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SITOY GROUP HOLDINGS LIMITED

時代集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1023)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 30 JUNE 2025

The board (the “**Board**”) of directors (the “**Directors**”) of Sitoy Group Holdings Limited (the “**Company**”) announces the audited consolidated annual results of the Company and its subsidiaries (together, the “**Group**”) for the year ended 30 June 2025 (“**FY2025**”).

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

		Year ended 30 June	
		2025	2024
	<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
REVENUE	4	1,584,240	1,606,481
Cost of sales		<u>(1,068,177)</u>	<u>(1,034,206)</u>
Gross profit		516,063	572,275
Other income and gains	4	17,331	18,255
Selling and distribution expenses		(273,723)	(212,269)
Administrative expenses		(228,500)	(232,584)
(Provision)/reversal of impairment losses on financial assets, net		(836)	443
Other expenses		(197,889)	(15,876)
Finance costs	5	<u>(1,317)</u>	<u>(2,079)</u>
(LOSS)/PROFIT BEFORE TAX	6	(168,871)	128,165
Income tax expense	7	<u>(9,203)</u>	<u>(26,277)</u>
(LOSS)/PROFIT FOR THE YEAR		<u>(178,074)</u>	<u>101,888</u>
Attributable to:			
Equity holders of the Company		<u>(178,074)</u>	<u>101,888</u>

		Year ended 30 June	
		2025	2024
	<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
(LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	9		
Basic (HK cents)		<u>(18.50)</u>	<u>10.58</u>
Diluted (HK cents)		<u>(18.50)</u>	<u>10.45</u>

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Year ended 30 June	
	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
(LOSS)/PROFIT FOR THE YEAR	<u>(178,074)</u>	<u>101,888</u>
OTHER COMPREHENSIVE INCOME		
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:		
Exchange differences:		
Exchange differences on translation of foreign operations	<u>2,007</u>	<u>7,072</u>
Net other comprehensive income that may be reclassified to profit or loss in subsequent periods	<u>2,007</u>	<u>7,072</u>
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	<u>2,007</u>	<u>7,072</u>
TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR	<u>(176,067)</u>	<u>108,960</u>
Attributable to:		
Equity holders of the Company	<u>(176,067)</u>	<u>108,960</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		As at 30 June 2025 HK\$'000	As at 30 June 2024 HK\$'000
	<i>Notes</i>		
NON-CURRENT ASSETS			
Property, plant and equipment		333,612	312,249
Investment properties		558,360	683,056
Right-of-use assets		29,791	46,429
Other intangible assets		2,424	2,424
Deferred tax assets		24,125	13,718
Other non-current assets		164	2,268
Total non-current assets		<u>948,476</u>	<u>1,060,144</u>
CURRENT ASSETS			
Inventories		173,087	217,220
Trade receivables	10	262,264	297,185
Prepayments, other receivables and other assets		34,907	51,979
Income tax recoverable		141	1,118
Pledged deposits		26,634	25,939
Cash and cash equivalents		437,393	460,551
Total current assets		<u>934,426</u>	<u>1,053,992</u>
CURRENT LIABILITIES			
Trade and bills payables	11	150,490	133,554
Other payables and accruals		116,504	90,197
Lease liabilities		7,340	17,224
Tax payable		21,837	42,938
Deferred income		228	393
Total current liabilities		<u>296,399</u>	<u>284,306</u>
NET CURRENT ASSETS		<u>638,027</u>	<u>769,686</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>1,586,503</u>	<u>1,829,830</u>
NON-CURRENT LIABILITIES			
Lease liabilities		9,807	18,543
Deferred tax liabilities		5,965	5,551
Deferred income		–	337
Total non-current liabilities		<u>15,772</u>	<u>24,431</u>
Net assets		<u>1,570,731</u>	<u>1,805,399</u>
EQUITY			
Share capital		96,543	96,543
Treasury shares		(2,623)	(4,044)
Reserves		1,476,811	1,712,900
Equity attributable to equity holders of the Company		<u>1,570,731</u>	<u>1,805,399</u>
Total equity		<u>1,570,731</u>	<u>1,805,399</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. CORPORATE AND GROUP INFORMATION

Sitoy Group Holdings Limited (the “**Company**”) was incorporated as an exempted company with limited liability in the Cayman Islands on 21 February 2008 under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The registered address of the Company is Grand Pavilion, Hibiscus Way, 802 West Bay Road, P.O. Box 31119, KY1-1205, Cayman Islands. In the opinion of the Directors, the Company’s controlling shareholders are Mr. Yeung Michael Wah Keung and Dr. Yeung Wo Fai.

The principal activities of the Company and its subsidiaries (collectively referred to as the “**Group**”) are the design, research, development, manufacture, sale, retail and wholesale of handbags, small leather goods, travel goods and footwear products, as well as the provision of advertising and marketing services and property investment.

The Company’s shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) on 6 December 2011.

2. ACCOUNTING POLICIES

2.1 Basis of preparation

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards (which include all International Financial Reporting Standards, International Accounting Standards (“**IASs**”) and Interpretations) as issued by the International Accounting Standards Board (“**IASB**”) and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties which have been measured at fair value. The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the year ended 30 June 2025. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date, on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Group. 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.

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 described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the exchange fluctuation reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 Changes in accounting policies and disclosures

The Group has adopted the following revised IFRS Accounting Standards for the first time for the current year's financial statements.

Amendments to IFRS 16	<i>Lease Liability in a Sale and Leaseback</i>
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current</i> (the “ 2020 Amendments ”)
Amendments to IAS 1	<i>Non-current Liabilities with Covenants</i> (the “ 2022 Amendments ”)
Amendments to IAS 7 and IFRS 7	<i>Supplier Finance Arrangements</i>

The nature and the impact of the revised IFRS Accounting Standards are described below:

- (a) Amendments to IFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. Since the Group has no sale and leaseback transactions with variable lease payments that do not depend on an index or a rate occurring from the date of initial application of IFRS 16, the amendments did not have any impact on the financial position or performance of the Group.
- (b) The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period.

The Group has reassessed the terms and conditions of its liabilities as at 1 July 2023 and 2024 and concluded that the classification of its liabilities as current or non-current remained unchanged upon initial application of the amendments. Accordingly, the amendments did not have any impact on the financial position or performance of the Group.

- (c) Amendments to IAS 7 and IFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. As the Group does not have supplier finance arrangements, the amendments did not have any impact on the Group's financial statements.

3. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has three reportable operating segments as follows:

- (a) Retail: engages in the retail and wholesale of handbags, small leather goods, travel goods and footwear products for the brands owned or licensed by the Group, designs handbags and accessories and provides advertising and marketing services;
- (b) Manufacturing: produces handbags, small leather goods and travel goods for branding and resale by others; and
- (c) Property investment: invests in office spaces for its rental income or capital appreciation purposes.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax, except for corporate and unallocated expenses, which are excluded from this measurement.

Segment assets exclude unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

	Year ended 30 June 2025			
	Retail	Manufacturing	Property	Total
	HK\$'000	HK\$'000	investment	HK\$'000
			HK\$'000	
Segment revenue (note 4):				
Sales to external customers	654,970	918,077	11,193	1,584,240
Intersegment sales	–	139,648	3,192	142,840
Total segment revenue	654,970	1,057,725	14,385	1,727,080
<i>Reconciliation:</i>				
Elimination of intersegment sales				(142,840)
Total revenue				1,584,240
Segment results	(62,265)	(3,768)	(101,787)	(167,820)
<i>Reconciliation:</i>				
Corporate and other unallocated expenses				(1,051)
Loss before tax				(168,871)
Segment assets	369,901	2,004,554	647,438	3,021,893
<i>Reconciliation:</i>				
Elimination of intersegment receivables				(1,275,620)
Corporate and other unallocated assets				136,629
Total assets				1,882,902
Segment liabilities	742,711	224,965	619,413	1,587,089
<i>Reconciliation:</i>				
Elimination of intersegment payables				(1,275,620)
Corporate and other unallocated liabilities				702
Total liabilities				312,171
Other segment information:				
Depreciation of items of property, plant and equipment	6,856	21,068	–	27,924
Unallocated depreciation of items of property, plant and equipment				2,715
				30,639
Depreciation of right-of-use assets	7,966	6,353	–	14,319
Write-down of inventories to net realisable value	1,377	2,318	–	3,695
Lease payments not included in the measurement of lease liabilities	7,262	659	–	7,921
Capital expenditure*	4,928	35,385	–	40,313

	Year ended 30 June 2024			
	Retail HK\$'000	Manufacturing HK\$'000	Property investment HK\$'000	Total HK\$'000
Segment revenue (note 4):				
Sales to external customers	527,741	1,066,341	12,399	1,606,481
Intersegment sales	–	133,701	3,072	136,773
Total segment revenue	527,741	1,200,042	15,471	1,743,254
<i>Reconciliation:</i>				
Elimination of intersegment sales				(136,773)
Total revenue				1,606,481
Segment results	26,755	110,234	(3,359)	133,630
<i>Reconciliation:</i>				
Corporate and other unallocated expenses				(5,465)
Profit before tax				128,165
Segment assets	446,575	2,053,488	764,850	3,264,913
<i>Reconciliation:</i>				
Elimination of intersegment receivables				(1,278,144)
Corporate and other unallocated assets				127,367
Total assets				2,114,136
Segment liabilities	746,702	220,138	619,721	1,586,561
<i>Reconciliation:</i>				
Elimination of intersegment payables				(1,278,144)
Corporate and other unallocated liabilities				320
Total liabilities				308,737
Other segment information:				
Depreciation of items of property, plant and equipment	7,578	18,314	–	25,892
Unallocated depreciation of items of property, plant and equipment				2,536
				28,428
Depreciation of right-of-use assets	20,308	6,606	–	26,914
Reversal of write-down of inventories to net realisable value	(1,502)	(2,644)	–	(4,146)
Lease payments not included in the measurement of lease liabilities	15,390	144	–	15,534
Capital expenditure*	17,348	46,828	–	64,176

* Capital expenditure consists of additions to property, plant and equipment, other intangible assets, investment properties and other non-current assets during the year.

Geographical information

(a) Revenue from external customers

	Year ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
Revenue		
Chinese Mainland, Hong Kong, Macau and Taiwan	901,237	820,518
North America	144,935	278,819
Europe	269,242	262,384
Other Asian countries	245,384	224,166
Other countries/regions	23,442	20,594
Total revenue	<u>1,584,240</u>	<u>1,606,481</u>

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

(b) Non-current assets

	As at	As at
	30 June	30 June
	2025	2024
	HK\$'000	HK\$'000
Chinese Mainland, Hong Kong	853,961	1,005,550
Indonesia	<u>70,390</u>	<u>40,876</u>
Total	<u>924,351</u>	<u>1,046,426</u>

The non-current asset information above is based on the locations of assets and excludes deferred tax assets.

Information about a major customer

For the year ended 30 June 2025, revenue derived from sales by the manufacturing segment to a major customer amounting to approximately HK\$184,294,000 accounted for over 10% of the Group's revenue, including sales to a group of entities which are known to be under common control of a parent of that customer.

For the year ended 30 June 2024, revenue derived from sales by the manufacturing segment to a major customer amounting to approximately HK\$293,961,000 accounted for over 10% of the Group's revenue, including sales to a group of entities which are known to be under common control of a parent of that customer.

4. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

	Year ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
<i>Revenue from contracts with customers</i>		
Sale of goods	1,573,047	1,594,082
<i>Revenue from other sources</i>		
Gross rental income	11,193	12,399
Total	<u>1,584,240</u>	<u>1,606,481</u>

Revenue from contracts with customers

(i) Disaggregated revenue information

For the year ended 30 June 2025

Segments	Retail HK\$'000	Manufacturing HK\$'000	Total HK\$'000
Type of goods or services			
Sale of goods	<u>654,970</u>	<u>918,077</u>	<u>1,573,047</u>
Geographical markets			
North America	–	144,935	144,935
Europe	–	269,242	269,242
Chinese Mainland, Hong Kong, Macau and Taiwan	654,970	235,074	890,044
Other Asian countries	–	245,384	245,384
Others	<u>–</u>	<u>23,442</u>	<u>23,442</u>
Total	<u>654,970</u>	<u>918,077</u>	<u>1,573,047</u>
Timing of revenue recognition			
Goods transferred at a point in time	<u>654,970</u>	<u>918,077</u>	<u>1,573,047</u>

For the year ended 30 June 2024

Segments	Retail HK\$'000	Manufacturing HK\$'000	Total HK\$'000
Type of goods or services			
Sale of goods	527,741	1,066,341	1,594,082
Geographical markets			
North America	–	278,819	278,819
Europe	–	262,384	262,384
Chinese Mainland, Hong Kong, Macau and Taiwan	527,741	280,378	808,119
Other Asian countries	–	224,166	224,166
Others	–	20,594	20,594
Total	527,741	1,066,341	1,594,082
Timing of revenue recognition			
Goods transferred at a point in time	527,741	1,066,341	1,594,082

Set out below is the reconciliation of the revenue from contracts with customers to the amounts disclosed in the segment information:

For the year ended 30 June 2025

Segments	Retail HK\$'000	Manufacturing HK\$'000	Total HK\$'000
Revenue from contracts with customers			
Sales to external customers	654,970	918,077	1,573,047
Intersegment sales	–	139,648	139,648
Subtotal	654,970	1,057,725	1,712,695
Elimination of intersegment sales	–	(139,648)	(139,648)
Total	654,970	918,077	1,573,047

For the year ended 30 June 2024

Segments	Retail HK\$'000	Manufacturing HK\$'000	Total HK\$'000
Revenue from contracts with customers			
Sales to external customers	527,741	1,066,341	1,594,082
Intersegment sales	–	133,701	133,701
Subtotal	527,741	1,200,042	1,727,783
Elimination of intersegment sales	–	(133,701)	(133,701)
Total	527,741	1,066,341	1,594,082

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

	Year ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
Revenue recognised that was included in contract liabilities at the beginning of the reporting period		
Sale of goods	5,236	7,976

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of handbags, small leather goods, etc.

The performance obligation is satisfied upon delivery of handbags, small leather goods, etc. The payment in the manufacturing segment is generally due within 30 to 150 days from delivery, except for new customers, where payment in advance is normally required. The payment in the retail segment is generally due within 60 days from delivery, except for new customers, where payment in advance is normally required.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 30 June are as follows:

	Year ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
Amounts expected to be recognised as revenue:		
Within one year	5,345	5,236

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognised as revenue in one year relate to the sale of handbags, small leather goods, etc. The amounts disclosed above do not include variable consideration which is constrained.

Other income and gains

	Year ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
Interest income	6,864	10,420
Compensation and disposal income	2,069	3,346
Government grants	1,680	2,809
Exchange gain, net	5,374	–
Others	1,344	1,680
Total other income and gains	17,331	18,255

5. FINANCE COSTS

An analysis of finance costs is as follows:

	Year ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
Interest on bank borrowings	210	–
Interest on lease liabilities	1,107	2,079
Total	<u>1,317</u>	<u>2,079</u>

6. (LOSS)/PROFIT BEFORE TAX

The Group's (loss)/profit before tax is arrived at after charging/(crediting):

	Year ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
Cost of inventories sold	<u>1,068,177</u>	<u>1,034,206</u>
Employee benefit expense (including Directors' and chief executive's remuneration)		
Wages and salaries	345,057	345,364
Equity-settled share award expense	1,857	7,551
Pension scheme contributions	<u>27,841</u>	<u>27,190</u>
Total	<u>374,755</u>	<u>380,105</u>
Loss on termination of Cole Haan business	83,568	–
Depreciation of items of property, plant and equipment	30,639	28,428
Depreciation of right-of-use assets	14,319	26,914
Fair value loss on investment properties (included in other expenses)	109,216	9,400
Impairment losses/(reversal of impairment losses) of trade receivables, net	836	(443)
Impairment of right-of-use assets	–	900
Impairment of property, plant and equipment	1,795	172
Write-down/(reversal of write-down) of inventories to net realisable value	5,546	(4,146)
Loss on disposal of items of property, plant and equipment	631	2,419
Revision of a lease term arising from a change in the non-cancellable period of a lease	(9)	(160)
Lease payments not included in the measurement of lease liabilities	7,921	15,534
Auditors' remuneration	2,000	2,350
Exchange (gain)/loss, net	<u>(5,374)</u>	<u>2,385</u>

7. INCOME TAX EXPENSE

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

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (“BVI”), the Group is not subject to any income tax in the Cayman Islands and the BVI.

Hong Kong profits tax has been provided at the rate of 16.5% for the year ended 30 June 2025 (FY2024: 16.5%) on the estimated assessable profits arising in Hong Kong during the year.

Macau Complementary income tax has not been provided for as the Group had no assessable profits arising in Macau during the year ended 30 June 2025 (FY2024: Nil).

Indonesia Complementary income tax has not been provided for as the Group had no assessable profits arising in Indonesia during the year ended 30 June 2025.

Provision for PRC corporate income tax is based on a statutory rate of 25% for the year ended 30 June 2025 (FY2024: 25%) of the assessable profits of the subsidiaries in Chinese Mainland as determined in accordance with the PRC Corporate Income Tax Law which was approved and became effective on 1 January 2008.

The major components of income tax expense/(credit) are as follows:

	Year ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
Current – Hong Kong		
Charge for the year	14,032	15,087
Adjustments in respect of current income tax of previous years	(12)	2,043
Current – Chinese Mainland		
Charge for the year	5,153	11,119
Adjustments in respect of current income tax of previous years	13	(4,057)
Deferred tax	(9,983)	2,085
	<hr/>	<hr/>
Total tax charge for the year	9,203	26,277
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8. DIVIDENDS

	Year ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
Interim – 2025: HK2 cents per ordinary share (2024: HK2 cents per ordinary share)	19,218	19,284
Proposed final – 2025: Nil (2024: HK4 cents per share) (i)	–	38,617
Proposed special – 2025: HK4 cents per share (2024: Nil) (i)	38,617	–
	<hr/>	<hr/>
Total	57,835	57,901
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Note:

- (i) The Board proposed a special dividend of HK4 cents per share for the year ended 30 June 2025 (30 June 2024: a final dividend of HK4 cents per share).

9. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic (loss)/earnings per share amounts is based on the (loss)/profit for the years ended 30 June 2025 and 2024 attributable to ordinary equity holders of the Company excluding cash dividend attributable to the awarded shares expected to be vested in the future as of the end of the reporting period, and the weighted average number of ordinary shares of 962,639,000 (FY2024: 963,383,000) in issue less treasury shares during the year.

The calculation of the diluted (loss)/earnings per share amounts is based on the (loss)/profit for the year attributable to ordinary equity holders of the Company. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic (loss)/earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

For the year ended 30 June 2025, no adjustment has been made to the basic loss per share amount in respect of a dilution as the impact of the outstanding share options had an anti-dilutive effect on the basic loss per share amount presented.

The calculations of basic and diluted (loss)/earnings per share are based on:

	Year ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
(Loss)/earnings		
(Loss)/profit attributable to ordinary equity holders of the Company used in the basic and diluted (loss)/earnings per share calculations	(178,074)	101,888
	Year ended 30 June	
	2025	2024
Number of shares		
Weighted average number of ordinary shares in issue during the year used in the basic (loss)/earnings per share calculation	962,639,000	963,383,000
Effect of dilution – weighted average number of ordinary shares	–	11,612,000
Weighted average number of ordinary shares in issue during the year used in the diluted (loss)/earnings per share calculation	962,639,000	974,995,000
Basic		
For (loss)/profit for the year (HK cents)	(18.50)	10.58
Diluted		
For (loss)/profit for the year (HK cents)	(18.50)	10.45

10. TRADE RECEIVABLES

	As at 30 June 2025 HK\$'000	As at 30 June 2024 HK\$'000
Trade receivables	264,642	300,681
Impairment	(2,378)	(3,496)
Total	<u>262,264</u>	<u>297,185</u>

The Group grants different credit periods to customers. The Group generally requires its customers to make payments at various stages of a sale transaction. The credit period for individual customers is considered on a case-by-case basis and set out in the sales contracts, as appropriate. Certain customers are required to make partial payments before or upon delivery. The Group seeks to maintain strict control over its outstanding receivables and closely monitors them to minimise credit risk. Overdue balances are reviewed regularly by senior management. Trade receivables are unsecured and non-interest-bearing.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

	As at 30 June 2025 HK\$'000	As at 30 June 2024 HK\$'000
Within 90 days	245,097	277,581
91 to 180 days	16,293	13,668
Over 180 days	874	5,936
Total	<u>262,264</u>	<u>297,185</u>

The movements in the loss allowance for impairment of trade receivables are as follows:

	Year ended 30 June 2025 HK\$'000	Year ended 30 June 2024 HK\$'000
At beginning of year	3,496	4,976
Impairment losses/(reversal of impairment losses), net (<i>note 6</i>)	836	(443)
Written off	(1,956)	(1,062)
Exchange realignment	2	25
At end of year	<u>2,378</u>	<u>3,496</u>

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by customer type and rating). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than one year and are not subject to enforcement activity.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 30 June 2025	Current	Past due			Total
		Less than 3 months	3 to 6 months	Over 6 months	
Expected credit loss rate	0.62%	2.73%	27.22%	46.92%	0.90%
Gross carrying amount (HK\$'000)	258,753	4,426	180	1,283	264,642
Expected credit losses (HK\$'000)	<u>1,606</u>	<u>121</u>	<u>49</u>	<u>602</u>	<u>2,378</u>

As at 30 June 2024	Current	Past due			Total
		Less than 3 months	3 to 6 months	Over 6 months	
Expected credit loss rate	0.60%	2.13%	17.93%	31.29%	1.16%
Gross carrying amount (HK\$'000)	274,005	21,875	909	3,892	300,681
Expected credit losses (HK\$'000)	<u>1,648</u>	<u>467</u>	<u>163</u>	<u>1,218</u>	<u>3,496</u>

11. TRADE AND BILLS PAYABLES

An ageing analysis of the outstanding trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

	As at 30 June 2025 HK\$'000	As at 30 June 2024 HK\$'000
Within 90 days	137,392	126,460
91 to 180 days	10,986	5,250
181 to 365 days	1,473	1,331
Over 365 days	<u>639</u>	<u>513</u>
Total	<u>150,490</u>	<u>133,554</u>

The trade payables are non-interest-bearing and are normally settled within 90 days. The carrying amounts of the trade payables approximate to their fair values.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

Retail business

Revenue generated from this segment increased by approximately 24.1% year-on-year to approximately HK\$655.0 million for FY2025, benefiting from our online and live broadcast channels. However, it suffered segment loss before tax of approximately HK\$62.3 million when compared to the same period in the previous year of segment profit before tax of approximately HK\$26.8 million. It was mainly due to the termination of the Cole Haan business in late November 2024, which incurred a one-off significant loss of approximately HK\$83.6 million. The loss is attributable to the write-off of certain Cole Haan inventories and Cole Haan shops capital expenditure, compensation to terminate related staff's employment and the final payment to Cole Haan International B.V..

The Group operated three self-owned brands as at 30 June 2025. TUSCAN'S, Fashion & Joy and Duffy are self-owned brands of the Group. TUSCAN'S is a brand of high quality handbags originated in Italy. Fashion & Joy is a self-developed brand focusing on stylish travel luggage and business accessories designed and expertly crafted for bold and young trend-setters. Duffy is a design refined and timeless style brand with a touch of traditional oriental art for modern women to last, aiming to become the new iconic luxury brand in China.

Manufacturing business

During FY2025, the Group's purchase orders received from its external customers have decreased by approximately 13.9% when compared to the previous year. The manufacturing business has generated segment revenue from external customers of approximately HK\$918.1 million with segment loss before tax of approximately HK\$3.8 million when compared to previous year's segment profit before tax of approximately HK\$110.2 million. It is mainly because of global economic uncertainties and inventory gluts, where customers were more cautious when placing their orders and had scaled down the order size.

The following strategies were adopted by the Group, which were well recognised:

- (1) **Market and Product Diversifications:** more than five years ago, we began to diversify our market reach. Currently, the proportion of revenue from North America, Europe and Asian markets are more evenly distributed. Our facilities produce handbags, small leather goods and traveling goods, which fulfill various needs of our customers;
- (2) **Maintaining Our Core Competitiveness:** with the lead by a capable and experienced management team, we are not only able to provide high level of craftsmanship and reliable supply chain management which can reduce the production lead time, but also top quality products and credibility to our customers; and

- (3) **Production Flexibilities:** with our different product plants in the PRC and Indonesia, we are able to manage our production lines to fit various production requirements as our brand customers are all implementing global sourcing strategy. Our overseas plant in Indonesia started contributing revenue since first quarter of 2025, which offer alternatives to our new customers, especially those brand customers from North America. Indonesia is one of the fast developing countries which offer various advantages, such as high population and competitive labor cost.

Property investment business

The Group expanded into the property investment market in 2016 by acquiring a 20-storey office building, now named as “Sitoy Tower”, located in East Kowloon at No. 164 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong. Prime office locations such as Central, Causeway Bay and nearby areas are occupied by enterprises and companies from the financial industry. Tenants from other industries, therefore, have to seek prime offices in other areas, such as East Kowloon, which are getting popular because of convenient locations, well-connected transportation options, and abundant lifestyle offerings such as shopping centres and entertainment facilities. In addition, the Company’s office premises located at 4-5th Floors, The Genplas Building, No. 56 Hoi Yuen Road, Kwun Tong ceased to be for own use and was transferred to investment properties for rental income and capital appreciation purpose in early 2017. In 2019, the Group transferred its self-use property located at No. 1011, 10th Floor, Tower 1, Silvercord, No. 30 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong, to investment property for rental income and capital appreciation purpose. The property investment segment is expected to generate stable returns for the Group. The property investment business has generated revenue of approximately HK\$11.2 million with segment result of loss before tax of approximately HK\$101.8 million during FY2025 as a result of net fair value loss on the investment properties of approximately HK\$109.2 million. The net fair value loss is mainly due to factors such as tight office market competitions, weak demand, economic uncertainty and geopolitics, which have jointly led to continuous declines in prime office building price in Hong Kong.

PRODUCT RESEARCH, DEVELOPMENT AND DESIGN

The internal Creative Centre and R&D Centre of the Group offer customers one-stop design, research, development and manufacturing solutions, which help the Group serve its customers in response to fast changing consumer preferences and fashion trends as well as to develop and manufacture products with complex designs. By offering customers value-added services and high level of craftsmanship, the Group will strengthen its competitive edge in the industry, which in turn will attract and retain leading international and mainland Chinese brands of high-end and luxury products as our customers. In the future, the Group shall continue to source high quality raw materials at competitive prices, enhance the production machines, tools and systems and continue to optimise and streamline production procedures, ensure and stabilise the product qualities and reduce the reliance on labours to boost competitiveness of the Group and satisfy brand customers’ demands.

FINANCIAL REVIEW

Revenue

The Group's revenue decreased by approximately 1.4% to approximately HK\$1,584.2 million for FY2025 from approximately HK\$1,606.5 million for the year ended 30 June 2024 ("FY2024"), mainly due to the downturn of the manufacturing business.

Cost of sales

Cost of sales of the Group increased by approximately 3.3% to approximately HK\$1,068.2 million for FY2025 from approximately HK\$1,034.2 million for FY2024. The increase in cost of sales was primarily due to the low sensitivity of fixed costs to sales volume.

Gross profit and gross profit margin

Gross profit decreased by approximately 9.8% to approximately HK\$516.1 million for FY2025 from approximately HK\$572.3 million for FY2024. The gross profit margin decreased to approximately 32.6% for FY2025 from approximately 35.6% for FY2024. It was mainly due to geopolitical tensions which created uncertainty to the global economy and the change of customer base, which in turn has led to a decline in gross profit and gross profit margin.

Other income and gains

Other income and gains decreased by approximately 5.1% to approximately HK\$17.3 million for FY2025 from approximately HK\$18.3 million for FY2024. It was mainly due to less interest income generated for FY2025, while such decline was offset by the depreciation of Renminbi against United States dollar, which recorded net exchange gain of approximately HK\$5.4 million for FY2025 while incurred net exchange loss of approximately HK\$2.4 million for FY2024.

Selling and distribution expenses

Selling and distribution expenses increased by approximately 29.0% to approximately HK\$273.7 million for FY2025 from approximately HK\$212.3 million for FY2024. The increase was primarily attributable to the cost of expansion of the brand's market influence, build-up of brand image and launching of certain marketing activities for the retail business.

Administrative expenses

Administrative expenses decreased by approximately 1.8% to approximately HK\$228.5 million for FY2025 from approximately HK\$232.6 million for FY2024.

Other expenses

Other expenses increased to approximately HK\$197.9 million for FY2025 from approximately HK\$15.9 million for FY2024. The increase was primarily due to two factors: 1) a higher fair value loss on investment properties, approximately HK\$109.2 million (FY2024: HK\$9.4 million); and 2) a one-off significant loss of approximately HK\$83.6 million resulting from the termination of the Cole Haan business in late November 2024. This loss includes the write-off of certain Cole Haan inventories and shop capital expenditures, severance payments to relevant staff, and the final settlement paid to Cole Haan International B.V..

Income tax expense

Under the current laws of the Cayman Islands and the British Virgin Islands, the Group is not subject to tax on its income or capital gains in the Cayman Islands and the British Virgin Islands. In addition, any payments of dividends are not subject to withholding tax in the Cayman Islands or the British Virgin Islands.

Hong Kong profits tax as applicable to the Group was 16.5% for the years ended 30 June 2025 and 2024 on the estimated assessable profits arising in or derived from Hong Kong during the relevant year.

Macau Complementary Income Tax has not been provided for as the Group had no assessable profit arising in Macau during FY2025 (FY2024: nil).

Indonesia Complementary income tax has not been provided for as the Group had no assessable profit arising in Indonesia during FY2025 (FY2024: nil).

The PRC corporate income tax was based on a statutory rate of 25% (FY2024: 25%) of the assessable profit of all the subsidiaries incorporated in the PRC as determined in accordance with the PRC Corporate Income Tax Law, which was approved and became effective on 1 January 2008.

(Loss)/profit for the year

The Group recorded loss for the year of approximately HK\$178.1 million when compared to the profit for the year in 2024 of approximately HK\$101.9 million. This was mainly due to (i) a significant fair value decrease of approximately HK\$109.2 million on investment properties recognised; and (ii) a one-off significant loss of approximately HK\$83.6 million arising from the termination of the Cole Haan business.

Investment properties

Details of investment properties of the Group with carrying amounts of approximately HK\$558.4 million and HK\$683.1 million as at 30 June 2025 and 2024 respectively are as follows:

As at 30 June 2025 and 2024

Property	Address	Use	Lease term
Ground to 2nd, room B of 3rd, 4th to 6th and 11th to 20th Floors, Sitoy Tower	Ground to 2nd, room B of 3rd, 4th to 6th and 11th to 20th Floors, Sitoy Tower, No. 164 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong (Kwun Tong Inland lot number 316)	Commercial (for rental income and capital appreciation purposes)	Medium term lease
4th to 5th Floors, The Genplas Building	4th to 5th Floors, The Genplas Building, No. 56 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong (Kwun Tong Inland lot number 58)	Industrial (for rental income and capital appreciation purposes)	Medium term lease
No. 1011, 10th Floor, Tower 1, Silvercord	No. 1011, 10th Floor, Tower 1, Silvercord, No. 30 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong (Kowloon Inland lot number 10456)	Commercial (for rental income and capital appreciation purposes)	Medium term lease

Sitoy Tower is a trendy office tower with a total gross floor area of approximately 70,000 square feet. Room A of 3rd, 7th to 10th Floors are for the Group's own use as the Group's head office, showrooms for merchandise display and market week, whilst the remaining floors of Sitoy Tower are leased out for rental income.

During the year ended 30 June 2017, the Company's offices located at 4th to 5th Floors, The Genplas Building, No. 56 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong (with a gross floor area of approximately 9,710 square feet) ceased for the Group's own use and were leased out for rental purpose.

During the year ended 30 June 2019, the Company's office located at No. 1011, 10th Floor, Tower 1, Silvercord, No. 30 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong (with a gross floor area of approximately 2,060 square feet) ceased for the Group's own use and was leased out for rental income.

Cash and cash equivalents

Cash and cash equivalents decreased by approximately 5.0% to approximately HK\$437.4 million as at 30 June 2025. The decrease was mainly due to decrease in net cash flow generated from operating activities.

Capital expenditure

For FY2025, capital expenditure of the Group amounted to approximately HK\$40.3 million, primarily related to the expansion of retail business, upgrade and expansion of manufacturing facilities in the PRC and Indonesia.

Significant investments

The Group had no significant investments held during FY2025.

Material acquisitions and disposals of subsidiaries, associates and joint ventures

The Group had no other material acquisitions or disposals of subsidiaries, associates or joint ventures during FY2025.

Treasury policy

The Group adopts treasury policy that aims to better control its treasury operations and lower borrowing cost. As such, the Group endeavours to maintain an adequate level of cash and cash equivalents to address short term funding needs. The Board would also consider various funding sources depending on the Group's funding needs to ensure that the financial resources have been used in the most cost-effective and efficient way to meet the Group's financial obligations. The Board reviews and evaluates the Group's treasury policy from time to time to ensure its adequacy and effectiveness.

Liquidity and financial resources

The liquidity and financial resources position of the Group remains strong as it continues to adopt a prudent approach in managing its financial resources. The Group's cash and cash equivalents as at 30 June 2025 amounted to approximately HK\$437.4 million (FY2024: HK\$460.6 million), which are mainly denominated in Hong Kong dollars, Renminbi, Euro, US dollars and Indonesia Rupiah. Based on the Group's steady cash inflow from operations coupled with sufficient cash and bank balances and readily available banking facilities, the Group has sufficient financial resources and a strong cash position to satisfy working capital requirements for business development, operations and capital expenditure. New investment opportunities, if any, would be funded by the Group's internal resources. The Group's net debt is less than zero as at 30 June 2025 (2024: less than zero) and hence no gearing ratio was presented. Gearing ratio is net debt divided by total capital plus net debt. The Group's net debt consists of lease liabilities, trade and bills payables and other payables and accruals, less cash and cash equivalents.

Foreign exchange risk

The Group had transactional currency exposures for FY2025. Such exposures arose from sales or purchases by operating units in currencies other than the units' functional currency. During FY2025, 56.5% (FY2024: 65.3%) of the Group's sales were denominated in currencies other than the functional currency of the operating units making the sale, whilst approximately 86.8% (FY2024: 88.3%) of the costs were denominated in the units' functional currency.

Most of the transactions of the Group were denominated in Hong Kong dollars, US dollars, Euro, Renminbi and Indonesia Rupiah. The Group is exposed to foreign exchange risk arising from exposure in the US dollars, Euro, Renminbi and Indonesia Rupiah against Hong Kong dollars.

It is the Group's consistent policy to centralize foreign exchange management to monitor total foreign currency exposure, to net off affiliate positions, and, if necessary, to consolidate hedging transactions with banks. In addition, various bank facilities have been arranged in these currencies, to meet our daily operating expenses and capital investment requirements. Hence, in our operating business model, the Group's revenue is mostly matched to the currencies of the outlay. As far as possible, the Group aims to achieve natural hedging by investing and borrowing in the functional currencies. Where a natural hedge is not possible, the Group will mitigate foreign exchange risks via appropriate foreign exchange forward contracts.

As at 30 June 2025 and 2024, the Group did not have any outstanding foreign exchange forward contract and other financial derivatives outstanding.

Pledge of assets

As at 30 June 2025, approximately HK\$26.6 million of time deposits were pledged as security for banking facilities granted to the Group (FY2024: HK\$25.9 million).

Inventory turnover days

Inventory turnover days decreased to 70 days for FY2025 from 79 days for FY2024. It was mainly due to the decrease in average inventory level after termination of Cole Haan business.

Trade receivables turnover days

Trade receivables turnover days decreased to 65 days for FY2025 from 78 days for FY2024. The Group did not experience any significant credit risks due to strict credit control policies.

Trade and bills payables turnover days

Trade and bills payables turnover days decreased to 63 days for FY2025 from 66 days for FY2024. Trade payables are non-interest bearing and are generally settled within 90 days.

Off-balance sheet commitments and arrangements and contingent liabilities

As at 30 June 2025, the Group did not have any material off-balance sheet commitments and arrangements and contingent liabilities.

EMPLOYEES

As at 30 June 2025, the Group had about 5,000 employees. In addition to the basic salaries, performance bonuses will be offered to those staff members with good performance. The PRC subsidiaries of the Company are subject to social insurance, provident housing fund and certain other employee benefits in accordance with PRC laws and regulations. The Group also adheres to statutory employment standards and those requested by customers, such as minimum wage levels and maximum working hours. Moreover, the Group provides staff quarters for most employees and, in the case of certain senior employees, family quarters. The Group also provides various amenities and recreation facilities such as canteens, sports grounds, library and internet center for its employees. The Group will continue to improve the working environment in the manufacturing facilities and the living qualities for its staff. The Directors believe that the remuneration packages and fringe benefits offered by the Group to its staff members are competitive in comparison with market standards and practices. Since human resource management is an important factor in maintaining and further enhancing the Group's strong expertise and know-how in the craftsmanship of handbags, small leather goods and travel goods, the in-house employee training center provides pre-job training programs to the new recruits before they are assigned to work at the manufacturing facilities of the Group. From time to time, different levels of on-the-job training will be provided to the employees to broaden their skills and enhance their productivity.

The Company also adopted a share option scheme approved on 15 November 2011 and a share award scheme approved on 12 July 2018 for the purpose of, among other things, recognition of employees' contribution.

PROPOSED DIVIDEND

An interim dividend of HK2 cents per share was paid on 28 April 2025. The Directors proposed the payment of a special dividend of HK4 cents per share for FY2025 (FY2024: a final dividend of HK4 cents per share) to the shareholders whose names appear on the register of members of the Company on Friday, 28 November 2025. The proposed dividend, subject to approval by the shareholders at the annual general meeting to be held on Monday, 17 November 2025 (the “**2025 AGM**”), will be paid on or before Monday, 22 December 2025.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 11 November 2025 to Monday, 17 November 2025 (both days inclusive), during which period no share transfer will be registered. The record date for determining shareholders of the Company entitled to attend the 2025 AGM will be Monday, 17 November 2025. In order to be eligible to attend and vote at the 2025 AGM, all completed transfer documents, accompanied by relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited (the “**Hong Kong Branch Share Registrar**”), at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Monday, 10 November 2025.

The register of members of the Company will be closed from Tuesday, 25 November 2025 to Friday, 28 November 2025 (both days inclusive), during which period no share transfer will be registered. The record date for determining shareholders of the Company entitled to receive the proposed dividend will be Friday, 28 November 2025. In order to qualify for the proposed dividend, all completed transfer documents, accompanied by relevant share certificates, must be lodged with the Hong Kong Branch Share Registrar at the address stated above, for registration not later than 4:00 p.m. on Monday, 24 November 2025.

DIRECTORS' AND RELEVANT EMPLOYEES' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). as its code of conduct governing securities transactions by the Directors.

Specific enquiry has been made of all Directors and all Directors have confirmed that they had fully complied with the required standard set out in the Model Code for FY2025.

Relevant employees who are likely to be in possession of inside information of the Group are also subject to compliance with written guidelines on no less exacting terms than those in the Model Code.

No incident of non-compliance with these guidelines by the relevant employees was noted by the Company during FY2025.

CORPORATE GOVERNANCE

The Company is committed to the establishment of good corporate governance practices and procedures with a view to being a transparent and responsible organization which is open and accountable to the shareholders of the Company. The Board strives to adhere to the principles of corporate governance and has adopted sound corporate governance practices to meet the legal and commercial standards, focusing on areas such as risk management and internal control, fair disclosure and accountability to all shareholders of the Company to ensure the transparency and accountability of all operations of the Company. The Company believes that effective corporate governance is an essential factor to create more value for the shareholders of the Company. The Board will continue to review and improve the corporate governance practices of the Group from time to time to ensure that the Group is led by an effective Board in order to optimize return for the shareholders of the Company.

The Board has adopted a set of corporate governance practices which aligns with or is more restrictive than the requirements set out in the Corporate Governance Code (the “**CG Code**”) contained in Appendix C1 to the Listing Rules. The Board is of the view that the Company has complied with the code provisions set out in the CG Code for FY2025.

AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference in compliance with the CG Code. The primary duties of the audit committee are to review and supervise the financial reporting process, risk management over the financial reporting system and internal control systems of the Group. The audit committee comprises Mr. Yeung Chi Tat (chairman), Mr. Kwan Po Chuen, Vincent and Ms. Lee Pao Yue, all of whom are independent non-executive Directors. The audit committee has reviewed and discussed the annual results of the Group for FY2025.

AUDITORS

A resolution will be proposed at the forthcoming annual general meeting to re-appoint Ernst & Young as auditors of the Company to hold office until the conclusion of the next annual general meeting.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During FY2025, there was no purchase, sale or redemption of the Company’s listed securities (including sale of treasury shares, if any) by the Company or any of its subsidiaries.

PUBLICATION OF ANNUAL RESULTS ANNOUNCEMENT AND ANNUAL REPORT

This annual results announcement is published on the websites of the Company (www.sitoy.com) and the Stock Exchange (www.hkexnews.hk). The Company's annual report for FY2025 will be despatched to the shareholders of the Company and available on the above websites in due course.

By order of the Board
Sitoy Group Holdings Limited
Yeung Michael Wah Keung
Chairman

Hong Kong, 29 September 2025

As at the date of this announcement, the executive directors of the Company are Mr. Yeung Michael Wah Keung, Dr. Yeung Wo Fai, Mr. Yeung Andrew Kin and Mr. Chan Tung Chit; and the independent non-executive directors of the Company are Mr. Yeung Chi Tat, Mr. Kwan Po Chuen, Vincent and Ms. Lee Pao Yue.