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MOG DIGITECH HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 JUNE 2025

The board (the "**Board**") of directors (the "**Director(s)**") of MOG Digitech Holdings Limited (the "**Company**") is pleased to announce the unaudited condensed consolidated interim results of the Company and its subsidiaries (the "**Group**") for the six months ended 30 June 2025 together with the comparative figures for the six months ended 30 June 2024.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2025

		Six months ended 30 June	
		2025	2024
	Notes	***RMB'000***	*RMB'000*
		(unaudited)	(unaudited)
Revenue	*4*	**512,168**	613,426
Cost of sales		**(420,936)**	(525,956)
Gross profit		**91,232**	87,470
Other income and other gains	*5*	**10,259**	2,811
Selling and distribution costs		**(52,376)**	(51,243)
Administrative expenses		**(38,187)**	(28,860)
Provision for impairment losses on loan, trade and other receivables		**(6,571)**	(3,233)
Finance costs	*6*	**(1,055)**	(687)
Share of profits of associates	*12*	**392**	1,084
Profit before tax	*6*	**3,694**	7,342
Income tax expense	*7*	**(3,149)**	(3,944)
Profit for the period		**545**	3,398

	Note	Six months ended 30 June 2025 RMB'000 (unaudited)	2024 RMB'000 (unaudited)
Other comprehensive (expense) income			
Item that will not be reclassified to profit or loss:			
Exchange differences on translation of the Company's financial statements to presentation currency		**(12,898)**	2,043
Fair value change of financial assets at fair value through other comprehensive (expense) income		**(1,556)**	714
		(14,454)	2,757
Item that may be reclassified subsequently to profit or loss:			
Exchange differences on consolidation		**5,008**	(322)
Other comprehensive (expense) income for the period		**(9,446)**	2,435
Total comprehensive (expense) income for the period		**(8,901)**	5,833
Profit (loss) for the period attributable to:			
Owners of the Company		**1,889**	1,339
Non-controlling interests		**(1,344)**	2,059
		545	3,398
Total comprehensive (expense) income attributable to:			
Owners of the Company		**(7,769)**	3,818
Non-controlling interests		**(1,132)**	2,015
		(8,901)	5,833
Earnings per share attributable to owners of the Company			
Basic and diluted	*8*	**RMB0.002**	RMB0.002

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2025

	Notes	**At 30 June 2025 *RMB'000* (unaudited)**	At 31 December 2024 *RMB'000* (audited)
Non-current assets			
Investment properties		**1,879**	1,844
Right-of-use assets	*10*	**24,463**	25,534
Property, plant and equipment	*11*	**87,975**	82,668
Investments in associates	*12*	**73,392**	73,000
Intangible assets		**697**	851
Goodwill		**46,522**	46,522
Financial assets at fair value through other comprehensive income	*13*	**5,906**	3,652
Deferred tax assets		**1,991**	1,404
		242,825	235,475
Current assets			
Inventories		**33,224**	34,937
Trade and other receivables	*14*	**599,843**	406,726
Fixed deposits with licensed banks		**23,558**	36,234
Bank balances and cash		**54,566**	54,213
Financial asset at fair value through profit or loss		**2,193**	–
Tax recoverable		**6,936**	6,589
		720,320	538,699
Current liabilities			
Trade and other payables	*15*	**110,952**	103,148
Interest-bearing borrowings		**12,410**	17,290
Lease liabilities	*16*	**19,088**	18,225
Tax payable		**–**	2,392
		142,450	141,055
Net current assets		**577,870**	397,644
Total assets less current liabilities		**820,695**	633,119

	Notes	At **30 June** **2025** ***RMB'000*** **(unaudited)**	At 31 December 2024 *RMB'000* (audited)
Non-current liabilities			
Lease liabilities	*16*	**7,556**	7,581
Provisions		**872**	847
Deferred tax liabilities		**174**	213
		8,602	8,641
NET ASSETS		**812,093**	624,478
Capital and reserves			
Share capital	*17*	**10,356**	8,368
Reserves		**788,010**	601,003
Equity attributable to owners of the Company		**798,366**	609,371
Non-controlling interests		**13,727**	15,107
TOTAL EQUITY		**812,093**	624,478

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2025

1. CORPORATE INFORMATION

MOG Digitech Holdings Limited (the "**Company**", together with its subsidiaries are collectively referred to as the "**Group**") was incorporated as an exempted company with limited liability in the Cayman Islands on 4 June 2019. The Company's shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 15 April 2020 (the "**Listing**"). The registered office of the Company is situated at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Group's headquarter is situated at Room 201, 2nd Floor, Tower 2, Hengye Plaza, No. 1666 Ziyu Road, Chaoyang New City, Xihu District, Nanchang City, Jiangxi Province, the People's Republic of China (the "**PRC**"). The Company's principal place of business in Hong Kong is situated at Unit 1102, 11/F, 29 Austin Road, Tsim Sha Tsui, Kowloon, Hong Kong.

The Company is an investment holding company and its subsidiaries are principally engaged in digital payment solutions related business, e-commerce, financing services and money lending business in the PRC, optical product retail, franchise and license management in Malaysia.

The unaudited condensed consolidated financial information are presented in Renminbi ("**RMB**") and all amounts have been rounded to the nearest thousand ("**RMB'000**"), unless otherwise indicated.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2025 (the "**Interim Financial Statements**") has been prepared in accordance with International Accounting Standard ("**IAS**") 34 *"Interim Financial Reporting"* issued by International Accounting Standard Board (the "**IASB**") and the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange.

The preparation of the Interim Financial Statements in conformity with IAS 34 requires the management of the Group to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a period to date basis. Actual results may differ from these estimates.

The Interim Financial Statements include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since 31 December 2024, and therefore, do not include all of the information required for full set of financial statements prepared in accordance with the International Financial Reporting Standards ("**IFRSs**") issued by the IASB, which collective term includes all applicable individual IFRSs, IASs and Interpretations issued by the IASB. They shall be read in conjunction with the audited consolidated financial statements of the Group for the year ended 31 December 2024 (the "**2024 Financial Statements**").

In preparing the Interim Financial Statements, significant judgements made by the management of the Group in applying the Group's accounting policies and the key sources of estimation uncertainty are the same as those that applied in the 2024 Financial Statements.

Principal accounting policies

The measurement basis used in the preparation of the Interim Financial Statements is historical cost.

The accounting policies and methods of computation used in the Interim Financial Statements are consistent with those followed in the preparation of the 2024 Financial Statements.

The adoption of the new/revised IFRSs which are relevant to the Group and effective for the current period does not have any significant impact on the Interim Financial Statements.

At the date of authorisation of the Interim Financial Statements, the IASB has issued a number of new/revised IFRSs that are not yet effective for the current period, which the Group has not early adopted. The directors of the Company do not anticipate that the adoption of the new/revised IFRSs in future periods will have any material impact on the results and financial position of the Group.

3. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being identified as the chief operating decision makers ("**CODM**"), for the purposes of resource allocation and assessment of segment performance focuses on types of services and goods delivered. The CODM has determined the operating segment based on above factors.

Specifically, the Group's reportable and operating segments are as follows:

(1) Digital payment solutions related business;

(2) Optical product retail, franchise and license management;

(3) E-commerce; and

(4) Financing services and money lending.

Prior to 1 January 2025, there were five reportable and operating segments, namely (i) digital payment solutions related business; (ii) optical product retail; (iii) franchise and license management; (iv) e-commerce; and (v) financing services.

From 1 January 2025, the management of the Group has changed the presentation of the information reported to the CODM, and segment reporting is updated to conform to this change. The management of the Group is of the view that this change of segment disclosure better reflects the Group's financial performance and better aligns with the Group's resource allocation.

Segment revenue and results

Segment revenue represents revenue derived from digital payment solutions related business, optical product retail, franchise and license management, e-commerce, financing services and money lending.

Segment results represent the profit before tax reported by each segment without allocation of other income and administrative expenses reported by corporate office, finance costs, provision for impairment loss on loan, trade and other receivables, share results of associates and income tax expense. This is the measure reported to the CODM of the Group for the purposes of resource allocation and performance assessment.

The segment information provided to the CODM of the Group for the reportable segments for the six months ended 30 June 2025 and 2024 is as follows:

For the six months ended 30 June 2025 (unaudited)

	Digital payment solutions related business *RMB'000*	Optical product retail, franchise and license management *RMB'000*	E-commerce *RMB'000*	Financing services and money lending *RMB'000*	Total *RMB'000*
Segment revenue	**358,146**	**88,165**	**59,458**	**6,399**	**512,168**
Segment results	**(6,794)**	**16,919**	**619**	**9,151**	**19,895**
Unallocated other income and other gain					**5,051**
Unallocated administrative expenses					**(14,018)**
Finance costs					**(1,055)**
Provision for impairment loss on loan, trade and other receivables					**(6,571)**
Share results of associates					**392**
Profit before tax					**3,694**
Income tax expense					**(3,149)**
Profit for the period					**545**

For the six months ended 30 June 2024 (unaudited)

	Digital payment solutions related business *RMB'000*	Optical product retail, franchise and license management *RMB'000*	E-commerce *RMB'000*	Financing services and money lending *RMB'000*	Total *RMB'000*
Segment revenue	486,562	85,819	30,632	10,413	613,426
Segment results	(2,224)	15,121	(2,756)	4,444	14,585
Unallocated other income and other gain					934
Unallocated administrative expenses					(5,341)
Finance costs					(687)
Provision for impairment loss on loan, trade and other receivables					(3,233)
Share results of associates					1,084
Profit before tax					7,342
Income tax expense					(3,944)
Profit for the period					3,398

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

At 30 June 2025 (unaudited)

	Digital payment solutions related business *RMB'000*	Optical product retail franchise, and license management *RMB'000*	E-commerce *RMB'000*	Financing services and money leading *RMB'000*	Unallocated *RMB'000*	Total *RMB'000*
Assets						
Reportable segment assets	**251,260**	**175,615**	**89,707**	**217,260**	**229,303**	**963,145**
Liabilities						
Reportable segment liabilities	**13,735**	**47,516**	**67,235**	**–**	**22,566**	**151,052**

At 31 December 2024 (audited)

	Digital payment solutions related business *RMB'000*	Optical product retail franchise, and license management *RMB'000*	E-commerce *RMB'000*	Financing services and money lending *RMB'000*	Unallocated *RMB'000*	Total *RMB'000*
Assets						
Reportable segment assets	226,009	171,254	82,377	67,902	226,632	774,174
Liabilities						
Reportable segment liabilities	20,560	57,307	59,948	2,392	9,489	149,696

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

- segment assets include investment properties, right-of-use assets, property, plant and equipment, goodwill, investment in associates, intangible assets, financial assets at fair value through other comprehensive income, inventories, trade and other receivables, fixed deposits with licensed banks and bank balances and cash. Other assets are not allocated to operating segments as these assets are managed on a corporate basis; and

- segment liabilities include trade and other payables, interest-bearing borrowing, lease liabilities and provisions. Other liabilities are not allocated to operating segments as these liabilities are managed on a corporate basis.

Geographical information

The Group's revenue is derived from its operations in the PRC and Malaysia. Information about the Group's revenue from external customers is presented based on the location of operation of the Group. Information about the Group's non-current assets is presented based on physical location of the assets, in the case of property, plant and equipment, right-of-use assets and investment properties; based on the location of the operation, in the case of investment in associates, intangible assets, goodwill, financial assets at fair value through other comprehensive income and deferred tax assets.

(a) Information about the Group's revenue from external customers

The Group's revenue breakdown by geographical location, which is determined by the location of operation, is as follows:

	Six months ended 30 June	
	2025	2024
	RMB'000	*RMB'000*
	(unaudited)	(unaudited)
The PRC (exclude Hong Kong)	**417,310**	527,607
Malaysia	**88,165**	85,819
Hong Kong	**6,693**	–
	512,168	613,426

(b) Information about the Group's non-current assets

The Group's non-current assets breakdown by geographical location, which is determined by the location of assets, is as follows:

	At 30 June 2025	At 31 December 2024
	RMB'000	*RMB'000*
	(unaudited)	(audited)
The PRC (exclude Hong Kong)	**126,096**	126,108
Malaysia	**42,499**	38,301
Hong Kong	**74,230**	71,066
	242,825	235,475

Information about major customers

Details of the customers individually accounting for 10% or more of total revenue of the Group during the six months ended 30 June 2025 and 2024 are as follows:

	Six months ended 30 June	
	2025	2024
	RMB'000	*RMB'000*
Customer A *(Note a)*	**108,321**	37,984
Customer B *(Notes a & b)*	**–**	111,476
Customer C *(Notes a & b)*	**–**	64,193

Notes:

(a) Revenue generated from digital payment solutions related business.

(b) The customer did not contribute revenue to the Group over 10% of the total revenue in the six months ended 30 June 2025.

4. REVENUE

	Six months ended 30 June	
	2025	2024
	RMB'000	*RMB'000*
	(unaudited)	(unaudited)
Revenue from contracts with customers within IFRS 15		
Digital payment solutions related business	**358,146**	486,562
Optical product retail, franchise and license management	**88,165**	85,819
E-commerce	**59,458**	30,632
Financing services and money lending	**6,399**	10,413
	512,168	613,426
Timing of revenue recognition		
A point in time	**505,736**	602,977
Over time	**6,432**	10,449
	512,168	613,426
Type of transaction price		
Fixed price	**512,168**	612,858
Variable price	**–**	568
	512,168	613,426

The amount of revenue recognised for the six months ended 30 June 2025 that was included in the contract liabilities at the beginning of the reporting period was approximately RMB9,287,000 (six months ended 30 June 2024: approximately RMB3,518,000).

5. OTHER INCOME AND OTHER GAINS

	Six months ended 30 June	
	2025	2024
	RMB'000	*RMB'000*
	(unaudited)	(unaudited)
Bank interest income	**1,129**	903
Gain on disposal of plant and equipment, net	**144**	86
Gain on disposal of an associate	**–**	271
Rental income from investment properties	**101**	113
Sponsorship income	**252**	486
Loan interest income	**–**	183
Sundry income	**820**	769
Exchange gain	**4,723**	–
Gain on debt purchase	**3,090**	–
	10,259	2,811

6. PROFIT BEFORE TAX

This is stated after charging/(crediting):

	Six months ended 30 June	
	2025	2024
	RMB'000	*RMB'000*
	(unaudited)	(unaudited)
Finance costs		
Interest on interest-bearing borrowings	**311**	263
Interest on lease liabilities	**744**	424
	1,055	687
Staff costs (including directors' remuneration)		
Salaries, discretionary bonus, allowances and other benefits in kind	**30,833**	28,879
Contributions to defined contribution plans	**2,733**	2,707
	33,566	31,586
Other items		
Amortisation of intangible assets	**294**	3,758
Cost of inventories	**473,343**	498,829
Depreciation of investment properties	**34**	32
Depreciation of property, plant and equipment	**3,938**	2,433
Depreciation of right-of-use assets	**8,129**	7,386
Exchange (gain) loss, net	**(4,723)**	55
Reversal of write down of inventories (included in "Cost of sales")	**–**	(319)

7. INCOME TAX EXPENSE

	Six months ended 30 June	
	2025	2024
	RMB'000	*RMB'000*
	(unaudited)	(unaudited)
Current tax		
PRC enterprise income tax	**6**	4
Malaysia corporate income tax	**3,703**	5,380
Deferred tax		
Changes in temporary differences	**(560)**	(1,440)
Total income tax expense for the period	**3,149**	3,944

No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in or derived from Hong Kong for the six months ended 30 June 2025 and 2024.

The Group's entities established in the Cayman Islands and the British Virgin Islands are exempted from corporate income tax therein.

The Group's entities established in the PRC are subject to PRC enterprise income tax at a statutory rate of 25% for the six months ended 30 June 2025 and 2024.

Malaysia corporate income tax is calculated at 24% of the estimated assessable profits for the six months ended 30 June 2025 and 2024.

8. EARNINGS PER SHARE

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

	Six months ended 30 June	
	2025	2024
	RMB'000	*RMB'000*
	(unaudited)	(unaudited)
Profit for the period attributable to owners of the Company, used in basic and diluted earnings per share calculation	**1,889**	1,339
	Number of shares	
	(unaudited)	(unaudited)
Weighted average number of ordinary shares for basic and diluted earnings per share calculation	**1,094,055,629**	744,923,934
	RMB	*RMB*
	(unaudited)	(unaudited)
Basic and diluted earnings per share	**0.002**	0.002

No adjustment has been made to basic loss per share as there was no dilutive potential ordinary shares of the Company outstanding during the six months ended 30 June 2025 and 2024.

9. DIVIDENDS

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2025 (six months ended 30 June 2024: nil).

10. RIGHT-OF-USE ASSETS

	Shoplots	Motor vehicles	Leasehold improvements	Lease Properties	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Reconciliation of carrying amounts – year ended 31 December 2024					
At 1 January 2024	24,578	1,829	178	–	26,585
Additions	10,775	3	–	7,353	18,131
Termination of leases	(660)	–	–	–	(660)
Depreciation	(12,898)	(542)	(14)	(306)	(13,760)
Disposal of subsidiaries	(6,132)	–	–	–	(6,132)
Exchange realignment	1,165	92	1	112	1,370
At 31 December 2024	16,828	1,382	165	7,159	25,534
Reconciliation of carrying amounts – six months ended 30 June 2025 (unaudited)					
At 1 January 2025	**16,828**	**1,382**	**165**	**7,159**	**25,534**
Additions	**5,792**	**586**	**–**	**–**	**6,378**
Termination of leases	**149**	**–**	**–**	**–**	**149**
Depreciation	**(6,079)**	**(199)**	**(7)**	**(1,844)**	**(8,129)**
Exchange realignment	**630**	**70**	**3**	**(172)**	**531**
At 30 June 2025	**17,320**	**1,839**	**161**	**5,143**	**24,463**

The Group leases several assets including shoplots, motor vehicles, leasehold improvements and lease properties. The leases in respect of shoplots typically run for an initial period of 1 to 3 years (31 December 2024: 1 to 3 years) and the lease term of the remaining right-of-use assets are ranging from 2 to 5 years (31 December 2024: 4 to 5 years).

Certain leases in respect of shoplots which were entered into by the Group are secured by a corporate guarantee provided by the Company (31 December 2024: secured by a corporate guarantee provided by the Company).

11. PROPERTY, PLANT AND EQUIPMENT

	Computers and software *RMB'000*	Furniture, fixtures and office equipment *RMB'000*	Optical equipment *RMB'000*	Motor vehicles *RMB'000*	Leasehold improvements *RMB'000*	Leasehold land and building *RMB'000*	Total *RMB'000*
Reconciliation of carrying amounts – year ended 31 December 2024							
At 1 January 2024	741	7,450	6,120	350	2,619	–	17,280
Additions	297	7,652	648	–	641	64,768	74,006
Disposals	(189)	(41)	(204)	–	–	–	(434)
Disposal of subsidiaries	(107)	(1,833)	(1,281)	–	(786)	–	(4,007)
Written off	(3)	(159)	(45)	–	(1)	–	(208)
Depreciation	(332)	(1,859)	(1,073)	(159)	(639)	(1,864)	(5,926)
Exchange realignment	204	345	297	16	93	1,002	1,957
At 31 December 2024	611	11,555	4,462	207	1,927	63,906	82,668
Reconciliation of carrying amounts – six months ended 30 June 2025 (unaudited)							
At 1 January 2025	**611**	**11,555**	**4,462**	**207**	**1,927**	**63,906**	**82,668**
Additions	**415**	**1,085**	**186**	**2,830**	**229**	**5,940**	**10,685**
Disposals	**–**	**–**	**(11)**	**(46)**	**–**	**–**	**(57)**
Written off	**(3)**	**(1)**	**(1)**	**–**	**–**	**–**	**(5)**
Depreciation	**(195)**	**(1,112)**	**(534)**	**(304)**	**(303)**	**(1,490)**	**(3,938)**
Exchange realignment	**32**	**241**	**158**	**(8)**	**63**	**(1,864)**	**(1,378)**
At 30 June 2025	**860**	**11,768**	**4,260**	**2,679**	**1,916**	**66,492**	**87,975**

12. INVESTMENTS IN ASSOCIATES

	At 30 June 2025 ***RMB'000*** **(unaudited)**	At 31 December 2024 *RMB'000* (audited)
At the beginning of the period/year	**73,000**	113,530
Disposal	**–**	(44)
Share of profits of associates	**392**	1,347
Impairment	**–**	(41,833)
At the end of the period/year	**73,392**	73,000

13. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	At 30 June 2025 ***RMB'000*** **(unaudited)**	At 31 December 2024 *RMB'000* (audited)
Listed equity securities	**5,906**	3,652

The above listed equity investments represent ordinary shares of an entity listed in Malaysia. These investments are not held for trading, instead, they are held for long-term strategic purposes. The directors of the Company have elected to designate these investments in equity instruments as at financial assets at fair value through other comprehensive income as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

14. TRADE AND OTHER RECEIVABLES

	At 30 June 2025 *RMB'000* (unaudited)	At 31 December 2024 *RMB'000* (audited)
Trade receivables		
From third parties	**52,795**	48,893
Less: Impairment losses	**(5,526)**	(4,543)
	47,269	44,350
Other receivables		
Deposits paid	**160,377**	174,388
Prepayments	**39,422**	31,792
Rental and other related deposits	**12,493**	12,926
Other receivables	**70,030**	55,463
Loan receivables	**294,800**	106,810
Less: Impairment losses	**(24,548)**	(19,003)
	552,574	362,376
	599,843	406,726

The ageing of trade receivables, net of impairment losses, based on the date of delivery of goods and services at the end of each reporting period is as follows:

	At 30 June 2025 *RMB'000* (unaudited)	At 31 December 2024 *RMB'000* (audited)
Within 30 days	**37,149**	23,777
31 to 60 days	**1,846**	5,140
61 to 90 days	**1,796**	4,802
91 to 120 days	**1,242**	885
121 to 360 days	**2,803**	8,632
Over 361 days	**2,433**	1,114
	47,269	44,350

At the end of each reporting period, the ageing analysis of the trade receivables, net of impairment losses, by due date is as follows:

	At 30 June 2025 *RMB'000* (unaudited)	At 31 December 2024 *RMB'000* (audited)
Not yet due	**37,149**	23,777
Past due:		
Within 30 days	**1,846**	5,140
31 to 60 days	**1,796**	4,802
61 to 90 days	**1,242**	885
91 to 120 days	**2,803**	8,632
Over 121 days	**2,433**	1,114
	10,120	20,573
	47,269	44,350

The Group normally grants credit term to third parties ranges from 30 to 60 days (31 December 2024: ranges from 30 to 60 days) from the date of delivery of goods and services.

15. TRADE AND OTHER PAYABLES

	At 30 June 2025 *RMB'000* (unaudited)	At 31 December 2024 *RMB'000* (audited)
Trade payables to third parties	**16,243**	26,019
Other payables		
Contract liabilities	**41,978**	21,296
Salaries and allowances payable	**677**	1,414
Accrued charges and other payables	**51,759**	53,529
Amounts due to minority interests of subsidiaries	**295**	890
	94,709	77,129
	110,952	103,148

The trade payables are interest-free and normal credit terms up to 180 days.

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

	At 30 June 2025 *RMB'000* (unaudited)	At 31 December 2024 *RMB'000* (audited)
Within 30 days	**8,703**	13,303
31 to 60 days	**1,169**	5,114
61 to 90 days	**1,937**	5,030
91 to 120 days	**919**	1,851
Over 121 days	**3,515**	721
	16,243	26,019

16. LEASE LIABILITIES

	At 30 June 2025 *RMB'000* (unaudited)	At 31 December 2024 *RMB'000* (audited)
Analysed for reporting purposes:		
Current liabilities	**19,088**	18,225
Non-current liabilities	**7,556**	7,581
	26,644	25,806

The leases of certain premises for retail stores in Malaysia call for additional rentals, which will be based on a certain percentage of revenue of the operations being undertaken therein pursuant to the terms and conditions as stipulated in the respective tenancy agreements. As the future revenue of these retail stores could not be accurately determined as at the end of the reporting period, the relevant contingent rental has not been included. Such variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liabilities and therefore are charged to profit or loss (included in "other rental and related expenses") in the accounting period in which they are incurred.

Certain leases impose a restriction that the right-of-use assets can only be used by the Group. For leases over shoplots, the Group must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease.

Commitments and present value of lease liabilities:

	Lease payments		Present value of lease payments	
	At 30 June 2025	At 31 December 2024	**At 30 June 2025**	At 31 December 2024
	RMB'000	*RMB'000*	***RMB'000***	*RMB'000*
	(unaudited)	(audited)	**(unaudited)**	(audited)
Amounts payable:				
Within one year	**20,657**	18,795	**19,088**	18,225
More than one year, but not exceeding two years	**6,664**	6,658	**5,333**	6,473
More than two years, but not exceeding five years	**2,352**	1,127	**2,223**	1,108
	29,673	26,580		
Future finance charges	**(3,029)**	(774)		
Present value of lease liabilities	**26,644**	25,806	**26,644**	25,806
Less: Amounts due for settlement within 12 months			**(19,088)**	(18,225)
Amounts due for settlement after 12 months			**7,556**	7,581

At 30 June 2025, the weighted average effective interest rate for the lease liabilities of the Group was approximately 3.46% (31 December 2024: approximately 3.41%) per annum.

17. SHARE CAPITAL

	Number of shares	*HK$*	Equivalent to *RMB'000*
Ordinary share of HK$0.01 each			
At 1 January 2024 (audited), 31 December 2024 (audited) and 30 June 2025 (unaudited)	**2,000,000,000**	**20,000,000**	**18,232**
Issued and fully paid:			
At 1 January 2024 (audited)	646,832,805	6,468,328	5,771
Shares issued by the way of placing *(note a)*	129,366,561	1,293,665	1,191
Shares issued by the way of placing *(note b)*	155,230,000	1,552,300	1,406
At 31 December 2024 (audited)	931,429,366	9,314,293	8,368
Shares issued by the way of subscription *(note c)*	212,121,212	2,121,212	1,988
At 30 June 2025 (unaudited)	**1,143,550,578**	**11,435,505**	**10,356**

Notes:

(a) On 14 February 2024, the Company allotted and issued 129,366,561 shares by way of placing at HK$1.14 each. Proceeds of approximately HK$147,478,000 (equivalent to approximately RMB135,705,000) were received and the related transaction costs of approximately HK$1,475,000 (equivalent to approximately RMB1,357,000) were netted off with the proceeds. Approximately HK$1,294,000 (equivalent to RMB1,191,000) was credited to share capital and the balance of approximately HK$144,709,000 (equivalent to approximately RMB133,157,000) was credited to the share premium account. These shares rank pari passu in all respect with the then existing shares in issue.

(b) On 3 October 2024, the Company allotted and issued 155,230,000 shares by way of placing at HK$0.53 each. Proceeds of approximately HK$82,272,000 (equivalent to approximately RMB74,519,000) were received and the related transaction costs of approximately HK$823,000 (equivalent to approximately RMB745,000) were netted off with the proceeds. Approximately HK$1,552,000 (equivalent to RMB1,406,000) was credited to share capital and the balance of approximately HK$79,897,000 (equivalent to approximately RMB72,368,000) was credited to the share premium account. These shares rank pari passu in all respect with the then existing shares in issue.

(c) On 12 February 2025, the Company allotted and issued 212,121,212 shares by way of share subscription at HK$0.99 each. Proceeds of approximately HK$210,000,000 (equivalent to approximately RMB196,875,000) were received and the related transaction costs of approximately HK$120,000 (equivalent to approximately RMB111,000) were netted off with the proceeds. Approximately HK$2,121,000 (equivalent to RMB1,988,000) was credited to share capital and the balance of approximately HK$207,759,000 (equivalent to approximately RMB194,776,000) was credited to the share premium account. These shares rank pari passu in all respect with the then existing shares in issue.

18. EVENTS AFTER THE REPORTING PERIOD

(A) On 30 June 2025, the Company entered into a placing agreement with a placing agent (the "**Placing Agent**"), pursuant to which the Company agreed to place through the Placing Agent up to a maximum of 228,710,000 placing shares (the "**Placing Share(s)**") at the placing price of HK$0.5285 per Placing Share on a best effort basis. On 8 July 2025, the Company entered into a side letter with the Placing Agent, pursuant to which both parties agreed to revise the Placing Price from HK$0.5285 per Placing Share to HK$0.475 per Placing Share. The Company has allotted and issued 228,710,000 Placing Shares on 22 July 2025. For details, please refer to the Company's announcements dated 30 June 2025, 8 July 2025 and 22 July 2025.

(B) On 8 July 2025, the share option scheme adopted by the Company on 23 March 2020 was terminated and a new share award scheme and share option scheme (the "**2025 Share Scheme**") were adopted by way of ordinary resolutions. As of the date of this announcement, the vesting condition has not yet declared by the Board and no share awards were granted under the 2025 Share Scheme. For details, please refer to the Company's circular and announcements dated 1 April 2025, 20 June 2025, 8 July 2025.

(C) On 23 July 2025, the Group entered into a share purchase agreement to subscribe for 750,000 preferred shares of a target company at the total consideration of US$6,000,000 (equivalent to approximately RMB43,032,000). The target company operates KUN, which is a stablecoin-based payment and financial infrastructure services platform. For details, please refer to the Company's announcement dated 23 July 2025.

(D) On 25 August 2025, the Group entered into a sale and purchase agreement to dispose 24 subsidiaries in Malaysia for a cash consideration of RM22,000,000 (equivalent to approximately RMB37,400,000). For details, please refer to the Company's announcement dated 25 August 2025.

(E) The Group has made an investment (the "**Investment**") in the amount of US$500,000 (equivalent to approximately RMB3,586,000) in ALT5 Sigma Corporation (NASDAQ: ALTS) ("**ALT5**") indirectly through the subscription of membership interest in a fund (the "**WLFI Fund**"). The WLFI Fund, along with a selected number of the world's largest institutional investors and prominent crypto venture capital firms, participated in ALT5's recent offering, with World Liberty Financial, Inc acted as the lead investor. For details, please refer to the Company's announcement dated 25 August 2025.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Company and its subsidiaries (collectively referred to the "**Group**") is principally engaged in digital payment solutions related business, e-commerce and, financing services and money lending business in the People's Republic of China (the "**PRC**"), optical product retail, and franchise and license management in Malaysia.

THE DIGITAL PAYMENT SOLUTIONS RELATED BUSINESS

The Group provides digital hardware procurement and sales trading service. The Group evaluates customer needs and their existing information technology infrastructure, and provides customers with information technology infrastructure solution services by recommending the digital hardware and/or software required for their information technology systems. The Group configures and purchases digital hardware and/or software according to customer requirements and specifications, and then integrates such digital hardware and/or software into the customer's information technology system. The Group's digital payment solutions related business was affected by the fierce market competition but still significantly contributed to the overall revenue of the Group in the first half of 2025.

THE E-COMMERCE BUSINESS

The Group works in the field of digital rights and interests for many years with a number of technological development achievements lead in the PRC. The subsidiary is an internet information technology platform provider dedicated to the research in the field of scene ecological digitalization. With the launch of welfare card, the number of customers has been increased since the second half of 2024, thus it led to the significant growth of business in the first half of 2025.

THE FINANCING SERVICES AND MONEY LENDING BUSINESS

The Group provides (i) financing services to corporate clients which seeking funding to settle accounts receivable resulting from the acquisition of digital hardware from the Group and other corporate purpose and (ii) engages the money lending business in Hong Kong with a money lender license, in compliance with the Money Lenders Ordinance and Money Lenders regulations.

Given a considerable portion of our client relied on the financing services for procurement of the Group's digital hardware, the demand of corporate clients has been decreased in line with the decrease in sale of digital payment solutions related business. For the money lending business, the Group has formulated comprehensive strategies to expand its money lending business to leverage growth opportunities and enhance market share in 2025. The Group will continue to broaden its loan portfolio and diversifying its customer base by offering a wider array of mortgage, corporate and personal loans.

THE OPTICAL PRODUCT RETAIL, AND FRANCHISE AND LICENSE MANAGEMENT BUSINESS

The Group is offering a wide range of optical products which generally includes lenses, frames, contact lenses and sunglasses. Followed by the disposal of certain subsidiaries related to the optical product retail business in 2024, the Group continue its asset-light and service-oriented business strategy in 2025 to realign resources and mitigate potential financial risks. Meanwhile, the business related to franchise and license management has been enlarged since the Group has changed the business model and entered into franchising agreements with these disposed subsidiaries based on each of its revenue performance. This approach can effectively mitigate risks by aligning potential business growth with ownership interests while minimizing exposure to uncertainties, thus the revenue generated from franchise and license management was increased in the first half of 2025.

OUTLOOK

Going forward, the Group will continue to seek and identify investment and cooperation opportunities which may include digital payment solutions providers, financial technology related business, Artificial Intelligence (AI) agents, blockchain and Web 3.0 technologies providers and insurers offering stablecoin-based or other crypto-based insurance products to create a fully integrated system to optimize the overall experience of users of the Group's payment solutions and systems offerings as well as insurance clients and stakeholders in insurance products purchase and management and the efficiency thereof, so as to achieve the Group's goal of building an integrated digital ecosystem of "Insurance + Payment" based on stablecoin and crypto solutions that is supported by and synergizes with the Group's existing digital payment solutions. The Group will also closely monitor the institutional Decentralised Finance (DeFi) landscape to ensure the Group's competitiveness in relation to the development thereof and will seek continued cooperation with relevant targets.

FINANCIAL REVIEW

Revenue

The total revenue of the Group for the six months ended 30 June 2025 (the "**Reporting Period**") amounted to approximately RMB512.2 million, representing a decrease of approximately RMB101.2 million or approximately 16.5% as compared to the six months ended 30 June 2024 (the "**Corresponding Period**"), which was affected by the operation of digital payment solutions related business in the PRC. During the Reporting Period, approximately 82.8% and 17.2% of the Group's revenue was generated in the PRC and Malaysia while it was approximately 86.0% and 14.0% in the Corresponding Period respectively. There was approximately 6.7 million or approximately 1.3% of Group's revenue generated in Hong Kong for the Reporting Period since the Group has expanded the financing services and money lending business in Hong Kong starting from 2025.

The revenue breakdown by business segments is as follows:

	Six months ended 30 June	
	2025	2024
	RMB'000	*RMB'000*
	(Unaudited)	(Unaudited)
Revenue from:		
Digital payment solutions related business	**358,146**	486,562
Optical product retail, franchise and license management	**88,165**	85,819
E-commerce	**59,458**	30,632
Financing services and money lending	**6,399**	10,413
	512,168	613,426

The revenue breakdown by geographical location, which is determined by the location of operation, is as follows:

	Six months ended 30 June	
	2025	2024
	RMB'000	*RMB'000*
	(Unaudited)	(Unaudited)
Revenue from:		
The PRC (exclude Hong Kong)	**417,310**	527,607
Malaysia	**88,165**	85,819
Hong Kong	**6,693**	–
	512,168	613,426

1. ***Digital payment solutions related business***

Revenue from the business segment of digital payment solutions related business amounted to approximately RMB358.1 million for the six months ended 30 June 2025, representing a decrease of approximately RMB128.5 million or approximately 26.4% as compared to the same period in 2024.

The decrease in revenue from digital payment solutions related business was primarily attributable to the decrease in number of customers as a result of fierce market competition in the PRC, which intensified during the Reporting Period and put pressure on pricing and margins across the sector.

2. ***Optical product retail, franchise and license management***

Revenue from the business segment of optical product retail, franchise and license management amounted to approximately RMB88.2 million for the six months ended 30 June 2025, representing an increase of approximately RMB2.4 million or approximately 2.8% as compared to the same period in 2024.

The operation of optical product retail, franchise and license management remained stable in the Reporting Period, the slight increase in revenue was mainly caused by the revenue generated from franchise and license management and the appreciation of Malaysian ringgit (RM).

3. ***E-commerce***

Revenue from the business segment of e-commerce amounted to approximately RMB59.5 million for the six months ended 30 June 2025, representing an increase of approximately RMB28.9 million or approximately 94.4% as compared to the same period in 2024.

With the launch of welfare card, the number of customers has been increased since the second half of 2024, thus it led to the significant growth of revenue in the first half of 2025.

4. ***Financing services and money lending***

Revenue from the business segment of financing services and money lending amounted to approximately RMB6.4 million for the six months ended 30 June 2025, representing a decrease of approximately RMB4.0 million or approximately 38.5% as compared to the same period in 2024.

The decrease of revenue in financing services and money lending during the Reporting Period was mainly due to the demand of corporate clients has been decreased in line with the decrease in sale of digital payment solutions related business.

Other income and other gains

The Group's other income and other gains increased by approximately RMB7.5 million or approximately 267.9% from approximately RMB2.8 million for the Corresponding Period to approximately RMB10.3 million for the Reporting Period. The increase was mainly due to the gain on debt purchase and foreign exchange gain.

Gross profit and gross profit margin

The Group's gross profit increased by approximately RMB3.7 million or approximately 4.2% from approximately RMB87.5 million for the Corresponding Period to approximately RMB91.2 million for the Reporting Period. Such increase was mainly contributed by the increase in the Group's revenue from the optical product retail business in Malaysia. The Group's gross profit margin increased from approximately 14.3% for the Corresponding Period to approximately 17.8% for the Reporting Period, primarily due to less rebate was provided to the customers by the Group in the business of optional product retail.

Selling and distribution costs

The Group's selling and distribution costs increased by approximately RMB1.2 million or approximately 2.3% from approximately RMB51.2 million for the Corresponding Period to approximately RMB52.4 million for the Reporting Period, which is due to the increase in marketing expenses in Malaysia.

Administrative expenses

The Group's administrative expenses increased by approximately RMB9.3 million or approximately 32.2% from approximately RMB28.9 million for the Corresponding Period to approximately RMB38.2 million for the Reporting Period, primarily due to the increase in staff costs, software and IT application fee, depreciation of property, plant and equipment and right-of-use assets.

Finance costs

The Group's finance costs increased by approximately RMB0.4 million or approximately 57.1% from approximately RMB0.7 million for the Corresponding Period to approximately RMB1.1 million for the Reporting Period, primarily attributable to interest expense of lease payment for the leased properties in Hong Kong.

Income tax expense

The Group's income tax expense decreased by approximately RMB0.8 million or approximately 20.5% from approximately RMB3.9 million for the Corresponding Period to approximately RMB3.1 million for the Reporting Period since the Group incurred a reduction in profit from the Reporting Period. The decrease mainly due to the taxable profit derived from the business in Malaysia is decreased.

Profit attributable to owners of the Company

Profit attributable to owners of the Company increased by approximately RMB0.6 million or approximately 46.2% from approximately RMB1.3 million for the Corresponding Period to approximately RMB1.9 million for the Reporting Period, primarily attributable to the increase in segment from the business of optical product retail, franchise and license management and e-commerce.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

Financial resources

The Group generally finances its operations with internally generated funds, facilities and fund raised from issuing shares. Bank balances and cash (excluding fixed deposits with licensed banks) increased by approximately 0.7% from approximately RMB54.2 million as of 31 December 2024 to approximately RMB54.6 million as of 30 June 2025, which was kept at a similar level.

Banking facilities and lease facilities

As at 30 June 2025, the Group had interest-bearing borrowings of approximately RMB12.4 million (31 December 2024: approximately RMB17.3 million). The Group's interest-bearing borrowings carried weighted average effective interest rates of approximately 3.97% (31 December 2024: approximately 3.94%) per annum. The carrying amounts of the interest-bearing borrowings was denominated in RMB (31 December 2024: denominated in RMB).

The Group's lease liabilities primarily represented payment obligations under the tenancy agreements the Group had entered into in respect of outlets for its self-owned retail stores, clubhouse, leasehold improvements and motor vehicles under hire purchase. The total lease liabilities as at 30 June 2025 was approximately RMB26.6 million (31 December 2024: approximately RMB25.8 million), in which approximately 71.4% and 28.6% were denominated in RM and HK$ respectively (31 December 2024: all were denominated in RM). The weighted average effective interest rate for the lease liabilities of the Group as at 30 June 2025 was approximately 3.46% (31 December 2024: approximately 3.41%) per annum.

Capital structure

As at 30 June 2025, the Group's total equity and liabilities amounted to approximately RMB812.1 million and approximately RMB151.1 million respectively (31 December 2024: approximately RMB624.5 million and approximately RMB149.7 million respectively).

Gearing ratio

The Group's gearing ratio was approximately 0.02 times (31 December 2024: approximately 0.01 times) and remained low.

Current ratio

The Group's current ratio was improved from approximately 3.82 times as of 31 December 2024 to approximately 5.06 times as of 30 June 2025.

Pledge of assets

As at 30 June 2025, fixed deposits with licensed banks of approximately RMB2.6 million (31 December 2024: approximately RMB2.4 million) are pledged as securities for a banking facility granted to the Group. None of such facility was utilised by the Group as at 30 June 2025.

Capital commitments

The Group did not have any material commitments as at 30 June 2025 (31 December 2024: Nil).

Contingent liabilities

As at 30 June 2025, the Group did not have any significant contingent liabilities (31 December 2024: Nil).

Employees and remuneration policies

It is crucial for the Group to attract, motivate and retain qualified employees. The Group's staff costs have been and will continue to be one of the major components affecting its results of operations. For the Reporting Period, the Group incurred staff costs of approximately RMB33.6 million (for the Corresponding Period: approximately RMB31.6 million). As at 30 June 2025, the Group had a total of 357 employees (31 December 2024: 363 employees) among whom 53 (31 December 2024: 72) were based in the PRC, 299 (31 December 2024: 288) were based in Malaysia and 5 (31 December 2024: 3) were based in Hong Kong.

Foreign currency exposure

The majority of assets and liabilities of the Group are denominated in Malaysian Ringgits (RM), Renminbi (RMB), United States Dollar (US$) and Hong Kong Dollar (HK$), there are no significant assets and liabilities denominated in other currencies. The Group is subject to foreign exchange rate risk arising from future commercial transactions and recognised assets and liabilities which are denominated in a currency other than RM, US$, HK$ and RMB, which is the functional currency of the major operating companies within the Group. During the Reporting Period, the Group did not hedge its foreign currency exposure. The Group regularly monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

Significant investment held

As at 30 June 2025, the Group did not hold any significant investments (31 December 2024: Nil).

Material acquisitions or disposals

Save as disclosed in this announcement, the Group did not have any material acquisition or disposals of subsidiaries or associated companies during the Reporting Period.

DIVIDENDS

The Board did not recommend the payment of interim dividend for the Reporting Period.

USE OF PROCEEDS FROM THE LISTING

The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 15 April 2020 (the "**Listing**") with a total of 500,000,000 offer shares issued based on the final offer price of HKD1.00 per offer share, the aggregate net proceeds, after deducting the related underwriting fee, incentive and estimated expenses paid and payable by the Company in relation to the Listing, received by the Company were approximately HKD91.1 million or approximately RM50.3 million (based on exchange rate of RM0.5517:HKD1). There was no change in the intended use of net proceeds as previously disclosed in the prospectus of the Company dated 28 March 2020 (the "**Prospectus**"). As at 30 June 2025, the net proceeds had been utilised as follows:

	Intended use of net proceeds	**Amount unutilised as at 31 December 2024**	**Amount utilised during the six months ended 30 June 2025**	**Amount unutilised as at 30 June 2025**	**Expected time frame for utilisation**
	RM million	*RM million*	*RM million*	*RM million*	*(Note 2)*
Set up 36 self-owned retail stores *(Note 1)*	28.1	22.1	1.6	20.5	31 March 2026
Upgrade and renovate 25 self-owned retail stores	5.1	0.7	0.7	–	31 March 2026
Promote recognition of the Group's 11 retail brands and to further market the Group's Own Brands optical products	4.7	–	–	–	Fully utilised
Develop optical lab for the production of lenses	5.5	5.5	–	5.5	31 March 2026
Upgrade the Group's information technology systems and acquire an RMS and upgrade its POS systems	4.3	2.0	0.1	1.9	31 March 2026
General working capital	2.6	–	–	–	Fully utilised
Total	50.3	30.3	2.4	27.9	

Notes:

1. In view of the uncertainty of the current market condition, there was a delay in the time frame for the opening of the retail stores at this point in time. For the Reporting Period, the Group has not set up retail stores.

2. In view of the uncertainty of the current market condition, there has been a delay in the utilisation of the net proceeds than the planned schedule of utilisation as disclosed in the Prospectus. Nevertheless, the Group intends to continue to apply the unutilised net proceeds of approximately RM27.9 million in accordance with the section headed "Future Plan and Use of Proceeds" in the Prospectus.

3. As at the date of this announcement, the unutilised net proceeds from the Listing were placed in interest-bearing deposits.

As disclosed above, the actual application of the net proceeds was slower than expected and such delay was mainly due to the current market condition, which has caused obstacles, closures and movement restrictions to the retail industry to a very large extent. The Group strives to minimise the impact on its operation caused thereby and has adopted a prudent approach for utilising the net proceeds effectively and efficiently for the long term benefit and development of the Group, which is in the interest of the shareholders and the Group.

Please refer to the section headed "Future Plans and Use of Proceeds" in the Prospectus for details.

USE OF PROCEEDS FROM THE PLACING OF NEW SHARES UNDER GENERAL MANDATE

References are made to the announcements of the Company dated 16 September 2024 and 3 October 2024, respectively in related to the allotment and issue of 155,230,000 new shares of the Company to not less than six placees at the placing price of HK$0.53 per placing share (the "**Placing**").

The net proceeds from the Placing were approximately HK$81.33 million. As at 30 June 2025, the net proceeds from the Placing had been applied as follows:

	Intended use of net proceeds	**Amount unutilised as at 31 December 2024**	**Amount utilised during the six months ended 30 June 2025**	**Amount unutilised as at 30 June 2025**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000* *(Note)*
Expansion and development of the Group's insurance and financial technology related business	70,000	68,000	67,500	500
General working capital and general corporate purposes of the Group	11,330	11,330	11,330	–
Total	81,330	79,330	78,830	500

Note:

For the unutilised net proceeds from the Placing up to 30 June 2025, the Company intends to use them for the same intended purposes as the announcements. The Company has placed the unutilised net proceeds in interest-bearing deposits. The Board estimated that the time for utilising the remaining unutilised net proceeds by 20 October 2025.

USE OF PROCEEDS FROM THE SUBSCRIPTION UNDER SPECIFIC MANDATE

References are made to the announcements of the Company dated 11 December 2024 and 12 February 2025, respectively in related to the allotment and issue of 212,121,212 new shares of the Company to a subscriber or its designated nominee at a subscription price of HK$0.99 per share. (the "**Subscription**").

The net proceeds from the Subscription were approximately HK$209.88 million. As at 30 June 2025, the net proceeds from the Subscription had been applied as follows:

	Intended use of net proceeds *HK$'000*	**Amount utilised up to 30 June 2025** *HK$'000*	**Amount unutilised as at 30 June 2025** *HK$'000* *(Note)*
Capital injection into the Group's existing financing services business	150,000	148,420	1,580
Capital injection into the Group's money lending business	50,000	50,000	–
General working capital and general corporate purposes, or selected mergers, acquisitions, and strategic investments should suitable opportunities arise	9,880	2,070	7,810
Total	209,880	200,490	9,390

Note:

For the unutilised net proceeds from the Subscription up to 30 June 2025, the Company intends to use them for the same intended purposes as the announcements. The Company has placed the unutilised net proceeds in interest-bearing deposits. The Board estimated that the time for utilising the remaining unutilised net proceeds by 31 December 2025.

EVENTS AFTER THE REPORTING PERIOD

(A) On 30 June 2025, the Company entered into a placing agreement with a placing agent (the "**Placing Agent**"), pursuant to which the Company agreed to place through the Placing Agent up to a maximum of 228,710,000 placing shares (the "**Placing Share(s)**") at the placing price of HK$0.5285 per Placing Share on a best effort basis. On 8 July 2025, the Company entered into a side letter with the Placing Agent, pursuant to which both parties agreed to revise the Placing Price from HK$0.5285 per Placing Share to HK$0.475 per Placing Share. The Company has allotted and issued 228,710,000 Placing Shares on 22 July 2025. For details, please refer to the Company's announcements dated 30 June 2025, 8 July 2025 and 22 July 2025.

(B) On 8 July 2025, the share option scheme adopted by the Company on 23 March 2020 was terminated and a new share award scheme and share option scheme (the "**2025 Share Scheme**") were adopted by way of ordinary resolutions. As of the date of this announcement, the vesting condition has not yet declared by the Board and no share awards were granted under the 2025 Share Scheme. For details, please refer to the Company's circular and announcements dated 1 April 2025, 20 June 2025, 8 July 2025.

(C) On 23 July 2025, the Group entered into a share purchase agreement to subscribe for 750,000 preferred shares of a target company at the total consideration of US$6,000,000 (equivalent to approximately RMB43,032,000). The target company operates KUN, which is a stablecoin-based payment and financial infrastructure services platform. For details, please refer to the Company's announcement dated 23 July 2025.

(D) On 25 August 2025, the Group entered into a sale and purchase agreement to dispose 24 subsidiaries in Malaysia for a cash consideration of RM22,000,000 (equivalent to approximately RMB37,400,000). For details, please refer to the Company's announcement dated 25 August 2025.

(E) The Group has made an investment (the "**Investment**") in the amount of US$500,000 (equivalent to approximately RMB3,586,000) in ALT5 Sigma Corporation (NASDAQ: ALTS) ("**ALT5**") indirectly through the subscription of membership interest in a fund (the "**WLFI Fund**"). The WLFI Fund, along with a selected number of the world's largest institutional investors and prominent crypto venture capital firms, participated in ALT5's recent offering, with World Liberty Financial, Inc acted as the lead investor. For details, please refer to the Company's announcement dated 25 August 2025.

CORPORATE GOVERNANCE

Compliance with the Code on Corporate Governance Practices

The Company has, during the Reporting Period, complied with the applicable code provisions as set out in the Corporate Governance Code (the "**CG Code**") contained in Appendix 14 of the Listing Rules released by the Stock Exchange, except stated below.

The chairman of the Company, Mr. Deng Zhihua ("**Mr. Deng**"), is responsible for the overall strategic planning and corporate policies as well as overseeing the operation of the Group. Mr. Deng, as the co-chief executive officer of the Company, is also responsible for the overall management and operation in the PRC. Mr. Chen Yongzhong ("**Mr. Chen**"), as the co-chief executive officer of the Company, is responsible for the management and operation of the Group's insurance and financial technology related businesses.

The code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Board believes that Mr. Deng has demonstrated suitable management and leadership capabilities along with his thorough understanding of the Group's business and strategy as from his appointment as the executive director, vesting the roles of both the chairman and the co-chief executive officer of the Company, Mr. Deng can facilitate and ensure a smooth and continuous execution of the Group's business strategies and boost effectiveness of its operation. Also, Mr. Deng will be fully responsible for the reporting of all the PRC operations and financial matters to both the Board and regulators in Hong Kong while Mr. Chen will be fully responsible for the same on the Group's insurance and financial technology related businesses. Therefore, the Board considers that the deviation from the code provision C.2.1 of the CG Code is appropriate in such circumstances. In addition, under the supervision of the Board, which is comprised of five executive directors and three independent non-executive directors, the Board is appropriately structured with a balance of power to provide sufficient checks to protect the interests of the Company and the shareholders of the Company.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") set out in Appendix C3 of the Listing Rules as its own code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, each of the Directors has confirmed that he/she has complied with the Model Code during the Reporting Period.

AUDIT COMMITTEE

The terms of reference of the audit committee of the Company (the "**Audit Committee**") are in compliance with the CG Code as set out in Appendix 14 to the Listing Rules. The primary duties of the Audit Committee include but are not limited to, make recommendation to the Board on the appointment, re-appointment and removal of the external auditor; and to assist the Board in fulfilling its oversight responsibilities in relation to the Group's financial reporting, internal control procedure, risk management processes and external audit functions, and corporate governance responsibilities.

The Audit Committee currently consists of three independent non-executive Directors, namely Mr. Gao Hongxiang, Mr. Yau Tung Shing and Ms. Chen Wen. The chairman of the Audit Committee is Mr. Gao Hongxiang. The Audit Committee has reviewed the unaudited condensed consolidated interim results of the Group for the Reporting Period.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Reporting Period.

Publication of Interim Results

This announcement is published on the website of the Stock Exchange at www.hkexnews.hk as well as the Company's website at http://www.mogglobal.com. The interim report of the Group for the six months ended 30 June 2025 will be despatched to the shareholders and published on the aforementioned websites in due course.

ACKNOWLEDGEMENT

I would like to express our sincere appreciation and gratitude to our stakeholders, including our valued customers, shareholders, business partners and suppliers for their confidence and support in the Group and look forward to their continuous support in the future. To the management team of the Group and members of our staff, the Board would like to thank you for your hard work, loyalty and dedication.

By Order of the Board
MOG Digitech Holdings Limited
Chen Yongzhong
Executive Director

Hong Kong, 29 August 2025

As at the date of this announcement, the Company has five executive Directors, namely Mr. Deng Zhihua (Chairman and Co-chief executive officer), Mr. Chen Yongzhong (Co-chief executive officer), Mr. Mo Mingdong, Ms. Tang Tsz Yuet and Mr. Zhou Yue, and three independent non-executive Directors, namely Mr. Yau Tung Shing, Ms. Chen Wen and Mr. Gao Hongxiang.

In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.