

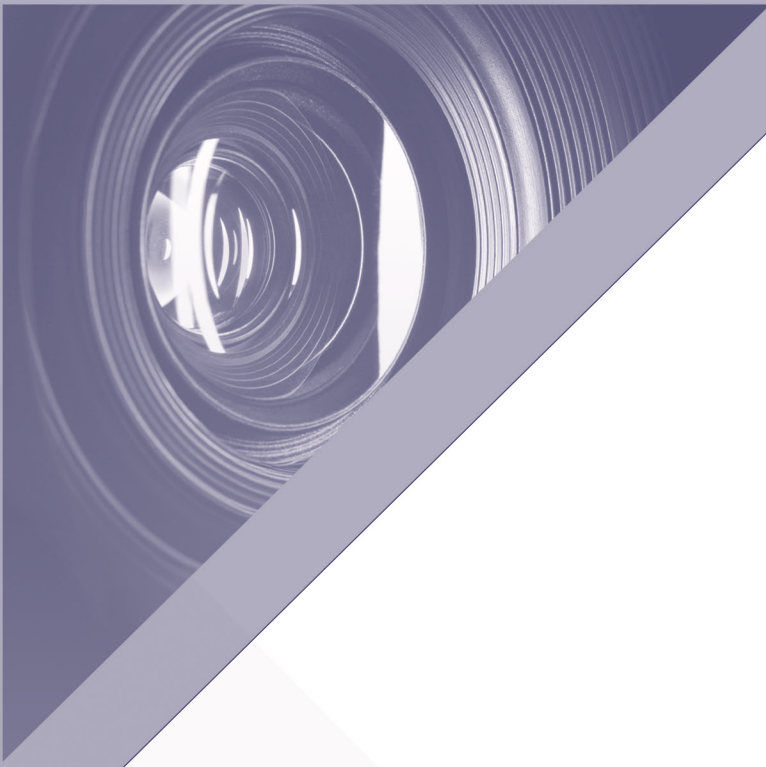


INTERIM REPORT 2025

天彩控股有限公司
Sky Light Holdings Limited

Stock Code **3882**

Incorporated in the Cayman Islands with limited liability



Sky Light Holdings Limited

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2025
INTERIM REPORT

Financial Highlights

	Six months ended 30 June		
	2025	2024	CHANGE
	HK\$'000 (Unaudited)	HK\$'000 (Unaudited) (Re-presented)	
REVENUE	134,513	136,075	-1.1%
COST OF SALES	(119,949)	(108,457)	+10.6%
GROSS PROFIT	14,564	27,618	-47.3%
GROSS PROFIT MARGIN (%)	10.8%	20.3%	-9.5 p.p.t.
LOSS FOR THE PERIOD FROM CONTINUING OPERATIONS	(29,889)	(21,553)	+38.7%
LOSS FOR THE PERIOD FROM DISCONTINUED OPERATIONS	—	(18,049)	-100%
LOSS FOR THE PERIOD	(29,889)	(39,602)	-24.5%
Attributable to:			
OWNERS OF THE COMPANY	(20,501)	(24,635)	-16.8%
NON-CONTROLLING INTERESTS ("NCI")	(9,388)	(14,967)	-37.3%
	(29,889)	(39,602)	-24.5%
LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY			
BASIC AND DILUTED	HK\$(2.0)cents	HK\$(2.4)cents	-16.7%

Corporate Information

Board (the “Board”) of Directors of the Company (the “Director(s)”)

Executive Directors

Mr. Tang Wing Fong Terry (*Chairman*)
Mr. Liu Guofei (*Resigned on 9 May 2025*)

Independent Non-executive Directors

Mr. Wong Wai Ming
Mr. Lau Wai Leung Alfred
Ms. Lo Wan Man

Committees of the Board

Audit Committee (the “Audit Committee”)

Ms. Lo Wan Man (*Chairlady*)
Mr. Wong Wai Ming
Mr. Lau Wai Leung Alfred

Remuneration Committee (the “Remuneration Committee”)

Ms. Lo Wan Man (*Chairlady*)
Mr. Tang Wing Fong Terry
Mr. Lau Wai Leung Alfred

Nomination Committee (the “Nomination Committee”)

Mr. Tang Wing Fong Terry (*Chairman*)
Ms. Lo Wan Man
Mr. Lau Wai Leung Alfred

Authorized Representatives

Mr. Tang Wing Fong Terry
Ms. Yeung Pui Yee Holly

Company Secretary

Ms. Yeung Pui Yee Holly

Registered Office

P.O. Box 31119 Grand Pavilion, Hibiscus Way
802 West Bay Road, Grand Cayman, KY1-1205
Cayman Islands

Head Office, Headquarters and Principal Place of Business in the People’s Republic of China (“China” or the “PRC”)

Building No. 8
Antuoshan High-tech Industrial Park
Xinsha Road, Shajing, Bao’An
Shenzhen
PRC

Principal Place of Business in Hong Kong

Unit B1 23/F, MG Tower
133 Hoi Bun Road
Kwun Tong
Kowloon
Hong Kong

Auditor

D & Partners CPA Limited
Certified Public Accountants
Registered Public Interest Entity Auditor
2201, 22/F, West Exchange Tower
322 Des Voeux Road Central
Sheung Wan
Hong Kong

Hong Kong Legal Adviser

Johnson Stokes & Masters
16th–18th Floors, Prince’s Building
10 Charter Road
Central
Hong Kong

Corporate Information

Cayman Islands Principal Registrar and Transfer Office

Vistra (Cayman) Limited
P.O. Box 31119 Grand Pavilion, Hibiscus Way,
802 West Bay Road, Grand Cayman, KY1-1205
Cayman Islands

Hong Kong Branch Share Registrar

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

Principal Bankers

Hongkong and Shanghai Banking Corporation Limited
Level 10 HSBC Main Building
1 Queen's Road Central
Hong Kong

Stock Code

3882

Company Website Address

www.sky-light.com.hk

Management Discussion and Analysis

Business review

Sky Light Holdings Limited (the “**Company**”), together with its subsidiaries (together, the “**Group**”), is principally engaged in manufacturing and sale of camera products and related accessories, and provide on-demand delivery system services (“**On-demand Delivery System Services**”) for supermarket and hypermarket chains (“**Superstore Chains**”) in the PRC.

1. *Camera products and related accessories business*

For the six months ended 30 June 2025 (the “**2025 Interim**”), the Group’s camera products and related accessories business recorded a revenue of approximately HK\$134.5 million, representing a decrease of about 1.1% as compared to approximately HK\$136.1 million in the corresponding period in 2024 (the “**2024 Interim**”).

Although the Group improved the efficiency and reduced the cost in all aspects, the global demand for consumer electronics products remained weak. Camera business was recorded a loss of around HK\$29.9 million compared to loss of HK\$21.6 million in the same period of 2024. Among the loss of HK\$29.9 million, the Group made an addition net allowance of inventories of approximately HK\$13.6 million for customers’ deferred or cancelled order issues. That caused our gross margin down to 10.8%.

As customers showed reluctance to invest in new product development, the Group’s core joint design manufacturing (“**JDM**”) business underperformed significantly. In response, the group initiated a strategic shift toward original design manufacturing (“**ODM**”) operations. This transition has positive results in the first half of 2025, the Group is confident ODM business will significantly help to improve its financial results.

2. *On-demand Delivery System Services for Superstore Chains*

The Group observed that the on-demand retail delivery sector of Superstore Chains in the PRC has experienced rapid growth since 2020, broadly driven and accelerated by changes in consumer consumption habits and the increasing popularity of food delivery during the COVID-19 pandemic, as well as increasing mobile penetration and growing demands for convenience arising from the busy lifestyles of Chinese consumers. This is also partly driven by the consumption downgrade due to the economic cycle changes in recent years in the PRC.

In December 2024, the Group has decided to launch a new business segment in relation to on-demand retail delivery system services for Superstore Chains in the PRC.

During the first half of 2025, the Group is in close-to-final discussion with a number of top stream internet online Superstore Chains and large scale physical Superstore Chains with online platform, whose will allocate a portion of their on-demand retail delivery business in certain geographical regions in China using the On-demand Delivery System Services provided by the Group, whereby the Group will provide the Superstore Chains and the dedicated delivery riders (“**Delivery Riders**”) with a one-stop integrated On-demand Delivery System Services including dedicated electric delivery vehicles (“**Delivery EV(s)**”), new energy batteries, new energy charging equipment and a corresponding smart management software.

Furthermore, the Group has entered into an asset procurement agreement with a supplier for acquisition of approximately 3,200 sets of Delivery EVs and accessories (including new energy batteries and new energy charging equipment) and a smart management software licensing contract with an independent software development company for the establishment of an online platform, respectively.

For details of the new business segment, please refer to the announcements of the Company dated 27 December 2024, 19 May 2025, 21 July 2025 and 24 July 2025, respectively.

Management Discussion and Analysis

Prospects

1. *Camera products and related accessories business*

Due to the weak global economy and US tariff issues, customers are conservative about investing in new product development. Given the intense price competition and thin margins of original equipment manufacturing (“**OEM**”) business, the group will prioritize developing ODM business.

As the Group’s research and development (“**R&D**”) centers are in Shenzhen and Xi’an, China, the Shenzhen factory will primarily engage ODM business, while the Vietnam factory will mainly focus on OEM business.

In the first half of 2025, the Group developed some ODM products to promote to customers. The Group believed the new products will significantly contribute to its revenue for the second half of 2025.

In the second half of 2025, the Group will continue working hard to improve its efficiency and lower its cost in all aspects.

To improve its financial performance, the Group will strive to increase market share and provide customers with high-quality products and solutions through the following strategies:

- Continue to develop innovative products and actively expand the product category;
- Strengthen the sales force, especially for market in Japan and Europe; and
- Optimize the Group’s operations and provide efficient service to customers.

2. *On-demand Delivery System Services for Superstore Chains*

The Group is of the view that the provision superstore of the On-demand Delivery System Services for various Superstore Chains is still a blue ocean market, especially the rapid expansion of the fresh food e-commerce market in the PRC, and is confident that this new line business segment of the Group has great business potential. The Group will be able to broaden and diversify its business by venturing into this new business segment in relation to the On-demand Delivery System Services for Superstore Chains and to increase its source of income.

Management Discussion and Analysis

Financial review

Turnover

The Group's camera products and related accessories products mainly consist of the following three categories: (i) home surveillance cameras, (ii) digital imaging products, and (iii) other products (including but not limited to, accessories for camera and tooling fees) ("**Other Products**"). It generates revenue predominantly from sales of these products, as well as from other income, such as R&D service and tooling fees associated with products that it manufactures for customers. The following table sets out the breakdown of the revenue for the periods indicated:

	Six months ended 30 June				
	2025	% of total revenue	2024	% of total revenue	Revenue change
	HK\$'000		HK\$'000		
Manufacturing business					
Sales of Products					
Home surveillance cameras	63,759	47.4%	69,889	51.4%	(8.8)%
Digital imaging products	19,391	14.4%	48,120	35.4%	(59.7)%
Other Products	50,245	37.4%	17,519	12.8%	186.8%
	133,395	99.2%	135,528	99.6%	(1.6)%
Manufacturing service income	1,118	0.8%	547	0.4%	104.4%
TOTAL	134,513	100%	136,075	100.0%	(1.1)%

For the 2025 Interim, the Group recorded a turnover of approximately HK\$134.5 million (2024 Interim: approximately HK\$136.1 million), representing a slightly decrease of approximately 1.1% as compared to the 2024 Interim. This decrease was mainly attributable to the significantly decrease in the shipment units of digital imaging products.

Management Discussion and Analysis

The Group sells its camera products and related accessories products mainly to customers in the United States of America (“**US**”) and the European Union. The following table sets out the breakdown of revenue by location of customers for the periods indicated:

	Six months ended 30 June	
	2025	2024
	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)
European Union	46,905	62,066
Hong Kong	27,693	2,499
US	24,143	38,729
Mainland China	7,665	23,640
Other countries and areas	28,107	9,141
Total	134,513	136,075

Cost of sales

Cost of sales represents costs and expenses directly attributable to the manufacture of the Group’s products which comprise (i) raw materials, components and parts, including, among others, key components such as digital signal processors, lenses and sensors; (ii) direct labour; and (iii) production overhead, mainly including depreciation of production equipment and indirect labour or purchasing costs.

For the 2025 Interim, cost of sales of the Group amounted to approximately HK\$119.9 million (2024 Interim: approximately HK\$108.5 million), representing a increase of approximately 10.6% as compared to the 2024 Interim, and amounted to approximately 89.2% (2024 Interim: approximately 79.7%) of its turnover for the 2025 Interim. Cost of sales increase was mainly due to the increase in allowance for inventories.

Gross profit and gross profit margin

	Six months ended 30 June	
	2025	2024
	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)
Revenue	134,513	136,075
Cost of sales	(119,949)	(108,457)
Gross profit	14,564	27,618
Gross profit margin	10.8%	20.3%

Management Discussion and Analysis

The Group recorded a gross profit of approximately HK\$14.6 million for the 2025 Interim (2024 Interim: approximately HK\$27.6 million), representing an decrease of approximately 47.3% as compared to the 2024 Interim. The gross profit margin decreased from approximately 20.3% for the 2024 Interim to approximately 10.8% for the 2025 Interim. This decrease was mainly due to the increase of costs caused by allowance for inventories, resulting in a decrease in gross profit.

Other income and other gains

Other income and gains mainly include (i) bank interest income; (ii) exchange gains arising mainly from fluctuations in exchange rate between the invoice and settlement dates of its sales and purchases and from translation of its US\$-denominated trade payables and receivables; (iii) government grants, which mainly consist of rewards and subsidies for research activities granted by the local government with no unfulfilled conditions or contingencies; and (iv) gains on the disposal of property, plant and equipment.

For the 2025 Interim, other income and other gains of the Group significantly decreased to approximately HK\$1.5 million as compared to 2024 Interim of approximately HK\$6.0 million, which was primarily attributable to the decrease of approximately HK\$5.7 million on exchange net gains arising mainly from fluctuations in exchange rate between the invoice and settlement dates of its sales and purchases and from translation of its US\$-denominated trade payables and receivables.

Selling and distribution expenses

Selling and distribution expenses mainly include (i) salaries and benefits of its sales and marketing staff; (ii) transportation costs for delivery of products; (iii) marketing, exhibition and advertising costs; and (iv) entertainment expenses relating to its sales and marketing activities.

For the 2025 Interim, selling and distribution expenses of the Group significantly decreased by approximately 29.8% to approximately HK\$8.4 million from approximately HK\$12.0 million for 2024 Interim. The decrease was mainly due to the decrease of approximately HK1.1 million salaries and allowances and approximately HK\$1.9 million advertising during the 2025 Interim.

Administrative expenses

Administrative expenses mainly include (i) salaries and benefits of the Group's management, administrative and finance staff; (ii) rental and office expenses; (iii) professional fees; and (iv) entertainment expenses.

For the 2025 Interim, administrative expenses of the Group significantly decreased by approximately 18.5% to approximately HK\$18.4 million from approximately HK\$22.6 million for the 2024 Interim. The decrease was mainly due to the decrease of approximately HK\$4.0 million salaries and allowances and the Group's stringent cost control during the 2025 Interim.

Research and development costs

Research and development costs include (i) salaries and benefits of the Group's research and development and product planning staff; (ii) raw materials, components and parts used for research and development and product planning; and (iii) other miscellaneous costs and expenses such as rental fees, design service fees, depreciation and certification fees.

For the 2025 Interim, the Group recorded research and development costs of approximately HK\$11.4 million, which decreased by approximately 30.6% from approximately HK\$16.4 million for the 2024 Interim. The decrease was mainly due to the decrease of approximately HK\$3.6 million salaries and benefits of the Group's research and development staff and the Group's stringent cost control during the 2025 Interim.

Management Discussion and Analysis

Other expenses

Other expenses include principally (i) exchange losses arising mainly from fluctuations in exchange rates between the invoice and settlement dates of its sales and purchases and from translation of its US\$-denominated trade payables and receivables; and (ii) impairment losses of assets.

For the 2025 Interim, other expenses of the Group significantly increased to approximately HK\$6.2 million from approximately HK\$2.7 million for the 2024 Interim. The increase mainly consisted of increase of approximately HK\$1.7 million impairment losses/(Reversal of impairment losses) of trade and factoring receivables during the 2025 Interim.

Finance costs

For the 2025 Interim, the finance costs of the Group increased to approximately HK\$1.5 million, which significantly increased by approximately 42.4% from approximately HK\$1.1 million for the 2024 Interim. The increase was mainly due to the increase of approximately HK\$0.5 million interest on bank and other borrowings.

Net loss

As a result of the foregoing, the Group recorded a loss of approximately HK\$29.9 million for the 2025 Interim (attributable to non-controlling interests was a loss of approximately HK\$9.4 million).

Liquidity and capital resources

The Group's principal cash requirements are to pay for working capital needs, capital expenditures for the expansion and upgrade of production facilities. The Group meets these cash requirements by relying on cash flows generated from operating activities and proceeds from issue of shares as its principal sources of funding. The following table sets out its selected consolidated cash flow for the periods indicated:

	Six months ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Net cash flows generated from operating activities	12,003	8,476
Net cash flows generated from/(used in) investing activities	5,440	(1,188)
Net cash flows generated from/(used in) financing activities	885	(10,191)
Net increase/(decrease) in cash and cash equivalents	18,328	(2,903)
Effect of foreign exchange rate changes	2,666	(4,697)
CASH AND CASH EQUIVALENTS AT 1 JANUARY	38,450	35,352
Cash and cash equivalents at 30 June	59,444	27,752

Net cash generated from operating activities for the 2025 Interim was approximately HK\$12.0 million, which primarily reflected (i) the loss before tax of approximately HK\$31.8 million; (ii) the increase in inventories of approximately HK\$15.3 million; (iii) the decrease in trade receivables of approximately HK\$23.8 million; and (iv) the increase in other payables and accruals of approximately HK\$16.2 million.

Management Discussion and Analysis

Net cash generated from investing activities for the 2025 Interim was approximately HK\$5.4 million. This mainly consisted of proceeds from disposal of property, plant and equipment approximately HK\$4.1 million.

Net cash generated from the financing activities for the 2025 Interim was approximately HK\$0.9 million, which was mainly reflected net of bank borrowings approximately HK\$7.1 million.

The Group's cash and cash equivalents were mainly denominated in US dollar ("US\$"), Hong Kong dollar ("HK\$"), Vietnamese Dong ("VNS") and Renminbi ("RMB") as at 30 June 2025.

Borrowings and the pledge of assets

The Group's banking facilities with banks in Hong Kong and the PRC amounting to approximately HK\$110.1 million as at 30 June 2025 (As at 31 December 2024: approximately HK\$54.9 million), of which approximately HK\$32.9 million (As at 31 December 2024: approximately HK\$25.8 million) had been utilised as at the end of the 2025 Interim.

The bank loans were secured by the pledge of the Group's life insurance policy, bank deposits, personal guarantee executed by a controlling shareholder of the Company, corporate guarantees executed by two subsidiaries of the Group respectively and a director's property in the PRC.

The Group's borrowings are all denominated in US\$ and RMB, the secured bank loans carry effective interest rates ranging from 3.0% to 5.7% (At 31 December 2024: 3.0% to 6.6%) per annum. All borrowings are repayable within one year.

Gearing ratio

Gearing ratio is calculated by dividing total debt (which equals interest-bearing bank borrowings and lease liabilities) by total equity as at the end of each period. The Group's gearing ratio as at 31 December 2024 and 30 June 2025 was approximately 75.1% and approximately 151.6%, respectively. The increase in gearing ratio was primarily due to increase interest-bearing bank borrowings during the 2025 Interim.

Capital expenditure

During the 2025 Interim, the Group invested approximately HK\$2.0 million (2024 Interim: approximately HK\$3.5 million) in purchases of property, plant and equipment and intangible assets.

Off balance sheet transactions

During the 2025 Interim, the Group did not enter into any material off balance sheet transactions.

Management Discussion and Analysis

Foreign exchange exposure and exchange rate risk

The Group has transactional currency exposure, which arises from sales in currencies other than the relevant operating units, that is, functional currencies. Approximately 76.6% and 90.8% of the Group's sales were denominated in currencies other than the functional currency of the operating units making the sales, whilst approximately 31.7% and 51.8% of inventory costs were denominated in their functional currencies for the 2024 Interim and the 2025 Interim, respectively.

During the 2025 Interim, there was no material impact to the Group arising from the fluctuation in the exchange rates of these currencies. The Group did not engage in any derivatives activities and did not commit to any financial instruments to hedge its foreign exchange exposure during the 2025 Interim (2024 Interim: Nil). In addition, the Group did not have any foreign currency net investments which have been hedged by currency borrowing and other hedging investments.

Treasury policies

During the 2025 Interim, the Group did not have any investment under its treasury policies.

The Group has implemented its internal treasury investment policies since January 2015 (updated in December 2015), which provide the guidelines, requirements and approval process with respect to its treasury investment activities. It regularly evaluates the risks and returns of its wealth management products.

Under its treasury investment policies, the Group is only allowed to invest in wealth management products with the two lowest risk rating classified by the banks and debentures with ratings above "BBB" or "baa" or similar ratings. All the treasury products must also meet the following criteria: (i) be issued by well-recognised publicly-listed banks; (ii) no default history; and (iii) have a maturity term of less than one year or can be easily converted into cash in the market. Such treasury investment policies also provide that the outstanding balance of the Group's wealth management products shall not exceed 50% of its total amount of cash and cash equivalents and wealth management products. Any plan to increase this limit must be approved by the Board. No single investment can exceed 35% of the total amount invested.

The Group has an experienced management team and strict procedures in place to ensure the wealth management products are purchased in compliance with its internal policies and requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**"). The management, internal audit and the Board (including the independent non-executive Directors) regularly review its compliance with the treasury investment policies and assess the risk associated with these investments.

Management Discussion and Analysis

Employees and emoluments policy

As at 30 June 2025, the Group employed a total of 1,014 employees (31 December 2024: 764). The staff costs of the Group, excluding directors' emoluments and any contributions to pension scheme, were approximately HK\$32.3 million for the 2025 Interim (2024 Interim: approximately HK\$35.3 million), none (2024 Interim: none) of which are the expenses for the Company's share option schemes. All of the Group's employees are paid a fixed salary and a bonus depending on their performance as determined by quarterly assessments. The Group seeks to provide compensation for its research and development staff at above-market levels to attract and retain talents. It regularly reviews compensation and benefit policies to ensure that its practices are in line with the market and in compliance with relevant labour regulations. To provide its employees, among others, additional incentives to enhance its business performance, the Company has adopted a pre-IPO share option scheme and a share option scheme, under which grantees are entitled to exercise the options to subscribe for shares of the Company subject to the terms and conditions of the respective schemes.

Significant investments held

There was no investment held by the Group with a value of 5% or more of the Company's total assets during the 2025 Interim.

Future plans for material investments or capital assets

As at the date of this report, the Group did not have any plans for material investments or capital assets.

Material acquisitions and disposals of subsidiaries, associates and joint ventures

The Group did not have any material acquisitions and disposals of subsidiaries, associates and joint ventures during the 2025 Interim.

Contingent liabilities

As at 30 June 2025, the Group had no significant contingent liabilities (31 December 2024: Nil).

Dividend

The Board does not recommend the payment of interim dividend for the 2025 Interim (2024 Interim: Nil).

Financial position as at 30 June 2025

As at 30 June 2025, the Group's total equity was approximately HK\$30.2 million (31 December 2024: approximately HK\$57.5 million), total assets amounted to approximately HK\$256.3 million (31 December 2024: approximately HK\$255.9 million) and total liabilities stood at approximately HK\$226.1 million (31 December 2024: approximately HK\$198.4 million).

Management Discussion and Analysis

EVENTS AFTER THE REPORTING PERIOD

Placing of convertible bonds under general mandate

1. On 23 May 2025, the Company entered into a placing agreement (the “**Previous Placing Agreement**”) with Funderstone Securities Limited (the “**Placing Agent**”), pursuant to which the Company proposed to offer for subscription, and the Placing Agent agreed to procure subscriptions for, the 5% coupon convertible bonds, which are convertible into ordinary share(s) of the Company (“**Shares**”) pursuant to the related instrument constituting such convertible bonds, in the principal amount of up to HK\$70,000,000 on a best effort basis to not less than six (6) placees who are independent third parties (the “**Previous Placing**”).

Due to the placing period being expired on 14 June 2025 in the Previous Placing Agreement, the Company and the Placing Agent mutually agreed to terminate the Previous Placing Agreement under a new placing agreement entered into between the Company and the Placing Agent on 16 June 2025 (the “**New Placing Agreement**”), and the parties agreed that all obligations of the Company and the Placing Agent under the Previous Placing Agreement ceased and terminated as at 16 June 2025.

For details of the Previous Placing, please refer to the announcements of the Company dated 23 May 2025 and 16 June 2025.

2. On 16 June 2025, the Company entered into the New Placing Agreement with the Placing Agent, pursuant to which the Company proposed to offer for subscription, and the Placing Agent agreed to procure subscriptions for, the 8% coupon convertible bonds, which are convertible into Shares pursuant to the related instrument constituting such convertible bonds (the “**Convertible Bonds**”), in the principal amount of up to HK\$70,000,000 on a best effort basis to not less than six (6) placees who are independent third parties (the “**Placing**”). The Placing was completed on 4 July 2025. Details of the Placing are set out in the announcements of the Company dated 16 June 2025 and 4 July 2025.

Discloseable transaction in relation to share capital of JSC

1. On 7 July 2025, Sky Light International (Vietnam) Limited (“**SL Vietnam**”), an indirect non wholly-owned subsidiary of the Company, entered into a capital injection agreement with Sky Light Electronic Joint Stock Company (“**JSC**”) (a company incorporated under the laws of Vietnam with limited liability and was owned as to 73.70%, 25.31% and 0.99% by SL Vietnam, Nguyen Thai Son (the “**JSC JV Partner**”) and an independent third party, respectively as of 7 July 2025), whereby SL Vietnam agreed to subscribe for, and JSC agreed to allot and issue 2,495,500 new shares of JSC (the “**JSC Shares**”) at an aggregate subscription price of US\$1,000,000 (equivalent to approximately HK\$7,800,000) as the general working capital of JSC (the “**Capital Injection**”).
2. On 16 July 2025, Sky Light Imaging Limited (“**SL Imaging**”), an indirect wholly-owned subsidiary of the Company, entered into a loan capitalisation agreement with JSC, whereby SL Imaging agreed to subscribe for, and JSC agreed to allot and issue 5,046,285 new JSC Shares, at an aggregate issue price of US\$11,000,000 (equivalent to approximately HK\$85,800,000), for the capitalisation of the outstanding principal amount of approximately US\$11,000,000 of the loan due by JSC to SL Imaging (the “**Capitalisation**”).

Management Discussion and Analysis

3. Following the completion of the Capital Injection and the completion of the Capitalisation, SL Vietnam entered into the sale and purchase agreement with the JSC JV Partner and JSC on 16 July 2025, whereby the JSC JV Partner agreed to sell, and SL Vietnam agreed to purchase, 2,348,675 JSC Shares at a consideration of US\$100,000 (equivalent to approximately HK\$780,000) (the “**Acquisition**”).

Following the completion of the Capital Injection, the Capitalisation and the Acquisition, the Group would hold 99.45% of the total issued share capital of JSC, via SL Vietnam holding 69.45% and SL Imaging holding 30.00%, respectively.

For details, please refer to the announcement of the Company dated 16 July 2025.

Discloseable transaction acquisition of assets

On 21 July 2025, 豐彩智能數字技術(深圳)有限公司 (Fengcai Intelligent Digital Technology (Shenzhen) Co., Ltd.*) (the “**Purchaser**”), an indirect wholly-owned subsidiary of the Company, entered into an asset procurement agreement with 北京匯森通科技有限公司 (Beijing Huisentong Technology Co., Ltd.*) (the “**Vendor**”), for the acquisition of 3,200 Delivery EVs, 4,000 new energy batteries and 160 new energy charging equipment at the consideration of RMB20,000,000 (equivalent to approximately HK\$22,000,000) (inclusive of tax), for the establishment of the On-demand Delivery System Services for Superstore Chains of the Group. For details of the acquisition, please refer to the announcement of the Company dated 24 July 2025.

* For identification purpose only

Save as disclosed above, there were no significant events affecting the Group which occurred after the 2025 Interim and up to the date of this report.

Other Information

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 30 June 2025, the interests or short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "**SFO**") which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") set out in Appendix C3 to the Listing Rules to be notified to the Company and the Stock Exchange, were as follows:

Name of Director	Capacity/Nature of interest	Personal Interest in Shares	Corporate interests	Total	Approximate percentage of total issued Shares ⁽⁴⁾
Tang Wing Fong Terry ("Mr. Tang")	Interest in a controlled corporation	–	417,717,600 (L) ⁽²⁾	518,203,557 (L)	51.38%
	Interest in a controlled corporation	–	30,146,000 (L) ⁽³⁾		
	Beneficial owner	70,339,957 (L)	–		

Notes:

- (1) The letter "L" denotes the Directors' long position in the Shares.
- (2) The disclosed interest represents the interest in 417,717,600 Shares beneficially held by Fortune Six Investment Limited, which is wholly-owned by Mr. Tang and he was deemed to be interested in the 417,717,600 Shares by virtue of Part XV of the SFO.
- (3) The disclosed interest represents the interest in 30,146,000 Shares beneficially held by Happy Bull Investment Limited, which is wholly-owned by Mr. Tang and he was deemed to be interested in the 30,146,000 Shares by virtue of Part XV of the SFO.
- (4) Based on a total of 1,008,587,455 Shares in issue as at 30 June 2025.

Save as disclosed above, as at 30 June 2025, none of the Directors or chief executive of the Company had any interest or short position in the Shares or underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Other Information

Substantial Shareholders' and Others' Interests and Short Positions in Shares and Underlying Shares

To the best knowledge of the Directors, as at 30 June 2025, the following persons (other than the Directors or chief executive of the Company), were directly or indirectly, interested in 5% or more of the Shares or short positions in the Shares and the underlying Shares of the Company, which are required to be disclosed under provisions of Divisions 2 and 3 of Part XV of the SFO, or which will be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein, were as follows:

Name of shareholder	Capacity/Nature of interest	Number of Shares	Approximate percentage of total issued Shares ⁽³⁾
Fortune Six Investment Limited	Beneficial owner	417,717,600 (L) ⁽²⁾	41.42%

Notes:

- (1) The letter "L" denotes a person's long position in the Shares.
- (2) These Shares were beneficially held by Fortune Six Investment Limited, which was wholly-owned by Mr. Tang, an executive Director. Mr. Tang was deemed to be interested in the 417,717,600 Shares by virtue of Part XV of the SFO. In addition, Mr. Tang is a director of Fortune Six Investment Limited.
- (3) Based on a total of 1,008,587,455 Shares in issue as at 30 June 2025.

Save as disclosed above, as at 30 June 2025, the Directors are not aware of any other corporation or individual (other than the Directors or chief executive of the Company) who had an interest or a short positions in the Shares or underlying Shares of the Company as recorded in the register of interests required to be kept pursuant to Section 336 of the SFO.

Save as disclosed above, as at 30 June 2025, none of the Director is a director or employee of a company which had an interest in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Contracts of Significance

Save as disclosed in the note 27 to the condensed consolidated financial statements contained in this report, the Group did not enter into any transaction, arrangement or contract of significance (i) in which a Director or an entity connected with the Director had a material interest, either directly or indirectly, and to which the Company, its holding company or subsidiaries or any of its controlling shareholders (as defined in the Listing Rules) or any of its subsidiaries was a party subsisted as at 30 June 2025 or at any time during the 2025 Interim; and (ii) there was no transaction, arrangement or contract of significance for the provision of services to the Group by a controlling shareholders (as defined in the Listing Rules) or any of its subsidiaries had been entered into by the Group during the 2025 Interim or subsisted as at 30 June 2025.

Other Information

Directors' Interest in Competing Business

During the 2025 Interim, none of the Directors nor his/her close associates (as defined under the Listing Rules) has any interest in a business apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with the Group's business.

Directors' Rights to Acquire Shares or Debenture

Save as disclosed under the section headed "Share Option Scheme" below, neither at the end of the 2025 Interim nor at any time during the 2025 Interim did there subsist any arrangements, whose objects were, or one of whose objects was, to enable the directors of the Group to acquire benefits by means of acquisition of shares in, or debentures of the Group or any other body corporate.

Purchase, Sale or Redemption of Listed Securities

The Company is empowered by the applicable Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands and the articles of association of the Company to repurchase its own shares subject to certain restrictions and the Board may only exercise this power on behalf of the Company subject to any applicable requirements imposed from time to time by the Stock Exchange and the applicable laws of the Cayman Islands.

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities (including sale of treasury shares as defined under the Listing Rules, if any) during the 2025 Interim. As at 30 June 2025, there were no such treasury shares held by the Company.

Issue of Equity Securities or Sale of Treasury Shares

As mentioned in the section headed "Management Discussion and Analysis – EVENTS AFTER THE REPORTING PERIOD – Placing of convertible bonds under general mandate" of this report, on 16 June 2025, the Company entered into the New Placing Agreement with the Placing Agent, pursuant to which the Company proposed to offer for subscription, and the Placing Agent agreed to procure subscriptions for, the 8% coupon convertible bonds, which are convertible into Shares pursuant to the related instrument constituting such convertible bonds, (i.e. the Convertible Bonds) in the principal amount of up to HK\$70,000,000 on a best effort basis to not less than six (6) placees who are independent third parties (i.e. the Placing). The maturity date falls on the expiry of eighteen (18) months of the date of issue of the Convertible Bond, which may be extended for six (6) months at the option of the Company (the "**Maturity Date**").

The initial conversion price is HK\$1.56 per Share, which represents a premium of approximately 54.46% over the closing price of HK\$1.01 per Share as quoted on the Stock Exchange on the date of the New Placing Agreement (i.e. 16 June 2025).

The Directors (including the independent non-executive Directors) are of the view that the Placing will raise extra cashflow for the Group's business operation and working capital requirements.

The Placing was completed on 4 July 2025. The Convertible Bonds in the aggregate principal amount of HK\$46,200,000 were placed by the Company to not less than six (6) placees pursuant to the New Placing Agreement. To the best of the Directors' knowledge, information and believe, having made all reasonable enquiries, all the placees and their respective ultimate beneficial owners are third parties independent of and not acting in concert with the Company (or its subsidiaries), its connected person(s) and their respective associate(s).

Other Information

In the case of the conversion rights attaching to the HK\$46,200,000 Convertible Bonds (together with all the accrued and unpaid interest thereon up to and including the last day of the conversion period, being five (5) business days prior to the Maturity Date, after the extension of the Maturity Date) having been exercised in full at the initial conversion price of HK\$1.56 (subject to adjustment), a maximum of 34,321,390 conversion shares with aggregate nominal value of HK\$343,213.90 will be allotted and issued by the Company.

The gross proceeds from the Placing was HK\$46,200,000. The net proceeds from the Placing (after deducting the commission payable to the Placing Agent, professional fees and other related cost and expenses incurred in the Placing) was approximately HK\$44,500,000. The net conversion price, after deduction of relevant expenses, was approximately HK\$1.30 per conversion share.

As at 30 June 2025, the Placing had not been completed. Accordingly, no Convertible Bonds had been placed pursuant to the New Placing Agreement as of that date.

Use of Net Proceeds

As of 30 June 2025, the Placing had not been completed. Accordingly, the net proceeds had not been utilised as of that date.

As at the date of this report, the net proceeds had been utilised in the manner set out in the announcement of the Company dated 16 June 2025. The utilisation of the net proceeds is summarised as below:

	Original allocation of net proceeds from Placing		Actual utilised amount as of the date of this report	Unutilised amount as of the date of this report	Expected timeline for the amount to be fully utilised
	Approx. %	HK\$ million	HK\$ million	HK\$ million	
(a) General working capital for the imaging products segment in view of the US tariff saga	34	15.130	10.920	4.210	on/before 31 December 2025
(b) General working capital for the On-demand Delivery System Services segment in view of its initial start-up phase	33	14.685	5.500	9.185	on/before 31 December 2025
(c) Partly repay certain existing bank loans of the Group and a shareholder's loan in the amount of approximately HK\$39 million (as shown on the unaudited management accounts of the Group for the four (4) months ended 30 April 2025) at an interest rate of 3% per annum due to Mr. Tang Wing Fong Terry, a controlling shareholder, the chairman and an executive Director	33	14.685	14.685	–	N/A
TOTAL	100	44.500	31.105	13.395	

Other Information

Dilutive impact of the conversion of Convertible Bonds

Set out below is the dilution effect on equity interest of the shareholding structure of the Company (i) as at 30 June 2025; and (ii) immediately upon full conversion of the Convertible Bonds on the completion date of the Placing (i.e. 4 July 2025):

Shareholders	As at 30 June 2025		Upon full conversion of Convertible Bonds on the completion date of the Placing	
	No. of Shares	Approx. %	No. of Shares	Approx. %
Mr. Tang (Note)	518,203,557	51.38	518,203,557	49.69
Bondholders	–	–	34,321,390	3.29
Public Shareholders	490,383,898	48.62	490,383,898	47.02
Total	1,008,587,455	100	1,042,908,845	100

Note: Out of the 518,203,557 Shares, Mr. Tang hold (i) 70,339,957 Shares personally; (ii) 417,717,600 Shares via Fortune Six Investment Limited, a company wholly-owned by Mr. Tang; and (iii) 30,146,000 Shares via Happy Bull Investment Limited, a company wholly-owned by Mr. Tang.

As at 30 June 2025, no Convertible Bonds have been converted into new Shares.

Dilution impact on loss per share

For the 2025 interim, potential dilutive ordinary Shares in connection with the Convertible Bonds are not included in the calculation of diluted loss per Share because the Placing has not been completed.

Financial and liquidity position of the Group

The maturity date of the Convertible Bonds is eighteen (18) months, which may be extended for six (6) months at the option of the Company, from the date of the issue of the Convertible Bonds. Considering (a) the fact that the Convertible Bonds will become mature in 2027; (b) the fact that there are no circumstances leading to a possible indication that there may be an early redemption of the Convertible Bonds; and (c) the financial position and resources of the Group, it is expected that the Company will be able to meet its redemption obligations under the Convertible Bonds when it becomes due.

Bondholders to convert or redeem

It would be equally financially advantageous for the bondholders to convert or redeem the Convertible Bonds based on the implied internal rate of return of the Convertible Bonds at the Company's share price of HK\$1.56 if the bondholder fully converts the Convertible Bonds on the Maturity Date (i.e. 4 July 2027).

For details of the Placing, please refer to the announcements of the Company dated 16 June 2025 and 4 July 2025.

Save as disclosed above, neither the Company nor any of its subsidiaries issued any equity securities (including securities convertible into equity securities) nor sold any treasury shares for cash (other than under the Share Option Scheme) during the 2025 Interim.

Share Option Scheme

A share option scheme (the “**Share Option Scheme**”) was conditionally adopted by the shareholders of the Company (the “**Shareholders**”) on 12 June 2015, which became effective on 2 July 2015 (the “**Listing Date**”). The key terms of the scheme are set out below:

- (1) The Share Option Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions the Eligible Participants (as defined below) have made or may have made to the Group. The Share Option Scheme will provide the Eligible Participants an opportunity to have a personal stake in the Company with the view to achieving the following objectives:

- (i) motivating the Eligible Participants to optimise their performance efficiency for the benefit of the Group; and
- (ii) attracting and retaining or otherwise maintaining on-going business relationships with the Eligible Participants whose contributions are or will be beneficial to the long-term growth of the Group.

“Eligible Participants” refers to:

- (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries;
- (ii) any Directors (including non-executive Directors and independent non-executive Directors) of the Company or any of its subsidiaries;
- (iii) any advisers, consultants, suppliers, customers and agents to the Company or any of its subsidiaries; and
- (iv) such other persons who, in the sole opinion of the Board, will contribute or have contributed to the Group, the assessment criteria of which are:
 - (a) contribution to the development and performance of the Group;
 - (b) quality of work performed for the Group;
 - (c) initiative and commitment in performing his/her duties; and
 - (d) length of service or contribution to the Group.

- (2) The maximum number of Shares in respect of which options may be granted (including Shares in respect of which options, whether exercised or still outstanding, have already been granted) under the Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of Shares in issue on the Listing Date, being 80,000,000 Shares, excluding for this purpose Shares which would have been issuable pursuant to options which have lapsed in accordance with the terms of the Share Option Scheme (or any other share option schemes of the Company). Subject to the issue of a circular by the Company and the approval of the Shareholders in general meeting and/or such other requirements prescribed under the Listing Rules from time to time.

Other Information

- (3) The maximum entitlement of each Eligible Participant in any 12-month period up to the date of offer to grant shall not exceed 1% of the Shares in issue as at the date of offer to grant.

Where any grant of options to a substantial shareholder of the Company or an independent non-executive Director (or any of their respective associates) that would result in the total number of Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person under the Share Option Scheme and any other schemes of the Company in the 12-month period up to and including the date of grant representing in aggregate over 0.1% of the Shares in issue and having an aggregate value, based on the official closing price of the Shares on the date of grant, in excess of HK\$5,000,000, such grant of options is subject to the approval of the independent non-executive Directors and the Shareholders in general meeting, with voting to be taken by way of poll.

- (4) An option shall be deemed to have been granted and accepted by the grantee and to have taken effect when the duplicate offer document constituting acceptance of the options duly signed by the grantee, together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof, is received by the Company on or before the relevant acceptance date (which shall not be later than 30 days after the date of offer of the relevant options).
- (5) An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of ten years from that date.
- (6) Subject to earlier termination by the Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period ended on 2 July 2025. As of the date of this report, the Share Option Scheme has expired.
- (7) The exercise price is determined by the directors of the Company at their discretion and will not be lower than the higher of: (a) the closing price of the ordinary Shares on the Stock Exchange at the offer date, which must be a trading day; (b) the average closing price of the ordinary Shares on the Stock Exchange for the five business days immediately preceding the offer date; (c) the nominal value of the Share.

As at the date of this report, the total number of Shares available for issue under the Share Option Scheme is 79,058,000 Shares, representing approximately 7.84% of the total number of Shares in issue.

Other Information

A summary of the movements of the share options granted by the Company pursuant to the Share Option Scheme during the 2025 Interim are as follows:

Grantee name/category	Date of grant	Exercise period and Vesting period	Exercise price per Share (HK\$)	Closing price of Shares immediately before the date on which the Share Options were granted (HK\$)	Outstanding at 1 January 2025	Granted during the 2025 Interim	Exercised during the 2025 Interim	Lapsed during the 2025 Interim	Cancelled during the 2025 Interim	Outstanding as at 30 June 2025
Former Director										
Lu Yongbin	18.05.2017	Note 1	2.206	2.18	70,000	–	–	70,000	–	–
	26.04.2018	Note 2	0.94	0.90	168,000	–	–	84,000	–	84,000
Employees										
	18.05.2017	Note 1	2.206	2.18	1,576,000	–	–	1,576,000	–	–
Total:					1,814,000	–	–	1,730,000	–	84,000

Notes:

- (1) On 18 May 2017, share options to subscribe for 15,000,000 Shares were granted to certain eligible participants pursuant to the Share Option Scheme based on the terms set out in the Company's announcement dated 18 May 2017. One-third of these share options became vested on 18 May 2018 and were exercisable at any time during the period commenced on 18 May 2018 and ended on 17 May 2023 (both dates inclusive), a further one-third became vested on 18 May 2019 and were exercisable at any time during the period commenced on 18 May 2019 and ended on 17 May 2024 (both dates inclusive), and the remaining one-third became vested on 18 May 2020 and were exercisable at any time during the period commenced on the 18 May 2020 and ended on 17 May 2025 (both dates inclusive).
- (2) On 26 April 2018, share options to subscribe for a total of 12,522,000 Shares were granted to certain eligible participants of the Group pursuant to the Share Option Scheme based on the terms set out in the Company's announcement dated 26 April 2018. One-third of these share options became vested on 26 April 2019 and were exercisable at any time during the period commenced on 26 April 2019 and ended on 25 April 2024 (both dates inclusive), a further one-third became vested on 26 April 2020 and were exercisable at any time during the period commenced on 26 April 2020 and ended on 25 April 2025 (both dates inclusive), and the remaining one-third became vested on 26 April 2021 and shall be exercisable at any time during the period commenced on 26 April 2021 and ending on 25 April 2026 (both dates inclusive).
- (3) No participant was granted with share options in excess of the individual limit as set out in the Share Option Scheme.
- (4) During the 2025 Interim, no share options were granted by the Company pursuant to the Share Option Schemes. Given that no Share Option has been granted during the 2025 Interim, it is not applicable for the Company to set out the number of Shares that may be issued in respect of the share options granted under the Share Option Scheme during the 2025 Interim divided by the weighted average number of Shares of the relevant class in issue (excluding treasury shares) for the 2025 Interim.
- (5) The total number of options available for grant under the Share Option Scheme as at 1 January 2025 and 30 June 2025 were 77,328,000 Shares and 79,058,000 Shares, respectively, representing approximately 7.67% and 7.84% of the Company's issued share capital as at the respective dates.

Other Information

The valuation of share options granted under the Share Option Scheme was conducted based on the binomial model with the following assumptions:

At grant date	18 May 2017	26 April 2018
Expected volatility (per year)	57.63%–61.27%	59.03%–62.75%
Expected life of options (year)	6.0–8.0	6.0–8.0
Average risk-free interest rate (per year)	1.16%–1.22%	2.11%–2.13%
Expected dividend yield (per year)	5.32%	5.74%
Estimated rate of leaving service (per year)	25%	27.5%

The variables and assumptions used in computing the fair values of the share options are based on the Directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

The amount will either be transferred to share capital when the related share options are exercised, or be transferred to retained profits when the related share options expire or be forfeited.

No share option expense was recognized during the 2025 Interim (2024 Interim: Nil) in relation to the share options granted by the Company.

Pension Scheme

The Group contributes to defined contribution retirement plans which are available for eligible employees in the PRC and Hong Kong.

Pursuant to the relevant laws and regulations in the PRC, the Group has joined defined contribution retirement schemes for the employees arranged by local government labour and security authorities (the “**PRC Retirement Schemes**”). The Group makes contributions to the PRC Retirement Schemes at the applicable rates based on the amounts stipulated by the local government organisations. Upon retirement, the local government labour and security authorities are responsible for the payment of the retirement benefits to the retired employees.

The Group operates a Mandatory Provident Fund scheme (the “**MPF Scheme**”) under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the laws of Hong Kong) for employees employed under the jurisdiction of Hong Kong Employment Ordinance (Chapter 57 of the laws of Hong Kong). The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the employer and the employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000.

During the 2025 Interim, the Group had no forfeited contributions under the PRC Retirement Scheme and MPF Scheme and which may be used by the Group to reduce the existing level of contributions. There were also no forfeited contributions available at 30 June 2025 under the PRC Retirement Scheme and the MPF Scheme which may be used by the Group to reduce the contribution payable in future years.

Corporate Governance Practices

The Company believes that maintaining high standards of corporate governance is the foundation for effective management and successful business growth. The Company is committed to developing and maintaining robust corporate governance practices to safeguard the interests of the Shareholders and to enhance corporate value, accountability and transparency of the Company.

The Company has adopted the principles and code provisions (the “**Code Provisions**”) set out in Part 2 of the Corporate Governance Code contained in Appendix C1 to the Listing Rules (the “**CG Code**”) as the basis of the Company’s corporate governance practices. Throughout the 2025 Interim, the Company has complied with all applicable code provisions of the CG Code except for Code Provision C.2.1.

Pursuant to Code Provision C.2.1, the role(s) of chairman and chief executive should be separate and should not be performed by the same individual. As the duties of the chairman of the Board (“Chairman”) and the chief executive officer of the Company are performed by Mr. Tang Wing Fong Terry, the Company has deviated from Code Provision C.2.1. The Board considers that having Mr. Tang acting as both the Chairman and the chief executive officer of the Company will provide a strong and consistent leadership to the Company and allow for more effective planning and management for the Group. In view of Mr. Tang’s extensive experience in the industry, personal profile and critical role in the Group and its historical development, the Board considers that it is beneficial to the business prospects of the Group that Mr. Tang continues to act as both the Chairman and the chief executive officer of the Company. As all major decisions are made in consultation with the members of the Board, and there are three independent non-executive Directors on the Board offering independent perspectives, the Board is therefore of the view that there are adequate safeguards in place to ensure sufficient balance of powers within the Board. The Board will also continue to review and monitor the practices of the Company for the purpose of complying with the CG Code and maintaining a high standard of corporate governance practices of the Company.

Model Code For Securities Transactions by Directors

The Company has adopted the Model Code as its code of conduct governing its directors’ securities transactions. Specific enquiries have been made with all the Directors and they have confirmed that they have fully complied with the Model Code during the 2025 Interim.

The Company has also established written guidelines on terms no less exacting terms than the Model Code (the “**Employees Written Guidelines**”), for securities transactions by relevant employees (including directors or employees of a subsidiary or holding company of the Company) who are likely to possess inside information of the Company and/or its securities. No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company during the 2025 Interim. In case when the Company is aware of any restricted period for dealings in the Company’s securities, the Company will notify its Directors and relevant employees in advance.

Other Information

CHANGE IN DIRECTORS' BIOGRAPHICAL DETAILS UNDER RULE 13.51B(1) OF THE LISTING RULES

Upon specific enquiry by the Company and confirmations from the Directors, there has been no change in the information of the Directors required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules during the 2025 Interim.

Audit Committee

The Audit Committee consists of three members, being Ms. Lo Wan Man, Mr. Lau Wai Leung, Alfred and Mr. Wong Wai Ming, all are independent non-executive Directors. Ms. Lo Wan Man currently serves as the chairlady of the Audit Committee.

The financial information contained in this interim report has not been audited by the Company's external auditor but this interim report has been reviewed by all members of the Audit Committee. Based on such review, the Audit Committee was satisfied that this interim report were prepared in accordance with applicable accounting standards. The Audit Committee does not have any disagreement with the accounting treatment adopted by the Company.

Sufficiency of Public Float

Based on the publicly available information and to the best of the Directors' knowledge, information and belief, the Company had maintained sufficient public float of not less than 25% of its total issued shares as required under the Listing Rules from 1 January 2025 up to the date of this report.

By the order of the Board
Sky Light Holdings Limited
Tang Wing Fong Terry
Chairman

Hong Kong
29 August 2025

Condensed Consolidated Statement of Profit or Loss

For the six months ended 30 June 2025

		Six months ended 30 June	
	Note	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited) (Re-presented)
Revenue	6	134,513	136,075
Cost of sales		(119,949)	(108,457)
Gross profit		14,564	27,618
Other income and other gains	7	1,543	5,996
Selling and distribution expenses		(8,399)	(11,968)
Administrative expenses		(18,419)	(22,599)
Research and development expenses		(11,405)	(16,433)
Other expenses		(6,242)	(2,741)
Loss from operations		(28,358)	(20,127)
Finance costs	8	(1,531)	(1,075)
Share of loss of an associate		–	(347)
Loss before tax		(29,889)	(21,549)
Income tax expense	9	–	(4)
Loss for the period from continuing operations	10	(29,889)	(21,553)
Discontinued operations			
Loss for the period from discontinued operations	12	–	(18,049)
Loss for the period		(29,889)	(39,602)

Condensed Consolidated Statement of Profit or Loss

For the six months ended 30 June 2025

		Six months ended 30 June	
		2025	2024
		HK\$'000 (Unaudited)	HK\$'000 (Unaudited) (Re-presented)
Note			
	Attributable to:		
	Owners of the Company	(20,501)	(24,635)
	Non-controlling interests ("NCI")	(9,388)	(14,967)
		(29,889)	(39,602)
	Attributable to:		
	Owners of the Company		
	– from continuing operations	(20,501)	(15,176)
	– from discontinued operations	–	(9,459)
		(20,501)	(24,635)
	NCI		
	– from continuing operations	(9,388)	(6,377)
	– from discontinued operations	–	(8,590)
		(9,388)	(14,967)
	LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY		
	Basic		
	– from continuing and discontinued operations	HK(2.0) cent	HK(2.4) cent
	– from continuing operations	HK(2.0) cent	HK(1.5) cent
	Diluted		
	– from continuing and discontinued operations	HK(2.0) cent	HK(2.4) cent
	– from continuing operations	HK(2.0) cent	HK(1.5) cent

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the six months ended 30 June 2025

	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited) (Re-presented)
Loss for the period	(29,889)	(39,602)
Other comprehensive income/(expense):		
<i>Item that will not be reclassified to profit or loss:</i>		
Fair value changes of equity investment designated at fair value through other comprehensive income ("FVTOCI")	84	(32)
<i>Item that will be reclassified to profit or loss:</i>		
Exchange differences on translating foreign operations	2,495	(4,144)
Other comprehensive income/(expense) for the period, net of tax	2,579	(4,176)
Total comprehensive expense for the period	(27,310)	(43,778)
Attributable to:		
Owners of the Company	(18,850)	(28,528)
NCI	(8,460)	(15,250)
	(27,310)	(43,778)
Attributable to:		
Owners of the Company		
– from continuing operations	(18,850)	(18,681)
– from discontinued operations	–	(9,847)
	(18,850)	(28,528)
NCI		
– from continuing operations	(8,460)	(6,314)
– from discontinued operations	–	(8,936)
	(8,460)	(15,250)

Condensed Consolidated Statement of Financial Position

At 30 June 2025

	Note	30 June 2025 HK\$'000 (Unaudited)	31 December 2024 HK\$'000 (Audited)
Non-current assets			
Property, plant and equipment	14	9,409	11,236
Intangible assets		1,371	2,024
Right-of-use assets	15	10,598	15,250
Equity investment designated at FVTOCI		6,673	6,589
Investments in associates		–	2,293
Total non-current assets		28,051	37,392
Current assets			
Inventories		88,970	79,847
Trade and factoring receivables	16	41,731	70,012
Prepayments and other receivables	17	29,833	22,118
Financial asset at fair value through profit or loss ("FVTPL")	18	5,492	5,382
Restricted and pledged bank deposits	19	2,747	2,717
Cash and cash equivalents		59,444	38,450
Total current assets		228,217	218,526
Current liabilities			
Trade payables	20	76,899	68,028
Other payables and accruals	21	103,453	87,225
Interest-bearing bank and other borrowings	22	32,876	25,759
Lease liabilities		7,252	8,119
Total current liabilities		220,480	189,131
Net current assets		7,737	29,395
Total assets less current liabilities		35,788	66,787
Non-current liabilities			
Lease liabilities		5,610	9,299
Total non-current liabilities		5,610	9,299
Net assets		30,178	57,488

Condensed Consolidated Statement of Financial Position

At 30 June 2025

	Note	30 June 2025 HK\$'000 (Unaudited)	31 December 2024 HK\$'000 (Audited)
Equity			
Equity attributable to owners of the Company			
Share capital	23	10,086	10,086
Reserves	24	63,604	82,454
		73,690	92,540
NCI		(43,512)	(35,052)
Total equity		30,178	57,488

Approved by the Board of Directors on 29 August 2025 and are signed on its behalf by:

Tang Wing Fong Terry
Director

Lo Wan Man
Director

Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2025

	Unaudited										
	Attributable to owners of the Company										
	Share capital HK\$'000	Share premium HK\$'000	Fair value reserve of equity investment designated at FVTOCI HK\$'000	Capital reserve HK\$'000	Share-based payments reserve HK\$'000	Statutory reserve HK\$'000	Accumulated losses HK\$'000	Foreign currency translation reserve HK\$'000	Total HK\$'000	NCI HK\$'000	Total equity HK\$'000
Note 25(b)(i)	Note 25(b)(ii)	Note 25(b)(iii)	Note 25(b)(iv)	Note 25(b)(v)							
At 1 January 2024	10,086	820,473	(20,935)	148,807	4,692	37,050	(818,322)	(39,204)	142,647	(57,498)	85,149
Loss for the period	-	-	-	-	-	-	(24,635)	-	(24,635)	(14,967)	(39,602)
Other comprehensive expense for the period:											
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	(3,861)	(3,861)	(283)	(4,144)
Changes in fair value of equity investment designated at FVTOCI, net of tax	-	-	(32)	-	-	-	-	-	(32)	-	(32)
Total comprehensive expense for the period:	-	-	(32)	-	-	-	(24,635)	(3,861)	(28,528)	(15,250)	(43,778)
At 30 June 2024	10,086	820,473	(20,967)	148,807	4,692	37,050	(842,957)	(43,065)	114,119	(72,748)	41,371
At 1 January 2025	10,086	820,473	(24,450)	148,807	1,201	37,050	(860,940)	(39,687)	92,540	(35,052)	57,488
Loss for the period	-	-	-	-	-	-	(20,501)	-	(20,501)	(9,388)	(29,889)
Other comprehensive income for the period:											
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	1,567	1,567	928	2,495
Changes in fair value of equity investment designated at FVTOCI, net of tax	-	-	84	-	-	-	-	-	84	-	84
Total comprehensive income/(expense) for the period:	-	-	84	-	-	-	(20,501)	1,567	(18,850)	(8,460)	(27,310)
At 30 June 2025	10,086	820,473	(24,366)	148,807	1,201	37,050	(881,441)	(38,120)	73,690	(43,512)	30,178

Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2025

	Six months ended 30 June	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
NET CASH GENERATED FROM OPERATING ACTIVITIES	12,003	8,476
Purchases of property, plant and equipment	(1,980)	(3,451)
Proceeds from disposals of property, plant and equipment	4,074	2,011
Interest received	725	252
Proceeds from disposal of investment in an associate	2,621	–
NET CASH GENERATED FROM/(USED IN) INVESTING ACTIVITIES	5,440	(1,188)
Inception of interest-bearing bank borrowings	24,777	13,246
Repayments of interest-bearing bank borrowings	(17,660)	(11,416)
Interest paid	(1,531)	(1,820)
Principal elements of lease payments	(4,701)	(10,201)
NET CASH GENERATED FROM/(USED IN) FINANCING ACTIVITIES	885	(10,191)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	18,328	(2,903)
Effect of foreign exchange rate changes	2,666	(4,697)
CASH AND CASH EQUIVALENTS AT 1 JANUARY	38,450	35,352
CASH AND CASH EQUIVALENTS AT 30 JUNE	59,444	27,752

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

1. Corporate Information

The Company is a limited liability company incorporated in the Cayman Islands on 18 December 2013. The Company's registered office address is Third Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands. The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 2 July 2015.

The Company is an investment holding company. During the period, the Company's subsidiaries were principally engaged in:

- Manufacture and distribution of home surveillance cameras
- Manufacture and distribution of digital imaging products
- Manufacture and distribution of other electronic products

In the opinion of the directors of the Company (the "Directors"), the immediate holding company and the ultimate holding company of the Company is Fortune Six Investment Ltd., a company incorporated in the British Virgin Islands.

2. Basis of Preparation

These Condensed Consolidated Financial Statements have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange.

The accounting policies and methods of computation used in the preparation of the Condensed Consolidated Financial Statements are consistent with those adopted in preparing the annual financial statements of the Group for the year ended 31 December 2024 (the "2024 Annual Report"), except for the new and revised HKFRSs issued by the HKICPA that are effective for the current accounting period of the Group. At the date of authorisation of the Condensed Consolidated Financial Statements, the Group has not early adopted the new and revised HKFRSs that have been issued but are not yet effective for the current period.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

3. Adoption of New and Revised Hong Kong Financial Reporting Standards

In the current interim period, the Group has applied, for the first time, the following amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA which are effective for the Group’s financial year beginning on 1 January 2025:

Amendments to HKAS 21

Lack of Exchangeability

The application of the amendments to HKFRSs has had no material impact on the Group’s financial performance and position for the current and prior periods and/or on the disclosures set out in the Condensed Consolidated Financial Statements.

Critical accounting judgements and key sources of estimation uncertainty

The preparation of the Condensed Consolidated Financial Statements in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying amounts of assets and liabilities not readily apparent from other sources. Actual results may differ from these estimates. In preparing the Condensed Consolidated Financial Statements, the significant judgements made by the management in applying the Group’s accounting policies and key sources of estimation uncertainty were the same as those that applied to the 2024 Annual Report.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

4. Fair Value and Fair Value Hierarchy of Financial Instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

- Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.
- Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs: unobservable inputs for the asset or liability.

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

(a) Disclosures of level in fair value hierarchy

Description	Fair value measurements using:			Total
	Level 1	Level 2	Level 3	30 June 2025
	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)
Recurring fair value measurements:				
Financial assets at FVTOCI:				
Unlisted equity investment	–	–	6,673	6,673
Financial assets at FVTPL:				
Investment in a life insurance policy	–	5,492	–	5,492
	–	5,492	6,673	12,165

Description	Fair value measurements using:			Total
	Level 1	Level 2	Level 3	31 December
	HK\$'000 (Audited)	HK\$'000 (Audited)	HK\$'000 (Audited)	2024 HK\$'000 (Audited)
Recurring fair value measurements:				
Financial assets at FVTOCI:				
Unlisted equity investment	–	–	6,589	6,589
Financial assets at FVTPL:				
Investment in a life insurance policy	–	5,382	–	5,382
	–	5,382	6,589	11,971

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

4. Fair Value and Fair Value Hierarchy of Financial Instruments *(Continued)*

(b) Reconciliation of financial assets measured at fair value based on level 3

	Financial assets at FVTOCI	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Audited)
At 1 January	6,589	10,104
Total losses recognised in other comprehensive income	84	(3,515)
At 30 June/31 December	6,673	6,589

The total gains or losses recognised in other comprehensive income are presented in fair value changes of equity investment designated at fair value through other comprehensive income in the statement of profit or loss and other comprehensive income.

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer and the audit committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The fair value of unlisted equity investment has been estimated using a discounted cash flow valuation model based on assumptions that are not supported by observable market prices or rates. The valuation requires the directors to make estimates about expected future cash flows, credit risk, volatility and discount rates. The directors believe that the estimated fair values resulting from the valuation technique, which are recorded in the condensed consolidated statement of financial position, and the related changes in fair values, which are recorded in other comprehensive income, are reasonable, and that they were the most appropriate values at the end of the reporting period.

The fair value of investment in life insurance is determined by reference to the cash surrender value as provided by the insurance company.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

5. Operating Segment Information

The Group focuses primarily on the manufacture and distribution of home surveillance cameras, digital imaging products, other electronic products and operation of AI vending machines during the period.

The AI Vending Machines Business was disposed during the year ended 31 December 2024 and details were set out in 2024 Annual Report.

HKFRS 8 “Operating Segments” requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to segments and to assess their performance. The information reported to the Directors, who are the chief operating decision makers for the purpose of resource allocation and assessment of performance, does not contain profit or loss information of each product line and the Directors reviewed the financial results of the Group as a whole. At the end of the reporting period, the operations of the Group constitute two reportable segments: Manufacture and sales of camera products and related accessories business and operation of AI vending machines.

The chief operating decision-marker (“CODM”) reviews the Group’s result by the each of the business line in order to assess performance and allocation of resources. Other than segment results, no segment assets and liabilities are available for the assessment of performance and allocation of resources for the year as in the opinion of the directors, the cost to develop it would be excessive. The CODM reviews the segment results of the Group as a whole to make decisions.

	Continuing operations Manufacture and sales of camera products and related accessories business HK\$'000 (Unaudited)	Discontinued operations Operation of AI vending machines HK\$'000 (Unaudited)	For the six months ended 30 June 2025 HK\$'000 (Unaudited)
Revenue from external customers	134,513	–	134,513
Cost of sales	(119,949)	–	(119,949)
Segment results	14,564	–	14,564
Other income and gains			1,543
Finance costs			(1,531)
Unallocated expenses			(44,465)
Income tax expense			–
Loss for the period			(29,889)

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

5. Operating Segment Information *(Continued)*

	Continuing operations Manufacture and sales of camera products and related accessories business HK\$'000 (Unaudited)	Discontinued operations Operation of AI vending machines HK\$'000 (Unaudited)	For the six months ended 30 June 2024 HK\$'000 (Unaudited)
Revenue from external customers	136,075	3,036	139,111
Cost of sales	(108,457)	(1,288)	(109,745)
Segment results	27,618	1,748	29,366
Other income and gains			6,129
Share of loss of an associate			(347)
Loss on disposal of a subsidiary			(432)
Finance costs			(1,820)
Impairment loss on property, plant and equipment and right-of-use assets			(7,340)
Unallocated expenses			(65,154)
Income tax expense			(4)
Loss for the period			(39,602)

Geographical information

(a) Revenue from external customers

	Six months ended 30 June	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
European Union	46,905	62,066
Hong Kong	27,693	2,499
United States of America	24,143	38,729
Mainland China	7,665	26,676
Other countries/regions	28,107	9,141
	134,513	139,111

The revenue information above is based on the locations of the customers.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

5. Operating Segment Information *(Continued)*

Geographical information *(Continued)*

(b) Non-current assets

	30 June 2025 HK\$'000 (Unaudited)	31 December 2024 HK\$'000 (Audited)
Mainland China	16,693	23,445
Hong Kong	1,925	127
Other countries/regions	2,760	4,938
	21,378	28,510

The non-current assets information above is based on the locations of the assets and excludes financial instruments and investment in an associate.

Information about major customers

Revenue derived from sales to individual customers, which accounted for 10% or more of the total revenue, is set out below:

	Six months ended 30 June	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Customer A	30,319	32,908
Customer B	24,648	N/A
Customer C	23,921	N/A
Customer D	16,196	N/A
Customer E	14,604	25,097
Customer F	N/A	14,592

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

6. Revenue

An analysis of revenue is as follows:

	Six months ended 30 June	
	2025	2024
	HK\$'000 (Unaudited)	HK\$'000 (Unaudited) (Re-presented)
Continuing operations		
Revenue from contracts with customers		
Type of goods or services		
Sale of industrial products	133,395	135,528
Provision of manufacturing services	1,118	547
Total revenue from contracts with customers	134,513	136,075
Timing of revenue recognition		
Goods transferred at a point in time	134,513	136,075

The performance obligation for sale of industrial products is satisfied upon delivery of the industrial products and payment is generally due within 30 to 90 days from delivery, except for new customers, where payment in advance is normally required.

Revenue from discontinued operations of operation of AI vending machines amounted to Nil (2024: HK\$3,036,000) during the six months ended 30 June 2025. The performance obligation for sale of goods through AI vending machines is satisfied upon delivery of the retail products and payment is due on delivery.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

7. Other Income and Other Gains

	Six months ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
		(Re-presented)
Continuing operations		
Bank interest income	725	252
Government grants*	572	1,056
Fair value gain on financial assets at FVTPL	110	41
Exchange (losses)/gains, net	(2,090)	3,612
Gain on disposals of property, plant and equipment	1,720	817
Gain on disposal of investment in an associate	328	–
Gain on early termination of lease	115	–
Others	63	218
	1,543	5,996

* Government grants mainly represents rewards or subsidies for research from the local governments without unfulfilled conditions.

8. Finance Costs

An analysis of finance costs is as follows:

	Six months ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
		(Re-presented)
Continuing operations		
Interests on:		
Bank and other borrowings	1,213	659
Lease liabilities	318	416
	1,531	1,075

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

9. Income Tax Expense

	Six months ended 30 June	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited) (Re-presented)
Continuing operations		
Current tax:		
— PRC Corporate Income Tax ("CIT")	—	4

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

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

Hong Kong profits tax has been provided at the rate of 16.5% (2024: 16.5%) on the estimated assessable profits arising in Hong Kong during the period.

Pursuant to the PRC Income Tax Law and the respective regulations, the subsidiaries which operate in Mainland China are subject to CIT at a rate of 25% on the taxable income. Preferential tax treatments were available for two (2024: two) of the Group's principal operating subsidiaries, Sky Light Electronics (Shenzhen) Limited and 西安天睿软件有限公司, since they were recognised as High and New Technology Enterprises and entitled to a preferential tax rate of 15% during the reporting period.

The Group's subsidiaries in the United States of America are subject to the federal tax at a rate of 21% (2024: 21%), and also subject to the statutory applicable state corporate income tax at a rate of 7% (2024: 7%).

The Group's subsidiary in the United Kingdom is subject to corporate income tax at a rate of 19% (2024: 19%).

The Group's subsidiary in Vietnam is subject to corporate income tax at a rate of 20% (2024: 20%). Pursuant to the relevant laws and regulations in Vietnam, entities in Vietnam engaged in qualified investment projects are eligible for Vietnam CIT exemption for the first year to the second year, and a 50% reduction for the third year to the sixth year starting from the year in which the entities first generate income from the investment projects, on the assessable profits from such investment projects.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

10. Loss for the Period

The Group's loss for the period is arrived at after charging/(crediting):

	Six months ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
		(Re-presented)
Continuing operations		
Cost of inventories sold	119,949	108,457
Depreciation of property, plant and equipment	1,647	4,512
Depreciation of right-of-use assets	4,588	6,437
Amortisation of intangible assets ⁽ⁱ⁾	629	638
Research and development expenses	11,405	16,433
Employee benefit expense (excluding directors' and chief executive's remuneration):		
— Wages and salaries	29,887	29,105
— Pension scheme contributions ⁽ⁱⁱ⁾	2,444	2,772
	32,331	31,877
Allowance for inventories	16,503	4,824
Reversal of allowance for inventories ⁽ⁱⁱⁱ⁾	(5,862)	(7,815)
Allowance for inventories/(reversal of allowance) (included in cost of inventories sold)	10,641	(2,991)
Impairment losses of trade and factoring receivables	4,460	2,676
Exchange losses/(gains), net	2,090	(3,612)
Gain on disposals of property, plant and equipment	(1,720)	(817)

Notes:

(i) The amortisation of software is included in "Research and development expenses" and the amortisation of other intangible assets is included in "Selling and distribution expenses" in the condensed consolidated statement of profit or loss.

(ii) The Group contributes to defined contribution retirement plans which are available for eligible employees in the People's Republic of China (the "PRC") and Hong Kong.

Pursuant to the relevant laws and regulations in the PRC, the Group has joined defined contribution retirement schemes for the employees arranged by local government labour and security authorities (the "PRC Retirement Schemes"). The Group makes contributions to the PRC Retirement Schemes at the applicable rates based on the amounts stipulated by the local government organisations. Upon retirement, the local government labour and security authorities are responsible for the payment of the retirement benefits to the retired employees.

The Group operates a Mandatory Provident Fund scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the laws of Hong Kong) for employees employed under the jurisdiction of Hong Kong Employment Ordinance (Chapter 57 of the laws of Hong Kong). The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the employer and the employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000.

During the six months ended 30 June 2025 and 2024, the Group had no forfeited contributions under the PRC Retirement Scheme and MPF Scheme and which may be used by the Group to reduce the existing level of contributions. There were also no forfeited contributions available at 30 June 2025 and 31 December 2024 under the PRC Retirement Scheme and MPF Scheme which may be used by the Group to reduce the contribution payable in future years.

(iii) The reversal of allowance for inventories for both periods was mainly resulted from the utilisation of the inventories of which allowance had previously been provided.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

11. Dividend

The Directors do not recommend the payment of any interim dividend during the period (six months ended 30 June 2024: Nil).

12. Discontinued Operations

On 31 July 2024, the Company entered into a sale and purchase agreement with a third party to sell its entire equity interests in Hugo Investment Limited and its subsidiaries which were engaged in the AI Vending Machines Business, for a cash consideration of HK\$500,000. The disposal has been completed on 31 July 2024. Comparative figures in the condensed consolidated statement of profit or loss and other comprehensive income have been restated to disclose separately the profit or loss from discontinued operations.

The loss for the period from the discontinued operations is set out below. The comparative figures in the consolidated statement of profit or loss and other comprehensive income have been restated to represent AI Vending Machines Business as discontinued operations.

During the six months ended 30 June 2024, the discontinued operations of the Group generated cashflow of Nil (2024: HK\$2,505,000) in respect of operating activities, used cashflow of Nil (2024: HK\$1,119,000) in respect of investing activities and used cashflow of Nil (2024: HK\$1,863,000) in respect of financing activities.

The results of the discontinued operations, which have been included in the consolidated statement of profit or loss and other comprehensive income for the six months ended 30 June 2024, were as follows:

	HK\$'000
	(Unaudited)
REVENUE	3,036
Cost of sales	(1,288)
Gross profit	1,748
Other income and gains	133
Selling and distribution expenses	(3,609)
Administrative expenses	(4,972)
Impairment loss on property, plant and equipment, intangible assets and right-of-use assets	(7,340)
Other expenses	(2,832)
Finance costs	(745)
Loss on disposal of a subsidiary	(432)
LOSS BEFORE TAX	(18,049)
Income tax expense	—
LOSS FOR THE PERIOD	(18,049)

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

12. Discontinued Operations *(Continued)*

Loss for the period from discontinued operations for the six months ended 30 June 2024 has been arrived after charging:

	HK\$'000 (Unaudited)
Cost of inventories sold	1,288
Depreciation of property, plant and equipment	26
Depreciation of right-of-use assets	1,437
Employee benefit expense (excluding directors' and chief executive's remuneration):	
Wages and salaries	3,330
Pension scheme contributions	118
	3,448
Impairment loss of trade receivables	334
Impairment loss on property, plant and equipment, intangible assets and right-of-use assets	7,340

13. Loss Per Share

The calculation of the basic loss per share amount is based on the loss for the period attributable to owners of the Company, and the weighted average number of ordinary shares of 1,008,587,000 (2024: 1,008,587,000) in issue during the period.

No adjustment has been made to the basic loss per share amounts presented for the six months ended 30 June 2025 and 2024 in respect of a dilution as the impact of the share option schemes had an anti-dilutive effect on the basic loss per share amounts presented.

(a) *From continuing and discontinued operations*

The calculations of basic loss per share are based on:

	Six months ended 30 June	
	2025	2024
	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)
Loss		
Loss attributable to owners of the Company used in the basic loss per share calculation	(20,501)	(24,635)

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

13. Loss Per Share *(Continued)*

(a) From continuing and discontinued operations (Continued)

	Number of shares	
	2025 '000	2024 '000
Shares		
Weighted average number of ordinary shares in issue during the period used in the basic loss per share calculation	1,008,587	1,008,587
Basic	HK(2.0) cent	HK(2.4) cent
Diluted	HK(2.0) cent	HK(2.4) cent

(b) From continuing operations

The calculation of the basic loss per share from continuing operations attributable to the owners of the Company is based on the following data:

	Six months ended 30 June	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Loss for the period from continuing operations	(20,501)	(15,176)

The denominators used are the same as those detailed above for both basic and diluted loss per share.

(c) From discontinued operations

For the six months ended 30 June 2025, basic loss per share from discontinued operations was Nil cent (2024: HK0.9 cent), which were calculated based on the loss from discontinued operations for the period of Nil (2024: HK\$9,459,000) and the denominators detailed above.

14. Property, Plant and Equipment

During the six months ended 30 June 2025, the Group acquired property, plant and equipment of HK\$1,980,000 (six months ended 30 June 2024: HK\$3,451,000).

Certificates of ownership in respect of buildings of the Group located in Mainland China with a net carrying value of HK\$2,108,000 as at 30 June 2025 (At 31 December 2024: HK\$2,187,000) have not yet been issued by the relevant Mainland China authorities. The Group is in the process of obtaining these certificates.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

15. Right-of-use Assets

During the six months ended 30 June 2025, the Group entered into new lease agreements for use of office and leased properties for 2 to 3 years. The Group makes fixed payments during the contract period. On lease commencement, the Group recognised HK\$3,097,000 of right-of-use assets and lease liabilities.

16. Trade and Factoring Receivables

	30 June 2025 HK\$'000 (Unaudited)	31 December 2024 HK\$'000 (Audited)
Trade receivables	52,670	62,005
Impairment losses	(24,952)	(20,192)
	27,718	41,813
Factoring receivables	14,306	28,751
Impairment losses	(293)	(552)
	14,013	28,199
	41,731	70,012

The general credit terms of the Group granted to its customers range from 30 to 90 days. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the Directors.

The Group has entered into receivable purchase arrangements with a bank for the factoring of trade receivables with a designated customer. As at 30 June 2025, trade receivables factored to the bank aggregated to HK\$14,306,000 (At 31 December 2024: HK\$28,751,000).

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

16. Trade and Factoring Receivables *(Continued)*

The ageing analysis of the trade and factoring receivables as at the end of the reporting period, based on the invoice date and net of impairment losses, is as follows:

	30 June 2025 HK\$'000 (Unaudited)	31 December 2024 HK\$'000 (Audited)
Within 1 month	24,578	33,029
1 to 2 months	1,080	8,941
2 to 3 months	5,544	9,977
Over 3 months	10,529	18,065
	41,731	70,012

17. Prepayments and Other Receivables

	30 June 2025 HK\$'000 (Unaudited)	31 December 2024 HK\$'000 (Audited)
Prepayments	9,452	2,819
Value added tax receivables	5,138	2,666
Deposits and other receivables	15,243	16,633
	29,833	22,118

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

18. Financial Asset At FVTPL

	30 June 2025 HK\$'000 (Unaudited)	31 December 2024 HK\$'000 (Audited)
Investment in life insurance policy	5,492	5,382

In March 2010, the Group's subsidiary, Sky Light Digital Limited entered into a life insurance policy with an insurance company to insure Mr. Tang Wing Fong, Terry, a director of the Company. Under the policy, the beneficiary and the policy holder is Sky Light Imaging Limited and the total insured sum is HK\$12,422,000. The Group was required to pay a one-off premium payment of HK\$4,109,000 at the inception of the policy. A guaranteed interest rate of 5.2% per annum applied for the first year, followed by the discretionary portion with a minimum guaranteed interest rate of 3.0% per annum for the following years until termination. The Group can terminate the policy at any time and receive cash back based on the cash value of the policy at the date of withdrawal ("Cash Surrender Value"), which is determined by the premium payment plus accumulated guaranteed interest earned minus the accumulated insurance charges, policy expense charges and a specified amount of surrender charge if the withdrawal is made between 1st to 15th policy year.

The carrying amount represented the Cash Surrender Value of the policy and approximates its fair value at the end of the reporting periods. As at 30 June 2025 and 31 December 2024, the life insurance was pledged to a bank to secure banking facilities of the Group as set out in note 22. Details of fair value measurement are set out in note 4.

19. Restricted and Pledged Bank Deposits

	30 June 2025 HK\$'000 (Unaudited)	31 December 2024 HK\$'000 (Audited)
Restricted and pledged bank deposits	2,747	2,717

The Group's restricted and pledged bank deposits represented deposits pledged to a bank to secure banking facilities granted to the Group as set out in note 22.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

20. Trade Payables

	30 June 2025 HK\$'000 (Unaudited)	31 December 2024 HK\$'000 (Audited)
Trade payables	76,899	68,028

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

	30 June 2025 HK\$'000 (Unaudited)	31 December 2024 HK\$'000 (Audited)
Within 1 month	49,024	40,152
1 to 2 months	4,718	13,988
2 to 3 months	12,470	5,229
Over 3 months	10,687	8,659
	76,899	68,028

The trade payables are non-interest-bearing and are normally settled on terms of 30 to 150 days.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

21. Other Payables and Accruals

	Note	30 June 2024 HK\$'000 (Unaudited)	31 December 2023 HK\$'000 (Audited)
Contract liabilities		35,754	30,534
Other payables		16,935	5,269
Salary and welfare payables		5,114	5,208
Amount due to a director	(i)	39,121	39,122
Withholding tax payables		6,529	7,092
		103,453	87,225

Note:

- (i) As at 30 June 2025, the amount due to a director of HK\$39,121,000 (At 31 December 2024: HK\$39,122,000) is unsecured and carries interest at 3% per annum.

22. Interest-Bearing Bank and Other Borrowings

	Note	30 June 2025 HK\$'000 (Unaudited)	31 December 2024 HK\$'000 (Audited)
Interest-bearing bank loans — secured	(ii)	32,876	25,759
The borrowings are repayable as follows:			
Within one year		32,876	25,759

Notes:

- (i) The Group's banking facilities with banks in Hong Kong and the PRC amounting to HK\$110,101,000 (As at 31 December 2024: HK\$54,887,000), of which HK\$32,876,000 (As at 31 December 2024: HK\$25,759,000) had been utilised as at the end of the reporting period.
- (ii) The bank loans were secured by the pledge of the Group's life insurance policy as set out in note 18 and bank deposits as set out in note 19, personal guarantee executed by a controlling shareholder of the Company, corporate guarantees executed by two subsidiaries of the Group respectively and a director's property in the PRC.
- (iii) The secured bank loans carry effective interest rates ranging from 3.0% to 5.7% (As at 31 December 2024: 3.0% to 6.6%) per annum.
- (iv) All borrowings are denominated in the US\$ and RMB.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

23. Share Capital

	Number of shares	Amount HK\$'000
Ordinary shares of HK\$0.01 each		
Authorised:		
At 31 December 2024 (Audited) and 30 June 2025 (Unaudited)	2,000,000,000	20,000
Issued and fully paid:		
At 31 December 2024 (Audited) and 30 June 2025 (Unaudited)	1,008,587,455	10,086

24. Reserves

(a) Group

The amounts of the Group's reserves and the movements therein for the current period and prior period are presented in the condensed consolidated statement of changes in equity on page 32 of this report.

(b) Nature and purpose of reserves

(i) Share premium

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

(ii) Capital reserve

The Group's capital reserve represents the excess of the nominal value of the shares of the subsidiaries acquired pursuant to the Group reorganisation over the nominal value of the Company's shares issued in exchange therefor.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

24. Reserves *(Continued)*

(b) Nature and purpose of reserves (Continued)

(iii) Share-based payments reserve

The share-based payments reserve represents the fair value of the actual or estimated number of unexercised share options granted to directors and employees of the Group.

(iv) Statutory reserve

In accordance with the Company Law of the PRC, certain subsidiaries of the Group which are domestic enterprises are required to allocate 10% of their profit after tax, as determined in accordance with the relevant PRC accounting standards, to their respective statutory surplus reserves until the reserves reach 50% of their respective registered capital. Subject to certain restrictions set out in the Company Law of the PRC, part of the statutory surplus reserve may be converted to increase share capital, provided that the remaining balance after the capitalisation is not less than 25% of the registered capital.

(v) Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

25. Contingent Liabilities

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

26. Capital Commitments

The Group had the following capital commitments at the end of the reporting period:

	30 June 2025 HK\$'000 (Unaudited)	31 December 2024 HK\$'000 (Audited)
Contracted, but not provided for:		
Purchases of plant and machinery	2,014	2,048

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

27. Related Party Transactions

Compensation of key management personnel of the Group

	Six months ended 30 June	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Short-term employee benefits	1,935	1,785
Post-employment benefits	27	27
Total compensation paid to key management personnel	1,962	1,812

28. Subsequent Event

On 23 May 2025, the Company entered into a placing agreement (the "Previous Placing Agreement") with Funderstone Securities Limited (the "Placing Agent"), pursuant to which the Company proposed to offer for subscription, and the Placing Agent agreed to procure subscriptions for, the convertible bonds in the principal amount of up to HK\$70,000,000 on a best effort basis to not less than six placees who are independent third parties (the "Previous Placing"). Due to the placing period expired on 14 June 2025 in the Previous Placing Agreement, the Company and the Placing Agent mutually agreed to terminate the Previous Placing Agreement under the new placing agreement and the parties agreed that all obligations of the Company and the Placing Agent under the Previous Placing Agreement ceased and terminated as at 16 June 2025. Details of the Previous Placing are set out in the announcements of the Company dated 23 May 2025 and 16 June 2025.

On 16 June 2025, the Company entered into a placing agreement (the "New Placing Agreement") with the Placing Agent, pursuant to which the Company proposed to offer for subscription, and the Placing Agent agreed to procure subscriptions for, the convertible bonds (the "Convertible Bonds") in the principal amount of up to HK\$70,000,000 on a best effort basis to not less than six placees who are independent third parties (the "Placing"). The Placing was completed on 4 July 2025. Details of the Placing are set out in the announcements of the Company dated 16 June 2025 and 4 July 2025.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

28. Subsequent Event *(Continued)*

On 7 July 2025, Sky Light International (Vietnam) Limited ("SL Vietnam"), an indirect non wholly-owned subsidiary of the Company, entered into a capital injection agreement with Sky Light Electronic Joint Stock Company ("JSC"), a company incorporated under the laws of Vietnam with limited liability and was owned as to 73.70%, 25.31% and 0.99% by SL Vietnam, Nguyen Thai Son (the "JSC JV Partner") and an independent third party, respectively, whereby SL Vietnam agreed to subscribe for, and JSC agreed to allot and issue 2,495,500 new shares of JSC (the "JSC Shares") at an aggregate subscription price of US\$1,000,000 (equivalent to approximately HK\$7,800,000) as the general working capital of JSC (the "Capital Injection"). On 16 July 2025, Sky Light Imaging Limited ("SL Imaging"), an indirect wholly owned subsidiary of the Company, entered into a loan capitalisation agreement with JSC, whereby SL Imaging agreed to subscribe for, and JSC agreed to allot and issue 5,046,285 new JSC Shares, at an aggregate issue price of US\$11,000,000 (equivalent to approximately HK\$85,800,000), for the capitalisation of the outstanding principal amount of approximately US\$11,000,000 of the loan due by JSC to SL Imaging (the "Capitalisation"). Following the completion of the Capital Injection and the completion of the Capitalisation, SL Vietnam entered into the sale and purchase agreement with the JSC JV Partner and JSC on 16 July 2025, whereby the JSC JV Partner agreed to sell, and SL Vietnam agreed to purchase, 2,348,675 JSC Shares at a consideration of US\$100,000 (equivalent to approximately HK\$780,000) (the "Acquisition"). Following the completion of the Capital Injection, the Capitalisation and the Acquisition, the Group would hold 99.45% of the total issued share capital of JSC, via SL Vietnam holding 69.45% and SL Imaging holding 30.00%, respectively. Details of the capital injection, the Capitalisation and the Acquisition are set out in the announcement of the Company dated 16 July 2025.

On 21 July 2025, 豐彩智能數字技術(深圳)有限公司 (Fengcai Intelligent Digital Technology (Shenzhen) Co., Ltd.*), an indirect wholly-owned subsidiary of the Company, entered into an agreement with the vendor, for the acquisition of the assets at the consideration of RMB20,000,000 (equivalent to approximately HK\$22,000,000), for the establishment of the new business segment, On-demand Delivery System Services for Superstore Chain of the Company. Details of the acquisition are set out in the announcement of the Company dated 24 July 2025.

29. Approval of Condensed Consolidated Financial Statements

The condensed consolidated financial statements of the Group for the six months ended 30 June 2025 were approved and authorised for issue by the Board on 29 August 2025.