



中國萬天控股有限公司

CHINA WANTIAN HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock code: 1854

2025

**Interim
Report**



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Dr. Hooy Kok Wai (*Chairman*)

Mr. Zhong Xueyong

(*Vice-chairman and Chief executive officer*)

Mr. Liu Chi Ching (*resigned with effect from 14 July 2025*)

Independent non-executive Directors

Ms. Lui Choi Yiu Angela

Mr. Siu Chun Pong Raymond

Mr. Lam Chi Wing

BOARD COMMITTEES

Audit committee

Ms. Lui Choi Yiu Angela (*Chairman*)

Mr. Siu Chun Pong Raymond

Mr. Lam Chi Wing

Nomination committee

Dr. Hooy Kok Wai (*Chairman*)

Ms. Lui Choi Yiu Angela

Mr. Siu Chun Pong Raymond

Mr. Lam Chi Wing

Remuneration committee

Mr. Lam Chi Wing (*Chairman*)

Ms. Lui Choi Yiu Angela

Mr. Siu Chun Pong Raymond

Mr. Liu Chi Ching (*resigned with effect from 14 July 2025*)

Mr. Zhong Xueyong (*appointed with effect from 14 July 2025*)

Environmental, social and governance committee

Mr. Zhong Xueyong (*Chairman*)

Mr. Siu Chun Pong Raymond

Mr. Lau Yau Chuen Louis (*resigned with effect from 1 April 2025*)

Climate change committee

Mr. Zhong Xueyong (*Chairman*)

Mr. Siu Chun Pong Raymond

Mr. Lau Yau Chuen Louis (*resigned with effect from 1 April 2025*)

COMPANY SECRETARY

Mr. Lau Yau Chuen Louis (*resigned with effect from 1 April 2025*)

Ms. Shum Ching Yee Jennifer (*appointed with effect from 1 April 2025*)

AUTHORISED REPRESENTATIVES

Mr. Lau Yau Chuen Louis (*resigned with effect from 1 April 2025*)

Mr. Liu Chi Ching (*resigned with effect from 14 July 2025*)

Ms. Shum Ching Yee Jennifer (*appointed with effect from 1 April 2025*)

Mr. Zhong Xueyong (*appointed with effect from 14 July 2025*)

AUDITOR

BDO Limited

Certified Public Accountants

Registered Public Interest Entity Auditor

25/F, Wing On Centre

111 Connaught Road Central

Hong Kong

LEGAL ADVISOR AS TO HONG KONG LAW

K. B. Chau & Co.

Unit B, 31/F & Unit A2, 32/F, United Centre

No. 95 Queensway

Admiralty

Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Ocorian Trust (Cayman) Limited

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman, KY1-1108

Cayman Islands

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Investor Services Limited

17/F, Far East Finance Centre

16 Harcourt Road

Hong Kong

REGISTERED OFFICE IN THE CAYMAN ISLANDS

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman, KY1-1108

Cayman Islands

**HEAD OFFICE AND PRINCIPAL PLACE OF
BUSINESS IN HONG KONG**

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Hong Kong

**PRINCIPAL PLACES OF BUSINESS
IN THE PRC**

Room 2211, 22/F, T7
One Shenzhen Bay
No. 3008 Zhongxin Road, Nanshan District
Shenzhen, the PRC

Unit A401, Level 4 of Block A and
Units B401–405, Level 4 of Block B, Wangu Plaza
No. 10 Xinglong Road, Shagang, Dongqu Subdistrict
Zhongshan, Guangdong, the PRC

PRINCIPAL BANKS

OCBC Wing Hang Bank Limited
Bank of China (Hong Kong) Limited

STOCK CODE

1854

COMPANY WEBSITE

www.cwth.com.hk

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

The board (the “**Board**”) of directors (the “**Directors**”) of China Wantian Holdings Limited (the “**Company**”) is pleased to announce the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively, the “**Group**”) for the six months ended 30 June 2025, together with the comparative figures for the six months ended 30 June 2024 as follows:

For the six months ended 30 June 2025

		Unaudited	
		Six months ended 30 June	
		2025	2024
	Notes	HK\$'000	HK\$'000
Continuing operations			
Revenue	5	614,891	251,763
Cost of sales		(589,633)	(217,945)
Gross profit		25,258	33,818
Other income	6	3,342	2,906
Other (losses)/gains – net		(238)	221
Selling expenses		(28,370)	(13,625)
Administrative expenses		(43,768)	(36,669)
Impairment losses under expected credit loss model	7	(1,908)	(2,784)
Operating loss		(45,684)	(16,133)
Finance income	8	59	409
Finance costs	8	(1,268)	(670)
Finance costs – net	8	(1,209)	(261)
Loss before income tax	7	(46,893)	(16,394)
Income tax expense	9	(54)	(822)
Loss for the period		(46,947)	(17,216)
Other comprehensive income:			
<i>Item that may be reclassified to profit or loss:</i>			
Exchange differences arising from translation of foreign operations		875	97
Other comprehensive income for the period, net of tax		875	97
Total comprehensive loss for the period		(46,072)	(17,119)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (Continued)

For the six months ended 30 June 2025

		Unaudited Six months ended 30 June 2025 HK\$'000	2024 HK\$'000
Notes			
Loss for the period attributable to:			
Equity holders of the Company		(46,744)	(17,216)
Non-controlling interest		(203)	–
		(46,947)	(17,216)
Total comprehensive loss for the period attributable to:			
Equity holders of the Company		(45,869)	(17,119)
Non-controlling interest		(203)	–
		(46,072)	(17,119)
Loss per share attributable to equity holders of the Company (HK cents)			
Basic	10(a)	(2.30)	(0.88)
Diluted	10(b)	(2.29)	(0.88)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2025

	Notes	Unaudited As at 30 June 2025 HK\$'000	Audited As at 31 December 2024 HK\$'000
Non-current assets			
Property, plant and equipment	12	37,999	36,780
Right-of-use assets	13	67,644	73,489
Goodwill	14	12,821	12,821
Deposits, prepayments and other receivables	15	1,234	246
		119,698	123,336
Current assets			
Inventories		4,925	4,321
Trade receivables	15	48,016	46,645
Deposits, prepayments and other receivables	15	33,475	34,498
Amounts due from related parties		14,189	8,499
Bank deposits		–	5,020
Restricted bank balances		173	171
Cash and cash equivalents		20,584	67,524
		121,362	166,678
Current liabilities			
Trade payables	16	12,487	15,466
Accruals and other payables	16	16,935	14,075
Contract liabilities	16	3,803	1,962
Bank borrowings	17	5,289	7,179
Amounts due to related parties		662	750
Tax payable		91	90
Lease liabilities	13	16,735	16,079
		56,002	55,601
Non-current liabilities			
Deferred tax liabilities		957	907
Lease liabilities	13	17,405	23,133
		18,362	24,040
Net Current Assets		65,360	111,077
NET ASSETS		166,696	210,373
Capital and reserves			
Share capital	18	20,372	20,355
Reserves	18	144,826	189,170
Equity attributable to equity holders of the Company		165,198	209,525
Non-controlling interest		1,498	848
TOTAL EQUITY		166,696	210,373

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2025

	Equity attributable to owners of the Company								Non-controlling interest	Total equity
	Share capital (Note 18) HK\$'000	Share premium (Note 18) HK\$'000	Other reserve (Note 18) HK\$'000	Share option reserve HK\$'000	Translation reserve (Note 18) HK\$'000	Capital reserve (Note 18) HK\$'000	Accumulated Losses HK\$'000	Total HK\$'000		
As at 1 January 2024 (Audited)	19,122	223,348	100	4,436	400	-	(50,697)	196,709	-	196,709
Loss for the period	-	-	-	-	-	-	(41,994)	(41,994)	(16)	(42,010)
Other comprehensive income	-	-	-	-	53	-	-	53	-	53
Total comprehensive loss	-	-	-	-	53	-	(41,994)	(41,941)	(16)	(41,957)
Incorporation of a subsidiary	-	-	-	-	-	-	-	-	864	864
Issue of new shares upon exercise of share options (Note 18)	683	57,639	-	(11,617)	-	-	-	46,705	-	46,705
Settlement of contingent consideration arrangement classified as equity	550	-	-	-	-	(550)	-	-	-	-
Recognition of equity-settled share-based payments (Note 20)	-	-	-	8,052	-	-	-	8,052	-	8,052
As at 31 December 2024 and 1 January 2025	20,355	280,987	100	871	453	(550)	(92,691)	209,525	848	210,373
Loss for the period	-	-	-	-	-	-	(46,744)	(46,744)	(203)	(46,947)
Other comprehensive income	-	-	-	-	875	-	-	875	-	875
Total comprehensive loss	-	-	-	-	875	-	(46,744)	(45,869)	(203)	(46,072)
Issue of new shares upon exercise of share options (Note 18)	17	1,998	-	(388)	-	-	-	1,627	-	1,627
Partial disposal of interest in a subsidiary without loss of control	-	-	-	-	-	-	(85)	(85)	853	768
As at 30 June 2025	20,372	282,985	100	483	1,328	(550)	(139,520)	165,198	1,498	166,696

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2025

	Six months ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Operating activities		
Cash used in operations	(29,561)	(34,593)
Income tax paid	–	(2,215)
Net cash used in operating activities	(29,561)	(36,808)
Investing activities		
Purchases of property, plant and equipment	(6,347)	(2,493)
Advances to related parties	(13,976)	(3,341)
Repayment from related parties	7,911	2,386
Partial disposal of interest in a subsidiary without loss of control	450	–
Proceeds from disposal of property, plant and equipment	1,146	350
Release of bank deposits	5,020	11,484
Interest received	59	409
Net cash (used in)/generated from investing activities	(5,737)	8,795
Financing activities		
Repayment of related parties	(501)	(936)
Advances from related parties	416	546
Repayment of bank borrowings	(1,890)	(1,770)
Repayment of lease liabilities	(8,392)	(5,328)
Interest paid	(1,268)	(670)
Proceeds from issue of new shares upon exercise of share options	1,627	8,156
Net cash used in financing activities	(10,008)	(2)
Net decrease in cash and cash equivalents	(45,306)	(28,015)
Cash and cash equivalents at the beginning of the period	67,524	61,627
Effect of foreign exchange rate changes	(1,634)	214
Cash and cash equivalents at the end of the period	20,584	33,826

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1 GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 6 April 2016 as an exempted company with limited liability under Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and the shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the **"Stock Exchange"**). The address of its registered office is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands. Its principal place of business in Hong Kong is located at Suite 2106, 21/F, Exchange Tower, 33 Wang Chiu Road, Kowloon Bay, Hong Kong.

The Company is an investment holding company and its principal subsidiaries are engaged in (i) food supply; (ii) catering services; and (iii) environmental protection and technology services.

In the opinion of the Directors, Ace Source Holdings Limited (**"Ace Source"**), a company incorporated in the British Virgin Islands (**"BVI"**), is the immediate parent; and Wise Global Holding Limited, a company incorporated in the BVI, is the ultimate parent of the Company.

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES

(a) Basis of preparation

The unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2025 have been prepared in accordance with Hong Kong Accounting Standard 34 **"Interim Financial Reporting"** (**"HKAS 34"**) issued by the Hong Kong Institute of Certified Public Accountants (the **"HKICPA"**) and the disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the **"Listing Rules"**) and the Hong Kong Companies Ordinance (Cap. 622). The unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2025 were authorised for issuance by the board of directors of the Company on 28 August 2025.

These unaudited condensed consolidated financial statements do not include all the information and disclosures required for the annual financial statements in accordance with Hong Kong Financial Reporting Standards (**"HKFRSs"**), and should be read in conjunction with the Group's audited consolidated financial statements for the year ended 31 December 2024.

These unaudited condensed consolidated financial statements are presented in Hong Kong dollars (**"HK\$"**), which is also the functional currency of the Company, and all values are rounded to the nearest thousand (HK\$'000) unless otherwise stated. These financial statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair value, as appropriate. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

(b) New standards, interpretations and amendments adopted by the Group

The accounting policies adopted in preparation of these interim financial statements are consistent with those used in the Group's audited financial statements for the year ended 31 December 2024, except for the following amendments and interpretation to Hong Kong Accounting Standards (**"HKASs"**) and HKFRSs issued by the HKICPA which are mandatory for the annual periods beginning 1 January 2025.

Standard	Subject of amendment
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Amendments to HKAS 21 and HKFRS 1	Lack of Exchangeability
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This amendment and interpretation to HKASs and HKFRSs does not have material impact on the results and the financial position of the Group.

The Group has not applied any new standard, amendment to standard or interpretation to HKFRSs and HKASs that are not yet effective for the current accounting period.

3 ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of these unaudited condensed consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

In preparing the unaudited condensed consolidated financial statements, the significant judgments made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the audited consolidated financial statements for the year ended 31 December 2024.

4 FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk and interest rate risk. There have been no changes in the risk management policies since the year ended 31 December 2024.

The unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2025 do not include all financial risks management information and disclosures required for the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 31 December 2024.

5 SEGMENT INFORMATION

The operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker ("**CODM**"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive Directors that make strategic decisions.

The Group has three reportable segments, namely

- (i) Food supply, which includes sourcing, processing and supplying of consumable fresh food ingredients in Hong Kong and the PRC;
- (ii) Catering services, which include catering services to provide food and beverages in the restaurant network of the Group in the PRC; and
- (iii) Environmental protection and technology services, which include the provision of the design of environmental green projects, construction and installation services in the PRC.

(a) Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segments for the six months ended 30 June 2025 and 2024, respectively:

	Food supply		Catering services		Environmental protection and technology services		Unallocated		Total	
	Six months ended 30 June		Six months ended 30 June		Six months ended 30 June		Six months ended 30 June		Six months ended 30 June	
	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Segment revenue										
Revenue from external customers	580,825	239,451	33,528	11,916	538	396	-	-	614,891	251,763
Profit/(loss) for the period before the following items:	(7,381)	13,798	(19,603)	(8,127)	(707)	(1,134)	(17,993)	(20,891)	(45,684)	(16,354)
Gain on disposal of property, plant and equipment	-	221	-	-	-	-	-	-	-	221
Interest income	9	404	3	4	-	-	47	1	59	409
Finance costs	(324)	(308)	(676)	(169)	-	-	(268)	(193)	(1,268)	(670)
Profit/(loss) before taxation	(7,696)	14,115	(20,276)	(8,292)	(707)	(1,134)	(18,214)	(21,083)	(46,893)	(16,394)
Income tax expense	(53)	(822)	-	-	(1)	-	-	-	(54)	(822)
Segment results	(7,749)	13,293	(20,276)	(8,292)	(708)	(1,134)	(18,214)	(21,083)	(46,947)	(17,216)

The segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales during these periods.

The accounting policies of the reportable segments are the same as the Group's accounting policies. Revenue and expenses are allocated to the reportable segments with reference to the revenue generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments. Segment results represent the profit earned or loss incurred by each segment without allocation of central administrative expenses and income, and finance costs – net. This is the measure reported to the CODM for the purpose of resource allocation and assessment of segment performance.

(b) Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segments as at 30 June 2025 and 31 December 2024, respectively:

	Food supply		Catering services		Environmental protection and technology services		Total	
	As at 30 June 2025 HK\$'000	As at 31 December 2024 HK\$'000	As at 30 June 2025 HK\$'000	As at 31 December 2024 HK\$'000	As at 30 June 2025 HK\$'000	As at 31 December 2024 HK\$'000	As at 30 June 2025 HK\$'000	As at 31 December 2024 HK\$'000
Assets before following items:	122,798	134,399	55,864	59,267	367	495	179,029	194,161
Goodwill	12,821	12,821	-	-	-	-	12,821	12,821
Segment assets	135,619	147,220	55,864	59,267	367	495	191,850	206,982
Unallocated assets							49,210	83,032
Consolidated assets							241,060	290,014
Segment liabilities	26,542	28,804	37,807	38,279	209	264	64,558	67,347
Unallocated liabilities							9,806	12,294
Consolidated liabilities							74,364	79,641

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

- Assets used jointly by operating segments are allocated on the basis of revenues earned by individual operating segments. All assets are allocated to reportable segments except for certain assets which are managed on a group basis, including bank balances and cash of HK\$16,649,000 (as at 31 December 2024: HK\$50,462,000).
- All liabilities are allocated to reportable segments except for certain financial liabilities which are managed on a group basis.

(c) Information about major customers

Revenue from customers contributing over 10% of the total revenue of the Group for the six months ended 30 June 2025 and 2024 is as follows:

	Unaudited Six months ended 30 June	
	2025 HK\$'000	2024 HK\$'000
Customer A from food supply segment	408,037	62,714
Customer B from food supply segment	-	28,849
Customer C from food supply segment	116,149	-

(d) Geographical information

The Group's operations are located in both Hong Kong and the PRC.

The following is a geographical analysis of the Group's revenue from external customers (based on where the goods are sold and the services are provided) and non-current assets (based on the geographical location of the assets):

	Revenue from external customers		Non-current assets (Note)	
	Six months ended 30 June 2025 HK\$'000	2024 HK\$'000	As at 30 June 2025 HK\$'000	As at 31 December 2024 HK\$'000
Hong Kong	50,351	84,115	60,057	62,220
PRC	564,540	167,648	59,641	61,116
	614,891	251,763	119,698	123,336

Note: Non-current assets excluded financial instruments.

6 OTHER INCOME

	Unaudited	
	Six months ended 30 June 2025 HK\$'000	2024 HK\$'000
Sundry income	298	157
Service income from the intermediate holding company (Note 21)	2,065	1,254
Service income from a related party (Note 21)	979	856
Handling income	–	639
	3,342	2,906

7 LOSS BEFORE INCOME TAX

Loss before income tax is arrived at after charging/(crediting):

	Unaudited Six months ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
Cost of inventories	577,213	207,138
Employee benefit expenses	42,363	33,914
Employee benefit expenses – including Directors' emoluments	42,363	28,462
Share-based payment expenses (Note 20)	–	5,452
Depreciation of property, plant and equipment (Note 12)	4,392	3,280
Depreciation on right-of-use assets (Note 13)	10,054	3,559
Impairment losses under expected credit loss model	1,908	2,784
Reversal of impairment loss on property, plant and equipment (Note 12)	–	(351)
Reversal of impairment loss on right-of-use assets (Note 13)	–	(3,311)
Loss on change in fair value of financial assets at fair value through profit or loss	–	617
Operating leases (short-term leases) (Note 13)	811	584
Low-value assets lease expenses (Note 13)	107	111
Transportation expenses	6,812	6,904
Professional and consulting fees	2,071	2,442

8 FINANCE COSTS – NET

	Unaudited Six months ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
Interest expenses on bank borrowings	191	306
Interest expenses on lease liabilities (Note 13)	1,077	364
Finance costs	1,268	670
Finance income – interest income	(59)	(409)
Finance costs – net	1,209	261

9 INCOME TAX EXPENSE

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Act of the Cayman Islands and accordingly, is exempted from the Cayman Islands income tax.

Hong Kong Profits Tax

The Hong Kong Profits Tax is calculated at the rate of 16.5% (for the six months ended 30 June 2024: 16.5%) on the estimated assessable profits arising in Hong Kong, except that the first HK\$2,000,000 of qualified entity's assessable profits is calculated at 8.25%, which is in accordance with the two-tiered profits tax rates regime with effect from the year of assessment 2018/19.

PRC Enterprise Income Tax

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for the six months ended 30 June 2025 (for the six months ended 30 June 2024: 25%).

Certain subsidiaries have been approved as small low-profit enterprises. The entitled subsidiaries are subject to a preferential income tax rate of 5% for the six months ended 30 June 2025 (for the six months ended 30 June 2024: 5%).

Pillar Two Income Taxes

The Company is within the scope of the Organisation for Economic Co-operation and Development Pillar Two model rules (the "Rules"). Under the Rules, the Company is liable to pay a top-up tax in jurisdictions where its effective tax rate falls below 15%. The Company has assessed its exposure to the Rules. Based on the assessment for the period ended 30 June 2025, the Company does not expect a material impact on its income tax position resulting from the Rules.

The amount of income tax expense charged to the unaudited condensed consolidated statement of comprehensive income represents:

	Unaudited Six months ended 30 June	
	2025 HK\$'000	2024 HK\$'000
Current income tax		
Hong Kong Profits Tax	–	210
PRC Enterprise Income Tax	4	625
	4	835
Deferred income tax		
– Current period provision	50	(13)
	54	822
Income tax expense		

10 LOSS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY FOR THE PERIOD – BASIC AND DILUTED

(a) Basic loss per share

	Unaudited Six months ended 30 June 2025	2024
Loss attributable to equity holders of the Company (HK\$'000)	(46,744)	(17,216)
Weighted average number of ordinary shares for the purpose of basic loss per share	2,036,087,504	1,946,549,595

The weighted average number of ordinary shares for the purpose of basic loss per share for current and prior reporting periods has been adjusted to reflect the effect of the rights issue completed on 13 June 2023 with details as set out in Note 18.

(b) Diluted loss per share

Diluted loss per share adjusts the figures used in the determination of basic earnings per share to take into account the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

	Unaudited Six months ended 30 June 2025	2024
Loss attributable to equity holders of the Company (HK\$'000)	(46,744)	(17,216)
Weighted average number of ordinary shares for the purpose of basic loss per share	2,036,087,504	1,946,549,595
Adjustments for calculation of diluted earnings per share:		
Share options	2,180,000	–
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted loss per share	2,038,267,504	1,946,549,595

11 DIVIDEND

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

12 PROPERTY, PLANT AND EQUIPMENT

	Buildings HK\$'000	Leasehold improvements HK\$'000	Furniture, fixtures and equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
Six months ended 30 June 2025					
(Unaudited)					
Opening net book value	6,421	19,709	7,582	3,068	36,780
Additions	–	4,679	1,467	201	6,347
Disposals	–	–	–	(1,037)	(1,037)
Depreciation	(124)	(2,685)	(1,234)	(349)	(4,392)
Exchange realignment	–	194	103	4	301
Closing net book value	6,297	21,897	7,918	1,887	37,999
At 30 June 2025 (Unaudited)					
Cost	7,861	42,437	19,644	7,738	77,680
Accumulated depreciation	(1,564)	(20,540)	(11,726)	(5,851)	(39,681)
Net carrying amount	6,297	21,897	7,918	1,887	37,999
Year ended 31 December 2024					
(Audited)					
Opening net book value	16,318	11,965	5,087	1,581	34,951
Additions	–	11,690	4,160	3,011	18,861
Disposals	–	–	–	(482)	(482)
Disposal of subsidiaries	(9,294)	–	–	–	(9,294)
Depreciation	(603)	(3,936)	(1,712)	(1,034)	(7,285)
Reversal of impairment loss	–	180	171	–	351
Exchange realignment	–	(190)	(124)	(8)	(322)
Closing net book value	6,421	19,709	7,582	3,068	36,780
At 31 December 2024 (Audited)					
Cost	7,861	37,371	18,032	8,722	71,986
Accumulated depreciation	(1,440)	(17,662)	(10,450)	(5,654)	(35,206)
Net carrying amount	6,421	19,709	7,582	3,068	36,780

13 LEASES

The Group as a lessee

(a) Amounts recognised in the condensed consolidated statement of financial position

The unaudited condensed consolidated statement of financial position shows the following amounts relating to leases:

	Unaudited As at 30 June 2025 HK\$'000	Audited As at 31 December 2024 HK\$'000
Right-of-use assets		
Leasehold lands	33,647	34,412
Buildings	31,976	37,095
Motor vehicles	2,021	1,982
	67,644	73,489
Lease liabilities		
Current	16,735	16,079
Non-current	17,405	23,133
	34,140	39,212

During the six months ended 30 June 2025, additions to the right-of-use assets were approximately HK\$5,710,000 (for the six months ended 30 June 2024: HK\$1,314,000).

(b) Amounts recognised in the condensed consolidated statement of comprehensive income

The unaudited condensed consolidated statement of comprehensive income shows the following amounts relating to leases:

	Unaudited As at 30 June 2025 HK\$'000	2024 HK\$'000
Depreciation charge of right-of-use assets		
Leasehold lands	765	896
Buildings	8,997	2,377
Motor vehicles	292	286
	10,054	3,559
Interest expense (included in finance costs) (Note 8)	1,077	364
Expenses relating to short-term leases (included in cost of sales, selling expenses and administrative expenses) (Note 7)	811	584
Low-value assets lease expenses (Note 7)	107	111
Reversal of impairment loss on right-of-use assets (Note 7)	–	(3,311)

The total cash outflow of leases for the six months ended 30 June 2025 was approximately HK\$9,469,000 (for the six months ended 30 June 2024: approximately HK\$6,023,000).

14 GOODWILL

Goodwill of HK\$42,752,000 had arisen from the acquisition of Champion Point Limited on 25 November 2022. The Group had recognised impairment charges against goodwill amounting to HK\$29,931,000 for the year ended 31 December 2023. The Directors have assessed that there was no further impairment on the goodwill as at 30 June 2025.

15 TRADE RECEIVABLES AND DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	Unaudited As at 30 June 2025 HK\$'000	Audited As at 31 December 2024 HK\$'000
Trade receivables		
– Related parties	155	164
– Third parties	66,336	62,995
	66,491	63,159
Less: loss allowance	(18,475)	(16,514)
	48,016	46,645
Trade deposits paid – non-refundable	7,318	6,950
Trade deposits paid – refundable	811	20,454
Prepayments	18,343	9,279
Other receivables	2,720	1,727
Deposits	5,517	5,443
	34,709	43,853
Less: loss allowance	–	(9,109)
	34,709	34,744
Total deposits, prepayments and other receivables	34,709	34,744
Less: non-current portion: deposits, prepayments and other receivables	(1,234)	(246)
	33,475	34,498
Deposits, prepayments and other receivables included in current assets	33,475	34,498

The carrying amounts of trade receivables approximate their fair values and are denominated in HK\$.

The Group normally grants credit terms to its customers ranging from 1 to 120 days (for the year ended 31 December 2024: 1 to 120 days). The ageing analysis of the trade receivables based on invoice dates is as follows:

	Unaudited As at 30 June 2025 HK\$'000	Audited As at 31 December 2024 HK\$'000
1 to 30 days	32,176	31,199
31 to 60 days	4,600	6,238
61 to 90 days	1,828	2,739
91 to 120 days	2,565	550
Over 120 days	25,322	22,433
	66,491	63,159

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for trade receivables. To measure the expected credit losses other than certain receivables which are assessed individually, these receivables have been grouped based on shared credit risk characteristics and the days past due.

The maximum exposure to credit risk at the reporting date is the carrying value of the receivables mentioned above. The Group does not hold any collateral as security.

16 TRADE PAYABLES, ACCRUALS AND OTHER PAYABLES, AND CONTRACT LIABILITIES

	Unaudited As at 30 June 2025 HK\$'000	Audited As at 31 December 2024 HK\$'000
Trade payables (Note (a))	12,487	15,466
Accruals and other payables		
– Accruals for staff costs	4,169	5,483
– Renovation payables	3,180	3,908
– Other payables and other accruals	9,586	4,684
	16,935	14,075
Contract liabilities (Note (b))	3,803	1,962
	33,225	31,503

(a) Trade Payables

As at 30 June 2025 and 31 December 2024, the ageing analysis of the trade payables based on invoice date is as follows:

	Unaudited As at 30 June 2025 HK\$'000	Audited As at 31 December 2024 HK\$'000
1 to 30 days	10,947	14,726
31 to 60 days	129	328
61 to 90 days	159	126
91 to 120 days	1,252	286
	12,487	15,466

The carrying amounts of the Group's trade payables approximate their fair values.

(b) Contract liabilities

	Unaudited As at 30 June 2025 HK\$'000	Audited As at 31 December 2024 HK\$'000
<i>Contract liabilities arising from:</i>		
Prepaid cards (Note)	3,803	1,962
	3,803	1,962

Note: The Group operates a customer loyalty programme for the catering services under its restaurant operation through the sale of prepaid cards. Prepaid cards are sold to customers at a discount to their face value, which can be utilised in their future consumption in restaurants. The amount received from selling prepaid cards is recorded in contract liabilities which are deferred until they are redeemed by customers and the Group fulfils its obligations to provide services or goods, or when they expire. The prepaid cards and advance from customers of the Group are non-refundable.

17 BANK BORROWINGS

	Unaudited As at 30 June 2025 HK\$'000	Audited As at 31 December 2024 HK\$'000
Secured		
Bank borrowings due for repayment within 1 year which contain a repayment on demand clause (Note)	3,911	3,806
Bank borrowings due for repayment after 1 year which contain a repayment on demand clause (Note)	1,378	3,373
Total bank borrowings	5,289	7,179

Note: As at 30 June 2025, bank borrowings of approximately HK\$5,289,000 (as at 31 December 2024: approximately HK\$7,179,000) are secured by buildings in property, plant and equipment and leasehold lands in right-of-use assets for the carrying amounts of approximately HK\$5,514,000 and approximately HK\$33,647,000 respectively (as at 31 December 2024: approximately HK\$5,638,000 and approximately HK\$34,412,000 respectively) and corporate guarantee provided by the Company.

All bank borrowings contain a repayment on demand clause, and are carried at amortised cost.

The carrying amounts of the bank borrowings approximate their fair values and are denominated in HK\$. The weighted average interest rates are 5.23% and 5.92% as at 30 June 2025 and 31 December 2024, respectively.

At the end of the reporting period, the bank borrowings were scheduled for repayment as follows:

	Unaudited As at 30 June 2025 HK\$'000	Audited As at 31 December 2024 HK\$'000
On demand or within one year	3,911	3,806
More than one year, but not exceeding two years	1,378	3,373
Total bank borrowings	5,289	7,179

18 SHARE CAPITAL AND RESERVES

(a) Share capital

	Number of ordinary shares (in thousands)	Nominal value of ordinary shares HK\$'000
Authorised share capital		
Ordinary shares of HK\$0.01 each		
As at 1 January 2024	2,000,000	20,000
Increase in authorised share capital (Note (iii))	8,000,000	80,000
As at 31 December 2024, 1 January 2025 and 30 June 2025	10,000,000	100,000
Issued and fully paid		
Ordinary shares of HK\$0.01 each		
As at 1 January 2024	1,912,214	19,122
Issue of new shares upon exercise of share options (Note (i))	68,256	683
Settlement of contingent consideration arrangement classified as equity (Note (ii))	55,010	550
As at 31 December 2024 and 1 January 2025	2,035,480	20,355
Issue of new shares upon exercise of share options (Note (i))	1,750	17
As at 30 June 2025	2,037,230	20,372

Notes:

- (i) Pursuant to the share option scheme adopted on 26 September 2016 (Note 20):
 - 25,852,987 new shares were issued on 23 May 2024 upon exercise of share options;
 - 952,782 new shares were issued on 5 June 2024 upon exercise of share options;
 - 39,450,000 new shares were issued on 30 October 2024 upon exercise of share options;
 - 300,000 new shares were issued on 28 November 2024 upon exercise of share options;
 - 1,700,000 new shares were issued on 13 December 2024 upon exercise of share options;
 - 450,000 new shares were issued on 25 February 2025 upon exercise of share options;
 - 600,000 new shares were issued on 2 May 2025 upon exercise of share options;
 - 300,000 new shares were issued on 13 May 2025 upon exercise of share options;
 - 400,000 new shares were issued on 19 June 2025 upon exercise of share options.
- (ii) Pursuant to the share purchase agreement in respect of the acquisition of 100% equity interest in Champion Point Limited in 2022:
 - 55,010,000 new shares were issued to Mr. Kwong Ping Man on 13 December 2024.
- (iii) Following the passing of an ordinary resolution at the extraordinary general meeting of the Company held on 6 February 2024, the increase in authorised share capital became unconditional and effective. As of 6 February 2024, the authorised share capital of the Company had been increased to HK\$100,000,000, divided into 10,000,000,000 ordinary shares of HK\$0.01 each.
- (iv) All the new shares rank *pari passu* with the existing shares in all respects.

(b) Reserves

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

(i) Share premium

Share premium of the Company represents the excess of the proceeds received over the nominal value of the Company's shares issued.

(ii) Other reserve

Other reserve of the Company mainly represents the difference of the nominal value of the shares issued and the net asset value of the subsidiaries of the Company upon the reorganisation in 2016.

(iii) Translation reserve

The translation reserve comprises exchange differences relating to the translation of the financial statements of the foreign operations of the Group from their functional currency to the Group's presentation currency, which are recognised directly in other comprehensive income and accumulated in translation reserve.

(iv) Capital reserve

The capital reserve represents the settlement of 55,010,000 new shares issued for the contingent consideration arrangement classified as equity for the acquisition of 100% equity interest in Champion Point Limited in 2022.

19 CAPITAL COMMITMENTS

At the end of the reporting period, the Group had the following capital commitments:

	Unaudited As at 30 June 2025 HK\$'000	Audited As at 31 December 2024 HK\$'000
Contracted but not provided for, net of deposit paid – Acquisition of plant and equipment	–	2,723
Total capital commitments	–	2,723

20 SHARE OPTION SCHEME

The Company adopted a share option scheme pursuant to the resolutions passed on 26 September 2016 (the “**2016 Share Option Scheme**”) and the purpose of the 2016 Share Option Scheme is to recognise, motivate and provide incentives to those who make contributions to the Group, to attract and retain the best available personnel as well as to promote the success of the business of the Group.

At the annual general meeting of the Company held on 17 June 2024, the shareholders of the Company approved the termination of the 2016 Share Option Scheme (otherwise the 2016 Share Option Scheme would expire on 25 September 2026), and the adoption of a new share option scheme (the “**2024 Share Option Scheme**”) for the purpose of, among others, motivating eligible participants (as defined under the 2024 Share Option Scheme, including employee participants and related entity participants) to contribute to the success of the Group’s operations. The scheme mandate limit is that the total number of shares which may be issued in respect of all options to be granted under the 2024 Share Option Scheme and all options and awards to be granted under any other share scheme(s) of the Company shall not in aggregate exceed 10% of the total number of shares in issue on the adoption date of the 2024 Share Option Scheme (i.e. 193,901,976 shares).

No further options of the Company shall be offered or granted by the Company under the 2016 Share Option Scheme but the options which had already been granted and remain outstanding shall continue to be valid and exercisable in accordance with their terms of issue.

A summary of the terms of the 2024 Share Option Scheme is set out in the circular of the Company dated 22 April 2024. The 2024 Share Option Scheme will remain in force for 10 years from the adoption date until 16 June 2034. No option was granted under the 2024 Share Option Scheme during the period.

The total numbers of options available for grant under the scheme mandate of the 2024 Share Option Scheme at the end of the six months ended 30 June 2025 and the end of the six months ended 30 June 2024 were both 193,901,976.

Movements of the Company’s share options under the 2016 Share Option Scheme and the 2024 Share Option Scheme during the six months ended 30 June 2025 were as follows:

Name or category of participants	Date of grant	Exercise price HK\$	Adjusted exercise price HK\$	Exercise period	As at 1 January 2025	Granted during the period	Exercised during the period	Cancelled/ lapsed during the period	As at 30 June 2025
Other employees ¹	11/10/2023	0.930	N/A	11/10/2024 to 10/10/2026	3,930,000	-	(1,750,000)	-	2,180,000
Total					3,930,000	-	(1,750,000)	-	2,180,000
Exercisable at the end of the period					-	-	-	-	-
Weighted average exercise price					0.9822	N/A	0.9300	N/A	0.9300
Weighted average share price at date of exercise					N/A	N/A	1.27	N/A	N/A

Notes:

1. These share options were granted to employees of the Company. They are vested and exercisable on the first anniversary of the date of grant until 10 October 2026 without being subject to any performance target.
2. The weighted average closing price per share immediately before the respective dates on which the share options were exercised was approximately HK\$0.93.
3. No share option was cancelled for the six months ended 30 June 2025. Share options lapsed in accordance with the terms of the 2016 Share Option Scheme due to the resignation of employees, who did not yet exercise them on or before the expiry date.
4. The total number of shares that may be issued in respect of the share options granted under all schemes of the Company during the period divided by the weighted average number of shares in issue for the period was approximately 1.38%
5. The estimated fair value of the share options granted on 11 October 2023 was approximately HK\$9,939,000, which was calculated using the Binomial Lattice Model. The inputs into the model were as follows:

	Period from 1 April 2023 to 31 December 2023	
	Directors	Other employees
Number of share options	36,200,000	9,980,000
Exercise price (HK\$)	0.93	0.93
Option life (Year)	2.90	3.00
Expected volatility (%)	35.34	35.43
Dividend yield (%)	—	—
Risk-free interest rate (%)	3.93	3.93

Expected volatility used in the valuation of options was determined by using the annualised historical daily volatility of the Company's share price as at the measurement date.

Expected dividend yield was based on the annualised historical dividend yield of the Company. Risk-free rate was determined with reference to the interpolated Hong Kong Government Bond yield. The Binomial option pricing model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

During the six months ended 30 June 2025, the Group did not recognise any total expenses in relation to the share options granted by the Company (for the six months ended 30 June 2024: HK\$5,452,000).

21 RELATED PARTY TRANSACTIONS

For the purposes of these unaudited condensed consolidated financial statements, parties are considered to be related to the Group if the party has the ability, directly or indirectly, to exercise significant influence over the Group in making financial and operating decisions. Related parties may be individuals (being members of key management personnel, significant shareholders and/or their close family members) or other entities and include entities which are under the significant influence of related parties of the Group where those parties are individuals. Parties are also considered to be related if they are subject to common control.

The Directors are of the view that the following companies were related parties that had material transactions or balances with the Group during the period ended 30 June 2025 and 2024:

Name of the related party	Relationship with the Group
Macy Catering Limited	Mr. Liu Chi Ching (" Mr. Liu "), who is an executive director and a substantial shareholder of the Company, has beneficial interest in this company
WG International Group Limited	This company is controlled by Dr. Hooy Kok Wai (" Dr. Hooy ") and Mr. Zhong Xueyong (" Mr. Zhong "), who are executive directors and substantial shareholders of the Company
Classic Line Holdings Ltd	This company is controlled by Mr. Liu, who is an executive director and a substantial shareholder of the Company
China Wantian International Group Limited (" China Wantian International ")	The intermediate holding company of the Group
Greater Bay Area Association of Listed Companies Limited	This company is managed and controlled by Dr. Hooy and Mr. Zhong, who are executive directors and substantial shareholders of the Company
Zhongshan Wangu Sky Farm Co., Limited* (中山萬谷天空農場有限公司)	This company is controlled by Dr. Hooy and Mr. Zhong, who are executive directors and substantial shareholders of the Company
Zhongshan Wangu Property Management Co., Ltd.* (中山市萬谷物業管理有限公司)	This company is controlled by Dr. Hooy and Mr. Zhong, who are executive directors and substantial shareholders of the Company
Zhongshan Wangu Business Management Co., Ltd.* (中山萬谷商業管理有限公司)	This company is controlled by Dr. Hooy and Mr. Zhong, who are executive directors and substantial shareholders of the Company
Zhongshan Wangu Real Estate Investment and Development Co., Ltd.* (中山市萬谷房地產投資開發有限公司)	This company is controlled by Dr. Hooy and Mr. Zhong, who are executive directors and substantial shareholders of the Company
Zhongshan Wangu Basket Plaza Investment and Management Co., Ltd.* (中山市萬谷菜籃子廣場投資管理有限公司)	This company is controlled by Dr. Hooy and Mr. Zhong, who are executive directors and substantial shareholders of the Company
Zhongshan Wangu East District Central Market Co., Ltd.* (中山市萬谷東區中心市場有限公司)	This company is controlled by Mr. Zhong, who is an executive director and a substantial shareholder of the Company

* The English translation is not the official name and is for reference purposes only.

In addition to the related party information disclosed above, the following is a summary of the significant transactions carried out between the Group and its related parties in the ordinary course of business during the period, and the balances arising from related party transactions as at period end.

(a) Transactions with related parties

	Unaudited	
	Six months ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
Related parties' transactions		
Sales of goods to a related company		
– Macy Catering Limited	477	466
Purchase of goods from a related party		
– Zhongshan Wangu Sky Farm Co., Limited* (中山萬谷天空農場有限公司)	(62)	(281)
Short-term lease, management fees and utilities expenses paid to		
– Zhongshan Wangu Business Management Co., Ltd.* (中山萬谷商業管理有限公司)	(4,008)	(1,134)
– Zhongshan Wangu Real Estate Investment and Development Co., Ltd.* (中山市萬谷房地產投資開發有限公司)	–	(303)
– Zhongshan Wangu Basket Plaza Investment and Management Co., Ltd.* (中山市萬谷菜籃子廣場投資管理有限公司)	(4,758)	(1,840)
Service fee received from the intermediate holding company		
– China Wantian International	2,065	1,254
Service fee received from a related party		
– Greater Bay Area Association of Listed Companies Limited	979	856
Expenses paid on behalf of the intermediate holding company		
– China Wantian International	(400)	–
Expenses paid on behalf of a related party		
– Greater Bay Area Association of Listed Companies Limited	(531)	–
Service fee paid to a related party		
– WG International Group Limited	–	(280)

* The English translation is not the official name and is for reference purposes only.

(b) Key management compensation

Key management includes executive directors of the Group. The compensation paid or payable to key management for employee services is disclosed as follows:

	Unaudited	
	Six months ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
Salaries and allowances	1,576	1,588
Retirement benefit costs – defined contribution plans	9	9
Share-based payments	–	4,242
	1,585	5,839

(c) **Connected transactions**

During the period, certain transactions entered into by the Group constituted connected and/or continuing connected transactions within the meaning of Chapter 14A of the Listing Rules, the details of which are set out as follows:


Discloseable and Connected Transactions

(A). *Renewed Catering Tenancy Agreement and Renewed Office Tenancy Agreement*

- a. On 15 July 2024, a catering tenancy agreement (the **"Renewed Catering Tenancy Agreement"**) in respect of (i) the entire Level 1; (ii) shop units 501–504 and 506 on Level 5; and (iii) shop units 601–602 on Level 6 and Level 7, Wangu Shopping Basket Plaza, No. 9 Tianwang Road, Shagang, Dongqu Subdistrict, Zhongshan, Guangdong, the PRC (collectively, the **"Enlarged Catering Premises"**) was entered into between Zhongshan Wangu Shopping Basket Plaza Investment and Management Co., Ltd. (**"Wangu Basket"**) as the lessor and Shenzhen Wantian Catering Retail Development Co., Ltd. (**"Shenzhen Wantian Catering"**), an indirect wholly-owned subsidiary of the Company, as the lessee, pursuant to which Shenzhen Wantian Catering agreed to lease Enlarged Catering Premises for a term of three years commencing on 1 October 2024 and expiring on 30 September 2027 (both days inclusive) at a monthly rental of approximately RMB749,000 (inclusive of tax); and
- b. On 15 July 2024, an office tenancy agreement (the **"Renewed Office Tenancy Agreement"**) in respect of unit A401 on Level 4 of Block A and units B401–405 on Level 4 of Block B, Wangu Plaza, No. 10 Xinglong Road, Shagang, Dongqu Subdistrict, Zhongshan, Guangdong, the PRC (collectively, the **"Enlarged Office Premises"**) was entered into between Zhongshan Wangu Business Management Co., Ltd. (**"Wangu Business Management"**) as the lessor and Shenzhen Wantian Enterprise Management Co., Ltd. Zhongshan Branch (**"Shenzhen Wantian Enterprise Zhongshan Branch"**), the Zhongshan branch of Shenzhen Wantian Enterprise Management Co., Ltd., which is an indirect wholly-owned subsidiary of the Company, as the lessee, pursuant to which Shenzhen Wantian Enterprise Zhongshan Branch agreed to lease Enlarged Office Premises for a term of three years commencing on 1 October 2024 and expiring on 30 September 2027 (both days inclusive) at a monthly rental of approximately RMB104,000 (inclusive of tax).

The lease of Enlarged Catering Premises is for catering purposes. The Renewed Catering Tenancy Agreement is entered into for the reason of expanding the scale of the Group's catering operations in Zhongshan at Wangu Shopping Basket Plaza by means of Shenzhen Wantian Catering's entering into the Renewed Catering Tenancy Agreement in respect of the lease of Enlarged Catering Premises, which cover the area of previous catering premises leased under the previous catering tenancy agreement dated 1 August 2023 entered into between the Group as the lessee and Wangu Basket as the lessor (the **"Previous Catering Tenancy Agreement"**).

The lease of Enlarged Office Premises is for the Group's principal place of business in the PRC. The Renewed Office Tenancy Agreement is entered into for the purpose of (i) dealing with the expiry of the previous office tenancy agreement dated 1 August 2023 entered into between the Group as the lessee and Zhongshan Wangu Real Estate Investment and Development Co., Ltd. as the lessor (the **"Previous Office Tenancy Agreement"**); and (ii) expanding the office area to cope with and provide adequate support for the Group's development of the catering business in the Greater Bay Area.



As at the date of this interim report, (i) Mr. Zhong Xueyong is a director of Wangu Basket, which is ultimately beneficially owned as to approximately 59.6% and approximately 39.8% by Dr. Hooy and Mr. Zhong, respectively; and (ii) Wangu Business Management is ultimately beneficially owned as to 59.4% and 39.6% by Dr. Hooy and Mr. Zhong, respectively. Therefore, Wangu Basket and Wangu Business Management are associates of each of Dr. Hooy and Mr. Zhong, and are connected persons of the Company.

The rental payments made by the Group under the Renewed Catering Tenancy Agreement and the Renewed Office Tenancy Agreement together with the Previous Catering Tenancy Agreement and the Previous Office Tenancy Agreement were recognised as right-of-use assets and had been regarded as an acquisition of assets by the Group for the purpose of the Listing Rules.

The Renewed Catering Tenancy Agreement and the Renewed Office Tenancy Agreement together with the Previous Catering Tenancy Agreement and the Previous Office Tenancy Agreement, when aggregated, constituted (i) a discloseable transaction of the Company which was subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules; and (ii) a connected transaction on the part of the Company which was subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. An extraordinary general meeting of the Company was held on 27 September 2024 and approval of each of the Renewed Catering Tenancy Agreement and the Renewed Office Tenancy Agreement was given by the then independent shareholders of the Company. Details of the transactions were set out in the announcement and the circular of the Company dated 15 July 2024 and 27 August 2024, respectively.

(B). *Share Purchase Agreement and Leaseback Agreement*

- a. On 27 September 2024, Eminent Ace Group Limited (the "**Vendor**"), a direct wholly-owned subsidiary of the Company, entered into a share purchase agreement (the "**Share Purchase Agreement**") with Mr. Liu Chi Ching (the "**Purchaser**"), an executive Director, pursuant to which (i) the Vendor agreed to sell and the Purchaser agreed to purchase the entire issued shares of Lion Metro Limited (the "**Target Company**"), a direct wholly-owned subsidiary of the Vendor, which in turn indirectly held the entire interest of the properties located at Workshops A & B, 1st Floor, Sunking Factory Building, Nos. 1-7 Shing Chuen Road, Shatin, New Territories, Hong Kong (the "**Properties**") legally and beneficially owned by Healthy Cheer International Limited ("**Healthy Cheer**"), a direct wholly-owned subsidiary of the Target Company; and (ii) the Vendor agreed to procure C.Y. Food Trading (HK) Company Limited ("**C.Y. Food Trading**"), a direct wholly-owned subsidiary of the Vendor to sell and assign, and the Purchaser agreed to purchase and accept the assignment of, the sale loan due and owed by Healthy Cheer to C.Y. Food Trading, at the total consideration of HK\$56.32 million (the "**Disposal**"); and
- b. On 12 December 2024 (the "**Completion Date**"), i.e. the date of completion of the Disposal pursuant to the Share Purchase Agreement, C.Y. Food Trading as the tenant and Healthy Cheer as the landlord entered into the tenancy agreement (the "**Leaseback Agreement**"), pursuant to which C.Y. Food Trading agreed to lease back the Properties for a term of two calendar years commencing from 12 December 2024 and expiring on 11 December 2026 at a monthly rental of HK\$200,000 (the "**Leaseback**").

The Directors believed that the Disposal afforded the Group a good opportunity to realise the value of the Properties at a premium, allowing the Group to deploy the proceeds from the Disposal for the development of its higher growth segments, having taken into account, among other things, (i) the nature and quality of the Properties; (ii) the market conditions and the prevailing market prices for industrial properties in Hong Kong; and (iii) the holding of the Properties being not essential for the Group's long-term development. In addition, the Leaseback was made to ensure the continuity of the operation of the Group's food supply business in Hong Kong on or after the Completion Date.

Given that the Purchaser was an executive Director and the sole director of each of the Target Company and Healthy Cheer at the date of transaction, the Purchaser was a connected person of the Company and therefore, each of the Disposal and the Leaseback constituted a connected transaction of the Company under Chapter 14A of the Listing Rules.

The rental payment made by the Group under the Leaseback Agreement was recognised as right-of-use assets and had been regarded as an acquisition of assets by the Group for the purpose of the Listing Rules. For the purpose of Rule 14.24 of the Listing Rules, the disclosure obligation that would apply to the transaction should be determined by the larger of (i) the acquisition contemplated under the Leaseback Agreement; and (ii) the Disposal contemplated under the Share Purchase Agreement.

Accordingly, the transactions contemplated under the Share Purchase Agreement and the Leaseback Agreement constituted discloseable and connected transactions of the Company and were subject to the reporting, announcement and independent shareholders' approval requirements under the Listing Rules. An extraordinary general meeting of the Company was held on 5 December 2024 and approval of each of the Share Purchase Agreement and the Leaseback Agreement was given by the then independent shareholders of the Company. Details of the transactions were set out in the announcement and the circular of the Company dated 27 September 2024 and 7 November 2024, respectively.

Continuing Connected Transactions

(A). Renewed Catering Management Service Agreement

On 15 July 2024, Shenzhen Wantian Catering entered into a catering management service agreement (the **"Renewed Catering Management Service Agreement"**) with Wangu Business Management pursuant to which Wangu Business Management agreed to provide management services in relation to Enlarged Catering Premises for a term of three years commencing on 1 October 2024 and expiring on 30 September 2027 (both days inclusive).

The annual cap under the Renewed Catering Management Service Agreement (i) for the period from 1 October 2024 to 31 December 2024; (ii) for the year ending 31 December 2025; (iii) for the year ending 31 December 2026; and (iv) for the period from 1 January 2027 to 30 September 2027 was/is RMB2,022,000, RMB8,090,000, RMB8,090,000 and RMB6,068,000, respectively.

(B). *Renewed Office Management Service Agreement*

On 15 July 2024, Shenzhen Wantian Enterprise Zhongshan Branch entered into an office management service agreement (the “**Renewed Office Management Service Agreement**”) with Wangu Business Management pursuant to which Wangu Business Management agreed to provide management services in relation to Enlarged Office Premises for a term of three years commencing on 1 October 2024 and expiring on 30 September 2027 (both days inclusive).

The annual cap under the Renewed Office Management Service Agreement (i) for the period from 1 October 2024 to 31 December 2024; (ii) for the year ending 31 December 2025; (iii) for the year ending 31 December 2026; and (iv) for the period from 1 January 2027 to 30 September 2027 was/is RMB120,000, RMB480,000, RMB480,000 and RMB360,000, respectively.

Wangu Business Management is a connected person of the Company and the transactions contemplated under the Renewed Catering Management Service Agreement and the Renewed Office Management Service Agreement constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules. The aggregate transaction amounts under the Renewed Catering Management Service Agreement and the Renewed Office Management Service Agreement for the period ended 30 June 2025 were approximately RMB2,816,000 and RMB167,000, respectively.

The abovementioned continuing connected transactions have been entered in the ordinary and usual course of business of the Group. The Renewed Catering Management Service Agreement and the Renewed Office Management Service Agreement have been entered into on normal commercial terms after arm’s length negotiations between the parties after taking into consideration, among other things, the prevailing market conditions and the prevailing market management fees for similar premises in the vicinity of Enlarged Catering Premises and Enlarged Office Premises (as the case may be). Details of the abovementioned continuing connected transactions are disclosed in the announcement of the Company dated 15 July 2024.

Confirmation by the Independent Non-executive Directors

The independent non-executive Directors have reviewed the above continuing connected transactions contemplated under the Renewed Catering Management Service Agreement and the Renewed Office Management Service Agreement and have confirmed that such transactions are: (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better terms; and (iii) in accordance with the agreements related to such transactions, the terms of which are fair and reasonable and in the interests of the Company’s shareholders as a whole.

22 COMPARATIVE FIGURES

Certain comparative figures in the condensed consolidated financial statements have been re-presented to conform with current period presentation.

23 APPROVAL OF THE UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

The unaudited condensed interim financial statements were approved and authorised for issue by the Board on 28 August 2025.

MANAGEMENT DISCUSSION AND ANALYSIS

In the first half of 2025, China's economy continued to demonstrate remarkable resilience and quality growth. A gross domestic product of RMB66.1 trillion was achieved, representing a robust 5.3% year-on-year increase. Thanks to the proactive fiscal policies and targeted measures adopted by the PRC government to stimulate domestic demand, consumer confidence has been strengthened, driving a notable recovery in various key sectors, including catering and retail – the food consumption market has maintained its upward trajectory, the retail sale of consumer goods has reached an aggregate amount of RMB24.5 trillion, marking a 5% year-on-year increase. In particular, the catering industry has shown an impressive growth momentum, recording a total revenue of RMB2.7 trillion, which is a 4.3% increase when compared to the figure in the same period last year.

BUSINESS REVIEW

During the period, the Group steadfastly advanced its initiatives in alignment with national strategies, driving the comprehensive development of green food and contributing to rural revitalisation. Guided by the visionary mission of *"Letting Every Household Eat Well Every Day (讓千家萬戶吃好每一天)"*, the Group remains deeply committed to its three core business pillars: food supply, catering services, and environmental protection and technology. Upholding the spirit of *"Dedicated to Ensuring the Well-Being of China's Households – No Matter the Challenges"*, the Group continues to strive for excellence as a leading top-tier provider of green, quality lifestyle services. In the current period, this strategy remains the crux of the operations, and we continue to innovate, expand and reinforce our commitment to sustainable growth and societal impact.

In the first half of 2025, the Group further solidified its leadership position as a premier catering service provider in the Greater Bay Area (**"GBA"**), driven by the introduction of innovative dining concepts and the strategic expansion of its multi-brand portfolio – spanning Cantonese, Western, Sichuan and Thai cuisines as well as a specialty cafe and beverage shops.

Strategically locating its catering services business in Zhongshan's central district, the Group has benefited from the area's prime location. The restaurants operated by the Group have now become among some of the most sought-after dining spots in the region.

Capitalising on the economic spillover effects of the Shenzhen-Zhongshan Link, the Group has attracted a growing influx of visitors, further amplified by the strong rebound in tourism and catering demand. This dynamic momentum has driven notable growth in the revenue of the catering services sector, while at the same time enhancing China Wantian's reputation as a trusted, quality brand in the competitive catering industry.

During the period, the Group further bolstered its food supply chain business as a core pillar of operations. Anchored by its three flagship industries – "Giant Seafood, Small Cattle, Worry-Free Vegetables" – the Group has been vertically integrating across the entire marine, land and agricultural supply chains, while developing high-value single products including live cattle and pork. As a crucial link connecting people's livelihoods with social stability, the food supply business serves as both a key growth driver for the Group and an essential foundation for the well-being of the public. Through strategic partnerships with industry-leading enterprises, the Group continues to expand and diversify its food offerings, aiming to reinforce its revenue growth while at the same time advancing its vision to become a superior green food supplier in China.

By upholding China's ecological development concept that "lucid waters and lush mountains are invaluable assets," the Group has made significant advancements in its environmental protection and technology sector. The Group's flagship initiative – the development of urban sky farms – has now surpassed 300 sites in operation or under construction throughout the GBA.

These innovative agricultural solutions serve a dual purpose: transforming underutilised industrial spaces and idle urban land into productive green zones, while simultaneously promoting urban sustainability and carbon neutrality. The sky farms realise the Group's commitment to having urban development in harmony with ecological preservation.

Building on this success, the Group plans a strategic expansion of the sky farm model to more cities in the GBA. This growth initiative is designed to both amplify the environmental impact and increase the contribution of green technology division of the Group to its overall revenue mix.

FUTURE OUTLOOK

As a cornerstone of China's national development strategy, the GBA is rapidly emerging as a strategic hub for the new development paradigm, a model of high-quality growth, and a pioneer of Chinese-style modernisation. This dynamic region, leveraging its robust industrial base and concentrated consumer demand, presents unparalleled opportunities for the food industry's expansion and innovation.

The Group is poised to capitalise on the GBA's transformative momentum, particularly after the full operation of the Shenzhen-Zhongshan Link in 2024, which has unlocked unprecedented connectivity across key hubs including Zhongshan, Zhuhai, Shenzhen, Hong Kong and Macao. Together with the Hong Kong-Zhuhai-Macao Bridge, this infrastructure forms a "Golden Inner Bay", revolutionising logistics efficiency and market integration. The convergence of supportive government policies and a dynamic ecosystem for technological adoption creates a powerful engine for the long-term growth of the GBA market. This stands in contrast to the more established markets such as Hong Kong, where the food and beverage sector is navigating a period of adjustment amid shifting consumer habits and economic headwinds.

Looking ahead, the Group will concentrate its resources on capturing the growth within the high-potential GBA market and remain committed to its dual mission: powering the GBA's food security and quality living standards as well as ensuring sustainable, resilient growth. Through continuous innovation in supply chain resilience, culinary excellence and green technologies, China Wantian has strategically positioned itself as a leading, trusted provider of quality food solutions, contributing to both regional prosperity and national food industry advancement.

FINANCIAL REVIEW

The Group's operating results for the financial period covering six months from 1 January 2025 to 30 June 2025 (the "Period") were contributed by its three business segments, namely (i) food supply; (ii) catering services; and (iii) environmental protection and technology services.

Revenue

The Group's revenue for the Period was approximately HK\$614.9 million (for the six months ended 30 June 2024: HK\$251.8 million).

The food supply business remains the main revenue stream of the Group. The revenue generated from the food supply business amounted to approximately HK\$580.8 million for the Period, accounting for approximately 94.5% of the total revenue (for the six months ended 30 June 2024: HK\$239.5 million, 95.1%). During the Period, the revenue derived from the GBA market (excluding Hong Kong) was approximately HK\$530.4 million, accounting for approximately 91.3% of the revenue from the food supply segment (for the six months ended 30 June 2024: HK\$155.4 million, 64.9%). Revenue derived from the Hong Kong market, which mainly comprised the provision of food ingredients, frozen food and vegetables and fruits, amounted to approximately HK\$50.4 million, representing approximately 8.7% of the segment revenue (for the six months ended 30 June 2024: HK\$84.1 million, 35.1%). The increase of approximately 142.6% in the Group's segment revenue from the food supply business for the Period as compared to the period ended 30 June 2024 was mainly attributable to the increase in revenue derived from the supply of more fresh food items in the PRC, including live cattle and fresh beef.

The catering services business, comprising the operation of various restaurants in the city of Zhongshan, contributed a revenue of approximately HK\$33.5 million for the Period, representing approximately 5.5% of the Group's total revenue (for the six months ended 30 June 2024: HK\$11.9 million, 4.7%). The revenue in the Group's segment revenue from the catering services business for the Period increased by 181.4%, which was mainly due to the increase in the number of restaurants in operation and the improved operating performance of the restaurants resulting from the increase in customer flow after the opening of the Shenzhen-Zhongshan Link.

The environmental protection and technology services business, comprising the provision of services for building comprehensive practice bases to promote the ideas of green, environmental protection and low-carbon concepts, recorded a revenue of approximately HK\$0.5 million during the Period, accounting for approximately 0.1% of the Group's total revenue (for the six months ended 30 June 2024: HK\$0.4 million, 0.2%).

Gross profit and gross profit margin

The Group's gross profit for the Period was approximately HK\$25.3 million, representing a gross profit margin of approximately 4.1% (for the six months ended 30 June 2024: HK\$33.8 million, representing a gross profit margin of approximately 13.4%).

The gross profit derived from the Group's food supply business for the Period was approximately HK\$8.3 million, representing a gross profit margin of approximately 1.4% (for the six months ended 30 June 2024: HK\$28.9 million, representing a gross profit margin of approximately 12.1%). The gross profit margin decreased by 10.7 percentage points, which was due to the fact that the Group had to spend time securing new customers and new sales orders when faced with a different and competitive environment, hence impacting on its profitability for the Period.

The gross profit derived from the Group's catering services business for the Period was approximately HK\$16.9 million (for the six months ended 30 June 2024: HK\$4.9 million, representing a gross profit margin of approximately 50.4% (for the six months ended 30 June 2024: 41.2%). The gross profit margin increased by 9.2 percentage points, which was mainly due to the Group's continuous adoption of more effective cost control, which helped maintain the ingredient costs at a reasonable level.

The gross profit derived from the Group's environmental protection and technology business for the Period was approximately HK\$28,000, representing a gross profit margin of approximately 5.2% (for the six months ended 30 June 2024: 11.1%).

Other income

The Group's other income for the Period was approximately HK\$3.3 million (for the six months ended 30 June 2024: HK\$2.9 million). The increase was primarily due to the recognition of the service income from the intermediate holding company and a related party.

Other (losses)/gains – net

The Group's other losses for the Period was approximately HK\$0.2 million (for the six months ended 30 June 2024: other gains HK\$0.2 million). The losses were due to the increase in the loss on the disposal of property, plant and equipment for the Period.

Selling expenses

The Group's selling expenses for the Period were approximately HK\$28.4 million (for the six months ended 30 June 2024: HK\$13.6 million). The increase was mainly due to the increase in the payroll expenses and the depreciation on the right-of-use assets incurred for the purpose of expanding the Group's catering services business.

Administrative expenses

The Group's administrative expenses for the Period were approximately HK\$43.8 million (for the six months ended 30 June 2024: HK\$36.7 million). The increase was mainly attributable to (i) the increase in staff costs for business expansion purposes; and (ii) the increase in the depreciation on right-of-use assets arising from the entering into of the aforesaid leaseback agreement in 2024 for the purpose of operating the Group's food supply business in Hong Kong.

Impairment losses under expected credit loss model

The Group recorded impairment losses under expected credit loss model of approximately HK\$1.9 million for the Period (for the six months ended 30 June 2024: HK\$2.8 million), which was due to the increase in the balance of trade receivables.

Finance costs – net

The Group's finance costs – net for the Period were approximately HK\$1.2 million (for the six months ended 30 June 2024: HK\$0.3 million). The increase was mainly attributable to the increase in interest expenses on lease liabilities arising from the Group's entering into of the leaseback agreement in the second half of 2024 for the purpose of operating the food supply segment and expanding the catering services segment.

Loss for the Period

Taking into consideration the above-mentioned factors, loss for the Period was approximately HK\$46.9 million (for the six months ended 30 June 2024: approximately HK\$17.2 million).

USE OF NET PROCEEDS FROM RIGHTS ISSUE

On 13 June 2023, the Company allotted and issued 309,504,000 ordinary shares with a nominal value of HK\$0.01 each in the share capital of the Company (the **"Shares"**) by way of a rights issue on the basis of one rights share for every five existing shares then held on the record date on 18 May 2023 (the **"Rights Issue"**) and raised net proceeds of approximately HK\$102.31 million. Details of the Rights Issue were set out in the prospectus of the Company dated 19 May 2023 (the **"Prospectus"**) and the announcements of the Company dated 11 April 2023 and 12 June 2023.

As disclosed in the Prospectus, 30% of the net proceeds from the Rights Issue had been allocated for financing the launching of a live cattle breeding site project with an aim to develop the Group's related upstream supply chain business. After further evaluation of the factors relevant to the setting up of live cattle breeding site, including the initial site setup, the breeding cycle and the overall operation, the Board considered that it is not the best timing for the Group to expand its business to related upstream supply chain business amidst ongoing uncertainties in the global economy. Further, the Board was of the view that a more prudent business development strategy would be desirable at the present time.

As stated in the announcement of the Company dated 27 March 2024, the Board resolved to change the use of the then unutilised net proceeds from the Rights Issue, which amounted to approximately HK\$30.69 million, from launching a live cattle breeding site project to expanding the Group's fresh food supply business, considering the prominent performance of the business segment. The then unutilised net proceeds of approximately HK\$8.16 million will remain being used for the repayment of the Group's outstanding borrowing and, based on the best estimation of the updated repayment schedule, are expected to be fully utilised by 31 December 2025.

As at 30 June 2025, approximately HK\$2.68 million out of the net proceeds from the Rights Issue had not been utilised, which are expected to be fully utilised on or before 31 December 2025.

Set out below are the details of the net proceeds from the Rights Issue, including the original allocation (in terms of percentage and amount), the revised allocation, the amount of actual use during the Period and the amount unutilised as at 30 June 2025:

	Original allocation of the net proceeds as shown in the Prospectus		Revised allocation of the unutilised net proceeds	Unutilised net proceeds as at 1 January 2025	Actual use of net proceeds during the Period	Unutilised net proceeds as at 30 June 2025
	%	HK\$ million (approx.)	HK\$ million (approx.)	HK\$ million (approx.)	HK\$ million (approx.)	HK\$ million (approx.)
Launching of a live cattle breeding site project	30	30.69	–	–	–	–
Development of live cattle trading business	25	25.58	–	–	–	–
Expansion of fresh food supply business	10	10.23	30.69	–	–	–
Development of catering business	10	10.23	–	–	–	–
Repayment of outstanding borrowing	10	10.23	8.16	4.57	1.89	2.68
Enhancement and upgrading of offices in the GBA	5	5.12	–	–	–	–
General working capital of the Group	10	10.23	–	–	–	–
Total	100	102.31	38.85	4.57	1.89	2.68

USE OF PROCEEDS FROM THE DISPOSAL

On 27 September 2024, the Group entered into a share purchase agreement with a connected party, pursuant to which the Group agreed to sell its entire equity interest in its subsidiary, Lion Metro Limited (“**Lion Metro**”) and Lion Metro’s subsidiary, Healthy Cheer International Limited (“**Healthy Cheer**”), at a cash consideration of HK\$56,320,000 (the “**Disposal**”). The Disposal was completed on 12 December 2024. After the Disposal, Lion Metro and Healthy Cheer ceased to be subsidiaries of the Company and the Group ceased to have any interest in Lion Metro and Healthy Cheer.

The net proceeds from the Disposal amounted to approximately HK\$55.7 million. Details of the Disposal were set out in the announcement of the Company dated 27 September 2024 and the circular of the Company dated 7 November 2024 (the “**Circular**”). As at 30 June 2025, approximately HK\$11.1 million out of the net proceeds from the Disposal had not been utilised, which are expected to be fully utilised on or before 31 December 2025.

Set out below are the details of the net proceeds from the Disposal, including the allocation (in terms of percentage and amount), the amount of actual use during the Period, the amount unutilised as at 30 June 2025 and the expected timeline for the utilisation of the net proceeds:

	Allocation of the net proceeds shown in the Circular		Actual use of net proceeds during the Period	Unutilised net proceeds as at 30 June 2025	Expected timeline for fully utilising the net proceeds
	%	HK\$ million (approx.)	HK\$ million (approx.)	HK\$ million (approx.)	
Development of a new product line and setting up of a new distribution channel for fresh fruit trading	20	11.1	–	11.1	On or before 31 December 2025
Expansion of the existing product line and distribution channel for fresh meat trading	40	22.3	22.3	–	
Development of the catering business in the GBA (including funding capital expenditure for newly-opened eateries)	20	11.1	11.1	–	
General working capital	20	11.2	11.2	–	
Total	100	55.7	44.6	11.1	

CAPITAL STRUCTURE

There has been no change in the capital structure of the Group during the Period and up to the date of this report. The capital of the Group only comprises ordinary shares.

LIQUIDITY AND FINANCIAL RESOURCES

The Group has funded the liquidity and capital requirements principally from cash generated from operations, bank borrowings, the proceeds from the issue of new Shares upon the Rights Issue and the share option schemes, and the proceeds from the Disposal.

As at 30 June 2025, the Group had bank borrowings of approximately HK\$5.3 million (as at 31 December 2024: approximately HK\$7.2 million), which were denominated in Hong Kong dollars. The Group's bank borrowings were primarily obtained at variable rates and used in financing the working capital requirement for its operations and the purchase of the existing premises.

As at 30 June 2025, the Group had approximately HK\$20.6 million in cash and cash equivalents and HK\$nil bank deposits (as at 31 December 2024: approximately HK\$67.5 million and HK\$5.0 million, respectively). The Directors believe that the Group is in a healthy financial position to maintain and expand its core business and to achieve its business objectives.

As at 30 June 2025, total assets, which comprised current assets of approximately HK\$121.4 million (as at 31 December 2024: approximately HK\$166.7 million) and non-current assets of approximately HK\$119.7 million (as at 31 December 2024: approximately HK\$123.3 million), decreased by approximately 16.9% to approximately HK\$241.1 million (as at 31 December 2024: approximately HK\$290.0 million), which was mainly due to the decrease in cash and cash equivalents used in the operating activities for business expansion purposes.

As at 30 June 2025, total liabilities, which comprised current liabilities of approximately HK\$56.0 million (as at 31 December 2024: approximately HK\$55.6 million) and non-current liabilities of approximately HK\$18.4 million (as at 31 December 2024: approximately HK\$24.0 million), decreased by approximately 6.6% to approximately HK\$74.4 million (as at 31 December 2024: approximately HK\$79.6 million), which was mainly due to the repayment of bank borrowings and lease liabilities during the Period.

As at 30 June 2025, the current ratio of the Group, being current assets divided by current liabilities, decreased to approximately 2.2 (as at 31 December 2024: approximately 3.0), which was mainly attributable to the decrease of assets used for business expansion purposes. The Group maintains the capability to cover its short-term debts, ensuring a healthy financial position.

GEARING RATIO

As at 30 June 2025, the gearing ratio of the Group, being total borrowings (including total lease liabilities) divided by total equity, increased to approximately 23.7% (as at 31 December 2024: approximately 22.1%), which was primarily due to the partial settlement of bank borrowings and the decrease in cash and cash equivalents used in the operating activities for business expansion purposes.

CHARGE ON GROUP ASSETS

As at 30 June 2025, the Group had pledged its leasehold lands under right-of-use assets and buildings under property, plant and equipment with a net book value amounting to approximately HK\$39.2 million (as at 31 December 2024: approximately HK\$40.0 million) for the banking facilities granted to the Group.

SIGNIFICANT INVESTMENT HELD AND FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSET

Save as disclosed in this report, the Group had no significant investment with a value of 5% or more of the Group's total assets as at 30 June 2025. There was no material acquisition and disposal of subsidiaries, associates or joint ventures by the Group during the Period. There were no other plans for material investment or capital asset as at 30 June 2025.

FOREIGN EXCHANGE EXPOSURE

Foreign exchange risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Group's revenue, expenses, assets and liabilities are denominated in HK\$ and Renminbi ("RMB"). The appreciation or devaluation of RMB against HK\$ may have an impact on the Group's results. The Group does not have any currency hedging policy and has not entered into any hedging or other instrument to reduce currency risks. The Group will continue to closely monitor the foreign currency exposure and take appropriate measures to minimise the risk when necessary.

TREASURY POLICY

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

CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 30 June 2025 (as at 31 December 2024: HK\$nil).

CAPITAL COMMITMENTS

As at 30 June 2025, the Group did not have capital commitments in respect of acquisition of property, plant and equipment (as at 31 December 2024: approximately HK\$2.7 million).

SEGMENT INFORMATION

The Group has three reportable segments, namely (i) food supply; (ii) catering services; and (iii) environmental protection and technology services.

INFORMATION ON EMPLOYEES

As at 30 June 2025, the Group had 313 employees working in Hong Kong and the PRC (as at 31 December 2024: 473). Employees are remunerated based on their qualifications, position and performance. The remuneration offered to employees generally includes salaries, allowances and discretionary bonuses. Various types of trainings are provided to the employees from time to time. The total staff costs (including remuneration of Directors and mandatory provident fund contributions) for the Period amounted to approximately HK\$42.4 million (for the six months ended 30 June 2024: approximately HK\$28.5 million).

INTERIM DIVIDEND

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

OTHER INFORMATION

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

As at 30 June 2025, the interests and short positions of the Directors and the chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "**SFO**") which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) were required, pursuant to Section 352 of the SFO, to be recorded in the register required to be kept by the Company; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix C3 to the Listing Rules (the "**Model Code**"), to be notified to the Company and the Stock Exchange, were as follows:

(i) Long positions in the shares and underlying shares of the Company

Name of Director	Capacity/Nature of Interest	Number of shares held	Approximate percentage of shareholdings
Dr. Hooy Kok Wai	Member of concert party group ¹	1,040,372,000	51.07%
	Beneficial owner	70,546,391	3.46%
Mr. Zhong Xueyong	Member of concert party group ¹	1,040,372,000	51.07%
	Beneficial owner	35,990,721	1.77%
Mr. Liu Chi Ching	Interest of a controlled corporation ²	106,000,000	5.20%

Notes:

- These shares of the Company were held by Ace Source. The shareholding of Ace Source is set out under the section headed "Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares". As Dr. Hooy and Mr. Zhong are parties acting in concert with Ace Source, each of them is deemed to be interested in the same number of shares of the Company in which Ace Source is interested for the purposes of the SFO.
- These shares of the Company were held by Classic Line Holdings Limited ("**Classic Line**"), which is a company incorporated in the BVI and wholly-owned by Mr. Liu. Therefore, Mr. Liu is deemed, or taken to be, interested in the shares of the Company held by Classic Line for the purposes of the SFO. Mr. Liu is the sole director of Classic Line.

(ii) Long positions in the shares of associated corporations of the Company

Name of Director	Name of associated corporation ^{Note}	Capacity/ Nature of Interest	Number of shares held	Approximate percentage of shareholding
Dr. Hooy Kok Wai	Ace Source	Interest of a controlled corporation	81	81%
	China Wantian International	Interest of a controlled corporation	6,000	60%
	Wise Global Holding Limited ("Wise Global")	Beneficial owner	1	100%
Mr. Zhong Xueyong	Ace Source	Interest of a controlled corporation	81	81%
	China Wantian International	Interest of a controlled corporation	4,000	40%

Note: The respective shareholdings of these associated corporations are set out under the section headed "Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares".

Save as disclosed above, as at 30 June 2025, none of the Directors and the chief executives of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) were required, pursuant to Section 352 of the SFO, to be recorded in the register required to be kept by the Company; or (c) were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

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

So far as known to the Directors, as at 30 June 2025, the following persons (other than the Directors and the chief executives of the Company) had or were taken or deemed to have interests or short positions in the shares, underlying shares and debentures of the Company which were required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under section 336 of the SFO:

Long positions in the shares and underlying shares of the Company

Name of shareholder	Capacity/Nature of interest	Number of shares held	Approximate percentage of shareholding
Ace Source ^{1,2}	Beneficial owner/member of concert party group	1,040,372,000	51.07%
China Wantian International ^{1,2}	Member of concert party group	1,040,372,000	51.07%
Courage Rise Holdings Limited ^{1,2} ("Courage Rise")	Member of concert party group	1,040,372,000	51.07%
Wise Global ^{1,2}	Member of concert party group	1,040,372,000	51.07%
Hooy Investment Limited ²	Member of concert party group	1,040,372,000	51.07%
	Beneficial owner	7,370,000	0.36%
Yap Global Investment Limited ²	Member of concert party group	1,040,372,000	51.07%
	Beneficial owner	12,630,000	0.62%
Mr. Hooy Kok Kuen ²	Member of concert party group	1,040,372,000	51.07%
Mr. Hooy Kwok Pun ²	Member of concert party group	1,040,372,000	51.07%
	Interest of a controlled corporation	7,370,000	0.36%
Ms. Hooy Siew Kuen ²	Member of concert party group	1,040,372,000	51.07%
Ms. Leong Kwai Ho ²	Member of concert party group	1,040,372,000	51.07%
Mr. Yap Fong Kee ²	Member of concert party group	1,040,372,000	51.07%
Ms. Yap Hong Akiw ²	Member of concert party group	1,040,372,000	51.07%
Ms. Yap Hong Kek ²	Member of concert party group	1,040,372,000	51.07%

Name of shareholder	Capacity/Nature of interest	Number of shares held	Approximate percentage of shareholding
Ms. Yap Hong Leng ²	Member of concert party group	1,040,372,000	51.07%
Mr. Yap Kong Meng ²	Member of concert party group	1,040,372,000	51.07%
Ms. Yap Siew Chow ²	Member of concert party group	1,040,372,000	51.07%
Ms. Yap Siew Ngoh ²	Member of concert party group	1,040,372,000	51.07%
Ms. Yap Su Chai ²	Member of concert party group	1,040,372,000	51.07%
Ms. Yap Yuk Kiew ^{2, 3}	Member of concert party group/ interest of spouse	1,110,918,391	54.53%
Mr. Yek Hon Su ²	Member of concert party group	1,040,372,000	51.07%
Classic Line	Beneficial owner	106,000,000	5.20%
Ms. Wu Shuk Kwan ⁴	Interest of spouse	106,000,000	5.20%

Notes:

- These shares of the Company were held by Ace Source, which is owned as to 81% equity interest by China Wantian International, 12% equity interest by Yap Global Investment Limited and 7% equity interest by Hooy Investment Limited. China Wantian International is a company incorporated in Hong Kong with limited liability and is owned as to 60% and 40% equity interest by Wise Global and Courage Rise, respectively. Each of Wise Global and Courage Rise is wholly-owned by Dr. Hooy and Mr. Zhong, respectively.
- As China Wantian International, Courage Rise, Wise Global, Hooy Investment Limited, Yap Global Investment Limited, Mr. Hooy Kok Kuen, Mr. Hooy Kwok Pun, Ms. Hooy Siew Kuen, Ms. Leong Kwai Ho, Mr. Yap Fong Kee, Ms. Yap Hong Akiw, Ms. Yap Hong Kek, Ms. Yap Hong Leng, Mr. Yap Kong Meng, Ms. Yap Siew Chow, Ms. Yap Siew Ngoh, Ms. Yap Su Chai, Ms. Yap Yuk Kiew (the spouse of Dr. Hooy) and Mr. Yek Hon Su are parties acting in concert with Ace Source, each of them is deemed to be interested in the same number of shares of the Company in which Ace Source is interested for the purposes of the SFO.
- Ms. Yap Yuk Kiew is the spouse of Dr. Hooy. Under the SFO, Ms. Yap Yuk Kiew is deemed to be interested in the same number of shares in which Dr. Hooy is interested, including the 70,546,391 shares beneficially owned by Dr. Hooy as set out under the section headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures".
- Ms. Wu Shuk Kwan is the spouse of Mr. Liu. Under the SFO, Ms. Wu Shuk Kwan is deemed to be interested in the same number of shares of the Company in which Mr. Liu is interested.

Save as disclosed above, as at 30 June 2025, the Company had not been notified of any other persons (other than the Directors and the chief executives of the Company) who had or were taken or deemed to have interests or short positions in the shares, underlying shares and debentures of the Company which were required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under section 336 of the SFO.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

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

DIRECTORS' SECURITIES TRANSACTIONS

The Company adopted the Model Code as set out in Appendix C3 to the Listing Rules as the code of conduct regarding Directors' securities transactions in the securities of the Company. Based on specific enquiries with the Directors, all Directors confirmed that they had complied with the required standard of dealings set out in the Model Code and there was no event of non-compliance during the Period.

CORPORATE GOVERNANCE PRACTICE

The Company is dedicated to achieving and maintaining high standards of corporate governance as the Board believes that good and effective corporate governance practices are key to obtaining and maintaining the trust of the shareholders and other stakeholders of the Company, and are essential for encouraging accountability and transparency so as to sustain the success of the Group and to promote the interests of the shareholders of the Company. Accordingly, the Company has adopted sound corporate governance principles that emphasise a quality Board, effective internal control, stringent disclosure practices, transparency and accountability to all stakeholders.

The Company's corporate governance practices are based on the code provisions set out in the Corporate Governance Code (the "**CG Code**") contained in Appendix C1 to the Listing Rules and amended from time to time. To the best knowledge and belief of the Directors, the Company had complied with the applicable code provisions of the CG Code throughout the Period.

AUDIT COMMITTEE

The audit committee of the Company (the "**Audit Committee**") was established on 26 September 2016 and comprises the three independent non-executive Directors, namely Ms. Lui Choi Yiu Angela (Chairman), Mr. Siu Chun Pong Raymond and Mr. Lam Chi Wing, with Ms. Lui Choi Yiu Angela possessing the appropriate professional qualifications or accounting or related financial management expertise. None of the members of the Audit Committee is a former partner of the Company's existing external auditors.

The Group's unaudited condensed consolidated financial statements for the Period have not been audited nor reviewed by the Company's independent auditor, but have been reviewed by the Audit Committee. The Audit Committee is of the opinion that the unaudited condensed consolidated financial statements of the Group for the Period comply with the applicable accounting standards and the Listing Rules, and that adequate disclosures have been made.

By order of the Board
China Wantian Holdings Limited
Hooy Kok Wai
Chairman and Executive Director

Hong Kong, 28 August 2025

As at the date of this report, the Board comprises Dr. Hooy Kok Wai and Mr. Zhong Xueyong as executive Directors; and Ms. Lui Choi Yiu Angela, Mr. Siu Chun Pong Raymond and Mr. Lam Chi Wing as independent non-executive Directors.