



HAO WEN HOLDINGS LIMITED

皓文控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8019

2025 ANNUAL REPORT



CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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

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*This annual report, for which the directors (the “**Directors**”) of Hao Wen Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this annual report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this annual report misleading.*

CONTENTS

	<i>Page</i>
Corporate Information	3
Management Discussion and Analysis	4
Profiles of Directors and Senior Management	11
Corporate Governance Report	12
Environmental, Social and Governance Report	31
Report of the Directors	55
Independent Auditor's Report	67
Consolidated Statement of Profit or Loss and Other Comprehensive Income	72
Consolidated Statement of Financial Position	73
Consolidated Statement of Changes in Equity	74
Consolidated Statement of Cash Flows	75
Notes to the Consolidated Financial Statements	76
Five Year Financial Summary	132

CORPORATE INFORMATION

Directors

Executive Directors

Mr. FENG Keming
Ms. BAI Jie

Independent Non-Executive Directors

Mr. CHAN Kwan Yiu
Ms. MA Sijing
Ms. HO Yuen Ki

Company Secretary

Ms. TAM Tsz Yan

Assistant Company Secretary

Conyers Trust Company (Cayman) Limited

Registered Office

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Head Office and Principal Place of Business in Hong Kong

Level 12, Infinitus Plaza
199 Des Voeux Road Central
Sheung Wan
Hong Kong

Auditor

McMillan Woods (Hong Kong) CPA Limited
Certified Public Accountants and Public Interest Entity
Auditor
24/F, Siu On Centre
188 Lockhart Road, Wanchai
Hong Kong

Compliance Officer

Mr. FENG Keming

Authorised Representatives

Mr. FENG Keming
Ms. TAM Tsz Yan

Legal Advisor on Cayman Islands Laws

Conyers Dill & Pearman
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal Share Registrar and Transfer Office

Suntera (Cayman) Limited
Suite 3204, Unit 2A, Block 3
Building D, P.O. Box 1586
Garadenia Court, Camana Bay
Grand Cayman, KY1-1100
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

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

Principal Banker in Hong Kong

The Hongkong and Shanghai Banking
Corporation Limited

GEM Stock Code

8019

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

During the year ended 31 December 2025 (the “Year”), the Group continued to focus on the money lending business and processing and trading of electronic parts business.

The Group engaged in the money lending business by providing both secured and unsecured loans to individuals and corporate customers. The Group provided personal loans, mortgage loans and corporate loans. Interest income earned from the money lending business was approximately RMB25,622,000 during the Year, which represented approximately 72.4% of the total revenue. The Group’s electronic parts processing and trading segment sources, processes, and sells computer-related and smartphone-related electronic parts and components, such as CPUs, LED screen panels, hard-disks, and smartphone chipsets and lenses. The Group specialised in the technical processing and reconditioning of electronic parts and components. Operations involved the procurement of used parts and components from various channels, followed by a comprehensive multi-step refurbishment process that included disassembly, sanitisation, functionality testing, and repackaging. The value-added parts and components were subsequently distributed to customers for use in after-sales repairs and refurbished product manufacturing. Revenue earned from the processing and trading of electronic parts business was approximately RMB9,760,000 during the Year, which represented approximately 27.6% of the total revenue.

Financial Review

During the Year, the Group recorded a consolidated revenue of approximately RMB35,382,000 (2024: RMB38,583,000), which represented a drop of approximately 8.3% as compared with the corresponding period in 2024.

The decrease of revenue was mainly attributed to reduced demand in the People’s Republic of China (the “PRC”). The revenue from processing and trading of electronic parts business decreased by approximately RMB683,000 or 6.5% to approximately RMB9,760,000 (2024: RMB10,443,000). Additionally, the revenue from money lending business dropped by approximately RMB2,518,000 or 8.9% as compared with the corresponding period in 2024. The Group generated interest income from its loan portfolio of approximately RMB25,622,000 for the Year (2024: RMB28,140,000).

Other income and other gains or losses, net, increased from approximately RMB707,000 to approximately RMB16,158,000. This increase was primarily due to (i) a significant increase in fair value gains on financial assets at fair value through profit or loss (“FVTPL”), which increased from approximately RMB3,980,000 to approximately RMB14,205,000 from the listed securities portfolio held by the Group; (ii) no loss was recognized on write-off of loan receivables due to a borrower’s inability to repay for the Year as compared with the corresponding period in 2024; and (iii) partially net-off by the drop in gains on disposal of financial assets at FVTPL.

The general and administrative expenses for the Year increased by approximately RMB5,648,000 or 56.3% from approximately RMB10,038,000 to approximately RMB15,686,000. The Group’s general and administrative expenses mainly consisted of the legal and professional expenses, advertising expense and staff cost.

Finance costs for the Year decreased by approximately RMB869,000 or 17.0% from approximately RMB5,119,000 to approximately RMB4,250,000. This drop primarily represented the interest expenses on the unsecured bonds.

MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

Loss attributable to owners of the Company for the Year amounted to approximately RMB927,000 (2024: RMB8,363,000), representing a decrease of approximately RMB7,436,000 or 88.9% compared with the corresponding period in 2024. The decrease was primarily attributable to the increase in fair value gains of financial assets at FVTPL.

As at 31 December 2025, the Group had trade, loan and other receivables, prepayments and deposits of approximately RMB259,797,000 (2024: RMB308,608,000). The balance primarily represented trade receivables of approximately RMB7,180,000 (2024: RMB5,324,000), loan receivables of approximately RMB252,227,000 (2024: RMB301,388,000) and other receivables of approximately RMB185,000 (2024: RMB1,680,000). The impairment losses on trade, loan and other receivables of approximately RMB23,070,000 (2024: RMB22,542,000) was recognised for the Year.

In money lending business, the Group maintained a net loan portfolio of approximately RMB252,227,000 (2024: RMB301,388,000) with loans to 69 borrowers, of which 61 were individuals and 8 were corporations. The principal amount of the loans ranged from approximately HK\$286,000 to approximately HK\$12,900,000 and the loan terms ranged from 1 year to 3 years. The amount of secured loans was approximately RMB178,470,000 and the amount of unsecured loans was approximately RMB73,757,000. The secured loan is secured by the pledge of assets and guarantee (if any) from the customers. As at 31 December 2025, the net amounts of loan receivables from the five largest borrowers in aggregate amounted to approximately RMB47,182,000, which accounted for approximately 18.7% of the loan receivables of the Group.

Loan Term	Number of clients	
	2025	2024
Within one year	13	14
One to two years	44	53
Over two years	12	7
	<u>69</u>	<u>74</u>

The following table sets forth the distribution of the remaining maturity of loan receivables:

	2025	2024
	RMB'000	RMB'000
Within one year	88,071	127,332
More than one year but not exceeding three years	164,156	174,056
	<u>252,227</u>	<u>301,388</u>

The Company did not set specific target for customer of any background or industry or operation history. The source of customers of the Company were mainly via the business networks of the management of the Company or customers' referrals or advertisements.

MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

At the end of the Year, the Group performed an impairment assessment on the loan receivables with reference to a valuation prepared by an independent professional valuer. The valuation measured allowance for ECL of loan receivables using the general approach under IFRS 9, which uses three categories for ECL on loan receivables that reflect their credit risk and how the loss allowance is determined for each of the categories. Based on the valuation, the allowance for ECL of loan receivables was approximately RMB132,554,000 (2024: RMB114,862,000) based on ECL applied to different stages. The increase in the allowance for ECL was mainly attributable to the economic downturn which had an adverse impact on the financial condition of the borrowers and caused a significant decrease in their ability to meet debt obligations. After assessments based on the borrowers' repayment and financial status and communication with the borrowers, certain loan receivables have been transferred to stage where the expected loss rate is highest. All borrowers are independent third parties of the Company and its connected person. The Group has issued demand letters to the borrowers who failed to fulfil his/her/its repayment obligation in the prescribed time and has been negotiating with the borrowers on new repayment arrangements according to the circumstances of the borrowers. Legal actions might be brought against the relevant borrowers if no positive results arise depending on the actual circumstances on a case-by-case basis. The impairment losses were recognised due to the unpredictable and uncontrollable factors which included the economic condition. The Directors consider that internal control procedures of the Group remain sound and effective in identifying, monitoring, and managing credit risks within the Group's control.

Liquidity and Financial Resources

	2025	2024
Current ratio	3.5 times	3.1 times
Gearing ratio (Total liabilities/total assets)	21.9%	21.7%

The Group generally finances its operations through internally-generated cash flows and issues unsecured bonds to independent third parties and shareholder's equity.

As at 31 December 2025, the Group had current assets of approximately RMB190,925,000 (2024: RMB195,957,000) and liquid assets comprising cash and short-term securities investments totalling approximately RMB95,245,000 (2024: RMB61,405,000). The Group's current ratio, calculated based on current assets of approximately RMB190,925,000 (2024: RMB195,957,000) over the current liabilities of approximately RMB53,974,000 (2024: RMB62,580,000), was approximately 3.5 times as at 31 December 2025 (2024: 3.1 times). As at 31 December 2025, the Group's gearing ratio, being the ratio of total liabilities to total assets, was approximately 21.9% (2024: 21.7%).

As at 31 December 2025, the Group had no lease liabilities (2024: nil).

With the amount of liquid assets and short-term securities investments on hand, the management is of the view that the Group has sufficient financial resources to meet its ongoing operational requirements.

MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

Material Acquisition and Disposal

The Group had no material acquisition nor disposal of subsidiaries, associates and joint ventures during the Year.

Future Plan for Material Investment of Capital Assets

Saved as disclosed in this report, the Group did not have plans for material investments and capital assets as at 31 December 2025.

Bonds Payables

Details of movements in bonds payable of the Group during the Year are set out in note 26 to the consolidated financial statements.

Significant Investments Held

As at 31 December 2025, the Group had financial assets at FVTPL with a total market value of approximately RMB92,146,000 (2024: RMB57,777,000). Details of the financial assets at FVTPL were set out as follows:

Name of securities	As at 31 December 2025			For the Year ended 31 December 2025		As at 31 December 2024			
	Number of shares held	Approximately percentage of shareholding interest	Fair value/ carrying value RMB'000	Approximately percentage to the financial assets at FVTPL	Approximately percentage to the total assets	Realised gain/ (loss) RMB'000	Unrealised gain/ (loss) RMB'000	Fair value/ carrying value RMB'000	Approximately percentage to the total assets
China Investment and Finance Group Limited ("CH INV FIN GP") (Stock code: 1226) (Note 1)	18,721,920	4.5%	12,634	13.7%	3.6%	-	(9,986)	23,406	6.3%
Other investments (Note 2)			79,512	86.3%	22.4%	1,953	24,191	34,371	9.3%
			<u>92,146</u>	<u>100%</u>	<u>26.0%</u>	<u>1,953</u>	<u>14,205</u>	<u>57,777</u>	<u>15.6%</u>

Notes:

- CH INV FIN GP is principally engaged in securities trading and investment holding.
- The fair value of each of these investments represented less than 5% of the total assets of the Group as at 31 December 2025.

MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

During the Year, the Group recorded a fair value gains on financial assets at FVTPL of approximately RMB14,205,000 (2024: RMB3,980,000) under the volatile stock market conditions during the Year and the Company did not receive any dividend from the above investments. The future performance of the equity securities held by the Group may be influenced by the Hong Kong stock market. In this regard, the Group will continue to maintain a diversified investment portfolio and closely monitor the performance of its investments and the market trends to adjust its investment strategies.

The Group manages counterparty risk in securities transactions by dealing exclusively with licensed brokers and financial institutions with good credit standing. Liquidity risk is managed by maintaining a portfolio of actively traded listed equity securities that can be readily liquidated. As at 31 December 2025, all financial assets at FVTPL were Level 1 investments with quoted bid prices in active markets.

Save as disclosed above, there were no other significant investments held by the Group as at 31 December 2025.

Investment Policy

Policy framework and objectives

The Company has adopted a comprehensive investment policy governing all treasury and investment activities. The policy establishes a disciplined framework to enhance capital efficiency by generating stable, risk-adjusted returns on idle funds, thereby broadening revenue streams and supporting the Group's long-term strategic projects while maintaining adequate liquid capital. The primary objectives are to preserve capital, maintain liquidity, and optimize returns within acceptable risk parameters, with a view to enhancing shareholder value. The investment policy sets out clear guidelines on investment scope, permissible and prohibited investments, risk management, and the roles and responsibilities of the investment management team and the Board.

Investment principles and scope

Investment activities are guided by a set of core principles designed to ensure prudent capital management. All investments are undertaken using surplus cash that is not required for the Group's short-to-medium term operational requirements. The Company strictly prohibits the use of borrowed funds or funds required for ongoing operations for investment purposes. The Group may invest in a range of assets, while it is restricted from investing in low-rated unsecured bonds, emerging industries, leveraged derivative financial products, or other speculative investment transactions. Maintaining portfolio diversification and exercising rigorous risk control are considered fundamental to the investment process. The Group evaluates counterparty risks based on credit ratings, issuer reputation, and licensing status, and ensures sufficient cash and bank deposits are maintained to meet working capital requirements at all times.

Governance and decision-making

Investment decisions are made by the management of the Group, which is responsible for identifying suitable investment opportunities, conducting due diligence, and executing investments. The management of the Group conducts initial assessment and analysis of all potential investments, evaluating expected benefits against risks while considering factors including cash requirements, market conditions, investment costs, duration, and potential returns. Pursuant to the Investment Policy, the management of the Group may approve investments below 5% of the Group's market capitalization and/or total assets, while any proposed investment exceeding such threshold requires formal Board approval. The management of the Group regularly reports to the Board on investment status and performance, including total investment returns, and promptly reports any material adverse changes. Ongoing

MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

risk management includes regular performance reviews, half-yearly reporting, and periodic reevaluations of counterparties and investment targets, ensuring continuous oversight and alignment with the Group's risk tolerance and strategic objectives.

Capital Structure

Authorised share capital

As at 31 December 2025, the authorised share capital of the Company (the "Authorised Share Capital") was HK\$1,000,000,000 divided into 100,000,000,000 shares of HK\$0.01 each. The Authorised Share Capital had no change during the Year.

Issued share capital

As at 31 December 2025, the number of shares in issue was 356,072,058 shares of HK\$0.01 each.

Foreign Exchange Exposure

Most of the Group's assets, liabilities and transactions are denominated in Hong Kong dollars and Renminbi. The Group has not implemented any hedging policy during the Year, but the Directors will continue to monitor its foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arise.

Charges on Group Assets

As at 31 December 2025, none of the assets of the Group has been pledged to secure any loan granted to the Group (2024: nil).

Human Resources

As at 31 December 2025, the Group had 9 employees (2024: 10 employees) working in Hong Kong and the PRC, comprising of 2 executive Directors (2024: 2). The gender ratio of the Group's workforce (including senior management) was approximately 56% male to approximately 44% female. Excluding senior management, the Group had 4 male employees (57%) and 3 female employees (43%). The Group had 2 senior management, of which 1 was male (50%) and 1 was female (50%). The Group shall continue to take into account diversity perspectives including gender diversity in its hiring of employees from time to time. The staff costs, including Directors' emoluments, were approximately RMB1,259,000 for the Year (2024: RMB1,571,000). During the years ended 31 December 2025 and 2024, the Group had no forfeited contributions under the MPF Scheme and the retirement benefit scheme in the PRC that might be used by the Group to reduce the existing level of contributions.

The emolument policy of the Directors are decided by the Board, taking into account recommendation from the remuneration committee of the Board, having regard to merit, qualification and competence of each Director. The Group remunerates its employees based on their performance, experience and the prevailing industrial practice. Benefits plans maintained by the Group including contribution to statutory mandatory provident fund scheme, medical insurance, the share option scheme and discretionary bonus.

MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

Contingent Liabilities

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

Capital Commitment

As at 31 December 2025, the Group did not have any material capital commitment (2024: nil).

Business Outlook and Prospect

In 2025, the Group anticipates ongoing operational challenges and a decline in economic growth. These changing economic conditions may have an impact on the financial results of the Group. To mitigate these potential effects, the Group will closely monitor market developments and proactively respond to safeguard its financial position and operating results.

Despite the challenges ahead, the Group continues to monitor the positioning of its loan portfolio and will continue to adopt a prudent but sensible risk management policy to maintain a balanced risk reward.

Looking forward, the Group will continue to dedicate efforts to the processing and trading of electronics parts business with the view to achieving product upgrade and takes various cost-savings and quality improvement measures for the business. The Group is confident that it will be well positioned in facing the upcoming challenges and preserving long-term profitability growth for its shareholders. Meanwhile, the Group is planning to develop and expand the business in natural rubber and related agricultural sectors. The Group would also explore other potential investment opportunities in order to broaden our income sources.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

Executive Directors

Mr. FENG Keming (“**Mr. Feng**”), aged 38, joined the Company in 2020 as an executive Director. He was graduated from 北京師範大學珠海分校 (Beijing Normal University Zhuhai*) with a Bachelor Degree in English in August 2011. Mr. Feng has more than 10 years of working experience in banking and financial industry. He has extensive experiences in providing financial services to the customers, including corporate clients and individual.

Ms. BAI Jie (“**Ms. Bai**”), aged 46, joined the Company in 2023 as an executive Director. Ms. Bai has over 10 years of experience in investment and financial industry as well as extensive experiences in project and corporate management in different industries.

Independent Non-Executive Directors

Mr. CHAN Kwan Yiu (“**Mr. Chan**”), aged 42, joined the Company in 2017 as an independent non-executive Director, the chairman of the audit committee (the “**Audit Committee**”), the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Board. Mr. Chan was graduated from the Hong Kong Baptist University with the Master of Science degree in Corporate Governance and Directorship in 2013. Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants and an Associate of The Institute of Chartered Accountants in England and Wales. He is a Certified Public Accountant (Practising) in Hong Kong. Mr. Chan has over 10 years of experience in auditing and accounting in professional firms.

Ms. MA Sijing (“**Ms. Ma**”), aged 53, joined the Company in 2014 as an independent non-executive Director, a member of the Audit Committee, the Remuneration Committee and the Nomination Committee. Ms. Ma graduated from 中央廣播電視大學 (China Central Radio and TV University*) specializing in social work and obtained the certificate of accounting profession issued by 深圳龍崗財政局 (Shenzhen Longgang Municipal Finance Bureau*) in the PRC in May 2005. Ms. Ma is currently the financial controller of a non-governmental organization primarily responsible for the financial and accounting matters in the PRC. Ms. Ma has over 15 years of experience in financial and accounting in different sectors, such as biotech industries and social services in the PRC.

Ms. HO Yuen Ki (“**Ms. Ho**”), aged 43, joined the Company in 2016 as an independent non-executive Director, a member of the Audit Committee, the Remuneration Committee and the Nomination Committee. Ms. Ho was graduated from University of Salford with the degree of Bachelor of Science (Hons.) in Finance and Accounting in 2004. Ms. Ho is a fellow member of the Association of Chartered Certified Accountants. Ms. Ho has over 20 years of experience in auditing and accounting in different sectors, such as upholstery, apparels industry and accountant firms.

Company Secretary

Ms. TAM Tsz Yan (“**Ms. Tam**”) was appointed as the company secretary of the Company in 2023. Ms. Tam holds a master’s degree in corporate governance. She is currently an associate member of both The Chartered Governance Institute and The Hong Kong Chartered Governance Institute. She has extensive work experience in the company secretarial profession.

* Translation of Chinese forms for reference only.

CORPORATE GOVERNANCE REPORT

Corporate Governance

The Company is committed to achieve and maintain the highest standard of corporate governance consistent with the needs and requirements of the business and its shareholders, and consistent with the code provisions as set out in the Corporate Governance Code (the “CG Code”) as set out in the Appendix C1 to the GEM Listing Rules. The Group has considered the CG Code and has put in place corporate governance practices to meet the code provisions.

The corporate governance principles of the Company emphasise a quality board, sound internal controls, and transparency and accountability to all Shareholders.

Throughout the financial year ended 31 December 2025, the Group has complied with all code provisions.

A Directors

A.1 The Board

The Board assumes the responsibility for leadership and control of the Company. Our Directors are collectively responsible for promoting the success of the Company by developing the strategic direction of the Group and directing and supervising the affairs of the Company.

The Board is responsible for the management of the business and affairs of the Group with the objective of enhancing shareholder value and presenting a balanced, clear and understandable assessment of the Company’s performance, position and prospects in its annual, interim and quarterly reports, other inside information announcements, other financial disclosures as required under the GEM Listing Rules, reports to regulators, and information required to be disclosed pursuant to statutory requirements. The Board is also required to approve acquisitions or disposals and connected transactions within the meaning of Chapter 20 of the GEM Listing Rules that require notification or approval under the GEM Listing Rules.

The Board has a fiduciary duty and statutory responsibility towards the Group and is directly accountable to the Shareholders. Other responsibilities and matters reserved to the Board are set out in paragraph E.1 below.

CORPORATE GOVERNANCE REPORT *(Continued)*

The Board meets regularly, normally four times each year with a meeting scheduled at approximately three month intervals and additional meetings would be arranged if and when necessary. The dates of regular Board meetings for each year are normally made available to all Directors at the beginning of the year to provide sufficient notice to give all Directors an opportunity to attend. Regular meetings are for reviewing and approving the financial and operating performances of the Group as well as considering and approving the overall strategies and policies of the Group. Special Board meetings will be held when necessary. Matters on transactions where Directors are considered having a conflict of interest or material interests would not be dealt with by way of written resolutions and a separate Board meeting shall be held where independent non-executive Directors who have no interests should be present at the meeting. Directors having a conflict of interest or material interests in a transaction before the meeting of the Board will declare his/her interest therein in accordance with the articles of association of the Company (the “**Articles of Association**”), shall abstain from voting on the resolution and shall not be counted in the quorum present at such Board meeting. Such declaration of interests will be duly noted in the minutes of the relevant Board meeting.

Notices are given to all the Directors for attending regular Board meetings approximately fourteen (14) days before the meetings. For other Board meetings, reasonable notices are generally given. Board papers, together with all appropriate information are sent to all Directors at least three (3) days before each Board meetings to the extent practicable.

Board meetings involve the active participation, either in person or through other electronic means of communication, by all of the Directors. The company secretary of the Company (the “**Company Secretary**”) assists in preparing the meeting agenda, and each Director may request the inclusion of items in the agenda. Directors are also consulted to suggest matters to be included in the agenda for all regular meetings of the Board.

Minutes of the Board meetings are recorded in detail and draft minutes are circulated within a reasonable time after the meeting to all Directors for their review and comments before being approved by the Board. All the minutes of the meetings are properly kept by the Company Secretary and are available for inspection by the Directors during normal office hours.

Participation of individual Directors at Board meetings during the Year is as follows:

	Number of meetings
	8
Executive Directors:	
Mr. FENG Keming	8/8
Ms. BAI Jie	8/8
Independent non-executive Directors:	
Mr. CHAN Kwan Yiu	8/8
Ms. MA Sijing	8/8
Ms. HO Yuen Ki	8/8

CORPORATE GOVERNANCE REPORT *(Continued)*

A.2 Board composition

As at the date of this report, the Board comprises five Directors: two executive Directors and three independent non-executive Directors. The current composition of the Board is as follows:

Membership of Board Committees:

Executive Directors:

Mr. FENG Keming	–
Ms. BAI Jie	–

Independent non-executive Directors:

Mr. CHAN Kwan Yiu	Chairman of the Audit Committee Chairman of the Remuneration Committee Chairman of the Nomination Committee
Ms. MA Sijing	Member of the Audit Committee Member of the Remuneration Committee Member of the Nomination Committee
Ms. HO Yuen Ki	Member of the Audit Committee Member of the Remuneration Committee Member of the Nomination Committee

The GEM Listing Rules require every listed issuer to have at least three independent non-executive Directors, at least one of whom must have appropriate professional qualifications, or accounting or related financial management expertise. Mr. CHAN Kwan Yiu is a member of the Hong Kong Institute of Certified Public Accountants and an Associate of The Institute of Chartered Accountants in England and Wales. He is a Certified Public Accountant (Practising) in Hong Kong. Mr. Chan has over 10 years of experience in auditing and accounting in professional firms.

The Company has received from each of the independent non-executive Directors an annual confirmation of his/her independence pursuant to Rule 5.09 of the GEM Listing Rules. The Board has assessed the independence of all the independent non-executive Directors and is satisfied of their independence.

The Company recognizes the importance of the Board independence to corporate governance. In particular, in order to ensure the strong independence of the Board and make ensure that the Board can obtain independent views and opinions, the following mechanisms are required: 1) in assessing the qualification of potential candidates to become independent Directors, the Nomination Committee and the Board will consider, among others, whether the candidates are able to dedicate sufficient time to fulfill their duties as independent Directors and the candidates' backgrounds and qualifications, in order to assess whether such candidates are able to bring an independent view to the Board; and 2) the Nomination Committee is authorized to assess the independence of all independent non-executive Directors on an annual basis with reference to the independence criteria set out in the Listing Rules so as to ensure that they can continue to exercise independent judgment.

CORPORATE GOVERNANCE REPORT *(Continued)*

All Directors have full and timely access to all information of the Company and to the advice and services of the company secretary and senior management of the Company. Directors are generally entitled to seek independent professional advice on the discharge of their duties to the Company in appropriate circumstances upon request and at our Company's expense.

At the same time, the Company has formulated internal policies (including but not limited to the Articles, the terms of reference of the Remuneration Committee, the Audit Committee and the Nomination Committee) to ensure that the Board is provided with independent views and opinions. For the year ended 31 December 2025, the Company has reviewed the implementation and effectiveness of the above mechanism and is of the view that the above mechanism is able to ensure that the Board is provided with independent views and opinions.

The Board members do not have any family, financial or business relations with each other. The biographies of our Directors are set out on page 11 of this annual report.

The list of Directors is disclosed in all corporate communications issued by the Company pursuant to the GEM Listing Rules from time to time.

The Company has arranged appropriate insurance cover in respect of the legal action against the Directors.

A.3 Appointment, re-election and removal of Directors

Code provision B.2.2 of the CG Code stipulates that every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Each of the independent non-executive Directors was appointed without a specific term of appointment. As the appointment of independent non-executive Directors are subject to the retirement by rotation provisions in the Articles of Association, the Board considers that it is not necessary to appoint the non-executive Directors for a specific term. At every annual general meeting of the Company (the "AGM"), one-third of the Directors for the time being, or if their number is not three or in a multiple of three, the number nearest to but not less than one-third, shall retire from office by rotation according to article 84(1) of the Articles of Association. All Directors, including those appointed for a fixed term, are subject to the retirement by rotation provision in the Articles of Association.

Pursuant to article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Shareholders after his/her appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office until the next following AGM and shall then be eligible for re-election.

CORPORATE GOVERNANCE REPORT *(Continued)*

A.4 Nomination Committee

The Board has established the Nomination Committee on 18 November 2009 with written terms of reference revised in January 2019. Currently, the Nomination Committee comprised of Mr. CHAN Kwan Yiu, Ms. MA Sijing and Ms. HO Yuen Ki, all are independent non-executive Directors.

The Nomination Committee is responsible for reviewing Board composition structure, size and diversity (including but not limited to gender, age, culture and educational background), identifying suitable candidates for directorship, assessing the independence of independent non-executive Directors and making recommendations to the Board regarding any proposed appointment or re-appointment. The Nomination Committee follows a formal, considered and transparent procedure for the appointment of new Directors to the Board. The appointment of a new Director is the collective decision of the Board, taking into consideration the recommendation of the Nomination Committee and the relevant candidate's qualification, expertise, experience, integrity and commitment to his/her responsibilities within the Group. In addition, all candidates to be selected and appointed as a Director must be able to meet the standards set out in Rules 5.01 and 5.02 of the GEM Listing Rules. A candidate who is to be appointed as an independent non-executive Director must also meet the independence criteria set out in Rule 5.09 of the GEM Listing Rules. Further appointment of independent non-executive Director who has served more than 9 years should be subject to a separate resolution to be approved by the Shareholders and the Board would consider and set out the reasons why such independent non-executive Director continues to be independent and should be elected.

Pursuant to article 84(1) of the Articles of Association, at each AGM, one-third of the Directors shall retire from office by rotation provided that every Director shall be subject to retirement at an AGM at least once every three years. Any Director who retires under article 83(3) of the Articles of Association shall not be taken into account in determining which particular Directors or the number of Directors who are retired by rotation at such meeting pursuant to article 84(2) of the Articles of Association. In this regard, Mr. FENG Keming, an executive Director and Mr. CHAN Kwan Yiu, an independent non-executive Director, shall retire from office by rotation upon the conclusion of the forthcoming AGM and be eligible to offer themselves for re-election.

The Nomination Committee has held 2 meetings during the Year.

Attendance of individual members at the Nomination Committee meetings during the Year is as follows:

	Number of meetings
	2
Mr. CHAN Kwan Yiu	2/2
Ms. MA Sijing	2/2
Ms. HO Yuen Ki	2/2

CORPORATE GOVERNANCE REPORT *(Continued)*

The summary of work performed by the Nomination Committee during the Year is as follows:

- To review the existing Board's structure, size, composition, and diversity;
- To review the board diversity policy;
- To review the nomination policy;
- To review and assess the independence of the independent non-executive Directors; and
- To make recommendations on the retiring Directors at the 2025 AGM of the Company.

Board Nomination Policy

The Company adopted a nomination policy, which establishes written guidelines to the Nomination Committee to identify individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorships with reference to the formulated criteria. The Board is ultimately responsible for selection and appointment of new Directors.

The Board, through the delegation of its authority to the Nomination Committee, has used its best efforts to ensure that Directors appointed to the Board possess the relevant background, experience and knowledge in business, finance and management skills critical to the Group's business to enable the Board to make sound and well considered decisions. Collectively, they have competencies in areas which are relevant and valuable to the Group.

Nomination Process

The Nomination Committee shall assess whether any vacancy on the Board has been created or is expected on a regular basis or as required.

The Nomination Committee utilizes various methods for identifying director candidates, including recommendations from Board members, management, and professional search firms. All director candidates, including incumbents and candidates nominated by Shareholders are evaluated by the Nomination Committee based upon the director qualifications. While director candidates will be evaluated on the same criteria through review of resume, personal interview and performance of background checks. The Nomination Committee retains the discretion to establish the relative weighting of such criteria, which may vary based on the composition, skill sets, age, gender and experiences of the collective Board rather than on the individual candidate for the purpose of diversity perspectives appropriate to the requirement of the Company's business.

Selection Criteria

The Nomination Committee will take into account whether a candidate has the qualifications, skills, experience and gender diversity that add to and complement the range of skills, experience and background of existing Directors by considering the highest personal and professional ethics and integrity of the director candidates, proven achievement and competence in the nominee's field and the ability to exercise sound business judgment, skills that are complementary to those of the existing Board, the ability to assist and support management and make significant contributions to the Company's success and such other factors as it may deem are in the best interests of the Company and the Shareholders.

The Company shall review and reassess the nomination policy and its effectiveness on a regular basis or as required.

CORPORATE GOVERNANCE REPORT *(Continued)*

Directors Remuneration Policy

The Company has adopted a director remuneration policy, it sets out the general principles which guide the Group to deal with the remuneration matters. This remuneration policy aims to provide a fair market level of remuneration to retain and motivate high quality Directors, senior management of the Group and attract experienced people of high calibre to oversee the business and development of the Group.

Board Diversity Policy

The composition of the Board is reviewed on an annual basis by the Nomination Committee to ensure that the Board has the appropriate mix of expertise and experience, and collectively possesses the necessary core competence for informed decision-making and effective functioning. The Company adopted its own board diversity policy (the “**Board Diversity Policy**”) and recognises the benefits of having diversity in the composition of the Board.

The Company noted that people from different background and with different professional and life experience are likely to approach problems in different ways and accordingly, members of the Board with diverse background will bring different concerns and questions to the table, and allow the Board to consider a wider range of options and solutions when deciding on corporate issues and formulating policies for the Group. In determining the Board’s composition and selection of candidates to the Board, the Nomination Committee will consider factors including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, industry knowledge and length of service.

All Board appointments will be based on meritocracy, and candidates will be considered against the selection criteria, having regard for the benefits of diversity on the Board, the business model and specific needs of the Group. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

CORPORATE GOVERNANCE REPORT *(Continued)*

Composition of the Diversified Board

As at the date of this annual report, the Board comprises five Directors, two of which are male, three are female. The following table further illustrate the composition and diversity of the Board in terms of gender, age, length of service with the Group, educational background and professional experience as of the date of this annual report:

Name of Director	Age Group			Length of Service		Gender	
	30 to 39	40 to 49	50 to 59	less than 4 years	more than 4 years	Male	Female
Mr. FENG Keming	✓				✓	✓	
Ms. BAI Jie		✓		✓			✓
Mr. CHAN Kwan Yiu		✓			✓	✓	
Ms. MA Sijing			✓		✓		✓
Ms. HO Yuen Ki		✓			✓		✓

Name of Director	Educational Background			Professional Experience		
	Law	Accountancy	Others	Law	Accounting and Finance	Management
Mr. FENG Keming			✓		✓	✓
Ms. BAI Jie			✓		✓	✓
Mr. CHAN Kwan Yiu		✓			✓	✓
Ms. MA Sijing		✓			✓	✓
Ms. HO Yuen Ki		✓			✓	

The Nomination Committee has reviewed the policy concerning the diversity of Board members and believes that the Board has already had a diverse mix of gender, skills, knowledge and experience. The Company will strive to achieve gender balance of the Board through the following measures to be implemented by the Nomination Committee in accordance with the Board Diversity Policy. The Company will actively identify male and female individuals suitably qualified to become the Board members. To further ensure gender diversity of the Board in the long run, the Group will take opportunities to balance the proportion of gender of the Board, identify male and female individuals with a diverse range of skills, experience and knowledge in different fields from time to time, and maintain a list of such individuals who possess qualities to become the Board members, which will be reviewed by the Nomination Committee periodically in order to develop a pipeline of potential successors to the Board to promote gender diversity of the Board.

A.5 Responsibilities of Directors

Each newly appointed Director is provided with a package of orientation materials setting out the required duties and responsibilities of Directors under the GEM Listing Rules and other relevant statutory requirements of Hong Kong. An orientation as to a Director's duties and obligations under the GEM Listing Rules and relevant legislations will be arranged for all newly appointed Directors.

CORPORATE GOVERNANCE REPORT *(Continued)*

Newly appointed Directors will also receive a comprehensive, formal and tailored introduction on the Company's operation and business. Our Directors are kept informed from time to time on the latest development of any changes to the regulatory requirements and the progress of compliance of applicable rules and regulations by the Company. Our Directors will also be updated from time to time on the business development and operation plans of the Company. All our Directors are encouraged to participate in continuing professional development seminars and/or courses to update their skills and knowledge on the latest development or changes in the relevant statutes, GEM Listing Rules and corporate governance practices.

According to the records maintained by the Company, the current Directors received the following training with an emphasis on the roles, functions and duties of a director of a listing company in compliance with the CG Code on continuous professional development.

	Corporate governance, rules and regulations (including directors' duties)	Financial, management and other business skills and knowledge
Executive Directors		
Mr. FENG Keming	✓	✓
Ms. BAI Jie	✓	✓
Independent Non-executive Directors		
Mr. CHAN Kwan Yiu	✓	✓
Ms. MA Sijing	✓	✓
Ms. HO Yuen Ki	✓	✓

Every Director is aware that he/she should give sufficient time and attention to the affairs of the Company.

The Company has adopted the standard set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "**Model Code**"), in relation to the dealings in securities of the Company by the Directors.

Having made specific enquiry of all Directors, each Director has confirmed that he/she has complied with the standards set out in the Model Code during the Year.

The Company has also established written guidelines on terms no less exacting than the Model Code for securities transactions by employees of the Company, its subsidiaries and its holding company (including directors of the Company's holding company and its subsidiaries), who because of such office or employment, are likely to be in possession of unpublished inside information of the Company or its securities.

CORPORATE GOVERNANCE REPORT *(Continued)*

A.6 Supply of and access to information

With respect to regular Board meetings, and so far as practicable in all other cases, an agenda and accompanying board papers are sent in full to all Directors in a timely manner as permitted under the circumstances. Notices are given to all the Directors for attending regular Board meetings fourteen (14) days before the meetings. For other Board meetings, reasonable notices are generally given. It has been the practice of the Board and accepted by all members of the Board that relevant information of Board meetings will be sent to all Directors three (3) days in advance of the relevant meetings or any reasonable time before such meetings where it is not practicable to send out the information three (3) days in advance.

Members of the management have been reminded that they have an obligation to supply the Board and the Board committees with adequate information on a timely basis to enable each of them to make informed decisions. The Board and each Director have separate and independent access to the Group's senior management for information on the latest developments and financial position of the Company and other information and materials necessary to enable the Directors to make informed decisions of the matters to be considered at the Board meetings. The compliance officer of the Company (the "**Compliance Officer**") and the Company Secretary meet the management of the Company and attend Board meetings when necessary to advise on business developments, financial and accounting matters, statutory compliance, corporate governance and other major aspects of the Company. Mr. FENG Keming was appointed as Compliance Officer on 20 June 2023. Ms. TAM Tsz Yan was appointed as Company Secretary with effect from 4 September 2023.

All Directors are entitled to have access to Board papers, minutes and related materials.

B Remuneration of Directors and Senior Management

B.1 The level of remuneration and disclosure

The Remuneration Committee was established on 8 August 2006 with written terms of reference revised in January 2023 in accordance with the CG Code.

The existing members of the Remuneration Committee are Mr. CHAN Kwan Yiu, Ms. MA Sijing and Ms. HO Yuen Ki, all are independent non-executive Directors. The terms of reference of the Remuneration Committee are adopted with reference to the CG Code, including the specific duties set out in code provisions E.1.2(a) to (i) of the CG Code.

CORPORATE GOVERNANCE REPORT *(Continued)*

The Remuneration Committee is responsible for making recommendations to the Board regarding the Group's policy and structure for remuneration of all Directors and senior management and reviewing and/or approving matters relating to share schemes under Chapter 23 of the GEM Listing Rules. The Remuneration Committee is authorised to seek any information it requires from any employee of the Group and has the power to request the executive Directors and other persons to attend its meetings.

The Remuneration Committee is also authorised to obtain outside professional advice and to secure the attendance of other persons with relevant experience and expertise if it considers as necessary.

The work performed by the Remuneration Committee during the Year included reviewing and approving the remuneration package of the Directors (including the three independent non-executive Directors) and the senior management of the Company.

During the process of consideration, no individual Director will be involved in decisions relating to his/her own remuneration.

Full minutes of the Remuneration Committee meeting are kept by the Company Secretary. Draft and final versions of the minutes of the Remuneration Committee meetings are sent to all members of the Remuneration Committee for comments and approval.

The Remuneration Committee will make available its terms of reference, explaining its role and the authority delegated to it by the Board, on request. The terms of reference are also available on both of the website of the Company and the website of the Stock Exchange.

During the Year, the Remuneration Committee has held 1 meeting.

Participation of individual Directors at the Remuneration Committee meeting during the Year is as follows:

	Number of meetings
	1
Independent non-executive Directors:	
Mr. CHAN Kwan Yiu	1/1
Ms. MA Sijing	1/1
Ms. HO Yuen Ki	1/1

CORPORATE GOVERNANCE REPORT *(Continued)*

C Accountability and Audit

C.1 Financial reporting

Management shall provide such explanation and information to the Board as will enable the Board to make an informed assessment of the financial and other matters put before the Board for approval.

The Directors are responsible for overseeing all financial aspects of the Company and for keeping proper accounting records and preparing financial statements for each financial period, that give a true and fair view of the state of affairs of the Group and of the results and cash flow for that period. In preparing the financial statements for the Year, the Directors have:

- approved the adoption of all applicable IFRS Accounting Standards which are issued by the International Accounting Standards Board;
- selected and applied consistently appropriate accounting policies;
- made judgments and estimates that are prudent and reasonable; and
- prepared the accounts on a going concern basis.

The Board is accountable to its shareholders for a clear and balanced assessment of the Group's financial position and prospects. In this regard, the Directors' responsibility to present a balanced, clear and understandable assessment extends to annual and interim reports, other inside information announcements and other financial disclosures required under the GEM Listing Rules, reports to regulators, and information required to be disclosed pursuant to statutory requirements.

The consolidated financial statements for the Year were audited by McMillan Woods (Hong Kong) CPA Limited ("**McMillan Woods**"). The Audit Committee has recommended to the Board that McMillan Woods be nominated for re-appointment as the auditor of the Company at the forthcoming AGM.

For the year ended 31 December 2025, the audit fees paid or payable by the Company in relation to statutory audit amounted to approximately RMB598,000. There was no non-audit service provided by McMillan Woods for the year ended 31 December 2025.

The statement of the Auditor about their reporting responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditor's Report on pages 67 to 71 of this annual report.

CORPORATE GOVERNANCE REPORT *(Continued)*

C.2 Risk management and internal control

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness on an annual basis. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss. The Board is responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems. The internal control system includes safeguarding of the interest of shareholders and the Group's assets. It has been an important duty of the Board to conduct a review of internal control system to ensure the effectiveness and adequacy of the system of the Group annually or at any time necessary. The review covers all material controls, including financial, operational and compliance controls, as well as risk management functions.

The Group has engaged an independent internal control review advisor (the “**Internal Control Advisor**”) to conduct the annual review on the effectiveness of the internal control system. Review of the Group's internal controls covered major operational, financial and compliance controls, as well as risk management functions of different systems has been performed on a systematic rotational basis on the risk assessments of the operations and controls. During the risk assessment process, the Internal Control Advisor interviewed the relevant personnel and identified the business objectives and significant risks of the Group. A risk management report prepared by the Internal Control Advisor which sets out the risks, issues and recommended action plan was presented to the Board for review and endorsement. The Board considered that significant risks of the Group were managed within the acceptable level and the management will continue to monitor the residual risks and report to the Board on ongoing basis.

For the year ended 31 December 2025, the Board have reviewed the effectiveness of the internal control and risk management systems and they consider them effective and adequate.

C.3 Inside Information

The Company takes the Guidelines on Disclosure of Inside Information issued by the Securities and Futures Commission of Hong Kong as the Company's basis of identification of inside information, to ensure the timely report of inside information to the executive Directors and maintain communication with the Board. Meanwhile, the Company handles and disseminates the inside information according to the related policy of the Company to ensure that the inside information is kept confidential before being approved for dissemination and the relevant information will be released effectively and consistently.

CORPORATE GOVERNANCE REPORT *(Continued)*

C.4 Audit Committee

The Audit Committee was established on 5 July 2001 and its terms of reference was adopted and revised in December 2015 and January 2019, and have included the duties set out in code provision D.3.3(a) to (n) of the CG Code. The Audit Committee comprised of three members and all of whom are independent non-executive Directors. Mr. CHAN Kwan Yiu who possesses appropriate professional qualifications, accounting and related financial management expertise, is also appointed as the chairman of the Audit Committee. The Audit Committee does not have any member who is a former partner of the Group's existing audit firm.

During the Year, the Audit Committee has held 4 meetings and discharged its responsibilities.

Attendance of individual members at the Audit Committee meetings during the Year is as follows:

	Number of meetings
	4
Mr. CHAN Kwan Yiu	4/4
Ms. MA Sijing	4/4
Ms. HO Yuen Ki	4/4

The principal duties of the Audit Committee included reviewing the Group's financial controls, internal control and risk management systems, annual report, accounts and quarterly and interim reports.

The summary of work performed by the Audit Committee during the Year is as follows:

- reviewing the auditor's management letter and management's response;
- reviewing and considering the recently issued accounting standards, the adoption of new accounting standards and the change in significant accounting policies;
- recommending the appointment of auditor;
- reviewing the audited consolidated financial statements and annual results announcement for the year ended 31 December 2024;
- reviewing the interim report and the interim results announcement for the six months ended 30 June 2025; and
- meeting with the auditor to go through any significant audit issues or key findings noted during the audit of the Group's 2024 annual results and before the commencement of the audit of the Group's 2025 annual results.

All issues raised by the Audit Committee have been addressed by the management. The work and findings of the Audit Committee have been reported to the Board. During the Year, no issues brought to the attention of the management and the Board were of sufficient importance to require disclosure in this annual report.

CORPORATE GOVERNANCE REPORT *(Continued)*

Full minutes of the Audit Committee meetings are kept by the Company Secretary. Draft and final versions of the minutes of the Audit Committee meetings are sent to all members of the Audit Committee for comments and approval.

The Audit Committee will make available its terms of reference, explaining its role and the authority delegated to it by the Board, on request. The terms of reference are also available on the website of the Company and the website of the Stock Exchange.

This annual report has been reviewed by the Audit Committee.

C.5 Anti-Corruption and Whistle-blowing Policy

The Group has always valued integrity in its operations, firmly creating an honest working environment, requiring both the Board and all its employees to strictly adhere to relevant laws and moral standards. The Group has set up audit committees and employed external professionals in accordance with the HKEx corporate governance and disclosure requirement. We regularly review our internal governance mechanisms and provide internal anti-corruption training in hopes of improving the Group's governance level.

The Group regularly provides employees with information regarding anti-corruption to increase their awareness of the issue while also maintaining professional conduct. Through our whistle-blowing system, employees can report bribery, abuse of power or any illegal or dishonest activities by employees' partners or clients anonymously. The Group promises to protect the identity of the whistle-blower. If any corrupt or fraudulent incidents are discovered, the Group will immediately conduct an investigation and report to management and law enforcement authorities. The Group will review each case and rectify any gaps in our internal policies.

The Group complies with all applicable laws on prohibiting corruption and bribery in Hong Kong, which includes but not limited to the Prevention of Bribery Ordinance (Cap. 201 of Hong Kong Laws). During the Year, no corruption or fraudulent incident was discovered in the Group. The Group will review the implementation of the respective system periodically and devote more resources to improving the mechanism or provides anti-corruption training to directors and employees if needed.

Please refer to the "Environmental, Social and Governance Report" of the Company in this annual report for more details.

D Company Secretary

Ms. TAM Tsz Yan ("**Ms. Tam**") has been appointed as the Company Secretary since 4 September 2023. She reports to the Board directly. All members of the Board have access to her advice and services. Ms. Tam has confirmed that, during the Year, she has undertaken not less than 15 hours of relevant professional training in accordance with Rule 5.15 of the GEM Listing Rules.

The biographical detail of Ms. Tam is set out in the section headed "Profiles of Directors and Senior Management" on page 11 of this annual report.

CORPORATE GOVERNANCE REPORT *(Continued)*

E Delegation by the Board

E.1 Management functions

In general, the Board oversees the Company's strategic development and determines the objectives, strategies and policies of the Group. The Board also monitors and controls operating and financial performance and sets appropriate policies for risk management pursuant to the Group's strategic objectives. The Board delegates the implementation of strategies and day-to-day operation of the Group to the management.

E.2 Board committees

Apart from the Audit Committee (as described under paragraph C.3), the Remuneration Committee (as described under paragraph B.1) and the Nomination Committee (as described under paragraph A.5), the Board has not established any other committee of the Board.

F Communication with Shareholders

F.1 Effective communication

The Company attaches great importance to communications with Shareholders. Information on the Group's activities, business, strategies and developments is provided in the Company's annual reports and interim reports. Shareholders are encouraged to attend all general meetings of the Company which offer a valuable forum for dialogue and interaction with management. The Company has reviewed the implementation and effectiveness of the shareholder communication policy during the Year and concluded as effective because some minority shareholders have personally approached the Company and asked for relevant news by ways of attending the AGM or sending email to the Company.

In line with the practice of the Company, in respect of each issue to be considered at the AGMs and extraordinary general meetings of the Company (the "EGMs"), including the re-election of Directors, a separate resolution will be proposed by the chairman of the meeting.

In accordance with the code provision F.2.2 as set out in the CG Code, the chairman of the Audit Committee, the Nomination Committee and the Remuneration Committee has attended the AGM held on 30 May 2025 (the "2025 AGM").

CORPORATE GOVERNANCE REPORT *(Continued)*

Participation of individual Directors at general meeting during the Year is as follows:

	Number of meeting
	1
Executive Directors:	
Mr. FENG Keming	1/1
Ms. Bai Jie	1/1
Independent non-executive Directors:	
Mr. CHAN Kwan Yiu	1/1
Ms. MA Sijing	1/1
Ms. HO Yuen Ki	1/1

Notice of general meeting was sent to Shareholders at least 21 clear days before the AGM and at least 14 clear days for all other general meetings. The Company's auditor has also attended the 2024 AGM.

Designated executive Director(s) and senior management maintain regular dialogue with institutional investors and analysts to keep them abreast of the Company's developments. Enquiries from investors are dealt with in an informative and timely manner. Investors may write directly to the Company at its principal place of business in Hong Kong for any queries.

Dividend Policy

The Company adopted a policy on payment of dividends (the "**Dividend Policy**") in March 2019, which establishes an appropriate procedure on declaring and recommending the dividend payment of the Company.

The Company will declare and/or recommend the payment of dividends to the Shareholders after considering the Company's ability to pay dividends, which will depend on a number of factors, including but not limited to:

- (i) the Group's actual and expected financial performance;
- (ii) the Group's expected working capital requirements, capital expenditure requirements and future expansion plans;
- (iii) the retained profits and distributable reserves of the Company and each of the members of the Group;
- (iv) the Group's liquidity position;
- (v) the general economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group; and
- (vi) any other factors that the Board deems relevant.

CORPORATE GOVERNANCE REPORT *(Continued)*

The Board has complete discretion on whether to pay a dividend, subject to Shareholders' approval, where applicable. Even if the Board decides to recommend and pay dividends, the form, frequency and amount will depend upon the operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors of and affecting the Group. The Board may also consider declaring interim dividends from time to time.

The Company shall review and reassess the Dividend Policy and its effectiveness on a regular basis or as required.

F.2 Voting by poll

At the 2025 AGM, the chairperson of the general meetings had provided an explanation of the procedures for conducting a poll at the commencement of the meeting. Poll results were posted on the website of the Stock Exchange (as well as on the website of the Company) on the day of the holding of the Shareholders' meeting.

Separate resolutions are proposed at Shareholders' meeting on each substantial issue, including the re-election of individual Directors.

G Shareholders' Rights

G.1 Convening an extraordinary general meeting and Procedures for putting forward proposals at shareholders' meeting

There are no provisions allowing shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law (2013 Revision). However, Shareholders are requested to follow article 58 of the Articles of Association, general meetings shall be convened on the written requisition of any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

G.2 Procedures for nominating a new Director

Pursuant to article 85 of the Articles of Association, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

CORPORATE GOVERNANCE REPORT *(Continued)*

H Investor Relations

The Company has disclosed all necessary information to the Shareholders and established a range of communication channels between itself, its shareholders and investors which in compliance with the GEM Listing Rules.

In addition, the Group engaged professional services on investor relationship from service provider for advising and promoting professional communication with existing and potential investors.

The Company's website (www.tricor.com.hk/web/service/008019) offers timely access to the Company's financial information, announcements, circulars to Shareholders and information on the Company's corporate governance structure and practices. For efficient communication with Shareholders and in the interest of environmental protection, Shareholders are encouraged to elect to receive the Company's corporate communications by electronic means through the Company's website.

AGMs provide a forum for communication between Shareholders and the Board. The Chairman of the Board, other members of the Board and external auditor attend the AGM and answer questions from Shareholders.

The Board always welcome Shareholders' and other stakeholder's questions and concerns relating to the Group's management and governance. Shareholders and other stakeholders may at any time send their enquiries and concerns to the Board by addressing them to Company Secretary by post. The address is Level 12, Infinitus Plaza, 199 Dex Voeux Road Central, Sheung Wan, Hong Kong.

I Constitutional Documents

There was no change to the Memorandum and Articles of Association during the Year.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

About This Report

This Environmental, Social and Governance Report (the “**ESG Report**”) provides an overview of the Group on its environmental, social and governance (“**ESG**”) performances for the year ended 31 December 2025 (the “**Reporting Period**”).

Within the Reporting Period, the Group’s operations mainly include two major areas: (i) money lending, and (ii) processing and trading of electronic parts. These business activities are primarily based in Hong Kong and the PRC.

The preparation and presentation of related information in this ESG Report has been prepared in accordance with the Environmental, Social and Governance Reporting Code (the “**ESG Code**”) as set out in Appendix C2 to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited. The Company has prepared this Report to meet the “Comply or Explain” provisions, of which mandatory Key Performance Indicators (“**KPIs**”) are disclosed and its reporting principles: Materiality, Quantitative, Balance and Consistency.

1. Materiality

The Group conducted a materiality assessment internally and reports the ESG issues with sufficient importance to the Group’s operation and relevant stakeholder groups in the ESG Report.

2. Quantitative

All data included in the ESG Report should be measurable. Narrative information will be provided to explain its purpose and impacts and give comparative data where appropriate.

3. Balance

The ESG Report shall avoid selections, omissions, or presentation formats that may inappropriately influence a decision or judgment by the readers to present the overall ESG performances of the Group.

4. Consistency

Consistent methodologies are adopted to allow for meaningful comparisons of ESG data over time. Remarks will be added if any historical data has been restated.

Stakeholders’ Feedback

The Group communicates with its stakeholders through financial reports, legal disclosure, shareholder meetings and other channels, in order to reveal its operating conditions to the stakeholders. The ESG Report is also intended to allow stakeholders to understand our non-financial performance. We welcome stakeholders’ feedback on the ESG Report. Please share your views with us via:

Address: Level 12, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong
Telephone: (852) 2155 9506
Fax: (852) 2155 9510

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

ESG Governance

As a responsible corporate, Hao Wen Holdings Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) is dedicated to providing top-quality products and services to its customers while protecting the environment and being socially responsible to its stakeholders.

The board (the “**Board**”) of directors (the “**Directors**”) bears full responsibility for the Group’s ESG strategy and approval of the ESG Report. The Board has reviewed the material ESG issues, and will manage and monitor these issues and take them into consideration in determining the Group’s business directions and strategies. The Executives shall also monitor the ESG strategies during the daily operation and report to the Board if there are any possible areas of improvement.

The Group will actively undertake social responsibility in pursuing a better environment. While actively developing our business, the Group strives to balance the interests of stakeholders. We highly value communication with our investors, shareholders, clients, employees, business partners, suppliers and other stakeholders in the community. To foster corporate’s sustainable growth, we shall continue to understand the needs and achieve balance among different parties.

Materiality Assessment

Material topics are defined as any issues in which the Group’s businesses have the most impact and influence on the operations and stakeholders. A materiality assessment was performed annually in order to identify sustainability topics that are material and relevant to the Group.

To identify potential material topics for disclosure in the Report, we took reference to the ESG Code and set possible topics for assessment. After conducting the materiality assessment, the Group has identified the ESG aspects which are relevant and important to our operations. Namely, employment, labour standards, health and safety, the protection of customer privacy and anti-corruption come up as the most significant topics during the Reporting Period.

Aspects	Material ESG Issues
B. Social Aspect	
B1. Employment	Employee welfare Inclusion and equal opportunities Talent attraction and retention
B2. Health and Safety	Occupational health and safety
B4. Labour Standards	Prevention of child and forced labour
B6. Product Responsibility	Protection of customer privacy
B7. Anti-corruption	Corporate governance Anti-corruption

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

Environmental Aspects

The Group is conscious of the impacts on the environment due to our business activities. The Group strives to enhance the environmental awareness of our employees at all levels by integrating conservation elements into our operations and strengthening our pollution control. We have formulated a series of rules and standards regarding environmental protection.

Emissions

The Group has formulated internal environmental policies and measures in alignment with the Air Pollution Control Ordinance (Cap. 311 of Hong Kong Laws), the Environmental protection Law of the People's Republic of China and other environmental regulations and laws. In accordance with the Group's internal operation guidelines, we ensure that all emissions from our operation, such as exhaust gas, greenhouse gas and wastewater, are within the maximum limit stipulated by the relevant laws.

During the Reporting Period, the Group did not violate any environmental protection laws and regulations that had a significant impact on the Group relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous wastes.

Air and Greenhouse Gas Emissions

The Group's money lending business does not involve any direct emission of exhaust gas and greenhouse gas. However, we still strive to better utilize resources and minimize the adverse impact and indirect greenhouse gas emissions of our businesses on the environment by increasing operational efficiency and implementing environmentally-friendly measures in offices.

During the Reporting Period, the Group's total greenhouse gas emission was 13.9 tonnes of CO₂-equivalent, all originating from purchased power or indirect emissions. The intensity of greenhouse gas emissions was 1.5 tonnes CO₂-e per employee.

Greenhouse Gas Emissions	2025	Unit
Scope 1 emissions	0	Tonnes CO ₂ -e
Scope 2 emissions	13.9	Tonnes CO ₂ -e
Total greenhouse gas emissions	13.9	Tonnes CO ₂ -e
Intensity by employee	1.5	Tonnes CO ₂ -e/employee

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

Waste Management

The Group's operation of processing electronic parts involves production procedures of light industries. All industrial waste produced by the Group's processing of electronic parts is handled and disposed by professional organisations recognised and certified by relevant government authorities.

In regards to broken or non-responsive electronic products, the Group will attempt to repair them. Those which do not meet the required specification level will be resold or donated to other organizations to extend their lifespan, therefore, reducing electronic waste and its damage to the natural environment. General office waste, including non-hazardous electronic products, is handled according to the Group's guidelines to categorize, recycle and dispose by recognised professional recycling companies, or by the Property Management Office of the building in which the Group resides to properly discard or salvage.

To reduce waste production, the Group has implemented measures within the Reporting Period, including:

- promote paperless office by encouraging the application of electronic documents, double-sided printing and recycling of waste paper; and
- maintain a record of stationery and equipment inventory and request registration before use to encourage employees to treasure and conserve resources.

At this current stage, operational waste is not a material issue for us, as there is negligible waste generated from our operations. As such, for the target setting on waste reduction, we have not been able to set a target in this report. However, we do realise the importance of waste and achieving circular economy, and we are now reviewing our Company policy on waste management strategies.

Use of Resources

The Group has implemented the green office management to enhance the efficiency of resource usage. During the Reporting Period, the green office measures included:

- Maximise the use of natural light or LED lighting;
- limit hours of air-conditioning according to the instruction of the building management;
- maintain a suitable indoor temperature, and clean the air conditioner and ventilation system regularly so as to reduce electricity consumption;
- encourage the directors and employees to use phone calls and video conferencing for meetings so that the need for business travel could be reduced;
- put signs in the pantry and washrooms to encourage water saving among employees;
- purchase office equipment which is environmentally friendly and energy-efficient; and
- maintain a record of stationery and equipment inventory and request registration before use to encourage employees to treasure and conserve resources.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

During the Reporting Period, the Group's total energy consumption was 20.2 MWh and the total amount of water consumption was 490 m³. In light of escalating environmental standards and the threat of climate change, the Group shall review the effectiveness of its implemented measures from time to time and adopt improvement plans when necessary. The Group targets to maintain or reduce the energy and water consumption levels by 2026 with the baseline year in 2025.

We will also look at the feasibility of various methods which could strengthen our environmental performance, such as setting up a sustainability task force and establishing targets for energy saving and/or emission reduction.

	2025	Unit
Direct and indirect energy consumption by type		
Direct energy consumption	0	GJ
Indirect energy consumption	20.2	MWh
Total energy consumption	20.2	MWh
Intensity by employee	2.2	MWh/employee
Water consumption in total and intensity		
Total water consumption	490	m ³
Intensity by employee	54.4	m ³ /employee

Packaging materials for products handled in our processing and trading business are primarily arranged by upstream suppliers and logistics providers. The Group currently does not have an effective system to track the weight of packaging materials attributable to our products and therefore is unable to provide quantitative disclosure for KPI A2.5 for the Reporting Period. We will explore feasible methods to collect packaging data and aim to provide such disclosure in future ESG reports.

The Environment and Natural Resources

As a corporate citizen, the Group strives to implement measures that will minimize its negative impact on the environment.

We have also engaged in procuring environmentally friendly products, such as recycled paper, refillable pens, recyclable printer cartridge, energy-efficient office electronics, furniture made from recycled materials, etc. The Group encourages employees to participate in various eco-friendly events and personal experiences and protect the environment, thus creating a green office. We have also placed plants around the office aiming to improve the interior atmosphere and assist the absorption of toxic chemicals from new furniture and oil paint, etc.

The Group actively attempts to strengthen our employees' environmental consciousness and ingrain the idea of sustainable expansion through the provision of relevant information. We regularly assess our operation's environmental risk, review environmental measures and take essential actions to reduce risks while abiding by relevant laws and regulations.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

Climate-related Disclosures

In accordance with the enhanced climate-related disclosure requirements under the ESG Code effective for financial years commencing on or after 1 January 2025, the Group has adopted a structured approach to identify, assess and manage climate-related risks and opportunities. The disclosures below are aligned with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) and organized under four core pillars: Governance, Strategy, Risk Management, and Metrics and Targets.

A. Governance

The Board has overall responsibility for overseeing climate-related risks and opportunities that could affect the Group's operations and financial performance. The Board is committed to integrating climate considerations into the Group's strategic planning and risk management processes.

Board Oversight

The Board exercises oversight of climate-related issues through the following mechanisms:

- The Board receives regular reports on climate-related risks and opportunities from senior management, and reviews the effectiveness of the Group's climate-related strategies and action plans;
- Climate-related matters are integrated into the Board's annual review of the Group's overall ESG strategy and material ESG issues;
- The Board monitors progress toward climate-related targets and reviews performance metrics on an annual basis;
- The Board approves the Group's climate-related disclosures in the ESG Report and ensures compliance with applicable regulatory requirements; and
- The Board assesses the potential financial implications of climate-related risks on the Group's business model, strategy and resource allocation.

Management's Role

Senior management is responsible for the day-to-day management of climate-related issues, including:

- Identifying and assessing climate-related risks and opportunities that could affect the Group's operations;
- Implementing mitigation and adaptation measures to address identified climate-related risks;
- Monitoring the effectiveness of climate-related initiatives and reporting progress to the Board;
- Coordinating with relevant departments to integrate climate considerations into operational decision-making; and
- Ensuring that staff are adequately informed and trained on climate-related matters relevant to their roles.

The senior management team provides updates to the Board on a regular basis and ensures immediate support to staff during urgent climate-related situations, such as extreme weather events affecting operations or supply chains.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

B. Strategy

The Group recognizes that climate change poses both risks and opportunities to our operations. We are committed to understanding these impacts and developing strategies to manage climate-related risks while capturing opportunities for business resilience and growth.

Climate-related Risks

The Group has identified the following categories of climate-related risks:

Physical Risks

Physical risks arise from the physical impacts of climate change and can be categorized as acute or chronic:

Acute Physical Risks are driven by extreme weather events, including:

- Heavy rainfall and flooding that may disrupt operations at our processing facilities in the PRC;
- Typhoons and severe storms that could damage physical infrastructure, including offices and processing plants;
- Extreme heat events that may affect employee health and safety, and increase cooling costs; and
- Supply chain disruptions caused by extreme weather events affecting suppliers and logistics providers.

Chronic Physical Risks are driven by longer-term shifts in climate patterns, including:

- Rising temperatures that may increase energy consumption for cooling and affect equipment efficiency;
- Sea level rise that could potentially affect coastal facilities and infrastructure over the long term; and
- Water scarcity in certain regions that may impact operations or increase water costs.

For our money lending business, physical risks may indirectly affect the loan repayment ability of our clients. If borrowers' businesses or properties are damaged by extreme weather events or chronic climate impacts, this could deteriorate their financial position and affect their ability to service loans, which in turn affects the revenue and asset quality of the Group.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

Transition Risks

Transition risks arise from the shift toward a low-carbon economy and include:

- **Policy and Legal Risks:** Introduction of carbon pricing mechanisms, stricter environmental regulations, or mandatory emission reduction requirements that may increase operational costs;
- **Technology Risks:** Shifts in technology preferences toward low-carbon alternatives that may affect demand for certain electronic components we process and trade;
- **Market Risks:** Changing customer preferences toward environmentally-friendly products and services, which may require investment in new product lines or modifications to existing offerings; and
- **Reputational Risks:** Stakeholder perceptions of the Group's response to climate change could affect our brand value, customer relationships and ability to attract talent.

Climate-related Opportunities

The Group has also identified potential opportunities arising from climate change:

- **Resource Efficiency:** Investments in energy-efficient equipment and processes can reduce operating costs and enhance competitiveness;
- **Products and Services:** Growing demand for electronic components used in renewable energy systems, electric vehicles and energy-efficient devices presents business expansion opportunities;
- **Market Positioning:** Demonstrating strong climate performance and transparency can enhance reputation with investors, customers and other stakeholders; and
- **Resilience:** Proactive climate risk management can improve operational resilience and business continuity.

Impact on Business, Strategy and Financial Planning

The Group assesses climate-related risks and opportunities across different time horizons:

- **Short-term (1-3 years):** Focus on immediate operational resilience, such as emergency preparedness for extreme weather events and compliance with evolving regulatory requirements;
- **Medium-term (3-5 years):** Implementation of energy efficiency improvements, evaluation of climate risks in lending decisions, and exploration of business opportunities in green technologies; and
- **Long-term (5+ years):** Strategic positioning for a low-carbon economy, assessment of long-term physical risks to assets and supply chains, and alignment with national and international climate goals.

The Group is in the process of developing more detailed scenario analyses to assess the resilience of our business strategy under different climate scenarios, including scenarios aligned with limiting global warming to 2° C or lower. This work will inform future strategic planning and capital allocation decisions.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

Transition Plan

The Group is developing a transition plan to address climate-related risks and capture opportunities. Key elements include:

- **Business Model Adaptation:** Evaluating opportunities to provide financing for climate-resilient projects and green technologies through our money lending business;
- **Operational Improvements:** Continuing to enhance energy efficiency and reduce emissions from our operations through the measures outlined in this report;
- **Supply Chain Engagement:** Working with suppliers to understand and reduce climate-related risks in our supply chain; and
- **Capacity Building:** Enhancing staff awareness and capabilities related to climate risk management and sustainable business practices.

The transition plan aims to support the achievement of our climate-related targets while maintaining business competitiveness and financial stability.

C. Risk Management

The Group has established processes to identify, assess and manage climate-related risks as part of our overall risk management framework.

Process for Identifying and Assessing Climate-related Risks

The Group's approach to identifying and assessing climate-related risks includes:

- **Risk Identification:** Senior management conducts periodic reviews to identify potential climate-related risks based on scientific assessments, regulatory developments, stakeholder feedback and industry trends. Both physical risks and transition risks are considered across our operations in Hong Kong and the PRC;
- **Risk Assessment:** Identified risks are assessed based on their potential likelihood and magnitude of impact on the Group's operations, financial performance and strategic objectives. Assessment considers both quantitative factors (such as potential financial losses) and qualitative factors (such as reputational impact);
- **Materiality Determination:** Risks are prioritized based on their materiality to the Group's business, taking into account the time horizon over which impacts may occur; and
- **Geographic and Sectoral Analysis:** Given our operations span Hong Kong and the PRC, and cover both money lending and electronic parts processing, we assess climate risks specific to each geography and business segment.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

Process for Managing Climate-related Risks

Once risks are identified and assessed, the Group implements management measures including:

- **Mitigation Measures:** Implementing actions to reduce the likelihood or magnitude of climate-related impacts, such as enhancing energy efficiency, diversifying suppliers, and strengthening infrastructure resilience;
- **Adaptation Measures:** Adjusting business practices to cope with unavoidable climate impacts, such as business continuity planning for extreme weather events and adjusting lending criteria to account for climate risk exposure;
- **Monitoring and Review:** Regularly monitoring the effectiveness of risk management measures and adjusting strategies as needed based on emerging climate science, regulatory changes and business performance; and
- **Contingency Planning:** Maintaining emergency response procedures and business continuity plans to address acute climate-related disruptions.

Integration into Overall Risk Management

Climate-related risks are integrated into the Group's overall enterprise risk management framework:

- Climate risks are considered alongside other business risks (such as credit risk, operational risk and market risk) in strategic decision-making;
- The Board receives reports on climate-related risks as part of regular risk management updates;
- Climate considerations are incorporated into credit assessment processes for our lending business, where material climate risks affecting borrowers' repayment capacity are evaluated;
- Climate risks are factored into business continuity planning and operational resilience assessments; and
- Management reviews and updates the climate risk register on an annual basis to reflect evolving risk landscape.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

D. Metrics and Targets

The Group tracks specific metrics to monitor our climate-related performance and has established targets to guide our climate action.

Climate-related Metrics

The Group discloses the following climate-related metrics:

Greenhouse Gas Emissions

As disclosed in the Emissions section of this report, the Group's greenhouse gas emissions for the Reporting Period were:

- Scope 1 (Direct) GHG emissions: Nil
- Scope 2 (Indirect from purchased electricity) GHG emissions: 13.9 tonnes CO₂-e
- Total GHG emissions: 13.9 tonnes CO₂-e
- GHG emissions intensity: 1.5 tonnes CO₂-e –e per employee

The Group currently does not report Scope 3 emissions given the nature and scale of our operations. As a GEM issuer, Scope 3 disclosure is voluntary under current regulations. We will continue to assess the materiality and feasibility of measuring and disclosing Scope 3 emissions in future reporting periods.

Energy Consumption

- Total energy consumption: 20.2 MWh
- Energy intensity: 2.2 MWh per employee

Water Consumption

- Total water consumption: 490 m³
- Water intensity: 54.4 m³ per employee

Physical Risk Exposure

- Number of business disruptions due to extreme weather events during the Reporting Period: 0
- Lost operational days due to climate-related events: 0

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

Climate-related Targets

The Group has established the following climate-related targets:

Emission Reduction Target

- **Target:** Maintain or reduce total greenhouse gas emissions (Scope 1 and Scope 2 combined) by 2026 compared to the 2025 baseline year;
- **Baseline:** 13.9 tonnes CO₂-e (2025);
- **Progress:** This is the baseline year for target setting. Progress will be monitored and reported in subsequent years;
- **Methodology:** Emissions are calculated using the Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard (2004) and emission factors from recognized sources.

Energy Efficiency Target

- **Target:** Maintain or reduce total energy consumption by 2026 compared to the 2025 baseline year;
- **Baseline:** 20.2 MWh (2025);
- **Progress:** This is the baseline year for target setting. The Group will continue to implement energy efficiency measures including LED lighting, efficient air-conditioning management and promotion of virtual meetings to reduce business travel;
- **Monitoring:** Energy consumption is tracked monthly and reviewed annually against the target.

Water Efficiency Target

- **Target:** Maintain or reduce total water consumption by 2026 compared to the 2025 baseline year;
- **Baseline:** 490 m³ (2025);
- **Progress:** This is the baseline year for target setting. Water conservation measures including awareness signage and efficient fixtures remain in place;
- **Assessment:** The Group does not face material water sourcing issues at present. Water is supplied by municipal utilities in Hong Kong and the PRC, and availability is adequate for operational needs.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

Analysis of Performance Trends

As 2025 represents the baseline year for our climate-related targets, future reports will include:

- Year-on-year comparison of performance against targets;
- Analysis of factors contributing to changes in emissions, energy and water consumption;
- Assessment of the effectiveness of implemented measures; and
- Adjustments to strategies and targets as needed based on performance and evolving circumstances.

The Group commits to transparent reporting of our progress and challenges in achieving these targets, and will continuously improve our climate performance through ongoing review and enhancement of our strategies and practices.

Employment and Labour Practices

Employment

When preparing and enforcing a human resources management scheme, the Group took reference to the Employment Ordinance (Cap. 57 of Hong Kong Laws), the Minimum Wage Ordinance (Cap. 608 of Hong Kong Laws), the Employees' Compensation Ordinance (Cap. 282 of Hong Kong Laws), the Labour Law of the People's Republic of China and other relevant laws, together with the general practice and benchmark of the industry. All employees are bounded by the work guidelines and employment contracts made in accordance with this human resource management scheme. Relevant documents have detailed the Group's employment policies, employee welfare, rights and responsibilities, code of business ethics, and guidelines for workplace safety and health to protect the respective rights of both parties.

During the Reporting Period, there were no incidents of non-compliance with the relevant laws and regulations that have a significant impact on the Group relating to remuneration and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare.

Recruitment and Promotion

We have created a well-rounded remuneration, incentive and performance management system which includes basic salary, mandatory provident fund, insurance, legal and additional annual leaves, sick leaves, and a variety of staff benefits and subsidies. To attract talent and maintain current employees for supporting the Group's long-term and stable growth, we give our employees a competitive salary and welfare package, while maintaining an effective incentive mechanism through granting share options to senior management and long-term employees.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

Compensation and Dismissal

In situations where an employee has continuously performed below the Group's required level or seriously violated the Group's regulations or termination due to the restructuring of the Group's workforce, our human resources department will initiate a series of procedures to terminate his or her employment contract. Terms and conditions relating to dismissal are enumerated in the employment contract and other employment policy manual, to ensure that the procedure and compensation for terminating the employment relationship are made in compliance with the Employment Ordinance (Cap. 57 of the Hong Kong Laws) and other applicable guidelines promulgated by the government.

Equal Opportunity and Diversity

Employees of the group are an integral part of its stakeholders. Diversity and equality form part of our human resources strategy. Our employment policies support the building of a work environment without prejudices due to gender, age, nationality, sexual orientation, family status, race or religion. All employees have equal job opportunities.

In general, the Group's employment procedure mainly considers the business needs and the candidate's profile. Unless under special situations, the Group will not refuse to employ or fire any employees due to their gender, family situation or other unsound reasons. The Group offers employees appropriate remunerations based on fair principles, the state of the labour market and financial status.

Employee Communication

We value the interactions with our employees to understand their needs. We encourage employees to communicate with their supervisors or managers about their working status and career goals.

The tables below demonstrate the number of employees and the turnover rate by gender, employment type, level, age group and geographical region.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

Number of Employees		2025	Unit
Total number of employees		9	employee
By gender	Female	4	employee
	Male	5	employee
By employment type	Full-time	9	employee
	Part-time	0	employee
By level	Executive	3	employee
	General employee	6	employee
By age group	30 years old or below	2	employee
	31-40 years old	2	employee
	41-50 years old	3	employee
	Over 50 years old	2	employee
By geographical region	Hong Kong	3	employee
	China	6	employee
Turnover Rate Category		2025	Unit
Total turnover rate		11	%
By gender	Female	0	%
	Male	20	%
By employment type	Full-time	11	%
	Part-time	0	%
By level	Executive	0	%
	General employee	15	%
By age group	30 years old or below	0	%
	31-40 years old	40	%
	41-50 years old	0	%
	Over 50 years old	0	%
By geographical region	Hong Kong	0	%
	China	15	%

Health and Safety

Work Environment Safety

The Group values the health and well-being of its employees and strives to create a safe, healthy and hygienic working environment for all employees and those who may be impacted by its operations and activities.

Maintaining a healthy and safe standard is the Group's priority in its operations. The Group follows the nature of the industry, practices and the Occupational Safety and Health Ordinance (Cap. 509 of Hong Kong Laws) in the preparation of its work safety and health guidelines. We strictly oversee the execution of the employee handbook's safety procedures.

If an employee becomes injured, loses learning capacity or suffers from an occupational disease specified in the Employees' Compensation Ordinance (Cap. 282 of Hong Kong Laws) during or due to work, the Group will make proper compensation with reference to the relevant regulations and employment contract. The Group believes that its working environment and nature do not constitute any material safety risks to employees in general.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

Safety Awareness

To enhance the safety awareness of employees, the Group continued to provide training and information to employees during the Reporting Period. We will regularly participate in fire escape drills held by the office building and arrange for employees to attend safety lectures arranged by different organizations. We ensure that the office has sufficient emergency equipment and fire equipment in the office.

The Group provides annual body checks and medical insurance for permanent employees within their welfare package to ensure their health and safety.

Physical and Mental Health

Apart from work safety, the Group values the mental health of its employees. We organize various activities to strengthen the interaction and understanding between employees, maintain work-life balance and strengthen their sense of belonging. Accommodation and canteen are provided to support the daily living of the employees.

The Group has always utilized an open-door policy, allowing employees to express their opinions about work pressure and hopefully maintain a pleasant and positive working atmosphere.

During the Reporting Period, there was no non-compliance with the relevant laws and regulations that have a significant impact on the Group relating to providing a safe working environment and protecting employees from occupational hazards. During the past three years, including the Reporting Period, the Group did not record any accidents that resulted in death or serious physical injury.

	2025
Number of work-related fatalities	0
Rate of work-related fatalities	0%
Lost days due to work injury	0

Development and Training

Talent Development Policy

The Group recognises the importance of attracting and developing talent and acknowledges the importance of employee training to the overall development of the Group. We provide training to management and professional talents according to the development strategy and business needs to improve the structure of the Group's human resources.

At the same time, we value developing talent by improving employee quality, qualifications and skills to encourage their growth. The Group offers opportunities for employees to promote from within to select those who perform exceptionally and show potential to hold a core position within the Group.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

Employee Training

During the Reporting Period, the Group provided various types of training to the employees, including seminars and training on both money-lending business and processing and trading of electronic parts as well as other career development training, such as business management skills, project management skills, communication skills and presentation skills.

The Group has also arranged for the Board to participate in seminars organized by external parties to understand the new GEM listing regulations and legal changes to improve corporate knowledge. The Group adapts to the industry conditions, employee feedback and other factors to continuously improve their training structure, therefore increasing employee participation and the effectiveness of their training.

Number of trained employees		2025	Unit
Total number of trained employees		9	employee
Percentage of total employees trained		100	%
By gender	Female	100	%
	Male	100	%
By level	Executive	100	%
	General employee	100	%
Average training hours completed		2025	Unit
Average training hours per employee		20	hours/employee
By gender	Female	21	hours/employee
	Male	19	hours/employee
By level	Executive	20	hours/employee
	General employee	20	hours/employee

Given the Group's small workforce, training hours were broadly similar across genders and levels; averages are calculated based on total training hours divided by the number of employees in each category.

Labour Standards

Anti-child and Forced Labour

The Group strictly abides by the Employment Ordinance (Cap.57 of Hong Kong Laws), the Labour Law of the PRC and other international labour standards when forming internal guidelines and labour policies. All recruitment and promotional activities are strictly overseen by the Group's Human Resources management scheme. We strictly prohibit the engagement of any child and forced labour in any of our operations, and forbid any type of forced labour by means of physical punishment, abuse, involuntary servitude, peonage or trafficking is strictly forbidden.

We promise not to hire any children whose ages are below the legal requirement by the local labour law. We maintain close communication with our business partners to avoid cooperating with suppliers and business partners who engage in child or forced labour.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

Anti-harassment and Bullying in the Workplace

In addition, the Group strives to protect its employees, and forbids any workplace discrimination due to gender, age or any other reason through harassment, intimidation, threatening or any other bullying behavior. If any violation of this guideline is discovered, the Group will immediately initiate an investigation to dismiss or take disciplinary actions against the employee, while also improving current employee policies if needed.

During the Reporting Period, the Group did not have any issue of non-compliance with relevant laws and regulations regarding child labour or forced labour.

Operating Practices and Social Investment

Supply Chain Management

The Group maintains close communication with its subsidiaries and carries out essential oversight and risk management, to prevent respective subsidiaries from hiring major suppliers. The Group expects suppliers to share the same philosophy and complies with any applicable environmental laws, rules and regulations, including obtaining required environmental approvals and certifications.

In addition, suppliers are responsible for ensuring the health and safety of employees and other workers in the workplace, and maintaining a hygienic work environment. The Group also operates in a good faith by adhering to their business ethics such as prohibition on employing child and forcing labour and maintaining high levels of quality control and their respective environmental and social responsibilities along the supply chain.

Number of suppliers by geographical region		2025	Unit
Total number of suppliers		4	supplier
By geographical region	Hong Kong	2	supplier
	China	2	supplier

Product Responsibility

During the Reporting Period, the Group provided both secured and unsecured loans to individuals and corporate customers, including personal loans, mortgage loans and corporate loans. At the same time, the Group engaged in sourcing, processing, and sales of computer-related and smartphone-related electronic parts and components, such as CPU, LED screen panels, hard disk, smartphone chipsets and lenses.

Focus on Quality

The Group stresses the importance of excellent service and corporate reputation. We actively monitor product and service quality through internal controls. Concerning the lending operations, the Group aims to provide exceptional customer experience to both retail and corporate customers, ensuring the Group adheres to the Money Lenders Ordinance (Cap. 163 of Hong Kong Laws) and other applicable laws.

According to market conditions and using fair principles, we form service agreements with our clients which detail the service content and contract terms to protect the interest of both parties.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

In our electronic processing and trading business, the Group actively maintains sensible operational management. Apart from the business needs of requiring to enlarge the processing plant, the Group occasionally inspects the manufacturing workflow. Through strict oversight of each procedure, we can ensure that the product fulfils relevant safety and client requirements.

The Group maintains and examines its communication channels with its clients including the respective personnel for each client. The Group has been striving for perfection and continuously improving service quality. Therefore, the Group have implemented a robust client feedback management system to determine the degree of client satisfaction with the Group's services, and actively manage and respond to client feedback. Through promptly handling customer feedback and complaints, investigating these cases can strengthen the design of our customer service policies and better fulfill the requirement of the customers.

Protection of Customer Privacy

Operations in money lending often require clients to provide private and sensitive information. Therefore, the Group's collection, usage, maintenance and disposal of customer information consistently adhere to the Personal Data (Privacy) Ordinance (Cap. 486 of Hong Kong Laws) and other applicable laws.

The Group has guidelines created in accordance with the code of practices for these laws and regulations, to advise employees on the careful handling of clients' personal data and credit and business records. Clients will be informed as clearly as possible regarding the categories of parties to which the clients' data may be disclosed and the purposes of such disclosure. The collection of related information will be collected with the clients' approval, protecting clients from unnecessary losses.

Advertising and Labelling

The Group does not engage in extensive publicity activities promoting our services, regarding the description and introductions of our service, we comply with the Trade Descriptions Ordinance (Cap. 362 of Hong Kong Laws) and applicable laws, regulations and standards enforced by other countries, regions and our industry. All advertising activities regarding our products and services are launched after confirmation that we followed the requirements for the use and execution of brand identity and advertisement of our products and services. When needed, the Group will also get legal advice and assistance through legal consultation.

During the Reporting Period, the Group did not have any non-compliance with all relevant laws and regulations that have a significant impact on the Group relating to health and safety, advertising, labelling and privacy matter. No losses were arising from the leak of clients' privacy or other service problems, nor any complaints and damage claims made by our clients because of poor service quality.

	2025
Percentage of total products sold or shipped subject to recalls	0%
Number of products and service-related complaints received	0

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

Anti-Corruption

The Group has always valued integrity in its operations, firmly creating an honest working environment, requiring both the Board and all its employees to strictly adhere to relevant laws and moral standards. The Group has set up audit committees and employed external professionals in accordance with the HKEX corporate governance and disclosure requirement. We regularly review our internal governance mechanisms and provide internal anti-corruption training in hopes of improving the Group's governance level.

Within daily operations, the Group does not permit any activities relevant to corruption or fraudulent behaviours including the solicitation or acceptance of undue advantages from customers or competitors to illegally obtain funds, business opportunities or provide confidential business information. All regulations regarding anti-corruption, anti-bribery and conflicts of interest have been detailed within the employee's code of conduct to ensure strict compliance with all relevant laws by all employees.

In addition, the Group has a responsibility to conduct risk analysis and due diligence for current and potential clients, to combat money laundering or terrorist financing. The Group will require clients and third parties to provide reliable documents, data and information within legal boundaries to recognise and verify clients' identities. We will also investigate ownership and control structures of corporate customers or test and retain records in case of suspicious transactions which may need to be reported.

Whistle-blowing Policy

The Group regularly provides employees with information regarding anti-corruption to increase their awareness of the issue while also maintaining professional conduct. Through our whistle-blowing system, employees can report bribery, abuse of power or any illegal or dishonest activities by employees, partners or clients anonymously. The Group promises to protect the identity of the whistle-blower.

If any corrupt or fraudulent incidents are discovered, the Group will immediately conduct an investigation and report to management and law enforcement authorities. The Group will review each case and rectify any gaps in our internal policies.

The Group complies with all applicable laws on prohibiting corruption and bribery in Hong Kong, which includes but not limited to the Prevention of Bribery Ordinance (Cap. 201 of Hong Kong Laws). During the Reporting Period, no corruption or fraudulent incident was discovered in the Group. The Group will review the implementation of the respective system periodically and devote more resources to improving the mechanism or provides anti-corruption training to directors and employees if needed.

Community Investment

The Group values corporate social responsibility, increasing employees' concern for the community and raising their awareness for mutual support. During the Reporting Period, the Group promoted the spirit of corporate social responsibility by arranging and participating in appropriate community activities. The Group hopes to promote mutual employee relationships, help those in need and build the link between employees and the community through these events.

Given the relatively small scale of our community investment activities during the Reporting Period, the Group has not quantified the monetary value or volunteer hours contributed. We are enhancing our internal records to support quantitative disclosure of resources contributed in future ESG reports.

The Group will evaluate the sustainability and feasibility of various community investment activities to give to the community given a sound business and financial state of the company.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

HKEX ESG CODE CONTENT INDEX

KPIs	Disclosure Requirements	Sections
Governance Structure	Disclosure of the board's oversight of ESG issues; board's ESG management approach and strategy, including the process used to evaluate, prioritise and manage material ESG-related issues (including risks to the issuer's businesses); how the board reviews progress made against ESG-related goals and targets with an explanation of how they relate to the issuer's businesses.	ESG Governance
Reporting Principles	Description of, or an explanation on, the application of the following Reporting Principles: Materiality, Quantitative, Consistency in the preparation of the ESG report	About This Report
Reporting Boundary	A narrative explaining the reporting boundaries of the ESG report and describing the process used to identify which entities or operations are included in the ESG report. If there is a change in the scope, the issuer should explain the difference and reason for the change	About This Report
A1	Environmental – Emissions	
A1	General Disclosure – Policies; Compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Emissions
A1.1	The types of emissions and respective emissions data.	Emissions
A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions in tonnes and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Air and Greenhouse Gas Emissions
A1.3	Total hazardous waste produced in tonnes and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Waste Management
A1.4	Total non-hazardous waste produced in tonnes and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Waste Management
A1.5	Description of emission targets set and steps taken to achieve them.	Emissions
A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction targets set and steps taken to achieve them.	Waste Management

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

KPIs	Disclosure Requirements	Sections
A2	Use of Resource	
A2	General Disclosure – Policies on the efficient use of resources, including energy, water and other raw materials.	Use of Resources
A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	Use of Resources
A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	Use of Resources
A2.3	Description of energy use efficiency targets set and steps taken to achieve them.	Use of Resources
A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency targets set and steps taken to achieve them.	Use of Resources; Climate-related Disclosures – Metrics and Targets
A2.5	Total packaging material used for finished products in tonnes and, if applicable, with reference to per unit produced.	Use of Resources
A3	The Environment and Natural Resources	
A3	General Disclosure – Policies on minimising the issuer's significant impacts on the environment and natural resources.	Environment and Natural Resources
A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	Environment and Natural Resources
A4	Climate Change	
A4	General Disclosure – Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	Climate-related Disclosures
A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	Climate-related Disclosures – Strategy; Risk Management
Part D – Climate-related Disclosures		
	Governance – Disclose the board's oversight of climate-related risks and opportunities. Describe management's role in assessing and managing climate-related risks and opportunities.	Climate-related Disclosures – Governance
	Strategy – Describe climate-related risks and opportunities identified over the short, medium, and long term. Describe the impact on the organization's businesses, strategy, and financial planning.	Climate-related Disclosures – Strategy
	Risk Management – Describe processes for identifying and assessing climate-related risks. Describe processes for managing climate-related risks. Describe how these processes are integrated into overall risk management.	Climate-related Disclosures – Risk Management
	Metrics and Targets – Disclose metrics used to assess climate-related risks and opportunities. Disclose Scope 1, Scope 2, and (if appropriate) Scope 3 GHG emissions. Describe targets used and performance against them.	Climate-related Disclosures – Metrics and Targets

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

KPIs	Disclosure Requirements	Sections
B1	Social – Employment	
B1	General Disclosure – Policies; Compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	Employment; Equal Opportunity and Diversity
B1.1	Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region.	Employee Communication
B1.2	Employee turnover rate by gender, age group and geographical region.	Employee Communication
B2	Health and Safety	
B2	General Disclosure – Policies; Compliance with relevant laws and regulations that have a significant impact on the issuer.	Work Environment Safety
B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	Physical and Mental Health
B2.2	Lost days due to work injury.	Physical and Mental Health
B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	Safety Awareness
B3	Development and Training	
B3	General Disclosure – Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	Talent Development Policy
B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	Employee Training
B3.2	The average training hours completed per employee by gender and employee category.	Employee Training
B4	Labour Standards	
B4	General Disclosure – Policies; Compliance with relevant laws and regulations that have a significant impact on the issuer.	Labour Standards
B4.1	Description of measures to review employment practices to avoid child and forced labour.	Anti-child and Forced Labour
B4.2	Description of steps taken to eliminate such practices when discovered.	Anti-child and Forced Labour
B5	Supply Chain Management	
B5	General Disclosure – Policies on managing environmental and social risks of the supply chain.	Supply Chain Management
B5.1	Number of suppliers by geographical region.	Supply Chain Management
B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	Supply Chain Management
B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Supply Chain Management
B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	Supply Chain Management

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT *(Continued)*

KPIs	Disclosure Requirements	Sections
B6	Product Responsibility	
B6	General Disclosure – Policies; Compliance with relevant laws and regulations that have a significant impact on the issuer.	Product Responsibility
B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	Advertising and Labelling
B6.2	Number of products and service related complaints received and how they are dealt with.	Advertising and Labelling
B6.3	Description of practices relating to observing and protecting intellectual property rights.	Product Responsibility
B6.4	Description of quality assurance process and recall procedures.	Product Responsibility
B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	Product Responsibility
B7	Anti-corruption	
B7	General Disclosure – Policies; Compliance with relevant laws and regulations that have a significant impact on the issuer.	Anti-Corruption
B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	Anti-Corruption
B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	Anti-Corruption; Whistle-blowing Policy
B7.3	Description of anti-corruption training provided to directors and staff.	Anti-Corruption
B8	Community Investment	
B8	General Disclosure – Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Community Investment
B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	Community Investment
B8.2	Resources contributed (e.g. money or time) to the focus area.	Community Investment

REPORT OF THE DIRECTORS

The Directors presented their annual report together with the audited consolidated financial statements for the Year.

Principal Activities and Geographical Analysis of Operations

The Company is an investment holding company. The principal activities of the Group, are detailed in the note 8 to the consolidated financial statements. The Group is principally engaged in the money lending business and processing and trading of electronic parts business. An analysis of the Group's performance of the Year by business segment and its geographical segment information is set out on note 9 to the consolidated financial statements.

Business Review

Detailed business review of the Group's business during the Year, including the analysis of Group's performance during the Year by using the financial key performance indicators, is set out in the section of Management Discussion and Analysis on pages 4 to 10 this annual report. Future development of the Company's business is set out in the section of Business Outlook and Prospect in this annual report on page 10.

Key risks and uncertainties

The Group's financial position, operations, business and prospects may be affected by the following identified risks and uncertainties.

Business risks

The Group's money lending business is subject to risks that a customer or counterparty may fail to perform its contractual obligations on payment of the principal and interest. While the Group has internal policies and procedures designed to manage such risks, these policies and procedures may not be fully effective. Any material customers delay or default on their payments could adversely affect the Group's financial position and profitability. Although the Group has adopted the money lending policy and money lending procedure manual which provide guidelines on the handling and/or monitoring of the money lending procedures according to the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong), the Group may face the risk of breaching the relevant rules and regulations from time to time, which may result in penalty or other potential liabilities to the Group.

Risk Management Policies

The Group has developed a credit policy and procedures manual for its money lending business. The credit policy and procedures manual specify, among others, the loan application, credit assessment, credit approval and monitoring ongoing credit risk procedures. Furthermore, the Group would perform public search towards the borrower and guarantor (if any) to ensure compliance with the relevant requirements and regulations of anti-money laundering and counterterrorist financing ("AML & CTF"). The Group continues to monitor and review the operation and performance of the risk management system, and to improve the system from time to time to adapt to the changes in market conditions and regulatory environment. The core principle of risk management system is to minimise such risks in business activities and to protect the long-term interests of the Group and the shareholders of the Company.

REPORT OF THE DIRECTORS *(Continued)*

In general, each loan application must go through three stages before granting to the borrower, namely (i) document collection and verification; (ii) credit risk assessment; and (iii) approval. The following is a summary of the general guidelines of assessing loan applications:

- (i) Identity and address proof – identity documents from individuals and statutory records from business and utility bills, bank/credit card statements or formal correspondence issued by either a governmental department or statutory body must be provided for verification;
- (ii) Credit worthiness assessment – conduct due diligence on the borrower's background, operating and financial conditions, credit history, financing purposes, major shareholders and guarantors and conduct public searches; and
- (iii) Repayment ability assessment – evaluate information including but not limited to the tax return, bank statement, payroll slip, employment contract, rental income receipt, tenancy agreement, financial statements and auditor's report, past payment record, the value and liquidity of collateral (if any) and repayment abilities of guarantor (if any).

After credit assessment and review of the loan applications, with loan terms determined having taken into consideration factors such as the credit risks of the borrowers, their recoverability, the borrowers' needs and the prevailing market interest rates, the loan application will be subject to the approval of the management. Subject to the size of the loan, different approval authority will be applied, the control limit is set according to the materiality of the loan exposure decided by the Board from time to time. Any loan with principal amount that is less than 5% of the net assets of the Group is subject to approval by the credit committee of the Group and any loan exceeding such limit is subject to approval of the Board.

Upon granting the loan, recoverability of the loans will be monitored on an ongoing basis. In assessing the recoverability of the loan, information such as (i) historical payment records; (ii) communication with borrowers; and (iii) any foreseeable changes in the economic environment that would significantly deteriorating the borrowers' ability to meet their obligations shall be provided. The Group would obtain updated information from the borrowers when late repayment records were noted to reassess the creditworthiness of the borrowers and recoverability of the loan. When there are past due accounts, the Group would take actions including discuss the repayment terms or settlement proposals with the borrower and if unsuccessful, legal action would be taken against the borrower.

Meanwhile, the Group applies the general approach under IFRS 9, in which ECL of loan receivable are determined based on the changes in credit quality of the loan receivable since initial recognition and the estimated expectation of an economic loss of the loan receivable under consideration. In calculating the ECL rates, the Group considers historical loss rates for each category, the prevailing economic conditions and adjusts for forward looking data.

The Group's processing and trading of electronic parts business are mainly operating in the PRC. Any addition or amendment to existing laws and regulations or any reduction of demand in PRC may affect the Group's financial position and performance. The Group's processing and electronic parts business are highly competitive to price and quality. The pricing of similar products by competitors may adversely affect the pricing of the products and could resulted in keen competition in price, lower business' revenue and profitability level or suffer from loss of market share.

The Group will update and monitor the risks exposures to the Group's businesses to ensure appropriate measures are implemented on a timely manner.

REPORT OF THE DIRECTORS *(Continued)*

Market risks

The business operations of the Group are primarily based in Hong Kong and the PRC. Accordingly, the Group's operating results, financial position and prospects could be adversely affected by economic, political and legal developments in those territories. Any changes in the political and economic policies/environments of the those territories (including, but not limited to, government policies, political instability, expropriation, laws, labour activism, war, civil unrest, terrorism, and changes in interest rates, foreign exchange rates, taxation, environmental regulations and import and export duties and restrictions) may adversely affect the Group's business and results of operations as well as its ability to sustain its expansion strategies and thus future growth. The Group manages and monitors the market risks exposure to the Group's business to ensure appropriate measures are implemented on a timely manner.

Foreign exchange rate risks

The Group has assets and liabilities denominated in currencies other than its functional currency and that are subject to fluctuation in foreign exchange rate. The Group monitors the foreign exchange exposure and will consider to hedge significant foreign currency exposure should the need arise.

Equity price risks

Equity price risk arises from fluctuation in quoted market price of the Group's investment in listed equity securities. The Group counters the equity price risk by ensuring a board diversification of the Group's investment portfolio and ensuring the investment portfolio are frequently reviewed and monitored.

Operational risks

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and system, or from external events. In order to manage these risks, the Group had set a standard operational procedures, limits of authority and reporting framework and invests in human resources and equipments to manage and reduce the operational risks exposure.

Liquidity risks

Liquidity risk is the potential that our Group will not be able to meet its obligations when fall due. In order to manage the liquidity risk, the Group will continually monitors cash flows and maintains an adequate level of cash and credit facilities to ensure the Group to meet its finance needs.

REPORT OF THE DIRECTORS *(Continued)*

Compliance with relevant laws and regulation

During the Year, the Company was not aware of any material non-compliance with any relevant laws and regulations that have a significant impact to the Group.

Relationships with stakeholders

Employees are the assets of the Group. The Group provides competitive remuneration package and a pleasant workplace environment to attract and motivate the employees. An annual performance evaluation will be conducted annually based on individual's contributions and achievements throughout the Year and the Group will make necessary adjustments based on the result of the performance evaluation.

In addition to the salaries, the Group had set up a mandatory provident fund scheme ("MPF Scheme") in accordance with the Hong Kong Employment Ordinance and medical insurance plan for our staffs in Hong Kong. The MPF Scheme is subject to regulations under the Mandatory Provident Fund Scheme Ordinance and is a defined contribution retirement plan administrated by independent trustees. The Group's staffs in the PRC are entitled to national statutory social insurance under the statutory Employment Ordinance of the PRC.

The Group understands the importance of maintaining a good relationship with our business partners, which including the Group's customers and suppliers. The Group believes that a healthy relationship can be build up by providing better products and enhanced services to the customers, maintaining an effective communication channel to the employees and collaborating with key suppliers.

The Group engages professional services on investor relationship from service provider for advising and promoting professional communication with existing and potential investors.

Environmental Policy and Social Responsibility

The Group is committed to protect the environment and maintain a high standard of corporate social governance. Details of the policies are set out in the section headed "Environmental, Social and Governance Report" from pages 31 to 54 of this annual report.

Major Customers and Suppliers

For the Year, the five largest customers accounted for approximately 24.4% of the Group's total revenue. The five largest suppliers accounted for approximately 100% of the Group's total purchases. In addition, the largest customer accounted for approximately 9.8% of the Group's total revenue while the largest supplier accounted for approximately 45.8% of the Group's total purchases.

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

REPORT OF THE DIRECTORS *(Continued)*

Results and Dividends

Details of the Group's results for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on page 72 of this annual report.

The Directors did not recommend the payment of final dividend in respect of the Year.

Share Capital

Details of movements in the Company's issued share capital in 2025 and 2024 are set out in the note 28(a) to the consolidated financial statements.

Purchase, Sale or Redemption of Shares

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's shares during the Year.

Pre-Emptive Rights

There is no provision for pre-emptive rights under the Articles of Association and the laws in the Cayman Islands in relation to the issue of new shares by the Company.

Reserves

Details of movements in reserves of the Group and the Company during the Year are set out in the consolidated statement of changes in equity and note 29 to the consolidated financial statements, respectively.

Distributable Reserves

As at 31 December 2025 and 2024, the Company has no reserves available for distribution to its shareholders.

Plant and equipment

Details of movements in plant and equipment of the Group during the Year are set out in note 17 to the consolidated financial statements.

Bank and Other Borrowings

The Company has no bank and other borrowings during the years ended 31 December 2025 and 2024.

REPORT OF THE DIRECTORS *(Continued)*

Connected Transactions

There were no connected party transactions entered into by the Group for the Year.

Directors

The Directors who held office during the Year and up to the date of this report were:

Executive Directors

Mr. FENG Keming
Ms. BAI Jie

Independent Non-executive Directors

Mr. CHAN Kwan Yiu
Ms. MA Sijing
Ms. HO Yuen Ki

Ms. BAI Jie and Ms. HO Yuen Ki will retire and, being eligible, offer themselves for re-election at the forthcoming AGM.

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

Biographical Details of Directors and Senior Management

Biographical details of the Directors and senior management of the Company are set out on page 11 of this annual report.

Controlling Shareholder's Interests in Contracts

As at 31 December 2025 or during the Year, no contract of significance in relation to business of the Group (whether for the provision of services to the Group or not) had been entered into between the Company, or any of its subsidiary companies, and a controlling shareholder of the Company (within the meaning of the GEM Listing Rules) or any of its subsidiaries.

Management Contracts

No contracts, other than a contract of service with any Director or any person under the full-time employment of the Company, concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Year.

REPORT OF THE DIRECTORS *(Continued)*

Directors' Service Contracts

All Directors have not been appointed for any fixed term but shall be subject to retirement by rotation in accordance with the Articles of Association.

None of the Directors proposed for re-election at the forthcoming AGM has a service contract with any member of the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

Directors' Interests in Transactions, Arrangements or Contracts of Significance

No Director or Director's Connected entity had a significant beneficial interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company, its holding company or any of its subsidiaries was a party during or at the end of the Year.

Directors' and Chief Executives' Interests or Short Positions in the Shares, Underlying Shares or Debentures of the Company or any Associated Corporations

As at 31 December 2025, none of the Directors or the chief executives of the Company had interests or short positions in the shares, underlying shares and/or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 under the Laws of Hong Kong ("SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the 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 the Shares and Underlying Shares

As at 31 December 2025, according to the register kept by the Company pursuant to section 336 of SFO, and so far as is known to the Directors or chief executive of the Company, there is no person had, or was deemed or taken to have, an interest or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 10% or more of the nominal value of any class of share capital, including options in respect of such capital, carrying voting rights to vote in all circumstances at general meeting of any other member of the Group.

REPORT OF THE DIRECTORS *(Continued)*

Share Option Scheme

The Company has adopted the share option scheme (the “**Share Option Scheme**”) on 15 November 2019 which will remain in force for a period of 10 years from the effective date of the Share Option Scheme. During the Year, no share options were granted, exercised, lapsed nor cancelled under the Share Option Scheme. As at 31 December 2025, there was no share option outstanding under the Share Option Scheme. The number of options available for grant under the Share Option Scheme as of 1 January 2025 and 31 December 2025 was 33,047,205, which represented approximately 9.3% of the issued share capital of the Company (excluding treasury shares) as of 31 December 2025. The total number of share available for issue under the Share Option Scheme is 33,047,205, which represented approximately 9.3% of the issued share capital of the Company (excluding treasury shares) as at the date of this report. The total number of Shares that may be issued in respect of share options granted under Share Option Scheme of the Company during the Year divided by the weighted average number of shares in issue for the Year was Nil.

Details of the Share Option Scheme is as follows:

1 Purposes

The purpose of the Share Option Scheme is to provide incentives and/or rewards to eligible participants for their contributions to, and continuing efforts to promote the interests of, the Company.

2 Eligible participants

Under the terms of the Share Option Scheme, the scope of eligible participants comprise the following persons:

1. any employee (whether full-time or part-time including any executive director but excluding any non-executive director) of the Company, any of our subsidiaries or any Invested Entity;
2. any non-executive directors (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity;
3. any supplier of goods or services to any member of the Group or any Invested Entity;
4. any customer of any member of the Group or any Invested Entity;

REPORT OF THE DIRECTORS *(Continued)*

Share Option Scheme *(Continued)*

2 Eligible participants *(Continued)*

5. any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;
6. any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;
7. any adviser (professional or otherwise) or consultant to any area of business or business development of the Group or any Invested Entity; and
8. any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group.

3 Maximum number of shares

The maximum number of shares in respect of which share options may be granted under the Share Option Scheme shall not exceed 10% of the Shares in issue as at the date of approval of the adoption of the Share Option Scheme. The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes, must not in aggregate exceed 30% of the issued share capital of the Company from time to time.

4 Maximum entitlement of each eligible participant

Maximum entitlement of each eligible participant is 1% of the issued share capital of the Company from time to time within any 12-month period up to the date of the latest grant, any further grant of options to an eligible participant in excess of the Individual Limit (including exercised, cancelled and outstanding options) in any 12-month period up to and including the date of such further grant must be subject to the Shareholders' approval in general meeting of the Company with such eligible participant and his/her associates abstaining from voting.

5 Option period

The option period is determined by the Board provided that it is not later than 10 years from the date the Board makes an offer of the grant of an option subject to the provision for early termination. There is no specified minimum period under the Share Option Scheme for which an option must be held or the performance target which must be achieved before an option can be exercised under the terms of the Share Option Scheme.

6 Acceptance of offer

Options granted must be accepted within 21 days from the date of the offer of grant of the option, upon payment of HK\$1 per grant.

REPORT OF THE DIRECTORS *(Continued)*

Share Option Scheme *(Continued)*

7 Exercise price

The exercise price must be at least the higher of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of offer of grant, which must be a trading day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the offer of grant; and (iii) the nominal value of the Shares on the date of offer of the grant.

8 Remaining life of the scheme

It shall be effective for a period of ten years commencing on 15 November 2019.

Directors' and Chief Executives' Rights to Acquire Shares or Debt Securities

As at 31 December 2025, save for the Share Option Scheme, neither the Company nor any of its subsidiaries was a party to any arrangements to enable the Directors and chief executives of the Company to acquire benefits by means of the acquisition of shares in, or debt securities, including debentures, of the Company or any other body corporate, and none of the Directors, chief executives or their spouses or children under the age of 18 had any right to subscribe for the securities of the Company, or had exercised any such right.

Competing Interest

The Directors are not aware of any business or interest of the Directors, the controlling shareholder(s) and their respective associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group during the Year.

Permitted Indemnity Provision

A permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the Year. The Company has taken out and maintained directors and officers liability insurance which provides appropriate cover for, among others, Directors.

Pursuant to the Articles of Association, the Directors, Company Secretary and other officers of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty.

REPORT OF THE DIRECTORS *(Continued)*

Audit Committee

The Company established the audit committee of the Company (the “**Audit Committee**”) in July 2001 with terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules. The primary duties of the Audit Committee include, among others, the review and supervision of the financial reporting process and the internal control and risk management systems of the Group on ongoing basis. During the Year, the Audit Committee comprised of three members and all of whom are independent non-executive Directors. Mr. CHAN Kwan Yiu who possesses appropriate professional qualifications, accounting and related financial management expertise, is the chairman of the Audit Committee. The Group’s consolidated financial results for the Year have been reviewed by the Audit Committee, and it was in its opinion that (i) the preparation of such results complied with the applicable standards and statutory requirements and the requirements of the Stock Exchange; and that (ii) the internal control and risk management systems of the Group had been properly implemented and was adequate to keep the Board informed of the business and the management affairs of the Group. During the Year, no material matters were identified and reported by the Audit Committee to the Board.

Public Float

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company’s total issued share capital was held by the public as at the date of this report.

Events after the Reporting Year

References are made to the announcements of the Company dated 11 February 2026 and 1 March 2026. On 11 February 2026, the Group entered into a non-legally binding memorandum of understanding (the “**MOU**”) with Chengmai Junli Rubber Co., Ltd (“**Chengmai Junli**”), incorporated in the People’s Republic of China, principally engaged in the business of natural rubber processing. Pursuant to the MOU, the Group and Chengmai Junli will collaborate strategically to develop and expand the business of Chengmai Junli, with a primary focus on natural rubber and related agricultural sectors. The Group and Chengmai Junli will explore applications of biotechnology, smart technology, and green technology in agriculture and related industries, with the goal of building a digital platform, pursuing patented replication and commercialization, and achieving international expansion via Hong Kong.

On 1 March 2026, the Group further entered into a supplemental MOU (the “**Supplemental MOU**”). The Supplemental MOU sets out the intention of, among others, (i) the Group to place up to 106,000,000 new shares of the Group (the “**Share(s)**”) under a specific mandate through a placing agent (representing approximately 22.94% of the enlarged issued share capital of the Company) (the “**Possible Placing**”); and (ii) Chengmai Junli to subscribe up to 106,000,000 new Shares to be allotted and issued under the Possible Placing (the “**Possible Subscription**”). The Directors believe that the Possible Subscription and Possible Placing will benefit the Group’s long-term development and broaden its Shareholder and capital base to facilitate the future growth and development of its business.

Save as disclosed above, the Group has no material events after the Year and up to the date of this report.

REPORT OF THE DIRECTORS *(Continued)*

Corporate Governance

Throughout the Year, the Company has complied with the code provisions set out in the Corporate Governance Code (the “**CG Code**”) as set out in Appendix C1 to the GEM Listing Rules.

The Board is responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company’s strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems. The internal control system includes safeguarding of the interest of shareholders and the Group’s assets. It has been an important duty of the Board to conduct a review of internal control system to ensure the effectiveness and adequacy of the system of the Group annually or at any time necessary. The review covers all material controls, including financial, operational and compliance controls, as well as risk management functions.

Compliance with the Model Code

The Company has adopted the standard set out in Rules 5.48 to 5.67 (the “**Model Code**”) of the GEM Listing Rules, in relation to the dealings in securities of the Company by the Directors. Having made specific enquiry of all Directors, each Director has confirmed that he/she has complied with the standards set out in the Model Code during the Year.

Auditor

The consolidated financial statements for the Year have been audited by McMillan Woods who will retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of McMillan Woods as the auditor of the Company for the ensuing year will be proposed at the forthcoming AGM.

On behalf of the Board

FENG Keming

Executive Director

Hong Kong, 30 March 2026

INDEPENDENT AUDITOR'S REPORT



TO THE SHAREHOLDERS OF HAO WEN HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Hao Wen Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 72 to 131, which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and 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 IFRS Accounting Standards as issued by the International Accounting Standards Board (the “**IASB**”) 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**”) as issued by the Hong Kong Institute of Certified Public Accountants (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.

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. The key audit matter we identified is impairment assessment of loan receivables.

INDEPENDENT AUDITOR'S REPORT *(Continued)*

Key Audit Matter *(Continued)*

Key audit matter

How our audit addressed the key audit matter

Impairment assessment of loan receivables

Refer to the material accounting policy information in note 4(s), critical judgements and key estimates in note 5, and relevant disclosures in notes 6(c) and 21 to the consolidated financial statements.

We identified impairment assessment of loan receivables as a key audit matter due to the significance of the balance (with carrying amount representing 71% of total assets of the Group) to the consolidated financial statements overall as a whole and involvement of significant judgements and estimations is required in assessing the allowance for expected credit losses ("ECLs") on loan receivables.

The measurement of the allowance for ECLs requires the application of significant judgements with increased complexity including the identification of exposure with a significant deterioration in credit quality, and assumptions and estimates used in the ECL model (for exposures assessed individually). In measuring the allowance for ECLs on loan receivables, an independent professional qualified valuer was engaged by the management of the Group.

As at 31 December 2025, the Group's loan receivables amounted to approximately RMB252,227,000 (net of allowance for ECL of approximately RMB132,554,000). Impairment losses on loan receivables of approximately RMB35,842,000 have been recognised for the year ended 31 December 2025.

Our procedures in relation to management's impairment assessment of loan receivables included:

- Obtaining an understanding of and evaluating the Group's credit policies;
- Evaluating the competence, capabilities and objectivity of the independent professional qualified valuer;
- With the assistance of auditor's expert, assessing the reasonableness of the methodology used in the ECL model by examining the model input used by management to form such judgements, including testing the accuracy of the historical default data, loss given default and significant increase in credit risk;
- Evaluating whether the default rates are appropriately adjusted based on current economic conditions and forward looking information;
- Selecting samples to assess the reasonableness of management's judgements on identifying whether the loan receivables with significant increase in credit risk have been incorporated in the ECL model;
- Reviewing settlements after the financial year end relating to the loan receivables as at 31 December 2025; and
- Reviewing the appropriateness of the disclosure including the disclosures of credit risk and the impairment losses on the consolidated financial statements.

INDEPENDENT AUDITOR'S REPORT *(Continued)*

Other Information

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than 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 this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Directors and Audit Committee for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS Accounting Standards as issued by the IASB 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 Audit Committee assists the directors of the Company in discharging their responsibilities for overseeing the Group's financial reporting process.

INDEPENDENT AUDITOR'S REPORT *(Continued)*

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with our agreed terms of 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 HKSA's 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.

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 Company's directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

INDEPENDENT AUDITOR'S REPORT *(Continued)*

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements *(Continued)*

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

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

From the matters communicated with the Audit Committee, we determine 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.

McMillan Woods (Hong Kong) CPA Limited

Certified Public Accountants

Yeung Man Sun

Audit Engagement Director

Practising Certificate Number: P07606

24/F, Siu On Centre, 188 Lockhart Road
Wanchai, Hong Kong

Hong Kong, 30 March 2026

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2025

	Notes	2025 RMB'000	2024 RMB'000
Revenue	8	35,382	38,583
Cost of sales		<u>(9,461)</u>	<u>(9,954)</u>
Gross profit		25,921	28,629
Other income and other gains or losses, net	10	16,158	707
Impairment losses on trade, loan and other receivables, net		(23,070)	(22,542)
General and administrative expenses		<u>(15,686)</u>	<u>(10,038)</u>
Profit/(loss) from operations		3,323	(3,244)
Finance costs	11(a)	<u>(4,250)</u>	<u>(5,119)</u>
Loss before tax	11	(927)	(8,363)
Income tax	12	<u>–</u>	<u>–</u>
Loss for the year attributable to owners of the Company		<u>(927)</u>	<u>(8,363)</u>
Other comprehensive (loss)/income, net of tax:			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translating foreign operations		<u>(11,388)</u>	<u>5,432</u>
Total comprehensive loss for the year attributable to owners of the Company		<u><u>(12,315)</u></u>	<u><u>(2,931)</u></u>
Loss per share	16		
Basic and diluted (RMB cents)		<u><u>(0.26)</u></u>	<u><u>(2.35)</u></u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2025

	Notes	2025 RMB'000	2024 RMB'000
Non-current assets			
Property, plant and equipment	17	–	–
Goodwill	18	–	–
Loan receivables	21	164,156	174,056
		<u>164,156</u>	<u>174,056</u>
Current assets			
Inventories	20	39	–
Trade and other receivables, prepayments and deposits	21	7,570	7,220
Loan receivables	21	88,071	127,332
Financial assets at fair value through profit or loss	22	92,146	57,777
Cash and bank balances	23	3,099	3,628
		<u>190,925</u>	<u>195,957</u>
Current liabilities			
Trade and other payables	24	14,896	19,498
Bonds payables	26	39,078	43,082
		<u>53,974</u>	<u>62,580</u>
Net current assets		<u>136,951</u>	<u>133,377</u>
Total assets less current liabilities		<u>301,107</u>	<u>307,433</u>
Non-current liability			
Bonds payables	26	23,627	17,638
Net assets		<u>277,480</u>	<u>289,795</u>
Capital and reserves			
Share capital	27(a)	3,614	3,614
Reserves		273,866	286,181
Total equity		<u>277,480</u>	<u>289,795</u>

The consolidated financial statements on pages 72 to 131 were approved and authorised for issue by the Board of Directors on 30 March 2026 and are signed on its behalf by:

Feng Keming
Director

Bai Jie
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2025

	Share capital (note 27(a)) RMB'000	Share premium (note 27(b)(i)) RMB'000	Capital reduction reserve (note 27(b)(ii)) RMB'000	Share-based compensation reserve (note 27(b)(iii)) RMB'000	Financial asset at fair value through other comprehensive income reserve (note 27(b)(iv)) RMB'000	Exchange reserve (note 27(b)(v)) RMB'000	Accumulated losses RMB'000	Total equity RMB'000
At 1 January 2024	3,614	379,917	536,025	12	(17,201)	30,489	(640,130)	292,726
Loss for the year	-	-	-	-	-	-	(8,363)	(8,363)
Other comprehensive income:								
Exchange differences on translating foreign operations	-	-	-	-	-	5,432	-	5,432
Total comprehensive loss for the year	-	-	-	-	-	5,432	(8,363)	(2,931)
Disposal of a financial asset at fair value through other comprehensive income	-	-	-	-	17,201	-	(17,201)	-
Lapse of share options (note 29)	-	-	-	(12)	-	-	12	-
	-	-	-	(12)	17,201	-	(17,189)	-
At 31 December 2024 and 1 January 2025	3,614	379,917	536,025	-	-	35,921	(665,682)	289,795
Loss for the year	-	-	-	-	-	-	(927)	(927)
Other comprehensive loss:								
Exchange differences on translating foreign operations	-	-	-	-	-	(11,388)	-	(11,388)
Total comprehensive loss for the year	-	-	-	-	-	(11,388)	(927)	(12,315)
At 31 December 2025	3,614	379,917	536,025	-	-	24,533	(666,609)	277,480

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2025

Note	2025 RMB'000	2024 RMB'000
Cash flows from operating activities		
Loss before tax	(927)	(8,363)
Adjustments for:		
Depreciation of property, plant and equipment	–	323
Fair value gains of financial assets at fair value through profit or loss	(16,158)	(3,980)
Loss on write-off of loan receivables	–	6,856
Finance costs	4,250	5,119
Allowance for impairment losses on trade, loan and other receivables	23,070	22,542
Bank interest income	–	(3)
	<u>10,235</u>	<u>22,494</u>
Operating cash flows before working capital changes	10,235	22,494
Decrease in trade, loan and other receivables, prepayments and deposits	13,320	4,892
Increase in financial assets at fair value through profit or loss	(22,641)	(13,007)
Increase in inventories	(39)	–
Decrease in trade and other payables	(4,602)	(8,419)
	<u>(3,727)</u>	<u>5,960</u>
Cash (used in)/generated from operations	(3,727)	5,960
Income tax refunded	–	193
	<u>(3,727)</u>	<u>6,153</u>
Net cash (used in)/generated from operating activities	(3,727)	6,153
Cash flows from investing activities		
Proceeds from disposal of financial assets at fair value through profit or loss	3,002	72
Bank interest received	–	3
	<u>3,002</u>	<u>75</u>
Net cash from investing activities	3,002	75
Cash flows from financing activities		
Proceeds from issue of bond payables	7,722	–
Interest paid of bonds payables	(6,278)	(4,147)
Partial repayment of bonds payables	(1,103)	(1,410)
	<u>341</u>	<u>(5,557)</u>
Net cash generated from/(used in) financing activities	341	(5,557)
Net (decrease)/increase in cash and cash equivalents	(384)	671
Cash and cash equivalents at the beginning of the year	3,628	2,835
Effect of foreign exchange rate changes	(145)	122
	<u>3,099</u>	<u>3,628</u>
Cash and cash equivalents at the end of the year, representing cash and bank balances	23	3,628

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

1. GENERAL INFORMATION

Hao Wen Holdings Limited (the “**Company**”) was a limited company incorporated in the Cayman Islands on 1 August 2000 as an exempted company under the Companies Law (2000 Revision) of the Cayman Islands, and its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) from 20 July 2001. The address of the registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The address of the principal place of business of the Company is Level 12, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong.

The Company and its subsidiaries (collectively referred to as the “**Group**”) are primarily engaged in the money lending, processing and trading of electronic parts during the year.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable IFRS Accounting Standards as issued by the International Accounting Standards Board (“**IASB**”), which its collective term includes all individual International Financial Reporting Standards (“**IFRS**”), International Accounting Standards (“**IASs**”) and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) and the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622).

The IASB has issued certain new and amendments to IFRS Accounting Standards that are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

3. ADOPTION OF NEW AND AMENDMENTS TO IFRS Accounting Standards

(a) Application of amendments to IFRS Accounting Standards

The Group has adopted all of the new or amended IFRS Accounting Standards and Interpretations as issued by the IASB that are mandatory for the current reporting period. There was no material impact to the consolidated financial statements as a result of the adoption of these standards.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

3. ADOPTION OF NEW AND AMENDMENTS TO IFRS Accounting Standards *(Continued)*

(b) New and amendments to IFRS Accounting Standards in issue but not yet effective

At the date of authorisation of these consolidated financial statements, certain new standards and amendments to IFRS Accounting Standards and interpretation have been published but are not yet effective for the year ended 31 December 2025, and which have not been early adopted by the Group for the annual reporting period ended 31 December 2025. The Company's assessment of the impact of these new or amended IFRS Accounting Standards and Interpretations, most relevant to the Company, are set out below:

Amendments to IFRS 9 and IFRS 7	Contracts Referencing Nature-dependent Electricity ¹
Amendments to IFRS 9 and IFRS 7	Amendments to the Classification and Measurement of Financial Instruments ¹
Amendments to IFRS Accounting Standards	Annual Improvements to IFRS Accounting Standards – Volume 11 ¹
Amendments to IAS 21	Translation to Hyperinflationary Presentation Currency ²
IFRS 18	Presentation and Disclosure in Financial Statements ²
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³

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

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

³ Effect date to be determined by the IASB

The directors of the Company are in the process of making an assessment of what the impacts of these new standards, amendments to standards and interpretation are expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements except for the following.

IFRS 18 Presentation and Disclosure in Financial Statements

IFRS 18 will replace IAS 1 "Presentation of financial statements", introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though IFRS 18 will not impact the recognition or measurement of items in the consolidated financial statements, IFRS 18 introduces significant changes to the presentation of financial statements, with a focus on information about financial performance present in the statement of profit or loss, which will affect how the Group present and disclose financial performance in the financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

3. ADOPTION OF NEW AND AMENDMENTS TO IFRS Accounting Standards *(Continued)*

(b) New and amendments to IFRS Accounting Standards in issue but not yet effective *(Continued)*

IFRS 18 Presentation and Disclosure in Financial Statements (Continued)

The new accounting standard introduces the following key new requirements:

- Entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a newly-defined operating profit subtotal. Entities' net profit will not change.
- Management-defined performance measures ("**MPMs**") are disclosed in a single note in the financial statements.
- Enhanced guidance is provided on how to group information in the financial statements.

In addition, all entities are required to use the operating profit subtotal as the starting point for the statement of cash flows when presenting operating cash flows under the indirect method.

The Group is currently assessing the impact of IFRS 18, with respect to the structure of the Group's statement of loss, the statements of cash flows and the additional disclosures required for MPMs. The Group is also assessing the impact on how information is grouped in the financial statements. Preliminary assessments indicate the following key impacts:

- The Group will need to reclassify certain income and expense items (e.g., interest income on certain investments and foreign exchange gains/losses) into the new categories, namely investing and financing categories.
- The Statement of Cash Flows will also be impacted, as the operating profit subtotal will be the required starting point for the indirect method.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

3. ADOPTION OF NEW AND AMENDMENTS TO IFRS Accounting Standards *(Continued)*

(b) New and amendments to IFRS Accounting Standards in issue but not yet effective *(Continued)*

Amendments to the Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7

The IASB issued targeted amendments to IFRS 9 and IFRS 7 to respond to recent questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. These amendments:

- clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
- clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;
- add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and
- update the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below (e.g. certain financial instruments that are measured at fair value).

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The preparation of these consolidated financial statements in conformity with IFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

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

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(b) Investments in subsidiaries

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividend received or receivable.

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

(c) Foreign currency translation

(i) *Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "**functional currency**"). The functional currencies of the Company and its operating subsidiaries in the People's Republic of China (the "**PRC**") are Hong Kong dollars ("**HK\$**") and Renminbi ("**RMB**") respectively. For the purpose of presenting the consolidated financial statements, the Group adopted RMB as its presentation currency as the directors of the Company considered that RMB as the presentation currency best suits the needs of the shareholders and investors. All financial information presented in RMB has been rounded to the nearest thousand.

(ii) *Transactions and balances in each entity's financial statements*

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains or losses resulting from this translation policy are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Group initially recognises such non-monetary assets or liabilities. Non-monetary items that are measured at fair value in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(c) Foreign currency translation *(Continued)*

(iii) Translation on consolidation

The results and financial position of all the Group's entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

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

On consolidation, exchange differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognised in other comprehensive income and accumulated in the exchange reserve. When a foreign operation is sold, such exchange differences are reclassified to consolidated profit or loss as part of the gain or loss on disposal.

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

(d) Property, Plant and equipment

Property, plant and equipment are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the following estimated useful lives on a straight-line basis.

- Furniture and office equipment 5 – 8 years
- Machinery and equipment 5 – 10 years

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(e) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

(f) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Debt investments

Debt investments held by the Group are classified into amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.

Equity investments

An investment in equity securities is classified as FVTPL are recognised in profit or loss as other income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(g) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out basis. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated costs necessary to make the sale.

(h) Trade, loan and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method less allowance for expected credit losses ("ECLs").

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(i) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under IFRS Accounting Standards. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

(j) Trade and other payables

Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(k) Equity instruments

An equity instrument is any contract that evidence a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(I) Revenue

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

The Group recognises revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Depending on the terms of a contract and the laws that apply to that contract, a performance obligation can be satisfied over time or at a point in time. A performance obligation is satisfied over time if:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance;
- the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If a performance obligation is satisfied over time, revenue is recognised by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the product or service.

Sale of electronic parts

Revenue from sale of electronic parts is recognised at the point when the control of the goods is transferred to the customers (generally on delivery of electronic parts).

Interest income from money lending

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount, net of loss allowance) of the asset.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(m) Employee benefits

(i) *Employee leave entitlements*

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) *Pension obligations*

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

(n) Share-based payments

The Group issues equity-settled share-based payments to certain directors and employees. Equity-settled share-based payments are measured at the fair value (excluding the effect of non-market based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions. When share options are exercised, the amount previously recognised in share-based compensation reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based compensation reserve will be transferred to accumulated losses.

(o) Borrowing costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(p) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of transaction does not give rise to equal taxable and deductible temporary differences.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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 profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and 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, or to realise the asset and settle the liability simultaneously.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(q) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for the ECLs.

(r) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at the end of each reporting period for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated profit or loss to its estimated recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit (“CGU”) to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the CGU.

Value in use is the present value of the estimated future cash flows of the asset/CGU. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/CGU whose impairment is being measured.

Impairment losses for CGU are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the CGU. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(s) Impairment of financial assets

The Group recognises a loss allowance for ECLs on loan receivables, trade receivables, deposits, other receivables and cash and bank balances. The amount of the ECLs is updated at the end of each reporting period to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables. The ECL on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the end of the reporting period, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the end of the reporting period. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the end of the reporting period as well as the forecast of future conditions.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the end of the reporting period with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(s) Impairment of financial assets *(Continued)*

Significant increase in credit risk *(Continued)*

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor; or
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the end of the reporting period. A financial instrument is determined to have low credit risk if:

- (i) the financial instrument has a low risk of default;
- (ii) the debtor has a strong capacity to meet its contractual cash flow obligations in the near term; and
- (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(s) Impairment of financial assets *(Continued)*

Significant increase in credit risk *(Continued)*

The Group considers a financial asset to have low credit risk when the asset has external credit rating of “investment grade” in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of “performing”. Performing means that the counterparty has a strong financial position and there is no past due amounts.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, 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.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the counterparty;
- a breach of contract, such as a default or past due event;
- the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty’s financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider;

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

(s) Impairment of financial assets *(Continued)*

Credit-impaired financial assets (Continued)

- it is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of ECL

The measurement of ECLs is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the end of the reporting period.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

In applying the Group's accounting policies, which are described in note 4, the directors of the Company are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. 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.

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors of the Company have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimations, which are dealt with below).

Significant increase in credit risk

As explained in note 4(s), ECL under general approach are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. IFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward looking information.

Principal vs agent consideration

The Group engages in processing and trading of electronic parts during the years ended 31 December 2025 and 2024. The Group concluded that the Group acts as the principal for such transactions as it controls the specified good before it is transferred to the customer after taking into consideration the indicators such as the Group is primarily responsible for fulfilling the promise to provide the electronic parts. In addition, the Group has inventory risk over the electronic parts and the Group has discretion in establishing prices for the electronic parts. When the Group satisfies the performance obligation, the Group recognises trading revenue in the gross amount of consideration to which the Group expects to be entitled as specified in the contracts.

During the year ended 31 December 2025, revenue from processing and trading of electronic parts of approximately RMB9,760,000 (2024: RMB10,443,000) has been recognised.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES *(Continued)*

Critical judgements in applying accounting policies *(Continued)*

Key source of estimation uncertainty

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, are discussed below.

Impairment assessment on trade, loan and other receivables and deposits

The management of the Group estimates the amount of impairment losses on trade, loan and other receivables and deposits based on the credit risk of trade, loan and other receivables and deposits. The amount of the impairment losses based on the ECL model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

As at 31 December 2025, the carrying amounts of trade receivables, loan receivables and other receivables and deposits were approximately RMB7,180,000, RMB252,227,000 and RMB243,000 (net of allowance for ECL of approximately RMB1,196,000, RMB132,554,000 and RMB4,401,000) (2024: RMB5,324,000, RMB301,388,000 and RMB1,740,000 (net of ECL allowance of approximately RMB7,000, RMB114,862,000 and RMB18,868,000)) respectively. The information about the ECL on the Group's trade, loan and other receivables and deposits are disclosed in note 6(c).

6. FINANCIAL RISK MANAGEMENT

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

(a) Foreign currency risk

The group companies mainly operated in their local jurisdictions with most of the transactions settled in their functional currencies and did not have significant exposure to risk resulting from changes in foreign currency exchange rates.

The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

Since the Group did not have significant exposure to risk resulting from changes in foreign currency exchange rate, no sensitivity analysis was presented for the years ended 31 December 2025 and 2024.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

6. FINANCIAL RISK MANAGEMENT *(Continued)*

(b) Price risk

Price risk is the risk that the fair value changes of equity securities as a result of changes in the level of equity indices and the value of individual securities. At the end of the reporting period, the Group is exposed to equity price risk mainly through its investment in listed equity securities in Hong Kong classified as financial assets at FVTPL (note 23). The management manages this exposure by maintaining a portfolio of investments with different risk and return profiles. For financial assets at FVTPL, equity price risk is mainly concentrated on equity securities quoted on the Stock Exchange.

The sensitivity analyses below have been determined based on the exposure to equity price risk at the end of the reporting period.

As at 31 December 2025, if equity prices of financial assets at FVTPL had been 10% (2024: 10%) higher/lower, with all other variables held constant, the loss before tax would have been decreased/increased by approximately RMB9,215,000 (2024: RMB5,778,000).

(c) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade, loan and other receivables and deposits) and from its financing activities for deposits with banks. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions with high credit-rating assigned by international credit-rating agencies, for which the Group considers to have a low credit risk.

The Group has a concentration of credit risk in certain individual customers. At the end of the reporting period, the five largest receivables balances accounted for approximately 100% (2024: 98%) of the trade receivables. The largest trade receivable was approximately RMB1,932,000 (2024: RMB1,539,000) which represented approximately 23% (2024: 29%) of the Group's total trade receivables. The Group also has concentration of credit risk as 3% (2024: 4%) and 6% (2024: 8%) of the total loan receivables due from the Group's largest one and two debtors, respectively. The Group seeks to minimise its risk by dealing with counterparties which have a good credit history.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approval and other monitoring procedures to ensure that follow-up action is taken for the recoverable amount. In addition, the Group reviews the recoverable amount of each individual's debt regularly at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

6. FINANCIAL RISK MANAGEMENT *(Continued)*

(c) Credit risk *(Continued)*

Loan receivables

Management has overall responsibility for the Group's credit policies and oversees the credit quality of the Group's loan portfolio. The Group has adopted internal control procedures to mitigate credit risk by evaluation of creditability of the borrowers.

The Group has developed a credit policy and procedures manual for its money lending business. The credit policy and procedures manual specify, among others, the loan application, credit assessment, credit approval and monitoring ongoing credit risk procedures. The Group continues to monitor and review the operation and performance of the risk management system, and to improve the system from time to time to adapt to the changes in market conditions and regulatory environment.

The Group applies general approach by grouping the debtors shared the same credit risk characteristics using three categories for ECL on loan receivables which reflect their credit risk and how the ECL is determined for each of the categories. In calculating the ECL rates, the Group considers historical loss rates for each category, the prevailing economic conditions, and adjusts for forward looking information.

Stage 1

Loan receivables have not experienced a significant increase in credit risk since origination and impairment is recognised on the basis of 12-month ECL (12-month ECLs).

Stage 2

Loan receivables to customers have experienced a significant increase in credit risk since origination and impairment is recognised on the basis of lifetime ECL (Lifetime ECLs – non-credit impaired).

Stage 3

Loan receivables that are in default and considered credit-impaired (Lifetime ECLs – credit-impaired).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

6. FINANCIAL RISK MANAGEMENT *(Continued)*

(c) Credit risk *(Continued)*

Loan receivables (Continued)

As at 31 December 2025, the ECL allowance on the loan receivables was approximately RMB132,554,000 (2024: RMB114,862,000) based on ECL applied to different stages.

	As at 31 December 2025			
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Total RMB'000
ECL rate	2.13%	23.9%	100.0%	34.4%
Loan receivables, gross	103,943	197,850	82,988	384,781
Less: Allowance for ECL on loan receivables	(2,212)	(47,354)	(82,988)	(132,554)
Loan receivables, net	<u>101,731</u>	<u>150,496</u>	<u>–</u>	<u>252,227</u>

	As at 31 December 2024			
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Total RMB'000
ECL rate	2.2%	23.7%	100.0%	27.6%
Loan receivables, gross	183,200	160,164	72,886	416,250
Less: Allowance for ECL on loan receivables	(3,994)	(37,982)	(72,886)	(114,862)
Loan receivables, net	<u>179,206</u>	<u>122,182</u>	<u>–</u>	<u>301,388</u>

The decrease (2024: decrease) in Stage 1 resulted in a decrease (2024: decrease) in loss allowance of approximately RMB1,782,000 (2024: RMB1,701,000).

The increase (2024: increase) in Stage 2 resulted in an increase (2024: increase) in loss allowance of approximately RMB9,372,000 (2024: RMB13,906,000).

The increase (2024: increase) in Stage 3 resulted in an increase (2024: increase) in loss allowance of approximately RMB10,102,000 (2024: RMB16,580,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

6. FINANCIAL RISK MANAGEMENT *(Continued)*

(c) Credit risk *(Continued)*

Loan receivables (Continued)

The ageing analysis of the gross carrying amount of the loan receivables as at 31 December 2025 and 2024, based on the loan repayment dates, is presented as follows:

	2025 RMB'000	2024 RMB'000
Not past due	357,711	368,594
Past due between 91-180 days	–	5,339
Past due over 365 days	27,070	42,317
	<u>384,781</u>	<u>416,250</u>

The movement of the impairment for ECL on loan receivables is as follows:

	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Total RMB'000
At 1 January 2024	5,695	24,076	56,306	86,077
Transfer from Stage 1 to Stage 2	(1,671)	1,671	–	–
Transfer from Stage 2 to Stage 3 (Reversal of)/impairment	–	(3,409)	3,409	–
losses on loan receivables	(247)	14,722	11,166	25,641
Write-off	–	–	(150)	(150)
Exchange realignment	217	922	2,155	3,294
At 31 December 2024 and 1 January 2025	3,994	37,982	72,886	114,862
Transfer from Stage 1 to Stage 2	(2,235)	2,235	–	–
Transfer from Stage 2 to Stage 3	–	(11,281)	11,281	–
Impairment losses on loan receivables	817	20,056	14,969	35,842
Write-off	–	–	(12,461)	(12,461)
Exchange realignment	(364)	(1,638)	(3,687)	(5,689)
At 31 December 2025	2,212	47,354	82,988	132,554

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

6. FINANCIAL RISK MANAGEMENT *(Continued)*

(c) Credit risk *(Continued)*

Trade receivables

The Group applies simplified approach to provide for ECL with reference to IFRS 9, which permits the use of the lifetime ECL for trade receivables. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the ECL based on past due status is not further distinguished between the Group's different customer bases. The Group has performed historical analysis and identified the economic variable credit risk and ECL. This considers available reasonable and supportive forwarding-looking information.

As at 31 December 2025	Not past due	Past due				Total
		0 – 90 days	91 – 180 days	181 – 365 days	Over 365 days	
ECL rate	0.09%	0.11%	0.14%	0.39%	65.65%	
Gross carrying amount (RMB'000)	2,239	914	2,127	1,291	1,805	8,376
Allowance for ECL (RMB'000)	(2)	(1)	(3)	(5)	(1,185)	(1,196)
Net carrying amount (RMB'000)	<u>2,237</u>	<u>913</u>	<u>2,124</u>	<u>1,286</u>	<u>620</u>	<u>7,180</u>

As at 31 December 2024	Not past due	Past due				Total
		0 – 90 days	91 – 180 days	181 – 365 days		
ECL rate	0.11%	0.16%	–	–		
Gross carrying amount (RMB'000)	2,738	2,505	52	36		5,331
Allowance for ECL (RMB'000)	(3)	(4)	–	–		(7)
Net carrying amount (RMB'000)	<u>2,735</u>	<u>2,501</u>	<u>52</u>	<u>36</u>		<u>5,324</u>

Movements for allowance for ECL of trade receivables are as follows:

	Lifetime ECL RMB'000
At 1 January 2024	31
Reversal of impairment losses	(24)
At 31 December 2024 and 1 January 2025	7
Impairment losses	<u>1,189</u>
At 31 December 2025	<u>1,196</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

6. FINANCIAL RISK MANAGEMENT *(Continued)*

(c) Credit risk *(Continued)*

Other receivables and deposits

An impairment analysis is performed at the end of each reporting period by considering the probability of default. ECL are estimated by applying general approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate.

Stage 1

The debtors have not experienced a significant increase in credit risk since origination and impairment recognised on the basis of 12 months ECL (12-month ECLs).

Stage 2

The debtors have experienced a significant increase in credit risk since origination and impairment is recognised on the basis lifetime ECL (Lifetime ECLs – non-credit impaired).

Stage 3

The debtors that are in default and considered credit-impaired (Lifetime ECLs – credit impaired).

Movement for allowance for ECL of other receivables and deposits under stage 3 are as follows:

	Total RMB'000
At 1 January 2024	21,557
Reversal of impairment losses	(3,075)
Exchange realignment	386
At 31 December 2024 and 1 January 2025	18,868
Reversal of impairment losses	(13,961)
Exchange realignment	(506)
At 31 December 2025	4,401

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

6. FINANCIAL RISK MANAGEMENT *(Continued)*

(c) Credit risk *(Continued)*

Maximum exposure and year-end staging

The table below shows the credit quality and the maximum exposure based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification at 31 December.

The amounts presented are gross carrying amounts for financial assets.

Maximum exposure as at 31 December 2025

	12-month	Lifetime ECLs			Total
	ECLs			Simplified	
	Stage 1	Stage 2	Stage 3	approach	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables	–	–	–	8,376	8,376
Other receivables and deposits	–	–	4,644	–	4,644
Loan receivables	103,943	197,850	82,988	–	384,781
	<u>103,943</u>	<u>197,850</u>	<u>87,632</u>	<u>8,376</u>	<u>397,801</u>

Maximum exposure as at 31 December 2024

	12-month	Lifetime ECL			Total
	ECL			Simplified	
	Stage 1	Stage 2	Stage 3	approach	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables	–	–	–	5,331	5,331
Other receivables and deposits	–	–	20,608	–	20,608
Loan receivables	183,200	160,164	72,886	–	416,250
	<u>183,200</u>	<u>160,164</u>	<u>93,494</u>	<u>5,331</u>	<u>442,189</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

6. FINANCIAL RISK MANAGEMENT *(Continued)*

(d) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term.

The following table details the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates at the end of the reporting period) and the earliest date the Group can be required to pay:

	Interest rate	2025			Total contractual undiscounted cash flows RMB'000	Carrying amount RMB'000
		Within 1 year or on demand RMB'000	More than 1 year but less than 2 years RMB'000	More than 2 years but less than 5 years RMB'000		
Trade and other payables	–	14,735	–	–	14,735	14,735
Bonds payables	5.5%-9%	42,734	1,463	24,236	68,433	62,705
		<u>57,469</u>	<u>1,463</u>	<u>24,236</u>	<u>83,168</u>	<u>77,440</u>

	Interest rate	2024			Total contractual undiscounted cash flows RMB'000	Carrying amount RMB'000
		Within 1 year or on demand RMB'000	More than 1 year but less than 2 years RMB'000	More than 2 years but less than 5 years RMB'000		
Trade and other payables	–	19,465	–	–	19,465	19,465
Bonds payables	5.5%-8%	46,702	956	18,346	66,004	60,720
		<u>66,167</u>	<u>956</u>	<u>18,346</u>	<u>85,469</u>	<u>80,185</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

6. FINANCIAL RISK MANAGEMENT *(Continued)*

(e) Interest rate risk

The Group's loan receivables and bonds payables bear interests at fixed interest rates which expose the Group to fair value interest rate risks.

The Group's exposure to cash flow interest rate risk mainly arises from its bank deposits. These bank deposits bear interests at floating rates varied with the prevailing market condition.

Except as stated above, the Group does not have other significant interest-bearing assets and liabilities at the end of each reporting period, its income and operating cash flows are substantially independent of changes in market interest rates.

Sensitivity analysis on cash flow interest rate risk has not been presented as the reasonably possible changes in market interest rate will not have significant impact on the Group's consolidated financial statements.

(f) Categories of financial instruments

	2025 RMB'000	2024 RMB'000
Financial assets		
– Financial assets at FVTPL	92,146	57,777
– Financial assets measured at amortised cost	<u>262,749</u>	<u>312,080</u>
Financial liabilities		
– Financial liabilities at amortised cost	<u>77,440</u>	<u>80,185</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

7. FAIR VALUE MEASUREMENTS

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13 "Fair Value Measurement". The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs, that is, unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs, that is, observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

Fair value of financial assets that are measured at fair value on a recurring basis

Disclosures of levels in fair value hierarchy

At 31 December 2025	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
Financial assets at FVTPL (quoted bid price in an active market)	<u>92,146</u>	<u>–</u>	<u>–</u>	<u>92,146</u>
At 31 December 2024	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
Financial assets at FVTPL (quoted bid price in an active market)	<u>57,777</u>	<u>–</u>	<u>–</u>	<u>57,777</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

7. FAIR VALUE MEASUREMENTS *(Continued)*

Fair value of financial assets that are measured at fair value on a recurring basis *(Continued)*

Disclosures of levels in fair value hierarchy (Continued)

During the year ended 31 December 2025, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for the financial assets.

Any gain or loss arising from the remeasurement of the Group's financial assets at FVTPL are recognised in the consolidated statement of profit or loss.

Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis

The carrying amounts of the Group's financial instruments carried at amortised cost were not materially different from their fair values as at 31 December 2025 and 2024 except for the following financial instruments, for which their carrying amounts and fair value and the level of fair value hierarchy are disclosed below:

	Carrying amount as at 31 December 2025 RMB'000	Fair value as at 31 December 2025 RMB'000	Fair value measurements as at 31 December 2025 categorised into		
			Level 1	Level 2	Level 3
Bonds payables	62,705	56,328	–	–	56,328

	Carrying amount as at 31 December 2024 RMB'000	Fair value as at 31 December 2024 RMB'000	Fair value measurements as at 31 December 2024 categorised into		
			Level 1	Level 2	Level 3
Bonds payables	60,720	54,545	–	–	54,545

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

8. REVENUE

Revenue represents (i) the sales value of goods supplied to customers, net of value added tax and is stated after deduction of goods returns and trade discounts, if any; and (ii) interest income earned from the money lending business.

Disaggregation of revenue

Disaggregation of revenue from contracts with customers is as follows:

	2025 RMB'000	2024 RMB'000
Revenue from contracts with customers within the scope of IFRS 15		
Disaggregated by major products or service lines:		
– Sales of electronic parts	9,760	10,443
Revenue from other source		
Interest income from money lending	25,622	28,140
	<u>35,382</u>	<u>38,583</u>

The Group derives revenue from the transfer of goods and services at a point in time in the following major product line and geographical region:

	2025 RMB'000	2024 RMB'000
Timing of revenue recognition:		
A point in time	<u>9,760</u>	<u>10,443</u>
Geographical market:		
The PRC, including Hong Kong	<u>9,760</u>	<u>10,443</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

9. SEGMENT INFORMATION

The executive directors of the Company are identified as the chief operating decision maker (the “**CODM**”) of the Group for the purposes of resources allocation and performance assessment. The information reported to the CODM for the purposes of resources allocation and performance assessment focuses specifically on respective businesses of the Group. The Group’s operating and reportable segments are as follows:

- (i) the “**Money Lending**” segment engages into provision of loans for interest income; and
- (ii) the “**Electronic Parts**” segment engages into processing and trading of electronic parts business.

There was no inter-segment sale or transfer during the years ended 31 December 2025 and 2024. Central income and expenses are not allocated to the operating segments as they are not included in the measure of the segments’ results that is used by the CODM for assessment of segment performance. Segment assets do not include other unallocated head office and corporate assets. Segment liabilities do not include other unallocated head office and corporate liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

9. SEGMENT INFORMATION *(Continued)*

Segment revenue and results

	Money Lending		Electronic Parts		Consolidated	
	2025 RMB'000	2024 RMB'000	2025 RMB'000	2024 RMB'000	2025 RMB'000	2024 RMB'000
Revenue						
External sales	25,622	28,140	9,760	10,443	35,382	38,583
Results						
Segment results	(19,503)	(12,272)	(1,229)	(112)	(20,732)	(12,384)
Unallocated corporate expenses					(6,064)	(1,522)
Unallocated other income and other gains or losses, net					16,158	7,563
Reversal of impairment losses on other receivables					13,961	3,099
Profit/(loss) from operations					3,323	(3,244)
Finance costs					(4,250)	(5,119)
Loss before tax					(927)	(8,363)

Segment assets and liabilities

	Money Lending		Electronic Parts		Consolidated	
	2025 RMB'000	2024 RMB'000	2025 RMB'000	2024 RMB'000	2025 RMB'000	2024 RMB'000
Assets						
Segment assets	253,511	301,388	6,131	5,387	259,642	306,775
Unallocated corporate assets					95,439	63,238
					355,081	370,013
Liabilities						
Segment liabilities	6,660	13,522	6,310	4,988	12,970	18,510
Unallocated corporate liabilities					64,631	61,708
					77,601	80,218

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

9. SEGMENT INFORMATION *(Continued)*

Other segment information

The following is an analysis of the Group's other segment information:

	Money Lending		Electronic parts		Unallocated		Consolidated	
	2025 RMB'000	2024 RMB'000	2025 RMB'000	2024 RMB'000	2025 RMB'000	2024 RMB'000	2025 RMB'000	2024 RMB'000
Depreciation on plant and equipment	-	323	-	-	-	-	-	323
Impairment losses on trade, loan and other receivables, net	35,842	25,641	1,189	(24)	(13,961)	(3,075)	23,070	22,542
Gains on disposal of financial assets at FVTPL	-	-	-	-	(1,953)	(3,580)	(1,953)	(3,580)
Fair value gains on financial assets of FVTPL	-	-	-	-	(14,205)	(3,980)	(14,205)	(3,980)
Write-off of loan receivables	-	6,856	-	-	-	-	-	6,856
Finance costs	-	-	-	-	4,250	5,119	4,250	5,119
Bank interest income	-	-	-	-	-	(3)	-	(3)

Geographical information

The Group operates in two principal geographical areas, the PRC (excluding Hong Kong) and Hong Kong. The Group's revenue from the external customers by location of operations and information about its non-current assets are detailed below.

	Revenue		Non-current assets*	
	Year ended 31 December 2025 RMB'000	Year ended 31 December 2024 RMB'000	As at 31 December 2025 RMB'000	As at 31 December 2024 RMB'000
Hong Kong	25,622	28,140	-	-
The PRC	9,760	10,443	-	-
	<u>35,382</u>	<u>38,583</u>	<u>-</u>	<u>-</u>

* Non-current assets excludes financial instruments.

During the years ended 31 December 2025 and 2024, there was no customer individually contributing 10% of the total revenue of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

10. OTHER INCOME AND OTHER GAINS OR LOSSES, NET

	2025 RMB'000	2024 RMB'000
Other income		
Bank interest income	–	3
	–	3
Other gains or losses, net		
Gains on disposal of financial assets at FVTPL	1,953	3,580
Fair value gains on financial assets at FVTPL	14,205	3,980
Loss on write-off of loan receivables	–	(6,856)
	16,158	704
	16,158	707

11. LOSS BEFORE TAX

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

(a) Finance costs

	2025 RMB'000	2024 RMB'000
Interest on bonds payables	4,250	5,119

(b) Staff costs (including directors' emoluments)

	2025 RMB'000	2024 RMB'000
Salaries and wages	1,242	1,537
Contributions to defined contribution plans	17	34
Total staff costs	1,259	1,571

(c) Other items

	2025 RMB'000	2024 RMB'000
Depreciation of property, plant and equipment	–	323
Auditor's remuneration		
– Audit services	598	599
Cost of inventories recognised as expenses	9,461	9,954
Expenses related to short-term leases	48	77

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

12. INCOME TAX

(i) Hong Kong Profits Tax

Under the two-tiered Profits Tax regime, the first HK\$2 million of profits of the qualifying group entity incorporated in Hong Kong will be taxed at 8.25% (2024: 8.25%), and profits above that amount will be subject to the tax rate of 16.5% (2024: 16.5%) for the year ended 31 December 2025. The profits of the group entities not qualifying for the two-tiered Profit Tax regime will continue to be taxed at a rate of 16.5% (2024: 16.5%) for the year ended 31 December 2025.

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements since the Group's entities incorporated in Hong Kong have sufficient tax losses brought forward to set off against assessable profit or there were no assessable profits during the years ended 31 December 2025 and 2024.

(ii) Income taxes outside Hong Kong

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (the "BVI"), the Company and its subsidiaries incorporated in the Cayman Islands and the BVI are not subject to any income tax in the Cayman Islands and the BVI, respectively.

(iii) PRC Enterprise Income Tax ("PRC EIT")

The subsidiaries of the Company established in the PRC is generally subject to PRC EIT on its taxable income at an income tax rate of 25% for the year ended 31 December 2024.

No provision for the PRC EIT has been made in the consolidated financial statements since the Group's entities established in the PRC have no assessable profits during the year ended 31 December 2024.

Reconciliation between income tax and loss before tax at applicable tax rates is presented below:

	2025 RMB'000	2024 RMB'000
Loss before tax	(927)	(8,363)
Notional tax on loss before tax calculated at relevant tax rate of 16.5% (2024: 16.5%)	(153)	(1,380)
Effect of different tax rates of other jurisdictions	14	13
Tax effect of non-taxable income	–	(4)
Tax effect of non-deductible expenses	17	55
Tax effect of tax losses not recognised	1,811	794
Tax effect of utilisation of tax losses previously not recognised	(2,601)	(3,197)
Tax effect of deductible temporary differences not recognised	912	3,719
Income tax	–	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

13. DIRECTORS' EMOLUMENTS

Details of the directors' emoluments of the Company for the years ended 31 December 2025 and 2024, disclosed pursuant to the GEM Listing Rules and Section 383 of the Hong Kong Companies Ordinance, are as follows:

Year ended 31 December 2025

	Fees RMB'000	Salaries and allowances RMB'000	Contributions to defined contribution plans RMB'000	Total RMB'000
<i>Executive directors:</i>				
FENG Keming	–	221	–	221
BAI Jie	–	221	–	221
<i>Independent non-executive directors:</i>				
MA Sijing	110	–	–	110
HO, Yuen Ki	110	–	–	110
CHAN, Kwan Yiu	166	–	–	166
	<u>386</u>	<u>442</u>	<u>–</u>	<u>828</u>

Year ended 31 December 2024

	Fees RMB'000	Salaries and allowances RMB'000	Contributions to defined contribution plans RMB'000	Total RMB'000
<i>Executive directors:</i>				
FENG Keming	–	221	–	221
BAI Jie	–	221	–	221
<i>Independent non-executive directors:</i>				
MA Sijing	111	–	–	111
HO, Yuen Ki	111	–	–	111
CHAN, Kwan Yiu	166	–	–	166
	<u>388</u>	<u>442</u>	<u>–</u>	<u>830</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

13. DIRECTORS' EMOLUMENTS *(Continued)*

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

For the years ended 31 December 2025 and 2024, no emolument was paid to the directors as an inducement to join or upon joining the Company or as compensation for loss of office. There was no arrangement under which a director waived or agreed to waive any remuneration for the years ended 31 December 2025 and 2024.

Save for disclosed in note 31, no significant transaction, arrangement and contract in relation to the Group's business to which the Company was a party and in which a director of the Company and a director's connected parties had a material interest, whether directly or indirectly, subsisted at the end of the both reporting periods or at any time during the both reporting periods.

14. INDIVIDUALS WITH HIGHEST EMOLUMENTS

For the five individuals with the highest emoluments, four (2024: four) are directors of the Company whose emoluments are disclosed in note 13. The amount of the emoluments in respect of the one individual (2024: one individual) is as follows:

	2025 RMB'000	2024 RMB'000
Salaries and wages	414	415
Contributions to defined contribution plans	17	17
	<u>431</u>	<u>432</u>

The emoluments paid or payable to the above one (2024: one individual) highest paid individual were within the following bands:

	2025	2024
Nil – HK\$1,000,000	<u>1</u>	<u>1</u>

For the years ended 31 December 2025 and 2024, no emolument was paid by the Group to the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

15. DIVIDEND

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

16. LOSS PER SHARE

(a) Basic loss per share

The calculation of the basic loss per share for the years ended 31 December 2025 and 2024 is based on the following data:

	2025 RMB'000	2024 RMB'000
Loss		
Loss for the year attributable to owners of the Company for the purpose of calculating basic loss per share	<u>(927)</u>	<u>(8,363)</u>
	2025 '000	2024 '000
Number of shares		
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	<u>356,071</u>	<u>356,071</u>

(b) Diluted loss per share

During the years ended 31 December 2025 and 2024, no adjustment has been made to the basic loss per share presented in respect of a dilution as there is no dilutive effect on the basis loss per share presented.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

17. PROPERTY, PLANT AND EQUIPMENT

	Furniture and office equipment RMB'000	Machinery and equipment RMB'000	Total RMB'000
Cost			
At 1 January 2024	1,962	4,528	6,490
Exchange realignment	75	173	248
	<u>2,037</u>	<u>4,701</u>	<u>6,738</u>
At 31 December 2024 and 1 January 2025	2,037	4,701	6,738
Exchange realignment	(88)	(201)	(289)
	<u>1,949</u>	<u>4,500</u>	<u>6,449</u>
At 31 December 2025			
Accumulated depreciation			
At 1 January 2024	1,645	4,528	6,173
Charge for the year	323	–	323
Exchange realignment	69	173	242
	<u>2,037</u>	<u>4,701</u>	<u>6,738</u>
At 31 December 2024 and 1 January 2025	2,037	4,701	6,738
Exchange realignment	(88)	(201)	(289)
	<u>1,949</u>	<u>4,500</u>	<u>6,449</u>
At 31 December 2025			
Net carrying amount			
At 31 December 2025	<u>–</u>	<u>–</u>	<u>–</u>
At 31 December 2024	<u>–</u>	<u>–</u>	<u>–</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

18. GOODWILL

	2025 RMB'000	2024 RMB'000
Cost		
At 1 January	13,160	12,425
Exchange realignment	(563)	735
At 31 December	12,597	13,160
Accumulated depreciation		
At 1 January	13,160	12,425
Exchange realignment	(563)	735
At 31 December	12,597	13,160
Net carrying amount		
At 31 December	—	—

As at 31 December 2025, the goodwill with cost of approximately RMB12,597,000 (2024: RMB13,160,000) arised from the cash-generating unit, electronic parts business, which the balance was fully impaired as at 31 December 2025 and 2024.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

19. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

The particulars of principal subsidiaries of the Company at 31 December 2025 and 2024 are as follows:

Name of company	Place of incorporation/ establishment operation from of legal activity	Particulars of issued and fully paid share capital	Proportion of ownership interest and voting power held by the Company		Principal activities
			2025	2024	
Indirect hold					
Premium Stars Investments Limited	The British Virgin Islands ("BVI")/Limited liability Company	50,000 ordinary shares of US\$50,000	100%	100%	Investment holding
Marvel Value Limited	The BVI/Limited liability Company	1 ordinary share of US\$1	100%	100%	Investment holding
Create Profit Enterprises Limited	Hong Kong/Limited liability Company	10,000 ordinary shares of HK\$10,000	100%	100%	Provision of money lending services
Leader Joy International Limited	Hong Kong/Limited liability Company	1 ordinary share of HK\$1	100%	100%	Investment holding
Hong Kong Leap Trading Co., Limited	Hong Kong/Limited liability Company	10,000 ordinary shares of HK\$10,000	100%	100%	Processing and trading of electronic parts

The above table lists the subsidiaries of the Group, which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. The directors of the Company are of the opinion that a complete list of the particulars of all subsidiaries would be of excessive length.

None of the subsidiaries had issue any debt securities as at 31 December 2025 and 2024.

20. INVENTORIES

Inventories in the consolidated statement of financial position comprise:

	2025 RMB'000	2024 RMB'000
Finished goods	39	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

21. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS AND LOAN RECEIVABLES

	2025 RMB'000	2024 RMB'000
Trade receivables (note (i))	7,180	5,324
Other receivables (note (ii))	185	1,680
Rental and other deposits (note (ii))	58	60
Prepayments	147	156
	<u>7,570</u>	<u>7,220</u>
Loan receivables (note (iii))		
– Non-current	164,156	174,056
– Current	88,071	127,332
	<u>252,227</u>	<u>301,388</u>
	<u><u>259,797</u></u>	<u><u>308,608</u></u>

Notes:

(i) **Trade receivables**

Ageing analysis of the trade receivables, based on invoice date of trade receivables which approximates to the respective revenue recognition dates, as at the end of the reporting period:

	2025 RMB'000	2024 RMB'000
0 to 30 days	1,574	867
31 to 60 days	390	409
61 to 90 days	288	218
91 to 180 days	917	3,733
181 to 365 days	2,916	104
Over 365 days	2,291	–
	<u>8,376</u>	<u>5,331</u>
Less: allowance for ECL	(1,196)	(7)
	<u><u>7,180</u></u>	<u><u>5,324</u></u>

Customers are generally granted with credit term of 120 days (2024: 120 days) during the year ended 31 December 2025.

Trade receivables are denominated as RMB.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

21. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS AND LOAN RECEIVABLES *(Continued)*

Notes: *(Continued)*

(ii) **Other receivables and deposits**

Other receivables and deposits are denominated in HK\$.

(iii) **Loan receivables**

The maturity profile of these loan receivables, at the end of the reporting period, analysed by the contractual maturity dates, is as follows:

	2025 RMB'000	2024 RMB'000
0 to 30 days	34,586	47,656
31 to 60 days	9,474	7,042
61 to 90 days	5,615	14,428
91 to 180 days	27,680	55,062
181 to 365 days	68,785	113,711
Over 365 days	238,641	178,351
	384,781	416,250
Less: allowance for ECL	(132,554)	(114,862)
	252,227	301,388

The Group's loan receivables, which arise from the money lending business in Hong Kong, are denominated in HK\$.

The loan receivables from independent borrowers bear fixed interest rates ranging from 6% to 18% (2024: 6% to 18%) per annum and repayable according to the respective loan agreements.

As at 31 December 2025, the carrying amount of loan receivables amounting to RMB178,470,000 (2024: RMB225,261,000) are secured by the pledge with collaterals such as equity securities (2024: equity securities) from the customers. The Group is not permitted to sell or repledge the collaterals in the absence of default by the borrowers. There are no any significant changes in the quality of the collateral held for the loan receivables. The Group has not recognised a loss allowance for the loan receivables as a result of these collaterals.

During the year ended 31 December 2024, an aggregate carrying amount of loan receivables of approximately RMB6,856,000 was written-off as information indicated the debtor is in severe financial difficulties and there is no realistic prospect of recovery. The Group has taken legal actions against the debtor to recover the amount.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

22. FINANCIAL ASSETS AT FVTPL

	2025 RMB'000	2024 RMB'000
Listed securities:		
– Equity securities listed in Hong Kong	89,703	57,777
– Equity securities listed outside Hong Kong	2,443	–
	<u>92,146</u>	<u>57,777</u>

Financial assets at FVTPL held for trading purpose and measured at fair values under IFRS 9 are determined with reference to quoted market bid prices at 31 December 2025 and 2024. Details of the fair value measurement and valuation techniques of the financial assets at FVTPL are set out in note 7.

Financial assets at FVTPL are denominated in:

	2025 RMB'000	2024 RMB'000
HK\$	89,703	57,777
US\$	2,443	–
	<u>92,146</u>	<u>57,777</u>

23. CASH AND BANK BALANCES

	2025 RMB'000	2024 RMB'000
Cash and bank balances, denominated in		
– HK\$	2,822	2,137
– US\$	277	1,491
Cash and cash equivalents in consolidated statement of cash flows	<u>3,099</u>	<u>3,628</u>

Cash at banks earn interest at floating rates based on daily bank deposits rate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

24. TRADE AND OTHER PAYABLES

	2025 RMB'000	2024 RMB'000
Trade payables	6,310	4,988
Accrued expenses and other payables	8,586	14,510
	<u>14,896</u>	<u>19,498</u>

Included in trade payables are trade creditors with the following ageing analysis based on the invoice date:

	2025 RMB'000	2024 RMB'000
0 to 30 days	283	648
31 to 90 days	948	595
91 to 180 days	2,205	3,647
181 to 365 days	1,686	–
Over 365 days	1,188	98
	<u>6,310</u>	<u>4,988</u>

The average credit period on purchases of goods is 90 days during the year ended 31 December 2025 (2024: 90 days).

All trade and other payables are denominated in HK\$.

25. DEFERRED TAX LIABILITIES

No deferred tax assets have been recognised in relation to the deductible temporary differences and estimated un-used tax losses as it is not probable that taxable profit will be available against which the deductible temporary differences and estimated tax losses can be utilised in the foreseeable future. As at 31 December 2025, the Group has deductible temporary differences of approximately RMB131,737,000 (2024: RMB121,410,000) and estimated un-used tax losses of approximately RMB9,340,000 (2024: RMB14,128,000), which the estimated un-used tax losses do not expire under current tax legislation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

26. BONDS PAYABLES

	Bond 1	Bond 2	Bond 3	Bond 4	Bond 5	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2024	40,539	18,346	–	–	–	58,885
Interest expense	4,105	1,014	–	–	–	5,119
Interest paid	(3,133)	(1,014)	–	–	–	(4,147)
Early repayment of principal	–	(1,410)	–	–	–	(1,410)
Exchange differences	1,571	702	–	–	–	2,273
At 31 December 2024 and 1 January 2025	43,082	17,638	–	–	–	60,720
New issued	–	–	1,830	2,724	3,168	7,722
Interest expense	3,126	1,011	86	18	9	4,250
Interest paid	(5,333)	(936)	–	–	(9)	(6,278)
Early repayment of principal	–	–	(1,103)	–	–	(1,103)
Exchange differences	(1,797)	(755)	(6)	(26)	(22)	(2,606)
At 31 December 2025	<u>39,078</u>	<u>16,958</u>	<u>807</u>	<u>2,716</u>	<u>3,146</u>	<u>62,705</u>

The bonds are repayable:

	2025	2024
	RMB'000	RMB'000
Less than one year	39,078	43,082
More than one year, but not exceeding two years	16,958	–
More than two years, but not exceeding five years	6,669	17,638
	<u>62,705</u>	<u>60,720</u>
Less: amount due within 12 months and classified as current liabilities	<u>(39,078)</u>	<u>(43,082)</u>
Amount classified as non-current liabilities	<u>23,627</u>	<u>17,638</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

26. BONDS PAYABLES *(Continued)*

Notes:

Bond 1:

On 1 November 2020, the Company issued new unsecured bonds ("**Bond 1**") to independent third parties with principal amount of HK\$42,500,000 (approximately RMB37,830,000) and the proceeds from the issue of Bonds 1 amounting to HK\$32,651,000 (equivalent to approximately RMB29,064,000) was used to settle the old unsecured bonds issued on 12 January 2018 with the carrying amount of approximately HK\$32,651,000 (equivalent to approximately RMB29,064,000). After settlement, the remaining net proceeds of approximately HK\$9,849,000 (equivalent to approximately RMB8,766,000 net of transaction costs) was received from the issue of Bonds 1 by the Group during the year ended 31 December 2020.

Bond 1 bears interest at 11% per annum and has a maturity period of 5 years from the date of issue. On 29 October 2025, as agreed by the Company and the bondholder, the bond repayment extended the maturity date to June 2026.

During the year ended 31 December 2023, the Group negotiated with the bondholder of the Bond 1 (the "**Bondholder**") for the revised interest rate from 11% to 8% without any changes of other and conditions. The Bondholder, with the view of economic conditions surrounding Hong Kong and the PRC, agreed such revision and the interest rate of the Bond 1 has been revised from 11% to 8% during the year ended 31 December 2023. As a result of the above-mentioned revision, modification of the financial liabilities has been triggered and gain on modification of bonds payables of approximately RMB2,866,000, being the difference between the original present value of the Bond 1 and the new present value of the Bond 1 under the original interest rate, has been recognised during the year ended 31 December 2023.

Bond 2:

On 16 June 2022, the Company issued unsecured bonds ("**Bond 2**") to independent third parties with principal amount of HK\$20,000,000 (approximately RMB17,353,000). Bond 2 bears interest at 5.5% per annum and has a maturity period of 5 years from the date of issue. During the year ended 31 December 2024, the Group had early repaid the principal amount of approximately RMB1,410,000 (equivalent to approximately HK\$1,500,000) as agreed by the Company and the bondholder.

Bond 3:

On 16 June 2025, the Company issued unsecured bonds ("**Bond 3**") to independent third parties with principal amount of HK\$2,000,000 (approximately RMB1,830,000). Bond 3 bears interest at 7% per annum and has a maturity period of 5 years from the date of issue.

During the year ended 31 December 2025, the Group has early repaid the principal amount of approximately RMB1,103,000 (equivalent to approximately HK\$1,200,000) as agreed by the Company and the bondholder.

Bond 4:

On 2 December 2025, the Company issued unsecured bonds ("**Bond 4**") to independent third parties with principal amount of HK\$3,000,000 (approximately RMB2,724,000). Bond 4 bears interest at 7% per annum and has a maturity period of 5 years from the date of issue.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

26. BONDS PAYABLES *(Continued)*

Notes: *(Continued)*

Bond 5:

On 19 December 2025, the Company issued unsecured bonds ("**Bond 5**") to independent third parties with principal amount of HK\$3,500,000 (approximately RMB3,168,000). Bond 5 bears interest at 9% per annum and has a maturity period of 5 years from the date of issue.

Bond 1, Bond 2, Bond 3, Bond 4 and Bond 5 are subsequently measured at amortised cost using effective interest rate of 8%, 5.5%, 7%, 7% and 9% (2024: 8% and 5.5%) per annum respectively.

27. CAPITAL AND RESERVES

(a) Share capital

	Number of shares '000	Nominal value HK\$'000	
Authorised:			
Ordinary shares of HK\$0.01 each			
At 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	<u>100,000,000</u>	<u>1,000,000</u>	
	Number of shares '000	Nominal value of ordinary shares HK\$'000 RMB'000	
Issued and fully paid:			
Ordinary shares of HK\$0.01 each			
At 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	<u>356,071</u>	<u>3,560</u>	<u>3,614</u>

(b) Nature and purpose of reserves

(i) *Share premium*

Share premium represents the share premium of the Company, the application of which is governed by the Companies Law of the Cayman Islands. Under the Companies Law (2000 revision) of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of the business.

(ii) *Capital reduction reserve*

Capital reduction reserve represents the differences between the nominal value of the shares before and after the capital reduction, sub-division and capital organisation carried out by the Company in prior years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

27. CAPITAL AND RESERVES *(Continued)*

(b) Nature and purpose of reserves *(Continued)*

(iii) Share-based compensation reserve

Share-based compensation reserve comprises the portion of the grant date fair value of unexercised share options granted to employees, directors of the Company and other service providers that has been recognised in accordance with the accounting policy adopted for share-based payments in note 4(n).

(iv) Financial assets at FVTOCI reserve

The fair value reserve of financial assets at FVTOCI comprises the cumulative net changes in the fair value of equity instruments designated as measured at FVTOCI in accordance with the accounting policy adopted for equity/debt instruments designated at FVTOCI.

(v) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 4(d).

(c) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The capital structure of the Group consists of (i) cash and cash equivalents; (ii) debts; and (iii) share capital and reserves, which comprises all components of equity.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions. In order to balance its overall capital structure, the Group may issue new shares, raise new debt financing or sell assets to reduce debt.

The Group monitors its capital structure on the basis of gearing ratio. The Group's gearing ratio as at 31 December 2025 is 21.9% (2024: 21.7%), which is calculated by dividing total liabilities of approximately RMB77,601,000 (2024: RMB80,218,000) over the total assets of approximately RMB355,081,000 (2024: RMB370,013,000).

The only externally imposed capital requirement for the Group is to maintain the listing on GEM of the Stock Exchange with public float of at least 25% of the shares of the Company.

There were no changes in the Group's approach to capital management during the years ended 31 December 2025 and 2024.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

28. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENTS OF THE COMPANY

Statement of financial position of the Company

	Notes	2025 RMB'000	2024 RMB'000
Non-current assets			
Property, plant and equipment		–	–
Investments in subsidiaries		–	–
		–	–
Current assets			
Other receivables, prepayments and deposits		148	1,816
Amounts due from subsidiaries		58,810	61,440
Cash and bank balances		768	238
		59,726	63,494
Current liabilities			
Other payables		785	611
Amounts due to subsidiaries		228	258
Bonds payables	26	39,078	43,082
		40,091	43,951
Net current assets		19,635	19,543
Total assets less current liabilities		19,635	19,543
Non-current liabilities			
Bonds payables	26	23,627	17,638
Net (liabilities)/assets		(3,992)	1,905
Capital and reserves			
Share capital	27(a)	3,614	3,614
Reserves		(7,606)	(1,709)
Total equity		(3,992)	1,905

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

28. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENTS OF THE COMPANY *(Continued)*

Reserve movements of the Company

	Share premium (note 27(b)(i)) RMB'000	Contribution surplus RMB'000	Capital reduction reserve (note 27(b)(ii)) RMB'000	Share-based compensation reserve (note 27(b)(iii)) RMB'000	Exchange reserve (note 27(b)(v)) RMB'000	Accumulated losses RMB'000	Total RMB'000
At 1 January 2024	379,917	56,774	536,025	12	24,828	(998,076)	(520)
Loss for the year	-	-	-	-	-	(1,282)	(1,282)
Other comprehensive income:							
Exchange differences on translating into presentation currency	-	-	-	-	93	-	93
Total comprehensive loss for the year	-	-	-	-	93	(1,282)	(1,189)
Lapse of share options (note 29)	-	-	-	(12)	-	12	-
At 31 December 2024 and 1 January 2025	379,917	56,774	536,025	-	24,921	(999,346)	(1,709)
Loss for the year	-	-	-	-	-	(5,905)	(5,905)
Other comprehensive income:							
Exchange differences on translating into presentation currency	-	-	-	-	8	-	8
Total comprehensive loss for the year	-	-	-	-	8	(5,905)	(5,897)
At 31 December 2025	379,917	56,774	536,025	-	24,929	(1,005,251)	(7,606)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

29. EQUITY SETTLED SHARE-BASED TRANSACTIONS

On 15 September 2019, the Company has adopted a share option scheme (the “Scheme”) whereby the directors of the Company are authorised, at their discretion, to invite eligible participants of the Group, including the employees and directors of any companies in the Group, to take up options at HK\$1 consideration to subscribe for shares of the Company.

The Scheme remains in force for a period of 10 years from the adoption of the Scheme. Options granted must be accepted within 21 days from the date of the offer of grant of the option. The purpose of the Scheme is to provide incentives and/or rewards to eligible participants for their contributions to, and continuing efforts to promote the interests of the Company. Each option gives the holder the right to subscribe for one ordinary share in the Company and is settled gross in shares.

The maximum number of shares in respect of which share options may be granted under the Scheme shall be 10% of the shares in issue as at 15 November 2019 (the scheme mandate limit), subject to refreshment by shareholders’ approval in accordance with GEM Listing Rules.

The exercise price must be at least the higher of: (i) the closing price of the shares as stated in the Stock Exchange’s daily quotations sheet on the date of offer of grant; (ii) the average closing price of the shares as stated in the Stock Exchange’s daily quotations sheets for the five business days immediately preceding the date of the offer of grant; and (iii) the nominal value of the shares on the date of offer of the grant.

The option period is determined by the directors of the Company provided that it is not later than 10 years from the date the directors of the Company makes an offer of the grant of an option subject to the provision for early termination. There is no specified minimum period under the Scheme for which an option must be held or the performance target which must be achieved before an option can be exercised under the terms of the Scheme.

During the year ended 31 December 2025, there was no share options granted, lapsed, exercised or cancelled. No share options outstanding under the Scheme as at 31 December 2025.

Movement in the number and weighted average exercise prices of share options for the year ended 31 December 2024 are as follows:

Details of grantees	Date granted	Period during which options are exercisable	Outstanding as at 1 January 2024	Lapsed during the year	Outstanding as at 31 December 2024	Exercise price per share	Closing price per share immediately before the date of grant
Category: Employees							
Employee	8 April 2022	8 April 2022 to 7 April 2024	157,000	(157,000)	–	N/A	N/A

Note: All share options granted were vested immediately.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

29. EQUITY SETTLED SHARE-BASED TRANSACTIONS *(Continued)*

For the year ended 31 December 2024	Weighted average exercise price (per share) HK\$	Number of options '000
Outstanding at the beginning of the year	0.25	157
Lapsed during the year	0.25	(157)
Outstanding at the end of the year	N/A	–
Exercisable at the end of the year	N/A	–

As at 31 December 2025, the weighted average remaining contractual life of the share option is 0 (2024: 0) years.

During the year ended 31 December 2024, 157,000 share options was lapsed and share-based compensation reserve of approximately RMB12,000 was reclassified to accumulated losses.

At 31 December 2025, the number of options available to be granted under the Scheme was 33,047,205 (2024: 33,047,205), representing 9.3% (2024: 9.3%) of the outstanding shares of the Company, respectively.

30. RETIREMENT BENEFITS SCHEME

The Group operates a Mandatory Provident Fund Scheme (the “MPF Scheme”) under the Hong Kong Mandatory Provident Fund Scheme Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the MPF Scheme at 5% (2024: 5%) of the employees’ relevant income, subject to a cap monthly relevant income of HK\$30,000 (2024: HK\$30,000). Contributions to the scheme vest immediately.

Under the MPF Scheme, retirement benefits of existing and retired employees are payable by the relevant scheme administrators and the Group has no further obligations beyond the annual contributions.

During the years ended 31 December 2025 and 2024, the Group had no forfeited contributions under the MPF Scheme that might be used by the Group to reduce the existing level of contributions.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

31. MATERIAL RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the consolidated financial statements, the Group has the following material related party transactions:

Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the directors of the Company as disclosed in note 13, is as follows:

	2025 RMB'000	2024 RMB'000
Short-term employees benefit	<u>828</u>	<u>830</u>

32. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

	Bond payables RMB'000
At 1 January 2024	58,885
Non-cash change:	
– Interest expense	5,119
– Exchange realignment	2,273
Financing cash flows:	
– Interest paid	(4,147)
– Early repayment of principal	<u>(1,410)</u>
At 31 December 2024 and 1 January 2025	60,720
Non-cash change:	
– Interest expense	4,250
– Exchange realignment	(2,606)
Financing cash flows:	
– Interest paid	(6,278)
– New issues	7,722
– Early repayment of principal	<u>(1,103)</u>
At 31 December 2025	<u>62,705</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the year ended 31 December 2025

33. EVENTS AFTER THE REPORTING PERIOD

References are made to the announcements of the Company dated 11 February 2026 and 1 March 2026. On 11 February 2026, the Group entered into a non-legally binding memorandum of understanding (the “**MOU**”) with Chengmai Junli Rubber Co., Ltd (“**Chengmai Junli**”), incorporated in the People’s Republic of China, principally engaged in the business of natural rubber processing. Pursuant to the MOU, the Group and Chengmai Junli will collaborate strategically to develop and expand the business of Chengmai Junli, with a primary focus on natural rubber and related agricultural sectors. The Group and Chengmai Junli will explore applications of biotechnology, smart technology, and green technology in agriculture and related industries, with the goal of building a digital platform, pursuing patented replication and commercialization, and achieving international expansion via Hong Kong.

On 1 March 2026, the Group further entered into a supplemental MOU (the “**Supplemental MOU**”). The Supplemental MOU sets out the intention of, among others, (i) the Group to place up to 106,000,000 new shares of the Group (the “**Share(s)**”) under a specific mandate through a placing agent (representing approximately 22.94% of the enlarged issued share capital of the Company) (the “**Possible Placing**”); and (ii) Chengmai Junli to subscribe up to 106,000,000 new Shares to be allotted and issued under the Possible Placing (the “**Possible Subscription**”). The Directors believe that the Possible Subscription and Possible Placing will benefit the Group’s long-term development and broaden its Shareholder and capital base to facilitate the future growth and development of its business.

FIVE YEAR FINANCIAL SUMMARY

Consolidated results

	Year ended 31 December				
	2025 RMB'000	2024 RMB'000	2023 RMB'000	2022 RMB'000	2021 RMB'000
Revenue	<u>35,382</u>	<u>38,583</u>	<u>45,740</u>	<u>62,408</u>	<u>65,671</u>
Loss before tax	(927)	(8,363)	(9,378)	(53,796)	(9,054)
Income tax credit/(expense)	–	–	–	995	(543)
Net loss for the year	<u>(927)</u>	<u>(8,363)</u>	<u>(9,378)</u>	<u>(52,801)</u>	<u>(9,597)</u>
Attributable to:					
Owners of the Company	(927)	(8,363)	(9,378)	(52,801)	(9,429)
Non-controlling interests	–	–	–	–	(168)
	<u>(927)</u>	<u>(8,363)</u>	<u>(9,378)</u>	<u>(52,801)</u>	<u>(9,597)</u>
	As at 31 December				
	2025 RMB'000	2024 RMB'000	2023 RMB'000	2022 RMB'000	2021 RMB'000
Non-current assets	<u>164,156</u>	<u>174,056</u>	<u>167,079</u>	<u>122,493</u>	<u>169,024</u>
Current assets	<u>190,925</u>	<u>195,957</u>	<u>211,587</u>	<u>238,147</u>	<u>191,822</u>
Current liabilities	<u>(53,974)</u>	<u>(62,580)</u>	<u>(27,055)</u>	<u>(8,079)</u>	<u>(34,231)</u>
Net current assets	<u>136,951</u>	<u>133,377</u>	<u>184,532</u>	<u>230,068</u>	<u>157,591</u>
Non-current liabilities	<u>(23,627)</u>	<u>(17,638)</u>	<u>(58,885)</u>	<u>(57,479)</u>	<u>(36,240)</u>
Net assets	<u>277,480</u>	<u>289,795</u>	<u>292,726</u>	<u>295,082</u>	<u>290,375</u>