Web3

Web3 Meta Limited
瓦普思瑞元宇宙有限公司

(Incorporated in the Cayman Islands with limited liability)
（於開曼群島註冊成立之有限公司）

Stock Code 股份代號：8093

2025-26
INTERIM REPORT
中期報告

For the six months period ended 31 December, 2025
截至2025年12月31日止6個月

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

*This report, for which the directors (the "**Directors**") of Web3 Meta 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.*

香港聯合交易所有限公司(「聯交所」) GEM特色

GEM的地位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的中小型公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司一般為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

*本報告的資料乃遵照《聯交所GEM證券上市規則》(「**GEM上市規則**」)而刊載，旨在提供有關瓦普思瑞元宇宙有限公司(「**本公司**」)的資料；本公司的董事(「**董事**」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何其他事項，足以令致本報告所載任何陳述或本報告產生誤導。*

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INTERIM RESULTS
中期業績

FOR THE SIX MONTHS ENDED 31 DECEMBER 2025 (UNAUDITED)
截至二零二五年十二月三十一日止六個月（未經審核）

The board of Directors (the "**Board**") of the Company hereby announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the "**Group**") for the six months ended 31 December 2025, together with the comparative figures for the corresponding period in 2024 as follows, which are presented in Hong Kong dollars ("**HK$**"):

本公司董事會(「**董事會**」)謹此公佈本公司及其附屬公司(統稱「**本集團**」)截至二零二五年十二月三十一日止六個月之未經審核簡明綜合業績連同截至二零二四年同期之比較數字(均以港元(「**港元**」)呈列)如下：

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

未經審核簡明綜合損益及其他全面收益表

For the six months ended 31 December 2025

截至二零二五年十二月三十一日止六個月

			For the six months ended 31 December 截至十二月三十一日止六個月	
		Notes 附註	**2025 二零二五年 (unaudited) (未經審核) HK$'000 千港元**	2024 二零二四年 (unaudited) (未經審核) HK$'000 千港元
Revenue	收入	4	**46,243**	19,976
Cost of goods sold and services	已售貨品及服務成本		**(32,405)**	(19,845)
Gross profit	毛利		**13,838**	131
Other income, gains and losses, net	其他收入、收益及虧損淨額	5	**(6,519)**	2,742
Selling and distribution expenses	銷售及分銷開支		**(11,565)**	(382)
Administrative expenses	行政開支		**(5,125)**	(2,288)
Finance costs	財務成本	6	**(4)**	—
(Loss)/profit before tax	**除稅前(虧損)／溢利**		**(9,375)**	203
Income tax (expense)/credit	所得稅(開支)／抵免	7	**(29)**	140
(Loss)/profit for the period	**期內(虧損)／溢利**		**(9,404)**	343

INTERIM RESULTS
中期業績

FOR THE SIX MONTHS ENDED 31 DECEMBER 2025 (UNAUDITED)
截至二零二五年十二月三十一日止六個月（未經審核）

		Notes 附註	For the six months ended 31 December 截至十二月三十一日止六個月 2025 二零二五年 (unaudited) （未經審核） HK$'000 千港元	2024 二零二四年 (unaudited) （未經審核） HK$'000 千港元
Other comprehensive income/(expense):	**其他全面收益／（開支）：**			
Items that may be reclassified to profit or loss:	*可能重新分類至損益的項目：*			
Exchange differences arising on translating foreign operations	換算境外業務產生之匯兑差額		**536**	(4,667)
Other comprehensive income/(expense) for the period	**期內其他全面收益／（開支）**		**536**	(4,667)
Total comprehensive (expense)/income for the period	**期內全面（開支）／收益總額**		**(8,868)**	(4,324)
(Loss)/profit for the period attributable to:	**下列者應佔期內（虧損）／溢利：**			
Owners of the Company	本公司擁有人		**(9,620)**	343
Non-controlling interests	非控股權益		**216**	—
			(9,404)	343

FOR THE SIX MONTHS ENDED 31 DECEMBER 2025 (UNAUDITED)
截至二零二五年十二月三十一日止六個月（未經審核）

		Notes 附註	For the six months ended 31 December 截至十二月三十一日止六個月	
			2025 二零二五年 (unaudited) （未經審核） HK$'000 千港元	2024 二零二四年 (unaudited) （未經審核） HK$'000 千港元
Total comprehensive (expense)/income for the period attributable to:	**下列者應佔期內全面（開支）／收益總額：**			
Owners of the Company	本公司擁有人		**(9,096)**	(4,324)
Non-controlling interests	非控股權益		**228**	—
			(8,868)	(4,324)

			2025 二零二五年 (HK cents) （港仙）	2024 二零二四年 (Restated) （經重列） (HK cents) （港仙）
(Loss)/earnings per share	**每股（虧損）／盈利**	9		
Basic and diluted	基本及攤薄		**(21.96)**	1.00

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
未經審核簡明綜合財務狀況表

AT 31 DECEMBER 2025
於二零二五年十二月三十一日

		Notes 附註	31 December 2025 二零二五年十二月三十一日 (unaudited) (未經審核) HK$'000 千港元	30 June 2025 二零二五年六月三十日 (audited) (經審核) HK$'000 千港元
Non-current assets	**非流動資產**			
Property, plant and equipment	物業、廠房及設備		**879**	—
Right-of-use assets	使用權資產		**127**	195
Other non-current assets	其他非流動資產		**219**	—
Total non-current assets	**非流動資產總值**		**1,225**	195
Current assets	**流動資產**			
Inventories	存貨	10	**14,479**	—
Trade receivables	貿易應收款項	11	**21,009**	21,811
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項		**76,021**	79,281
Bank and cash balances	銀行及現金結餘		**13,699**	8,104
Total current assets	**流動資產總值**		**125,208**	109,196
Current liabilities	**流動負債**			
Trade and bills payables	貿易應付款項及應付票據	12	**34,392**	24,569
Accruals and other payables	應計費用及其他應付款項		**33,900**	27,707
Borrowings	借貸		**7,197**	7,402
Loans from shareholders and directors	來自股東及董事貸款		**115**	114
Loans from a director	來自一名董事貸款		**578**	1,816
Loans from an ultimate beneficial owner	來自一名最終受益擁有人貸款		**—**	1,793
Lease liabilities	租賃負債		**130**	139
Current tax liabilities	當期稅項負債		**29**	25
Total current liabilities	**流動負債總值**		**76,341**	63,565

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
未經審核簡明綜合財務狀況表

AT 31 DECEMBER 2025
於二零二五年十二月三十一日

		Notes 附註	**31 December 2025 二零二五年十二月三十一日 (unaudited) (未經審核) HK$'000 千港元**	30 June 2025 二零二五年六月三十日 (audited) (經審核) HK$'000 千港元
Net current assets	**流動資產淨值**		**48,867**	45,631
Total assets less current liabilities	**總資產減流動負債**		**50,092**	45,826
Non-current liabilities	**非流動負債**			
Lease liabilities	租賃負債		**—**	60
Total non-current liabilities	非流動負債總值		**—**	60
NET ASSETS	**資產淨值**		**50,092**	45,766
Capital and reserves	**資本及儲備**			
Share capital	股本	13	**9,896**	8,246
Reserves	儲備		**39,968**	37,520
Non-controlling interests	非控股權益		**228**	—
TOTAL EQUITY	**權益總額**		**50,092**	45,766

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
未經審核簡明綜合權益變動表

FOR THE SIX MONTHS ENDED 31 DECEMBER 2025
截至二零二五年十二月三十一日止六個月

		Attributable to owners of the Company 本公司擁有人應佔							
		Share capital 股本	Share premium 股份溢價	Statutory reserve 法定儲備 (note) (附註)	Exchange reserve 匯兌儲備	Accumulated losses 累計虧損	Total 總計	Non-controlling interests 非控股權益	Total 總計
		HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元
At 30 June 2024 and 1 July 2024 (audited)	於二零二四年六月三十日及二零二四年七月一日(經審核)	6,872	83,922	1,806	(8,669)	(24,536)	59,395	—	59,395
Loss for the period (unaudited)	期內虧損(未經審核)	—	—	—	—	343	343	—	343
Other comprehensive (expenses)/income for the period (unaudited)	期內其他全面(開支)/收益(未經審核)								
Exchange differences on translating of foreign operations	換算境外業務之匯兌差額	—	—	—	(4,667)	—	(4,667)	—	(4,667)
Total comprehensive (expense)/income for the period (unaudited)	期內全面(開支)/收益總額(未經審核)	—	—	—	(4,667)	343	(4,324)	—	(4,324)
Issue of shares	發行股份	—	—	—	—	—	—	—	—
At 31 December 2024 (unaudited)	於二零二四年十二月三十一日(未經審核)	6,872	83,922	1,806	(13,336)	(24,193)	55,071	—	55,071
At 30 June 2025 and 1 July 2025 (audited)	於二零二五年六月三十日及二零二五年七月一日(經審核)	**8,246**	**92,169**	**1,806**	**(11,619)**	**(44,836)**	**45,766**	**—**	**45,766**
Loss for the period (unaudited)	期內虧損(未經審核)	**—**	**—**	**—**	**—**	**(9,620)**	**(9,620)**	**216**	**(9,404)**
Other comprehensive (expenses)/income for the period (unaudited)	期內其他全面(開支)/收益(未經審核)								
Exchange differences on translating of foreign operations	換算境外業務之匯兌差額	**—**	**—**	**—**	**524**	**—**	**524**	**12**	**536**
Total comprehensive (expense)/income for the period (unaudited)	期內全面(開支)/收益總額(未經審核)	**—**	**—**	**—**	**524**	**(9,620)**	**(9,096)**	**228**	**(8,868)**
Issue of shares	發行股份	**1,650**	**11,544**	**—**	**—**	**—**	**13,194**	**—**	**13,194**
At 31 December 2025 (unaudited)	於二零二五年十二月三十一日(未經審核)	**9,896**	**103,713**	**1,806**	**(11,095)**	**(54,456)**	**49,864**	**228**	**50,092**

Note:

Statutory reserve
Pursuant to the relevant laws and regulations for business enterprises in the People's Republic of China (the "**PRC**"), a portion of the profits of the entities which are registered in the PRC has been transferred to the statutory reserve which is restricted as to use. When the balance of such reserve reaches 50% of the capital of that entity, any further appropriation is optional. The statutory reserve can be utilised, upon approval of the relevant authority, to offset prior years' losses or to increase capital. However, the balance of the statutory reserve must be maintained at a minimum 25% of capital after such usage.

附註：

法定儲備
根據中華人民共和國(「**中國**」)的相關商業企業法律及法規，於中國註冊之實體之部分溢利已轉撥至有限定用途之法定儲備。當該等儲備結餘達該實體資本之50%時，可選擇是否作出任何進一步劃撥。法定儲備在獲得相關部門批准後方可動用，以抵銷過往年度之虧損或增資。然而，運用法定儲備後之結餘最低須維持在資本之25%。

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW
未經審核簡明綜合現金流量表

FOR THE SIX MONTHS ENDED 31 DECEMBER 2025
截至二零二五年十二月三十一日止六個月

		For the six months ended 31 December 截至十二月三十一日止六個月	
		2025 二零二五年 HK$'000 千港元 (unaudited) (未經審核)	2024 二零二四年 HK$'000 千港元 (unaudited) (未經審核)
Net cash (used in)/generated from operating activities	經營活動(所用)／產生之現金淨額	**(5,567)**	3,303
Net cash used in investing activities	投資活動所用之現金淨額	**(907)**	—
Net cash generated from financing activities	融資活動產生之現金淨額	**11,941**	(2,984)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少)淨額	**5,467**	319
Effect on foreign exchange rate changes, net	對外幣匯率變動之淨影響	**53**	—
Cash and cash equivalents at beginning of the period	期初之現金及現金等價物	**8,179**	4,235
Cash and cash equivalents at end of the period — represented by bank balances and cash equivalents	期終之現金及現金等價物 — 以銀行結餘及現金等價物列示	**13,699**	4,554

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
未經審核簡明綜合財務報表附註

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands with limited liability. The address of the registered office of the Company is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company is 12/F., Teng Fuh Commercial Building, No. 331–333 Queen's Road Central, Hong Kong. The Company's shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

The Company is an investment holding company. The principal activities of its subsidiaries are mainly provision of internet advertising agency services and digitalization empowerment platform business.

The interim condensed consolidated financial statements are presented in Hong Kong dollars ("**HK$**"), which is also the functional currency of the Company.

1. 一般資料

本公司於開曼群島註冊成立為有限公司。本公司註冊辦事處之地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司之主要營業地點地址為香港皇后大道中331–333號登富商業大廈12樓。本公司股份於香港聯合交易所有限公司(「**聯交所**」) GEM上市。

本公司為投資控股公司。其附屬公司之主要業務主要為提供互聯網廣告代理服務及數字化產業賦能平台業務。

中期簡明綜合財務報表以港元(「**港元**」)呈列，港元亦為本公司之功能貨幣。

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard ("**HKAS**") 34 Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**") as well as the applicable disclosure requirements of the GEM Listing Rules.

2. 編製財務報表的基準

簡明綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈的香港會計準則(「**香港會計準則**」)第34號「中期財務報告」以及GEM上市規則適用的披露規定編製。

3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis. Other than additional/change in accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards ("**HKFRSs**"), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 31 December 2025 are the same as those presented in the Group's annual consolidated financial statements for the year ended 30 June 2025.

Amendments to HKFRSs that are mandatorily effective for the current period

In the current period, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") for the first time, which are mandatorily effective for the Group's annual period beginning on or after 1 January 2025 for the preparation of the consolidated financial statements:

Amendments to HKAS 21 and HKFRS 1	Lack of Exchangeability

3. 主要會計政策

簡明綜合財務報表乃按歷史成本基準編製。除應用香港財務報告準則(「**香港財務報告準則**」)修訂本所導致的會計政策新增／變動外，截至二零二五年十二月三十一日止六個月的簡明綜合財務報表所用的會計政策及計算方法與本集團截至二零二五年六月三十日止年度的年度綜合財務報表所呈列者一致。

於本期間強制生效之經修訂香港財務報告準則

於本期間，本集團已首次應用香港會計師公會(「**香港會計師公會**」)頒佈並於二零二五年一月一日或之後開始之本集團年度期間強制生效之以下經修訂香港財務報告準則，以編製綜合財務報表：

香港會計準則第21號及香港財務報告準則第1號(修訂本)	缺乏可交換性

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

Amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs 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[1]
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Contracts Referencing Nature-dependent Electricity[1]
Amendments to HKFRS1, HKFRS 7, HKFRS9, HKFRS10 and HKAS7	Annual Improvements to HKFRS Accounting Standards — Volume 11[1]
Amendments to HK Interpretation 5	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause[2]
HKFRS 18	Presentation and disclosure in Financial Statements[2]
HKFRS 19	Subsidiaries without Public Accountability: Disclosures[2]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]

1 Effective for annual periods beginning on or after 1 January 2026.

2 Effective for annual periods beginning on or after 1 January 2027.

3 Effective for annual periods beginning on or after a date to be determined.

3. 主要會計政策(續)

已頒佈但尚未生效的經修訂香港財務報告準則

本集團並無提早應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則:

香港財務報告準則第9號及香港財務報告準則第7號(修訂本)	金融工具分類和計量的修訂[1]
香港財務報告準則第9號及香港財務報告準則第7號(修訂本)	涉及依賴自然能源生產電力的合約(修訂本)[1]
香港財務報告準則第1號、香港財務報告準則第7號、香港財務報告準則第9號、香港財務報告準則第10號及香港會計準則第7號(修訂本)	香港財務報告準則會計準則之年度改進 — 第11卷[1]
香港詮釋第5號(修訂本)	財務報表的列報 — 借款人對載有按要求付還條文的有期貸款的分類[2]
香港財務報告準則第18號	財務報表的呈列及披露[2]
香港財務報告準則第19號	無公共問責性的附屬公司:披露[2]
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間資產出售或投入[3]

1 於二零二六年一月一日或之後開始的年度期間生效。

2 於二零二七年一月一日或之後開始的年度期間生效。

3 於待定日期或之後開始的年度期間生效。

3. PRINCIPAL ACCOUNTING POLICIES (Continued)

Amendments to HKFRSs in issue but not yet effective (Continued)

The directors of the Company anticipate that the application of these new and amendments to HKFRSs, which are not yet effective, will have no material impact on the consolidated financial statements in the foreseeable future.

3. 主要會計政策(續)

已頒佈但尚未生效的經修訂香港財務報告準則(續)

本公司董事預計應用該等尚未生效之新訂及經修訂香港財務報告準則於可預見的未來將不會對綜合財務報表產生重大影響。

4. REVENUE AND SEGMENT INFORMATION

The Group's reportable segments are as follows:

Internet advertising agency services — provision of internet advertising agency services which included promotion of online game and etc.

Digitalization empowerment platform business — provision of digitalization consulting and construction services; sales of digitalization products

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

4. 收入及分部資料

本集團的可呈報分部如下:

互聯網廣告代理服務 — 提供互聯網廣告代理服務(包括推廣線上遊戲等)

數字化產業賦能平台業務 — 提供數字化諮詢及建設服務;銷售數字化產品

本集團之可呈報分部為提供不同產品及服務的策略性業務單位。因各業務需要不同的技術及營銷策略,故其分開進行管理。

4. REVENUE AND SEGMENT INFORMATION (Continued)

Disaggregation of revenue from contracts with customers by major products or service line for the period is as follows:

4. 收入及分部資料(續)

期內，按主要產品或服務劃分之客戶合約收入分拆如下：

		For the six months ended 31 December 截至十二月三十一日止六個月	
		2025 二零二五年 (unaudited) (未經審核) HK$'000 千港元	2024 二零二四年 (unaudited) (未經審核) HK$'000 千港元
Internet advertising agency services	互聯網廣告代理服務	—	19,976
Digitalization empowerment platform business	數字化產業賦能平台業務	**46,243**	—
		46,243	19,976

Disaggregation of revenue from contracts with customers by timing of recognition for the period is as follows:

期內，按確認時間劃分之客戶合約收入分拆如下：

		For the six months ended 31 December 截至十二月三十一日止六個月	
		2025 二零二五年 (unaudited) (未經審核) HK$'000 千港元	2024 二零二四年 (unaudited) (未經審核) HK$'000 千港元
Over time	隨時間	**46,243**	19,976
		46,243	19,976

5. OTHER INCOME, GAINS AND LOSSES, NET

5. 其他收入、收益及虧損淨額

		For the six months ended 31 December 截至十二月三十一日止六個月	
		2025 二零二五年 (unaudited) (未經審核) HK$'000 千港元	2024 二零二四年 (unaudited) (未經審核) HK$'000 千港元
Interest income on bank deposits	銀行存款之利息收入	**3**	1
Impairment loss recognised on trade and other receivables	已確認貿易及其他應收款項減值虧損	**(10,422)**	—
Gain on disposal of subsidiaries	出售附屬公司之收益	**3,876**	—
Income from government subsidies	政府補貼收入	**23**	—
Exchange gains, net	匯兑收益淨額	**1**	2,741
		(6,519)	2,742

6. FINANCE COSTS 6. 財務成本

		For the six months ended 31 December 截至十二月三十一日止六個月	
		2025 二零二五年 (unaudited) (未經審核) HK$'000 千港元	2024 二零二四年 (unaudited) (未經審核) HK$'000 千港元
Interest on lease liabilities	租賃負債利息	**4**	—
		4	—

7. INCOME TAX EXPENSE/(CREDIT) 7. 所得稅開支／(抵免)

		For the six months ended 31 December 截至十二月三十一日止六個月	
		2025 二零二五年 (unaudited) (未經審核) HK$'000 千港元	2024 二零二四年 (unaudited) (未經審核) HK$'000 千港元
Hong Kong profits tax	香港利得稅		
— Current taxation	— 即期稅項	**29**	—
— over provision in prior years	— 過往年度超額撥備	**—**	(140)
		29	(140)

7. INCOME TAX EXPENSE/(CREDIT) (Continued)

Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in the Cayman Islands and the BVI for both years.

Under the two-tiered Hong Kong profits tax regime, the first HK$2 million of assessable profits of qualifying corporations will be taxed at 8.25% with effect from the year assessment 2018/2019. Profits above HK$2 million will continue to be subject to the tax rate of 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the rate of 16.5%.

PRC enterprise income tax ("**EIT**") has been provided at a rate of 25% (2024: 25%). The provision for PRC EIT has been made in the consolidated financial statements for the period as the Group has profits during the period presented that are assessable to PRC EIT.

Taxation for other jurisdictions are calculated at the applicable rates prevailing at where the group entities operate.

7. 所得稅開支／(抵免)(續)

根據開曼群島及英屬處女群島的規則及規例，本集團毋須就兩個年度繳納開曼群島及英屬處女群島任何所得稅。

根據香港利得稅兩級制，由二零一八年／二零一九年課稅年度開始，合資格公司首2,000,000港元應課稅溢利之稅率為8.25%，而超過2,000,000港元之溢利將仍按16.5%之稅率繳稅。不符合利得稅兩級制資格之集團實體的溢利將繼續按16.5%之稅率課稅。

中國企業所得稅(「**企業所得稅**」)按25%(二零二四年：25%)之稅率計提撥備。由於本集團於本期內呈列應按中國企業所得稅課稅之溢利，因此本期於綜合財務報表內計提中國企業所得稅撥備。

其他司法權區的稅項按集團實體經營所在地區的現行適用稅率計算。

8. DIVIDENDS

The Board does not recommend the payment of a dividend for the six months ended 31 December 2025 (2024: nil).

8. 股息

董事會不建議就截至二零二五年十二月三十一日止六個月派付股息(二零二四年：無)。

9. (LOSS)/EARNINGS PER SHARE

The calculation of the basic (loss)/earnings per share is based on the following data:

9. 每股(虧損)／盈利

每股基本(虧損)／盈利乃根據下列數據計算：

	For the six months ended 31 December 截至十二月三十一日止六個月	
	2025 二零二五年 (unaudited) (未經審核) HK$'000 千港元	2024 二零二四年 (unaudited) (未經審核) HK$'000 千港元
(Loss)/earnings for the purpose of basic (loss)/earnings per share 用於計算每股基本(虧損)／盈利之(虧損)／盈利		
(Loss)/earnings for the period attributable to owners of the Company 本公司擁有人應佔期內(虧損)／盈利	**(9,620)**	343

	2025 二零二五年 '000 千股	2024 二零二四年 (Restated) (經重列) '000 千股
Weighted average number of ordinary shares for the purpose of basic (loss)/earnings per share (note i) 用於計算每股基本(虧損)／盈利之普通股加權平均數(附註i)	**43,801**	34,360

9. (LOSS)/EARNINGS PER SHARE (Continued)

No diluted loss per share for both of the periods ended 31 December 2025 and 2024 were presented as there were no potential ordinary shares in issue for both of the periods.

(i) The weighted average number of ordinary shares for the comparative period ended 31 December 2024 has been restated to reflect the impact of the share consolidation effective from 22 October 2025 (as if it had occurred on 1 July 2024) (note 13(a)).

9. 每股(虧損)／盈利(續)

由於本公司於截至二零二五年及二零二四年十二月三十一日止兩個期內並無任何已發行潛在普通股，故於兩個期內並無呈列每股攤薄虧損。

(i) 截至二零二四年十二月三十一日止同期的普通股加權平均數經已重列，以反映自二零二五年十月二十二日起生效的股份合併(猶如其於二零二四年七月一日發生)的影響(附註13(a))。

10. INVENTORY

10. 存貨

		31 December 2025 二零二五年十二月三十一日 (unaudited) (未經審核) HK$'000 千港元	30 June 2025 二零二五年六月三十日 (audited) (經審核) HK$'000 千港元
Finished products	製成品	**14,479**	—
		14,479	—

11. TRADE RECEIVABLES

11. 貿易應收款項

		31 December 2025 二零二五年十二月三十一日 (unaudited) (未經審核) HK$'000 千港元	30 June 2025 二零二五年六月三十日 (audited) (經審核) HK$'000 千港元
Trade receivables	貿易應收款項	**25,369**	26,171
Less: Allowance for impairment loss	減：減值虧損撥備	**(4,360)**	(4,360)
		21,009	21,811

The Group's trading terms with other customers are mainly on credit. The Group generally allows an average credit period from not more than 60 days for its customers. The Group does not hold any collateral over these balances.

本集團與其他客戶之貿易條款以信貸為主。本集團一般給予其客戶不超過60天的平均信貸期。本集團並無就該等結餘持有任何抵押品。

Before accepting any new customer, the management assesses the potential customer's credit quality and defines credit limits by customer.

於接納任何新客戶之前，管理層會評估潛在客戶之信貸質素，並按客戶界定信貸額度。

11. TRADE RECEIVABLES (Continued)

The ageing analysis of trade receivables (net of allowances), based on dates on which revenue was recognised, is as follows:

11. 貿易應收款項(續)

按收入確認日期的貿易應收款項(扣除撥備)之賬齡分析如下:

		31 December 2025 二零二五年十二月三十一日 (unaudited) (未經審核) HK$'000 千港元	30 June 2025 二零二五年六月三十日 (audited) (經審核) HK$'000 千港元
Within 30 days	30天以內	**14,268**	17,251
31 to 60 days	31至60天	**6,741**	4,560
61 to 90 days	61至90天	**—**	—
91 to 180 days	91至180天	**—**	—
181 to 365 days	181天至365天	**—**	—
		21,009	21,811

As at 31 December 2025, allowances were made for estimated irrecoverable trade receivables of approximately HK$4,360,000 (30 June 2025: HK$4,360,000).

於二零二五年十二月三十一日,就估計不可收回的貿易應收款項作出撥備約4,360,000港元(二零二五年六月三十日:4,360,000港元)。

12. TRADE AND BILLS PAYABLES

12. 貿易應付款項及應付票據

		31 December 2025 二零二五年十二月三十一日 (unaudited) (未經審核) HK$'000 千港元	30 June 2025 二零二五年六月三十日 (audited) (經審核) HK$'000 千港元
Trade and bills payables	貿易應付款項及應付票據	**34,392**	24,569

The ageing analysis of trade and bills payables, based on invoice date, is as follows:

按發票日期的貿易應付款項及應付票據之賬齡分析如下：

		31 December 2025 二零二五年十二月三十一日 (unaudited) (未經審核) HK$'000 千港元	30 June 2025 二零二五年六月三十日 (audited) (經審核) HK$'000 千港元
0 to 30 days	0至30日	**29,141**	21,108
31 to 60 days	31至60日	**—**	—
61 to 90 days	61至90日	**—**	—
91 to 180 days	91至180日	**—**	—
Over 180 days	180日以上	**5,251**	3,461
		34,392	24,569

The normal average credit period for purchase goods ranged from 0 to 90 days and certain suppliers grant longer credit period on a case-by-case basis.

採購貨品的正常平均信貸期介乎0至90天，而若干供應商根據具體情況授予較長信貸期。

13. SHARE CAPITAL 13. 股本

		Number of shares 股份數目 (unaudited) (未經審核)	Amount 金額 (unaudited) (未經審核) HK$'000 千港元
Authorised — ordinary shares:	法定 — 普通股：		
As at 30 June 2025 and 1 July 2025	於二零二五年六月三十日及二零二五年七月一日		
HK$0.01 each	每股面值0.01港元	4,000,000,000	40,000
Share consolidation (note a)	股份合併（附註a）	(3,800,000,000)	—
As at 31 December 2025	於二零二五年十二月三十一日	200,000,000	40,000
Issued and fully paid — ordinary shares:	已發行及繳足 — 普通股：		
As at 30 June 2025 and 1 July 2025	於二零二五年六月三十日及二零二五年七月一日		
HK$0.01 each	每股面值0.01港元	824,640,000	8,246
Share consolidation (note a)	股份合併（附註a）	(783,408,000)	—
Issue of shares under share subscription (note b)	根據股份認購發行股份（附註b）	8,246,400	1,650
As at 31 December 2025	於二零二五年十二月三十一日	49,478,400	9,896

13. SHARE CAPITAL (Continued)

(a) The share consolidation by which every twenty (20) issued and unissued existing shares of par value of HK$0.01 each be consolidated into one (1) consolidated share of par value of HK$0.2 each in the share capital of the Company took effect on 22 October 2025. Upon the share consolidation becoming effective, the authorised share capital of the Company became HK$40,000,000 divided into 200,000,000 consolidated shares with par value of HK$0.2 each, of which 41,232,000 consolidated shares will be in issue.

(b) Allotment and issue of 8,246,400 new shares of par value of HK$0.2 each on 4 November 2025 pursuant to the subscription agreement dated 15 September 2025.

13. 股本(續)

(a) 本公司於二零二五年十月二十二日生效的股份合併，將公司股本中每二十(20)股每股面值0.01港元的已發行及未發行現有股份合併為一(1)股每股面值0.2港元的合併股份。股份合併生效後，公司的法定股本為40,000,000港元，分為200,000,000股每股面值0.2港元之合併股份，其中41,232,000股合併股份將予發行。

(b) 根據日期為二零二五年九月十五日之認購協議，而於二零二五年十一月四日配發及發行8,246,400股新股份，每股面值0.2港元。

INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend for the six months ended 31 December 2025 (2024: HK$Nil).

中期股息

董事會並不建議就截至二零二五年十二月三十一日止六個月派付任何中期股息(二零二四年：零港元)。

INTRODUCTION

The Group, with the digitalization empowerment platform as its core business, is dedicated to providing clients with full-chain services covering content production, scenario-based experience, digital operations and ecosystem collaboration. At present, the Group has substantially completed a comprehensive transformation from traditional internet advertising services to digital industry value creation. Through our forward-looking business strategy, we have systematically converted our long-accumulated digital marketing experience and client resources into digital empowerment capabilities for the IP ecosystem and physical products, thereby building a sustainable growth model driven by our digital platform as the core.

簡介

本集團以數字化產業賦能平台為核心業務，致力於為客戶提供涵蓋內容生產、場景體驗、數字化運營與生態協同的全鏈路服務。目前，集團基本實現從傳統互聯網廣告服務向數字化產業價值創造的全面轉型。我們以前瞻性的業務佈局，將長期積累的數字營銷經驗和客戶資源，系統轉化為對IP生態與實體產品的數字化賦能能力，構建起以數字化平台為核心驅動的可持續增長模式。

BUSINESS REVIEW

As the industry's traffic dividend reached its peak and homogeneous competition intensified, the traditional advertising agency model struggled to meet market demand. To respond to these industry shifts, the Group actively advanced its strategic transition, leveraging the digital capabilities and operational experience from its internet advertising business to fully expand its digitalization empowerment platform business. We have systematically integrated our accumulated digital technologies, scenario building capabilities, and user operation systems over the years to build a digital empowerment platform for both IP ecosystem and physical products, achieving a fundamental shift from "traffic operation" to "industry empowerment".

業務回顧

隨著行業流量紅利見頂、同質化競爭加劇，傳統廣告代理模式已難以滿足市場需求，為應對行業變革，集團積極推動戰略轉型，在互聯網廣告業務積累的數字化能力和運營經驗基礎上，全力拓展數字化產業賦能平台業務。我們系統整合多年沉澱的數字技術、場景構建和用戶運營體系，構建起面向IP生態和實體產品的數字化賦能平台，實現從「流量運營」到「產業賦能」的根本性轉變。

Currently, the digitalization empowerment platform has become the Group's core source of revenue. Centering on the full-chain service framework of "content production — scenario-based experience — digital operations — ecosystem collaboration", we continue to deepen the integration and synergy between online and offline activities, promoting the value reshaping and efficiency enhancement of physical industries.

目前，數字化產業賦能平台已成為集團核心收入來源。我們圍繞「內容生產 — 場景體驗 — 數字化運營 — 生態協同」的全鏈路服務框架，持續深化線上線下的融合與協同，推動實體產業的價值重塑與效能提升。

OUTLOOK

Looking ahead, the Group will further deepen its business evolution path from "traffic operation to value empowerment", and continue to promote the two-way integration and synergistic development of digital marketing and the digitalization empowerment platform.

展望

展望未來，本集團將進一步深化「從流量運營到價值賦能」的業務演進路徑，持續推動數字營銷與數字化產業賦能平台的雙向融合與協同發展。

We will continue to enhance our professional capabilities in IP marketing, content co-creation, and scenario building, deepen our cooperation with various cultural IPs, and promote the upgrade of our advertising services towards an integrated "brand and performance ecosystem", so as to continuously attract user attention and foster emotional connection to our digital cultural products business.

我們將繼續提升在IP營銷、內容共創和場景構建方面的專業能力，深化與各類文化IP的合作，推動廣告服務向「品效合一」的生態化營銷升級，為數字化文化產品業務持續導入用戶關注與情感認同。

The Group will continue to enhance the development of the digitalization empowerment platform. By improving the digital identification system for cultural products, we will expand its application in areas such as product traceability, copyright protection, and value authentication. Meanwhile, we will accelerate the iteration and promotion of smart digital terminals, expand our cooperation with more cultural and tourism institutions, and explore the possibility of large-scale implementation in more offline consumption scenarios. For example, by deepening our cooperation with scenic areas, we will develop smart digital terminals to reconstruct their consumption scenarios, adopting a "robot store + customized cultural and creative products" model and achieving 24-hour unmanned operation through Internet of Things (IoT) smart terminal equipment. At the same time, the smart digital terminal equipment will be equipped with proprietary digital identification and anti-counterfeiting technology, mobile payment technology, and an intelligent inventory management system. Through real-time data collection from the equipment, we will optimize the development and product selection strategies for cultural products, thereby empowering the cultural and tourism industry with digital technology.

本集團將繼續提升數字化產業賦能平台的建設，通過完善文化產品數碼識別系統，拓展其在產品溯源、版權保護與價值認證等方面的應用。同時，我們將加快智能數字化終端的迭代與推廣，拓展與更多文旅機構的合作，嘗試更多線下消費場景的規模化落地的可能性。例如深入與景區的合作，我們將研發智能數字化終端來重構景區消費場景，採用「機器人商店+定製文創」模式，通過物聯網(IoT)智能終端設備實現24小時無人化運營。同時，智能數字化終端設備將配備專屬的數字識別防偽技術、移動支付技術及智能庫存管理系統，通過設備的實時數據採集，優化文化產品的開發及選品策略，從而實現數字技術對文旅產業的賦能。

Through these strategies, the Group is committed to continuously transforming the digital capabilities and market insights from digital marketing into empowerment for the long-term operation of cultural products, deepening its business focus from marketing and promotion to cultural industry empowerment, and creating sustainable value returns for shareholders and society.

通過以上佈局，本集團致力於將數字營銷所積累的數字能力與市場洞察，持續轉化為對文化產品長效運營的賦能，推動業務從營銷推廣向文化產業賦能深化，為股東和社會創造可持續的價值回報。

MANAGEMENT DISCUSSION AND ANALYSIS
管理層討論及分析

FINANCIAL REVIEW

Revenue

The Group's revenue principally represents income derived from the provision of digitalization empowerment platform business.

The Group has recorded a revenue of approximately HK$46.2 million for the six months ended 31 December 2025, representing an increase of approximately 131% as compared with about HK$20 million for the six months ended 31 December 2024. The growth was primarily driven by the gradual commencement of new businesses, which contributed to the overall revenue enhancement.

Cost of Sales and Gross Profit

Cost of sales mainly represents costs incurred for provision of digitalization empowerment platform business.

The Group's cost of sales amounted to approximately HK$32.4 million for the six months ended 31 December 2025. Cost of sales increased by approximately 63.6% as compared with the cost of sales of HK$19.8 million for the six months ended 31 December 2024. This rise was primarily attributable to the corresponding increase in costs driven by the revenue growth from new businesses.

財務回顧

收入

本集團的收入主要指提供數字化產業賦能平台業務所產生的收入。

本集團截至二零二五年十二月三十一日止六個月錄得收入約46.2百萬港元，較截至二零二四年十二月三十一日止六個月約20百萬港元上升約131%，增長主要得益於新業務逐步啟動，帶動整體收入提升。

銷售成本及毛利

銷售成本主要指提供數字化產業賦能平台業務所產生的成本。

本集團截至二零二五年十二月三十一日止六個月的銷售成本約為32.4百萬港元。銷售成本較截至二零二四年十二月三十一日止六個月的銷售成本19.8百萬港元上升約63.6%，該增長主要源於新業務收入增長帶動相關成本相應上升。

Gross profit margin of approximately 29.9% for the six months ended 31 December 2025, representing an increase of 29.2% comparing to the gross profit margin of approximately 0.7% for the six months ended 31 December 2024. The enhancement in gross profit margin was mainly due to the optimization of the Group's business structure: new businesses achieved growth while traditional businesses gradually contracted, coupled with improved profitability of the new businesses, collectively driving a significant uplift in the overall gross profit margin.

截至二零二五年十二月三十一日止六個月的毛利率約為29.9%，較截至二零二四年十二月三十一日止六個月的毛利率約0.7%高29.2%，毛利率改善主要源於集團業務結構優化：新業務實現增長，傳統業務逐步收縮，疊加新業務盈利能力提升，帶動整體毛利率顯著上行。

Other Income, Gains and Losses, Net

Other income, gains and losses, net, mainly represents sundry income or (losses) incidental to our business, principally including interest income, impairment loss recognised on trade and other receivables, gain on disposal of subsidiaries, government grants and exchange gains and losses.

其他收入、收益及虧損淨額

其他收入、收益及虧損淨額主要指與我們業務相關的雜項收入或(虧損)，主要包括利息收入、已確認貿易及其他應收款項減值虧損、出售附屬公司之收益、政府補助及匯兑損益等。

Other income, gains and losses, net, amounted to net losses of approximately HK$6.5 million for the six months ended 31 December 2025 compared to net gains of approximately HK$2.7 million for the six months ended 31 December 2024. The shift from profit to loss in other income was primarily due to an increase in credit loss provisions made by the Group for other receivables and prepayments during the period.

截至二零二五年十二月三十一日止六個月，其他收入、收益及虧損淨額為淨虧損約6.5百萬港元，而截至二零二四年十二月三十一日止六個月則為淨收益約2.7百萬港元。其他收入由盈轉虧，主要由於本期間集團就其他應收款項及預付款項增加計提信貸虧損撥備所致。

Selling and Distribution Expenses

Selling and distribution expenses comprise mainly payroll expenses and daily operating expenses. The selling and distribution expenses for the six months ended 31 December 2025 and 2024 were approximately HK$11.6 million and HK$0.4 million respectively. The significant increase in selling and distribution expenses was mainly attributable to the corresponding rise in staff remuneration and daily operating expenses resulting from the expansion of new businesses.

銷售及分銷開支

銷售及分銷開支主要包括薪金費用及日常經營費用。截至二零二五年及二零二四年十二月三十一日止六個月的銷售及分銷開支分別為約11.6百萬港元及0.4百萬港元。銷售及分銷開支大幅增加主要系新業務拓展帶來業務人員薪酬及日常經營費用相應增加所致。

Administrative Expenses

Administrative expenses comprise mainly payroll expenses, rent, operating expenses and other office administrative expenses. Administrative expenses were approximately HK$5.1 million for the six months ended 31 December 2025, representing an increase of approximately 1.2 times compared to approximately HK$2.3 million for the six months ended 31 December 2024. The increase in administrative expenses was mainly attributable to the commencement of business, which led to a corresponding increase in related staff costs and daily administrative expenses.

行政開支

行政開支主要包括薪金開支、租金、營運費用以及其他辦公室行政開支。截至二零二五年十二月三十一日止六個月，行政開支錄得約5.1百萬港元，較截至二零二四年十二月三十一日止六個月的約2.3百萬港元上升約1.2倍。行政開支的增幅主要源於業務開展，帶動相關人員成本及日常行政開支相應增加。

Finance Costs

For the six months ended 31 December 2025, the Group's finance costs amounted to approximately HK$4,000, whereas the finance costs for the corresponding period in 2024 were HK$Nil. The increase in finance costs was mainly due to the increase in interest expenses related to lease liabilities during the period.

財務成本

截至二零二五年十二月三十一日止六個月，本集團財務成本約為4,000港元，二零二四年同期則為零港元。財務成本上升主要由於本期間租賃負債相關利息支出增加所致。

Income Tax Expense

Income tax represents Hong Kong profits tax at 16.5% for the Company's subsidiaries in Hong Kong and PRC Enterprise Income Tax at 25% for the Company's subsidiaries in the PRC.

所得稅開支

所得稅指本公司香港附屬公司按16.5%稅率繳納的香港利得稅及本公司中國附屬公司按25%稅率繳納的中國企業所得稅。

Loss/profit for the Period

The Group recorded a loss of approximately HK$9.4 million and a profit of HK$0.3 million for the six months ended 31 December 2025 and 2024 respectively.

The shift from profit to loss in the Group's operating results was primarily due to the impact of changes in overall market risks, leading the Group to increase credit loss provisions for other receivables and prepayments.

期內虧損／溢利

本集團截至二零二五年及二零二四年十二月三十一日止六個月分別錄得虧損約9.4百萬港元及溢利0.3百萬港元。

集團經營業績由盈轉虧，主要係受市場整體風險變化影響，集團對其他應收款項及預付款項增加計提信貸虧損撥備。

Financial Position, Liquidity and Financial Resources

The Group adopts a prudent cash and financial management policy. In order to achieve better cost control and minimise the costs of funds, the Group's treasury activities are centralised and cash is generally deposited with banks in Hong Kong and Mainland China.

The Group has maintained its funds at a sound and healthy financial resource level during the period under review. As at 31 December 2025, included in net current assets were cash and bank balances totalling approximately HK$13.7 million (30 June 2025: HK$8.1 million), the increase in which was mainly attributable to cash inflow generated from operating activities, borrowings and equity financing.

財務狀況、流動資金及財務資源

本集團採取審慎的現金及財務管理政策。為求更有效控制成本及盡量降低資金成本，本集團的財資活動均為集中管理，而現金一般會存放於香港和中國內地的銀行。

於回顧期內，本集團的資金維持於穩健的財務資源水平。於二零二五年十二月三十一日，本集團計入流動資產淨值的現金及銀行結餘總額約為13.7百萬港元(二零二五年六月三十日：8.1百萬港元)，有關增加乃主要由於經營活動所得之現金流入、借貸及股本融資所致。

The Group's outstanding borrowings as at 31 December 2025 amounting to HK$7.2 million (30 June 2025: HK$7.4 million) were principally denominated in RMB and carried at fixed interest rates.

於二零二五年十二月三十一日，本集團的尚未償還借貸7.2百萬港元(二零二五年六月三十日：7.4百萬港元)主要以人民幣計值，並以固定利率計息。

The Group monitored capital using gearing ratio, which is total debt of the Group divided by total equity of the Group.

本集團採用資本負債比率(按本集團債務總額除以本集團權益總額計算)監控資本。

Total debt to equity ratio of the Group expressed as a percentage of borrowings over the total equity was approximately 14.4% as at 31 December 2025 (30 June 2025: 16.2%).

於二零二五年十二月三十一日，本集團的債務總額對權益比率(按借貸除以權益總額計算)約為14.4%(二零二五年六月三十日：16.2%)。

Financial Management Policies

The Group in its ordinary course of business is exposed to market risks such as currency risk and interest rate risk. The Group's risk management policy aims to minimise the adverse effects of these risks on its financial performance.

財務管理政策

本集團於其一般業務過程中面臨貨幣風險及利率風險等市場風險。本集團的風險管理政策旨在將該等風險對其財務表現的不利影響降至最低。

Cash is generally deposited with banks in Hong Kong and Mainland China, which is denominated mostly in Hong Kong dollars and Renminbi. Hong Kong dollars are pegged to United States dollars under the current policy of the Government of Hong Kong.

現金一般會存放於香港及中國內地的銀行，並主要以港元及人民幣計值。港元根據香港政府現行的政策與美元掛鈎。

As the Group's trading transactions, monetary assets and liabilities in Mainland China are denominated mainly in Renminbi, and trading transactions, monetary assets and liabilities in Hong Kong and overseas are denominated mainly in Hong Kong dollars (being the Group's operating and reporting currencies) and United States dollars (to which Hong Kong dollars were pegged), the impact of foreign exchange exposure to the Group was minimal and the changes in foreign exchange rates did not have a significant adverse effect on normal operations during the reporting period.

由於本集團中國內地的買賣交易、貨幣資產及負債主要以人民幣計值，香港和海外的買賣交易、貨幣資產及負債主要以港元(本集團的營運及呈報貨幣)及美元(與港元掛鈎)計值，外匯風險對本集團的影響甚微，而外匯匯率變動於報告期間對日常營運並無任何重大不利影響。

With the current interest rates staying at relatively low levels, the Group has not entered into any interest rate hedging contracts or any other interest rate related derivative financial instrument. However, the Group continues to monitor its related interest rate exposure closely.

由於現行利率處於相對較低水平，故本集團並無訂立任何利率對沖合約或任何其他利率相關衍生金融工具。然而，本集團繼續密切監察其所面對的相關利率風險。

SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO ANNUAL REPORT FOR THE YEAR ENDED 30 JUNE 2025

Reference is made to the annual report of the Group for the year ended 30 June 2025 (the "**Annual Report**").

As disclosed in the Annual Report, on 20 February 2025, the Company entered into separate subscription agreements with Mr. Fang Yifang (方一方先生) and Mr. Zhou Zhongyong* (周忠勇先生) (collectively, the "**Subscribers**"), pursuant to which the Company conditionally agreed to allot and issue, and the Subscribers conditionally agreed to subscribe for, an aggregate of 137,440,000 ordinary shares of HK$0.07 each under the general mandate granted by the Shareholders at the annual general meeting of the Company held on 27 November 2024 (the "**Subscription**"). The Subscription was completed on 7 March 2025. The net proceeds from the Subscription, after deducting all relevant expenses, amounted to approximately HK$9,520,800.

This announcement is made to provide supplemental information regarding the Subscription for inclusion in the 2025 Annual Report pursuant to GEM Rule 18.32(8)(b) of the GEM Listing Rules.

有關截至二零二五年六月三十日止年度年報的補充公告

茲提述本集團截至二零二五年六月三十日止年度的年報(「**年報**」)。

誠如年報所披露，於二零二五年二月二十日，本公司分別與方一方先生及周忠勇先生(統稱「**認購人**」)訂立認購協議，據此，根據股東於二零二四年十一月二十七日舉行的本公司股東週年大會上授出的一般授權，本公司有條件同意配發及發行，而認購人有條件同意認購合共137,440,000股每股面值0.07港元的普通股(「**認購事項**」)。認購事項已於二零二五年三月七日完成。經扣除所有相關開支後，認購事項所得款項淨額約為9,520,800港元。

本公告乃根據GEM上市規則第18.32(8)(b)條作出以提供有關認購事項的補充資料，以供載入二零二五年年報。

Supplemental Information to the Use of Proceeds from the Subscription

The Company would like to provide the supplemental information as follows:

A summary of the utilisation of the net proceeds and the timeline for the full utilisation of the unutilised net proceeds is set out in the table below:

認購事項所得款項用途的補充資料

本公司謹提供以下補充資料：

下表概述所得款項淨額的動用情況及悉數動用未動用所得款項淨額的時間表：

Intended use of net proceeds 所得款項淨額擬定用途	Allocation of net proceeds 所得款項淨額分配 HK$ 港元	Amount Utilized as at 30 June 2025 於二零二五年六月三十日已動用金額 HK$ 港元	Remaining balance of net proceeds as at 30 June 2025 於二零二五年六月三十日所得款項淨額結餘 HK$ 港元	Timeline for full utilisation of the unutilised net proceeds 全部動用未動用所得款項淨額的時間表 HK$ 港元
Repayment of certain Borrowing 償還若干借貸	1,904,160	(1,904,160)	—	Fully utilized by 30 June 2025 二零二五年六月三十日前全部動用
General working capital 一般營運資金	4,760,400	(3,760,400)	1,000,000	Fully utilized by 30 September 2025 二零二五年九月三十日前全部動用
Business expansion 業務拓展	2,856,240	(962,240)	1,894,000	Fully utilized by 30 September 2025 二零二五年九月三十日前全部動用
Total 合計	9,520,800	(6,626,800)	2,894,000	

* *For identification Only*

The Board confirms that the above supplemental information does not affect any other information contained in the Annual Report. Save as disclosed in this announcement, the content of the Annual Report remains unchanged.

董事會確認，上述補充資料並不影響年報所載任何其他資料。除本公告所披露者外，年報內容維持不變。

USE OF PROCEEDS

Subscription of new shares under special mandate on 15 September 2025

On 15 September 2025 (after trading hours), the Company and Invengo Technology Pte. Ltd., a company incorporated in Singapore, (the "**Subscriber**") entered into the subscription agreement, pursuant to which the Company has conditionally agreed to allot and issue, and the Subscriber has conditionally agreed to subscribe for, a total of 8,246,400 consolidated shares (the "**Subscription Share(s)**"), at the subscription price of HK$1.60 per consolidated share. The subscription was completed on 4 November 2025, pursuant to which 8,246,400 Subscription Shares were duly allotted and issued to the Subscriber.

The gross proceeds and net proceeds from the issue of the shares are estimated to be HK$13,194,240 and HK$12,794,000 respectively. The Company intended to use the net proceeds (i) for repayment of borrowings, (ii) for general working capital and (iii) business expansion of the Group.

所得款項用途

於二零二五年九月十五日根據特別授權認購新股份

於二零二五年九月十五日(交易時段後)，本公司與Invengo Technology Pte. Ltd.(一家在新加坡註冊成立的公司)(「**認購人**」)訂立認購協議，據此，本公司已有條件同意配發及發行，而認購人已有條件同意以每股合併股份1.60港元之認購價認購合共8,246,400股合併股份(「**認購股份**」)。認購已於二零二五年十一月四日完成，據此，8,246,400股認購股份已正式配發及發行予認購人。

估計發行股份之所得款項總額及所得款項淨額將分別為13,194,240港元及12,794,000港元。本公司擬將所得款項淨額用於(i)償還借貸、(ii)一般營運資金及(iii)本集團業務拓展。

A summary of the utilisation of the net proceeds and the timeline for the full utilisation of the unutilised net proceeds is set out in the table below:

下表概述所得款項淨額的動用情況及悉數動用未動用所得款項淨額的時間表：

Intended use of Proceeds 所得款項擬定用途	Allocation of Net Proceed 所得款項淨額分配 HK$ 港元	Amount Utilized as at 31 December 2025 於二零二五年十二月三十一日已動用金額 HK$ 港元	Remaining balance of net proceeds as at 31 December 2025 於二零二五年十二月三十一日所得款項淨額結餘 HK$ 港元	Timeline for full utilisation of the unutilised net proceeds 全部動用未動用所得款項淨額的時間表 HK$ 港元
Repayment of certain borrowings 償還若干借貸	3,838,000	(2,253,000)	1,585,000	Fully utilized before 30 June 2026 二零二六年六月三十日前全部動用
General working capital 一般營運資金	3,338,000	(817,000)	2,521,000	Fully utilized before 30 June 2026 二零二六年六月三十日前全部動用
Research and development 研發	500,000	—	500,000	Fully utilized by 30 June 2026 二零二六年六月三十日前全部動用
Business expansion for, including but not limited to promotion expenses of new projects, licensing fee, costs for renting venues for events, staff cost and administrative expenses 業務拓展，包括但不限於新項目推廣開支、授權費用、活動場地租賃成本、員工成本及行政開支	5,118,000	(5,118,000)	—	Fully utilized by 31 December 2025 二零二五年十二月三十一日前全部動用
Total 合計	12,794,000	(8,188,000)	4,606,000	

Charge over Assets of the Group

As at 31 December 2025, there is no pledged bank deposits of the Group to support the Group's banking facilities (30 June 2025: Nil).

本集團的資產質押

於二零二五年十二月三十一日，本集團概無已抵押銀行存款擔保本集團之銀行融資(二零二五年六月三十日：零)。

Capital Commitments

As at 31 December 2025, the Group did not have any significant capital commitment (30 June 2025: Nil).

資本承擔

於二零二五年十二月三十一日，本集團並無任何重大資本承擔(二零二五年六月三十日：零)。

Contingent Liabilities

As at 31 December 2025, the Group did not have any significant contingent liability (30 June 2025: Nil).

或然負債

於二零二五年十二月三十一日，本集團並無任何重大或然負債(二零二五年六月三十日：無)。

Risk Management and Uncertainties

The Board believes that risk management is essential to the Group's effective operation. The Group's management assists the Board in periodic evaluation of principal risks exposed to the Group and estimation made for the uncertainties; and participates in formulating appropriate risk management and internal control measures for the purpose of on-going monitoring of such risks and assessing the appropriateness of such estimations.

風險管理及不確定因素

董事會認為，風險管理對於本集團有效運營而言屬必要。本集團管理層協助董事會定期評估本集團所面臨的主要風險，並就不確定因素作出估計；參與制定適當風險管理及內部監控措施，以持續監控有關風險及評估有關估計的適當性。

MATERIAL ACQUISITIONS AND DISPOSALS

During the year ended 31 December 2025, the Group did not have any material acquisition or disposal.

重大收購及出售事項

於截至二零二五年十二月三十一日止年度，本集團並無任何重大收購或出售事項。

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in this announcement, there is no significant event that took place subsequent to 31 December 2025.

報告期後事項

除本公告所披露者外，於二零二五年十二月三十一日後並無發生任何重大事項。

Other Events

(i) Share Consolidation and Change in Board Lot Size

On 15 September 2025, the Board proposed to implement the share consolidation on the basis that every twenty (20) issued and unissued existing shares of par value of HK$0.01 each would be consolidated into one (1) consolidated share of par value of HK$0.2 each (the "**Share Consolidation**") and proposed to change the board lot size for trading from 5,000 existing shares to 2,000 consolidated shares per board lot size subject to and conditional upon the Share Consolidation becoming effective.

An extraordinary general meeting was convened on 20 October 2025 by the Company, at which the Share Consolidation and the change in board lot size were duly approved.

Following the Share Consolidation becoming effective on 22 October 2025, the authorised share capital of the Company became HK$40,000,000 divided into 200,000,000 consolidated shares with par value of HK$0.2 each, of which 41,232,000 consolidated shares were in issue. The board lot size for trading was accordingly changed from 5,000 existing shares to 2,000 consolidated shares.

其他事項

(i) 股份合併及更改每手買賣單位

於二零二五年九月十五日，董事會建議按每二十(20)股每股面值0.01港元之已發行及未發行現有股份將合併為一(1)股每股面值0.2港元之合併股份之基準實行股份合併(「**股份合併**」)，並建議將每手買賣單位由5,000股現有股份更改為每手2,000股合併股份，惟須受限於及待股份合併生效後方可作實。

本公司於二零二五年十月二十日召開股東特別大會，會上正式批准股份合併及更改每手買賣單位。

於股份合併於二零二五年十月二十二日生效後，本公司之法定股本為40,000,000港元，分為200,000,000股每股面值0.2港元之合併股份，其中41,232,000股合併股份為已發行。每手買賣單位因此由5,000股現有股份更改為2,000股合併股份。

For further details, please refer to the announcements of the Company published on 15 September 2025, 19 September 2025 and 20 October 2025 as well as the circular of the Company published on 2 October 2025 respectively.

進一步詳情請參閱本公司分別於二零二五年九月十五日、二零二五年九月十九日及二零二五年十月二十日刊發的公告以及本公司於二零二五年十月二日刊發的通函。

(ii) Subscription of new shares under specific mandate

(ii) 根據特別授權認購新股份

On 15 September 2025 (after trading hours), the Company and Invengo Technology Pte. Ltd., a company incorporated in Singapore, (the "**Subscriber**") entered into the subscription agreement, pursuant to which the Company has conditionally agreed to allot and issue, and the Subscriber has conditionally agreed to subscribe for, a total of 8,246,400 consolidated shares (the "**Subscription Share(s)**"), at the subscription price of HK$1.60 per consolidated share.

於二零二五年九月十五日(交易時段後)，本公司與Invengo Technology Pte. Ltd.(一家在新加坡註冊成立的公司)(「**認購人**」)訂立認購協議，據此，本公司已有條件同意配發及發行，而認購人已有條件同意以每股合併股份1.60港元之認購價認購合共8,246,400股合併股份(「**認購股份**」)。

The subscription was completed on 4 November 2025, pursuant to which 8,246,400 Subscription Shares were duly allotted and issued to the Subscriber. Following the completion, a total of 49,478,400 shares were in issue.

認購已於二零二五年十一月四日完成，據此，8,246,400股認購股份已正式配發及發行予認購人。完成後，合共49,478,400股已發行股份。

For further details, please refer to the announcements of the Company published on 15 September 2025, 19 September 2025, 20 October 2025 and 4 November 2025 as well as the circular of the Company published on 2 October 2025 respectively.

進一步詳情請參閱本公司分別於二零二五年九月十五日、二零二五年九月十九日、二零二五年十月二十日及二零二五年十一月四日刊發的公告以及本公司於二零二五年十月二日刊發的通函。

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2025, the Group had a workforce of 92 employees (30 June 2025: 12). Total staff costs for the six months ended 31 December 2025 were approximately HK$7.0 million, representing an increase of HK$5.5 million as compared to total staff costs of HK$1.5 million for the six months ended 30 June 2025. The increase in staff costs was primarily due to the corresponding expansion in human resources to support the development of new businesses initiatives.

The emolument policy of the employees of the Group is formulated by the Remuneration Committee (as defined below) with reference to the duties, responsibilities, experience and competence of individual employees. The same policy also applies to the Directors. In addition to salaries and discretionary bonuses relating to the performance of the Group, employee benefits included pension scheme contributions. The emoluments of the Directors are reviewed annually by the remuneration committee of the Company ("**Remuneration Committee**").

The Group provides various training to its employees to enhance their technical skills and knowledge relevant to the employees' responsibilities. The Group also provides its employees with quality control standards and work safety standards training to enhance their safety awareness.

僱員及薪酬政策

於二零二五年十二月三十一日，本集團有92名(二零二五年六月三十日：12名)僱員。截至二零二五年十二月三十一日止六個月之總員工成本約為7.0百萬港元，較截至二零二五年六月三十日止六個月之總員工成本1.5百萬港元增加5.5百萬港元。員工成本增加主要係配合新業務活動拓展，相應增加人力投入所致。

本集團之僱員薪酬政策乃由薪酬委員會(定義見下文)參考個別僱員的責任、職責、經驗及能力制定。相同政策亦適用於董事。除薪金及有關本集團表現之酌情花紅外，僱員福利亦包括退休金計劃供款。董事酬金由本公司薪酬委員會(「**薪酬委員會**」)每年審閱。

本集團為其僱員提供各種培訓，以提高彼等的技術技能及僱員責任相關的知識。本集團亦為其僱員提供質素監控標準及工作安全標準方面的培訓以提高彼等的安全意識。

The employees in Hong Kong are enrolled in the Mandatory Provident Fund under the Hong Kong Mandatory Provident Fund Schemes Ordinance. Monthly contributions are made by the Group which are 5% of the monthly income of the employees as stipulated under the relevant requirements (if applicable), with the maximum contributions of HK$1,500 monthly.

香港僱員根據香港強制性公積金計劃條例加入強制性公積金。本集團按月作出供款，供款額為根據相關規定(如適用)所訂明之僱員月收入之5%，每月最高供款額為1,500港元。

Pursuant to the regulations of the relevant authorities in the PRC, the employees in PRC shall be enrolled in the respective government retirement benefit schemes (the "**Schemes**") whereby the Group is required to contribute to the Schemes to fund the retirement benefits of the eligible employees. Contributions made to the Schemes are calculated based on certain percentages of the applicable payroll costs as stipulated under the requirements in the PRC. The relevant authorities of the PRC are responsible for the entire pension obligations payable to the retired employees. The only obligation of the Group with respect to the Schemes is to pay the ongoing required contributions under the Schemes.

根據中國有關當局規例，中國僱員須加入有關政府退休福利計劃(「**計劃**」)，而本集團須向計劃作出供款，以支付合資格僱員之退休福利。向計劃作出之供款乃根據中國之規定所訂明之適用薪金成本之若干百分比計算。中國有關當局對應付退休僱員的全部退休金責任負責。本集團有關計劃之唯一責任乃持續支付計劃的規定供款。

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

As at 31 December 2025, none of the Directors and chief executive of the Company has or was deemed to have any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("**SFO**")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required to be recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, required to be notified to the Company and the Stock Exchange.

董事及主要行政人員於股份、相關股份及債券中的權益及淡倉

於二零二五年十二月三十一日，概無董事及本公司主要行政人員於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「**證券及期貨條例**」)第XV部)的股份、相關股份及債券中，擁有或被視為擁有任何須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益及淡倉(包括彼等根據證券及期貨條例的該等條文被當作或視作擁有的權益或淡倉)，或登記於本公司根據證券及期貨條例第352條須予存置之登記冊內的權益及淡倉，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉。

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS

As at 31 December 2025, so far as is known to the Directors of the Company, persons (other than the Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

主要股東及其他人士的權益及淡倉

於二零二五年十二月三十一日，就本公司董事所知，除本公司董事或主要行政人員外，下列人士於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司及聯交所披露或登記於本公司根據證券及期貨條例第336條須予存置之登記冊內的權益或淡倉：

Name of Shareholders 股東名稱	Capacity 身份	Interests in Shares 於股份之權益	Approximate Percentage of Issued Share Capital of the Company as at 31 December 2025 佔本公司於二零二五年十二月三十一日之已發行股本的概約百分比	Note 附註
Xie Ming 謝明	Beneficial owner 實益擁有人	56,750,000 (L)	6.88%	10
United Conquer Limited ("**UCL**")	Interest of controlled corporation 受控法團權益	1,124,858 (L)	2.27%	2,10
Shanghai Hutong Investments Centre (Limited Partnership)* ("**SHIC**") 上海胡桐投資中心(有限合夥)(「**上海胡桐**」)	Beneficial owner 實益擁有人	2,500,000 (L)	5.06%	2,10

* *For identification purpose only*

* *僅供識別*

Name of Shareholders 股東名稱	Capacity 身份	Interests in Shares 於股份之權益	Approximate Percentage of Issued Share Capital of the Company as at 31 December 2025 佔本公司於二零二五年十二月三十一日之已發行股本的概約百分比	Note 附註
BOC-HFT-BOC-Overseas No.1 QDII Segregated Account ("**BOC Account**") 海富通 — 中國銀行海外1號QDII資產管理計劃（「**中銀管理計劃**」）	Investment manager 投資經理	2,500,000 (L)	5.05%	3,10
Shanghai Angell Asset Management Company Limited* ("**Shanghai Angell**") 上海昂巨資產管理有限公司（「**上海昂巨**」）	Interest of controlled corporation 受控法團權益	3,624,858 (L)	7.33%	4,10
Jilin Province Investment Group Company Limited* 吉林省投資集團有限公司	Interest of controlled corporation 受控法團權益	3,624,858 (L)	7.33%	5,10
Yao Ligang 姚立剛	Interest of controlled corporation 受控法團權益	3,624,858 (L)	7.33%	6,10
Web3 Group Limited 瓦普思瑞集團股份有限公司	Beneficial owner 實益擁有人	76,068,092 (L)	9.22%	10
Shen Guotao 沈國濤	Interest of controlled corporation 受控法團權益	76,068,092 (L)	9.22%	7,10
Zhou Ming 周明	Interest of controlled corporation 受控法團權益	76,068,092 (L)	9.22%	7,10
Invengo Technology Pte. Ltd.	Beneficial owner 實益擁有人	11,673,150	23.59%	8,10

* *For identification only*

* *僅供識別*

Name of Shareholders 股東名稱	Capacity 身份	Interests in Shares 於股份之權益	Approximate Percentage of Issued Share Capital of the Company as at 31 December 2025 佔本公司於二零二五年十二月三十一日之已發行股本的概約百分比	Note 附註
Invengo Information Technology Co., Ltd. 深圳市遠望谷信息技術股份有限公司	Interest of controlled corporation 受控法團權益	11,673,150	23.59%	8,10
Chen Bohan 陳博寒	Beneficial owner 實益擁有人	4,000,000	8.08%	10

Notes:

1. As at 31 December 2025, the Company had 49,478,400 Shares in issue.

2. SHIC's deemed shareholdings stated above were held by virtue of its 100% shareholding interests in UCL.

3. BOC Account's deemed shareholdings stated above were held as a trustee of a discretionary trust of which SHIC was the founder.

4. Shanghai Angell's deemed shareholdings stated above were held by virtue of its 1.25% capital commitment in SHIC's contribution through general partnership.

5. Jilin Province Investment Group's deemed shareholdings stated above were held by virtue of its 37.03% capital commitment in SHIC's contribution through limited partnership.

附註：

1. 於二零二五年十二月三十一日，本公司有49,478,400股已發行股份。

2. 上述上海胡桐之視為股權乃透過其於UCL之100%股權持有。

3. 上述中銀管理計劃之視為股權乃持作全權信託受託人，而上海胡桐為該全權信託創始人。

4. 上述上海昂巨之視為股權乃根據其透過普通合夥關係於上海胡桐供款之1.25%資本承擔持有。

5. 上述吉林省投資集團之視為股權乃根據其透過有限合夥關係於上海胡桐供款之37.03%資本承擔持有。

6. Mr. Yao Ligang's deemed shareholdings stated above were held by virtue of its 43.20% capital commitment in SHIC's contribution through limited partnership.

7. Mr. Shen Guotao's deemed shareholdings stated above were held by virtue of its 28.57% shareholding interests in Web3 Group Limited. Mr. Zhou Ming's deemed shareholdings stated above were held by virtue of its 71.43% shareholding interests on Web3 Group Limited.

8. Invengo Technology Pte. Ltd. is beneficially and wholly owned by Invengo Information Technology Co., Ltd. (深圳市遠望谷信息技術股份有限公司). By virtue of the SFO, Invengo Information Technology Co., Ltd. is deemed to be interested in the Shares held by Invengo Technology Pte. Ltd..

9. The above disclosure of interests is compiled with reference to the notifications submitted by the respective shareholders to the Company pursuant to the requirements under Part XV of the Securities and Futures Ordinance. The Company has relied solely on the information provided in the said notifications and has not independently verified the accuracy of such information.

10. The share consolidation of the Company became effective on 22 October 2025 upon which the board lot size of the shares for trading on the Stock Exchange was changed from 5,000 existing shares to 2,000 consolidation shares.

Abbreviation: "L" stands for long position

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTEREST IN COMPETING BUSINESS

During the six months ended 31 December 2025, the Directors are not aware of any business or interest of the Directors or the shareholders of the Company that competes or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

6. 上述姚立剛先生之視為股權乃根據其透過有限合夥關係於上海胡桐供款之43.20%資本承擔持有。

7. 上述沈國濤先生之視為股權乃透過其於瓦普思瑞集團股份有限公司之28.57%股權持有。上述周明先生之視為股權乃透過其於瓦普思瑞集團股份有限公司之71.43%股權持有。

8. Invengo Technology Pte. Ltd.由深圳市遠望谷信息技術股份有限公司實益全資擁有。根據證券及期貨條例，深圳市遠望谷信息技術股份有限公司被視為於Invengo Technology Pte. Ltd.所持有的股份中擁有權益。

9. 上述權益披露乃參考各股東根據證券及期貨條例第XV部的規定向本公司提交的通知而編製。本公司僅依賴上述通知中提供的資料，並未獨立核實此類資料的準確性。

10. 本公司股份合併已於二零二五年十月二十二日生效，而股份在聯交所買賣的每手買賣單位由5,000 股現有股份更改為2,000 股合併股份。

縮寫：「L」為好倉

董事及控股股東於競爭業務之權益

於截至二零二五年十二月三十一日止六個月，董事並不知悉董事或本公司股東擁有任何與本集團業務構成競爭或可能構成競爭之業務或於其中擁有任何權益，亦不知悉任何有關人士與本集團存在或可能存在任何其他利益衝突。

OTHER INFORMATION
其他資料

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

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

購買、出售或贖回本公司上市證券

本公司及其任何附屬公司於截至二零二五年十二月三十一日止六個月概無購買、出售或贖回本公司之任何上市證券。

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted a code of conduct for securities transactions and dealing (the "**Code of Conduct**") by Directors on terms no less exacting than the required standard set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "**Model Code**"). The Company has made specific enquiry of all Directors as to whether they have complied with the required standard set out in the Model Code and the Code of Conduct during the six months ended 31 December 2025.

進行證券交易之標準守則

本公司已就董事進行證券交易及買賣採納一套行為守則(「**行為守則**」)，其條款不遜於GEM上市規則第5.48條至第5.67條所載規定標準(「**標準守則**」)。截至二零二五年十二月三十一日止六個月，本公司已向全體董事就彼等是否已遵守標準守則及行為守則所載規定標準作出具體查詢。

CORPORATE GOVERNANCE CODE

The Company has adopted the code provisions on Corporate Governance Code in force during the six months ended 31 December 2025 as set out in Appendix C1 to the GEM Listing Rules.

企業管治守則

本公司已採納GEM上市規則附錄C1所載於截至二零二五年十二月三十一日止六個月內有效之企業管治守則的守則條文。

During the six months ended 31 December 2025, the Group was in compliance with the Corporate Governance Code as set out in Appendix C1 to the GEM Listing Rules, except the deviations disclosed below:

於截至二零二五年十二月三十一日止六個月，本集團一直遵守GEM上市規則附錄C1所載之企業管治守則，惟下文披露之偏離情況除外：

	Code Provision 守則條文	Deviation 偏離情況	Considered Reason for Deviations 就偏離情況已闡明之原因
D.1.2	Management should provide all members of the Board with monthly updates giving a balanced and understandable assessment of the Company's performance, position and prospects in sufficient detail to enable the Board as a whole and each Director to discharge their duties under Rule 5.01 and Chapter 17 of the GEM Listing Rules. 管理層應每月向董事會全體成員提供更新資料，載列有關本公司的表現、狀況及前景的公正及易於理解的評估，內容足以讓整個董事會及各董事履行GEM上市規則第5.01條及第十七章所規定的職責。	The management failed to provide the Directors with updated financial information of the Company each month. 管理層未能每月向董事提供本公司的更新財務資料。	The Board members of the Company were still informed by the management of the Company by email, by WeChat or by phone on the updated information of the Company's performance and future business plan from time to time. 本公司董事會成員仍由本公司管理層不時經電郵、微信或電話告知有關本公司的表現及未來業務計劃的最新資訊。

OTHER INFORMATION
其他資料

CHANGES OF DIRECTORS' INFORMATION

Upon specific enquiry by the Company and following confirmations from Directors, save as disclosed as follows, there is no change in the information of the Directors required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules since the Company's last published annual report.

董事資料變動

於本公司作出特定查詢及董事作出下列確認後，除下文所披露者外，自本公司最新刊發年報日期以來，根據GEM上市規則第17.50A(1)條須予披露的董事資料概無發生任何變動。

Directors 董事	Changes in Positions held with the Company 於本公司擔任職位的變動
Ms. Jiang Ying	Ms. Jiang retired as an independent non-executive director, and ceased to be a member of each of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Corporate Governance Committee with effect from 27 November 2024
江穎女士	江女士退任獨立非執行董事，不再擔任審核委員會、薪酬委員會、提名委員會及企業管治委員會各自之成員，自二零二四年十一月二十七日起生效
Mr. Lam, Anthony Tze Cheung	Mr. Lam resigned as an independent non-executive director, the Chairman of the Nomination Committee and the Remuneration Committee, and a member of the Corporate Governance Committee and the Audit Committee with effect from 20 January 2025
林子翔先生	林先生辭任獨立非執行董事、提名委員會及薪酬委員會主席以及企業管治委員會及審核委員會成員，自二零二五年一月二十日起生效

Directors 董事	Changes in Positions held with the Company 於本公司擔任職位的變動
Ms. Zhu Minli	Ms. Zhu was appointed as an independent non-executive director of the Company, a member of the Audit Committee and the Corporate Governance Committee, and the Chairlady of the Remuneration Committee and the Nomination Committee with effect from 20 January 2025. She was appointed and re-designated as the chairlady of the Audit Committee and Corporate Governance Committee of the Company and as a member of the Remuneration Committee and Nomination Committee of the Company with effect from 10 December 2025
朱敏麗女士	朱女士獲委任為本公司獨立非執行董事、審核委員會及企業管治委員會成員以及薪酬委員會及提名委員會主席，自二零二五年一月二十日起生效。彼獲委任並調任為本公司審核委員會及企業管治委員會主席及本公司薪酬委員會及提名委員會成員，自二零二五年十二月十日起生效
Ms. Zhu Xiaolin	Ms. Zhu was appointed as an independent non-executive director, a member of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Corporate Governance Committee with effect from 20 January 2025. She was appointed as the Chairlady of Nomination Committee with effect from 10 December 2025
朱曉琳女士	朱女士獲委任為獨立非執行董事、審核委員會、薪酬委員會、提名委員會及企業管治委員會成員，自二零二五年一月二十日起生效。彼獲委任為提名委員會主席，自二零二五年十二月十日起生效
Ms. Wei Xiaohong	Ms. Wei Xiaohong was appointed as the independent non-executive Director, a member of Audit Committee, Nomination Committee and Corporate Governance Committee and the chairlady of Remuneration Committee of the Company with effect from 10 December 2025
魏曉紅女士	魏曉紅女士獲委任為本公司獨立非執行董事、審核委員會、提名委員會及企業管治委員會成員以及薪酬委員會主席，自二零二五年十二月十日起生效
Mr. Chen Ce	Mr. Chen Ce retired as an independent non-executive Director of the Company and ceased to be the chairman of the audit committee and the Corporate Governance Committee and the member of the Remuneration Committee and the Nomination Committee with effect from 10 December 2025
陳策先生	陳策先生已退任本公司獨立非執行董事並不再擔任審核委員會及企業管治委員會主席以及薪酬委員會及提名委員會成員，自二零二五年十二月十日起生效

Directors 董事	Changes in Positions held with the Company 於本公司擔任職位的變動
Mr. Zeng Jin 曾金先生	Mr. Zeng Jin has been appointed as the member of the Nomination Committee of the Company with effect from 10 December 2025 曾金先生已獲委任為本公司提名委員會成員，自二零二五年十二月十日起生效

AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENTS

The Audit Committee has been established in accordance with the GEM Listing Rules. Members of the Audit Committee comprise Ms. ZHU Minli (Chairlady), Ms. Zhu Xiaolin and Ms. Wei Xiaohong (appointed on 10 December 2025), all of them being independent non-executive Directors. The Audit Committee has reviewed with the management this report, the accounting principles and practices adopted by the Group, financial reporting matters including a review of the audited consolidated interim results for the six months ended 31 December 2025 prior to recommending them to the Board for approval.

審核委員會及審閱財務報表

審核委員會已根據GEM上市規則成立。審核委員會成員包括朱敏麗女士(主席)、朱曉琳女士及魏曉紅女士(於二零二五年十二月十日獲委任)，彼等均為獨立非執行董事。審核委員會於向董事會作出建議以供批准前，已與管理層審閱本報告、本集團採納的會計原則及慣例、財務報告事宜(包括審閱截至二零二五年十二月三十一日止六個月的經審核綜合中期業績)。

By Order of the Board
Web3 Meta Limited
Zeng Jin
Chairman and Executive Director

承董事會命
瓦普思瑞元宇宙有限公司
主席兼執行董事
曾金

Hong Kong, 13 February 2026

香港，二零二六年二月十三日

As at the date of this report, the Board comprises Mr. Zeng Jin and Ms. Tian Yuan as executive Directors; and Ms. Zhu Minli, Ms. Zhu Xiaolin and Ms. Wei Xiaohong as independent non-executive Directors.

於本報告日期，董事會包括：執行董事曾金先生及田園女士；及獨立非執行董事朱敏麗女士、朱曉琳女士及魏曉紅女士。

Web3

Web3 Meta Limited

瓦普思瑞元宇宙有限公司