

ZHONGSHI MINAN HOLDINGS LIMITED

中食民安控股有限公司

(incorporated in the Cayman Islands with limited liability)

STOCK CODE: 8283

2025
INTERIM
REPORT



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This report, for which the directors (the “Directors”) of Zhongshi Minan Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading and all opinions expressed in the report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This report will remain on the “Latest Listed Company Information” page of the Stock Exchange website at www.hkexnews.hk for at least seven days from the date of its posting. This report will also be published on the website of the Company at www.zhongshiminanholdings.com.



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CORPORATE INFORMATION

EXECUTIVE DIRECTORS

Mr. WANG Lei
(Chairman and Chief Executive Officer)
Mr. CHUA Boon Hou (CAI Wenhao)
Ms. WU Mengmeng

NON-EXECUTIVE DIRECTOR

Mr. LI Xiaodong

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHEN Huichun
Mr. GAO Yan
Mr. ZHAO Wei (resigned on 30 June 2025)
Mr. WU Guoyong (appointed on 30 June 2025)

AUDIT COMMITTEE

Mr. GAO Yan (Chairman)
Mr. CHEN Huichun
Mr. ZHAO Wei (resigned on 30 June 2025)
Mr. WU Guoyong (appointed on 30 June 2025)

REMUNERATION COMMITTEE

Mr. GAO Yan (Chairman)
Mr. WANG Lei
Mr. ZHAO Wei (resigned on 30 June 2025)
Mr. WU Guoyong (appointed on 30 June 2025)

NOMINATION COMMITTEE

Mr. WU Guoyong (Chairman) (appointed on 30 June 2025)
Mr. ZHAO Wei (resigned on 30 June 2025)
Mr. CHEN Huichun
Mr. WANG Lei

RISK MANAGEMENT COMMITTEE

Mr. WU Guoyong (Chairman) (appointed on 30 June 2025)
Mr. ZHAO Wei (resigned on 30 June 2025)
Mr. CHUA Boon Hou (CAI Wenhao)
Mr. WANG Lei

COMPLIANCE OFFICER

Mr. CHUA Boon Hou (CAI Wenhao)

COMPANY SECRETARY

Mr. LO Kam Tai

AUTHORISED REPRESENTATIVES

Mr. CHUA Boon Hou (CAI Wenhao)
Mr. LO Kam Tai

AUDITOR

Rongcheng (Hong Kong) CPA Limited
(formerly known as CL Partners CPA Limited)
Certified Public Accountants
3203A-05, Tower 2
Lippo Centre
Admiralty, Hong Kong

PRINCIPAL BANKS

DBS Bank Limited
United Overseas Bank Limited
China Merchants Bank

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17/F, Far East Finance Centre
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PRINCIPAL PLACE OF BUSINESS AND HEADQUARTERS IN SINGAPORE

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HEADQUARTERS IN CHINA

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REGISTERED OFFICE IN THE CAYMAN ISLANDS

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PRINCIPAL PLACE OF BUSINESS IN HONG KONG UNDER PART 16 OF THE COMPANIES ORDINANCE (CAP 622)

Room E, 15th Floor
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Hong Kong

STOCK CODE

8283

COMPANY'S WEBSITE ADDRESS

www.zhongshiminanholdings.com

INTERIM RESULTS

The board of Directors (the “Board”) of the Company is pleased to report the unaudited condensed consolidated financial results of the Company and its subsidiaries (collectively the “Group”) for the six months ended 30 June 2025 together with the unaudited comparative figures for the corresponding period in the year 2024.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2025

	Notes	Six months ended 30 June	
		2025 S\$'000 (Unaudited)	2024 S\$'000 (Unaudited)
REVENUE	3	8,207	9,433
Other income and gains		416	107
Items of expense			
Cost of materials		(4,628)	(4,983)
Marketing and advertising expenses		(57)	(57)
Employee benefits expense		(2,937)	(3,462)
Depreciation of property, plant and equipment		(189)	(147)
Depreciation of right of use assets		(339)	(341)
Finance costs		(63)	(66)
Other expenses		(2,710)	(2,602)
Loss before tax	4	(2,300)	(2,118)
Income tax expense	5	–	(4)
Loss for the period		(2,300)	(2,122)
OTHER COMPREHENSIVE INCOME/(EXPENSE)			
<i>Item that may be subsequently reclassified to profit or loss:</i>			
Exchange differences on translation of foreign operations		216	(17)
TOTAL COMPREHENSIVE EXPENSE FOR THE PERIOD		(2,084)	(2,139)
Loss attributable to:			
Owners of the parent		(2,157)	(1,754)
Non-controlling interests		(143)	(368)
		(2,300)	(2,122)
Total comprehensive expense attributable to:			
Owners of the parent		(1,941)	(1,771)
Non-controlling interests		(143)	(368)
		(2,084)	(2,139)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT			(Restated)
– Basic and diluted (Singapore cents per share)	7	(4.59)	(4.39)

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

As at 30 June 2025

	Notes	30 June 2025 S\$'000 (Unaudited)	31 December 2024 S\$'000 (Audited)
NON-CURRENT ASSETS			
Property, plant and equipment	8	2,741	2,577
Right-of-use assets		1,045	1,414
Intangible assets		15	17
Financial assets at fair value through profit or loss		589	530
Prepayments, other receivables and other assets	10	586	1,126
Total non-current assets		4,976	5,664
CURRENT ASSETS			
Financial assets at fair value through profit or loss		2,874	1,505
Inventories		1,295	1,215
Trade receivables	9	1,034	1,064
Prepayments, other receivables and other assets	10	10,725	7,164
Cash and cash equivalents		1,765	5,351
Total current assets		17,693	16,299
CURRENT LIABILITIES			
Trade and other payables	11	7,303	8,892
Bank and other borrowings	12	2,371	580
Contract liabilities		1,029	863
Tax payable		139	61
Total current liabilities		10,842	10,396
NET CURRENT ASSETS		6,851	5,903
TOTAL ASSETS LESS CURRENT LIABILITIES		11,827	11,567
NON-CURRENT LIABILITIES			
Provisions		413	413
Contract liabilities		317	317
Bank and other borrowings	12	1,573	2,012
Deferred tax liabilities		12	12
Total non-current liabilities		2,315	2,754
Net assets		9,512	8,813
EQUITY			
Equity attributable to owners of the parent			
Share capital	13	1,074	900
Reserves		8,648	7,980
		9,722	8,880
Non-controlling interests		(210)	(67)
Total equity		9,512	8,813

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the six months ended 30 June 2025

	Share capital S\$'000	Share premium S\$'000	Other capital reserve S\$'000	Merger reserve S\$'000	Accumulated losses S\$'000	Foreign currency translation reserve S\$'000	Total S\$'000	Non-controlling interests S\$'000	Total equity S\$'000
At 1 January 2024 (audited)	900	8,982	126	3,884	(6,465)	(241)	7,186	(1,078)	6,108
Loss and total comprehensive expense for the period	–	–	–	–	(1,754)	(17)	(1,771)	(369)	(2,140)
At 30 June 2024 (unaudited)	900	8,982	126	3,884	(8,219)	(258)	5,415	(1,447)	3,968
At 1 January 2025 (audited)	900	8,982	126	3,884	(4,973)	(39)	8,880	(67)	8,813
Issuance of new shares from placing of shares (note 13)	174	2,609	–	–	–	–	2,783	–	2,783
Loss and total comprehensive expense/ (income) for the period	–	–	–	–	(2,157)	216	(1,941)	(143)	(2,084)
At 30 June 2025 (unaudited)	1,074	11,591	126	3,884	(7,130)	177	9,722	(210)	9,512

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

For the six months ended 30 June 2025

	Six months ended 30 June	
	2025	2024
	S\$'000	S\$'000
	(Unaudited)	(Unaudited)
Net cash used in operating activities	(3,380)	(550)
Net cash used in investing activities	(1,553)	(1,508)
Net cash from financing activities	1,347	1,639
Net decrease in cash and cash equivalents	(3,586)	(419)
Cash and cash equivalents at beginning of the period	5,351	2,930
Cash and cash equivalents at end of the period	1,765	2,511

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

1. General information

Zhongshi Minan Holdings Limited (the “Company”) is an exempted company with limited liability incorporated in the Cayman Islands on 17 March 2016. The registered office of the Company is at the offices of Ocorian Trust (Cayman) Limited, Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The principal place of business in Hong Kong under Part 16 of the Companies Ordinance (CAP. 622) is at Room E, 15th Floor, Leahander Centre, 28 Wang Wo Tsai Street, Tsuen Wan, New Territories, Hong Kong.

The Company and its subsidiaries (collectively referred to as the “Group”) were involved in the following principal activities:

- maintenance and repair of passenger cars
- modification, tuning and grooming of the performance or appearance of passenger cars and trading of spare parts and accessories
- provision of motor finance services
- trading of passenger cars
- development, manufacturing, consultancy and sale of smart kitchen appliances

2. Basis of preparation

The unaudited condensed consolidated financial statements have been prepared in accordance with the applicable IFRS Accounting Standards (“IFRSs”) issued by the International Accounting Standards Board (the “IASB”). For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the GEM Listing Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“HKEX”) and by the Hong Kong Companies Ordinance.

The Group has adopted all the new and revised IFRSs which have been issued and effective on 1 January 2025 by IASB that are relevant to its operations. The adoption of these new and revised IFRSs did not result in substantial changes to the Group’s accounting policies and has no material effect on the financial performance or position of the Group since last financial year end.

The unaudited condensed consolidated financial statements have been prepared under the historical cost convention, except for an investment in a life insurance policy, which has been measured at fair value. The unaudited condensed consolidated financial statements are presented in Singapore dollar (“SGD” or “S\$”) and all values are rounded to the nearest thousand (“S\$’000”), except when otherwise indicated.



Basis of consolidation

The unaudited condensed consolidated financial statements include the financial statements of the Company and its subsidiaries for the six months ended 30 June 2025. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group. All intra-group income and expenses relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, or the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

3. Revenue

Revenue represents services rendered to customers and invoiced trading sales for the period.

	Six months ended 30 June	
	2025 S\$'000 (Unaudited)	2024 S\$'000 (Unaudited)
Revenue from contracts with customers		
– Maintenance and repair services	6,563	7,665
– Modification, tuning and grooming services and trading of spare parts and accessories	1,439	1,409
– Sale of food and kitchen appliances	148	193
– Brand management services	–	66
Revenue from other sources		
– Provision of motor finance services	57	100
	8,207	9,433

4. Loss before tax

The Group's loss before tax is arrived at after charging:

	Six months ended 30 June	
	2025 S\$'000 (Unaudited)	2024 S\$'000 (Unaudited)
Depreciation of property, plant and equipment	189	147
Depreciation of right-of-use assets	339	341
Staff costs (excluding directors' and chief executive's remuneration)	2,937	3,462

5. Income tax expense

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

Pursuant to the rules and regulations of the Cayman Islands, the Company is not subject to any income tax in the Cayman Islands.

Subsidiaries in Singapore are subject to taxation at a rate of 17% on the estimated profits arising in Singapore during the period.

Subsidiaries in the People's Republic of China (the "PRC") are subject to taxation at a rate of 25% on the estimated profits arising in PRC during the period.

	Six months ended 30 June	
	2025	2024
	S\$'000 (Unaudited)	S\$'000 (Unaudited)
Current income tax		
– Current period	–	4
Tax expense for the period	–	4

6. Dividends

The Board did not recommend the payment of any interim dividend for the six months ended 30 June 2025 (2024: Nil).

7. Loss per share attributable to owners of the Company

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

	Six months ended 30 June	
	2025	2024
	S\$'000 (Unaudited)	S\$'000 (Unaudited)
Loss for the period attributable to owners of the Company for the purpose of basic loss per share	(2,157)	(1,754)

	Six months ended 30 June	
	2025	2024
	'000 (Unaudited)	'000 (Unaudited)
Number of Shares for the purpose of basic loss per share		(Restated)
Weighted average number of ordinary shares	47,028	40,000

On 23 January 2025, the Company completed a placing of new shares under general mandate. An aggregate of 400,000,000 placing shares have been successfully placed at the placing price of HK\$0.04 per placing share pursuant to the terms and conditions of the placing agreement. The net proceeds from the placing amounted to approximately HK\$15.3 million. Details of the placing are set out in the Company's announcements dated 7 January 2025 and 23 January 2025.

On 20 February 2025, every fifty issued and unissued shares of par value HK\$0.0025 each in the share capital of the Company was consolidated into one share of par value HK\$0.125 (the "Share Consolidation"). Following the Share Consolidation on 20 February 2025, 2,400,000,000 shares in the issued share capital of the Company were consolidated into 48,000,000 consolidated shares. Details of the Share Consolidation are set out in the Company's announcements dated 9 January 2025 and the Company's circular dated 23 January 2025.

The weighted average number of ordinary shares for the six months ended 30 June 2025 has included the effect of placing and Share Consolidation.

The weighted average number of ordinary shares for the purpose of calculation of basic loss per share for the six months ended 30 June 2024 has been retrospectively adjusted to reflect the Share Consolidation.

No diluted loss per share information has been presented for the six months ended 30 June 2025 and 2024 as there were no potential ordinary shares outstanding during both periods.

Basic loss per share for the six months ended 30 June 2025 is S\$(4.59) cent (30 June 2024: S\$(4.39) cent).

8. Property, plant and equipment

During the six months ended 30 June 2025, the Group acquired S\$0.29 million plant and equipment (six months ended 30 June 2024: S\$0.48 million).

9. Trade receivables

	30 June 2025 S\$'000 (Unaudited)	31 December 2024 S\$'000 (Audited)
Trade receivables, gross carrying amount	1,158	1,188
Less: Impairment losses recognised	(124)	(124)
Trade receivables, net	1,034	1,064

Trade receivables are non-interest-bearing and are generally on 30 days' terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the date of the products sold or services rendered, is as follows:

	30 June 2025 S\$'000 (Unaudited)	31 December 2024 S\$'000 (Audited)
Less than 30 days	966	957
30–60 days	46	20
61–90 days	26	15
91–120 days	5	83
More than 120 days	115	113
	1,158	1,188

The movements of the allowance accounts used to record the impairment are as follows:

	30 June 2025 S\$'000 (Unaudited)	31 December 2024 S\$'000 (Audited)
At beginning of the year	124	57
Impairment loss recognised	–	67
At end of the period/year	124	124

Management recognises a loss allowance for lifetime ECLs on the trade receivables individually or collectively. Except for significant balances or credit-impaired amounts which are assessed for impairment individually, the remaining trade receivables are grouped under a collective assessment after considering internal credit ratings of trade debtors, ageing, repayment history and/or past due status of respective trade receivables. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for supportable forward-looking information that is reasonable and supportable available without due costs or effort.

Set out below is the information about the credit risk exposure on the Group's trade receivables:

As at 30 June 2025

	Current S\$'000	Less than 1 month S\$'000	Past due 1 to 3 months S\$'000	Over 3 months S\$'000	Total S\$'000
Gross carrying amount	1,012	42	14	90	1,158
Expected credit losses	–	(20)	(14)	(90)	(124)
	1,012	22	–	–	1,034

As at 31 December 2024

	Current S\$'000	Less than 1 month S\$'000	Past due 1 to 3 months S\$'000	Over 3 months S\$'000	Total S\$'000
Gross carrying amount	957	16	102	113	1,188
Expected credit losses	–	–	(11)	(113)	(124)
	957	16	91	–	1,064

10. Prepayments, other receivables and other assets

	30 June 2025 S\$'000 (Unaudited)	31 December 2024 S\$'000 (Audited)
Non-current		
Prepayments	2	–
Loans receivables from third parties*	584	1,126
	586	1,126
Current		
Prepayments	1,502	1,730
Other receivables	3,511	1,788
Deposits**	5,012	2,963
Loans receivables from third parties*	700	683
	10,725	7,164
	11,311	8,290

* The amount mainly represents interest-bearing S\$ loans provided to customers for the purchase of vehicles, the tenure of the loans can range from 1 to 7 years or may be determined based on the age of the motor vehicle. The offered interest rate depends on various factors such as the prevailing Singapore Interbank Offered Rate ("SIBOR") rate at the start of the loan, the age, make and model of the vehicle, the loan tenure, and the borrower's creditworthiness and risk profile. Collaterals for these loans involve lodging the motor vehicle purchased with the hire purchase, Finance and Leasing Association of Singapore. All customers who avail of these loans are independent individual customers.

** The amount mainly represents deposit paid for the purchase of electric vehicles for car leasing and resale purpose. During the period, the Company placed an order for a fleet for electric vehicles for car leasing and resale purpose. As at 30 June 2025, the balance was S\$4.7 million (31 December 2024: S\$2.7 million). In the opinion of the directors of the Company, no impairment loss was recognised during the period ended 30 June 2025 (31 December 2024: Nil).

The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. As at 30 June 2025 and 31 December 2024, the loss allowance was assessed to be minimal.

The Group calculates the ECLs for loan receivables from third parties by grouping the debtors based on shared credit risk characteristics. The internal credit risk ratings are determined on a combination of collective and individual basis taking into account of qualitative (such as debtors' operating conditions, financial positions, external rating of debtors, etc.) and quantitative factors (mainly includes past due information of the loan receivables from third parties). The measurement of ECLs is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is by referencing the external data adjusted by macroeconomic factors and forward-looking information, etc..

Set out below is the information about the credit risk exposure on the Group's loan receivables from third parties:

	30 June 2025 S\$'000 (Unaudited)	31 December 2024 S\$'000 (Audited)
Gross carrying amount	1,284	1,809
Expected credit losses	–	–
	1,284	1,809

Loan receivables from third parties

As at 30 June 2025, the amount of loan receivables from third parties of approximately S\$1.3 million (2024: S\$1.8 million) mainly represents the outstanding motor vehicles financing loans provided to our customers.

The motor vehicle financing loans have the following summarized terms. The tenure of the loans can range from 1 to 7 years or may be determined based on the age of the motor vehicle. The interest rates are fixed and the rates for outstanding loans as of 30 June 2025 range from 3% to 7% (30 June 2024: 3% to 7%). The offered interest rate depends on various factors such as the prevailing SIBOR rate at the start of the loan, the age, make and model of the vehicle, the loan tenure, and the borrower's creditworthiness and risk profile. Collaterals for these loans involve lodging the motor vehicle purchased with the Hire Purchase, Finance and Leasing Association of Singapore. All customers who avail of these loans are independent individual customers

Details of the top five motor vehicle financing loans are as follows:

	30 June 2025 S\$'000 (Unaudited)	31 December 2024 S\$'000 (Audited)
Customer A	248	266
Customer B	198	212
Customer C	208	205
Customer D	179	204
Customer E	142	157
Others	309	765
	1,284	1,809

As at 30 June 2025

	Gross receivables S\$'000	Unearned finance income S\$'000	Loan receivables from third parties S\$'000
Analysed into:			
Receivable			
– Within 1 year	736	53	683
– After 1 year but within 5 years	696	95	601
	1,432	148	1,284

As at 31 December 2024

	Gross receivables S\$'000	Unearned finance income S\$'000	Loan receivables from third parties S\$'000
Analysed into:			
Receivable			
– Within 1 year	745	195	550
– After 1 year but within 5 years	1,357	98	1,259
	2,102	293	1,809

11. Trade and other payables

	30 June 2025 S\$'000 (Unaudited)	31 December 2024 S\$'000 (Audited)
Trade payables	1,410	1,772
Other payables	4,745	3,911
Accrued expenses	604	1,003
Amount due to a director*	544	2,206
	7,303	8,892

* The amount represents non-interest bearing financial support provided to the Group from a director, which is payable on demand.

Trade payables and other payables are normally settled on 60 days' terms. These amounts are non-interest bearing.

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	30 June 2025 S\$'000 (Unaudited)	31 December 2024 S\$'000 (Audited)
Less than 30 days	646	666
30–60 days	368	360
61–90 days	4	26
More than 90 days	392	720
	1,410	1,772

12. Bank and other borrowings

	30 June 2025		31 December 2024	
	Maturity	S\$'000	Maturity	S\$'000
		(Unaudited)		(Audited)
Current				
– S\$ margin financing at 4.0% per annum (note a)	2026	1,324	–	–
– S\$ borrowings at 1.8% per annum (note b)	2026	345	2025	267
Lease liabilities	2026	702	2025	313
		2,371		580
Non-current				
– S\$ borrowings at 1.8% per annum (note b)	2027–2029	890	2026–2029	1,106
Lease liabilities	2027–2028	683	2026–2028	906
		1,573		2,012
Total		3,944		2,592

	30 June 2025	31 December 2024
	S\$'000	S\$'000
	(Unaudited)	(Audited)
Analysed into:		
Within one year	2,371	580
In the second to fifth years	1,573	2,012
	3,944	2,592

Notes:

- (a) This margin financing is secured by the Group's quoted equity securities with a fair value of S\$2.29 million (2024: Nil).
- (b) This borrowings are secured by the legal assignment of the life insurance policy and personal guarantee given by a director of the Group's subsidiaries.
- (c) All borrowings are denominated in SGD.

13. Share capital

	Number of shares of the Company	Share capital S\$'000
Authorised:		
Ordinary share of HK\$0.0025 each (before share consolidation) and HK\$0.125 each (after share consolidation)		
At 1 January 2024 and 31 December 2024	8,000,000,000	3,600
Share consolidation (Note ii)	(7,840,000,000)	–
At 30 June 2025	160,000,000	3,600
Issued and fully paid:		
At 1 January 2024 and 31 December 2024	2,000,000,000	900
Issue of shares (Note i)	400,000,000	174
Share consolidation (Note ii)	(2,352,000,000)	–
At 30 June 2025	48,000,000	1,074

Notes:

- (i) On 23 January 2025, the Company completed a placing of new shares under general mandate. An aggregate of 400,000,000 placing shares have been successfully placed at the placing price of HK\$0.04 per placing share pursuant to the terms and conditions of the placing agreement. The net proceeds from the placing amounted to approximately HK\$15.3 million. Details of the placing are set out in the Company's announcements dated 7 January 2025 and 23 January 2025.
- (ii) On 20 February 2025, every fifty issued and unissued shares of par value HK\$0.0025 each in the share capital of the Company was consolidated into one share of par value HK\$0.125 (the "Share Consolidation"). Following the Share Consolidation on 20 February 2025, 2,400,000,000 shares in the issued share capital of the Company were consolidated into 48,000,000 consolidated shares. Details of the Share Consolidation are set out in the Company's announcements dated 9 January 2025 and the Company's circular dated 23 January 2025.

All issued shares of the Company rank *pari passu* in all respects with each other.

MANAGEMENT DISCUSSION AND ANALYSIS

Business review

For the period ended 30 June 2025, the Group recorded a decline in revenue of approximately S\$1.23 million or 13.0% from approximately S\$9.43 million for the period ended 30 June 2024 to approximately S\$8.21 million for the period ended 30 June 2025. Revenue from our Singapore operations fell by 12.1% to S\$8.06 million, largely due to decrease in spare parts export sales and slow down in maintenance and repair services income. Revenue from Mainland China dropped by 42.9% to S\$0.15 million, primarily due to cautious customer spending amidst ongoing macroeconomic challenges.

For the period ended 30 June 2025, the Group recorded a loss of approximately S\$2.30 million as compared to a loss of approximately S\$2.12 million for the corresponding period in 2024. The loss position was mainly attributed to business slow down in both markets.

The Group is a leading automotive service provider in Singapore. We have over 20 years of experience in the passenger car service industry and offer a comprehensive range of passenger car services. Our passenger car services in Singapore mainly including (i) maintenance and repair services; and (ii) modification, tuning and grooming services.

We have the capability to maintain and repair a wide range of brands of passenger cars in Singapore and are equipped with diagnostic equipment for carrying out such services. We modify and tune mainly luxury and ultra-luxury passenger cars, providing services ranging from aesthetic modifications including installing body kits, to performance modifications including lowering the suspension of passenger cars and replacing the engine control unit. We also sell passenger car spare parts and accessories in Singapore and export to other countries, such as Malaysia, Indonesia, the United Kingdom, China and Thailand.

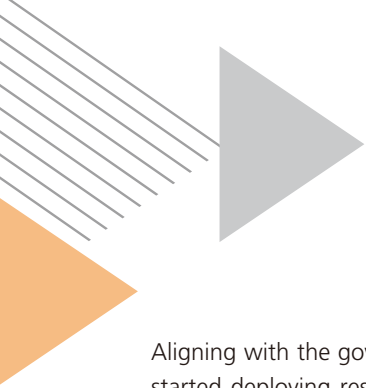
Our new smart kitchen segment in Mainland China, adopting a multiple business development model which includes offline retail stores, food delivery, small vegetable packaging, food and beverage branding incubation, and SaaS+ empowerment. By integrating industry SaaS+ services, the Group will create a complete vertical management system and commercial empowerment system, offering a full range of solutions from procurement, production, and sales for channels and traditional enterprises.

Outlook

We expect the operating environment to remain challenging in 2025 in Singapore and China, due to the ongoing geopolitical challenges and trade dynamics, technological advancement, rising costs and shifting consumer preference. Further integration of AI and advance technologies as well as building sustainable growth strategies will be our focus.

Automotive Segment

The automotive industry is undergoing a dramatic transformation, shaped by new technologies and mobility solutions, government's car-lite vision, push for sustainability, and the shift towards EVs. As of 30 June 2025, the total number of motor vehicle population stood at 1,009,499 (31 December 2024: 1,007,094), of which 658,816 are cars and private hire cars (source: <https://www.lta.gov.sg>). The number of hybrid and EVs registered in the first six months of 2025 accounted for about 84% of all new car registration.



Aligning with the government's strategic shift towards sustainable transportation to electric cars by 2040, the Group has started deploying resources to ensure our technicians are adept with state-of-the art repair equipment and possess the advanced skills necessary to service a diverse portfolio of passenger car brands. We actively seek to broaden our product range and enhance our service offerings in the Singapore market by expanding into electric vehicles. We will increase our investment in software updates and new equipment to handle the unique components, and safety requirements for hybrid and electric vehicles that differ from traditional combustion engine vehicles.

Smart Kitchen

The integration of AI and rapid technological advancement continue to influence China's smart kitchen segment and customers' demand. Our Group continues to focus on growing our smart kitchen segment, implementing a multiple business development model, including offline retail stores, food delivery, small vegetable packaging, food and beverage branding incubation, and SaaS+ empowerment. By integrating industry SaaS+ services, the Group will build a complete vertical management system and commercial empowerment system, providing a full range of solutions from procurement, production and sales for channels and traditional enterprises.

China's smart kitchen segment is experiencing rapid growth, driven by rising consumer demand for convenience and technological innovation. Moving forward, the Company will continue to expand, with the aim of becoming a leading platform for global ready-made food industry SaaS+ services. We continue to focus on affordability, innovative solution, and seamless integration to better serve our customers and capture market share.

Our Group remains resilient and are committed to navigate through this rapidly changing and evolving business environment in each of our business segment. As we move forward, we will continue to explore new partnership, and business opportunities that will value add to the Group. We are confident that such proactive approach and focus on long-term growth will position the Group for success in the years ahead.

Financial review

Revenue

For the period ended 30 June 2025, the Group recorded a decline in revenue of approximately S\$1.23 million or 13.0% from approximately S\$9.43 million for the period ended 30 June 2024 to approximately S\$8.21 million for the period ended 30 June 2025. Revenue from our Singapore operations fell by 12.1% to S\$8.06 million, largely due to decrease in spare parts export sales and slow down in maintenance and repair services income. Revenue from Mainland China dropped by 42.9% to S\$0.15 million, primarily due to cautious customer spending amidst ongoing macroeconomic challenges.

Other income

Other income and gains increased by approximately S\$0.31 million or 288.8% from approximately S\$0.11 million for the period ended 30 June 2024 to approximately S\$0.42 million for the period ended 30 June 2025. The net increase was due to gain on investment including dividend income received from the listed securities investments.

Cost of materials

Our cost of materials decreased by approximately S\$0.36 million or 7.1% for the period ended 30 June 2025 resulting in a lower gross profit margin from 47.2% to around 43.6%. This decline was attributed to reduced contributions from the food and kitchen appliances trading business and brand management services in Mainland China, which are typically higher-margin segments.

Employee benefits expense

Employee benefits expense decreased by approximately S\$0.53 million or 15.2% for the period ended 30 June 2025. The decrease was consistent with the overall drop in revenue and the reduced number of operating outlets during the period, following the disposal of subsidiaries' business in China.

Other expenses

Other expenses increased by approximately S\$0.11 million or 4.2% from approximately S\$2.60 million for the period ended 30 June 2024 to approximately S\$2.71 million for the period ended 30 June 2025. The increase was primarily due to additional expenditures on legal and professional fees.

Loss for the period

For the period ended 30 June 2025, the Group recorded a loss of approximately S\$2.30 million as compared to a loss of approximately S\$2.12 million for the corresponding period in 2024. The loss position was mainly attributed to business slow down in both markets.

Liquidity, financial and capital resources

Cash position

Our Group's primary sources of funds during the period were cash from operating activities and placing at new shares. Our Group had net cash used in operating activities of approximately S\$0.55 million. We had net cash used in investing activities of approximately S\$1.55 million and net cash from financing activities of approximately S\$1.35 million.

On 7 January 2025, the Company announced that a placing agreement was signed between the Company as issuer and Yuet Sheung International Securities Limited as placing agent. On 23 January 2025, the Company completed placing of 400,000 Shares under general mandate and raised gross proceeds of HK\$16.0 million.

Gearing ratio

Gearing ratio is measured by interest-bearing bank and other borrowings divided by the total equity. The Group's policy is to keep the gearing ratio at a reasonable level. The gearing ratio is 0.41 times as at 30 June 2025 (31 December 2024: 0.29 times).



Risk of exchange rate fluctuation

The Group has currency exposures arising from sales, purchases and interest-bearing bank and other borrowings that are denominated in a currency other than the functional currency of the Group. No hedge has been taken up to mitigate this exposure.

Contingent liabilities

As at 30 June 2025, the Group had no material contingent liabilities (31 December 2024: nil).

Charge on assets

As at 30 June 2025, the Group's quoted securities with a fair value of S\$2.29 million (31 December 2024: Nil) were pledged to secure margin facility granted to the Group.

Capital structure

On 8 November 2016 (the "Listing Date"), the shares of the Company (the "Shares") were successfully listed on GEM of the Stock Exchange. The Group's equity consists only of ordinary shares.

On 23 January 2025, the Company completed a placing of new shares under general mandate. An aggregate of 400,000,000 placing shares have been successfully placed at the placing price of HK\$0.04 per placing share pursuant to the terms and conditions of the placing agreement. The net proceeds from the placing amounted to approximately HK\$15.3 million. Details of the placing are set out in the Company's announcements dated 7 January 2025 and 23 January 2025.

On 20 February 2025, every fifty issued and unissued shares of par value HK\$0.0025 each in the share capital of the Company was consolidated into one share of par value HK\$0.125 (the "Share Consolidation"). Following the Share Consolidation on 20 February 2025, 2,400,000,000 shares in the issued share capital of the Company were consolidated into 48,000,000 consolidated shares. Details of the Share Consolidation are set out in the Company's announcements dated 9 January 2025 and the Company's circular dated 23 January 2025.

As at 30 June 2025, the Company's issued share capital was HK\$6,000,000 (equivalent to S\$1,074,000) divided into 48,000,000 Shares of HK\$0.125 each.

Details of changes in the Company's share capital are set out in Note 13 to the condensed consolidated financial statements of the Group in the report. During the Period, the Group did not hold or sell any treasury shares.



USE OF NET PROCEEDS FROM THE PLACING

As per the Company's announcements dated 7 January 2025 and 23 January 2025, 400,000,000 Shares (the "Jan-2025 Placing Shares"), which ranked pari passu with other ordinary shares, were successfully placed to not less than six placees at the placing price of HK\$0.04 per Jan-2025 Placing Share under general mandate (the "Jan-2025 Placing"). The net price per Jan-2025 Placing Share was approximately HK\$0.038 and the closing price of the Shares on 7 January 2025, being the date on which the terms of the issue was fixed was HK\$0.044. The gross proceeds and the net proceeds (after deducting the placing fee and other related expenses incurred in the Jan-2025 Placing) from the Jan-2025 Placing are HK\$16.0 million and approximately HK\$15.3 million, respectively (the "Jan-2025 Placing Proceeds"). The market value of the Jan-2025 Placing Shares was HK\$17.6 million on the date on which the placing agreement was signed.

As disclosed in the Company's announcement dated 23 January 2025, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, immediately upon completion of the Jan-2025 Placing, (i) each of the placees and, where appropriate, their respective ultimate beneficial owners was an independent third party; and (ii) none of the placees has become a substantial shareholder of the Company.

More details are set out in the Company's announcements dated 7 January 2025 and 23 January 2025.

The reasons for the Jan-2025 Placing and an analysis of the unutilisation of the net proceeds from the Jan-2025 Placing as at 30 June 2025 is set out below:

Intended use of the Jan-2025 Placing Proceeds	Total planned amount	Utilised net proceeds from the Jan-2025 Placing as at 30 June 2025	Net proceeds from the Jan-2025 Placing utilised during six months ended 30 June 2025	Unutilised net proceeds from the Jan-2025 Placing as at 30 June 2025	Expected timeline for the intended use
	HK\$'million	HK\$'million	HK\$'million	HK\$'million	
Support the operation and development of the Group's ready-made food and smart kitchen solutions business:					
(a) Procurement of inventories and materials	6.50	2.56	2.56	3.94	December 2025
(b) Recruitment of sales talents and marketing of the Group's ready-made food and smart kitchen solutions products	2.40	1.33	1.33	1.07	December 2025
(c) Direct and indirect overheads of the Group's ready-made food and smart kitchen solutions business segment	1.10	1.10	1.10	–	
General working capital of the Company	5.30	2.69	2.69	2.61	December 2025
Total	15.30	7.68	7.68	7.62	

The Company has applied the utilised portion and will apply the unutilised portion of the Jan-2025 Placing Proceeds according to the announcement of the Company dated 23 January 2025.

Sufficiency of public float

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, the Company has maintained the prescribed public float required by the GEM Listing Rules since the listing date and up to the date of this report.

OTHER INFORMATION

Directors' and chief executives' interests and short positions in Shares, underlying Shares and debentures

As at 30 June 2025, the interests and short positions of the Directors and chief executives of the Company or any of their respective associates in the shares (the "Shares"), underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

Long Position in the Shares

Name of Directors and Chief Executives	Capacity/Nature of Interest	Number of Shares or underlying Shares	Approximate percentage of interest in the Company ⁽¹⁾
Mr. WANG Lei	Beneficial interest	11,817,400	24.62%
Mdm. LI Lidan ⁽²⁾	Interest of spouse	11,817,400	24.62%
Mr. CHEN Huichun	Beneficial interest	14,000	0.03%
Mdm. WANG Chongyu ⁽³⁾	Interest of spouse	14,000	0.03%

Notes:

- (1) This is based on the total number of Shares in issue as at 30 June 2025, being 48,000,000.
- (2) Mdm. LI Lidan ("Mrs. WANG") is the spouse of Mr. WANG Lei, executive director of the Company. Under the SFO, Mrs. WANG is deemed to be interested in the same number of shares in which Mr. WANG Lei is interested.
- (3) Mdm. WANG Chongyu ("Mrs. CHEN") is the spouse of Mr. CHEN Huichun, an independent non-executive Director of the Company. Under the SFO, Mrs. Chen is deemed to be interested in the same number of Shares in which Mr. CHEN Huichun is interested.

Save as disclosed above, none of the Directors, chief executives of the Company or their respective associates had any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise, notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

Directors' rights to acquire Shares or debentures

Save as disclosed in the section headed "Directors' and chief executives' interests and short positions in Shares, underlying Shares and debentures" above, at no time during the six months ended 30 June 2025 was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or their respective close associates (as defined under the GEM Listing Rules) to acquire benefits by means of the acquisition of Shares in or debentures of the Company or any of its associated corporations.

Substantial shareholders' and other persons' interests and short positions in the Shares and underlying Shares

As at 30 June 2025, the interests and short positions of substantial shareholders and other persons (not being a Director or chief executive of the Company) in the Shares and underlying Shares which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO or required to be entered in the register maintained by the Company pursuant to Section 336 of the SFO were as follows:

Long Positions in the Shares

Name	Nature of Interest	Number of Shares	Approximate percentage of shareholding in the Company as at 30 June 2025 ⁽¹⁾
Mr. LI Jie	Beneficial owner	5,720,400	11.92%
Mdm. HAN Mei ⁽²⁾	Interest of spouse	5,720,400	11.92%
Mdm. LI Lidai ⁽³⁾	Interest of spouse	11,817,400	24.62%

Notes:

- (1) This is based on the total number of Shares in issue as at 30 June 2025, being 48,000,000.
- (2) Mdm. HAN Mei ("Mrs. Li") is the spouse of Mr. LI Jie. Under the SFO, Mrs. Li is deemed to be interested in the same number of Shares in which Mr. LI Jie is interested.
- (3) Mdm. LI Lidai ("Mrs. WANG") is the spouse of Mr. WANG Lei, executive director of the Company. Under the SFO, Mrs. WANG is deemed to be interested in the same number of shares in which Mr. WANG Lei is interested.

Save as disclosed above, as at 30 June 2025, according to the register of interests required to be kept by the Company under Section 336 of the SFO, there was no other person or corporation (other than the Directors and chief executives of the Company) who had any interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Related party transactions

During the six months ended 30 June 2025, the Group has not entered into any related party transactions.

Directors' interest in competing business

The Directors are not aware of any business or interest of the Directors nor the controlling shareholders nor any of their respective close associates that competes or may compete, directly or indirectly, with the Group's business and any other conflicts of interest which any such person has or may have with the Group during the six months ended 30 June 2025.

Pledge of asset

As at 30 June 2025, the Group did not have any pledged assets (30 June 2024: Nil).

Exchange rate exposure

The Group has currency exposures arising from sales, purchases and interest-bearing bank and other borrowings that are denominated in a currency other than the functional currency of the Group. As at the date of this report, the Group did not use any financial instrument for hedging to mitigate this exposure.

Purchase, sales or redemption of the Company's listed securities

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2025. As at 30 June 2025, the Company did not hold any treasury shares (as defined in the GEM Listing Rules).

Share option scheme

The Company adopted a share option scheme ("Share Option Scheme") on 21 October 2016 for the purpose of enabling the Company to grant rights to subscribe for Shares pursuant to the terms of the Share Option Scheme ("Options", each an "Option") as incentives or rewards to the Participants (as defined below) for their contribution to the Group and/or to enable the Group to recruit and retain high calibre employees and attract human resources that are valuable to the Group and any entity which the Group holds any equity interest ("Invested Entity"). The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

The period of Share Option Scheme commenced on 21 October 2016 and will expire on 20 October 2026.

The Board may, at its discretion, invite any Executive, Non-Executive or Independent Non-Executive Directors or any employees (whether full-time or part-time) of the Company, or any of its subsidiaries or associated companies or any other person whom the Board considers, in its sole discretion, has contributed or will contribute to the Group ("Participants", each a "Participant") to take up the Options. The basis of eligibility of any of the class of the Participants to the grant of any Option shall be determined by the Board from time to time on the basis of their contribution to the development and growth of the Group and any Invested Entity. Unless otherwise determined by the Board and specified in the offer letter to be given to the Participant at the time of the offer of the Option ("Offer"), there is neither any performance target that needs to be achieved by the Participant who accepts an Offer in accordance with the terms of the Share Option Scheme ("Grantee") before an Option can be exercised nor any minimum period for which an Option must be held before the Option can be exercised.



The subscription price for the Shares under the Share Option Scheme shall be such price as determined by the Board in its absolute discretion at the time of the grant of the relevant Option, but in any case shall not be less than the highest of (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date on which an Offer is made by the Company to the Grantee (which date must be a Business Day, "Offer Date"); (b) a price being the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the five (5) Business Days immediately preceding the Offer Date (provided that the Offer Price shall be used as the closing price for any Business Day falling within the period before listing of the Shares where the Company has been listed for less than five (5) Business Days as at the Offer Date); and (c) the nominal value of a Share.

The amount payable by the grantee of an Option to the Company on acceptance of the offer for the grant of an Option is HK\$1.00, which shall be payable within the period as the Board may determine and specify in the letter of Offer.

An Option may be exercised in accordance with the terms of the Share Option Scheme at any time during the period to be determined by the Board at its absolute discretion and notified by the Board to each Grantee as being the period during which an Option may be exercised and in any event, such period shall not be longer than 10 years from the date upon which any particular Option is granted in accordance with the Share Option Scheme.

The maximum number of unexercised share options currently permitted to be granted under the Share Option Scheme and any other share option scheme of the Company shall not in aggregate exceed 10% of the total number of Shares in issue from time to time. As at 30 June 2025, the total number of issued Shares is 48,000,000 Shares. The maximum number of shares issuable under share options to each eligible participant in the Company's Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to Shareholders' approval in a general meeting. The Company may grant options in respect of up to 4,800,000 Shares to the participants under the Share Option Scheme, being 10% of the issued shares of the Company as at the date of this report.

As at 1 January 2025 and 30 June 2025, the total number of share options available for grant under the scheme mandate was 4,000,000 and 4,800,000, respectively (the figure as at 1 January 2025 has been restated to reflect the share consolidation effected on 20 February 2025). No service provider sublimit was set under the Share Option Scheme. The total number of Shares that may be issued in respect of options and awards granted under all schemes of the Company during the six months ended 30 June 2025 (i.e. 4,000,000) divided by the weighted average number of Shares in issue for the six months ended 30 June 2025 (i.e. 47,027,624) was approximately 8.51%.

No option has lapsed, or has been granted, exercised or cancelled under the Share Option Scheme during the six months ended 30 June 2025 and the year ended 31 December 2024. The Group did not have any outstanding share options, warrants, convertible instruments, or similar rights convertible into the Shares as at 30 June 2025 and 31 December 2024, nor has there been any exercise, redemption, purchase or cancellation made during the six months ended 30 June 2025 and the year ended 31 December 2024 of any conversion or subscription rights under any convertible securities, options, warrants or similar rights issued or granted.

Directors' securities transactions

The Company has adopted the code of conduct for securities transactions by Directors on terms equivalent to the Rules 5.48 to 5.67 of the GEM Listing Rules (the "Required Standard of Dealings"). The Company had made specific enquiries with written guidelines in relation to the Required Standard of Dealings to all Directors and all Directors have confirmed that they complied with the required standards set out in the Required Standard of Dealings during the six months ended 30 June 2025.

Compliance with Corporate Governance Code

The Company is committed to achieving high standards of corporate governance. The Directors believe that sound and reasonable corporate governance practices are essential for the continuing growth of the Group and for safeguarding and maximising shareholders' interests.

Pursuant to code provision C.2.1 of the Corporate Governance Code contained in Appendix C1 to the GEM Listing Rules (the "CG Code"), the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. However, we do not have a separate chairman and chief executive officer and Mr. WANG Lei is currently the Chairman and the Chief Executive Officer of the Group. The Board believes that vesting the roles of both chairman and chief executive officer in the same person has the benefit of ensuring the consistent leadership within the Group and enables more effective and efficient overall strategic planning of the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively. The Board will continue to review and consider splitting the roles of chairman of the Board and chief executive officer of the Company at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

Save as disclosed above, the Directors consider that during the six months ended 30 June 2025, and thereafter to the date of this report, the Company has applied the principles and complied with all the applicable code provisions set out in the CG Code.

Audit committee

The Group's interim results for the six months ended 30 June 2025 were unaudited. The Company's audit committee (the "Audit Committee") has reviewed the unaudited condensed consolidated financial results of the Group for the six months ended 30 June 2025 pursuant to the relevant provisions contained in the CG Code. A meeting of the Audit Committee was held with the management of the Company for, amongst other things, reviewing the unaudited condensed consolidated financial results of the Group for the six months ended 30 June 2025.

Significant investment, material acquisition and disposal

Save as to the disclosed herein, the Group did not have any significant investments during the six months ended 30 June 2025 and did not have any material acquisition and disposal of subsidiary, associates or joint ventures during the six months ended 30 June 2025.



Events after the reporting period

On 14 July 2025, CNI Securities Group Limited as the placing agent (“CNI”) and the Company entered into a placing agreement (the “Jul-2025 Placing Agreement”) pursuant to which the Company has conditionally agreed to place through the CNI, on a best effort basis, up to 9,600,000 placing shares (the “Jul-2025 Placing Shares”) to expected to be not less than six placees who and whose ultimate beneficial owners shall be independent third parties at the placing price of HK\$0.60 per Jul-2025 Placing Share (the “Jul-2025 Placing”). The Jul-2025 Placing Shares would be issued under the general mandate granted to the Directors by resolution of the shareholders of the Company passed at the annual general meeting of the Company held on 16 June 2025.

All conditions of the Jul-2025 Placing Agreement had been fulfilled and the completion of the Jul-2025 Placing took place on 28 July 2025 in accordance with the terms and conditions of the Jul-2025 Placing Agreement. A total of 9,600,000 Jul-2025 Placing Shares had been successfully placed by CNI to not less than six new placees at the placing price of HK\$0.60 per Jul-2025 Placing Share pursuant to the terms and conditions of the Jul-2025 Placing Agreement. Details of the Jul-2025 Placing Agreement were set out in the announcements of the Company dated 14 July 2025 and 28 July 2025.

Save as to the disclosed herein, the Board is not aware of any significant event requiring disclosure that has taken place subsequent to 30 June 2025 and up to the date of this report.

Dividends

The Board did not recommend the payment of any dividend for the six months ended 30 June 2025 (2024: Nil).

Appreciation

On behalf of the Board, I would like to express our sincere gratefulness to our shareholders, business partners and customers for their continuous support to the Group. I would also extend my gratitude and appreciation to all the Directors, management and staff for their hard work and dedication throughout the period.

By Order of the Board

WANG Lei

*Chairman, Chief Executive Officer and
Executive Director*

Hong Kong, 29 August 2025

As at the date of this report, the executive Directors are Mr. WANG Lei, Mr. CHUA Boon Hou (CAI Wenhao) and Ms. WU Mengmeng; the non-executive Director is Mr. LI Xiaodong; and the independent non-executive Directors are Mr. CHEN Huichun, Mr. GAO Yan and Mr. WU Guoyong.