten (10) issued and unissued ordinary share in the share capital of the Company of par value of HK\$0.01 each into one (1) ordinary share of HK\$0.10 each in the share capital of the Company (the "**Share Consolidation**").

Before the Share Consolidation, the authorised share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 ordinary shares of the Company of par value of HK\$0.01 each, of which 3,819,606,486 ordinary shares of the Company have been issued. Immediately after the Share Consolidation, the authorised share capital of the Company become HK\$100,000,000 divided into 1,000,000,000 ordinary shares of the Company of par value of HK\$0.10 each, of which 381,960,648 ordinary shares of the Company was in issue.

#### ***(b) Conversion of convertible bonds***

On 19 November 2025, there was a conversion of convertible bonds in an aggregate principal amount of HK\$500,000 into 896,057 shares of the Company at the conversion price of HK\$0.558 per conversion share. For details, please refer to the announcements of the Company dated 2 April 2025 and 29 April 2025.

### ***Use of Proceeds from Fund Raising Activities***

The Company has carried out the following equity fund raising activity in the past 12 months immediately preceding the date of this announcement:

<b>Date of announcements</b>	<b>Fund raising activity</b>	<b>Net proceeds</b>	<b>Intended use of proceeds as announced</b>	<b>Actual use of proceeds</b>
23 December 2024 and 7 January 2025	Subscription of convertible bonds under general mandate	Approximately HK\$4 million	General working capital	Same as intended use of proceeds as announced
16 April 2025 and 29 April 2025	Subscription of convertible bonds under general mandate	Approximately HK\$9 million	(i) approximately up to HK\$2 million, will be used as general working capital mainly including payment of (i) staff costs; and (ii) legal and professional expenses; and  (ii) approximately up to HK\$7 million, will be used for the repayment of indebtedness of the Group.	Same as intended use of proceeds as announced

As at 31 December 2025, there was no unutilised proceed from fund raising activities. Save as disclosed above, the Company had not carried out any fund raising activities in the past 12 months immediately preceding the date of this announcement.

### ***Material acquisitions of subsidiaries, associates, and joint ventures***

During the year ended 31 December 2025, the Group did not have any material acquisitions of subsidiaries, associates and joint ventures.

### ***Material disposals of subsidiaries, associates, and joint ventures***

During the year ended 31 December 2025, the Group did not have any material disposals of subsidiaries, associates and joint ventures.

### ***Pledge of assets***

At 31 December 2025, the following Group's assets were pledged:

- (a) the Shun Tak Property with a carrying amount of HK\$189,900,000 (2024: HK\$261,100,000), of which HK\$103,100,000 (2024: HK\$145,100,000) was classified under “property, plant and equipment” and HK\$86,800,000 (2024: HK\$116,000,000) was classified under “investment properties”, for securing the banking facilities and other borrowings (2024: banking facilities) granted to the Group;
- (b) the 100% issued shares in Eternity Investment (China) Limited with the unaudited combined net assets of HK\$970,555,000 (2024: HK\$1,106,014,000) after adjusting for purchase price allocation for securing the Guaranteed Secured Notes due 2025; and
- (c) the Group's Hong Kong-listed equity securities with a fair value of HK\$67,548,000 (2024: HK\$89,641,000), of which HK\$45,333,000 (2024: HK\$64,323,000) was related to the Group's financial assets at FVTPL and HK\$22,215,000 (2024: HK\$25,318,000) was related to a part of the Group's listed investment in an associate, for securing the margin financing facilities (2024: margin financing facilities and banking facilities) granted to the Group.

### ***Material commitments***

At 31 December 2025, the Group had a total commitment of HK\$215,020,000 (2024: HK\$227,207,000) relating to the development costs for the Subject Land, which were contracted but not provided for.

### ***Exchange risk and hedging***

The majority of the Group's transactions, assets, and liabilities are denominated in Hong Kong dollars and Renminbi. The Group is exposed to exchange risk with respect mainly to Renminbi, which may affect its performance. The directors closely monitor statements of financial position and cash flow exchange risk exposures and, where considered appropriate, use financial instruments, such as forward exchange contracts, foreign currency options, and forward rate agreements, to hedge this exchange risk. During the year ended 31 December 2025, no financial instruments for hedging purposes were used by the Group.

### ***Employees and remuneration policy***

At 31 December 2025, the headcount of the Group was 356 (2024: 371). Staff costs (including directors' emoluments) amounted to HK\$70,280,000 in the year ended 31 December 2025 (2024: HK\$80,666,000). The decrease in staff costs was mainly attributable to the decrease number of headcount of the Group and the effective cost-saving measures implemented by the Group. In addition to basic salaries, contributions to the retirement benefits scheme, and discretionary bonuses, staff benefits include a medical scheme, share options, and share awards.

## **Operations Review**

### ***Sale of financial assets business***

During the year ended 31 December 2025, the Group's sale of financial assets business reported a segment gain (before taxation) of HK\$17,086,000, as compared to a segment loss (before taxation) of HK\$24,818,000 for the previous year. The turnaround from segment loss to segment gain was mainly due to the recognition of the trading gain of HK\$10,756,000 in the year ended 31 December 2025, in contrast to the trading loss of HK\$7,637,000 in the year ended 31 December 2024, and a HK\$6,584,000 gain arising on change in fair value of financial assets at FVTPL in 2025.

During the year ended 31 December 2025, the Group did not acquire any Hong Kong-listed equity security and made a trading gain of HK\$10,756,000 from selling four Hong Kong-listed equity securities with the aggregate carrying amounts of HK\$15,365,000 at the aggregate net sale proceeds of HK\$26,121,000. At the end of the reporting period, the Group measured its Hong Kong-listed equity securities at fair value based on the closing prices quoted on the Exchange and recognised the gain of HK\$6,584,000 arising on change in fair value of financial assets at FVTPL.

Movements in the carrying amount of the Hong Kong-listed equity securities held by the Group recorded as “financial assets at FVTPL” during the years ended 31 December 2025 and 2024 are as follows:

	<b>2025</b>	2024
	<b><i>HK\$'000</i></b>	<i>HK\$'000</i>
Carrying amount at 1 January	<b>64,323</b>	97,316
Acquisitions	–	2,790
Disposals	<b>(15,365)</b>	(18,879)
Gain/(Loss) arising on change in fair value recognised	<u><b>6,584</b></u>	<u>(16,904)</u>
Carrying amount at 31 December	<u><b>55,542</b></u>	<u>64,323</u>

Details of certain significant Hong Kong-listed equity securities held by the Group recorded as “financial assets at FVTPL” at 31 December 2025 are as follows:

Name of Hong Kong listed-equity securities	First acquisition date	Number of shares held at 31 December 2025	Fair value at 31 December 2025 (HK\$'000)	Fair value	Dividend received/receivable in the six months ended 31 December 2025 (HK\$'000)	Gain/(loss) arising on change in fair value recognised in the year ended 31 December 2025 (HK\$'000)
				as compared to the consolidated total assets of the Group at 31 December 2025 (%)		
Brockman Mining Ltd. (stock code: 159)	Jun 2021	78,223,000	6,962	0.3%	–	(860)
Huanxi Media Group Ltd. (stock code: 1003)	Aug 2022	15,010,000	4,803	0.2%	–	(2,176)
Ocean Line Port Development Limited (stock code: 8502)	Aug 2020	12,096,000	3,750	0.2%	–	302
Nimble Holdings Company Limited (stock code: 186)	Dec 2020	83,673,268	13,220	0.6%	–	(6,192)
WellCell Holdings Co., Limited (stock code: 2477)	Feb 2024	1,768,000	23,691	1.0%	–	18,016
			52,426		–	9,090

The directors believe that the future performance of the Hong Kong-listed equity securities held by the Group is primarily affected by economic factors, investor sentiment, demand and supply balance of an investee company’s shares, and fundamentals of an investee company, such as the investee company’s news, business fundamentals and development, financial performance, and prospects. Accordingly, the directors closely monitor the above factors, particularly the fundamentals of each investee company in the Group’s equity securities portfolio, proactively adjust the Group’s equity securities portfolio mix from time to time, and realise the Hong Kong-listed equity securities into cash as and when appropriate.

## ***Money lending business***

During the year ended 31 December 2025, the Group's money lending business generated interest income on loans amounting to HK\$14,142,000, a 33% decrease from HK\$21,046,000 for the previous year. The segment gain (before taxation) was HK\$1,038,000, as compared to a segment loss (before taxation) of HK\$20,162,000 for the previous year.

The 33% decrease in interest income on loans was mainly due to no further interest income being recognised for loan receivables that were classified under stage 3 (credit-impaired) and fully impaired.

The turnaround from segment loss to segment gain was mainly attributable to a HK\$25,121,000 decrease in allowance for ECL recognised on loan receivables, which was partly offset by a HK\$6,904,000 decrease in interest income on loans.

During the year ended 31 December 2025, no new loan was granted. In addition, no customers made drawings from the existing loans.

At 31 December 2025, 12 loans granted by the Group's money lending business remained outstanding. 12 loan receivables with an aggregate gross balance of HK\$990,471,000 were classified under stage 3 (credit-impaired). The Group has extended the final repayment date of three loan receivables with a customer by obtaining additional collateral, and is currently negotiating with the other customers with a view to entering into binding settlement agreement. As at the date of this announcement, the negotiations were still ongoing.

At the end of the reporting period, the directors performed an impairment assessment on the Group's loan receivables with reference to a valuation prepared by an independent professional valuer. The valuation measured impairment on loan receivables using the general approach, which is often referred to as the "three-stage model" under Hong Kong Financial Reporting Standard 9 *Financial Instruments*. Based on the valuation, an allowance for ECL on loan receivables of HK\$12,733,000 was made, a HK\$25,121,000 decrease compared to the year ended 31 December 2024. Of the total allowance for ECL, (i) all of them was recognised for the loan receivables classified under stage 3 (credit-impaired), (initial recognition), and (ii) HK\$3,538,000 being the unwinding of discount on loan receivables classified under stage 3 (credit-impaired).

At 31 December 2025, the Group's loan and interest receivables (after accumulated allowance for ECL) amounted to HK\$160,496,000 (2024: HK\$171,816,000).

Information on the Group's money lending business, including (i) business model, (ii) internal control system, (iii) basis of determining the allowance for ECL on loan receivables, (iv) major terms of each outstanding loan receivables, and (v) actions being taken for recovering the loan receivables classified under stage 3 (credit-impaired) are disclosed in the Company's annual report for the year ended 31 December 2025.

### ***Sale of jewelry products business***

During the year ended 31 December 2025, the Group's sale of jewelry products business generated revenue of HK\$69,516,000, a 0.3% increase from HK\$69,284,000 for the previous year, and reported a segment profit (before taxation) of HK\$1,815,000, a 320% increase from HK\$432,000 in the previous year.

The revenue and gross profit generated from the sale of jewelry products business were steady for both years. The improvement in segment profit (before taxation) is largely attributable to less provision for trade receivables was made in the current year. At the end of the reporting period, the directors performed an impairment assessment on the Group's trade receivables. Based on the impairment assessment, an allowance for ECL on trade receivables of HK\$159,000 was made, a HK\$1,743,000 decrease compared to the previous year.

To cope with the sluggish market condition and the surge in gold price, the Group is expanding its product categories by developing budgeted jewelry products to meet the shrinking budget of the consumer public. Starting from 2024, the Group launched its other stone-type jewelry products and received sales inquiries from several customers with order of small quantities. It was expected that customers would not place any quantity orders for the other stone type jewelry products until the first half of 2026. In addition, the Group would continue to cultivate new markets for its jewelry products, such as Japan and other Asian Pacific countries in 2026 by attending trade shows and organizing sales trips.

At the end of the reporting period, the directors performed an impairment assessment on the Group's trade receivables based on a valuation prepared by the independent professional valuer. Based on the valuation, an allowance for ECL on trade receivables of HK\$159,000 was made, a HK\$1,743,000 decrease compared to the previous year.

At 31 December 2025, the Group's inventories of jewelry products, including raw materials, work-in-progress, and finished goods, amounted to HK\$25,676,000 (2024: HK\$27,400,000).

## ***Property investment business***

During the year ended 31 December 2025, the Group's property investment business generated a turnover of HK\$5,882,000, a 35% decrease from HK\$9,104,000 for the previous year, and recorded a segment loss (before taxation) of HK\$268,475,000, a 3% decrease from HK\$278,118,000 in the previous year.

Of the total turnover, HK\$1,903,000 was rental income generated from the investment property portion of the Shun Tak Property, HK\$2,453,000 was rental income generated from the residential serviced apartments under short-term lease agreements, and HK\$1,526,000 was derived from property and car parks management fees. Following the delivery of the vacant possession of the residential serviced apartments to lessees upon completion of three blocks of residential serviced apartments erected on the Subject Land in the third quarter of 2022, rental income is generated from the residential serviced apartments under short-term lease agreements, and property management fees are charged to the delivered residential serviced apartments. The decrease in turnover mainly resulted from the lower occupancy rates of the investment properties of the Group in 2025.

The improvement in segment results was mainly attributable to the absence of the HK\$189,029,000 impairment loss in respect of goodwill in the year ended 31 December 2025 which are partially offset by the impairment loss on property, plant and equipment of HK\$111,928,000 (2024: HK\$12,659,000), right-of-use assets of HK\$12,170,000 (2024: Nil) and intangible assets of HK\$64,859,000 (2024: Nil) recognised for the year ended 31 December 2025.

The Company's indirect wholly-owned subsidiary, Bayhood No. 9 Co., owns (i) the rights to construct and operate the club facilities of the Club and (ii) the rights to develop and operate the Subject Land and the rights to construct and manage properties (each a "**Property**" and collectively, the "**Properties**") erected on the Subject Land (the "**Management Rights**") for around 37 years until 30 January 2062.

The second and third phases of the Subject Land have been developed into seven blocks of three-storey residential serviced apartments comprising 279 residential serviced apartments with an aggregate gross floor area of 45,165 square meters (with individual apartments of sizes ranging from approximately 88 to 459 square meters), together with two blocks of three-storey office buildings each having a gross floor area of approximately 6,300 square meters with total construction costs of RMB727,000,000 (equivalent to HK\$804,934,000). The residential serviced apartments and the office buildings are offered for lease by Bayhood No. 9 Co..

During the year ended 31 December 2025, no new long-term lease agreement for a residential serviced apartment was signed, no lease agreement for office premises was signed, and no vacant possession of residential serviced apartments was delivered under long-term lease agreements.

At 31 December 2025, there was one signed long-term lease agreement for residential serviced apartments remaining undelivered.

The applicable ratios calculated in respect of each of the lease agreements entered into by Bayhood No. 9 Co. were under 5%, and none of them constituted a notifiable transaction to the Company under Chapter 14 of the Listing Rules. To the best of the directors' knowledge, information, and belief, having made all reasonable enquiries, all the lessees (and the ultimate beneficial owners of the corporate lessees) are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

At the end of the reporting period, the directors performed an impairment test for the property, plant and equipment, the intangible assets, and the right-of-use assets relating to (i) the rights to construct and operate the club facilities of the Club and (ii) the rights to develop and operate the Subject Land and the rights to manage the properties erected on the Subject Land with reference to the discounted cash flow projections to assess the value in use of the property investment business and the golf club operation business in Beijing, Mainland China. As the carrying amount of the cash-generating units of the Group's property investment business and golf club operation business exceeded their recoverable amounts, an impairment loss on property, plant and equipment of HK\$75,501,000, right-of-use assets of HK\$12,170,000 and intangible assets of HK\$64,859,000 were recognised for the year ended 31 December 2025. The impairment loss arose from the change in key assumption and input for lower rents and longer delivery dates of residential serviced apartments and office premises used in the discounted cash flow projection of the property investment business to reflect the prevailing market conditions and the management's latest estimation.

At the end of the reporting period, the directors measured the investment properties of the residential serviced apartments under short-term lease agreements. Based on a valuation prepared by an independent qualified valuer, the Group recognised a loss of HK\$9,858,000 arising on change in fair value of investment properties.

At the end of the reporting period, the directors measured the investment properties of 6 niches at Po Fook Hill, Hong Kong at fair value. Based on a valuation prepared by an independent professional valuer, the Group recognised a gain of HK\$1,104,000 arising on the change in fair value of investment properties.

At the end of the reporting period, the directors measured the investment property portion of the Shun Tak Property at fair value and performed impairment test for the property, plant and equipment portion of the Shun Tak property. Based on a property valuation prepared by the independent qualified valuer, the fair value of the investment property portion of the Shun Tak Property decreased from HK\$116,000,000 at 31 December 2024 to HK\$86,800,000 at 31 December 2025. Accordingly, the Group recognised a loss of HK\$29,200,000 arising on change in fair value of investment properties and an impairment loss on property, plant and equipment of HK\$36,427,000.

### ***Golf club operation business***

On 3 April 2023, the Group received an advance notice from the lessee of the assets of the Club for the termination of the club lease agreement by 5 October 2023. Upon such termination by 5 October 2023, the Group expanded into the golf club operation business by operating and managing the Club on its own.

With a proximity location, the Club is only about a 10-minute drive from the Beijing Capital International Airport and a 25-minute drive from the urban center of Beijing. The Club is one of Beijing's largest high-end leisure complexes operating under membership plans for corporations and individuals. With an area of 1,150 Chinese acres, the Club was designed jointly by several world-renowned design firms with a comprehensive range of facilities, including an 18-hole golf course, a golf academy, restaurants, lakeside VIP private rooms, conference facilities, and a retail shop. The Group's golf club operation business mainly derives income from membership, golf club operation, and food and beverage operation.

Given that the Subject Land is located next to the Club, the directors consider that the operation and management of the Club by the Group itself will provide great flexibility to the Group in formulating marketing plans for leasing the residential serviced apartments erected on the Subject Land, such as allowing admission by lessees to use the facilities of the Club.

During the year ended 31 December 2025, the Group's golf club operation business generated a turnover of HK\$134,190,000 (2024: HK\$132,176,000) and recorded a segment profit (before taxation) of HK\$36,236,000 (2024: HK\$14,048,000). The increase in segment profit mainly resulted from better cost control resulting in decrease in salaries and other administrative expenses. The directors are cautiously monitor the revenue and the operation costs of the Club from time to time in order to create a continuous income stream.

## ***Investments in associates***

Elite Prosperous is an investment holding company whose principal asset is 47,643 ordinary shares in an unlisted investment holding company, representing 2.65% of the entire issued share capital of the unlisted investment holding company. The principal subsidiaries of the unlisted investment holding company are engaged in (i) agency payment services, (ii) currency exchange services, and (iii) provision of online, mobile, and cross-border payment services. At the end of the reporting period, Elite Prosperous measured its investment in the unlisted investment holding company at fair value. Based on the financial statements of Elite Prosperous, the fair value of the investment increased from HK\$5,731,000 at 31 December 2024 to HK\$7,186,000 at 31 December 2025. Accordingly, Elite Prosperous recognised a gain of HK\$712,000 arising on change in fair value of its investment in the unlisted investment holding company.

China Healthwise Holdings Limited (“**China Healthcare**”), a 21.94% owned associate of the Company, is an investment holding company, and its subsidiaries are principally engaged in sales of Chinese health products, money lending business, and investment in financial instruments. During the year ended 31 December 2025, China Healthwise reported a loss of HK\$2,606,000, a HK\$37,675,000 decrease from HK\$40,281,000 as compared to last year, and the Group should entitle to share a loss of HK\$572,000 from China Healthwise. At 31 December 2025, the carrying amount of interests in associates from China Healthwise before sharing a loss from China Healthwise during the year ended 31 December 2025 was nil. According to HKAS 28 *Investment In Associates and Joint Ventures*, the entity’s share of losses of an associate or joint venture equals or exceeds its interest in the associate or joint venture, no further losses is recognised. As a result, the Group did not share a loss from China Healthwise during year ended 31 December 2025.

## **Future Prospects**

In 2025, the global macroeconomic environment remains fraught with uncertainty. While some inflationary pressures have moderated, core inflation in certain jurisdictions persists, keeping central bank policies divergent and market sentiment cautious. Geopolitical tensions, particularly the ongoing conflicts in Eastern Europe and the Middle East, continue to pose risks to energy security and trade routes. Furthermore, the fragmentation of global trade, evidenced by the continued technological and tariff disputes between major economies like the U.S. and China, has created a more complex and less predictable operating environment. Although advancements in artificial intelligence and the accelerating shift towards sustainable energy present structural growth opportunities, these are often offset by regulatory hurdles and supply chain realignments. Consequently, 2025 is characterized by a strategic recalibration, with businesses focusing on resilience and adaptability in the face of persistent headwinds.

In light of the sustained uncertainty in the equity markets, the directors will maintain a vigilant and flexible approach to the Group's equity securities portfolio. The investment strategy will prioritize capital preservation and liquidity, with the Group prepared to realise its equity holdings into cash as market conditions dictate, thereby mitigating potential downside risks throughout 2025.

Reflecting the cautious macroeconomic outlook, the directors intend to maintain a conservative stance on the Group's loan portfolio, keeping its size relatively stable in 2025. Consequently, the interest income generated from the money lending business is expected to remain largely consistent with that of 2024. The primary focus will remain on rigorous credit risk management. The directors will continue to closely monitor the repayment behaviours and financial health of borrowers, prioritising the recovery of any overdue receivables to safeguard the Group's asset quality.

The retail environment for jewelry products is expected to remain challenging in 2025 due to subdued consumer sentiment and shifting spending priorities. In response, the Group will persist in its strategy of diversifying product offerings, focusing on the development of budget-friendly jewelry and alternative stone-type products to cater to price-sensitive consumers. Concurrently, efforts to broaden sales territories will be intensified, with a targeted push into overseas markets, including Japan and other Southeast Asian countries, to reduce reliance on any single market. Despite these proactive measures, the directors anticipate that the performance of the jewelry sales business in 2025 will likely mirror that of 2024, given the persistent headwinds from the uncertain global macroeconomic environment.

Notwithstanding signs of a moderating economic growth rate in Mainland China, the property development and leasing segment remains a cornerstone of the Group's strategy to build a resilient income stream. The directors will dedicate increased resources to marketing and leasing initiatives for the commercial properties erected on the Subject Land, aiming to sustain a high occupancy rate. Furthermore, the Group remains committed to the phased completion of its development pipeline, with efforts concentrated on finalising the remaining four blocks of residential serviced apartments and two blocks of office buildings as planned, reinforcing the foundation for future recurring income.

The outlook for the golf club operation business in Beijing remains moderately positive for 2025. The operation continues to benefit from sustained demand for premium leisure activities among the city's residents. However, the business environment is tempered by ongoing regulatory oversight concerning land use and environmental sustainability. The directors believe that by focusing on operational excellence, enhancing the customer experience, and implementing sustainable management practices, this segment will continue to generate stable revenue and contribute modest, steady growth to the Group's overall portfolio.

As previously announced, the Group may explore opportunities to expand into new business areas, including blockchain operating services, specifically Runtime-as-a-Service (RaaS), as well as customised hardware and security modules. While this potential venture is still in the conceptual stage, the preliminary technical architecture under consideration is designed with a focus on security, compliance, and scalability, with the aim of gradually forming an integrated software and hardware operational system. The directors believe this could represent a forward-looking direction for the Group; however, given the early stage of development and the rapidly evolving regulatory and technological landscape surrounding blockchain technology, there can be no assurance that this plan will progress as envisaged, or at all. The Group will continue to assess the feasibility and risks associated with this potential expansion and will make further announcements as and when appropriate.

Given the complex and uncertain macroeconomic environment anticipated for 2025, the directors will remain cautious and vigilant. The Group will continue to identify and monitor key risks, adapting its strategies as necessary. The board is committed to leading the Group through these challenges by strengthening its business foundation, optimising resource allocation, and focusing on the long-term resilience of its existing operations.

### **Events after the Reporting Period**

On 17 December 2025, the Company entered into a share placing agreement (the “**Placing Agreement**”) with Great Bay Securities Limited (the “**Placing Agent**”). Pursuant to the Placing Agreement, the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, of up to 20,000,000 new ordinary shares of the Company (the “**Placing Shares**”), to not less than six places who and whose ultimate beneficial owners shall be independent third parties at the placing price of HK\$1.00 per Placing Share (the “**Placing**”).

On 13 January 2026, a total of 20,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Places at the placing price of HK1.00 per Placing Share pursuant to the terms and conditions of the Placing Agreement. The net proceeds from the Placing were approximately HK\$19.6 million.

Details of the Placing were set out in the Company’s announcements dated 17 December 2025 and 13 January 2026.

### **COMPLIANCE WITH CORPORATE GOVERNANCE CODE**

Save for the derivation from code B.3.5, code C.1.7 and code C.2.1 which are explained below, in the opinion of the Board, the Company complied with the Corporate Governance Code (the “**Code**”) throughout the year ended 31 December 2025.

### **CODE PROVISION B.3.5**

Following the resignation of Ms. Leung Man Yee Fanny as a member of the nomination committee of the Board on 30 January 2026, the composition of the nomination committee of the Board comprises only one gender. As such, the gender of members of nomination committee of the Board does not meet the requirement under code provision B.3.5 of the Code (“**Code B.3.5**”) which requires nomination committee to have at least one director of a different gender. The Board is in the process of identifying suitable candidate(s) to fill and join the nomination committee of the Board as soon as practicable pursuant to Code B.3.5.

### **CODE PROVISION C.1.7**

According to code provision C.1.7 of the Code (“**Code C.1.7**”), an issuer should arrange appropriate insurance cover in respect of legal action against its directors. During the year ended 31 December 2025, the Company did not maintain directors’ liability insurance and therefore deviated from Code C.1.7. After reviewing the Company’s size, operational scale, and risk profile, the Board considered that the cost of obtaining such insurance was not justified relative to the perceived level of risk. The Board will, however, review this position annually to ensure it remains appropriate for the Company’s circumstances.

### **CODE PROVISION C.2.1**

Code provision C.2.1 of the Code requires that the role of chairman and chief executive officer should be separate and should not be performed by the same individual. During the year, Mr. Lei Hong Wai has taken up the roles of the Chairman of the Board and the Chief Executive Officer of the Company. Mr. Lei possesses essential leadership skills and has extensive experience in corporate management and business development. The Board is of the view that currently vesting the roles of the Chairman and the Chief Executive Officer in the same person provides the Group with strong and consistent leadership and allows for more effective and efficient business planning and decisions as well as execution of long-term business strategies.

### **COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 to the Listing Rules for securities transactions by the directors of the Company. Having made specific enquiry, all directors confirmed that they had complied with the required standard as set out in the Model Code throughout the year ended 31 December 2025.

### **PURCHASE, REDEMPTION, AND SALE OF THE COMPANY’S LISTED SECURITIES**

During the year ended 31 December 2025, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company’s listed securities.

## REVIEW OF FINANCIAL INFORMATION

The audit committee has reviewed this annual results announcement and the annual report of the Company for the year ended 31 December 2025 and agreed to the accounting policies and practices adopted by the Company.

By Order of the Board  
**Eternity Investment Limited**  
**Lei Hong Wai**  
*Chairman*

Hong Kong, 31 March 2026

*As at the date of this announcement, the Board comprises six executive directors, namely, Mr. Lei Hong Wai, Mr. Cheung Kwok Wai Elton, Mr. Cheung Kwok Fan, Mr. Tomasz Wojewoda, Mr. Raza Zaidi and Ms. Zhao Yan; and three independent non-executive directors, namely, Mr. Wan Shing Chi, Mr. Ng Heung Yan and Mr. Law Kwok Ho Kenward.*