

**TATA Health International Holdings Limited**

**TATA健康國際控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1255)

ANNUAL REPORT 2024



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# CORPORATE INFORMATION

## Board of Directors

### Executive Director

Mr. Zhang Ming Qi (*Chief Executive Officer*)

### Non-executive Directors

Mr. Chu Chun Ho, Dominic

Mr. Chen Qi

### Independent Non-executive Directors

Ms. Huang Lin

Mr. Li Liang

Mr. Du Jianfeng

Mr. Tan Kaiguo

## Audit Committee

Mr. Tan Kaiguo (*Chairman*)

Mr. Li Liang

Mr. Du Jianfeng

## Remuneration Committee

Ms. Huang Lin (*Chairman*)

Mr. Li Liang

Mr. Du Jianfeng

## Nomination Committee

Ms. Huang Lin (*Chairman*)

Ms. Li Liang

Mr. Du Jianfeng

## Authorised Representatives

Mr. Zhang Ming Qi

Mr. Tung Tat Chiu, Michael

## Company Secretary

Mr. Tung Tat Chiu, Michael

## Registered Office in the Cayman Islands

Clifton House  
75 Fort Street  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

## Head Office and Principal Place of Business in Hong Kong

Flat F-J, 11th Floor  
Block 2, Kwai Tak Industrial Centre  
15-33 Kwai Tak Street  
Kwai Chung  
New Territories  
Hong Kong

## Stock Code

1255

## Website

[www.s-culture.com](http://www.s-culture.com)

## Legal Adviser as to Hong Kong Law

Tung & Co.  
Office 1601, 16/F, LHT Tower  
31 Queen's Road Central  
Central  
Hong Kong

## Auditors

HLB Hodgson Impey Cheng Limited  
*Certified Public Accountants*  
31st Floor, Gloucester Tower  
The Landmark  
11 Pedder Street  
Central, Hong Kong

## Cayman Islands Principal Share Registrar and Transfer Office

Ocorian Trust (Cayman) Limited  
Clifton House  
75 Fort Street  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

## Hong Kong Branch Share Registrar and Transfer Office

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

# FINANCIAL HIGHLIGHTS

## For the year ended 31 December

		2024	2023
Revenue	HK\$'000	<b>124,455</b>	207,542
Gross profit	HK\$'000	<b>84,948</b>	150,762
Loss before taxation	HK\$'000	<b>(68,031)</b>	(35,420)
Loss attributable to owners of the Company	HK\$'000	<b>(68,338)</b>	(32,294)
Gross profit margin	%	<b>68.3</b>	72.6
Loss margin attributable to owners of the Company	%	<b>(54.9)</b>	(15.6)
Loss per share — basic and diluted	HK\$	<b>(0.28)</b>	(0.13)

## As at 31 December

	2024	2023
Current ratio	<b>0.61 times</b>	0.75 times
Gearing ratio (total debt to total equity)	<b>-26.7%</b>	-92.8%
Average trade receivables turnover period	<b>18.8 days</b>	14.5 days
Average trade payables turnover period	<b>39.9 days</b>	45.5 days
Average inventory turnover period	<b>111.3 days</b>	110.9 days



# STATEMENT FROM THE BOARD

Dear Shareholders,

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of TATA Health International Holdings Limited (the “**Company**” or “**TATA Health**”, together with its subsidiaries, the “**Group**”), I am pleased to present the annual results of the Group for the year ended 31 December 2024 (the “**Year**”).



## Statement from the Board

Dear Shareholders,

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of TATA Health International Holdings Limited (the “**Company**” or “**TATA Health**”, together with its subsidiaries, the “**Group**”), I am pleased to present the annual results of the Group for the year ended 31 December 2024 (the “**Year**”).

The operating environment for the year of 2024 remained challenging. The Group’s revenue declined from approximately HK\$207.5 million in 2023 to approximately HK\$124.5 million in 2024. The decrease was primarily driven by weaker global demand, heightened market competition and the strategic shift to phase out low-margin and non-core product lines.

While the revenue fall was disappointing, the Group maintained operational stability and preserved key client relationships through strict cost control and continued investment in high value and sustainable product development.

Looking ahead, the Group will focus on innovation, market expansion and sustainable growth to drive shareholder returns. In the face of uncertainties ahead, the Group will actively respond to and operate with prudence. On the premise of ensuring the sustainable and stable development of the existing businesses, the Group will implement a big health strategy, effective market development strategy and cost control. I, together with other members of the Board, will continue to contribute our experience, knowledge and efforts to achieve more optimal returns to the shareholders of the Company (the “**Shareholders**”).

By order of the Board  
**TATA Health International Holdings Limited**  
**Zhang Mingqi**  
*Non-executive Director*

26 September 2025

# MANAGEMENT DISCUSSION AND ANALYSIS

## Operation Review and Future Development

In 2024, with the gradual recovery of Hong Kong's economy, especially the retail industry, after the COVID-19, the footwear business, which accounted for 100% of the company's revenue, suffering decline in revenue. In addition, the other three segments still have not improved, especially the healthcare and the online medical service business, which still kept in a long-term loss state and operational stagnation.

### Footwear Business

The revenue of the Group's footwear business for the year end 31 December 2024 (the "Year") was approximately HK\$124.5 million, representing an approximate 38.8% decrease from approximately HK\$203.3 million for the year of 2023. The decline in revenue was mainly due to the weak consumer sentiment with the ongoing economic uncertainty, which created a challenging environment for the retail sector in Hong Kong during the Year.

### Healthcare Business

The revenue of the healthcare business segment for the Year was nil (2023: nil). The nil in revenue for the Year and the year of 2023 was mainly due to business stagnation.



## Financial Services

The operating revenue of DSG Finance Holdings (Hong Kong) Limited (a subsidiary of the Company) and its subsidiaries (collectively, the “**DSG Group**”) for the Year was derived from: (i) investment management services; (ii) advisory services in securities; and (iii) advisory services in corporate finance.

In order to release more liquid capital and allocate resources more effectively, DSG Securities (Hong Kong) Limited applied for the reduction of its Type 1 regulated activities (dealing in securities), which had been approved by the Securities and Futures Commission on 18 July 2022. DSG Group had nil revenue for the Year (2023: approximately HK\$4.1 million), which was mainly due to business stagnation.

## Online Medical Services Business

Revenue was nil during the Year (2023: approximately HK\$0.1 million).

The business is still in a stagnant state, and due to the inability to repay employees’ unpaid wages, Shangying Medical (an indirect non-wholly owned subsidiary of the Company), being the major business entity for the provision of online medical services, has entered into bankruptcy proceedings in the PRC. For details, please refer to the announcement of the Company published on 3 January 2025 and Notes 3 and 44 to the consolidated financial statement in this annual report.

## Prospects

In 2024, the overall global economic environment was still unstable, despite the gradual improvement of Hong Kong’s economic environment and the measures taken by the HKSAR Government to boost the economy after the COVID-19 pandemic, the overall retail industry in Hong Kong showed a shrinking trend.

As part of the retail industry, the footwear business, which accounted for 100% of the Company’s revenue, the sales decreased by 38.8% for the Year compared to the year of 2023. Looking ahead, we will focus more on the diversification of our range of footwear products, explore potential business cooperations and introduce new brands with growth potential and high gross profit margins.

For the DSG Group, which is also located in Hong Kong, the revenue was nil for the Year, compared with the year of 2023 of approximately HK\$4.1 million, as DSG Group basically had no business operation starting from 2024. It will continue to focus on developing its financing consulting business and explore new market opportunities, such as Singapore, in the future.

## FINANCIAL REVIEW

### Revenue

Revenue of the Group’s businesses for the Year was approximately HK\$124.5 million, representing an approximate 40.0% decrease from approximately HK\$207.5 million for the year of 2023, which was mainly due to the decrease in the revenue of the footwear business.

### Revenue from the footwear business

Revenue of the Group’s footwear business for the Year was approximately HK\$124.5 million, representing an approximate 38.8% decrease from HK\$203.3 million for the year of 2023. The decrease in revenue of the Group’s footwear business was mainly due to weak consumer sentiment with the ongoing economic uncertainty, which created a challenging environment for the retail sector in Hong Kong during the Year.

As at 31 December 2024, the Group operated 27 retail outlets in Hong Kong (2023: 30) and 3 retail outlets in Macau (2023: 2).

# Management Discussion and Analysis

## Revenue from the healthcare business

Revenue of the Group's healthcare business was nil for the Year and for the year of 2023. The main reason for the suspension of sales activities was due to the customs blockade and insufficient funding in the previous years.

## Revenue from the provision of financial services

Revenue of the Group's financial services for the Year was nil, compared with approximately HK\$4.1 million for the year of 2023, which was mainly due to business stagnation.

## Revenue from the online medical services business

Revenue of the Group's online medical services business for the Year was nil (2023: approximately HK\$0.1 million), which was mainly due to business stagnation.

## Cost of Sales

The cost of sales of the Group amounted to approximately HK\$39.5 million for the Year, representing approximately 31.7% of the Group's revenue (2023: approximately HK\$56.8 million, representing approximately 27.4% of the Group's revenue). The decrease in cost of goods sold was mainly due to the decrease in revenue.

## Gross Profit

The gross profit (gross profit equals to revenue minus cost of goods sold) of the Group for the Year was approximately HK\$84.9 million, representing a decrease of approximately 43.7% from approximately HK\$150.8 million for the year of 2023. Gross profit margin of the Group for the Year was approximately 68.3% (2023: approximately 72.6%).

## Depreciation

Depreciation accounted for approximately 12.5% of revenue for the Year (2023: approximately 6.8%).

## Staff Costs

Staff costs for the Year were approximately HK\$56.2 million, representing approximately 45.1% of the Group's revenue (2023: approximately HK\$70.2 million, representing approximately 33.8% of the Group's revenue).

## Finance Costs

The finance costs of the Group for the Year amounted to approximately HK\$4.2 million (2023: approximately HK\$1.7 million). The finance costs mainly consisted of interest expenses incurred on other borrowings and lease liabilities, and imputed interest on loans from related companies.

## Other Gains and Losses

Other net losses of the Group for the Year amounted to approximately HK\$5.6 million (2023: other net gains of approximately HK\$0.6 million). Such turnaround from net gains to net losses was mainly due to the one-off loss on deconsolidation of subsidiaries during the Year.

## Loss Before Tax

As a result of the foregoing, the loss before taxation of the Group for the Year was approximately HK\$68.0 million, as compared to a loss before taxation of approximately HK\$35.4 million for the year ended 31 December 2023.

## Liquidity and Financial Resources and Capital Structure

The Group finances its working capital with internally generated cash flows, other borrowings and bank borrowings. As at 31 December 2024, the Group had bank balances and cash amounting to approximately HK\$23.0 million (31 December 2023: approximately HK\$40.0 million), representing a decrease of approximately 42.5% from 31 December 2023. Most of the bank deposits and cash were denominated in Hong Kong Dollars. As at 31 December 2024, the Group had short-term other borrowings in the amount of HK\$15.0 million (2023: HK\$15.0 million). As at 31 December 2024, the Group did not have any outstanding long-term bank borrowings, except for a lease liability of approximately HK\$7.4 million (31 December 2023: approximately HK\$13.9 million).

## Pledge of Assets

As at 31 December 2024, leasehold land and buildings, pledged time deposits, investment properties and deposit, prepayment for a life insurance policy and related company's land and buildings (31 December 2023: leasehold land and buildings, investment properties, deposit and prepayment for a life insurance policy, pledged time deposits and related company's land and buildings) were pledged to secure the bank borrowings and banking facilities granted to the Group.

## Gearing Ratio

As at 31 December 2024, the Group's gearing ratio (total debt to total equity) was approximately -26.7% (31 December 2023: approximately -92.8%). The negative gearing ratio was mainly attributable to loss making of the Group during the Year.

## Significant Investments Held, Material Acquisitions or Disposals of Subsidiaries, Associates and Joint Ventures

Save as disclosed in Note 44 to the Consolidated Financial Statements, the Group had no significant investments held, nor any material acquisitions or disposals of subsidiaries, associates and joint ventures during the Year.

## Treasury Policy

The Group adopts a treasury policy that aims to better control its treasury operations and lower borrowing costs. As such, the Group endeavours to maintain an adequate level of cash and cash equivalents to address short-term funding needs. The Board will 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.

## Announcement pursuant to Rule 3.7 the Takeovers Code

On 7 May 2020, the Company had received a letter regarding the appointment of joint and several receivers and managers (collectively, the "Receivers") over 123,993,617 shares of the Company (the "Charged Shares") held by Shang Ying Financial Holding Co., Limited, which had been charged to Great Wall International Investment X Limited. The Charged Shares represented approximately 51.06% of the issued Shares as at the date of this announcement, and the Company was given to understand that the Receivers may look for potential purchaser(s) for the Charged Shares (the "Possible Transaction") which was subsequently suspended in April 2021 and resumed operation in January 2022. For further details of the Possible Transaction, please refer to the announcements of the Company dated 8 May 2020, 12 May 2020, 12 June 2020, 13 July 2020, 13 August 2020, 11 September 2020, 12 October 2020, 12 November 2020, 11 December 2020, 12 January 2021, 11 February 2021, 12 March 2021, 12 April 2021, 13 January 2022, 11 February 2022, 11 March 2022, 13 April 2022, 13 May 2022, 13 June 2022, 13 July 2022, 12 August 2022, 13 September 2022, 13 October 2022, 11 November 2022, 13 December 2022, 13 January 2023, 13 February 2023, 13 March 2023, 13 April 2023, 13 May 2023, 13 June 2023, 13 July 2023, 12 August 2023, 13 September 2023, 13 October 2023, 11 November 2023, 11 December 2023, 12 January 2024, 11 February 2024, 13 March 2024, 12 April 2024, 14 May 2024, 14 June 2024, 12 July 2024, 12 August 2024, 13 September 2024, 14 October 2024, 14 November 2024, 13 December 2024, 13 January 2025, 13 February 2025, 14 March 2025, 14 April 2025 and 15 May 2025, respectively.

## Management Discussion and Analysis

Pursuant to the monthly update announcement dated 22 July 2025 made by the Company pursuant to Rule 3.7 of the Codes on Takeovers and Mergers and Share Buy-backs (the "**Takeovers Code**"), the Company was informed that the Receivers had ceased to be the joint and several receivers and managers over the Charged Shares with effect from 2 June 2025, and the offer period had come to an end on 2 June 2025 as the Company believed that an offer on the Charged Shares is unlikely to be imminent.

### Foreign Currency Risk

The Group's sales and purchases for the Year were mostly denominated in Hong Kong dollars, Renminbi, Macau Pataca, Singapore dollars, Euros, US dollars and Australian dollars. The Renminbi is not a freely convertible currency, and the currency market for Macau Pataca is relatively small and undeveloped. In view of the above, future exchange rates of the above currencies could vary significantly from the current or historical exchange rates as a result of the controls that could be imposed by the respective governments and the depth and breadth of the respective markets of currency exchange. The respective exchange rates may also be affected by economic developments and geopolitical changes domestically and internationally, and the demand and supply of the respective currencies. The appreciation or devaluation of the respective currencies against Hong Kong dollars may also have an impact on the Group's results.

The Group manages its foreign currency risk by closely monitoring the movements of foreign currency exchange rates. The Group did not enter into any foreign currency forward contracts to hedge against foreign currency risk as at 31 December 2024.

### Human Resources

As at 31 December 2024, the Group employed 111 employees (2023: 130). Remuneration packages are generally structured by reference to market terms and individual qualifications and experience. During the Year, various training activities, such as training of product and service knowledge, management skills as well as local consumer laws were conducted to improve the quality of sales services.

### Contingent Liabilities

As at 31 December 2024, the Group did not have any material contingent liabilities.

### Final Dividend

The Board has resolved not to recommend the payment of a final dividend for the Year (2023: Nil).

### Total Shareholder Return

Total shareholder return ("**TSR**") is calculated based on capital gains and dividends of the shares of the Company. The Company had a TSR of approximately negative 6.3% for the Year (2023: negative 63.6%).

## Implementation of Action Plan to Resolve Auditor's Disclaimer of Opinion on the Annual Consolidated Financial Statements

### Latest Progress of the Financial Impact to the Group's Consolidation Financial Statements due to Lost Record

#### Details of the disclaimer of opinion

As at 31 December 2024, the auditor issued a disclaimer of opinion due to the directors were unable to locate the Lost Records from the Previous Director. As a result, the directors were unable to provide the auditor with satisfactory accounting books and records and supporting documents of ShangYing International Group ("**Shanghai Ying Group**") and Shang Ying Retail Group ("**ShangYing Group**") for the financial years ended 31 December 2024 and 2023 and subsequent to the end of the financial reporting period. The auditor were therefore unable to obtain sufficient appropriate audit evidence to satisfy that the carrying amounts of assets and liabilities of Shanghai Ying Group and Shangying Group included in the consolidated assets and liabilities of the Group presented in the consolidated statement of financial position as at 31 December 2024 and 2023 and the results and cash flows of Shanghai Ying Group and Shang Ying Group included in the consolidated revenue, income, expenses, gains and losses and cash flows of the Group presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows for the years ended 31 December 2024 and 2023, which amounts are disclosed in Note 3.1 to the consolidated financial statements, were free of material misstatement.

As disclosed in notes of Basis of preparation and loans to an associate, the principal assets of Shanghai Ying Group and ShangYing Group included in the consolidated statement of financial position of the Group as at 31 December 2024 were loans to an associate with carrying amounts of HK\$29,325,000 as at 31 December 2024 and HK\$44,001,000 as at 31 December 2023. Allowance for impairment loss of approximately HK\$16,771,000 and HK\$1,052,000 had been deducted in arriving at the carrying amounts of the loans to an associate as at 31 December 2024 and 2023 respectively. The management of the Company has determined the allowance for impairment loss as at 31 December 2024 based on the offset amount set out in the deed of assignment and set-off which was executed subsequent to the end of the reporting period in August 2025, details of which are disclosed in note of Events after Reporting Period. Due to lack of any other sufficient supporting documents of Shang Ying Group, for reasons as described above, and of the associate, we have been unable to obtain sufficient and appropriate audit evidence to satisfy ourselves about the adequacy of the related allowance for impairment losses as at 31 December 2024 and 2023 and consequently whether the carrying amounts of the loans to an associate of HK\$29,325,000 as at 31 December 2024 and HK\$44,001,000 as at 31 December 2023 and whether the impairment loss allowance recognised in consolidated profit or loss for the years ended 31 December 2024 and 2023 were materially misstated.

#### Remediation Status

On 30 December 2024, the Company entered into sale and purchase agreements with independent third parties for the disposal of Shanghai Ying Group. Such disposal was completed on 8 April 2025.

On 11 September 2025, the Group entered into a sale and purchase agreement with an independent third party for the disposal of the Shang Ying Group. Such disposal was completed on 24 September 2025.

The board has designated responsible persons to establish and execute a comprehensive Subsidiary Financial Reporting Policy that defines: i) specific reporting deadline and submission procedures; ii) minimum content requirements including financial statements, key performance indicators and variance analyses; iii) review and approval processes at subsidiary and parent company levels; iv) consequences for late or non-compliant reporting; and v) communication protocols for significant events or exceptions.

The remedial measures implemented have been designed to address the causes relating to the transfer of control of the relevant entities to parties outside the Group and historical weaknesses at those entities in centralised record retention and formal handover. Since the entities implicated in the loss of records are no longer within the Group, and the Group's continuing operations are concentrated in the Holding Group which maintains an established finance function.

## Management Discussion and Analysis

### Latest Progress of the Lost Record and Lost Control Over Subsidiaries

#### Details of the disclaimer of opinion

As at 31 December 2024, the auditor issued a disclaimer of opinion due to inability to obtain sufficient appropriate audit evidence for the books/records and balance of Shang Ying International Trade Holdings Limited and its subsidiaries (“**Shanghai Ying Group**”) and Shang Ying New Retail Group Holdings Limited and its subsidiaries (“**Shang Ying Group**”), as the Group could not locate records or contact the former director responsible for them.

On 30 December 2024, the Company entered into sale and purchase agreements with independent third parties for the disposal of Shanghai Ying Group. Such disposal was completed on 8 April 2025. On 11 September 2025, the Group entered into a sale and purchase agreement with an independent third party for the disposal of the Shang Ying Group. Such disposal was completed on 24 September 2025.

#### Remediation Status

The board has designated responsible persons to establish and execute a comprehensive Subsidiary Financial Reporting Policy that defines: i) specific reporting deadline and submission procedures; ii) minimum content requirements including financial statements, key performance indicators and variance analyses; iii) review and approval processes at subsidiary and parent company levels; iv) consequences for late or non-compliant reporting; and v) communication protocols for significant events or exceptions.

The remedial measures implemented have been designed to address the causes relating to the transfer of control of the relevant entities to parties outside the Group and historical weaknesses at those entities in centralised record retention and formal handover. Since the entities implicated in the loss of records are no longer within the Group, and the Group’s continuing operations are concentrated in the Holding Group which maintains an established finance function.

### Latest Progress of the Liquidation of Shangying Internet Medical (Shanghai) Co. Limited

#### Details of the disclaimer of opinion

The Shangying Medical Group (as defined in the Independent Auditors’ Report hereinafter) was held by the Shanghai Ying Group. As a result of the above matters and the matters in relation to the Lost Records described above, the directors were unable to provide us with satisfactory accounting books and records and supporting documents of Shangying Medical Group for the period from 1 January 2024 to the Deconsolidation date (as defined in the Independent Auditors’ Report hereinafter) and for subsequent periods. We were therefore unable to obtain sufficient appropriate audit evidence to satisfy ourselves that the results and cash flows of Shangying Medical Group for the period from 1 January 2024 to the Deconsolidation date included in the consolidated revenue, income, expenses, gains and losses and cash flows of the Group presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows for the year ended 31 December 2024, were free of material misstatement. For the same reasons, we were also unable to obtain sufficient appropriate audit evidence to satisfy ourselves that the carrying amounts of assets and liabilities of Shangying Medical Group at the Deconsolidation date which entered into the determination of the loss on deconsolidation of the Shangying Medical Group, and consequently the loss on deconsolidation of the Shangying Medical Group amounting to HK\$5,554,000 included in the “Other gains and losses” recognised in consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2024 as disclosed in note of Deconsolidation of subsidiaries, were free of material misstatement. There were no other satisfactory alternative audit procedures that we could perform to obtain sufficient audit evidence regarding the matters as set out above. As a result of these matters, we were unable to determine whether any adjustments might have been found to be necessary in respect of the items as set out above, and the related elements of and disclosures in the consolidated financial statements.

#### Remediation Status

On 30 December 2024, the Company entered into sale and purchase agreements with independent third parties for the disposal of Shanghai Ying Group. Such disposal was completed on 8 April 2025.

The board has designated responsible persons to establish and execute a comprehensive Subsidiary Financial Reporting Policy that defines: i) specific reporting deadline and submission procedures; ii) minimum content requirements including financial statements, key performance indicators and variance analyses; iii) review and approval processes at subsidiary and parent company levels; iv) consequences for late or non-compliant reporting; and v) communication protocols for significant events or exceptions.

The remedial measures implemented have been designed to address the causes relating to the transfer of control of the relevant entities to parties outside the Group and historical weaknesses at those entities in centralised record retention and formal handover. Since the entities implicated in the loss of records are no longer within the Group, and the Group's continuing operations are concentrated in the Holding Group which maintains an established finance function.

The disclaimer of opinion made by HLB, was on the bases of (i) the potential financial impacts of the lost records to the Group after the disposals (as referred to in Note 44 to the Financial Statements); and (ii) the potential impacts of the matters concerning the recoverability of the loans to an associate. However, as disclosed in the announcement of the Company dated 28 November 2025, the Company has obtained written confirmation from HLB confirming that the disclaimer of opinion is expected to be fully removed in financial year of 2027 and will not have any continuing effect on the consolidated financial statements of the Group from then on, on the grounds that: (i) the disposals will impact the Group's profit or loss for financial year of 2025, the comparability of the amounts reported in 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 financial year of 2026; and (ii) there will be no continuing financial impact on the closing balances as at 31 December 2025, as the remaining portion of the said loans to an associate after set-off was fully impaired during financial year of 2024. The qualification still exists due to the comparability of the amounts reported in the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity, and consolidated statement of cash flows for financial year of 2026.

### Management's position, view and assessment on the Disclaimer of Opinion

In preparing the consolidated financial statements of the Company for the year ended 31 December 2024 on a going concern basis, the management of the Company has taken into account the following factors:

- (i) the recorded overall revenue in the financial years of 2022, 2023 and 2024 of approximately HK\$144.6 million, HK\$207.5 million and HK\$124.5 million respectively;
- (ii) the due consideration of the Group's profit and cash flow forecast, its internal resources, available financial facilities and financial position, and the continuous financial support for the operations of the Group provided by Mr. Zhang Ming Qi, an executive Director, to the Group via a financial facility of HK\$50,000,000; and
- (iii) the sufficient working capital to finance the Group's operations and meet its requirements and financial obligations as and when they fall due for at least the next 18 months from the date of the Company's announcement dated 28 November 2025.

In light of the above, the management of the Company is of the view that the Group has a viable and sustainable business with a sufficient level of operations and assets of sufficient value to support its operations to warrant the continued listing of the shares of the Company on the Stock Exchange.

### Audit Committee's position, view and assessment on the Disclaimer of Opinion

The audit committee of the Company ("**Audit Committee**") had reviewed the disclaimer of opinion, the management's position concerning the disclaimer of opinion and measures taken by the Company for addressing the disclaimer of opinion. The Audit Committee agreed with the Board's position based on the reasons aforementioned. The Audit Committee had also discussed with HLB regarding the financial position of the Company, measures taken and to be taken by the Company, and considered the HLB's rationale and understood their consideration in arriving at their opinion. Moreover, the Audit Committee had assessed the plans and measures taken by the management to address the uncertainties regarding going concern underlying the disclaimer of opinion in which HLB's opinion is not modified with respect to going concern, the Audit Committee was satisfied that the abovementioned action plan may address the disclaimer of opinion and such that the consolidated financial statements for the year ending 31 December 2027 will be free from disclaimer of opinion.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## Reporting Year And Framework

To show its strong commitment towards the community, TATA Health International Holdings Limited ("TATA Health", the "Company"), together with its subsidiaries (collectively, the "Group"), endeavours to undertake responsibilities and obligations as a corporate citizen of the community by contributing to environmental protection, social progress and development in our course of business. In accordance with the requirements set forth in Environmental, Social and Governance Reporting Guide (the "ESG Guide") contained in Appendix 27 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), TATA Health hereby presents this Environmental, Social and Governance ("ESG") report (the "ESG Report") for the financial year ended 31 December 2024 (the "Reporting Year").

## Reporting Scope

TATA Health strives to add value for its shareholders, customers and the community through its aspiration to provide the top-notch product quality and service delivery, while continually focusing on sustainability. The Group also commits to improving its ESG performance by upholding good corporate governance standards, protecting our environment including reducing greenhouse gas emissions, reducing energy consumption, protecting the environment and natural resources, and providing employees with an excellent and safe working environment. The Report describes the performance and initiatives of TATA Health's operations in Hong Kong and Australia, including our footwear business, healthcare business, financial service business and online medical service business which are the principal businesses of the Group. This ESG Report includes only material ESG issues which have been identified by TATA Health through materiality assessment and were directly controllable by the Group.

## Vision and Strategy

### Vision

The Group is devoted to building up a healthy business ecosystem and promote a better lifestyle for people.

### Mission

Keep integrating and developing the business on human lifestyle and healthcare products, rationalize our structure of company segments, and continue to optimize healthy business ecosystem.

### Values

Promote and optimize human's healthy life and generate substantial value to our shareholders.

## ESG Working Group

The Group is committed to fulfilling stakeholders' expectations on its ESG practices. The Board has the overall responsibility for the Group's ESG strategy and reporting, and is responsible for ensuring that appropriate and effective ESG risk management and internal control systems are in place. Meanwhile, the Board participated in the review of the progress made against ESG-related goals and targets (if applicable) that are closely related to the Group' business development and provided review opinions.

To further raise awareness of environmental protection and social responsibility and drive behavioural changes among employees, we have established the ESG Taskforce with representatives from different functions, including finance, human resources, retail shops, healthcare and financial services functions, with endorsement from the Board. The ESG Taskforce monitors issues that are material to the Group's operations. In addition, the ESG Taskforce evaluates the impact, efficiency and effectiveness of policies that are already in place, and takes remedial actions if the ESG policies are not properly implemented. The Group collects environmental, social and governance information on a regular basis through ESG Taskforce, and then consolidates, analyses and discloses performance in the ESG report. Through the analysis, the Group's ESG risk would then be identified and assessed. In addition, the Group will continue to monitor ESG performance and will seek feasible measures to achieve the goal of emission reduction and consumption reduction from year-on-year basis. ESG risks in the Group's operations are covered by its comprehensive risk management and internal control systems as described in the section headed "Risk Management and Internal Control" under the "Corporate Governance Report". As part of the Group's internal control systems, an independent professional consultant has been engaged for ongoing assessment of the risk management and internal control systems so as to identify potential deficiencies and provide recommendations for improvement accordingly.

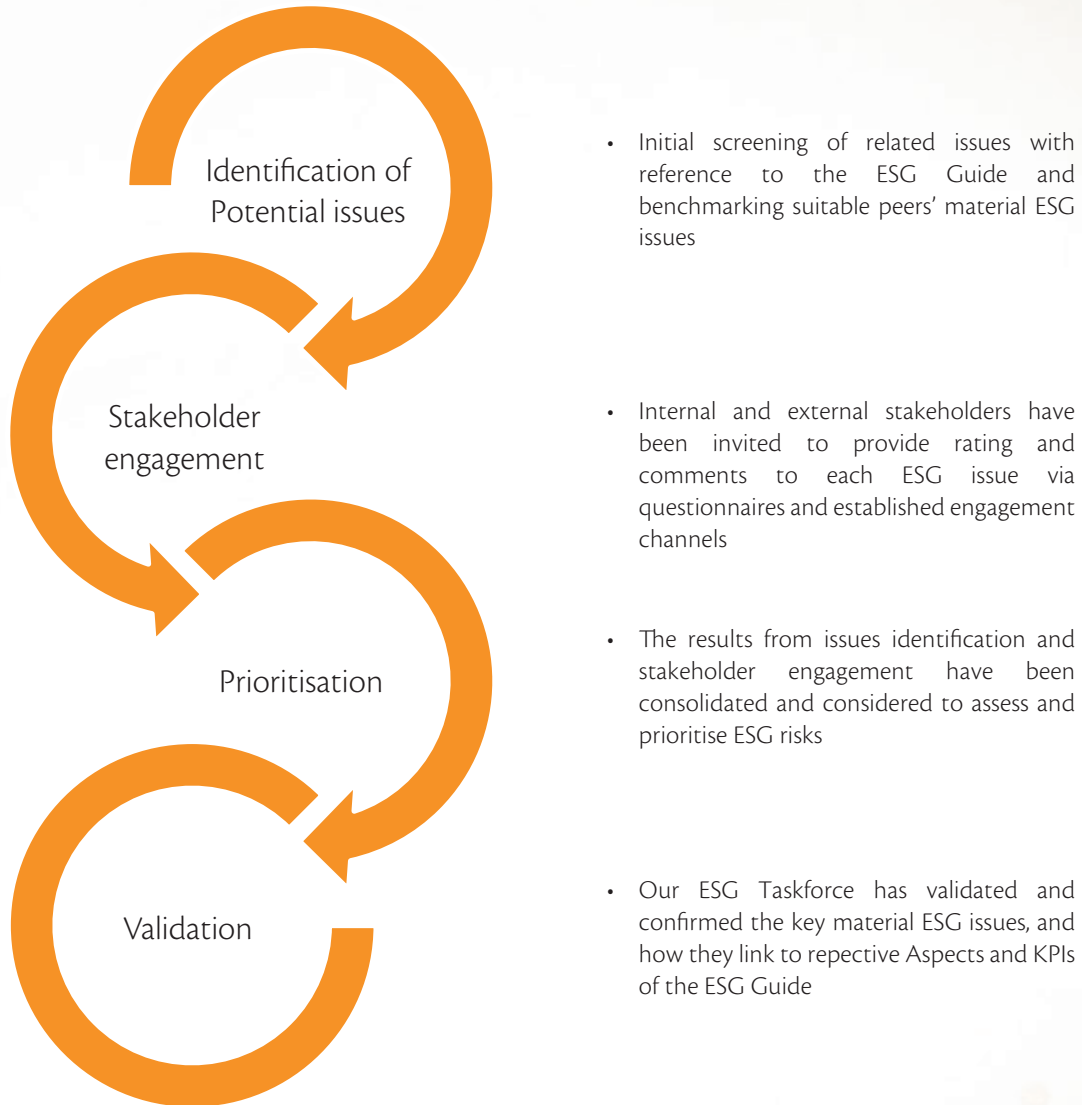
## Stakeholder Engagement

With the aim to achieve sustainable development, it is essential to understand the stakeholder's expectations and concerns. In order to identify key ESG matters of the Group, we have engaged with the internal and external stakeholders of the Group and provided updates on recent developments through diverse engagement channels. The table below highlights the key stakeholders and the communication channels:

Major stake holder groups	Key engagement channels
<i>Shareholders and investors</i>	<ul style="list-style-type: none"> <li>✓ Annual general meeting and notices</li> <li>✓ Regular corporate publications including financial statements</li> <li>✓ Circulars and announcements whenever necessary</li> <li>✓ Enquiries and suggestions mailed to the Company's principal place of business</li> <li>Meetings and responses to phone and written enquiries on as-needed basis</li> </ul>
<i>Government bodies</i>	<ul style="list-style-type: none"> <li>✓ Verbal and written communications on as-needed basis</li> </ul>
<i>Media</i>	<ul style="list-style-type: none"> <li>✓ Company website</li> <li>✓ Press conferences</li> <li>✓ Responses to phone and written enquiries on as-needed basis</li> </ul>
<i>Employees</i>	<ul style="list-style-type: none"> <li>✓ Weekly business and operational meetings</li> <li>✓ Monthly group meeting</li> <li>✓ Internal meetings whenever needed</li> <li>✓ Regular email communication</li> </ul>
<i>Customer</i>	<ul style="list-style-type: none"> <li>✓ Customer service hotline</li> <li>✓ Marketing and promotion activities</li> <li>✓ Company website</li> </ul>
<i>Suppliers/business partners</i>	<ul style="list-style-type: none"> <li>✓ Regular communication meeting</li> <li>✓ Site visit</li> <li>✓ Cooperation agreement</li> </ul>
<i>Community and general public</i>	<ul style="list-style-type: none"> <li>✓ Charity activities</li> <li>✓ Community activities</li> </ul>
<i>Board members</i>	<ul style="list-style-type: none"> <li>✓ Board and committee meetings</li> </ul>

## Materiality Assessment

For the purpose of materiality assessment, in addition to the above-mentioned engagement channels, we have performed a specific stakeholder survey in order to understand the views and opinions of the key stakeholders, who have significant influence or dependency on the Group's operations, on the Group's ESG issues. According to the results from the stakeholder engagement exercise, we have performed a materiality assessment to identify relevant ESG issues and assess their materiality to the Group's businesses as well as to the stakeholders. The materiality assessment process is set out as follows:



# Environmental, Social and Governance Report

## Materiality Matrix

The matrix below lists out the ESG issues which were determined to be material to the Group during the Reporting Year.

Aspect	Issue
<i>Environment</i>	1 Waste generation, handling and/or recycling
	2 Water consumption
	3 Energy consumption and CO <sub>2</sub> emission
	4 Packaging material used for products
	5 Use of natural resources
<i>Employees</i>	6 Employee welfare and benefits
	7 Staff recruitment, training, promotion, development and retention
	8 Diversity and equal opportunities
	9 Open communications and transparency
	10 Occupational health & safety
	11 Employment practices and labour standards
<i>Customers/Clients</i>	12 Products and services responsibility
	13 Product recall procedures
	14 Customer service and complaint handling
	15 Client data protection and privacy
<i>Community</i>	16 Contributions to local communities
	17 Employee volunteering in the community
<i>Corporate Governance</i>	18 Anti-Corruption/bribery
<i>Supply Chain</i>	19 Sourcing of materials and products from eco-friendly suppliers



Through the materiality assessment, we have prioritized the ESG issues based on (i) external interest; and (ii) internal assessment on importance to business, in order to ensure the most concerned ESG issues of the stakeholders are aligned with the Group’s strategic sustainability framework. The top right region lists out highly material issues, whereas the least material issues are shown at the bottom left.

### Our Sustainability Strategy

To deliver our commitment to creating value for stakeholders in a more systematic approach. Our Group’s sustainability strategy is built on four pillars: Environment, Business, Employees and Community. In this ESG report, we proudly present our effort and performance on the Group’s sustainable development in accordance with the four pillars and we will continue to engage with our stakeholders to review and explore the opportunities to further improve and refine the sustainability strategy.

Our Environment	Our Employees	Our Business	Our Community
We strive to establish environmental initiatives to protect the environment	We care for our employees’ wellbeing and development	We promise to serve our customer with utmost sincerity and dedication	We contribute ourselves in bettering social harmony

### Our Environment

With the increasing public awareness to environmental issues due to the prominence of climate change and extreme weather, the Group attaches much importance to environmentally friendly practices by advocating green culture in the corporate landscape. In this regard, the Group focuses on controlling the impact of its operations on the environment and natural resources. In addition to complying with environment-related laws and international standards, the Group has incorporated the green concept into the Group’s internal management and daily operational activities so as to achieve the goal of sustainable development, and has continuously assessed and controlled the potential impact of its activities on the environment.

## Environmental, Social and Governance Report

Due to the retail and service provision nature of the Group's business, we generate neither significant amount of emissions nor consume significant amount of resources. As such, there are no environment-related laws and regulations that have a material impact on the Group. During the Reporting Year, the Group did not note any cases of non-compliance relating to the environmental laws and regulations in Hong Kong and Australia.

### Emissions

The Group's operations involve the procurement of footwear products for retailing, the trading of healthcare products as well as the provision of financial advisory and online medical services. It did not generate significant air emissions, water discharge nor hazardous waste during the Reporting Year, with only a limited amount of non-hazardous waste from administrative and selling activities. Therefore, disclosures in relation to air emissions, water discharge and hazardous waste are considered inapplicable, while the amount of non-hazardous waste is considered immaterial and therefore not disclosed, and thus no emissions target and quantitative targets for reducing waste production have been set. The Group will continue to monitor the amount of non-hazardous waste produced each year and will seek to reduce the amount of waste produced from year-on-year basis.

The Group is committed to reducing the amount of waste generated from its operations and business activities. The Group encourages recycling in its daily operations, and has implemented proper waste handling measures. The Group has been gradually adopting an electronic work platform and is moving towards a paperless workplace. We have actively engaged our staff to reduce printing and to make use of duplex printing for internal documents. Recycled papers have also been used as key printing materials. For internal notices among offices and retail outlets, electronic communication channels have been adopted to replace the circulation of printed notices.

### Greenhouse gas emissions

The major source of our greenhouse gas (GHG) emissions (GHGs) is from electricity consumption. During the Reporting Year, electricity related carbon dioxide equivalent (CO<sub>2</sub>e) generated from our business operation was:

GHG emissions	Unit	2024	2023
Indirect emissions of GHG from electricity consumption (Scope 2)	Tonnes CO <sub>2</sub> e	83.3	86.8
Scope 2 GHG emission Intensity	Kg CO <sub>2</sub> e/square feet of shop and office floor area	1.8	2.3

We regularly monitor the Group's carbon footprint and have implemented a wide range of energy saving measures to reduce the corresponding emissions. We have achieved approximately 5.5% decrease in the GHGs intensity during the Reporting Year. Please refer to the section headed "Use of Energy" below for the energy consumption data and reduction initiatives of the Group. The Group will continue to monitor GHG emissions each year and will seek feasible measures to reduce the emission from year-on-year basis.

### Use of Resources

The Group has continuously put efforts in integrating business performances with environmental and resources efficiency considerations. We have implemented a number of environmentally friendly measures in workplaces, including but not limited to its retail shops, warehouses and office areas.

#### Use of Energy

For retail shops, the Group has implemented energy saving practices by increasing the use of LED lighting fixtures. In addition to the energy efficient lighting equipment, the Group has also rescheduled the operating hours of certain stores to reduce our utility consumption. This has benefited the environment in terms of energy consumption and resulted in the reduction of operating costs for the Group.

## Environmental, Social and Governance Report

The Group has also started to install inverter air-conditioning systems and performed regular maintenance on its facilities to achieve higher energy efficiency. Staff are encouraged to switch off the light and air-conditioners after they have finished using a room and after normal office hours.

The total electricity consumed by the Group during the Reporting Year was:

Type of resources	Unit	2024	2023
Electricity consumption	kWh	287,010	302,928
Electricity consumption Intensity	kWh/square feet of shop and office floor area	15,679	14.23

After carefully reviewing current business operations, the Group has set the consumption target of electricity as the same as the intensity in the Reporting Year.

### Use of Water

Although our major business operations are not water intensive, we pledge ourselves to increase the water efficiency and reduce water usage in order to foster water conservation awareness among our employees as well as all external stakeholders.

The Group emphasises water saving to its staff through education. Reminder labels have been placed in the workplace and regular staff communications regarding water saving have been established.

Water consumption is closely monitored at the retail stores and offices. Where appropriate, water devices are replaced with more efficient models. Waste water that is discharged from our offices and retail stores is flushed through municipal drainage systems.

We have performed regular inspections and maintenance on our water taps, containers and pipeline to prevent leakage. Our staff have been encouraged to report leaks, for which necessary repairs will be performed in a timely manner. As a result, we have maintained the relatively low usage of water during the Reporting Year.

There was no water sourcing issue with our Group as we mainly consume municipal water. Total water consumption of the Group during the Reporting Year was:

Type of resources	Unit	2024	2023
Water consumption	m <sup>3</sup>	18	21
Water consumption Intensity	m <sup>3</sup> /square feet of shop and office floor area	0.0014	0.0017

After carefully reviewing current business operations, the Group has set the consumption target of water as the same as the intensity in the Reporting Year.

### Packaging materials

Furthermore, packaging plays an important role to ensure that the Group's footwear products can reach its target customers in optimal conditions. For the footwear business segment, the only packaging material was non-woven shopping bags for the Group's retail customers, which was approximately 1.1 tonnes (2023: 1.3 tonnes) during the Reporting Year.

According to the information provided by the Group's major supplier, almost all packaging for the shoes we sold — ranging from the shoe box to the cardboard shoe inserts — were made from recyclable materials, and the Group's Clarks branded shoeboxes were made from 95% recycled content.

## Environmental, Social and Governance Report

While for the healthcare business, the packaging is mainly used on the healthcare products' paper box, which accounted for nil tonnes (2023: about 0.1 tonnes) during the Reporting Year.

### The Environment and Natural Resources

Besides from matter relating to emissions and the use of resources as mentioned above, we proactively assess other environmental impact of the Group's retail operations and continue to tackle the risks identified through the Group's environmental performance controls and monitoring mechanism.

We understand that the Group's offices and, in particular the retail stores in Hong Kong, may require various types of renovation work, which may also cause harm to the environment. Therefore, we aim to reuse furniture in retail outlets, warehouses and offices where possible. We always instruct the Group's contractors to use more environmentally friendly materials, conduct renovation work in accordance with the Noise Control Ordinance (Cap. 400 of the Laws of Hong Kong), and dispose of the construction waste properly in the process of renovation in accordance with the Waste Disposal Ordinance (Cap. 354 of the Laws of Hong Kong).

To further raise awareness of environmental protection and drive behavioural changes among employees, we have established the ESG Taskforce with representatives from different functions, including finance, human resources, retail shops and healthcare functions, with endorsement from the Board. We will continue to broaden the scope of the Group's green agenda in order to uphold its environmental commitment.

### Climate Change

We recognise that climate change poses significant risks and opportunities to the Group's business in various aspects. For instance, extreme weather conditions resulted such as more frequent and violent typhoons may cause damage to the Group's retail stores in Hong Kong as well as disrupt delivery of its healthcare products from overseas to mainland China. As such, the footwear segment has developed emergency plans for staff to handle extreme weather situations, such as special work arrangement, etc. The financial services segment has also adapted the same mechanism to avoid any loss during the extreme weather situation. As for the healthcare segment, our staff will monitor updates from observatory closely during typhoon season and plan for the logistic ahead in order to prevent disruption to the logistic chain.

In addition, the natural environment may change accordingly rendering it a less suitable habitat for wildlife, potentially increasing the procurement costs of the Group's footwear product as the leather price may surge due to the insufficient supply. For the healthcare business side, the climate change issue may also increase the difficulty in sourcing raw material on health products which may affect the procurement costs. With the above-mentioned environmentally friendly initiatives, we will continue to minimize the impacts of the Group's operations on the environment, thereby slowing down the pace of climate change.

## Our Employees

### Employment

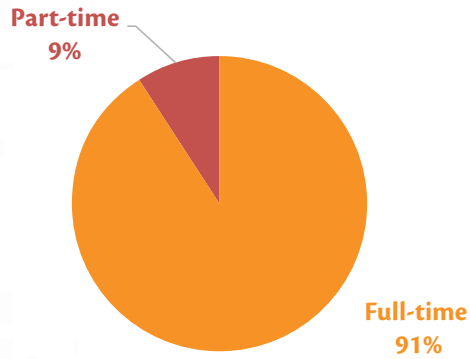
TATA Health recognises that employees are important assets to the Group. We invest and entrust in their future as we believe human capital is part and parcel of the Group. TATA Health's continued success relies on the commitment, enthusiasm and energy of the Group's employees. We are committed to developing a positive and respectable working environment that encourages collaboration and cooperation between employees and across departments. We place heavy emphasis on training and development opportunities together with social activities for the Group's employees, with appropriate incentivizing schemes for them to progress together with the Group's business. We also aim to promote workforce diversity, in terms of age, gender and nationality, as well as a culture of equal opportunity.

We strictly comply with the relevant employment laws and regulations within our scope of business including the Employment Ordinance (Cap. 57 of the Laws of Hong Kong) (the "Employment Ordinance"), Mandatory Provident Fund Schemes Ordinance (Cap. 485 of the Laws of Hong Kong), Minimum Wage Ordinance (Cap. 608 of the Laws of Hong Kong), Sex Discrimination Ordinance (Cap. 480 of the Laws of Hong Kong), Disability Discrimination Ordinance (Cap. 487 of the Laws of Hong Kong), Family Status Discrimination Ordinance (Cap. 527 of the Laws of Hong Kong), Race Discrimination Ordinance (Cap. 602 of the Laws of Hong Kong) and National Employment Standards in Australia. Furthermore, the Group has established staff handbooks and properly documented policies in the areas of compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare related matters. The human resources department (the "HR Department") is responsible for ensuring the employment-related processes and procedures are conducted in accordance with the established policies, thereby complying with the aforementioned laws and regulations. There were no material non-compliance cases noted in relation to employment laws and regulations during the Reporting Year. As at 31 December 2024, there were 105 employees in total from footwear business.

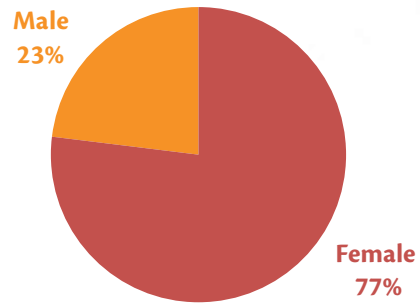
As an illustration, the workforce statistic by employment type, gender and geographic region and the employee turnover rate by gender, age group and geographic region are illustrated in pie graphs while the age and employee category distribution are disclosed as bar charts:

Employment Type, Gender and Geographical Region

**EMPLOYEE BREAKDOWN BY EMPLOYMENT TYPE**

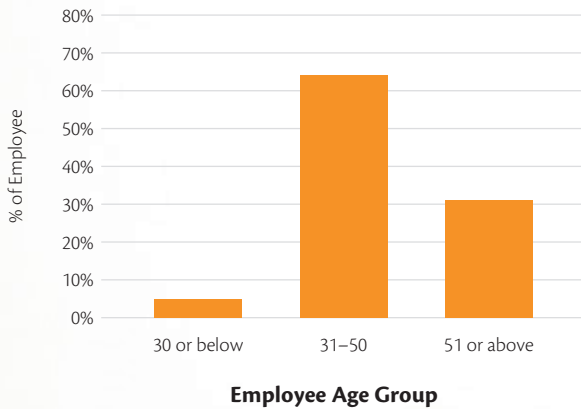


**EMPLOYEE BREAKDOWN BY GENDER**



Age and Employee Category Distribution

**EMPLOYEE BREAKDOWN BY AGE GROUP**



**EMPLOYEE BREAKDOWN BY EMPLOYEE CATEGORY**



The Group is committed to complying with relevant labour standards and employment laws and regulations which are applicable to our business. During the Reporting Year, no material and significant disputes between the Group and the employees occurred.

## Health and Safety

The Group places strong emphasis on the health and safety of its staff. The Group has implemented internal guidelines and reporting systems for occupational health and safety-related matters and trainings have been provided on a regular basis to promote their awareness in this regard. Regarding the working environment for the Group's sales personnel, most of the concessions are located in the selected shopping malls or department stores, in which good hygiene and safety standards are maintained for the Group's sales personnel and customers. Where appropriate, warning signs or notices are posted to draw the attention of staff to occupational safety especially when they are performing their duties in warehouses or storage areas.

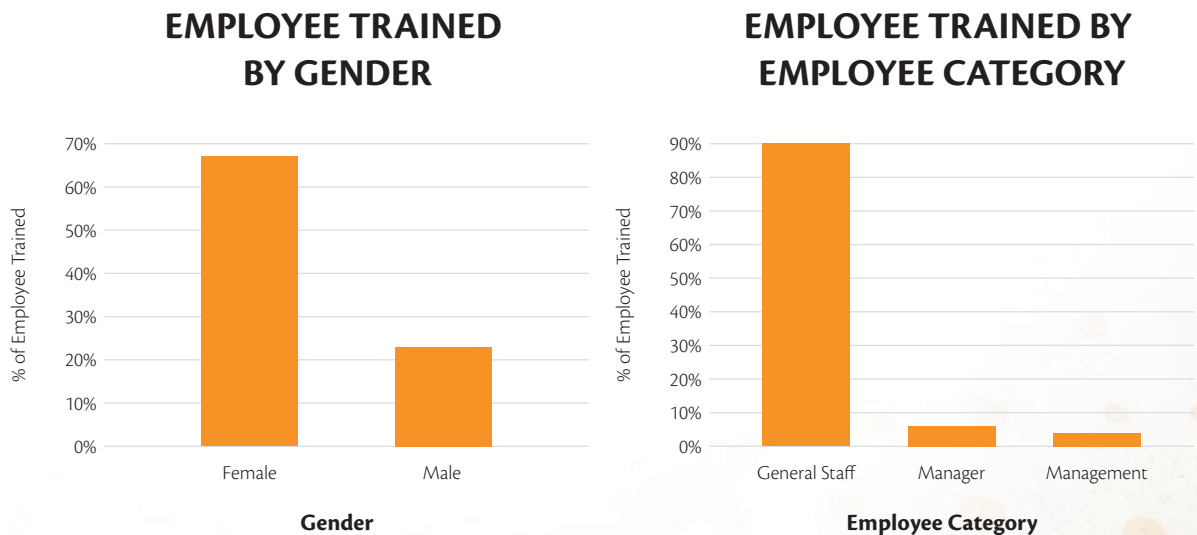
During each of the past three years including the Reporting Year, there were no incidents of serious and/or fatal injuries or accidents, and there were no material non-compliance cases noted in relation to the Occupational Safety and Health Ordinance (Cap. 509 of the Laws of Hong Kong) and the Workplace Health and Safety related laws and regulations in Australia. During the Reporting Year, no employee had suffered from any injury which had led to any lost day.

Other than the risks related to their physical health, the Group considers that the mental health of its staff is equally important. Therefore the Group has organised a series of staff activities to strengthen team spirit and sense of belongings to the Group, as well as to promote work-life balance. Also, the Group awards retail staff with outstanding sales performance and significant improvement regularly with certificates during these activities, which serve as recognition and the Group's appreciation for their effort and contribution towards its business.

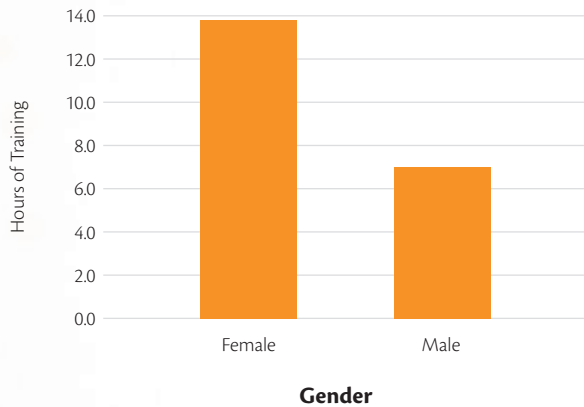
## Development and Training

To uphold TATA Health's commitment to enhance service qualities and strengthen the capabilities of our employees, TATA Health places adequate and appropriate resources on training and staff development opportunities. The Group's comprehensive training programs cover a wide range of topics, including quality service skills, retail and sales techniques, product knowledge, language skills, management skills and interpersonal skills. During the Reporting Year, the total training hours were approximately 1,173 hours (2023: approximately 1,333 hours). Through these training programs, we aim to enhance the Group's employees' productivity and working ability, strengthen their competitiveness and improve organizational efficiency.

During the Reporting Year, the development and training statistic by gender and employee category are disclosed in following bar charts:



### AVERAGE TRAINING HOURS COMPLETED PER EMPLOYEE BY GENDER



### AVERAGE TRAINING HOURS COMPLETED PER EMPLOYEE BY EMPLOYEE CATEGORY



#### Labour Standards

The Group strictly prohibits child and forced labour. We adopt a comprehensive screening and recruitment process, and conduct regular reviews and inspections to ensure that we comply with relevant labour standards consistently throughout the Group’s operations. The HR Department also conducts regular checks in the internal staff system with employees’ personal details to ensure there is no child or forced labour in the Group. If any violation is found, the Group will handle such case in accordance with national and local laws and regulations, and the Group’s internal policies and rules depending on the actual situation.

There were no material non-compliance issues noted regarding labour standards, including but not limited to the Employment Ordinance in Hong Kong and National Employment Standards in Australia during the Reporting Year.

#### Our Business

##### Supply Chain Management

The Group has established stringent supplier selection procedures. Suppliers must be able to maintain a high standard in quality control, service and environmental protection. The Group offers equal opportunity to all potential business partners. Supplier selections and procurement decisions would be made based on assessment over certain criteria such as reputation and image of the brand, design and quality, price, delivery time, supplier’s background and experience. At the same time, the purchase department will conduct background investigation, credit checks, product inspection during the engagement in accordance with internal policies and procedures with proper filing to ensure audit trail. We also expect the Group’s suppliers to share its environmental and social vision and strictly comply with relevant laws and regulations. The Group conducts its supplier environmental and social risk checks with reference to databases such as AmforiBSCI and Supplier Ethical Data Exchange to ensure the Group’s practice aligns with the most updated requirements of a sustainable supply chain. Suppliers with environmentally friendly products and services are more preferred by the Group.

Details of number of suppliers by geographic region are set out in the table below:

Region	Number of Suppliers
Mainland China	12
United Kingdom	1
Japan	1

## Product Responsibility

### Products and Services Responsibility

The Group is responsible for its products and services and emphasises on business ethics. The Group does not engage in any kind of unfair business activities. Its procurement and service delivering processes ensure information regarding products and services are accurate, clear and open. Furthermore, the Group upholds the principle of ethical selling by ensuring the truthfulness and fairness of the information on marketing material with regular and adequate reviews, in order to comply with the Trade Description Ordinance (Cap. 362 of the Laws of Hong Kong) for the footwear segment, and the Law of the People's Republic of China on the Protection of Consumer Rights and Interests for the healthcare segment, since China is the sole consumer market of the healthcare segment of the Group. The Group has established the customer right policy to govern customer rights, health and safety relating to our products and services, with proper return and recall procedures for defective products. The Group provides a holistic product return and recall system to increase its customers experience with its service. In particular, the healthcare segment has offered free returns or exchanges within 7 days of delivery of goods, regardless of the reasons for the returns or exchanges so as to protect consumer rights. For the online medical services segment, all its business activities, relating to health and safety, advertising and labelling of its products and services, had been and will continue to be strictly carried out under the relevant laws and regulations.

During the Reporting Year, (i) 0% of the total products sold by the Group was subject to recalls for safety and health reasons; and (ii) the Group had received zero products and/or services related complaints.

Furthermore, since healthcare products pose higher social risk, the healthcare segment has established the quality control policy and after-sales management policy to govern the quality control procedures in accordance with the requirements as set out in the Australia New Zealand Food Standards Code and the Product Quality Law of the People's Republic of China.

### Protecting Intellectual Property Rights

The Group upholds the value to protect intellectual property rights as it is crucial for competitiveness and brand value. We have established internal controls in protecting the Group's intellectual property rights, such as restricting access to only eligible staff, incorporating confidentiality terms into employment contract, etc. Meanwhile, we respect the intellectual property rights of others and take every possible step to avoid infringing others' intellectual property rights. We only procure products from suppliers directly or through officially authorized distributors. We strictly comply with the Registered Designs Ordinance (Cap. 522 of the Laws of Hong Kong) in Hong Kong and Patents Act, Patent Regulations, Code for Conduct for Patents and Trade Marks Attorneys in Australia.

### Customer Services

The Group's business model focuses on catering customer needs, providing customers with the most suitable and high quality products and services. We implement all relevant and necessary measures to uphold the Group's commitment, aiming at providing the best values to customers. We have developed internal guidelines and provided trainings to the Group's retail staffs in the footwear business for handling customer complaints and conducting investigations on reported cases. Our effective follow — up mechanism helps ensure customer complaints will not be left unattended.

# Environmental, Social and Governance Report

## Data Privacy Policy

We put personal data privacy as our top priority and strictly comply with the Personal Data (Privacy) Ordinance (Cap. 486 of the Laws of Hong Kong). The Group only collects information which we consider necessary for its operations. The data collected will be used directly for the purposes as stated at the time such data is collected. The Group would never transfer or disclose any personal data to third parties unless consent has been obtained from the data owner. Meanwhile, the Group will maintain sound data security system and measures to prevent unauthorised use of personal data.

There were no material non — compliance issues noted regarding product responsibility and data privacy as required by related laws and regulations during the Reporting Year.

## Anti-corruption

The Group has been devoting itself to openness, responsibility and honesty. All staff are required to comply with relevant personal and professional code of conducts (the “Code of Conduct”). Other than the anti-bribery and anti-corruption policies as stated in the Code of Conducts, the Group has established whistle-blowing channels and performed regular evaluations on the effectiveness of its internal control system so as to detect and prevent any cases of fraudulent activities, in an effort to abide by relevant regulations including but not limited to the Prevention of Bribery Ordinance (Cap. 201 of the Laws of Hong Kong) in Hong Kong and Foreign Corrupt Practices Act in Australia. The Group provided the internal anti-corruption training irregularly but at least once a year through channels like brochure and in-class discussion to ensure its employees are kept updated with the anti-corruption policy of the Group.

During the Reporting Year, no legal case regarding corruption was brought against the Group or its employees. In addition, the Group was not aware of any cases of non-compliance with laws and regulations on anti-corruption and anti-money laundering.

## Our Community

### Awards and Recognition

The outstanding achievements of TATA Health have been highly recognized by all sectors of society. The trade names of the Group, including TATA Health, Clarks and Josef Seibel, were accredited with Quality Tourism Services Scheme by the Hong Kong Tourism Board. Moreover, Kong Tai Sundry Goods Company Limited, a subsidiary of the Group, has been awarded the Caring Company Logo for 2022/23, in recognition of its commitment for the environment, employees, as well as the community over the past years.



# DIRECTORS, SENIOR MANAGEMENT AND SECRETARY

## Directors

### Executive Director

**Mr. Zhang Ming Qi**, aged 32, was a non-executive Director from 23 June 2025 to 20 October 2025 and has been re-designated as an executive Director and appointed as the chief executive officer of the Company since 21 October 2025. He is also an authorised representative of the Company since 23 June 2025. Mr. Zhang obtained a bachelor's degree in Applied Mathematics and Economics at University of Wisconsin-Madison in June 2015. He then obtained a master's degree in Mathematical Finance at Boston University.

Mr. Zhang has extensive expertise and experience in investment banking services and financial investments. From November 2016 to May 2020, he held progressive roles as investment associate, investment manager and senior manager in C.V. Starr & Co., Inc., the United States, where he was in charge of advising clients on international business development strategies including but not limited to fundraising and deal structuring as well as facilitating cross-border acquisitions of U.S.-China core assets for global investment funds. From September 2020 to February 2022, he served as a director of institutional business of Beijing Hande Donghui Asset Management Co., Ltd., where he managed investment and financing initiatives for domestic and international distressed asset funds. Since February 2023, he has been serving as a managing director and the head of institutional business of Pillar Capital, where he oversees investments, financing and disposal activities related to, among others, distressed assets and distressed financing, and manages regional team operations.

### Non-executive Directors

**Mr. Chu Chun Ho, Dominic**, aged 54, was an executive Director from May 2013 to July 2017 and has been re-designated as a non-executive Director since July 2017. Mr. Chu has joined the Group for over 25 years. He is currently a director of each of Kong Tai Sundry Goods Company Limited, Grand Asian Limited, Cobblers Limited, Shoe Mart Company Limited, Advertiser's Media Agency Limited, Cobblers (Hong Kong) Trading Company Limited and Shoes Culture (Hong Kong) Trading Company Limited, and an administrator of Shoes Culture Company Limited (each a subsidiary of the Company).

Mr. Chu is also the chairman of Scout Association of Hong Kong New Territories East Region, the vice chairman of the Hong Kong Youth Council, an executive director of Hong Kong Island Chaoren Association Limited, the honorary president of Sau Mau Ping District Junior Police Call, and a member of the Industry Relationship Development Committee of the Business Administration Discipline Advisory Board of the Vocational Training Council. In 2009, Mr. Chu was awarded the 11th World Outstanding Chinese Award.

**Mr. Chen Qi**, aged 44, has been a non-executive Director of the Company since 23 June 2025. He obtained a diploma in investigation at Shanghai Police College\* (上海公安高等專科學校) in July 2003. Mr. Chen has extensive experiences in operation of high-end brands and marketing strategy development. From January 2014 to October 2022, he was a managing director of Shanghai Ruimu Project Management Co., Ltd.\* (上海瑞慕項目管理有限公司). Since July 2019, he has been serving as a managing director of Shanghai Langwei Project Management Co., Ltd.\* (上海朗威項目管理有限公司), while he has been serving as an executive director of Shanghai Guanyuwei Commercial Development Co., Ltd.\* (上海冠譽威商業發展有限公司) since April 2021.

## DIRECTORS, SENIOR MANAGEMENT AND SECRETARY

### Independent Non-executive Directors

**Ms. Huang Lin**, aged 45, has been an independent non-executive Director since 23 June 2025. She is also the chairman of each of the remuneration committee and the nomination committee of the Company. She was the chairman of the audit committee of the Company (the "Audit Committee") from June 2025 to September 2025. Ms. Huang graduated from Peking University with bachelor's degree in Chemistry and Economics. She furthered her studies and obtained a master's degree in Applied Economics from National University of Singapore in January 2007.

Ms. Huang has in-depth knowledge of and extensive experience in financial regulation, financial capital industry and corporate service markets. From November 2007 to September 2017, she served as an assistant director of Monetary Authority of Singapore and was responsible for financial supervision and regulatory. From June 2018 to June 2019, she served as the chief sales officer of China Life Insurance (Singapore) Pte. Ltd. She currently serves as the chief executive officer of LinkdaSG Pte Ltd and the founding partner of SC Venture Capital Pte Ltd. During the period from June 2022 to June 2025, she was an independent non-executive director of CapAllianz Holdings Limited, a company whose shares are listed on the Singapore Exchange (stock code: 594.SI).

**Mr. Li Liang**, aged 51, has been an independent non-executive Director since 23 June 2025. He is also a member of each of the audit committee, the remuneration committee and the nomination committee of the Company. Mr. Li obtained a bachelor's degree in Law from Fudan University in July 2000. He furthered his legal studies and obtained a postgraduate degree in Economic Law from Shanghai University of Finance and Economics in July 2008.

Mr. Li has more than 15 years of professional experience in the legal industry. He has worked for Shanghai HengYang Law Firm (上海恒洋律師事務所) since September 2008 and is currently a managing lawyer of the firm. As an executive partner of the firm, he is in charge of the overall management of the firm and oversees its daily operations. He has demonstrated leadership and legal expertise in managing complex legal affairs and guiding the strategic development of the law firm.

**Mr. Du Jianfeng**, aged 44, has been an independent non-executive Director since 23 June 2025. He is also a member of each of the audit committee, the remuneration committee and the nomination committee of the Company. He obtained a bachelor's degree in Business Administration from Zhongnan University of Economics and Law in December 2010. He then obtained a master's degree in Business Administration from Peking University in July 2018.

Mr. Du has accumulated extensive experience in enterprise management. Since March 2004 to December 2010, he worked in Shanghai Huijing Real Estate Development Co., Ltd.\* (上海滙京置業發展有限公司) ("Shanghai Huijing") as intermediate economist and assistant to general manager, where he assisted the general manager in daily business operation and participated in formulating company development strategic and business plans. He was promoted and has been serving as a general manager of Shanghai Huijing since January 2011, where he is responsible for corporate strategic planning, business operations and team development of Shanghai Huijing. He also serves as a general manager of Shanghai Huijing Commercial Management Co., Ltd\* (上海滙京商業管理有限公司). Mr. Du was a member of the 14th and 15th Committees of the Chinese People's Political Consultative Conference (中國人民政治協商會議) in Xuhui District of Shanghai. He is currently appointed as the president of Shanghai Xujiahui Chamber of Commerce (上海徐家匯商會) and serves as a business ambassador of Xuhui District of Shanghai.

**Mr. Tan Kaiguo**, aged 52, has been an independent non-executive Director since 30 September 2025. He is also the chairman of the audit committee of the Company. Mr. Tan obtained a bachelor's degree in auditing from the East China University of Technology (華東工業大學), which is one of the predecessors of the University of Shanghai for Science and Technology (上海理工大學) in the People's Republic of China (the "PRC") in July 1996. He then obtained a Master of Business Administration (MBA) from China Europe International Business School (中歐國際工商學院) in the PRC in August 2014. He was qualified as a certified public accountant (non-practicing) by the Shanghai Institute of Certified Public Accountants (上海市註冊會計師協會) in December 2009.

\* For identification purposes only

## DIRECTORS, SENIOR MANAGEMENT AND SECRETARY

Mr. Tan has extensive experience in auditing and financial management. He has worked in BDO China SHU LUN PAN Certified Public Accountants LLP (立信會計師事務所(特殊普通合夥)) from June 2000 to June 2001. He then served as a project manager at the investment banking department at Shenyin & Wanguo Securities Co., Ltd. (申銀萬國證券股份有限公司), one of the predecessors of Shenwan Hongyuan Group Co., Ltd. (申萬宏源集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000166) and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (stock code: 6806) from June 2001 to January 2003. He worked as an audit manager in Deloitte Touche Tohmatsu Certified Public Accountants LLP (德勤華永會計師事務所(特殊普通合夥)) from January 2003 to August 2007. From September 2007 to December 2012, he served as the finance director, China region of Goldbond Group Holdings Limited (金榜集團控股有限公司), whose shares were previously listed on the Stock Exchange-1 (stock code: 0712). He then served as the chief financial officer of Zhongjing Industrial (Group) Co., Ltd. (中靜實業(集團)有限公司) from January 2013 to April 2021. Then, he worked in Jiangsu Asia Electronics Technology Co., Ltd. (江蘇亞電科技) from May 2021 to April 2022 and subsequently served as the deputy general manager and chief financial officer of Shandong Golddafeng Machinery Co., Ltd. (山東金大豐機械有限公司) from May 2022 to April 2023. He has served as the deputy general manager of Ningbo Future Houseware Co., Ltd. (寧波前程家居股份有限公司), a company listed on the National Equities Exchange and Quotations (NEEQ) (stock code: 834282), and the person in-charge-of the finance matters of its various subsidiaries, since May 2023. He has served as an independent non-executive director of Minieye Technology Co., Ltd (深圳佑駕創新科技) whose shares are listed on the Stock Exchange (stock code: 2431), since April 2023.

### Company Secretary

**Ms. So Ka Man** served as the company secretary of the Company (the "Company Secretary") from August 2022 to July 2025. She is currently a director of Corporate Services Division of Tricor Services Limited, a global professional services provider specializing in integrated Business, Corporate and Investor Services. She has over 20 years of experience in the corporate secretarial field and has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies. Ms. So is a Chartered Secretary, a Chartered Governance Professional and a fellow of both The Hong Kong Chartered Governance Institute ("HKCGI") and The Chartered Governance Institute. Ms. So is a holder of the Practitioner's Endorsement from HKCGI. Ms. So obtained a bachelor's degree in arts (accountancy) from the Hong Kong Polytechnic University.

**Mr. Tung Tat Chiu, Michael** aged 64, was appointed as the company secretary of the Company on 15 July 2025. Mr. Tung is the senior partner of Tung & Co., the Company's legal advisers as to Hong Kong laws. He holds a Bachelor of Arts degree in law and accounting from The University of Manchester, the United Kingdom. He has over 30 years of experience as practising lawyer in Hong Kong. He is also a China-Appointed Attesting Officer. He was qualified as a lawyer of Guangdong-Hong Kong-Macau Greater Bay Area recognised by the Department of Justice of Guangzhou Province of the PRC in June 2024. Mr. Tung currently serves as a joint company secretary of Jiangxi Copper Company Limited (stock code: 358), Harbin Electric Company Limited (stock code: 1133) and Qingling Motors Co. Ltd (stock code: 1122), respectively, and as the sole company secretary of City Coolxuan Company Limited (formerly known as Quantum Thinking Limited) (stock code: 8050), Central New Energy Holding Group Limited (stock code: 1735) and ContiOcean Environment Tech Group Co., Ltd. (stock code: 2613). He is an external service provider engaged by the Company to provide company secretarial services.

As of the date of this annual report, and as disclosed in the section headed "Report of the Directors", Mr. Yang Jun, Mr. Lai Wenjing, Mr. Lin Zheming, Mr. Lin Jun, Mr. Chen Anhua, Ms. Jiang Juqi, Mr. Xie Rongxing, Ms. Tan Yuying, Mr. Wang Jian, Mr. Tao Chi Keung and Mr. Cai Tsz Yeung had resigned from the Board, details of their relevant biographies can be found in the Company's 2022 Annual Report and the Company's announcements dated 14 September 2023 and 20 October 2023.

# CORPORATE GOVERNANCE REPORT

## Corporate Culture

The Company's culture and values include "Unite as one, Customer First, In honesty". The Company strongly believes that by working closely together with its employees and other stakeholders, they can pursue the Company's goal by sharing and integrating different ideas and cultures. The Company is committed to provide its customers with the highest quality products and best services. All the customers, suppliers, partners and employees of the Company will be treated with integrity and sincerity.

## Impact of Performance

The Company's success is measured by its revenue, profit margins, return on equity and market share. The Company firmly believes that by working closely with its employees, customers and suppliers, ideas and cultures will be shared. The Company will be able to create and provide new products and services that are fit for their customers, thus maintaining a competitive status in the industry.

## Assessing and Monitoring Culture

The Company assesses and monitors its values with the following indicators, namely staff turnover rate, whistleblowing data, employee surveys, breaches of code conducts and regulatory compliance. The Company has formulated a code of conducts for its employees so that they can work towards the Company's goal while observing the Company's value. The Company will monitor the employees' work and implement corrective measures if any non-compliance is found.

## Communication of Desired Culture

The Company has formulated a code of conducts for its employees. The employees are encouraged to voice out their concerns to the management of the Company. The Company values teamwork as different ideas and cultures are shared, shaped and integrated. By fostering communication between the management and the employees, the Company's values and culture are promoted.

## Dealing with Misconduct or Misalignment

The Company has implemented a whistleblowing policy and an anti-corruption policy to encourage its employees and the stakeholders to report to the Company on any misconduct, malpractice or irregularity within the Group. The employees and the stakeholders can file their concerns to the Company in confidence and anonymity. The Company will investigate thoroughly all concerns raised and carry out measures to correct any misbehavior so that the Company's values are followed.

## Financial and Non-Financial Incentives

The Company will continue to offer to its employees competitive compensation packages, a dynamic entrepreneurial and caring corporate culture and the opportunity for the employees to grow with its business, and will continue to invest in providing training programs for its employees.

## Board Evaluation

The Company conducts Board evaluations on a regular basis to assess corporate governance and the alignment of the Company's values. The Company welcomes feedback from its Shareholders on the actions of the Board. The Company will assess the feedback and implement necessary measures to improve the efficiency and competence of the Board.

## Corporate Governance Practices

The Company believes that good corporate governance practices are very important for maintaining and promoting investor confidence and sustainable growth of the Group. The Board is committed to maintaining a solid, transparent and sensible framework of corporate governance and related measures that the Directors consider applicable to and practical for the Group. The Board will continue to monitor and review their effectiveness.

The Company has applied the principles as set out in the Corporate Governance Code (the "CG Code") as contained in Appendix C1 to the Listing Rules since its listing date (which was 11 July 2013).

The Board considers that during the Year, the Company has complied with the code provisions set out in the CG Code except for the following deviation:

As there were substantial changes to the composition of the Board during the period between September 2023 and October 2025, based on the information available to the current board of directors of the Company, it was noted that certain corporate governance practices set out in the Corporate Governance Code under Appendix C1 to the Listing Rules were not fully complied with during the Year. Based on the information available, the Company has not fully complied with the code provisions, including:

<b>Code Provision</b>	<b>Reasons for the non-compliance and improvement actions took or to be taken</b>
C.1.7	As it takes time for the Company to identify a suitable insurer under reasonable commercial terms and conditions, the Company will arrange appropriate insurance cover in respect of legal action against its Directors.
C.2.1 to C.2.9	Following the retirement of Mr. Yang Jun (the former chairman of the Company) after the conclusion of the annual general meeting held on 7 September 2023 and up to the date of this annual report, the Company has not appointed any individual to take up the office of the chairman of the Company. Since Mr. Lai Wenjing retired as the chief executive officer on 7 September 2023, the Company had not appointed any individual to take up the office of the Chief Executive Officer until the appointment of Mr. Zhang Ming Qi as the Chief Executive Officer on 21 October 2025. Certain responsibilities of the chairman and the chief executive officer were shared among the other members of the Board during the vacant period.
D.2.1 & D.2.2	In respect of the resumption guidance imposed by the Stock Exchange, an independent internal controls review was conducted in 2025. Details of the key findings and actions taken were disclosed in the Company's announcement dated 10 November 2025.

Notwithstanding the above, the Company has adopted the alternative actions and steps during the Year to redress the deficiencies in the relevant code provisions.

### Non-compliance with Rule 13.46(2)(b) of the Listing Rules

In accordance with Rule 13.46(2)(b) of the Listing Rules, every listed issuer must hold its annual general meeting within six months after the end of its financial year. As the financial year end date of the Company is 31 December, the Company is required to hold its annual general meeting before 30 June each year. The Company did not hold its annual general meetings in respect of the years ended 31 December 2023 and 2024, by the applicable deadlines of 30 June 2024 and 30 June 2025. The Board will convene an annual general meeting as soon as practicable to adopt the audited consolidated financial statements for the years ended 31 December 2023 and 2024.

The Board acknowledges the importance of the compliance of the Listing Rules. The Company will use its best endeavors to enhance its corporate governance and internal control systems to prevent any non-compliance of the Listing Rules in the future.

### Compliance with the Model Code for Securities Transactions by Directors

The Company has adopted the "Model Code for Securities Transactions by Directors of Listed Issuers" (the "Model Code") as contained in Appendix C3 to the Listing Rules as its own code of conduct regarding the Directors' dealings in the Company's securities. Following specific enquiry made to the Directors, each of them has confirmed their compliance with the required standards set out in the Model Code throughout the Year.

## Compliance with the Written Guidelines for Securities Transactions by the Relevant Employees of the Company

The Company has established written guidelines for the relevant employees of the Company (the “**Relevant Employee(s)**”) in respect of their dealings in the securities of the Company (the “**Written Guidelines**”) on terms no less exacting than the required standards set out in the Model Code. For this purpose, “Relevant Employee” includes any employee of the Company or a director or employee of a subsidiary or holding company of the Company who, because of such office or employment, is likely to possess inside information in relation to the Company or its securities. No incident of non-compliance of the Written Guidelines was noted by the Company during the Year.

## Board Composition

The Board has a balance of skills and experience appropriate for the requirements of the business of the Group. During the Year and up to the date of this annual report, the Board composition is as follows:

<b>The Board</b> (including corporate governance functions) (Total no. of existing Directors: 7)		
<b>Executive Directors</b>	<b>Non-executive Directors</b>	<b>Independent non-executive Directors</b>
Mr. Zhang Ming Qi (appointed as non-executive Director on 23 June 2025; re-designated as executive Director and appointed as the chief executive officer both on 21 October 2025)	Mr. Chu Chun Ho, Dominic Mr. Chen Qi (appointed on 23 June 2025) Mr. Lin Zheming (resigned on 3 September 2025) Ms. Jiang Juqi (appointed on 14 September 2023 and resigned on 24 June 2025)	Ms. Huang Lin (appointed on 23 June 2025) Mr. Li Liang (appointed on 23 June 2025) Mr. Du Jianfeng (appointed on 23 June 2025) Mr. Tan Kaiguo (Note 2) (appointed on 30 September 2025) Mr. Wang Jian (resigned on 3 September 2025) Mr. Tao Chi Keung (appointed on 20 October 2023 and resigned on 13 June 2025) Mr. Cai Tsz Yeung (appointed on 20 October 2023 and resigned on 26 June 2025) Mr. Xie Rongxing (retired on 7 September 2023) Ms. Tan Yuying (removed on 20 October 2023)
Mr. Yang Jun (retired on 7 September 2023) Mr. Lai Wenjing (retired on 7 September 2023)	Mr. Chen Anhua (resigned on 14 September 2023) Mr. Lin Jun (resigned on 5 September 2023)	
Total number: 1 % to total no. of existing Directors: 14%	Total number: 2 % to total no. of existing: 29%	Total number: 4 (Note 1) % to total no. of existing: 57% (Note 3)

Notes:

1. Minimum number of independent non-executive Directors: 3 (pursuant to Listing Rule 3.10(1)).
2. Independent non-executive Director having appropriate professional qualifications or accounting or related financial management expertise (pursuant to Listing Rule 3.10(2)).
3. Independent non-executive Directors represent one-third of the Board (pursuant to Listing Rule 3.10A).

As at the date of this annual report, the Board comprises executive Director and non-executive Directors (including independent non-executive Directors) and 57% of the Directors are independent non-executive Directors so that there is a strong independent element in the Board, which can effectively exercise independent judgment.

As disclosed in the announcement of the Company dated 7 September 2023, following the retirement of Mr. Yang Jun and Mr. Xie Rongxing, the number of independent non-executive Directors and the members of each of the Audit Committee, the Remuneration Committee and the Nomination Committee fell below the minimum number required under Rules 3.10, 3.21, 3.25 and 3.27A of the Listing Rules. As disclosed in the announcement of the Company dated 20 October 2023, the Company re-complied with the said rules requirements.

The brief biographical details of the current Directors as well as the relationships among Board members, if any, are set out in the section headed "Directors, Senior Management and Secretary" of this annual report.

### Responsibilities of and Delegation by the Board

The Company is governed by the Board which is responsible for directing and supervising its affairs and overseeing the business, strategic direction and performance of the Group. Execution of the Board's decisions and daily operations are delegated to the executive Directors and the management. The functions reserved to the Board and those delegated to executive Directors and the management, for the running of the Company's business, have been formalised in writing. The Board reviews those arrangements on a periodic basis to ensure that they remain appropriate to the needs of the Company.

The management of the Company updates the Directors on their duties and responsibilities as well as the conduct, business activities and development of the Group. It supplies the Directors and the Board committees of the Company (the "**Board Committees**") with adequate, complete and reliable information in a timely manner to enable them to make informed decisions on all major matters of the Company. The management provides sufficient information and explanation to the Board to enable it to make an informed assessment of financial and other information put before it for approval. The management also supplies additional information upon request and enquiry by the Directors. Timely updates on changes in laws and compliance issues relevant to the Group and appropriate information on the Group's business and activities are provided to the Directors. The Board and each Director have a separate and independent access to the management and the Company Secretary, whenever necessary, for any information and/or advice relevant to the Group they may require in discharging their duties.

### Executive Director and Chief Executive Officer

The Company supports that the roles of the Chairman and the chief executive officer of the Company (the "**Chief Executive Officer**") should be segregated and should not be performed by the same individual. The roles and division of responsibilities between the Chairman and the Chief Executive Officer should be clearly established and set out in writing. The Chairman should provide leadership for and management of the Board. He is responsible for ensuring all Directors are properly briefed on issues to be discussed at Board meetings and receive, in a timely manner, adequate, accurate, clear, complete and reliable information. He also takes the primary responsibility to ensure that the Board works effectively, performs its responsibilities and discusses all key and appropriate issues in a timely manner. He fulfills this by encouraging Directors to make a full and active contribution to the Board's affairs and ensure the Board acts in the best interests of the Company. He also encourages Directors with different views to voice their concerns, allows sufficient time for discussion of issues and ensures Board decisions fairly reflect Board consensus. The Chairman is responsible for facilitating the effective contribution of non-executive Directors and ensuring constructive relations between executive and non-executive Directors.

## Corporate Governance Report

The Chief Executive Officer is responsible for leading the day-to-day management of the Group's business in accordance with the strategy, policies and programs approved by the Board, and transformation of the objectives set by the Board into statements of vision, mission, goals and the corresponding strategies, plans and budgets as well as their effective implementation. The Chief Executive Officer is also responsible for providing reports and advice to the Board on the performance of the Group's business. The Chief Executive Officer would be well supported by the management, who provides relevant information and recommendations to facilitate informed decision-making.

### Non-executive Directors

The non-executive Directors (including independent non-executive Directors) have the appropriate balance of skills and knowledge in the fields of financial management, business development or strategies related to the Group's business. They scrutinize the performance of management in achieving agreed corporate goals and objectives and monitor the Group's performance reporting. They also provide independent judgment on the matters of strategies, policies and standards of conduct. Their role can serve to assure clarity and accuracy on the reporting of financial information so that systems of risk management and internal control are effectively in place, enabling the Board to maintain high standards of compliance with financial and other reporting requirements and to safeguard the interests of Shareholders and the Company. Where potential conflicts of interests arise, the non-executive Directors will take the lead.

The independent non-executive Directors and non-executive Directors have given a positive contribution to the development of the Group's strategies and policies through independent, constructive and informed comments. Independent non-executive Directors also chair the Audit Committee, Remuneration Committee and Nomination Committee and share their independent views through regular attendance and active participation in the meetings of Board Committees.

All the existing independent non-executive Directors have met all the guidelines for assessing their independence as set out in Rule 3.13 of the Listing Rules. The Company has received from each of them an annual written confirmation of independence and considers each of them to be independent.

The Company has implementable and effective mechanism to ensure independent views and inputs are available to the Board, with the following key features: (i) the Nomination Committee is established with clear terms of reference to identify suitable candidates, including independent non-executive Directors, for appointment of Directors; (ii) the Nomination Committee will assess annually the independence of all independent non-executive Directors; and (iii) the Directors are entitled to seek, at the Group's expense, independent professional advice reasonably necessary for discharging their duties as Directors. During the Year, the Board has reviewed the implementation and effectiveness of the said mechanism and considered it to be effective.

### Appointment and Re-election of Directors

All Directors are appointed for an initial term of three years, and will be subject to retirement by rotation and re-election at least once every three years in accordance with the Company's Articles of Association (the "**Articles**").

According to the Articles, the Board has the power at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director. Any Director appointed by the Board to fill a casual vacancy or as an addition Director shall hold office only until the first annual general meeting of the Company after his/her appointment and be subject to re-election at such meeting. Besides, at every annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years.

## Directors' Attendance Records

The Board schedules regular Board meetings in advance to give Directors the opportunity to participate actively, either in person or through electronic means of communication. Directors are consulted for their views regarding inclusion of specific matters in the agenda for regular Board meetings and the draft agenda is circulated to Directors for their comments. Special Board meetings are convened as and when needed. All Directors are properly briefed on issues to be discussed at Board Meetings and notices of the Board meetings are given at least 14 days prior such Board meeting. These Board meetings, together with the Board Committees, provide effective means for the Board and Board Committees to perform their work and discharge their duties.

During the Year, four Board meetings, two Audit Committee meetings, one Remuneration Committee meeting, one Nomination Committee meeting, one annual general meeting and one extraordinary general meeting were held. Details of individual Directors' attendance at these meetings are set out in the following table:

<b>Directors</b>	<b>Board Meeting</b>	<b>Audit Committee Meeting</b>	<b>Remuneration Committee Meeting</b>	<b>Nomination Committee Meeting</b>
<i>Executive Director</i>				
Mr. Zhang Ming Qi (re-designated as executive Director on 21 October 2025)	—	—	—	—
<i>Non-executive Directors</i>				
Mr. Chu Chun Ho, Dominic	4/4	—	—	—
Mr. Lin Zheming (resigned on 3 September 2025)	4/4	—	—	—
Ms. Jiang Juqi (resigned on 24 June 2025)	4/4	—	—	—
<i>Independent non-executive Directors</i>				
Mr. Wang Jian (resigned on 3 September 2025)	4/4	2/2	1/1	1/1
Mr. Tao Chi Keung (resigned on 13 June 2025)	1/1	1/1	—	—
Mr. Cai Tsz Yeung (resigned on 26 June 2025)	4/4	2/2	—	—
Ms. Huang Lin (appointed on 23 June 2025)	n/a	n/a	n/a	n/a
Mr. Li Liang (appointed on 23 June 2025)	n/a	n/a	n/a	n/a
Mr. Du Jianfeng (appointed on 23 June 2025)	n/a	n/a	n/a	n/a
Mr. Tan Kaiguo (appointed on 30 September 2025)	n/a	n/a	n/a	n/a

Minutes of the Board meetings, meetings of board committees and general meetings are kept by the Company Secretary. They are open for inspection at any reasonable time on reasonable notice by any Director.

## Board Committees

The Board has proper delegation of its powers and has established three Board Committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, with specific written terms of reference that deal clearly with their authority and duties, to oversee particular aspects of the Group affairs. The Board may establish other Board Committee(s) when necessary in accordance with the Articles. The terms of reference of all Board Committees have required them to report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so.

Sufficient resources, including the advice of the external auditors and other independent professional advisers, are provided to the Board Committees to enable them to discharge their duties.

## Audit Committee

The Audit Committee was established in compliance with Rules 3.21 and 3.22 of the Listing Rules and Code Provision D.3.3 of the CG Code. The Audit Committee is accountable to the Board and is primarily responsible for reviewing and monitoring the integrity of financial information and reporting by the Company, for reviewing the Group's internal control and risk management systems and for overseeing the relationship with the external auditors. The Audit Committee has access to and maintains an independent communication with the external auditors and the management to ensure effective information exchange on all relevant financial and accounting matters.

The full terms of reference of the Audit Committee are available on the Stock Exchange's and the Company's websites. The current composition of the Audit Committee is as follows:

### Audit Committee

#### Committee Members

##### *Independent Non-executive Directors*

Mr. Tan Kaiguo (*Chairman*) (appointed on 30 September 2025)

Mr. Li Liang (since 23 June 2025)

Mr. Du Jianfeng (since 23 June 2025)

Mr. Wang Jian (ceased as chairman on 3 September 2025)

Ms. Huang Lin (since 23 June 2025)

Mr. Tao Chi Keung (from 20 October 2023 to 13 June 2025)

Mr. Cai Tsz Yeung (from 20 October 2023 to 26 June 2025)

Total number of members: 3

% of Independent Non-executive Directors: 100%

Minimum number of meetings per year: 2

In attendance: Representatives from the auditors of the Company, the Chief Financial Officer and the Company Secretary, as applicable

The key roles and responsibilities of our Audit Committee include:

- (i) make recommendations to the Board on the appointment, re-appointment and removal of the external auditors, and approve the remuneration and terms of engagement of the external auditors, and deal with any questions of its resignation or dismissal;

- (ii) review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards, and discuss with the auditors the nature and scope of the audit and reporting obligations before the audit commences;
- (iii) develop and implement policy on engaging an external auditors to supply non-audit services;
- (iv) monitor integrity of the Company's financial statements and annual report and accounts, half-year report, if prepared for publication, and review significant financial reporting judgments contained in them;
- (v) review the systems of the Company on financial controls, internal control (including without limitation the procedures for compliance with the requirements of Listing Rules and the Companies Ordinance (Cap. 622 of the Laws of Hong Kong)) and risk management;
- (vi) discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems;
- (vii) where an internal audit function exists, ensure co-ordination between the internal and external auditors, and ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and review and monitor its effectiveness;
- (viii) review the Group's financial and accounting policies and practices;
- (ix) review the external auditors' management letter, any material queries raised by the external auditors to management about accounting records, financial accounts or systems of control and management's response, and ensure that the Board will provide a timely response to the issues raised in the external auditors' management letter;
- (x) review arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters; and
- (xi) act as the key representative body for overseeing the Company's relations with the external auditors.

During the Year, the Audit Committee has performed the following major works:

- reviewed the annual financial statements of the Group and related results announcement and report of the Company for the year ended 31 December 2023, with recommendations to the Board for approval;
- noted and considered the major audit findings related to the 2023 annual audit from HLB Hodgson Impey Cheng Limited, the Company's external auditors;
- reviewed and monitored the financial reporting system, the risk management and internal control systems and the internal audit function of the Group, including their performance and effectiveness;
- reviewed the interim financial statements of the Group and related results announcement and report of the Company for the six months ended 30 June 2024, with recommendations to the Board for approval;

## Corporate Governance Report

- received reports on the findings of HLB Hodgson Impey Cheng Limited during their reviews and reviewed the recommendations made to management by HLB Hodgson Impey Cheng Limited and the relevant management's responses;
- considered and made recommendations to the Board on the re-appointment of HLB Hodgson Impey Cheng Limited;
- reviewed the independence of HLB Hodgson Impey Cheng Limited and engagement of HLB Hodgson Impey Cheng Limited for annual audit for the Year;
- reviewed and approved the annual audit plan of HLB Hodgson Impey Cheng Limited, including the nature and scope of the audit, the fee payable to them, their reporting obligations and their work plan;
- reviewed internal audit charter and internal control assessment plan from professional consultants;
- reviewed the arrangements for the Company's employees to use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters, with recommendations to the Board for approval; and
- reviewed the Company's corporate governance compliance matters.

The attendance records of each committee member at the Audit Committee meetings held during the Year are set out in the above section headed "Directors' Attendance Records".

There was no disagreement between the Board and the Audit Committee regarding the appointment of external auditors.

### Remuneration Committee

The Remuneration Committee was established in compliance with Rules 3.25 and 3.26 of the Listing Rules and Code Provision E.1.2 of the CG Code. The Remuneration Committee is primarily responsible for recommending to the Board the remuneration of Directors and certain senior managers.

The full terms of reference of the Remuneration Committee are available on the Stock Exchange's and the Company's websites.

The current composition of the Remuneration Committee is as follows:

#### Remuneration Committee

##### Committee Members

###### *Independent Non-executive Directors*

Ms. Huang Lin (*chairman since 3 September 2025*)

Mr. Li Liang (since 23 June 2025)

Mr. Du Jianfeng (since 23 June 2025)

Mr. Wang Jian (appointed as chairman on 20 October 2023 and ceased as chairman on 3 September 2025)

Mr. Tao Chi Keung (from 20 October 2023 to 13 June 2025)

Mr. Cai Tsz Yeung (from 20 October 2023 to 26 June 2025)

Total number of members: 3

% of Independent Non-executive Directors: 100%

Minimum number of meetings per year: 1

In attendance: The Chief Financial Officer, the Company Secretary and other members of the management, as applicable

The key roles and responsibilities of the Remuneration Committee include:

- (i) make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (ii) review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (iii) review specific remuneration packages of all executive Directors and management, with recommendations to the Board for approval (i.e. the model described in Code Provision E.1.2(c)(ii) of the CG Code is adopted);
- (iv) make recommendations to the Board on the remuneration of non-executive Directors;
- (v) consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- (vi) review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- (vii) review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- (viii) ensure that no Director or any of his associates is involved in deciding his own remuneration; and
- (ix) review and approve matters relating to share schemes under Chapter 17 of the Listing Rules.

During the Year, the Remuneration Committee has performed the following major works:

- reviewed and updated the policy on remuneration of all of the Directors and management;
- assessed performance of executive Directors and approving the terms of executive Directors' service contracts;
- reviewed specific remuneration packages of all executive Directors and management, with recommendations to the Board for approval (i.e. the model described in Code Provision E.1.2(c)(ii) of the CG Code is adopted);
- reviewed the remuneration packages of the Directors;
- reviewed and approved matters relating to the share scheme of the Company.

The attendance records of each committee member at the Remuneration Committee meeting held during the Year are set out in the above section headed "Directors' Attendance Records".

The executive Directors are the senior management of the Company. Further details of the remuneration of Directors and the 5 highest paid employees have been set out in note 12 to the consolidated financial statements.

## Nomination Committee

The Nomination Committee was established in compliance with Code Provisions B.3.1 of the CG Code. The primary duties of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and recommending any changes directly to the Board; identifying qualified and suitable individuals to become Board members and selecting and/or making recommendations to the Board on the selection of individuals nominated for directorships; assessing the independence of independent non-executive Directors; and making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the Chief Executive Officer.

The full terms of reference of the Nomination Committee are available on the Stock Exchange's and the Company's websites.

The current composition of the Nomination Committee is as follows:

Nomination Committee
<b>Committee Members</b>
<i>Independent Non-executive Directors</i>
Ms. Huang Lin ( <i>Chairman since 3 September 2025</i> )
Mr. Li Liang ( <i>since 23 June 2025</i> )
Mr. Du Jianfeng ( <i>since 23 June 2025</i> )
Mr. Wang Jian ( <i>ceased on 3 September 2025</i> )
Mr. Tao Chi Keung ( <i>from 20 October 2023 to 13 June 2025</i> )
Mr. Cai Tsz Yeung ( <i>from 20 October 2023 to 26 June 2025</i> )
<i>Non-executive Director</i>
Jiang Juqi ( <i>from 20 October 2023 to 24 June 2025</i> )
Total number of members: 3
% of Independent Non-executive Directors: 100%
Minimum number of meetings per year: 1
In attendance: The Chief Financial Officer, the Company Secretary and other members of the management, as applicable

The key roles and responsibilities of the Nomination Committee include:

- (i) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (ii) formulate a policy of selection and nomination of Directors and the procedures for the sourcing of suitably qualified Directors for consideration of the Board and implement such plan and procedures approved;
- (iii) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (iv) ensure sufficient biographical details of nominated candidates are provided to the Board and Shareholders to enable them to make a decision regarding selection of the Board members;
- (v) assess the independence of independent non-executive Directors;
- (vi) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the Chief Executive Officer; and

- (vii) conform to and abide by any requirement, direction and regulation that may be prescribed by the Board or contained in the constitutional documents of the Company or imposed by the Listing Rules or applicable laws.

During the Year, the Nomination Committee has performed the following major works:

- reviewed the Board diversity policy;
- reviewed the nomination policy for directorship including procedures, process and criteria;
- reviewed the structure, size, diversity and composition of the Board and Board Committees and the split between the numbers of executive Directors, non-executive Directors and independent non-executive Directors; and
- assessed the independence of the independent non-executive Directors.

The attendance records of each committee member at the Nomination Committee meeting held during the Year are set out in the above section headed "Directors' Attendance Records".

The Company has also adopted the Director nomination policy. Such policy, devising the criteria and process of selection and performance evaluation, provides guidance to the Board on the nomination and appointment of Directors. The Board believes that the defined selection process is good for corporate governance in ensuring Board continuity and appropriate leadership at the Board level, and enhancing better Board effectiveness and diversity as well as compliance with the applicable rules and regulations.

The Nomination Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, referral by other member of the management and external recruitment agents. In selecting and evaluating candidates for directorship, the Nomination Committee may make reference to certain criteria, such as the Company's needs, the integrity, experience, skills and professional knowledge of the candidate, and the amount of time and effort that the candidate will devote to discharge his/her duties and responsibilities. Each candidate shall be ranked by order of preference based on the needs of the Company and his/her reference check. The Nomination Committee shall report its findings and make recommendations to the Board on the appointment of appropriate candidates for directorship.

### Diversity

The Company also recognises and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining the Company's competitive advantage. The Company believes that greater diversity of Directors is good for corporate governance and is committed to attract and retain candidate(s) for the Board with a combination of competencies from the widest possible pool of available talents; and to assess regularly the diversity profile of the Board and, where applicable, prepare the senior management for Board positions under the succession planning of the Company and the progress on achieving diversity objectives, if any. A Board diversity policy was adopted by the Company, pursuant to which the Board and the Nomination Committee are responsible for reviewing and assessing on an annual basis the Board composition under diversified perspectives, the measurable objectives of which include but not be limited to gender, age, cultural and educational background, or professional experience, and for ensuring that changes to the Board's composition can be managed without undue disruption. The Nomination Committee shall report its findings and make recommendation to the Board, if any. Such policy and objectives, if any, will be reviewed from time to time to ensure their appropriateness in determining the optimum composition of the Board that is aligning with the Company's strategy and objectives.

## Corporate Governance Report

As of the date of this annual report, 1 out of 7 Directors is female. The Directors obtained degrees or diplomas in diverse disciplines, including accounting, economics and business management and have a balanced mix of professional experience and industry background in corporate management, financial management, commercial banking, asset management and investment, legal services, accounting, auditing and capital markets.

There have been significant changes in the composition of the Board during the Year, resulting in a period of adjustment for the current Board members. As part of the commitment to diversity, the Board recognizes the importance of gender balance and aims to increase the representation of female members in the Board over time. When selecting and recommending candidates for Board appointments, the Board is currently actively seeking opportunities to identify suitable individuals who can contribute as executive Directors, Chairman, and Chief Executive Officer of the Company.

The Company is dedicated to achieving an appropriate balance of gender diversity, taking into consideration the expectations of the stakeholders and adhering to international and local recommended best practices. The Company will work towards gender parity within the Board, ensuring equal representation and harnessing the benefits of diverse perspectives.

The Board will regularly review its progress in achieving gender diversity targets and provide updates in future reports, demonstrating its commitment to creating a more inclusive and equitable corporate environment.

Details of the current members of the Board are set out as follows:

<b>Gender</b>		<b>Male</b>	<b>Female</b>
		6	1
<b>Nationality</b>		<b>Chinese</b>	<b>Singapore</b>
		6	1
<b>Age group</b>	<b>30–39</b>	<b>40–49</b>	<b>50–59</b>
	1	3	3
<b>Length of service</b>	<b>4 years or below</b>	<b>5 to 9 years</b>	<b>Over 9 years</b>
	6	0	1

As of 31 December 2024, the Group had a total of 104 female staff out of 156 employees, representing approximately 66.7% of the employees (including senior management) of the Group, and demonstrating a relatively balanced gender ratio achieved by the Group. Nevertheless, the Group will continue to identify suitable female candidates for relevant positions at all levels of our Company, including but not limited to the Board and the management levels; and try to ensure gender diversity when recruiting staff at mid to senior level and engage more resources in training female staff with the aim of promoting them to the senior management or directorship of the Company. For further details, please refer to the Environmental, Social and Governance Report of the Company.

The Board and the Nomination Committee have reviewed the implementation and effectiveness of the board diversity policy and considered it to be effective for the Year.

### Corporate Governance Functions

The Board is responsible for performing the corporate governance duties set out in Code Provision A.2.1 of the CG Code. The principal roles and functions of the Board in relation to corporate governance is to develop and review the Company's policies and practices on corporate governance, to review and monitor the training and continuous professional development of Directors and management, to review and monitor the Company's policies and practices in compliance with legal and regulatory requirements, to develop, review and monitor the code of conduct applicable to employees and Directors, and to review the Company's compliance with the CG Code and disclosures in the Corporate Governance Report.

During the Year, the principal work performed by the Board in relation to corporate governance functions are summarised below:

- reviewed the template for monthly updates (including financial information and business operations) of the Group;
- reviewed the arrangements for the Company's employees to use, in confidence, and to raise concerns about possible improprieties in financial reporting, internal control or other matters;
- developed and reviewed the Company's corporate governance policy and practices and make recommendations to the Board;
- reviewed the shareholders' communication policy;
- developed, reviewed and monitored the code of conduct of the Company applicable to employees and Directors;
- reviewed and monitored the training and continuous professional development of the Directors and management;
- reviewed and monitored the legal and regulatory compliance policy and practices of the Company;
- reviewed the terms of reference of each of the Board Committees; and
- reviewed the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

### Directors' Training and Continuous Professional Development

Each newly appointed Director shall receive an induction on the first occasion of his/her appointment to ensure that he/she has an appropriate understanding of the business and operations of the Group and that he/she is fully aware of the Directors' responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

Pursuant to Code Provision C.1.4 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. The Company should be responsible for arranging and funding suitable training, placing an appropriate emphasis on the roles, functions and duties of a listed company's director. The Company updates Directors on the latest development regarding the Listing Rules and other applicable regulatory requirements from time to time, in order to ensure compliance and enhance their awareness of good corporate governance practices. The Company also arranges suitable professional development seminars and courses for the Directors and circulates various journals, articles and commentaries about the latest development of the industry from time to time amongst Directors. Directors are requested to provide their training records to the Company for records.

Each of the Directors appointed during the Year has to obtained legal advice from a firm of solicitors qualified to advise on Hong Kong law as regards the requirements under the Listing Rules that are applicable to him/her as a Director and the possible consequences of making a false declaration or giving false information to the Stock Exchange.

## Corporate Governance Report

According to the records provided by the Directors, the training received by them during the Year is summarised as follows:

<b>Directors</b>	<b>Type of continuous professional development training</b> <sup>Notes</sup>
<i>Non-executive Directors</i>	
Mr. Lin Zheming	A, B
Mr. Chu Chun Ho, Dominic	A, B
Ms. Jiang Juqi	A, B
<i>Independent non-executive Directors</i>	
Mr. Wang Jian	A, B
Mr. Tao Chi Keung	A, B
Mr. Cai Tsz Yeung	A, B
Notes:	
A.	Attending seminar(s), conference(s), forum(s) and/or training course(s).
B.	Reading materials provided by external parties or by the Company including but not limited to updates relating to the Company's business or directors' duties and responsibilities, the latest development of the Listing Rules and other applicable regulatory requirements.

### Directors' Responsibilities over the Financial Statements

The Board is accountable to the Shareholders and is committed to presenting comprehensive and timely information to the Shareholders for assessment of the Company's performance, financial position and prospects. A separate statement containing a discussion and analysis of the Group's performance is included in the section headed "Management Discussion and Analysis" of this annual report.

The Board's endeavor to present a balanced, clear and understandable assessment extends to annual and interim reports and other financial disclosures required under the Listing Rules and other applicable rules.

The Directors acknowledge their responsibility for the presentation of financial statements, which give a true and fair view of the state of affairs of the Company and the Group, and the results and cash flows for each financial period. In preparing the financial statements, the Directors have to ensure that appropriate accounting policies are adopted. The financial statements are prepared on a going concern basis. The Board is provided with explanations and information by the management of the Company, so that the Directors have an informed assessment of the financial and other information of the Group put forward to the Board for discussion and approval.

As set out in note 3.1 to the Consolidated Financial Statements, as at 31 December 2024, the Group’s current liabilities exceeded its current assets by approximately HK\$70,748,000 (31 December 2023: HK\$45,931,000). As stated in note 3.1, these events or conditions, along with other matters as set forth in note 3.1, indicate that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern. The auditor’s opinion is not modified in respect of this matter.

For the management’s and audit committee’s position, view and assessment on the disclaimer of opinion, please refer to sections headed “Management’s position, view and assessment on the Disclaimer of Opinion” and “Audit Committee’s position, view and assessment on the Disclaimer of Opinion” under “Management Discussion and Analysis” of this annual report.

### Remuneration of Senior Management

The senior management of the Company receives remuneration in the form of salaries, bonuses, contribution to retirement schemes, and other allowances and benefits in kind subject to applicable laws, rules and regulations.

The remuneration of the senior management of the Company for the Year falls under the following bands:

Band of Remuneration	Number of Individuals
HK\$Nil to HK\$1,000,000	nil

### Auditors and Auditors’ Remuneration

HLB Hodgson Impey Cheng Limited continued to be appointed as the external auditors of the Company in 2023. A statement by the auditors about its reporting responsibilities is included in the Independent Auditors’ Report on the Group’s consolidated financial statements on pages 66 to 68 in this annual report.

In arriving at its opinion, the auditors of the Company conducted an audit without any restrictions and had access to individual Directors (including Audit Committee members) and management of the Company.

## Corporate Governance Report

The remuneration paid and payable to HLB Hodgson Impey Cheng Limited in respect of annual audit and non-audit services of the Group for the Year and the year of 2023 is set out below:

<b>Type of services provided by the external auditors</b>	<b>2024 HK\$'000</b>	<b>2023 HK\$'000</b>
Audit service	<b>1,600</b>	<b>2,400</b>
Non-audit services		
— Interim Financial Review	<b>—</b>	<b>150</b>
Total	<b>1,600</b>	<b>2,230</b>

### Risk Management and Internal Control

The main features of the risk management and internal control systems are to provide a clear governance structure, policies and procedures, as well as reporting mechanism to facilitate the Group to manage its risks across business operations.

The Group has established a risk management framework, which consists of the Board, the Audit Committee and the management. The Board determines and evaluates the nature and extent of risks that shall be taken in achieving the Group's strategic objectives, and has the overall responsibility for monitoring the design, implementation and the overall effectiveness of the risk management and internal control systems.

The Group has formulated and adopted the risk management policy for providing direction in identifying, evaluating and managing significant risks. The management identifies risks that would adversely affect the achievement of the Group's objectives, and assesses and prioritizes the identified risks according to a set of standard criteria on an annual basis. Risk mitigation plans and risk owners are then established for those risks considered to be significant.

In addition, the Group has engaged an independent professional advisor to assist the Board and the Audit Committee in conducting ongoing monitoring of the risk management and internal control systems of the Group and the management of the Group had conducted ongoing monitoring of the risk management. Deficiencies in the design and implementation of internal controls are identified and recommendations are proposed for improvement. Relevant findings, the effectiveness of the risk management and internal control systems and significant internal control deficiencies are reported to the Audit Committee and the Board on a timely basis to ensure prompt remedial actions are taken.

A risk management report and internal control report are submitted to the Audit Committee and the Board at least once a year. The Board had performed an annual review on the effectiveness of the Group's risk management and internal control systems, including but not limited to the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions, as well as those relating to the environmental, social and governance performance and reporting; the Group's ability to cope with its business transformation and changing external environment; the scope and quality of management's review on the risk management and internal control systems; result of internal audit work; the extent and frequency of communication with the Board in relation to the result of the risk management and internal control systems review; significant failures or weaknesses identified and their related implications; and status of compliance with the Listing Rules. The Board considers the Group's risk management and internal control systems need to be strengthened, details of which are set out below.

As disclosed in the announcement of the Company dated 10 November 2025 in order to fulfill the additional resumption guidance imposed by the Stock Exchange, the Company engaged Valplus Consulting Limited as internal control consultant (the "**IC Consultant**") to conduct an independent internal control assessment (the "**IC Assessment**") and to make recommendations on measures to be taken by the Company in improving and strengthening the internal control system of the Group.

The IC Assessment covered the Group's corporate level controls, subsidiaries control mechanism as well as the financial information management and preservation of the Group for the period from 1 January 2024 to 15 September 2025. The scope of the IC Assessment covered corporate level controls (in the aspects including policies and procedures, control environment and organizational structures, management assignment of authority and responsibility, commitment to competence, risk management and internal control, information and communication as well as ongoing monitoring systems) as well as financial reporting and disclosure controls (in the aspects including but not limited to policies and procedures, preparation of ledgers, financial closing, management account and account reconciliation, security and maintenance of accounting systems, proper books and record documentation, related party and connected party transaction identification and controls, segregation of duties and loan management).

In conducting the IC Assessment, the IC Consultant have (i) conducted interviews with the Group's relevant management and staff, inspected the relevant documentation in order to understand the existing processes and controls; (ii) performed walkthrough tests to confirm their understanding of the relevant processes and controls and to determine whether the controls have been implemented as intended by the management of the Group (the "**Management**"); (iii) performed test of samples to assess whether the controls are operating effectively as intended by the Management based on the operating policies and procedures for the selected samples; and (iv) identified findings based on the work performed above and developed appropriate recommendations for improvement, where appropriate.

## Key Findings and Recommendations of the IC Assessment

The key internal control findings identified by the IC Consultant throughout the IC Assessment, together with the corresponding recommendations for rectification (the “**Rectification Recommendation(s)**”), the Management’s response and the remediation status are summarised as follows:

Key Findings	Rectification Recommendations	Management’s response and the remediation status
<p><b>1. Absence of updated corporate governance policy</b></p> <p>— The Group’s Corporate Governance Policy was not up-to-date and had yet to be fully aligned with the latest Listing Rules and Corporate Governance Code.</p>	<p>The IC Consultant recommended the Management to update and submit for Board approval a refreshed corporate governance policy to align with the latest Listing Rules and the Corporate Governance Code and circulate it to Directors and senior management of the Company with appropriate staff acknowledgment and website disclosure.</p>	<p>The Company accepted the recommendation, and revised and circulated to the Board, senior management and its finance teams the updated policies and procedures including Corporate Governance Policy, Inside Information Policy, Shareholder Communication Policy and ESG Policy and Procedures.</p> <p>Designated responsible persons led by Mr. Zhang Ming Qi (“<b>Mr. Zhang</b>”), the executive Director and the chief executive officer of the Company, and Mr. Chu Chun Ho, Dominic (“<b>Mr. Chu</b>”), the non-executive Director, are in place to oversee execution and compliance, implement policies and conduct day-to-day monitoring, which enables the Company to monitor compliance and prevent and detect deviations from policies.</p>
<p><b>2. Absence of independent non-executive director with accounting or financial management expertise</b></p> <p>— The Company had yet to appoint an independent non-executive director who possesses appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules.</p>	<p>The IC Consultant recommended the Company to appoint an independent non-executive director with the requisite accounting or financial management expertise to comply with Rule 3.21 of the Listing Rules within the three-month remedial period. Pending the appointment of the independent non-executive director, the audit committee of the Company should engage an external financial expert to advise on financial reporting matters and intensify its oversight agenda.</p>	<p>The Company accepted the recommendation, and identified and appointed a suitably qualified independent non-executive director who meets Rule 3.10(2) of the Listing Rules on 30 September 2025. This also reconstitutes the audit committee of the Company to comply with Rule 3.21 of the Listing Rules.</p>

Key Findings	Rectification Recommendations	Management's response and the remediation status
<p><b>3. Loss of records and loss of control over certain subsidiaries which arose with disclaimer of opinion</b></p> <p>— The Group was unable to locate books/records and balances of Shang Ying International Trade Holdings Limited and its subsidiaries and Shang Ying New Retail Group Holdings Limited and its subsidiaries as it could not locate records or contact the former director responsible for them.</p> <p>— There was no formal and written Group-level financial reporting management policy at the remaining key operating subsidiaries, namely S. Culture Holdings (BVI) Limited and its subsidiaries (the “<b>S. Culture Group</b>”).</p>	<p>The IC Consultant recommended the Company to establish a comprehensive subsidiary financial reporting policy that defines (i) specific reporting deadlines and submission procedures; (ii) minimum content requirements including financial statements, key performance indicators, and variance analysis; (iii) review and approval processes at subsidiary and parent company levels; (iv) consequences for late or non-compliant reporting; (v) communication protocols for significant events or exceptions.</p>	<p>The Company accepted the recommendation, and updated and circulated the Group-level financial reporting policies to the Board, senior management and the finance teams of the Company, with instructions for immediate implementation.</p> <p>Designed responsible persons led by Mr. Zhang and Mr. Chu are in place to implement the policies and conduct day-to-day monitoring.</p> <p>The Company also appointed Mr. Che Kean Tat (“<b>Mr. Che</b>”) as the new Group chief financial officer on 21 October 2025. Group financial reporting and month end consolidation are led by Mr. Che and supported by Mr. Ma Chun Fung, Horace (“<b>Mr. Ma</b>”), the chief financial officer of the footwear segment.</p>
<p><b>4. Lack of senior finance personnel capacity</b></p> <p>— The Group finance function had limited senior capacity to supervise subsidiaries following the resignation of the former Group chief financial officer on 3 September 2025.</p>	<p>The IC Consultant recommended the Company to (i) appoint acting chief financial officer, engage interim external support and commence an accelerated search for a permanent chief financial officer; and (ii) formalize direct reporting by all subsidiary finance heads to the acting/group financial controller.</p>	<p>The Company accepted the recommendation and appointed Mr. Che as the Group chief financial officer on 21 October 2025.</p>

Key Findings	Rectification Recommendations	Management's response and the remediation status
<p><b>5. Incomprehensive group loan management policy</b></p> <p>— The Group's loan management policy and procedures were not sufficiently comprehensive in areas such as (i) identifying and addressing loans to related parties/connected persons, (ii) governance, oversight and escalation protocols and (iii) impairment and provisioning.</p>	<p>The IC Consultant recommended the Company to enhance the Group's loan management policy to (i) define governance-level oversight of the loan portfolio's ongoing monitoring to the Board which was delegated to the audit committee; (ii) embed a mandatory regulatory triage for every proposed loan to assess Chapter 14/14A implications and the SFO Part XIVA disclosure, with company secretary or legal advisor to sign-off prior to approval; (iii) align the impairment policy to Hong Kong Financial Reporting Standards ("HKFRS") 9, and document the quarterly expected credit loss review process; (iv) enhance ongoing monitoring and impairment assessments under HKFRS 9 by the Management, with escalation to the audit committee upon triggering events.</p>	<p>The Company accepted the recommendation, and revised and circulated the updated Group's loan management policy to the Board, senior management and its finance teams.</p> <p>Designated responsible persons led by Mr. Zhang and Mr. Chu are in place to oversee execution and compliance, implement policies and conduct day-to-day monitoring. Group financial reporting, month-end consolidation and relevant compliance matters are led by Mr. Che and supported by Mr. Ma.</p> <p>The policies embed checks and balances and segregation of duties appropriate to the Group's current scale and structure.</p>

## Opinions of the Audit Committee and the Board

The Group has adopted and implemented the relevant remediation measures in accordance with the Rectification Recommendations made by the IC Consultant as set out above. The Company considers that adequate internal controls and procedures have been in place.

Having considered the report of the IC Assessment (the "IC Report") and the remediated actions taken by the Group, both the audit committee of the Company and the Board are of the view that (i) all the internal control deficiencies identified as key findings in the IC Assessment have been adequately addressed; (ii) the enhanced internal control measures implemented by the Group based on the Rectification Recommendations are adequate and sufficient to detect, monitor and prevent occurrence of similar incidents; and (iii) the Group has strengthened and established sufficient and reliable internal control, governance and financial reporting systems to enable the Company to meet its obligations under the Listing Rules and the Corporate Governance Code.

Both the Audit Committee and the Board will continue to monitor the effectiveness of the Company's internal control system and procedures so to enable the Company to perform its obligations under the Listing Rules, and ensure that its internal control policies and procedures are reasonable and adequate, and are well integrated into the operations of the Group.

The Board acknowledges its responsibility over the risk management and internal control systems and reviewing their effectiveness. The risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

### Whistleblowing Policy

The whistleblowing policy has been put in place for all employees and those who have business dealings with the Group to deal with concerns related to any misconduct, malpractice or irregularity within the Group. They may raise concerns about the possible improprieties in any matters related to the Group, in writing to the Audit Committee in confidence and anonymity. The Audit Committee shall then determine the course of action to pursue with respect to such report.

### Anti-Corruption Policy

The Group has formulated its own anti-corruption policy to ensure the Directors and employees within the Group comply with the Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong) ("**POBO**"), amongst other relevant laws of other countries or regions as appropriate, to prevent the imposition of any criminal and civil penalties as provided under POBO and such other relevant anti-corruption laws of other countries or regions, and any reputational damage that may arise from its involvement in any form of bribery or corruption, money laundering and financing of terrorism, whether in Hong Kong or elsewhere. The policy sets out the integrity and conduct requirements and policies or controls in place which applies to all Directors and its employees, and external parties doing business with the Group and those acting in an agency or fiduciary capacity on behalf of the Group (e.g., agents, consultants, joint venture partners, associated companies, contractors and suppliers). The policy is reviewed from time to time to ensure its continued effectiveness.

### Procedures and internal controls for the handling and dissemination of inside information

The Group complies with requirements of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) ("**SFO**") and the Listing Rules. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the safe harbors as provided in the SFO. Before the information is fully disclosed to the public, the Group ensures that the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group will immediately disclose the information to the public. The Group is committed to ensuring that information contained in announcements are not false or misleading as to a material fact, or false or misleading through the omission of a material fact, in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

### Company Secretary

During the Year, Ms. So Ka Man from Tricor Services Limited, an external service provider, who was appointed by the Board, served as the Company Secretary. The biography of Ms. So Ka Man is set out in the section headed "Directors, Senior Management and Secretary" of this annual report. The primary contact of Ms. So Ka Man at the Company is Mr. Lai Wenjing, a senior management of the Company.

During the Year, Ms. So Ka Man had taken no less than 15 hours of professional training.

Mr. Tung Tat Chiu, Michael was appointed by the Board as the Company Secretary and an authorized representative of the Company on 15 July 2025. The biography of Mr. Tung is set out in the section headed "Directors, Senior Management and Secretary" of this annual report. The primary contact of Mr. Tung at the Company is Mr. Zhang Ming Qi, an executive Director and the authorised representative of the Company.

### Communications with Shareholders and Investors

The Company believes that effective communication with Shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Company also recognizes the importance of transparency and timely disclosure of its corporate information, which enables Shareholders and investors to make an informed investment decision.

The Company maintains a website at [www.s-culture.com](http://www.s-culture.com) as a communication platform with Shareholders and investors, where information and updates on the Group's business developments and operations and other information are available for public access. In addition, the Company regularly meets with institutional investors, financial analysts and financial media, so as to promote the development of the Company through mutual and efficient communications.

Enquiries and suggestions from Shareholders or investors to the Board are welcomed by mail to the Company's principal place of business in Hong Kong at Flat F-J, 11th Floor, Block 2, Kwai Tak Industrial Centre, 15-33 Kwai Tak Street, Kwai Chung, New Territories, Hong Kong or via email to [ir@s-culture.com](mailto:ir@s-culture.com) for the attention of the Investor Relations Department. Inquiries are dealt with in an informative and timely manner.

Besides, Shareholders' meetings provide an opportunity for communication between the Board and the Shareholders. It is the Company's general practice that the Chairman as well as chairmen of the Audit Committee, the Nomination Committee and the Remuneration Committee, or in their absence, their duly appointed delegates, will be available to answer questions at the annual general meeting of the Company. In addition, the Company will invite representatives of the auditors of the Company to attend its annual general meeting to answer Shareholders' questions about the conduct of the audit, the preparation and contents of the auditors' report, the accounting policies and auditors' independence.

### Shareholders' Rights

To safeguard Shareholders' interests and rights, separate resolutions are proposed at Shareholders' meetings on each substantial issue, including the election of individual Directors, for Shareholders' consideration and voting. The Shareholders may convene an extraordinary general meeting or put forward proposals at Shareholders' meetings as follows:

- (1) Shareholder(s) holding at the date of deposit of the requisition not less than one-tenth of the voting rights, on a one vote per share basis, in the paid-up capital of the Company may request the Board to convene an extraordinary general meeting pursuant to Article 64 of the Articles by sending a written requisition to the Board or the Company Secretary at the Company's principal place of business in Hong Kong. The purpose of requiring such general meeting must be stated in the written requisition.
- (2) If a Shareholder wishes to propose a person other than a retiring Director for election as a Director at a general meeting, pursuant to Article 113 of the Articles, the Shareholder (other than the person to be proposed) duly qualified to attend and vote at the general meeting shall send a written notice, duly signed by the Shareholder, of his/her intention to propose such person for election and also a notice signed by the person to be proposed of his/her willingness to be elected. These notices should be lodged at the Company's principal place of business in Hong Kong, or the office of the Company's branch share registrar (17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong). The period for lodgement of such notices shall commence on the day after the dispatch of the notice of such general meeting and end 7 days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least 7 days.
- (3) A Shareholder shall make a written requisition to the Board or the Company Secretary at the principal place of business in Hong Kong of the Company, specifying the shareholding information of the Shareholder, his/her contact details and the proposal he/she intends to put forward at Shareholders' meeting regarding any specified transaction/business and its supporting documents.

For the avoidance of doubt, Shareholder(s) must provide their full name(s), contact details and identification, in the originally signed written requisition, notice or statement (as the case may be), in order to give effect thereto. Information of Shareholder(s) may be disclosed as required by law. Shareholders may refer to the Articles for further details of the rights of Shareholders.

All resolutions put forward at Shareholders' meetings of the Company shall be voted by poll pursuant to the Listing Rules. The poll results shall be posted on the websites of the Stock Exchange and the Company after each Shareholders' meeting.

### Shareholders' Communication Policy

The Company has in place a shareholders' communication policy to ensure that Shareholders' views and concerns are appropriately addressed. During the Year, the Company has reviewed the implementation and effectiveness of its shareholders' communication policy and considered that the policy was effectively implemented with the measures as disclosed under paragraphs headed "Communications with Shareholders and Investors" and "Shareholders' Rights".

### Dividend Policy

The Board has adopted the dividend policy to set out the basic principles and criteria based on which the Board may consider the distribution of dividends. Such declaration and payment of dividends shall remain to be determined at the absolute discretion of the Board, subject to all the applicable laws and regulations and the Articles.

The Company intends to pay dividend(s) of approximately 10% to 20% of its annual profits available for distribution. However, the Board will take into account the following conditions and factors before recommending or declaring dividends, including without limitation the Company's: (i) financial results; (ii) cash flow situation; (iii) balance of distributable reserves; (iv) business conditions and strategies; (v) future operations and earnings; and (vi) capital requirements and expenditure plans.

The Board will review the said dividend policy as appropriate from time to time. The historical declarations of dividends of the Group should not be used as a reference or basis to determine the level of dividends that may be declared or paid by the Group in the future. Any declaration and payment as well as the amount of the dividends will be subject to any restrictions under the applicable laws and regulations and the Articles.

### Constitutional Documents

The Amended and Restated Memorandum and Articles of Association of the Company (the "**Amended M&A**") was adopted on 27 December 2023 to comply with the relevant provisions of the Listing Rules.

A copy of the Amended M&A is posted on the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.s-culture.com](http://www.s-culture.com)).

# REPORT OF THE DIRECTORS

The Directors present this annual report together with the audited consolidated financial statements for the Year (the “**Consolidated Financial Statements**”).

## Principal Activities and Business Review

The principal activity of the Company is investment holding, whilst its major operating subsidiaries are engaged in the trading of footwear and footwear related products.

The business review required under Schedule 5 to the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), including a description of the principal risks and uncertainties faced by the Group, an analysis of the Group’s performance during the Year using financial key performance indicators and an indication of likely future development in the Group’s business, is set out in the “Management Discussion and Analysis” of this annual report and a description of the environmental policies and performance is set out in the “Environmental, Social and Governance Report” of this annual report. These discussions form part of this “Report of the Directors”.

An analysis of the revenue and the results of the Group by operating segments during the Year is set out in note 6 to the Consolidated Financial Statements.

## Principal Subsidiaries

A list of principal subsidiaries, together with their places of incorporation/establishment and particulars of their issued share capital/registered capital and principal activities, is set out in note 42 to the Consolidated Financial Statements.

## Financial Results

Consolidated statement of Profit or Loss and Other Comprehensive Income of the Group for the Year and the Consolidated Statement of Financial Position of the Group as at 31 December 2024 are set out in the Consolidated Financial Statements on pages 69 to 71 of this annual report.

## Dividends

The Directors has resolved not to recommend the payment of a final dividend for the Year (2023: Nil).

## Closure of Register of Members

The register of members of the Company will be closed from Friday, 15 May 2026 to Wednesday, 20 May 2026 (both days inclusive) for the purpose of determining the right to attend and vote at the forthcoming annual general meeting of the Company to be held on 20 May 2026 (the “2026 AGM”). In order to be entitled to attend and vote at the 2026 AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the corresponding share certificates are lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 14 May 2026.

## Five Years Financial Summary

A summary of the published results and of the assets and liabilities of the Group for the last five years ended 31 December 2024 is set out on page 143 of this annual report.

## Compliance with Relevant Laws and Regulations

During the Year, there was no material breach of or non-compliance with the applicable laws and regulations by the Group that had a significant impact on the business and operations of the Group.

## Major Suppliers and Customers

For the Year, the aggregate sales attributable to the Group's five largest customers were approximately 2.4%, while the sales attributable to the Group's largest customer during the Year were approximately 0.8%. The aggregate purchases attributable to the Group's five largest suppliers during the Year were approximately 36.8%, while the purchases attributable to the Group's largest supplier during the Year were approximately 14.8%.

None of the Directors, their close associates or any Shareholder (which to the knowledge of the Directors owns more than 5% of the Company's issued shares) had an interest in the Group's major suppliers or customers.

### Key relationships with the customers and suppliers

#### (a) Customers

The Group's wholesale customers of the footwear business are typically local department stores or footwear retail chain stores. The Group's retail customers are mainly members of the public or tourists in Hong Kong, Mainland China and Macau.

For wholesale customers of the footwear business, the Group had maintained business relationships and have been dealing with most of them for more than five years. Consistent with usual industry practice, the Group does not enter into any long-term sales agreements with them, while the Group will organize order meetings and request them to place purchase orders to us for every season.

For retail customers, the Group aimed to pursue excellence in product and service quality. Our sales team is trained to provide customers with high quality customer shopping experience and deal with any complaints that may arise from customers, including but not limited to the verification of any alleged defects in our products. The Directors regard the interests of customers as one of our top priorities.

#### (b) Suppliers

The Group is an established and reputable distributor and retailer with distribution rights with a number of renowned international lifestyle comfort footwear brands. The Directors consider that it is commercially beneficial to build up a close and long-term business relationship with its suppliers as the long-term collaboration would allow the Group to provide reliable and quality footwear products to its customers.

## Reserves and Distributable Reserves

Movements in the reserves of the Company during the Year are set out in note 41 to the Consolidated Financial Statements. Movements in the reserves of the Group are reflected in the Consolidated Statement of Changes in Equity.

There is no distributable reserves of the Company as at 31 December 2024, calculated under Part 6 of the Companies Ordinance (Cap.622 of the Laws of Hong Kong) (as at 31 December 2023: Nil).

## Pre-Emptive Rights

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

## Donations

Donations made by the Group during the Year amounted to approximately HK\$1.0 million (2023: approximately HK\$1.9 million).

## Report of the Directors

### **Bank and Other Borrowings**

Particulars of bank and other borrowings of the Group as at 31 December 2024 are set out in note 31 to the Consolidated Financial Statements.

### **Property, Plant and Equipment**

Details of movements in the property, plant and equipment of the Group during the Year are set out in note 16 to the Consolidated Financial Statements.

### **Share Capital**

Details of the Company's share capital and movements during the Year are set out in note 32 to the Consolidated Financial Statements.

### **Equity-linked Agreements**

No equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the Year or subsisted at the end of the Year.

### **Share Option Scheme**

The Company's share option scheme, which was adopted on 11 June 2013, expired on 10 June 2023. There were no outstanding share options under the scheme. The Group has no other share option scheme as at the date of this report.

## Directors

The Directors who held office during the Year and up to the date of this annual report were:

### Executive Directors

Mr. Zhang Ming Qi

*(appointed as a non-executive Director on 23 June 2025 and has been re-designated as an executive Director and appointed as the Chief Executive Officer since 21 October 2025)*

### Non-executive Directors

Mr. Chu Chun Ho, Dominic

Mr. Chen Qi *(appointed on 23 June 2025)*

Mr. Lin Zheming *(resigned on 3 September 2025)*

Ms. Jiang Juqi *(appointed on 14 September 2023 and resigned on 24 June 2025)*

### Independent non-executive Directors

Mr. Li Liang *(appointed on 23 June 2025)*

Ms. Huang Lin *(appointed on 23 June 2025)*

Mr. Du Jianfeng *(appointed on 23 June 2025)*

Mr. Tan Kaiguo *(appointed on 30 September 2025)*

Mr. Wang Jian *(resigned on 3 September 2025)*

Mr. Tao Chi Keung *(appointed on 20 October 2023 and resigned on 13 June 2025)*

Mr. Cai Tsz Yeung *(appointed on 20 October 2023 and resigned on 26 June 2025)*

Notes:

1. Mr. Tan Kaiguo was appointed as an independent non-executive Director on 30 September 2025.
2. Mr. Chu Chun Ho, Dominic resigned as a non-executive Director on 9 April 2026.

## Biographies of Directors

Brief biographical details of Directors are set out on pages 29 to 31 of this annual report.

## Report of the Directors

### Directors' Service Contracts

None of the Directors who are proposed for re-election at the 2026 AGM has a service contract with the Company that is not determinable within one year without payment of compensation (other than statutory compensation).

### Update on Directors' Information

Save as disclosed in the section headed "Directors and Secretary" of this annual report, as at the date of this annual report, the Directors confirm that no other information is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

### Remuneration Policy and Directors' Remuneration

According to the Group's remuneration policy, in evaluating the amount of remuneration payable to Directors and senior management, the factors to be considered by the Remuneration Committee include the salaries paid by similar companies, tenure of Directors and senior management, commitment, responsibilities and individual performance (as the case may be), etc.

The Remuneration Committee considers and recommends to the Board the remuneration and other benefits paid by the Company to the Directors. The remuneration of all Directors is subject to regular monitoring by the Remuneration Committee to ensure that the levels of their remuneration and compensation are appropriate. Details of Directors' remuneration are set out in note 12(a) to the Consolidated Financial Statements.

### Directors' Interests in Transactions, Arrangements or Contracts

Save as disclosed in this annual report, no transactions, arrangements or contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which any Director or his connected entity had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

### Arrangement to Acquire Shares or Debentures

Apart from the Share Option Scheme operated by the Company as disclosed in the section headed "Share Option Scheme" above, neither at the end of nor at any time during the Year there subsisted any arrangement to which the Company or any of its subsidiaries was a party and the objects of or one of the objects of such arrangement are/is to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

## Contract of Significance

No contract of significance has been entered into between the Company or any of its subsidiaries and the controlling Shareholders or any of its subsidiaries during the Year.

## Directors' Interests in Competing Business

For the year ended 31 December 2024, as far as the Directors are aware, none of the Directors had any competing interest in a business, which competes or is likely to compete, either directly or indirectly, with the Group's business.

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

As at 31 December 2024, the interests of the Directors and chief executive in the shares of the Company and/or its associated corporations, which were required, pursuant to Section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange, were as follows:

### Long position in the issued shares of the Company

<b>Name of Director</b>	<b>Nature of interests</b>	<b>Number of the Company's shares interested</b>	<b>Approximate percentage of the Company's issued share capital*</b>
Mr. Chu Chun Ho, Dominic	Person having a security interest in shares (Note)	22,000,000	9.06%

Note: Mr. Chu Chun Ho, Dominic and Mr. Chong Hot Hoi (a former Director) were jointly having security interest in these shares of the Company.

\* The percentage represents the number of the Company's shares interested divided by the number of the Company's issued shares as at 31 December 2024 (i.e. 242,845,000 shares).

## Report of the Directors

Save as disclosed above, as at 31 December 2024, none of the Directors or chief executive of the Company had registered an interest or a short position in the shares or underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required, pursuant to Section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

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

As at 31 December 2024, the following parties had interests of 5% or more of the issued share capital of the Company which were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

#### Long position in the issued shares of the Company

Name of Shareholder	Nature of interests	Notes	Number of the Company's shares interested	Approximate percentage of the Company's issued share capital*
Shang Ying Financial	Beneficial owner	1	149,993,617	61.77%
Mr. Yang Jun	Interest held by controlled corporations	1	149,993,617	61.77%
Great Wall International Investment X Limited	Person having a security interest in shares	2&3	123,993,617	51.06%
China Great Wall AMC (International) Holdings Company Limited	Interest held by controlled corporations	2&3	123,993,617	51.06%
China Great Wall Asset Management Co., Ltd.	Interest held by controlled corporations	2&3	123,993,617	51.06%
Mr. Osman Mohammed Arab	Joint and several receivers and managers	2&3	123,993,617	51.06%
Mr. Wong Kwok Keung	Joint and several receivers and managers	2&3	123,993,617	51.06%
Mr. Chong Hot Hoi	Person having a security interest in shares	4	22,000,000	9.06%
Mr. Liu Shaolin	Beneficial owner	5	14,848,000	6.11%
Ms. Li Yun	Interest held by spouse	5	14,848,000	6.11%
Shangying Global Investment Co., Limited	Beneficial owner	6	42,800,000	17.62%
Shangying Global Co., Ltd.	Interest held by controlled corporations	6	42,800,000	17.62%

## Notes:

- (1) The shares held by Shang Ying Financial (currently known as Starting Line Health Group Holdings Limited), which was in turn wholly owned by Mr. Yang Jun. Accordingly, Mr. Yang Jun was deemed to be interested in these shares of the Company pursuant to Part XV of the SFO.
  - (2) These shares held by Shang Ying Financial were pledged to Great Wall International Investment X Limited ("**Great Wall X**") to secure the repayment, obligations and responsibilities of a loan made by Great Wall X to Shang Ying Financial. Great Wall X was therefore deemed to be interested in these shares of the Company pursuant to Part XV of the SFO. In addition, the issued share capital of Great Wall X was wholly owned by China Great Wall AMC (International) Holdings Company Limited ("**China Great Wall AMC**"), which was in turn wholly owned by China Great Wall Asset Management Co., Ltd. ("**China Great Wall**"). Accordingly, China Great Wall and China Great Wall AMC were deemed to be interested in these shares of the Company which were deemed to be interested by Great Wall X pursuant to Part XV of the SFO.
  - (3) On 20 October 2023, Mr. Osman Mohammed Arab and Mr. Wong Kwok Keung were appointed as the joint and several receivers and managers (the "**Receivers**") over those shares held by Shang Ying Financial pledged to Great Wall X mentioned above. Accordingly, the Receivers were deemed to be interested in these shares of the Company pursuant to Part XV of the SFO.
  - (4) The interest of Mr. Chong Hot Hoi was jointly held with Mr. Chu Chun Ho, Dominic appearing in the above section headed "Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares".
  - (5) These 14,848,000 shares were held by Mr. Liu Shaolin, the spouse of Ms. Li Yun (a former Director). Accordingly, Ms. Li Yun was deemed to be interested in these shares of the Company pursuant to the SFO.
  - (6) On 9 December 2019, Shangying Global Investment Co., Limited ("**Shangying Global**") first acquired the interest in the Company. Shangying Global Co., Ltd. (whose shares were then listed on the Shanghai Stock Exchange) which held 100% interest in Shangying Global, was deemed to be interested in these shares of the Company pursuant to Part XV of the SFO.
- + The percentage represents the number of the Company's shares interested divided by the number of the Company's issued shares as at 31 December 2024 (i.e. 242,845,000 shares).

Save as disclosed above, as at 31 December 2024, no person, other than the Directors whose interests are set out in the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares" above, had registered an interest or a short position in the shares or underlying shares of the Company as recorded in the register of interests required to be kept pursuant to Section 336 of the SFO.

## Related Party Transactions

For the Year, there were no connected transactions or continuing connected transactions of the Company which require compliance with any of the reporting, announcement or independent shareholders' approval requirements under Chapter 14A of the Listing Rules. Details of material related party transactions undertaken in the usual course of business of the Group are set out in note 37 to the Consolidated Financial Statements. However, these transactions were either exempt from reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules, or did not fall under the definition of connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

## Management Contracts

No contract (other than the employment contracts) concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or in existence during the Year.

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

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities (including sale of treasury shares) during the Year. As at 31 December 2024 and the date of this annual report, the Company did not hold any treasury shares.

### Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this annual report, the Company has maintained a sufficient prescribed public float under the Listing Rules.

### Tax Relief and Exemption for Holders of Listed Securities

The Directors are not aware of any tax relief and exemption available to the Shareholders by reason of their holdings of the Company's securities.

### Permitted Indemnity Provision

Pursuant to the Articles, every Director shall be entitled to be indemnified and secured harmless out of the assets of the Company against all loss, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in the execution of their duties in their offices.

### Events after the Reporting Period

a. **Liquidation of Shangying Internet Medical (Shanghai) Co. Limited\* 商赢互联网医疗(上海)有限公司 (“Shangying Medical”) and disposal of Shanghai Ying Group**

The Shanghai Third Intermediate People's Court issued a civil ruling on 29 April 2024, with reference number “(2024) Hu 03 Po 396,” accepting the applicant's request for the bankruptcy liquidation of Shangying Medical. Subsequently, on 6 May 2024, a decision was made with the same reference number appointing PricewaterhouseCoopers (PwC) as the bankruptcy administrator for Shangying Medical. As of the date of approval of the consolidated financial statements, Shangying Medical remains in the bankruptcy examination stage. As per Article 25(1) of the Enterprise Bankruptcy Law, the administrator is tasked with various responsibilities including taking over the debtor's assets, conducting financial investigations, managing daily expenses, and representing the debtor in legal proceedings. Consequently, following the appointment of the bankruptcy administrator, Shangying Medical's management rights concerning company assets, financial records, internal affairs, expenses, and asset disposal have been transferred to the administrator, causing all shareholders to forfeit their control over the company's assets and operations as per the regulations outlined in Enterprise Accounting Standard No. 33 — Consolidated Financial Statements (revised in 2014), Article 7.

In September 2025, the Group has entered into a sale and purchase agreement with an independent third party for the disposal of Shanghai Ying Group, subsidiaries of the Group. The disposal has yet to be completed as of the date of approval for issue of these consolidated financial statements.

b. **Disposal of Shang Ying Group**

In September 2025, the Group has entered into a sale and purchase agreement with an independent third party for the disposal of Shang Ying Group, subsidiaries of the Group. The disposal has yet to be completed as of the date of approval for issue of these consolidated financial statements.

c. **Disposal of Shang Ying Capital Limited and its subsidiaries**

In September 2025, the Group has entered into a sale and purchase agreement with an independent third party for the disposal of Shang Ying Capital Limited and its subsidiaries. The disposal has yet to be completed as of the date of approval for issue of these consolidated financial statements.

## Audit Committee

The Audit Committee (consisting of three independent non-executive Directors) has reviewed with management the principal accounting policies adopted by the Group and discussed the risk management and internal control systems and financial reporting matters, including a review of the Consolidated Financial Statements.

## Auditors

HLB Hodgson Impey Cheng Limited will retire and, being eligible, offer themselves for re-appointment at the 2026 AGM. A resolution will be submitted to the 2026 AGM to seek Shareholders' approval on the reappointment of HLB Hodgson Impey Cheng Limited as the Company's auditors until the conclusion of the next annual general meeting. Save as disclosed above, there were no any other changes in auditors of the Company.

On behalf of the Board

**TATA Health International Holdings Limited**

**Zhang Mingqi**

*Non-executive Director*

Hong Kong, 26 September 2025

# INDEPENDENT AUDITORS' REPORT



31/F, Gloucester Tower  
The Landmark  
11 Pedder Street  
Central  
Hong Kong

## TO THE SHAREHOLDERS OF TATA HEALTH INTERNATIONAL HOLDINGS LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

### Disclaimer of Opinion

We were engaged to audit the consolidated financial statements of TATA Health International Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 69 to 142, which comprise the consolidated statement of financial position as at 31 December 2024, 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.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements and as to whether they have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### Basis for Disclaimer of Opinion

#### The financial impact to the Group's consolidated financial statements due to the Lost Records

As disclosed in note 3 to the consolidated financial statements, the directors of the Company were unable to locate certain accounting books and records and the supporting documents of certain subsidiaries, namely, the Shang Ying International Trade Holdings Limited and its subsidiaries (collectively referred to as the "Shang Ying International Group") and Shang Ying New Retail Group Holdings Limited and its subsidiaries (collectively referred to as the "Shang Ying Retail Group") (the "Lost Records").

The directors advised that, up to the date of approval of these consolidated financial statements, they had failed to obtain access to the accounting books and records in spite of repeated attempts made to the previous director of the Shang Ying International Group and Shang Ying Retail Group (the "Previous Director"), who was responsible for the keeping and maintaining of proper books and records of the entities comprising the Group. The directors were unable to locate the Lost Records from the Previous Director. As a result, the directors were unable to provide us with satisfactory accounting books and records and supporting documents of Shang Ying International Group and Shang Ying Retail Group for the financial years ended 31 December 2024 and 2023 and subsequent to the end of the financial reporting period. We were therefore unable to obtain sufficient appropriate audit evidence to satisfy ourselves that the carrying amounts of assets and liabilities of Shang Ying International Group and Shang Ying Retail Group included in the consolidated assets and liabilities of the Group presented in the consolidated statement of financial position as at 31 December 2024 and 2023 and the results and cash flows of Shang Ying International Group and Shang Ying Retail Group included in the consolidated revenue, income, expenses, gains and losses and cash flows of the Group presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows for the years ended 31 December 2024 and 2023, which amounts are disclosed in Note 3.1 to the consolidated financial statements, were free of material misstatement.

As disclosed in notes of Basis of preparation and loans to an associate, the principal assets of Shang Ying International Group and Shang Ying Retail Group included in the consolidated statement of financial position of the Group as at 31 December 2024 were loans to an associate with carrying amounts of HK\$29,325,000 as at 31 December 2024 and HK\$44,001,000 as at 31 December 2023. Allowance for impairment loss of approximately HK\$16,771,000 and HK\$1,052,000 had been deducted in arriving at the carrying amounts of the loans to an associate as at 31 December 2024 and 2023 respectively. The management of the Company has determined the allowance for impairment loss as at 31 December 2024 based on the offset amount set out in the deed of assignment and set-off which was executed subsequent to the end of the reporting period in August 2025, details of which are disclosed in note of Events after Reporting Period. Due to lack of any other sufficient supporting documents of Shang Ying Retail Group, for reasons as described above, and of the associate, we have been unable to obtain sufficient and appropriate audit evidence to satisfy ourselves about the adequacy of the related allowance for impairment losses as at 31 December 2024 and 2023 and consequently whether the carrying amounts of the loans to an associate of HK\$29,325,000 as at 31 December 2024 and HK\$44,001,000 as at 31 December 2023 and whether the impairment loss allowance recognised in consolidated profit or loss for the years ended 31 December 2024 and 2023 were materially misstated.

## Basis for Disclaimer of Opinion (Continued)

### Lack of access to the accounting books and records of Shang Ying Capital Limited and its subsidiaries

The directors advised us that, up to the date of approval of these consolidated financial statements, they had failed to obtain access to the accounting books and records of Shang Ying Capital Limited and its subsidiaries ("Shang Ying Capital Group") in spite of repeated attempts made to the directors of the Shang Ying Capital Group. The directors of the Company informed us that they have taken all reasonable steps and have used their best endeavours to seek to resolve the matter. Besides, the financial information of Shang Ying Capital Group for the year ended 31 December 2024 available to the management of the Group is insufficient for the purposes of the preparation of the consolidated financial statements of the Group and performance of the Group's audit. The directors were unable to provide us with satisfactory accounting books and records and supporting documents of Shang Ying Capital Group for the financial year ended 31 December 2024 and subsequent to the end of the financial reporting period. We were therefore unable to obtain sufficient appropriate audit evidence to satisfy ourselves that the carrying amounts of assets and liabilities of Shang Ying Capital Group included in the consolidated assets and liabilities of the Group presented in the consolidated statement of financial position as at 31 December 2024 and the results and cash flows of Shang Ying Capital Group included in the consolidated revenue, income, expenses, gains and losses and cash flows of the Group presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows for the year ended 31 December 2024, which amounts are disclosed in Note 3.1 to the consolidated financial statements, were free of material misstatement. Subsequent to the end of the reporting period, the Group has completed the disposal of Shang Ying Capital Group in September 2025.

### Liquidation of Shangying Internet Medical (Shanghai) Co. Limited\* 商贏互聯網醫療(上海)有限公司 ("Shangying Medical")

As disclosed in notes of Basis of preparation and Deconsolidation of subsidiaries, an administrator was appointed to Shangying Internet Medical (Shanghai) Co. Limited and its subsidiaries ("Shangying Medical Group") on 6 May 2024, pursuant to a civil ruling issued by Shanghai Third Intermediate People's Court on 29 April 2024. The administrator is tasked with various responsibilities including taking over the debtor's assets, conducting financial investigations, managing daily expenses, and representing the debtor in legal proceedings. The directors of the Company are of the opinion that following the appointment of the bankruptcy administrator, the decision making rights concerning company assets, financial records, internal affairs, expenses and asset disposals of Shangying Medical Group have been transferred from the Group's management to the administrator, causing the shareholders of Shangying Medical Group to forfeit their control over the company's assets and operations. The Shangying Medical Group was therefore deconsolidated from the consolidated financial statements of the Group with effect from 6 May 2024 (the "Deconsolidation date").

The Shangying Medical Group was held by the Shang Ying International Group. As a result of the above matters and the matters in relation to the Lost Records described above, the directors were unable to provide us with satisfactory accounting books and records and supporting documents of Shangying Medical Group for the period from 1 January 2024 to the Deconsolidation date and for subsequent periods. We were therefore unable to obtain sufficient appropriate audit evidence to satisfy ourselves that the results and cash flows of Shangying Medical Group for the period from 1 January 2024 to the Deconsolidation date included in the consolidated revenue, income, expenses, gains and losses and cash flows of the Group presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows for the year ended 31 December 2024, were free of material misstatement. For the same reasons, we were also unable to obtain sufficient appropriate audit evidence to satisfy ourselves that the carrying amounts of assets and liabilities of Shangying Medical Group at the Deconsolidation date which entered into the determination of the loss on deconsolidation of the Shangying Medical Group, and consequently the loss on deconsolidation of the Shangying Medical Group amounting to HK\$5,554,000 included in the "Other gains and losses" recognised in consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2024 as disclosed in note of Deconsolidation of subsidiaries, were free of material misstatement.

There were no other satisfactory alternative audit procedures that we could perform to obtain sufficient audit evidence regarding the matters as set out above. As a result of these matters, we were unable to determine whether any adjustments might have been found to be necessary in respect of the items as set out above, and the related elements of and disclosures in the consolidated financial statements.

### Responsibilities of Directors and Those Charged with Governance 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 Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors of the Company 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

### Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA and to issue an auditors' report solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

### Report On Other Matters Under Sections 407(2) And 407(3) of the Companies Ordinance

In respect alone of the inability to obtain sufficient appropriate audit evidence in relation to the Lost Records and the recoverability of loans to an associate described in the Basis for Disclaimer of Opinion section of our report above:

- we were unable to determine whether adequate accounting records had been kept; and
- we have not obtained all the information or explanations that, to the best of our knowledge and belief, are necessary and material for the purpose of the audit.

The engagement director on the audit resulting in this independent auditors' report is Mr. Shek Lui.

**HLB Hodgson Impey Cheng Limited**  
*Certified Public Accountants*

**Shek Lui**  
Practising Certificate Number: P05895

Hong Kong, 26 September 2025

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2024

	Notes	2024 HK\$'000	2023 HK\$'000
Revenue	5	124,455	207,542
Cost of sales, net		(39,507)	(56,780)
Gross profit		84,948	150,762
Other income	7	8,643	7,343
Other gains and losses	8	(5,607)	571
Impairment loss on non-financial assets	11	(11,958)	(7,022)
Impairment loss under expected credit loss model, net	9	(14,768)	(4,237)
Selling and distribution costs		(65,469)	(80,399)
Administrative expenses		(59,572)	(100,504)
Share of results of an associate		—	(210)
Finance costs	10	(4,248)	(1,724)
Loss before taxation	11	(68,031)	(35,420)
Taxation	13	(307)	(626)
Loss for the year		(68,338)	(36,046)
Other comprehensive income			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation from functional currency to presentation currency		—	2,418
Release of translation reserve upon deconsolidation of foreign subsidiaries		1,448	—
<i>Item that will not be reclassified to profit or loss:</i>			
Remeasurements of employee benefit obligations		720	126
Total other comprehensive income for the year		2,168	2,544
Total comprehensive expense for the year		(66,170)	(33,502)
Loss for the year attributable to:			
Owners of the Company		(68,338)	(32,294)
Non-controlling interests		—	(3,752)
		(68,338)	(36,046)
Total comprehensive expense for the year attributable to:			
Owners of the Company		(66,170)	(30,362)
Non-controlling interests		—	(3,140)
		(66,170)	(33,502)
Loss per share — basic and diluted (HK\$)	15	(0.28)	(0.13)

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2024

	Notes	2024 HK\$'000	2023 HK\$'000
<b>Non-current assets</b>			
Property, plant and equipment	16	12,580	27,758
Investment properties	17	2,100	2,100
Loans to an associate	21	—	5,236
Deferred tax assets	22	3,497	3,804
Deposits and prepayment for a life insurance policy	23	1,937	1,930
Rental deposits and prepayment	25	2,920	4,474
		<b>23,034</b>	45,302
<b>Current assets</b>			
Inventories	24	10,771	13,324
Trade and other receivables	25	23,805	23,494
Loans to an associate	21	29,325	38,765
Pledged time deposits	26	22,098	21,223
Bank balances and cash	26	22,999	40,002
		<b>108,998</b>	136,808
Assets classified as held for sale	45a	3,156	—
		<b>112,154</b>	136,808
<b>Current liabilities</b>			
Trade and other payables	27	125,727	131,424
Contract liabilities	28	71	151
Amounts due to related companies	29	3,851	10,449
Loan from a related company	29	—	10,692
Lease liabilities	30	13,542	14,845
Other borrowing — due within one year	31	15,000	15,000
Tax payable		—	178
		<b>158,191</b>	182,739
Liabilities classified as held for sale	45a	24,711	—
		<b>182,902</b>	182,739
<b>Net current liabilities</b>		<b>(70,748)</b>	(45,931)
Total assets less current liabilities		<b>(47,714)</b>	(629)
<b>Non-current liabilities</b>			
Employee benefit obligations	33	1,097	1,665
Lease liabilities	30	7,368	13,878
		<b>8,465</b>	15,543
<b>Net liabilities</b>		<b>(56,179)</b>	(16,172)

## Consolidated Statement of Financial Position

At 31 December 2024

	Notes	2024 HK\$'000	2023 HK\$'000
<b>Capital and reserves</b>			
Share capital	32	2,428	2,428
Reserves		(66,877)	(707)
Equity attributable to owners of the Company		(64,449)	1,721
Non-controlling interests		8,270	(17,893)
Total equity		(56,179)	(16,172)

The consolidated financial statements were approved and authorised for issue by the board of directors on 26 September 2025 and signed on its behalf by:

**ZHANG Ming Qi**  
Director

**CHEN Qi**  
Director

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2024

	Share capital HK\$'000	Share premium HK\$'000	Special reserve HK\$'000 (Note a)	Legal reserve HK\$'000 (Note b)	Other reserve HK\$'000 (Note c)	Property revaluation reserve HK\$'000	Translation reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000	Non-controlling interests HK\$'000	Total equity HK\$'000
At 1 January 2023	2,428	221,340	15,800	12	1,672	1,935	(1,745)	(209,359)	32,083	(14,753)	17,330
Loss for the year	—	—	—	—	—	—	—	(32,294)	(32,294)	(3,752)	(36,046)
Remeasurements of employee benefit obligations	—	—	—	—	—	—	—	120	120	6	126
Exchange differences on translation from functional currency to presentation currency	—	—	—	—	—	—	1,812	—	1,812	606	2,418
Total comprehensive income/(expense) for the year	—	—	—	—	—	—	1,812	(32,174)	(30,362)	(3,140)	(33,502)
At 31 December 2023 and 1 January 2024	2,428	221,340	15,800	12	1,672	1,935	67	(241,533)	1,721	(17,893)	(16,172)
Loss for the year	—	—	—	—	—	—	—	(68,338)	(68,338)	—	(68,338)
Release of translation reserve upon deconsolidation of foreign subsidiaries	—	—	—	—	—	—	1,448	—	1,448	—	1,448
Remeasurements of employee benefit obligations	—	—	—	—	—	—	—	720	720	—	720
Other comprehensive income for the year	—	—	—	—	—	—	1,448	720	2,168	—	2,168
Total comprehensive income/(expense) for the year	—	—	—	—	—	—	1,448	(67,618)	(66,170)	—	(66,170)
Deconsolidation of subsidiaries	—	—	—	—	—	—	—	—	—	26,163	26,163
At 31 December 2024	2,428	221,340	15,800	12	1,672	1,935	1,515	(309,151)	(64,449)	8,270	(56,179)

## Notes:

- The special reserve of the Group represents the difference between the nominal amount of the share capital and share premium of Kong Tai Sundry Goods Company Limited ("Kong Tai Sundry Goods") and Grand Asian Limited ("Grand Asian"), subsidiaries of the Company, and the nominal amount of share capital of the Company pursuant to the group reorganisation.
- As stipulated by the relevant laws and regulations in the Macao Administrative Region of the People's Republic of China ("Macao"), a subsidiary of the Company is required to set aside 25% of its profit for the year to a legal reserve until the legal reserve has reached 50% of its registered capital.
- The other reserve of the Group represents the deemed capital contribution arising from interest-free loan from a related company.

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2024

	2024 HK\$	2023 HK\$
<b>Operating activities</b>		
Loss before taxation	(68,031)	(35,420)
Adjustments for:		
Share of results of an associate	—	210
Reversal of allowance for inventories, net	(6,320)	(17,985)
Interest income	(2,547)	(2,126)
Imputed interest income from rental deposits	(339)	(285)
Interest expenses	4,248	1,724
Imputed interest income from deposits and prepayment for a life insurance policy	(36)	(35)
Impairment loss on non-financial asset	11,958	7,022
Impairment loss under expected credit loss model, net	14,768	4,237
Depreciation of property, plant and equipment	15,539	14,158
Premium charges on a life insurance policy	29	29
Loss on deconsolidation of subsidiaries	5,554	—
Gain on deemed disposal of interest in an associate	—	(210)
Gain on lease modification	—	(462)
Loss on disposal and write-off of property, plant and equipment	66	76
Operating cash flows before movements in working capital	(25,111)	(29,067)
Decrease in inventories	8,873	25,838
Increase in trade and other receivables	(8,828)	(744)
Increase in trade and other payables	27,087	41,662
(Decrease)/increase in employee benefit obligations	(610)	121
Increase/(decrease) in contract liabilities	2	(22)
Cash generated from operating activities	1,413	37,788
Tax paid	(178)	—
Net cash generated from operating activities	1,235	37,788

## Consolidated Statement of Cash Flows

For the year ended 31 December 2024

	2024 HK\$	2023 HK\$
<b>Investing activities</b>		
Refund of rental deposits	5,173	2,971
Payment for rental deposits	(3,124)	(6,228)
Proceeds on disposal of property, plant and equipment	25	—
Advance to associates	—	(1,330)
Interest received	1,504	1,092
Placement of pledged time deposits	(22,098)	(21,223)
Withdrawal of pledged time deposits	21,223	20,539
Net cash outflow from deconsolidation of subsidiaries	(5)	—
Purchase of property, plant and equipment	(4,794)	(3,993)
Net cash used in investing activities	(2,096)	(8,172)
<b>Financing activities</b>		
Advance from/(repayment to) related companies	1,446	(3,087)
Repayment of bank borrowings	—	(5,000)
Repayment of lease liabilities	(15,328)	(13,167)
Interest paid	(1,817)	(1,576)
Net cash used in financing activities	(15,699)	(22,830)
Net (decrease)/increase in cash and cash equivalents	(16,560)	6,786
Cash and cash equivalents at beginning of the year	40,002	33,649
Effect of foreign exchange rate changes	—	(433)
Cash and cash equivalents at end of the year	23,442	40,002
Attributable to:		
Bank balances and cash	22,999	40,002
Bank balances and cash classified as held for sale	443	—
	23,442	40,002

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

## 1. GENERAL INFORMATION

TATA Health International Holdings Limited (the “Company”) is a listed public company incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). As at and during the year ended 31 December 2024, the parent of the Company was Shang Ying Financial Holding Co., Limited, a company incorporated in Hong Kong, and its ultimate parent was Shang Ying International Holdings Limited, a company incorporated in the British Virgin Islands (“BVI”). Its ultimate controlling party is Mr. Yang Jun. As set out in the announcement of the Company dated 8 May 2020, Ms. Yeung Mei Lee and Ms. Wing Sze Tiffany Wong of Alvarez & Marsal Asia Limited were appointed as joint and several receivers and managers (the “Receivers”) over 119,993,617 shares of the Company (the “Charged Shares”) held by Shang Ying Financial Holding Co., Limited (the “Borrower”) which had been charged to Great Wall International Investment X Limited. On 30 May 2025, Sigma International Holding Limited (“Sigma”) executed a deed of assignment with Great Wall International Investment X Limited (“Great Wall X”), pursuant to which Great Wall X assigned to Sigma all its interest and rights in or to a loan and certain finance documents (including but limited to a share charge regarding the charge of 123,993,617 shares in the Company). Upon execution of the deed of assignment, Sigma has acquired security interest in 123,993,617 charged shares of the Company.

The Company acts as an investment holding company while its subsidiaries are principally engaged in the trading of footwear products and healthcare products, and provision of financial services and online medical services. The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the functional currency of the Company.

## 2. APPLICATION OF 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 HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2024 for the preparation of the consolidated financial statements:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (Revised)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

The application of these amendments to HKFRS Accounting Standards in the current year 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.

### New and amendments to HKFRS Accounting Standards in issue but not yet effective

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

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>1</sup>
Amendments to HKAS 21	Lack of Exchangeability <sup>2</sup>
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards — Volume 11 <sup>3</sup>
HKFRS 18	Presentation and Disclosure in Financial Statement <sup>4</sup>
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments <sup>5</sup>

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 2. APPLICATION OF AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (Continued)

New and amendments to HKFRS Accounting Standards in issue but not yet effective (Continued)

- <sup>1</sup> Effective for annual periods beginning on or after a date to be determined.
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2025.
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2026.
- <sup>4</sup> Effective for annual periods beginning on or after 1 January 2027.

The directors of the Company anticipate that the application of the new and amendments to HKFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS 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 (the "Listing Rules") and by the Hong Kong Companies Ordinance (Cap. 622, Laws of Hong Kong).

#### Lost Records of Shang Ying International Group and Shang Ying Retail Group

On 7 September 2023, Mr. Yang Jun ("Mr. Yang") retired as executive Director with effect from the conclusion of the annual general meeting (the "2022 AGM") held on the same date as the resolution regarding his re-election was being voted down at the 2022 AGM. He was the responsible director of certain subsidiaries, namely, Shang Ying International Trade Holdings Limited, Shang Ying Development Limited, Shang Ying Internet Micro-credit Co., Limited, Shang Ying Commerce and Trade Holding Co., Ltd, 商贏醫院管理(上海)有限公司, 上海家庭力量文化傳播有限公司, 家庭力量(上海)健康管理有限公司, 上海禾恩醫院有限公司, 商贏互聯網醫療(上海)有限公司, 上海慈醫尚曜生物科技有限公司, 上海同舟共濟互聯網醫院有限公司, 恒贏商貿(上海)有限公司, 上海茂富管理諮詢有限公司 and 上海商贏互聯網醫院有限公司 (collectively referred to as the "Shang Ying International Group"), Shang Ying New Retail Group Holdings Ltd, Shang Ying Retail Plus Holdings Ltd, Shang Ying New Retail Ltd, Shang Ying Brand Management Co., Ltd, Sixth Avenue Plus Pty Ltd, 第六大道健康科技(上海)有限公司, Shang Ying Health Holding Limited, Sun Medical and Technology Investment Holdings Co., Limited and certain associates, namely, Century Health Holdings Co., Limited, Dermaco Pty Ltd., Pharma Science Australia Pty. Ltd. and Century Health Brands Pty Ltd (collectively referred to as the "Shang Ying Retail Group").

Following the retirement of Mr. Yang, the then existing Directors (the "Existing Directors") were unable to locate certain books, records and corresponding supporting documents of Shang Ying International Group and Shang Ying Retail Group (the "Lost Records").

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 3.1 Basis of preparation of consolidated financial statements (Continued)

##### Lost Records of Shang Ying International Group and Shang Ying Retail Group (Continued)

In view of the Lost Records, for the purposes of the preparation of the Group's consolidated financial statements for the years ended 31 December 2023 and 2024, the Directors have determined to consolidate the Shang Ying International Group and Shang Ying Retail Group using the carrying amounts of their assets and liabilities and their results and cash flows as at and for the six months' period ended 30 June 2023 that were included in the consolidated assets, liabilities, results and cash flows of the Group presented in the condensed consolidated financial statements as at and for the six months' period ended 30 June 2023. The carrying amounts of assets and liabilities and results and cash flows of the Shang Ying International Group and Shang Ying Retail Group that were included in the consolidated financial statements of the Group for the years ended 31 December 2023 and 2024 are as follows:

##### *Shang Ying International Group*

Impact on consolidated statement of financial position

	2024 HK\$'000	2023 HK\$'000
Property, plant and equipment	—	7
Trade and other receivables	2,713	9,204
Bank balances and cash	443	448
Trade and other payables	(8,453)	(34,453)
Amounts due to related parties	(16,258)	(18,736)
Contract liabilities	—	(82)
Non-controlling interests	(8,093)	18,070
	(29,648)	(25,542)
Foreign currency translation reserve	(3,348)	(1,900)
Other reserve	(1,672)	(1,672)
	(5,020)	(3,572)

Impact on consolidated statement of profit or loss and other comprehensive income

	2024 HK\$'000	2023 HK\$'000
Total comprehensive expense for the year	—	(5,501)

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### 3.1 Basis of preparation of consolidated financial statements (Continued)

#### Lost Records of Shang Ying International Group and Shang Ying Retail Group (Continued)

##### Shang Ying Retail Group

Impact on consolidated statement of financial position

	2024 HK\$'000	2023 HK\$'000
Property, plant and equipment	4	4
Loans to an associate (note)	29,325	44,001
Trade and other receivables	174	174
Bank balances and cash	38	38
Trade and other payables	(3,000)	(3,000)
Amounts due to related parties	(2,521)	(2,521)
Contract liabilities	(46)	(46)
	23,974	38,650
Foreign currency translation reserve	1,457	1,457

Impact on consolidated statement of profit or loss and other comprehensive income

	2024 HK\$'000	2023 HK\$'000
Total comprehensive (expense)/income for the year	(14,676)	1,043

Note: On 1 August 2025, a deed of assignment was executed between the Company and Shang Ying Health Holdings Limited, a subsidiary of Shang Ying Retail Group, for assigning rights of loans to an associate to the Company.

The Existing Directors have failed to obtain books and records by making repeated attempts to Mr. Yang, who was responsible for maintaining proper books and records for the Group. As of the approval date of these consolidated financial statements, the Directors were unable to locate the Lost Records from Mr. Yang.

#### Disposal of Shang Ying Capital Group

The Group entered into a sale and purchase agreement for the disposal of its financial services business which was carried out by certain subsidiaries, namely, Shang Ying Capital Limited, DSG Finance Holdings (Hong Kong) Ltd., DSG Asset Management (Cayman) Company Ltd., DSG Securities (Hong Kong) Ltd, DSG Asset Management (HK) Company Ltd, DSG Financial Advisory (HK) Co. Ltd. and DSG-Peony Fund SPC (collectively referred to as the "Shang Ying Capital Group") in September 2025 (the "Disposal").

The books and records of the Shang Ying Capital Group available to the Group at the material time which were retained by the Group were not found to be of a sufficient level for audit purposes. Despite the directors have taken all reasonable steps and have used their best endeavours to resolve the matter, including repeated requests to Shang Ying Capital Group, the Company has been unable to access to the complete set of books and records of these subsidiaries and is unable to determine whether the records retained by the Group upon disposal was updated and complete.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 3.1 Basis of preparation of consolidated financial statements (Continued)

##### Disposal of Shang Ying Capital Group (Continued)

In view of the Disposal, for the purposes of the preparation of the Group's consolidated financial statements for the year ended 31 December 2024, the Directors have determined to consolidate the Shang Ying Capital Group using the carrying amounts of their assets and liabilities and their results and cash flows as at and for the year ended 31 December 2023 that were included in the consolidated assets, liabilities, results and cash flows of the Group presented in the consolidated financial statements as at and for the year ended 31 December 2023. The carrying amounts of assets and liabilities and results and cash flows of the Shang Ying Capital Group that were included in the consolidated financial statements of the Group for the year ended 31 December 2024 are as follows:

##### Shang Ying Capital Group

Impact on consolidated statement of financial position

	2024 HK\$'000
Trade and other receivables	1,225
Bank balances and cash	2,043
Trade and other payables	(4,132)
Non-controlling interests	(177)
	(1,041)

Impact on consolidated statement of profit or loss and other comprehensive income

	2024 HK\$'000
Total comprehensive expense for the year	—

##### Liquidation of 商赢互联网医疗(上海)有限公司 (“Shangying Medical”)

The Shanghai Third Intermediate People's Court issued a civil ruling on 29 April 2024, with reference number “(2024) Hu 03 Po 396,” accepting the applicant's request for the bankruptcy liquidation of Shangying Medical. Subsequently, on 6 May 2024, a decision was made with the same reference number appointing PricewaterhouseCoopers (PwC) as the bankruptcy administrator for Shangying Medical. As of the date of approval of the consolidated financial statements, Shangying Medical remains in the bankruptcy examination stage. As per Article 25(1) of the Enterprise Bankruptcy Law, the administrator is tasked with various responsibilities including taking over the debtor's assets, conducting financial investigations, managing daily expenses, and representing the debtor in legal proceedings. Consequently, following the appointment of the bankruptcy administrator, Shangying Medical's management rights concerning company assets, financial records, internal affairs, expenses, and asset disposal have been transferred to the administrator, causing all shareholders to forfeit their control over the company's assets and operations as per the regulations outlined in Enterprise Accounting Standard No. 33 — Consolidated Financial Statements (revised in 2014), Article 7.

Based on the above, the management of the Company determined that the effective date of loss of control over Shangying Medical is 6 May 2024. The management will apply deconsolidation of Shangying Medical with effect from the same date. Details of the deconsolidation please refer to note 44 to these consolidated financial statements.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### 3.1 Basis of preparation of consolidated financial statements (Continued)

#### Going concern

The Group incurred a net loss of approximately HK\$68,338,000 (2023: HK\$36,046,000) during the year ended 31 December 2024, as of that date, the Group's current liabilities exceeded its current assets by approximately HK\$70,748,000 (2023: HK\$45,931,000) and total liabilities exceeded its total assets by approximately HK\$56,179,000 (2023: HK\$16,172,000).

The Directors have reviewed the Group's cash flow projections prepared by the management. The cash flow projections cover a period of twelve months from the date of approval for issue of these consolidated financial statements. They are of the opinion that, taking into account the continuous support by a director of the Company, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from date of approval for issue of these consolidated financial statements. Accordingly, the Directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

The validity of the use of the going concern basis for the preparation of the consolidated financial statements is dependent upon the success of the Group's future operations, its ability to generate adequate cash flows in order to meet its obligations as and when they fall due and its ability to refinance or restructure its borrowings such that the Group can meet its future working capital and financing requirements. The Directors are of the opinion that the Group will be able to finance its future financing requirements and working capital based on the following considerations:

#### (a) Financial support from a director of the Company

Mr. Zhang Ming Qi ("Mr. Zhang"), the non-executive Director has agreed to provide financial support for the continuing operations of the Company so as to enable it to meet its liabilities when they fall due and carry on its business without a significant curtailment of operations in the twelve months from the date of approval for issue of these consolidated financial statements, with a financial facility amounted to HK\$50,000,000 available to the Group.

#### (b) Excluding the liabilities of Shang Ying International Group and Shang Ying Retail Group

As disclosed in the note 45 to these consolidated financial statements, subsequent to 31 December 2024, Shang Ying International Group and Shang Ying Retail Group have been disposed of. Consequently, there is no anticipated cash outflow concerning the liabilities of Shang Ying International Group and Shang Ying Retail Group that were included in the consolidated liabilities of the Group as at 31 December 2024.

However, the outcome of the above-mentioned management's plans to deal with the condition that cast significant doubt on the Group's ability to continue as a going concern cannot be ascertained with certainty. Hence, there exists material uncertainty about the ability of the Group to continue its operations for the foreseeable future as a going concern. Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

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".

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 3.1 Basis of preparation of consolidated financial statements (Continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For investment properties which are transacted at fair value and a valuation technique that unobservable inputs are to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

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 Company and its subsidiaries. Control is achieved when 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.

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

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

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### 3.2 Material accounting policy information (Continued)

#### **Basis of consolidation (Continued)**

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

#### **Changes in the Group's interests in existing subsidiaries**

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including reattribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRS Accounting Standards). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 "Financial Instruments" ("HKFRS 9") or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

#### **Business combinations or asset acquisitions**

##### *Optional concentration test*

The Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

##### *Asset acquisitions*

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

##### *Business combinations*

A business is an integrated set of activities and assets which includes an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired processes are considered substantive if they are critical to the ability to continue producing outputs, including an organised workforce with the necessary skills, knowledge, or experience to perform the related processes or they significantly contribute to the ability to continue producing outputs and are considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 3.2 Material accounting policy information (Continued)

##### Business combinations or asset acquisitions (Continued)

###### *Business combinations (Continued)*

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

The identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the Conceptual Framework for Financial Reporting 2018 issued in June 2018 (the "Conceptual Framework") except for transactions and events within the scope of HKAS 37 or HK(IFRIC)-Int 21, in which the Group applies HKAS 37 or HK(IFRIC)-Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination. Contingent assets are not recognised.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 "Income Taxes" and HKAS 19 "Employee Benefits" respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 at the acquisition date (see the accounting policy below);
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after reassessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### 3.2 Material accounting policy information (Continued)

#### **Business combinations or asset acquisitions (Continued)**

##### *Business combinations (Continued)*

The subsequent accounting for the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at subsequent reporting dates, with the corresponding gain or loss being recognised in profit or loss.

#### **Goodwill**

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or group of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of cash-generating units, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

The Group's policy for goodwill arising on the acquisition of an associate is described below.

#### **Investments in associates**

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.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates 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 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. Changes in net assets of the associate 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 an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), 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.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 3.2 Material accounting policy information (Continued)

##### Investments in associates (Continued)

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, 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 assesses 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 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 is not allocated to any asset, including goodwill, that 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 a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

##### *Changes in the Group's interests in associates*

When the Group reduces its ownership interest in an associate 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.

##### 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.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### 3.2 Material accounting policy information (Continued)

#### Revenue from contracts with customers (Continued)

*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 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 remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

##### Input method

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

##### *Principal versus agent*

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

#### Leases

The Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception of the contract. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

##### *The Group as a lessee*

##### Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components, including contract for acquisition of ownership interests of a property which includes both leasehold land and non-lease building components, unless such allocation cannot be made reliably.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 3.2 Material accounting policy information (Continued)

##### Leases (Continued)

###### *The Group as a lessee (Continued)*

###### Allocation of consideration to components of a contract (Continued)

The Group applies practical expedient not to separate non-lease components from lease components, and instead accounts for the lease components and any associated non-lease components as a single lease component.

###### Short-term leases

The Group applies the short-term lease recognition exemption to leases of retail shops and an office 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 or another systematic basis over the lease term.

###### Right-of-use assets

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 conditions 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 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 that do not meet the definition of investment property in “property, plant and equipment”, the same line item within which the corresponding underlying assets would be presented if they were owned. Right-of-use assets that meet the definition of investment property are presented within “investment properties”.

###### Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 “Financial Instruments” 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.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### 3.2 Material accounting policy information (Continued)

#### Leases (Continued)

*The Group as a lessee (Continued)*

Lease liabilities (Continued)

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

Variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities and right-of-use assets, and are recognised as expense in the period in which the event or condition that triggers the payment occurs.

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, in which case the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.
- a lease contract is modified and the lease modification is not accounted for as a separate lease (see below for the accounting policy for "lease modification")

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 3.2 Material accounting policy information (Continued)

##### Leases (Continued)

###### *The Group as a lessee (Continued)*

###### Lease modifications (Continued)

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset.

When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

###### *The Group as a lessor*

###### Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

###### Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

##### 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.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

If a property becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item (including the relevant leasehold land classified as right-of-use assets) at the date of transfer is recognised in other comprehensive income and accumulated in property revaluation reserve. On the subsequent sale or retirement of the property, the relevant revaluation reserve will be transferred directly to accumulated losses.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### 3.2 Material accounting policy information (Continued)

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

Depreciation is recognised so as to write off the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method or reducing balance 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.

#### **Investment properties**

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the investment property is derecognised.

#### **Intangible assets**

##### *Intangible assets acquired separately*

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortization and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

##### *Intangible assets acquired in a business combination*

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 3.2 Material accounting policy information (Continued)

##### **Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

##### **Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill**

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that those 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. Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

The recoverable amount of property, plant and equipment, right-of-use assets 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 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.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (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.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### 3.2 Material accounting policy information (Continued)

#### Deposits and prepayment for a life insurance policy

Deposits and prepayment for a life insurance policy is stated in the consolidated statement of financial position at cost adjusted for interest income and service charges, less impairment losses, if any.

#### Contingent liabilities

A contingent liability is a present obligation arising from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

Where the Group is jointly and severally liable for an obligation, the part of the obligation that is expected to be met by other parties is treated as a contingent liability and it is not recognised in the consolidated financial statements.

The Group assesses continually to determine whether an outflow of resources embodying economic benefits has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability, a provision is recognised in the consolidated financial statements in the reporting period in which the change in probability occurs, except in the extremely rare circumstances where no reliable estimate can be made.

#### 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 trade receivables 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.

#### 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 hold financial assets in order 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.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS 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)

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 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.

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 amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

###### Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. 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.

###### Impairment of financial assets subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including loans to an associate, trade and other receivables, rental deposits, amount due from an associate, time deposit over three months 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.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### 3.2 Material accounting policy information (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

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. Assessments 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 trade receivables.

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.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk of financial assets except trade receivables 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.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 3.2 Material accounting policy information (Continued)

##### Financial instruments (Continued)

###### Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

###### (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 the instrument except trade receivables is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

###### (iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default 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; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

###### (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 trade receivables, when the amounts are over two year past due, whichever occur 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.

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.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### 3.2 Material accounting policy information (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

##### (v) Measurement and recognition of ECL (Continued)

Lifetime ECL for certain trade receivables 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 trade receivables, where the corresponding adjustment is recognised through a loss allowance account.

##### Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire.

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.

##### 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 the Group after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 3.2 Material accounting policy information (Continued)

##### Financial instruments (Continued)

###### *Financial liabilities and equity (Continued)*

###### Financial liabilities at amortised cost

All financial liabilities, including trade and other payables, amounts due to related companies, loan from a related companies and bank and other borrowings, 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. The above said fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. 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 or equity at the date of modification.

##### 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. When a fair value gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is also recognised in profit or loss. When a fair value gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is also recognised in other comprehensive income. 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, except for exchange differences on monetary items receivable from or payable to a foreign operation for which statement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation) which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the Group's interests in associates.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### 3.2 Material accounting policy information (Continued)

#### Foreign currencies (Continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year. 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).

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), 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.

#### Borrowing costs

Borrowing costs which are not capitalised to qualifying assets 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 are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

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 benefit costs and termination benefits*

Payments to government-managed retirement benefit schemes in Macau, state-managed retirement benefit schemes in Australia (superannuation fund) and the People's Republic of China (the "PRC") and the Mandatory Provident Fund Schemes in Hong Kong are recognised as an expense when employees have rendered service entitling them to the contributions.

A liability for a termination benefit is recognised at the earlier of when an entity of the Group can no longer withdraw the offer of the termination benefit and when it recognises any related restructuring costs.

##### *Long service payments*

The Group's net obligation in respect of long service amounts payable on cessation of employment in certain circumstances under the Hong Kong Employment Ordinance is the amount of future benefit that employees have earned in return for their service in the current and prior periods.

The long service payment liabilities are assessed by using the projected unit credit method by a qualified actuary. The cost of providing the long service payment liabilities is charged to profit or loss so as to spread the costs over the service lives of employees.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 3.2 Material accounting policy information (Continued)

##### Employee benefits (Continued)

###### *Retirement benefit costs and termination benefits (Continued)*

###### Long service payments (Continued)

The long service payment liabilities are discounted to determine the present value and reduced by entitlements by employees accrued under the Group's defined contribution retirement scheme that is attributable to contributions made by the Group as deemed employee contributions. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are credited or charged to other comprehensive income in the period in which they arise, respectively. As a result of plan amendment, a past service cost, arising from the change in the present value of the defined benefit obligation for employee service in prior periods on the date of plan amendment, is recognised as an expense.

For LSP obligation, the Group accounts for the employer MPF contributions expected to be offset as a deemed employee contribution towards the LSP obligation in terms of HKAS 19.93(a) and it is measure on a net basis. The estimated amount of future benefit is determined after deducting the negative service cost arising from the accrued benefits derived from the Group's MPF contributions that have been vested with employees, which are deemed to be contributions from the relevant employees.

###### Short-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.

##### Share-based payments

###### *Equity-settled share-based payment transactions*

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-based compensation 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 compensation reserve.

##### Taxation

Income tax expense represents the sum of current and deferred income tax expense.

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.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

### 3.2 Material accounting policy information (Continued)

#### Taxation (Continued)

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 deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary differences. 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 associates, 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.

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 investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale, which is always presumed to be recovered entirely through sale.

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 requirements to the lease liabilities, and the related assets separately. The Group recognises a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised and a deferred tax liability for all taxable 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.

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 3.2 Material accounting policy information (Continued)

##### Taxation (Continued)

Current and deferred tax are recognised in profit or loss, except when they relate 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. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

##### Related parties transactions

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.
- (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) the entity and the Group 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. If the reporting entity is itself such a plan, the sponsoring employers are also 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).
  - (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 parent of the Group.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependants of the person or that person's spouse or domestic partner.

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between the Group and a related party, regardless of whether a price is charged.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, 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 followings are the critical judgments, apart from those involving estimation, that the directors of the Company have made in the process of applying the Group's accounting policies and that has the most significant effect on the amounts recognised in the consolidated financial statements.

#### Determination on incremental borrowing rate of lease contracts

In determining incremental borrowing rates of lease contracts, the Group applies judgment to determine the applicable rates, taking into account the nature of the underlying assets and the terms and condition of the leases at both the commencement date and the effective date of the modification to calculate the present value of lease payments. The incremental borrowing rates of the Group applied significantly affect the amounts of lease liabilities and right-of-use assets recognised.

### Key sources of estimation uncertainty

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

#### Estimated impairment of property, plant and equipment

Property, plant and equipment is stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash-generating unit to which the assets belong, including allocation of corporate assets when a reasonable and consistent basis of allocation can be established, otherwise recoverable amount is determined at the smallest group of cash-generating units, for which the relevant corporate assets have been allocated. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts.

As at 31 December 2024, the carrying amount of property, plant and equipment subject to impairment assessment is HK\$12,580,000 (2023: HK\$27,758,000), after taking into account the impairment losses of HK\$11,958,000 (2023: HK\$7,022,000) in respect of property, plant and equipment that has been recognised. Details of the impairment of property, plant and equipment are disclosed in note 16.

#### Estimated allowance for inventories

The identification of aged or obsolete inventories requires the use of judgment and estimates on the conditions and marketability of the inventories. The Group makes allowance for inventories based on an assessment of the net realisable value of inventories after the consideration of the current market conditions, products life cycle, marketing and promotion plans, historical sales records, aging analysis and subsequent sales of the inventories. Allowances are applied to inventories where events or changes in circumstances indicate that the net realisable value is lower than the cost of inventories. At 31 December 2024, the carrying amount of inventories is HK\$10,771,000 (2023: HK\$13,324,000) (net of accumulated allowance for inventories of HK\$10,210,000 (2023: HK\$16,530,000)).

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Key sources of estimation uncertainty (Continued)

###### Income taxes

As at 31 December 2024, deferred tax assets of HK\$637,000 and HK\$2,860,000 (2023: HK\$637,000 and HK\$3,167,000) in relation to accelerated tax depreciation and unused tax losses have been recognised in the Group's consolidated statement of financial position, respectively. No deferred tax asset has been recognised on the tax losses of HK\$224,964,000 (2023: HK\$260,726,000). The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future, which is a key source of estimation uncertainty. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal takes place.

###### Provision of ECL for loans to an associate

The Group assesses whether the probability of default on loans to an associate at the end of the reporting period has increased significantly since initial recognition. When making the assessment, the Group considers reasonable and supportable information including historical and forward-looking information which is available without undue cost or effort. The Group calculates ECL allowance for loans to an associate based on the estimated probability of default of counterparties with similar credit ratings, with adjustment to reflect the current conditions and forecasts of future economic conditions, as appropriate.

The ECL assessment on loans to an associate involves significant management's judgments and estimates on credit risk assessment, the uses of models and inputs in the calculation of ECL at the reporting date. Details of ECL assessment are disclosed in note 39.

#### 5. REVENUE

##### Disaggregation of revenue from contracts with customers

	2024 HK\$'000	2023 HK\$'000
Sales of goods		
Footwear products	124,455	203,336
Financial services	—	4,104
Online medical services	—	102
	124,455	207,542
Sales channel		
Retail	120,311	198,507
Wholesale	4,144	4,829
Internet	—	102
Corporate	—	4,104
	124,455	207,542
Time of revenue recognition		
A point in time	124,455	203,438
Over time	—	4,104
	124,455	207,542

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 5. REVENUE (Continued)

### Disaggregation of revenue from contracts with customers (Continued)

The Group sells footwear products to the wholesale market and directly to customers through its retail shops and concession counters in department stores.

For sales of footwear products to the wholesale market, revenue is recognised when control of the goods has transferred, being when the goods have been delivered to the wholesaler's specific location. Following delivery, the wholesaler has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. The normal credit term is 30 to 60 days upon delivery.

For sales of footwear products to retail customers, revenue is recognised when control of the goods has transferred, being at the point the customer purchases the goods at the retail shops and concession counters in department stores. Sales made at retail shops are settled by cash or credit cards at the point the customer purchases the goods. The department stores collect payments from customers and then repay the balance after deducting the concessionaire commission to the Group. The credit terms granted to department stores range from 30 to 60 days.

The Group sells healthcare products through internet sales. Revenue is recognised when control of the goods has transferred to the customer, being at the point the goods are delivered to the customer. Delivery occurs when the goods have been shipped to the customer's specific location.

Revenue from provision of financial services is recognised (i) at a point in time when the services are rendered to customers, being at the point that the customer receives the services and the Group has present right to payment and collection of the consideration is probable; or (ii) over time using input method, i.e. based on the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, when services are provided.

Revenue from provision of online medical services is recognised (i) at a point in time when the services are rendered to customers, being at the point that the customer receives the services and the Group has present right to payment and collection of the consideration is probable; or (ii) over time using output method, i.e. based on the direct measurements of the value of services transferred to the customers to date relative to the remaining goods or services promised under the contract, when services are provided.

All services contracts are for periods of one year or less with fixed consideration. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

## 6. OPERATING SEGMENT

Information reported to the Directors, being the chief operating decision maker (the "CODM"), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

Specifically, the Group's reportable segments under HKFRS 8 "Operating Segments" are as follows:

1. Trading of footwear products
2. Trading of healthcare products
3. Financial services
4. Online medical services

No operating segments have been aggregated in arriving at the reportable segments of the Group.

## 6. OPERATING SEGMENT (Continued)

### Segment revenue and results

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

#### For the year ended 31 December 2024

	Trading of footwear products HK\$'000	Trading of healthcare products HK\$'000	Financial services HK\$'000	Online medical services HK\$'000	Total HK\$'000
Revenue	124,455	—	—	—	124,455
Segment results	(39,926)	—	—	—	(39,926)
Unallocated income					1,187
Unallocated expenses					(29,292)
Loss before taxation					(68,031)

#### For the year ended 31 December 2023

	Trading of footwear products HK\$'000	Trading of healthcare products HK\$'000	Financial services HK\$'000	Online medical services HK\$'000	Total HK\$'000
Revenue	203,336	—	4,104	102	207,542
Segment results	(9,780)	(2,388)	(3,077)	(4,460)	(19,705)
Share of results of an associate					(210)
Unallocated income					1,161
Unallocated expenses					(16,666)
Loss before taxation					(35,420)

For the year ended 31 December 2024, there was no inter-segment sales (2023: Nil).

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment results represent the loss from each segment without allocation of central administration costs and rental income. This is the measure reported to the CODM of the Company for the purpose of resource allocation and performance assessment.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

### 6. OPERATING SEGMENT (Continued)

#### Segment revenue and results (Continued)

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

	2024 HK\$'000	2023 HK\$'000
<i>Segment assets</i>		
Trading of footwear products	97,077	129,074
Trading of healthcare products	194	194
Financial services	3,268	3,268
Online medical services	—	1,130
Total reportable segment assets	100,539	133,666
Unallocated assets	34,649	48,444
Consolidated assets	135,188	182,110
<i>Segment liabilities</i>		
Trading of footwear products	105,226	97,836
Trading of healthcare products	5,566	19,501
Financial services	4,218	4,218
Online medical services	21,098	11,910
Total reportable segment liabilities	136,108	133,465
Unallocated liabilities	55,259	64,817
Consolidated liabilities	191,367	198,282

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

- all assets are allocated to operating segments other than receivables and bank balances and cash of head office and inactive subsidiaries, property, plant and equipment of head office and inactive subsidiaries, investment properties, loans to an associate and deferred tax assets; and
- all liabilities are allocated to operating segments other than payables of head office and inactive subsidiaries, loan from a related company, other borrowing and taxation payable.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

### 6. OPERATING SEGMENT (Continued)

#### Other segment information

##### For the year ended 31 December 2024

	Trading of footwear products HK\$'000	Trading of healthcare products HK\$'000	Financial services HK\$'000	Online medical services HK\$'000	Unallocated HK\$'000	Total HK\$'000
Amounts included in measure of segment results or segment assets:						
Addition of non-current assets (note)	12,417	—	—	—	—	12,417
Loss on disposal and write-off of property, plant and equipment	(66)	—	—	—	—	(66)
Impairment loss on non-financial assets	(11,958)	—	—	—	—	(11,958)
Reversal of impairment loss/ (impairment loss) under expected credit loss model, net	951	—	—	—	(15,719)	(14,768)
Depreciation	(15,539)	—	—	—	—	(15,539)
Reversal of allowance for inventories, net	6,320	—	—	—	—	6,320
Interest income	1,504	—	—	—	1,043	2,547
Finance costs	(1,859)	—	—	—	(2,389)	(4,248)

##### For the year ended 31 December 2023

	Trading of footwear products HK\$'000	Trading of healthcare products HK\$'000	Financial services HK\$'000	Online medical services HK\$'000	Unallocated HK\$'000	Total HK\$'000
Amounts included in measure of segment results or segment assets:						
Addition of non-current assets (note)	11,969	—	—	—	—	11,969
Loss on disposal and write-off of property, plant and equipment	(76)	—	—	—	—	(76)
Impairment loss on non- financial assets	(7,022)	—	—	—	—	(7,022)
(Impairment loss)/reversal of impairment loss under expected credit loss model, net	(1,325)	(1,690)	(1,238)	—	16	(4,237)
Depreciation	(14,155)	—	—	(3)	—	(14,158)
Reversal of allowance for inventories, net	17,985	—	—	—	—	17,985
Interest income	1,086	—	5	—	1,035	2,126
Finance costs	(1,621)	—	(17)	—	(86)	(1,724)

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 6. OPERATING SEGMENT (Continued)

### Other segment information (Continued)

Note: Non-current assets included property, plant and equipment and investment properties.

### Geographical information

Information about the Group's revenue from external customers is presented based on the location of the respective group entities' operations:

	2024 HK\$'000	2023 HK\$'000
Hong Kong	107,658	190,644
Macau	16,797	16,796
Mainland China	—	102
	<b>124,455</b>	207,542

Information about the Group's non-current assets is presented based on the location of the assets:

	2024 HK\$'000	2023 HK\$'000
Hong Kong	13,122	27,363
Mainland China	—	7
Australia	4	4
Macau	1,554	2,484
	<b>14,680</b>	29,858

Note: Non-current assets excluded loans to an associate, deferred tax assets, rental deposits and prepayment and deposits and prepayment for a life insurance policy.

### Information about major customers

No individual customer accounted for over 10% of the Group's total revenue during both years.

## 7. OTHER INCOME

	2024 HK\$'000	2023 HK\$'000
Commission income	5,225	3,989
Imputed interest income from deposits and prepayment for a life insurance policy	36	35
Interest income	2,547	2,126
Imputed interest income from rental deposits	339	285
Rental income (outgoings of HK\$nil (2023: HK\$nil))	126	125
Others	370	783
	<b>8,643</b>	7,343

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

### 8. OTHER GAINS AND LOSSES

	2024 HK\$'000	2023 HK\$'000
Net exchange gain/(loss)	13	(25)
Gain on lease modification	—	462
Gain on deemed disposal of interest in an associate	—	210
Loss on deconsolidation of subsidiaries	(5,554)	—
Loss on disposal and write-off of property, plant and equipment	(66)	(76)
	<b>(5,607)</b>	571

### 9. IMPAIRMENT LOSS UNDER EXPECTED CREDIT LOSS MODEL, NET

	2024 HK\$'000	2023 HK\$'000
Impairment loss recognised/(reversed) in respect of:		
Loans to an associate	15,719	—
Other receivables and deposits	—	(35)
Trade receivables	(951)	1,336
Amounts due from associates	—	2,936
	<b>14,768</b>	4,237

Details of impairment assessment are set out in note 39.

### 10. FINANCE COSTS

	2024 HK\$'000	2023 HK\$'000
Interest on:		
— bank and other borrowings	1,975	155
— lease liabilities	1,817	1,421
— employee benefit obligations	42	63
— others	414	—
Imputed interest on loan from a related company	—	85
	<b>4,248</b>	1,724

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

### 11. LOSS BEFORE TAXATION

	2024 HK\$'000	2023 HK\$'000
Loss before taxation has been arrived at after charging/(crediting):		
Directors' remuneration (note 12)	9,372	10,241
Other staff costs	45,284	58,101
Retirement benefit schemes contributions for other staff	1,495	1,902
<b>Total staff costs</b>	<b>56,151</b>	<b>70,244</b>
Auditors' remuneration	1,600	2,400
Reversal of allowance for inventories, net	(6,320)	(17,985)
Cost of inventories recognised as expenses (including reversal of allowance for inventories, net)	39,507	56,780
Depreciation of property, plant and equipment	15,539	14,158
Impairment loss on property, plant and equipment	11,958	7,022
Loss on deconsolidation of subsidiaries (including in other gains and losses)	5,554	—
Premium charges on a life insurance policy	29	29

### 12. DIRECTORS', CHIEF EXECUTIVES' AND EMPLOYEES' EMOLUMENTS

#### (a) Directors' and chief executives' emoluments

	Fees HK\$'000	Salaries and allowances HK\$'000	Retirement benefit schemes contributions HK\$'000	Total HK\$'000
<b>For the year ended 31 December 2024</b>				
Non-executive directors:				
Mr. Lin Zheming	576	—	—	576
Mr. Chu Chun Ho, Dominic	—	8,103	113	8,216
Ms. Jiang Juqi (note c and e)	145	—	—	145
Independent non-executive directors:				
Mr. Wang Jian	145	—	—	145
Mr. Tao Chi Keung (notes d and f)	145	—	—	145
Mr. Cai Tsz Yeung (notes d and f)	145	—	—	145
	<b>1,156</b>	<b>8,103</b>	<b>113</b>	<b>9,372</b>

## 12. DIRECTORS', CHIEF EXECUTIVES' AND EMPLOYEES' EMOLUMENTS (Continued)

### (a) Directors' and chief executives' emoluments (Continued)

	Fees HK\$'000	Salaries and allowances HK\$'000	Retirement benefit schemes contributions HK\$'000	Total HK\$'000
<b>For the year ended 31 December 2023</b>				
Executive directors:				
Mr. Yang Jun (note a)	412	—	—	412
Mr. Lai Wenjing (note a)	296	—	—	296
Non-executive directors:				
Mr. Lin Zheming	576	—	—	576
Mr. Lin Jun (note b)	99	—	—	99
Mr. Chu Chun Ho, Dominic	—	8,183	112	8,295
Mr. Chen Anhua (note c)	102	—	—	102
Ms. Jiang Juqi (notes c and e)	43	—	—	43
Independent non-executive directors:				
Mr. Xie Rongxing (note a)	100	—	—	100
Mr. Wang Jian	145	—	—	145
Ms. Tan Yuying (note d)	117	—	—	117
Mr. Tao Chi Keung (notes d and f)	28	—	—	28
Mr. Cai Tsz Yeung (notes d and f)	28	—	—	28
	1,946	8,183	112	10,241

There was no arrangement under which a director and the chief executive waived or agreed to waive any remuneration during the year.

Notes:

- (a) Mr. Yang Jun and Mr. Lai Wenjing resigned as executive directors and Mr. Xie Rongxing resigned as independent non-executive director on 7 September 2023.
- (b) Mr. Lin Jun resigned as non-executive director on 5 September 2023.
- (c) Mr. Chen Anhua resigned as non-executive director and Ms. Jiang Juqi was appointed as non-executive director on 14 September 2023.
- (d) Ms. Tan Yuying resigned as independent non-executive director and Mr. Tao Chi Keung and Mr. Cai Tsz Yeung was appointed on 20 October 2023.
- (e) Ms. Jiang Juqi resigned as non-executive directors on 24 June 2025.
- (f) Mr. Tao Chi Keung and Mr. Cai Tsz Yeung resigned as independent non-executive directors on 13 June 2025 and 26 June 2025 respectively.

Mr. Lai Wenjing is the chief executive of the Company and his emoluments disclosed above include those for services rendered by them as the chief executive. Mr. Lai Wenjing resigned as chief executive of the Company on 7 September 2023.

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group. The emoluments of the non-executive directors (except for Mr. Chu Chun Ho, Dominic) and independent non-executive directors shown above were mainly for their services as directors of the Company. During the year ended 31 December 2024, salaries and allowances and retirement benefit scheme contributions of HK\$8,103,000 and HK\$113,000 (2023: HK\$8,183,000 and HK\$112,000), respectively, were paid to Mr. Chu Chun Ho, Dominic mainly for his services in connection with management of the affairs of certain subsidiaries of the Group.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

### 12. DIRECTORS', CHIEF EXECUTIVES' AND EMPLOYEES' EMOLUMENTS (Continued)

#### (a) Directors' and chief executives' emoluments (Continued)

As at 31 December 2024, there are no loans, quasi-loans and other dealing arrangements in favour of the directors, controlled bodies corporate and controlled entities with such directors.

Neither the chief executives nor any of the directors waived any emoluments in both years.

#### (b) Employees' emoluments

The five highest paid individuals in the year included one (2023: one) director of the Company, whose emoluments paid in the capacity as a director of the Company are included in the disclosure above. Total emoluments of the remaining four (2023: four) highest paid individuals who are neither a director nor chief executive of the Company for the year are as follows:

	2024 HK\$'000	2023 HK\$'000
Salaries and allowances	11,906	15,442
Retirement benefits scheme contributions	128	206
	<b>12,034</b>	15,648

Their emoluments were within the following bands:

	Number of individuals	
	2024	2023
HK\$500,001 to HK\$1,000,000	1	—
HK\$1,000,001 to HK\$1,500,000	2	1
HK\$1,500,001 to HK\$2,000,000	—	1
HK\$3,000,001 to HK\$3,500,000	—	1
HK\$9,000,001 to HK\$9,500,000	1	1
	<b>4</b>	4

Saved as disclosed above, during the years ended 31 December 2024 and 2023, no emoluments were paid by the Group to the directors or chief executive of the Company or the five highest paid individuals of the Group as an inducement to join or upon joining the Group or as compensation for loss of office.

### 13. TAXATION

	2024 HK\$'000	2023 HK\$'000
Current tax		
Hong Kong Profits Tax	—	—
Macau Complementary Tax	—	178
	—	178
Deferred taxation (note 22)	307	448
	<b>307</b>	626

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

### 13. TAXATION (Continued)

The Company, which was incorporated in the Cayman Islands, together with those group entities incorporated in the BVI, have no assessable profits for both years.

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.

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years. No provision for Hong Kong Profits Tax has been made For the year ended 31 December 2024 as the Group has sufficient tax losses brought forward available to offset the current year estimated assessable profits (2023: Nil).

Macau Complementary Tax is calculated at the rate of 12% (2023: 12%) on the estimated assessable profit for both years.

Under the applicable corporate tax law in Australia, income tax is charged at 30% (2023: 30%) of the estimated assessable profit. No provision for Australian income tax has been made in the consolidated financial statements as the subsidiary operating in Australia has no assessable profits for both years.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% (2023: 25%). No provision for PRC Enterprise Income Tax has been made in the consolidated financial statements as the subsidiaries operating in the PRC have no assessable profits for both years.

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

	2024 HK\$'000	2023 HK\$'000
Loss before taxation	(68,031)	(35,420)
Tax charge at Hong Kong Profits Tax rate of 16.5% (2023: 16.5%)	(11,225)	(5,844)
Tax effect of expenses not deductible for tax purposes	6,400	8,338
Tax effect of income not taxable for tax purposes	(1,145)	(1,192)
Tax effect of tax losses not recognised	6,464	7,281
Utilisation of tax losses previously not recognised	(266)	(6,827)
Effect of different tax rate of subsidiaries operating in other jurisdictions	147	(1,165)
Tax effect of share of results of an associate	—	35
Effect of tax exemptions granted to Macau subsidiary	(68)	—
Tax charge	307	626

### 14. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during the year ended 31 December 2024, nor has any dividend been proposed since the end of the reporting period (2023: nil).

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 15. LOSS PER SHARE

The calculation of the basic and diluted loss per share For the year ended 31 December 2024 is based on the loss for the year attributable to owners of the Company of HK\$68,338,000 (2023: HK\$32,294,000) and the weighted average number of 242,845,000 (2023: 242,845,000) ordinary shares for the purpose of basic and diluted loss per share during the year.

For the years ended 31 December 2024 and 2023, diluted loss per share was the same as basic loss per share as there were no potential ordinary shares in issue during the years.

## 16. PROPERTY, PLANT AND EQUIPMENT

	Leased properties HK\$'000	Leasehold land and buildings HK\$'000	Leasehold improvements HK\$'000	Furniture, fixtures and equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
<b>COST</b>						
At 1 January 2023	59,109	7,230	18,705	8,866	1,178	95,088
Exchange adjustments	—	—	—	(11)	—	(11)
Additions	7,976	—	3,065	928	—	11,969
Modification of lease term	14,612	—	—	—	—	14,612
Write-off	—	—	(2,424)	(166)	—	(2,590)
At 31 December 2023 and 1 January 2024	<b>81,697</b>	<b>7,230</b>	<b>19,346</b>	<b>9,617</b>	<b>1,178</b>	<b>119,068</b>
Additions	7,623	—	2,275	1,622	897	12,417
Deconsolidation	—	—	—	(378)	—	(378)
Write-off	—	—	(2,832)	(173)	(598)	(3,603)
<b>At 31 December 2024</b>	<b>89,320</b>	<b>7,230</b>	<b>18,789</b>	<b>10,688</b>	<b>1,477</b>	<b>127,504</b>
<b>DEPRECIATION AND IMPAIRMENT</b>						
At 1 January 2023	42,125	3,854	17,278	8,679	719	72,655
Exchange adjustments	—	—	—	(11)	—	(11)
Provided for the year	12,989	145	642	244	138	14,158
Impairment loss recognised for the year	5,618	—	1,022	285	97	7,022
Eliminated on write-off	—	—	(2,348)	(166)	—	(2,514)
At 31 December 2023 and 1 January 2024	<b>60,732</b>	<b>3,999</b>	<b>16,594</b>	<b>9,031</b>	<b>954</b>	<b>91,310</b>
Provided for the year	13,140	145	1,310	583	361	15,539
Eliminated on deconsolidation	—	—	—	(371)	—	(371)
Impairment loss recognised for the year	8,144	—	2,051	1,256	507	11,958
Eliminated on write-off	—	—	(2,759)	(172)	(581)	(3,512)
<b>At 31 December 2024</b>	<b>82,016</b>	<b>4,144</b>	<b>17,196</b>	<b>10,327</b>	<b>1,241</b>	<b>114,924</b>
<b>CARRYING VALUES</b>						
<b>At 31 December 2024</b>	<b>7,304</b>	<b>3,086</b>	<b>1,593</b>	<b>361</b>	<b>236</b>	<b>12,580</b>
At 31 December 2023	20,965	3,231	2,752	586	224	27,758

## 16. PROPERTY, PLANT AND EQUIPMENT (Continued)

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives, using the straight-line method or reducing balance method at the following rates per annum:

Leased properties	Over the term of the lease on straight-line method
Leasehold land and buildings	Over the shorter of the term of lease or 2% on straight-line method
Leasehold improvements	Over the shorter of the term of the lease or 25%–33½% on straight-line method
Furniture, fixtures and equipment	33½%–50% on straight-line method
Motor vehicles	30% on reducing balance method

### The Group as lessee

#### Right-of-use assets (included in the property, plant and equipment)

	Leased properties	
	2024 HK\$'000	2023 HK\$'000
<b>For the year ended 31 December 2024</b>		
Expense relating to short-term leases	21,431	28,945
Variable lease payments not included in the measurement of lease liabilities	7,553	10,823
Total cash outflow for leases	38,576	43,533

For both years, the Group leases warehouses, retail shops, department store counters and offices for its operations. Lease contracts are entered into for fixed term of 1 to 3 years (2023: 1 to 3 years). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

Leases of retail shops are either with only fixed lease payments or contain variable lease payment that are based on certain percentage of sales and minimum annual lease payment that are fixed over the lease term. Some variable payment terms include cap clauses. The payment terms are common in retail shops in Hong Kong and Macau where the Group operates. The amount of fixed and variable lease payments paid/payable to relevant lessors during the year:

	Fixed payments HK\$'000	Variable payments HK\$'000	Total payments HK\$'000
<b>For the year ended 31 December 2024</b>			
Retail shops and department store counters without variable lease payments	3,198	—	3,198
Retail shops and department store counters with variable lease payments	25,185	7,553	32,738
	28,383	7,553	35,936
<b>For the year ended 31 December 2023</b>			
Retail shops and department store counters without variable lease payments	5,063	—	5,063
Retail shops and department store counters with variable lease payments	23,505	10,823	34,328
	28,568	10,823	39,391

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 16. PROPERTY, PLANT AND EQUIPMENT (Continued)

### The Group as lessee (Continued)

#### Right-of-use assets (included in the property, plant and equipment) (Continued)

The overall financial effect of using variable payment terms is that higher rental costs are incurred by retail shops with higher sales. Variable rent expenses are expected to continue to represent a similar proportion of retail shops sales in future years.

The Group regularly entered into short-term leases for retail shops and an office. As at 31 December 2024 and 2023, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

In addition, lease liabilities of HK\$20,910,000 are recognised with related right-of-use assets of HK\$7,304,000 as at 31 December 2024 (2023: lease liabilities of HK\$28,723,000 are recognised with related right-of-use assets of HK\$20,965,000). The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

#### Impairment assessment

As a result of the changes in the current economic environment and the outlets/segment losses resulted in trading of footwear products segment of the Group for the years ended 31 December 2024 and 2023, the management of the Group concluded there was indication for impairment and conducted impairment assessment on recoverable amounts of property, plant and equipment. The Group estimates the recoverable amounts of the several cash-generating units in trading of footwear products segment to which the assets belong those assets cannot generate cash inflows individually including allocation of corporate assets when reasonable consistent basis can be established.

The recoverable amount of each cash-generating units has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by the management of the Group covering the following 5 years or the remaining lease terms of each cash-generating units. A pre-tax discount rate for cash-generating units in trading of footwear products segment are ranging from 11% to 24% (2023: ranging from 10.5% to 33.2%) as at 31 December 2024. Another key assumption for the value in use calculation is the budgeted gross margin, which is determined based on each cash-generating units' past performance and management expectations for the market development. The growth rates and discount rate have been reassessed as at 31 December 2024 taking into consideration lower degree of estimation uncertainties in the current year.

Based on the result of the assessment, management of the Group determined that the recoverable amount of each cash-generating unit is lower than the carrying amount. The impairment amount has been allocated to each category of property, plant and equipment (including allocation of corporate assets) such that the carrying amount of each category of asset is not reduced below the highest of its fair value less cost of disposal, its value in use and zero. Based on the value in use calculation, an impairment loss of HK\$11,958,000 (2023: HK\$7,022,000) has been recognised against the carrying amounts of property, plant and equipment.

## 17. INVESTMENT PROPERTIES

During the year ended 31 December 2024, the Group lease out car parks under operating leases with rentals payable monthly. The leases typically run for an initial period of one year, with unilateral rights to extend the lease beyond initial period held by lessees only.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currency of a group entity. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

HK\$'000

#### FAIR VALUE

At 1 January 2023, 31 December 2023, 1 January 2024 and 31 December 2024

2,100

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

### 17. INVESTMENT PROPERTIES (Continued)

Investment properties	Valuation technique	Significant unobservable input(s)	Relationship of unobservable inputs to fair value
Carparks located in Hong Kong	Direct comparison approach	Market price, taking into account the recent transaction prices for similar properties adjusted for nature, location and conditions of the property	A significant increase in the market price used would result in a significant increase in fair value, and vice versa

Details of the Group's investment properties and information about the fair value hierarchy were as follows:

	2024		2023	
	Carrying amount	Fair value at Level 3 hierarchy	Carrying amount	Fair value at Level 3 hierarchy
At 31 December Carparks located in Hong Kong	2,100	2,100	2,100	2,100
			2024 HK\$'000	2023 HK\$'000
Classified as: Investment properties			2,100	2,100

### 18. GOODWILL

	HK\$'000
<b>COST</b>	
At 1 January 2023, 31 December 2023, 1 January 2024 and 31 December 2024	31,027
<b>IMPAIRMENT</b>	
At 1 January 2023, 31 December 2023, 1 January 2024 and 31 December 2024	31,027
<b>CARRYING VALUES</b>	
At 31 December 2023 and 31 December 2024	—

For the purpose of impairment testing, goodwill and intangible assets with indefinite useful life have been allocated to a group of cash-generating units including subsidiaries engaged in provision of financial services.

In addition to goodwill and intangible assets with indefinite life, property, plant and equipment (including allocation of corporate assets) that generate cash flows together with the related goodwill and intangible assets with indefinite useful life are also included in the respective cash-generating unit for the purpose of impairment assessment.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

### 19. INTANGIBLE ASSETS

The basis of the recoverable amounts of the cash-generating units above and their major underlying assumptions are summarised below:

	Software HK\$'000	Licenses HK\$'000	Total HK\$'000
<b>COST</b>			
At 1 January 2023, 31 December 2023 and 1 January 2024	9,857	22,224	32,081
Write-off	(9,857)	(22,224)	(32,081)
At 31 December 2024	—	—	—
<b>AMORTISATION AND IMPAIRMENT</b>			
At 1 January 2023, 31 December 2023 and 1 January 2024	9,857	22,224	32,081
Eliminated on write-off	(9,857)	(22,224)	(32,081)
At 31 December 2024	—	—	—
<b>CARRYING VALUES</b>			
At 31 December 2023 and 2024	—	—	—

Software has finite useful life and is amortised on a straight-line basis over 5 years.

Licenses represent the Type 1 (Dealing in Securities), Type 4, (Advising on Securities), Type 6 (Advising on Corporate Finance) and Type 9 (Asset Management) licences issued by the Securities and Futures Commission ("SFC") which were acquired through acquisition of subsidiaries during the year ended 31 December 2018. These licences are renewable annually at minimal costs. In the opinion of the directors, the intangible assets have an indefinite useful life because they are expected to contribute net cash inflows indefinitely. The intangible assets will not be amortised until their useful lives are determined to be finite. Instead they will be tested for impairment annually and whenever there is an indication that they may be impaired.

The Licenses are revoked by SFC on 24 January 2024 and 30 August 2024 respectively.

### 20. INTERESTS IN ASSOCIATES

Details of the Group's associates at the end of the reporting period are as follows:

Name of associate	Place of incorporation	Principal place of business	Equity interest attributable to the Group		Principal activities
			2024	2023	
Century Health Holdings Co., Limited ("Century Health")	Hong Kong	Hong Kong	10%	10%	Investment holding
Dermaco Pty Ltd.# ("Dermaco")	Australia	Australia	8.5%	8.5%	Manufacturing and trading of beauty products
Pharma Science Australia Pty. Ltd.# ("Pharma Science")	Australia	Australia	10%	10%	Trading of healthcare products
DSG Capital (Singapore) Pte. Limited ("DSG Capital (SG)")	Singapore	Singapore	N/A*	N/A*	Provision of financial services

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

### 20. INTERESTS IN ASSOCIATES (Continued)

\* These companies are subsidiaries of Century Health.

Dermaco was deregistered on 11 May 2025.

\* On 28 August 2023, DSG Capital (SG) allotted and issued 160,000 shares. The equity interest attributable to the Group decreased from 25.6% to 22.56% accordingly.

On 20 October 2023, DSG Capital (SG) further allotted and issued 600,000 shares. The equity interest attributable to the Group decreased from 25.6% to 15.54% accordingly. Upon the shares allotment, DSG Capital (SG) ceased to be an associate of the Group and the retained interest is recognised as a financial asset in accordance with HKFRS 9. There is no difference between the fair value of retained interest and the carrying amount of the investment at the date the equity method was discontinued.

On 31 July 2024, DSG Capital (SG) allotted and issued 400,000 shares. The equity interest attributable to the Group decreased from 15.54% to 12.88% accordingly.

### 21. LOANS TO AN ASSOCIATE

	2024 HK\$'000	2023 HK\$'000
Loans to an associate	46,096	45,053
Less: Allowance for expected credit losses	(16,771)	(1,052)
	29,325	44,001
Less: Amounts shown under non-current assets	—	(5,236)
	29,325	38,765

Loans to Century Health includes loans with aggregate principal amount of approximately HK\$41,700,000 (2023: HK\$41,700,000), which are secured by the personal guarantees of the ultimate controlling parties of the associate, bear interest at 2.5% per annum with fixed terms of repayment 3.5 years from the loan funding date, ranging from January to September 2021. Accordingly, the loans are classified as current assets (2023: current and non-current assets) as at 31 December 2024.

The other loan to the associate, amounting to approximately HK\$546,000 (2023: HK\$546,000), is unsecured, interest bearing at 2.5% per annum and has no fixed terms of repayment.

In December 2024, the Company issued the Guarantee Breach Notice to the ultimate controlling parties of the associate. No repayments have been received for those parts or the portions of the Loan that are past due up to the reporting date. The failure to repay the Loan and accrued interest on time constitutes an event of default, and that has yet to be remedied within twenty business days since its occurrence. For details, please refer to note 45d.

### 22. DEFERRED TAXATION

For the purposes of presentation in the consolidated statement of financial position, certain deferred tax assets have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

	2024 HK\$'000	2023 HK\$'000
Deferred tax assets	3,497	3,804

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 22. DEFERRED TAXATION (Continued)

The followings are the major deferred tax assets recognised and movements thereon during the year:

	Accelerated tax depreciation HK\$'000	Tax losses HK\$'000	Total HK\$'000
At 1 January 2023	1,085	3,167	4,252
Charged to profit or loss (note 13)	(448)	—	(448)
At 31 December 2023 and 1 January 2024	637	3,167	3,804
Charged to profit or loss (note 13)	—	(307)	(307)
At 31 December 2024	637	2,860	3,497

At the end of the reporting period, the Group has unutilised tax losses of HK\$242,291,000 (2023: HK\$279,915,000) available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$17,327,000 (2023: HK\$19,189,000) of such losses. No deferred tax asset has been recognised in respect of the remaining losses of HK\$224,964,000 (2023: HK\$260,726,000). Included in unrecognised tax losses are losses of HK\$5,862,000 (2023: HK\$55,678,000) and HK\$37,330,000 (2023: HK\$37,330,000) that will expire within five years and ten years, respectively. Other losses may be carried forward indefinitely.

## 23. DEPOSITS AND PREPAYMENT FOR A LIFE INSURANCE POLICY

In 2016, the Group entered into a life insurance policy (the "Policy") to insure a director of certain subsidiaries of the Group. Under the Policy, the beneficiary and the policy holder is the Group and the total insured sum is US\$1,000,000 (equivalent to HK\$7,750,000). At inception of the Policy, the Group paid an upfront payment of US\$243,000 (equivalent to HK\$1,883,000). The Group can withdraw the Policy at any time with surrender charges if such withdrawal occur before the 19th anniversary from date of inception and can receive cash refund based on the net nominal account value of the Policy at the date of withdrawal. The Group will also receive an interest at minimum rate of 2.00% per annum guaranteed by the insurer.

The upfront payment is financed by banking facility granted by a bank with interest charged at 1.65% over HIBOR per annum.

As at 31 December 2024 and 2023, the directors of the Company expect that the Policy will be terminated at the 19th anniversary (i.e. year 2035) from date of inception and there will be no specific surrender charges in accordance with the Policy. The directors of the Company consider that the expected life of the Policy will remain unchanged from the initial recognition and the financial impact of the option to terminate the Policy is not significant.

The Policy exposes the insurer to significant insurance risk. The gross premium paid at inception of the Policy consists of a deposit placed element and a prepayment for life insurance element. These two elements are recognised on the consolidated statement of financial position at the aggregate of the amount of gross premium paid plus interest earned, and after deducting the annual cost of insurance, other applicable charges as well as the amortisation of the expected surrender charge at the end of the life of the Policy.

The effective interest rate of the deposits is 2.00% per annum, which is determined on initial recognition by discounting the estimated future cash receipts over the expected life of the Policy, which is 18 years.

## 24. INVENTORIES

	2024 HK\$'000	2023 HK\$'000
Finished goods	10,771	13,324

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

### 25. TRADE AND OTHER RECEIVABLES

	2024 HK\$'000	2023 HK\$'000
Trade receivables	4,974	10,185
Less: Allowance for expected credit losses	(430)	(1,381)
	<b>4,544</b>	8,804
Rental deposits	10,554	12,340
Other deposits	5,655	5,545
Prepayments	1,158	2,381
Other receivables	8,642	2,914
Advance payments to suppliers	806	627
	<b>31,359</b>	32,611
Less: Allowance for expected credit losses	(4,634)	(4,643)
	<b>26,725</b>	27,968
Less: Amounts shown under non-current assets	(2,920)	(4,474)
Amount shown under current assets	<b>23,805</b>	23,494

As at 1 January 2023, trade receivables from contracts with customers amounted to HK\$7,757,000.

Retail sales of footwear products are made at retail shops and concession counters in department stores. The department stores collect payments from the ultimate customers and then repay the balance after deducting the concessionaire commission to the Group. The credit periods granted to department stores range from 30 to 60 days. Sales made at retail shops are settled by cash or credit cards. For wholesale of footwear products, trading of healthcare products and provision of financial services, the Group allows a credit period ranging from 30 to 90 days to its trade customers. For online medical services, the Group allows a credit period ranging from 15 to 90 days to its customers. The following is an aging analysis of trade receivables net of allowance for expected credit losses presented based on the invoice date at the end of each reporting period:

	2024 HK\$'000	2023 HK\$'000
Within 30 days	4,122	8,398
31 to 60 days	337	196
61 to 90 days	85	210
	<b>4,544</b>	8,804

For sales by wholesale of footwear products, trading of healthcare products, provision of financial services and online medical services, before accepting any new customer, the Group will check the historical default records of these customers through external source.

The management of the Group closely monitors the credit quality of trade receivables and considers the debtors that are neither past due nor impaired to be of a good credit quality.

As at 31 December 2024, included in the Group's trade receivables balances were debtors with aggregate carrying amount of HK\$nil (2023: HK\$289,000) which were past due as at the reporting date. Out of the past due balance, none of the balance (2023: HK\$nil) has been past due 90 days or more and is not considered as in default based on good payment records for those debtors and continuous business with the Group. The Group did not hold any collateral over these balances.

Details of impairment assessment are set out in note 39.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

### 26. PLEDGED TIME DEPOSITS AND BANK BALANCES AND CASH

Time deposits and bank balances carry interest at prevailing market rates of 0.1% to 4.31% (2023: Time deposits and bank balances carry interest at prevailing market rates of 0.98% to 5.24%) per annum.

Pledged time deposits carry fixed interest rate of ranged from 2.51% to 5.07% (2023: ranged from 2.47% to 5.02%) and represent deposits pledged to secure certain banking facilities granted to the Group.

Details of impairment assessment are set out in note 39.

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.

	<b>Interest payable</b> HK\$'000	<b>Amounts due to related companies</b> HK\$'000	<b>Lease liabilities</b> HK\$'000	<b>Loan from a related company</b> HK\$'000	<b>Other borrowings</b> HK\$'000	<b>Total</b> HK\$'000
At 31 December 2022 and 1 January 2023	4,049	13,956	20,116	10,917	20,000	69,038
Financing cash flows	(155)	(3,087)	(14,588)	—	(5,000)	(22,830)
Non-cash changes:						
Finance cost recognised (note 10)	155	—	1,421	85	—	1,661
Foreign exchange translation	—	(420)	—	(310)	—	(730)
Leases modified	—	—	14,150	—	—	14,150
New leases entered	—	—	7,624	—	—	7,624
At 31 December 2023 and 1 January 2024	<b>4,049</b>	<b>10,449</b>	<b>28,723</b>	<b>10,692</b>	<b>15,000</b>	<b>68,913</b>
Financing cash flows	—	1,446	(17,145)	—	—	(15,699)
Non-cash changes:						
Finance cost recognised (note 10)	1,975	—	1,817	—	—	3,792
Deconsolidation	—	(2,478)	—	—	—	(2,478)
New leases entered	—	—	7,515	—	—	7,515
Reallocation to liabilities classified as held for sale	—	(5,566)	—	(10,692)	—	(16,258)
At 31 December 2024	<b>6,024</b>	<b>3,851</b>	<b>20,910</b>	<b>—</b>	<b>15,000</b>	<b>45,785</b>

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

### 27. TRADE AND OTHER PAYABLES

	2024 HK\$'000	2023 HK\$'000
Trade payables	3,975	4,661
Accrued staff costs	74,060	76,139
Accrued expenses	22,282	20,659
Other payables (Note)	25,410	29,965
	<b>125,727</b>	131,424

Note: Included in the balance as at 31 December 2024, there was approximately HK\$6,558,000 which is payable to Great Wall International Investment X Limited, carrying interest at 6.5% per annum.

The average credit period of trade payables is 30 days.

The following is an aging analysis of trade payables based on the invoice date at the end of each reporting period:

	2024 HK\$'000	2023 HK\$'000
Within 30 days	2,398	2,769
31 to 60 days	32	215
61 to 90 days	—	—
Over 90 days	1,545	1,677
	<b>3,975</b>	4,661

### 28. CONTRACT LIABILITIES

	2024 HK\$'000	2023 HK\$'000
Provision for online medical services	46	128
Cash coupon	25	23
	<b>71</b>	151

When the Group receives receipts in advance from customers to render online medical services and sales of footwear products, these will give rise to contract liabilities at the start of a contract, until the revenue recognised on the relevant contract exceeds the amount of the deposits.

	2024 HK\$'000	2023 HK\$'000
At 1 January	151	175
Consideration received during the year	71	48
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	(40)	(66)
Revenue recognised that was included in the contract liabilities recognised during the year	(29)	(4)
Release from deconsolidation of subsidiaries	(82)	—
Exchange alignment	—	(2)
At 31 December	<b>71</b>	151

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

### 29. AMOUNTS DUE FROM/(TO) ASSOCIATES/RELATED COMPANIES/LOAN FROM A RELATED COMPANY

Name of associates	Maximum outstanding balances during the year HK\$'000	2024 HK\$'000	2023 HK\$'000
DSG Capital (Singapore) PTE Limited	1,483	1,483	1,483
Pharma Science Australia Pty. Ltd.	2,121	2,121	2,121
		3,604	3,604
Less: Allowance for expected credit losses		(3,604)	(3,604)
		—	—

As at 31 December 2024 and 2023, amounts due from associates are non-trade in nature, unsecured, interest free and recoverable on demand.

As at 31 December 2024, amounts due to related companies of HK\$2,521,000 (2023: HK\$8,745,000) are non-trade in nature, unsecured, interest free and recoverable on demand.

As at 31 December 2023, loan from a related company of HK\$10,692,000 is interest free, unsecured and repayable in 2023.

Mr. Yang Jun, a former director of the Company, is the controlling shareholder of the above related companies and the Group as at 31 December 2024 and 2023.

As at 31 December 2024, amounts due to related companies of HK\$1,330,000 (2023: HK\$1,704,000) are non-trade in nature, unsecured, interest free and repayable on demand. The related companies are partially owned by Mr. Chu Chun Ho, Dominic, the non-executive director of the Group.

### 30. LEASE LIABILITIES

	2024 HK\$'000	2023 HK\$'000
<b>Lease liabilities payable:</b>		
Within one year	13,542	14,845
Within a period of more than one year but not more than two years	7,368	13,878
	20,910	28,723
Less: Amount due for settlement within 12 months shown under current liabilities	(13,542)	(14,845)
Amount due for settlement after 12 months shown under non-current liabilities	7,368	13,878

The weighted average incremental borrowing rates applied to lease liabilities is at range from 3.58% to 4.3% (2023: from 2.4% to 9.6%).

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

### 31. OTHER BORROWINGS

	2024 HK\$'000	2023 HK\$'000
Other borrowing	15,000	15,000
Unsecured	15,000	15,000
Carrying amount repayable Within one year	15,000	15,000
Less: Amounts shown under current liabilities	(15,000)	(15,000)
Amounts shown under non-current liabilities	—	—

As at 31 December 2024, the above other borrowing bears interest at 6.5% (2023: 6.5%) per annum.

### 32. SHARE CAPITAL

The movement in share capital of the Company is as follows:

	Number of shares	Amount HK\$'000
Ordinary shares of HK\$0.01 each		
Authorised:		
At 1 January 2023, 31 December 2023 and 31 December 2024	500,000,000	5,000
Issued and fully paid:		
At 1 January 2023, 31 December 2023 and 31 December 2024	242,845,000	2,428

Note:

There were no changes in the Company's authorised, issued and fully paid share capital during year ended 31 December 2024.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 33. RETIREMENT BENEFITS SCHEMES

The Group participates in the Mandatory Provident Fund Scheme (the "HK MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed in Hong Kong. The HK MPF Scheme is defined contribution retirement schemes administered by independent trustees. Under the HK MPF Scheme, the employer and its employees are each required to make contributions to the schemes at 5% of the employees' relevant income, subject to a maximum amount of HK\$1,500 per month for each employee to the HK MPF Scheme. Contributions to the schemes vest immediately.

The employees employed by a subsidiary in Macau are members of the government-managed social benefits schemes operated by the Macau government. The subsidiary is required to pay a monthly fixed contribution to the social benefits schemes to fund the benefits. The only obligation of the Group with respect to the social benefits schemes operated by the Macau government is to make the required contributions under the schemes. The assets of the schemes are held separately from those of the Group in funds under the control of an independent trustee.

The employees employed in the subsidiaries established in the PRC are members of the state-managed retirement benefits schemes operated by the PRC government. The PRC subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefits schemes is to make the required contributions under the schemes.

The employees employed by a subsidiary in Australia are members of a state-managed retirement benefit scheme in Australia (superannuation fund). The subsidiary is required to contribute a certain percentage of their payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

The retirement scheme cost recognised in profit and loss represents contributions paid or payable to the schemes by the Group at rates specified in the rules of the scheme. At the end of each reporting period, the Group had no significant obligation apart from the contributions as stated above and there is no forfeited contribution arose upon employees leaving the retirement benefit schemes and which were available to reduce contributions payable.

The total expense recognise in the consolidated statement of profit or loss and other comprehensive income of HK\$1,608,000 (2023: HK\$2,014,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plans.

### Employee benefit obligations — Obligation to pay LSP under Hong Kong Employment Ordinance (Chapter 57)

For the Group's subsidiaries operating in Hong Kong, pursuant to the Employment Ordinance, Chapter 57, the Group has the obligation to pay LSP to qualifying employees in Hong Kong under certain circumstances (e.g. dismissal by employers or upon retirement), subject to a minimum of 5 years employment period, based on the following formula:

Last monthly wages (before termination of employment)  $\times$  2/3  $\times$  Years of service

Last monthly wages are capped at HK\$22,500 while the amount of long service payment shall not exceed HK\$390,000. This obligation is accounted for as a post-employment defined benefit plan.

Furthermore, the Mandatory Provident Fund Schemes Ordinance passed in 1995 permits the Group to utilize the Group's mandatory MPF contributions, plus/minus any positive/negative returns thereof, for the purpose of offsetting LSP payable to an employee (the "Offsetting Arrangement").

The Amendment Ordinance was gazette on 17 June 2022, which abolishes the use of the accrued benefits derived from employers' mandatory MPF contributions to offset the LSP. The Abolition will officially take effect on the Transition Date (i.e., 1 May 2025). Separately, the Government of the HKSAR is also expected to introduce a subsidy scheme to assist employers for a period of 25 years after the Transition Date on the LSP payable by employers up to a certain amount per employee per year.

**33. RETIREMENT BENEFITS SCHEMES (Continued)****Employee benefit obligations — Obligation to pay LSP under Hong Kong Employment Ordinance (Chapter 57) (Continued)**

Under the Amendment Ordinance, the Group's mandatory MPF contributions, plus/minus any positive/negative returns, after the Transition Date can continue to be applied to offset the pre-Transition Date LSP obligation but are not eligible to offset the post-Transition Date LSP obligation. On the other hand, the accrued benefits derived from the Group's voluntary contributions made pre-, on or post-transition can continue to be used to offset pre- and post-transition LSP. Furthermore, the LSP obligation before the Transition Date will be grandfathered and calculated based on the Last monthly wages immediately preceding the Transition Date and the years of service up to that date.

The latest actuarial valuation as at 31 December 2024 and 2023 specifically designated for the Group's employees was completed by a qualified actuary, using projected unit credit method.

- a) The amount recognised in the consolidated statement of financial position is as follows:

	<b>As at 31 December</b>	
	<b>2024</b>	2023
	<b>HK\$'000</b>	HK\$'000
Present value of defined benefit obligations	<b>1,097</b>	1,665

- b) Movements in the long service payments recognised in the consolidated statement of financial position are as follows:

	<b>As at 31 December</b>	
	<b>2024</b>	2023
	<b>HK\$'000</b>	HK\$'000
At 1 January	<b>1,665</b>	1,607
Expenses recognised in the consolidated statement of profit or loss	<b>152</b>	216
Remeasurements recognised in other comprehensive income	<b>(720)</b>	(126)
Benefits paid directly by employer	<b>—</b>	(32)
At 31 December	<b>1,097</b>	1,665

- c) Expenses recognised in the consolidated statement of profit or loss are as follows:

	<b>As at 31 December</b>	
	<b>2024</b>	2023
	<b>HK\$'000</b>	HK\$'000
Current service cost	<b>110</b>	153
Interest cost	<b>42</b>	63
Benefits paid directly by employer	<b>—</b>	(32)
Past service cost (Note)	<b>—</b>	—
	<b>152</b>	184

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 33. RETIREMENT BENEFITS SCHEMES (Continued)

### Employee benefit obligations — Obligation to pay LSP under Hong Kong Employment Ordinance (Chapter 57) (Continued)

d) Income recognised in the consolidated statement of comprehensive income is as follows:

	As at 31 December	
	2024	2023
	HK\$'000	HK\$'000
Remeasurements of employee benefit obligations	(720)	(126)

e) The principal actuarial assumptions used as at 31 December 2024 and 2023 (expressed as weighted average) are as follows:

	2024	2023
Discount rate	3.7%	3.7%
Future salary increment	3.0%	3.5%
Return of MPF balances	4.0%	4.0%

Notes:

In June 2022, the Hong Kong Government enacted the Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (the "Amendments"). The Amendments will come into effect prospectively from 1 May 2025 to be appointed by the Hong Kong Government ("Transition Date"). The Amendment results in:

- Change in the offsetting arrangement, such that the accrued benefits attributable to the employers' mandatory contributions under the Mandatory Provident Fund and certain employers' contributions under the Occupational Retirement Schemes would no longer be eligible to offset against the severance payment and long service payment accrued from the Transition Date; and
- Change of the calculation basis of last monthly wages for the portion of the long service payment accrued before the Transition Date.

## 34. SHARE OPTION SCHEME

The Company's share option scheme (the "Share Option Scheme") was adopted pursuant to a resolution passed on 11 June 2013. The purpose of the Share Option Scheme is to enable the Group to grant options to the eligible participants to (i) motivate them to optimize their performance and efficiency for the benefit of the Group; and (ii) attract and retain or otherwise maintain ongoing business relationship with eligible participants whose contributions are, will or expected to be beneficial to the Group.

The board of directors may, at its absolute discretion, grant an option to eligible participant(s) to subscribe for the shares of the Company at an exercise price and subject to the other terms of the Share Option Scheme. The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of the Company shall not in aggregate exceed 20,000,000 shares, being 9.35% of the total number of shares in issue at the time dealings in the shares of the Company first commence on the Stock Exchange.

The Share Option Scheme will remain in force for a period of ten years from its adoption date. Subject to certain restrictions contained in the Share Option Scheme, an option may be exercised in accordance with the terms of the Share Option Scheme and the terms of grant thereof at any time during the applicable option period, which is not more than ten years from the date of grant of option. There is no general requirement on the minimum period for which an option must be held or the performance targets which must be achieved before an option can be exercised under the terms of the Share Option Scheme. However, at the time of granting any option, the board of directors may, on a case by case basis, make such grant subject to such conditions, restrictions or limitations including (without limitation) those in relation to the minimum period of the options to be held and/or the performance targets to be achieved as the board of directors may determine in its absolute discretion.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

### 34. SHARE OPTION SCHEME (Continued)

No options were granted or exercised during both years and no share options were outstanding as at 31 December 2024 and 2023.

### 35. OPERATING LEASE ARRANGEMENTS

As lessor

Investment properties are leased for a term within one year. The Group had contracted with tenants for the following future minimum lease payments:

	2024 HK\$'000	2023 HK\$'000
Within one year	126	116

### 36. PLEDGE OF ASSETS

At the end of the reporting period, the Group's banking facilities were secured by the Group's assets as follows:

	2024 HK\$'000	2023 HK\$'000
Leasehold land and buildings	3,086	3,231
Pledged time deposits	22,098	21,223
Investment properties	2,100	2,100
Deposits and prepayment for a life insurance policy	1,937	1,930
	<b>29,221</b>	<b>28,484</b>

Note:

A related party pledged its leasehold land and buildings to secure the Group's facilities.

### 37. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had entered into the following related party transactions:

Name of related companies	Nature of transactions	2024 HK\$'000	2023 HK\$'000
Shang Ying Holdings Group Limited (note a)	Short-term lease expense	—	921
Real Champ Investment Limited (note b)	Short-term lease expense	—	193
Come Good Investment Limited (note b)	Short-term lease expense	1,200	900

Notes:

- (a) Mr. Yang Jun, a former director of the Company, is the former controlling shareholder of this company.
- (b) Mr. Chu Chun Ho, Dominic, a director of the Company, is the controlling shareholder of these companies.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 37. RELATED PARTY TRANSACTIONS (Continued)

### Compensation of key management personnel

The remuneration of key management of the Group during the year was as follows:

	2024 HK\$'000	2023 HK\$'000
Short-term employee benefits	9,259	10,129
Post-employment benefits	113	112
	<b>9,372</b>	10,241

Key management personnel are deemed to be the members of the board of directors of the Company which has responsibility for planning, directing and controlling the activities of the Group.

## 38. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the group entities will be able to continue as a going concern while maximizing 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 net debt, which includes lease liabilities, amounts due to an associate, immediate holding company and a related company, loans from related companies and bank and other borrowings, net of cash and cash equivalents and equity attributable to owners of the Company, comprising share capital and reserves.

The management of the Group reviews the capital structure regularly. As part of this review, the management considers the cost of capital and the risks associated with each class of capital, and will balance its overall capital structure through new share issues as well as the issue of new debt or the redemption of existing debt.

## 39. FINANCIAL INSTRUMENTS

### Categories of financial instruments

	2024 HK\$'000	2023 HK\$'000
Financial assets		
Amortised cost	99,183	130,186
Financial liabilities		
Amortised cost	165,488	196,288

### Financial risk management objectives and policies

The Group's major financial instruments include loans to an associate, trade and other receivables, rental and other deposits, amounts due from associates, pledged time deposits, bank balances and cash, trade and other payables, amounts due to related companies, lease liabilities, loan from a related company and bank and other borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

**39. FINANCIAL INSTRUMENTS (Continued)****Financial risk management objectives and policies (Continued)****Market risk***Currency risk*

The carrying amount of the Group's foreign currency denominated monetary assets and liabilities, representing trade and other receivables, bank balances and cash and trade and other payables, other than the respective group entities' functional currencies at the end of the reporting period are as follows:

	Assets		Liabilities	
	2024 HK\$'000	2023 HK\$'000	2024 HK\$'000	2023 HK\$'000
HK\$	14	389	—	—
United States dollars ("USD")	829	829	—	—
Renminbi ("RMB")	26	126	—	—

The Group manages its foreign currency risk by closely monitoring the movements of foreign currency exchange rates. The Group did not enter into any foreign currency forward contracts to hedge against foreign currency risk.

*Sensitivity analysis*

The Group is mainly exposed to fluctuation against a foreign currency of HK\$, RMB and USD. Under the pegged exchange rate system, the financial impact on exchange differences between USD and HK\$ is expected to be immaterial and therefore no sensitivity analysis has been prepared.

The following table details the Group's sensitivity to a 5% (2023: 5%) increase and decrease in foreign currency. 5% (2023: 5%) is the sensitivity rate used in the current year when reporting foreign currency risk internally to key management personnel and represent management's assessment of the reasonably possible change in foreign exchange rates. A positive number below indicates a decrease in loss for the year where the functional currency of each group entity strengthen 5% (2023: 5%) against the relevant foreign currency. For a 5% (2023: 5%) weakening of functional currency of each group entity against the relevant foreign currency, there would be an equal and opposite impact on the loss for the year and the balances below would be negative.

	2024 HK\$'000	2023 HK\$'000
HK\$	1	(19)
RMB	1	(6)

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure at the end of the reporting period does not reflect the exposure during the year.

*Interest rate risk*

The Group is exposed to cash flow interest rate risk in relation to bank balances (see note 26). The Group's exposure to cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR. The Group is also exposed to fair value interest rate risk in relation to fixed-rate time deposit and prepayments for a life insurance policy, amounts due to an associate and immediate holding company, lease liabilities and other borrowing. The Group currently does not have a policy on cash flow hedges of interest rate risk. However, the management monitors interest rate exposure and will consider hedging significant interest rate risk should the need arise.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 39. FINANCIAL INSTRUMENTS (Continued)

### Financial risk management objectives and policies (Continued)

#### Market risk (Continued)

##### Interest rate risk (Continued)

##### Sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates for bank borrowings at the end of the reporting period. The analysis is prepared assuming that the amount of liabilities outstanding at the end of each reporting period were outstanding for the whole year. 50 basis point increase or decrease represent the management's assessment of the reasonably possible change in interest rates. No sensitivity analysis is presented for bank balances as the directors of the Company considered the Group's exposure to cash flow interest rate risk is not material.

In the management's opinion, the sensitivity analysis is unrepresentative of the inherent interest rate risk as the year end exposure do not reflect the exposures during the year.

#### Credit risk and impairment assessment

The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model on trade balances individually. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risks on time deposit and bank balances are limited because the counterparties are banks with high crediting ratings assigned by international credit-rating agencies. The management of the Group considers the probability of default is negligible and accordingly, no loss allowance was recognised.

The Group has no significant concentration of credit risk on trade receivables, with exposure spread over a number of counterparties.

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description
Low risk	The counterparty has a low risk of default and does not have any past-due amounts
Watch list	Debtor frequently repays but usually settles after due dates
Doubtful	There have been significant increase in credit risk since initial recognition through information developed internally or external resources
Loss	There is evidence indicating the asset is 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

**39. FINANCIAL INSTRUMENTS (Continued)**

## Financial risk management objectives and policies (Continued)

**Credit risk and impairment assessment (Continued)**

The table below details the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

	Internal credit rating	12m ECL or lifetime ECL	Gross carrying amount	
			2024 HK\$'000	2023 HK\$'000
Loans to an associate	Low risk	12m ECL	45,550	44,507
	Loss	Lifetime ECL (credit impaired)	546	546
Trade receivables	Low risk	Lifetime ECL (not credit impaired)	3,420	7,205
	Watch list	Lifetime ECL (not credit impaired)	836	1,963
Credit card trade receivables	N/A	12m ECL	718	1,017
Rental deposits	Low risk	12m ECL	10,554	12,340
Other receivables	Low risk	12m ECL	8,642	2,914
Other deposits	Loss	Lifetime ECL (credit impaired)	4,634	4,634
	Low risk	12m ECL	1,021	911
Amounts due from associates	Loss	Lifetime ECL (credit impaired)	3,604	3,604
Bank balances	N/A	12m ECL	45,097	61,225

The following table shows the movement in lifetime ECL that has been recognised for trade receivables, loans to an associate, other receivables, other deposits and amounts due from associates under the simplified approach.

	Lifetime ECL		12m ECL HK\$'000	Total HK\$'000
	(credit-impaired) HK\$'000	(not credit-impaired) HK\$'000		
As at 1 January 2023	4,634	45	1,757	6,436
Impairment loss recognised/(reversed)	2,936	1,336	(35)	4,237
Transfer	1,207	—	(1,207)	—
Exchange alignment	7	—	—	7
As at 31 December 2023 and 1 January 2024	8,784	1,381	515	10,680
Impairment loss (reversed)/recognised	—	(951)	15,719	14,768
Release from deconsolidation	—	—	(9)	(9)
<b>As at 31 December 2024</b>	<b>8,784</b>	<b>430</b>	<b>16,225</b>	<b>25,439</b>

For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Trade receivables are assessed individually for impairment assessment based on the Group's internal credit rating, historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. In this regard, the directors of the Company considered that the credit risk for trade receivables is significantly reduced at the end of the reporting period.

For credit card trade receivables, the credit risks are limited because the counterparties are financial institutions and there was no history of defaults. ECL is expected to be insignificant.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 39. FINANCIAL INSTRUMENTS (Continued)

### Financial risk management objectives and policies (Continued)

#### Credit risk and impairment assessment (Continued)

For other receivables and amount due from a related company, management of the Group makes periodic individual assessment under 12m ECL on the recoverability of other receivables based on historical settlement records and forward-looking information. The management of the Group believes that there is no material credit risk inherent in the Group's outstanding balance of other receivables and amount due from a related company.

For other deposits, management of the Group makes periodic individual assessments on the recoverability of other deposits based on the counterparties credit quality. There is approximately HK\$4,634,000 (equivalent to EUR500,000) cash advance which paid to the target company of the Group, Promethera Therapeutics S.A. which considered as loss stage. On 29 June 2021, the Group entered into a share purchase agreement to acquire 37.61% of the target company. On 20 October 2021, the transaction is suspended and the Group is still taking legal procedures to recover the refund of deposit. The management considered the chance of fully refund of deposit is low and full allowance is provided.

For rental deposits, the management of the Group makes periodic individual assessments on the recoverability of deposits based on landlords' credit quality. The management of the Group believes there is no material credit risk inherent in the Group's outstanding balances of deposits. The directors of the Company considered that ECL for rental deposits is insignificant.

For time deposit and bank balances, no allowance for impairment was made since the directors of the Company consider the probability of default is negligible as such amounts are receivable from or placed in banks in Hong Kong, Mainland China, Taiwan and Australia having good reputation.

#### Liquidity risk

In the management of the liquidity risk, the Group closely monitors the pace of the Group's expansion and inventory level of each retail outlet and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management also monitors the utilisation of bank borrowings and ensures compliance with loan covenants. At the end of the reporting period, the Group has also taken appropriate measures as set out in note 3.1 to mitigate future liquidity risk.

The Group incentivises its management of merchandising department and sales department to stringently control and closely monitor the inventory level, so that the Group improves the efficiency in its cash flow and resources management while maintaining just the right level of inventory.

The following table details the Group's remaining contractual maturity for its 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. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity date for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of each reporting period.

**39. FINANCIAL INSTRUMENTS (Continued)**

## Liquidity risk (Continued)

## Liquidity and interest risk tables

	Weighted average interest rate %	On demand or less than 1 year HK\$'000	1–2 years HK\$'000	2–5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amounts HK\$'000
<b>At 31 December 2024</b>						
Trade and other payables	NA	125,727	—	—	125,727	125,727
Amounts due to related companies	NA	3,851	—	—	3,851	3,851
Other borrowings	8.00	16,200	—	—	16,200	15,000
Lease liabilities	3.12	14,512	7,746	—	22,258	20,910
		160,290	7,746	—	168,036	165,488
<b>At 31 December 2023</b>						
Trade and other payables	NA	131,424	—	—	131,424	131,424
Amount due to related companies	NA	10,449	—	—	10,449	10,449
Loan from a related company	1.58	10,861	—	—	10,861	10,692
Other borrowings	8.00	16,200	—	—	16,200	15,000
Lease liabilities	4.99	17,610	10,281	4,676	32,567	28,723
		186,544	10,281	4,676	201,501	196,288

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

## Fair value measurement of financial instruments

**Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis**

The fair values of financial assets and financial liabilities have been determined in accordance with generally accepted pricing model based on discounted cashflow analysis.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values.

**40. MAJOR NON-CASH TRANSACTIONS**

During the year ended 31 December 2024, the Group entered into new lease agreements for the use of properties for 1 to 3 years (2023: 1 to 3 years). On the lease commencement, the Group recognised HK\$7,623,000 (2023: HK\$7,976,000) of right-of-use assets and HK\$7,515,000 (2023: HK\$7,624,000) of lease liabilities.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2024 HK\$'000	2023 HK\$'000
Non-current assets		
Interest in subsidiaries	52,964	52,964
Current assets		
Bank balances and cash	14	389
Current liabilities		
Other payables	29,034	21,408
Amounts due to subsidiaries	51,941	51,941
Lease liabilities	1,032	1,032
Other borrowing	15,000	15,000
	97,007	89,381
Net current liabilities	(96,993)	(88,992)
Total assets less current liabilities	(44,029)	(36,028)
Non-current liabilities		
Employee benefit obligations	—	8
Net liabilities	(44,029)	(36,036)
Capital and reserves		
Share capital	2,428	2,428
Reserves	(46,457)	(38,464)
Total equity	(44,029)	(36,036)

Movement in the Company's reserves:

	Share premium HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 January 2023	221,340	(212,146)	9,194
Loss for the year	—	(47,660)	(47,660)
Remeasurements of employee benefit obligations	—	2	2
At 31 December 2023 and 1 January 2024	221,340	(259,804)	(38,464)
Loss for the year	—	(7,993)	(7,993)
<b>At 31 December 2024</b>	<b>221,340</b>	<b>(267,797)</b>	<b>(46,457)</b>

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

### 42. PARTICULARS OF SUBSIDIARIES

Details of the Company's principal subsidiaries as at 31 December 2024 and 2023 are as follows:

Name of subsidiary	Place of incorporation/ establishment/ operation	Issued and fully paid share capital/registered capital	Equity interest attributable to the Group		Principal activities
			2024	2023	
Cobblers Limited	Hong Kong	HK\$10,000	100%	100%	Trading of footwear Products
DSG Asset Management (Cayman) Company Limited	Cayman Islands/ Hong Kong	US\$50,000	51%	51%	Provision of financial services
DSG Asset Management (HK) Company Limited	Hong Kong	HK\$2,000,000	51%	51%	Provision of financial services
DSG Finance Holdings (Hong Kong) Limited ("DSG Finance")	Hong Kong	HK\$16,250,000	51%	51%	Investment holding
DSG Financial Advisory (HK) Co., Limited	Hong Kong	HK\$2,000,000	51%	51%	Provision of financial services
DSG Securities (Hong Kong) Limited	Hong Kong	HK\$8,000,000	51%	51%	Provision of financial services
Shangying Internet Medical (Shanghai) Co. Limited*	PRC	RMB3,000,000	—	52%	Provision of online Medical services
Grand Asian	Hong Kong	HK\$13,000,000	100%	100%	Trading of footwear Products
Kong Tai Sundry Goods	Hong Kong	HK\$93,197,000	100%	100%	Trading of footwear Products
Shoe Mart Company Limited	Hong Kong	HK\$10,000	100%	100%	Trading of footwear Products
Shoes Culture Company Limited	Macau	MOP25,000	100%	100%	Trading of footwear Products
Sixth Avenue Plus	Australia	AUD10,000	100%	100%	Trading of healthcare Products
S. Culture Holdings (BVI) Limited*	BVI	US\$10,000	100%	100%	Investment holding

\* It is a limited liability company. The registered capital of the subsidiary is RMB30,000,000. As at 31 December 2022 and 2021, capital injection to the subsidiary has not been completed. The capital will be injected within 30 years after the incorporation of the subsidiary according to the memorandum of association of the subsidiary.

\* Directly held by the Company.

The above table lists subsidiaries of the Group which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had any debt securities outstanding at 31 December 2024 and 2023 or at any time during both years.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 43. LITIGATION REGARDING THE INVESTMENT IN PROMETHERA THERAPEUTICS SA

Shang Ying International Trade Holdings Limited (“Shang Ying Trade”, a subsidiary of the Company) (as investor and lender), the Company (as guarantor for the payment obligations of Shang Ying Trade under the Investment and Shareholders Agreement as defined below), Promethera Biosciences SA (as shareholder) and Promethera Therapeutics SA (as company) entered into an investment and shareholders agreement (the “Investment and Shareholders Agreement”) dated 29 June 2021 and an amendment agreement (the “Amendment Agreement”) dated 30 August 2021 with other co-investors and co-lenders, pursuant to which the investors and lenders agreed to make an investment for a total amount of EUR19,994,711.80 in Promethera Therapeutics SA and Promethera Therapeutics SA agreed to issue new shares to the investors and take out loans from the lenders. Under the Investment and Shareholders Agreement, Shang Ying Trade conditionally agreed to (i) subscribe for 186,516 new shares to be issued by Promethera Therapeutics SA for EUR6,999,945.48; and (ii) lend a loan in the principal amount of EUR3,000,000 in return for a warrant entitling Shang Ying Trade to convert the loan into shares of Promethera Therapeutics SA. Under the Amendment Agreement, Shang Ying Trade will provide an additional cash advance of EUR1,000,000, which is refundable upon fulfilment of a specific condition precedent. Upon completion of the Investment and Shareholders Agreement, Shang Ying Trade will hold approximately 37.61% of the enlarged issued share capital of Promethera Therapeutics SA. Shang Ying Trade (as purchaser), Promethera Biosciences SA (as seller) and Promethera Therapeutics SA (as seller) also entered into the share purchase deed dated 29 June 2021 (“Share Purchase Agreement”), pursuant to which Shang Ying Trade conditionally agreed to acquire 40% of the total issued share capital of Aceso-Promethera Asia Company Limited for a consideration of EUR1 subject to (among other things) the Investment and Shareholders Agreement becoming unconditional as to completion.

As the conditions precedent to the Investment and Shareholders Agreement and the Share Purchase Agreement have not been fulfilled and/or waived (as the case maybe) by the specified long stop date, the Investment and Shareholders Agreement and the Share Purchase Agreement have lapsed. Shang Ying Trade has paid a sum of EUR500,000 to date, being cash advanced under the Investment and Shareholders Agreement. Shang Ying Trade has not paid the EUR1,000,000 additional cash advance under the Amendment Agreement. The Company has appointed AGIO LEGAL, a local law firm in Belgium, as legal counsel to provide advice to the Group and deal with relevant matters involved after the subsequent termination of the said agreements. Following the expiry of the Long Stop Date and the failure to satisfaction of the Shang Ying Trade condition precedent, the obligations of Shang Ying Trade to pay the additional cash advance had been lapsed.

The Group is still taking legal actions to recover the refund of the cash advance.

## 44. DECONSOLIDATION OF SUBSIDIARIES

### Liquidation of 商贏互聯網醫療(上海)有限公司 (“Shangying Medical”)

The Shanghai Third Intermediate People’s Court issued a civil ruling on 29 April 2024, with reference number “(2024) Hu 03 Po 396,” accepting the applicant’s request for the bankruptcy liquidation of Shangying Medical. Subsequently, on 6 May 2024, a decision was made with the same reference number appointing PricewaterhouseCoopers (PwC) as the bankruptcy administrator for Shangying Medical. As of the date of approval of the consolidated financial statements, Shangying Medical remains in the bankruptcy examination stage. As per Article 25(1) of the Enterprise Bankruptcy Law, the administrator is tasked with various responsibilities including taking over the debtor’s assets, conducting financial investigations, managing daily expenses, and representing the debtor in legal proceedings. Consequently, following the appointment of the bankruptcy administrator, Shangying Medical’s management rights concerning company assets, financial records, internal affairs, expenses, and asset disposal have been transferred to the administrator, causing all shareholders to forfeit their control over the company’s assets and operations as per the regulations outlined in Enterprise Accounting Standard No. 33 — Consolidated Financial Statements (revised in 2014), Article 7.

Based on the above, the management of the Company determined that the effective date of loss of control over Shangying Medical is 6 May 2024. The management will apply deconsolidation of Shangying Medical with effect from the same date.

**44. DECONSOLIDATION OF SUBSIDIARIES (Continued)**

## Liquidation of 商贏互聯網醫療(上海)有限公司 (“Shangying Medical”) (Continued)

Assets and liabilities as at the date of deconsolidation are as follows:

	HK\$'000
Property, plant and equipment	7
Trade and other receivables	6,491
Bank balances and cash	5
Trade and other payables	(26,000)
Amounts due to related parties	(2,478)
Contract liabilities	(82)
Non-controlling interests	26,163
	4,106
Release of foreign currency translation reserve	1,448
	5,554

Net cash outflow arising on deconsolidation:

	HK\$'000
Cash consideration	—
Cash and cash equivalents deconsolidated of	(5)
	(5)

**45. EVENTS AFTER REPORTING PERIOD****a. Disposal of Shang Ying International Group**

On 30 December 2024, the Group has entered into a sale and purchase agreement with an independent third party for the disposal of Shang Ying International Group, subsidiaries of the Group, at a cash consideration of HK\$1. The disposal has been completed on 9 April 2025.

Cash outflow arising on disposal and cash consideration received:

	HK\$'000
Cash consideration	—*
Cash and cash equivalents disposed of	(443)
	(443)

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 45. EVENTS AFTER REPORTING PERIOD (Continued)

### a. Disposal of Shang Ying International Group (Continued)

Analysis of assets and liabilities over which control was lost:

	HK\$'000
Trade and other receivables	2,713
Bank balances and cash	443
Trade and other payables	(8,453)
Amounts due to related parties	(16,258)
Non-controlling interests	(8,093)
	(29,648)
<b>Gain on disposal of subsidiaries</b>	
Cash consideration	—*
Release of foreign currency translation reserve	3,348
Release of other reserve	1,672
Net liabilities disposed of	29,648
Gain on disposal of subsidiaries	34,668

\* Less than HK\$1,000

### b. Disposal of Shang Ying Retail Group

On 11 September 2025, the Group has entered into a sale and purchase agreement with an independent third party for the disposal of Shang Ying Retail Group, subsidiaries of the Group, at a cash consideration of HK\$1. The disposal has been completed on 24 September 2025.

Cash outflow arising on disposal and cash consideration received:

	HK\$'000
Cash consideration	—*
Cash and cash equivalents disposed of	(38)
	(38)

**45. EVENTS AFTER REPORTING PERIOD (Continued)****b. Disposal of Shang Ying Retail Group (Continued)**

Analysis of assets and liabilities over which control was lost:

	HK\$'000
Property, plant and equipment	4
Trade and other receivables	174
Bank balances and cash	38
Trade and other payables	(3,000)
Amounts due to related parties	(2,521)
Non-controlling interests	(46)
	(5,351)
<b>Gain on disposal of subsidiaries</b>	
Cash consideration	—*
Release of foreign currency translation reserve	(1,457)
Net liabilities disposed of	5,351
	3,894

\* Less than HK\$1,000

**c. Disposal of Shang Ying Capital Group**

On 11 September 2025, the Group has entered into a sale and purchase agreement with an independent third party for the disposal of Shang Ying Capital Limited and its subsidiaries, at a cash consideration of HK\$500,000. The disposal has been completed on 24 September 2025.

Cash outflow arising on disposal and cash consideration received:

	HK\$'000
Cash consideration	500
Cash and cash equivalents disposed of	(2,043)
	(1,543)

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 45. EVENTS AFTER REPORTING PERIOD (Continued)

### c. Disposal of Shang Ying Capital Group (Continued)

Analysis of assets and liabilities over which control was lost:

	HK\$'000
Trade and other receivables	1,225
Bank balances and cash	2,043
Trade and other payables	(4,132)
Non-controlling interests	(177)
Net liabilities disposed of	(1,041)
<b>Gain on disposal of subsidiaries</b>	
Cash consideration	500
Net liabilities disposed of	1,041
Gain on disposal of subsidiaries	1,541

### d. Deed of assignment and set-off in relation to loans to associate

On 20 August 2025, a deed of assignment and set-off was executed between the Company, Sigma International Holding Limited ("Sigma"), Century Health Holdings Co., Limited ("CHH") and a director of the Company, Mr. Zhang Ming Qi ("Mr. Zhang") (collectively, the "Deed"). As the Company is indebted to (i) Sigma in the aggregate principal amount of HK\$7,385,000 and (ii) Mr. Zhang in the aggregate principal amount of approximately HK\$21,940,000, respectively, as at the date of the Deed and each of Sigma and Mr. Zhang agreed to accept the assignment of part of the loans to an associate in the amount of HK\$7,385,000 (the "Sigma Assigned Loan") and HK\$21,940,000 (the "Zhang Assigned Loan"), respectively (collectively, the "Assigned Loan") in accordance with the Deed as the full and final settlement of the said outstanding amounts owed by the Company to each of Sigma and Mr. Zhang as at the date of the Deed on a dollar-to-dollar basis.

Therefore, the management of the Company assess the allowance of impairment loss on the loans to associate in accordance with the amount of the Assigned Loan. Allowance for impairment loss of approximately HK\$16,771,000 has been deducted in arriving at the carrying amounts of the loans to an associate of approximately HK\$29,325,000 as at 31 December 2024.

# FINANCIAL SUMMARY

## RESULTS

	For the year ended 31 December				
	2024 HK\$'000	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000
Revenue	124,455	207,542	144,606	160,925	155,363
(Loss)/profit before taxation	(68,031)	(35,420)	2,497	(69,143)	(172,683)
Taxation	(307)	(626)	(898)	(1,311)	(396)
(Loss)/profit after taxation	(68,338)	(36,046)	1,599	(70,454)	(173,079)

## ASSETS AND LIABILITIES

	As at 31 December				
	2024 HK\$'000	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000
Total assets	135,188	182,110	176,052	176,861	161,430
Total liabilities	(191,367)	(198,282)	(158,722)	(163,256)	(150,966)
Total equity	(56,179)	(16,172)	17,330	13,605	10,464