Hua Lien International (Holding) Company Limited

Incorporated in the Cayman Islands with limited liability

Stock Code: 969

2025

Annual Report

Contents

Corporate information

Executive Directors

Mr. Wu Shurong
Ms. Huang Liping
Mr. Wang Xiang
Mr. Liu Jun
Mr. Li Baojian

Independent Non-Executive Directors

Mr. Shi Zhu (duties suspended)
Mr. Ma Yiu Tim
Mr. Cheng King Yip

Company Secretary

Ms. Leung Chi Ching

Registered Office

P.O. Box 309
Ugland House
South Church Street
George Town
Grand Cayman
Cayman Islands
British West Indies

Principal Place of Business in Hong Kong

18/F
Yue Thai Commercial Building
128 Connaught Road Central
Sheung Wan
Hong Kong

Auditor

BDO Limited
Certified Public Accountants

Principal Banker

Industrial and Commercial Bank of China (Asia) Limited

Cayman Islands Principal Share Registrar and Transfer Office

The Harbour Trust Co. Ltd.
One Capital Place
P.O. Box 1787
Grand Cayman
Cayman Islands
British West Indies

Hong Kong Branch Share Registrar and Transfer Office

Union Registrars Limited
Suites 3301-04, 33/F.
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338 King's Road
North Point
Hong Kong

Website

http://www.irasia.com/listco/hk/hualien/index.htm

Chairman's Statement & Management Discussion and Analysis

On behalf of the board of directors (the "**Board**") of Hua Lien International (Holding) Company Limited (the "**Company**"), I present the annual report of the Company and its subsidiaries (collectively, the "**Group**") for the year ended 31 December 2025.

Business Review

Overall Performance

For the year ended 31 December 2025, the revenue of the Group decreased by approximately 15.1% to approximately HK$125.0 million (2024: approximately HK$147.3 million). The decrease in revenue of approximately HK$22.3 million in 2025 was mainly attributable to the decrease in revenue from the sugar business segment.

The gross profit for the year ended 31 December 2025 decreased by approximately HK$19.9 million to approximately HK$20.8 million (2024: approximately HK$40.8 million). The gross profit margin decreased by approximately 11.0 percentage points to approximately 16.7% (2024: approximately 27.7%). As further elaborated below, such decreases were mainly attributable to the decrease in revenue and the decline in gross profit margin of the sugar business segment.

The loss before taxation decreased by approximately HK$11.5 million to approximately HK$29.9 million (2024: approximately HK$41.4 million).

As further elaborated below, the decrease in loss before taxation was mainly attributable to (i) the increase in other income, net of approximately HK$18.6 million, (ii) the decrease in other operating expenses of approximately HK$2.9 million, (iii) the decrease in finance costs of approximately HK$1.9 million, and (iv) the decrease in fair value loss on biological assets of approximately HK$7.7 million, which were partially offset by (v) the decrease in gross profit of approximately HK$19.9 million. Administrative expenses remained relatively stable at approximately HK$34.8 million in 2025 as compared with approximately HK$35.1 million in 2024.

Basic loss per share for the year was approximately HK0.98 cents (2024: approximately HK1.47 cents).

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

Sugar Cane Growing and Sugar Manufacturing Business in Jamaica

Business review

Joyful Right Limited is the holding company of Pan-Caribbean Sugar Company Limited ("**PCSC**"), a 70% indirectly owned subsidiary of the Company, which has operated three sugar estates, namely Bernard Lodge Sugar Estate, Monymusk Sugar Estate and Frome Sugar Estate, and two sugar factories, namely Monymusk Sugar Factory and Frome Sugar Factory, in Jamaica since 15 August 2011. Joyful Right Limited together with its subsidiaries are collectively referred to as the "Joyful Right Group". Due to the severe business environment for the sugar cane growing and sugar manufacturing business in Jamaica, the Group has suspended certain agricultural and factory operations that were under serious loss since June 2016, including two sugar estates, namely Bernard Lodge Sugar Estate and Monymusk Sugar Estate, and one sugar factory, namely Monymusk Sugar Factory. Joyful Right Group resumed the operation of Monymusk Sugar Factory in 2018 and suspended the operation again in 2019, and it continues to operate Frome Sugar Estate and Frome Sugar Factory. The following analysis of the sugar cane growing and sugar manufacturing business in Jamaica is based on Joyful Right Group.

Overall Performance *(Continued)*

Sugar Cane Growing and Sugar Manufacturing Business in Jamaica *(Continued)*

Business review (Continued)

For the revenue, Joyful Right Group recorded revenue of approximately HK$125.0 million for 2025 as compared with approximately HK$147.3 million for 2024, representing a decrease of approximately HK$22.3 million or approximately 15.1%. Such change was mainly attributable to the decrease in sales volume of sugar and molasses resulting from lower sugar cane input and lower production output during the year, which was partially offset by a moderate increase in the average selling price of sugar.

Below is a separate analysis of the changes in selling prices and sales volumes:

In relation to selling prices, the respective average selling price per tonne of raw sugar and molasses in 2025 were approximately J$237,900 (approximately HK$11,700) and approximately J$40,700 (approximately HK$2,000), as compared with approximately J$228,400 (approximately HK$11,400) and approximately J$34,900 (approximately HK$1,700), respectively, in 2024. The change in the average selling price of raw sugar and molasses in 2025 was due to changes in product mix and prevailing market conditions in the local and export markets.

In relation to sales volumes, Joyful Right Group produced approximately 9,400 tonnes of raw sugar and approximately 8,000 tonnes of molasses in 2025 by crushing approximately 153,300 tonnes of sugar cane, as compared with approximately 11,100 tonnes of raw sugar and approximately 9,100 tonnes of molasses in 2024 by crushing approximately 176,200 tonnes of sugar cane. The change in production volume and sugar cane input in 2025 was due to lower sugar cane harvest volume, lower cane crushing volume and a lower production recovery rate during the year.

Jamaica remained the sole market of Joyful Right Group in 2025, and all sales of sugar and molasses were made in the local Jamaican market, as compared with 2024 when all sales were also made in Jamaica.

In terms of gross trading results, Joyful Right Group recorded a gross profit of approximately HK$20.8 million for 2025 (2024: approximately HK$40.8 million). The decrease was mainly attributable to lower revenue and a decline in gross profit margin to approximately 16.7% (2024: approximately 27.7%), primarily due to lower sales volume and production output, as well as reduced absorption of fixed production costs resulting from lower cane crushing volume.

In terms of net operating results, this segment recorded a net loss of approximately HK$28.5 million for 2025 (2024: approximately HK$28.1 million). The relatively stable operating loss, despite the lower gross profit, was mainly attributable to the increase in other income, net, and the decrease in fair value loss on biological assets to approximately HK$4.4 million (2024: approximately HK$12.1 million), which were largely offset by higher administrative expenses and finance costs. The increase in other income, net, was mainly due to gain on disposal of fixed assets, together with higher lease income and interest and foreign exchange income. The increase in administrative expenses was mainly attributable to higher staff costs, repairs and maintenance, stores variances, shipping costs and other tax expenses. The increase in finance costs was mainly due to higher exchange losses.

Overall Performance *(Continued)*

Ethanol Biofuel Business in Benin

Business review

The ethanol biofuel project in Benin remained suspended during the year due to the continued absence of the conditions necessary for resumption of construction and operations, and there was no material progress during the year. As the Group had not identified a feasible business plan for resumption of the project, the Board considered that the likelihood of resuming the project in the near future remained remote. As full impairment had already been made in prior years in respect of the construction in progress, inventories and value-added tax recoverable, no additional impairment loss was recognised in 2025.

Supporting services to sweetener and ethanol business

Business review

The supporting services business segment remained inactive and did not record any revenue in 2025 and 2024. The business of the supporting services business segment was seriously hindered after the proposed resolution in respect of the renewal of the continuing connected transactions in relation to the 2019-2021 supply agreements with customers and suppliers was voted down by the independent shareholders at the extraordinary general meeting held on 31 May 2019. As a result, the supporting services business segment could not carry out any continuing connected transactions with its customers which are connected parties.

The operating profit of this segment was approximately HK$0.8 million (2024: approximately HK$0.2 million). The change in operating results was mainly due to minor changes in staff and office-related overheads while the segment remained inactive during the year.

FINANCIAL REVIEW

Liquidity and Financial Resources Review

Equity

As at 31 December 2025, the Company had 2,191,180,000 outstanding ordinary shares of HK$0.1 each (2024: 2,191,180,000 shares).

Capital deficiency attributable to owners of the Company as at 31 December 2025 amounted to approximately HK$920.7 million (2024: approximately HK$908.6 million).

Borrowings

As at 31 December 2025, the Group's total borrowings, comprising the amount payable on demand to Guangken Sugar, amounts due to non-controlling interests and lease liabilities, were approximately HK$1,205.1 million (2024: approximately HK$1,174.8 million), of which approximately HK$518.1 million (2024: approximately HK$518.1 million) was the amount payable on demand to Guangken Sugar, approximately HK$661.8 million (2024: approximately HK$631.3 million) was the amounts due to non-controlling interests, and approximately HK$25.2 million (2024: approximately HK$25.4 million) was the lease liabilities.

Gearing

As the equity attributable to owners of the Company was a deficiency of approximately HK$920.7 million as at 31 December 2025 (2024: approximately HK$908.6 million), the calculation of gearing ratio as at 31 December 2025 and 2024 was not meaningful.

Financial Resources

Bank balances, deposits and cash as at 31 December 2025 amounted to approximately HK$29.1 million (2024: approximately HK$29.7 million), which were mainly denominated in Hong Kong dollars, United States dollars and Jamaican dollars. The bank balances were placed in short-term deposits with major banks in Hong Kong and Jamaica. The bank balances, deposits and cash decreased by approximately HK$0.6 million. Such change was mainly attributable to cash used in operating activities and financing costs, substantially offset by proceeds from disposal of certain properties and other miscellaneous income during the year.

The Group's funding policy will continue to finance its business operations with internally generated cash and available facilities.

Pledge of assets

As at 31 December 2025 and 2024, the Group did not have any pledge of assets. The Group had no bank borrowings secured by pledged assets as at 31 December 2025 and 2024.

Contingent Liabilities

As at 31 December 2025, the Group did not have material contingent liabilities, guarantees or litigations against the Group.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Group had no material acquisitions and disposals of subsidiaries, associates and joint ventures during the Reporting Period. Save as disclosed elsewhere in this report, there were no other material acquisitions or disposals during the Reporting Period.

FUTURE PLANS FOR SIGNIFICANT INVESTMENTS AND CAPITAL ASSETS

The Group did not have any plans for significant investments or capital assets as at the date of this report. The Group will continue to monitor market conditions and review its capital expenditure plans prudently.

CAPITAL STRUCTURE

There was no change in the capital structure of the Company during the year under review.

TREASURY POLICIES

The Group continues to adhere to prudent treasury policies. The Group's overall financial and funding policies are aimed at controlling credit risk to lower the risk of credit sales, managing liquidity risk to ensure that funds are recovered on a timely basis to meet debt repayment requirements, and closely monitoring overall currency and interest rate exposures to minimise risks arising from fluctuations. The Group did not use any derivative financial instruments to hedge its risk exposure during the Reporting Period.

FOREIGN EXCHANGE EXPOSURE

The Group operates in Jamaica, African countries, the PRC and Hong Kong. During the Reporting Period, revenue was denominated mainly in United States dollars and Jamaican dollars, while costs and expenses were primarily denominated in Jamaican dollars and United States dollars where the Group's continuing operations are based. The Group is exposed to potential foreign exchange risk as a result of fluctuations among those currencies that are not pegged. In addition, the principal operating assets of the Group are located in and denominated in local currencies in Jamaica and African countries, while the Group's reporting currency is Hong Kong dollars. This also exposes the Group to potential foreign exchange risk upon translation of those assets at each reporting date.

The Group did not enter into any arrangements or financial instruments for the purpose of hedging against potential foreign exchange risks during the Reporting Period. In the event that Jamaican dollars were to depreciate substantially against United States dollars, the risk could be mitigated by increasing sales denominated in United States dollars. As for the operating assets of the Group, any foreign exchange losses arising from the translation of the carrying values of the assets into the Group's reporting currency at reporting dates are unrealised and non-cash in nature. As such, active hedging activities are not considered warranted. Nevertheless, management will continue to monitor its foreign currency exposure closely and ensure that appropriate measures are taken promptly against any significant potential adverse impact.

SIGNIFICANT INVESTMENTS

The Group did not make or hold any significant investments during the Reporting Period. The Group had no significant investments as at 31 December 2025.

EMPLOYEE REMUNERATION POLICY

Remuneration policies

The staff remuneration packages of the Group comprise salary and discretionary bonuses and are determined with reference to market conditions and the performance of the Group and the individuals concerned. The Group also provides other staff benefits including medical insurance, provident funds and share options to eligible staff of the Group. The total staff costs of the Group during the year under review, including Directors' remuneration, employees' remuneration and contributions to retirement benefits schemes, amounted to approximately HK$53.2 million (2024: approximately HK$52.9 million), of which approximately J$1.1 billion (approximately HK$52 million) (2024: approximately J$1.0 billion (approximately HK$51.7 million)) was attributable to the sugar cane growing and sugar manufacturing business in Jamaica. The change in staff costs was mainly due to the increase in labour and staff-related costs in the Jamaica sugar operations, including the full-year effect of certain staff cost reclassification and higher manpower requirements for operations and maintenance.

As at 31 December 2025, the Group had 135 full-time employees (2024: 144) and 394 temporary employees (2024: 408). The change in employee headcount was mainly due to adjustments in operational manpower requirements of the Jamaica sugar business during the year.

Wu Shurong
Chairman

Hong Kong, 24 April 2026

Directors

Executive Directors

Mr. Wu Shurong ("**Mr. Wu**"), aged 54, was appointed as an executive Director, the chairman of the Board, a member of the Remuneration Committee and the chairman of the Nomination Committee on 30 September 2024. Mr. Wu graduated from the Central University of Finance and Economics with a Bachelor's degree in Economics. Mr. Wu possesses over 20 years of experience in business management, equity investment management and corporate governance. Mr. Wu joined a group company under Guangdong Agribusiness Group Corporation ("**Guangken**"), the controlling shareholder of the Company, in April 2008. From May 2016 to present, Mr. Wu has worked in the capital operation department, development planning department, investment development department and investment management department (investment management office) of Guangken, and currently serves as the head of investment management department (director of investment management office), responsible for supervising equity investment and external cooperation of Guangken. Since December 2016, he has also served successively as a director of Guangdong Guangken Rubber Group Co., Ltd., a subsidiary of Guangken, and a director of Guangdong Guangken Green Agricultural Products Co Ltd., another subsidiary of Guangken, responsible for supervising corporate governance matters. Since December 2016, he has served as a director of Guangdong Guangken Taizheng Private Equity Investment Fund Management Co Ltd. Since August 2019, he has served as a member of the Investment Decision Committee of Guangken Taizheng Agricultural Supply-side Equity Investment Fund. Prior to that, from April 2008 to May 2016, Mr. Wu worked at Guangdong Yantang Dairy Co., Ltd. (stock code: 002732), a company listed on the Shenzhen Stock Exchange, with his last position being deputy general manager, responsible for participating in the daily operations and management of the company.

Ms. Huang Liping ("**Ms. Huang**"), aged 44, was appointed as an executive Director and as a member of Nomination Committee on 30 June 2025. Ms. Huang has over 11 years of experience of internal audit and compliance oversight. Ms. Huang joined Guangken, the controlling shareholder of the Company in July 2003. From July 2003 to present, Ms. Huang works in audit department of Guangken, currently serves as the deputy director of audit department, responsible for conducting internal audits of the companies under Guangken. Ms. Huang currently also serves as the supervisor of Guangdong Guangken Tourism Group Co., Ltd., Guangdong Yueken Investment Co., Ltd. and Guangdong Jieyang Agribusiness Group Co., Ltd., and chairman of the board of supervisors of Guangdong Agribusiness Finance Co., Ltd., all these are group companies Guangken, oversighting their operational and legal compliance. Ms. Huang obtained a Bachelor's degree in Accounting from Sun Yat-sen University and a Master's degree in Accounting from Jinan University. Ms. Huang was granted the title of senior accountant by Human Resources and Social Security Department of Guangdong Province in August 2022.

Mr. Wang Xiang ("**Mr. Wang**"), aged 52, was appointed as an executive Director on 30 September 2024. Mr. Wang obtained a Bachelor's degree in Law and a Master's degree in Environmental and Resource Protection Law from Wuhan University. Mr. Wang has over 25 years of experience of legal affairs and corporate governance. From July 2007 to November 2025, Mr. Wang worked in the operation and management department of Guangken, serving as deputy head of the department, responsible for legal affairs and corporate governance. From November 2025 to present, he has worked in the discipline inspection and supervision office of Guangken, serving as deputy director of the department, responsible for supervision work. In addition, since June 2021, Mr. Wang has also served as a supervisor of Guangdong Guangken Green Agricultural Products Co Ltd., a subsidiary of Guangken, and since September 2023, he has served as chairman of the board of supervisors of Guangdong Guangken Tourism Group Co., Ltd., another subsidiary of Guangken, both responsible for supervising their management in fulfilling their duties in accordance with Chinese laws and regulations.

Directors *(Continued)*

Executive Directors *(Continued)*

Mr. Liu Jun ("**Mr. Liu**"), aged 39, was appointed as an executive Director and a member of the Remuneration Committee on 30 September 2024. Mr. Liu obtained a Bachelor's degree in Business Administration from Anhui Institute of Science and Technology and a Master's degree in Accounting from Zhongnan University of Economics and Law. Mr. Liu is a non-practicing member of Chinese Institute of Certified Public Accountants since May 2019, qualified as an intermediate accountant conferred by the Human Resources and Social Security Bureau of China since January 2015, qualified as a Certified Tax Agent conferred by China Certified Tax Agent Association since May 2016 and received the Legal Professional Qualification Certificate issued by the Ministry of Justice of the PRC in March 2018. Mr. Liu has over 11 years of experience of financial management. Mr. Liu joined the group company under Guangken in June 2013. From October 2017 to present, Mr. Liu works in both financial department and investment management department of Guangken, currently serving as assistant to director of the financial department, responsible for financial management. Prior to that, from June 2013 to October 2017, Mr. Liu worked in audit and finance divisions in Guangdong Zhanjiang Agribusiness Group Company, a group company of Guangken, with his last serving position as manager of the finance division, responsible for financial management.

Mr. Li Baojian ("**Mr. Li**"), aged 42, was appointed as executive Director on 30 September 2024. Mr. Li obtained Bachelor's Degree in Finance from Henan University of Finance and Economics and a Master's Degree in Finance from Jinan University. Mr. Li is qualified as an intermediate accountant conferred by the Human Resources and Social Security Bureau of China since August 2011. Mr. Li has over 17 years of experience of agricultural business, financial and marketing management. Mr. Li joined the group company under Guangken in July 2008. Mr. Li is a director of Guangken Sugar Industry International Co., Ltd. (formerly known as COMPLANT International Sugar Industry Co., Ltd.), a substantial shareholder of the Company, since June 2024. From December 2022 to present, he works in Guangdong Guangken Sugar Group Co., Ltd., a group company of Guangken, currently serving as a director and as the deputy general manager, responsible for supply and sales management. From December 2015 to December 2022, Mr. Li worked in Guangdong Yueken Agricultural Micro-Credit Co., Ltd., a group company of Guangken, served as deputy general manager, in charge of the financial and business management for regions of eastern Guangdong, Zhaoqing and Dongguan. From July 2008 to December 2015, Mr. Li worked in Guangdong Guangken Rubber Group Co., Ltd., a group company of Guangken, his last serving position was the manager of fund department, responsible for general management and financial and marketing management.

Independent Non-Executive Directors

Mr. Shi Zhu ("**Mr. Shi**") (duties suspended), aged 58, was appointed as an independent non-executive Director, chairman of the Remuneration Committee and member of both the Audit Committee and the Nomination Committee on 12 December 2017. Mr. Shi worked at the Ministry of Commerce of the People's Republic of China for 15 years and formerly served as Commercial at the Embassy of the People's Republic of China in New Zealand. He currently serves as chairman of the Business and Professionals Association of the Chinese National School of Administration (Hong Kong), chairman of the Hong Kong Economic Think Tank, founder and chairman of the Chinese Culture Foundation (a charitable organization in Hong Kong), editorial board member of The Banker magazine, co-initiator of the Hong Kong Coalition, and member of the Anhui Provincial Committee of the Chinese People's Political Consultative Conference. Mr. Shi currently serves as a director of Greater Bay Area Investment (GP) Limited, a director of BOCHK Cyberport Technology Venture Fund, a director of BOCHK Value Growth Investment Fund, an independent non-executive director of Capital Realm Financial Holdings Group Limited (stock code: 204), a company listed in Hong Kong, and an independent director of Wellchange Holdings Company Limited (stock code: WCT), a company listed on NASDAQ. Mr. Shi has profound understanding of corporate investment, listed company operations, and mergers and acquisitions.

Directors *(Continued)*

Independent Non-Executive Directors *(Continued)*

Mr. Ma Yiu Tim ("**Mr. Ma**"), aged 71, was appointed as an independent non-executive Director, a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee on 28 August 2025. Mr. Ma has more than 40 years of legal experience. Mr. Ma is a barrister at Liberty Chambers and a consultant of ETR (Dongguan) Law Firm as a practicing lawyer in Guangdong Hong Kong-Macao Greater Bay Area. Mr. Ma started his legal career as Crown Counsel in 1985. Mr. Ma then served as legal adviser to the Legislature of Hong Kong from 1996 to 2015. Mr. Ma has been practising as a barrister at the Hong Kong Bar since 2015. Mr. Ma also obtained the license for practicing lawyer in Guangdong Hong Kong-Macao Greater Bay Area in 2023. Mr. Ma was called to Hong Kong Bar in 1985. Mr. Ma was also admitted to the State Bar of California in 1991. Mr. Ma graduated from the University of Hong Kong with Bachelor of Laws (LLB) in 1981 and Postgraduate Certificate in Laws (PCLL) in 1982. Mr. Ma also graduated from University of London with a master's degree in law in 1988. Mr. Ma further obtained a PhD in law from Peking University in 2006. Mr. Ma was appointed as Justice of the Peace in 1998. Mr. Ma was awarded the Silver Bauhinia Star by the Chief Executive of Hong Kong Special Administrative Region in 2015. Mr. Ma is an independent non-executive director of New China Life Insurance Company Limited since December 2019, a company listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (stock code: 01336) and the Shanghai Stock Exchange (stock code: 601336).

Mr. Cheng King Yip ("**Mr. Cheng**"), aged 37, was appointed as an independent non-executive Director, the chairman of the Audit Committee, a member of each of the Nomination Committee and the Remuneration Committee on 28 August 2025. Mr. Cheng has over 15 years of experience in company secretarial services, sustainability consulting and auditing, corporate governance consulting and internal control assessment. Mr. Cheng was awarded a Bachelor of Business Administration (Honours) degree by the City University of Hong Kong in July 2010, majoring in accounting and management information systems. Mr. Cheng is a member of the Hong Kong Institute of Certified Public Accountants and a certified environmental, social and governance (ESG) Analyst. Mr. Cheng currently serves as a member of the sustainability committee of the Hong Kong Institute of Certified Public Accountants. Mr. Cheng has been serving as company secretary or joint company secretary for listed companies, including (i) Skymission Group Holdings Limited (stock code: 1429), since September 2023; (ii) OOH Holdings Limited (stock code: 8091), since January 2025; (iii) Cloud Factory Technology Holdings Limited (stock code: 2512), since May 2025; and (iv) China Chengtong Development Group Limited (stock code: 217), since September 2025. From April 2025 to February 2026, Mr. Cheng was appointed as company secretary of Zhong Jia Guo Xin Holdings Company Limited (stock code: 899). Mr. Cheng served as an independent non-executive director of Summi (Group) Holdings Limited (stock code: 756) from July 2022 to September 2022, and as a non-executive director of Cool Link (Holdings) Limited (stock code: 8491) from February 2019 to January 2021. All of the above companies are listed on the Stock Exchange.

Directors' Report

The directors present their annual report and the audited financial statements of the Company and its subsidiaries (collectively the "**Group**") for the year ended 31 December 2025.

Principal Activities

The Company acts as an investment holding company and provides corporate management services. The activities of its principal subsidiaries are set out in note 34 to the consolidated financial statements.

There was no significant change to the Group's principal activities during the current year.

Results and Appropriations

The results of the Group for the year ended 31 December 2025 is set out in the consolidated statement of profit or loss and other comprehensive income on page 46.

The Board does not recommend the payment of any dividend in respect of the year ended 31 December 2025.

Business Review

A business review of the Group for the year ended 31 December 2025 and a discussion on the Group's future business development, possible risks and uncertainties that the Group may be facing are shown in "Chairman's Statement and Management Discussion and Analysis" section of this annual report. The capital risk management and the financial risk management objectives and policies of the Group are set out in notes 6 and 7 respectively to the consolidated financial statements. An analysis of the Group's performance using financial key performance indicators is shown in "Five-Years Financial Summary" section of this annual report.

Environmental policies and performance

As one of the leading sugar manufacturer in Jamaica, the Group believes that the sugar cane plantation and sugar manufacturing should carry on in an environmentally responsible way. The Group believes that in the long run, due performance of environmental responsibility would definitely improve the effectiveness of the utilisation of the Group's resources and would raise the economic efficiency to the Group.

The Group has established the environmental protection policies that include both emission reduction and energy-saving policies in order to minimize the impacts to the environment. There was no material breach of or non-compliance with environmental policies by our Group.

Compliance with the relevant laws and regulations that have a significant impact on the Company

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations in particular, those have significant impact to the Group. There was no material breach of or non-compliance with applicable laws and regulations by our Group that has a significant impact on the business and operations of our Group.

Business Review *(Continued)*

Key relationships with stakeholders

The Group believes that its success depends on the support from the key stakeholders, which comprise employees, customers, suppliers and shareholders.

Employees

The Group respects its employees and endeavours to provide the better working conditions for its employees. The Group has established various policies in relation to the labour practices including the remuneration and dismissal, recruitment and promotion, working hours, holidays, disciplinary practice, equal opportunity, diversity and other benefits and welfare so as to provide a fair, healthy and safe working environment for all employees. The Group has also established the policies for remuneration of employees so as to provide the fair and competitive remuneration packages for the employees under the systemic remuneration management. The Group provides equal opportunity for employees in respect of promotion, appraisal, training, development and other aspects in order to build up a sound career platform for employees.

Customers

The Group aims at providing its customers with the qualified products and has adopted a system to control strictly the manufacturing processes of its products and the product quality. All products are manufactured according to the specified procedures and are required to undergo a thorough quality inspection process in order to assure the products quality. The Group has maintained a customer service team to handle the enquiries about the products from the customers. The customer service team handles the customers' feedback and complaints according to the stated procedures.

Suppliers

The Group used to work with the suppliers with the same objectives and develops mutually successful working relationships with the key suppliers. The Group strictly follows its policy, which is constructed under the Group's corporate culture of integrity, and professional standard in the selection of suppliers and purchasing process. Although the cost of purchasing is a major consideration in selecting suppliers, the Group would also consider the suppliers' corporate social responsibility performances, which include the suppliers' performances on the aspects of legal and regulatory compliance, business ethics, labour practices and environmental protection etc.

Shareholders

One of the Group's objectives is to maximize shareholders' value and safeguard the interests of the shareholders. The Group believes that good governance is essential to achieving the aforesaid objective so that it has adopted the standards of corporate governance. The Group is committed to ensure the sustainable development of the Group and to maintain the stable dividend payouts after taking into account the capital adequacy levels, liquidity positions and business expansion needs of the Group.

Directors' Report

Permitted Indemnity Provision

A permitted indemnity provision (as defined in section 469 of the Hong Kong Companies Ordinance) for the benefit of the directors of the Company is currently in force and was in force throughout the year of 2025.

Financial Summary

A summary of the results, assets and liabilities of the Group for the past five financial years is set out on page 96.

Property, Plant and Equipment

During the year, the Group spent approximately HK$22,458,000 (2024: approximately HK$4,231,000) on acquisition of property, plant and equipment. Details of these and other movements in the property, plant and equipment of the Group during the year are set out in note 18 to the financial statements.

Share Capital

Details of the Company's share capital are set out in note 28 to the consolidated financial statements.

Distributable Reserves of the Company

The Company's reserves available for distribution consisted of the special reserve (contributed surplus) of approximately HK$468,577,000 (2024: HK$468,577,000) that offset the accumulated losses of approximately HK$1,856,296,000 (2024: HK$1,820,721,000). There were no net distributable reserves available as at 31 December 2025 and 2024.

Major Customers and Suppliers

The aggregate sales attributable to the Group's five largest customers during the year accounted for approximately 98.95% of the Group's turnover and the Group's largest customer accounted for approximately 73.15% of the Group's total sales.

The aggregate purchases attributable to the Group's five largest suppliers during the year accounted for approximately 37.30% of the Group's total purchases and the Group's largest supplier accounted for approximately 8.99% of the Group's total purchases.

At no time during the year did a director, an associate of a director or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's issued share capital) have an interest in any of the Group's five largest suppliers.

Directors and Directors' Service Contracts

The directors of the Company during the year and up to the date of this report were:

Executive Directors:

Mr. Wu Shurong
Ms. Huang Liping (appointed on 30 June 2025)
Mr. Wang Xiang
Mr. Liu Jun
Mr. Li Baojian

Independent Non-Executive Directors:

Mr. Ma Yiu Tim (appointed on 28 August 2025)
Mr. Cheng King Yip (appointed on 28 August 2025)
Dr. Ng Lai Man Carmen (retired on 27 June 2025)
Mr. Tan Chuen Yan Paul (retired on 27 June 2025)
Mr. Shi Zhu (duties suspended on 10 April 2025)

Ms. Huang Liping, Mr. Ma Yiu Tim and Mr. Cheng King Yip will retire from the office in accordance with the Article 26.3 of the Company's Articles of Association and Mr. Wu Shurong and Mr. Wang Xiang will retire from the office in accordance with the Article 26.4 of the Company's Articles of Association. All of them being eligible, offer themselves fro re-election at the forthcoming annual general meeting.

The terms of office of each of the independent non-executive directors is the period up to his retirement by rotation as required by the Company's Articles of Association.

No director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

Mr. Wu Shurong, Mr. Wang Xiang, Mr. Liu Jun, Mr. Li Baojian, Ms. Huang Liping, Mr. Ma Yiu Tim and Mr. Cheng King Yi obtained the legal advice pursuant to Rule 3.09D of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") on 8 September 2025. All of the above mentioned directors confirmed they understood their obligations as a director of a listed company.

Biographical Details of Directors

Biographical details of the Directors are set out in the section headed "Profile of Directors" on pages 9 to 11 of this annual report.

Directors' Remuneration

Details of the Directors emoluments are set out in note 13 to the consolidated financial statements in this annual report. The Directors' remunerations are determined subject to the recommendations of the Remuneration Committee and the Board's approval with reference to Directors' duties, responsibilities and performance and the results of the Group.

Directors' and Chief Executives' Interests in Securities and Short Position

As at 31 December 2025, none of the Directors of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (as defined in Part XV of the SFO) as recorded in the register required to be maintained under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of the Company.

Share Options

2000 Share Option Scheme

The Company's 2000 Share Option Scheme was adopted pursuant to a resolution passed on 4 January 2000 and has terminated by a resolution passed by shareholders on 20 September 2007.

Up to 31 December 2025, no share option was granted since adoption under the terminated 2000 share option scheme.

2007 Share Option Scheme

The Company has, in accordance with Chapter 17 of the Listing Rules, adopted a new share option scheme (the "**2007 Share Option Scheme**"), as approved by the shareholders of the Company at the extraordinary general meeting held on 20 September 2007. The purpose of the 2007 Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to the employees, directors, consultants and advisers of the Group and to promote the success of the Group. The details of the 2007 Share Option Scheme as pursuant to the Listing Rules, are set out in the Company's circular dated 3 September 2007. The 2007 Share Option Scheme was expired in September 2017.

No share option has been granted under the 2007 Share Option Scheme since its adoption.

Arrangements to Purchase Shares or Debentures

Other than the share option scheme as disclosed above, at no time during the year was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of share in, or debentures of, the Company or any other body corporate.

Substantial Shareholders

As at 31 December 2025, the following persons (other than a director or a chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Long Position

	Nature of interests and capacity in which interest are held				
Name	**Beneficial Interest**	**Interest in controlled corporation**	**Interest of Spouse**	**Total**	**Approximate % of the issued share capital**
Guang Dong Agribusiness Group Corporation ("**Guangken**") (Note 1)	800,000,000	569,988,785	–	1,369,988,785	62.52
Guangken Sugar Industry International Co., Ltd. (formerly known as COMPLANT International Sugar Industry Co., Ltd.) ("**Guangken Sugar**") (Note 1)	300,000,000	–	–	300,000,000	13.69
Guangken Rubber (Singapore) Pte. Ltd. ("**Guangken Rubber**") (Note 1)	269,988,785	–	–	269,988,785	12.32
Hollyview International Limited ("**Hollyview**") (Note 2)	212,495,083	–	–	215,943,083	9.70
Mr. Hu Yebi (Note 2)	–	212,495,083	3,448,000	215,943,083	9.86
Ms. Li Ling Xiu (Note 2)	3,448,000	–	212,495,083	215,943,083	9.86

All the interests disclosed above represent long positions in the shares and underlying shares of the Company.

Note 1: Guangken holds 70% of Guangken Sugar and 100% of Guangken Rubber.

Note 2: On 18 October 2023, Hollyview, Mr. Hu Yebi and Ms. Li Ling Xiu declared their interests on the website of Stock Exchange. Hollyview is beneficially and wholly owned by Mr. Hu Yebi, a former director of the Company, and so Mr. Hu Yebi is deemed to be interested in the 212,495,083 Shares held by Hollyview by virtue of the SFO. Mr. Hu Yebi is also deemed to be interested in the Shares held by Ms. Li Ling Xiu, his spouse, by virtue of the SFO. Among these 215,943,083 Shares, 3,448,000 Shares are beneficially owned by Ms. Li Ling Xiu.

Save as disclosed herein, the Company has not been notified of any other person (other than a director of the Company) who had an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO as at 31 December 2025.

Connected Transactions and Continuing Connected Transactions

Connected Transactions

During the year ended 31 December 2025, the Group has not carried out any connected transactions or continuing connected transaction that are not exempt from annual reporting requirement in Chapter 14A of the Listing Rules.

Related Party Transactions

Details of the related party transactions undertaken by the Group in its normal course of business are set out in note 32 to the consolidated financial statements. The related party transactions disclosed in note 32 to the consolidated financial statements do not fall under the definition of "connected transaction" or "continuing connected transaction" pursuant to Chapter 14A of the Listing Rules. For those related party transactions which constituted connected transactions or continuing connected transactions under the Listing Rules, they are set out in the above paragraph headed "Connected Transactions". It has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

Directors' Interest in any Transactions, Arrangement or Contracts of Significance

No transaction, arrangement or contracts of significance, to which the Company, its holding company, fellow subsidiaries or subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Management Contracts

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of the Company's business were entered into or existed during the year.

Equity-Linked Agreements

The Company or any of its subsidiaries have not entered into any equity-linked agreement during the year.

Purchase, Sale or Redemption of the Company's Listed Securities

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities (including sale of treasury shares) during the reporting period. No treasury shares was held by the Company as at 31 December 2025.

Sufficiency of Public Float

Throughout the year ended 31 December 2025 until the date of this report, based on the information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued share capital is held by the public.

Pre-Emptive Rights

There is no provision for pre-emptive rights under the Company's Articles of Association, or the laws in the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

Emolument Policy

The Remuneration Committee reviews the Group emolument policy and structure for all remuneration of the directors and senior management of the Group, having regard to the Group's operating result, individual performance and comparable market statistics.

Corporate Governance

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

Changes in the Directors' Information

There was no change in the Board and the Director's information which are required to be disclosed under Rule 13.51B(1) of the Listing Rules since the publication of the Company's 2025 interim report.

Directors' Interests in Competing Business

None of the Directors or their respective close associates (as defined in the Listing Rules) had any interest in a business that competed or was likely to compete, either directly or indirectly, with the business of the Group, other than being a director of the Company and/or its subsidiaries during the year.

Independent Non-Executive Directors' Confirmation of Independence

The Company has received annual confirmations from each of the independent non-executive Directors in respect of their independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee assessed the independence of the independent non-executive directors and affirmed that all independent non-executive directors remained independent.

Auditor

The Group appointed BDO Limited as the independent auditor for the year ended December 31, 2025. It is responsible for auditing and forming an independent opinion on the Group's annual consolidated financial statements. BDO Limited was appointed as auditor of the Company on 18 December 2015 to fill the vacancy following the resignation of SHINEWING (HK) CPA Limited. There has been no change in auditor thereafter.

The consolidated financial statements have been audited by BDO Limited who will retire and being eligible to be reappointed as auditor of the Company at the forthcoming annual general meeting.

On behalf of the Board
Wu Shurong
Chairman

Hong Kong, 24 April 2026

The Board is pleased to present this Corporate Governance Report of the Group for the year ended 31 December 2025.

Corporate Governance Practices

The Board acknowledges the importance of the highest standards of corporate governance as the Board believes that effective corporate governance practices are fundamental to enhancing the Shareholders' value and safeguarding interest of the Shareholders. Accordingly, the Company has adopted sound corporate governance principles that emphasis an effective internal control and accountability to all Shareholders.

Code On Corporate Governance Practices

During the year ended 31 December 2025, the Company has complied with the code provisions of the Corporate Governance Code as set out in the Part 2 of the Appendix C1 to the Listing Rules (the "**Code**"), except for the following deviation: –

Code Provision C.2.1

Under the code provision C.2.1, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

Following the resignation of Mr. Liaw Yuan Chian as Managing Director on 16 December 2010, the Company has not appointed a new Managing Director or chief executive officer. Accordingly, no individual currently performs the role of chief executive officer of the Company. The Company has not refilled these positions yet that calls for an exhaustive scrutiny in the selection. The Board considered the balance of power between the Board members and the balance of authority between the Board and the management have not been impaired after the resignation of the Managing Director, given that about half of the Board members are independent non-executive and a clear division of responsibilities are in place for the running of the business of the Group. The Company remains structured to ensure appropriate segregation of duties so that power is not concentrated in any one individual.

The Company will continue to regularly review and monitor its corporate governance practices to ensure compliance with the Code, and maintain a high standard of corporate governance practices.

* *The amendments to the Code effective on 1 July 2025 will apply to the corporate governance reports and annual reports of the Company for the financial years commencing on or after 1 July 2025.*

NON-COMPLIANCE WITH LISTING RULES

Following the retirement of Dr. Ng Lai Man Carmen and Mr. Tan Chuen Yan Paul on 27 June 2025, the Company had only one independent non-executive Director which fell short of the minimum number (namely three independent non-executive Directors) and proportion (namely one-third of the Board) as required under Rule 3.10(1) and Rule 3.10A of the Listing Rules. Also, the composition of the Audit Committee, the Remuneration Committee and the Nomination Committee did not meet the requirements under Rule 3.10(2), Rule 3.21, Rule 3.25 and Rule 3.27A of the Listing Rules. At that time,

(i) the Audit Committee did not have a member with appropriate professional qualification or accounting or related financial management expertise, did not have a chairman and comprises of only one independent non-executive Director, which failed to comply with the requirement of at least one independent non-executive Director who has appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10(2) of the Listing Rules and the Audit Committee shall comprise a minimum of three members and the Audit Committee shall be chaired by an independent non-executive Director under Rule 3.21 of the Listing Rules;

(ii) the Remuneration Committee comprised of two executive Directors and two independent non-executive Directors, which failed to comply with the requirement of Rule 3.25 of the Listing Rules in respect of having a majority members being independent non-executive Director;

(iii) The Nomination Committee comprised of two executive Directors and two independent non-executive Directors, which failed to comply with the requirement of Rule 3.27A of the Listing Rules in respect of having a majority members being independent non-executive Director.

Furthermore, following the retirement of Dr. Ng, the Company had a single gender board which did not meet the diversity requirement under Rule 13.92 of the Listing Rules.

Following the appointment of Ms. Huang Liping as an executive Director on 30 June 2025, the Company has re-complied with the requirement under Rule 13.92 of the Listing Rules.

Following the appointments of Mr. Ma Yiu Tim and Mr. Cheng King Yip as independent non-executive Directors on 28 August 2025 and changes in composition of Board committees,

(i) the Board includes three independent non-executive Directors, representing one-third of the Board, and one of the independent non-executive Directors has appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules, which meet the requirement under Rule 3.10 (1), Rule 3.10(2) and 3.10A of the Listing Rules;

(ii) the Audit Committee is chaired by an independent non-executive Director and comprises three independent non-executive Directors, one of whom is an independent non-executive Director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules, which meet the requirement under Rule 3.21 of the Listing Rules;

(iii) the Remuneration Committee comprises five members and comprises a majority of independent non-executive Directors, which meets the requirement under Rule 3.25 of the Listing Rules; and

(iv) the Nomination Committee comprises five members and comprises a majority of independent non-executive Directors, which meets the requirement under Rule 3.27A of the Listing Rules.

Subsequent to above changes, the Company is in compliance with the requirements under Rules 3.10 (1), 3.10(2), 3.10A, 3.21, 3.25 and 3.27A of the Listing Rules.

Corporate Culture

A positive and progressive corporate culture across the Group is vital for the Company to achieve its purpose towards the sustainable growth. It is the role of the Board to foster the Group's corporate culture with the core principles of integrity and accountability to guide the behaviours of its employees and ensure that the Company's purpose, values and business strategies are aligned to it.

For details of the Company's achievements during the reporting period, please see the section headed "Chairman's Statement & Management Discussion and Analysis" in this annual report. The Board believes that the Company's existing business model is in line with the Company's objective and long-term strategy.

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors.

Having made specific enquiry of all Directors, all Directors declared that they have complied with the Model Code for the year ended 31 December 2025.

The Board of Directors

(a) Responsibilities

The Board is responsible for determining the overall strategy and corporate development and ensuring the business operations are properly monitored. The Board reserves the right to decide all policy matters of the Group and material transactions. The Board delegates the day-to-day operations to general managers and department heads who are responsible for different aspects of the operations of the Group. The Directors are continually updated with the regulatory requirements, business activities and development of the Group to facilitate the discharge of their responsibilities. The management has the obligation to supply the Board and the various Committees with adequate information in a timely manner to enable the members to make informed decisions. Each Director has separate and independent access to the Group's management to acquire more information than is volunteered by management and to make further enquiries if necessary. There are established procedures for Directors to seek independent professional advices for them to discharge their duties and responsibilities, where appropriate at the Company's expenses.

(b) Composition

The Board currently comprises five executive Directors and three independent non-executive Directors from different business and professional fields. The Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business and professional expertise, experiences and independent judgment to the Board for its efficient and effective delivery of the Board function.

The Board of Directors *(Continued)*

(b) Composition *(Continued)*

Composition of the Board and its changes during the year ended 31 December 2025 and up to date of this annual report is as follows:

Executive Directors:

Mr. Wu Shurong
Ms. Huang Liping (appointed on 30 June 2025)
Mr. Wang Xiang
Mr. Liu Jun
Mr. Li Baojian

Independent Non-Executive Directors:

Mr. Ma Yiu Tim (appointed on 28 August 2025)
Mr. Cheng King Yip (appointed on 28 August 2025)
Dr. Ng Lai Man Carmen (retired on 27 June 2025)
Mr. Tan Chuen Yan Paul (retired on 27 June 2025)
Mr. Shi Zhu (duties suspended on 10 April 2025)

The profiles of Director at date of this report are set out in the "Profile of Directors" section on pages 9 to 11.

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

(c) Appointment and Re-election of Directors

According to the Company's articles of association, one-third of the Directors are required to retire from office at each annual general meeting, provided that every Director shall be subject to retirement by rotation at least once in every three years. The Directors to retire every year shall be those appointed by the Board during the year and those who have been longest in office since their last re-election. Any new Director appointed as an addition to the Board shall submit himself/herself for re-election by Shareholders at the next following annual general meeting of the Company after appointment.

The Board of Directors *(Continued)*

(d) Induction for Directors

Each newly appointed Director will receive comprehensive, formal and tailored induction on the first occasion of his/her appointment, so as to ensure that he/she has proper understanding of the business and operations of the Group and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

(e) Directors' Continuous Training and Development

Upon appointment to the Board, Directors will receive a package of orientation materials on the Group and are provided with a comprehensive induction to the Group's businesses by senior executives.

All newly appointed Directors have received the induction programmes and briefing on Director's duties and obligations on corporate governance and regulating requirements prepared and delivered by our external legal advisor immediately prior to or on their respective date of appointment.

Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution into the Board remains informed and relevant.

All Directors have participated in continuous professional development by studying written materials relevant to Director's duties and responsibilities,corporate governance and the latest developments on the relevant laws, rules and regulations.

(f) Board Meetings and Shareholders Meetings

Pursuant to the code provision C.5.1 of the Corporate Governance Code, the Board should meet regularly and Board meetings should be held at least four times a year at approximately quarterly intervals.

Apart from regular Board meetings, the Chairman of the Board also held a meeting with all independent non-executive Directors, without presence of other Directors.

The attendance of each Director at the Board meetings, Board committees meetings and general meeting during the year ended 31 December 2025 is set out in the following table:

	Number of meetings attend in person or by proxies/eligible to attend					
					Annual General Meeting	
Directors	Board Meeting	Audit Committee Meeting	Remuneration Committee Meeting	Nomination Committee Meeting	Number of meetings attend in person/eligible to attend	Number of meetings attend by proxy/eligible to attend
Mr. Wu Shurong	5/5	–/–	2/2	2/2	1/1	0/1
Ms. Huang Liping[1]	3/3	–/–	–/–	–/–	0/0	0/0
Mr. Wang Xiang[2]	5/5	–/–	–/–	–/–	0/1	0/1
Mr. Liu Jun	5/5	–/–	2/2	–/–	0/1	0/1
Mr. Li Baojian	5/5	–/–	–/–	–/–	0/1	0/1
Mr. Ma Yiu Tim[3]	2/2	1/1	–/–	–/–	0/0	0/0
Mr. Cheng King Yip[4]	2/2	1/1	1/2	1/2	0/0	0/0
Dr. Ng Lai Man Carmen[5]	2/3	3/3	1/2	1/2	1/1	0/1
Mr. Tan Chuen Yan Paul[6]	2/3	3/3	1/1	1/1	0/1	0/1
Mr. Shi Zhu[7]	1/1	1/1	1/1	1/1	1/1	0/1

The Board of Directors *(Continued)*

(f) Board Meetings and Shareholders Meetings *(Continued)*

Notes:

1. Ms. Huang Liping was appointed as an executive Director and as a member of Nominee Committee on 30 June 2025.

2. Mr. Wang Xiang ceased to be a member of Nomination Committee on 30 June 2025.

3. Mr. Ma Yiu Tim was appointed as an independent non-executive Director, a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee on 28 August 2025.

4. Mr. Cheng King Yip was appointed as an independent non-executive Director, the chairman and a member of the Audit Committee, a member of each of Nomination Committee and the Remuneration Committee on 28 August 2025.

5. Dr. Ng Lai Man Carmen retired from office as an independent non-executive Director and ceased to be a member of each of Audit Committee, the Remuneration Committee and the Nomination Committee on 27 June 2025.

6. Mr. Tan Chuen Yan Paul retired from office as an independent non-executive Director and ceased to be a member of each of Audit Committee, the Remuneration Committee and the Nomination Committee on 27 June 2025.

7. Mr. Shi Zhu's duties as an independent non-executive Director were suspended from 10 April 2025.

Independence of Non-Executive Directors

The Company has received annual confirmations from each of the independent non-executive Directors in respect of their independence pursuant to Rule 3.13 of the Listing Rules and considers all the independent non-executive Directors to be independent parties. Each independent non-executive Director is required to inform the Company as soon as practicable if there is any change in his or her own personal particulars that may affect his or her independence.

Independence and Gender Diversity

The independent non-executive Directors bring independent judgement, knowledge and experience to the Board.

Following the retirement of Dr. Ng Lai Man Carmen as an independent non-executive Director on 27 June 2025, the Company had a single gender board which did not meet the diversity requirement under Rule 13.92 of the Listing Rules. Following the appointment of Ms. Huang Liping as an executive Director on 30 June 2025, the Company has re-complied with Rule 13.92 of the Listing Rules.

The Company has established the following mechanisms to ensure independent views and input are available to the Board:

1. Three out of the eight directors are independent non-executive Directors which represents more than one-third of the Board.

2. All independent non-executive Directors continue to devote adequate time contribution to the Company.

3. All independent non-executive Directors share their views and opinions through regular Board/Committee meetings.

4. External independent professional advice would be provided to independent non-executive Directors upon reasonable request to assist them to perform their duties to the Company.

5. The Nomination Committee will assess the independence of a candidate for a new independent non-executive Director appointment and also the continued independence of existing independent non-executive Directors on an annual basis. All independent non-executive Directors are required to confirm in writing annually their compliance of independence requirements pursuant to Rule 3.13 of the Listing Rules.

6. No equity-based remuneration with performance-related elements will be granted to the independent non-executive Directors.

During the financial year ended 31 December 2025, the Board reviewed the implementation and effectiveness of the abovementioned mechanisms and considered that such mechanisms remain effective.

Board Committees

The Company's corporate governance is implemented through a structured hierarchy, which includes the Board of Directors and three committees of the Board, namely the Audit Committee, the Nomination Committee and the Remuneration Committee. Each of these committees has specific written terms of reference, which deal clearly with their authorities and duties. The chairmen of the committees will report the findings and recommendations of the committees to the Board after each meeting. The minutes of all meetings of the committees are circulated to the Board for information.

(a) Nomination Committee

The Nomination Committee was established by the Company in February 2012. On 27 June 2025, each of Dr. Ng Lai Man Carmen and Mr. Tan Chuen Yan Paul ceased to be a member of the Nomination Committee. On 30 June 2025, Ms. Huang Liping was appointed as a member of Nomination Committee and Mr. Wang Xiang ceased to be a member of Nomination Committee. On 28 August 2025, each of Mr. Ma Yiu Tim and Mr. Cheng King Yip was appointed as a member of the Nomination Committee. The Nomination Committee currently comprises two executive Directors, namely Mr. Wu Shurong and Ms. Huang Liping, and three independent non-executive Directors, namely Mr. Shi Zhu, Mr. Ma Yiu Tim and Mr. Cheng King Yip. Mr. Wu Shurong is the chairman of the Nomination Committee.

The following was a summary of the work performed by the Nomination Committee in year 2025:

1. reviewed the Board's composition.

2. assessed the independence of all the independent non-executive Directors and reviewed the independent non-executive Directors' confirmations on their independence.

3. nominated Mr. Shi Zhu, for the Board's recommendations to stand for election at the 2025 annual general meeting of the Company and reviewed the relevant sections in the circular to the shareholders of the Company.

4. reviewed the relevant disclosures made in the Directors' Report of the 2024 annual report of the Company (the "**Annual Report**").

5. reviewed and recommended to the Board the appointments of i) Ms. Huang Liping's appointment as an executive Director and as a member of Nomination Committee on 30 June 2025; ii) Mr. Ma Yiu Tim's appointment as an independent non-executive Director, a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee on 28 August 2025; and iii) Mr. Cheng King Yip's appointment as an independent non-executive Director, the chairman and a member of the Audit Committee, a member of each of Nomination Committee and the Remuneration Committee on 28 August 2025.

6. reviewed the Corporate Governance Report, which was included in the Annual Report.

7. reviewed the Group's compliance with the Code.

8. reviewed the Nomination Policy and the revised Board Diversity Policy of the Company (the "**Board Diversity Policy**").

9. considered those topics, which were requested by the Board and reviewed those relevant documents.

Board Committees *(Continued)*

(a) Nomination Committee *(Continued)*

Below is the summary of the Nomination Policy of the Company:

The Board has formalised the Company's existing approach and procedures and adopted a Director nomination policy effective since 1st January 2019. Below is a summary of the Nomination Policy of the Company:

Objective

1. This Policy aims to set out the major selection criteria and nomination procedures for the Nomination Committee of the Company to select and recommend candidates for directorship.

Selection Criteria

2. The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate:–

   (a) The ability to assist and support management and make significant contributions to the Group's success;

   (b) Experience and reputation in the businesses of the Group and other relevant sectors;

   (c) Commitment in respect of sufficient time, the relevant interest and attention to the Group's business;

   (d) Reputation for integrity;

   (e) Compliance with the criteria of independence as prescribed under Rule 3.13 of the Listing Rules for the appointment of an independent non-executive director;

   (f) Diversity in all aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional background, skills, knowledge and experience; and

   (g) Any other relevant factors as may be determined by the Nomination Committee or the Board from time to time.

3. The appointment of any proposed candidate to the Board or re-appointment of any existing member(s) of the Board shall be made in accordance with the Articles of Association of the Company and other applicable rules and regulations.

Nomination Procedures

4. If the Board determines that an additional or replacement Director is required, the Nomination Committee shall identify individuals suitably qualified to become Board members and make recommendations for the Board's consideration and approval. The Nomination Committee will deploy multiple channels for identifying suitable director candidates, including referral from Directors, shareholders, management, advisors of the Company and external executive search firms.

Board Committees *(Continued)*

(a) Nomination Committee *(Continued)*

Nomination Procedures (Continued)

5. Regarding the appointment of any proposed candidates to become Board members, the Nomination Committee shall undertake adequate due diligence in respect of each proposed candidate and make recommendations for the Board's consideration and approval.

6. Regarding the re-appointment of any existing members of the Board, the Nomination Committee shall make recommendations to the Board for its consideration and recommendation, the proposed candidates to stand for re-election at a general meeting.

7. Regarding the procedures for shareholders' nomination of any proposed candidate for election as a director, please refer to the "Procedures for a Member to Propose a Person for Election as a Director", which is available on the Company's website.

8. The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at a general meeting.

Review of this Policy

9. The Nomination Committee will review this Policy, as appropriate, to ensure the effectiveness of this Policy. The Nomination Committee will discuss any revisions that may be required and recommend any such revisions to the Board for consideration and approval.

Below is the summary of the Board Diversity Policy and the achievement on the measurable objectives during the year under review:

The Board has adopted a board diversity policy on 27th March 2014 which was subsequently modified. The revised board diversify policy, among others, has set measurable objectives (in terms of gender, age, skills and experience) to implement the Board Diversity Policy with effective from 1st January 2019.

All board appointments will be based on meritocracy, and candidates will be considered based on objective criteria, having due regard for the benefits of diversity on the Board. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge, and experience. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Nomination Committee will report annually on the Board's composition under diversified perspectives, and monitor the implementation of this policy. The Nomination Committee will discuss any policy's revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

During the financial year ended 31 December 2025, the Nomination Committee reviewed the Board's composition in accordance with the Listing Rules, the Board Diversity Policy and the Nomination Policy and considered that the Board consists of a diverse mix of members and has provided a good balance of skills and experience appropriate to the business needs of the Group.

Board Committees *(Continued)*

(a) Nomination Committee *(Continued)*

Review of this Policy (Continued)

The Nomination Committee also reviewed the Nomination Policy and the Board Diversity Policy and considered such policies remain effective and appropriate for the Company. The Nomination Committee will discuss any revisions to the aforesaid policies that may be required, and recommend any such revisions to the Board for consideration and approval.

The Nomination Committee continues to monitor the implementation of the Board Diversity Policy by conducting review of the Board's composition at least annually.

The Board consists of eight Directors, including five executive Directors and three independent non-executive Directors, represented by one female and seven male Directors. The Board targets to maintain at least the current level of female representation. The Board will take opportunities to increase the proportion of female members over time when selecting and making recommendation on suitably qualified candidates for Board appointments.

The Company has taken measures to promote diversity at all levels of its workforce. Training and career development are equally opened to all eligible employees without discrimination. As at 31 December 2025, the workforce of the Group's comprised 85.0% male and 15.0% female. The total gender diversity of the Group is acceptable and the Group will strive to continue maintaining a gender diverse workforce. For further information about the gender ratio in the workforce, please refers to the 2025 Environment, Social and Governance Report. As the members of the Board coincide with majority of the members of the senior management of the Group and the gender ratio of the Board has been disclosed, no disclosure about the gender ratio of the senior management could be made.

During the year under review, the Board has achieved the following measurable objectives:

1. at least one-third of the Board is composed of independent non-executive Directors;

2. at least one Director is a qualified accountant;

3. at least one Director has relevant experience in the sugar cane growing and sugar manufacturing industry;

4. at least one Director has relevant experience in law; and

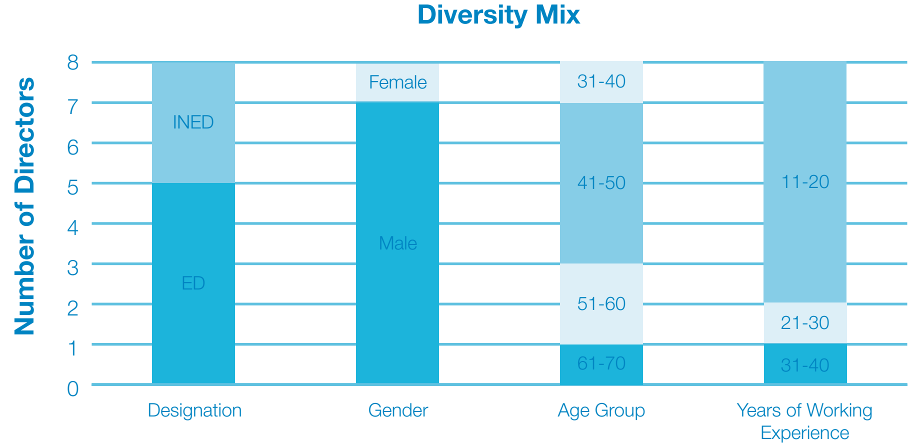
5. at least one Director has relevant experience in finance.

Board Committees *(Continued)*

(a) Nomination Committee *(Continued)*

Review of this Policy (Continued)

As at 31 December 2025, the analyses of the Board's composition based on the measurable objectives are set out below:



Remarks:
ED — executive Director
INED — independent non-executive Director

Board Committees *(Continued)*

(b) Remuneration Committee

A Remuneration Committee was established by the Company in 2005. On 27 June 2025, each of Dr. Ng Lai Man Carmen and Mr. Tan Chuen Yan Paul ceased to be a member of the Remuneration Committee. On 28 August 2025, each of Mr. Ma Yiu Tim and Mr. Cheng King Yip was appointed as a member of the Remuneration Committee. The Remuneration Committee currently comprises two executive Directors of the Company, namely Mr. Wu Shurong and Mr. Liu Jun and three independent non-executive Directors of the Company, namely Mr. Shi Zhu, Mr. Ma Yiu Tim and Mr. Cheng King Yip. Mr. Shi Zhu is the chairman of the Remuneration Committee.

The primary function of the Remuneration Committee is to make recommendations to the Board on the Group's policy and structure for all remuneration of Directors and senior management. The terms of reference of the Remuneration Committee are available on the website of the Stock Exchange and the Company's website.

The following was a summary of the work performed by the Remuneration Committee in year 2025:

1. reviewed and made recommendation to the Board on the remuneration package of a newly appointed executive Director and independent non-executive Directors.

2. reviewed the Group's emolument policy and structure for the remuneration of Directors and senior management of the Group, having regard to the Group's operating results, individual performance and comparable market statistics.

3. assessed the performance of the executive Directors and considered the remuneration package of executive Directors by reference to the prevailing packages with companies listed on the main Board of the Stock Exchange.

4. reviewed the relevant disclosures made in the Directors' Report of the Annual Report.

5. reviewed the Corporate Governance Report, which was included in the Annual Report.

6. reviewed the Group's compliance with the Code.

7. considered those topics, which were requested by the Board and reviewed those relevant documents.

Details of the remuneration of each of the Directors of the Company are set out in note 13 to the consolidated financial statements. The annual remuneration of the member of the senior management by band for the year ended 31 December 2025 is set out below:

	Number of individuals
Nil to HK$1,000,000	1

Note: Mr. Wan Hok Shing resigned as the financial controller and company secretary of the Group on 26 January 2026.

Board Committees *(Continued)*

(c) Audit Committee

An Audit Committee was established by the Company in 1998. On 27 June 2025, Dr. Ng Lai Man Carmen ceased to be a chairwoman and Mr. Tan Chuen Yan Paul ceased to be a member of the Audit Committee. On 28 August 2025, Mr. Ma Yiu Tim was appointed as a member and Mr. Cheng King Yip was appointed as a chairman of the Audit Committee. The Audit Committee currently comprises three independent non-executive Directors of the Company, namely Mr. Shi Zhu, Mr. Ma Yiu Tim and Mr. Cheng King Yip. Mr. Cheng King Yip is the chairman of the Audit Committee.

The primary function of the Audit Committee is to review and supervise the Group's financial reporting process and internal controls. The terms of reference of the Audit Committee are available on the website of the Stock Exchange and the Company's website.

The following was a summary of the work performed by the Audit Committee in year 2025:

1. reviewed the Group's consolidated financial statements for the year ended 31 December 2024 and the annual results announcement with a recommendation to the Board for approval.

2. reviewed the relevant disclosures made in the Directors' Report of the Annual Report.

3. reviewed the Corporate Governance Report, which was included in the Annual Report.

4. reviewed the Environmental, Social and Governance Report, which was published on the websites of the Stock Exchange and the Company's website.

5. met with the external auditor without the presence of the executive directors of the Board.

6. reviewed the Group's consolidated financial statements for the six months ended 30 June 2025 and the interim results announcement with a recommendation to the Board for approval.

7. assessed broadly any special risks faced by the Group and reviewed the adequacy and effectiveness of the Company's internal control system and risk management system, financial reporting system and associated procedures.

8. reviewed the Group's policies and practices on corporate governance and made recommendations to the Board.

9. reviewed the findings and recommendations submitted by the Group Internal Audit Department.

10. reviewed the continuing connected transaction report.

11. made recommendation on the appointment or reappointment of the external auditor.

Board Committees *(Continued)*

(c) Audit Committee *(Continued)*

12. reviewed the reports including the 2025 audit planning report submitted by the external auditor.

13. considered the 2025 audit fees with a recommendation to the Board for approval.

At the Audit Committee meeting on 27 March 2026, the Audit Committee reviewed the Group's consolidated financial statements for the year ended 31 December 2025 and the annual results announcement with a recommendation to the Board for approval.

Directors' Responsibility for the Consolidated Financial Statements

The management provides such explanation and information to the Board so as to enable the Board to make an informed assessment of the financial and other information put before the Board for approval.

The Directors acknowledge their responsibility to prepare the consolidated financial statements that give a true and fair view of the state of affairs of the Group. The Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern, the Board has prepared the consolidated financial statements on a going concern basis.

The responsibility of the external auditor, BDO Limited, is to form an independent opinion, based on their audit, on those consolidated financial statements prepared by the Board and to report their opinion solely to the shareholders of Company, as a body, and for no other purpose.

The Company has announced its annual and interim results in a timely manner within approximately three months and two months, respectively, after the end of the relevant period in order to enhance high level of corporate transparency.

Risk Management and Internal Controls

The Board acknowledges its responsibility for overseeing the Group's risk management and internal control systems and reviewing their effectiveness at least annually with the assistance from the Audit Committee. The Audit Committee assists the Board in fulfilling its oversight and corporate governance roles in the Group's financial, operational, compliance, risk management and internal controls, and the resourcing of the finance and internal audit functions. To assist the Audit Committee to fulfill its responsibilities, the senior management has to identify, update and report the key risk areas which covered all aspects of corporate strategies, operation and finance to the Board.

Appropriate policies and controls have been designed and established to ensure that assets are safeguarded against improper use or disposal, relevant rules and regulations are adhered to and complied with, reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements, and key risks that may impact on the Group's performance are appropriately identified and managed. However, the systems and internal controls can only provide reasonable and not absolute assurance against material misstatement or loss, as they are designed to manage, rather than eliminate the risk of failure to achieve business objectives.

The various departments of the Group, as risk owners, identify, evaluate, mitigate and monitor their own risks, and report such risk management activities to the directors of the Group at each regularly scheduled meeting throughout the year. The internal audit department of the Controlling Shareholders which controlled several listed companies in Hong Kong and the People's Republic of China is sharing this group resource to carry the internal audit function (the "**Group Internal Audit Department**"). The Group Internal Audit Department reviews significant aspects of risk management and internal control for the Group, reports to the Board and the Audit Committee at least annually, including amongst other things, significant risks of the Group and the appropriate mitigation of identified risks and the results of their activities during the preceding period pertaining to the adequacy and effectiveness of internal controls, including but not limited to, any indications of failings or material weaknesses in those controls. The annual work plan of Group Internal Audit Department covers major activities and processes of the Group's operations and businesses units. Special reviews are also performed at the Board' request. The results of these audit activities are communicated to the Board and the Audit Committee at least annually. Audit issues are tracked, followed up for proper implementation, and their progress are reported to the Board and the Audit Committee at least annually.

The Group Internal Audit Department provides independent advices to the Board, the Audit Committee and the executive management of the Group on the adequacy and effectiveness of internal controls for the Group. The Group Head of Internal Audit Department reports directly to the Chairman of the Audit Committee and the respective directors (as the case may be).

The senior management of the Group, supported by the Board, is responsible for the design, implementation and monitoring of the risk management and internal control systems, and for reporting to the Board and/or the Audit Committee on the effectiveness of these systems.

Risk Management and Internal Controls *(Continued)*

The following key processes are used to identify, evaluate and manage the Group's significant risks:

1. the Board establishes the scope and establishes the risk assessment criteria.

2. various departments identify the risks, which may potentially impact the achievement of their business objectives, analyze and evaluate the significance of such risks.

3. various departments assess the adequacy of existing controls, determine and implement plans where risks are mitigated.

4. various departments monitor those activities to mitigate the risks.

5. the Group Internal Audit Department tracks the progress of those activities to mitigate the risks and reports regularly to the Board and the Audit Committee.

The Company has adopted policies and procedures for assessing and improving the effectiveness of its risk management and internal control systems, including requiring the executive management of the Group to provide confirmation to the Board on the effectiveness of these systems annually.

The Group maintains a whistleblowing policy and the Board oversees a set of comprehensive procedures whereby employees, customers, suppliers and other concerned parties can report any actual or suspected occurrence of improper conduct involving the Company, and for such matters to be investigated and dealt with efficiently in an appropriate and transparent manner. The Board has designated the Audit Committee to receive on its behalf any such reports, to oversee the conduct of subsequent investigations, and to provide information, including recommendations arising from any investigations for consideration by the Board. All reported cases would be investigated in a fair and proper manner by the Audit Committee. The Audit Committee will classify the reported cases according to their natures and reports the cases directly to the Board. The investigation reports of the reported cases are sent to the Audit Committee on a regular basis for review.

The whistleblowing policy would be reviewed and updated periodically to align with industry best practice.

The Group's corporate culture is the key components of the Group's corporate governance framework. It provides the guiding principles for the employees to perform justifiably and behave with integrity, uprightness and honesty. It also puts all employees under stringent obligations as to the manner to which they should deal with the issues of bribery, conflicts of interest and compliance with the Group's policies and practices etc.

The Group has zero tolerance for corruption and related malpractice. The anti-corruption policy forms an integral part of the Group's corporate governance framework. Other relevant policies of the framework, including the whistleblowing policy and the code of conduct, outline the Group's aims and requirements of business ethics, as well as the investigation and reporting mechanism of suspected corruption practices.

Risk Management and Internal Controls *(Continued)*

The Group does not only require all its employees to behave with integrity but also requests its suppliers and business partners to observe the same ethical standards. The Group also prohibits all its employees from taking advantages of their powers and authorities for personal interests. The Group treats the issues on bribery, extortion, fraud and money laundering very seriously and complies with the laws of the place where the business of the Group carries on, to report the issues to the relevant Government authorities. These demonstrate the Group's commitment to the practice of ethical business conduct and the compliance of the anti-corruption laws and regulations of the place where the business of the Group carries on.

The anti-corruption policy would be reviewed and updated periodically to align with the applicable laws and regulations as well as the industry best practice.

The Company strictly regulates the handling and dissemination of inside information to ensure inside information remains confidential until the disclosure of such information is appropriately approved, and the dissemination of such information is efficiently and consistently made.

During the financial year ended 31 December 2025, the Audit Committee assessed broadly any special risks faced by the Group and conducted a review on the effectiveness of the risk management and internal control systems of the Group. The heads of major departments were required to undertake self-assessments of their key controls. Internal Audit Department of Head Office will review their finding. The internal audit reporting and findings were assessed by the Audit Committee. The Audit Committee then reviewed these findings and reported the same to the Board. The Audit Committee and the Board were not aware of any areas of concern that would have a material impact on the Group's financial position or results of operations and considered the risk management and internal control systems to be generally effective and adequate including the adequacy of resources, staff qualifications and experience, training programs and budget of the accounting, internal audit and financial reporting functions.

During year ended 31 December 2025, the Group Internal Audit Department conducted selective reviews on the effectiveness of the risk management and internal control systems over operational, financial and compliance controls of principal subsidiaries of the Group.

In addition to the review of risk management and internal controls undertaken within the Group, the external Auditor also assessed the adequacy and effectiveness of certain key risk management and internal controls as part of their statutory audits. Where appropriate, the external Auditor's recommendations are adopted and enhancements to the risk management and internal controls will be made.

Auditor's Remuneration

For the financial year ended 31 December 2025, the fee paid/payable to the Group's auditor, BDO Limited, is set out as follows:

Services rendered	**Fee paid/payable** HK$'000
Audit services fee for 2025 annual report	650
Non-audit services	
– Agreed-upon procedures on preliminary announcement of results	10
Total	660

Company Secretary

Ms. Leung Chi Ching ("**Ms. Leung**") was appointed as company secretary of the Company on 26 January 2026 in replacement of Mr. Wan Hok Shing. She is an assistant manager of company secretarial services of Vistra Corporate Services (HK) Limited. Ms. Leung has over 7 years of experience in the corporate services industry and has been providing professional company secretarial and compliance services to Hong Kong listed companies, Hong Kong private and offshore companies. Ms. Leung obtained a Master of Science in Professional Accounting and Corporate Governance from City University of Hong Kong in 2021. She is an associate member of The Chartered Governance Institute in United Kingdom and The Hong Kong Chartered Governance Institute.

In compliance with Rule 3.29 of the Listing Rules, Ms. Leung has undertaken no less than 15 hours of relevant professional training during the year ended 31 December 2025.

The primary contact of Ms. Leung at the Company is Mr. Wu Shurong, the executive director of the Company.

Dividend Policy

The Board has adopted a dividend policy effective since 1 January 2019. This policy aims to set out guidelines for the Board to determine whether dividends are to be declared and paid, and the level of dividend to be paid to the shareholders of the Company.

The Company intends to retain all available funds and earnings, if any, to finance the development and expansion of its business.

Any future determination for the declaration or recommendation of dividends will be made at the absolute discretion of the Board. In proposing any dividend payout, the Board should also take into account, inter alia, the following factors:–

1. the strategies, business cycle, operations, earnings, financial condition, cash requirements and availability as well as capital expenditure and future development requirements of the Company and its subsidiaries (the "**Group**");

2. the possible effects of the Group's credit-worthiness, the financial covenants to which the Group is subject and any restrictions on the payment of dividends that may be imposed by the Group's lenders;

3. the interests of the Shareholders, the dividend receivable/received by the Company from its subsidiaries and the taxation consideration;

Dividend Policy *(Continued)*

4. any restrictions under all applicable laws (including the Companies Law of the Cayman Islands), rules, codes and regulations, the accounting policies and financial reporting standards that the Group has adopted as well as the articles of association of the Company (the "**Articles of Association**"); and

5. Any other factors that the Board deems appropriate.

The Company will review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy from time to time.

Shareholders' Rights

(a) Convening an Extraordinary General Meeting

Pursuant to article 72 of Articles of Association of the Company, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times has the right, by written requisition specifying the objects of the meeting and signed by the requisitionists to the Company's principal place of business in Hong Kong at 18/F, Yue Thai Commercial Building, 128 Connaught Road Central, Sheung Wan, Hong Kong to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition.

(b) Putting Forward Proposals at General Meeting

There are no provisions under the Company's articles of association regarding procedures for shareholders to put forward proposals at general meetings other than a proposal of a person for election as Director. Shareholders may follow the procedures set out above to convene an extraordinary general meeting for any business specified in such written requisition.

(c) Procedures for Directing Shareholders' Enquiries to the Board

Shareholders may at any time send their written enquiries and concerns to the Board to the Company's principal place of business in Hong Kong at 18/F, Yue Thai Commercial Building, 128 Connaught Road Central, Sheung Wan, Hong Kong. Enquiries will be dealt with in a timely and informative manner.

Shareholders may also make enquiries with the Board at the general meetings of the Company.

Communication with Shareholders

The aim of the Shareholders Communication Policy of the Company (the "**Shareholders Communication Policy**") is to provide the shareholders of the Company and, in appropriate circumstances, the investment community at large with ready, equal and timely access to balanced and understandable information about the Company, in order to enable them to make informed assessments of the Company, and to allow shareholders of the Company and the investment community to engage actively with the Company.

The Shareholders Communication Policy sets out various communication channels for the shareholders of the Company to communicate their views on various matters affecting the Company, as well as steps taken to solicit and understand the views of the shareholders of the Company and the stakeholders.

Communication with Shareholders *(Continued)*

Information shall be communicated to the shareholders of the Company and the investment community mainly through the Company's announcements, results announcements, annual and interim reports, annual general meetings and other general meetings that may be convened as well as all the disclosures submitted to the Stock Exchange to be made available on the website of the Stock Exchange and the Company's website which provides an effective communication platform to the public and the shareholders of the Company.

The annual general meeting enables the shareholders of the Company to exchange views with the Board. A notice of annual general meeting is sent to the shareholders of the Company at least 21 clear days before the meeting. The chairman of the Audit Committee have attended at the annual general meeting to be available to answer the questions of the shareholders of the Company.

Separate resolutions are proposed at the annual general meeting on each substantially separate issue, including the election of individual director.

The chairman of the Board invites the company secretary of the Company to give an explanation of the detailed procedures for conducting a poll at the commencement of the annual general meeting. The company secretary of the Company answers any questions from the shareholders of the Company regarding voting by way of a poll.

During the financial year ended 31 December 2025, having reviewed the implementation and effectiveness of the Shareholders Communication Policy, the Company considered that the Shareholders Communication Policy continues to contribute an effective communication between the Company and the shareholders of the Company.

Investor Relations

Constitutional Documents

There was no change to the Company's constitutional documents during the year ended 31 December 2025.

Hong Kong, 24 April 2026

Independent Auditor's Report

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TO THE SHAREHOLDERS OF HUA LIEN INTERNATIONAL (HOLDING) COMPANY LIMITED
(incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Hua Lien International (Holding) Company Limited (the "**Company**") and its subsidiaries (together the "**Group**") set out on pages 46 to 95, which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to note 3(b) in the consolidated financial statements, which indicates that the Group incurred a net loss of HK$29,851,000 for the year ended 31 December 2025 and, as of that date, the Group had net current liabilities and net liabilities of HK$1,142,099,000 and HK$1,142,593,000 respectively. As stated in note 3(b), these conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the "Material Uncertainty Related to Going Concern" section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Valuation of biological assets

Refer to note 20 to the consolidated financial statements and the accounting policies on note 4(f).

As at 31 December 2025, biological assets, which represented by growing cane, of the Group amounted to HK$17,530,000. Loss on changes in fair value of biological assets of HK$4,394,000 was recognised in the consolidated statement of profit or loss and other comprehensive income for the year.

The determination of valuation of biological assets is identified as key audit matter due to key source of estimation uncertainty and the significant assumptions and judgements involved in the valuation. The valuation technique used is the discounted cash flow method under income approach which require the use of assumptions and estimates on market prices of sugar cane, cane yield, harvesting costs, percentage of maturity of sugar cane from planting to the valuation date, etc. Such judgement and estimates will impact the valuation of biological assets.

Our procedures in relation to the valuation of biological assets included:

– obtained an understanding of management's assessment process of the valuation of biological assets and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors such as complexity, subjectivity, changes and susceptibility to management bias or fraud;

– assessed and challenged the reasonableness of underlying assumptions and estimates such as market prices of sugar cane, cane yield, harvesting costs, percentage of maturity of sugar cane from planting to the valuation date adopted by management and independent professional valuer engaged by management;

– involved auditor's expert, an independent professional valuer, to assess the appropriateness of the valuation basis, methodology used and underlying assumptions and estimates adopted by management;

– checked the mathematical accuracy of the calculation of the valuation of biological assets; and

– evaluated the competence, capabilities and objectivity of the independent professional valuer engaged by management and the auditor's expert.

Other Information in the Annual Report

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

Directors' Responsibilities for the Consolidated Financial Statements

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

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

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

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

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

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

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

- conclude on the appropriateness of the directors’ use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

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

BDO Limited
Certified Public Accountants
Tsui Ka Che, Norman
Practising Certificate Number: P05057

Hong Kong, 30 March 2026

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2025

	Notes	2025 HK$'000	2024 HK$'000
Revenue	8	**125,018**	147,289
Cost of sales		**(104,175)**	(106,532)
Gross profit		**20,843**	40,757
Changes in fair value of biological assets	20	**(4,394)**	(12,125)
Other income, net	9	**23,156**	4,525
Administrative expenses		**(34,764)**	(35,074)
Other operating income/(expenses), net	10	**10**	(2,912)
Finance costs	11	**(34,702)**	(36,581)
Loss before income tax expense	12	**(29,851)**	(41,410)
Income tax expense	15	**–**	–
Loss for the year		**(29,851)**	(41,410)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translation of foreign operation		**14,011**	16,718
Total comprehensive loss for the year		**(15,840)**	(24,692)
Loss for the year attributable to:			
Owners of the Company		**(21,540)**	(32,180)
Non-controlling interests		**(8,311)**	(9,230)
		(29,851)	(41,410)
Total comprehensive loss for the year attributable to:			
Owners of the Company		**(12,130)**	(18,348)
Non-controlling interests		**(3,710)**	(6,344)
		(15,840)	(24,692)
Dividend		**–**	–
Loss per share	17	**HK Cents**	HK Cents
— Basic (cents per share)		**(0.98)**	(1.47)
— Diluted (cents per share)		**(0.98)**	(1.47)

Consolidated Statement of Financial Position

As at 31 December 2025

	Notes	2025 HK$'000	2024 HK$'000
Non-current assets			
Property, plant and equipment	18	**23,496**	5,210
Right-of-use asset	29	**–**	–
Intangible asset	19	**–**	–
Total non-current assets		**23,496**	5,210
Current assets			
Biological assets — growing cane	20	**17,530**	15,849
Inventories	21	**16,887**	11,223
Trade and other receivables	22	**6,121**	3,776
Bank balances, deposits and cash	23	**29,095**	29,717
Total current assets		**69,633**	60,565
Total assets		**93,129**	65,775
Current liabilities			
Trade and other payables	24	**546,983**	533,886
Contract liabilities	25	**1,744**	2,003
Lease liabilities	29	**1,250**	1,344
Amounts due to non-controlling interests	27	**661,755**	631,268
Total current liabilities		**1,211,732**	1,168,501
Net current liabilities		**(1,142,099)**	(1,107,936)
Total assets less current liabilities		**(1,118,603)**	(1,102,726)
Non-current liabilities			
Lease liabilities	29	**23,990**	24,027
Net liabilities		**(1,142,593)**	(1,126,753)
Capital and reserves			
Share capital	28	**219,118**	219,118
Reserves	28	**(1,139,855)**	(1,127,725)
Capital deficiency attributable to owners of the Company		**(920,737)**	(908,607)
Non-controlling interests		**(221,856)**	(218,146)
Total capital deficiency		**(1,142,593)**	(1,126,753)

On behalf of the directors

Wu Shurong
Director

Liu Jun
Director

Consolidated Statement of Changes in Equity

For the year ended 31 December 2025

	Attributable to owners of the Company (note 28)							
	Share capital HK$'000	Share premium HK$'000	Translation reserve HK$'000	Special reserve HK$'000	Accumulated losses HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total HK$'000
At 1 January 2024	219,118	708,392	(6,696)	(25,391)	(1,785,682)	(890,259)	(211,802)	(1,102,061)
Loss for the year	–	–	–	–	(32,180)	(32,180)	(9,230)	(41,410)
Other comprehensive income for the year – Exchange difference on translating foreign operation	–	–	13,832	–	–	13,832	2,886	16,718
Total comprehensive loss for the year	–	–	13,832	–	(32,180)	(18,348)	(6,344)	(24,692)
At 31 December 2024	219,118	708,392	7,136	(25,391)	(1,817,862)	(908,607)	(218,146)	(1,126,753)
At 1 January 2025	**219,118**	**708,392**	**7,136**	**(25,391)**	**(1,817,862)**	**(908,607)**	**(218,146)**	**(1,126,753)**
Loss for the year	**–**	**–**	**–**	**–**	**(21,540)**	**(21,540)**	**(8,311)**	**(29,851)**
Other comprehensive income for the year – Exchange difference on translating foreign operation	**–**	**–**	**9,410**	**–**	**–**	**9,410**	**4,601**	**14,011**
Total comprehensive loss for the year	**–**	**–**	**9,410**	**–**	**(21,540)**	**(12,130)**	**(3,710)**	**(15,840)**
At 31 December 2025	**219,118**	**708,392**	**16,546**	**(25,391)**	**(1,839,402)**	**(920,737)**	**(221,856)**	**(1,142,593)**

Consolidated Statement of Cash Flows

For the year ended 31 December 2025

	2025 HK$'000	2024 HK$'000
Cash flow from operating activities		
Loss before income tax	**(29,851)**	(41,410)
Adjustments for:		
Depreciation	**3,894**	2,503
Change in fair value of biological assets	**4,394**	12,125
Reversal of expect credit losses on trade receivables	**(10)**	(2,652)
Impairment loss on property, plant and equipment	**–**	1,896
Write-down of inventories	**–**	3,668
(Gain)/loss on disposal of property, plant and equipment	**(19,373)**	302
Interest income	**(264)**	(200)
Finance costs	**34,702**	36,581
Operating (loss)/profit before working capital changes	**(6,508)**	12,813
Increase in biological assets	**(6,397)**	(10,645)
(Increase)/decrease in inventories	**(5,889)**	7,150
(Increase)/decrease in trade and other receivables	**(2,419)**	1,662
Increase/(decrease) in trade and other payables	**13,235**	(13,167)
Decrease in contract liabilities	**(220)**	(8,360)
Net cash used in operating activities	**(8,198)**	(10,547)
Cash flow from investing activities		
Acquisition of property, plant and equipment	**(22,458)**	(4,231)
Interest received	**264**	200
Proceeds from disposal of property, plant and equipment	**19,509**	–
Net cash used in investing activities	**(2,685)**	(4,031)
Cash flow from financing activities (note 26)		
Advance from non-controlling interests	**11,589**	8,398
Payment of lease liabilities	**(2,066)**	(2,090)
Net cash generated from financing activities	**9,523**	6,308
Net decrease in cash and cash equivalents	**(1,360)**	(8,270)
Cash and cash equivalents at beginning of year	**29,717**	37,464
Effect of exchange rate changes on cash and cash equivalents	**738**	523
Cash and cash equivalents at end of year	**29,095**	29,717
CASH AND CASH EQUIVALENTS REPRESENT:		
Bank balances and cash	**29,092**	29,714
Short-term fixed deposits maturing within three months	**3**	3
	29,095	29,717

1. Corporate Information

Hua Lien International (Holding) Company Limited (the "**Company**") was incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited. The address of the registered office and principal place of business of the company are disclosed in the "Corporate information" section to the Annual Report.

Upon the completion of (i) the sale and purchase agreement on 28 May 2024; and (ii) the equity transfer agreement on 12 June 2024 between Guang Dong Agribusiness Group Corporation ("**Guangken**") (as the transferee) and China National Complete Plant Import & Export Group Corporation Limited ("**China Complant**") (as the transferor), approximately 36.51% of the equity interest in the Company (i.e. 800,000,000 shares) and 70% of the equity interest of Guangken Sugar Industry International Co., Ltd. ("**Guangken Sugar**" and formerly known as COMPLANT International Sugar Industry Co., Ltd.) are transferred to Guangken.

Following the completion of the mandatory general offer on 23 August 2024, Guangken and parties acting in concert with it hold an aggregate of 1,369,988,785 Shares, representing approximately 62.52% of the issued share capital of the Company.

The directors consider its immediate holding company and ultimate holding company is Guangken which is incorporated in the People's Republic of China (the "**PRC**") and is a whole people-owned enterprise (全民所有制企業) directly wholly-owned by the Ministry of Agriculture and Rural Affairs.

The Company and its subsidiaries (collectively referred to as the "**Group**") are principally engaged in provision of supporting services to sweetener business, cultivation of sugar cane, manufacturing and sales of sugar and molasses and ethanol biofuel business.

2. Adoption of HKFRS Accounting Standards ("HKFRSs")

(a) Adoption of new or amended HKFRSs – effective on 1 January 2025

The following new or amended HKFRSs are mandatory for the first time for the financial year beginning 1 January 2025.

Amendments to HKAS 21 and HKFRS 1	Lack of Exchangeability

None of these amended HKFRSs effective on 1 January 2025 has a material impact on the Group's results and financial position for the current or prior period.

2. Adoption of HKFRSs *(Continued)*

(b) New or revised HKFRSs that have been issued but are not yet effective

The following new or revised HKFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments[1]
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity[1]
Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7	Annual Improvements to HKFRS Accounting Standards — Volume 11[1]
HKFRS 18	Presentation and Disclosure in Financial Statements[2]
Hong Kong Interpretation 5	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause[2]
HKFRS 19	Subsidiaries without Public Accountability: Disclosures[2]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]

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

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

3 A date to be determined.

Except for the adoption of HKFRS 18 Presentation and Disclosure in Financial Statements described below, the other new or amended HKRSs will not have significant impact on the consolidated financial statements in the foreseeable future.

HKFRS 18 replaces HKAS 1 Presentation of Financial Statements. While a number of sections have been brought forward from HKAS 1 with limited changes, HKFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss into one of the five categories: operating, investing, financing, income taxes and discontinued operations and to present two new defined subtotals. It also requires disclosures about management-defined performance measures in a single note and introduces enhanced requirements on the grouping (aggregation and disaggregation) and the location of information in both the primary financial statements and the notes. Some requirements previously included in HKAS 1 are moved to HKAS 8 Accounting Policies, Changes in Accounting Estimates and Errors, which is renamed as HKAS 8 Basis of Preparation of Financial Statements. As a consequence of the issuance of HKFRS 18, limited, but widely applicable, amendments are made to HKAS 7 Statement of Cash Flows, HKAS 33 Earnings per Share and HKAS 34 Interim Financial Reporting. In addition, there are minor consequential amendments to other HKFRSs. HKFRS 18 and the consequential amendments to other HKFRSs are effective for annual periods beginning on or after 1 January 2027 with earlier application permitted. Retrospective application is required. The Group currently has no plans to adopt it in advance.

3. Basis of Preparation

(a) Statement of compliance

The financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards ("**HKASs**") and Interpretations and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

3. Basis of Preparation *(Continued)*

(b) Basis of measurement and going concern assumption

The consolidated financial statements have been prepared on a going concern basis even though the Group incurred a net loss of HK$29,851,000 for the year ended 31 December 2025, and as of that date, the Group had net current liabilities and net liabilities of HK$1,142,099,000 and HK$1,142,593,000 respectively. These conditions may cast significant doubt about the Group's ability to continue as a going concern.

In view of these circumstances and for the purpose of assessing the appropriateness of the use of the going concern basis in the preparation of the consolidated financial statements, the directors have prepared a cash flow forecast ("**Forecast**") covering a period of 12 months from the date of approval of these consolidated financial statements. In preparing the Forecast, careful considerations are given to the Group's future liquidity, performance and available sources of financing and also the following measures:

– The substantial shareholder of the Company, Guangken Sugar, had granted an irrevocable supplemental undertaking (the "**Supplemental Undertaking**") on 29 December 2025 in favour of the Company. Pursuant to the Supplemental Undertaking, conditional upon the entering into of an agreement for a formal repayment plan, Guangken Sugar will not demand repayment of or performance of obligations under the amount payable on demand of HK$518,099,000 (note 24) before 31 December 2027 (the "**Extended Period**");

– Guangken Sugar has undertaken to provide continuing financial support and will not recall any of the amounts due to it until the Group is able to pay its other creditors in the normal course of business, in order to maintain the Group as a going concern;

– The Company will take the Extended Period to develop its existing business and improve the overall performance of the Group. It is the Company's intention that with better performance, it will look for loan restructuring plans that are in more favourable terms to the Company.

Based on the Forecast, and taking into account the continuing financial support from Guangken Sugar, the directors are of the opinion that the Group will have sufficient financial resources to finance its operations and to meet its financial obligations as and when they fall due. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

However, there are inherent uncertainties associated with the future outcomes of the above measures and these indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. The Group's ability to continue as a going concern is dependent upon its ability to generate sufficient cash flows from its operations, as well as the undertaking and continuing financial support from Guangken Sugar.

Should the going concern assumption be inappropriate, adjustments would have to be made to write down the values of the Group's assets to their net realisable amounts, to provide for any further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

3. Basis of Preparation *(Continued)*

(c) Functional and presentation currency

The financial statements are presented in Hong Kong dollars ("**HK$**"), which is the same as the functional currency of the Company and all amounts are rounded to the nearest thousand ("**HK$'000**") except otherwise indicated.

4. Material Accounting Policies Information

(a) Business combinations and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

(b) Subsidiaries

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

(c) Property, plant and equipment

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

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

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

Property, plant and equipment are depreciated so as to write off their cost or valuation net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. Freehold land is not depreciated. The useful lives are as follows:

Buildings	20 years
Furniture and equipment	4 to 10 years
Computers	4 years
Plant and machinery	10 years
Motor vehicles	4 years
Bearer plants	3 to 7 years

4. Material Accounting Policies Information *(Continued)*

(c) Property, plant and equipment *(Continued)*

Construction in progress is stated at cost less impairment losses. Cost comprises direct costs of construction as well as borrowing costs capitalized during the periods of construction and installation. Capitalization of these costs ceases and the construction in progress is transferred to the appropriate class of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of construction in progress until it is completed and ready for its intended use.

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

(d) Leasing

All leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

(i) Right-of-use asset

The right-of-use asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The Group measures the right-of-use assets applying cost model. Under the cost model, the Group measures the right-to-use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

The Group accounts for leasehold land that are held for own use under HKAS 16 are carried at cost less accumulated depreciation and impairment losses.

4. Material Accounting Policies Information *(Continued)*

(d) Leasing *(Continued)*

(ii) Lease liability

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using incremental borrowing rate.

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable: (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in substance fixed lease payments or a change in assessment to purchase the underlying asset.

(e) Financial instruments

(i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss ("**FVTPL**"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

4. Material Accounting Policies Information *(Continued)*

(e) Financial instruments *(Continued)*

(ii) Impairment loss on financial assets

The Group recognises loss allowances for expect credit losses ("**ECLs**") on trade receivables of lifetime ECLs, that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due, unless the Group has reasonable and supportable information to demonstrate that a more lagging default criteria is more appropriate.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets, interest income is calculated based on the gross carrying amount.

(iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

Liabilities at amortised cost

Financial liabilities at amortised cost including trade and other payables, amounts due to non-controlling interests and lease liabilities are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

4. Material Accounting Policies Information *(Continued)*

(e) Financial instruments *(Continued)*

(iv) Effective interest rate method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(v) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

(f) Biological assets

Biological assets are living plants involved in the agricultural activities of the transformation of biological assets into agricultural produce for sale or into additional biological assets. Biological assets are measured at fair value less costs to sell at initial recognition and at the end of each reporting period while agricultural produce are measured at fair value less costs to sell at the point of harvest, which is deemed as the cost at that date when the agricultural produce becomes inventory or additional biological assets.

Growing cane, which are valued at fair value based on estimated sucrose content, age and market price, less estimated harvesting costs.

If an active market exists for a biological asset or agricultural produce with reference to comparable species, growing condition and expected yield of the crops, the quoted price in that market is adopted for determining the fair value of that asset. If an active market does not exist, the Group uses the most recent market transaction price, provided that there has not been a significant change in economic circumstances between the transaction date and the end of reporting period, or the market prices for similar assets adjusted to reflect differences to determine fair values or as determined by independent professional valuers. The gain or loss arising on initial recognition and subsequent changes in fair values less costs to sell of biological assets is recognised in profit or loss in the period in which it arises.

Growing cane is accounted for as biological assets. Biological assets are stated at fair value with any resultant gain or loss recognised in the consolidated statement of profit or loss and other comprehensive income.

4. Material Accounting Policies Information *(Continued)*

(g) Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in first out method. Net realisable value represents the estimated selling price in the ordinary course of business. The Group performs impairment assessment on consumables and components included in inventories in accordance with note 4(j).

(h) Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

– provides all of the benefits received and consumed simultaneously by the customer;

– creates or enhances an asset that the customer controls as the Group performs; or

– does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

For contracts where the period between the payment and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

Sales of goods, including sugar, molasses, consumable chemicals and fertiliser

Customers obtain control of the goods when the goods are delivered to and have been accepted. Revenue is thus recognised upon when the customers accepted the goods. There is generally only one performance obligation.

Contract liabilities

A contract liability represents the Group's obligation to transfer goods to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

4. Material Accounting Policies Information *(Continued)*

(i) Employee benefits

(i) Short term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

(ii) Defined contribution retirement plan

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees.

(j) Impairment of assets (other than financial assets)

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment under cost model;
- intangible asset;
- interests in leasehold land held for own use under operating leases;
- investments in subsidiaries; and
- consumables and components included in inventories

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

Value in use is based on the estimated future cash flows expected to be derived from the asset or cash generating unit (see note 4(c)), discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash generating unit.

5. Critical Accounting Judgments and Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in note 4, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Key sources of estimation uncertainty

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

(a) Fair values of biological assets

The biological asset included in the Group's consolidated financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

Level 1: Quoted prices in active markets for identical items (unadjusted);
Level 2: Observable direct or indirect inputs other than Level 1 inputs;
Level 3: Unobservable inputs (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

The Group measures the biological assets at their fair value. The directors of the Company use their judgements and estimates in determining the fair value of biological assets, growing cane. The fair values are determined using income approach based on assumptions including the estimated market prices of sugar cane and estimated cane yields, etc. At 31 December 2025, the fair value of the biological assets has been determined by independent valuation firm. The carrying amount of biological assets as at 31 December 2025 is HK$17,530,000 (2024: HK$15,849,000). Details of the assumptions used are disclosed in note 20.

5. Critical Accounting Judgments and Key Sources of Estimation Uncertainty *(Continued)*

Key sources of estimation uncertainty *(Continued)*

(b) Estimated impairment losses on trade receivables

As disclosed in notes 7(b) and 22, the measurement of impairment losses under HKFRS 9 across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment if a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

It has been the Group's policy to regularly review its models in the context of actual loss experience and adjust when necessary.

(c) Impairment loss on property, plant and equipment

At the end of the reporting period, the directors of the Company review the carrying amounts of its property, plant and equipment with finite useful lives and identified if there is indication that those assets may suffer an impairment loss. If impairment indicators are identified, the recoverable amounts of the assets are estimated in order to determine the extent of the impairment loss. The estimates of the recoverable amounts of the assets require the use of assumptions such as cash flow projections and discount rates to calculate the discounted present value of the future cash flows expected to arise from the continuing use of the property, plant and equipment and intangible asset and from its disposal at the end of its useful life.

As at 31 December 2025, the carrying amount of property, plant and equipment was HK$23,496,000 (2024: HK$5,210,000).

(d) Going concern assumption

The directors of the Company consider that the Group has the ability to continue as a going concern. The assessment of the going concern assumption, as disclosed in note 3(b) involves making judgements by the directors of the Company, at a particular point of the time, about the future outcome of events or conditions which are inherently uncertain. These include the Group's ability to generate sufficient cash flows from its operations, as well as the intention and financial capability of Guangken Sugar to provide the undertaking and continuing financial support to the Group.

6. Capital Risk Management

The Group's objectives of managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for owners of the Company and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to owners of the Company, return capital to owners of the Company, issue new shares or sell assets to reduce debt.

During the year, the Group's strategy remained unchanged. The Group monitors capital risk on the basis of the gearing ratio. This ratio is calculated as total borrowings divided by total equity.

The management considers the gearing ratio at the end of each reporting period was as follows:

	2025 **HK$'000**	2024 HK$'000
Total borrowings	**1,205,094**	1,174,738
Total capital deficiency	**(920,737)**	(908,607)
Total borrowings to total equity ratio	**N/A**	N/A

Total borrowings include other payable (note 24), amounts due to non-controlling interests (note 27) and lease liabilities (note 29).

There was capital deficiency of HK$920,737,000 as at 31 December 2025, calculation of gearing ratio as at 31 December 2025 was inappropriate.

7. Financial Risk Management

(a) Categories of financial instruments

The carrying amounts of the Group's financial assets and financial liabilities as recognised at 31 December 2025 and 2024 were categorised as follows:

	2025 **HK$'000**	2024 HK$'000
Financial assets		
At amortised cost (including bank balances, deposits and cash)	**31,873**	31,018
Financial liabilities		
At amortised cost	**1,208,738**	1,165,154
Lease liabilities	**25,240**	25,371

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, bank balances, deposits and cash, trade and other payables, lease liabilities and amounts due to non-controlling interests. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

7. Financial Risk Management *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Market risk

Foreign currency risk

The transactions of the Group's principal subsidiaries are denominated and settled in its respective functional currency. However, there are certain monetary assets and monetary liabilities denominated in foreign currencies in respect of the relevant group entities. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities, which are considered as significant by the management, at the end of the reporting period are as follows:

	2025 **HK$'000**	2024 HK$'000
Monetary assets		
United States Dollar ("**USD**")	**3,474**	5,404
Monetary liabilities		
USD	**686,995**	656,639

Sensitivity analysis

The following table details the Group's sensitivity to a 10% (2024: 10%) increase and decrease in the functional currencies of the relevant group entities against the relevant foreign currency monetary assets and liabilities. 10% (2024: 10%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 10% (2024: 10%) change in foreign currency rates. A positive number below indicates an decrease in post-tax loss for the year where the functional currency of the relevant group entity strengthen 10% (2024: 10%) against the relevant foreign currency. For a 10% (2024: 10%) weakening of the functional currency of the relevant group entity against the relevant foreign currency, there would be an equal and opposite impact on pre-tax loss for the year.

	Impact on profit or loss	
	2025 **HK$'000**	2024 HK$'000
USD	**68,352**	65,123

The above impacts are mainly attributable to the exposure outstanding on receivables, payables, amounts due to non-controlling interest and bank balances in the respective foreign currency at year end.

7. Financial Risk Management *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Market risk (Continued)

Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances and amounts due to non-controlling interest. Details of the bank balances and amounts due to non-controlling interests are disclosed in notes 23 and 27, respectively.

The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider other necessary actions when significant interest rate exposure is anticipated.

Sensitivity analysis

It is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would increase/decrease (2024: increase/decrease) the Group's loss after tax and accumulated losses by approximately HK$4,330,000 (2024: HK$4,210,000) for the year. This is mainly attributable to the Group's exposure to interest rates on bank balances and amounts due to non-controlling interests.

The sensitivity analysis above has been determined based on the exposure to interest rates for non-derivative instruments. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. The 100 basis points (2024: 100 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of a reasonably possible change in interest rates. The analysis is performed on the same basis for the year ended 31 December 2025.

Credit risk

The Group's credit risk is primarily attributable to its trade and other receivables. Management has a credit policy in place and the exposure to this credit risk is monitored on an ongoing basis.

In respect of trade and other receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customers' past history of making payments when due and current ability to pay, and take into account information specific to the customers as well as pertaining to the economic environment in which the customers operate. Ongoing credit evaluation is performed on the financial condition of customers. Trade receivables are due within 30 days and 60 days from the date of billing for sales of sugar and molasses respectively. Debtors with balances that are more than 12 months past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

7. Financial Risk Management *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Credit risk (Continued)

The Group has concentration of credit risk on trade receivables as 100% (2024: 98%) of the trade receivables net of impairment loss was due from the Group's five largest trade receivables. As at 31 December 2025, there were no trade receivables (2024: HK$38,000) due from the Group's largest customer. The Group's concentration of credit risk by geographical locations is in Jamaica (2024: Jamaica), which accounted for 100% (2024: 100%) of the total trade receivables as at 31 December 2025.

In respect of deposits with banks, the Group mitigates its exposure to credit risk by placing deposits with financial institutions with high credit rating.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customers, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables at the end of the reporting period:

	Weighted average lifetime ECLs rate %	Gross carrying amounts HK$'000	Lifetime ECLs HK$'000	Net carrying amounts HK$'000
At 31 December 2025				
Current (not past due)	0%*	468	–	468
1 – 90 days past due	0%*	231	–	231
181 – 365 days past due	0%*	41	–	41
		740	–	740
Individual assessment	100%	42,783	(42,783)	–
		43,523	(42,783)	740

7. Financial Risk Management *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Credit risk (Continued)

	Weighted average lifetime ECLs rate %	Gross carrying amounts HK$'000	Lifetime ECLs HK$'000	Net carrying amounts HK$'000
At 31 December 2024				
Current (not past due)	0%*	3	–	3
1 – 90 days past due	0%*	3	–	3
181 – 365 days past due	0%*	71	–	71
		77	–	77
Individual assessment	100.0%	42,800	(42,800)	–
		42,877	(42,800)	77

* The ECLs rates for trade receivables that are categorised as not past due, 1 – 90 days past due, 91 – 180 days past due and 181 – 365 days past due and over 1 year past due are assessed to be 0.1% (2024: 1.1%), 0.2% (2024: 1.2%), 4.1% (2024: 10.6%), 10.0% (2024: 31.1%) and 100.0% (2024: 61.1%) respectively. The ECLs rates are reviewed, and adjusted if appropriate, at the end of each reporting period. Based on evaluation on ECLs rates and the carrying amount of trade receivables, the directors of the Company are of the opinion that the ECLs in respect of trade receivables are considered as immaterial.

ECLs rates are based on actual loss experience over the past 3 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the management's view of economic conditions over the expected lives of the trade receivables.

Movement in the loss allowances in respect of trade receivables during the year was as follows:

	2025 HK$'000	2024 HK$'000
At beginning of the year	**42,800**	46,051
Impairment loss for the year	**–**	341
Reversal of impairment loss	**(10)**	(2,993)
Write-off during the year	**–**	(298)
Exchange realignment	**(7)**	(301)
At end of the year	**42,783**	42,800

7. Financial Risk Management *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Liquidity risk

In the management of the liquidity risk, the Group regularly monitors its liquidity requirements and its compliance with lending covenants and ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities and based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest rates are floating, the undiscounted amount is derived from interest rate curves at the end of the reporting period.

	Less than 1 year or on demand HK$'000	**Between 1 to 2 years** HK$'000	**Between 2 to 5 years** HK$'000	**Over 5 years** HK$'000	**Total undiscounted cash flows** HK$'000	**Carrying amount** HK$'000
At 31 December 2025						
Trade and other payables	**546,983**	**–**	**–**	**–**	**546,983**	**546,983**
Lease liabilities	**2,091**	**2,091**	**6,274**	**63,946**	**74,402**	**25,240**
Amounts due to non-controlling interests	**680,051**	**–**	**–**	**–**	**680,051**	**661,755**
	1,229,125	**2,091**	**6,274**	**63,946**	**1,301,436**	**1,233,978**
At 31 December 2024						
Trade and other payables	533,886	–	–	–	533,886	533,886
Lease liabilities	2,090	2,090	6,269	64,537	74,986	25,371
Amounts due to non-controlling interests	654,002	–	–	–	654,002	631,268
	1,189,978	2,090	6,269	64,537	1,262,874	1,190,525

7. Financial Risk Management *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Environmental and climate change risk

The Group's sugar business depends significantly on the ability to harvest sugar cane in the concession. The ability to harvest sugar cane and the growth of the sugar cane in the plantations may be affected by unfavourable local weather conditions and natural disasters. Weather conditions such as drought, flooding, disease outbreaks, cyclones and windstorms are examples of such events. The occurrence of severe weather conditions or natural disasters may diminish the supply of sugar cane available for harvesting in the concession, or otherwise impede the Group's harvesting operation or the growth of the sugar cane in the plantation, which in turn may have a material adverse effect on the Group's ability to produce the products in sufficient quantities and in a timely manner.

The Group has strong environmental policies and procedures in place to comply with environmental laws.

The seasonal nature of the sugar business requires a high level of cash flows at different times of the year. The Group actively manages its working capital requirements with the financial support from Guangken Sugar to meet its cash flow requirements.

(c) Fair values

(i) Fair values of financial instruments carried at amortised cost

In respect of bank balances, deposits and cash, trade and other receivables and trade and other payables, the carrying amounts approximate their fair value due to the relatively short-term nature of these financial instruments.

The aggregate carrying amounts of other financial liabilities carried on the consolidated statement of financial position are not materially different from their fair values as at 31 December 2025.

(ii) Determination of the fair values of financial assets and financial liabilities

The fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices or rates from observable current market transactions as input.

8. Turnover and Segment Information

Turnover represents revenue arising from sale of goods, which is recognised at a point in time.

The Group's reportable and operating segments, based on information reported to the board of directors, being the chief operating decision maker, for the purpose of resource allocation and assessment of segment performance focuses on types of goods and services. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group's reportable and operating segments under HKFRS 8 are as follows:

– Supporting services to customers in sweetener business (the "**Supporting services**");

– Cultivation of sugar cane, manufacturing and sales of sugar and molasses (the "**Sugar business**"); and

– Ethanol biofuel business (the "**Ethanol business**").

The following is an analysis of the Group's revenue, results, assets and liabilities by reportable segments.

	Supporting services HK$'000	Sugar business HK$'000	Ethanol business HK$'000	Total HK$'000
Year ended 31 December 2025				
Segment revenue from contracts with customers:				
Segment revenue	–	125,018	–	125,018
Inter-segment sales	–	–	–	–
Segment revenue	–	125,018	–	125,018
Segment results	838	(28,521)	242	(27,441)
Unallocated corporate expenses, net				(2,410)
Loss before income tax				(29,851)
At 31 December 2025				
Assets and liabilities				
Segment assets	9,885	78,814	344	89,043
Corporate and other unallocated assets				4,086
Total assets				93,129
Segment liabilities	9,072	707,336	–	716,408
Corporate and other unallocated liabilities				519,314
Total liabilities				1,235,722

8. Turnover and Segment Information *(Continued)*

	Supporting services HK$'000	Sugar business HK$'000	Ethanol business HK$'000	Total HK$'000
Year ended 31 December 2024				
Segment revenue from contracts with customers:				
Segment revenue	–	147,289	–	147,289
Inter-segment sales	–	–	–	–
Segment revenue	–	147,289	–	147,289
Segment results	160	(28,146)	(1,794)	(29,780)
Unallocated corporate expenses, net				(11,630)
Loss before income tax				(41,410)
At 31 December 2024				
Assets and liabilities				
Segment assets	10,008	48,751	343	59,102
Corporate and other unallocated assets				6,673
Total assets				65,775
Segment liabilities	9,072	664,167	–	673,239
Corporate and other unallocated liabilities				519,289
Total liabilities				1,192,528

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 4. Segment results represents the result of each segment without allocation of central administration expenses, directors' remuneration, interest income and finance costs. This is the measure reported to the chief executive officer with respect to the resource allocation and performance assessment.

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

– All assets are allocated to operating segment, other than certain bank balances and cash of head office.

– All liabilities are allocated to operating segments, other than other payables and accrued liabilities of head office.

8. Turnover and Segment Information *(Continued)*

Other reportable segment information

	Supporting services HK$'000	Sugar business HK$'000	Ethanol business HK$'000	Total HK$'000
Year ended 31 December 2025				
Amounts included in the measure of segment result for segment assets:				
Additions to property, plant and equipment	**–**	**22,458**	**–**	**22,458**
Depreciation	**–**	**3,894**	**–**	**3,894**
Reversal of expected credit losses on trade receivables	**–**	**(10)**	**–**	**(10)**
Year ended 31 December 2024				
Amounts included in the measure of segment result for segment assets:				
Additions to property, plant and equipment	–	4,231	–	4,231
Depreciation	–	2,503	–	2,503
Expected credit losses/(reversal of expected credit losses) on trade receivables	(2,993)	341	–	(2,652)
Impairment loss on property, plant and equipment	–	1,896	–	1,896
Write-down of inventories	–	3,668	–	3,668

Geographic Information

Revenue from external customers

	2025 HK$'000	2024 HK$'000
Jamaica	**125,018**	147,289

The revenue information from operations above is based on the location of the customers.

Non-current assets

	2025 HK$'000	2024 HK$'000
Jamaica	**23,489**	5,203
The PRC	**7**	7
	23,496	5,210

The non-current assets information is based on the location of assets.

8. Turnover and Segment Information *(Continued)*

Information about major customers

The Group has identified two customers (2024: two) which individually represented over 10% of the Group's total external sales.

The sales to the major customers during the years are as follows:

	2025 HK$'000	2024 HK$'000
Company A[1]	**91,452**	104,553
Company B[1]	**15,482**	17,953

Note

[1] Revenue from Sugar business segment

9. Other Income, Net

	2025 HK$'000	2024 HK$'000
Interest income	**264**	200
Rental income	**738**	616
Sundry income	**2,781**	4,011
Gain/(loss) on disposal of property, plant and equipment	**19,373**	(302)
	23,156	4,525

10. Other Operating (Income)/Expenses, Net

	2025 HK$'000	2024 HK$'000
Reversal of expected credit losses on trade receivables	**(10)**	(2,652)
Impairment loss on property, plant and equipment	**–**	1,896
Write-down of inventories	**–**	3,668
	(10)	2,912

11. Finance Costs

	2025 HK$'000	2024 HK$'000
Interest on amounts due to non-controlling interests	**18,333**	22,761
Interest on lease liabilities	**1,946**	1,956
Exchange loss	**14,423**	11,864
	34,702	36,581

12. Loss Before Income Tax Expense

The Group's loss before income tax has been arrived at after charging/(crediting):

	2025 HK$'000	2024 HK$'000
Staff costs, including directors' remuneration (note 13):		
Directors' remuneration	**214**	240
Retirement benefits scheme contributions	**20**	18
Other staff costs*	**53,225**	52,637
	53,459	52,895
Cost of inventories sold*	**104,175**	106,532
Auditors' remuneration		
– Audit services	**650**	640
– Non-audit services	**10**	10
Depreciation of property, plant and equipment	**3,894**	2,503
Short-term leases expenses	**568**	567
(Gain)/loss on disposal of property, plant and equipment	**(19,373)**	302

* Cost of inventories sold included HK$40,923,000 (2024: HK$41,748,000) relating to personnel expenses. The amount was also included in the other staff costs disclosed separately above.

13. Directors' and Chief Executive's Remuneration

The remuneration paid or payable to each of the eight (2024: seven) directors of the Group were as follows:

For the year ended 31 December 2025

	Director's fee HK$'000	Basic salaries and allowances HK$'000	Performance bonus HK$'000	Retirement benefit scheme contribution HK$'000	Total HK$'000
Executive directors					
Wu Shurong	–	–	–	–	–
Wang Xiang	–	–	–	–	–
Liu Jun	–	–	–	–	–
Li Baojian	–	–	–	–	–
Huang Liping (note i)	–	–	–	–	–
Independent non-executive directors					
Ma Yiu Tim (note ii)	28	–	–	–	28
Cheng King Yip (note ii)	28	–	–	–	28
Ng Lai Man Carmen (note iii)	39	–	–	–	39
Shi Zhu	80	–	–	–	80
Tan Chuen Yan Paul (note iii)	39	–	–	–	39
	214	–	–	–	214

Notes:

i. The director was appointed on 30 June 2025.

ii. The directors were appointed on 28 August 2025.

iii. The directors retired on 27 June 2025.

13. Directors' and Chief Executive's Remuneration *(Continued)*

For the year ended 31 December 2024

	Director's fee HK$'000	Basic salaries and allowances HK$'000	Performance bonus HK$'000	Retirement benefit scheme contribution HK$'000	Total HK$'000
Executive directors					
Wu Shurong (note i)	–	–	–	–	–
Wang Xiang (note i)	–	–	–	–	–
Liu Jun (note i)	–	–	–	–	–
Li Baojian (note i)	–	–	–	–	–
Han Hong (note ii)	–	–	–	–	–
Wang Zhaohui (note ii)	–	–	–	–	–
Zhang Qi (note ii)	–	–	–	–	–
Non-executive directors					
Chen Si (note ii)	–	–	–	–	–
Zhang Zhaogang (note ii)	–	–	–	–	–
Independent non-executive directors					
Ng Lai Man Carmen (note i)	20	–	–	–	20
Shi Zhu	80	–	–	–	80
Tan Chuen Yan Paul (Note i)	20	–	–	–	20
Cheng Tai Kwan (note ii)	60	–	–	–	60
Lu Heng Henry (note ii)	60	–	–	–	60
	240	–	–	–	240

Notes:

i. The directors were appointed on 30 September 2024.

ii. The directors resigned on 30 September 2024.

During the years ended 31 December 2025 and 2024, no emoluments were paid by the Group to the directors and the five highest paid individuals (including the directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived any emoluments during the year ended 31 December 2025 and 2024.

14. Five Highest Paid Individuals Remuneration

Of the five individuals with the highest emoluments in the Group, none (2024: none) was a director of the Company whose emoluments are included in the disclosures in Note 13 above. The emoluments of the remaining five (2024: five) individuals were as follows:

	2025 **HK$'000**	2024 HK$'000
Basic salaries and allowances	**2,505**	2,518
Performance bonus	**396**	399
Retirement benefits scheme contributions	**324**	255
	3,225	3,172

The remuneration is within the following bands:

	Number of employees	
	2025	2024
HK$Nil to HK$1,000,000	**4**	5
HK$1,000,000 to HK$1,500,000	**1**	–
Total	**5**	5

15. Income Tax Expense

No provision for income tax expense had been made as the Company and subsidiaries have no assessable profits in their jurisdictions for the years ended 31 December 2025 and 2024.

The Hong Kong Profits Tax charge is calculated at 8.25% (2024: 8.25%) on the first HK$2 million of estimated assessable profit and at 16.5% (2024: 16.5%) on the estimated assessable profits above HK$2 million.

Jamaica Corporate Income Tax is 30% (2024: 30%) on assessable profits arising in Jamaica. The Government of Jamaica, through the Ministry of Finance and Public Services, granted Pan-Caribbean Sugar Company Limited ("**PCSC**") 20-year period of relief from Corporate Income Tax effective on the commencement of operations since 2012, with the option to apply for a renewal.

Benin Standard Corporate Income Tax rate is 30% (2024: 30%). Compagnie Beninoise De Bioenergie ("**CBB**") is eligible for certain tax holiday and concessions and were exempted from Benin income tax for both 2024 and 2025.

The tax rate of the PRC subsidiary is 25% (2024: 25%) under Enterprises Income Tax Law of the PRC (the "**EIT Law**") and Implementation Regulation of the EIT Law.

No provision for deferred taxation had been made in view of immaterial effect.

15. Income Tax Expense *(Continued)*

	2025 **HK$'000**	2024 HK$'000
Loss before income tax expense	**(29,851)**	(41,410)
Tax at the domestic income tax rate of 30%	**(8,956)**	(12,423)
Tax effect of income not taxable for tax purposes	**(450)**	(616)
Tax effect of expenses not deductible for tax purposes	**764**	2,023
Tax effect of a subsidiary with tax exemption	**8,335**	9,393
Tax effect of a subsidiary in other jurisdictions	**307**	1,623
	–	–

16. Dividend

No dividend was paid or proposed during the year ended 31 December 2025, nor has any dividend been proposed since the end of the reporting period (2024: HK$Nil).

17. Loss Per Share

The calculation of basic loss per share is based on the consolidated loss for the year attributable to owners of the Company of HK$21,540,000 (2024: HK$32,180,000), and the weighted average number of 2,191,180,000 (2024: 2,191,180,000) ordinary shares in issue during the year.

The Company did not have any potential ordinary shares outstanding to be issued during the years ended 31 December 2025 and 2024. Diluted loss per share is equal to basic loss per share.

18. Property, Plant and Equipment

	Freehold land HK$'000	Buildings HK$'000	Furniture and equipment HK$'000	Computers HK$'000	Plant and machinery HK$'000	Motor vehicles HK$'000	Construction in progress HK$'000	Bearer plant HK$'000	Total HK$'000
COST									
At 1 January 2024	1,711	15,782	1,393	3,060	551,506	26,830	165,284	40,729	806,295
Addition	–	–	–	6	–	–	–	4,225	4,231
Disposals	–	–	–	–	–	–	–	(3,142)	(3,142)
Exchange realignment	(27)	(249)	(24)	(48)	(8,714)	(430)	(10,919)	(643)	(21,054)
At 31 December 2024 and 1 January 2025	**1,684**	**15,533**	**1,369**	**3,018**	**542,792**	**26,400**	**154,365**	**41,169**	**786,330**
Addition	**–**	**–**	**–**	**91**	**15,315**	**–**	**–**	**7,052**	**22,458**
Disposals	**(77)**	**(103)**	**–**	**–**	**–**	**–**	**–**	**(2,556)**	**(2,736)**
Exchange realignment	**(34)**	**(311)**	**(13)**	**(61)**	**(10,923)**	**(509)**	**19,001**	**(834)**	**6,316**
At 31 December 2025	**1,573**	**15,119**	**1,356**	**3,048**	**547,184**	**25,891**	**173,366**	**44,831**	**812,368**
ACCUMULATED DEPRECIATION, AMORTISATION AND IMPAIRMENT									
At 1 January 2024	1,596	15,397	1,381	3,028	547,679	26,803	165,284	39,356	800,524
Provided for the year	–	37	1	9	369	29	–	2,058	2,503
Eliminated on disposal	–	–	–	–	–	–	–	(2,840)	(2,840)
Impairment loss recognised	–	–	–	–	–	–	–	1,896	1,896
Exchange realignment	(25)	(243)	(23)	(48)	(8,632)	(452)	(10,919)	(621)	(20,963)
At 31 December 2024 and 1 January 2025	**1,571**	**15,191**	**1,359**	**2,989**	**539,416**	**26,380**	**154,365**	**39,849**	**781,120**
Provided for the year	**–**	**45**	**–**	**26**	**979**	**10**	**–**	**2,834**	**3,894**
Eliminated on disposal	**(72)**	**(101)**	**–**	**–**	**–**	**–**	**–**	**(2,427)**	**(2,600)**
Exchange realignment	**(31)**	**(304)**	**(13)**	**(60)**	**(10,827)**	**(509)**	**19,001**	**(799)**	**6,458**
At 31 December 2025	**1,468**	**14,831**	**1,346**	**2,955**	**529,568**	**25,881**	**173,366**	**39,457**	**788,872**
CARRYING AMOUNTS									
At 31 December 2025	**105**	**288**	**10**	**93**	**17,616**	**10**	**–**	**5,374**	**23,496**
At 31 December 2024	**113**	**342**	**10**	**29**	**3,376**	**20**	**–**	**1,320**	**5,210**

19. Intangible Asset

	Customer relationship HK$'000
COST	
At 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	423,000
ACCUMULATED AMORTISATION AND IMPAIRMENT	
At 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	423,000
CARRYING AMOUNTS	
At 31 December 2024 and 31 December 2025	–

Impairment tests and impairment loss on intangible asset

i. Details and movement of the value on the intangible asset

Initially, the intangible asset represented customer relationship purchased as part of a business combination of Sino-Africa Technology & Trading Limited ("**SATT**") in February 2009. As detailed in the valuation report at the time of acquisition in February 2009, the customer relationship of SATT at date of acquisition consisted of four customers, namely, the La Sucrerie de COMPLANT de Madagascar ("**African Company 1**"), COMPLANT Magbass Sugar Complex Company Limited ("**African Company 2**"), La Sucrerie de COMPLANT du Benin ("**African Company 3**"), Sucrerie Cote Ouest de COMPLANT de Madagascar (Ouest Sucre) ("**African Company 4**"). African Company 1, 2, 3 and 4 are all indirect subsidiaries of COMPLANT which is a substantial shareholder holding 13.69% shares of the Company. Due to subsequent business development of SATT, two fellow subsidiaries of SATT, namely Pan-Caribbean Sugar Company Limited ("**PCSC**") and Compagnie Beninoise De Bioenergie ("**CBB**") were added as new customers in 2012 and 2013 respectively after the independent shareholders approved their annual caps for the continuing connected transactions. The addition of these two customers was considered as part of customer relationship even though no restatement of cost of the intangible asset for these internally generated intangible asset.

The customer relationship represents the present value of the future cash flows attributed to established customer base and other business relationships built up by SATT in African and other nations and has a definite useful life and is amortised on straight-line basis over the estimated useful life of 20 years. The movement of value of the intangible asset for 2025 was set out above.

19. Intangible Asset (Continued)

Impairment Tests and Impairment Loss on Intangible Asset (Continued)

ii. Reasons and details of events and circumstances that led to impairment loss of the intangible asset in 2017

The impairment loss of the intangible asset in 2017 was mainly for reason that the operating results of two of its customers, namely PCSC and CBB, which owed a total of approximately HK$129.1 million to SATT did not show much improvement even PCSC suspended two of its sugar estates and one of its sugar factory in 2016. The length of time it will take by these two customers to repay its debts to SATT has reassessed in 2017. The projected working capital requirement was higher than that expected in 2016 for the next five years resulting from the expected lengthening of the repayment time by PCSC and CBB. The increase in net working capital requirement will reduce the free cash flow and this has the effect of lowering the value-in-use ("**VIU**") valuation of SATT in 2017.

Save as disclosed above, the Company is not aware of any other significant reason or change in circumstances since the year ended 31 December 2017 leading to impairment loss of the intangible asset.

iii. Factors, events and circumstances of the impairment of intangible asset cannot be anticipated at the time of acquisition of the intangible asset in February 2009

The impairment loss was due to the subsequent abrupt market and operation changes in 2017 and the new changes in customer relationship of SATT after the acquisition in 2012 and 2013. Those changes happened years after the acquisition and were therefore impossible to forecast at time of acquisition in February 2009.

20. Biological Assets – Growing Cane

Movement in biological assets, representing growing cane before harvest, are summarised as follows:

	2025 **HK$'000**	2024 HK$'000
Opening balance (level 3 recurring fair value)	**15,849**	17,606
Cane cultivation cost capitalised	**52,766**	49,056
Decrease in cane harvested	**(46,369)**	(38,411)
Change in fair value	**(4,394)**	(12,125)
Exchange realignment	**(322)**	(277)
Closing balance (level 3 recurring fair value)	**17,530**	15,849

The fair value of biological assets is a level 3 recurring fair value measurement. The decrease in fair value of biological assets for the year of approximately HK$4,394,000 (2024: decrease in fair value of approximately HK$12,125,000) was recognised in the consolidated statement of profit or loss and other comprehensive income.

20. Biological Assets – Growing Cane *(Continued)*

Valuation Methodology of Biological Assets

The Group has engaged BMI Appraisals Limited, an independent valuation firm, to determine the fair value of the biological assets as at 31 December 2025 (the "**Valuation Date**").

i. Valuation techniques and assumptions

The valuation technique used is the discounted cash flow method under income approach which requires to assess a series of variables, including cane yield, market price of sugar cane, percentage of maturity of sugar cane, etc. The values of such variables are determined by the independent valuers using information supplied by the Group, proprietary and third-party data as well as under some assumptions. There were no changes to the valuation technique since last year. Major assumptions adopted for valuation are listed below:

a. The sugar cane crop is a perennial crop with a one year crop cycle and the crop is reaped exactly one year after planting; and

b. The sugar cane crop experiences linear growth.

ii. Unobservable inputs

The major inputs for the above valuation model are cane yield per hectare, market prices of sugar cane and estimated maturity of cane. The values of such inputs are as follows:

a. The estimated cane yield per hectare represents the harvest level of the sugar cane. The yield of sugar cane is affected by the age, species and health of the cane roots, the climate, location, soil conditions, topography and agricultural infrastructure.

	2025	2024
Estimated yield (tonnes cane/hectare)	**41.8**	42.9

The estimated cane yield per hectare represents the harvest level of the sugar cane in the Frome estate, which is the only one (2024: one) of the two (2024: three) estates in operation during the year.

b. The market price variable represents the estimated market price in Jamaica Dollar ("**J$**") for the sugar cane produced by the Group.

	2025	2024
Estimated market price per tonne	**J$6,989**	J$6,976
(approximately equivalent to)	**(HK$342)**	(HK$348)

20. Biological Assets – Growing Cane *(Continued)*

Valuation Methodology of Biological Assets *(Continued)*

ii. Unobservable inputs (Continued)

c. The average maturity of cane as calculated by plant date and Valuation Date.

	2025	2024
Weighted average maturity of cane per hectare (approximately)	**82.1%**	85.4%

The higher the estimated cane yield per hectare, market prices variables and average maturity of cane, the higher the fair value.

The fair value measurement is based on the above biological assets' highest and best use, which does not differ from their actual use.

21. Inventories

	2025 HK$'000	2024 HK$'000
Consumables and components	**45,599**	41,626
Good in transit	**21**	401
Sugar and molasses	**1,603**	152
	47,223	42,179
Write-down	**(30,336)**	(30,956)
Net realisable value	**16,887**	11,223

At 31 December 2025, the sugar and molasses consisted of 213 tonnes of sugar (2024: 21 tonnes of sugar) with carrying amounts of HK$1,603,000 (2024: HK$152,000).

During the year ended 31 December 2025, there was no write-down of inventories (2024: HK$3,668,000) for consumables and components related to property, plant and equipment. Movement in write-down of consumables and components during the year was as follows:

	2025 HK$'000	2024 HK$'000
At the beginning of the year	**30,956**	27,725
Write-down of inventories	**–**	3,668
Exchange realignment	**(620)**	(437)
At the end of the year	**30,336**	30,956

22. Trade and Other Receivables

	2025 **HK$'000**	2024 HK$'000
Trade receivables	**43,523**	42,877
Less: impairment loss	**(42,783)**	(42,800)
	740	77
Prepayments	**3,343**	2,475
Other receivables and deposits	**2,038**	1,224
	6,121	3,776

The Group does not hold any collateral over these balances.

The Group allows a credit period of 90-365 days (2024: 90-365 days) to its customers of Supporting services, 30 days (2024: 30 days) to customers of sugar trading and 60 days (2024: 60 days) to customers of molasses trading. The following was an ageing analysis of trade receivables presented based on the invoice date and prior to impairment loss at the end of the reporting period are as follows:

	2025 **HK$'000**	2024 HK$'000
0 – 30 days	**468**	3
31 – 60 days	**231**	–
61 – 90 days	**–**	3
91 – 365 days	**41**	71
> 365 days	**42,783**	42,800
	43,523	42,877

The Group recognised impairment loss based on the accounting policy stated in note 4(e)(ii) for the years ended 31 December 2025 and 2024.

Further details on the group's credit policy and credit risk arising from trade receivables are set out in note 7(b).

23. Bank Balances, Deposits and Cash

	2025 HK$'000	2024 HK$'000
Bank balances and cash	**29,092**	29,714
Short-term fixed deposits maturing within three months	**3**	3
Cash and cash equivalents	**29,095**	29,717

Cash at banks earns interest at floating rates based on daily bank deposit rates.

24. Trade and Other Payables

	2025 HK$'000	2024 HK$'000
Trade payables	**9,242**	1,940
Other payables and accrued liabilities (see below)	**537,741**	531,946
	546,983	533,886

Trade payables credit period granted by trade creditors of Supporting services is 365 days while credit period granted by trade creditors of Sugar business is 30 days.

The following is an analysis of trade payables by age based on due date.

	2025 HK$'000	2024 HK$'000
Not yet due	**127**	678
Overdue 1 – 90 days	**8,821**	963
Overdue 91 – 180 days	**1**	–
Overdue 181 – 365 days	**–**	19
Overdue > 365 days	**293**	280
	9,242	1,940

As at 31 December 2025, included in other payables and accrued liabilities was an amount due to Guangken Sugar of HK$518,099,000 (2024: HK$518,099,000) upon the maturity of the convertible notes on 27 February 2019. Pursuant to the Supplemental Undertaking as mentioned in the announcement of the Company dated 29 December 2025, conditional upon the entering into of an agreement for a formal repayment plan, Guangken Sugar will not demand repayment of or performance of obligations until 31 December 2027. The amount due was unsecured, interest-free and repayable on demand.

25. Contract Liabilities

Contract liabilities represent the Group's obligation to transfer goods to customers for which the Group has received consideration (or an amount of consideration is due) from the customers.

	2025 HK$'000	2024 HK$'000
Contract liabilities arising from:		
Sugar business	**1,744**	2,003

	2025 HK$'000	2024 HK$'000
At beginning of the year	**2,003**	10,529
Increase in contract liabilities as a result of receipt in advance	**1,747**	2,003
Decrease in contract liabilities as a result of recognition of revenue during the year	**(1,967)**	(10,363)
Exchange difference	**(39)**	(166)
At end of the year	**1,744**	2,003

All the contract liabilities as at 31 December 2024 are recognised as revenue during the year ended 31 December 2025. The Group expects that the contract liabilities as at 31 December 2025 will be recognised as revenue within a year or less.

26. Notes Supporting Consolidated Statement of Cash Flows

Reconciliation of liabilities arising from financing activities:

	Amount due to Guangken Sugar included in other payables HK$'000 (Note 24)	Amounts due to non-controlling interests HK$'000 (Note 27)	Lease liabilities HK$'000 (Note 29)
As at 1 January 2024	518,099	604,559	25,699
Changes from cash flow:			
Payment of lease liabilities	–	–	(2,090)
Advance from Guangken Sugar	–	8,398	–
Other change:			
Finance costs (note 11)	–	22,761	1,956
Exchange realignment	–	(4,450)	(194)
At 31 December 2024	518,099	631,268	25,371
As at 1 January 2025	**518,099**	**631,268**	**25,371**
Changes from cash flow:			
Payment of lease liabilities	**–**	**–**	**(2,066)**
Advance from Guangken Sugar	**–**	**11,589**	**–**
Other change:			
Finance costs (note 11)	**–**	**18,333**	**1,946**
Exchange realignment	**–**	**565**	**(11)**
At 31 December 2025	**518,099**	**661,755**	**25,240**

27. Amounts Due To Non Controlling Interests

The amounts due to non-controlling interests, Guangken Sugar, which are denominated in USD, interest bearing at 4.24% (2024: 5.40%) per annum and repayable on demand.

28. Share Capital and Reserves

	Number of shares '000	Amount HK$'000
Ordinary shares of HK$0.1 each		
Authorised:		
At 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	6,000,000	600,000
Issued and fully paid:		
At 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	2,191,180	219,118

All of the shares issued by the Company rank pari passu in all respects.

The following describes the nature and purpose of each reserve within owners' equity:

Reserve	Description and purpose
Share premium	Amount subscribed for share capital in excess of nominal value.
Special reserve	The difference between the consideration paid by the Company for the acquisition of the equity interest in subsidiaries under common control and aggregate carrying amount of assets and liabilities of each subsidiaries.
Translation reserve	Gains/losses arising on translating the net assets of foreign operations into presentation currency.
Accumulated losses	Cumulative net gains and losses recognised in profit or loss.

29. Leases

Nature of leasing activities (in the capacity as lessee)

The Group leases land in the jurisdictions in which it operates. The periodic rent is fixed over the lease term.

Right of use Asset

	Leasehold land HK$'000
Cost	
At 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	28,195
Accumulated depreciation and impairment	
At 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	28,195
	–

The analysis of the carrying amounts of right of use asset by class of underlying asset was as follows:

	2025 **HK$'000**	2024 HK$'000
Leasehold land	**–**	–

29. Leases *(Continued)*

Lease Liabilities

	Leasehold land HK$'000
At 1 January 2024	25,699
Interest expense	1,956
Payment of lease liabilities	(2,090)
Exchange realignment	(194)
At 31 December 2024 and 1 January 2025	**25,371**
Interest expense	**1,946**
Payment of lease liabilities	**(2,066)**
Exchange realignment	**(11)**
At 31 December 2025	**25,240**

Future lease payments are due as follows:

	At 31 December 2025		
	Minimum lease payments HK$'000	**Interest HK$'000**	**Present value of minimum lease payments HK$'000**
Within one year	**2,091**	**841**	**1,250**
After one but within two years	**2,091**	**930**	**1,161**
After two but within five years	**6,274**	**3,262**	**3,012**
More than 5 years	**63,946**	**44,129**	**19,817**
	72,311	**48,321**	**23,990**
	74,402	**49,162**	**25,240**

29. Leases *(Continued)*

Lease Liabilities *(Continued)*

	At 31 December 2024		
	Minimum lease payments HK$'000	Interest HK$'000	Present value of minimum lease payments HK$'000
Within one year	2,090	746	1,344
After one but within two years	2,090	841	1,249
After two but within five years	6,269	3,031	3,238
More than 5 years	64,537	44,997	19,540
	72,896	48,869	24,027
	74,986	49,615	25,371

The present value of future lease payments are analysed as:

	2025 HK$'000	2024 HK$'000
Current liabilities	**1,250**	1,344
Non-current liabilities	**23,990**	24,027
	25,240	25,371

30. Retirement Benefits Schemes

The Group operates the Mandatory Provident Fund ("**MPF**") Scheme established under the Mandatory Provident Fund Ordinance for its qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of trustees.

The Group contributes 5% of relevant payroll costs, capped at HK$1,500 per month, to the MPF Scheme, in which the contribution is matched by employees.

The employees of the Group's subsidiary in PRC and Jamaica are members of a state-managed retirement benefit scheme operated by the government of the PRC and Jamaica respectively. The subsidiaries are required to contribute 20% and 2.5% respectively of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

At the end of reporting period, there were no significant forfeited contributions available to reduce the contribution payable in the future years.

The total cost charged to the consolidated statement of profit or loss of approximately HK$18,000 (2024: approximately HK$18,000) represents contributions payable to these schemes by the Group in respect of the current accounting period.

31. Pledge of Assets

As at 31 December 2025, there was no asset being pledged (2024: Nil).

32. Related Party Transactions and Balances

Other than disclosed elsewhere in the consolidated financial statements, the transactions for the year and balances at 31 December 2025 with consolidated related parties are as follows:

Key management personnel compensation

Directors are regarded the only key management personnel of the Company. Other than the remuneration paid to the directors and employees of the Group as set out in note 13, who are considered as the key management personnel of the Group, the Group did not have any other significant compensations to key management personnel.

The remuneration of the directors and key management personnel is determined by the board of directors of the Company having regard to the performance of individuals and market trends.

33. Statement of Financial Position of the Company

	Note	2025 HK$'000	2024 HK$'000
Non-current assets			
Interest in subsidiaries		**56,084**	88,062
Current assets			
Bank balances and cash		**3,021**	6,593
Total assets		**59,105**	94,655
Current liabilities			
Other payables		**519,314**	519,289
Net current liabilities		**(516,293)**	(512,696)
Net liabilities		**(460,209)**	(424,634)
Capital and reserves			
Share capital		**219,118**	219,118
Reserves	a	**(679,327)**	(643,752)
Total capital deficiency		**(460,290)**	(424,634)

Note:

a. **RESERVES OF THE COMPANY**

	Share premium HK$'000	Special reserve HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 January 2024	708,392	468,577	(1,734,628)	(557,659)
Loss for the year	–	–	(86,093)	(86,093)
At 31 December 2024 and 1 January 2025	**708,392**	**468,577**	**(1,820,721)**	**(643,752)**
Loss for the year	**–**	**–**	**(35,575)**	**(35,575)**
At 31 December 2025	**708,392**	**468,577**	**(1,856,296)**	**(679,327)**

34. Subsidiaries

The following list contains the particulars of subsidiaries of the Group:

Name of company	Place of incorporation/ operations	Nominal value of Issued and and fully paid share capital/ registered capital	Percentage of ownership interests attributable to the Company				Percentage of voting power held by the Company		Principal activities
			2025		2024		**2025**	2024	
			Directly	**Indirectly**	Directly	Indirectly			
Jumbo Right Investment Limited	British Virgin Island ("**BVI**")/ Hong Kong	Ordinary shares US$1	**100%**	**-**	100%	–	**100%**	100%	Investment holding
Sino-Africa Technology & Trading Limited	BVI/ Hong Kong	Ordinary shares US$3,000,000	**-**	**100%**	–	100%	**100%**	100%	Provision of supporting services to sweetener business
River Right Limited	BVI/ Hong Kong	Ordinary share US$1	**100%**	**-**	100%	–	**100%**	100%	Investment holding
Zheng Da Investments Limited	BVI/ Hong Kong	Ordinary share US$100	**-**	**90%**	–	90%	**90%**	90%	Investment holding
Compagnie Beninoise De Bioenergie	Republic of Benin	Registered capital XOF 1,000,000,000	**-**	**90%**	–	90%	**90%**	90%	Ethanol biofuel business
Joyful Right Limited ("**Joyful Right**")	BVI/ Hong Kong	Ordinary share US$100	**70%**	**-**	70%	–	**70%**	70%	Investment holding
Pan-Caribbean Sugar Company Limited	Jamaica	Ordinary shares US$38,000,000	**-**	**70%**	–	70%	**70%**	70%	Cultivation of sugar cane, manufacturing and sales of sugar and molasses

None of the subsidiaries had any debt securities outstanding at the end of the year, or at any time during the year.

35. Non-Controlling Interests

Joyful Right and its subsidiary ("**Joyful Right Group**"), a 70% owned subsidiary of the Company, has material non-controlling interests ("**NCI**"). The NCI of all other subsidiaries that are not 100% owned by the Group are considered to be immaterial.

Summarised financial information in relation to the NCI of Joyful Right Group, before intra-group eliminations, is presented below:

	2025 **HK$'000**	2024 HK$'000
For the year ended 31 December		
Revenue	**125,018**	147,289
Loss for the year	**(42,982)**	(34,057)
Total comprehensive loss	**(14,554)**	(11,962)
Loss allocated to NCI	**(4,366)**	(3,588)
Dividend paid to NCI	**–**	–
Net cash (outflow)/inflow from operating activities	**(3,855)**	4,349
Net cash outflow from investing activities	**(2,698)**	(4,075)
Net cash inflow/(outflow) from financing activities	**9,523**	(2,090)
Net cash inflow/(outflow)	**2,970**	(1,816)
At 31 December		
Current assets	**55,318**	43,540
Non-current assets	**23,488**	5,203
Current-liabilities	**(795,670)**	(751,016)
Non-current liabilities	**(23,990)**	(24,027)
Net liabilities	**(740,854)**	(726,300)
Accumulated non-controlling interests	**(222,256)**	(217,890)

36. Events after the Reporting Date

There was no material event after the reporting date.

37. Approval of Consolidated Financial Statements

The consolidated financial statements were approved and authorised for issue by the board of directors on 30 March 2026.

Five Years Financial Summary

	Year ended 31 December				
	2021 HK$'000	2022 HK$'000	2023 HK$'000	2024 HK$'000	**2025** **HK$'000**
RESULTS					
Turnover	135,619	142,835	142,298	147,289	**125,018**
Cost of sales	(113,675)	(121,989)	(120,703)	(106,532)	**(104,175)**
Gross profit	21,944	20,846	21,595	40,757	**20,843**
Change in fair value of biological assets	(4,122)	(16,487)	(21,129)	(12,125)	**(4,394)**
Other income, net	4,919	4,492	4,865	4,525	**23,156**
Administrative expenses	(28,363)	(33,076)	(27,483)	(35,074)	**(34,764)**
Other operating (expenses)/ income	24,650	(11,187)	(1,482)	(2,912)	**10**
Finance costs	(76,327)	(10,077)	(34,633)	(36,581)	**(32,702)**
Loss before tax	(57,299)	(45,489)	(58,267)	(41,410)	**(29,851)**
Income tax expense	–	–	–	–	**–**
Loss for the year	(57,299)	(45,489)	(58,267)	(41,410)	**(29,851)**
Attributable to:					
Owners of the Company	(33,178)	(33,138)	(41,212)	(32,180)	**(21,540)**
Non-controlling interests	(24,121)	(12,351)	(17,055)	(9,230)	**(8,311)**
	(57,299)	(45,489)	(58,267)	(41,410)	**(29,851)**

	At 31 December				
	2021 HK$'000	2022 HK$'000	2023 HK$'000	2024 HK$'000	**2025** **HK$'000**
ASSETS AND LIABILITIES					
Total assets	151,265	107,040	86,071	65,775	**93,129**
Total liabilities	(1,140,218)	(1,160,172)	(1,188,132)	(1,192,528)	**(1,235,722)**
Non-controlling interests	173,406	198,424	211,802	218,146	**221,856**
	(815,547)	(854,708)	(890,259)	(908,607)	**(920,737)**