



BFB HEALTH LIMITED

(formerly known as SEEC Media Group Limited 財訊傳媒集團有限公司)

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 205)

2025

ANNUAL REPORT

ESS ANALY
/Year to Date



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors:

Mr. Li Leong

Mr. Li Xi (resigned on 30 June 2025)

Mr. Li Wei (Former Chairman) (resigned on 28 November 2025)

Mr. Li Zhen

Mr. Wu Mansheng (Chairman) (appointed on 28 November 2025)

Mr. Zhou Hongtao

Independent Non-Executive Directors:

Mr. Law Chi Hung

Ms. Fang Ying

Mr. Guo Hui

COMPANY SECRETARY

Mr. Man Yun Wah

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2301, 23/F

The Center

99 Queen's Road Central

Sheung Wan

Hong Kong

REGISTERED OFFICE

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

PRINCIPAL BANKERS

China Construction Bank (Asia) Corporation Limited

AUDITOR

Infinity CPA Limited

Room 1501, 15th Floor

Olympia Plaza, 255 King's Road

North Point, Hong Kong

SHARE REGISTRARS AND TRANSFER OFFICE

Principal Share Registrar and Transfer Office

Conyers Corporate Services (Bermuda) Limited

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Hong Kong Branch Share Registrar and Transfer Office

Tricor Secretaries Limited

17/F, Far East Finance Centre

16 Harcourt Road

Hong Kong

WEBSITES

www.irasia.com/listco/hk/seecmedia/index.htm

STOCK CODE

205

DIRECTOR'S STATEMENT

On behalf of the board of directors (the "Board") of BFB Health Limited (the "Company"), I am pleased to present to you the annual results of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 December 2025.

BUSINESS REVIEW

In prior years, the Group had three reportable segments, namely the provision of advertising services, provision of securities broking services and money lending.

During the year ended 31 December 2025, following the completion of the acquisition of 100% equity interest in BFB Development Inc. and its subsidiaries (collectively, the "BFB Group"), which are principally engaged in the sales of health and wellness products, mainly through e-commerce channels (the "Acquisition"), the Group reorganised its operating segments to better reflect the manner in which the business is managed and the markets are served.

Accordingly, the Group's provision of advertising and e-commerce business is now managed together as the "provision of advertising and e-commerce business" segment. Revenue and expenses previously attributed to the provision of advertising services and sales of books and magazines, and multi-channel network business (the "MCN"), have been reallocated and grouped under this revised segment presentation.

Advertising and e-commerce business

To diversify its advertising business revenue, the Group had proactively developed digital media marketing services and MCN business since 2020. The revenue derived from the provision of advertising and e-commerce business for the period was approximately HK\$26.2 million, representing approximately 79.2% of the total revenue of the Group.

In November 2025, the Group completed the Acquisition through a general mandate. BFB Group operates a well-known health and wellness brand, "Dyesoo", at various e-commerce platform and MCN. "Dyesoo" has consistently topped the best-selling charts for health and wellness products on major e-commerce platforms.

The Group's MCN business centred around the "Dyesoo" brand and continued to build a systematic health management brand matrix and focused on core areas such as medical weight management, beauty and anti-aging and nutritional supplements for men and women. By clarifying brand positioning, strengthening product research and development, and enhancing user experience, this business has further elevated the brand's professional image and market recognition in the health management sector.

At the same time, the Group has fully leveraged the synergistic advantages of domestic and cross-border e-commerce channels to steadily advance the online presence of its health management products. Domestically, the Group has established mature operating systems on major e-commerce platforms, such as Taobao, Douyin and JD.com.

Internationally, the Group has actively expanded into emerging cross-border platforms, such as TikTok, utilizing short videos and live-streaming e-commerce formats to reach a broader overseas consumer base. Moving forward, the Group will continue to integrate resources and remain focused on the synergistic value of the health management sector on the Group's MCN business.

Securities Broking

The Group was granted by the Securities and Futures Commission a license to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the "SFO"). In accordance with the Group's strategic development needs, the Group has reviewed and adjusted its focus on these business segments so as to better allocate the resources on a more effective and profitable way. The Board of Directors had decided to ceased the operations of brokerage business of the "securities broking business segment" (referred to as "Securities Brokerage Business") as the Securities Brokerage Business continued operating at a loss. The Group is using its best efforts in making all necessary arrangements for surrendering the license to the Securities and Futures Commission. The business of brokerage services had been suspended until further notice since 19 September 2023 (the "Suspension").

DIRECTOR'S STATEMENT

The Group provides brokerage services for clients in respect of securities listed on the Stock Exchange of Hong Kong Limited. Since the commencement of the securities broking business, the Group endeavoured to provide brokerage services for the clients, as well as participate in equity fund raising transactions for Hong Kong listed companies, including placing, underwriting and initial public offering. Since the Suspension, the Group did not generate commission and brokerage income and the interest income from the securities broking business of the Group. As the Securities Brokerage Business contributed only a small proportion of the Group's total revenue, the Board is of the view that the cessation of the Securities Brokerage Business has no significant financial and operational impact on the Company and is in the best interests of the Group and its shareholders, which is conducive to the better development of the Group.

Money Lending

In order to strengthen the flexibility of the Group so that it is able to react to the changing market situation promptly, the Group also provides diversified financial services to its clients through developing money lending services. It is believed that the money lending business will be able to leverage the existing financial business of the Group and broaden the Group's income stream. The Group carries on the money lending business through an indirect non-wholly owned subsidiary of the Company, which is a licensed money lender under the Money Lenders Ordinance (Chapter 163, Laws of Hong Kong). For the year ended 31 December 2025, the interest income from loan receivables arising from the money lending business amounted to approximately HK\$6.9 million, representing approximately 20.8% of the total revenue of the Group.

In respect of the money lending business, the Group targeted on conducting money lending business by providing secured or unsecured loans to a variety of customers, including individuals and corporations. The source of customers is mainly past customers, referral from business network or connections of the management. Loans are mainly large amounts of secured loans. Based on the creditability of customers, the Group will assess whether collateral are needed and the coverage of collateral on a case by case basis in a loan application, it is assessed on a case-by case basis. Normally a collateral is requested unless the loan has other guarantors or supporting documents of financial ability of borrower and/or guarantors could be provided for satisfactory assessment. The source of funds for the lending business is funded by the internal resources of the Group.

Before the loans were granted, an independent credit assessment has been performed. The independent credit assessment will individually access the potential borrowers' credit quality included but was not limited to assessment on the credit history and financial background of the potential borrowers, the responsible officer will obtain their identity proof such as identity card or passport for individuals and business registration certificate, latest annual return and the constitutional documents for corporate, income or asset proof of the potential borrower and their guarantor such as share certificates or bank statements, the evaluation of the value of the collateral and the verification of the authenticity of the information provided, to ensure the recovery ability of the loan. If necessary, the Group will also engage a valuation company to assist in assessing the value of the collateral. The independent credit assessment will defines the credit limits granted to the potential borrowers. The credit limit of loans successfully granted to the borrowers will be subject to regular credit review by the management as part of the ongoing loan monitoring process. Therefore, after the loan is granted, the Group will still conduct checks on the value of the collateral on a monthly basis and when the Group perceives that there is a huge fluctuation in the relevant market of the collateral so as to ensure that there is no material deterioration in value.

In order to minimise the Group's exposure to credit risk and follow up closely with its customers as to the deadlines in payment of interest and principal of the loans, an aging analysis of the borrowers are prepared on a monthly basis and is closely monitored to minimise any credit risk associated with these borrowers. The responsible officer will report the status of the Group's loan portfolio to the Directors on a monthly basis, the Director can closely monitor the loan portfolio and evaluate the collectability to continue to adopt risk control and management strategies. The Group has standard procedures in dealing with default in payment, if the debt is overdue for 3 months, responsible officer will send reminder and/or demand letters to its customers. If the debt is overdue for 6 months, the management will consider to engage lawyers in advising on the loan and its recovery and enforcement action.

DIRECTOR'S STATEMENT

For the loan portfolio as at 31 December 2025, the principal amount of the loans ranged from approximately HK\$0.2 million to HK\$16.2 million. The amount of secured loans was approximately HK\$57.2 million and the amount of unsecured loans was approximately HK\$49.9 million. The secured loans were secured by Hong Kong listed companies shares. Both of the secured and unsecured loans with interest rates ranging from 6.0% to 8.0% per annum. The tenure of the secured loans are one year and all the loan granted are non-revolving and the tenure of the unsecured loans ranged from one to three years and all the loan granted are non-revolving. As at 31 December 2025, the loan receivables included individual customers and corporate customers, of which the largest and the five largest borrowers had loan receivables of approximately HK\$19.5 million and HK\$54.7 million, respectively, being approximately 18.2% and 51.1% to the total loan receivables from the Group. The corporate customer is an investment holding company and all individual customers were third parties independent of the Company and its connected persons (as defined in the Listing Rules). The customer in investing business engaged in investing Hong Kong listed securities including, but not limited to, trading and retail of handbags, provision of scaffolding, fitting out and other auxiliary services for construction and buildings work. The five largest borrowers were individuals and three of their loans are secured with collateral. Further details of the loan and interest receivables are set out in note 22 to the consolidated financial statements in the Annual Report.

There was a recognition of net impairment losses (2024: net reversal of impairment losses) arising from expected credit losses and written off on loan and interest receivables in the amount of approximately HK\$36.1 million (2024: HK\$29.7 million) and approximately HK\$8.0 million (2024: HK\$6.4 million) respectively for the year ended 31 December 2025. The Group writes off the loan and interest receivables when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor are bankrupt, liquidation or any probably events which indicate the occurrence on the default of payments. Despite the difficulties ahead, the Group will closely monitor the loan portfolio to adopt risk control and management strategies. The Group engaged an independent professional valuer for impairment assessment on the loans and interest receivable. To calculate the loan impairment for the year ended 31 December 2025, independent professional valuer has taken into consideration of various factors including but not limited to probability of default, loss given default and forward looking factor. The responsible officer will conduct regular review and carry out follow up actions on a monthly and continuing basis regarding to the overdue amounts.

OUTLOOK AND PROSPECT

The Group enters 2025 with strong momentum, driven by the continued evolution of China's digital economy and robust demand for MCN services in China. As the world's largest e-commerce market enters a new phase centered on content-driven consumption, MCN platforms have become indispensable bridges between brands and consumers. In China, where livestreaming and short-video platforms dominate user engagement, MCNs are no longer optional add-ons but core components of brand monetization strategies. This structural shift presents a significant opportunity for the Group's advertising business, particularly in the health and wellness sector, where discerning Chinese consumers increasingly seek trusted influencer endorsements and professional content.

The Group observes that China's MCN market continues to consolidate and mature, with advertisers allocating larger portions of their budgets toward integrated digital media solutions that combine branding, performance marketing, and direct e-commerce conversion. Against this backdrop, the Group will continue to strengthen its presence in mainland China by expanding its network of key opinion leaders (the "KOLs"), deepening partnerships with major e-commerce platforms, and enhancing its capabilities in data-driven advertising. By capturing the sustained growth of China's health-conscious consumer base and the ongoing digital transformation of its retail landscape, the Group is confident in delivering scalable advertising income and enhance shareholder value in 2026 and beyond.

ACKNOWLEDGEMENT

On behalf of the Board, I would like to express my gratitude to our shareholders, business partners and customers for their support. In addition, I would like to take this opportunity to thank all our staff members for their continuous and valuable contribution to the Group during the year. We are committed to drive for long-term growth and reward for our shareholders.

Li Leong
Executive Director

Hong Kong, 31 March 2026

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

For the year ended 31 December 2025, the aggregated revenue of the Group deriving from the provision of advertising and e-commerce business was approximately HK\$26.2 million, which was increased by approximately 29.5% as compared with that of approximately HK\$20.2 million for the year ended 31 December 2024.

For the year ended 31 December 2025, the revenue of the Group deriving from the securities broking business and the money lending business were HK\$Nil (2024: HK\$Nil) and approximately HK\$6.9 million (2024: HK\$9.9 million) respectively. The securities broking business was commenced during the first half of the year 2016 while the money lending business was commenced during the second half of the year 2016.

The overall gross profit margin of the Group for the year ended 31 December 2025 was approximately 49.0%, which was higher than that for the year ended 31 December 2024 of approximately 41.2%. The higher gross profit margin in current year was attributable to the increase in proportion of revenue contributed by the business segments with high gross profit margin.

The Group held certain held-for-trading investments comprising of equity securities listed in Hong Kong and United States of America (2024: Hong Kong). For the year ended 31 December 2025, there were fair value gain on held-for-trading investments of approximately HK\$48.4 million (2024: fair value loss of approximately HK\$1.1 million).

The selling and distribution costs for the year ended 31 December 2025 was approximately HK\$3.5 million, increased by approximately 528.7% from approximately HK\$0.6 million for the year ended 31 December 2024. The increase were attributable to the increase in handling charges and service fees from e-commerce platforms.

The administrative expenses decreased by approximately 32.5% from approximately HK\$24.2 million for the year ended 31 December 2024 to approximately HK\$16.4 million for the year 2025. The decrease in administrative expenses was mainly due to decrease in staff costs.

For the year ended 31 December 2025, no share of loss from Mondadori-SEEC (Beijing) Advertising Co. Ltd., a joint venture of the Group (2024: HK\$14.6 million) was recognised. For the years ended 31 December 2024 and 2025, there were no provision for impairment on interest in a joint venture.

For the year ended 31 December 2025, a share of profit from Asia-Pac Financial Investment Company Limited (“Asia-Pac”), an associate of the Group, of approximately HK\$1.7 million (2024: share of loss of approximately HK\$7.9 million) was recognised. Asia-Pac is a company listed on the GEM of The Stock Exchange of Hong Kong Limited (stock code: 8193) in which the principal businesses of its subsidiaries were provision of asset advisory services and asset appraisal, corporate services and consultancy, media advertising and financial services. For the year ended 31 December 2025, there was provision for impairment loss on interest in an associate of approximately HK\$3.6 million (2024: reversal of impairment loss of approximately HK\$11.2 million).

The loss for the year ended 31 December 2025 attributable to owners of the Company amounted to approximately HK\$5.5 million (2024: loss of HK\$34.6 million), representing a decrease of approximately 84.0%. The decrease was mainly due to decrease of administrative expenses of approximately HK\$7.9 million, and increase of fair value changes on financial assets at fair value through profit or loss of approximately HK\$49.5 million as compared to the year ended 31 December 2024; and partially set-off by increase of selling and distribution costs of approximately HK\$2.9 million, increase of provision for impairment loss on financial assets attributable to owners of approximately HK\$35.2 million and decrease in other gains and losses, net of approximately HK\$8.8 million.

To preserve financial resources for future operation of the Group, the Board did not recommend the payment of a dividend for the year ended 31 December 2025 (2024: nil).

MANAGEMENT DISCUSSION AND ANALYSIS

USE OF PROCEEDS

Open Offer

On 9 September 2015, the Company proposed to raise gross proceeds of up to approximately HK\$531.13 million, before expenses, by way of an open offer of 5,311,287,930 ordinary shares of HK\$0.10 each to the qualifying shareholders at a subscription price of HK\$0.10 per offer share, on the basis of five offer shares for every one existing shares held on the record date (the “Open Offer”). On 29 December 2015, 5,311,287,930 offer shares were allotted and issued pursuant to the Open Offer. The net proceeds for the Open Offer were approximately HK\$518.27 million.

For the details of the Open Offer, please refer to the announcements of the Company dated 19 August 2015, 9 September 2015, 23 November 2015 and 28 December 2015, the circular of the Company dated 4 November 2015 and the prospectus of the Company dated 4 December 2015.

On 22 June 2016, 8 July 2016 and 11 September 2020, the Company announced that the use of unutilised net proceeds had been changed.

The information on the use of proceeds from the Open Offer is tabled as follows:

	Intended use of proceeds HK\$'000	Actual use of net proceeds as at 31 December 2024 HK\$'000	Actual use of net proceeds during the year ended 31 December 2025 HK\$'000	Actual use of net proceeds as at 31 December 2025 HK\$'000	Unutilised balance of the net proceeds HK\$'000	Expected timeline for fully utilising the remaining proceeds
Set-up and operation of the Type 1 Company	275,000	275,000	-	275,000	-	-
Set-up and operation of companies licensed under the SFO to conduct Type 4, Type 6 and Type 9 regulated activities under the SFO	10,000	-	-	-	10,000	31 December 2026
Acquisition of companies engaged in the development and operation of e-commerce platform	124,000	124,000	-	124,000	-	-
Operation and development of money lending business	110,000	110,000	-	110,000	-	-
	519,000	509,000	-	509,000	10,000	

The Board expected that the unutilised balance will be used as intended.

MANAGEMENT DISCUSSION AND ANALYSIS

Subscription of New Shares

On 15 August 2022, the Company entered into the Subscription Agreements with the Subscribers, pursuant to which the Subscribers have conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue an aggregate of 120,000,000 new Shares at the Subscription Price of HK\$0.4 per Subscriptions Share (the "Subscriptions"). The Subscription was completed on 1 September 2022, whereby 120,000,000 subscription shares were allotted and issued to the subscribers. The net proceeds (after deducting the other expenses) from the Subscriptions amounted to approximately HK\$47.8 million. The Company intended to use such net proceeds to expand advertising business, especially the digital media marketing services and multi-channel network services of the Group. As at 31 December 2025, HK\$47.8 million of net proceeds was utilised. The net proceeds were fully utilised.

	Nature	Original intended use of proceeds HK\$ million	Actual use of proceeds as at 31 December 2025 HK\$ million
Subscription of new shares	Expand advertising business	47.8	47.8

For the details of the Subscriptions, please refer to the announcements of the Company dated 15 August 2022 and 1 September 2022.

RIGHTS ISSUE

On 7 May 2025, the Company proposed to issue 368,071,365 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date, if fully subscribed) to raise gross proceeds of up to approximately HK\$40.5 million at the Subscription Price of HK\$0.11 per Rights Share on the basis of one (1) Rights Shares for every two (2) existing Shares held on the Record Date. The Rights Issue is only available to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders. The Rights Issue were completed on 8 July 2025, whereby 368,071,365 Rights Shares were allotted and issued. The net proceeds from the Rights Issue (after deducting all necessary costs and expenses) amounted to approximately HK\$39.9 million.

For the details of the Rights Issue, please refer to the announcements of the Company dated 7 May 2025, 2 June 2025, 25 June 2025 and 8 July 2025.

	Original intended use of proceeds HK\$ million	Actual use of proceeds as at 31 December 2025 HK\$ million	Remaining balance HK\$ million	Expected timeline for fully utilising the remaining proceeds
Repayment of the Group's bond payables	22.0	22.0	-	-
Repayment of the Group's other payable	5.5	5.5	-	-
General working capital	12.4	10.2	2.2	30 June 2026

MANAGEMENT DISCUSSION AND ANALYSIS

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

On 11 November 2025, the Group has completed the acquisition of 100% equity interest in the target company involving the issue of consideration shares under general mandate. An aggregate of 147,000,000 Consideration Shares were allotted and issued to the Vendor at the Consideration Share Price of HK\$0.33 as at acquisition date, the total Consideration for the Acquisition were HK\$48,510,000 settled by way of allotment and issue of 147,000,000 Consideration Shares to the Vendor.

For further details, please refer to the note 39 to the consolidated financial statements and the announcement dated 22 August 2025 and 21 October 2025.

SIGNIFICANT INVESTMENTS

As at 31 December 2025, the Group had held-for-trading investments, representing equity securities listed in Hong Kong and listed in United States of America, of approximately HK\$131.9 million and HK\$3.0 million respectively (2024: HK\$74.0 million and HK\$Nil).

Details of the significant investment are as follows:

Company name	As at 31 December 2025			For the year ended 31 December 2025		
	Number of shares held	Proportion to the total issued share capital for the stocks	Market value HK\$'000	Proportion to the total assets of the Group	Fair value gain on the investments HK\$'000	Dividends received HK\$'000
Asia Strategy Digit Technology Holdings Limited ("ASDT") (formerly known as "China Jicheng Holdings Limited")	6,000,000	1.5%	23,700	5.9%	17,340	-
Other securities with individual fair value less than 5% of the total assets as at 31 December 2025	N/A	N/A	111,217	27.7%	31,068	-
			134,917	33.6%	48,408	-

ASDT is principally engaged in manufacture and sales of umbrellas and the relevant products and investment holding which is listed on the Main Board of The Stock Exchange of Hong Kong Limited. For the year ended 31 December 2024, the audited profits and total comprehensive income for the year attributable to owners of ASDT was approximately RMB11.6 million. The unrealised gain on the Group investments in ASDT during the year ended 31 December 2025 was approximately HK\$17.3 million.

The Group's total investment in the ASDT was approximately HK\$3.9 million. As at 31 December 2025, the Group owned 6,000,000 shares in the ASDT, representing 1.5% equity interests in the ASDT. Up to 31 December 2025, no dividends was received from ASDT. The fair value of the investment in ASDT is based on quoted market prices.

For the year ended 31 December 2025, the Group recognised fair value gain on held-for-trading investments of approximately HK\$48.4 million (2024: fair value loss of approximately HK\$1.1 million).

Looking forward, the Board believes that the future performance of the listed investments held by the Group will be volatile and substantially affected by overall economic environment, equity market conditions, investor sentiment and the business performance and development of the investee companies. In order to balance and mitigate the risk in the investment portfolio, the Group will continued maintain a diversified investment portfolio which covered variety of business sector. The Group will closely monitor the performance of the investment portfolio from time to time so as to adjust the investment strategies.

MANAGEMENT DISCUSSION AND ANALYSIS

LIQUIDITY AND FINANCIAL RESOURCES

The Group's daily operating activities were mainly financed by internal resources. As at 31 December 2025, the Group's total equity was approximately HK\$222.7 million (2024: HK\$155.4 million). The increase was mainly attributable to the proceeds from share issued upon rights issue, net of approximately HK\$39.9 million.

The Group had non-current liabilities of approximately HK\$16.6 million as at 31 December 2025 (2024: HK\$25.6 million). The non-current liabilities as at 31 December 2025 consisted of lease liabilities, deferred tax liabilities and borrowing. As at 31 December 2025, the Group's gearing ratio was approximately 44.5%, representing a percentage of total liabilities over total assets (2024: 51.9%).

As at 31 December 2025, the Group has approximately HK\$12.0 million (2024: HK\$20.9 million) bonds payables, and approximately HK\$10.4 million (2024: HK\$9.4 million) other loan.

Save as disclosed above, the Group did not have any other borrowing as at 31 December 2025.

As at 31 December 2025, the Group had bank and cash balances (other than those in trust and segregated accounts) amounted to approximately HK\$27.0 million (2024: HK\$19.5 million).

CHARGES ON ASSETS

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

COMMITMENTS

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

FOREIGN CURRENCIES AND TREASURY POLICY

Most of the Group's business transactions, assets and liabilities are denominated in Hong Kong Dollars or Renminbi. It is the Group's treasury policy to manage its foreign currency exposure whenever its financial impact is material to the Group. As at 31 December 2025, the Group has not entered into any hedging arrangements. However the management will continue to monitor closely its foreign currency exposure and requirements and to arrange for hedging facilities when necessary.

EMPLOYEES

As at 31 December 2025, the Group had 47 (2024: 55) employees in Hong Kong and the PRC. Salaries, bonuses and benefits were decided in accordance with market conditions and performance of the respective employees.

MANAGEMENT DISCUSSION AND ANALYSIS

SHARE OPTION SCHEMES

The Company operates a share option scheme (the “Old Share Option Scheme”) which was adopted on 11 May 2012. On 30 June 2021, the Company adopted a new share option scheme (the “Share Option Scheme”), of which all terms and conditions are the same as the Old Share Option Scheme. The Share Option Scheme adopted by the Company on 30 June 2021 are valid and effective for a period of 10 years. The remaining life of the Share Option Scheme is 5 years.

With effect from 4 May 2020, every twenty (20) issued and unissued existing shares of par value of HK\$0.10 each in the share capital of the Company was consolidated into one (1) consolidated share of par value of HK\$2.00 each. Accordingly, the outstanding share options for subscription of 637,200,000 shares at the exercise price of HK\$0.10 each were adjusted to share options for subscription of 31,860,000 shares at the exercise price of HK\$2.00 each.

On 20 May 2020, 31,800,000 share options to subscribe for up to a total of 31,800,000 ordinary shares of HK\$0.01 each were granted to eligible participants under the Share Option Scheme. The closing price of the shares of the Company immediately before the date on which the options were granted was HK\$0.152 per share.

On 16 April 2021, 31,800,000 share options to subscribe for up to a total of 31,800,000 ordinary shares of HK\$0.01 each were granted to eligible participants under the Share Option Scheme. The closing price of the shares of the Company immediately before the date on which the options were granted was HK\$0.122 per share.

On 21 July 2023, 58,400,000 share options to subscribe for up to a total of 58,400,000 ordinary shares of HK\$0.01 each were grant to eligible participants under the Share Option Scheme with vesting period six months after the date of grant. The closing price of the shares of the Company immediately before the date on which the options were granted was HK\$0.355 per share.

The number of shares that may be issued in respect of options granted under the Share Option Scheme during the year ended 31 December 2025 divided by the weighted average number of ordinary shares for the year ended 31 December 2025 was approximately 8.86% (2024: (restated) 14.76%).

As at 31 December 2025, the number of shares in respect of which options had been granted and remained outstanding under the Scheme was 80,660,000 (2024: 115,640,000), representing 6.4% (2024: 16.1%) of the share of the Company in issue at that date.

The number of options available for grant under the Share Option Scheme as of 1 January 2025 and 31 December 2025 was 3,214,273 and 3,214,273 respectively.

As at the date of the Annual Report, the total number of shares available for issue under the Share Option Scheme is 83,874,273 shares, representing 6.7% of the share of the Company in issue at the date of the Annual Report.

The Company has adopted a Share Option Scheme as an incentive to Directors and eligible employees, the remuneration committee of the Company had reviewed and approved the grant of the Share Option Scheme having considered that the grant was align with the purpose of the Share Option Scheme grant of options to employees of invested entity would enable them to share common interests and business objectives with the Group and to contribute to the overall growth and development of the Group’s business through maximising the value of the joint venture via their daily working efforts as employees of the joint venture.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintaining sound corporate governance and believes that good corporate governance principles and practices will bring trust and faith of the Company's stakeholders.

During the year under review, the Company has complied with all relevant code provisions set out in the Corporate Governance Code (the "Code") as set out in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") except for the deviations stated below:

(1) Code Provision C.5.3 and C.5.8

Code C.5.3 and C.5.8 stipulate that 14-day notice should be given for each regular board meeting and that in respect of regular meetings, and so far as practicable in all other cases, an agenda and accompanying board papers should be sent in full to all directors in a timely manner and at least 3 days before the intended date of a board or board committee meeting (or such other period as agreed).

The Company agrees that sufficient time should be given to the directors in order to make a proper decision. In these respects, the Company adopts a more flexible approach (and yet sufficient time has been given) in convening board meetings to ensure efficient and prompt management decisions could be made.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by directors on exactly the terms and the required standard contained in the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules (the "Model Code").

Having made specific enquiries by the Company, all Directors have confirmed that they have complied with the required standard set out in the Model Code and the code of conduct regarding securities transactions by directors adopted by the Company throughout the year ended 31 December 2025.

BOARD OF DIRECTORS

The Board collectively oversees the management of the business and affairs of the Group with the overriding objective of enhancing share value. The Board has delegated the day-to-day management power of the Group to the executive Directors and senior management of the Company. The Board reserves for its decisions all major matters of the Company, including the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions, financial information, appointment of Directors, and other significant financial and operational matters.

The Board currently comprises four executive Directors who are Mr. Li Leong, Mr. Li Zhen, Mr. Wu Mansheng and Mr. Zhou Hongtao, and three independent non-executive Directors who are Mr. Law Chi Hung, Mr. Guo Hui and Ms. Fang Ying. The Company has received from each of the independent non-executive Directors an annual confirmation of his independence pursuant to the Listing Rules and the Company considers the independent non-executive Directors to be fully independent.

CORPORATE GOVERNANCE REPORT

There is no financial, business, family, or other material/relevant relationship between the Directors. The Company considers that the Board has the necessary skills and experience appropriate for discharging their duties as Directors in the best interest of the Company and that the current size of the Board to be adequate for its present operations. Nevertheless, the Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. Board diversity policy (“Board diversity policy”) was introduced to set out the approach to diversity on the Board of directors of the Company.

There were 6 board meetings and 2 general meetings held during the year ended 31 December 2025. The attendance of each Director at the board meetings and the general meetings is set out below:

Directors	Attended/Eligible to attend	
	Board meetings	General meeting
(number of meetings attended/number of meetings held during respective director’s tenure)		
Mr. Li Leong	6/6	2/2
Mr. Li Xi (resigned on 30 June 2025)	0/2	0/1
Mr. Li Wei (resigned on 28 November 2025)	0/5	0/1
Mr. Li Zhen	4/6	2/2
Mr. Wu Mansheng (appointed on 28 November 2025)	0/0	0/1
Mr. Zhou Hongtao	6/6	2/2
Mr. Law Chi Hung	6/6	2/2
Mr. Guo Hui	6/6	2/2
Ms. Fang Ying	6/6	2/2

All directors (executive Directors, namely Mr. Li Leong, Mr. Li Zhen, Mr. Wu Mansheng and Mr. Zhou Hongtao; and independent non-executive Directors, namely Mr. Law Chi Hung, Mr. Guo Hui and Ms. Fang Ying) have participated in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Li Wei was resigned as the Chairman of the Board on 28 November 2025 and Mr. Wu Mansheng was appointed as the Chairman of the Board on 28 November 2025.

NON-EXECUTIVE DIRECTORS

The term of office of each non-executive Director is the period up to his retirement by rotation in accordance with the Company’s Bye-laws.

Directors’ Training

The Directors must keep abreast of their collective responsibilities and are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company would provide to each newly appointed director or alternative director an induction package covering the summary of the responsibilities and liabilities of a director of a Hong Kong listed company, the Group’s businesses and the statutory regulatory obligations of a director of a listed company as well as the Company’s constitutional documents to ensure that he/she is sufficiently aware of his/her responsibilities and obligations under the Listing Rules and other regulatory requirements.

The Company has provided information related to the changes in the Listing Rules to the Directors to update and refresh the Directors’ knowledge on the latest developments to the Listing Rules. The Company will continuously update the Directors on the latest developments to the Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance the Directors’ awareness of good corporate governance practices.

Newly appointed Director will be arranged a comprehensive, formal and tailored induction which includes provision of key guidelines, documents and publications relevant to their roles, responsibilities and ongoing obligations; a briefing on the Company’s structure, businesses, risk management and other governance practices and meeting with other fellow directors so as to help the newly appointed Directors familiarize with the management, business and governance policies and practices of the Company, and ensure that they have a proper understanding of the operations and businesses of the Company.

CORPORATE GOVERNANCE REPORT

BOARD COMMITTEES

Audit Committee

The Audit Committee (the “Audit Committee”) comprises three Independent Non-executive Directors, namely Mr. Law Chi Hung (Chairman), Mr. Guo Hui and Ms. Fang Ying as committee members.

The Audit Committee reviewed with management the accounting principles and practices adopted by the Group and discussed internal control, risk management and financial report matters including the review of the audited annual financial statements for the year ended 31 December 2025.

The Audit Committee held two meetings during the year under review. Details of the attendance of the Audit Committee meeting are as follows:

Members	Attendance
(number of meetings attended/number of meetings held during respective director’s tenure)	
Mr. Law Chi Hung	2/2
Ms. Fang Ying	2/2
Mr. Guo Hui	2/2

The Group’s interim results for the six months ended 30 June 2025 and annual audited results for the year ended 31 December 2025 have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosure have been made.

Remuneration Committee

As at 31 December 2025, the Remuneration Committee comprises three independent non-executive Directors, namely Mr. Law Chi Hung being the chairman of the committee, Mr. Guo Hui and Ms. Fang Ying as committee members.

The principal responsibilities of the Remuneration Committee include reviewing, considering and approving proposals as well as making recommendations to the Board on the Company’s policy and structure relating to the remuneration of Directors and senior management. The Remuneration Committee also assesses performance of executive Directors.

In respect of the remuneration packages of individual executive directors and senior management, Remuneration Committee is to make recommendations to the Board for the Board’s final determination.

The emoluments of the Directors are determined by reference to the skill, knowledge and experience of the respective Directors and their involvement in the Company’s affairs as well as the prevailing market conditions. Share options may also be granted to the Directors as long-term incentive or rewards for their continuous contributions to the Group.

The Remuneration Committee held three meetings during the year under review. Details of the attendance of the Remuneration Committee meeting are as follows:

Members	Attendance
(number of meetings attended/number of meetings held during respective director’s tenure)	
Mr. Law Chi Hung	3/3
Mr. Guo Hui	3/3
Ms. Fang Ying	3/3

Nomination Committee

As at 31 December 2025, the Nomination Committee comprises three independent non-executive Directors, namely Ms. Fang Ying being chairlady of the committee, Mr. Law Chi Hung and Mr. Guo Hui as committee members.

CORPORATE GOVERNANCE REPORT

BOARD COMMITTEES (CONTINUED)

Nomination Committee (Continued)

The principal duties of the Nomination Committee include reviewing the structure, size and composition of the Board on a regular basis and making recommendations to the Board regarding any proposed changes.

The Board is empowered under the “Bye-laws” to appoint any person as a Director either to fill a casual vacancy on or as an additional member of the Board. In consideration of Board diversity, the Nomination Committee will monitor the implementation of the Company’s nomination policy and Board diversity policy and will from time to time review the policies to ensure its effectiveness.

The Nomination Committee held three meetings during the year under review. Details of the attendance of the Nomination Committee meeting are as follows:

Members	Attendance
(number of meetings attended/number of meetings held during respective director’s tenure)	
Mr. Law Chi Hung	3/3
Mr. Guo Hui	3/3
Ms. Fang Ying	3/3

Nomination policy

The Board has adopted a nomination policy which sets out the principles guiding the Nomination Committee to identify and evaluate a candidate for nomination to the Board for appointment or to the shareholders of the Company for election as a Director of the Company. The policy contains a number of factors to which the Nomination Committee has to adhere when considering nominations. These factors include the candidate’s skills and experience, diversity perspectives set out in the Board diversity policy, the candidate’s time commitment and integrity, and the independence criteria under Rule 3.13 of the Listing Rules if the candidate is proposed to be appointed as an Independent Non-executive Director. The policy also lays down the following nomination procedures: the Nomination Committee (a) will take appropriate measures to identify and evaluate a candidate; (b) may consider a candidate recommended or offered for nomination by a shareholder of the Company; and (c) will, on making the recommendation, submit the candidate’s personal profile to the Board for consideration.

Board Diversity Policy

The Board has adopted a Board diversity policy which sets out the approach adopted by the Board regarding diversity of Board members. In designing the Board’s composition, board diversity has been considered from a number of perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services and time to be devoted as a director. The Company will also take into account factors relating to its own business model and specific needs from time to time. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

The Board strives to ensure that it has the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of its business strategies and in order for the Board to be effective. The Board has set measurable objectives (in term of gender, skills and experience) to implement the Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives. The Board will review the Policy, as appropriate, to ensure its continued effectiveness from time to time.

Regarding the target of achieving further diversity at Board level, the Company will endeavor to maintain not less than one (1) female director. The Company will continue to look for suitable female candidates at the Board and workforce levels to achieve further diversity.

The Company considers that the current composition of the Board is characterised by diversity in terms of gender, professional background and skills.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE FUNCTIONS

The Board is overall responsible for performing corporate governance duties. The Board developed and reviewed the Company's policies and practices on corporate governance; and monitored the training and professional development of Directors and senior management. The Board has constantly reviewed the Company's policies and practices to ensure compliance with legal and regulatory requirements and the Company's compliance with the Code and disclosure in the corporate governance report.

COMPANY SECRETARY

The Company Secretary is responsible for assisting the Board and respective Board Committees in their proceedings and advising the Board on corporate governance matters. During the year ended 31 December 2025, the Company Secretary has taken no less than 15 hours of professional training.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its overall responsibilities for maintaining sound and effective internal control and risk management systems of the Group and reviewing their effectiveness. The Internal Audit function of the Group performed independent reviews and reported regularly the review results to the Board through the Audit Committee on the adequacy and effectiveness of the Group's internal control and risk management systems. The Board, through the Internal Audit function of the Group, has conducted annual review of the effectiveness of the system of internal control of the Group including the relevant financial, operational and compliance controls and risk management procedures and considered them effective and adequate. The Board has delegated to the senior management of the Group the implementation of such systems of internal controls. The management throughout the Group maintains and monitors the internal control system on an ongoing and regular basis.

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. 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 Board also reviewed and was satisfied with the adequacy of resources, qualifications and experience of the employees of the Group's accounting, internal audit and financial reporting function, and their training programmes and budget.

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.

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

AUDITOR

The external auditor of the Company is Infinity CPA Limited. The Audit Committee is responsible for making recommendations to the Board on the external auditor's appointment, re-appointment and removal, which are subject to approval by the Board and at the general meetings of the Company by its shareholders. In assessing the external auditor, the Audit Committee will take into account relevant experience, performance, objectivity and independence of the external auditor.

CORPORATE GOVERNANCE REPORT

Provision of non-audit services

In deciding whether the external auditor should provide non-audit services for the Group, the following key principles are considered:

- (i) the auditors should not audit their own firm's work;
- (ii) the auditors should not make management decisions;
- (iii) the auditors' independence should not be impaired; and
- (iv) quality of service.

If any services which may be considered to be in conflict with the role of the external auditor, prior approval to engagement must be obtained from the Audit Committee, regardless of the amounts involved.

Auditor's remuneration

During the year ended 31 December 2025, the fees paid or payable to the auditor of the Company, Infinity CPA Limited, was approximately HK\$580,000 (2024: HK\$500,000) and HK\$85,000 (2024: HK\$nil) for statutory audit services and non-audit services rendered to the Group respectively.

DIRECTORS' RESPONSIBILITY ON THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the financial statements of the Group for the year ended 31 December 2025, which were prepared in accordance with statutory requirements and applicable accounting standards.

SHAREHOLDERS' RIGHTS

Dividend policy

The Company has adopted a dividend policy which became effective on 1 January 2019. The dividend policy aims at enhancing transparency of the Company and facilitating the shareholders and investors of the Company to make informed investment decisions relating to the Company. According to the dividend policy, while the Company intends to declare and pay dividends, the payment and the amount of any dividend will depend on a number of factors, including but not limited to the Group's financial performance, working capital requirements, capital expenditure requirements, future expansion plans and liquidity position, the general economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group.

Procedures for shareholders to convene an extraordinary general meeting

Pursuant to bye-law 58 of the Bye-laws, on the written requisition of Shareholders holding not less than one-tenth of the paid up capital of the Company which carries the right to vote at general meetings of the Company, the Directors shall convene an extraordinary general meeting for the transaction of any business specified in such requisition; and such meeting shall be convened within thirty days from the date of deposit of the requisition.

CORPORATE GOVERNANCE REPORT

Procedures for shareholders to propose a person for election as a director

Pursuant to bye-law 85 of the Bye-laws, if a Shareholder wishes to propose a person other than a Director of the Company for election as a Director at any general meeting, the shareholder can deposit a written notice to that effect at the principal place of business of the Company in Hong Kong, for the attention of the Board.

In order for the Company to inform Shareholders of that proposal, the written notice must state the full name of the person proposed for election as a Director, include the person's biographical details as required by rule 13.51(2) of the Listing Rules, and be signed by the Shareholder concerned and that person indicating his/her willingness to be elected.

Pursuant to bye-law 85 of the Bye-laws, the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that (if the notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

The Company shall publish an announcement in accordance with Rule 2.07C or issue a supplementary circular upon receipt of a notice from a Shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of meeting. The Company shall include particulars of the proposed director in the announcement or supplementary circular.

The Company shall assess whether or not it is necessary to adjourn the meeting of the election to give Shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

Voting at and notice of general meetings

As required by the Listing Rules, the Company conducts all voting at general meetings by poll. To comply with the Listing Rules, notices to shareholders will be sent in the case of annual general meetings at least 20 clear business days before the meeting and at least 10 clear business days in the case of all other general meetings.

Pursuant to bye-law 59 of the Bye-laws, an annual general meeting shall be called by notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days. All other general meetings (including a special general meeting) must be called by notice of not less than fourteen (14) clear days and not less than ten (10) clear business days, a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Shareholders entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Shareholders having the right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. (95%) of the total voting rights at the meeting of all the Shareholders.

INVESTOR RELATIONS

The Board recognises that effective and timely communication with the Company's investors plays a crucial role in maintaining existing investor's confidence and attracting new investors, so the Board continuously places great importance on proactive communication with its existing and potential shareholders and investors. The primary communication channel between the Company and its shareholders is the publication of annual reports and interim reports, announcements, circulars and notices to shareholders. The Company's annual general meetings further provided a platform and opportunity for our shareholders to exchange view with the Company.

CONSTITUTIONAL DOCUMENTS

There is no significant change in the Company's constitutional documents during the year ended 31 December 2025.

DIRECTORS' PROFILE

EXECUTIVE DIRECTORS

Mr. Li Leong, aged 42, has years of experience in financial industry. Mr. Li graduated from the University of Western Ontario in Canada with a Bachelor of Science degree in Mathematics and Statistics in 2006. He also obtained a Master of Science degree in Investment Management from the Hong Kong University of Science and Technology in 2013. Mr. Li joined the Group in February 2015.

Mr. Zhou Hongtao, aged 48, has over 10 years of experience in investment and media related industry. Mr. Zhou is currently the managing director of Shanghai Xiang Chen Hang Place The Industry Co, Ltd in the PRC, a real estate investment company in Shanghai. Mr. Zhou was the senior investment manager in Founder Group, Beijing, specialized in information technology and media related investment. Mr. Zhou obtained a Bachelor degree of Chemical Engineering and Technology from the Dalian University of Technology in 2000 and a Master of Business Administration degree from the Beijing Jiaotong University in 2005. Mr. Zhou joined the Group in May 2014.

Mr. Li Zhen, aged 45, has years of experience in the media industry. He is specialized in strategic planning, project leading and advertising design in the media field. Prior to joining the Group, Mr. Li held a senior managerial position in a sizable media company in the People's Republic of China. Mr. Li joined the Group in April 2019.

Mr. Wu Mansheng, aged 48, has over thirty years of experience on the health and wellness sector. He is specialized in health and wellness products. Prior to his tenure with the Group, Mr. Wu steered his brand consistently topped the best selling charts for health and wellness products on major e-commerce platforms. Mr. Wu is currently the director of subsidiaries of the Company. Mr. Wu joined the Group in November 2025.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Law Chi Hung, aged 42, obtained a bachelor degree of Business Administration (Honors) in Accountancy from the City University of Hong Kong and has obtained Master of Corporate Governance at the Hong Kong Polytechnic University in 2022. He has 10 years of experience in accounting and auditing. Mr. Law is a member of the Hong Kong Institute of Certified Public Accountants and is currently a director of CLG CPA Limited. Mr. Law was appointed as an independent non-executive director of Silver Tide Holdings Limited (stock code: 1943) in June 2015 until October 2022 and Hang Yick Holdings Company Limited (stock code: 1894) in March 2023 until January 2024, both companies whose share are listed on the Main Board of the Stock Exchange.

Ms. Fang Ying, aged 32, is currently a management of a sizable e-commerce corporation in the People's Republic of China. She has solid business networks and years of management experience in the e-commerce and marketing business. Ms. Fang joined the Group in December 2024.

Mr. Guo Hui, aged 43, has over 10 years of experience in the marketing industry. He is currently a senior project manager of a sizable marketing corporation in the People's Republic of China. Mr. Guo joined the Group in March 2024.

DIRECTORS' REPORT

The Directors present their annual report and the audited consolidated financial statements for the year ended 31 December 2025.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Its principal subsidiaries and joint ventures are engaged in the provision of advertising and e-commerce business, and money lending business in the People's Republic of China and in Hong Kong. Details are set out in notes 6, 17 and 38 to the consolidated financial statements.

BUSINESS REVIEW

A review of the Group's business and the outlook and prospect of the Group are provided in the "Director's Statement" section on pages 3 to 5 of this annual report.

ENVIRONMENTAL POLICIES AND SOCIAL RESPONSIBILITIES

In 2021, the Group has actively responded to the general direction of social development, strived to meet the demands of environmental and social responsibility, strengthened our group's and employees' awareness of the environment and society, and actively participated in environmental and social issues. To better protect natural resources, we have taken various measures to save energy, reduce waste and consumption, and promote the use of environmentally friendly products in our daily business operations. In terms of social issues, the Group attaches great importance to the cultivation of knowledge and talent in order to establish a safe and honest working environment that bears social responsibilities to our employees. Meanwhile, we would like to share our ideas and concepts with our stakeholders. Through these practices, the Group has achieved encouraging results regarding environmental and social aspects.

Detail information regarding the environmental, social and governance practices adopted by the Group is set out in the Environmental, Social and Governance Report which will be disclosed as a separate report and published on the websites of the Stock Exchange and the Company together with the publication of this annual report.

RESULTS

The results of the Group for the year ended 31 December 2025 are set out in the consolidated statement of profit or loss and other comprehensive income on page 32.

SUMMARY OF FINANCIAL INFORMATION

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 108.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 15 to the consolidated financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of the Company's share capital and share option schemes are set out in notes 31 and 35 to the consolidated financial statements respectively.

EVENTS AFTER REPORTING PERIOD

There are no significant events after the reporting period that is required to be reported.

DIRECTORS' REPORT

DISTRIBUTABLE RESERVES OF THE COMPANY

At 31 December 2025 and 2024, the Company did not have reserves available for distribution to shareholders.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2025, the purchases attributable to the Group's largest supplier and the aggregate purchases attributable to the Group's five largest suppliers taken together were approximately 4% and 12% of the Group's total cost of sales for the year respectively. The sales attributable to the Group's largest customer and the aggregate sales attributable to the Group's five largest customers taken together were approximately 11% and 27% of the Group's total revenue for the year respectively.

As far as the Directors are aware, neither the Directors, their associates, nor those shareholders which to the knowledge of the Directors own more than 5% of the Company's share capital, had any interest in the five largest suppliers of the Group during the year.

DIRECTORS

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

Executive Directors:

Mr. Li Leong
Mr. Li Xi (resigned on 30 June 2025)
Mr. Li Wei (resigned on 28 November 2025)
Mr. Li Zhen
Mr. Wu Mansheng (appointed on 28 November 2025)^(note)
Mr. Zhou Hongtao

Independent non-executive Directors:

Mr. Law Chi Hung
Ms. Fang Ying
Mr. Guo Hui

In accordance with bye-law 84 of the Bye-laws, Mr. Law Chi Hung, Mr. Li Leong and Mr. Wu Mansheng shall retire at the forthcoming annual general meeting and the retiring Directors are eligible for re-election.

Note: Mr. Wu Mansheng, being appointed on 28 November 2025, obtained the legal advice referred to in Rule 3.09D of the Listing Rules on 28 November 2025, and Mr. Wu Mansheng confirmed that he understood his obligations as a Director.

DIRECTORS' REPORT

DIRECTORS' SERVICE CONTRACTS

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).

The term of office of each non-executive Director is the period up to his/her retirement by rotation in accordance with the Company's Bye-laws.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Other than those disclosed in note 37 to the consolidated financial statements, no contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at 31 December 2025 or at any time during the year.

DIRECTORS' INTERESTS IN SECURITIES

At 31 December 2025, the interests of the Directors and their associates in the shares and underlying shares of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers were as follows:

Save as disclosed below, as at 31 December 2025, none of the Directors and chief executives had interests and short positions in the shares, the underlying shares and/or the debentures (as the case may be) of the Company or any its associated corporations (within the meaning of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such Director or chief executive is taken or deemed to have under such provisions of the SFO) or which were required to be entered into the register required to be kept by the Company under section 352 of the SFO or which were otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in the Listing Rules:

Long positions in the shares and underlying shares of the Company

Name of Director	Nature of interest	Number of Shares held	Number of underlying Shares held in the options granted under the Share option scheme of the Company	Percentage of number of issued shares of the Company as at 31 December 2025 ^(Note 1) (%)
Mr. Wu Mansheng (appointed on 28 November 2025)	Interest in controlled corporation (Note 2)	147,000,000	-	11.75
Mr. Law Chi Hung	Beneficial owner	-	3,180,000	0.25

Note 1: The percentage shareholding is calculated on the basis of the Company's issued share capital of 1,251,214,095 as at 31 December 2025.

Note 2: These shares were held by Brother Angel And His Friends Investment Ltd., a company which Mr. Wu Mansheng owned 99.99% shares.

DIRECTORS' REPORT

PERMITTED INDEMNITY PROVISION

Pursuant to bye-law 164 of the Bye-laws, the Directors and every one of them is entitled to be indemnified out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which the Directors or any of them, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty in their offices or otherwise in relation thereto provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of the Directors.

The Company has taken out and maintained Directors' liability insurance throughout the year which provides appropriate cover for legal actions brought against the Directors.

SHARE OPTION SCHEMES

Particulars of the Company's share option schemes and details of movements in the Company's share options during the year to subscribe for shares of HK\$0.01 each in the Company are set out in note 35 to the consolidated financial statements.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed in "Directors' Interests in Securities" above, at no time during the year was the Company or any of its subsidiaries, a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS

At 31 December 2025, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that the following shareholder had notified the Company of the relevant interests and short positions in the shares and underlying shares of the Company:

Long positions in the shares

Name of Shareholder	Personal Interest	Family Interests	Corporate*	Total Interests	Percentage of issued share capital of the Company (%)
Yong Rong (HK) Asset Management Limited	-	-	196,940,000	196,940,000	15.74
Brother Angel And His Friends Investment Ltd.	-	-	147,000,000	147,000,000	11.75
Mr. Wu Mansheng*	-	147,000,000	147,000,000	147,000,000	11.75

* Interests beneficially held by the company itself or through companies controlled by it.

* Mr. Wu Mansheng is an Executive Director and Chairman of the Company.

Note:

Brother Angel And His Friends Investment Ltd. was controlled as to 99.99% by Mr. Wu Mansheng the Executive Director and Chairman of the Company.

Save as disclosed above, at Year End Date, the Directors were not aware of any other person who had an interest or short position in the Shares or underlying Shares as recorded in the register that required to be kept by the Company pursuant to Section 336 of the SFO and/or were directly or indirectly interested in 5% or more of the nominal value of the share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

DIRECTORS' REPORT

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up on the basis of their merit, qualifications and competence.

The emoluments of the Directors of the Company are decided by the Board of Directors, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to Directors and eligible employees, details of the scheme is set out in note 35 to the consolidated financial statements.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year, as far as the Directors are aware, there was no material non-compliance with applicable laws and regulations by the Group that has a significant impact on the Group's business and operations.

RELATIONS WITH KEY STAKEHOLDERS

The Board recognises that our employees are valuable assets contributing to the Group's future success. The Group provides competitive remuneration package to attract, motivate and retain our employees. The Board also regularly reviews the remuneration package of our employees and makes necessary adjustments to conform to the prevailing market practices.

The Board also treasures that maintaining good relationship with our customers and suppliers is vital to achieve the Group's long-term goals. During the year, there was no significant dispute between the Group companies and our business partners.

KEY RISKS AND UNCERTAINTIES

The Group's financial condition, results of operations, and business prospects may be affected by a number of risks and uncertainties directly or indirectly pertaining to the Group's businesses. The Directors consider, among other things, that approvals to renew the advertising licenses of certain of our Group companies by the PRC governmental authorities, renewal of the sole advertising rights of certain magazines and addition of any new exclusive advertising contracts to the Group are the key risks and uncertainties to its operation and prospects. These are not within the control of the Board and are also much dependent on the prevailing regulations and conditions at the relevant time of renewal in future. Description of key sources of estimation uncertainty and the risks associated with the Group's financial instruments are disclosed in note 4 and note 34 to the consolidated financial statements respectively. There may be other risks and uncertainties in addition to those mentioned above which are not known to the Board or which may not be material now but could turn out to be material in future.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-laws or the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2025.

DIRECTORS' REPORT

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

AUDITOR

On 8 October 2024, Elite Partners CPA Limited resigned as the auditor of the Company and Infinity CPA Limited ("Infinity") was appointed as the auditor of the Company to fill the vacancy following the resignation of Elite Partners CPA Limited.

The financial statements for the year ended 31 December 2025 was audited by Infinity.

Infinity shall retire as auditor of the Company at the forthcoming annual general meeting and shall be subject to appointment by the shareholders. A resolution will be submitted to the forthcoming annual general meeting of the Company to re-appoint Infinity as auditor of the Company.

On behalf of the Board

Li Leong

Director

Hong Kong, 31 March 2026

INDEPENDENT AUDITOR'S REPORT



Infinity CPA Limited
Room 1501, 15/F., Olympia Plaza
255 King's Road, North Point, Hong Kong

TO THE SHAREHOLDERS OF BFB HEALTH LIMITED

(formerly known as SEEC Media Group Limited)

(incorporated in the Cayman Islands and continued in Bermuda with limited liability)

Opinion

We have audited the consolidated financial statements of BFB Health Limited (formerly known as SEEC Media Group Limited) (the "Company") and its subsidiaries (collectively, the "Group") set out on pages 32 to 107, which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

INDEPENDENT AUDITOR'S REPORT

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.

Key audit matters identified in our audit are summarised as follows:

- Impairment assessment of accounts receivable, loan receivables and other receivables
- Impairment assessment of goodwill
- Business combination arising from the acquisition of subsidiaries

Key Audit Matter

Impairment assessment of accounts receivable, loan receivables and other receivables

Refer to notes 3.2, 4, 21, 22, 23 and 34 to the consolidated financial statements.

We identified the impairment assessment of accounts receivable, loan receivables and other receivables as a key audit matter due to the significant balances of these assets at the end of the reporting period and the significant judgements and estimates exercised by the Group's management.

Management estimated, with the assistance of an external valuer, the ECL by considering factors including the ageing profile, debtors' repayment history and the current and forward-looking information on macroeconomic factors that involve the exercise of management judgement.

How our audit addressed the Key Audit Matter

Our audit procedures in relation to impairment assessment of accounts receivable, loan receivables and other receivables included:

- obtained an understanding of the key controls over credit assessment procedures performed by management, including the periodic review of aged accounts receivable, loan receivables and other receivables and management's estimation of the allowance for ECL on these receivables;
- evaluated the Group's policy for estimating the ECL with reference to the requirements of the prevailing accounting standard;
- tested the accuracy of the ageing profile of these receivables by checking to supporting documents on a sample basis;
- examined the estimation on the ECL of individual balances on sample basis and the expected loss rate of each category groups and evaluating the basis and factors used in the estimation to the appropriateness of the identification of significant increase in credit risk, defaults and credit-impaired receivables;
- evaluated the independence, competence, objectivity and experience of the valuer engaged by management;
- obtained an understanding of and evaluated the reasonableness of the methodology, key data inputs and assumptions used to determine the ECL; and
- tested the mathematical accuracy of the calculation of ECL rates and the calculation of the allowance for ECL.

INDEPENDENT AUDITOR'S REPORT

Key Audit Matter

Impairment assessment of goodwill

Refer to notes 3.2, 4 and 16 to the consolidated financial statements.

We identified the impairment assessment of goodwill as a key audit matter due to the significant judgements and estimates exercised by the Group's management.

As at 31 December 2025, the carrying amount of goodwill amounted to approximately HK\$41,284,000 relating to the Group's cash-generating unit ("CGU") engaged in the provision of advertising and e-commerce business.

The management performed impairment assessment on goodwill, as required annually, with the assistance of an external valuer, based on value-in-use by preparing discounted cash flow forecasts.

Based on such assessment, no impairment loss on goodwill was recognised during the year ended 31 December 2025.

How our audit addressed the Key Audit Matter

Our audit procedures in relation to impairment assessment of goodwill included:

- obtained an understanding of the key controls over the asset impairment assessment process;
- assessed the management's identification of CGUs and the allocation of assets to each CGU with reference to our understanding of the Group's businesses and the requirements of the prevailing accounting standards;
- evaluated the independence, competence, objectivity and experience of the valuer engaged by management;
- evaluated the appropriateness of methodology used by the valuer and assessed the reasonableness of key data inputs and assumptions used by the valuer in assessing the value-in-use of these assets; and
- tested the mathematical accuracy of the underlying calculations in the impairment assessment and agreed the calculations to the financial budget and future forecasts and compared actual results to those budgeted to assess the quality of management's forecast.

INDEPENDENT AUDITOR'S REPORT

Key Audit Matter

Business combination arising from the acquisition of subsidiaries

Refer to notes 3.2 and 39 to the consolidated financial statements

On 11 November 2025, the Group completed the acquisitions of 100% equity interest in BFB Development Inc. and its subsidiaries (collectively, the "BFB Group"), which are principally engaged in the sales of health and wellness products, mainly through e-commerce channels (the 'Acquisition').

Management has engaged an external valuer to assist them in identifying intangible assets and to perform the valuations of the fair value of the identified assets and liabilities of the acquired companies at the acquisition date and, based on which, management performed a purchase price allocation for the Acquisition, which resulted in recognition of intangible assets of approximately HK\$8,351,000, representing the selling right. Goodwill of approximately HK\$40,462,000, being the excess of considerations transferred over the fair value of identified net assets acquired was recognised.

We identified business combination arising from the acquisition of subsidiaries as a key audit matter due to the significant judgements and estimates exercised by the Group's management in the underlying fair value assessment and purchase price allocation for the Acquisition. The significant judgements and estimates include the adoption of appropriate valuation methodologies and the use of key assumptions and inputs (mainly royalty rate, discount rate and expected useful lives and the allocation basis of fair value of identifiable assets and liabilities).

How our audit addressed the Key Audit Matter

Our audit procedures in relation to the business combination arising from the acquisition of subsidiaries included:

- obtained an understanding of the key controls over the business combination and the asset valuation assessment process;
- evaluated the independence, competence, objectivity and experience of the valuer engaged by management;
- obtained the valuation report and discussed with the valuer on the valuation methodologies, key assumptions and inputs used;
- assessed the appropriateness of the valuation methodologies, key assumption and inputs used; and
- checked the mathematical accuracy of the calculations of the fair value assessment and the purchase price allocation.

INDEPENDENT AUDITOR'S REPORT

Other Information

The directors of the Company are responsible for the other information. The other information comprises the information included in the 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.

Responsibilities of the Directors of the Company and Audit Committee for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRS Accounting Standards 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 audit committee assists the directors of the Company in discharging their responsibilities for overseeing the Group's financial reporting process.

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 solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Art, 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.

INDEPENDENT AUDITOR'S REPORT

- 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 consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with the audit committee, we determine 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.

Infinity CPA Limited
Certified Public Accountants

Au Yeung Ming Yin Gordon
Practising Certificate Number: P08219
Hong Kong
31 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	5	33,117	30,151
Cost of sales		(16,884)	(17,735)
Gross profit		16,233	12,416
Other income	7	1,471	2,687
Fair value changes on financial assets at fair value through profit or loss ("FVTPL")		48,408	(1,127)
Other gains and losses, net	8	(92)	8,705
Selling and distribution costs		(3,464)	(551)
Administrative expenses		(16,359)	(24,239)
Finance costs	9	(2,010)	(1,922)
Share of results of a joint venture	17	-	(14,631)
Share of results of an associate	18	1,700	(7,894)
Impairment loss on financial assets	10	(61,843)	(4,550)
(Provision for)/reversal of impairment loss on interest in an associate		(3,612)	11,228
Provision for impairment loss on property, plant and equipment		-	(1,085)
Provision for impairment loss on right-of-use assets		-	(8,440)
Loss before tax	10	(19,568)	(29,403)
Income tax (expense)/credit	12	(425)	521
Loss for the year		(19,993)	(28,882)
Other comprehensive (expense)/income			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
- Exchange differences arising on translation		(1,170)	2,959
- Share of other comprehensive income of an associate		8	-
- Share of exchange differences of a joint venture		-	(260)
- Reclassification adjustment for the cumulative exchange reserve included in profit or loss upon derecognition		-	(1,080)
		(1,162)	1,619
Total comprehensive expense for the year		(21,155)	(27,263)
Loss for the year attributable to:			
- Owners of the Company		(5,540)	(34,596)
- Non-controlling interests		(14,453)	5,714
		(19,993)	(28,882)
Total comprehensive expense attributable to:			
- Owners of the Company		(6,140)	(33,316)
- Non-controlling interests		(15,015)	6,053
		(21,155)	(27,263)
Loss per share (HK cents)	13		(Restated)
Basic		(0.6)	(4.3)
Diluted		(0.6)	(4.2)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2025

	Notes	2025 HK\$'000	2024 HK\$'000
Non-current assets			
Property, plant and equipment	15	954	374
Goodwill and intangible assets	16	49,539	-
Interest in a joint venture	17	-	-
Interest in an associate	18	6,496	8,400
Deposits	23	1,319	1,284
Right-of-use assets	20	873	2,022
		59,181	12,080
Current assets			
Inventories		3,677	-
Accounts receivable	21	42,038	44,301
Loan receivables	22	107,128	147,260
Other receivables, deposits and prepayments	23	19,515	16,062
Held-for-trading investments	24	134,917	74,049
Restricted bank balances (trust and segregated accounts)	25	7,783	9,828
Bank balances (general accounts) and cash	25	27,010	19,548
		342,068	311,048
Current liabilities			
Accounts payable	26	18,133	18,637
Other payables and accruals	27	121,536	99,518
Amount due to a joint venture	19	1,334	2,532
Borrowings	28	10,364	10,418
Tax payable		7,472	7,165
Lease liabilities	30	3,163	3,801
		162,002	142,071
Net current assets		180,066	168,977
Total assets less current liabilities		239,247	181,057
Non-current liabilities			
Borrowing	28	12,000	20,000
Deferred tax liabilities	29	2,064	-
Lease liabilities	30	2,502	5,636
		16,566	25,636
Net assets		222,681	155,421
Capital and reserves			
Share capital	31	11,042	7,361
Reserves		197,917	167,833
Equity attributable to owners of the Company		208,959	175,194
Other equity instruments		48,510	-
Non-controlling interests	38	(34,788)	(19,773)
Total equity		222,681	155,421

The consolidated financial statements on pages 32 to 107 were approved and authorised for issue by the Board of Directors on 31 March 2026 and were signed on its behalf by:

Zhou Hongtao
Director

Li Leong
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2025

	Attributable to owners of the Company													Total HK\$'000
	Share capital HK\$'000	Share premium* HK\$'000	Capital reserve* HK\$'000 (Note a)	Contributed surplus* HK\$'000 (Note b)	Statutory reserve* HK\$'000 (Note c)	Exchange translation reserve* HK\$'000 (Note d)	Other reserve* HK\$'000 (Note e)	Fair value thought other comprehensive income reserve* ("FVTOCI") HK\$'000 (Note f)	Share options reserve* HK\$'000 (Note g)	Accumulated losses* HK\$'000	Subtotal HK\$'000	Other equity instruments HK\$'000 (Note h)	Non- controlling interests HK\$'000	
At 1 January 2024	7,361	81,221	13,092	429,374	8,407	23,940	18,035	(33,000)	17,381	(358,540)	207,271	-	(25,826)	181,445
Loss for the year	-	-	-	-	-	-	-	-	-	(34,596)	(34,596)	-	5,714	(28,882)
Exchange differences arising on translation	-	-	-	-	-	2,620	-	-	-	-	2,620	-	339	2,959
Share of exchange differences of a joint venture	-	-	-	-	-	(260)	-	-	-	-	(260)	-	-	(260)
Reclassification adjustment for the cumulative exchange reserve included in profit or loss upon derecognition (Note 40)	-	-	-	-	-	(1,080)	-	-	-	-	(1,080)	-	-	(1,080)
Total comprehensive expenses for the year	-	-	-	-	-	1,280	-	-	-	(34,596)	(33,316)	-	6,053	(27,263)
Recognition of equity-settled share-based payment (Note 35)	-	-	-	-	-	-	-	-	1,239	-	1,239	-	-	1,239
Lapsed of share options (Note 35)	-	-	-	-	-	-	-	-	(430)	430	-	-	-	-
At 31 December 2024 and 1 January 2025	7,361	81,221	13,092	429,374	8,407	25,220	18,035	(33,000)	18,190	(392,706)	175,194	-	(19,773)	155,421
Loss for the year	-	-	-	-	-	-	-	-	-	(5,540)	(5,540)	-	(14,453)	(19,993)
Exchange differences arising on translation	-	-	-	-	-	(608)	-	-	-	-	(608)	-	(562)	(1,170)
Share of other comprehensive income of an associate	-	-	-	-	-	-	8	-	-	-	8	-	-	8
Total comprehensive expenses for the year	-	-	-	-	-	(608)	8	-	-	(5,540)	(6,140)	-	(15,015)	(21,155)
Issue of shares, under rights issue net of direct transaction cost (Note 31)	3,681	36,224	-	-	-	-	-	-	-	-	39,905	-	-	39,905
Issue of under rights issue consideration share (Note 31)	-	-	-	-	-	-	-	-	-	-	-	48,510	-	48,510
Lapsed of share options (Note 35)	-	-	-	-	-	-	-	-	(2,858)	2,858	-	-	-	-
At 31 December 2025	11,042	117,445	13,092	429,374	8,407	24,612	18,043	(33,000)	15,332	(395,388)	208,959	48,510	(34,788)	222,681

* These reserve accounts comprise the consolidated reserves of approximately HK\$197,917,000 (2024: HK\$167,833,000) in the consolidated statement of financial position.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

For the year ended 31 December 2025

Notes:

- (a) Capital reserve represents two new shareholders of a subsidiary, Beijing Le Hua Jiu Fang Advertising Co., Ltd (“Beijing Le Hua Jiu Fang”), injected HK\$15,747,000 (equivalent to RMB12,000,000) as additional registered capital in Beijing Le Hua Jiu Fang during the year ended 31 December 2014. The Group’s equity interest in Beijing Le Hua Jiu Fang decreased from 90% to 71.28%. The difference of HK\$13,092,000 between the fair value of the consideration paid by the two new shareholders and amount of HK\$2,655,000 by which the non-controlling interests are adjusted is recognised directly in equity and attributable to the owners of the Company.
- (b) The contributed surplus represents (i) the cancellation of the entire amount standing to the credit of the share premium account of approximately HK\$323,148,000 and to transfer the credits arising from such cancellation to an account designated as the contributed surplus account of the Company before the change of domicile from Cayman Islands to Bermuda becoming effective on 26 October 2015; and (ii) the capital reduction of the nominal value of issued shares from HK\$0.2 each to HK\$0.1 each by cancelling paid-up capital to the extent of HK\$0.1 on each ordinary share of the Company in issue so that the share capital was reduced by approximately HK\$106,226,000.
- (c) According to the relevant laws and regulations in the People’s Republic of China (“PRC”) and the Articles of Association of the Company’s subsidiaries in the PRC, those subsidiaries are required to set aside 10% of their profit after taxation to the statutory reserve (except where the reserve has reached 50% of the subsidiaries’ registered capital). The profit after taxation is determined in accordance with the relevant accounting principles and financial regulations applicable to companies established in the PRC. This reserve cannot be used for purposes other than those for which it is created and is not distributable as dividends without the prior approval by the owners under certain conditions.
- (d) Exchange translation reserve represents exchange differences relating to the translation of the net assets of the Group’s foreign operations from their functional currencies to the Group’s presentation currency (i.e. Hong Kong dollar) are recognised directly in other comprehensive income and accumulated in the exchange translation reserve. Such exchange differences accumulated in the exchange translation reserve are reclassified to profit or loss on the disposal of the foreign operations.
- (e) Other reserve represents share of accumulated exchange difference of associate.
- (f) FVTOCI reserve represents gains/losses arising on recognising financial assets classified as investment in equity instrument at fair value through other comprehensive income.
- (g) Share option reserve comprises the fair value of share options granted which are yet to be exercised, the amount will either be transferred to the share premium account when the related options are exercised, or be transferred to accumulated losses should the related options expire or be forfeited.
- (h) Other equity instruments comprise contingent consideration shares issued in relation to the acquisition of subsidiaries (note 39) during the year ended 31 December 2025. The shares were issued pursuant to the terms of the acquisition agreement and are recognised within equity.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2025

	2025 HK\$'000	2024 HK\$'000
OPERATING ACTIVITIES		
Loss before tax	(19,568)	(29,403)
Adjustments for:		
Bank interest income	(64)	(78)
Finance costs	2,010	1,922
Amortisation of intangible assets	269	-
Depreciation of property, plant and equipment	28	304
Depreciation of right-of-use assets	130	1,543
Reversal of impairment loss on interest in an associate	3,612	(11,228)
Impairment losses on financial assets, net	61,843	4,550
Impairment losses on right-of-use assets	-	8,440
Impairment losses on property, plant and equipment	-	1,085
Loss on disposal of property, plant and equipment	38	24
Fair value changes on financial assets at fair value through profit or loss	(48,408)	1,127
Loss/(gain) on early termination of lease agreement	139	(286)
Share of results of an associate	(1,700)	7,894
Share of results of a joint venture	-	14,631
Equity-settled share-based payment	-	1,239
Gain on deregistration of subsidiaries	-	(6,802)
Operating cash flows before movements in working capital	(1,671)	(5,038)
Changes in inventories	464	-
Changes in accounts receivable	6,161	(5,839)
Changes in other receivables, deposits and prepayments	5,883	26,520
Changes in accounts payable	424	3,446
Changes in other payables and accruals	(8,184)	6,817
Purchases of held-for-trading investments	(26,406)	(2,539)
Cash (used in)/generated from operations	(23,329)	23,367
Interest received	64	78
Income tax paid	-	(405)
NET CASH (USED IN)/GENERATED FROM OPERATING ACTIVITIES	(23,265)	23,040

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

For the year ended 31 December 2025

	2025 HK\$'000	2024 HK\$'000
INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(612)	(86)
Changes in loan receivables	(9,746)	(6,516)
Acquisition of subsidiaries, net of cash acquired	1,132	-
Proceeds from disposal of financial assets at FVTPL	19,717	-
Sale proceeds from disposals of property, plant and equipment	-	10
Redemption of convertible bonds	-	4,075
NET CASH GENERATED FROM/(USED IN) INVESTING ACTIVITIES	10,491	(2,517)
FINANCING ACTIVITIES		
Repayment of amount due to a joint venture	(1,282)	(32,666)
Repayment to the former director	(7,251)	(4,197)
Repayment of lease liabilities	(3,233)	(4,876)
Proceeds from share issued upon rights issue, net	39,905	-
Issue of bond	12,000	-
Repayment of borrowings	(20,947)	-
Interest paid for borrowings	(1,230)	(1,488)
NET CASH GENERATED FROM/(USED IN) FINANCING ACTIVITIES	17,962	(43,227)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	5,188	(22,704)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	19,548	41,027
NET EFFECT OF FOREIGN EXCHANGE RATE CHANGES	2,274	1,225
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	27,010	19,548
Analysis of balances of cash and cash equivalents at the end of the year		
Bank balances and cash and cash equivalents	27,010	19,548

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

1. GENERAL

BFB Health Limited (the “Company”) is incorporated as an exempted company with limited liability in the Cayman Islands and continued in Bermuda with its shares listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The change of domicile of the Company from the Cayman Islands to Bermuda was effective on 26 October 2015. The address of the registered office and principal place of business of the Company are disclosed in the “Corporate Information” section of the annual report.

Pursuant to the special resolution of the shareholders of the Company on 8 December 2025, the English name of the Company has been changed from “SEEC Media Group Limited” to “BFB Health Limited” and deleted the Chinese name of the Company “財訊傳媒集團有限公司”.

In the opinion of the Directors of the Company, the Company has no immediate and ultimate holding company or ultimate controlling party as at 31 December 2025.

The Company acts as investment holding company and its subsidiaries are principally engaged in the provision of advertising and e-commerce business in the People’s Republic of China (“PRC”), the securities broking business and money lending business in Hong Kong.

These consolidated financial statements are presented in Hong Kong dollars (“HK\$”). The directors of the Company have adopted HK\$ as presentation currency. For the convenience of the financial statements users, the consolidated financial statements are presented in HK\$, as the Company’s shares are listed on the Stock Exchange.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

Amendments to HKFRS Accounting Standards that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the Group’s annual period beginning on or after 1 January 2025 for the preparation of the consolidated financial statements:

Amendments to HKAS 21	Lack of Exchangeability
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The application of the amendments to HKFRS Accounting Standards in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (CONTINUED)

Possible impact of amendments, new standards and interpretations issue but not yet effective

The Group has not early applied the following news and amendments to HKFRS Accounting Standards that have been issued but are not yet effective:

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments ¹
Amendments to HKFRS Accounting Standards – Volume 11	Annual Improvements to HKFRS Accounting Standards ¹
Amendments to HKFRS 9 and HKFRS 7	Amendments to Contracts Referencing Nature – dependent Electricity ¹
HKFRS 18	Presentation and Disclosure in Financial Statements ²
HKFRS 19 and its amendments	Subsidiaries without Public Accountability: Disclosures ²
Amendments to HKAS 21	Translation to Hyperinflationary Presentation Currency ²
Amendments to HKFRS 10 and HKAS 28	Amendments to 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 Effective for annual periods beginning on or after a date to be determined.

Except for the new and amendments to HKFRS Accounting Standards mentioned below, the Directors of the Company anticipate that the application of all other new and amendments to HKFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

HKFRS 18 replaces HKAS 1 Presentation of Financial Statements, carrying forward many of the requirements in HKAS 1 unchanged and complementing them with new requirements. 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 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. In addition, there are minor consequential amendments to other HKFRSs. HKFRS 18 and the consequential amendments to other HKFRSs will be effective for annual periods beginning on or after 1 January 2027 with earlier application permitted. Retrospective application is required. The Group is currently analysing the new requirements and assessing the impact of HKFRS 18 on the presentation and disclosure of the Group's financial statements.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND MATERIAL ACCOUNTING POLICY INFORMATION

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.1 Basis of preparation of consolidated financial statements (Continued)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with HKFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

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

3.2 Material accounting policy information

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Group. Control is achieved where the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holding to a proportional share of new assets of the relevant subsidiaries upon liquidation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at fair value at the acquisition date, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit ("CGU") and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Investments in an associate and a joint venture

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates and joint venture are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. Changes in net assets of the associate/joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of the associate or joint venture exceeds the Group's interest in that associate or joint venture, the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assess whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of Assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of HKFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing of the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if the associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Investments in an associate and a joint venture (Continued)

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with a joint venture of the Group, profits and losses resulting from the transactions with the joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the joint venture that are not related to the Group.

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

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

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

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

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Output method

The progress towards complete satisfaction of a performance obligation for provision of advertising services is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the total value of the services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Contract costs

Incremental costs of obtaining a contract

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained.

The Group recognises such costs (commissions and handling charges) as an asset if it expects to recover these costs. The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the services to which the assets relate.

The Group applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully amortised to profit or loss within one year.

Interest income

Interest income from financial asset is recognised as revenue in profit or loss over the terms of the contracts using the effective interest rate, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Once a financial asset or a group of similar financial assets has been written down as a result of an impairment loss, interest income is recognised using the rate of interest used to discount the future cash flows for the purpose of measuring the credit loss.

Property, plant and equipment

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

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Intangible assets

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses. Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Intangible assets (Continued)

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

– Selling right 5 years

Both the period and method of amortisation are reviewed annually.

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above.

Impairment of non-current non-financial assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets, goodwill and intangible assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any). In addition, for goodwill and intangible assets that are not yet available for use and intangible assets that have definite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

The recoverable amount of property, plant and equipment, right-of-use assets, goodwill and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are 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 a cash-generating unit) for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so 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 (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the reversal of the impairment loss is treated as a revaluation increase under that standard.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for accounts receivable arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

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

Interest income which are derived from the Group's ordinary course of business are presented as revenue.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the FVTOCI reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will continue to be held in the FVTOCI reserve.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the other income line item in profit or loss.

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets including accounts receivable, loan receivables, amount due from related companies, other receivables and deposits and bank balances which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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

The Group always recognises lifetime ECL for accounts receivable without significant financing component.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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

- an actual or expected significant deterioration in the financial instrument’s external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor’s ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor’s ability to meet its debt obligations.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

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

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

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 1 year past due.

The Group has rebutted the 90 days past due presumption of default based on reasonable and supportable information, including the Group's credit risk control practices and the historical recovery rate of financial assets over 90 days past due. However, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

(iii) Credit-impaired financial assets

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

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation;
- (e) the disappearance of an active market for that financial asset because of financial difficulties; or
- (f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of accounts receivable, when the amounts are over 2 years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Lifetime ECL for certain accounts receivable are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of accounts receivable and loan receivables where the corresponding adjustment is recognised through a loss allowance account.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition/modification of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the FVTOCI reserve is not reclassified to profit or loss, but is transferred to accumulated losses.

A modification of a financial asset occurs if the contractual cash flows are renegotiated or otherwise modified.

When the contractual terms of a financial asset are modified, the Group assesses whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial asset, after reducing gross carrying amount that has been written off.

For non-substantial modifications of financial assets that do not result in derecognition, the carrying amount of the relevant financial assets will be calculated at the present value of the modified contractual cash flows discounted at the financial assets' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial assets and are amortised over the remaining term. Any adjustment to the carrying amount of the financial asset is recognised in profit or loss at the date of modification.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities at amortised cost

Financial liabilities including borrowings, accounts payable, other payables and accruals and amounts due to a joint venture and related companies are subsequently measured at amortised cost, using the effective interest method.

Derecognition/modification of financial liabilities

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

When the contractual terms of a financial liability are modified, the Group assess whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

Offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Lease

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application of HKFRS 16, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception or modification date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Short-term leases

The Group applies the short-term lease recognition exemption to leases of leasehold properties that have a lease term of 12 months or less from the commencement date and do not contain a purchase option.

Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

Right-of-use assets

Except for short-term leases, the Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and condition of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities other than adjustments to lease liabilities resulting from Covid-19-related rent concessions in which the Group applied the practical expedient.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term is depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Lease (Continued)

The Group as a lessee (Continued)

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include fixed lease payments (including in-substance fixed payments).

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments. The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review/expected payment under a guaranteed residual value in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The lease liability is presented as a separate line in the consolidated statements of financial position.

Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

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

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interests in an associate and a joint venture, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Income tax (Continued)

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. When deferred tax arises from the initial accounting from business combination, the tax effect is included in the accounting for the business combination.

Related parties

A party is considered to be related to the Group if:

- (a) A person, or a close member of that person's family, is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.

or

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Related parties (Continued)

(b) An entity is related to the Group if any of the following conditions applies:

- (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
- (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
- (iii) both entities are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close family members of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Foreign currencies (Continued)

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Exchange differences relating to the retranslation of the Group's net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. HK\$) are recognised directly in other comprehensive income and accumulated in exchange translation reserve. Such exchange differences accumulated in the exchange translation reserve are not reclassified to profit or loss subsequently.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

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

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under "other income".

Employee benefits

Retirement benefits costs

Payments to Mandatory Provident Fund Scheme and state-managed retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based payments reserve. For share options that vest immediately at the date of grant, the fair value of the shares/share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share-based payments reserve will be transferred to accumulated losses. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based payments reserve will be transferred to accumulated losses.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

4. CRITICAL JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3.2, the Directors are 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 on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the Directors has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

4. CRITICAL JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Critical judgements in applying accounting policies (Continued)

Significant increase in credit risk

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

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 may have a significant risk of causing a material adjustment to the carrying amounts of assets within the next financial year.

Provision for impairment loss of accounts receivable and loan receivables

The policy for provision for impairment of accounts receivable and loan receivables of the Group is based on the evaluation of collectability and aging analysis of accounts and on management's judgement or expected credit losses associated with credit risk. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history. If the financial conditions of the counter parties were to change, resulting in an impairment or improvement in their abilities to make payments, either additional provision or reversal of previously made provision may be required.

Fair value assessment of the identified intangible assets and the recognition of goodwill arising from business combination

Significant judgments and estimates were involved in the fair value assessment of the identified intangible assets and the recognition of goodwill arising from business combination. These significant judgments and estimates include the adoption of appropriate valuation methodologies and the use of key assumptions in the valuation.

Impairment of goodwill and other intangible assets

The Group tests whether goodwill has suffered any impairment on an annual basis, or more frequently if events or changes in circumstances indicate that they might be impaired. Other intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts have been determined based on the higher of value-in-use or fair value less costs of disposal. The calculations require the use of judgements and estimates. Management judgement is required in the area of asset impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related asset values may not be recoverable; (ii) whether the carrying amount of an asset can be supported by the recoverable amount, being the higher of fair value less costs of disposal and value-in-use which are estimated based upon the continued use of the asset in the business; and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management in assessing impairment, including the gross margin percentage, annual revenue growth rate, terminal growth rate and discount rates used in the cash flow projections, could affect the net present value used in the impairment test and as a result affect the Group's financial position and results of operations.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

5. REVENUE

Revenue represents the invoiced value, net of value added tax, of advertising and e-commerce business, and interest income from loan receivables. An analysis of the Group's revenue is as follows:

	2025 HK\$'000	2024 HK\$'000
Revenue from contracts with customers within the scope of HKFRS 15:		
Advertising services income	4,765	20,241
E-commerce business	21,451	-
	26,216	20,241
Revenue from other sources:		
Interest income from loan receivables	6,901	9,910
	33,117	30,151
Timing of revenue recognition:		
A point of time	21,451	-
Over time	4,765	20,241
	26,216	20,241

Advertising and e-commerce business

For advertising, which mainly include live broadcasting promotion and custom graphic design services, revenue is recognised over time when the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs, i.e. the publication of the related advertisement. The normal credit term is generally 90 days upon services provided.

Revenue from e-commerce business, which mainly include internet sales of health and wellness products via external e-commerce platforms and sales of health and wellness products to wholesale customers, is recognised at a point in time when control of the goods transfers to the customer.

For internet sales, revenue is recognised when goods are delivered to the customer's specified location, with payments settled immediately upon purchase and held temporarily by the external e-commerce platforms until the sales order is completed.

For wholesale sales, revenue is recognised when goods are delivered to the customer, which is taken to be the point in time when the customer has accepted the goods and obtained the control of the goods. The normal credit term is generally 30 days upon delivery.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

6. SEGMENT INFORMATION

Information reported to the Company's executive directors, being the chief operating decision makers, for the purposes of allocating resources to segments and assessing their performance are organised on the basis of the revenue streams.

In prior years, the Group had three reportable segments, namely the provision of advertising services, provision of securities broking services and money lending.

During the year ended 31 December 2025, following the completion of the acquisition of 100% equity interest in BFB Development Inc. and its subsidiaries (collectively, the "BFB Group"), which are principally engaged in the sales of health and wellness products, mainly through e-commerce channels (the "Acquisition"), the Group reorganised its operating segments to better reflect the manner in which the business is managed and the markets are served.

Accordingly, the Group's provision of advertising and e-commerce business is now managed together as the "provision of advertising and e-commerce business" segment. Revenue and expenses previously attributed to the provision of advertising services and sales of books and magazines, and multi-channel network business, have been reallocated and grouped under this revised segment presentation.

The accounting policies of the reportable segments are the same as the Group's accounting policies. Segment result represents the profit or loss earned by each segment without allocation of unallocated administration expenses, other income, other gains and losses, net, share of results of a joint venture, share of loss of an associate, fair value changes on held-for-trading investments, finance costs, impairment loss on other receivables and (provision for)/reversal of impairment loss on an associate. This is the measure reported to the chief operating decision makers for the purposes of resource allocation and performance assessment. Furthermore, as the assets and liabilities for reportable segments are not provided to the chief operating decision makers for the purposes of resources allocation and performance assessment, no segment assets and liabilities are presented accordingly.

Segment revenues and results

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

For the year ended 31 December 2025

	Provision of advertising and e-commerce business HK\$'000	Provision of securities broking services HK\$'000	Money lending HK\$'000	Consolidated HK\$'000
Revenue				
External sales	26,216	–	6,901	33,117
Result				
Segment loss	(1,263)	(9,313)	(42,940)	(53,516)
Other income				53
Fair value changes on financial assets at FVTPL				48,408
Other gains and losses, net				(535)
Unallocated administration expenses				(5,603)
Share of results of an associate				1,700
Provision for impairment loss on interests in an associate				(3,612)
Impairment loss on other receivables				(5,233)
Unallocated finance costs				(1,230)
Loss before tax				(19,568)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

6. SEGMENT INFORMATION (CONTINUED)

Segment revenues and results (Continued)

For the year ended 31 December 2024

	Provision of advertising services HK\$'000	Provision of securities broking services HK\$'000	Money lending HK\$'000	Consolidated HK\$'000
Revenue				
External sales	20,241	-	9,910	30,151
Result				
Segment profit/(loss)	8,982	(15,012)	(3,603)	(9,633)
Other income				22
Fair value changes on financial assets at FVTPL				(1,127)
Other gains and losses, net				25,363
Unallocated administration expenses				(21,844)
Share of results of a joint venture				(14,631)
Share of results of an associate				(7,894)
Reversal of impairment loss on interests in an associate				11,228
Impairment loss on other receivables				(9,109)
Unallocated finance costs				(1,778)
Loss before tax				(29,403)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

6. SEGMENT INFORMATION (CONTINUED)

Other segment information

For the year ended 31 December 2025

	Provision of advertising and e-commerce business HK\$'000	Provision of securities broking services HK\$'000	Money lending HK\$'000	Total reportable segments HK\$'000	Unallocated HK\$'000	Total HK\$'000
Amounts included in the measure of segment profit or loss or segment assets:						
Addition to property, plant and equipment	612	-	-	612	-	612
Addition to right-of-use assets	894	-	-	894	-	894
Depreciation of property, plant and equipment	(28)	-	-	(28)	-	(28)
Depreciation of right-of-use assets	(130)	-	-	(130)	-	(130)
Amortisation of intangible assets	(269)	-	-	(269)	-	(269)
Impairment losses on financial assets recognised in profit or loss	(2,958)	(9,545)	(44,107)	(56,610)	(5,233)	(61,843)
Loss on disposal of property, plant and equipment	(38)	-	-	(38)	-	(38)
Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or loss or segment assets:						
Other income	292	-	1,113	1,405	2	1,407
Other gains and losses, net	443	-	-	443	(535)	(92)
Administration expenses	(3,024)	232	(7,964)	(10,756)	(5,603)	(16,359)
Interest income	12	-	1	13	51	64
Interest expenses	(449)	(136)	(195)	(780)	(1,230)	(2,010)
Income tax expense	(425)	-	-	(425)	-	(425)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

6. SEGMENT INFORMATION (CONTINUED)

Other segment information (Continued)

For the year ended 31 December 2024

	Provision of advertising services and sales of books and magazines HK\$'000	Provision of securities broking services HK\$'000	Money lending HK\$'000	Total reportable segments HK\$'000	Unallocated HK\$'000	Total HK\$'000
Amounts included in the measure of segment profit or loss or segment assets:						
Addition to property, plant and equipment	86	-	-	86	-	86
Addition to right-of-use assets	-	3,464	4,976	8,440	2,726	11,166
Depreciation of property, plant and equipment	(86)	-	-	(86)	(218)	(304)
Depreciation of right-of-use assets	-	-	-	-	(1,543)	(1,543)
Impairment losses on property, plant and equipment recognised in profit or loss	-	(1,085)	-	(1,085)	-	(1,085)
Impairment losses on right-of-use assets recognised in profit or loss	-	(3,464)	(4,976)	(8,440)	-	(8,440)
Impairment losses on financial assets (recognised)/reversed in profit or loss	-	(25,181)	29,740	4,559	(9,109)	(4,550)
Loss on disposal of property, plant and equipment	(24)	-	-	(24)	-	(24)
Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or loss or segment assets:						
Other income	1,162	-	1,503	2,665	22	2,687
Other gains and losses, net	(8,255)	21,336	(29,739)	(16,658)	25,363	8,705
Administration expenses	-	-	-	-	(21,844)	(21,844)
Interest income	42	-	-	42	-	42
Interest expenses	-	(59)	(85)	(144)	(1,778)	(1,922)
Income tax	(169)	-	690	521	-	521

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

6. SEGMENT INFORMATION (CONTINUED)

Geographical information

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

Information about the Group's revenue from external customers is presented based on the location of the operations of the Group. Information about the Group's non-current assets (excluding financial instruments) is presented based on the geographical location of the assets.

	Revenue from external customers		Non-current assets (Note)	
	2025 HK\$'000	2024 HK\$'000	2025 HK\$'000	2024 HK\$'000
PRC	26,216	695	1,827	374
Hong Kong	6,901	29,456	–	2,022
	33,117	30,151	1,827	2,396

Note: Non-current assets excluded goodwill and intangible assets, deposits, interest in a joint venture and interest in an associate.

Information about major customers

There is no customer from provision of advertising and e-commerce business, and money lending segment which contributed over 10% of the total revenue of the Group.

7. OTHER INCOME

	2025 HK\$'000	2024 HK\$'000
Bank interest income	64	78
Service fee income	1,114	1,392
Others	293	1,217
	1,471	2,687

8. OTHER GAINS AND LOSSES, NET

	2025 HK\$'000	2024 HK\$'000
Exchange differences, net	(219)	1,835
Loss on deemed disposal of an associate	–	(194)
Gain on deregistration of subsidiaries	–	6,802
(Loss)/gain on early termination of leases, net	(139)	286
Reversal of other payables	304	–
Loss on disposal of property, plant and equipment	(38)	(24)
	(92)	8,705

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

9. FINANCE COSTS

	2025 HK\$'000	2024 HK\$'000
Interest on borrowings	1,664	1,634
Interest on lease liabilities	346	288
	2,010	1,922

10. LOSS BEFORE TAX

	2025 HK\$'000	2024 HK\$'000
Loss before tax has been arrived at after charging/(crediting):		
Auditor's remuneration	580	500
Staff costs (including directors' emoluments):		
– Wages, salaries and other allowances	6,058	9,695
– Contributions to retirement benefits schemes	705	1,055
– Employee share option benefits	–	1,241
Total staff cost	6,763	11,991
Depreciation of property, plant and equipment	28	304
Depreciation of right-of-use-assets	130	1,543
Amortisation of intangible assets	269	–
Total depreciation and amortisation	427	1,847
Short-term lease payments	78	–
Impairment loss on financial assets:		
– Accounts receivable	12,279	25,180
– Loan receivables	44,107	(29,739)
– Other receivables and deposits	5,457	9,109
Total impairment loss on financial assets	61,843	4,550

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

The emoluments paid or payable to each of the directors and the chief executive were as follows:

	2025					2024				
	Fees HK\$'000	Salaries HK\$'000	Contributions to retirement benefits schemes HK\$'000	Equity-settled share-based payment expenses HK\$'000	Total HK\$'000	Fees HK\$'000	Salaries HK\$'000	Contributions to retirement benefits schemes HK\$'000	Equity-settled share-based payment expenses HK\$'000	Total HK\$'000
Executive Directors										
- Mr. Wu Mansheng (appointed on 28 November 2025)	-	54	11	-	65	-	-	-	-	-
- Mr. Zhou Hongtao	60	-	-	-	60	60	-	-	-	60
- Mr. Li Leong	-	137	-	-	137	-	114	-	-	114
- Mr. Li Xi (resigned on 30 June 2025)	-	-	-	-	-	300	-	-	-	300
- Mr. Li Zhen	144	-	-	-	144	144	-	-	-	144
- Mr. Li Wei (resigned on 28 November 2025)	-	-	-	-	-	-	533	56	173	762
Independent Non-Executive Directors										
- Mr. Law Chi Hung	120	-	-	-	120	120	-	-	-	120
- Mr. Wong Ching Cheung (resigned on 13 December 2024)	-	-	-	-	-	83	-	-	-	83
- Ms. Fang Ying	-	-	-	-	-	-	-	-	-	-
- Mr. Guo Hui	60	-	-	-	60	-	-	-	-	-
	384	191	11	-	586	707	647	56	173	1,583

No transactions, arrangements and contracts of significance in relation to the Group's business to which the Company's subsidiaries or its parent company 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.

Fees, salaries and other benefits paid to or for the executive directors are generally emoluments paid or receivable in respect of those persons' services in connection with the management of the affairs of the Company and its subsidiaries. Emoluments of the independent non-executive directors shown above were mainly for their services as directors of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (CONTINUED)

No director (2024: one) of the Company was the five highest paid employees of the Group, details of whose remuneration are set out above. Details of the remuneration for the year of the remaining five (2024: four) highest paid employees who are neither a director nor chief executive of the Company are as follows:

	2025 HK\$'000	2024 HK\$'000
Salaries and other allowances	2,444	1,901
Contributions to retirement benefits scheme	192	256
Equity-settled share-based payment expenses	–	532
	2,636	2,689

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

	2025 No. of employees	2024 No. of employees
HK\$nil to HK\$1,000,000	4	4
HK\$1,000,000 to HK\$1,500,000	1	Nil

No emoluments were paid by the Group to the directors or the five highest paid employees as compensation for loss of office or as a discretionary bonus or an inducement to join or upon joining the Group. None of the directors, chief executive or the five highest paid employees has waived any emoluments in both years.

12. INCOME TAX EXPENSE/(CREDIT)

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of PRC subsidiaries is 25% for both years.

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the Company's subsidiary in the PRC from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary difference attributable to the retained profits earned by the subsidiary in the PRC of approximately RMB15,618,000 (2024: RMB10,240,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary difference will not reverse in the foreseeable future.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

12. INCOME TAX EXPENSE/(CREDIT) (CONTINUED)

	2025 HK\$'000	2024 HK\$'000
Current tax		
– Hong Kong Profits Tax	312	–
– PRC Enterprise Income Tax	113	–
Over-provision in prior years		
– PRC Enterprise Income Tax	–	(521)
Income tax expense/(credit)	425	(521)

The income tax for the year can be reconciled to the loss before tax multiplied by the EIT rate per the consolidated statement of profit or loss and other comprehensive income as follows:

	2025 HK\$'000	2024 HK\$'000
Loss before tax	(19,568)	(29,403)
Tax at EIT rate of 25%	(4,892)	(7,350)
Effect of different tax rates of subsidiaries operating in other jurisdictions	4,421	(696)
Tax effect of income not taxable for tax purposes	(11,631)	(3,947)
Tax effect of expenses not deductible for tax purposes	1,798	7,248
Tax effect of temporary differences not recognised	10,414	270
Tax effect of tax losses not recognised	1,382	10,113
Utilisation of tax loss previously not recognised	(1,067)	(5,638)
Over provision in prior years	–	(521)
	425	(521)

At the end of the reporting period, the Group had unused tax losses of approximately HK\$243,868,000 (2024: HK\$239,279,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the unused tax losses due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of approximately HK\$17,404,000 (2024: HK\$10,897,000) with expiry dates as disclosed in following table. Other losses may be carried forward indefinitely.

	2025 HK\$'000	2024 HK\$'000
2025	–	65
2026	2,178	2,340
2027	584	542
2028	9,898	7,746
2029	2,879	204
2030	1,865	–
	17,404	10,897

As at 31 December 2025 and 2024, the Group did not have other material unrecognised deferred tax.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

13. LOSS PER SHARE

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

	2025 HK\$'000	2024 HK\$'000
Loss		
Loss for the purposes of basic and diluted loss per ordinary share		
being loss for the year attributable to owners of the Company	(5,540)	(34,596)
	2025	2024 (Restated)
Number of shares		
Weighted average number of ordinary shares for the purpose of basic loss per share	947,095,137	805,042,788
Effect of dilutive potential ordinary share arising from share options	22,260,000	57,240,000
Weighted average number of shares that would have been issued at average market prices	(10,883,832)	(46,689,095)
Weighted average number of ordinary shares for the purpose of diluted loss per share	958,471,305	815,593,693

The weighted average number of ordinary shares for the purpose of basic loss per share for the years ended 31 December 2025 and 2024 has been adjusted retrospectively for the bonus element of the rights issue completed on 9 July 2025 if it had been effective on 1 January 2024.

The computation of diluted loss per share for both years does not assume the exercise of outstanding share options of the Company since their assumed exercise would result in a decrease in loss per share, which is anti-dilutive.

14. DIVIDEND

No dividend was paid or proposed for ordinary shareholders of the Company during 2025, nor has any dividend been proposed since the end of the reporting period (2024: Nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

15. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements HK\$'000	Motor vehicles HK\$'000	Furniture, fixtures and fittings HK\$'000	Computer and office equipment HK\$'000	Total HK\$'000
At cost					
At 1 January 2024	8,837	9,202	1,846	7,548	27,433
Additions	-	86	-	-	86
Disposals	-	(475)	-	(241)	(716)
Exchange realignment	-	(293)	(44)	(94)	(431)
At 31 December 2024 and 1 January 2025	8,837	8,520	1,802	7,213	26,372
Additions	-	560	-	-	560
Acquisition of subsidiaries	-	-	52	-	52
Disposals	-	(874)	-	(165)	(1,039)
Exchange realignment	-	395	62	122	579
At 31 December 2025	8,837	8,601	1,916	7,170	26,524
Accumulated depreciation and impairment					
At 1 January 2024	8,187	8,848	1,840	6,834	25,709
Provided for the year	74	86	-	144	304
Disposals	-	(451)	-	(231)	(682)
Impairment	576	-	-	509	1,085
Exchange realignment	-	(282)	(44)	(92)	(418)
At 31 December 2024 and 1 January 2025	8,837	8,201	1,796	7,164	25,998
Provided for the year	-	24	3	1	28
Disposals	-	(839)	-	(162)	(1,001)
Exchange realignment	-	365	62	118	545
At 31 December 2025	8,837	7,751	1,861	7,121	25,570
Carrying values					
At 31 December 2025	-	850	55	49	954
At 31 December 2024	-	319	6	49	374

The above items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Leasehold improvements	Over the shorter of 3 years and the lease term
Motor vehicles	4 to 5 years
Furniture, fixtures and fittings	Over the shorter of 10 years and the lease term
Computer and office equipment	3 to 6 $\frac{2}{3}$ years

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

16. GOODWILL AND INTANGIBLE ASSETS

Goodwill arose from the acquisition of the BFB Group during the year ended 31 December 2025 and has been allocated to the CGU representing sales of health and wellness products under the provision of advertising and e-commerce business.

Intangible assets comprise selling right acquired through business combinations (note 39). The selling right has been granted for a minimum period of 5 years by their owner/vendor.

	Goodwill HK\$'000	Selling right HK\$'000	Total HK\$'000
At cost			
At 1 January 2024, 31 December 2024 and 1 January 2025	-	-	-
Acquisition of subsidiaries (Note 39)	40,462	8,351	48,813
Exchange realignment	822	179	1,001
At 31 December 2025	41,284	8,530	49,814
Accumulated amortisation			
At 1 January 2024, 31 December 2024 and 1 January 2025	-	-	-
Amortisation	-	269	269
Exchange realignment	-	6	6
At 31 December 2025	-	275	275
Net carrying amount			
At 31 December 2025	41,284	8,255	49,539
At 31 December 2024	-	-	-

Notes:

- (i) On 11 November 2025, the Group, through its wholly-owned subsidiary, acquired 100% of the issued share capital of the BFB Group, a group of entities principally engaged in retail business at e-commerce platforms and primarily selling health and wellness products of the weight management brand "Dyesoo" in PRC, details of which are set out in note 39 to the consolidated financial statements.
- (ii) Impairment testing on goodwill and intangible assets

The impairment review on the goodwill and intangible assets of the Group according to HKAS 36 Impairment of Assets were conducted by the management with reference to valuation carried out by an independent qualified professional valuer who has appropriate qualifications and experiences.

The recoverable amount of CGU is determined based on value-in-use calculations by using the discounted cash flow method, based on financial budget approved by management covering a 5-year period. Cash flow beyond the 5-year period was extrapolated using the terminal growth rate. Key assumptions are set out below:

As at 31 December 2025

Forecasted average annual revenue growth rate	20.1%
Terminal growth rate beyond the projection period extrapolated	2.0%
Pre-tax discount rate	16.9%

The management leveraged their extensive experience in the industry and provided forecast based on past performance and expectation of future business plans and market developments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

16. GOODWILL AND INTANGIBLE ASSETS (CONTINUED)

Notes: (Continued)

(ii) Impairment testing on goodwill and intangible assets (Continued)

Management determined the forecasted average annual revenue growth rate based on past performance and its expectation of market development. The terminal growth rate is determined with reference to the industry of CGU and country in which the CGU operates. The discount rate was determined with reference to specific risks relating to country in which they operated.

17. INTEREST IN A JOINT VENTURE

	2025 HK\$'000	2024 HK\$'000
Cost of unlisted investment in joint venture	22,863	22,863
Share of post-acquisition profit and other comprehensive income	(20,172)	(20,172)
Impairment loss recognised	(2,691)	(2,691)
	-	-

As at 31 December 2025 and 2024, the Group had interest in the following joint venture:

Name of entity	Form of business structure	Place/ country of incorporation/ registration	Principal place of operation	Class of share held	Proportion of nominal value of issued capital/ registered capital held by the Group		Proportion of voting power held		Principal activity
					2025	2024	2025	2024	
Mondadori - SEEC (Beijing) Advertising Co., Ltd.* ("Mondadori - SEEC")	Incorporated	PRC	PRC	Registered capital	50%	50%	50%	50%	Advertising agent

* For identification purposes only

Summarised financial information of a joint venture

Summarised financial information in respect of the Group's joint venture is set out below. The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with HKFRS Accounting Standards.

Mondadori - SEEC

	2025 HK\$'000	2024 HK\$'000
Current assets	2,152	2,086
Non-current assets	16	32
Current liabilities	(68)	(72)

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For the year ended 31 December 2025

17. INTEREST IN A JOINT VENTURE (CONTINUED)

Summarised financial information of a joint venture (Continued)

Mondadori – SEEC (Continued)

The above amounts of assets including the following:

	2025 HK\$'000	2024 HK\$'000
Cash and cash equivalents	2,152	1,018
	2025 HK\$'000	2024 HK\$'000
Revenue	–	3,634
Loss and total comprehensive expense for the year	(41)	(32,599)

Reconciliation of the above summarised financial information to the carrying amount of the interest in Mondadori – SEEC:

	2025 HK\$'000	2024 HK\$'000
Net assets	2,100	2,045
Proportion of the Group's ownership interest in a joint venture	50%	50%
Share of net assets of a joint venture	1,050	1,023
Impairment loss recognised	(2,691)	(2,691)
Carrying amount of the Group's interest in a joint venture	–	–

The above loss shared by the Group for the year includes the following:

	2025 HK\$'000	2024 HK\$'000
Depreciation of property, plant and equipment	16	42
Interest income	–	6

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For the year ended 31 December 2025

17. INTEREST IN A JOINT VENTURE (CONTINUED)

Summarised financial information of a joint venture (Continued)

Mondadori – SEEC (Continued)

The cost of investment in joint venture represents the Group's 50% capital in the Mondadori – SEEC which was established in the PRC and engaged in provision of advertising agency services in the PRC.

According to the legal form and terms of the contractual arrangement, the joint venturers have joint control of the arrangement and have rights to the net assets of the arrangement, hence it is regarded as a joint venture.

During the year ended 31 December 2025, the share of loss of investment in a joint venture exceed the cost of investment. No provision of impairment loss was recognised in profit or loss during the year.

18. INTEREST IN AN ASSOCIATE

	2025 HK\$'000	2024 HK\$'000
Cost of investment in an associate	150,500	150,500
Share of post-acquisition profit or loss and other comprehensive income	(118,382)	(120,090)
Impairment loss recognised	(25,622)	(22,010)
	6,496	8,400

As at 31 December 2025, the Group held 56,000,000 (2024: 56,000,000) shares of Asia-Pac Financial Investment Company Limited ("Asia-Pac"), representing approximately 20.01% (2024: 20.01%) equity interest of the issued share capital of Asia-Pac.

During the year ended 31 December 2024, Asia-Pac issued new shares to new shareholders, therefore the equity interests have been diluted from 24.02% to 20.01%. As a result, the deemed loss on disposal of approximately HK\$194,000 was recognised.

Asia-Pac, was incorporated in the Cayman Islands with limited liability and its shares are listed on the GEM of the Stock Exchange (Stock code: 8193.HK). Asia-Pac, is an investment holding company while the principal activities of its subsidiaries are provision of asset advisory service and asset appraisal, provision of corporate services and consultancy services, provision of media advertising and provision of financial services.

The impairment testing is primarily based on the fair value of the Group's interests in the associate.

The market value of the investment in Asia-Pac as at 31 December 2025 was determined based on its quoted market prices on the Stock Exchange amounted to HK\$6,496,000 (2024: HK\$8,400,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

18. INTEREST IN AN ASSOCIATE (CONTINUED)

Summarised financial information of Asia-Pac

Summarised financial information in respect of Asia-Pac is set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with HKFRS Accounting Standards.

	2025 HK\$'000	2024 HK\$'000
Current assets	94,582	92,576
Non-current assets	22,454	18,577
Current liabilities	(80,731)	(87,085)
Non-current liabilities	-	-
Revenue	23,986	21,928
Profit/(loss) for the year	8,493	(42,030)
Other comprehensive income/(expense)	38	(440)
Total comprehensive income/(expense) for the year	8,531	(42,470)

Reconciliation of the above summarised financial information to the carrying amount of the interest in an associate recognised in these consolidated financial statements:

	2025 HK\$'000	2024 HK\$'000
Net assets of Asia-Pac	22,245	13,713
Proportion of the Group's ownership interest in Asia-Pac	20.01%	20.01%
Goodwill on acquisition of interest in Asia-Pac	4,452	2,744
Impairment loss recognised	27,666	27,666
	(25,622)	(22,010)
Carrying amount of the Group's interest in Asia-Pac	6,496	8,400

19. AMOUNT DUE TO A JOINT VENTURE

	Note	2025 HK\$'000	2024 HK\$'000
Amount due to a joint venture (current)	(i)	1,334	2,532

Note:

- (i) The amount is unsecured, non-interest bearing and repayable on demand.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

20. RIGHT-OF-USE ASSETS

	Leasehold properties
Cost:	
At 1 January 2024	19,969
Additions	11,166
Termination of leases	(612)
Exchange realignment	(19)
At 31 December 2024 and 1 January 2025	30,504
Additions	894
Termination of leases	(3,333)
Exchange realignment	87
At 31 December 2025	28,152
Accumulated depreciation and impairment:	
At 1 January 2024	18,962
Charge for the year	1,543
Termination of leases	(459)
Impairment	8,440
Exchange realignment	(4)
At 31 December 2024 and 1 January 2025	28,482
Charge for the year	130
Termination of leases	(1,358)
Exchange realignment	25
At 31 December 2025	27,279
Carrying amount:	
At 31 December 2025	873
At 31 December 2024	2,022

The directors of the Group concluded there was indication for impairment due to the loss of operations and conducted impairment assessment on certain right-of-use assets with carrying amounts, before recognition of impairment loss for the year, of approximately HK\$8,440,000 (2024: HK\$8,440,000).

The Group estimates the recoverable amounts of those certain right-of-use assets based on higher of fair value less costs of disposal and value in use. The recoverable amounts are determined based on fair value less costs of disposal. The carrying amounts of the certain right-of-use assets exceed the recoverable amount and impairment of approximately HK\$8,440,000 has been recognised during the year ended 31 December 2024 (2025: Nil).

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21. ACCOUNTS RECEIVABLE

	2025 HK\$'000	2024 HK\$'000
Accounts receivable arising from the business of provision of advertising and e-commerce business	18,967	8,875
– less: allowance for expected credit loss (“ECL”)	(2,817)	(7)
	16,150	8,868
Accounts receivable arising from the business of dealing in securities:		
Cash clients	181,575	181,575
– less: allowance for ECL	(155,687)	(146,142)
	25,888	35,433
	42,038	44,301

Provision of advertising and e-commerce business

The credit period granted by the Group to customers for both provision of advertising and e-commerce business are not more than three months from the date of recognition of the sale.

The aging analysis of the Group’s accounts receivable arising from the provision of advertising and e-commerce business, presented based on date of advertising services provided or the products sold, which approximate the date of revenue recognition is as follows:

	2025 HK\$'000	2024 HK\$'000
Less than three months	11,735	4,575
Three months to six months	7,196	3,300
Over six months to one year	36	1,000
	18,967	8,875

Before accepting any new customer, the Group assesses the potential customer’s credit quality and defines credit limits by customer. Limits and credit ratings attributed to customers are reviewed regularly. Management considers the customers neither past due nor impaired are of good credit quality based on repayment history of respective customers.

Business of dealing in securities

The credit period for the business of dealing in securities with the settlement terms of cash clients are usually one to two days after the trade date.

The Group seeks to maintain tight control over its outstanding accounts receivable of securities broking business in order to minimise credit risk. Outstanding balances are regularly monitored by management. The management ensures that the listed equity securities belonged to clients in which the Group holds as custodian are sufficient to cover the amounts due to the Group. The fair value of these listed equity securities were approximately HK\$48,972,000 as at 31 December 2025.

The business of dealing in securities had been suspended until further notice from The Securities and Futures Commission (“SFC”) since 19 September 2023.

No aging analysis is disclosed, as in opinion of the directors of the Company, the aging analysis does not give additional value in view of the nature of business of the business of dealing in securities.

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22. LOAN RECEIVABLES

Loan receivables carried fixed interest rates ranging from 6% to 8% per annum (2024: 8% to 10% per annum) as at 31 December 2025 and will be repaid in accordance with the terms of the loan agreements.

	2025 HK\$'000	2024 HK\$'000
Loan receivables	167,319	171,311
- less: allowance for ECL	(60,191)	(24,051)
	107,128	147,260
Analysed as		
- Secured	57,241	93,740
- Unsecured	49,887	53,520
	107,128	147,260

The directors of the Company consider credit risks have increased significantly for those past due more than 30 days and those past due more than 90 days are considered as credit-impaired.

Included in the carrying amount of loan receivables as at 31 December 2025 is accumulated impairment losses of approximately HK\$60,191,000 (2024: HK\$24,051,000). The carrying amounts of loan receivables is denominated in Hong Kong dollars.

As at 31 December 2025, the carrying amount of loan receivables amounting to approximately HK\$57,241,000 (2024: HK\$93,740,000) are secured by client's pledged securities with fair value of approximately HK\$18,132,000 (2024: HK\$46,582,000), the pledged securities are traded in active market and its value is based on quoted market price, which are categorised into level 1 fair value hierarchy. All of the pledged securities are listed equity securities in Hong Kong. The Group is permitted to sell or repledge the collaterals in the event of default by the borrower. There has not been any significant changes in the quality of the collateral held for the loan receivables.

Loan receivables are analysed by the remaining period to contractual maturity date as follows:

	2025 HK\$'000	2024 HK\$'000
Overdue	1,911	-
Less than three months	10,468	10,392
Three months to six months	35,445	18,415
Over six months to one year	59,304	118,453
	107,128	147,260

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23. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2025 HK\$'000	2024 HK\$'000
Advance to staffs	646	817
Prepayments	3,048	614
Rental deposits	1,906	1,466
Amounts due from related parties	1,622	-
Other tax prepayments	2,561	3,483
Others	11,051	10,966
	20,834	17,346
Less: Deposits (shown under non-current assets)	(1,319)	(1,284)
	19,515	16,062

Note: The amounts due from related parties were interest-free, unsecured and repayable on demand. These balances represent receivables from a company in which a director of the Group has a material interest. The maximum outstanding amounts were approximately HK\$1,776,000 during the year ended 31 December 2025.

Details of impairment assessment of other receivables are set out in note 34.

24. HELD-FOR-TRADING INVESTMENTS

	2025 HK\$'000	2024 HK\$'000
Held-for-trading investments include:		
Listed securities:		
– Equity securities listed in Hong Kong	131,918	74,049
– Equity securities listed in United States of America	2,999	-
	134,917	74,049

Held-for-trading investments as at 31 December 2025 and 2024 represent equity securities listed in the Stock Exchange. The fair values of the investments are determined based on the quoted market bid price available on the Stock Exchange. The fair value of held-for-trading investments was classified as Level 1 of the fair value hierarchy.

The Group held a significant investment in the Asia Strategy Digit Technology Holdings Limited (formerly known as “China Jicheng Holdings Limited”), which represented 5.9% of the Group's total assets and a significant portion in the net assets of the Group as at 31 December 2025.

25. BANK BALANCES AND CASH AND CASH EQUIVALENTS

As at 31 December 2025, cash and bank balances situated in Mainland China amounted to approximately HK\$5,528,000 (2024: HK\$5,887,000). Remittance of funds out of Mainland China is subject to relevant rules and regulations of foreign exchange control.

The Group maintains segregated trust accounts with authorised institutions to hold clients' monies arising from its normal course of business. The Group has classified the clients' monies as cash held on behalf of customers under the current assets section of the consolidated statement of financial position and recognised the corresponding accounts payables (note 26) to respective clients on the grounds that it is liable for any loss or misappropriation of clients' monies. The cash held on behalf of customers is restricted and governed by the Securities and Futures (Client Money) Rules under the Securities and Futures Ordinance.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

26. ACCOUNTS PAYABLE

	2025 HK\$'000	2024 HK\$'000
Accounts payable arising from the business the provision of advertising and e-commerce business	10,350	8,809
Accounts payable arising from the business of dealing in securities – Cash clients	7,783	9,828
	18,133	18,637

Provision of adverting and e-commerce business

The aging analysis of the Group's accounts payables arising from the provision of advertising and e-commerce business presented based on the invoice date at the end of the reporting period is as follows:

	2025 HK\$'000	2024 HK\$'000
Less than three months	1,335	4,004
Three months to six months	–	313
Six months to one year	–	–
Over one year	9,015	4,492
	10,350	8,809

The average credit period granted by accounts payables is 60 to 90 days (2024: 90 days). The Group has financial risk management policies in place to ensure that all payables are within the credit time frame.

Business of dealing securities

The balance of accounts payable arising from the securities broking business are repayable on demand except where certain accounts payable to clients represent margin deposits received from clients for their trading activities under normal course of business. Only the excess amounts over the required margin deposits stipulated are repayable on demand.

No aging analysis is disclosed as in the opinion of the directors of the Company, the aging analysis does not give additional value in view of the nature of this business.

As at 31 December 2025, the accounts payable amounting to approximately HK\$7,783,000 (2024: HK\$9,828,000) were payable to clients in respect of the trust and segregated bank balances received and held for clients in the course of the conduct of regulated activities. However, the Group does not have a currently enforceable right to offset these payables with the deposits placed.

The business of dealing in securities had been suspended until further notice from the SFC since 19 September 2023.

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For the year ended 31 December 2025

27. OTHER PAYABLES AND ACCRUALS

	2025 HK\$'000	2024 HK\$'000
Contract liabilities	80	76
Accrued office and rental expenses	1,320	1,018
Others (Note)	120,136	98,424
	121,536	99,518

Note: As at 31 December 2025, included in the others are amounts of approximately HK\$56,349,000 (2024: HK\$63,600,000) due to the companies, in which Mr. Zhang Zhifang, a former director of the Company, have interests and exercise significant influence; and approximately HK\$21,371,000 (2024: Nil) due to companies, over which directors of the Group have interests and exercise significant influence.

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities.

	2025 HK\$'000	2024 HK\$'000
At 1 January	76	79
Exchange realignment	4	(3)
At 31 December	80	76

28. BORROWINGS

	2025 HK\$'000	2024 HK\$'000
Bond payables	12,000	20,947
Other loan	10,364	9,471
	22,364	30,418

The Group issued bonds with principal amount of HK\$20.0 million at par in 2022. Bond payables were unsecured, carried interest at 6.0% per annum payable annually, and were fully settled and early terminated in 2025 through a mutually agreed payment including principal, coupon interests and penalty interests.

Other loan represented a loan from a third party, which is unsecured, carried interest at 5.0% per annum payable at the maturity, and repayable within one year.

During the year ended 31 December 2025, the Group issued a bond with principal amount of HK\$12.0 million at par for cash. Bond payable was unsecured, carried interest at 6.5% per annum payable annually, and matured in 2030.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

29. DEFERRED TAX LIABILITIES

The following is the deferred tax liabilities recognised and movements thereon during the years:

	Intangible assets arising from business combination HK\$'000
At 1 January 2024, 31 December 2024 and 1 January 2025	-
Acquisition of subsidiaries (Note 39)	2,064
At 31 December 2025	2,064

30. LEASE LIABILITIES

The exposure of the Group's lease liabilities are as follows:

	2025 HK\$'000	2024 HK\$'000
Current	3,163	3,801
Non-current	2,502	5,636
	5,665	9,437

	Minimum lease payment		Present value of lease payment	
	2025 HK\$'000	2024 HK\$'000	2025 HK\$'000	2024 HK\$'000
Minimum lease payment due:				
– Within one year	3,372	4,201	3,163	3,801
– More than one year but not more than two years	2,428	5,045	2,376	4,822
– More than two years but not more than five years	127	830	126	814
	5,927	10,076	5,665	9,437
Future finance charges	(262)	(639)		
Present value of lease liabilities	5,665	9,437	5,665	9,437
Present value of lease liabilities Amounts due for settlement within one year (shown under current liabilities)			(3,163)	(3,801)
Amounts due for settlement after one year			2,502	5,636

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30. LEASE LIABILITIES (CONTINUED)

The Group leases office premises from independent third party for operation with the fixed lease term of 1 year to 4 years (2024: 1 year to 4 years) and these lease liabilities were measured at the present value of the lease payment that are not yet paid. All leases are entered at fixed prices.

The Group does not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored within the Group's treasury function.

There was no extension options in lease agreements entered by the Group.

The total cash outflows for leases including the payments of lease liabilities for the year ended 31 December 2025 was approximately HK\$3,233,000 (2024: HK\$5,164,000).

31. SHARE CAPITAL

	Number of shares '000	Amount HK\$'000
Authorised		
Ordinary shares of HK\$0.01 each	100,000,000	1,000,000
Issued and fully paid – ordinary shares of HK\$0.01 each		
At 1 January 2024, 31 December 2024 and 1 January 2025	736,142	7,361
Issue of shares under rights issue (Note)	368,071	3,681
At 31 December 2025	1,104,213	11,042

All the listed shares rank pari passu in respects including all rights as to dividends, voting rights and returns of capital.

Note: On 16 June 2025, the Company issued 368,071,365 shares by way of rights issue on the basis of one right shares for every two existing ordinary share held by the shareholders at a subscription price of HK\$0.11 per share. The net proceeds from the rights issue were approximately HK\$39,905,000 after deducting the transaction costs attributable to issue of new shares.

Other equity instruments

During the year ended 31 December 2025, the Company issued 147,000,000 shares as the consideration (the "Consideration Shares") to a vendor for acquisition of BFB Group. Pursuant to the terms of sale and purchase agreement dated 22 August 2025 (the "Agreement").

At completion of the acquisition of BFB Group, the Consideration Shares have been escrowed and deposited with escrow agent for a period of no less than 18 months from the date of completion (the "Escrowed Period"), which shall be released to the vendor, subject to (i) the fulfilment of the profit guarantee by the vendor; and (ii) at the absolute discretion of the Board, final approval from the Board that the BFB Group's business has sufficient diversification, sustainability and has successfully contributed or aligned within the Company as a whole.

On the condition that during the Escrowed Period, the Company shall not sell, transfer, assign or otherwise dispose of the Consideration Shares without the prior written consent of the vendor, nor undertake any action which will cause an adverse effect to the Consideration Shares and/or the vendor's interests and rights related to or arising from the Consideration Shares. For the avoidance of doubt, the vendor voluntarily and irrevocably waive the right to vote in connection with the Consideration Shares in the Company and assigned the voting rights associated with the Consideration Shares to the Company, the Company has absolute discretion to vote on the Consideration Shares during the Escrowed Period.

In the event that the vendor successfully fulfils the profit guarantee and at the absolute discretion of the Board and final approval from the Board that the BFB Group's business has sufficient diversification, sustainability and has successfully contributed or aligned within the Company as a whole after the Escrowed Period. The Consideration Shares shall be released from the escrow agent and returned to the vendor immediately pursuant to the agreement.

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31. SHARE CAPITAL (CONTINUED)

Other equity instruments (Continued)

In the event that the Vendor fails to fulfil the profit guarantee or the Board considers that the BFB Group's business has no sufficient diversification, or sustainability, or has not successfully contributed or aligned with the Company as a whole, the Company shall have the absolute discretion to terminate the transaction and to dispose of the Consideration Shares at open market immediately (via the escrow agent) and will keep all the sale proceeds to be paid to the Company. The BFB Group shall be returned to the vendor for nil consideration.

The Consideration Shares are fixed and will not be adjusted for any shortfall in the Profit Guarantee have been classified as other equity instruments in the consolidation statement of financial position.

32. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

	Amount due to a former director (Note) HK\$'000	Amount due to a joint venture HK\$'000	Borrowings HK\$'000	Lease liabilities HK\$'000	Total HK\$'000
At 1 January 2024	67,797	35,735	30,298	3,576	137,406
Changes from financing cash flows	(4,197)	(32,666)	(1,200)	(5,164)	(43,227)
Interest expenses	-	-	1,634	288	1,922
New leases entered	-	-	-	11,166	11,166
Loss on early termination of lease agreement	-	-	-	(439)	(439)
Exchange differences	-	(537)	(314)	10	(841)
At 31 December 2024 and 1 January 2025	63,600	2,532	30,418	9,437	105,987
Changes from financing cash flows	(7,251)	(1,282)	(10,177)	(3,233)	(21,943)
Interest expenses	-	-	1,664	346	2,010
New leases entered	-	-	-	894	894
Loss on early termination of lease agreement	-	-	-	(1,836)	(1,836)
Exchange differences	-	84	459	57	600
At 31 December 2025	56,349	1,334	22,364	5,665	85,712

Note: The balance is included in other payables and accruals.

33. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors consider the cost of capital and the risks associate with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

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34. FINANCIAL RISK MANAGEMENT

Categories of financial instruments

	2025 HK\$'000	2024 HK\$'000
Financial assets		
<i>Held-for-trading investments at FVTPL:</i>		
Listed equity securities	134,917	74,049
<i>Financial assets at amortised cost:</i>		
Accounts receivable	42,038	44,301
Loan receivables	107,128	147,260
Other receivables and deposits	15,225	13,249
Restricted bank balances (trust and segregated amounts)	7,783	9,828
Bank balances (general accounts) and cash and cash equivalents	27,010	19,548
	199,184	234,186
	334,101	308,235
Financial liabilities		
<i>Financial liabilities at amortised cost:</i>		
Accounts payable	18,133	18,637
Other payables and accruals	121,456	99,442
Amount due to a joint venture	1,334	2,532
Borrowings	22,364	30,418
	163,287	151,029

Financial risk factors

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

Foreign currency risk

The Group's exposure to currency risk mainly arises from fluctuation of foreign currencies against the functional currency of relevant group entities, including RMB and HK\$.

The functional currencies of the Group's principal subsidiaries are RMB and HK\$. Most of the Group's operations are transacted in the functional currency of the respective group entities. Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the entity's functional currency. The Group manages its foreign exchange risk by performing regular reviews of the Group's net foreign exchange exposures and may enter into certain forward foreign exchange contracts, when necessary, to manage its exposure against RMB and HK\$ and to mitigate the impact on exchange rate fluctuations. During the years ended 31 December 2025 and 2024, no forward foreign exchange contracts had been entered into by the Group.

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34. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (Continued)

Foreign currency risk (Continued)

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

	Liabilities		Assets	
	2025 HK\$'000	2024 HK\$'000	2025 HK\$'000	2024 HK\$'000
Hong Kong dollar	16,500	27,404	600	585

The following table details the Group's sensitivity to a 5% (2024: 5%) increase and decrease in HK\$ against RMB5% (2024: 5%) 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 year end for a 5% (2024: 5%) change in foreign currency rates. The sensitivity analysis includes loans to foreign operations within the Group where the denomination of the loan is in a currency other than the functional currency of the lender. A positive number below indicates a decrease in post-tax loss and increase in other equity of the Group where RMB strengthen 5% (2024: 5%) against the relevant currency. For a 5% (2024: 5%) weakening of RMB against the relevant currency, there would be an equal and opposite impact on the loss and other equity and the balances below would be negative.

	Hong Kong dollar impact	
	2025 HK\$'000	2024 HK\$'000
Loss for the year	795	1,341

Cash flow interest rate risk

The Group is exposed to cash flow interest rate risk in relation to cash clients receivables (see note 21).

The Group currently does not have any interest rate hedging policy in relation to fair value interest rate risk and cash flow interest rate risk. The directors monitor the Group's exposures on an ongoing basis and will consider hedging the interest rate should the need arises.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for cash clients receivables at the end of the reporting period. The sensitivity analysis is prepared assuming the variable-rate financial instruments outstanding at the end of the reporting period were outstanding for the whole year.

As at 31 December 2025, if the interest rate had been 10 basis points (2024: 10 basis points) higher/lower and all other variables were held constant, the Group's loss after tax would decrease/increase by approximately HK\$182,000 (2024: HK\$182,000).

Price risk

The Group is exposed to equity price risk through its investments in listed equity securities. The management manages this exposure by maintaining a portfolio of investments with different risks.

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34. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (Continued)

Price risk (Continued)

The sensitivity analyses below have been determined based on the exposure to equity price risks at the reporting date.

If the prices of the respective equity instruments had been 5% higher/lower, post-tax loss for the year ended 31 December 2025 would decrease/increase by approximately HK\$6,746,000 (2024: HK\$3,702,000) as a result of the changes in fair value of held-for-trading investments.

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to accounts receivable, loan receivables, amounts due from related companies, other receivables, deposits and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets, except that the credit risks associated with certain loan receivables is mitigated because they are secured with collaterals.

The Group performed impairment assessment for financial assets under ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment, if applicable, are summarised as below:

Accounts receivable

The Group has concentration of credit risk as 22% (2024: 15%) and 50% (2024: 55%) of the total accounts receivable was due from the Group's largest customer and the five largest customers respectively within securities broking services business. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals.

In addition, the Group performs impairment assessment under ECL model on account balances individually or based on provision matrix. Except for cash client, which are assessed for impairment individually, the remaining accounts receivable is grouped under a provision matrix based on shared credit risk characteristics by reference to repayment histories for recurring customers and current past due exposure for the new customers and on individual basis for those material and/or long outstanding balances. Impairment of approximately HK\$12,279,000 (2024: HK\$25,180,000) was recognised during the year. Details of the quantitative disclosures are set out below in this note.

Loan receivables

The Group has concentration of credit risk as 20% (2024: 13%) and 47% (2024: 51%) of the total loan receivables was due from the Group's largest customer and five largest customers respectively within money lending business. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals.

The directors of the Company estimate the estimated loss rates of loan receivables based on historical credit loss experience of the debtors as well as the fair value of the collateral pledged by the customers to the loan receivables. Based on assessment by the directors of the Company, the loss given default is low in view of the estimated realised amount of ultimate disposal of the collaterals and the amount of impairment made.

The Group applies general approach by grouping the debtors who shared the same credit risk characteristics. The Group classified loan receivables into three categories which reflect the respective credit risk and how the loss provision is determined for each of the category. The determination of ECL on loan receivables involve a number of key parameters and assumptions, including the classification of loss stages, estimation of probability of default, loss given default, adjustments for forward-looking information and other adjusting factors.

Bank balances

Credit risk on bank balances are limited because the counterparties are reputable banks with high credit ratings assigned by credit agencies. The Group assessed 12m ECL for bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies.

Amounts due from related companies and other receivables and deposits

For amounts due from related companies and other receivables and deposits, the directors of the Company make periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and quantitative and qualitative information that is reasonable and supportive forward-looking information. For the year ended 31 December 2025 and 2024, The Group provided impairment on amounts due from related companies and other receivables and deposits based on 12m ECL. Details of the quantitative disclosures are set out below in this note.

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34. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (Continued)

Credit risk and impairment assessment (Continued)

The Group's internal credit risk grading assessment of other financial assets comprises the following categories:

Internal credit rating	Description	Accounts receivable for cash client and individual assessment		Other financial assets
Low risk	The counterparty has a low risk of default and does not have any past-due amounts	Lifetime ECL – not credit-impaired (except for cash clients) 12m ECL (cash clients)	12m ECL	
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired	
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired	Lifetime ECL – credit-impaired	
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off	

The tables below detail the credit risk exposures of the Group's financial assets which are subject to ECL assessment:

	Notes	External credit rating	Internal credit rating	12m or lifetime ECL	2025		2024	
					Gross carrying amount HK\$'000	HK\$'000	Gross carrying amount HK\$'000	HK\$'000
Financial assets at amortised cost								
Accounts receivable (except for cash clients)	21	N/A	N/A	Note Lifetime ECL	18,967	18,967	8,875	8,875
Accounts receivable for cash clients	21	N/A	Low risk Loss	12m ECL Lifetime ECL (credit-impaired)	– 181,575	181,575	3,360 178,215	181,575
Loan receivables	22	N/A	Low risk Doubtful Loss	12m ECL Lifetime ECL (not credit-impaired) Lifetime ECL (credit-impaired)	82,164 914 85,811	168,889	43,164 99,269 28,878	171,311
Other receivables and deposits	23	N/A	Note 1	12m ECL Lifetime ECL (not credit-impaired) Lifetime ECL (credit-impaired)	14,722 2,690 17,000	34,412	13,249 – –	13,249
Restricted bank balances (trust and segregated amounts)	25	A1	N/A	12m ECL	7,783	7,783	9,828	9,828
Bank balances (general accounts)	25	BBB or above	N/A	12m ECL	27,010	27,010	19,548	19,548

Note: For accounts receivable except for cash clients to which the Group applies the lifetime ECL of simplified approach for impairment, information based on the provision matrix is disclosed in following table. Customers with significant outstanding balances or credit-impaired with gross carrying amounts of HK\$10,230,000 as at 31 December 2025 were assessed individually (2024: Nil).

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34. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (Continued)

Credit risk and impairment assessment (Continued)

Notes:

- For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition.

2025

	Past due HK\$'000	Not past due/ No fixed repayment terms HK\$'000	Total HK\$'000
Other receivables and deposits	19,690	14,722	34,412

2024

	Past due HK\$'000	Not past due/ No fixed repayment terms HK\$'000	Total HK\$'000
Other receivables and deposits	–	13,249	13,249

- For accounts receivable (except for cash clients), the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the ECL on these items by using a provision matrix, grouped by past due status and on individual basis for those material and/or long outstanding balances.

As part of the Group's credit risk management, the Group uses debtors' aging to assess the impairment for its customers in relation to its advertising and e-commerce business because these customers consist of a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the exposure to credit risk for accounts receivable which are assessed based on provision matrix within lifetime ECL (not credit-impaired). Gross carrying amount of approximately HK\$10,230,000 (2024: HK\$Nil) were assessed individually.

Gross carrying amount

	2025		2024	
	Average loss rate	Accounts receivable HK\$'000	Average loss rate	Accounts receivable HK\$'000
Current (not past due)				
1-30 days	N/A	–	0.02%	4,036
31-60 days	0.12%	7,844	0.05%	1,800
61-90 days	0.13%	493	0.09%	1,505
91-180 days	N/A	–	0.21%	500
181-365 days	N/A	–	0.41%	1,034
Over 365 days	N/A	–	N/A	–
		8,337		8,875

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For the year ended 31 December 2025

34. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (Continued)

Credit risk and impairment assessment (Continued)

The following table shows the movement in lifetime ECL that has been recognised for accounts receivable (except for cash clients) under the simplified approach.

	Stage 1 12m ECL HK\$'000	Lifetime ECL (non credit- impaired) HK\$'000	Lifetime ECL (credit- impaired) HK\$'000	Total HK\$'000
At 1 January 2024	–	134	–	134
Write-off	–	(123)	–	(123)
Exchange realignment	–	(4)	–	(4)
At 31 December 2024 and 1 January 2025	–	7	–	7
Impairment loss recognised, net	–	2,734	–	2,734
Exchange realignment	–	76	–	76
At 31 December 2025	–	2,817	–	2,817

The following table shows reconciliation of loss allowance that has been recognised for accounts receivable for cash clients.

	Stage 1 12m ECL HK\$'000	Stage 2 Lifetime ECL (not credit- impaired) HK\$'000	Stage 3 Lifetime ECL (credit- impaired) HK\$'000	Total HK\$'000
At 1 January 2024	–	–	120,962	120,962
Impairment losses recognised, net	–	–	25,180	25,180
At 31 December 2024 and 1 January 2025	–	–	146,142	146,142
Impairment losses recognised, net	–	–	9,545	9,545
At 31 December 2025	–	–	155,687	155,687

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

34. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (Continued)

Credit risk and impairment assessment (Continued)

The Group writes off an accounts receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the accounts receivable are over two years past due, whichever occurs earlier.

The following table shows reconciliation of loss allowances that has been recognised for loan receivables:

	Stage 1 12m ECL HK\$'000	Stage 2 Lifetime ECL (non-credit- impaired) HK\$'000	Stage 3 Lifetime ECL (credit- impaired) HK\$'000	Total HK\$'000
At 1 January 2024	–	33,125	27,031	60,156
Impairment losses reversed*, net	1,234	(23,981)	(6,992)	(29,739)
Transfer to lifetime ECL (non-credit-impaired)*	–	15,157	(15,157)	–
Transfer to credited-impaired	–	(3,523)	3,523	–
Amounts written off as uncollectible	–	(2,788)	(3,578)	(6,366)
At 31 December 2024 and 1 January 2025	1,234	17,990	4,827	24,051
Impairment losses recognised, net	(333)	(11,270)	55,710	44,107
Transfer to credited-impaired	(270)	(6,469)	6,739	–
Amounts written off as uncollectible	–	–	(7,967)	(7,967)
At 31 December 2025	631	251	59,309	60,191

* During the year ended 31 December 2024, the Group has received repayment from certain debtors.

The following table shows reconciliation of loss allowances that has been recognised for amounts due from related companies and other receivables and deposits:

	Lifetime ECL (non-credit- impaired) HK\$'000	Lifetime ECL (credit-impaired) HK\$'000	Total HK\$'000
At 1 January 2024	9,460	–	9,460
Impairment losses recognised, net	9,109	–	9,109
Exchange realignment	(137)	–	(137)
At 31 December 2024 and 1 January 2025	18,432	–	18,432
Impairment losses recognised, net	714	4,743	5,457
Transfer to credited-impaired	(12,257)	12,257	–
Amounts written off as uncollectible	(6,175)	–	(6,175)
At 31 December 2025	714	17,000	17,714

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

34. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk factors (Continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of borrowings and ensures compliance with loan covenants.

The following table details the Group's remaining contractual maturity for its financial liabilities based on the agreed repayment terms. For non-derivative financial liabilities, 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 (based on interest rate at the end of the reporting period) and principal cash flows.

	Weighted average interest rate %	Repayable on demand or within 1 year HK\$'000	1-2 year HK\$'000	2-5 year HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount HK\$'000
2025						
Non-derivative financial liabilities						
Accounts payable	–	18,133	–	–	18,133	18,133
Other payables	–	120,473	–	–	120,473	120,473
Amount due to a joint venture	–	1,334	–	–	1,334	1,334
Lease liabilities	3.25%–5.25%	3,372	2,428	127	5,927	5,665
Borrowings	5.00%–6.50%	11,662	780	14,210	26,652	22,364
		154,974	3,208	14,337	172,519	167,969
2024						
Non-derivative financial liabilities						
Accounts payable	–	18,637	–	–	18,637	18,637
Other payables	–	99,442	–	–	99,442	99,442
Amount due to a joint venture	–	2,532	–	–	2,532	2,532
Lease liabilities	3.94%–5.25%	4,201	5,045	830	10,076	9,437
Borrowings	5.00%–6.50%	9,498	2,400	22,400	34,298	30,418
		134,310	7,445	23,230	164,985	160,466

Fair value estimation

The table below analyses the Group's financial instruments carried at fair value as at 31 December 2025 and 2024 by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

Level 1: Based on quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly.

Level 3: Based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

34. FINANCIAL RISK MANAGEMENT (CONTINUED)

Fair value estimation (Continued)

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

The financial assets measured at fair value in the consolidated statement of financial position are grouped into the fair value hierarchy as follows:

	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
At 31 December 2025				
Held-for-trading investments	134,917	-	-	134,917
At 31 December 2024				
Held-for-trading investments	74,049	-	-	74,049

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price is the current bid price. These instruments are included in level 1 which comprise primarily equity investments classified as held-for-trading investments. The Group's held-for-trading investments are level 1 instruments and their fair values are determined by the quoted prices in the market.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The Group's investment in equity instrument at fair value through other comprehensive income is level 3 instrument. The fair value is estimated using discounted cash flow valuation method.

Financial assets	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)
	2025 HK\$'000	2024 HK\$'000			
Held-for-trading investments	134,917	74,049	Level 1	Quoted bid prices in an active market.	N/A

There were no transfers between Level 1, 2 and 3 during the year.

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35. SHARE OPTION SCHEMES

Equity-settled share option scheme

The Company operates a share option scheme (the “Old Share Option Scheme”) which was adopted on 11 May 2012. On 30 June 2021, the Company adopted a new share option scheme, of which all terms and conditions are the same as the Old Share Option Scheme.

The Company operates a share option scheme adopted on 30 June 2021 (the “Share Option Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the operations of the Group and to enable the Group to recruit high calibre employees and attract resources that are valuable to the Group. Eligible participants of the Share Option Scheme include any employee (including executive directors), officer (including non-executive directors and independent non-executive directors), consultant, agent, professional adviser, customer, business partner, joint venture partner, strategic partner, landlord or tenant of, or any supplier or provider of goods or services to the Group, or any trustee of a discretionary trust to which one or more beneficiaries belong to any of the above-mentioned categories of persons. The Share Option Scheme became effective on 11 May 2012 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Share Option Scheme is an amount equivalent, upon their exercise, to 10% of the Company’s shares in issue at any time. At 31 December 2025, the number of shares issuable under share options granted under the Share Option Scheme was 80,660,000 (2024: 118,820,000), which represented approximately 6.4% (2024: 16.1%) of the Company’s shares in issue as at that date. The maximum number of shares issuable under share options to each eligible participant in the Share Option Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$10 in total by the grantee. An option may be exercised under the Share Option Scheme at any time from the vested date to the fifth anniversary from the grant date of the option.

The exercise price of the share options is determinable by the directors, but must not be less than the higher of (i) the Stock Exchange closing price of the Company’s shares on the date of the offer of the share options; (ii) the average Stock Exchange closing price of the Company’s shares for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of an ordinary share of the Company.

Share options do not confer rights on the holders to dividends or to vote at shareholders’ meetings.

The following tables disclose details of the Company’s share options held by employees and consultants of the Group and movement in such holdings during the year:

Share Option Scheme

2025

Grantees	Date of grants	Exercise price per share HK\$	Exercise period	Notes	Number of share options					
					Outstanding at 1 January 2025	Forfeited	Granted	Exercised	Outstanding at 31 December 2025	
Executive Directors										
Li Leong	20 May 2020	0.176	20 May 2020 to 19 May 2025	(2)	3,180,000	(3,180,000)	-	-	-	-
Li Xi	20 May 2020	0.176	20 May 2020 to 19 May 2025	(2)	3,180,000	(3,180,000)	-	-	-	-
Zhou Hongtao	20 May 2020	0.176	20 May 2020 to 19 May 2025	(2)	3,180,000	(3,180,000)	-	-	-	-
Li Zhen	20 May 2020	0.176	20 May 2020 to 19 May 2025	(2)	3,180,000	(3,180,000)	-	-	-	-
Employees in aggregate										
	20 May 2020	0.176	20 May 2020 to 19 May 2025	(2)	19,080,000	(19,080,000)	-	-	-	-
	16 April 2021	0.1282	16 April 2021 to 15 April 2026	(1)	22,260,000	(3,180,000)	-	-	-	19,080,000
	21 July 2023	0.382	21 January 2024 to 20 July 2028	(4)	43,800,000	-	-	-	-	43,800,000
Law Chi Hung	16 April 2021	0.1282	16 April 2021 to 15 April 2026	(1)	3,180,000	-	-	-	-	3,180,000
Li Wei	21 July 2023	0.382	21 January 2024 to 20 July 2028	(4)	7,300,000	-	-	-	-	7,300,000
Consultant	21 July 2023	0.382	21 January 2024 to 20 July 2028	(4)	7,300,000	-	-	-	-	7,300,000
					115,640,000	(34,980,000)	-	-	-	80,660,000

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For the year ended 31 December 2025

35. SHARE OPTION SCHEMES (CONTINUED)

Equity-settled share option scheme (Continued)

Share Option Scheme (Continued)

2024

Grantees	Date of grants	Exercise price per share HK\$	Exercise period	Notes	Number of share options				Outstanding at 31 December 2024
					Outstanding at 1 January 2024	Forfeited	Granted	Exercised	
Executive Directors									
Li Leong	20 May 2020	0.176	20 May 2020 to 19 May 2025	(2)	3,180,000	-	-	-	3,180,000
Li Xi	20 May 2020	0.176	20 May 2020 to 19 May 2025	(2)	3,180,000	-	-	-	3,180,000
Zhou Hongtao	20 May 2020	0.176	20 May 2020 to 19 May 2025	(2)	3,180,000	-	-	-	3,180,000
Li Zhen	20 May 2020	0.176	20 May 2020 to 19 May 2025	(2)	3,180,000	-	-	-	3,180,000
Employees in aggregate									
	20 May 2020	0.176	20 May 2020 to 19 May 2025	(2)	19,080,000	-	-	-	19,080,000
	16 April 2021	0.1282	16 April 2021 to 15 April 2026	(1)	22,260,000	-	-	-	22,260,000
	21 July 2023	0.382	21 January 2024 to 20 July 2028	(4)	43,800,000	-	-	-	43,800,000
Wong Ching Cheung	16 April 2021	0.1282	16 April 2021 to 15 April 2026	(1)	3,180,000	(3,180,000)	-	-	-
Law Chi Hung	16 April 2021	0.1282	16 April 2021 to 15 April 2026	(1)	3,180,000	-	-	-	3,180,000
Leung Tat Yin	16 April 2021	0.1282	16 April 2021 to 15 April 2026	(1)	3,180,000	(3,180,000)	-	-	-
Li Wei	21 July 2023	0.382	21 January 2024 to 20 July 2028	(4)	7,300,000	-	-	-	7,300,000
Consultant	21 July 2023	0.382	21 January 2024 to 20 July 2028	(4)	7,300,000	-	-	-	7,300,000
					122,000,000	(6,360,000)	-	-	115,640,000

Notes:

- (1) The share options granted on 16 April 2021 were fully vested immediately on 16 April 2021.
- (2) The share options granted on 20 May 2020 were fully vested immediately on 20 May 2020 and fully lapsed on 19 May 2025.
- (3) The share options granted on 17 April 2019 were fully vested immediately on 17 April 2019.
- (4) The share options granted on 21 July 2023 will vested in six months after the grant date.

There was no share option granted during the years ended 31 December 2025 and 2024.

These fair values were calculated using the Binomial model. The inputs into the model were as follows:

	20 May 2020	16 April 2021	21 July 2023
Share price	HK\$0.152	HK\$0.122	HK\$0.355
Exercise price	HK\$0.1764	HK\$0.1282	HK\$0.382
Expected volatility	95%	105%	101%
Risk-free rate	0.341%	1.595%	3.512%
Expected dividend yield	0%	0%	0%
Option period	5 years	5 years	4.5 years

Expected volatility was determined by using the historical volatility of the Company's share price over the previous years. The expected life used in the model has been adjusted, based on the directors' best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

No share options expenses were recognised during the years ended 31 December 2025 and 2024.

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36. RETIREMENT BENEFITS SCHEMES

The Group operates a Mandatory Provident Fund Scheme (“MPF Scheme”) under the rules and regulations of the Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group in independently administered funds. The Group has complied with the minimum statutory contribution requirements of 5% of eligible employees’ relevant aggregate income.

The employees of the subsidiaries in the PRC are members of the pension schemes operated by the PRC government. The relevant PRC subsidiaries are required to contribute a certain percentage of the relevant portion of these employees’ basic salaries to the pension to fund the benefits. The only obligations of the relevant PRC subsidiaries with respect of the pension scheme are the required contributions under the pension scheme.

The total expense recognised in profit or loss of approximately HK\$705,000 (2024: HK\$1,055,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plans.

37. RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries, which are related parties to the Company, have been eliminated on consolidation and are not disclosed in this note. In addition to those transactions and balances disclosed elsewhere in these consolidated financial statements, the Group entered into the following material transactions with related parties during the year:

	2025 HK\$'000	2024 HK\$'000
Purchases from Bafeiba Health Technology Group Co., Limited*, of which a director of the Group has material interest	739	–

Key management compensation

During the years ended 31 December 2025 and 2024 only directors considered as key management of the Group, the directors’ emoluments were disclosed in note 11.

The remuneration of key management personnel is determined by Board of Directors, having regard to the performance, responsibilities and experience of the individuals and market trends.

* For identification purpose only.

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38. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES OF THE COMPANY

Particulars of the Company's principal subsidiaries at 31 December 2025 and 2024 are as follows:

Name of company	Place of incorporation and operation	Paid up capital/ registered capital	Class of shares held	Proportion of ownership interest and voting power held by the Company				Principal activity
				Directly		Indirectly		
				2025	2024	2025	2024	
				%	%	%	%	
Beijing Caixun Century Advertising Company Limited ^{1*}	The PRC	Registered capital of RMB10,000,000	Registered	100	100	-	-	Advertising agent
Beijing Caixun Culture and Media Company Limited ^{2*}	The PRC	Registered capital of RMB5,000,000	Registered	-	-	100	100	Advertising agent and books and magazines distributor
Beijing Jingzheng Ronglian Advertising Company Limited ^{2*}	The PRC	Registered capital of RMB2,000,000	Registered	-	-	100	100	Advertising agent
Beijing Le Hua Jiu Fang Advertising Company Limited ("Beijing Le Hua Jiu Fang") ^{2*}	The PRC	Registered capital of RMB5,050,504	Registered	-	-	71.28	71.28	Advertising agent
Beijing United Publishers Distribution Company Limited ^{2*} (Formerly known as Beijing SEEC Book and Press Distribution Company Limited)	The PRC	Registered capital of RMB5,000,000	Registered	-	-	100	100	Books and magazines distributor
China Asset Credit Limited	Hong Kong	HK\$1	Ordinary	-	-	70	70	Money lending services
China Prospect Securities Limited	Hong Kong	HK\$265,000,000	Ordinary	-	-	100	100	Provision of securities broking services but suspended
Grace Tech Development Limited	Hong Kong	HK\$10,000	Ordinary	-	-	100	100	Provision of e-commerce platform services and advertising agent
Tech Field Holdings Limited	Hong Kong	HK\$10,000	Ordinary	-	-	100	100	Provision of e-commerce platform services and sale of related goods
Honor Fame Group Limited	British Virgin Islands/ Hong Kong	US\$1	Ordinary	100	100	-	-	Investment holding
Laberie Holdings Limited	British Virgin Islands/ Hong Kong	US\$10	Ordinary	100	100	-	-	Investment holding

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For the year ended 31 December 2025

38. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

Particulars of the Company's principal subsidiaries at 31 December 2025 and 2024 are as follows: (Continued)

Name of company	Place of incorporation and operation	Paid up capital/ registered capital	Class of shares held	Proportion of ownership interest and voting power held by the Company				Principal activity
				Directly		Indirectly		
				2025	2024	2025	2024	
				%	%	%	%	
Superfort Management Corp.	British Virgin Islands/ Hong Kong	US\$100	Ordinary	100	100	-	-	Investment holding
Well Dynamic Group Limited	British Virgin Islands/ Hong Kong	US\$1	Ordinary	-	-	100	100	Investment holding
Wingate Holdings Limited	Samoa/Hong Kong	US\$10,000	Ordinary	-	-	70	70	Investment holding
Golden Gate China Limited	British Virgin Islands/ Hong Kong	US\$1	Ordinary	100	100	-	-	Investment holding
Beijing Zhongxing Guangshi Culture and Technology Company Limited ^{1*}	The PRC	Registered capital of US\$14,931,794	Registered	-	-	100	100	Investment holding
Shanghai Tongruo Information Technology Company Limited ^{2*}	The PRC	Registered capital of RMB1,000,000	Registered	-	-	100	100	Investment holding
Stellar Century (Hainan) Internet Technology Limited ^{3*}	The PRC	Registered capital of RMB500,000	Registered	-	-	51	51	Advertising agent
Hunan Stellar Century Network Technology Company Limited ^{2*}	The PRC	Registered capital of RMB2,000,000	Registered	-	-	51	51	Advertising agent
Hangzhou Stellar Century Information Technology Company Limited ^{2*}	The PRC	Registered capital of RMB100,000	Registered	-	-	51	51	Advertising agent

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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38. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

Particulars of the Company's principal subsidiaries at 31 December 2025 and 2024 are as follows: (Continued)

Name of the company	Place of incorporation and operation	Paid up capital/ registered capital	Class of shares held	Proportion of ownership interest and voting power held by the company				Principal activity
				Directly		Indirectly		
				2025	2024	2025	2024	
				%	%	%	%	
Gari Trading Company Limited ³	Hong Kong	HK\$10,000	Ordinary	-	-	100	-	Distribution of health and wellness products
Cufe Trading Company Limited ³	Hong Kong	HK\$10,000	Ordinary	-	-	100	-	Distribution of health and wellness products
Bozhou Xianfeng Food Technology Co., Limited ^{2,3*} (formerly known as Bozhou Jiada Biotechnology Co., Limited)	The PRC	Registered capital of RMB210,000	Registered	-	-	100	-	Distribution of health and wellness products
Bozhou Zhuohao Food Technology Co., Limited ^{2,3*}	The PRC	Registered capital of RMB3,000,000	Registered	-	-	100	-	Distribution of health and wellness products
Bozhou Xianxian Food Technology Co., Limited ^{2,3*}	The PRC	Registered capital of RMB2,000,000	Registered	-	-	100	-	Distribution of health and wellness products
Bozhou Hongshou Food Technology Co., Limited ^{2,3*}	The PRC	Registered capital of RMB2,000,000	Registered	-	-	100	-	Distribution of health and wellness products
Bozhou Xianshou Food Technology Co., Limited ^{2,3*}	The PRC	Registered capital of RMB2,000,000	Registered	-	-	100	-	Distribution of health and wellness products

¹ Wholly foreign owned enterprises

² Private Limited Liability companies

³ These subsidiaries were newly acquired during the year ended 31 December 2025

* For identification purpose only

None of the subsidiaries had issued any debt securities at the end of the year.

The directors are of the opinion that a complete list of the particulars of all subsidiaries would be of excessive length and therefore the above list contains only the subsidiaries which principally affect the results or assets and liabilities of the Group.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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38. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

(a) General information of subsidiaries

The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiary	Place of incorporation and principal place of business	Proportion of ownership interests and voting rights held by non-controlling interests		(Loss)/profit allocated to non-controlling interests		Accumulated non-controlling interests	
		2025	2024	2025	2024	2025	2024
				HK\$'000	HK\$'000	HK\$'000	HK\$'000
Beijing Le Hua Jiu Fang	PRC	28.72%	28.72%	(5)	(11)	(2,480)	(2,475)
China Asset Credit Limited	Hong Kong	30.00%	30.00%	(13,281)	9,085	(15,975)	(2,694)
Stellar Century (Hainan) Internet Technology Limited and its subsidiaries	PRC	49.00%	49.00%	(1,132)	(3,360)	(16,063)	(14,931)
Individually immaterial subsidiary, with non-controlling interests				(35)	-	(47)	(12)
				(14,453)	5,714	(34,565)	(20,112)

(b) Details of non-wholly owned subsidiaries that have material non-controlling interests

Summarised financial information in respect of Beijing Le Hua Jiu Fang and China Asset Credit Limited that has material non-controlling interests is set out below. The summarised financial information below requests amount before intra-group eliminations.

Beijing Le Hua Jiu Fang

	2025 HK\$'000	2024 HK\$'000
Current assets	15	972
Non-current assets	7	7
Current liabilities	(8,693)	(9,243)
Equity attributable to owners of the Company	(8,671)	(8,263)

Beijing Le Hua Jiu Fang

	2025 HK\$'000	2024 HK\$'000
Revenue	-	138
Loss for the year	(16)	(37)
Net cash outflow from operating activities	(598)	(4)
Net cash outflow	(598)	(4)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

38. PARTICULARS OF THE PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

(b) Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

China Assets Credit Limited

	2025 HK\$'000	2024 HK\$'000
Current assets	117,987	150,275
Non-current assets	751	757
Current liabilities	(228,794)	(215,139)
Non-current liabilities	(1,169)	(2,848)
Equity attributable to owners of the Company	(111,225)	(66,955)

China Assets Credit Limited

	2025 HK\$'000	2024 HK\$'000
Revenue	6,901	9,910
(Loss)/profit for the year	(44,271)	30,464
Net cash inflow from operating activities	8,882	5,903
Net cash outflow from investing activities	-	(7,484)
Net cash (outflow)/inflow from financing activities	(1,788)	14,423
Net cash inflow/(outflow)	7,094	(12,842)

Stellar Century (Hainan) Internet Technology Limited and its subsidiaries

	2025 HK\$'000	2024 HK\$'000
Current assets	19,054	1,853
Non-current assets	-	2,022
Current liabilities	(45,466)	(26,023)
Non-current liabilities	-	(805)
Equity attributable to owners of the Company	(26,412)	(22,953)

Stellar Century (Hainan) Internet Technology Limited and its subsidiaries

	2025 HK\$'000	2024 HK\$'000
Revenue	3,162	11,385
Loss for the year	(2,310)	(6,857)
Net cash inflow/(outflow) from operating activities	2,455	(71)
Net cash outflow from financing activities	(113)	(1,560)
Net cash inflow/(outflow)	2,342	(1,631)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

39. BUSINESS COMBINATION

(i) Acquisition of BFB Group

On 22 August 2025, the Group, through its wholly-owned subsidiary, acquired 100% of the issued share capital of BFB Group, a group of entities principally engaged in retail business at e-commerce platforms and primarily selling health and wellness products of the weight management brand “Dyesoo” in PRC (the “Acquisition”) for a total consideration of 147,000,000 new ordinary shares of the Company. Details of the Acquisition was described in the announcements of the Company dated 22 August 2025 and 21 October 2025. The date of completion of Acquisition is 11 November 2025.

Management believed that the Acquisition will create operational synergies, enhancing the Group market reach and efficiency. This strategic fit further justifies the purchase consideration based on long-term benefits rather than short-term asset evaluations. Details of the purchase consideration, the net assets acquired and goodwill are as follows:

	2025 HK\$'000
Total purchase consideration:	
Fair value of the Consideration Shares	48,510

The assets and liabilities recognised as a result of the acquisition are as follows:

	Fair value HK\$'000
Intangible assets	8,351
Inventories	4,042
Accounts receivable	15,574
Other receivables	8,405
Cash and cash equivalents	1,132
Other current assets	5,985
Accounts payable	(671)
Other payables and accruals	(32,706)
Deferred tax liabilities	(2,064)
Net identifiable assets acquired	8,048
Add: goodwill	40,462
Net assets acquired	48,510

Acquired receivables

The fair value of acquired trade and other receivables is approximately HK\$23,979,000. The fair value of acquired trade and other receivables approximates the gross contractual amount with no material loss allowance made upon the Acquisition.

Goodwill on acquisition

The Group recognised goodwill of approximately HK\$40,462,000 in the consolidated statement of financial position, which was primarily attributable to the consideration that was mutually agreed between the parties, with reference to the carrying amount of the identifiable net assets of approximately HK\$8,048,000 as at the date of Acquisition. Goodwill is primarily attributable to the anticipated profitability, cost saving synergy of the acquired business with the Group's existing security business and net cash inflows of the acquired business.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

39. BUSINESS COMBINATION (CONTINUED)

(i) Acquisition of BFB Group (Continued)

Acquired intangible assets

The fair value of acquired intangible assets amounted to approximately HK\$8,351,000 and comprised selling right.

The key assumptions used in determining the fair value of selling right is disclosed as follows:

	2025
Royalty rate	3.0%
Discount rate	17.0%
Expected useful lives	5 years

Profit guarantee

Pursuant to the Agreement, the vendor has provided a profit guarantee in respect of the consolidated net profit of the BFB Group of not less than HK\$3,820,000 for the 365-day period following the date of completion (the "Profit Guarantee").

During the profit guarantee period, if the BFB Group failed to fulfil the Profit Guarantee, the Company may, at its discretion, either (i) reverse the transaction by returning the BFB Group to the vendor for nil consideration and disposing of the consideration shares held with the escrow agent in the open market, with all proceeds retained by the Company; or (ii) retain the BFB Group if the Directors determine that its operation provide sufficient diversification, sustainability, or strategic contribution to the Group as a whole and the Consideration Shares are fixed and will not be adjusted for any shortfall in the Profit Guarantee.

As at 31 December 2025, the Directors believe that the BFB Group will deliver a satisfactory level of profit following completion and will provide sufficient diversification to the Group's business portfolio. Accordingly, both the fair value of the Profit Guarantee and the implicit put option granted to the Group are assessed to be minimal.

Consideration

The Group shall satisfy the consideration by the allotment and issue of 147,000,000 shares of the Company to the vendor of the Acquisition. Details refer to note 31 to the consolidated financial statements.

Revenue and profit contribution

The acquired business contributed revenues of approximately HK\$21,451,000 and net profit of approximately HK\$1,515,000 to the Group for the period from 12 November 2025 to 31 December 2025.

If the acquisition had occurred on 1 January 2025, consolidated pro-forma revenue and profit for the year ended 31 December 2025 would have been approximately HK\$44,224,000 and approximately HK\$3,410,000 respectively. These amounts have been calculated using the subsidiaries' results and adjusting them for the additional depreciation and amortisation that would have been charged assuming the fair value adjustments to property, plant and equipment and intangible assets had applied from 1 January 2025, together with the consequential tax effects.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

39. BUSINESS COMBINATION (CONTINUED)

(ii) Acquisition – net of cash acquired

	2025 HK\$'000	2024 HK\$'000
Inflow of cash to acquire subsidiary, net of cash acquired		
Balances acquired		
Cash and cash equivalents	1,132	-
Net inflow of cash from investing activities	1,132	-

40. DEREGISTRATION OF SUBSIDIARIES

During the year ended 31 December 2024, the Group completed the deregistration of certain non-principal subsidiaries of the Group. The net liabilities of the subsidiaries at the completion date of the deregistration were as follow:

Year ended 31 December 2024

Analysis of assets and liabilities as at the date of deregistration:

	HKD'000
Deposits paid, prepayments and other receivables	43
Trade payables, accruals and other payables	(770)
Tax payable	(4,995)
Net liabilities	(5,722)
Gain on deregistration:	
Net liabilities disposal of	5,722
Exchange reserve release	1,080
	6,802

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

41. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2025 HK\$'000	2024 HK\$'000
Non-current assets		
Investments in subsidiaries	7,726	91,525
Investment in a joint venture	–	10,436
	7,726	101,961
Current assets		
Other receivables and deposits	1	1
Amounts due from subsidiaries	379,036	305,746
Bank balances and cash	33	33
	379,070	305,780
Current liabilities		
Amounts due to subsidiaries	149,281	149,281
Other payables and accruals	4,500	3,636
Borrowings	–	947
	153,781	153,864
Net current assets	225,289	151,916
Total assets less current liabilities	233,015	253,877
Non-current liabilities		
Borrowings	12,000	20,000
	12,000	20,000
Net assets	221,015	233,877
Capital and reserves		
Share capital	11,042	7,361
Other equity instruments (Note 31)	48,510	–
Reserves (Note)	161,463	226,516
Total equity	221,015	233,877

The Company's statement of financial position was approved and authorised for issue by the Board of Directors on 31 March 2026 and was signed on its behalf by:

Zhou Hongtao
Director

Li Leong
Director

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

41. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

Note: Movement in reserves

	Share premium HK\$'000	Share options reserve HK\$'000	Contributed surplus HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 January 2024	81,045	17,381	429,374	(295,719)	232,081
Loss and total comprehensive expense for the year	-	-	-	(6,804)	(6,804)
Recognition of equity-settled share-based payment	-	1,239	-	-	1,239
lapsed of share options	-	(430)	-	430	-
At 31 December 2024 and 1 January 2025	81,045	18,190	429,374	(302,093)	226,516
Loss and total comprehensive expense for the year	-	-	-	(101,277)	(101,277)
Issue of shares, net of direct transaction cost (Note 31)	36,224	-	-	-	36,224
lapsed of share options	-	(2,858)	-	2,858	-
At 31 December 2025	117,269	15,332	429,374	(400,512)	161,463

42. EVENTS AFTER REPORTING PERIOD

There are no significant events after the reporting period that is required to be reported.

43. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 31 March 2026.

FINANCIAL SUMMARY

RESULTS

	Year ended 31 December				
	2021 HK\$'000	2022 HK\$'000	2023 HK\$'000	2024 HK\$'000	2025 HK\$'000
REVENUE	68,167	73,163	38,379	30,151	33,117
LOSS BEFORE TAX	(43,537)	(87,294)	(40,465)	(29,403)	(19,568)
TAX	(1,054)	(1,969)	3,068	521	(425)
LOSS FOR THE YEAR	(44,591)	(89,263)	(37,397)	(28,882)	(19,993)
ATTRIBUTABLE TO:					
OWNERS OF THE COMPANY	(40,136)	(82,473)	(23,279)	(34,596)	(5,540)
NON-CONTROLLING INTERESTS	(4,455)	(6,790)	(14,118)	5,714	(14,453)
	(44,591)	(89,263)	(37,397)	(28,882)	(19,993)

ASSETS AND LIABILITIES

	As at 31 December				
	2021 HK\$'000	2022 HK\$'000	2023 HK\$'000	2024 HK\$'000	2025 HK\$'000
TOTAL ASSETS	504,373	427,194	378,946	323,128	401,249
TOTAL LIABILITIES	(247,663)	(221,597)	(197,501)	(167,707)	(178,568)
	256,710	205,597	181,445	155,421	222,681