

旅橙文化控股有限公司

Orange Tour Cultural Holding Limited
(Incorporated in the Cayman Islands with limited liability)

Stock Code : 8627



Annual Report

2025

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This report, for which the directors (the "**Directors**") of Orange Tour Cultural Holding Limited (the "**Company**" and together with its subsidiaries, the "**Group**") 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 in this report misleading.



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Zhou Yang (Chairman)
Ms. Song Ruiqing (Chief Executive Officer)

Independent Non-executive Directors

Mr. Ho Yau Kwok (resigned on 30 January 2026)
Mr. Yip Koon Shing (resigned on 31 December 2025)
Ms. Xu Yiyun (appointed on 30 January 2026)
Mr. Fan Li (appointed on 31 December 2025)
Dr. Wong Kin Yip

BOARD COMMITTEES

Audit Committee

Mr. Ho Yau Kwok (Chairman) (resigned on 30 January 2026)
Mr. Yip Koon Shing (resigned on 31 December 2025)
Ms. Xu Yiyun (Chairman) (appointed on 30 January 2026)
Mr. Fan Li (appointed on 31 December 2025)
Dr. Wong Kin Yip

Remuneration Committee

Mr. Yip Koon Shing (Chairman) (resigned on 31 December 2025)
Mr. Fan Li (Chairman) (appointed on 31 December 2025)
Ms. Song Ruiqing
Dr. Wong Kin Yip

Nomination Committee

Mr. Zhou Yang (Chairman)
Mr. Ho Yau Kwok (resigned on 30 January 2026)
Mr. Yip Koon Shing (resigned on 31 December 2025)
Ms. Xu Yiyun (appointed on 30 January 2026)
Mr. Fan Li (appointed on 31 December 2025)

COMPANY SECRETARY

Yeung Yuk Hong

AUTHORISED REPRESENTATIVES

Mr. Zhou Yang
Mr. Yeung Yuk Hong

COMPLIANCE OFFICER

Mr. Zhou Yang

AUDITOR

Moore CPA Limited
Registered Public Interest Entity Auditor
1001-1010, North Tower
World Finance Centre, Harbour City
19 Carton Road
Tsim Sha Tsui
Kowloon
Hong Kong

REGISTERED OFFICE IN THE CAYMAN ISLANDS

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23 Lime Tree Bay Avenue
P.O. Box 2547
Grand Cayman, KY1-1104
Cayman Islands

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

Composite Building
Xiazhang Village
Yicheng Subdistrict
Yixing City
Jiangsu Province
The People's Republic of China

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Appleby Global Services (Cayman) Limited
71 Fort Street
P.O. Box 500
George Town
Grand Cayman KY1-1106
Cayman Islands

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17/F, Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

PRINCIPAL BANKS

China Construction Bank (Asia) Corporation Limited
Industrial and Commercial Bank of China Limited

COMPANY'S WEBSITE

www.otch.com.cn

STOCK CODE

8627

FINANCIAL SUMMARY

FINANCIAL SUMMARY

	For the year ended 31 December				
	2025	2024	2023	2022	2021
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Revenue	20,552	19,653	30,904	20,535	30,183
Other income and gains	2,532	164	586	322	322
Project costs	(18,026)	(8,449)	(13,021)	(7,970)	(12,406)
Depreciation of property, plant and equipment	(323)	(328)	(453)	(600)	(540)
Employee benefits expenses	(8,112)	(7,537)	(11,148)	(13,684)	(12,633)
Provision for reversal of loss on accounts receivables, net	(641)	(1,774)	(373)	560	(84)
Provision for expected credit loss on amount due from an associate	(266)	-	-	-	-
Other operating expenses	(3,584)	(2,154)	(2,914)	(2,629)	(4,132)
Share of losses of an associate	(290)	-	-	-	(3)
Finance costs	(280)	(165)	(77)	(5)	-
(Loss)/profit before income tax	(8,438)	(590)	3,504	(3,471)	707
Income tax credit/(expenses)	156	(393)	(1,618)	(234)	(1,475)
Loss for the year	(8,282)	(983)	1,886	(3,705)	(768)
(Loss)/profit for the year attributable to the owners of the Company	(8,231)	(983)	1,886	(3,705)	(768)

	As at 31 December				
	2025	2024	2023	2022	2021
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Total non-current assets	1,386	1,293	913	494	960
Total current assets	102,424	111,670	104,717	101,634	104,044
Total assets	103,810	112,963	105,630	102,128	105,004
Total liabilities	25,535	26,732	18,182	16,380	15,092
Total equity	78,275	86,231	87,448	85,748	89,912



CHAIRMAN'S STATEMENT

Dear Shareholders,

Year after year, we have been working diligently with a determined mind and breaking new ground with an enterprising spirit. On behalf of the board of directors, the management, and all employees, I am pleased to present to you the consolidated performance report of the Company for the financial year ended 31 December 2025, and to set out the Company's development plans and targets for the new year.

The past year was a year in which the Company's strategic transformation was deeply implemented, and our diversified businesses achieving breakthrough growth. As the domestic cultural and tourism consumption market continues to upgrade, with the experience economy and scenario economy becoming the core trends of industry development, we have upheld the development philosophy of "deepening the main business and diversifying innovation". We have continued to exert our efforts in the three major tracks of the management of the cultural tourism properties and digital cultural tourism and, translating our strategic planning into practical actions, and achieving a dual enhancement of business capabilities and layout amidst steady progress.

We have gone through a year of upholding fundamental principles while breaking new ground, and practicing earnest implementation.

Here, I would first like to express my most sincere gratitude to our employees, shareholders, customers, and partners who have always trusted and supported us.

This report is divided into three parts: the first part is the presentation of the consolidated results for the year 2025; the second part is the report on the Company's operational performance for 2025; and the third part outlines the plans and targets for 2026.

Below, on behalf of the Board of Directors of the Company, Orange Tour Cultural Holding Limited and its subsidiaries, I hereby submit the consolidated performance report for the 2025 financial year ended 31 December 2025 to all shareholders of the Company.

Part I: Presentation of Consolidated Results for the Year 2025

For the financial performance, the Group recorded a net loss of approximately RMB8.3 million for the year ended 31 December 2025 ("FY2025"), compared to a net loss of approximately RMB1.0 million for the year ended 31 December 2024 ("FY2024"). The increase in net loss was primarily attributable to substantial upfront marketing and promotional expenses incurred for a project which scheduled to officially launch in 2026. While these preliminary investments have temporarily impacted on our short-term financial performance, the Group views these upfront marketing costs as a necessary and strategic outlay to secure robust future revenue streams and ensure the project's successful rollout. Additionally, the net loss was further impacted by an increase in overall project execution costs driven by pricing pressures in a highly competitive market environment. The basic and diluted loss per share was RMB1.03 cents for FY2025 as compared to basic and diluted loss per share were RMB0.12 cents for FY2024.

Part II: Report on the Company's Operational Performance for 2025

In 2025, the Company anchored on the core direction of "continuous transformation," focusing on and deeply cultivating our main business. We made precise efforts in commercial operations and digital cultural tourism innovation, grounding our strategies into specific project outcomes. This achieved a steady improvement in business capabilities and industrial layout, laying a solid foundation for the Company's long-term development.

Fully promoted the implementation of commercial projects, with phased achievements in investment promotion. The Company focused on the core track of cultural tourism commerce, steadily advancing the investment in promotion and preparatory work for key projects. These key projects are expected to officially commerce in 2026, accumulating high-quality business format resources and practical experience for the Company's commercial operations segment.



CHAIRMAN'S STATEMENT

Deepened the operational layout of VR cinemas, achieving standardization and industrial chain extension. Taking the Chengdu VR cinema store as a benchmark, the Company successively invested in opening the Kunming and Xishuangbanna stores with its strategic partner, completing an initial exploration of our nationwide layout. Concurrently, we established a standardized operation system and sound operational policies, realizing the standardized rollout of pop-up stores based on our flagship store operations. Furthermore, the Company actively extended upstream by participating in the investment, production, and distribution of VR films, building a complete closed-loop business model of "store operations + content production".

Part III: Plans and Targets for 2026

In 2026, the integration of domestic cultural tourism consumption and commercial innovation will continue to deepen. The Company will take "achieving practical results, diversified expansion, and improving quality and efficiency" as our core. We will continue our transformational development philosophy, focusing on thoroughly penetrating our core businesses, tapping into the growth potential of new tracks, and driving the Company towards high-quality development. The specific plans are as follows: enriching our business format layout and forging differentiated competitive advantages.

Increase investment in the VR sector and perfect the entire industrial chain layout. Building on the standardized operations of our existing stores, we will accelerate the nationwide deployment of high-quality VR cinema storefronts to continuously expand offline experience scenarios. Simultaneously, we will increase resource investment in film production and distribution to create high-quality original VR content, strengthen the synergy of "content + channels," and enhance the Company's industry influence in the digital cultural tourism sector.

Steadily promote the synergistic development of all businesses to solidify the foundation of the Company's growth. We will continuously optimize our organizational structure and team capabilities, strengthening resource linkage and collaborative coordination across various business segments to form a cohesive development force across commercial operations and digital cultural tourism. Upholding the principle of prudent operation, we will strictly control operational risks to ensure all strategic plans of the Company achieve practical results, realizing a dual enhancement of business scale and development quality.

The year 2026 is a critical year for the realization of the Company's strategic outcomes and continuous business breakthroughs. We will adopt a posture of earnest implementation, seize market opportunities, directly face industry challenges, and propel the Company to a new level with more precise layouts and highly efficient execution.

Finally, on behalf of the Board, I would like to once again express my gratitude to all shareholders, customers, and partners for their trust and support, and pay tribute to the entire management team and all colleagues for their hard work and dedication. In the new year, let us continue to unite our minds and efforts, walk hand in hand, gather strength through mutual trust, forge achievements through relentless struggle, and jointly embrace a new future of development for the Company!

Zhou Yang
Chairman and Executive Director

Hong Kong, 27 March 2026



MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND OUTLOOK

The Group is a marketing services company headquartered in Yixing of the People's Republic of China ("PRC") with a principal focus on the provision of (i) event management services; and (ii) design and production services. Commenced its business under its predecessor, the Group has accumulated over 19 years of experience in the provision of marketing services over the years, the Group has developed well-established relationships with customers from governmental and commercial sectors in the PRC.

During the year ended 31 December 2025 ("FY2025"), the Group experienced a critical year of deepened strategic transformation and diversified business expansion. In response to the continuous upgrading of the domestic cultural and tourism consumption market, the Group focused on its main business while exploring new opportunities. Despite the ordinary business, the Group is currently diversifying its business into management of cultural tourism properties and digital cultural tourism.

For the financial performance, the Group recorded a net loss of approximately RMB8.3 million for the year ended 31 December 2025 ("FY2025"), compared to a net loss of approximately RMB1.0 million for the year ended 31 December 2024 ("FY2024"). The increase in net loss was primarily attributable to substantial upfront marketing and promotional expenses incurred for a project which scheduled to officially launch in 2026. While these preliminary investments have temporarily impacted on our short-term financial performance, the Group views these upfront marketing costs as a necessary and strategic outlay to secure robust future revenue streams and ensure the project's successful rollout. Additionally, the net loss was further impacted by an increase in overall project execution costs driven by pricing pressures in a highly competitive market environment. The basic and diluted loss per share was RMB1.03 cents for FY2025 as compared to basic and diluted loss per share were RMB0.12 cents for FY2024.

Anchoring on the core direction of continuous transformation, the Group made precise and strategic efforts across management of cultural tourism properties and digital cultural tourism innovation. These efforts have successfully been translating strategic planning into specific project outcomes, achieving a improvement in business capabilities.

Management of Cultural Tourism Properties: During FY2025, the Group fully promoted the implementation of its projects about the management of cultural tourism properties, placing a strategic focus on the core track of cultural tourism commerce. As of 31 December 2025, the Group intended to engage in a project about the management of cultural tourism properties, which involve leasing and managing the properties of a cultural tourist spot, namely Panlongxiang Park(蟠龙山公园), located in Wuxi, and sub-leasing retail units to tenants to generate rental income. Currently, the property owner is still conducting repairs and maintenance to rectify material defects at the site. It is expected that a formal lease contract will be entered into between the Group and the property owner after the completion of the rectification works. In addition, the Group is in discussion with the local government to develop and operate a pet park in a cultural tourism spot located in Wuxi. The Group intends to position the pet park as a popular cultural tourism spot that offers pet owners various pet-friendly amenities.

The foregoing developments have enabled the Group to accumulate high-quality business resources and practical asset management experience. The Group expects such cultural tourism commerce will archive continuously substantiable growth of the Group in the foreseeable future.

Digital Cultural Tourism: During FY2025, the Group deepened the operational layout of its VR cinemas, achieving operational standardization regionally and extending its industrial chain vertically. Taking the Chengdu (成都) VR cinema store as a benchmark, the Group successively invested in opening new stores in Kunming (昆明) and Xishuangbanna (西双版纳) with its strategic partner, marking the initial exploration of digital cultural tourism of different region. Concurrently, the Group established a standardized operation system and the Group is ready to facilitate the standardized roll out of pop-up stores modeled on its flagship operations. Furthermore, the Group actively extended its reach upstream by investment in VR production and distribution of VR films relating to culture and tourism. This strategic vertical integration has allowed the Group to build a complete closed-loop business model comprising "store operations + content production." To support this initiative and enhance the Group's internal content production capabilities, the Group will purchase specialized VR production equipment and intends to recruit additional staff to expand the in-house multimedia production and design team to support the production of VR content.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Revenue

The Group generates revenue from the provision of (i) event management services; and (ii) design and production services in the PRC. The following table sets forth the breakdown of revenue from business operations for FY2024 and FY2025.

	For the year ended 31 December			
	2025 RMB'000	%	2024 RMB'000	%
Event management services	13,044	63.5%	7,045	35.8%
Design and production services	7,508	36.5%	12,608	64.2%
	20,552	100.0%	19,653	100.0%

Revenue increased from approximately RMB19.7 million for FY2024 to approximately RMB20.6 million for FY2025, representing an increase of approximately RMB0.9 million or 4.6%.

Revenue from event management services increased from approximately RMB7.0 million for FY2024 to approximately RMB13.0 million for FY2025, representing an increase of approximately RMB6.0 million or 85.2%. Such increase was primarily due to the successful execution of several large-scale projects and the recovery of the offline event market during the year. As a result, the revenue generated from this sector accounted for 63.5% of total revenue.

Revenue from design and production services decreased from approximately RMB12.6 million for FY2024 to approximately RMB7.5 million for FY2025, representing a decrease of approximately RMB5.1 million or 40.5%. Such decrease was primarily due to the decrease in the scale and number of design projects undertaken as a result of highly competitive market conditions.

Despite achieved slight improvement for the overall results, the Group continues to face multiple challenges, such as project cancellations, delays, and budget reductions by our customers. In light of the current challenges, the Group recognizes that its ordinary business is facing various challenges and therefore, it is essential to diversify the new business segments, as mentioned earlier under the section headed Business Review and Outlook.

Other income and gains

Other income and gains increased from approximately RMB0.2 million for FY2024 to approximately RMB2.5 million for FY2025, representing an increase of approximately RMB2.4 million, or 1,443.9%. Such increase was primarily attributable to the reversal of accrued retirement benefit costs such as social insurance and housing provident fund contributions amounted to approximately RMB1.7 million, which had been provided for in prior years.



MANAGEMENT DISCUSSION AND ANALYSIS

Project costs

Project costs increased by approximately RMB9.6 million, or 113.4%, from approximately RMB8.5 million for FY2024 to approximately RMB18.0 million for FY2025. Such increase was increased primarily attributable to substantial upfront marketing and promotional expenses incurred for a project which scheduled to officially launch in 2026. Additionally, the overall project costs were further driven up by higher project execution expenses resulting from sustained pricing pressures in a highly competitive market environment.

Employee benefits expenses

Employee benefits expenses increased from approximately RMB7.5 million for FY2024 to approximately RMB8.1 million for FY2025, representing an increase of approximately RMB0.6 million or 7.6%. Such increase was primarily due to an increase in the Group's total headcount.

Expected credit loss on accounts receivable

The expected credit loss decreased from RMB1.8 million for FY2024 to RMB0.6 million for FY2025, which was mainly due to the absence of the significant one-off impairment on a long outstanding trade receivable balance arising from a commercial dispute that was recorded in the prior year.

Other operating expenses

Other operating expenses increased from approximately RMB2.2 million for FY2024 to approximately RMB3.6 million for FY2025, representing an increase of approximately RMB1.4 million or 66.4%. This increase was primarily attributable to higher legal and professional fees, an increase in entertainment expenses and commission costs paid to sales personnel.

Finance costs

Finance costs increased from approximately RMB165,000 for FY2024 to approximately RMB280,000 for FY2025, representing an increase of approximately RMB115,000, or 69.7%. Such increase was primarily attributable to the higher interest expenses incurred on additional bank borrowings during the year.

Loss for the year and loss per share

As a result of the foregoing, the Group recorded a net loss of approximately RMB8.3 million for FY2025, as compared with a net loss of approximately RMB1.0 million for FY2024, representing an increase in net loss of approximately RMB7.3 million, or 742.5%. Basic and diluted loss per share amounted to RMB1.03 cents for FY2025, as compared to basic and diluted loss per share of RMB0.12 cents for FY2024.

Segment information

Segment information is presented for the Group as disclosed on Note 6 to the consolidated financial statements.



MANAGEMENT DISCUSSION AND ANALYSIS

DIVIDEND

The Directors do not recommend the payment of a final dividend for FY2025 (2024: Nil).

LIQUIDITY AND FINANCIAL RESOURCES

The Group finances its liquidity and capital requirements primarily through cash generated from operations and equity contribution from shareholders.

As at 31 December 2025, the Group had cash and cash equivalents of approximately RMB81.0 million (2024: RMB103.1million).

As at 31 December 2025, the bank borrowings bear interest at fixed rate ranged from 3.00% to 5.80% (2024: at 3.35%) per annum as at 31 December 2025 and guaranteed by Mr. Zhou Yang and Ms. Song Ruiqing, the Executive Directors and controlling shareholders of the Company and a subsidiary of the Company. The bank borrowings are repayable within one year (2024: within one year).

As at 31 December 2025, the Group's total equity attributable to owners of the company amounted to approximately RMB78.3million (2024: RMB86.2 million).

PLEDGE OF ASSETS

As at 31 December 2025, the deposit of RMB860,000 was required to place in the bank as a pledge for carrying out a tourism project (2024: Nil).

GEARING RATIO

Gearing ratio is calculated as total interest-bearing debt divided by total equity and multiplied by 100%. The Group's gearing ratio was 15.3% for FY2025 (2024: 5.8%).

TREASURY POLICY

The Directors will continue to follow a prudent policy in managing the Group's cash balances and maintain a strong and healthy liquidity to ensure that the Group is well placed to take advantage of future growth opportunities.

CONTINGENT LIABILITIES

As at 31 December 2025, the Group has been involved in a commercial dispute between the Group's subsidiary and its customers. The Directors have assessed and concluded that no provision for the claim is required as disclosed on Note 32 to the consolidation financial statements. Other than that, the Group did not have any material contingent liabilities, guarantees or any litigations or claims of material importance, pending or threatened against any member of the Group that is likely to have a material and adverse effect on the Group's business, financial condition or results of operations (2024: Nil).

FOREIGN EXCHANGE EXPOSURE

All of the revenue-generating operations of the Group were mainly transacted in RMB which is the presentation currency of the Group. As such, the Directors are of the view that the Group did not have significant exposure to foreign exchange risk. The Group currently does not have a foreign currency hedging policy.



MANAGEMENT DISCUSSION AND ANALYSIS

CAPITAL STRUCTURE

The shares of the Company were successfully listed on GEM of the Stock Exchange on 14 November 2019 (the "**Listing Date** "). There has been no change in the capital structure of the Group since then. The share capital of the Group only comprises of ordinary shares. As at 31 December 2025, the Company's issued share capital was RMB5.6 million and the number of its issued ordinary shares was 800,000,000 of US\$0.001 each.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

With reference to the announcement of the Company dated 29 November 2019, the Directors have been in the process of identifying a suitable property for a new headquarter in Yixing to accommodate the Group's business expansion. However, the real estate market is currently experiencing significant headwinds and remains highly unfavorable, characterized by continued volatility, weak sentiment, and a prolonged downturn. Given these adverse and challenging market conditions, the Directors remain highly cautious regarding the timing of committing to such a substantial long-term investment. Save for the aforementioned, the Group did not have other plans for material investments or capital assets as of 31 December 2025.

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES ASSOCIATES AND JOINT VENTURES

During FY2025, the Group acquired equity interests for three associates, which engaged in VR applications and property management services respectively. For further details, please refer to note 15 to the consolidated financial statements in this report. Save for this disposal, the Group did not hold any other significant investments, nor did it have any other material acquisitions or disposals of subsidiaries, associates, or joint ventures for FY2025."

CAPITAL COMMITMENTS

As at 31 December 2025, the Group had capital commitments of RMB4.9 million in respect of the capital contribution to associates (2024: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

COMPARISON OF BUSINESS OBJECTIVE WITH ACTUAL BUSINESS PROGRESS

An analysis comparing the business objectives as set in the prospectus of the Company dated 30 October 2019 ("Prospectus") with the Group's actual business progress for the period from the Listing Date to 31 December 2025 is set out below:

Business and strategy as stated in the Prospectus	Business objectives as stated in the Prospectus	Actual business progress up to 31 December 2025
Establishment of new branch offices in Wuxi and Beijing	<ul style="list-style-type: none"> <li data-bbox="529 734 970 831">– Recruitment of one general manager for setting up the branch offices in Wuxi and Beijing <li data-bbox="529 875 970 1099">– Recruitment of 22 additional staff, including three operation managers, 17 staff for event management and/or design and two accounting and administrative staff to support the business operation for the branch office in Wuxi <li data-bbox="529 1144 970 1368">– Recruitment of 11 additional staff, including two operation managers, seven staff for event management and/or design and two accounting and administration staff to support the business operation for the branch office in Beijing <li data-bbox="529 1413 970 1509">– Purchase of fixtures, furniture and office equipment for the new branch offices in Wuxi and Beijing <li data-bbox="529 1554 970 1650">– payment of renovation costs for the new branch offices in Wuxi and Beijing <li data-bbox="529 1695 970 1792">– Payment of staff costs of the additional staff recruited for the branch offices in Wuxi and Beijing <li data-bbox="529 1836 970 1928">– Payment of rental expenses for the new branch offices in Wuxi and Beijing 	<p data-bbox="976 734 1401 1279">For the new branch office in Wuxi, the Group has completed the renovation works of the new office rented and new fixtures, furniture and office equipment have been acquired and the branch office in wuxi has commenced its operation during 2020. A general manager, three operation managers, 17 staff for event management and/or design and two accounting and administrative staff have been recruited. All the proceeds for the establishment of Wuxi office has been used up. The Group believes such expansion of the business network and service capacity would create a long term enduring benefits of the Group.</p> <p data-bbox="976 1413 1401 1693">The Group is in the process of identifying suitable premises for the new branch office in Beijing. Renovation works, along with the procurement of furniture and office equipment, are expected to commence in the first half of 2026. In addition, the Group will also initiate a recruitment program to hire operational staff in the first half of 2026.</p>



MANAGEMENT DISCUSSION AND ANALYSIS

Business and strategy as stated in the Prospectus	Business objectives as stated in the Prospectus	Actual business progress up to 31 December 2025
Setting up a sales and marketing team and the enhancement of marketing efforts	<p>Recruitment of eight additional staff for setting up the sales and marketing team</p> <p>Carrying out marketing and promotional activities in different cities and regions in the PRC</p> <p>Payment of staff costs of the additional staff recruited</p>	<p>Eight additional staff have been recruited for the Group's sales and marketing team. The Group carried out marketing and promotional activities. All the related proceeds have been used up.</p>
Setting up an in-house multimedia production and design team	<p>Recruitment of one general manager for setting up the multimedia production and design team</p> <p>Recruitment of 10 additional staff including one director, three animators and designers, one scriptwriter, three videographers and two post-production editors to support the operation of the multimedia production and design team</p> <p>Payment of staff costs of the additional staff to be recruited</p> <p>Purchase of audiovisual equipment and hardware</p>	<p>To enhance its production capabilities, the Group has successfully recruited a general manager, one director, two animators and designers, one scriptwriter, one videographer, and two post-production specialists. In light of the emerging applications for virtual reality, the Group will further expand its in-house multimedia production and design team by hiring one additional animator and two additional videographers as original planned during the first half of 2026.</p>

MANAGEMENT DISCUSSION AND ANALYSIS

USE OF NET PROCEEDS FROM THE LISTING

The Company successfully listed its shares on GEM of the Stock Exchange on the Listing Date by way of public offer and placing and the net proceeds from the listing of the Company were approximately HK\$27.2 million. The Company intends to apply the net proceeds in the same proportion and in the same manner as shown in the Prospectus. An analysis of the utilisation of the net proceeds is set out as below:

	Planned use of net proceeds as disclosed in the Prospectus HK\$million	Actual use of net proceeds up to 31 December 2025 HK\$million	Unutilised net proceeds as at 31 December 2025 HK\$million	Expected timeline for utilising remaining unused net proceeds (Note)
Business objective and strategy				Expected to be
Establishment of new branch offices in Wuxi and Beijing	12.6	7.0	5.6	fully utilised by 31 December 2026
Setting up a sales and marketing team and the enhancement of marketing efforts	6.6	6.6	-	Fully utilised
Setting up an in-house multimedia production and design team	5.4	2.5	2.9	Expected to be fully utilised by 31 December 2026
General working capital	2.6	2.6	-	Fully utilised

Note: The expected timeline for utilising the remaining net proceeds is based on the best estimation of the future market conditions made by the Group. It will be subject to change based on the current and future development of the market conditions.

The Group has established a timeline for the utilization of the remaining net proceeds from the Listing. The Directors are executing the planned allocation of these funds, specifically the expansion of our branch office and the enhancement of our in-house multimedia production capabilities. The Group intend to deploy these resources in accordance with our established strategic roadmap to capture emerging opportunities and stimulate the sustainable business growth of the Group.

All unutilised balances has been deposited in the licensed banks in the PRC.



MANAGEMENT DISCUSSION AND ANALYSIS

PRINCIPAL RISKS AND UNCERTAINTIES

Credit Risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. At the end of the reporting period, 99% (2024: 68% and 32%) of the total bank balances were placed in one financial institution (2024: two financial institutions respectively). The credit risks on the bank balances are considered to be insignificant because the counterparties are financial institutions with good reputation and high credit ratings assigned by international credit-rating agencies.

The carrying amount of trade and other receivables represent the Group's maximum exposure to credit risk in relation to its financial assets. No other financial assets carry a significant exposure to credit risk.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent.

As at 31 December 2025, the Group has a certain concentration of credit risk as 74% (2024: 79%) of gross accounts receivable was due from the Group's five largest customers.

Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet obligations associated with its financial liabilities. The Group is exposed to liquidity risk in respect of settlement of trade and other payable and also in respect of its cash flow management. The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and longer term.

The maturity profile of the Company's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was matured either within one year or on demand.

COMPLIANCE WITH LAWS AND REGULATIONS

The Directors uphold high standards and meet relevant requirements under applicable laws or ordinances when conducting our business. The Directors did not identify non-compliance or breach of relevant standards, rules and regulations for FY2025.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Directors have overall responsibility for the Group's environmental, social and governance ("ESG") strategy and reporting. The Directors are responsible for the Group's ESG risk management and internal control systems to ensure that the ESG strategies and reporting requirements are met.

Details of ESG performance of the Group are set out in the section headed "Environmental, Social and Governance Report" section of this annual report.



MANAGEMENT DISCUSSION AND ANALYSIS

RELATIONSHIP WITH CUSTOMERS, SUPPLIERS AND EMPLOYEES

The Group maintains a good relationship with its employees and certain policies have been implemented to ensure that its employees are provided with competitive remuneration, good welfare benefits and continuous professional training. The Group also maintains good relationships with its customers and suppliers, without whom success in the Group's production and operation would be at risk.

INFORMATION ON EMPLOYEES

As at 31 December 2025, the Group has 48 employees (2024: 44 employees). The total staff costs (including remuneration of Directors) amounted to approximately RMB7.5 million and RMB8.1 million for FY2024 and FY2025 respectively. Employees are remunerated based on their qualifications, position and performance. The remuneration offered to employees generally includes salaries, allowances, defined contribution retirement plans and discretionary bonus. Various kinds of training were provided to the employees.

MATERIAL EVENTS SINCE THE END OF THE FINANCIAL PERIOD

Save as disclosed in this report, there has no other important event affecting the Group since 31 December 2025 and up to the date of this report.



BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and the senior management of the Group are set out as follows:

EXECUTIVE DIRECTORS

Mr. Zhou Yang (周楊先生) ("Mr. Zhou"), aged 46, is the chairman of the Board, an executive Director and a controlling shareholder of the Group (the "**Controlling Shareholder**"). He was appointed as Director on 13 April 2018 and re-designated as the chairman of the Board and the executive Director on 24 July 2018. He is responsible for overseeing the management and business operations of the Group and formulating the marketing strategies for the Group.

Prior to establishing our Group with Ms. Song in May 2014, Mr. Zhou worked for China Life Insurance Company Limited (stock code: 02628), a company listed on Main Board of The Stock Exchange of Hong Kong Limited ("**Main Board**"), from December 2002 to April 2012 where he was involved in a number of managerial positions in various departments and once served as an assistant general manager of the Yixing branch. From May 2012 to March 2013, he worked for Yixing Guohao Biological Environmental Protection Co., Ltd. (宜興國豪生物環保有限公司) and Zhongjieneng Guohao Biological Environmental Protection Co., Ltd. (中節能國豪生物環保有限公司) as a general manager assistant of the sales department and subsequently joined Yixing City Xiashu Advertising Workshop ("**Xiashu Workshop**") (宜興市夏樹廣告工作室) in April 2013.

Mr. Zhou completed his undergraduate studies in Electronic and Information Technology (電子與信息技術) from the China University of Mining and Technology in July 2002.

Ms. Song Ruiqing (宋瑞清女士) ("Ms. Song"), aged 47 is the chief executive officer, an executive Director and a Controlling Shareholder. She was appointed as Director on 13 April 2018 and re-designated as chief executive officer and executive Director on 24 July 2018. She is responsible for managing the design and creative aspects of the Group's business, overseeing the Group's market position and supervising the administrative department.

Ms. Song has over 20 years of experience in marketing industry. She has extensive knowledge in marketing, brand promotion, advertising strategies, design and creative production through her past working experience, which has played a significant role in enhancing the scale of operations of our Group. Prior to setting up Xiashu Workshop and establishing our Group, she worked for Wuxi Dawei Property Consultancy Limited (無錫大衛不動產顧問有限公司) as a project director from July 2001 to February 2003. She then served as a senior management of Guangzhou City Baiyang Advertising Company Limited (廣州市白羊廣告有限公司) from March 2003 to June 2005. Subsequently, she worked as an editor for Yixing Daily (宜興日報) since July 2005. In August 2006, she set up Xiashu Workshop and decided to devote all her time on it since then.

Ms. Song obtained her college degree in radio and television journalism (廣播電視新聞) from the China University of Mining and Technology in July 2001. She has been a member of Yixing Author Association (宜興市作家協會) since June 2008.



BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Xu Yiyun (徐逸雲女士) ("Ms. Xu"), aged 48, was appointed as an independent non-executive Director of the Company on 30 January 2026. She has over 25 years of experience in finance and accounting. From 2001 to 2013, she was the head of finance department at Pan Asia Environmental Protection Group Limited (Stock Code: 556). Since July 2015, Ms. Xu has been the head of finance department and director of internal control at China Art Financial Holdings Limited (Stock Code: 1572). Ms. Xu graduated from the school of finance and economics at Soochow University in 2000. She later completed the accounting program at The Open University of China (previously known as the China Central Radio and TV University) in July 2007.

Mr. Fan Li (范理先生) ("Mr. Fan"), aged 45, was appointed as an independent non-executive Director of the Company on 31 December 2025. He has over 20 years of experience in civil engineering and project management. From 2002 to 2006, he was as an engineer at Jintai (Beijing) Real Estate Development Co., Ltd. From 2007 to 2009, he was a project manager at America Pacific Resource Management Co., Ltd. From 2009 to 2011, he joined Alpine Mayreder Construction Co., Ltd as a project manager. From 2012 to 2016, he was an engineering director at Jones Lang LaSalle Property Management Co., Ltd. Since 2018, Mr. Fan has been a general manager at Skyone (Beijing) Architecture Decoration Engineering Co., Ltd. Mr. Fan graduated from the China University of Mining and Technology with a bachelor's degree in civil engineering in 2022.

Dr. Wong Kin Yip (黃建業博士) ("Dr. Wong"), aged 53, was appointed as independent non-executive Director of the Company on 21 October 2019. Dr. Wong is responsible for providing independent judgment on the issues of strategy, performance, resources and standard of conduct of the Group.

Currently, Dr. Wong is the deputy director of Yue Yuen Industrial (Holdings) Limited (HKEX stock code: 0551), a company listed on the Main Board, since October 2019. Prior to that, he served for various multinational corporations including Jones Lang LaSalle Limited, FPD Savills Property Management Limited, Chinese Estates, Limited, East Pacific Holdings Limited, Galaxy Casino, S.A., New World China Land Limited and VXL Capital Limited.

Dr. Wong received a Bachelor of Science in Real Estate from The Hong Kong Polytechnic University in November 1997 and a Certificate in Shopping Centre Management from the University of Hong Kong – School of Professional and Continuing Education in October 2002. He obtained a Master of Business Administration (Financial Services) from The Hong Kong Polytechnic University in October 2009. He further obtained a Master of Arts in Buddhist Studies since November 2019 from The Chinese University of Hong Kong. He received a Doctor of International Real Estate and Construction from The Hong Kong Polytechnic University in July 2024. He was admitted as a member of The Hong Kong Institute of Surveyors in February 2004, and subsequently as a professional member of The Royal Institution of Chartered Surveyors in December 2006. He was admitted as member of the China Institute of Real Estate Appraisers and Agents in October 2011 and an associate member of the Hong Kong Institute of Arbitrators in May 2013. He is now registered with the Surveyors Registration Board as a registered professional surveyor in general practice Division.



BIOGRAPHICAL DET ALSO FTTHED RECTORS AND SENIOR MANAGE MIENT

SENIOR MANAGEMENT

Ms. Ma Li (麻俐女士) ("Ms. Ma"), aged 43, was appointed as the operation manager of the Group on 30 May 2014. She is responsible for supporting the design and creative aspects of the Group's business.

Ms. Ma graduated from Jiangsu Radio and Television University (江蘇廣播電視大學) (now known as Jiangsu Open University (江蘇開放大學)) in July 2004, where she majored in computer information management (計算機信息管理). Prior to joining our Group, she worked for Yixing Daily (宜興日報) from July 2005 to June 2008, where she acquainted with Ms. Song through their positions and shared interest in design, and she subsequently joined Xiashu Workshop in July 2008. She has accumulated more than 10 years of experience in design and creative aspects. She has been a member of Yixing Author Association (宜興市作家協會) since June 2014.

Ms. Zhou Qi (周琦女士) ("Ms. Zhou"), aged 44, was appointed as the operation manager of the Group on 30 May 2014. She is responsible for assisting in management of the Group's business operations and organising promotional activities and exhibitions for customers.

Ms. Zhou completed her undergraduate education in Journalism (新聞專業) via self-study examination from Fudan University (復旦大學) in June 2005. Prior to joining the Group, she worked as a project manager of Yixing City Qiangsheng Motor Services Company Limited (宜興市強盛汽車服務有限公司) from August 2005 to August 2007. She has worked with Ms. Song since September 2007 when she joined Xiashu Workshop, and has accumulated more than 10 years of experience in event management and promotion.

COMPANY SECRETARY

Mr. Yeung Yuk Hong (楊育康先生) ("Mr. Yeung"), aged 36, and was appointed as our company secretary on 30 April 2024. He is responsible for overseeing the compliance and company secretarial matters of our Group.

Mr. Yeung holds a bachelor degree of Business Administration (Honours) in Accountancy from the Hong Kong Polytechnic University. He is a member of The Hong Kong Institute of Certified Public Accountants. Mr. Yeung has more than 13 years' experience in auditing, accounting, initial public offering and company secretarial matters.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Introduction

Orange Tour Cultural Holding Ltd and its subsidiaries (together, the "**Group**" or "**we**") are pleased to present the Environmental, Social and Governance Report ("**ESG Report**"). The report discusses the Group's concern to environmental and social impacts, policies and initiatives of the Group to demonstrate our long-term commitment to ensure that our activities, at all levels, are economically, socially and environmentally sustainable development to stakeholders. Additional information in relation to the Group's corporate governance and financial performance can be referred to our annual report for the year ended December 31, 2025.

1.1 Reporting Scope, Period and Boundary

The scope of the ESG Report covers the environmental and social performances of the Group's principal operating as an investment holding company. The Group is principally engaged in event management services as well as design and production services with headquarters located in Yixing of the People's Republic of China ("**PRC**"). The "Reporting Period" is spanning over the period from January 1, 2025 to December 31, 2025.

While we seek to establish a consistent boundary for reporting ESG aspects across the Group's structure, the reporting boundary of the ESG Report is hence established based on the criteria that all operations and entities in which the Group has a controlling interest and which are under our management, in terms of a contractual obligation. As a result, we do not report entities which are outside of the Group's structure, where we do not own the assets and do not directly engage or employ the workforce, and where we do not operate the asset under a contractual obligation. In addition, we do not report entities which were sold or acquired during the Reporting Period.

1.2 Reporting Standards

The "Environmental, Social and Governance Reporting Guide" (the "**ESG Reporting Guide**") which is set out in Appendix C2 to the GEM Listing Rules serves as the reporting guidelines of this Report.

1.3 Reporting Principles

The reporting principles of this ESG Report are governed by "materiality", "quantitative" and "consistency".

Materiality: The ESG report covers the material ESG factors that are sufficiently important and material to different stakeholders. In order to determine what issues are relevant and material to our business with respect to sustainability, the Group is aware that the key is to understand what issues that our stakeholders concerned most. The Group's directors and senior management are mainly responsible for identification of key ESG factors on the basis of the feedback from the stakeholders.

Quantitative: To provide a comprehensive comparison of the performance in emissions and energy consumption, summary tables of performance are shown in relevant sections. Information on the standards, methodologies, assumptions and/or calculation tools, and source of conversion factors used for the reporting of emissions and energy consumption are mainly referred to the ESG Reporting Guide.

Consistency: Methodologies and key performance indicators are used and calculated in a consistent approach. If there are any changes in consistency that may affect a meaningful comparison detail would be disclosed.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

1.4 Reporting Framework

With reference to the ESG Reporting Guide and the Group's business operation, the presentation of our Report consists of the relevant aspects and KPI, which are considered to be relevant and material to the Group, divided into four subject areas: Protecting Our Earth, People, Operating Responsibility and Engagement With Our Community, which are discussed in details in the following sections.

Our ESG Board Statement

The Group, as part of the great community, is committed to dedicating our resources and our best thinking to build a sustainable business fit for the future and to build a better world for all stakeholders in different aspects. Therefore, we believe that a sound corporate governance and well-developed operation practices are the foundation of the Group's sustainable and long-term development. Our board statement of ESG management focused on the following principles.

Flighting Climate Change

We recognise that the environment is under increasing strain, and it is imperative for us to do our part to address the impact of climate change. We are committed to protecting and preserving our planet by adopting sustainable practices throughout our business, identifying and assessing financial and other risks associated with climate change and integrating low-carbon solutions into our products and services. The Group has set up an ESG Working Group comprising the Board-level committee members chaired by the Board members and senior management to shoulder ESG responsibilities, including formulating a climate-related work plan, reviewing climate risk-related policies and disclosure documents, and identifying climate-related risks and opportunities that have a significant impact on the Group's operation and future development.

Health and Well Being

We are determined to set ourselves in a good position to maintain a robust business performance and growth together with our employees, with an objective to uphold an open, fair, just and reasonable human resource policy. The Group is committed to a holistic approach to health and wellness, through a healthy, comfortable and safe workplace for our employees.

Governance Framework

An ESG management system requires a combined effort of an effective governance structure that comprises the decision-making level and execution level members. The formation of our ESG Working Group comprising the Board-level committee members represents the Board's further determination and action to strengthen our ESG management in the long run. The Board has the overall responsibility to define the Group's ESG strategy and approach, manage and assess the Group's ESG performance.

Support the Community

We encourage giving back and strengthening the community through volunteerism and philanthropy. The Group employees contribute their time and talent to a variety of community organizations.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Learning Through Diversity

The Group values diversity of experiences and backgrounds, and actively seeks to promote from within. Further, the Group is always seeking to improve and become better constituents to our community, our company, and our shareholders. Opportunity and growth occur when we draw from the strengths of our diverse leadership and background.

2. ESG Strategy and Management

2.1 ESG Management Guidelines and Strategy

Rooted in its business strategy and the characteristics of our industry, the Group draws on domestic policy and ESG standards to identify, evaluate, and analyze material ESG issues. We collect input from stakeholders every year and use the results to rank the issues by materiality. We then identify issues to be disclosed in the report and submits them for board review and validation.

2.2 ESG Targets, Indicators, and Review Progress

The Group has established a quantitative ESG performance management mechanism and regularly identify risks and opportunities over the short and long term. By benchmarking against international standards and industry best practices, we also identify and prioritise climate-related risks and opportunities. Furthermore, we will integrate ESG factors into corporate governance, risk management, and business strategies, and actively identify and supervise ESG risks and opportunities that have a significant impact on our business performance.

 <p>ENVIRONMENTAL</p>	<ul style="list-style-type: none"> • Climate Change Strategy - Review our approach on climate change and develop sustainability initiatives to identify and address the associated physical and transitional risks and opportunities • Green Operation Practice – Minimise the environmental impacts from our operation to reduce carbon emission throughout the daily process.
 <p>SOCIAL</p>	<ul style="list-style-type: none"> • We continued to align efforts with strategic priorities, including the below issues: <ul style="list-style-type: none"> - Developing a healthy and green community; - Fostering talent growth and development; - Advancing a culture of diversity, equity and inclusion; and
 <p>GOVERNANCE</p>	<ul style="list-style-type: none"> • Ensure our corporate governance structure meets the applicable laws and regulations, industry best practice and global trends • Review and monitor the internal control system and risk management processes to ensure the overall effectiveness with continuous improvement



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Looking ahead, the Group will continue to optimise the ESG management, actively respond to concerns of our stakeholders and facilitate the improvement of ESG management, working to fulfil our improvement, progress, performance and contribution to our community while maintaining robust growth and creating value for shareholders and investors.

2.3 ESG Working Group

To address the issues of ESG management, the Group has set up the ESG Working Group which is delegated to review and monitor the Group's ESG policies and performance regularly, identify risks and opportunities of ESG aspects, ensure the Group's compliance with the relevant legal and regulatory requirements, monitor and respond to emerging ESG issues, formulate climate strategies and supervise the management of climate-related issues and make recommendations to the Board to improve the Group's ESG performance.

During the Reporting Period, the ESG Working Group organized meetings to review the Group's ESG policy including, carbon footprint reduction, professional development for employees and engagement with the community, and implements ESG-related board resolutions.

2.4 Stakeholder Engagement

Stakeholder engagement is an essential channel to identify significant ESG issues and set a cornerstone for the Group's long-term sustainable development. The Group has a regular dialogue with its stakeholders to ensure that it continues to meet their expectations and that its approach to sustainability remains relevant and consistent across its operations. Internal and external stakeholders which include client, employees, shareholders, suppliers and community.

The Group has developed an approach which identifies the broad topics that the stakeholder groups are concerned with, and used a materiality matrix to assess the material topics identified by our stakeholders during the engagement process. Stakeholders' expectations, demands and feed backs are worth investigating via utilising diversified communication channels for ESG improvements. The Group will keep stakeholders' concerns up-to-date through the various communication channels.

A topic is classified as material when it substantially affects our long-term commercial or operational viability, with material impacts on economic, environmental or social topics. A summary of the stakeholder groups, topics concerned, and communication channels are listed in the following table.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Table 2-1: Stakeholders and Communication Channels

Stakeholders	Topics Concerned	Communication Channels
 Client	<ul style="list-style-type: none"> • Client information and privacy • Development of new services 	Client service hotline and email
 Employees	<ul style="list-style-type: none"> • Employees' health safety, working conditions and welfare • Career development and training 	<ul style="list-style-type: none"> • Regular management meeting with staff representatives • Training sessions • Occupational health and safety training
 Shareholders	<ul style="list-style-type: none"> • Corporate governance and risk management • Business and financial performance • Operation in compliance with applicable law and regulations 	<ul style="list-style-type: none"> • Annual and interim reports • Regular meetings and correspondence • ESG report
 Suppliers	<ul style="list-style-type: none"> • Quality of products or services • Sustainability in business model • Operation in compliance with applicable law and regulations 	<ul style="list-style-type: none"> • Regular review meeting
 Community	<ul style="list-style-type: none"> • Local environment protection • Local community activities involvement • Operation in compliance with applicable law and regulations 	<ul style="list-style-type: none"> • Participation in local community activities and volunteering work



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

2.5 Materiality Assessment

Following the stakeholder engagement, we conducted a materiality assessment during the Reporting Period with the following objectives:

- Re-examine, assess and update our ESG priorities, and verify why they matter;
- Align with stakeholders' expectations to address priorities;
- Prioritise sustainability reporting standards to further strengthen our public disclosures; and
- Identify key performance metrics and establish goals to modernize and further advance our sustainability strategy.

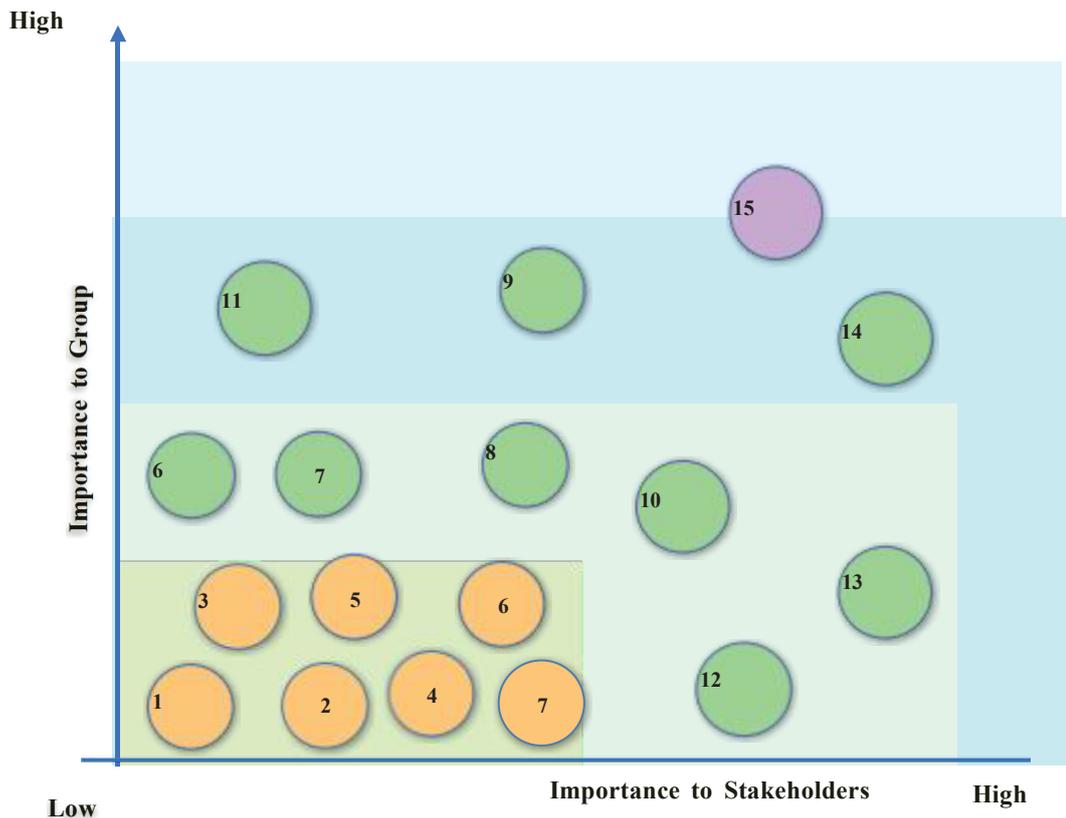
The materiality assessment is comprised of three phases:

1. Identify a list of potential material topics that are relevant to the Group's ESG performance.
2. Conduct a questionnaire survey to examine stakeholders' expectations and the extent of influence of Material issues towards stakeholders and the Group's business.
3. Screen out the most representative material topics from our valid questionnaires retrieved.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The following matrix reflects the high-level outcome of our materiality assessment, which enables us to determine the ESG topics considered most important and impactful to the Group and its stakeholders. The topics are plotted according to the relative significance of their impact and importance, based on feedback from internal and external participants.



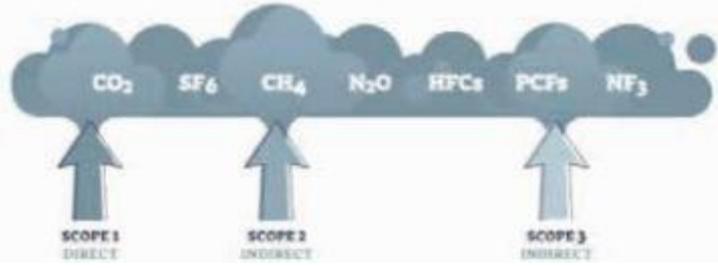
Notes:

1. Energy
2. Waste
3. Sustainable Supply Chain Management
4. Community Investment
5. Diversity, Equity & Inclusion
6. Training & Development
7. Climate Change Issues
8. People's Health & Well-being
9. Customer Privacy
10. Data Security & Responsible Use of Consumer Data
11. Technology & Innovation
12. Client Satisfaction
13. Risk Management & Compliance
14. Business Integrity
15. Code of Ethics



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

2.6 ESG Performance

 <p>Environment</p>	 <p>Total Energy Consumption: 44,699 kWh Total GHG Emission: 27,271 kg Zero Environmental Non-Compliance</p>		
 <p>Health and wellness</p>	 <p>Our Turnover Rate by Gender: Male: 8.3% Female: 10.4%</p>	 <p>Training 3,739 Training Hours</p>	 <p>zero lost days due to Injury at work zero work - Related Fatality</p>
 <p>Community</p>	 <p>we support</p>		
 <p>Governance</p>	 <p>zero complaints from clients zero corruption cases concluded zero non-compliance with labour standard</p>		

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

3. PROTECTING OUR EARTH

3.1 Climate Change Response Management



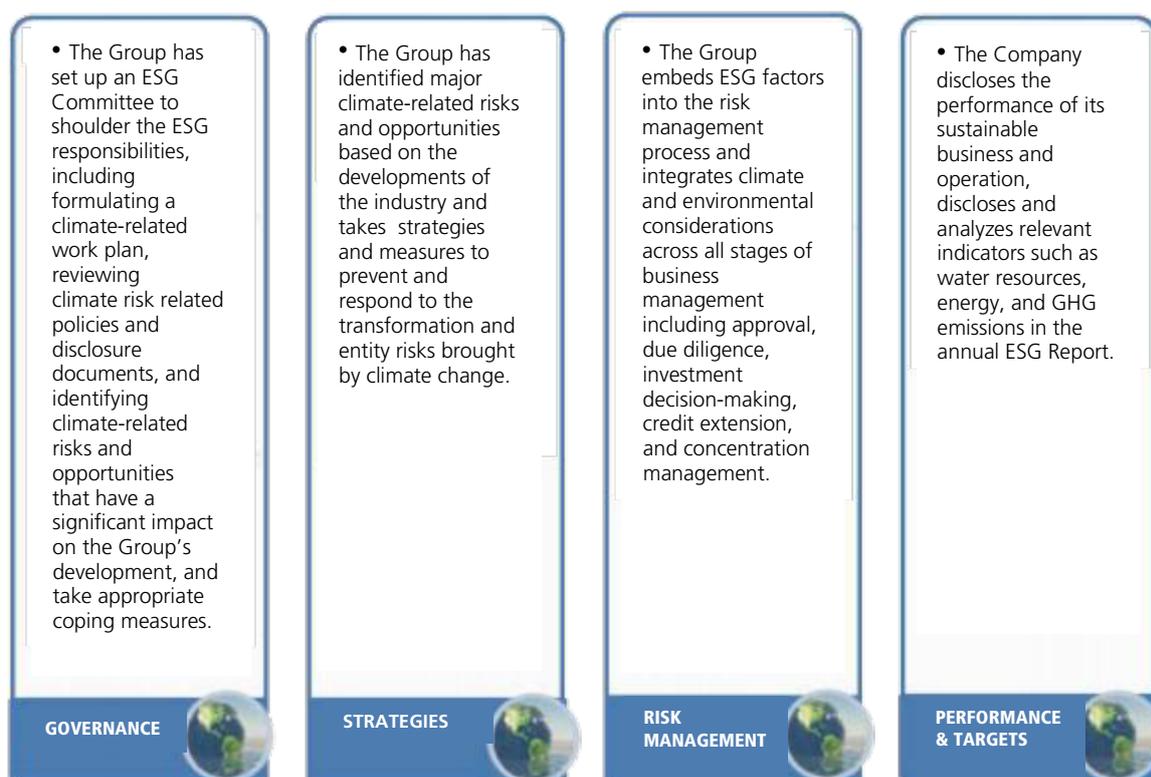
The Group, as an environmentally conscious and sustainable corporate, puts sustainable environment protection as a strategic priority, and is committed to upholding the high environmental standards to fulfil relevant requirements throughout our operation, and will continue to devote human and financial resources for environmental conservation, reduction of carbon footprint and environmental compliance as required under applicable laws and ordinances.

Ecological Civilisation envisions a China transformed from today's pollution behemoth. It is a pledge that China will achieve environmental sustainability, with an economy and society that are in "harmony" with ecological limits. It is a promise to balance economic growth and environmental protection. This is not unlike the widely invoked idea of "sustainable development," which aims to balance environmental, economic and social imperatives.

The Group dedicated itself to empowering the low-carbon transformation of the global economy and is committed to implementing the recommendations of the Task Force on climate-Related Financial Disclosure ("TCFD") and our national strategy, providing investors and stakeholders with useful information on climate-related risks and opportunities that are related to our business. Both TCFD and Ecological Civilisation are a market-driven initiative that is set up to develop a set of recommendations for voluntary and consistent climate-related financial risk disclosures in mainstream filings and to balance economic growth and environmental protection.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Moreover, responding to climate change can enhance our business resilience and enable us to take advantage of any opportunities it may offer. The following climate change-related risks and opportunities are identified on this basis.



3.2 Climate Change Mitigation

The Group is planned to net zero emissions by 2050, underlining its ambition to reduce its environmental impact and mitigate its exposure to transition risks. To prepare for climate-related disclosure, the Group has allocated human and financial resources to continuously assess the impact of climate change on our business and operation. The assessment aims to identify the physical and transition risks that are most relevant to the Group. The result will be incorporated into our risk management system wherever appropriate.

Climate risks are typically classified into two major categories faced by the Group include physical risks and transition risks.

- Physical risks related to physical impacts of climate change, which can be driven by events such as floods and typhoons (acute risks) or long-term shifts in climate patterns such as sustained high temperatures and sea level rise (chronic risks).
- Transition risks related to the transition to a lower-carbon economy, which may entail policy, legal, technology, and market changes to address mitigation and adaptation requirements related to climate change.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Table 3-1: Climate-Related Risks and Opportunities

Climate Risk Type	Climate Drivers		Main affected Time Horizon		
Physical Risks	Acute	⇒	More frequent and severe climate events such as flooding, drought, etc, that could affect financed assets and the value of the collaterals	Short – Medium – Long-Term	
	Chronic	⇒	Rising temperatures affecting working conditions, living conditions and local infrastructure.	Long Term	
Transition Risks	Market and Customers	⇒	Change in consumer behaviours including a deliberate move to more sustainable products	Short – Medium Term	
	Policy Making	⇒	More demanding policy environment affecting our customer's business operations	Short – Medium – Long-Term	
			Increased GHG emissions pricing to foster movement to renewable sources		
	Technology and Data	⇒	Investment in technology to reduce emissions or improve energy efficiency ratings	Medium term	
		⇒	Lack of procedures and systems to obtain and store reliable data for risk assessments and disclosure		
	Regulatory Pressure		⇒	New disclosure requirement which increases the risk of misrepresentation	Short – Medium Term
			⇒	Increased regulatory requirements may lead to potential increase of non-compliance	
			⇒	Inefficiencies resulted from different climate regulations	Short – Medium – Long-Term
Reputational		⇒	As public awareness about climate change and green and low-carbon development continues to grow, failure to meet stakeholder expectations may put the Group to reputational risk		

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Table 3-2: Impact of Climate-Related Risks and Opportunities

	Common Climate-Related Risks	Adverse Impacts/ Benefit	Our Response and Actions
Risks			
Physical Risks	Acute Physical Risks	Increased operating and maintenance costs	Monitoring and strengthening environmental risk prevention
	Chronic Physical Risks	Loss of revenue	Implementing natural disasters emergency plan
		Increased chance of extreme weather-related injuries which affect employees' health and safety	Conducting preventive Measures and flexible working arrangement
Transition Risks	Market risks	Failure to align with low-carbon and green operation may lead to market setbacks	Adaptation – keeping up with the global policies and progress in climate action.
	Technology & Data risks	Cost of transition to lower emissions technology	The Group can promote cross-sectoral dialogue on climate-related risks and opportunities, by analyzing the alignment between the market and policies on net-zero
	Reputational risks	Failure to meet stakeholder expectations	emission, carbon peak, green finance, etc.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

3.3 Corporate Environment Policy

The Group recognises the environment is under increasing strain, and it is imperative that we do our part to address the impact of climate change. We are committed to protecting and preserving our earth by adopting sustainable practices throughout our business, identifying and assessing financial and other risks associated with climate change and integrating low-carbon solutions into our products and services.

The Group formulated relevant rules and regulations for a sound and effective management of energy consumption, GHG emission, as well as discharge of waste and sewage and other pollutants, highlighted as below.

- To assess, monitor and manage environmental risks and opportunities associated with our business;
- To comply with applicable environmental protection laws and regulations;
- To integrate environmental considerations in the operations;
- To define appropriate objectives and targets on a regular basis for our ESG management approach;
- To continuously improve the ESG management system to set and maintain rigorous standards;
- To prevent pollution and to protect the environment by conserving natural resources and minimizing waste;
- To promote environmental awareness and low carbon lifestyle among the work force with regular communication;
- To communicate our environmental performance to stakeholders and seek their involvement wherever applicable.

During the Reporting Period, the Group complied with environmental protection laws and regulations in relation to air and GHG emissions, discharge into water and land, and generation of hazardous and non-hazardous waste. The Group did not violate any environmental protection laws or regulations of the region where we operate, nor was it subject to significant fines, non-monetary penalties and litigation relating to environmental protection.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

3.4 Optimising Energy Saving and Resources Consumption

The main contributors to the Group's carbon footprint are (1) indirect GHG emission generated from electricity consumption, (2) direct GHG emission generated from office administration inevitably involve consumption of fossil fuel directly or indirectly, (3) indirect GHG emission generated from paper consumption in business operation which releases. The Group is highly aware that such GHG emission is one of the major sources of global warming. Therefore, we strive to reduce our carbon and ecological footprint and adopt practices that are sustainable to the environment and minimize our impact on the environment. The sustainable measures adopted by the Group includes:

Reduce Energy Consumption

- Maintaining indoor temperature at an optimal level for comfort;
- Encouraging employees to switch off machines and devices, such as computers and monitors when not in use;
- Procuring energy efficient electrical appliances with energy efficiency label to reduce indirect GHG emission whenever practical;
- Organising training session including case studies to improve energy efficiency and GHG saving awareness and engage staff to adopt the energy saving practices together.

Reduce Paper Consumption

The business operation of the Group consumes certain amount of paper and the Group has adopted a series of initiatives to reduce paper consumption:

- Paperless office by developing our own internal administration system to reduce the use of paper in all level of our management;
- Paper less board meeting;
- Encourage use of electronic means of communication to manage daily process; and
- Use duplex printing and reuse single-side printed papers.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

3.5 Exhaust Gas and GHG Emissions

Our Group's business inevitably involves consumption of fossil fuel, which directly or indirectly, releases green house gas emission into the air. In alignment with our commitment to environmental sustainability, the Group has replaced its gasoline-powered vehicles with electric vehicles (EVs) to minimize ecological impact. As a result, there were no corresponding greenhouse gas emissions (e.g. Nitrogen Oxides, Sulphur Oxides and Particulate Matter) from this segment of our operations in the current year.

In accordance with the ESG Reporting Guide set out by HKEX, our environmental performance of "Emissions" during the Reporting Period is tabulated below.

Table 3-3: Emissions

	Unit	FY2025	FY2025 Intensity
GHG Emissions	CO ₂ e(kg)	27,271	568
Scope 1	CO ₂ e(kg)	0	0
Scope 2	CO ₂ e(kg)	27,271	568
Nitrogen Oxides	g	0	0
Sulphur Oxides	g	0	0
Particulate Matter	g	0	0

Notes

GHG emission data is presented in terms of carbon dioxide equivalent and are based on, including but not limited to, "The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standards" issued by the World Resources Institute and the World Business Council for Sustainable Development, "Greenhouse Gas Inventory Guidance Direct Emissions from Mobile Combustion Sources" issued by the United States Environmental Protection Agency, the latest emission factors published by the power plant and "How to prepare an ESG Report? — Appendix II: Reporting Guidance on Environmental KPIs" issued by the HKEX.

During the Reporting Period, there were no non-compliance cases reported in relation to GHG emission within the Group.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

3.6 Waste Management Waste Management Policy

The Group recognises that waste is inevitably generated throughout our day-to-day operations. Waste reduction is the focus of our emission control efforts. The Group's principal waste management policy endeavours an adoption of the waste management hierarchy (waste prevention followed by re-use, recycling, recovery and finally disposal) in order to achieve a green and paperless operation with a minimal generation of waste wherever possible and practical. The Group implements the following measures and objectives to achieve our waste control target.

- We endorse the '4-R Principles – Reduce, Reuse, Replace and Recycle' as our key policy of waste management;
- We extend our commitment to using sustainable products into every aspect of the business;
- We encourage all employees to reduce paper usage through duplex printing, paper recycle and frequent use of electronic information systems for material sharing or internal administrative documents;
- We encourage an increased use of reusable product, such as envelopes, and better separation of waste streams for recycling;
- We strengthen our employee's awareness in environmental management, waste reduction and waste recycle; and
- We closely keep up with the latest government's initiatives and policies in relation to waste management, waste reduction and recycle campaigns in order to allocate resources and formulate strategy in a timely manner.

Hazardous Waste

Given our business nature, the Group does not directly produce hazardous waste throughout the operation.

Non-hazardous Waste

The non-hazardous wastes generated by the Group are mainly office waste including stationery, and paper from our operations, among which, recyclable wastes will be recycled for reuse and the non-recyclable office waste will be handled by the office building property management company. During the Reporting Period, approximately 94kg of the non-hazardous waste was generated by the Group.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Wastewater Discharge

The Group's operations do not consume a significant amount of water.

During the Reporting Period, there were no non-compliance cases reported in relation to discharge into water and land, and generation of waste within the Group.

3.7 Use of Resources

As natural resources are depleted, sustainability becomes essential throughout the entire process of business, the Group is working to optimise and reduce the overall amount of natural resources we consume. In line with relevant regulations on energy conservation and emission reduction, we continuously drove energy savings and consumption reductions in daily resource use such as water, electricity, and consumables, built awareness of saving electricity and water.

Water Consumption

The Group takes a cautious approach to water stewardship, seeking to maximise efficiency and reduce water consumption. We strive to engage all employees to develop a habit of conserving water consciously. The utility facilities are maintained regularly for service to ensure that water seepage or leaking pipelines are replaced or repaired on a timely basis.

Packaging Material

Given our business nature, the Group does not have manufacturing facilities and does not consume significant amount of packaging materials by our operation. However, we encourage our suppliers to use less packaging material.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Environmental Performance

As mentioned before, the Group has replaced its gasoline-powered vehicles with electric vehicles (EVs) as part of our eco-friendly initiatives. This initiative has delivered measurable environmental benefits in the short term. In accordance with the ESG Reporting Guide set out by HKEX, our environmental performance of "Energy and Resources Use" during the Reporting Period are tabulated below.

Table 3-5: Energy and Resources Use

	Unit	FY2025	FY2025 Intensity
Electricity	kWh	24,699	931
Purchased Gas	kg		
Unleaded Petrol	L	0	0
Diesel	L	0	0
Paper	kg	47	1
Water	m ³	727	15
Total Energy Consumption	kWh	24,699	931

During the Reporting Period, there were no non-compliance cases reported in relation to use of resources within the Group.

4. OUR PEOPLE

4.1 Occupational Health and Safety

We are committed to providing and maintaining a safe, healthy, and hygienic workplaces for all employees, and all other persons likely to be affected by our operations and activities. Health and safety standards are given prime consideration in our operations, and regulatory compliance is strictly upheld. The goals of our Occupational Safety and Health ("OSH") policy are highlighted as below:

- Pursuit of a healthy, comfortable and safe working environment for our employees;
- Commitment of appropriate resources and leadership to the OSH management system;
- The OSH management system aims at identification, prevention and management of risks and hazards throughout the workplaces as well as follow-up actions for accidents or personal injuries;
- The OSH management system defines appropriate objectives and targets on a regular basis;
- Zero tolerance of accidents and injuries;
- Promotion of a safety culture among employees;



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

- Regular review of the performance of various OSH measures so that their effectiveness and reliability can be maintained;
- Compliance with applicable laws and regulations in relation to occupational safety and health. In line with the goals of our OSH policy, the following appropriate measures are adopted.
- Formulation of emergency response plans, risk assessment and accident investigation mechanism so as to ensure legal compliance with OSH;
- Organization of fire drills and emergency evacuation simulations to raise the employees' awareness of fire prevention and to equip employees with appropriate knowledge and skills in the event of emergency;
- Promotion of safety culture among employees;
- Organisation of induction programs and safety training programs to new employees such that they can be familiar with our corporate policies in relation to health and safety matters as quickly as they can;
- Provision of OSH training sessions to employees according to their roles and responsibilities to ensure awareness of job hazards and conformity to safety practices with respect to OSH;
- Provision of job-related training to existing staff-members to strengthen their professional knowledge and skills in daily operations and safety matters;
- Training courses and measures are reviewed and regularly reported to the management by the safety officer; and
- Prohibition of smoking and abuse of alcohol and drugs in workplaces.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

During the Reporting Period, the Group complied with the Occupational Safety and Health Ordinance, by ensuring that the employees are working in a safe environment in respect of health, hygiene, ventilation, fire evacuation plans, building structure and means of escape. During the Reporting Period, the Group did not record any accidents that resulted in death or serious physical injury. No material non-compliance with laws and regulations relevant to health and safety of employees were identified during the Reporting Period. Summary of work-related fatalities and injuries during the Reporting Period are shown in the table below.

Table 4-1: Health and Safety

	FY2025
No.of Work-Related Fatalities	0
Rate of Work-Related Fatalities	0
No.of Injuries at Work	0
Lost Days due to Injury at Work	0

4.2 Talent Attraction and Retention

The Group is committed to a people-oriented approach and regards talent as our core asset. Considering that every employee has unique talents and the potential to become a driving force for our corporate development and long-term growth, the Group supports the development of competencies of our employees while proactively managing our talent pipeline and career development for them.

The Group is determined to uphold an open, fair, just and reasonable recruitment and human resource policies, with respect to equal opportunities, diversity and anti-discrimination. We encourage differences and individuality in employees, with the philosophy that diversity can bring new ideas, dynamics and challenges to our operations. We discourage all forms of discrimination on gender, age, family status, sexual orientation, disability, race and religion. Our employment policy encourages hiring of talented people with physical or mental disabilities. We are committed to supporting our employees to maintain a family-friendly work environment because we respect their roles and responsibilities in their families. We strive to make sure employees and business partners comply with laws and regulations, follow ethical business practices and respect equal opportunity in employment. We bring in new recruits and equip them with necessary skill sets to develop a long-term rewarding career with us.

In order to attract and retain our employees, the Group offers competitive wages, medical insurance, disability and invalidity coverage, maternity leave and other compensation to our employees. The Group decides the remunerations payable to its staff based on their duties, work experience and the prevailing market practices. Apart from basic remuneration, share options may be granted to eligible employees by reference to the performance of the Group and individual employees. We are committed to nurturing skills and capabilities in order to unlock the best in our employees, and therefore drive creativity and innovation that will contribute to our long-term sustainable growth.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

During the Reporting Period, we strictly observed the applicable laws and regulations and follow our employment policies relating to recruitment and promotion, compensation and dismissal, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare, by providing competitive remuneration package, including internal promotion opportunities and performance-based bonus, so as to recruit and retain experienced employees.

4.3 Talent Development

The Group envisions that empowering its people through development and training is the cornerstone of our success in the long-run. The Group listens and responds to our people, striving to create an environment of continuous learning, to facilitate development of careers and to provide knowledge and skills for better fulfillment of roles and responsibilities. Our training programme are designed not only to enhance the sustainable development of the Group and to provide skill set required for the operation, but also for the benefit of society as a whole wherever possible.

During the Reporting Period, the Group organized a variety of development and training sessions for employees including induction training, technical skills training, thematic courses such as anti-corruption, and pre-post training as summarised in the table below. On average, each employee received 77.9 hours of development and training.

Table 4-2: Employee Development and Training

	Unit	FY2025
Average hours of training received per employee	hours	77.9
Average hours of training per employee by employment level		
Senior Staff	hours	43.9
General Staff	hours	84.7
Average hours of training per employee by gender		
Male	hours	71.9
Female	hours	84.0
Percentage of employees trained by employment level		
Senior Staff	%	100
General Staff	%	100
Percentage of employees trained by gender		
Male	%	100
Female	%	100



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Group pays full attention to the relevant regulatory changes and work closely with different departments to determine the continuous professional training required for relevant employees and directors to update their knowledge and skills to maintain their professional competence. Latest applicable laws, rules and regulations are circulated with employees and directors from time to time. Implementation of safety training and comprehensive risk assessments are also one of the most important tasks in the Group. Details of the development and training programs are summarized as below.

Table 4-3: Development and Training Programs

Orientation Programs	Orientation programs are organised for new joiners by introducing the history and corporate culture of the Group, as well as functions of respective departments, aiming at helping them adapt to the new work environment affirmatively and quickly.
Continuous Professional Training	Continuous training is committed in different ways including internal training programs, comprehensive training for specific skill development, and courses for continuous professional development for relevant employees so as to ensure that they possess the appropriate qualities and skill-sets.
Thematic Training	<p>Directors and senior management are encouraged to take part in professional thematic training and seminars including occupational safety, corporate governance, business development and strategy.</p> <p>Employees from respective departments are encouraged to take part in thematic courses to strengthen and refresh their knowledge, management skills, including various topics stipulated in different ordinances, rules and guidelines.</p>

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

4.4 Our Workforce

Hong Kong

In Hong Kong, the Group complied with the Labour Law of Hong Kong and relevant employment laws and regulations during the Reporting Period, including the Mandatory Provident Fund Schemes Ordinance by participating in the Mandatory Provident Fund retirement benefit scheme for our eligible employees, Minimum Wage Ordinance, Employment Ordinance and Employee's Compensation Ordinance by offering competitive wages, medical insurance, maternity leave and other compensation to our employees.

Mainland China

In Mainland China, we participated, during the Reporting Period, in welfare schemes concerning pension insurance, unemployment insurance, maternity insurance, occupational injury insurance and medical insurance in accordance with the local regulations including the Regulations on the Administration of Housing Provident Funds, Social Insurance Law and Labour Law of Mainland China.

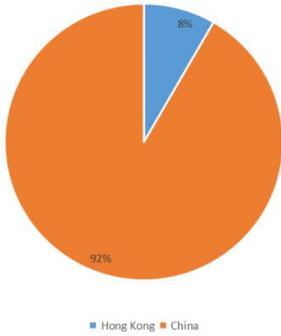
As at December 31, 2025, the Group had 48 full-time employees, of which 8% was based in Hong Kong and 92% was based in Mainland China. During the Reporting Period, the Group was not aware of any material non-compliance with laws and regulations in respect of human resources. We strictly prohibit discrimination, harassment and bullying at all workplaces. In accordance with the ESG Reporting Guide set out by the HKEX, details of the Group's workforce during the Reporting Period are tabulated as well as presented in charts below.

Table 4-4: Our Workforce

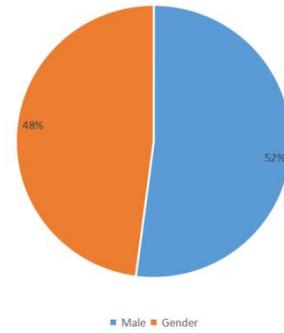
	FY2025
Total Number of Full-Time Employees	48
Total Number of Part-Time Employees	0
Turnover Rate by Gender	
Male	8.3%
Female	10.4%
Turnover Rate by Age	
Under 30 years old	2.1%
30 -50 years old	16.7%
Over 50 years old	0%

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

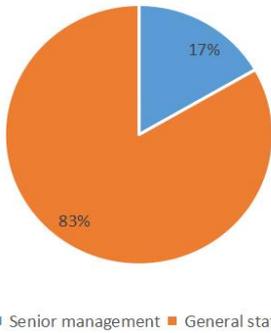
Total Workforce by Region as of 31 December 2025



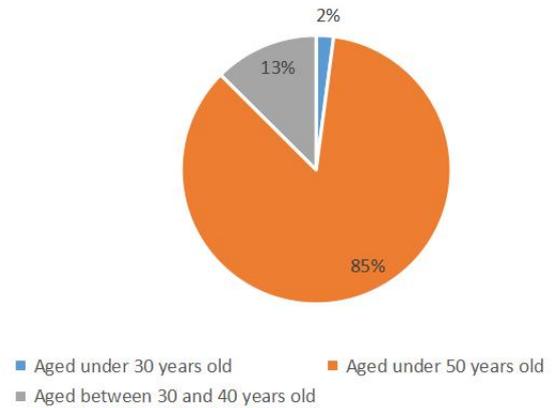
Total Workforce by Gender as of 31 December 2025



Total Workforce by Employment Level as of 31 December 2025



Total Workforce by Age Group as of 31 December 2025





ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

4.5 Labour Standards

The Group strictly prohibits the employment of any child labour and forced labour in any form, being fully aware that exploitation of child and forced labour violates human rights and international labour conventions. All candidates applying to a position in the Group are required to present their identity documents for inspection and ascertaining their identities, ages and validity of employment status. Recruiters strictly review the entry documents including identity cards, academic certificates and medical examination certificates (whenever feasible).

During the Reporting Period, the Group strictly complied with the relevant laws and regulations, including the Labour Law and Employment Ordinance of Hong Kong, the "Labour Law of the PRC", the "Labour Contract Law of the PRC", "Law of the People's Republic of China on Employment Promotion", "Regulations on the Administration of Housing Provident Funds" and the "Social Insurance Law, Prohibition of Child Labour, Prohibition of Forced Labour and Prisoners Labour Policy and Procedures of the PRC. In the event that any irregularities in ages, identities and/or validities of employment status is subsequently found, employment with all such concerned candidates will be immediately terminated, and the Group will report such incident to the relevant authorities as soon as practicable. No non-compliance case was reported in relation to labour laws and regulations during the Reporting Period.

5. OPERATING RESPONSIBLY

We are aware that managing our business responsibly is the core to delivering sustainable financial performance as well as value to our investors, clients, employees and communities in the long run. Our goal is to be a leading responsible corporate in the Asia-Pacific region. We have an unwavering commitment to sound corporate governance, a strong culture of ethics and integrity and responsible operation.

5.1 Supply Chain Management

The Group understands that the supply chain management is always one of the key aspects of the Group's operation. Our supply chain management team not only considers economic and commercial benefits during the tendering processes, but also evaluates the suppliers' and contractors' track record with respect to legal and regulatory compliance which include environmental, social and governance aspects.

We developed a vendor and supplier selection mechanism based on potential vendors' compliance with all applicable laws and regulations in relation to the safety, environment, forced labour, child labour and other social aspects. Products and services with environmentally friendly and socially responsible features will be given a higher technical score during our assessment process. Green procurement is one of our main strategies in supply chain management. We look for suppliers with outstanding environmental performance.

We believe that, through the above review process, we can minimise the potential environmental and social risks associated with the supply chain management. During the Reporting Period, suppliers of the Group were all located in the region where we operated. No complaint was received from the suppliers and there was no disputed debts or unsettled debts and all the debts are settled on or before due dates or a latest date as mutually agreed.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

5.2 Product Responsibility

We are committed to the highest standards of services we deliver, maintaining continuous communication with our clients to ensure that we understand and fulfil their needs and expectations. Furthermore, we keep track of emerging trends and continue to develop and optimise services that offer the best plans to our clients.

During the Reporting Period, our operation in Hong Kong complied with relevant laws and regulations, for instances, the Trade Description Ordinance and in Mainland China such as the Consumer Protection Law, Advertising Law and Product Quality Law, by ensuring that there are no false and misleading message in our advertisements and promotion activities. During the Reporting Period, the Group did not identify any material non-compliance of the laws and regulations related to the quality of products and services.

5.3 Privacy Protection

The Group emphasises the importance of protecting our clients' personal data against unauthorised access, use or loss and we adhere to the Personal Data (Privacy) Ordinance when collecting, processing and using clients' personal data. To safeguard clients' privacy, the Group takes practicable steps to ensure the clients' data are securely stored and the use of data is limited to or related to the original collection purpose. The Group respects privacy rights of its stakeholders with utmost importance.

The Group sets out data privacy requirements in our corporate policies, under which client and supplier data would be used exclusively for matters relating to the Group's operation only. We strive to ensure all collected data kept is free of unauthorised or accidental access, processing, erasure or other use.

There were no non-compliance cases noted in relation to our data privacy and no material complaints received regarding our services that would have significant impact during the Reporting Period.

5.4 Anti-Corruption

The Group is committed to upholding a high standard of business ethics and prohibition of any forms of bribery and corrupt practices. The Group has developed a series of policies and compiled code-of-conduct with respect to anti-fraud and anti-bribery, which apply to all staff-members. In general, we require our employees to declare any conflict of interest, to avoid any possible such conflict with sub-contractors or suppliers, organizing seminars in relation to anti-corruption and avoidance of conflict of interest for our employees. We also encourage our business-related parties, including suppliers to observe those principles of the policies and to proactively report any suspected misconduct issues to the Group. Meanwhile, employees are encouraged to report any concern in relation to accounting controls and audit matters to the Audit Committee which will review each complaint and decide how the investigation should be conducted.

During the Reporting Period, the Group observed with related laws and regulations that have a significant impact on the Group relating to bribery, extortion, fraud and money laundering, such as the Prevention of Bribery Ordinance of Hong Kong an Criminal Law and the Regulation for Suppression of Corruption of Mainland China. No cases of anti-corruption were concluded whereas the Audit Committee identified no complaint from employees during the Reporting Period.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

5.5 Whistle-Blowing

In order to encourage our employees to report illegality, irregularity, malpractice, unethical acts or behaviors, inappropriate conducts or actions, which may damage the Group's interests, we established whistle-blowing policy and implement procedures for our employees to report improprieties via a confidential reporting channel to the extent that is made possible to all employees. The policy aims to encourage our employees to report behaviour that is not in line with the principles of ethics and the Group's policy such as events that are non-compliant with the Group's policy, laws, rules, regulations, general practice of financial reporting and internal control.

The Group is committed to addressing the "whistle-blowers" concerns in a fair and reasonable manner and to handling the reports with due care and conducting a comprehensive and independent investigation for each reasonably established report. All "whistle-blowers" who report in good faith are reasonably protected from retaliation or adverse consequence of their employment regardless of whether the allegation is substantiated.

The whistle-blowing policy and its procedures, which apply to all levels of the members of the Group, have been documented in the employee handbook and have been circulated among employees for their reference.

5.6 Protection of Intellectual Property Rights

The Group is committed to compliance with relevant laws and regulations in relation to intellectual property right ("IP rights") by valuing and protecting its intellectual properties through patent fees and periodic trademark renewals. In order to prevent infringement and enhance copyright protection, a copyright compliance policy is in place covering the area of installation of computer software, making copies of copyright works or publication and use of internet information.

5.7 Customer Relationship Management

Realising that our client needs and expectations should be well addressed, the Group highly values the level of satisfaction of clients and their feedback. Regular communication channels and feedback systems, such as telephone hotline, emails and websites, are in place to collect information on satisfaction and suggestions for improvement from our diverse portfolio of clients.

The Group consolidated and comprehensively analysed the clients' feedback in order to identify the issues. Follow-up actions, including internal evaluation and modification of training programs for employees, will be taken to address the issues identified and to continuously improve our service delivered. Feedback will additionally be provided to the clients in a timely manner.

There were no cases of product recall nor complaints received against our services due to health and safety issues during the Reporting Period.



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Table 5-1: Product Recalls and Complaints

	FY2025
Percentage of complaints received about the products related to health and safety issues	n/a

6. COMMUNITY INVESTMENTS

Since its establishment, the Group has consistently adhered to the philosophy of "serving society with creativity" and integrated corporate social responsibility into its development strategy and daily operations. We deeply understand that an enterprise is not only a commercial entity but also an essential component of the community. Over the years, the Group has rooted itself in Wuxi, deeply cultivated the local market, and utilized its professional advantages in brand planning, event execution, and cultural communication to continuously carry out various forms of social public welfare activities, earnestly fulfilling its duties as a corporate citizen and delivering the power of goodwill.

I. Focusing on the Elderly and Enriching the Spiritual and Cultural Life of the Community

On October 30, 2025, the Group successfully hosted the "Silver Age Radiance, Colorful Xishan (锡山)" artistic performance, vividly outlining the vibrant and happy life of retirees from enterprises and public institutions in Xishan District. With the core goal of fostering a community where the elderly can "learn and enjoy in their later years," this event brought together multiple elderly artistic groups from the community. Through programs such as singing, dancing, opera, and instrumental performances, it fully demonstrated the positive spiritual outlook and rich later life of the retirees.

To ensure the effectiveness of the event, we not only meticulously planned the stage presentation of the performance but also deeply integrated public welfare services into it:

- **Simultaneous Launch of the "First Aid Mutual Assistance Promotion Season":** Leveraging the high popularity of the artistic performance, we collaborated with local medical institutions and volunteer teams to conduct on-site first aid knowledge lectures and skill demonstrations, enhancing the self-rescue and mutual rescue capabilities of the elderly in the community.
- **Establishment of a Volunteer Consultation Service Zone:** We organized volunteers to provide convenient services for elderly friends, such as health consultations, policy explanations, and guidance on using smartphones. Over 200 copies of various promotional materials were distributed, putting our care into tangible practice.

This performance attracted hundreds of community residents to watch on-site, received coverage from multiple local media outlets, and won widespread social praise. Through a warm and meaningful cultural event, we not only built a stage for retirees to showcase their talents but also brought the concepts of health, safety, and mutual assistance into the community, genuinely enhancing the sense of gain and happiness among the elderly.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

II. Leveraging Expertise in Cultural Creativity to Drive the In-depth Development of Social Responsibilities

The "Silver Age Radiance, Colorful Xishan" artistic performance is a microcosm of Orange Tour Cultural's practice of social responsibility. As a professional company deeply engaged in brand creativity and cultural event planning, we are always committed to:

Empowering Public Welfare with Creativity: Applying our professional planning, visual design, and multimedia presentation capabilities to public welfare projects to enhance the attractiveness and influence of events, making public welfare concepts easier to spread and accept.

Closely Connecting with Community Needs: Actively listening to the actual needs of community residents—especially the elderly, youth, and disadvantaged groups—and designing targeted public welfare projects to ensure corporate resources precisely address community pain points.

Advocating an All-Staff Volunteer Spirit: Encouraging employees to actively participate in volunteer services, integrating public welfare activities as an important part of team building and corporate culture, and creating an internal atmosphere where "everyone leans toward the good".



III. Continuously Fulfilling Commitments and Being a Warm Listed Company

This artistic performance is merely one milestone in Orange Tour Cultural's long-term dedication to social public welfare. Looking ahead, the Group will continue to adhere to a development path that emphasizes both commercial and social value, further increase its investment in social public welfare, and explore the innovative model of "cultural creativity + public welfare". With richer creativity and more solid actions, we will give back to the community, serve society, and contribute the power of Orange Tour to the construction of a harmonious society.

In line with our commitment to business in community, the Group continued to demonstrate our love and care to the community. During the Reporting Period, with the support of the local government, Going forward, the Group will continue to foster the culture of active support to our community, encouraging our staff members to be actively engaged in voluntary services and join hands together to disseminate the spirit of services in the community where we all depend on.



DIRECTORS' REPORT

The Directors present their report together with the audited consolidated financial statements of the Group for FY2025.

PRINCIPAL ACTIVITIES

The Company is an investment holding company, and its subsidiaries are providing the event management services and design and production services in the PRC. Details of the principal activities of its subsidiaries are set out in Note 25 to the consolidated financial statements.

BUSINESS REVIEW AND OUTLOOK

The business review and outlook of the Group for the year are set out in the section headed "Chairman's Statement" and "Management Discussion and Analysis" of this annual report.

RESULTS AND DIVIDEND

The results of the Group for FY2025 are set out in the consolidated statement of comprehensive income. The state of affairs of the Group and the Company as at 31 December 2025 are set out in the consolidated statement of financial position and Note 34 to the consolidated financial statements respectively. The Directors do not recommend the payment of a final dividend for FY2025.

CLOSURE OF THE REGISTER OF MEMBERS

The forthcoming annual general meeting is scheduled to be held on Thursday, 28 May 2026 (the "2026 AGM"). For determining the entitlement to attend and vote at the 2026 AGM, the register of members of the Company will be closed from Friday, 22 May 2026 to Thursday, 28 May 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to attend and vote at the 2026 AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the company in Hong Kong, Computer share Hong Kong Investor Services Limited, Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 21 May 2026. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the 2026 AGM will be Thursday, 28 May 2026.

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the past five financial years is set out in the section headed "Financial Summary" of this annual report. This summary does not form part of the audited consolidated financial statements of the Group.

PROPERTY, PLANT AND EQUIPMENT

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

SHARE CAPITAL

Details of movements in the Company's share capital during the year, together with the reasons thereof, are set out in Note 23 to the consolidated financial statements.

RESERVES

Details of movements in the reserves of the Group and the Company during the year are set out in consolidated statement of changes in equity and Note 34 to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2025, there was no Company's reserves available for distribution to equity shareholders in accordance with its memorandum and articles of association.

SHARE OPTION SCHEMES

The Company conditionally adopted a share option scheme on 21 October 2019 (the "**Scheme**"). The terms of the Scheme are in accordance with the GEM Listing Rules and other relevant rules and regulations. Further details of the Scheme are set out in the section headed "Statutory and General Information – D. Share Option Scheme" in Appendix IV to the Prospectus.

As at 31 December 2025, no share option was granted, exercised, expired or lapsed and there is no outstanding share option under the Scheme.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the memorandum and articles of association of the Company or the laws of the Cayman Islands, being the jurisdiction in which the Company is incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

DONATION

During FY2025, the Group did not make any charitable donations.

RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

Details of the significant related party transactions entered into by the Group for FY2025 are set out in Note 27 to the consolidated financial statements. To the best knowledge of the Directors, none of these related party transactions constitutes connected transactions that need to be disclosed under the GEM Listing Rules



DIRECTORS' REPORT

MAJOR CUSTOMERS AND SUPPLIERS

During FY2025, the percentage of the Group's revenue amount attributable to the Group's largest customer was approximately 25.3% of the Group's total revenue, while the percentage of the Group's total revenue attributable to the five largest customers in aggregate was approximately 63.2%. During FY2025, the percentage of the Group's project costs attributable to the Group's largest supplier was approximately 33.0% of the Group's total project costs, while the percentage of the Group's total project costs attributable to the five largest suppliers in aggregate was approximately 80.8%.

None of the Directors of the Company, or any of their close associates or shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) has any beneficial interest in the Group's five largest customers or suppliers.

BOARD OF DIRECTORS

The Board during the year and up to date of this report were as follows.

Executive Directors

Mr. Zhou Yang (Chairman)

Ms. Song Ruiqing (Chief Executive Officer)

Independent Non-executive Directors

Dr. Wong Kin Yip

Mr. Ho Yau Kwok (resigned on 30 January 2026)

Mr. Yip Koon Shing (resigned on 31 December 2025)

Ms. Xu Yiyun (appointed on 30 January 2026)

Mr. Fan Li (appointed on 31 December 2025)

Mr. Yip Koon Shing has resigned as independent non-executive Director with effect from 31 December 2025. Mr. Ho Yau Kwok has resigned as independent non-executive Director with effect from 30 January 2026. The reasons for aforesaid resignations were due to their respective other personal and business commitments. The Board expressed its gratitude to the resigned Directors for their valuable contribution to the Company during their terms of office.

In compliance with Rule 3.09D of the Listing Rules, (i) Mr. Fan Li was appointed as an independent non-executive Director on 31 December 2025, obtained the legal advice referred to in Rule 3.09D of the Listing Rules on 31 December 2025, and he has confirmed that he understood his obligations as a director of a listed issuer; and (ii) Ms. Xu Yiyun who were appointed as an independent non-executive Director on 30 January 2026, obtained the legal advice referred to in Rule 3.09D of the Listing Rules on 30 January 2026, and she has confirmed that she understood her obligations as a director of a listed issuer.

In accordance with the memorandum and articles of association of the Company, at each annual general meeting one third of the Directors for the time being shall retire from office by rotation that every Director shall be subject to retirement by rotation at least once every three years. Such retiring Directors may, being eligible, offer themselves for re-election at the annual general meeting. All Directors appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of shareholders after their appointment and be subject to re-election at such meeting and all Directors appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting.



DIRECTORS' REPORT

PERMITTED INDEMNITY PROVISION

Pursuant to the memorandum and articles of association of the Company, the applicable laws and regulations, every Director shall be indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in the execution of their duties in their offices.

Such provision was in force during FY2025 and remained in force as of the date of this annual report. The Company has taken out and maintained Directors' and officers' liabilities insurance throughout the year, which provides appropriate cover for the Directors.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out in the section headed "Biographical Details of the Directors and senior management" of this annual report.

DIRECTORS' SERVICE CONTRACTS

None of the Directors has a service contract with the Company or any of its subsidiaries which is not terminable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTEREST IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as the related party transactions disclosed in Note 27 to the consolidated financial statements, no Director or a connected entity of a director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Company, its holding company, or any of its subsidiaries was a party for FY2025.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as disclosed in the section "Directors' Report – Related Party Transaction and Connected Transactions" above and in the section headed "Relationship with our Controlling Shareholders" to the Prospectus, neither the Company nor any of its subsidiaries had entered into any contract of significance with the Company's Controlling Shareholders or their subsidiaries, or any contract of significance for the provision of services to the Company or any of its subsidiaries by the Company's Controlling Shareholders or their subsidiaries, during the year.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed under the paragraph headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" and the "Share Option Schemes" disclosures, at no time during the year were rights to acquire benefits by means of the acquisition of shares in the Company granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, or the Company's subsidiary or holding company or a subsidiary of the Company's holding company a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.



DIRECTORS' REPORT

NON-COMPETITION UNDERTAKINGS

In order to avoid any possible future competition between the Group and the Controlling Shareholders (each a "**Covenantor**" and collectively the "**Covenantors**") have entered into the deed of non-competition (the "**Deed of Non-competition**") with the Company (for itself and for the benefit of each other member of the Group) on 21 October 2019. Pursuant to the Deed of Non-competition, each of the Covenantors has irrevocably and unconditionally undertaken to the Company (for itself and as trustee for its subsidiaries) that, during the period that the Deed of Non-competition remains effective, he/it shall not, and shall procure that his/its associates (other than any member of the Group) not to develop, acquire, invest in, participate in, carry on or be engaged, concerned or interested or otherwise be involved, whether directly or indirectly, in the core business that is in competition with or likely to be in competition with the existing business activity of any member of the Group.

Each of the Covenantors further undertakes that if any of he/she/it or his/its associates other than any member of the Group is offered or becomes aware of any business opportunity which may compete directly or indirectly with the core Business of the Group, he/she/it shall (and he/she/it shall procure his/its associates to) notify the Group in writing and the Group shall have a right of first refusal of take up such business opportunity. The Group shall, within six months after receipt of the written notice (or such longer period if the Group is required to complete any approval procedures as set out under the GEM Listing Rules from time to time), notify the Covenantor(s) whether the Group will exercise the right of first refusal or not. The Group shall only exercise the right of first refusal upon the approval of all the independent non-executive Directors (who do not have any interest in such opportunity) and approval by the Board/or shareholders as required under relevant laws and regulations and in accordance with the articles of association of the Company in effect at the relevant time. The relevant Covenantor(s) and the other conflicting Directors (if any) shall abstain from participating in and voting at and shall not be counted as quorum at all meetings of the Board where there is a conflict of interest or potential conflict of interest including but not limited to the relevant meeting of the independent non-executive Directors for considering whether or not to exercise the right of first refusal. During the year, the Company had not received any information in writing from any of the Controlling Shareholders in respect of any new business opportunity which competed or might compete with the existing and future business of the Group which were offered to or came to the knowledge of the Controlling Shareholders or their associates (other than any member of the Group), and the Company has received an annual written confirmation from each Controlling Shareholder of the Company in respect of him/her/it or his/her/its associates in compliance with the Deed of Non-competition. The independent non-executive Directors have also reviewed and were satisfied that each of the Controlling Shareholders of the Company had complied with the Deed of Non-competition.

COMPETITION AND CONFLICT OF INTERESTS

None of the Directors or the Controlling Shareholders of the Company or their respective close associates has engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group or has or may have any other conflict of interests with the Group for FY2025.



DIRECTORS' REPORT

EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS AND SENIOR MANAGEMENT

Details of the emoluments of the Directors and five highest paid individuals are set out in Note 10 to the consolidated financial statements. The emolument of the five highest paid individuals who are not the Directors of the Company for FY2025 are set out in Note 10(b) to the consolidated financial statements.

The emoluments of the senior management (excluding the Directors) of the Group for FY2025 falls within the following band:

Emolument Band	Number of Senior Management
Nil to HK\$1,000,000	2

EMOLUMENT POLICY

A remuneration committee of the Company (the "**Remuneration Committee**") is set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance and comparable market practices.

The Remuneration committee will meet at least once for each year to discuss remuneration related matters (including the remuneration of Directors and senior management) and review the emolument policy of the Group. It has been decided that Remuneration committee would determine, with delegated responsibility the remuneration packages of individual Directors and senior management.

RETIREMENT BENEFITS PLANS

Details of retirement benefits plans are set out in Note 4.7 to the consolidated financial statements.

MANAGEMENT CONTRACTS

Save for the service agreements, no other contracts concerning the management and/or administration of the whole and any substantial part of the business of the Company were entered into or existed for FY2025.



DIRECTORS' REPORT

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

As at 31 December 2025, the interests or short positions of each of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of Securities and Future Ordinance (the "SFO")) which are 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), or which are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or which are required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, are as follows:

Long positions in shares of the Company

Name of Director/ chief executive	Capacity/Nature of interest	Number of shares held/interested	Approximate percentage of shareholding
Mr. Zhou ^(Note)	Interest in a controlled corporation	420,000,000	52.50%
Ms. Song ^(Note)	Interest in a controlled corporation/ Interest of spouse	420,000,000	52.50%

Note: Mr. Zhou and Ms. Song own 51% and 49% of the issued share capital of QY Investment Holding Limited ("QY"). Therefore, each of Mr. Zhou and Ms. Song is deemed, or taken to be, interested in all shares of the Company held by QY for the purpose of the SFO. Mr. Zhou and Ms. Song are the directors of QY.

Save as disclosed above, as at 31 December 2025, none of the Directors and chief executives of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have 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 recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

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

As at 31 December 2025, the following persons/entities (other than the Directors and chief executives of the Company) had or were deemed to have an interest or a short position in the shares or the underlying shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under Section 336 of the SFO, or who were directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group:



DIRECTORS' REPORT

Long positions in the shares of the Company

Name	Capacity/Nature of interest	Number of shares held/interested	Approximate percentage of shareholding
QY	Beneficial owner	420,000,000	52.50%
Carbon Nentral Technology (Asia) Investment Holding Group Limited (Carbon) ^(Note 1)	Beneficial owner	81,000,000	10.13%
Mr. Zhang Shi Fang ("Mr. Zhang") ^(Note 1)	Interest in controlled corporation	81,000,000	10.13%

Notes:

1. Mr. Zhang beneficially owns the entire issued share capital of Carbon. Therefore Mr. Zhang deemed, or taken to be, interested in all the shares of the Company held by Carbon for the purpose of the SFO. Mr. Zhang is the sole director of Carbon.

Save as disclosed above, as at 31 December 2025, the Company had not been notified by any persons (other than Directors or chief executive of the Company) who had interest or short positions in the shares or underlying shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required, pursuant to Section 336 of the SFO, to be recorded in the register referred to therein.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares for FY2025.

CORPORATE GOVERNANCE

Details of the Company's corporate governance practices are set out in the section headed "Corporate Governance Report" of this annual report.

EQUITY-LINKED AGREEMENTS

There was no equity-linked agreement entered into by the Company for FY2025.



DIRECTORS' REPORT

SUFFICIENCY OF PUBLIC FLOAT

To the best knowledge of the Directors and based on information that is publicly available to the Company, at least 25% of the Company's issued capital were held by public as at the date of this annual report.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors an annual written confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules and the Company considers all the independent non-executive Directors to be independent.

INDEPENDENT AUDITOR

The consolidated financial statements of the Group for FY2025 were audited by Moore CPA Limited. A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint Moore CPA Limited as auditor of the Company.

ON BEHALF OF THE BOARD
**Orange Tour Cultural Holding
Limited**
Zhou Yang
Chairman and Executive Director

Hong Kong, 27 March 2026



CORPORATE GOVERNANCE REPORT

INTRODUCTION

The Board and the management of the Company are committed to the maintenance of good corporate governance practices and procedures. The Company believes that good corporate governance provides a framework that is essential for effective management, a healthy corporate culture, successful business growth and enhancing shareholders' value. The corporate governance principles of the Company emphasise a quality Board, sound internal controls, and transparency and accountability to all shareholders.

CORPORATE GOVERNANCE PRACTICE

The Company acknowledges the need and importance of corporate governance as one of the key elements in creating shareholders' value. The Company is also committed to achieving high standard of corporate governance that can protect and promote the interests of all shareholders and to enhance corporate value and accountability of the Company. For corporate governance purpose, the Company has adopted the Corporate Governance Code (the "**CG Code** ") set out in Appendix C1 of the GEM Listing Rules since Listing Date up to the date of this annual report. To the best knowledge of the Board, the Company has complied with all the applicable code provisions set out in the CG Code, save for Code provision C.5.1.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealing, as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for securities transactions by the Directors in respect of the shares of the Company (the "**Required Standard of Dealing**"). Having made specific enquiry of all Directors, all Directors have confirmed that they have complied with the Required Standard of Dealing and there was no event of non-compliance during FY2025.

DIRECTORS' RESPONSIBILITIES AND DELEGATION

The Board is responsible for leading and controlling the business operations of the Group. It formulates strategic directions, oversees the operations and monitors the financial performance of the Group. The management is delegated power and authority given by the Board for the day-to-day management and operations of the Group. The management is accountable to the Board for the Company's overall operation.

BOARD COMPOSITION

The Board currently comprises two executive Directors and three independent non-executive Directors and the Board is accountable to shareholders of the Company. The management and control of the business of the Company is vested in its Board. It is the duty of the Board to create value to the shareholders of the Company.

EXECUTIVE DIRECTORS

Mr. Zhou (Chairman)

Ms. Song (Chief Executive Officer)



CORPORATE GOVERNANCE REPORT

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Xu Yiyun
Mr. Fan Li
Dr. Wong Kin Yip

Biographical details of the Directors are set out in section headed "Biographical Details of the Directors and Senior Management" of this annual report.

The proportion of which is higher than what is required by Rule 5.05A, 5.05(1) and (2) of the GEM Listing Rules whereby independent non-executive Directors of a listed issuer represent at least one-third of the board. The three independent non-executive Directors represent more than one-third of the Board and at least one of whom has appropriate professional qualifications, or accounting or related financial management expertise. With the various experience of both the executive Directors and the independent non-executive Directors and the nature of the Group's business, the Board considered that the Directors have a balance of skills and experience for the business of the Group.

The independent non-executive Directors play a significant role in the Board as they bring an impartial view on the Company's strategies, performance and control, as well as ensure that the interests of all shareholders are taken into account. All independent non-executive Directors possess appropriate academic, professional qualifications or related financial management experience. None of the independent non-executive Directors held any other offices in the Company or any of its subsidiaries or is interested in any shares of the Company.

The Company has received from each independent non-executive Director an annual confirmation of his independence, and the Company considers such Directors to be independent in accordance with the criteria set out in Rule 5.09 of the GEM Listing Rules.

BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy (the "**Board Diversity Policy**") for FY2025 and up to the date of this corporate governance report, which sets out the basis to achieve diversity on the Board. Details of this Board Diversity Policy is disclosed as below.

Purpose

This Board Diversity Policy aims to set out the approach to achieve diversity on the Board.

Policy Statement

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. All Board appointments will be based on meritocracy, and candidates will be considered against selection criteria.

Selection Criteria

Selection of candidates will be based on a range of diversity perspectives, which would include but not be limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Board's composition will be disclosed in the annual report of the Company.



CORPORATE GOVERNANCE REPORT

MONITORING AND REVIEW OF THE BOARD DIVERSITY POLICY

- The Nomination Committee will monitor the implementation of the Board Diversity Policy.
- The Nomination Committee will from time to time review the Board Diversity Policy, as appropriate, to ensure the effectiveness of the policy.

NOMINATION POLICY

The Board has adopted a nomination policy (the "**Nomination Policy**") for FY2025 and up to the date of this corporate governance report, which sets out the approach to guide the Nomination Committee in relation to the selection, appointment and re-appointment of the Directors. Details of the Nomination Policy is disclosed as below.

PURPOSE

- This Nomination Policy aims to set out the approach to guide the Nomination Committee in relation to the selection, appointment and re-appointment of the Directors.
- This Nomination Policy aims to ensure that the Board has a balance of skills, experience, knowledge and diversity of perspectives appropriate to the requirements of the Company's business.

CRITERIA

The Nomination Committee will evaluate, select and recommend candidate(s) for directorships to the Board by giving due consideration to criteria including but not limited to (collectively, the "**Criteria**"):

- Diversity in aspects including but not limited to gender, age, experience, cultural and educational background, expertise, skills and know-how;
- Sufficient time to effectively carry out their duties; their services on other listed and non-listed companies should be limited to reasonable numbers;
- Qualifications, including accomplishment and experience in the relevant industries the Company's business is involved in;
- Independence;
- Reputation for integrity;
- Potential contributions that the individual(s) can bring to the Board; and
- Commitment to enhance and maximise shareholders' value.



CORPORATE GOVERNANCE REPORT

RE-ELECTION OF DIRECTOR AT GENERAL MEETING

- The Nomination Committee will evaluate and recommend retiring Director(s) to the Board for re-appointment by giving due consideration to the criteria including but not limited to:
 - (a) the overall contribution and service to the Company of the retiring director including his attendance of Board meetings and, where applicable, general meetings, and the level of participation and performance on the Board; and
 - (b) whether the retiring Director(s) continue(s) to satisfy the Criteria in section 2.
- The Nomination Committee and/or the Board shall then make recommendation to shareholders in respect of the proposed re-election of director at the general meeting.

NOMINATION PROCESS

The Nomination Committee will recommend to the Board for the appointment of a Director in accordance with the following procedures and process:

- (a) The Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;
- (b) The Nomination Committee may consult any source it deems appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from an independent agency firm and proposals from shareholders of the Company with due consideration given to the Criteria;
- (c) The Nomination Committee may adopt any process it deems appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third-party reference checks;
- (d) Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
- (e) The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment and the proposed remuneration package; and
- (f) The Board will have the final authority on determining the selection of nominees and all appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director (or any other similar filings requiring the relevant Director to acknowledge or accept the appointment as Director, as the case may be) to be filed with the Companies Registry of Hong Kong.

DIVIDEND POLICY

The Company has adopted a dividend policy, the objective of which is to allow shareholders of the Company to participate in the Company's profits whilst retaining adequate reserves to sustain the Group's future growth. In considering dividend payments, the Board aims to strike a balance between preserving sufficient capital to develop and operate the business of the Group and rewarding the shareholders of the Company.



CORPORATE GOVERNANCE REPORT

The principles and guidelines of the Company's dividend policy are as follows:

(1) Guiding Principle: The Board adopts the policy that, in recommending or declaring dividends, the Company shall maintain adequate cash reserves to meet its working capital requirements, support its liquidity needs, and fund its future growth while enhancing shareholder value.

(2) Flexibility and Dividend Ratio: In order to maintain the flexibility of the payment of dividends, the Company does not adopt a pre-determined dividend payout ratio, nor does it guarantee that dividends will be paid in any particular amount for any given financial period.

(3) Board's Discretion: The Board has absolute discretion as to whether to declare any dividend for any financial year and, if so, the amount and form of such dividend, subject to the applicable laws and regulations, and the articles of association of the Company in force from time to time (the "Articles").

(4) Factors for Consideration: In accordance with the Company's dividend policy, the Board will consider whether to recommend the payment of a dividend and determine the dividend amount taking into account, among others, the following factors of the Group:

- Financial results and earnings;
- Cash flow, cash requirements, and availability;
- The distributable reserves;
- Operations and liquidity requirements;
- Capital expenditure;
- General business conditions and strategies;
- The current and future development plans of the Company;
- Interests of the shareholders; and
- Any other factors that the Board may consider appropriate at the relevant time.

The Board will review the dividend policy of the Company from time to time and may, at its sole and absolute discretion, update, amend, or modify it as it deems fit and necessary.



CORPORATE GOVERNANCE REPORT

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Mr.Zhou Yang,Ms Song Ruiqing and Dr.Wong Kin Yip has entered into a service contract with the Company on 21 October 2019. The service contracts Mr.Zhou Yang,Ms Song Ruiqing and Dr.Wong Kin Yip Directors are for an initial fixed term of three years commencing from the Listing Date. Mr. Fan Li and Ms. Xu Yiyun has entered into a service contracts with the company on 31 December 2025 30 January 2026 respectively. The service contracts with Mr. Fan Li and Ms. Xu Yiyun are for an initial term of three years commencing from the appointment date. The service contracts are subject to termination in accordance with their respective terms. The service contracts may be renewed in accordance with the memorandum and articles of association of the Company and the applicable GEM Listing Rules.

According to the Article 108 of the memorandum and articles of association of the Company, one-third of the Directors for the time being shall retire from office by rotation at every annual general meeting of the Company, provided that every Director shall retire from office by rotation and are subject to re-election at annual general meeting at least once every three years. Article 112 of the memorandum and articles of association of the Company provides that any Directors who are appointed to fill casual vacancies shall hold office only until the next following general meeting after their appointment, and are subject to re-election by shareholders of the Company.

Mr.Zhou Yang,Ms Song Ruiqing,Ms. Xu Yiyun and Mr. Fan Li will retire from office at the forthcoming annual general meeting of the Company to be held on 28 May 2026. Mr.Zhou Yang,Ms Song Ruiqing,Ms. Xu Yiyun and Mr. Fan Li, being eligible, will offer themselves for re-election.

At the forthcoming annual general meeting of the Company, separate ordinary resolutions will be put forward to the shareholders of the Company in relation to the proposed re-election of Mr.Zhou Yang,Ms Song Ruiqing,Ms. Xu Yiyun and Mr. Fan Li.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to the code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

The role of Chairman remains separate from that of the chief executive officer to enhance their respective independence, accountability and responsibility. Mr. Zhou Yang is the Chairman of the Board. Ms. Song Ruiqing is the chief executive officer.

DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT

The Group acknowledges the importance of adequate and ample continuing professional development for the Directors for a sound and effective internal control system and corporate governance. In this regard, the Group has always encouraged the Directors to attend relevant training courses to receive the latest news and knowledge regarding corporate governance.

A training was provided for each new Director of the Company after his/her appointment, to ensure he/she would understand the operation and business of the Company and be fully aware of his/her responsibilities and obligations as a Director. During FY2025 and up to the date of this report, (i) the newly appointed Director Mr. Fan Li had obtained the legal advice referred to in Rule 5.02D of the GEM Listing Rules on 31 December 2025, and confirmed that he understood her obligations as a Director of the Company; and (ii) the newly appointed Director Ms. Xu Yiyun had obtained the legal advice referred to in Rule 5.02D of the GEM Listing Rules on 30 January 2026, and confirmed that she understood her obligations as a Director of the Company

During FY2025, the Company has provided and all Directors have attended training courses on the updates of the GEM Listing Rules concerning good corporate governance practices. The Company will, if necessary, provide timely and regular trainings to the Directors to ensure that they keep abreast with the current requirements under the GEM Listing Rules.



CORPORATE GOVERNANCE REPORT

BOARD COMMITTEES

The Board has established three Board committees, namely, the audit committee of the Company (the "**Audit Committee**"), the Remuneration Committee and the nomination committee of the Company (the "**Nomination Committee**"), for overseeing particular aspects of the Company's affairs. All Board committees have been established with defined written terms of reference, which are posted on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.otch.com.cn. All the Board committees responsibly report to the Board on their decisions or recommendations made.

The practices, procedures and arrangements in conducting meetings of Board committees follow in line with, so far as practicable, those of the Board meetings set out above.

All Board committees are provided with sufficient resources to perform their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstance, at the Company's expense.

The Board is responsible for performing the corporate governance duties set out in the CG Code which included developing and reviewing the Company's policies and practices on corporate governance, training and continuous professional development of Directors, and reviewing the Company's compliance with the code provision in the CG Code and disclosures in this annual report.

AUDIT COMMITTEE

The Audit Committee was established on 21 October 2019. The chairman of the Audit Committee is Ms. Xu Yiyun, the independent non-executive Director, and other members included Mr. Fan Li and Dr. Wong Kin Yip, the independent non-executive Directors. The written terms of reference of the Audit Committee are posted on the website of the Stock Exchange and on the Company's website.

The Company has complied with Rule 5.28 of the GEM Listing Rules in that at least one of the members of the Audit Committee (which must comprise a minimum of three members and must be chaired by an independent non-executive Director) is an independent non-executive Director who possesses appropriate professional qualifications or accounting related financial management expertise.

The primary duties of the Audit Committee are mainly to review the financial information and reporting process, internal control procedures and risk management system, audit plan and relationship with external auditor and arrangements to enable employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

During the year, the Audit Committee held two meetings to review and comment on the Company's financial results as well as the Company's internal control procedures and risk management system. The Group's consolidated financial statements for FY2025 have been reviewed by the Audit Committee. The Audit Committee is of the opinion that the consolidated financial statements of the Group for FY2025 comply with applicable accounting standards, the GEM Listing Rules and that adequate disclosures have been made.



CORPORATE GOVERNANCE REPORT

REMUNERATION COMMITTEE

The Remuneration Committee was established on 21 October 2019. The chairman of the Remuneration Committee is Mr. Fan Li, the independent non-executive Director, and other members includes Dr. Wong Kin Yip, the independent non-executive Director, and Ms. Song Ruiqing, the executive Director. The written terms of reference of the Remuneration Committee are posted on the website of the Stock Exchange and the Company's website.

The Remuneration Committee has been charged with the responsibility of making recommendations to the Board on the appropriate policy and structures for all aspects of Directors' and senior management's remuneration. The Remuneration Committee considers factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration. The Remuneration Committee has reviewed the remuneration packages and emoluments of Directors and senior management and considered that they are fair and reasonable during FY2025. No Director or any of his or her associates is involved in deciding his or her own remuneration.

NOMINATION COMMITTEE

The Nomination Committee was established on 21 October 2019. The chairman of the Nomination Committee is Mr. Zhou Yang, the Chairman and executive Director, and other members included Ms. Xu Yiyun and Mr. Fan Li, the independent non-executive Directors. The written terms of reference of the Nomination Committee are posted on the website of the Stock Exchange and on the Company's website.

The primary duties of the Nomination Committee are to review and assess the composition of the Board and independence of the independent non-executive Directors and makes recommendations to the Board on appointment of new Directors of the Company. In recommending candidates for appointment to the Board, the Nomination Committee considers candidates on merit against objective criteria and with due regards to the benefits of diversity on the Board.

In designing the Board's composition, Board diversity has been considered from a number of perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services and time to be devoted as a director. The Company will also take into account factors relating to its own business model and specific needs from time to time. The ultimate decision is based on merit and contribution that the selected candidates will bring to the Board.

BOARD AND GENERAL MEETING

The Board meets regularly for considering, reviewing and/or approving matters relating to, among others, the financial and operating performance, as well as, the overall strategies and policies of the Company. Additional meetings are held when significant events or important issues are required to be discussed and resolved.

AT LEAST FOUR REGULAR BOARD MEETINGS A YEAR

Code provision C.5.1 stipulates that regular Board meetings should be held at least four times a year at approximately quarterly intervals with active participation of majority of directors, either in person or through electronic means of communication. During FY2025, the Board held two meetings with active participation of majority Directors, either in person or through electronic means of communication. The Company does not announce its quarterly results and hence not consider the holding of quarterly meetings as necessary.

CORPORATE GOVERNANCE REPORT

ATTENDANCE RECORD OF DIRECTORS

Details of all Directors' attendance at the Board meeting and Board Committees' meeting held during FY2025 are as follows:

Name of Directors	Board Meeting	Audit Committee Meeting	Remuneration Nomination Meeting	Nomination Committee Meeting	2025 Annual General Meeting
Number of Meetings Attended/Held					
Executive Directors					
Mr.Zhou Yang	2/2	-	-	2/2	1/1
Ms.Song Ruiqing	2/2	-	2/2	-	1/1
Independent non-executive Directors					
Mr.Ho Yau Kwok (resigned on 30 January 2026)	2/2	2/2	-	2/2	1/1
Mr.Yip Koon Shing (resigned on 31 December 2025)	2/2	2/2	2/2	2/2	1/1
Dr.Wong Kin Yip	2/2	2/2	2/2	-	1/1
Ms. Xu Yiyun (appointed on 30 January 2026)	-	-	-	-	-
Mr. Fan Li (appointed on 31 December 2025)	-	-	-	-	-

COMPANY SECRETARY

The company secretary of the Company (the "**Company Secretary**") assists the Board by ensuring the Board policy and procedures are followed. The Company Secretary is also responsible for advising the Board on corporate governance matters.

The Company has engaged an external service provider, Mr. Yeung Yuk Hong ("**Mr. Yeung**"), as its company secretary. The selection, appointment or dismissal of the company secretary was approved by the Board. Mr. Yeung possesses the necessary qualification and experience, and is capable of performing the functions of the company secretary. Mr. Zhou, the executive Director, is the primary contact person who Mr. Yeung contacts.

For FY2025, Mr. Yeung undertook no less than 15 hours of relevant professional training to update his skill and knowledge. The biography of Mr. Yeung is set out in the section headed "Biographical Details of the Directors and Senior Management" of this annual report.



CORPORATE GOVERNANCE REPORT

INDEPENDENT AUDITOR'S REMUNERATION

During FY2025, the remuneration paid or payable to the external auditor of the Company, Moore CPA Limited, in respect of the audit service was as follows:

Services rendered	Remuneration paid/payable HK\$'000
Audit service - statutory audit service	700

SHAREHOLDERS' RIGHT

As one of the measures to safeguard shareholders' interest and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual Directors, for shareholders' consideration and voting. All resolutions put forward at shareholders' meeting will be voted by poll pursuant to the GEM Listing Rules and the poll voting results will be posted on the website of the Stock Exchange and the Company's website after the relevant shareholders' meeting.

Extraordinary general meeting may be convened by the Board on requisition of shareholders holding not less than one-tenth of the paid up capital of the Company or by such shareholders who made the requisition (the "**Requisitionists**") (as the case may be) pursuant to Article 64 of the memorandum and articles of association of the Company. Such requisition must state the object of business to be transacted at the meeting and must be signed by the Requisitionists and deposited at the registered office of the Company or the Company's principal place of business in the PRC. Shareholders should follow the requirements and procedures as set out in such Article for convening an extraordinary general meeting. Shareholders may put forward proposals with general meeting of the Company by sending the same to the Company at the principal office of the Company in the PRC.

For putting forward any enquiries to the Board, shareholders may send written enquiries to the Company. Shareholders may send their enquiries or requests in respect of their rights to the Company's principal place of business in the PRC.



CORPORATE GOVERNANCE REPORT

RISK MANAGEMENT AND INTERNAL CONTROL

The Directors acknowledge that they have overall responsibility for overseeing the Company's internal control, financial control and risk management system and shall monitor its effectiveness on an ongoing basis. A review of the effectiveness of the risk management and internal control systems has been conducted by the Board at least annually.

Aimed at providing reasonable assurance against material errors, losses or fraud, the Company has established a risk management procedure which comprised the following steps:

- identify risks: identify major and significant risks that could affect the achievement of goals of the Group;
- risk assessment: assess and evaluate the identified risk according to its likely impact and the likelihood of occurrence; and
- risk mitigation: develop effective control activities to mitigate the risks.

Risk identification and assessment is performed or updated annually, and the results of risk assessment, evaluation and mitigation of each functions or operation are documented in the risk registry to communicate to the Board and management for reviews.

The Group's risk management and internal control systems are, however, designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

A review on the internal control systems of the Company, including financial, operational and compliance controls and risk management functions has been carried out by an independent consultancy company with staff in possession of relevant expertise to conduct an independent review.

The Audit Committee reviewed the internal control review report issued by the independent consultancy company and the Company's risk management and internal control systems in respect of FY2025 and considered that they are effective and adequate. The Board assessed the effectiveness of internal control systems by considering the internal control review report and reviews performed by the Audit Committee and concurred the same.



CORPORATE GOVERNANCE REPORT

Under Code Provision C.2.5, the Group should have an internal audit function. The Company has no internal audit function because the Company has maintained an internal control system and its implementation has been considered effective by the Audit Committee and the Board. In addition, the Audit Committee has communicated with external auditor of the Company to understand if there is any material control deficiency. Nevertheless, the Company will review the need for one on an annual basis.

INSIDE INFORMATION POLICY

The Group has in place a policy on Disclosure of Inside Information which sets out the procedures and internal controls for handling and dissemination of inside information. The policy provides guidelines to the Directors, officers and all relevant employees of the Group to ensure proper safeguards exist to prevent the Company from breaching the statutory disclosure requirements. It also includes appropriate internal control and reporting systems to identify and assess potential inside information.

Key procedures in place include:

- Define the requirements of periodic financial and operational reporting to the Board and Company Secretary to enable them to assess inside information and make timely disclosures, if necessary;
- Controls the access to inside information by employees on a need-to-know basis, and safeguarding the confidentiality of the inside information before it is properly disclosed to public;
- Procedures of communicating with the Group's stakeholders, including shareholders, investors, analysts, etc. in ways which are in compliance with the GEM Listing Rules.

The Group has also established and implemented procedures to handle enquiries from external parties related to the market rumours and other Group's affairs.

To avoid uneven dissemination of inside information, the dissemination of inside information of the Company shall be conducted by publishing the relevant information on the Stock Exchange's website and the Company's website.



CORPORATE GOVERNANCE REPORT

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company adopted shareholders communication policy with objective of ensuring that the shareholders and potential investors are provided with ready, equal and timely access to balanced and understandable information about the Company.

The Company has established several channels to communicate with the shareholders as follows:

- (i) corporate communications such as annual reports, interim reports and circulars are issued in printed form and are available on the respective website of the Stock Exchange and the Company;
- (ii) periodic announcements are made through the Stock Exchange and published on the respective websites of the Stock Exchange and the Company;
- (iii) corporate information is made available on the Company's website;
- (iv) annual and extraordinary general meetings provide a forum for the shareholders to make comments and exchange views with the Directors and senior management; and
- (v) the Hong Kong share registrar of the Company serves the shareholders in respect of share registration, dividend payment and related matters.

The Company keeps on promoting investor relations and enhancing communication with the existing shareholders and potential investors. It welcomes suggestions from investors, stakeholders and the public. Enquires to the Board or the Company may be sent by post to the Company's principal place of business in Hong Kong.



INDEPENDENT AUDITOR'S REPORT



Moore CPA Limited

1001-1010, North Tower, World Finance Centre,
Harbour City, 19 Canton Road,
Tsim Sha Tsui, Kowloon, Hong Kong

大華馬施雲會計師事務所有限公司

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Independent Auditor's Report to the Shareholders of Orange Tour Cultural Holding Limited (Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Orange Tour Cultural Holding Limited (the "Company") and its subsidiaries (together with the Company, referred to as the "**Group**") set out on pages 75 to 121, which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("**HKSAs**") issued by the HKICPA. Our responsibilities under those standards are further described in the *AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "**Code**"), as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTER

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the consolidated financial statements of the current period. This matter was addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

Expected credit loss assessment of accounts receivable

Refer to the Notes 4.4, 5 and 16 to the consolidated financial statements

Key audit matter

As at 31 December 2025, the Group had accounts receivable net of expected credit loss ("ECL") amounting to approximately RMB6,382,000. The Group had recognised ECL on accounts receivable amounting to approximately RMB3,091,000 as at 31 December 2025.

The ECL assessment on accounts receivable is considered to be a matter of most significance as it requires the application of significant judgement and use of subjective assumptions by the management of the Company. The management of the Company believes that the methodologies and inputs used in estimating ECL are in accordance with the applicable accounting standards. These models and assumptions relate to the future macroeconomic conditions and debtors' creditworthiness. The Group has applied judgement, assumptions and estimation techniques in order to measure ECL according to the requirements of accounting standards such as parameters for measuring ECL and forward-looking information.

How our audit addressed the key audit matter

Our key procedures to address the matter Included:

- Understanding and evaluating the methodologies, inputs and assumptions used by the Group in calculating the ECL, by reference to internal historical data and external available economic data;
- Obtaining an ageing analysis of the accounts receivable from the management of the Company, and testing the accuracy of ageing of accounts receivable at the reporting date to the underlying invoices on a sample basis;
- Challenging the management's assessment of the recoverability of long outstanding and overdue accounts receivable, if any;
- Inspecting, on a sample basis, underlying documents in respect of key inputs adopted, including the historical settlement details and observable external data; and
- Assessing the appropriateness of the provisioning methodology and challenging the management's basis and judgement in determining impairment loss on accounts receivable as at 31 December 2025, including the reasonableness of grouping in the provision matrix, the basis of estimation of historical default rates and ECL rates for customers and forward-looking information, based on our understanding of the client's industry and with reference to external data sources.



INDEPENDENT AUDITOR'S REPORT

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all the information included in the annual report for the year ended 31 December 2025 of the Group, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors of the Company are assisted by the audit committee of the Company in discharging their responsibilities for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.



INDEPENDENT AUDITOR'S REPORT

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

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

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

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

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



INDEPENDENT AUDITOR'S REPORT

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

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

Moore CPA Limited

Certified Public Accountants

Tse Cheuk Man

Practising Certificate Number: P08087

Hong Kong, 27March 2026

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2025

	NOTES	2025 RMB'000	2024 RMB'000
Revenue	7	20,552	19,653
Other income and gains	7	2,532	164
Project costs	8	(18,026)	(8,449)
Depreciation of property, plant and equipment	14	(323)	(328)
Employee benefits expenses	8	(8,112)	(7,537)
Provision for expected credit loss on accounts receivable, net	8	(641)	(1,774)
Provision for expected credit loss on amount due from an associate	8	(266)	-
Other operating expenses		(3,584)	(2,154)
Share of losses of associates	15	(290)	-
Finance costs	9	(280)	(165)
Loss before income tax	8	(8,438)	(590)
Income tax credit/ (expense)	11	156	(393)
Loss for the year		(8,282)	(983)
Other comprehensive income/(loss)			
Item that will not be reclassified to profit or loss in subsequent periods:			
Exchange differences arising on translation from functional currency to presentation currency		326	(234)
Other comprehensive income/(loss) for the year, net of income tax		326	(234)
Total comprehensive loss for the year		(7,956)	(1,217)
Loss for the year attributable to:			
Owners of the Company		(8,231)	(983)
Non-controlling interests		(51)	-
		(8,282)	(983)
Total comprehensive loss for the year attributable to:			
Owners of the Company		(7,905)	(1,217)
Non-controlling interests		(51)	-
		(7,956)	(1,217)
Loss per share attributable to the owners of the Company			
-Basic and diluted	13	RMB(1.03) cents	RMB(0.12) cents

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

FOR THE YEAR ENDED 31 DECEMBER 2025

	Notes	2025 RMB'000	2024 RMB'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	14	358	681
Interests in associates	15	260	-
Deferred tax assets	19	768	612
		1,386	1,293
Current assets			
Accounts and other receivables	16	19,270	8,115
Amount due from an associate	27	84	-
Tax recoverable		1,250	427
Pledged bank deposit	17	860	-
Bank balances and cash	17	80,960	103,128
		102,424	111,670
Current liabilities			
Accounts and other payables	18	12,516	14,347
Lease liability	20	-	119
Amount due to a shareholder	21	1,019	7,266
Bank borrowings	22	12,000	5,000
		25,535	26,732
Net current assets		76,889	84,938
Net assets		78,275	86,231
CAPITAL AND RESERVES			
Share capital	23	5,616	5,616
Reserves	24	72,710	80,615
Total equity attributable to the owners of the Company		78,326	86,231
Non-controlling interests		(51)	-
Total equity		78,275	86,231

The consolidated financial statements on pages 75 to 121 were approved and authorised for issue by the Board of Directors on 27 March 2026 and are signed on its behalf by:

Zhou Yang
Executive Director

Song Ruiqing
Executive Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2025

	Attributable to the owners of the Company						Subtotal RMB'000	Non- controlling interest RMB'000	Total equity RMB'000
	Share capital RMB'000 (Note 23)	Share premium RMB'000 (Note 24)	Statutory reserve RMB'000 (Note 24)	Translation reserve RMB'000 (Note 24)	Other reserve RMB'000 (Note 24)	Retained earnings RMB'000			
Balance at 1 January 2024	5,616	34,420	6,801	(1,513)	26,412	15,712	87,448	-	87,448
Loss for the year	-	-	-	-	-	(983)	(983)	-	(983)
Other comprehensive loss:									
Exchange differences arising on translation from functional currency to presentation currency	-	-	-	(234)	-	-	(234)	-	(234)
Total comprehensive income for the year	-	-	-	(234)	-	(983)	(1,217)	-	(1,217)
Transfer to statutory reserve	-	-	115	-	-	(115)	-	-	-
Balance at 31 December 2024 and 1 January 2025	5,616	34,420	6,916	(1,747)	26,412	14,614	86,231	-	86,231
Loss for the year	-	-	-	-	-	(8,231)	(8,231)	(51)	(8,282)
Other comprehensive income:									
Exchange differences arising on translation from functional currency to presentation currency	-	-	-	326	-	-	326	-	326
Total comprehensive income/(loss) for the year	-	-	-	326	-	(8,231)	(7,905)	(51)	(7,956)
Transfer to statutory reserve	-	-	2	-	-	(2)	-	-	-
Balance at 31 December 2025	5,616	34,420	6,918	(1,421)	26,412	6,381	78,326	(51)	78,275

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2025

	Notes	2025 RMB'000	2024 RMB'000
Cash flows from operating activities			
Loss before income tax		(8,438)	(590)
Adjustments for:			
Depreciation of property, plant and equipment	14	323	328
Provision for expected credit loss on accounts receivable, net	8	641	1,774
Provision for expected credit loss on amount due from an associate	8	266	-
Share of losses of associates	15	290	-
Interest income	7	(71)	(164)
Interest expense for bank borrowings	9	279	162
Interest expense for lease liability	9	1	3
Operating cash flows before working capital changes		(6,709)	1,513
Increase in accounts and other receivables		(11,531)	(5,018)
(Decrease)/increase in accounts and other payables		(1,793)	1,321
Cash used in operations		(20,033)	(2,184)
Income tax paid		(822)	(1,126)
Net cash used in operating activities		(20,855)	(3,310)
Cash flows from investing activities			
Interest received		71	164
Increase in pledged bank deposit		(860)	-
Acquisition of property, plant and equipment		-	(28)
Capital injection in associates		(550)	-
Advanced to an associate		(350)	-
Net cash (used in)/generated from investing activities		(1,689)	136

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2025

	Notes	2025 RMB'000	2024 RMB'000
Cash flows from financing activities			
(Repayment to)/advanced from a shareholder, net	28	(6,247)	2,070
New bank borrowings raised	28	12,000	10,000
Repayment of bank borrowings	28	(5,000)	(5,000)
Payment of capital element of lease liability	28	(119)	(117)
Payment of interest element of lease liability	28	(1)	(3)
Payment of interest of bank borrowings	28	(279)	(162)
		354	6,788
Net cash generated from financing activities		(22,190)	3,614
Net (decrease)/increase in cash and cash equivalents		103,128	99,519
Cash and cash equivalents at the beginning of the year		22	(5)
Effect of foreign exchange rate changes			
Cash and cash equivalents at the end of the year		80,960	103,128
Analysis of cash and cash equivalents			
Bank balances and cash		80,960	103,128



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

1. GENERAL INFORMATION

Orange Tour Cultural Holding Limited (the “**Company**”, collectively with its subsidiaries, the “**Group**”) was incorporated as an exempted company with limited liability in the Cayman Islands on 13 April 2018 under the Companies Act of the Caymans Islands. The registered office of the Company is located at Sertus Chambers, Governors Square, Suite 5-204, 23 Lime Tree Bay Avenue, P.O. Box 2547, Grand Cayman, KY1- 1104, Cayman Islands. The Group’s principal place of business is located at Composite Building, Xiazhang Village, Yicheng Subdistrict, Yixing City, Jiangsu Province, the People’s Republic of China (the “**PRC**”). The shares of the Company are listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 14 November 2019.

The Company is an investment holding company. The principal activities of the Group are provision of event management services and design and production services.

2. BASIS OF PREPARATION AND PRESENTATION

The consolidated financial statements have been prepared in accordance with all applicable HKFRS Accounting Standards, which collective term includes all applicable individual Hong Kong Financial Reporting Standards (“**HKFRSs**”), Hong Kong Accounting Standards (“**HKAS**”) and interpretations issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”). The consolidated financial statements also include the applicable disclosures required by the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”).

Items included in the financial statements of each of the Group’s entities are measured using the currency of the primary economic environment in which the entity operates (the “**functional currency**”). The consolidated financial statements are presented in Renminbi (“**RMB**”), which is different from Hong Kong dollar (“**HK\$**”), the functional currency of the Company. As the Group mainly operates in the PRC, RMB is used as the presentation currency of the consolidated financial statements. All values are rounded to the nearest thousand except when otherwise indicated.

It should be noted that accounting estimates and assumptions have been used in preparation of the consolidated financial statements. Although these estimates are based on management’s best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are set out in Note 5 “Significant accounting judgements and estimates”.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

3. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

(a) Application of amendments to an HKFRS Accounting Standard

The HKICPA has issued the following amendments to an HKFRS Accounting Standard and had become effective during the year. In preparing the consolidated financial statements, the Group has applied the applicable amendments to an HKFRS Accounting Standard issued by the HKICPA, which are effective for the Group's consolidated financial statements for the accounting period beginning on 1 January 2025.

Amendments to HKAS 21	Lack of Exchangeability
-----------------------	-------------------------

The amendments to an HKFRS Accounting Standard have had no material effect on how the Group's financial performance and financial position for the current or prior years and/or on the disclosures set out in these consolidated financial statements.

(b) New and amendments to HKFRS Accounting Standards not yet adopted

The Group has not applied the following new and amendments to HKFRS Accounting Standards, which have been issued but are not yet effective, in these consolidated financial statements.

		Effective for annual reporting periods beginning on or after
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity	1 January 2026
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards - Volume 11	1 January 2026
Amendments to HKAS 21	Translation to a Hyperinflationary Presentation Currency	1 January 2027
HKFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027

The Group has already commenced an assessment of the related impact of adopting the above new and amendments to HKFRS Accounting Standards that have been issued but are not yet effective. So far, it has been preliminarily concluded that the above new and amendments to HKFRS Accounting Standards will be adopted at the respective effective dates, and except for the new HKFRS Accounting Standards mentioned below, the adoption of them is unlikely to have a significant impact on the consolidated financial statements of the Group.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

3. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (CONTINUED)

(b) New and amendments to HKFRS Accounting Standards not yet adopted (Continued)

HKFRS 18 *Presentation and Disclosure in Financial Statements*

HKFRS 18, which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 *Presentation of Financial Statements*. Whilst many of the requirements will remain consistent, the new standard introduces new requirements to present specified categories and defined subtotals in the consolidated statement of comprehensive income; provide disclosures on management-defined performance measures in the notes to the consolidated financial statements and improve aggregation and disaggregation of information to be disclosed in the primary financial statements and the notes. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 and HKFRS 7. Minor amendments to HKAS 7 *Statement of Cash Flows* and HKAS 33 *Earnings per Share* are also made.

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The application of the new standard is expected to affect the presentation of the consolidated statement of comprehensive income and disclosures in the future financial statements. The Group is currently assessing the impact that HKFRS 18 will have on the Group's consolidated financial statements.

4. MATERIAL ACCOUNTING POLICY INFORMATION

The material accounting policies adopted in the preparation of the consolidated financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated.

4.1 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries comprising the Group for the year.

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated in preparing the consolidated financial statements. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from the Group's perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

4.2 Interests in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not to control or to have joint control over those policies.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

4.2 Interests in associates(continued)

The results and assets and liabilities of associates are incorporated in the consolidated financial statements using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under equity method, an interest in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. Changes in net assets of the associates other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are provided for, and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An interest in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the interest in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

When there is objective evidence that the investment in an associate is impaired, the entire carrying amount of the investment is tested for impairment in accordance with HKAS 36 "*Impairment of Assets*" as a single asset by comparing its recoverable amount (higher of value-in-use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate and the retained interest is a financial asset within the scope of HKFRS 9, the Group measures the retained interest at fair value at that date, and the fair value is regarded as its fair value on initial recognition in accordance with HKFRS 9. The difference between the carrying amount of the associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate.

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a Group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

4.3 Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and accumulated impairment losses, if any.

Depreciation is provided on the straight-line method, based on the estimated economic useful life of the individual asset, as follows:

Right-of-use asset-office premises	Over the lease term
Leasehold improvements	3 years
Motor vehicles	4 years
Computer and office equipment	3 years



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

4.4 Financial instruments

Financial assets

The Group's financial assets include accounts and other receivables and bank balances and cash, all of which are classified and accounted for as debt instruments. Financial assets are recognised on the trade date.

Financial assets are initially measured at fair value except for accounts receivable arising from contracts with customers which are initially measured in accordance with HKFRS 15.

All recognised financial assets of the Group are measured at amortised cost on the basis of the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Financial assets that meet the following condition are subsequently measured at amortised cost: the financial asset is held within a business model whose objective is to collect contractual cashflows; and the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Derecognition of financial assets occurs when the rights to receive cash flows from the financial assets expire.

Impairment of financial assets

The Group recognises loss allowances for expected credit loss ("ECL") on the financial assets measured at amortised cost. The Group measures loss allowances at an amount equal to lifetime ECL as all its financial assets carried at amortised cost are current assets. For accounts receivable, the Group applies the simplified approach to provide for ECL prescribed by HKFRS 9, which requires the use of the lifetime expected losses provision for all accounts receivable.

When estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls which is the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive.

The Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

4.4 Financial instruments(continued)

Financial assets(continued)

Impairment of financial assets(continued)

At each reporting date, the Group assesses on a forward looking basis whether financial assets carried at amortised cost is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- (a) significant financial difficulty of the borrower or issuer;
- (b) a breach of contract such as a default or past due event; and
- (c) it is becoming probable that the debtor will enter bankruptcy.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets, with the exception of accounts receivable where the corresponding adjustment is recognised through a loss allowance account.

The gross carrying amount of a financial assets is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to write off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

Financial liabilities

The Group's financial liabilities include accounts and other payables, lease liability, amount due to a shareholder and bank borrowings. Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

Financial liabilities are initially recognised at fair value, net of transaction costs incurred and subsequently measured at amortised cost using the effective interest method. Financial liabilities are derecognised when the obligation specified in the contract is discharged or cancelled, or expires.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

4.5 Revenue recognition

Revenue from contracts with customers

The principal activities of the Group are provision of event management services and design and production services. In respect of both of these principal activities, the Group recognises revenue at a point in time.

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties.

Provision of event management services

The types of events that event management services relate to include a variety of cultural, artistic, recreational and corporate promotional events.

The services provided by the Group cover scopes of design, planning, promotion, coordination and management of an event for customers. Based on the customers' objectives, the Group forms the theme of the event for customers and visualise concepts with a detailed implementation plan. The Group will continue to modify the preliminary plans until the customers are satisfied with the plans and have no further comments.

Revenue is recognised at a point in time at the end of contract period or when the acknowledgement is signed by the customer after it is satisfied with the services, where appropriate. At that stage, the Group has enforceable right to payment for the whole transaction price and the collection of the consideration is considered probable.

Provision of design and production services

Design and production services include design and production of various sketches graphics, other marketing materials and design construction of attractions.

The Group offers design, writing and editorial as well as animated media work services to the customers. The Group uses expertise and knowledge to transform and express customers' ideas in different forms. The Group also designs and edits contents of webpages and various social media platforms to meet customers' marketing objectives. The Group can also design attraction and outsource the relevant construction work to other construction companies / contractors. The Group will continue to modify the design until the customers are satisfied with the design.

Revenue is recognised at a point in time at the end of contract period or when the acknowledgement is signed by the customer after it is satisfied with the services or final products, where appropriate. At that stage, the Group has enforceable right to payment for the whole transaction price and the collection of the consideration is considered probable.

Provision of green electricity services

The Group acts as agents of green electricity power plants for sourcing and negotiating with the electricity users, who require for green electricity. The agency fee is charged to the green electricity power plants and revenue is recognised over time based on a predetermined rate on the usage of the green electricity.

Revenue from other sources

Interest income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

4.6 Income taxes

Income tax represents the sum of current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the company operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax is calculated, without discounting, at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

4.7 Employee benefit

Short-term employee benefits

Salaries, annual bonuses, paid annual leave and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees.

Defined contribution retirement plan obligations

The employees of the subsidiaries within the Group which operate in the PRC are required to participate in the central pension scheme operated by the local municipal government. These PRC subsidiaries are required to contribute a percentage of their payroll costs to the central pension scheme as specified by the local municipal government. The contributions are charged to the profit or loss as they become payable in accordance with the rules of the central pension scheme.

There were no forfeited contributions utilised by or available for the Group to reduce existing level of contributions for each of the years.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

5. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the consolidated financial statements requires the directors of the Company to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements

In the process of applying the Group's accounting policies, the directors of the Company have made the following judgements which have the most significant effect on the amounts recognised in the consolidated financial statements.

Revenue recognition

The principal activities of the Group are provision of event management services and design and production services. The services encompass a wide spectrum of coverage, including design and planning, project management, on-site supervision, writing and editorial works and animated media works.

The end products created by the services or the services provided are unique, specified to each customer and involved high personal preference. Therefore, before the acceptance of the end products/services by the customer, it is uncertain that the Group would have the right to receive consideration from the customers. As such, the management considers that revenue cannot be recognised over time as none of the criteria for recognising revenue over time is met. In the light of the relatively short duration of each project, the directors of the Company have determined that it is appropriate that recognition of revenue takes place at the end of contract or upon the acknowledgement of the customers that they are satisfied with the end products/services, where appropriate, at which point in time the control of the end products are delivered to the customers. At that stage, the Group has enforceable right to payment for the whole transaction price and the collection of the consideration is considered probable.

Estimation uncertainty

The following items are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Provision for ECL on accounts receivable

The Group determines the provision for ECL on accounts receivable resulting from the inability of the customers/debtors to make the required payments. A considerable amount of estimate and judgement is required in assessing the ultimate realisation of these receivables which is based on the ageing of the receivable balance and settlement experience, and taking into account forward-looking information that is reasonable and supportable available without undue costs or effort. If the financial conditions of customers/debtors deteriorate, additional allowance for expected credit loss may be required.

Further details are disclosed in Note 16.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

5. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty (Continued) Provision for income taxes

The Group is subject to income taxes in jurisdictions in which the Group operates. Significant judgement is required in determining the tax liabilities to be recognised. There are many transactions and calculation for which the ultimate tax determination is uncertain. The Group recognises provisions for tax based on estimates of the taxes that are likely to become due. The Group believes that its provision for tax is adequate for the reporting period based on its assessment of many factors including past experience and interpretations of tax law. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the current income tax and deferred tax provisions in the period in which such determination is made.

6. SEGMENT INFORMATION

An operating segment is a component of the Group that is engaged in business activities from which the Group may earn revenue and incur expenses, and is defined on the basis of the internal management reporting information that is provided to and regularly reviewed by the executive directors of the Company, who are the chief operating decision makers, in order to allocate resources and assess performance of the segment. During the year, the chief operating decision makers regularly review the consolidated financial position, revenue from provision of event management services and design and production services and results of the Group for the purposes of allocating resources and performance of the Group as a whole.

Therefore, the directors of the Company consider the Group has one single operating segment during the year which is provision of event management services and design and production services.

Geographical information

The Company is an investment holding company and the principal place of the Group's operation is in the PRC. For the purpose of segment information disclosures under HKFRS 8, the Group regards the PRC as its country of domicile.

As at 31 December 2025 and 2024, the Group operated within one geographical area because all of its revenue was generated in the PRC and all of its long-term assets were located in the PRC. Accordingly, no geographical information is presented.

Information about major customers

For the year ended 31 December 2025, revenue from major customers who contributed more than 10% of the total revenue of the Group is as follow:

	2025	2024
	RMB'000	RMB'000
Customer A	5,208	N/A(note)
Customer B	2,236	N/A(note)
Customer C	2,225	N/A(note)
Customer D	N/A(note)	3,894

Note: Revenue from customers A, B, C for the year ended 31 December 2024 and revenue from customer D for the year ended 31 December 2025 contributed less than 10% of the total revenue of the Group for the respective years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

7. REVENUE AND OTHER INCOME AND GAINS

All revenue are recognised at a point in time. An analysis of the Group's revenue by services and other income and gains during the year is as follows:

	2025	2024
	RMB'000	RMB'000
Revenue		
By type of services		
Event management services	13,044	7,045
Design and production services	7,508	12,608
	20,552	19,653
Other income and gains		
Interest income	71	164
Provision of green electricity services	751	-
Reversal of provision for central pension scheme	1,710	-
	2,532	164

All of the Group's unsatisfied performance obligations for contracts with customers are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

8. LOSS BEFORE INCOME TAX

Loss before income tax is arrived at after charging:

	2025	2024
	RMB'000	RMB'000
Auditor's remuneration	640	605
Provision for ECL on accounts receivable, net	641	1,774
Provision for ECL on amount due from an associate	266	-
Expense relating to short-term leases	247	264
Project costs		
- Advertising and promotional expenses	9,604	2,365
- Event and marketing materials expenses	2,827	1,700
- Stage services and venue decoration expenses	4,688	2,423
- Video and animation production costs	765	755
- Applications and software development expenses	51	716
- Printing charges	91	490
	18,026	8,449
Employee benefits expenses (including directors' emoluments (Note 10(a)))		
-Salaries, allowances and benefits in kind	6,661	6,190
-Discretionary bonus	685	656
-Retirement benefit scheme contributions	766	691
	8,112	7,537

9. FINANCE COSTS

	2025	2024
	RMB'000	RMB'000
Interest expense for:		
- lease liability	1	3
- bank borrowings	279	162
	280	165

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

10. EMOLUMENTS OF DIRECTORS, CHIEF EXECUTIVE AND FIVE HIGHEST PAID INDIVIDUALS

(a) Directors and chief executive emoluments

Pursuant to the GEM Listing Rules, Section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, details of emoluments paid by the Group to the directors of the Company are as follows:

	Directors' fees RMB'000	Salaries and allowances RMB'000 (Note (i))	Retirement benefit scheme contributions RMB'000	Total RMB'000
Year ended 31 December 2025				
Executive directors				
Ms. Song Ruiqing ("Ms. Song")(Note(ii))	-	145	19	164
Mr. Zhou Yang ("Mr. Zhou")(Note(iii))	-	145	19	164
Independent non-executive directors				
Mr. Ho Yau Kwok	110	-	-	110
Mr. Yip Koon Shing (Note (iv))	110	-	-	110
Mr. Fan Li (Note (iv))	-	-	-	-
Mr. Wong Kin Yip	110	-	-	110
	330	290	38	658
Year ended 31 December 2024				
Executive directors				
Ms. Song (Note (ii))	-	162	19	181
Mr. Zhou (Note (iii))	-	162	19	181
Independent non-executive directors				
Mr. Ho Yau Kwok	110	-	-	110
Mr. Yip Koon Shing (Note (iv))	110	-	-	110
Mr. Wong Kin Yip	110	-	-	110
	330	324	38	692

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

10. EMOLUMENTS OF DIRECTORS, CHIEF EXECUTIVE AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

(a) Directors and chief executive emoluments (Continued)

Notes:

- (i) Salaries and allowances of the executive directors of the Company are generally emoluments paid or payable in respect of the directors' other services in connection with the management of the affairs of the Company and its subsidiaries. The independent non-executive directors' emoluments shown above were for their services as directors of the Company.
- (ii) Ms. Song is the chief executive officer of the Company and her emoluments disclosed above include those for services rendered by her as the chief executive officer for the years ended 31 December 2025 and 2024.
- (iii) Mr. Zhou is the chairman of the Board of Directors of the Company.
- (iv) Mr. Yip Koon Shing resigned as an independent non-executive director of the Company with effect from 31 December 2025. On the same day, Mr. Fan Li was appointed as an independent non-executive director of the Company.

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2024: Nil).

During the year, no emoluments were paid by the Group to the directors of the Company as an inducement to join or upon joining the Group, or as compensation for loss of office (2024: Nil).

(b) Five highest paid individuals' emoluments

Of the five individuals with the highest emoluments in the Group, none (2024: none) of them was directors of the Company. The emolument of the remaining five (2024: five) non-director individuals, in the salary band of nil to HK\$1,000,000, was as follows:

	2025 RMB'000	2024 RMB'000
Salaries and allowances	1,622	1,622
Discretionary bonus	224	224
Retirement benefit scheme contributions	212	212
	2,058	2,058

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

11. INCOME TAX(CREDIT)/EXPENSE

	2025 RMB'000	2024 RMB'000
Income tax expense comprise:		
Current tax - The PRC Enterprise Income Tax ("EIT")		
-current year	-	837
Deferred tax (Note 19)	(156)	(444)
Income tax (credit)/expense	(156)	393

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (the "BVI"), the Group is not subject to any income tax under these jurisdictions during the year (2024: Nil).

Hong Kong corporates are subject to Hong Kong Profits Tax rate of 16.5% (2024: 16.5%). No Hong Kong Profits Tax has been provided for the year in the consolidated financial statements as the Group has no assessable profits derived in Hong Kong during the year (2024: Nil).

The Group is subject to income tax on an entity basis on profits arising in or derived from the PRC in which members of the Group are domiciled and operated. Except for two PRC subsidiaries that are qualified for the simplified tax rate of 5% (2024: 5%) on the taxable profits, the PRC EIT has been provided at the rate of 25% (2024: 25%) on the taxable profits of the Group's PRC subsidiaries during the year.

The income tax expense for the year can be reconciled to the loss before income tax per the consolidated statement of comprehensive income as follows:

	2025 RMB'000	2024 RMB'000
Loss before income tax	(8,438)	(590)
Tax calculated at the domestic rate at 25% (2024: 25%)	(2,110)	(148)
Tax effect of share of loss of associates	73	-
Effect of different tax rates of entities in other jurisdictions	239	153
Tax effect of non-deductible expenses	573	388
Tax loss not recognised	1,069	-
Income tax (credit)/expense	(156)	393



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

12. DIVIDENDS

No dividend has been paid or declared by the Company during the year (2024: Nil). The directors of the Company do not recommend the payment of a final dividend for the year (2024: Nil).

13. LOSS PER SHARE

	2025	2024
Loss for the year attributable to the owners of the Company (RMB'000)	(8,231)	(983)
Weighted average number of ordinary shares (in thousand)	800,000	800,000

The calculations of basic loss per share are based on the loss for the year attributable to the owners of the Company and the weighted average number of ordinary shares in issue during the year, as detailed above. The calculations of diluted loss per share are based on the respective adjusted loss for the years attributable to the owners of the Company and the adjusted weighted average number of ordinary shares outstanding, both of which are adjusted to assume exercise or conversion of all dilutive potential ordinary shares.

Diluted loss per share were same as the basic loss per share as there were no dilutive potential ordinary shares in existence during both years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

14. PROPERTY, PLANT AND EQUIPMENT

	Right-of-use asset-office premises RMB'000	Leasehold improvements RMB'000	Motor vehicles RMB'000	Computer and office equipment RMB'000	Total RMB'000
Cost					
As at 1 January 2024	238	982	778	1,037	3,035
Additions	236	-	-	28	264
Written off upon expiry of lease	(238)	-	-	-	(238)
As at 31 December 2024, 1 January 2025 and 31 December 2025	236	982	778	1,065	3,061
Accumulated depreciation					
As at 1 January 2024	218	971	67	1,034	2,290
Charge for the year	118	11	195	4	328
Written off upon expiry of lease	(238)	-	-	-	(238)
As at 31 December 2024 and 1 January 2025	98	982	262	1,038	2,380
Charge for the year	118	-	195	10	323
As at 31 December 2025	216	982	457	1,048	2,703
Net carrying amount					
As at 31 December 2025	20	-	321	17	358
As at 31 December 2024	138	-	516	27	681

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The Group had entered into one lease for office premises for a term of 2 years (2024: 2 years), which was recognised as a right-of-use asset. The lease did not contain any variable lease payments, extension options and termination option.

	2025	2024
	RMB'000	RMB'000
Expense relating to short-term leases	247	264
Payment of principal portion of lease liability	119	117
Payment of interest portion of lease liability	1	3
Total cash outflow for leases (Note)	367	384

Note: These amounts were presented in operating and financing cash flows.

15. INTERESTS IN AND AMOUNT DUE FROM ASSOCIATES

	2025	2024
	RMB'000	RMB'000
Cost of interests in associates	550	-
Less: Accumulative share of post-acquisition losses	(290)	-
	260	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

15. INTERESTS IN ASSOCIATES (CONTINUED)

Particulars of the associates are as follows, of which are unlisted corporate entities, whose quoted market price is not available:

Name	Place of establishment	Percentage of ownership interest attributable to the Group	Principal activity and place of operation
Chengdu Blue Dream Ark Technology Co., Ltd.* ("Chengdu Blue Dream") 成都蓝梦方舟科技有限责任公司 (Note)	The PRC	50% (2024: Not applicable)	Provision of media production and artiste services in the PRC
Yunnan Yikunxiang Technology Investment Co., Ltd.* 云南亿坤翔科技投资有限公司	The PRC	30% (2024: Not applicable)	Provision of internet technology services in the PRC
Jiangsu Huiyuan Technology Co., Ltd.* 江苏荟源科技有限公司	The PRC	49% (2024: Not applicable)	Provision of technical services and property management services in the PRC

* The English names of the associates established in the PRC represent management's best effort at translating the Chinese names of such associates as no English names have been registered.

Note:

The Group appointed one out of three directors of Chengdu Blue Dream. The appointed directors participates in the policy-making process of Chengdu Blue Dream and the decision making of relevant activities are based on simple majority voting. The directors of the Company concluded that the Company only had significant influence and no control or joint control over Chengdu Blue Dream. The equity transfer agreement entered into on 15 January 2025 clearly stipulates that the operational rights and financial management of Chengdu Blue Dream shall be undertaken by the shareholder that holding 30% of the equity interest in Chengdu Blue Dream, while the Group is only responsible for investment matters.

The Group has discontinued the recognition of its share of losses because the share of losses of the associates exceeded the Group's interest in the associates and the Group has not obligation to take up further losses. The amounts of the Group's unrecognised share of losses of the associates for the current year and cumulatively were approximately RMB1,534,000 (2024: Nil) and RMB1,534,000 (2024: Nil) respectively.



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FOR THE YEAR ENDED 31 DECEMBER 2025

15. INTERESTS IN ASSOCIATES (CONTINUED)

Financial information in relation to the associates that are not individually material

Aggregate financial information in respect of the Group's associates that are not individually material, is summarised below:

	2025	2024
	RMB'000	RMB'000
The Group's share of loss and total comprehensive loss	290	-
Aggregate carrying amount of the Group's interests in associates	260	-

The amount due from an associate is non-trade in nature, unsecured, interest-free and repayable on demand.

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FOR THE YEAR ENDED 31 DECEMBER 2025

16. ACCOUNTS AND OTHER RECEIVABLES

	2025	2024
	RMB'000	RMB'000
Accounts receivable, gross	9,473	8,078
Less: Provision for ECL	(3,091)	(2,450)
Accounts receivable, net	6,382	5,628
Prepayments	300	7
Prepayments to suppliers (Note (a))	12,120	817
Deposit and other receivables (Note(b))	468	1,663
	19,270	8,115

Note:

- (a) As at 31 December 2025, prepayments to suppliers include RMB6,000,000 (2024: Nil) for promotion services for developing the virtual reality project in the PRC. The remaining balance mainly represents the advertising expenses for a tourism project.
- (b) During the year ended 31 December 2024, Lionheart Media (Asia) Limited was de-registered. No material gain or loss resulting from the de-registration. The gross amount due from this associate of RMB337,000, that was fully impaired in prior year, was written off upon the de-registration of the associate during the year ended 31 December 2024.

Deposits and other receivables represents the guarantee deposits paid for daily operation. As at 31 December 2024, a deposit of RMB860,000 was paid for a tourism project in the PRC and included in the deposits and other receivables. During the year ended 31 December 2025, the deposit was refunded to the Group, which the Group is required to place this deposit in the bank as a pledge for carrying out this tourism project (Note 17).

As at 1 January 2024, accounts receivable from contracts with customers amounted to approximately RMB3,784,000 (net of provision for ECL of approximately RMB676,000).

The credit period for accounts receivable is normally 90 days (2024: 90 days) from the invoice date for the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

16. ACCOUNTS AND OTHER RECEIVABLES (CONTINUED)

The ageing analysis of the accounts receivable, based on due date, is as follows:

	Current RMB'000	Past due within 1 month RMB'000	Past due over 1 month but within 3 months RMB'000	Past due over 3 months but within 6 months RMB'000	Past due over 6 months but within 1 year RMB'000	Past due over 1 year RMB'000	Total RMB'000
As at 31 December 2025							
Weighted average ECL rate	11%	11%	-	88%	99%	100%	
Gross carrying amount	6,852	288	-	8	2,319	6	9,473
Provision for ECL	(747)	(32)	-	(7)	(2,299)	(6)	(3,091)
	6,105	256	-	1	20	-	6,382
As at 31 December 2024							
Weighted average ECL rate	25%	-	33%	-	-	100%	
Gross carrying amount	7,089	-	460	-	-	529	8,078
Provision for ECL	(1,769)	-	(152)	-	-	(529)	(2,450)
	5,320	-	308	-	-	-	5,628

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

16. ACCOUNTS AND OTHER RECEIVABLES (CONTINUED)

Increase in the loss allowance for accounts receivable are mainly due to the increase in gross accounts receivable and expected credit loss rates.

The accounts receivable related to a wide range of customers. The Group does not hold any collateral over these balances.

The ageing analysis of the accounts receivable based on invoice date, net of provision for ECL, is as follows:

	2025 RMB'000	2024 RMB'000
Within 1 month	5,467	5,232
Over 1 month but within 3 months	636	88
Over 3 months but within 6 months	258	308
Over 6 months but within 1 year	21	-
	6,382	5,628

Movements in the provision for ECL on accounts receivable are as follows:

	2025 RMB'000	2024 RMB'000
At the beginning of the year	2,450	676
Provision for ECL on accounts receivable, net	641	1,774
At the end of the year	3,091	2,450



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FOR THE YEAR ENDED 31 DECEMBER 2025

16. ACCOUNTS AND OTHER RECEIVABLES (CONTINUED)

The Group carries out impairment reviews of its accounts receivable using a lifetime ECL model. To measure the ECL, accounts receivable have been grouped based on share credit risk characteristics unless there was a dispute with the customer which the accounts receivable were assessed individually. The estimated ECL loss rates are estimated based on the ageing of the receivable balance and settlement experience, and taking into account forward-looking information that is reasonable and supportable available without undue costs or effort. The grouping is regularly reviewed by the management of the Company to ensure relevant information about specific debtors is updated. The Group has identified the gross domestic product and unemployment rate in the PRC to be the most relevant factors, and accordingly, adjusts the historical loss rates based on expected changes in these factors.

One of the customers filed a litigation against the Group and the respective account receivable was assessed individually and fully impaired during the year ended 31 December 2024, as detailed in Note 32.

As at 31 December 2025, the Group determined there is provision for ECL on accounts receivable of approximately RMB3,091,000 (2024: RMB2,450,000).

Provision for ECL on accounts receivable amounting to approximately RMB641,000 (2024: RMB1,774,000) have been recognised under "provision for expected credit loss on accounts receivable, net" in the consolidated statement of comprehensive income for the year.

17. BANK BALANCES AND CASH AND PLEDGED BANK DEPOSIT

Bank balances and cash

Bank balances and cash represent cash in banks and on hand.

The Group's bank balances carry interest at prevailing market rates ranging from 0.001% to 0.05% (2024: 0.001% to 0.16%) per annum for the year.

As at 31 December 2025, bank balances of the Group with an aggregate balance of approximately RMB80,901,000 (2024: RMB102,685,000) denominated in RMB and deposited with banks in the PRC. RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

The bank balances are deposited with creditworthy banks with no recent history of default.

Pledged bank deposit

As at 31 December 2025, all pledged bank deposits were pledged for a tourism project in the PRC (Note 16).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

18. ACCOUNTS AND OTHER PAYABLES

	2025	2024
	RMB'000	RMB'000
Accounts payable	464	1,572
Accruals and other payable	11,906	12,147
Other tax payables	146	628
	12,516	14,347

The credit period granted by suppliers of the Group is ranging from 30 to 120 days (2024: 30 to 120 days) for the year. The ageing analysis of the accounts payable based on invoice date is as follows:

	2025	2024
	RMB'000	RMB'000
Within 1 month	-	643
Over 1 month but within 3 months	190	-
Over 3 months but within 1 year	94	925
Over 1 year	180	4
	464	1,572

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

19. DEFERRED TAX ASSETS

Movement in deferred tax assets during the year is as follows:

	ECL on accounts receivable RMB'000
As at 1 January 2024	168
Credited to profit or loss (Note 11)	444
As at 31 December 2024 and 1 January 2025	612
Credited to profit or loss (Note 11)	156
As at 31 December 2025	768

Pursuant to the EIT Law, 10% withholding tax is imposed on dividends declared in respect of profits earned to non-PRC tax resident investors for the companies established in the PRC. For qualified investors incorporated in Hong Kong, a treaty rate of 5% will be applicable. No deferred tax liability has been recorded on certain temporary differences of approximately RMB42,187,000 (2024: RMB47,230,000) relating to the undistributed earnings of foreign subsidiaries because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

The Group had tax losses arising in the PRC of approximately RMB4,276,000 (2024: Nil) that will expire in one to five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as it is not considered probable that taxable profits will be available against which these tax losses can be utilised.

The Group has no other material deferred tax not provided in the consolidated financial statements, as there were no other material temporary differences at the end of the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

20. LEASE LIABILITY

Lease liability is presented in the consolidated statement of financial position as follows:

	2025 RMB'000	2024 RMB'000
Minimum lease payments due		
- within 1 year	-	120
Less: future finance charges	-	(1)
	-	119
Present value of a lease liability		
- Current	-	119

The Group has a lease for office premises. The rental contract is made for fixed periods of 2 years (2024: 2 years), for which the rental are paid annually in advance. The lease is reflected on the consolidated statement of financial position as a right-of-use asset and a lease liability. The Group classifies its right-of-use asset in a consistent manner to its property, plant and equipment (see Note 14).

The lease imposes a restriction that the right-of-use asset can only be used by the Group. The lease can only be cancelled with mutual agreement between the Group and lessor. The lease does not contain any variable lease payment, extension options and termination options among the lease contracts.

The table below describes the nature of the Group's leasing activities recognised as property, plant and equipment on the consolidated statement of financial position:

Type of right-of-use asset	No. of lease	Remaining lease term month
Office premises	1 (2024: 1)	2 months (2024: 14 months)

The lease liability of the Group was measured at the present value of the lease payments that are not yet paid using its incremental borrowing rate. The weighted average rate applied is 3.45% (2024: 3.45%) per annum.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

21. AMOUNT DUE TO A SHAREHOLDER

	2025	2024
	RMB'000	RMB'000
Mr. Zhou	1,019	7,266

The balance is non-trade in nature, unsecured, interest-free and repayable on demand.

22. BANK BORROWINGS

	2025	2024
	RMB'000	RMB'000
Unsecured bank borrowings - Current	12,000	5,000

The bank borrowings bear interest at fixed rate ranged from 3.00% to 5.80% (2024: at 3.35%) per annum as at 31 December 2025 and guaranteed by Mr. Zhou and Ms. Song, the executive directors and controlling shareholders of the Company (Note 27(c)) and a subsidiary of the Company. The bank borrowings are repayable within one year (2024: within one year).

23. SHARE CAPITAL

	Number of ordinary shares	Amount RMB'000
Ordinary shares of United States dollar ("US\$") 0.001 each		
Authorised:		
As at 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	2,000,000,000	14,158
Issued and fully paid:		
As at 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	800,000,000	5,616



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

24. RESERVES

Details of the movements on the Group's reserves are as set out in the consolidated statement of changes in equity.

Share premium

The share premium account of the Group includes the premium arising from the issue of shares pursuant to the share offering net of listing expenses and the capitalisation issue as a result of the listing of the shares of the Company on GEM.

Statutory reserve

As stipulated by the relevant laws in the PRC, the PRC subsidiaries are required to maintain a statutory reserve fund. The minimum transfer to statutory reserve is 10% of profit after tax of the PRC subsidiaries according to the PRC subsidiaries' statutory financial statements. No appropriation is required if the balance of the statutory reserve has reached 50% of the registered capital of the PRC subsidiaries. The statutory reserves can be used to make up losses or for conversion into capital.

Translation reserve

Translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of the Company and certain subsidiaries whose functional currencies are different from that of the presentation currency.

Other reserve

The other reserve comprises:

- (a) the deemed contribution from the Controlling Shareholders (as defined in Note 33) upon acquisition of the non-controlling interest;
- (b) the excess contribution consideration paid by a pre-IPO investor for the subscription of the additional registered capital over the nominal amount of the registered capital; and
- (c) the difference between the nominal value of the aggregate share capital of the subsidiaries acquired pursuant to the group reorganisation to rationalise the structure of the Group, over the nominal value of the shares of the Company issued in exchange for the subsidiaries.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

25. INTERESTS IN SUBSIDIARIES

As at 31 December 2025 and 2024, the Company has direct and indirect interests in the following subsidiaries, all of which are companies with limited liability. The particulars of which are set out as follows:

Name of the subsidiary	Place and date of incorporation/ establishment	Particulars of issued and fully paid-up capital/share capital/ registered capital	Attributable equity interest to the Group As at 31 December		Principal activities and place of operation
			2025	2024	
Directly held:					
Orange Tour (BVI) Limited	The BVI 6 April 2018	US\$1,000 (2024 US\$1,000)	100%	100%	Investment holding
OTC Investment Limited	The BVI 14 October 2020	US\$1,000 (2024 US\$1,000)	100%	100%	Investment holding
Indirectly held:					
Orange Tour HK company Limited	Hong Kong 5 February 2018	HK\$1,000 (2024: HK\$1,000)	100%	100%	Investment holding
Orange Tour Carbon Free Technology Investment Holding Limited	Hong Kong 30 August 2023	HK\$1,000 (2024: HK\$1,000)	100%	100% (Note (a))	Dormant
Yixing Tianxi Cultural Media Co.Ltd.* (宜興天熙文化傳媒有限公司)	The PRC 20 June 2018	HK\$20,500,000 (2024: HK\$20,500,000)	100%	100%	Investment holding
Wuxi Orange Tour Cultural and Creative Co., Ltd.* (無錫旅橙文化創意有限公司)	The PRC 30 May 2014	RMB40,000,000 (2024: RMB40,000,000)	100%	100%	Provision of event management services and design and production services in the PRC
Yixing Orange Tour Cultural and Creative Co, Ltd.* (宜興旅橙文化創意有限公司)	The PRC 13 November 2014	RMB2,000,000 (2024: RMB2,000,000)	100%	100%	Provision of event management services and design and production services in the PRC
Wuxi Jincheng Commercial Property Management Co., Ltd. * (無錫錦橙商業物業管理有限公司)	The PRC 8 May 2025	Nil (2024: N/A) (Note (b))	100%	N/A	Provision of property management services in the PRC
Wuxi Jitang Energy Technology Co., Ltd. *(無錫吉沆能源科技有限公司)	The PRC 21 February 2025	Nil (2024: N/A) (Note (b))	55%	N/A	Provision of green electricity services in the PRC
Wuxi Dakhaosh Cultural Development Co., Ltd. * (無錫達克霍斯文化發展有限公司)	The PRC 28 April 2025	Nil (2024: N/A) (Note (b))	51%	N/A	Dormant

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25. INTERESTS IN SUBSIDIARIES (CONTINUED)

- * The English name of the subsidiaries established in the PRC represent management's best effort at translating the Chinese name of such subsidiaries as no English name has been registered.

Note:

- (a) The subsidiary was acquired from Mr. Zhou with a consideration of HK\$10,000 (equivalent to RMB9,000) on 29 January 2024. The consideration payable is settled through current account will Mr.Zhou.
- (b) The subsidiary was incorporated on 8 May 2025, with registered capital of RMB1,000,000 which had not been paid as at 31 December 2025.
- (c) The subsidiary was incorporated on 21 February 2025, with registered capital of RMB500,000 which had not been paid as at 31 December 2025.
- (d) The subsidiary was incorporated on 28 April 2025, with registered capital of RMB1,000,000 which had not been paid as at 31 December 2025.

None of the subsidiaries had issued any debt securities at the end of the year (2024: Nil).

26. CAPITAL COMMITMENTS

Capital commitments contracted for at the end of the reporting period but not yet incurred are as follows:

	2025	2024
	RMB'000	RMB'000
Capital contribution to associates	4,900	-

27. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed in elsewhere in the consolidated financial statements, the Group enter into the following related party transactions.

(a) Balances with related parties

	2025	2024
	RMB'000	RMB'000
Amount due from an associate	350	-
Less: Impairment loss	(266)	-
	84	-

The amount due form an associate is non-trade in nature, unsecured, interest-free and repayable on demand.

	2025	2024
	RMB'000	RMB'000
Amount due to a shareholder	1,019	7,266

The balance is non-trade in nature, unsecured, interest-free and repayable on demand.

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27. RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Transaction with related parties

	2025 RMB'000	2024 RMB'000
Acquisition of a subsidiary from an executive director	-	9

(c) Guarantee provided by related parties

	2025 RMB'000	2024 RMB'000
Guarantee provided by executive directors	12,000	5,000

(d) Key management personnel remuneration

Key management personnel are those persons holding positions with authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including the directors of the Company. Key management personnel remuneration are as follows:

	2025 RMB'000	2024 RMB'000
Short-term employee benefits		
-Directors' fee	330	330
-Salaries and allowances	1,014	1,048
-Discretionary bonus	100	100
Other long-term benefits		
-Retirement benefit scheme contributions	132	132
	1,576	1,610

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28. CASH FLOW INFORMATION

Reconciliation of liabilities from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities:

	Lease liability RMB'000	Amount due to a shareholder RMB'000	Bank borrowings RMB'000
As at 1 January 2024	-	5,196	-
Changes from financing cash flows:			
Advance from a shareholder	-	2,070	-
New bank borrowing raised	-	-	10,000
Repayment of bank borrowing	-	-	(5,000)
Payment of capital element of lease liability	(117)	-	-
Payment of interest element of lease liability	(3)	-	-
Payment of interest of bank borrowing	-	-	(162)
Total changes from financing cash flows	(120)	2,070	4,838
Other changes:			
Addition of lease (Note 14)	236	-	-
Interest expense for bank borrowing (Note 9)	-	-	162
Interest expense for lease liability (Note 9)	3	-	-
Total other changes	239	-	162
As at 31 December 2024	119	7,266	5,000

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28. CASH FLOW INFORMATION (CONTINUED)

	Lease liability	Amount due to a shareholder	Bank borrowings
	RMB'000	RMB'000	RMB'000
As at 1 January 2025	119	7,266	5,000
Changes from financing cash flows:			
Repayment to a shareholder, net	-	(6,247)	-
New bank borrowings raised	-	-	12,000
Repayment of bank borrowings	-	-	(5,000)
Payment of capital element of lease liability	(119)	-	-
Payment of interest element of lease liability	(1)	-	-
Payment of interest of bank borrowings	-	-	(279)
Total changes from financing cash flows	(120)	(6,247)	6,721
Other changes:			
Interest expense for bank borrowings (Note 9)	-	-	279
Interest expense for lease liability (Note 9)	1	-	-
Total other changes	1	-	279
As at 31 December 2025	-	1,019	12,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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29. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

The Group is exposed to a variety of risks including credit risk, liquidity risk and market risk (including interest rate risk) through its use of financial instruments in its ordinary course of operations.

The Group does not have any written risk management policies and guidelines. The directors of the Company monitor the financial risk management and take such measures as considered necessary from time to time to minimise such financial risks. There has been no change to the Group's exposure or the manner in which it manages and measures the risk.

(a) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk mainly arises from bank balances and bank borrowings.

The Group conducts periodical review to determine preferred interest rates mix appropriate for the business profile. The Group has not used any interest rate swaps to hedge its exposure to interest rate risk.

The policy to manage interest rate risk has been followed by the Group since prior years is considered to be effective.

The bank borrowings have no significant exposure to interest rates risk as the bank borrowings bear fixed interest rate.

Sensitivity analysis

The following table illustrates the sensitivity of the Group's loss after income tax and retained earnings to a possible change in interest rates of +/-0.5%, with effect from the beginning of each reporting period. The calculations are based on the Group's bank balances at floating rate held at the reporting date. All other variables are held constant. A positive number below indicates an decrease in loss after income tax and increase in retained earnings where interest rates increased by 0.5%.

	2025 RMB'000	2024 RMB'000
Impact arising from bank balances	307	387

For a decrease in interest rate by 0.5%, there would be an equal but opposite impact on the loss after income tax and retained earnings.

The assumed changes in interest rates are considered to be reasonably possible based on observation of current market conditions and represents the management assessment of a reasonably possible change in interest rate over the period until the next annual reporting date.

The sensitivity analysis included in the consolidated financial statements for the year ended 31 December 2024 had been prepared on the same basis.



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FOR THE YEAR ENDED 31 DECEMBER 2025

29. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(b) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. At the end of the reporting period, 99% (2024: 68% and 32%) of the total bank balances were placed in one financial institution (2024: two financial institutions respectively). The credit risks on the bank balances are considered to be insignificant because the counterparties are financial institutions with good reputation and high credit ratings assigned by international credit-rating agencies.

The carrying amount of accounts and other receivables represent the Group's maximum exposure to credit risk in relation to its financial assets. As at 31 December 2025, the Group has concentration of credit risk as 74% (2024: 79%) of gross accounts receivable was due from the Group's five largest customers. The Group's exposure to credit risk is influenced mainly by the historical settlement pattern of the customers. The credit risk of accounts receivable at the end of each reporting period are disclosed in Note 16.

Other financial assets at amortised cost include deposits and other receivables and amount due from an associate. In order to minimise the credit risk of deposits and other receivables, the management would make periodic collective and individual assessment on the recoverability of deposits and other receivables based on historical settlement records and past experience as well as current external information. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In these regards, the credit risk of deposits and other receivables is considered to be low. It is not the Group's policy to request collateral from its other debtors.

The management is of opinion that there is no significant increase in credit risk on these deposits and other receivables since initial recognition as the risk of default is low and, thus, the impact of ECL is insignificant for the years ended 31 December 2025 and 2024.

The directors of the Company assessed the impairment of the amount due from an associate solely based on the sufficiency of accessible highly liquid assets and provision for allowance for ECL on amount due from an associate of RMB266,000 (2024: Nil) was recognised under "provision for expected credit loss on amount due from an associate" in the consolidated statement of comprehensive income for the year.

(c) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet obligations associated with its financial liabilities. The Group is exposed to liquidity risk in respect of settlement of accounts and other payables and also in respect of its cash flow management. The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and longer term.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

29. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(c) Liquidity risk (continued)

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

	Within 1 year or on demand RMB'000	Total undiscounted contractua amount RMB'000	Carrying amount RMB'000
At 31 December 2025			
Accounts and other payables	12,370	12,370	12,370
Amount due to a shareholder	1,019	1,019	1,019
Bank borrowings	12,250	12,250	12,000
	25,639	25,639	25,389
At 31 December 2024			
Accounts and other payables	13,719	13,719	13,719
Lease liability	120	120	119
Amount due to a shareholder	7,266	7,266	7,266
Bank borrowing	5,158	5,158	5,000
	26,263	26,263	26,104

(d) Fair values of financial instruments

All financial assets and liabilities are carried at amortised cost not materially different from their fair values as at 31 December 2025 and 2024.

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FOR THE YEAR ENDED 31 DECEMBER 2025

30. FINANCIAL INSTRUMENTS BY CATEGORY

	2025	2024
	RMB'000	RMB'000
Financial assets		
Financial assets at amortised cost		
- Accounts and other receivables	6,850	7,291
- Amount due from an associate	84	-
- Pledged bank deposit	860	-
- Bank balances and cash	80,960	103,128
	88,754	110,419
Financial liabilities		
Financial liabilities at amortised cost		
- Accounts and other payables	12,370	13,719
- Amount due to a shareholder	1,019	7,266
- Bank borrowings	12,000	5,000
	25,389	25,985
Other financial liability		
- Lease liability	-	119

31. CAPITAL RISK MANAGEMENT

The Group's objective of managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns to the shareholders and benefits for other stakeholders to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to the shareholders, return capital to the shareholders, issue new shares or sell assets to reduce debts. No changes in the objectives, policies or processes for managing capital were made during the year.

The capital structure of the Group consists of debt, which included bank borrowings as disclosed in Note 22, and equity of the Company, comprising share capital and reserves disclosed in the consolidated statement of changes in equity.



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FOR THE YEAR ENDED 31 DECEMBER 2025

32. CONTINGENT LIABILITIES

During the year ended 31 December 2023, the Company entered into a building decoration construction agreement with a customer to provide interior design and construction services for a total consideration of RMB2,700,000. Under the terms of the agreement, the Company was responsible for designing the relevant building, purchasing construction materials as specified in the agreement and overseeing construction work performed by independent subcontractors. The customer was required to inspect all construction materials delivered to the construction site. Additionally, the construction could only proceed to the next stage following the customer's inspection and approval.

During the construction period, the Group collaborated with the customer to inspect all construction materials and oversee construction quality. The Group also obtained inspection reports performed by independent inspection companies from the suppliers to verify that the construction materials complied with the agreement. Although the customer did not sign any inspection reports, the Group received no complaints regarding the quality of construction materials or work during the construction period. The customer paid RMB1,350,000 in instalment, generally aligned with the construction progress and repayment schedule outlined in the agreement. The construction was completed in April 2024. However, the customer failed to adhere to the repayment schedule, leaving an outstanding receivable of RMB1,350,000 as at 31 December 2024.

On 20 December 2024, the customer filed a civil litigation claim against the Group alleging that the construction materials used did not comply with the agreement, and lacked proper inspection reports and certificates. The claim totaled RMB830,000, comprising late penalty charges of RMB330,000 and alleged economic losses of RMB500,000. The customer also sought reimbursement for relevant legal costs and inspection costs. On 8 March 2025, the Group filed a counterclaim demanding immediate repayment of the outstanding balance, late penalty charges, interest and relevant legal costs. As a result, the account receivable of RMB1,350,000 was fully impaired for the year ended 31 December 2024.

On 25 January 2026, the court rendered a judgment, ordering the customer to pay the compensation of RMB1,050,000 and corresponding interest to the Company within 10 days. However, the customer had filed an appeal to the court accordingly. Up to the date of authorisation of these consolidated financial statements, the appeal is still in progress.

The directors of the Company concluded that no provision for the customer's claim is required, due to (i) independent inspection reports confirming material quality; (ii) no complaints raised by the customer during the construction; (iii) the customer's decision to allow the construction's completion. The directors of the Company with the opinion of legal counsel, deem the claim of the customer unreasonable and believe no liability should be recognised at this stage.

33. THE IMMEDIATE HOLDING COMPANY, ULTIMATE HOLDING COMPANY AND ULTIMATE CONTROLLING PARTIES

In the opinion of the directors of the Company, the immediate holding company and ultimate holding company of the Company is QY Investment Holding Limited, a company incorporated in the BVI. Mr. Zhou and Ms. Song, being the controlling shareholders of QY Investment Holdings Limited (the "**Controlling Shareholders**"), are the ultimate controlling parties of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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34. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2025	2024
	RMB'000	RMB'000
ASSETS AND LIABILITIES		
Non-current asset		
Investment in subsidiaries	12	12
Current assets		
Amount due from a subsidiary	6,198	9,197
Bank balances and cash	2	2
	6,200	9,199
Current liabilities		
Accruals and other payables	1,513	1,552
Amounts due to subsidiaries	302	310
	1,815	1,862
Net current assets	4,385	7,337
Net assets	4,397	7,349
CAPITAL AND RESERVES		
Share capital	5,616	5,616
Reserves	(1,219)	1,733
Total equity	4,397	7,349

The statement of financial position of the Company was approved and authorised for issue by the Board of Directors on 27 March 2026 and is signed on its behalf by:

Zhou Yang
Executive Director

Song Ruiqing
Executive Director

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FOR THE YEAR ENDED 31 DECEMBER 2025

34. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

Details of the changes in the Company's individual components of reserves between the beginning and the end of the year are set out below:

	Share premium RMB'000 (Note 24)	Translation reserve RMB'000 (Note 24)	Accumulated losses RMB'000	Total reserves RMB'000
Balance at 1 January 2024	34,420	(1,203)	(29,864)	3,353
Loss for the year	-	-	(1,796)	(1,796)
Other comprehensive income				
Exchange differences arising on translation from functional currency to presentation currency	-	176	-	176
Total comprehensive income/(loss) for the year	-	176	(1,796)	(1,620)
Balance at 31 December 2024 and 1 January 2025	34,420	(1,027)	(31,660)	1,733
Loss for the year	-	-	(2,807)	(2,807)
Other comprehensive loss				
Exchange differences arising on translation from functional currency to presentation currency	-	(145)	-	(145)
Total comprehensive loss for the year	-	(145)	(2,807)	(2,952)
Balance at 31 December 2025	34,420	(1,172)	(34,467)	(1,219)