



前海健康

QIANHAI HEALTH

Qianhai Health Holdings Limited

前海健康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 911)

Annual
Report

20
24



Contents

Corporate Information	2
Financial Highlights	3
Management Discussion and Analysis	4
Biographical Details of Directors and Senior Management	9
Corporate Governance and Other Information	12
Directors' Report	25
Environmental, Social and Governance Report	40
Independent Auditor's Report	51
Consolidated Statement of Profit or Loss	56
Consolidated Statement of Comprehensive Income	57
Consolidated Statement of Financial Position	58
Consolidated Statement of Changes in Equity	60
Consolidated Statement of Cash Flows	62
Notes to the Consolidated Financial Statements	64
Five-year Financial Summary	120

Corporate Information

BOARD OF DIRECTORS

NON-EXECUTIVE DIRECTORS

Mr. Huang Zhiquan (*Chairman*)
Mr. Chen Kaiben
Mr. Chen Qi
Mr. Lim Tzea (resigned on 22 November 2024)

EXECUTIVE DIRECTORS

Mr. Yuen Chee Lap Carl
(re-designated to executive Director on 23 August 2024)
Mr. Tang Yu Yuan (appointed on 1 October 2024)
Mr. Chen Li Kuang (resigned on 21 September 2024)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Li Wei
Mr. Leung Chun Tung
Ms. Wu Hung Yu (appointed on 22 November 2024)
Mr. Yuen Chee Lap Carl
(re-designated to executive Director on 23 August 2024)

AUDIT COMMITTEE

Ms. Wu Hung Yu (*Chairman*)
(appointed on 22 November 2024)
Mr. Li Wei
Mr. Leung Chun Tung
Mr. Yuen Chee Lap Carl
(ceased to be a member on 23 August 2024)

REMUNERATION COMMITTEE

Mr. Li Wei (*Chairman*)
Mr. Yuen Chee Lap Carl
Mr. Leung Chun Tung (appointed on 23 August 2024)
Mr. Chen Li Kuang (ceased to be a member
on 23 August 2024)

NOMINATION COMMITTEE

Mr. Li Wei (*Chairman*)
Mr. Yuen Chee Lap Carl
Mr. Leung Chun Tung

AUTHORISED REPRESENTATIVES

Mr. Huang Zhiquan
Ms. Yip Tak Yung Teresa

COMPANY SECRETARY

Ms. Yip Tak Yung Teresa

REGISTERED OFFICE

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 301-3, 3/F, Wing Tuck Commercial Centre
177-183 Wing Lok Street, Sheung Wan, Hong Kong

PRINCIPAL SHARE REGISTRAR

Conyers Trust Company (Cayman) Limited

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

Tricor Investor Services Limited

17/F, Far East Finance Centre
16 Harcourt Road,
Hong Kong

INDEPENDENT AUDITOR

McMillan Woods (Hong Kong) CPA Limited

LEGAL ADVISOR

Chiu & Partners

PRINCIPAL BANKS

The Hong Kong and Shanghai Banking Corporation Limited
Taishin International Bank

INVESTORS RELATIONS

ir@qhhl.com.hk

STOCK CODE

0911

WEBSITE

www.qianhaihealth.com.hk



Financial Highlights

	2024 HK\$'000	2023 HK\$'000
Operating Results for Year End		
Revenue	519,699	961,291
Gross profit/(loss)	29,670	(35,603)
Profit/(loss) before tax	1,311	(52,705)
Financial Performance		
Profit/(loss) attributable to owners of the Company	1,311	(52,705)
Earnings/(loss) per share (HK cents)		
– Basic and dilute	0.77	(31.10)*
	2024 HK\$'000	2023 HK\$'000
Financial Position at Year End		
Net current assets	364,840	357,649
Total assets	407,309	478,117
Total liabilities	21,739	94,003
Net assets	385,570	384,114
Net asset value per share (HK\$)	2.28	2.27*

* Restated

Management Discussion and Analysis

BUSINESS REVIEW

The Group is principally engaged in sale of electronic component products (the “**Electronic Component Business**”) for the year ended 31 December 2024 (the “**Year**”). As the Group focused more on its Electronic Component Business, there was no sale of health-care products and food in the Year. The Group will continue to keep track of the latest market demand and supply trend in order to optimise its product mix and business strategies.

ELECTRONIC COMPONENT BUSINESS

The Group is a distributor of semiconductors and other electronic components, and is engaged in the supply of digital storage products including: NAND flash wafer (a thin slice of semiconductor material, such as silicon, which is a vital component of flash memory integrated circuits (ICs)) and general electronic components. It focuses on identifying, sourcing, selling and distributing quality electronic components produced by branded upstream manufacturers.

The Group employed a multi-faceted procurement approach, combining (i) back-to-back procurement basis, matching its purchases to confirmed customer orders; and (ii) strategic bulk procurement basis, based on the market insights, and active management of its product mix and inventory levels. This allows the Group to optimise its purchasing and sales activities to capitalise on favourable market conditions.

The Group has a large customer and supplier base. Most of the customers and suppliers of the Group have established long term relationships with the Directors. The Group's suppliers are mainly electronic components distributors and corporations specialising in electronics and information technology.

In 2024, the electronic components industry experienced a challenging year filled with significant transitions as it strives for recovery and stabilisation. The introduction of artificial intelligence (AI) implemented into smartphones and personal computers has become the new engines that drive the development of consumer electronics, which led to a rise of demand and prices of the ICs and NAND flash wafer in the first half of 2024. However, such demand in the first half of 2024 is not expected to significantly accelerate the industry's recovery as there has been fluctuation in price of the ICs and NAND flash wafer in the second half of 2024, resulting in a decline in price overall during the Year.

During the Year, the Group has adopted a diversified strategy to better cope with the impact of industry fluctuations, promote product structure optimisation and supply chain optimisation, and achieve stable business operations. Gross profit margin for the Year was 5.7% (2023: gross loss of 3.7%), the turnaround was mainly due to the Group's strategic shift towards selling higher-margin products and the rebound in product prices in the first quarter of 2024.

FINANCIAL REVIEW

REVENUE AND GROSS PROFIT

During the Year, all of the Group's revenue derived from the Electronic Component Business amounted to approximately HK\$519.7 million (2023: approximately HK\$954.1 million) and recorded a gross profit of approximately HK\$29.7 million (2023: gross loss of approximately HK\$35.8 million). The decrease in revenue was mainly due to the decline in sales volume. This decline was primarily driven by the intense competition in the market, which put pressure on the Group's sales volume. Despite the decline in sales volume, the market price of the electronic components experienced a rebound in the first quarter of 2024, resulting in a turnaround from a gross loss to a gross profit during the Year.



Management Discussion and Analysis

OTHER LOSSES, NET

Other losses for the Year mainly consisted of (i) additional provision for onerous contracts of approximately HK\$60.4 million, as a result of the Group being contractually obligated to procure certain electronic components, while the Group has unavoidable costs of meeting the obligations under such contracts that exceed the economic benefits expected to be received from such contracts; (ii) impairment losses on property, plant and equipment of approximately HK\$4.2 million; and net of (iii) gain on disposal of wholly-owned subsidiaries of approximately HK\$51.9 million.

RESULTS

Overall, the Group recorded a profit attributable to owners of the Company of approximately HK\$1.3 million during the Year, as compared with that of a loss of approximately HK\$52.7 million in the Prior Year.

FUTURE PROSPECTS

Gradual development of advanced technologies, such as third-generation semiconductor materials, 5G technology, AI and automotive electronics, will continue to create new growth opportunities and avenues for innovation within the electronic components industry. Strong demand in the smartphone and server markets will significantly drive up memory demands. In the medium to long term, AI-powered smart devices are likely to speed up the replacement cycles for smartphones and personal computers, helping the consumer electronics market continue its recovery. The Group will optimise its product agency layout, expand its product matrix, and strengthen cooperation across the supply chain to enhance its competitive advantages. In addition, the Group will increase product sales efforts and actively source suitable investment in research and development to create its own products, improving market competitiveness and brand influence.

At the same time, the Group is still actively developing the health-care business by exploring business opportunities and possible collaborations with players in the same industry. The Group is sourcing different kinds of health-related products and food (such as ginseng wine and other healthy food) and aims to establish the authorised distributor relationship with manufacturers.

Moving forward, the Group will continue to maintain its strategy of diversifying its product range and customer base to explore new business opportunities. The Group will leverage its established experience and sustain its strong competitive advantages in the market. The Group will also seize the opportunities for the business expansion, through making investments and/or acquiring business or projects that have promising outlooks and prospects. The Group will monitor market changes, adjust strategies as needed, plan business directions wisely, optimise product structures, enhance profitability, and improve risk resilience, all while striving to deliver better returns to investors.

WORKING CAPITAL AND INVENTORY MANAGEMENT

The current ratio of the Group, calculated by dividing the total current assets by the total current liabilities, was approximately 18.1 times as at 31 December 2024 (2023: approximately 4.8 times). As at 31 December 2024, the Group's total assets amounted to approximately HK\$407.3 million (2023: approximately HK\$478.1 million). The Group's gearing ratio, calculated on the basis of total liabilities of approximately HK\$21.7 million (2023: approximately HK\$94.0 million) divided by total assets, was at a low level of about 5.3% (2023: 19.7%).

As at 31 December 2024, the equity attributable to owners of the Company amounted to approximately HK\$385.6 million (2023: approximately HK\$384.1 million) and was equivalent to an amount of approximately HK2.3 cents (2023: restated HK2.3 cents) per share of the Company.

Management Discussion and Analysis

INVENTORY

As at 31 December 2024, the Group held inventories of approximately HK\$188.8 million (2023: HK\$329.8 million, net of provision for inventory of HK\$7.1 million). Inventories are carried at the lower of cost and net realisable value. The Group has risk management and internal control systems in place to minimise the risk exposure on purchase price of the products that it purchases and to safeguard its assets. For example, the Group would monitor the market price of the relevant products every week, and may not make any further procurement in the event that the market price is lower than the purchase price quoted from the Group's suppliers. In addition, according to the Group's inventory procurement policy, there is a combination of (i) back-to-back procurement based on purchase orders confirmed by its customers; and (ii) bulk procurement based on the Group's estimations as to, among others, the general market trends. The Group would review and assess its product portfolio and product mix from time to time in order for the inventories in stock to be in line with the demand of the Group's customers based on their feedback and market information collected, and thus to minimise the risk of having any aging inventories and/or onerous contracts.

PREPAYMENT FOR INVENTORY PURCHASE

Prepayment for inventory purchase amounted to approximately HK\$70.6 million as at 31 December 2024 (2023: approximately HK\$102.0 million). As part of its regular business operations, the Group typically places purchase orders with suppliers to acquire electronic components. For each purchase order, the Group is required to make a deposit of 15-30% of the purchase price within three business days after placing the order. The remaining balance, along with the deposit, is paid prior to the delivery of the products. The prepayment does not involve any interest or collateral. Upon receipt of the products, the prepayment made by the Group is recognised as inventory cost.

To the best of the Directors' knowledge, based on reasonable inquiries, the entity that we prepaid for inventory purchase and its ultimate beneficial owners are not affiliated with the Company and are independent of the Directors, chief executive, substantial shareholders, and associates of the Company and its subsidiaries.

The Group's management conducts regular evaluations of its suppliers (such as reputation, delivery track records and quality control measures, etc.), assessing their ability to fulfill delivery agreements.

TRADE RECEIVABLES

As at 31 December 2024, trade receivables amounted to approximately HK\$98.7 million (2023: Nil). During the Year, a loss allowance for expected credit losses ("ECL") on trade receivables of approximately HK\$0.3 million (2023: nil) was recognised. The Group would grant credit terms to its customers ranged between 60 to 180 days. The Group would perform periodic assessment on the impairment of trade receivables based on information including credit risk characteristics of each customer and settlement records, subsequent settlement status, expected timing and amount of recovering outstanding balances, and on-going trading relationships with the relevant customers and forward-looking information that may impact its customers' abilities to repay the outstanding trade receivables in order to estimate the ECL.

LIQUIDITY AND FINANCIAL RESOURCES

The principal sources of funds for the Group are through internally generated cash flows. As at 31 December 2024, cash and cash equivalents of the Group amounted to approximately HK\$23.3 million (2023: approximately HK\$19.5 million).

As at 31 December 2024 and 2023, the Group did not have any borrowings.



Management Discussion and Analysis

CHARGE OF ASSETS

As at 31 December 2024, certain land and buildings of the Group, with a total carrying value of approximately HK\$20.1 million (2023: HK\$25.3 million), were pledged to a supplier (an independent third party) as securities for purchase of products for the Electronic Component Business.

FOREIGN EXCHANGE EXPOSURE

The monetary assets and liabilities as well as business transactions of the Group are mainly denominated in Hong Kong dollars and United States dollars. The Group has not experienced any significant foreign exchange exposure to United States dollars as the exchange rate of Hong Kong dollars to United States dollars is pegged.

DISPOSAL OF SUBSIDIARIES

On 28 November 2024, the Group disposed of its entire interests in Huge Hope Holdings Limited, a company incorporated in the BVI, and its subsidiary (collectively the “**Huge Hope Group**”) to an independent third party. Upon completion of such disposal, Huge Hope Group was no longer a subsidiary of the Company. For further details, please refer to the announcements of the Company dated 6 December 2024 and 20 December 2024.

Save as disclosed, during the year ended 31 December 2024, there were no other material investments, acquisitions or disposals of subsidiaries, associated companies or joint ventures.

SHARE CONSOLIDATION

On 20 May 2024, the share consolidation of every ten (10) of the existing issued and unissued shares of HK\$0.04 each in the share capital of the Company into one consolidated share (“**Share**”) of HK\$0.4 each in the share capital of the Company has become effective (“**Share Consolidation**”). Upon completion of the Share Consolidation, the authorised share capital of the Company was HK\$200,000,000 divided into 500,000,000 Shares, of which 169,445,000 Shares are in issue. Please refer to the announcement of the Company dated 17 April 2024 and the circular of the Company dated 29 April 2024 for details.

LITIGATION

- (i) During the Year, one of a disposed subsidiaries of the Company received a notice to produce evidence (舉證通知書) (the “**Notice**”) issued by the Beijing Fourth Intermediate People’s Court (北京市第四中級人民法院). The Notice was related to a contractual dispute among such disposed subsidiary, its supplier (the “**Supplier**”) in relation to alleged unfulfillment of payment obligation under certain purchase contracts and a guarantee letter. For details, please refer to the Company’s announcement dated 10 May 2024. The delays in fulfilling of these purchase contracts have led to a provision for onerous contracts in the consolidated statement of profit and loss for the Year. Such provision was derecognised upon completion of the disposal of such subsidiary.

Management Discussion and Analysis

- (ii) There is a legal action from a supplier (the “**Plaintiff**”) against a disposed subsidiary of the Company and the Company, for a total sum of CAD2.8 million (approximately HK\$16.8 million) being an alleged outstanding payment owed to the Plaintiff. The management considers the counterclaim by the Plaintiff against the Company is lacking substantiation and evidence in support. The management is in the process of seeking legal advice. The Directors do not consider the outcome of any of these claims to have any material adverse impact on the Group’s financial position as a whole. As such, no provision has been made in these consolidated financial statements for the Year.

The Company is currently seeking legal advice on the above matter. The Company will closely monitor the status of the legal proceedings and evaluate its potential impact. The Company will provide shareholders and potential investors with updates on the development of such proceedings as and when appropriate.

CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 31 December 2024.

EVENTS AFTER REPORTING PERIOD

Save as disclosed, there was no material event which could have material impact to the Group’s operating and financial performance after the Year and up to the date of this report.

FINAL DIVIDEND

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

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2024, we had a total of 16 employees. The total salaries and related costs during the year ended 31 December 2024 amounted to approximately HK\$6.6 million. The Company determines employee salaries based on each employee’s qualifications, position and seniority. The Group has established an annual review system to assess the performance of its employees, which forms the basis of its decisions with respect to salary raises, bonuses and promotions. The emoluments of the Directors are decided by the Board after recommendation from the remuneration committee of the Company, having considered the factors such as the Group’s financial performance, the achievement of special targets and the individual performance of the Directors, etc.. Apart from mandatory provident fund and medical insurance, the Company has adopted a share option scheme under which share options may also be awarded to the Directors and eligible employees as an incentive with reference to the assessment of individual performance. The Board believes that the Group maintains an amicable relationship with the employees.



Biographical Details of Directors and Senior Management

DIRECTORS

NON-EXECUTIVE DIRECTORS

MR. HUANG ZHIQUN

Non-executive Director, aged 50

Mr. Huang was appointed as an executive Director on 12 April 2019 and was re-designated as a non-executive Director on 17 July 2019. Mr. Huang is also a director of certain subsidiaries of the Company. Mr. Huang has over 20 years of management experience in international trading and distribution of electronic components. From 1999 to 2003, Mr. Huang, on his own, operated an electronic components trading company. Subsequently in 2003, Mr. Huang, together with other business partners, founded a Hong Kong-based global electronic components trading and distribution group (the **“Trading and Distribution Group”**), which supplies electronic components to customers including sizeable manufacturing groups and technology companies. Since the establishment of the Trading and Distribution Group, Mr. Huang has been its chief executive officer, managing its business with presence in Hong Kong, the People's Republic of China (the **“PRC”**) and the Southeast Asia. In 2005, Mr. Huang, together with other business partners, established another manufacturing and trading group, which is principally engaged in the manufacturing of semi-conductor products of a well-known brand that are sold to different markets including Hong Kong, the PRC, Taiwan and other Asian countries. Mr. Huang has been the standing director of Shenzhen Chao Shan Chamber of Commerce since December 2011.

MR. CHEN KAIBEN

Non-executive Director, aged 39

Mr. Chen was appointed as a non-executive Director on 3 September 2021. Mr. Chen graduated from Guangdong University of Foreign Studies with a bachelor's degree in business administration in logistics and supply chain management in 2007. He has extensive experience in the logistics, securities and financial industries. Mr. Chen served as an executive director of Solis Holdings Limited (stock code: 2227), a company that the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) for the period from October 2020 to August 2021. Mr. Chen was appointed as a non-executive director of Glory Sun Financial Group Limited (stock code: 1282) and Glory Sun Land Group Limited (stock code: 299) for the periods from November 2018 to August 2019 and from December 2018 to May 2019 respectively. The shares of Solis Holdings Limited, Glory Sun Financial Group Limited and Glory Sun Land Group Limited are listed on the Main Board of the Stock Exchange. From March 2016 to February 2018, he served as the deputy director of the operations management department of Shenzhen Bao Da Financial Services Co., Ltd. (深圳寶達金融服務有限公司) and in March 2018, he has been re-designated as the deputy director of the financial and securities department. From June 2012 to March 2016, he respectively served as the supervisor, manager assistant of the securities department and representative of securities affairs of Dasheng Times Cultural Investment Co., Ltd. (大晟時代文化投資股份有限公司) (formerly known as Baocheng Investment Co., Ltd. (寶誠投資股份有限公司)), the shares of which are listed on the Shanghai Stock Exchange under the stock code of 600892.

Biographical Details of Directors and Senior Management

MR. CHEN QI

Non-executive Director, aged 34

Mr. Chen was appointed as a non-executive Director on 3 September 2021. Mr. Chen graduated from Yunnan University of Finance and Economics with a bachelor's degree in finance management in 2015. Between July 2015 and August 2017, he was an operation management specialist in the strategic development department of Yunnan Energy Finance Holdings Investments Company Limited (雲南能源金融控股投資有限公司). He subsequently became an operation management specialist in the operational management department of Yunnan Energy Investment (HK) Co. Limited (香港雲能國際投資有限公司) as well as an investment manager in Yunnan Energy International Investment (Singapore) Pte. Ltd. (雲能國際(新加坡)有限公司) between August 2017 and June 2020. Since June 2020, Mr. Chen Qi has worked as the vice general manager of operational management department of Yunnan Energy Investment (HK) Co. Limited.

EXECUTIVE DIRECTOR

MR. YUEN CHEE LAP CARL

Executive Director, aged 51

Mr. Yuen was appointed as an independent non-executive Director on 29 February 2016 and redesigned as the executive Director on 23 August 2024. Mr. Yuen graduated from the University of Houston, U.S. He attained a bachelor's degree and a master's degree in business administration in 1997 and 1998 respectively. He has rich experience in finance and accounting in Hong Kong and the United States. Mr. Yuen commenced his career in the United States and served as chief accountant and managerial position in several companies between 1998 and 2003. From 2004 to May 2024, Mr. Yuen served as various positions, including financial controller, chief executive officer and chief operating officer, in Courage Investment Group Limited (stock code: 1145), a company listed on the Main Board of the Stock Exchange and the Singapore Exchange Securities Trading Limited. Mr. Yuen is currently a member of the Hong Kong Institute of Directors and the Association of Hong Kong Accountants.

MR. TANG YU YUAN

Executive Director, aged 59

Mr. Tang was appointed as a executive Director on 1 October 2024. Mr. Tang has over 28 years of sales and distribution of electronic components and products, especially in semiconductor distribution business. Mr. Tang, was worked for several technology companies in Taiwan and primarily responsible for brand advertising, value-added services, content development, and sales management. He was graduated from the National Southeast University in Taiwan with a bachelor's degree of Electronic Engineering.



Biographical Details of Directors and Senior Management

INDEPENDENT NON-EXECUTIVE DIRECTORS

MR. LI WEI

Independent non-executive Director, aged 70

Mr. Li Wei was appointed as an independent non-executive Director on 17 May 2016. Mr. Li has over 25 years of experience in establishing and operating businesses in Asia, and particularly in Hong Kong and China. He was educated in China, Germany and Australia. He has been an independent non-executive director of VSTEC Holdings Limited (formerly known as VST Holdings Limited), a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 856) since 2007.

MS. WU HUNG YU

Independent non-executive Director, aged 44

Ms. Wu was appointed as an independent non-executive Director on 22 November 2024. Ms. Wu has previously worked in several international accounting firms and has extensive experience in financial reporting, auditing, mergers and acquisitions and initial public offerings in property development, catering services and trading and manufacturing industry. Ms. Wu obtained a bachelor's degree of arts in Accountancy from the Hong Kong Polytechnic University in 2003 and has become a member of the Association of Chartered Certified Accountants and Hong Kong Institute of Certified Public Accountants since 2008 and 2009, respectively. Ms. Wu currently acts as an independent non-executive director of i-Control Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1402), Well Link Securities Holdings Limited (a company listed on the Gem Board of the Stock Exchange, stock code: 8350) and Springview Holdings Limited (a company listed on the Nasdaq Stock Market, stock code: SPHL) respectively. Ms. Wu entered into a letter of appointment with the Company and is subject to retirement by rotation.

MR. LEUNG CHUN TUNG

Independent Non-Executive Director, aged 70

Mr. Leung was appointed as an independent non-executive Director on 1 March 2022. Mr. Leung had previously worked for Bank of China (Hong Kong) Limited, a company listed on the Stock Exchange (stock code: 2388), for 39 years. Mr. Leung's last position in Bank of China (Hong Kong) Limited was senior corporate loan manager, and was mainly responsible for the development and maintenance of industrial and commercial customers, credit risk assessment, credit management and administrative management. He possesses an executive master degree in business administrations jointly from Sun Yat-sen Business School and International East-West University.

SENIOR MANAGEMENT

MS. YIP TAK YUNG TERESA

Chief financial officer and company secretary, aged 43

Ms. Yip Tak Yung, Teresa joined the Group in 2013, and is responsible for finance management, compliance assurance and company secretarial matters of the Group. Ms. Yip has rich experience in areas of auditing, accounting, taxation, capital markets, business advisory and corporate finance in Hong Kong and the PRC. She worked at Deloitte Touche Tohmatsu and graduated from City University of Hong Kong with a bachelor's degree of business administration (Honours) in accountancy. Ms. Yip is a member of the Hong Kong Institute of Certified Public Accountants.

Corporate Governance and Other Information

CORPORATE GOVERNANCE

The Board is committed to achieving high standards of corporate governance to safeguard the interest of the Company's shareholders and to enhance corporate value and accountability. For the Year, the Company applied the principles and complied with the applicable code provisions of the corporate governance Code (the “**CG Code**”) as set out in Appendix C1 to the Listing Rules.

The Group also has in place an internal control system to perform the checks and balance function. There are also three independent non-executive Directors on the Board offering strong, independent and differing perspectives. The Board is therefore of the view that there are adequate balance-of-power and safeguards in place to enable the Company to make and implement decisions promptly and effectively.

CORPORATE CULTURE

The Group recognises that a good corporate culture is vital to its corporate governance and has gradually developed a pragmatic and prudent corporate culture since its establishment, which has been reflected in the overall operations and management of the Group, in order to facilitate the long-term sustainability of the Group. The Group is committed to acting with the highest standards of integrity and ethics, maintaining business ethics and honesty, fully and accurately implementing the core values of integrity, honesty, fairness, impartiality, and ethical business practices of the Group. In order to establish a healthy corporate culture and promote high ethical standards within the Group, the Group has established an anti-corruption policy and a whistle-blowing policy, which set outs, including but not limited to, (i) the types of breaches and conduct issues, and the personnel to which the policies apply; (ii) declaration of conflicting interests mechanisms; (iii) responsibilities of the relevant department(s) of the Group; (iv) consequences for breaching the relevant policies; and (v) whistle-blowing policy, with an aim to encourage our employees to report behaviour that is not in line with the principles of ethics and the Group's policy such as events that are non-compliant with the Group's policy, laws, rules, regulations, general practice of financial reporting and internal control.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the code of conduct rules (the “**Model Code**”) regarding securities transactions by the Directors on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by the Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules, and that having made specific enquiry to all Directors, the Company confirms that all Directors have complied with the Model Code.

THE BOARD OF DIRECTORS

The Board takes responsibility for overseeing all major matters of the Company, including the formulation and approval of all policy matters, overall strategies, internal control and risk management systems, monitoring senior management's performance and determining the policy for corporate governance.

The Directors make decisions objectively in the interests of the Company. The Board currently comprises a total of eight Directors, with three non-executive Directors, two executive Directors and three independent non-executive Directors.



Corporate Governance and Other Information

NON-EXECUTIVE DIRECTORS

Mr. Huang Zhiqun (*Chairman*)
Mr. Chen Kaiben
Mr. Chen Qi
Mr. Lim Tzea (resigned on 22 November 2024)

EXECUTIVE DIRECTORS

Mr. Yuen Chee Lap Carl (re-designated to executive Director on 23 August 2024)
Mr. Tang Yu Yuan (appointed on 1 October 2024)
Mr. Chen Li Kuang (resigned on 21 September 2024)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Li Wei
Mr. Leung Chun Tung
Ms. Wu Hung Yu (appointed on 22 November 2024)
Mr. Yuen Chee Lap Carl (re-designated to executive Director on 23 August 2024)

There is no financial, business, family or other material/relevant relationship between the Directors.

The biographical details of the Directors are set out under the section headed “Biographical Details of Directors and Senior Management” in this annual report.

In compliance with Rule 3.09D of the Listing Rules, Mr. Tang Yu Yuan and Ms. Wu Hung Yu have each obtained the legal advice referred to in Rule 3.09D of the Listing Rules on 1 October 2024 and 22 November 2024, respectively, and they have each confirmed that they understood their obligations as a Director.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The chairman is responsible for leading the Board and is also responsible for overseeing effective functioning of the Board and application of good corporate governance practices and procedures.

Whereas the role of chief executive officer focuses on implementing objectives, policies and strategies approved and delegated by the Board. Since 18 July 2019, the position of chief executive officer has been vacant and the Company is still identifying a suitable candidate for the position of the chief executive officer.

BOARD INDEPENDENCE

Pursuant to code provision B.1.4 of the CG Code, the Board established mechanism(s) to ensure independent views and input are available to the Board, in particular, (i) independent non-executive Directors are encouraged to actively participate in the Board meetings; (ii) to discourage to re-elect long-serving independent non-executive Directors; (iii) the number of independent non-executive Directors must comply with the requirement under the Listing Rules; and (iv) the independent non-executive Directors shall devote sufficient time to discharge their duties as a Director. Furthermore, the Directors may access external independent professional advice to assist their performance of duties at the expense of the Company. The Board will review the implementation and effectiveness of such mechanism(s) on an annual basis.

Corporate Governance and Other Information

BOARD DIVERSITY

The Company recognises and embraces the importance and benefit achieving diversity on the Board has on corporate governance and board effectiveness. During the Year, the Company monitored the Board composition with regard to its diversity policy which requires board appointments to be made on a merit basis with due regard for the benefits of the diversity of Board members. Selection of candidates will be based on a wide range of diversity perspectives, including but not limited to gender, age, race, language, cultural background, educational background, industry experience and professional experience. The Nomination Committee has developed measurable objectives to implement the board diversity policy and would monitor and review the progress in achieving these objectives annually. During the Year, the Board conducted an annual review of the implementation and effectiveness of the board diversity policy and was satisfied that the board diversity policy has been properly implemented and has been effective.

The eight Directors are from diverse and complementary backgrounds, including management, electronic components products trading, health products trading, business administration, and accounting.

The Group is committed to workplace diversity and recognises benefits arising from employee and board diversity, including having a broad pool of quality and talented employees, improving employee retention, and being able to access different perspectives. Diversity includes different gender, age, ethnicity and religious belief. As at 31 December 2024, approximately 57% and 43% of the Group's employees (including senior management) were male and female respectively. The Company considers that the current gender diversity in the workforce (including the Board) is satisfactory. Hence, the Company currently has not set any plans or measurable objectives to achieve gender diversity. The Company will continue to take gender diversity into consideration during recruitment and increase the female proportion at all levels over time with the ultimate goal of achieving gender diversity such that there is a pipeline of potential female successors to the Board in the future. The Group recognises, and endeavours to protect, the rights of its employees and is committed to providing equal opportunities. The Group engages in transparent and fair recruitment practices, and fair remuneration and disciplinary decisions without regard to gender, age, family position, or ethnic background. Further information about the composition of the Group's workforce, please refer to the section headed "Environmental, Social and Governance Report" on pages 40 to 50 in this report.

INDEPENDENT NON-EXECUTIVE DIRECTORS

As disclosed in the announcement of the Company dated 23 August 2024, after the re-designation of Mr. Yuen Chee Lap Carl, the Company is not in compliance with (i) Rule 3.10(1) of Listing Rules, which stipulates that the Board shall comprise at least three independent non-executive directors; (ii) Rule 3.10(2) of Listing Rules, which stipulates that at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise; (iii) Rule 3.10A of Listing Rules, which stipulates that the number of independent non-executive directors shall represent at least one-third of the board; and (iv) Rule 3.21 of Listing Rules, which stipulates that the audit committee shall comprise at least three members, that at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of Listing Rules and that the audit committee must be chaired by an independent non-executive director. Following the appointment of Ms. Wu Hung Yu as an independent non-executive Director and the chairman of the Audit Committee, the Company has re-complied with Rules 3.10(1), 3.10(2), 3.10A and 3.21 of the Listing Rules.

During the year ended 31 December 2024, the independent non-executive Directors are individuals from diversified backgrounds and industries and one member has appropriate accounting and related financial management expertise.

The independent non-executive Directors serve the relevant function of bringing independent judgment and advice on the overall management of the Company. They take the lead where potential conflicts of interests arise. The Company has received an annual confirmation of independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all of the independent non-executive Directors meet the guidelines for assessing independence as set out in the Listing Rules and considers them to be independent.



Corporate Governance and Other Information

TERM OF APPOINTMENT OF NON-EXECUTIVE DIRECTORS

Each non-executive Director has signed a letter of appointment with the Company with no specific term.

Each independent non-executive Director has signed a letter of appointment with the Company with a term of two years and is renewable automatically for successive term of one year from the next day after the expiry of the first appointment.

BOARD COMMITTEES

The Board has established the audit committee (the “**Audit Committee**”), the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”) (collectively, the “**Board Committees**”) for overseeing particular aspects of the Company’s affairs under its defined scope of duties and terms of reference. The terms of reference of each of the Board Committees are posted on the websites of the Company and the Stock Exchange. The Board Committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company’s expense.

NUMBER OF MEETINGS AND DIRECTORS’ ATTENDANCE

CG Code provision C.5.1 prescribes that at least four regular Board meetings should be held each year at approximately quarterly intervals with active participation of a majority of the Directors, either in person or through other electronic means of communication.

Details of Directors’ attendance records during the Year are set out in the table below:

Directors	Meetings attended/held				Annual general meeting	Extraordinary general meeting
	Board	Audit Committee	Nomination Committee	Remuneration Committee		
Non-executive Directors						
Mr. Huang Zhiquan	7/7	N/A	N/A	N/A	1/1	1/1
Mr. Chen Kaiben	7/7	N/A	N/A	N/A	1/1	1/1
Mr. Chen Qi	7/7	N/A	N/A	N/A	1/1	1/1
Mr. Lim Tzea (resigned on 22 November 2024)	7/7	N/A	N/A	N/A	1/1	1/1
Executive Director						
Mr. Yuen Chee Lap Carl (re-designated to executive Director on 23 August 2024)	7/7	3/3	4/4	3/3	1/1	1/1
Mr. Tang Yu Yuan (appointed on 1 October 2024)	1/1	N/A	N/A	N/A	0/0	0/0
Mr. Chen Li Kuang (resigned on 21 September 2024)	4/4	N/A	N/A	1/1	1/1	1/1
Independent non-executive Directors						
Mr. Li Wei	7/7	3/3	4/4	3/3	1/1	1/1
Mr. Leung Chun Tung	7/7	3/3	4/4	2/2	1/1	1/1
Ms. Wu Hung Yu (appointed on 22 November 2024)	0/0	0/0	N/A	N/A	0/0	0/0

Corporate Governance and Other Information

Apart from regular Board meetings of the year, the Board will meet on other occasions when a Board level decision on a particular matter is required. The Directors receive agenda of each meeting in advance. Notice of at least 14 days is given of a regular Board meeting. For other Board and committee meetings, reasonable notice is generally given.

Board papers together with all appropriate, complete and reliable information are despatched to all Directors at least three days before each regular Board meeting to ensure that the Directors have sufficient time to review the related documents and be adequately prepared for the meeting.

All minutes of the Board meetings are kept by the company secretary of the Company and are available to all Directors for inspection.

The Board has reserved for its decision or consideration matters covering corporate strategy, annual and interim results, Directors' appointment, succession planning, risk management, major acquisitions, disposals and capital transactions, and other significant operational and financial matters. Major corporate matters that are specifically delegated by the Board to the management include the preparation of annual and interim accounts for the Board's approval before public reporting, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements, rules and regulations.

TRAINING AND SUPPORT FOR DIRECTORS

In accordance with C.1.4 of the CG Code with regard to continuous professional development, all Directors have participated in continuous professional development to develop and refresh their knowledge and skills.

To further ensure all Directors are adequately informed about the Company's business and operations as well as his responsibilities under relevant laws, rules and regulations, the company secretary of the Company provides all Directors with regular updates regarding the Company's performance as well as updates on latest amendments and developments to the Listing Rules and other relevant legal and regulatory requirements from time to time.

The Directors received the following training for the year ended 31 December 2024 according to the records provided by the Directors:

Directors	Training on corporate governance, regulatory development and other relevant topics
Mr. Huang Zhiqun	✓
Mr. Chen Kaiben	✓
Mr. Chen Qi	✓
Mr. Yuen Chee Lap Carl	✓
Mr. Tang Yu Yuan (appointed on 1 October 2024)	✓
Mr. Li Wei	✓
Mr. Leung Chun Tung	✓
Ms. Wu Hung Yu (appointed on 22 November 2024)	✓
Mr. Lim Tzea (resigned on 22 November 2024)	✓
Mr. Chen Li Kuang (resigned on 21 September 2024)	✓



Corporate Governance and Other Information

DIRECTORS' AND OFFICERS' INSURANCE

The Company has arranged for appropriate liability insurance for the Directors to cover their liabilities arising out of corporate activities.

AUDIT COMMITTEE

The Audit Committee's members include:

Ms. Wu Hung Yu (*Chairman*) (appointed on 22 November 2024)
Mr. Li Wei
Mr. Leung Chun Tung
Mr. Yuen Chee Lap Carl (ceased to be a member on 23 August 2024)

All of the committee members are independent non-executive Directors with the chairman of which possesses the appropriate professional qualifications and accounting experience. The primary duties of the Audit Committee are to assist the Board in providing an independent view of the effectiveness of the financial reporting process, internal control and risk management system of the Group, to oversee the audit process and to perform other duties and responsibilities as assigned by the Board, to develop and review policies and practices of the Group on corporate governance, compliance with legal and regulatory requirements and requirements under the Listing Rules, and to develop, review and monitor the code of conduct applicable to the employees of the Group.

The terms of reference of the Audit Committee are in line with the provisions of the CG Code, a copy of which is posted on the website of the Company and the Stock Exchange.

During the year ended 31 December 2024, the Audit Committee held 3 meetings. The attendance records are set out under the section headed "Number of meetings and Directors' attendance" in this annual report. The Audit Committee performed the following work during the year ended 31 December 2024:

- (a) reviewed the interim financial statements and annual reports, including the accounting principles and accounting standards adopted, and made recommendations to the Board for approval;
- (b) reviewed the changes in accounting standards and assessed their potential impacts on the Group's financial statements;
- (c) reviewed the Group's risk management and internal control systems, the effectiveness of the Group's internal audit function and related matters; and
- (d) considered and made recommendations on the re-appointment of the independent auditor of the Group and the terms of engagement

The Audit Committee has reviewed the Group's audited annual consolidated financial statement for the year ended 31 December 2024 and audited results for the year ended 31 December 2024 and unaudited interim condensed financial statement for the six months ended 30 June 2024 and had discussed the financial information with the management and the external auditors of the Company during the year ended 31 December 2024 before submission to the Board for its approval.

Corporate Governance and Other Information

NOMINATION COMMITTEE

The Nomination Committee's members include:

Mr. Li Wei (*Chairman*)
Mr. Yuen Chee Lap Carl
Mr. Leung Chun Tung

The majority of the members are independent non-executive Directors, except Mr. Yuen Chee Lap Carl who was re-designated to executive Director on 23 August 2024. The principal duties of the Nomination Committee are to determine the policy of nomination of Directors and identify and nominate suitable candidates for appointment as Directors and make recommendations to the Board.

The terms of reference of the Nomination Committee are in line with the provisions of the CG Code, a copy of which is posted on the website of the Company and the Stock Exchange.

The Nominate Committee has a policy concerning diversity of Board members which aims to maintain a diversified Board in terms of skills, experience, knowledge, expertise, culture, independence, age and gender, with a view to enhance the quality of performance of the Board.

The Nomination Committee has a policy that sets out the procedures, process and criteria for identifying and recommending candidates for election to the Board. The criteria for recommending the suitable candidates for directorship include (i) reputation for integrity, (ii) qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy, (iii) willingness to devote adequate time to discharge duties as Board members and other directorships and significant commitments; (iv) diversity in all its aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, and (v) such other perspectives appropriate to the Company's business. These factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate and recommend any person, as it considers appropriate to the Board for further approval.

The Nomination Committee held 4 meetings during the Year. During the meetings, the Nomination Committee reviewed the structure and composition (including the skills, knowledge and experience) of the Board and the nominations of new directors.

REMUNERATION COMMITTEE

The Remuneration Committee's members include:

Mr. Li Wei (*Chairman*)
Mr. Yuen Chee Lap Carl
Mr. Leung Chun Tung (appointed on 23 August 2024)
Mr. Chen Li Kuang (ceased to be a member on 23 August 2024)



Corporate Governance and Other Information

The majority of the members are independent non-executive Directors, except Mr. Yuen Chee Lap Carl who was re-designated to executive Director on 23 August 2024. The Remuneration Committee makes recommendations to the Board on the policy and structure for all remuneration of Directors and senior management, assesses performance of executive Directors, approves the terms of executive Directors' service contracts, reviews and approves the management's remuneration proposals with reference to the Board's corporate goals and objectives, makes recommendations to the Board on the remuneration packages of Directors and senior management, and to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules. Staff remuneration is determined by the Group's management by reference to the individual staff's qualifications, work experience, performance and prevailing market conditions.

The terms of reference of the Remuneration Committee are in line with the provisions of the CG Code, a copy of which is posted on the website of the Company and the Stock Exchange.

The Remuneration Committee held 3 meetings during the Year. During the meetings, the Remuneration Committee reviewed the remuneration packages of the existing Directors, senior management and newly appointed directors. As no share options were granted during the Year, there was no material matter relating to the share option scheme adopted by the Company that was reviewed and/or approved by the Remuneration Committee during the Year.

Particulars regarding the Directors' remuneration and five highest paid employees are set out in notes 9 and 30 to the consolidated financial statement respectively.

At the end of the Year, there was no payable to the senior management.

CONFLICT OF INTEREST

If a Director has a conflict of interest in relation to a transaction or proposal to be considered by the Board, such Director is required to declare such interest and to abstain from voting. The matter is considered at a Board meeting attended by Directors who have no material interest in the transaction. The Group also adopted certain internal control policies to manage potential conflicts of interest.

COMPANY SECRETARY

Ms. Yip Tak Yung Teresa, the company secretary of the Company, is a full time employee of the Group and has day-to-day knowledge of the Company's affairs. The company secretary has duly complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules. The biographical details of the company secretary is set out in the section headed "Biographical Details of Directors and Senior Management" in the annual report.

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the functions set out in the code provision A.2.1 of the CG Code.

The Board has reviewed the Company's corporate governance policies and practices, training and continuous professional and development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance with the Model Code, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

Corporate Governance and Other Information

FINANCIAL REPORTING

The Board, supported by the chief financial officer and the finance and accounts department of the Company, is responsible for the preparation of financial statements for each financial period which give a true and fair view of the state of affairs of the Group. In preparing the financial statements for the Year, the Directors have reviewed and applied suitable accounting policies, adopted appropriate Hong HKFRS Accounting Standards, made adjustments and estimates that are prudent and reasonable, and have prepared the accounts on a going concern basis. The Directors are also responsible for keeping proper accounting records which reflect the financial information of the Group with reasonable accuracy.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the independent auditor of the Company about their reporting responsibilities on the financial statements is set out in the section headed "Independent Auditor's Report" in this annual report.

EXTERNAL AUDITOR

External auditor's responsibility is to form an independent opinion, based on their audit, on those financial statements and to report their opinion solely to the Company, as a body, and for no other purpose. They do not assume responsibility towards or accept liability to any other person for the contents of the auditors' report.

McMillan Woods (Hong Kong) CPA Limited has been appointed as the Company's external auditor. There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditor. The remuneration paid to the Company's external auditors in respect of audit services and non-audit services, for the Year is set out below:

Nature of services	Fee paid/payable HK\$'000
Audit services	
– McMillan Woods (Hong Kong) CPA Limited	850
Non-audit services	18
Total	868

REMUNERATION POLICY

The remuneration policy of the employees of the Group is set up by the Remuneration Committee and is based on merit, qualifications and competence of employees.

The remuneration policy of the Directors and senior management are decided by the Remuneration Committee having regard to the Group's operating results, individual performance and comparable market statistics. The remuneration of members of senior management by remuneration band is set out in note 9 to the consolidated financial statements.



Corporate Governance and Other Information

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibility for maintaining sound and effective risk management and internal control system and for reviewing its effectiveness, particularly in respect of controls on financial, operational, compliance and risk management, to safeguard shareholders' investment and the Group's assets.

The Group also has risk management and internal control measures in place to minimise the risk exposure on its purchase price and to safeguard its assets. The Group monitors the market price of the relevant products every week, and may not make any further procurement in the event that the market price is lower than the purchase price quoted from the Group's suppliers. In addition, the Group's inventory procurement policy includes a combination of (i) back-to-back procurement based on purchase orders confirmed by its customers; and (ii) bulk procurement based on the Group's estimations as to, among others, the general market trends. The Group would review and assess its product portfolio and product mix from time to time in order for the inventories in stock to be in line with the demand of the Group's customers based on their feedback and market information collected, and thus to minimise the risk of having any aging inventories and/or onerous contracts. When the Group re-sells the electronic components products to its customers, the sales team would consider (1) the ageing of the Group's inventories in hand; and (2) whether the Group requires cash for its operations at the material time. The Group would prioritise certain factor(s) when making bulk purchase and subsequent sales of electronic components, depending on the circumstances at the relevant time, with an aim to minimise the possibility of loss-making sales, and maximise the chance of making profitable sales.

The Group has established procedures in handling and dissemination of inside information in an accurate and secure manner and to avoid possible mishandling of inside information within the Group.

The Group has adopted different internal guidelines, along with written policies and procedures to monitor and lessen the impact of risks which are relevant to its business and control its daily business operations. Management will identify the risks associated with the Group's day-to-day operations for review by the Board. The Board is responsible for evaluating and determining the nature and extent of the risks that the Company is willing to take in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems. The Board oversees the management in the design, implementation and monitoring of the risk management and internal control systems. The Board acknowledges that such 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 but not absolute assurance against material misstatement or loss.

Corporate Governance and Other Information

During the Year, the Board has conducted a review of the effectiveness of the risk management and internal control systems of the Group covering all material controls, including financial, operational and compliance controls functions. The Board considers that the Group's risk management and internal control systems are adequate and effective. As part of the annual statutory audit, the Company's external auditor conducted an annual review, in accordance with their audit plan, on the adequacy and effectiveness of the Company's risk management and internal control systems, including financial, operational, compliance and information technology controls and reporting. Any material non-compliance or failures in internal controls and recommendations or improvements are reported to the Audit Committee. The Audit Committee also reviews the effectiveness of the actions taken on the recommendations made by the external auditor in this respect, if any.

Based on the risk management and internal control system established and maintained by the Group, and reviews performed by the management annually, the Audit Committee and the Board are of the view that the Group has maintained sound, effective and adequate risk management and internal control system during the year ended 31 December 2024.

DIVIDEND POLICY

The Board adopted a dividend policy (the “**Dividend Policy**”) in considering the payment of dividends, to allow shareholders of the Company to participate in the Company's profits whilst retaining adequate reserves for the Group's future growth.

The Board shall consider the following factors before declaring or recommending dividends:

- (i) the Company's actual and expected financial performance;
- (ii) retained profits and distributable reserves of the Company and each of the members of the Group;
- (iii) the Group's working capital requirements, capital expenditure requirements and future expansion plans;
- (iv) the Group's liquidity position;
- (v) general economic conditions, business cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Company; and
- (vi) other factors that the Board may consider relevant.

The declaration and payment of dividends shall remain to be determined at the sole discretion of the Board and subject to all applicable requirements under the Companies Ordinance and the articles of association of the Company.

The Board will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time. The Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way oblige the Company to declare a dividend at any time or from time to time.



Corporate Governance and Other Information

REGULATORY COMPLIANCE

As disclosed under the paragraph headed “Training and support for Directors” of the section headed “Corporate Governance and Other Information” in this annual report, the Directors have sufficient up-to-date knowledge of relevant laws and regulations.

The Company had engaged external professional advisers, including legal advisers, to render professional advice as to compliance with the statutory requirements applicable to the Group from time to time.

COMMUNICATION 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 Group also recognises the importance of transparency and timely disclosure of corporate information, which enables shareholders and investors to make appropriate investment decisions.

The members of the Board and Board Committees and the external auditor will be present to answer shareholders’ questions in the annual general meetings of the Company. Circulars will be distributed to all shareholders before the annual general meeting and any special general meetings in accordance with the timeline requirement as laid down in the Listing Rules and the articles of association of the Company. All the resolutions proposed to be approved at the general meetings will be taken by poll and poll voting results will be published on the websites of the Stock Exchange and the Company after the relevant general meetings.

As a channel to promote effective communication, the Group maintains a website where information on the Company’s announcements, financial information and other information are posted. Shareholders and investors may write directly to the Company at its principal place of business in Hong Kong with any enquires.

The Company shall maintain regular dialogue with Shareholders and will review its shareholders’ communication policy on an annual basis to ensure its effectiveness. After the annual review of the implementation and effectiveness of the shareholders’ communication policy, the Company is of the view that the policy is effective in providing channels for Shareholders to communicate their views on various matters affecting the Company and for the Company to solicit and understand the views of the Shareholders.

SHAREHOLDERS’ RIGHTS

CONVENING OF EXTRAORDINARY GENERAL MEETINGS AND REQUISITION BY SHAREHOLDERS

Pursuant to article 64 of the articles of association of the Company, shareholders holding in aggregate not less than one-tenth (10%) of the paid up capital of the Company shall have the right to request the Board to convene an extraordinary general meeting (“**EGM**”). Such requisition shall be made by a written request to the Board, stating the business to be transacted and signed by the requisitionist(s). Shareholders shall follow the requirements and procedures set out in the articles of association of the Company.

Corporate Governance and Other Information

Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Directors fail to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the requisitionist(s) by the Company.

PUTTING FORWARD ENQUIRIES TO THE BOARD

For putting forward any enquiries to the Board, shareholders may send written enquiries to the Company.

CONTACT DETAILS

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Room 301-3, 3/F, Wing Tuck Commercial Centre
177-183 Wing Lok Street, Sheung Wan, Hong Kong
(For the attention of the Company Secretary)
Fax: 2545 7999
E-mail: ir@qhhl.com.hk

As regards putting forward proposals at general meetings, including proposing a person other than the retiring Director for election as a Director in a general meeting, please refer to the procedures available on the website of the Company. Shareholders may write directly to the Company at its principal place of business in Hong Kong with any inquiries.

CONSTITUTIONAL DOCUMENTS

There were changes in the Company's articles of association during the year ended 31 December 2024 for the purpose of, among others, updating and bringing the articles of association in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023. Such change was approved at the annual general meeting of the Company held on 27 June 2024. Please refer to the circular of the Company dated 30 May 2024 for details. A copy of the Company's articles of association is also available on the Company's website and the Stock Exchange's website.



Directors' Report

The Directors are pleased to present the annual report and the audited consolidated financial statements of the Group for the year ended 31 December 2024.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the Group are principally engaged in sale of health-care products and food and electronic component products.

BUSINESS REVIEW

Further discussion and analysis of the Group's activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a fair review of the Group's business, particulars of important events affecting the Group that have occurred since the end of the financial year, an indication of likely future development in the Group's business, and an analysis using financial key performance indicators are set out in the section of "Management Discussion and Analysis" on pages 4 to 8 of this annual report and the section headed "Environmental, Social and Governance Report" on pages 40 to 50 of this annual report, which forms a part of this Directors' report.

SEGMENTAL INFORMATION

Details of the segmental information are set out in note 5 to the consolidated financial statements.

RESULTS

The results of the Group for the year ended 31 December 2024 are set out in the consolidated statement of profit or loss on page 56 of this annual report.

For details regarding a fair review of the Company's business, please refer to the paragraph headed "Business Review" of the section headed "Management Discussion and Analysis" in this annual report.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the Group's operating results, assets and liabilities for the past five financial years is set out on page 124 of this annual report. This summary does not form part of the audited consolidated financial statements.

Directors' Report

MAJOR CUSTOMERS AND SUPPLIERS

In the Year, sales to the largest and five largest customers accounted for approximately 34% and 96% respectively of the total sales for the Year. Purchases from the largest and five largest suppliers accounted for approximately 91% and 100% respectively of the total purchases for the Year.

None of the directors, their close associates or any shareholders of the Company (which to the knowledge of the directors of the Company own more than 5% of the Company's issued share capital (excluding treasury shares, if any)) had any interest in the five largest suppliers or customers.

DIVIDENDS

The Directors do not recommend any dividend in respect of the Year (2023: Nil).

As at the date of this annual report, the Board is not aware of any shareholders of the Company who have waived or agreed to waive any dividends.

SHARE CAPITAL

There were no movement in the authorised share capital of the Company during the Year. Details of the movement in issued share capital of the Company are set out in note 21(A) to the consolidated financial statements.

RESERVES

Details of movements in reserves of the Group during the Year are set out in the consolidated statement of changes in equity on pages 60 and 61 of the annual report.

DISTRIBUTABLE RESERVES

Under the Companies Law of the Cayman Islands and the Company's articles of association, the funds in the share premium and retained profits of the Company are distributable to the Shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business. As at 31 December 2024, the Company's aggregate amount of reserves available for distribution of shareholders of the Company was approximately HK\$262,991,000 (2023: HK\$233,372,000).



Directors' Report

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group are set out in note 14 to the financial statements.

PRE-EMPTIVE RIGHTS

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

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities (including sale of treasury shares, if any) during the Year.

The Company did not hold any treasury shares during the year ended 31 December 2024.

DIRECTORS

The Directors during the Year and up to the date of this report are:

NON-EXECUTIVE DIRECTORS

Mr. Huang Zhiqun (*Chairman*)
Mr. Chen Kaiben
Mr. Chen Qi
Mr. Lim Tzea (resigned on 22 November 2024)¹

EXECUTIVE DIRECTORS

Mr. Yuen Chee Lap Carl (re-designated from independent non-executive director on 23 August 2024)
Mr. Tang Yu Yuan (appointed on 1 October 2024)
Mr. Chen Li Kuang (resigned on 21 September 2024)²

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Li Wei
Mr. Leung Chun Tung
Ms. Wu Hung Yu (appointed on 22 November 2024)
Mr. Yuen Chee Lap Carl (re-designated to executive director on 23 August 2024)

Notes:

1. Mr. Lim Tzea resigned due to his intention to pursue with his other commitments.
2. Mr. Chen Li Kuang resigned due to his intention to pursue with his other commitments.

Biographical details of Directors of the Company are set out on pages 9 to 11 under the section headed "Biographical Details of Directors and Senior Management" in this annual report.

Directors' Report

At each annual general meeting, one third of the Directors for the time being (or if their number is not three or a multiple of three, then the number nearest to but not less than one third) will retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. The Directors to retire in every year will be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot.

Each of Mr. Chen Kaiben, Mr. Tang Yu Yuan, Mr. Yuen Chee Lap Carl and Ms. Wu Hung Yu shall hold office until the annual general meeting of the Company (the “AGM”), and being eligible, to offer himself/herself for re-election.

DIRECTORS' SERVICE CONTRACTS

The executive Director has entered into a service agreement with the Company with no specific term.

Each non-executive Director has signed a letter of appointment with the Company with no specific term.

Each independent non-executive Director has signed a letter of appointment with the Company with a term of two years and is renewable automatically for successive term of one year from the next day after the expiry of the first appointment (the “3-year appointment”).

No contract of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

No Director who are proposed for election or re-election at the upcoming annual general meeting has a service contract with the Company which is not determinable by the employees within one year without payment of compensation (other than statutory compensation).

DIRECTORS' INTEREST IN CONTRACTS, ARRANGEMENTS OR TRANSACTIONS OF SIGNIFICANCE

No contracts, arrangement or transactions of significance to which the Company or its subsidiaries were a party subsisted at the end of 2024 or at any time during the Year in which any Director or any entity connected with the Director had a material interest, either directly or indirectly.

MANAGEMENT CONTRACTS

Other than the service contracts of the Directors, there were no contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the Year.



Directors' Report

CONTROLLING SHAREHOLDER'S INTERESTS IN CONTRACTS OF SIGNIFICANCE

Other than those transactions disclosed in note 25 to the consolidated financial statements, there was no other contract of significance between the Group and the Company's controlling shareholder or any of its subsidiaries subsisted at the end of the Year or at any time during the Year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Mr. Huang Zhiqun was the owner and director a Hong Kong-based global electronic components trading and distribution group, which supplies electronic components to customers including sizeable manufacturing groups and technology companies in the PRC and the Southeast Asia until June 2024. Subsequent to June 2024 and up to the date of this report, Mr. Huang Zhiqun did not have any interest in such electronic components trading and distribution group.

The above-mentioned Director declared his interests in competing business and Mr. Huang Zhiqun is non-executive Director, where he is not involved in the daily operations of the Group. To the best of the knowledge of the Directors, the Group is capable of carrying on its businesses independently.

Save as disclosed above, each of the other Directors has confirmed that so far as they are aware of none of the Directors nor any proposed Director or his/her respective close associates had any interest in any business, apart from the Group's business, which compete or is likely to compete, either directly or indirectly, with the Group's business.

PERMITTED INDEMNITY PROVISIONS

During the year ended 31 December 2024 and as at 31 December 2024, the Company has purchased liabilities insurance for the Directors and supervisors, which provides appropriate insurance for the Group's directors and supervisors. At no time during the year ended 31 December 2024 and up to the date of this Directors' Report, there was or is, any permitted indemnity provision being in force for the benefit of any of Directors or an associated company.

DONATIONS

The Group did not make any charitable donations during the year ended 31 December 2024.

TAX RELIEF

The Company is not aware of any tax relief and exemption available to the shareholders by reason of their holding of the Company's securities.

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, or existed during the Year.

Directors' Report

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES

As at 31 December 2024, the interests or short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO) or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or were required pursuant to the Model Code ("**Model Code**") for Securities Transactions by Directors of Listed Issuers contained in Appendix C3 to the Listing Rules and the Stock Exchange were as follows:

(I) LONG POSITIONS IN THE SHARES OF THE COMPANY

Name of Director	Capacity/Nature of interest	Number of shares	Position (Note 1)	Percentage of shareholding (Note 3)
Mr. Huang Zhiqun	Interest in a controlled corporation, parties acting in concert (Note 2)	89,248,577	L S	52.67%

Notes:

1. The letter "L" denotes long position in the Shares. The letter "S" denotes short position in the Shares.
2. These 89,248,577 shares of the Company ("**Shares**") were beneficially owned by Explorer Rosy Limited ("**Explorer Rosy**") as at 31 December 2024. As at 31 December 2024, Explorer Rosy was owned by Great Prosperous Limited ("**Great Prosperous**"), Thousands Beauties Limited ("**Thousands Beauties**") and Noble Stand Limited ("**Noble Stand**") as to 80%, 10% and 10%, respectively. As at 31 December 2024, Great Prosperous, through Sparkling Rock Limited ("**Sparkling Rock**") was wholly owned by Mr. Huang Zhiqun, while Thousands Beauties and Noble Stand were wholly and beneficially owned by Ms. Huang Jinglin. Mr. Huang Zhiqun and Ms. Huang Jinglin are deemed to be parties acting in concert pursuant to the SFO. By virtue of the SFO, each of Mr. Huang Zhiqun and Ms. Huang Jinglin is deemed to be interested in all the Shares held by Explorer Rosy.

As at 31 December 2024, these 89,248,577 Shares were pledged in favour of Yunnan International Supply Chain Limited.

3. As at 31 December 2024, the number of issued Shares were 169,445,000.



Directors' Report

(II) LONG POSITIONS IN THE SHARES OF ASSOCIATED CORPORATIONS OF THE COMPANY – EXPLORER ROSY

Name of Director	Capacity	Number of shares	Percentage of shareholding
Mr. Huang Zhiquan	Beneficial owner	8,000 shares of US\$1 each	80%

Save as disclosed above, as at 31 December 2024, no Directors or chief executive of the Company had any interests or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to be have under such provisions) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required in the Listing Rules pursuant to the Model Code to be notified to the Company and the Stock Exchange.

Directors' Report

CONTROLLING SHAREHOLDERS

As at 31 December 2024, according to the register of interests maintained by the Company pursuant to section 336 of the SFO and so far as was known to, or could be ascertained after reasonable enquiry by the Directors or chief executive of the Company, the following persons, other than the Directors and the chief executive of the Company, who had an interest or a short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who were, directly or indirectly, deemed to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group and the amount of each of such person's interests in such securities, together with particulars of any options in respect of such capital were as follows:

(I) LONG POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

Name of Shareholder	Capacity/Nature of interest	Number of shares	Position (Note 1)	Percentage of shareholding (Note 6)
Explorer Rosy	Beneficial owner	89,248,577	L S	52.67%
Great Prosperous	Interest in a controlled corporation, parties acting in concert (Note 2)	89,248,577	L S	52.67%
Thousands Beauties	Interest in a controlled corporation, parties acting in concert (Note 3)	89,248,577	L S	52.67%
Noble Stand	Interest in a controlled corporation, parties acting in concert (Note 3)	89,248,577	L S	52.67%
Sparkling Rock	Interest in a controlled corporation, parties acting in concert (Note 2)	89,248,577	L S	52.67%
Ms. Huang Jinglin	Interest in a controlled corporation, parties acting in concert (Note 3)	89,248,577	L S	52.67%
Yunnan Provincial Energy Investment Group Co., Ltd.	Having a security interest in shares (Note 4)	89,248,577	L	52.67%
Yunnan Energy Investment (HK) Co. Limited	Having a security interest in shares (Note 4)	89,248,577	L	52.67%
Yunnan International Supply Chain Limited	Having a security interest in shares (Note 4)	89,248,577	L	52.67%
Yunnan International Holding Group Limited	Having a security interest in shares (Note 4)	89,248,577	L	52.67%
Mr. Alan C W Tang	Joint and several receiver (Note 5)	89,248,577	L	52.67%
Ms. Hou Chung Man	Joint and several receiver (Note 5)	89,248,577	L	52.67%
SHINEWING SAS (Nominee Services) No. 3 Limited	Receivers (Note 5)	89,248,577	L	52.67%



Directors' Report

Notes:

1. The letter "L" denotes long position in the Shares. The letter "S" denotes short position in the Shares.
2. Explorer Rosy was owned by Great Prosperous, Thousands Beauties and Noble Stand as to 80%, 10% and 10%, respectively. Great Prosperous was wholly owned by Sparkling Rock. By virtue of the SFO, Great Prosperous and Sparkling Rock are deemed to be interested in all the Shares held by Explorer Rosy.
3. Great Prosperous, through Sparkling Rock, was wholly and beneficially owned by Mr. Huang Zhiqun, while each of Thousands Beauties and Noble Stand was wholly and beneficially owned by Ms. Huang Jinglin. As Mr. Huang Zhiqun and Ms. Huang Jinglin are deemed to be parties acting in concert pursuant to the SFO, by virtue of the SFO, each of Thousand Beauties and Noble Stand is deemed to be interested in all the Shares held by Explorer Rosy.
4. As at 31 December 2024, 89,248,577 Shares were pledged in favour of Yunnan International Supply Chain Limited. According to the information available to the Company, Yunnan International Supply Chain Limited was wholly owned by Yunnan International Holding Group Limited, which in turn was owned as to approximately 40% by Yunnan Energy Investment (HK) Co. Limited. Yunnan Energy Investment (HK) Co. Limited is wholly owned by Yunnan Provincial Energy Investment Group Co., Ltd.
5. As at 31 December 2024, Ms. Hou Chung Man and Mr. Alan C W Tang were appointed as the joint and several receivers over 89,248,577 Shares, while SHINEWING SAS (Nominee Services) No. 3 Limited was jointly controlled by Ms. Hou Chung Man and Mr. Alan C W Tang in their capacity as receivers.
6. As at 31 December 2024, the number of issued Shares were 169,445,000.

(II) LONG POSITIONS IN THE SHARES OF ASSOCIATED CORPORATIONS OF THE COMPANY – EXPLORER ROSY

Name of Shareholder	Capacity/Nature of interest	Number of shares	Percentage of shareholding
Ms. Huang Jinglin	Beneficial owner	2,000 shares of US\$1 each	20%

Save as disclosed above, as at 31 December 2024, none of the Directors and chief executive of the Company and/or any of their respective associates had any interest and short position in the shares, underlying shares and debentures of the Company and/or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or were required, pursuant to section 352 of the SFO, to be entered in the register of the Company referred to therein; or were required, pursuant to Part XV of the SFO or the Model Code, to be notified to the Company and the Stock Exchange.

Save as disclosed above, as at 31 December 2024, the Company was not notified by any persons (other than Directors or chief executive of the Company as discussed above) who had interests or short positions in the Share or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

CONNECTED TRANSACTIONS

Details of the related party transactions undertaken in the usual course of business are set out in note 25 to the consolidated financial statements. As these related party transactions constitute fully exempted continuing connected transactions of the Company under Chapter 14A of the Listing Rules, none of them constitutes discloseable connected transactions as defined under the Listing Rules.

Directors' Report

SHARE OPTION SCHEME

The Company adopted a share option scheme (the “**Old Scheme**”) for a period of 10 years commencing 9 June 2014, which expired on 8 June 2024. Upon expiry of the Old Scheme, no further option can be granted thereunder, but its provisions shall remain in force and effect to the extent necessary to give effect to the exercise of any options granted thereunder prior to its expiry which remain outstanding, and the exercise of such options shall be subject to and in accordance with the terms on which they were granted, the provisions of the Old Scheme and the Listing Rules.

The Company's new share option scheme (the “**New Scheme**”) was adopted for a period of 10 years commencing 27 June 2024 (which will expire on 26 June 2034) pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 27 June 2024. Since the adoption of the New Scheme and up to 31 December 2024, no share options were granted, exercised, cancelled or lapsed under the New Scheme. Hence, there were no outstanding share options as at 27 June 2024 and 31 December 2024. Details of the New Scheme are as follows:

On 27 June 2024, the shareholders of the Company approved the adoption of the New Scheme.

Details of the New Scheme are as follows:

(1) PURPOSE

- (i) Providing incentives or rewards to eligible participants for their contribution to the growth and development of the Group;
- (ii) Attracting and retaining personnel to promote the sustainable development of the Group; and
- (iii) Aligning the interest of the grantees with those of the Shareholders to promote the long-term financial and business performance of the Company.

(2) ELIGIBLE PERSONS

- (i) Any employee (whether full time or part time, including any executive director, but excluding any non-executive director) of the Company or any of its subsidiaries (and including persons who are granted options under the New Scheme as an inducement to enter into employment contracts with these companies);
- (ii) Any non-executive directors (including independent non-executive directors) of the Company or any subsidiary; and
- (iii) Any director or employee of the holding companies, fellow subsidiaries or associated companies of the Company.

(3) MAXIMUM NUMBER OF SHARES

The maximum number of shares available for issue under the New Scheme is 16,944,500, representing 10% of the issued ordinary share capital of the Company (excluding treasury shares, if any) as at the date of the annual general meeting of the Company held on 27 June 2024 and the date of this annual report. The number of share options available for grant under the mandate of the New Scheme was 16,944,500 as at 27 June 2024 (i.e. the date of the New Scheme becoming effective) and 31 December 2024.



Directors' Report

Options granted to any Director, chief executive or substantial shareholder of the Company, or any of their respective associates, must be approved by the independent non-executive Directors (excluding any independent non-executive Director who or whose associate is the proposed grantee).

(4) MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PERSON

Unless approved by shareholders, the total number of shares issued and to be issued in respect of which options granted and may be granted (excluding any options and awards lapsed in accordance with the terms of the New Scheme or any other relevant share scheme(s)) to any individual in any 12-month period up to and including the date of such grant is not permitted to exceed 1% of the shares of the Company in issue at any point in time.

Where options granted to an independent non-executive Director or a substantial shareholder or any of their respective associates would result in the Shares issued and to be issued upon exercise of all options and awards granted (excluding any options and awards lapsed in accordance with the terms of the New Scheme or any other relevant share scheme(s)) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue, such grant of options or awards must be approved by the Shareholders in general meeting.

(5) ACCEPTANCE OF OFFERS

The offer of a grant of share options may be accepted within 21 days from the date of the offer, upon payment of a nominal consideration of HK\$1 by the grantee.

(6) TIME OF EXERCISE OF OPTION

The exercise period for the share options granted is determined by the Board, which period may commence from the date of acceptance of the offer for the grant of share options but shall end in any event not later than 10 years from the date of the grant of the option subject to the provisions for early termination under the Scheme.

(7) VESTING PERIOD

The vesting period of the share options is from the date of grant until the commencement of the exercise period. The vesting period of the share options shall not be shorter than 12 months from the date of acceptance of the offer subject to the provisions for shorter vesting period under the New Scheme.

(8) BASIS OF DETERMINING THE OPTION EXERCISE PRICE

The exercise price of the share options is determinable by the Directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Shares on the date of the offer of the share options which must be a business day; (ii) the average Stock Exchange closing price of the Shares for the five business days immediately preceding the date of the offer; and (iii) the nominal value of the Shares.

(9) THE REMAINING LIFE OF THE SCHEME

The New Scheme will be effective for a period of ten years commencing on 27 June 2024 and expire on 26 June 2034. As at the date of this annual report, the remaining life of the New Scheme is approximately nine years.

Directors' Report

Prior to the expiry of the Old Scheme, the number of share options available for grant under the mandate of the Old Scheme was 9,896,050* as at both 1 January 2024 and 9 June 2024 (date of expiry). During the Year, (i) no outstanding options were exercised or cancelled; and (ii) the Company did not grant any share options under Old Scheme. The following table lists out the details of the movement in the options granted and outstanding under the Old Scheme during the Year:

Types of participates	Date of grant	Exercisable period	Vesting period	Adjusted exercise price HK\$	Number of share options (thousands)			
					Outstanding at 1 January 2024	Adjustment on Share Consolidation	Lapsed during the Year [#]	Outstanding at 31 December 2024
Director:								
Lim Tzea (resigned on 22 November 2024)	12 June 2020	1 July 2020 to 30 June 2025	0 days	1.21 ⁽¹⁾	845	(761)	(84)	–
	12 June 2020	1 July 2021 to 30 June 2025	12 months	1.21 ⁽¹⁾	845	(760)	(85)	–
Shareholder of a customer	3 July 2020	3 July 2020 to 2 July 2025	0 days	1.27 ⁽²⁾	8,463	(7,617)	–	846
	3 July 2020	3 July 2021 to 2 July 2025	12 months	1.27 ⁽²⁾	8,462	(7,616)	–	846
					18,615	(16,754)	(169)	1,692

* Adjusted as a result of the Share Consolidation.

[#] Share options granted to Mr. Lim Tzea (resigned on 22 November 2024) were lapsed during the year ended 31 December 2024.

Notes:

(1) Exercise price of share options granted of HK\$1.21* per Share represents the higher of:

- (i) the closing price of HK\$1.21* per Share as stated in the daily quotation sheets of the Stock Exchange on the date of grant;
- (ii) the average closing price of HK\$1.20* per Share stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a Share.

The fair value of these share options granted by the Company at the date of grant was HK\$0.646*/HK\$0.816*.



Directors' Report

(2) Exercise price of share options granted of HK\$1.27* per Share represents the higher of:

- (i) the closing price of HK\$1.23* per Share as stated in the daily quotation sheets of the Stock Exchange on the date of grant;
- (ii) the average closing price of HK\$1.27* per Share stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date of grant; and
- (iii) the nominal value of a Share.

The fair value of these share options granted by the Company at the date of grant was HK\$0.671*/HK\$0.83.

(3) The accounting standard and policy adopted for the fair value of the share options granted by the Company is disclosed at note 2.15 to the consolidated financial statements.

The total number of Shares available for issue under the Old Scheme is 1,692,000, representing approximately 1.0% of the Company's issued share capital as at the date of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report and based on publicly available information and the best knowledge of the Directors, the Company had sufficient public float as required under Rule 8.08 of the Listing Rules.

CORPORATE GOVERNANCE AND BUSINESS OPERATION

Details of the Company's corporate governance practices are set out in the section headed "Corporate Governance and Other Information" in this annual report.

So far as the Directors are aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group.

Directors' Report

The Group recognises its responsibility to protect the environment from its business activities. The Group continually seeks to identify and manage environmental impacts attributable to its operational activities in order to minimise these impacts, if possible. The Group aims to maximise energy conservation in its offices by promoting efficient use of resources and adopting green technologies. For instance, the Group seeks to upgrade equipment such as lighting and air-conditioning systems in order to increase overall operating efficiency. To identify energy efficiency opportunities, the Group measures and records the energy consumption intensity from time to time.

SOCIAL RESPONSIBILITIES AND SERVICES AND ENVIRONMENTAL POLICY

The Group is committed to long-term sustainability of its businesses and the communities with which it engages. As the Group's businesses do not involve production lines, major wastes comprise papers and solid wastes generated in the Group's office and warehouses during its operation. To strengthen the support for waste recycling, the Group sets up a collection area to collect recyclables, including paper, plastics and metals. The recyclables collected will be sent to Community Green Stations collection points. The Group will provide guidance to the employees to develop a recycling habits not just only at work, but also in their daily life and influence their surroundings by their actions. The Group upholds this business approach by managing our business prudently and executing management decisions with due care and attention.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group seeks uphold high standard of integrity in all aspects of business and is committed to ensure that its affairs are conducted in accordance with the applicable laws and regulatory requirements. The following law has significant impact on the Group's business during the Year:

SALES OF GOODS ORDINANCE (CHAPTER 26 OF THE LAWS OF HONG KONG ("SOGO"))

KEY SCOPE

SOGO regulates the sales of goods by the Group in Hong Kong. SOGO provides that, in a contract for the sale of goods by description, there is an implied condition that the goods shall correspond with the description. It also provides that where a seller sells goods in the course of a business, there is an implied condition that the goods supplied under the contract are of merchantable quality, except where an exception condition is met.

COMPLIANCE MEASURES

The Group has adopted appropriate internal control, quality control measures and implemented standardised product return policies to ensure compliance with SOGO in relation to the supply of goods in Hong Kong.

During the Year, there has been no violation or breach of relevant laws and regulations that had a significant impact on the Group.

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

Remuneration packages are generally structured with reference to prevailing market terms and individual qualifications. Salaries and wages are normally reviewed on an annual basis based on performance appraisals and other relevant factors.



Directors' Report

Apart from salary payments, there are other staff benefits including mandatory provident fund, medical insurance and performance related discretionary bonus. Share options may also be granted to eligible employees of the Group as incentives or rewards.

Relationship is the fundamental of business. The Group fully understands this principle and thus maintains close relationship with customers to fulfil their immediate and long-term needs. The Group also maintains good relationship with suppliers as they are essential to the Group's business performance and growth since they can have direct influence over the quality of products and customer satisfaction. We are committed to establishing a close and long-term cooperation relationship with business partners.

PRINCIPAL RISKS AND UNCERTAINTIES OF THE GROUP

The Directors consider that the principal risks and uncertainties faced by the Group during the year ended 31 December 2024 included credit risk, currency risk and liquidity risk. For further details, please refer to note 3 to the consolidated financial statements.

AUDIT COMMITTEE

The Audit Committee has reviewed the consolidated financial statements of the Group for the Year.

AUDITOR

Baker Tilly Hong Kong Limited resigned from the office of auditor of the Company with effect from 28 October 2022 and RSM Hong Kong was appointed as the auditor of the Company to fill the casual vacancy following the resignation of Baker Tilly Hong Kong Limited.

RSM Hong Kong resigned from the office of auditor of the Company with effect from 20 February 2023 and McMillan Woods (Hong Kong) CPA Limited was appointed as the auditor of the Company to fill the casual vacancy following the resignation of RSM Hong Kong.

Save as disclosed, there were no other change in auditor of the Company during the past three years.

McMillan Woods (Hong Kong) Limited was appointed as the auditor of the Company. McMillan Woods (Hong Kong) CPA Limited will retire and a resolution for their re-appointment as auditor of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

Mr. Huang Zhiqun

Chairman

Qianhai Health Holdings Limited

Hong Kong, 24 March 2025

Environmental, Social and Governance Report

Qianhai Health Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) hereby presents this Environmental, Social and Governance (“**ESG**”) report (“**ESG report**”) for the year ended 31 December 2024 (the “**Year**”), in order to comply with the requirements set forth in Appendix C2 to the Listing Rules. This report provides an overview of the Company’s policies implementation and performance with respect to sustainable development and social responsibilities areas.

The ESG report is prepared in accordance with the following principles of “materiality”, “quantitative”, “balance”, and “consistency”:

Materiality	The ESG management approach of the Company focused on identifying factors that have a significant impact on the Company. These key fields will be illustrated in the section headed “STAKEHOLDERS’ ENGAGEMENT” in the ESG Report.
Quantitative	The disclosure of key performance indicators is presented in a quantifiable format where applicable, and accompanied by an explanation of the methodology, assumptions made and comparative data.
Balance	The ESG report is prepared in a fair, reasonable and impartial manner, to provide comprehensive information for shareholders, investors and stakeholders to evaluate the Group’s overall ESG performance and effectiveness on a rational, objective and accurate basis.
Consistency	The reporting standards, assumptions and data calculation methods used in preparation of the ESG report are consistent with historical data for meaningful comparison.

The Board is responsible for evaluating and determining the Group’s ESG-related risks, and ensuring that appropriate and effective ESG risk management and internal control systems are in place. In order to foster a good culture and communicate closely with various departments of the Company, we adopt a top-down governance structure by setting up an ESG working group. The ESG working group will collect feedbacks from stakeholders and analyze ESG issues that stakeholders may have in their daily contact with the Company. After identifying the ESG issues, the working group will assist the Board in developing an assessment of the materiality of the ESG issues and report to the Board. The Board will then formulate the Company’s ESG strategies and policies and different departments of the Company will help to ensure effective implementation of the strategies. Management of the Group has provided a confirmation to the Board on the effectiveness of the related systems.

The reporting scope of the ESG Report includes the Company and its subsidiaries, covers the operations of the Group’s registered office and warehouse in Hong Kong, accountable for 100% of the Group’s revenue, while excluding the operations in the People’s Republic of China (the “**PRC**”), as the operations of the PRC subsidiaries are not material. The Group is primarily engaged in the sale of health-care products and electronic component products.

STAKEHOLDERS’ ENGAGEMENT

The Group understands stakeholder engagement is a critical element to the success of the Group. The Group has conducted materiality assessment in identifying and understanding the main concerns and material interests of stakeholders.



Environmental, Social and Governance Report

The following table illustrates the issues of concern of our major stakeholders and the ways we communicate with stakeholders:

Stakeholder	Expectation	Engagement channel	Measure
Shareholders and Investors	<ul style="list-style-type: none"> Robust operational compliance Good returns on investment Disclosure of information in a fair, transparent and timely manner 	<ul style="list-style-type: none"> Annual general meeting and other shareholders' meetings Interim reports, annual report, announcements Company's website Meeting with investors 	Issued notices of general meeting and proposed resolutions according to regulations, disclosed company's information by publishing announcements, circulars, interim report and annual report in the Year. Carried out different forms of investor activities with an aim to improve investors' recognition. Disclosed Company's contact details on its website and in reports and ensured all communication channels being available and effective.
Government, public and communities	<ul style="list-style-type: none"> To comply with the laws Ensure safety, environmental protection and social responsibility 	<ul style="list-style-type: none"> On-site inspections and checks Discussion through work reports preparation and submission for approval 	Operated, managed according to laws and regulations, strengthened safety management; accepted the government's supervision, inspection and evaluation, and actively undertook social responsibilities.
Employees	<ul style="list-style-type: none"> Safeguard the rights and interests of employees Salary and welfare Working environment Career development opportunities Health and safety Training and briefing sessions 	<ul style="list-style-type: none"> Policies and procedures Channels for employees to express their opinions Performance assessment Team activities 	Provided a healthy and safe working environment; established policies and procedures according to local labour law; developed communication channel with management; developed a fair mechanism for promotion; cared for employees by helping those in need and organising employee activities.

Environmental, Social and Governance Report

Stakeholder	Expectation	Engagement channel	Measure
Customers	<ul style="list-style-type: none"> Assurance on quality and quantity of product Stable relationship Group's reputation and brand image Market demand 	<ul style="list-style-type: none"> Site visit Email and customer service Regular meetings 	Organised marketing activities and site visit.
Suppliers/Partners	<ul style="list-style-type: none"> Long-term partnership Honest cooperation Fair and open Information resources sharing Timely payment 	<ul style="list-style-type: none"> Strategic co-operation Regular meetings and visits Tendering process 	Invited tenders to select best suppliers and contractors, undertake obligations according to agreements, enhanced daily communication, and established long-term cooperation with quality suppliers and contractors.
Peer/Industry associations	<ul style="list-style-type: none"> Experience sharing Corporations Fair competition 	<ul style="list-style-type: none"> Industry conference Site visit Website 	Stuck to fair play, cooperated with peers to achieve win-win circumstances shared experiences and attended seminars and meetings of the industry so as to promote sustainable development of the industry.

The Group welcomes stakeholders' feedback on its ESG approach and performance. For any suggestion or opinion, please send to the Group via its email at ir@qhhl.com.hk.



Environmental, Social and Governance Report

MATERIALITY ASSESSMENT

Materiality assessment was conducted in accordance with the expectation and feedback from the key stakeholders. Based on the assessment, the management of the Group prioritises employees' rights and obligations and product responsibility as material aspects of the long-term sustainability. Effective internal control systems on these aspects are reinforced with the aim of enhancing efficiency of operations and generating the environmental and social benefits to our stakeholders.

ENVIRONMENT

The Group mainly engaged in sale of health products and electronic component products to wholesalers and retailers in Hong Kong, while it does not constitute any significant impact to the environment and does not generate any material level of greenhouse gas or any material hazardous and non-hazardous waste. Although there was no specific policy adopted in relation to air and greenhouse gas emissions, wastes discharges and generation of hazardous and non-hazardous waste, the Group has developed a guidance memorandum regarding environmental protection practices, which will be reviewed annually and delivered to staff. The Group mainly consumed petrol, electricity, water and paper during the Year.

The Group strives to comply with all relevant environmental laws and regulations that are applicable to its business operation. Its business does not involve in the production-related air, water, or land pollutions which are regulated under the laws and regulations of Hong Kong.

EMISSIONS

I. AIR EMISSIONS

Petrol was used in private cars for business meetings and travels, which is not deemed as a material aspect to the Group's business, as no air emission figures was recorded in the Year. The Group will consider accounting for this emission next year or when regulatory changes and demands for its disclosure in a nearer future.

II. CARBON EMISSIONS

During the Year, the energy consumption of the Group was mainly from the electricity purchased, which was indirect emissions resulting from daily operation of our Hong Kong offices and warehouse and the travelling by the employees. The direct and indirect emission of carbon dioxide for the Year were nil tonnes (2023: Nil tonnes) and 11.83 tonnes (2023: 12.88 tonnes) respectively.

In the coming years, the Group will continue to encourage the use of teleconference and minimise business travel to reduce carbon emissions. The Group targets to keep the carbon emissions at the similar low level as that of the Year.

III. WASTE MANAGEMENT

The Group's operations do not produce any hazardous waste. The non-hazardous wastes generated by the Group were mainly papers and solid wastes generated in our office and warehouses during our operation. To strengthen the support for waste recycling, the Group sets up a collection area to collect recyclables, including paper, plastic and metals. The recyclables collected will be sent to Community Green Stations collection points. The Group will provide guidance to the employees to develop a recycling habits not just only at work, but also in their daily life and influence their surroundings by their actions.

Since the Group is engaged in trading business, the non-hazardous waste and hazardous waste are not deemed to be material to the Group's business. No related statistics of both non-hazardous waste and hazardous waste produced were recorded. We shall closely follow regulatory changes and update our disclosure accordingly in the future.

Environmental, Social and Governance Report

USE OF RESOURCES

As per the materiality assessment results, the major environmental impact of the Group lies in the use of electricity and non-hazardous waste generated.

I. ENERGY CONSUMPTION

The world is facing up to historic global warming challenges and the Group strives to save energy and resources through implementation of internal policies and use of advanced technologies persistently as to emit as least carbon as possible and operate our business in a sustainable way. For example, at the Group's offices and warehouse, the indoor temperature and the running time of air-conditioning system are controlled, and the Group has installed LED lighting system to reduce electricity consumption and carbon emissions.

The Group has established "Reduce, Reuse and Recycle" environmental strategies focusing on the water, electricity and pare usage for its operations. The Group has always devoted in reducing energy consumption. Apart from utilising LED lighting system and natural light, the Group also educates its employees to be more involved in executing our environmental guidelines in order to raise their awareness on energy conservation and environmental protection.

Energy consumption sources		Direct consumption		Intensity of energy consumption (per employee)	
		2024	2023	2024	2023
	Use of energy				
Petrol	For vehicles	Nil Litres	Nil Litres	Nil Litres	Nil Litres
Electricity	For daily operation	14,967 Kilowatt per hours	17,618 Kilowatt per hours	935 Kilowatt per hours	978 Kilowatt per hours

In the coming years, the Group will continue to commit using energy efficiently by implementing the aforementioned strategies. The Group targets to keep the energy consumption at the similar low level as that of the Year.

II. WATER CONSUMPTION

Water consumption included only consumption from headquarter offices and the warehouse. Since normal daily water consumption is not a material aspect to our business, there were no issues in sourcing water and no water consumption figures were recorded during the Year. Thus, the Group is unable to set any target with respect to water efficiency. The Group will consider accounting for this emission next year or when regulatory changes and demands for its disclosure in a nearer future.

The Group regularly reminds its staff to conserve water resources through publishing notices and reminders. To reduce water consumption, staff are reminded to control tap flow and report any dripping taps or water leakage to relevant department promptly. The Group did not have any issue in sourcing water that was fit for the purpose during the Year.

III. USE OF PACKAGING MATERIALS AND PAPER

The Group prioritises to consume environmental-friendly and sustainable products for its office supplies and encourage recycling in its operations. The Group's existing businesses are not expected to pose a significant use of packaging materials. However, the Group still encourages the employees to reduce usage of paper. The Group recommends the employee to handle informal documents electronically and to use double-sided printing for any documents other than formal and confidential documents. Re-using single-sided paper and recycling doubled-sided used paper are also required. During the Year, the Group used 186.8 kg (2023: 141.8 kg) of printing paper.

The Group's operations do not involve any packaging material.



Environmental, Social and Governance Report

ENVIRONMENT AND NATURAL RESOURCES

The Group is committed in building an environmental-friendly corporation that pays close attention to conserve natural resources. Since the Group is engaged in trading business, its operations during the Year did not have any significant impacts of activities on the environment and natural resources. To incorporate environmental sustainability into the Group's operations, with the integration of the policies mentioned in sections "Emission" and "Use of Resources", the Group strives to minimise its environmental impact and move forward to a low-carbon future.

CLIMATE CHANGE

The effects of climate change have been manifested in altered weather patterns, extreme weather events and reduced supplies of various resources. Human-induced climate change is likely to lead to an increase in extreme weather events, such as severe typhoons, seasonal storms, and abnormal precipitation. The Group strives to improve the business resilience against climate-related risks and to respond to the national call for energy conservation and emission reductions. The Group continues to assess impacts to the operations and make respective enhancement to ensure and maintain the business operation under these extreme weather events or disruptions. Climate change presents both risks and opportunities, and the Board will continuously monitor them and enhance the precautionary measures in order to strengthen the business climate resilience and prepare for the effects of climate change. Below summarised the climate-related risks that may result in significant impact on the business:

Risk Type	Risk Driver	Implications	Actions Taken
Physical Risk	Extreme Weather Events	As a result of flooding, extreme winds and other events caused by extreme weather, the warehouse or offices can be damaged as well as business can be disrupted, which can affect profitability and increase maintenance costs.	In order to minimise the disruptions to the business operation, the Group has adopted a set of contingency measures that are applicable to the most weather-related events. We have developed comprehensive typhoon and rainstorm arrangements to safeguard the safety of our employees under extreme weather conditions. The work arrangements included reporting for duty, early release from work, the resumption of work, and the special arrangements in respect of essential staff in situations of adverse weather. The Group also gives consideration as much as possible to the different situations faced by individual employees, such as their place of residence, the road and traffic conditions in the vicinity, and adopt a flexible approach with due regard to their actual difficulties and needs.
Transition Risk	Customer Behaviour Change	Changing customer behaviour can cause revenue loss for the Group if it does not capture the needs of environmentally conscious customers.	To manage the legal risks that may be brought along by the climate crisis, the Group has taken an array of actions. First, the Group constantly monitors any changes in laws or regulations. Second, the Group has sought compliance consulting services to reduce legal risks. Third, the Group has been taking comprehensive measures to protect the environment, including measures aimed at reducing greenhouse gas emissions. By going beyond current compliance requirements, the Group has a better chance to adapt swiftly to regulatory changes.
	Policy And Regulatory Actions	Environmental laws and regulations in the jurisdictions in which the Group operates can cause it to suffer losses if it fails to comply with them.	

The Group recognises that climate change is one of the biggest challenges facing the world today, and the Group is constantly seeking to improve the business' resilience to climate-related risks and mitigate their negative effects.

REGULATORY COMPLIANCE

For the year ended 31 December 2024, the Group did not have any material non-compliance issues in respect of any applicable laws and regulations on environmental protection relating to air, greenhouse gas emissions, discharges into water and land, generation of hazardous and non-hazardous waste. The Group's management continuously oversees the implementation of relevant policies and measurements. In addition, the Group's management will adjust and reform the policies from time to time to ensure the achievement of better results.

Environmental, Social and Governance Report

SOCIAL

EMPLOYMENT AND LABOUR PRACTICES

EMPLOYMENT

The Group treasures talent as it is one of the most valuable assets and keys for driving success and maintaining sustainable development. The Group strives to provide its staff with a safe and competitive platform for career development and advancement.

For the employees in Hong Kong, the Group's human resources policies strictly adhere to the applicable employment laws and regulations in Hong Kong and the PRC. The Group's human resources department reviews and updates relevant company policies in accordance with the latest laws and regulations regularly.

The Group contributes to mandatory provident fund, employees' compensation insurance, social insurances and housing fund for all the staff in a timely manner. The Group determines working hours and rest period for employees in line with employment laws and employment contracts with employees. In addition to statutory holidays such as the basic paid annual leave, employees are also entitled to maternity leave, marriage leave, paternity leave and birthday leave.

During the Year, the Group was not aware of any non-compliance with the laws or regulations relating to employment and labour practices that had a significant impact on the Group.

To attract high-calibre workforce, the Group offers competitive and fair remuneration and benefits based on individuals' performance, professional qualifications and experiences. In order to motivate and reward existing management and employees, the Group conducts regular salary review to ensure that its staff are recognised by the Group with regard to their working efforts and contributions. Meanwhile, any termination of employment contract should be based on reasonable and lawful grounds. The Group strictly prohibits any kinds of unfair or unreasonable dismissals.

As an equal opportunity employer, the management of the Company is committed in creating a fair, respectful and diversifying working environment by promoting anti-discrimination and equal opportunity in all human resources and employment decisions. For instance, training and promotion opportunities, dismissals and retirement policies are determined irrespective of their gender, race, age, disability, family status, marital status, pregnancy status, sexual orientation, religion beliefs, nationality, social and ethnic origin or any other non-job related factors in all business units. The Group's equal opportunities policy enforces zero tolerance to any workplace discrimination, harassment or victimisation. If there is any discrimination incidents, employees can report to human resources department of the Group. Disciplinary actions would be taken against any employee if there is any non-compliance or breach of legislation related to the equal opportunities policies.

As at 31 December 2024, the Group employed 14 full-time employees (2023: 16 employees) in total, of which 9 employees (2023: 10 employees) were male, while 5 (2023: 6) were female. 14% (2023: 44%) of the employees aged from 31 to 40; while 79% (2023: 33%) of them aged from 41 to 50; and the remaining of them aged over 51. All of them are under Hong Kong employment. The turnover rate of the Year were 60% (2023: 0%) of male, while 40% (2023: 100%) of female. The turnover rate of the Year were 40% (2023: 100%) aged from 31 to 40; 60% (2023: 0%) aged from 41 to 50; and 0% (2023: 0%) aged over 51.



Environmental, Social and Governance Report

HEALTH AND SAFETY

The Group places strong importance in securing the health and safety of employees and in maintaining workplace safety and comfort for its staff. The Group regularly reviews and monitors potential occupational health and safety risks within the offices and warehouse to ensure a safer workplace environment for the employees.

The Group established an internal inspection system to ensure the health and safety of customers and employees during business operations. We have designed a health and safety review process to ensure that the workplace is under constant monitoring and that any deficiencies are identified and corrected in a timely manner. Representatives from the Group will inspect and review safety issues in the workplace regularly, and employees are encouraged to report health and safety incidents and risks whenever identified. We have also implemented health and safety measures aiming to maintain a safe working environment. Such measures include but are not limited to:

- require the use of a suitable ladder to reach items stored at high places;
- encourage employees to ask for assistance or use the right tools to raise heavy objects; and
- keep corridors and common areas clean and tidy.

In addition, the Group regularly communicates health and safety information to employees to enhance their awareness of occupational health and safety. At the same time, we provide medical examinations to our employees annually and provide them with medical treatment advice whenever necessary.

In response to COVID-19 pandemic, the Group has taken various actions to strengthen the precautionary measures in our offices to ensure the health of our employees. The Group has conducted additional sanitation procedures in its offices. Also, employees and client are required to wear a facial mask in the offices.

To provide and maintain a good working condition and a safe and healthy working environment, the Group complies with Occupational Safety and Health Ordinance in Hong Kong and other applicable laws and regulation. The Group did not violate the relevant laws and regulations on health and safety during the Year.

During the Year, the Group was not aware of any non-compliance with the relevant laws and regulation on occupational health and safety that had a significant impact on the Group. The Group had no work-related fatalities and no work-related injuries case during the past three years, including the Year.

DEVELOPMENT AND TRAINING

The Group endeavours to enhance the skills of each employee in various aspects by providing staff trainings. In order to assist employees in reaching the “keep moving” spirit, the Group supports individual learning and self-improvement for our employees at all levels by providing tailor-made training sessions and education subsidies. The trainings are beneficial for our employees in adopting professional knowledge and improving efficiency in the Group’s business operations which also ultimately increase their job satisfaction and morale. The Group has constantly provided on-job education and trainings for its employees to improve their knowledge and expertise.

Environmental, Social and Governance Report

In the Year, the Group organised training courses which covered the major changes of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and regulations. Directors and senior management of the Group participated in the training to maintain their continuous professional training development and to fulfil their obligations under Corporate Governance Code as set out in Appendix C1 to the Listing Rules. Trainings also provided for the Group’s frontline and supporting staff regarding the system usages and products knowledge.

During the Year, the Group provided trainings to 5 employees, which included 4 employees from senior management and 1 employee from middle management, the percentage of employees trained by gender are 80% of male and 20% of female. The average training hours completed per employee by gender are 2 hours for male and 4 hours for female. The average training hours completed per employee by management group are 4 hours for senior management and 2 hours for middle management.

LABOUR STANDARDS

The Group strictly abides by the Employment Ordinance and other laws and regulations to prohibits any child and forced labour. To combat against illegal employment, the human resources department of the Group is responsible for recruitment which requires the job applicants to provide valid identity documents prior to the confirmation of employment to ensure that the applicants are lawfully employable. The Group prohibits any force of work under threat or duress. The Group encourages the employees to report any suspected case of child or forced labour to the management. If any case is reported, investigation will be carried out and appropriate actions will be taken to prevent future occurrence.

The human resources department of the Group is responsible to monitor and ensure compliance of latest and relevant laws and regulations in relation to the prevention of child labour and forced labour. During the Year, no violation of relevant laws and regulations in relation to the prevention of child labour and forced labour was noted.

OPERATING PRACTICES

SUPPLY CHAIN MANAGEMENT

Supply chain management aims to optimise the operation of supply chains at the lowest cost, which enables the efficient operation from procurement to all procedures that satisfy end customers.

Supplier management is essential to the Group regarding its management of partners, whereby a good partner ensures the successful launch of products. Hence, the Group emphasises on the selection of suppliers. We expect suppliers to maintain high standards of business ethics, communicate with suppliers and encourage them to use more environmentally friendly products and services. The Group assesses every supplier’s background, qualification, relevant licences, financial status, past performance and their operation in our supplier selection process to ensure the supplier is operating in good integrity and social responsibility. The selection and evaluation process enables us to identify environmental and social risks in the supply chain. The Group constantly communicates with the suppliers to enable the suppliers to understand the Group’s standards and policies on environmental and social aspects. The Group reviews suppliers’ performance and organises site visits on a regularly basis to ensure suppliers fulfill with the Group’s standards.



Environmental, Social and Governance Report

During the Year, the number of suppliers by geographical region is as follows:

Geographical region	Number of suppliers	
	2024	2023
Hong Kong:	4	6

PRODUCT RESPONSIBILITY

The Group endeavours to provide high quality and safe products to the customers. The Group has strict quality control in each operation step: procurement, production and warehousing. The Group tests quality of product samples by paying on-site visits to suppliers in order to select high quality product-suppliers and to ensure the quality of products. In respect of warehouse management, the Group has room temperature warehouse and cold storage warehouse to meet the storage requirement of different products in order to keep the products in good condition and good quality.

The Group strictly complies with all applicable laws and regulations and obtains all the licenses relating to product responsibility. During the Year, the Group was not aware of any non-compliance with the laws or regulations relating to product responsibility issues. The Group follows the guidelines under Hong Kong Department of Health and the Group's policies for any recall of products for safety and health reasons. During the Year, no sold-products were recalled for safety and health reasons.

The Group attaches great importance to maintain customer relationships and values customers' opinions. The Group maintains close communication with the customers in order to obtain better understanding of the customers' expectations and feedbacks. Should any complaint arise, the Group will carefully consider and investigation will be carried out to identify the issues. During the Year, the Group did not receive any complaints or requests for sales return.

DATA PRIVACY

Protecting the security and privacy of stakeholders' personal data is important to the Group. The Group ensures compliance with the Personal Data (Privacy) Ordinance and other statutory requirements to meet a high standard of security and confidentiality of personal data privacy protection. The following data protection principles are adopted in preserving proper security and use of data:

- we only collect personal data that are relevant and required for our businesses;
- we will not share personal data to any entity that is not a member of the Group without consent unless it is required by law or it was previously notified; and
- we maintain appropriate data collection, storage, and processing practices and security measures to protect against unauthorised access to personal information.

During the Year, no complaints regarding breaches of customer data and privacy were received, and no reported incident of non-compliance with laws and regulations relating to product responsibility.

Environmental, Social and Governance Report

INTELLECTUAL PROPERTY

The Group respects intellectual property rights, including but not limited to trademarks, patents, copyrights and designs in the preparation of marketing and communication materials. The Group requires its staff to comply with regulatory requirements in collecting, holding, processing, disclosing and using personal information, as well as protecting confidential information received in the course of business. Consents are required prior to usage of any trademarks.

ANTI CORRUPTION

To maintain a fair, ethical and efficient business and working environment, the Group strictly adheres to the laws and regulations relating to anti-corruption, such as the Prevention of Bribery Ordinance and the Anti-Money Laundering and Counter-Terrorist Financing Ordinance, and bribery irrespective of the area or country where the Group is conducting business. The Group has formulated and strictly enforced anti-corruption policies pursuant to which the Group will not tolerate any form of corruption. All employees are expected to discharge their duties with integrity and self-discipline. They should abstain from engaging in any activities related to bribery, extortion, fraud and money laundering which may exploit their positions against the Group's interests in the course of business. During the Year, the Group was not aware of any incidents of non-compliance with the relevant laws and regulations in relation to bribery, extortion, fraud and money laundering.

The Group has issued relevant whistle-blowing procedures in setting up a private communication channel on reporting suspicious fraudulent actions to the Group's management directly. In addition, when the Group cooperates with external parties, the Group implements proper internal control process and tendering process to prevent any potential threats on corruption.

In the Year, management of the Group attended an anti-money laundering webinar and attended e-training of anti-corruption. Management regularly assesses the effectiveness of the Group's anti-corruption policy. There was no legal case regarding corrupt practices brought against the Group or its employees during the Year. The Group will continue to review and improve the internal control and corporate governance to maintain high standard of ethics and integrity in all business operations.

COMMUNITY INVESTMENT

The Group emphasises the importance of social responsibility awareness to its staff and encourages them to participate in social activities and charitable activities.

The Group believes in people-oriented management principle, carries out a variety of activities in fulfilling our social responsibilities, actively pursues social contribution initiatives and strives to create a sustainable and harmonious society.

The Group encourages its employees to dedicate their time and skills to supporting the local communities and encourages its business partners to implement and improve corporate social responsibility policies. The Group strives to develop long-term relationship with our stakeholders and brings a positive impact on community development.

During the Year, the Group mainly allocated its resources on business expansion, which resulted a less contribution to community investment. In the coming years, the Group shall review policies in relation to community investment and explore the feasibility of increasing community investment activities.



Independent Auditor's Report



McMillanWoods

Professionalism at the forefront

Independent Auditor's Report

To the shareholders of

Qianhai Health Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Qianhai Health Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 56 to 119, which comprise the consolidated statement of financial position as at 31 December 2024, consolidated statement of profit or loss, consolidated statement of 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 a summary of material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

Independent Auditor's Report

KEY AUDIT MATTER

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the consolidated financial statements of the current period. This matter was addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter. We have determined the provision for onerous contracts to be the key audit matter.

The Key Audit Matter

How our audit addressed the Key Audit Matter

Provision for onerous contracts

Refer to summary of material accounting policy information in note 2, critical accounting judgements and estimates in note 4 and its relevant disclosures in note 19 to the consolidated financial statements.

The Group entered into several purchase contracts with its suppliers under which the Group was required to pay an upfront prepayment with certain percentage of the total purchase amount to suppliers as non-refundable deposits. Pursuant to purchase contracts the Group was obliged to purchase items of electronic component products at predetermined quantity and unit price as committed in each purchase contracts. As at 31 December 2024, the Group had prepaid approximately HK\$43,161,000 to the suppliers.

Given the market price of these electronic component products kept decreasing after purchase contracts being entered, the management of the Group considers onerous contracts exist at the end of the reporting period and estimates the unavoidable cost of meeting the obligations will exceed the economic benefits expected to be received by the Group upon honoring these outstanding purchase contracts which are committed to be completed within one year.

In preparing these consolidated financial statements, the Group assesses its present obligations arising under these onerous contracts and measured as provisions at the end of the reporting period.

The determination of provision is based on, among others, (i) the market trend of these electronic component products before purchases executed by the Group; (ii) estimated economic benefits, being the value of electronic component products to be sold in the market, received by the Group; and (iii) financial capability of the Group in honoring these purchase contracts.

Due to the determination of provision involved the use of management judgements and estimates and the amount of provision was significant to the consolidated financial statements overall as a whole, we considered this as a key audit matter.

Our audit procedures in relation to the provision for onerous contracts included:

- Obtaining direct confirmation from the suppliers;
- Enquiring of management of the Group the business rationale in placing of upfront prepayment to the suppliers;
- Reviewing the trading terms and conditions, arrangement of prepayments and the latest realisation plan of inventory purchase;
- Obtaining the business plan and challenge the financial capability of the Group in honoring these purchase contracts, including sales plan and estimated costs to be incurred to make them sell;
- Challenging the estimated economic benefits concluded by the management of the Group against the market price publicly available;
- Checking utilisation of prepayments against inventories procured subsequent to the end of the reporting period;
- Assessing the appropriateness, adequacy and reasonableness of methodology and inputs adopted in calculating the provision for onerous contract; and
- Reperforming the calculation of provision for onerous contracts prepared by the management.



Independent Auditor's Report

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the Company's annual report other than the consolidated financial statements and our auditor's report thereon.

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

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

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRS Accounting Standards issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors 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.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

Independent Auditor's Report

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(CONTINUED)*

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Company.
- Conclude on the appropriateness of the Company's directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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



Independent Auditor's Report

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(CONTINUED)*

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

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

McMillan Woods (Hong Kong) CPA Limited

Certified Public Accountants

Lo Ka Ki

Audit Engagement Director

Practising Certificate Number: P06633

24/F., Siu On Centre, 188 Lockhart Road, Wanchai, Hong Kong

Hong Kong, 24 March 2025

Consolidated Statement of Profit or Loss

For the year ended 31 December 2024

	Notes	2024 HK\$'000	2023 HK\$'000
Revenue	5	519,699	961,291
Cost of sales	6	(490,029)	(996,894)
Gross profit/(loss)		29,670	(35,603)
Other income	7	243	69
Other losses, net	8	(12,828)	(548)
(Provision)/reversal of loss allowance for expected credit losses on trade receivables, net		(258)	171
Selling and distribution expenses	6	(185)	(142)
Administrative expenses	6	(15,308)	(16,609)
Finance cost	10	(23)	(43)
Profit/(loss) before income tax		1,311	(52,705)
Income tax	11	–	–
Profit/(loss) for the year attributable to owners of the Company		1,311	(52,705)
		HK cent	HK cents (Restated)
Earnings/(loss) per share			
Basic and diluted	13	0.77	(31.10)



Consolidated Statement of Comprehensive Income

For the year ended 31 December 2024

	2024 HK\$'000	2023 HK\$'000
Profit/(loss) for the year	1,311	(52,705)
Other comprehensive income:		
Item that may be reclassified subsequently to profit or loss:		
Exchange differences arising from translation of foreign operations	145	114
Total comprehensive income/(loss) for the year attributable to owners of the Company	1,456	(52,591)

Consolidated Statement of Financial Position

As at 31 December 2024

	Notes	2024 HK\$'000	2023 HK\$'000
ASSETS			
Non-current asset			
Property, plant and equipment	14	21,154	26,465
Current assets			
Inventories	15	188,751	329,785
Trade and other receivables	16	174,146	102,342
Cash at bank	17	23,258	19,525
Total current assets		386,155	451,652
Total assets		407,309	478,117
CAPITAL AND RESERVES			
Equity attributable to owners of the Company			
Share capital	21(A)	67,778	67,778
Reserves	21(B)	317,792	316,336
Total equity		385,570	384,114



Consolidated Statement of Financial Position

As at 31 December 2024

	Notes	2024 HK\$'000	2023 HK\$'000
LIABILITIES			
Non-current liability			
Lease liabilities	20	424	–
Current liabilities			
Other payables and accruals	18	2,305	1,317
Provision	19	18,400	92,199
Lease liabilities	20	610	487
Total current liabilities		21,315	94,003
Total liabilities		21,739	94,003
Net current assets		364,840	357,649
Total equity and liabilities		407,309	478,117
Total assets less current liabilities		385,994	384,114
Net assets		385,570	384,114

The consolidated financial statements on pages 56 to 119 were approved by the Board of Directors on 24 March 2025 and are signed on its behalf by:

Huang Zhiqun
Director

Yuen Chee Lap Carl
Director

Consolidated Statement of Changes in Equity

For the year ended 31 December 2024

	Share capital HK\$'000	Share premium (Note 21(B)(I)) HK\$'000	Capital reserve (Note 21(B)(II)) HK\$'000	Exchange reserve (Note 21(B)(III)) HK\$'000	Share option reserve (Note 21(B)(IV)) HK\$'000	Retained profits HK\$'000	Total equity HK\$'000
At 1 January 2023	67,778	246	8,249	(130)	3,881	356,681	436,705
Loss for the year	–	–	–	–	–	(52,705)	(52,705)
Other comprehensive income:							
Exchange differences arising from translation of foreign operations	–	–	–	114	–	–	114
Total comprehensive income/(loss) for the year	–	–	–	114	–	(52,705)	(52,591)
Lapse of share options (Note 22)	–	–	–	–	(2,474)	2,474	–
At 31 December 2023	67,778	246	8,249	(16)	1,407	306,450	384,114



Consolidated Statement of Changes in Equity

For the year ended 31 December 2024

	Share capital HK\$'000	Share premium (Note 21(B)(I)) HK\$'000	Capital reserve (Note 21(B)(III)) HK\$'000	Exchange reserve (Note 21(B)(III)) HK\$'000	Share option reserve (Note 21(B)(IV)) HK\$'000	Retained profits HK\$'000	Total equity HK\$'000
At 1 January 2024	67,778	246	8,249	(16)	1,407	306,450	384,114
Profit for the year	-	-	-	-	-	1,311	1,311
Other comprehensive income: Exchange differences arising from translation of foreign operations	-	-	-	145	-	-	145
Total comprehensive income for the year	-	-	-	145	-	1,311	1,456
Lapse of share options (Note 22)	-	-	-	-	(124)	124	-
At 31 December 2024	67,778	246	8,249	129	1,283	307,885	385,570

The notes on pages 64 to 119 are an integral part of the consolidated financial statements.

Consolidated Statement of Cash Flows

For the year ended 31 December 2024

	2024 HK\$'000	2023 HK\$'000
Cash flows from operating activities		
Profit/(loss) before income tax	1,311	(52,705)
Adjustments for:		
Depreciation of property, plant and equipment	2,400	2,433
Finance cost	23	43
Gain on disposal of subsidiaries	(51,903)	–
Interest income from bank deposits	(19)	(15)
Interest income from loans advanced to independent third parties	(224)	(54)
Loss on write-off of trade receivable	–	2,701
Provision/(reversal of provision) for onerous contracts	60,400	(998)
Provision/(reversal) of loss allowance for expected credit losses on trade receivables, net	258	(171)
Impairment losses on property, plant and equipment	4,154	–
Operating cash flows before changes in working capital	16,400	(48,766)
(Increase)/decrease in trade and other receivables	(154,223)	975
Decrease in inventories	141,034	50,676
Increase/(decrease) in other payables and accruals	988	(2,028)
Net cash generated from operating activities	4,199	857



Consolidated Statement of Cash Flows

For the year ended 31 December 2024

	2024 HK\$'000	2023 HK\$'000
Cash flows from investing activities		
Interest received from banks	19	15
Interest received from loans advanced to independent third parties	224	54
Purchases of property, plant and equipment	(7)	–
Repayment from loans advanced to independent third parties	–	17,700
Net cash inflows on disposal of subsidiaries (<i>Note 24</i>)	10	–
Net cash from investing activities	246	17,769
Cash flows from financing activities		
Principal element of lease payments paid	(689)	(700)
Interest element of lease payments paid	(23)	(43)
Net cash used in financing activities	(712)	(743)
Net increase in cash and cash equivalents	3,733	17,883
Cash and cash equivalents at the beginning of the year	19,525	1,642
Cash and cash equivalents at the end of the year, represented cash at bank <i>(Note 17)</i>	23,258	19,525

The notes on pages 64 to 119 are an integral part of the consolidated financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

1 GENERAL INFORMATION

Qianhai Health Holdings Limited (the “**Company**”) and its subsidiaries (together, the “**Group**”) are principally engaged in sale of health-care products and food and sale of electronic components products.

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 18 August 2011 under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of Cayman Islands. The Company’s immediate and ultimate holding company is Explorer Rosy Limited (“**Explorer Rosy**”), a company incorporated in the British Virgin Islands (the “**BVI**”). The ultimate beneficial owners of Explorer Rosy are Mr. Huang Zhiquan, a director of the Company, and Ms. Huang Jinglin. The address of the Company’s registered office is P.O. Box 2681, Cricket Square, Hutchins Drive, Grand Cayman, KY1-1111, Cayman Islands. The address of its principal place of business is Room 301-3, 3/F., Wing Tuck Commercial Centre, 177-183 Wing Lok Street, Sheung Wan, Hong Kong. The Company’s shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), unless otherwise stated. The consolidated financial statements have been approved for issue by the board of directors of the Company on 24 March 2025.

2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION

2.1 BASIS OF PREPARATION

(A) COMPLIANCE

The consolidated financial statements of the Company have been prepared in accordance with all applicable HKFRS Accounting Standards which collective term include all applicable individual HKFRS Accounting Standards, Hong Kong Accounting Standards (“**HKASs**”) and interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”), and the disclosure requirements of the Hong Kong Companies Ordinance (“**HKCO**”). These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange.

(B) HISTORICAL COST CONVENTION

The consolidated financial statements have been prepared on a historical cost basis.

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

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 the price is directly observable or estimated using another valuation technique.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.1 BASIS OF PREPARATION (CONTINUED)

(C) AMENDMENTS TO STANDARDS ADOPTED BY THE GROUP

The Group has applied the following amendments to HKFRS Accounting Standards and interpretation (“Int”) 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
Amendments to HKAS 1	Non-current liabilities with covenants
Amendments to HKAS 7 and HKFRS 7	Supplier finance arrangements
Amendments to Hong Kong Int 5 (2020)	Presentation of financial statements – classification by the borrower of a term loan that contains a repayment on demand clause

The application of the amendments to HKFRS Accounting Standards and interpretation in the current year had no material impact on the Group’s consolidated financial position and performance for the current and prior year and/or the disclosures set out in these consolidated financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.1 BASIS OF PREPARATION (CONTINUED)

(D) NEW STANDARD AND AMENDMENTS TO STANDARDS NOT YET EFFECTIVE

The Group has not applied any new and amendments and Int to standards that have been issued but are not yet effective for the financial year beginning 1 January 2024. The new and amendments to standards include the followings which may be relevant to the Group.

	Effective for accounting periods beginning on or after
Amendments to HKAS 21 and HKFRS 1 Lack of exchangeability	1 January 2025
Amendments to HKFRS 9 and HKFRS 7 Classification and measurement of financial instruments	1 January 2026
Annual improvements to HKFRS Accounting Standards – Volume 11	1 January 2026
Amendments to HKFRS 9 and HKFRS 7 Contracts referencing nature-dependent electricity	1 January 2026
HKFRS 18 Presentation and disclosure in financial statements	1 January 2027
Amendments to HK Int 5 – Presentation of financial statements – classification by the borrower of a term loan that contains a repayment on demand clause	1 January 2027
Amendments to HKFRS 10 and HKAS 28 – Sale or contribution of assets between an investor and its associate or joint venture	To be determined by the HKICPA

The directors of the Company are in the process of making an assessment of what the impacts of these new and amendments to standards and Int are expected to be in the period of initial application. Except for below, the new and amendments to standards are unlikely to have significant impact on the consolidated financial statements.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.1 BASIS OF PREPARATION *(CONTINUED)*

(D) NEW STANDARD AND AMENDMENTS TO STANDARDS NOT YET EFFECTIVE *(CONTINUED)*

HKFRS 18 “PRESENTATION AND DISCLOSURE IN FINANCIAL STATEMENTS”

HKFRS 18 will replace HKAS 1 “Presentation of financial statements”, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though HKFRS 18 will not impact the recognition or measurement of items in the consolidated financial statements, HKFRS 18 introduces significant changes to the presentation of financial statements, with a focus on information about financial performance present in the statement of profit or loss, which will affect how the Group present and disclose financial performance in the financial statements. The key changes introduced in HKFRS 18 relate to (i) the structure of the statement of profit or loss, (ii) required disclosures for management-defined performance measures (which are referred to alternative or non-GAAP performance measures), and (iii) enhanced requirements for aggregation and disaggregation of information.

The directors of the Company are currently assessing the impact of applying HKFRS 18 on the presentation and the disclosures of the consolidated financial statements.

2.2 PRINCIPLES OF CONSOLIDATION

SUBSIDIARIES

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.2 PRINCIPLES OF CONSOLIDATION *(CONTINUED)*

SUBSIDIARIES *(CONTINUED)*

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. It means the amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRS Accounting Standards.

2.3 SEPARATE FINANCIAL STATEMENTS

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the financial statements of the investee's net assets including goodwill.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.4 FOREIGN CURRENCY TRANSLATION

(A) FUNCTIONAL AND PRESENTATION CURRENCY

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the “**functional currency**”). The consolidated financial statements are presented in HK\$, which is the functional currency of the Company.

(B) TRANSACTIONS AND BALANCES

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are generally recognised in the statement of profit or loss. All foreign exchange gains and losses are presented in the statement of profit or loss within “other losses, net”.

(C) GROUP COMPANIES

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (ii) income and expenses for each statement of profit or loss and comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting currency translation differences are recognised in other comprehensive income and accumulated in the exchange reserve.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities are recognised in other comprehensive income. When a foreign operation is sold, the associated exchange differences are reclassified to the statement of profit or loss, as part of the gain or loss on disposal.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.5 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated using the straight-line method to allocate their costs over their estimated useful lives, as follows:

Leasehold land and buildings	2% or over the lease term, whichever is shorter
Properties leased for own use	Over the lease term
Leasehold improvements	20%
Fixtures and office equipment	20%

The assets' useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period, with the effect of any changes in estimates accounted for on a prospective basis.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.6).

Gains or losses on disposal are determined by comparing the proceeds with the carrying amount. The differences are included in the statement of profit or loss.

2.6 IMPAIRMENT OF NON-FINANCIAL ASSETS

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.7 FINANCIAL INSTRUMENTS

(A) CLASSIFICATION

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains or losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

See Note 3.4 for details of each type of financial assets.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(B) RECOGNITION AND DERECOGNITION

Regular way purchases and sale of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(C) MEASUREMENT

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are recorded in profit or loss.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.7 FINANCIAL INSTRUMENTS *(CONTINUED)*

(C) MEASUREMENT *(CONTINUED)*

DEBT INSTRUMENTS

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains or losses together with foreign exchange gains or losses. Impairment losses are presented as separate line item in the statement of profit or loss. Interest income from these financial assets is included in finance income or other income using the effective interest method.

(D) IMPAIRMENT

The Group recognises a loss allowance for expected credit losses ("ECLs") on the financial assets measured at amortised cost (including trade and other receivables and cash at bank).

MEASUREMENT OF ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rate where the effect of discounting is material:

- fixed-rate financial assets and trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate;

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.7 FINANCIAL INSTRUMENTS *(CONTINUED)*

(D) IMPAIRMENT *(CONTINUED)*

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the end of the reporting period; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the end of the reporting period.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

SIGNIFICANT INCREASES IN CREDIT RISK

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the end of the reporting period with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. 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.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.7 FINANCIAL INSTRUMENTS *(CONTINUED)*

(D) IMPAIRMENT *(CONTINUED)*

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

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

The assessment of a significant increase in credit risk is performed on an individual basis.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the end of the reporting period. A financial instrument is determined to have low credit risk if:

- (i) the financial instrument has a low risk of default;
- (ii) the debtor has a strong capacity to meet its contractual cash flow obligations in the near term; and
- (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of "investment grade" in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of "performing". Performing means that the counterparty has a strong financial position and there are no past due amounts.

ECLs are remeasured at the end of the reporting period to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.7 FINANCIAL INSTRUMENTS (CONTINUED)

(D) IMPAIRMENT (CONTINUED)

DEFINITION OF DEFAULT

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the counterparty; or
- 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 analysis, the Group considers that default has occurred when a financial asset 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.

BASIS OF CALCULATION OF INTEREST INCOME

Interest income recognised in accordance with Note 2.19 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 the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At the end of the reporting period, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

WRITE-OFF POLICY

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.8 INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Costs of purchased inventory are determined after deducting rebates and discounts, using the first-in, first out basis. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2.9 TRADE AND OTHER RECEIVABLES

Trade receivables are amounts due from customers for goods sold in the ordinary course of business. If collection of trade and other receivables is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contains significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See Note 2.7 for further information about the Group's accounting for trade receivables and Notes 2.7(D) and 3.1(C) for a description of the Group's impairment policies.

2.10 CASH AND CASH EQUIVALENTS

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.11 SHARE CAPITAL

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.12 TRADE AND OTHER PAYABLES

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the end of the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.13 CURRENT AND DEFERRED INCOME TAX

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(A) CURRENT INCOME TAX

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(B) DEFERRED INCOME TAX

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

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 right-of-use assets and lease liabilities 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 differences can be utilised and a deferred tax liability for all taxable temporary differences.

Current and deferred tax is recognised in profit or loss.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.14 EMPLOYEE BENEFITS

(A) SHORT-TERM OBLIGATIONS

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as other payables and accruals in the consolidated statement of financial position.

(B) POST-EMPLOYMENT OBLIGATIONS

The Group operates a mandatory provident fund scheme (the "**MPF Scheme**") in Hong Kong, the assets of which are held in separate trustee-administered funds.

DEFINED CONTRIBUTION PLAN

Defined contribution plan is a pension plan under which the Group pays fixed contributions, on a mandatory, contractual or voluntary basis, into a separate entity. The Group has no further payment obligations once the contributions have been paid. It has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

MPF Scheme in Hong Kong is a defined contribution plan for certain employees. The assets of the MPF Scheme are held in separate trustee-administered funds. Both the entity and the employees are required to contribute 5% of the employees' relevant income up to a maximum of HK\$1,500 per employee per month. The entity's contributions to the MPF Scheme are expensed as incurred.

2.15 SHARE-BASED PAYMENT

Share-based compensation benefits are provided to directors, eligible employees, suppliers, consultants and customers under a share option scheme.

SHARE OPTIONS

The fair value of options granted under the share option scheme is recognised as an expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- (a) including any market performance conditions (e.g. the entity's share price);
- (b) excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining a grantee of the entity over a specified time period); and
- (c) including the impact of any non-vesting conditions (e.g. the requirement for grantees to save or hold shares for a specific period of time).



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.15 *SHARE-BASED PAYMENT (CONTINUED)*

SHARE OPTIONS (CONTINUED)

Options which are cancelled prior to their exercise date or lapse are deleted from the register of outstanding options. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in the share option reserve will be transferred to retained profits as a movement in reserves.

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in the statement of profit or loss, with a corresponding adjustment to equity.

2.16 *PROVISION AND CONTINGENT LIABILITIES*

Provision is recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

2.17 *ONEROUS CONTRACTS*

Present obligation arising under onerous contracts are recognised and measured as provision. A onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Provision for onerous contracts are measured at the present value of the lower of the expected cost of terminating the contract and the net cost of continuing with the contract.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.18 REVENUE RECOGNITION

The Group recognises revenue when a performance obligation is satisfied, i.e. when control over a product underlying the particular performance obligation is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled.

SALE OF GOODS

Sale of goods is recognised at a point in time when the Group has delivered goods to the customer, and the customer has accepted the goods and collectability of the related receivables is reasonably assured.

The Group sells a range of health-care products and food and electronic component products in the market. Sale of goods are recognised when the Group has delivered products to the customers, the customers have full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the customers' acceptance of the products. The Group normally does not accept any returns from customers. Delivery occurs when the products have been collected at the specified location and the control of promised goods have been transferred to the customers, given that the customers are satisfied with conditions of goods and has ability to direct the use of products.

2.19 INTEREST INCOME

Interest income is recognised using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the effective interest rate to the amortised cost of the impaired loans.

2.20 LEASES

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange of consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group, except short-term leases that have a lease term of 12 months or less. The lease payments associated with those short-term leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of leasehold land and buildings for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.20 LEASES *(CONTINUED)*

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the fixed lease payments:

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing; and
- makes adjustments specific to the lease, e.g term, country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received; and
- any initial direct costs.

Right-of-use assets are generally depreciated over the lease term on a straight-line basis (Note 2.5). If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Right-of-use assets are grouped under property, plant and equipment, and are subsequently stated at cost less accumulated depreciation and impairment losses.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

3 FINANCIAL RISK MANAGEMENT

3.1 FINANCIAL RISK FACTORS

The Group's activities are exposed to a variety of financial risks: foreign exchange risk, interest rate risk, credit risk and liquidity risk. The management identifies, evaluates and mitigates financial risks in close co-operation with the Group's operating units. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(A) FOREIGN EXCHANGE RISK

The Group primarily operates in Hong Kong. It is also exposed to foreign exchange risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in foreign currencies other than the functional currency of the entities within the Group. The currencies giving rise to this risk are primarily Renminbi ("**RMB**") and United States dollars ("**US\$**").

Management manages its foreign exchange risks by performing regular review and monitoring its foreign exchange exposure. The Group currently does not have a foreign currency hedging policy and will consider hedging significant foreign currency exposure should the need arise.

As HK\$ is pegged to US\$, the Group considers the risk of movements in exchange rate between HK\$ and US\$ to be insignificant.

As at 31 December 2024 and 2023, the risk of movements in exchange rate between HK\$ and RMB is insignificant as the RMB denominated assets and liabilities are mainly held by group entities with functional currency of RMB.

(B) INTEREST RATE RISK

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises mainly from cash at bank with floating rate. In view of the current market interest rate, the management of the Group considered that the effect of interest rate change on the balances with banks carrying interest at prevailing market rate does not have significant impact to the Group.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 FINANCIAL RISK FACTORS (CONTINUED)

(C) CREDIT RISK

Credit risk is managed on a group basis. The Group's credit risk primarily arises from trade and other receivables and cash at bank. The Group's maximum exposure to credit risk which will cause a financial loss to the Group in the event of the counterparties failure to perform their obligations as at the end of the reporting period in relation to each class of recognised financial assets is the carrying amount of these assets which are stated as follows:

	2024 HK\$'000	2023 HK\$'000
Trade receivables	98,746	–
Deposits	250	170
Cash at bank	23,258	19,525
	122,254	19,695

TRADE RECEIVABLES

In order to minimise the credit risk, management is responsible for the determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue trade receivables. Normally, the Group does not hold any collateral over trade receivables. In addition, the management reviews the recoverable amount of each individual debt regularly. The Group considered the associated credit risk of trade receivables and debtors are manageable in general. Trade receivables are generally due within 60 to 180 days (2023: 60 to 120 days) from the date of billing.

The Group has significant concentrations of credit risk as 100% (2023: Nil) of the Group's trade receivables were due from two customers (2023: none). The directors of the Company are of the opinion that the credit risk exposure in relation to these customers is not significant as the customers have sound financial position for whom there was no recent history of default.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 FINANCIAL RISK FACTORS (CONTINUED)

(C) CREDIT RISK (CONTINUED)

TRADE RECEIVABLES (CONTINUED)

The Group applies the HKFRS 9 simplified approach to measure ECLs which uses a lifetime expected loss allowance for all trade receivables. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases. The Group categorises its trade receivables based on past due status as well as the factors stated in Note 4(B) to measure the ECLs.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 December 2024:

	Expected loss rate %	Gross carrying amount HK\$'000	Loss allowance HK\$'000	Net carrying amount HK\$'000
Current	0.26	99,004	258	98,746

Movements in the loss allowance account in respect of trade receivables during the year ended 31 December 2024 is as follows:

	2024 HK\$'000	2023 HK\$'000
At 1 January	–	171
Provision/(reversal) of impairment losses during the year	258	(171)
At 31 December	258	–

DEPOSITS

As at 31 December 2024 and 2023, deposits of the Group mainly represent deposits paid to landlords of lease arrangements and utility deposits. Management does not expect any losses by these counterparties.

CASH AT BANK

As at 31 December 2024 and 2023, all cash and cash equivalents were deposited in state-owned banks and bank with highly "credit" rating and reputable were hence without significant credit risk. Management does not expect any losses by these counterparties.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 FINANCIAL RISK FACTORS (CONTINUED)

(D) LIQUIDITY RISK

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities to meet the cash outflows of its financial liabilities.

The Group's primary cash requirements have been the payment for operating expenses. The Group mainly finances its working capital requirements through internal resources. The Group's policy is to regularly monitor current and expected liquidity requirements to ensure it maintains sufficient cash and cash equivalents and working capital to meet its liquidity requirements in the short and longer term.

The table below analyses the Group's financial liabilities at amortised cost and lease liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flow.

	Within 1 year HK\$'000	Over 1 year HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount HK\$'000
As at 31 December 2024				
Other payables and accruals	2,305	–	2,305	2,305
Lease liabilities	648	432	1,080	1,034
	2,953	432	3,385	3,339
As at 31 December 2023				
Other payables and accruals	1,317	–	1,317	1,317
Lease liabilities	496	–	496	487
	1,813	–	1,813	1,804

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.2 CAPITAL MANAGEMENT

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

The capital structure of the Group consists of lease liabilities less cash and cash equivalents and equity attributable to owners of the Company, comprising share capital and reserves as disclosed in the consolidated statement of changes in equity.

Management reviews the capital structure regularly. The management considers the cost of capital and the risks associated with each class of capital, and will balance its overall capital structure through the payment of dividends, new share issues as well as the raising of bank loans.

The Group monitors capital on the basis of the gearing ratio as at 31 December 2024 and 2023. This ratio is calculated as net debts divided by total equity. Net debts is calculated as lease liabilities less cash at bank as shown in the consolidated statement of financial position. Total equity represents the balance as "Total equity" shown in the consolidated statement of financial position.

	2024 HK\$'000	2023 HK\$'000
Lease liabilities	1,034	487
Less: cash at bank	(23,258)	(19,525)
Net debts	(22,224)	(19,038)
Total equity	385,570	384,114
Gearing ratio	N/A	N/A

3.3 FAIR VALUES

All financial instruments are carried at amounts not materially different from their fair values as at 31 December 2024 and 2023.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.4 FINANCIAL INSTRUMENTS BY CATEGORY

	Financial assets at amortised cost HK\$'000
Financial assets as per consolidated statement of financial position	
At 31 December 2024	
Trade and other receivables	98,996
Cash at bank	23,258
Total	122,254
At 31 December 2023	
Trade and other receivables	170
Cash at bank	19,525
Total	19,695
	Financial liabilities at amortised cost HK\$'000
Financial liabilities as per consolidated statement of financial position	
At 31 December 2024	
Other payables and accruals	2,305
At 31 December 2023	
Other payables and accruals	1,317

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

4 CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's consolidated financial statements in conformity with HKFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the reported amounts of expenses, assets and liabilities, and their accompanying disclosures, including the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Critical judgement in applying accounting policies

In the process of applying the Group's accounting policies, management has made the following judgement, apart from those involving estimations, which have the most significant effect on the amounts recognised in the consolidated financial statements:

Significant increase in credit risk

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

Key sources of estimation uncertainties

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

(A) NET REALISABLE VALUE OF INVENTORIES

Determining whether a provision is necessary in the carrying amount of inventories is based on a comparison of whether the historical value of the inventories is greater than their estimated selling price less all the related costs to be incurred in the selling process. In addition, a detailed physical examination and quality tests are also carried out in order to obtain an indication of realisable values. Once the carrying amount of the inventories is higher than their net realisable values ("NRV"), a provision will be made so that the carrying amount of inventories would not be higher than their NRV. As at 31 December 2024, the carrying amount of inventories, net of provision for inventories of Nil (2023: HK\$7,117,000), was approximately HK\$188,751,000 (2023: HK\$329,785,000).

(B) IMPAIRMENT OF TRADE RECEIVABLES

The Group considers the ECLs of trade receivables are based on management's estimate of the lifetime ECLs which is taking into account the credit loss experience, ageing of overdue trade receivables, customers' repayment history, customers' financial position and an assessment of both the current and forecast general economic conditions, all of which involve a significant degree of management judgement.

The provision of ECLs is sensitive to changes in circumstances and of forecast general economic conditions. The information about the ECLs and the Group's trade receivables are disclosed in Notes 3.1(C) and 16 respectively. If the financial condition of the customers or the forecast economic conditions were to deteriorate, actual loss allowance would be higher than estimated.

As at 31 December 2024, the carrying amount of trade receivables, net of loss allowance for ECLs of approximately HK\$258,000 (2023: Nil), was HK\$98,746,000 (2023: Nil).



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

4 CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES *(CONTINUED)*

(C) PROVISION FOR ONEROUS CONTRACTS

The Group recognises provision for onerous contracts in relation to several outstanding unfulfilled purchase orders placed to its major suppliers. The provision is based on the difference between the economic benefits of the ordered products expected to be received by the Group and the purchase price and quantities committed in the purchase orders. The benefits of the ordered products expected to be received are estimated by the management's assessment based on the latest market price and subsequent selling price of the ordered products available to the management. The amount of provision could change significantly as a result of changes in market price and trend.

As at 31 December 2024, provision for onerous contracts amounted to approximately HK\$18,400,000 (2023: HK\$92,199,000).

(D) USEFUL LIVES OF PROPERTY, PLANT AND EQUIPMENT

The Group determines the estimated useful lives and related depreciation charges for the Group's property, plant and equipment. These estimates are based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charges where useful lives are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives of the Group's property, plant and equipment and therefore the depreciation in the future periods.

The carrying amount of property, plant and equipment as at 31 December 2024 was approximately HK\$21,154,000 (2023: HK\$26,465,000).

(E) IMPAIRMENT OF PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement 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, the Group estimates the recoverable amount of the cash-generating unit to which the assets belongs. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts.

During the year ended 31 December 2024, impairment loss of property, plant and equipment of approximately HK\$4,154,000 (2023: Nil) was recognised in consolidated statement of profit or loss.

5 REVENUE AND SEGMENT INFORMATION

(A) REVENUE

Revenue from contracts with customers within the scope of HKFRS 15 represents the sale value of health-care products and food and electronic component products supplied to customers, which is recognised at a point in time.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

5 REVENUE AND SEGMENT INFORMATION (CONTINUED)

(B) SEGMENT INFORMATION

The Group determines its operating segments based on internal reports reviewed by the chief operating decision makers, which are the executive directors of the Company, for the purpose of allocating resources to the segments and to assess their performance which focus on the sale of different types of products from different business lines.

Specifically, the Group's reportable and operating segments have been identified as follows:

- (i) Health-care products and food: sale of health-care products (including Chinese herbal medicines and other health-care products); and
- (ii) Electronic component products: sale of information technology component products (including NAND flash wafer (a thin slice of semiconductor material, such as silicon, which is a vital component of flash memory integrated circuits ("ICs")); embed multi-chip package ("eMCP") memory (an electronic component containing several memory chip (and other electronic components).

The following is an analysis of the Group's revenue from contracts with customers and segment results:

	Electronic component products HK\$'000	Health-care products and food HK\$'000	Total HK\$'000
Year ended 31 December 2024			
Segment revenue	519,699	–	519,699
Cost of sales	(490,029)	–	(490,029)
Segment results	29,670	–	29,670
	Electronic component products HK\$'000	Health-care products and food HK\$'000	Total HK\$'000
Year ended 31 December 2023			
Segment revenue	954,134	7,157	961,291
Cost of sales	(989,912)	(6,982)	(996,894)
Segment results	(35,778)	175	(35,603)



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

5 REVENUE AND SEGMENT INFORMATION (CONTINUED)

(B) SEGMENT INFORMATION (CONTINUED)

	2024 HK\$'000	2023 HK\$'000
Segment results	29,670	(35,603)
Unallocated		
Other income	243	69
Other losses, net	(12,828)	(548)
(Provision)/reversal of loss allowance for ECLs on trade receivables, net	(258)	171
Selling and distribution expenses	(185)	(142)
Administrative expenses	(15,308)	(16,609)
Finance cost	(23)	(43)
Profit/(loss) before income tax	1,311	(52,705)

Revenue reported above represents revenue generated from external customers. There were no inter-segment sales during the years ended 31 December 2024 and 2023.

Segment results during the years ended 31 December 2024 and 2023 represents the gross profit/(loss) of each segment without allocation of other income, other losses, net, (provision)/reversal of loss allowance for ECLs on trade receivables, net, selling and distribution expenses, administrative expenses and finance cost. This is the measure reported to the chief operating decision makers for the purposes of resource allocation and performance assessment.

SEGMENT ASSETS AND LIABILITIES

No segment assets and segment liabilities and other segment information are presented as such amounts are not reviewed by the chief operating decision makers for the purpose of resource allocation and performance assessment or otherwise regularly provided to the chief operating decision makers.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

5 REVENUE AND SEGMENT INFORMATION (CONTINUED)

GEOGRAPHICAL INFORMATION

No geographical segment information is presented as the Group's revenue is all derived from Hong Kong based on the location of goods delivered for control passed to the customers.

No geographical segment information is presented as the Group's non-current asset is entirely located in Hong Kong.

INFORMATION ABOUT MAJOR CUSTOMERS

Revenue from major customers of the corresponding year, each of whom amounted to 10% (2023: 10%) or more of total revenue of the Group, is set out below:

	2024 HK\$'000	2023 HK\$'000
Sale of electronic component products		
Customer A	112,431	310,978
Customer B	163,885	297,707
Customer C (Note (i))	N/A	117,888
Customer D (Note (ii))	178,212	N/A

Note:

(i): The customer did not contribute over 10% of the total revenue of the Group for the year ended 31 December 2024.

(ii): The customer did not contribute over 10% of the total revenue of the Group for the year ended 31 December 2023.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

6 EXPENSES BY NATURE

	2024 HK\$'000	2023 HK\$'000
Auditor's remuneration	850	950
Cost of inventories sold	490,029	996,894
Employee benefit expense (<i>Note 9</i>)	6,568	6,447
Depreciation of property, plant and equipment (<i>Note 14</i>)	2,400	2,433
Short-term lease expense	572	–
Building management fee and rates	362	254
Legal and professional fee	2,330	1,575
Insurance expense	342	315
Office expense	229	219
Consultancy fee	825	950
Loss on write-off of trade receivables	–	2,701
Others	1,015	907
Total cost of sales, selling and distribution expenses and administrative expenses	505,522	1,013,645

7 OTHER INCOME

	2024 HK\$'000	2023 HK\$'000
Interest income from bank deposits	19	15
Interest income from loans advanced to independent third parties (<i>Note</i>)	224	54
	243	69

Note: The interest income represents interest received from a short-term loan with a fixed interest rate of 5% (2023: 0.33%) per annum.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

8 OTHER LOSSES, NET

	2024 HK\$'000	2023 HK\$'000
Gain on disposal of subsidiaries (<i>Note 24</i>)	51,903	–
Impairment losses on property, plant and equipment (<i>Note 14</i>)	(4,154)	–
Exchange losses, net	(177)	(1,546)
(Provision)/reversal of provision for onerous contracts (<i>Note 19</i>)	(60,400)	998
	(12,828)	(548)

9 EMPLOYEE BENEFIT EXPENSE

	2024 HK\$'000	2023 HK\$'000
Wages and salaries	6,415	6,287
Pension costs – defined contribution plans	153	160
Total employee benefit expense	6,568	6,447

Note: Contributions to defined contribution plans vest immediately and there is no forfeited contributions that may be used by the Group to reduce the existing level of contributions.

Total employee benefit expense includes directors' emoluments as disclosed in Note 29(A).



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

9 EMPLOYEE BENEFIT EXPENSE (CONTINUED)

FIVE HIGHEST PAID INDIVIDUALS

Among the five individuals with the highest emoluments in the Group, one (2023: one) was a director of the Company for the year ended 31 December 2024 whose emolument is included in the disclosures in Note 29(A).

The aggregate amount of the emoluments in respect of the other four individuals (2023: four individuals) are as follows:

	2024 HK\$'000	2023 HK\$'000
Salaries, allowances and benefits in kind	3,111	2,829
Pension costs – defined contribution plans	72	68
	3,183	2,897

The emoluments of remaining four (2023: four) individuals fell within the following bands:

	2024	2023
Nil to HK\$1,000,000	3	3
HK\$1,000,001 to HK\$1,500,000	1	1

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

10 FINANCE COST

	2024 HK\$'000	2023 HK\$'000
Interest expense on lease liabilities	23	43

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

11 INCOME TAX

(A) HONG KONG PROFITS TAX

Hong Kong Profits Tax is calculated at 16.5% (2023: 16.5%) on the estimated assessable profit. No provision for Hong Kong Profits Tax has been made for the Company and the subsidiaries incorporated in Hong Kong as they have no assessable profits or have sufficient tax losses brought forward to set off against the estimated assessable profits for the current and prior years.

(B) THE PEOPLE'S REPUBLIC OF CHINA (THE "PRC") ENTERPRISE INCOME TAX (THE "EIT")

The subsidiary established in the PRC is subject to PRC EIT rate of 25% (2023: 25%) during the year ended 31 December 2024. No provision for PRC EIT has been made as the subsidiary established in the PRC has no assessable profit during the years ended 31 December 2024 and 2023.

(C) INCOME TAX FROM OTHER TAX JURISDICTIONS

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

The income tax for the year is reconciled to profit/(loss) before income tax per the consolidated statement of profit or loss as follows:

	2024 HK\$'000	2023 HK\$'000
Profit/(loss) before income tax	1,311	(52,705)
Tax at the applicable income tax rate of 16.5% (2023: 16.5%)	216	(8,696)
Tax effect of expenses not deductible for tax purposes	11,017	544
Tax effect of income not taxable for tax purpose	(8,567)	(176)
Tax effect of deductible temporary difference not recognised	148	–
Tax effect of deductible temporary difference previously not recognised	–	(40,500)
Tax effect of tax loss not recognised	2,218	48,828
Tax effect of utilisation of tax losses previously not recognised	(5,032)	–
Income tax	–	–

Note: The Group did not recognise deferred income tax assets of approximately HK\$17,647,000 (2023: HK\$112,864,000) in respect of estimated unused tax losses amounting to approximately HK\$106,952,000 (2023: HK\$684,024,000) due to the unpredictability of future profit streams. The estimated unused tax losses might be carried forward indefinitely.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

12 DIVIDEND

The board of directors of the Company does not recommend the payment of any dividend in respect of the years ended 31 December 2024 and 2023.

13 EARNINGS/(LOSS) PER SHARE

(A) BASIC

The calculation of basic earnings/(loss) per share is based on the profit/(loss) for the year attributable to owners of the Company and the weighted average number of ordinary shares in issue during the year.

	2024 HK\$'000	2023 HK\$'000
Profit/(loss) for the year attributable to owners of the Company	1,311	(52,705)
Weighted average number of ordinary shares for the purpose of basic earnings/(loss) per share (in thousands)	169,445	(Restated) 169,445*

* The weighted average number of ordinary shares of the Company in issue during the year ended 31 December 2023 was adjusted to reflect the effect of the share consolidation on 20 May 2024 (Note 21(A)).

(B) DILUTED

Diluted earnings/(loss) per share is the same amount as the basic earnings/(loss) per share for both years ended 31 December 2024 and 2023 because the Company's outstanding share options during the years ended 31 December 2024 and 2023 do not give rise to any dilution effect.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

14 PROPERTY, PLANT AND EQUIPMENT

	Properties leased for own use HK\$'000	Leasehold land and buildings HK\$'000	Leasehold improvements HK\$'000	Fixtures and office equipment HK\$'000	Total HK\$'000
Cost					
At 1 January 2023, 31 December 2023 and 1 January 2024	1,419	29,929	3,183	53	34,584
Derecognition arising from expiry of lease contract	(1,419)	–	–	–	(1,419)
Additions	1,236	–	–	7	1,243
At 31 December 2024	1,236	29,929	3,183	60	34,408
Accumulated depreciation and impairment					
At 1 January 2023	236	3,505	1,909	36	5,686
Charge for the year	710	1,079	637	7	2,433
At 31 December 2023 and 1 January 2024	946	4,584	2,546	43	8,119
Derecognition arising from expiry of lease contract	(1,419)	–	–	–	(1,419)
Impairment	–	4,154	–	–	4,154
Charge for the year	679	1,078	637	6	2,400
At 31 December 2024	206	9,816	3,183	49	13,254
Net carrying amount					
At 31 December 2024	1,030	20,113	–	11	21,154
At 31 December 2023	473	25,345	637	10	26,465



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

14 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The analysis of the net carrying amount of right-of-use assets by class of underlying asset is as follows:

	2024 HK\$'000	2023 HK\$'000
Net carrying amount of right-of-use assets		
Properties leased for own use	1,030	473

The analysis of the expense items in relation to leases recognised in profit or loss as follows:

	2024 HK\$'000	2023 HK\$'000
Depreciation charges of right-of-use assets		
Properties leased for own use	679	710

	2024 HK\$'000	2023 HK\$'000
Other items of expenses		
Interest expense on lease liabilities (Note 10)	23	43
Expenses relating to short-term lease (included in administrative expenses)	572	–

Notes:

- The Group has obtained the right to use properties as office through tenancy agreements. The leases typically run for an initial period of two years (2023: two years).
- The recoverable amount of the Group's leasehold land and buildings has been assessed by an independent firm of professional valuers. The recoverable amount is assessed based on fair value less costs of disposal ("FVLCD") by using direct comparison approach, based on actual sales transactions and under level 3 fair value measurement.
- Details of maturity analysis of lease liabilities and total cash outflows for leases are set out in Notes 20 and 23 respectively.
- As at 31 December 2024, certain land and buildings of the Group, with a total carrying value of approximately HK\$20,113,000 (2023: HK\$25,345,000), were pledged to a supplier as securities for purchase of electronic component products.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

14 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

IMPAIRMENT ASSESSMENT

At the end of the reporting period, management of the Group test for impairment of its property, plant and equipment, owing to observed indicators from the declined market price of real estates and from operation in recent years.

Items included in the Group's property, plant and equipment was mainly warehouses in Hong Kong employed in the segment of trading of electronic component products, with aggregate carrying amount of approximately HK\$20,113,000 (2023: HK\$25,345,000) which recoverable amounts have been determined based on the FVL COD (2023: FVL COD). The Group uses direct comparison approach (2023: direct comparison approach) to estimate the FVL COD of the Group's warehouses which is based on the recent historical transaction prices for similar premises adjusted for nature, location and other relevant conditions.

The fair value measurement is categorised into Level 3 fair value hierarchy. Based on the determination of the FVL COD with amount of approximately HK\$20,113,000 as at 31 December 2024, an impairment loss of approximately HK\$4,154,000 (2023: Nil) has been recognised in profit or loss against the carrying amount of the warehouses for the year ended 31 December 2024.

15 INVENTORIES

	2024 HK\$'000	2023 HK\$'000
Finished goods for resale	188,751	329,785

At the end of the reporting period, the Group's inventories were stated at the lower of cost or NRV.

Analysis of the provision for inventories is as below:

	2024 HK\$'000	2023 HK\$'000
At 1 January	7,117	252,919
Utilised for the year	(7,117)	(245,802)
At 31 December	–	7,117



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

16 TRADE AND OTHER RECEIVABLES

	2024 HK\$'000	2023 HK\$'000
Trade receivables, net of loss allowance (<i>Note A</i>)	98,746	–
Prepayments for inventory purchases (<i>Note B</i>)		
– electronic component products	43,161	102,001
– health-care products and food	27,413	–
Other prepayments	4,576	171
Deposits	250	170
	75,400	102,342
Total trade and other receivables	174,146	102,342

Notes:

(A) TRADE RECEIVABLES

The Group generally grants credit periods ranging from 60 to 180 days (2023: 60 to 120 days) to its customers. Before accepting any new customer, the Group internally assesses the potential customer's credit quality and define an appropriate credit limit. Management closely monitors the credit quality and follow-up action is taken if overdue debts are noted. Further details on the Group's credit policy and impairment on on trade receivables are set out in Note 3.1(C).

The following is an aging analysis of trade receivables, based on the invoice date which approximate the respective revenue recognition dates, and net of loss allowance at the end of each reporting period:

	2024 HK\$'000	2023 HK\$'000
0 – 30 days	78,732	–
31 – 60 days	20,014	–
	98,746	–

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

16 TRADE AND OTHER RECEIVABLES (CONTINUED)

Notes: (Continued)

(B) PREPAYMENT FOR INVENTORY PURCHASES

The balance of prepayment mainly represents several non-refundable deposits placed with the suppliers of the Group for both electronic component products and health-care products and food. For each individual purchase order placed with the suppliers, the Group was required to pay an upfront prepayment of the purchase price of the products. The prepayments are carried at cost and is expected to be utilised within one year. The management compares the unit price of the above non-cancellable purchase orders so committed against the subsequent market price and trend of the ordered electronic components and to determine if provision for onerous contracts is necessary. For details, please refer to Note 19.

As at 31 December 2024, balances of HK\$4,575,000 (2023: Nil) and HK\$141,907,000 (2023: HK\$102,001,000) were included in trade and other receivables were denominated in RMB and US\$ respectively.

17 CASH AT BANK

At the end of the reporting period, the bank balances of the Group are denominated in the following currencies:

	2024 HK\$'000	2023 HK\$'000
HK\$	1,567	344
RMB	102	267
US\$	21,589	18,914
	23,258	19,525

As at 31 December 2024, the cash at bank of the Group denominated in RMB amounted to HK\$102,000 (2023: HK\$267,000). Conversion of RMB into foreign currency is subject to the PRC's Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

18 OTHER PAYABLES AND ACCRUALS

	2024 HK\$'000	2023 HK\$'000
Accruals	2,300	1,313
Other payables	5	4
	2,305	1,317

As at 31 December 2024, included in other payables and accruals is the balance of HK\$5,000 (2023: HK\$4,000) denominated in RMB which is a foreign currency, other than functional currencies of entities within the Group.

19 PROVISION

Provision was made for onerous contracts for purchasing electronic component products. As detailed in Notes 4 and 16, the Group entered several purchase contracts with suppliers for purchasing electronic component products which the Group is contractually obligated to purchase an agreed quantity of electronic component products at a pre-determined unit price. Given the market price of these ordered electronic component products decreased after the placement of the relevant purchase orders, the estimated unavoidable cost of meeting the obligations under such contracts will exceed the economic benefits expected to be received by the Group upon executing these purchase contracts. The economic benefits expected to be received represents the management's best estimate by reference to the market price and trend of the ordered electronic component products.

Movements of the provision under onerous contracts are as follows:

	2024 HK\$'000	2023 HK\$'000
At 1 January	92,199	93,197
Provision/(reversal of provision) for the year	60,400	(998)
Derecognised upon disposal of subsidiaries (<i>Note 24</i>)	(134,199)	–
At 31 December	18,400	92,199

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

20 LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the reporting period.

	2024		2023	
	Present value of the lease payments HK\$'000	Total lease payments HK\$'000	Present value of the lease payments HK\$'000	Total lease payments HK\$'000
Within 1 year	610	648	487	496
After 1 year but within 2 years	424	432	–	–
	1,034	1,080	487	496
Less: total future interest expense	N/A	(46)	N/A	(9)
Present value of lease obligations	1,034	1,034	487	487
Less: Amount due for settlement within 12 months (shown under current liabilities)	(610)		(487)	
Amount due for settlement after 12 months and shown under non-current liability	424		–	

The effective interest rate applied to lease liabilities is 5% (2023: 5%).



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

21 SHARE CAPITAL AND RESERVES

(A) SHARE CAPITAL

	Nominal value per share	Number of shares (thousands)	Nominal value HK\$'000
Ordinary shares			
Authorised:			
As at 1 January 2023, 31 December 2023 and 1 January 2024	0.04	5,000,000	200,000
Adjustment on the Share Consolidation (Note)		(4,500,000)	–
At 31 December 2024	0.40*	500,000	200,000

	Nominal value per share	Number of shares (thousands)	Share capital HK\$'000
Ordinary shares, issued and fully paid:			
As at 1 January 2023, 31 December 2023 and 1 January 2024	0.04	1,694,450	67,778
Adjustment on the Share Consolidation (Note)		(1,525,005)	–
At 31 December 2024	0.40*	169,445	67,778

* Adjusted as a result of the Share Consolidation (Note).

Note: A resolution was passed at the extraordinary general meeting of the Company held on 16 May 2024 approving the share consolidation on the basis of that every ten issued and unissued shares of HK\$0.04 each in the share capital of the Company be consolidated into one share of HK\$0.40 (the "Share Consolidation") with effect from 20 May 2024. Following the Share Consolidation, the nominal value of the Company's authorised share capital became HK\$200,000,000, divided into 500,000,000 shares of HK\$0.40 each, and its share capital became approximately HK\$67,778,000, divided into 169,445,000 shares of HK\$0.40 each.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

21 SHARE CAPITAL AND RESERVES (CONTINUED)

(B) NATURE AND PURPOSE OF RESERVES

(I) SHARE PREMIUM

The application of the share premium account is governed by the Company's Articles of Association and the Companies Law of the Cayman Islands, which provides that the share premium account may be applied in making distributions or paying dividends to shareholders, provided that immediately following the date on which distribution or dividend is proposed to be paid, the Company will be able to pay its debts as they fall due in the ordinary course of business.

(II) CAPITAL RESERVE

Capital reserve represents (i) an amount of HK\$5,002,000 arising from the difference between the nominal amount of the shares issued by the Company and the aggregate amount of the paid-in capital of subsidiaries acquired pursuant to the Group's restructuring in preparation for the listing of the Company's shares; (ii) deemed capital contribution from a shareholder amounting to HK\$3,551,000; and partially net-off by (iii) the difference between the amount by which the non-controlling interests are adjusted and the fair value paid to acquire additional equity interest in subsidiaries originally held by non-controlling shareholders.

(III) EXCHANGE RESERVE

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in Notes 2.4(C).

(IV) SHARE OPTION RESERVE

The share option reserve represents the fair value of the actual or estimated number of unexercised share options granted to the eligible participants under the share option scheme of the Company recognised in accordance with the accounting policy set out in Note 2.15.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

22 SHARE-BASED PAYMENT TRANSACTIONS

The Company's share option scheme (the "Old Scheme") was adopted pursuant to a resolution passed on 9 June 2014 for the primary purpose of providing incentives to directors, eligible employees, suppliers, customers and consultants. Under the Old Scheme, the Board of Directors of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares in the Company. In addition, the Company may, from time to time, grant share options to third parties for settlement in respect of goods or services provided to the Group.

The Company's new share option scheme (the "New Scheme") was adopted for a period of 10 years commencing 27 June 2024 (which will expire on 26 June 2034) pursuant to an ordinary resolution passed at the annual general meeting held on 27 June 2024. Since the adoption of the New Scheme and up to 31 December 2024, no share options were granted, exercised, cancelled or lapsed under the New Scheme. Details of the New Scheme are disclosed on pages 34 to 37 in this annual report.

As at 31 December 2024, the number of shares in respect of which options had been granted and remained outstanding under the scheme was 1,692,000 (2023: 18,615,000), representing 1.0% (2023: 1.1%) of the shares of the Company in issue at that date.

The options may be exercised at any time from the date of grant of the share options or from the specific date of the start of the exercisable period as stated below up to the tenth anniversary of the date of grant. The exercise price is determined by the directors of the Company, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

- (a) The following table discloses movements of the Company's outstanding share options held by directors, suppliers and customers during the years ended 31 December 2024 and 2023:

For the year ended 31 December 2024

Types of participates	Date of grant	Exercisable period	Exercise price before adjustment HK\$	Exercise price after adjustment (Note 1) HK\$	Number of share options (thousands)			
					Outstanding at 1 January 2024	Adjustment (Note 1)	Lapsed during the year	Outstanding at 31 December 2024
Non-executive director / (Note 2)	12 June 2020	1 July 2020 to 30 June 2025	0.121	1.21	845	(760)	(85)	-
	12 June 2020	1 July 2021 to 30 June 2025	0.121	1.21	845	(761)	(84)	-
Shareholder of a customer	3 July 2020	3 July 2020 to 2 July 2025	0.127	1.27	8,463	(7,617)	-	846
	3 July 2020	3 July 2021 to 2 July 2025	0.127	1.27	8,462	(7,616)	-	846
					18,615	(16,754)	(169)	1,692

Note 1: Adjusted as a result of the Share Consolidation.

Note 2: Share options granted to Mr. Lim Tzea (resigned as a non-executive director of the Company effective from 22 November 2024) were lapsed during the year ended 31 December 2024.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

22 SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

- (a) The following table discloses movements of the Company's outstanding share options held by directors, suppliers and customers during the years ended 31 December 2024 and 2023: (Continued)

For the year ended 31 December 2023

Type of participates	Date of grant	Exercise period	Exercise price HK\$	Number of share options (thousands) [†]		
				Outstanding at 1 January 2023	Lapsed during the year	Outstanding at 31 December 2023
Former executive directors (note)	12 June 2020	1 July 2020 to 30 June 2025	0.121	16,925	(16,925)	–
	12 June 2020	1 July 2021 to 30 June 2025	0.121	16,925	(16,925)	–
Non-executive directors	12 June 2020	1 July 2020 to 30 June 2025	0.121	845	–	845
	12 June 2020	1 July 2021 to 30 June 2025	0.121	845	–	845
A shareholder of one customer	3 July 2020	3 July 2020 to 2 July 2025	0.127	8,463	–	8,463
	3 July 2020	3 July 2021 to 2 July 2025	0.127	8,462	–	8,462
				52,465	(33,850)	18,615

Note: Share options granted to Mr. Xu Keli (options granted: 16,925,000, resigned as an executive director of the Company effective from 30 June 2022) and Mr. Lam Hin Chi (options granted: 16,925,000, resigned as an executive director of the Company effective from 30 April 2022) were lapsed during the year ended 31 December 2023.

- (b) Movement in the number of share options outstanding and their related weighted average exercise prices are as follows:

	2024		2023	
	Average exercise price in HK\$ per share option	Number of share options (thousands)	Average exercise price in HK\$ per share option	Number of share options (thousands)
At 1 January	0.126	18,615	0.123	52,465
Adjustment on the Share Consolidation (Note 21(A))	–	(16,754)	–	–
Lapsed	1.21	(169)	0.121	(33,850)
At 31 December	1.27*	1,692	0.126	18,615
Exercisable at the end of the reporting period	1.27*	1,692	0.126	18,615

* Adjusted as to reflect the Share Consolidation.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

22 SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

(c) Share options at the end of the reporting period have the following expiry date and exercise price:

Grant date	Exercise price in HK\$ per share option	Number of share options (thousands)		Weighted average remaining contractual life (years)	
		2024	2023	2024	2023
12 June 2020	2024: 1.21* (2023: 0.121)	–	1,690	–	1.48
3 July 2020	2024: 1.27* (2023: 0.127)	1,692*	16,925	0.48	1.48

(d) The terms and conditions of the grants are as follows:

	Number of options (thousands)	Vesting conditions	Contractual life of options
Options granted to former executive directors:			
– on 12 June 2020 with exercisable period from 1 July 2020 to 30 June 2025	16,925	Specific period from the date of grant to the start of exercisable period as stated in Note 22(a) above	5 years
– on 12 June 2020 with exercisable period from 1 July 2021 to 30 June 2025	16,925	Specific period from the date of grant to the start of exercisable period as stated in Note 22(a) above	4 years
Options granted to non-executive directors:			
– on 12 June 2020 with exercisable period from 1 July 2020 to 30 June 2025	1,690	Specific period from the date of grant to the start of exercisable period as stated in Note 22(a) above	5 years
– on 12 June 2020 with exercisable period from 1 July 2021 to 30 June 2025	1,690	Specific period from the date of grant to the start of exercisable period as stated in Note 22(a) above	4 years
Options granted to a shareholder of one customer:			
– on 3 July 2020 with exercisable period from 3 July 2020 to 2 July 2025	8,463	Exercisable at the date of grant	5 years
– on 3 July 2020 with exercisable period from 3 July 2021 to 2 July 2025	8,462	One year from the date of grant	4 years
	54,155		

* Adjusted as to reflect the Share Consolidation.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

22 SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

- (e) The fair values for the share options granted were calculated using the Binomial model. The inputs into the model were as follows:

Grant date	3 July 2020	12 June 2020
Fair value per option on grant date	HK\$0.671* – HK\$0.83*	HK\$0.646* – HK\$0.816*
Share price on grant date	HK\$1.23*	HK\$1.21*
Exercise price	HK\$1.27*	HK\$1.21*
Expected volatility	136.554%	135.911%
Expected life	5 years	5.0521 years
Risk-free rate	0.3420%	0.4103%
Expected dividend yield	0%	0%
Early exercise multiple		
– Directors	N/A	2.8X
– A shareholder of one customer	2.2X	N/A

* Adjusted as to reflect the Share Consolidation

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

The Binomial model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. Changes in variables and assumptions may result in changes in the fair value of the options.

The Group accounts for the lapse of share options by transferring the cumulative amount previously recognised in the share option reserve of approximately HK\$124,000 (2023: HK\$2,474,000) to retained profits.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

23 RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

This section sets out an analysis of liabilities arising from financing activities and the movements in liabilities arising from financing activities for each of the years presented.

	Lease liabilities HK\$'000
At 1 January 2023	1,187
Cash flows:	
Principal element of lease payments paid	(700)
Interest element of lease payments paid	(43)
	(743)
Other changes:	
Interest expenses (<i>Note 10</i>)	43
At 31 December 2023 and 1 January 2024	487
Cash flows:	
Principal element of lease payments paid	(689)
Interest element of lease payments paid	(23)
	(712)
Other changes:	
Increase in lease liabilities from new leases (<i>Note</i>)	1,236
Interest expense (<i>Note 10</i>)	23
At 31 December 2024	1,034

Note: During the year ended 31 December 2024, Group entered into new arrangements in respect of office premises. Right-of-use assets and lease liabilities of HK\$1,236,000 were recognised as the commencement of the leases.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

24 DISPOSAL OF SUBSIDIARIES

On 28 November 2024, the Group disposed of its entire interests in Huge Hope Holdings Limited, a company incorporated in the BVI, and its subsidiary, Cheerwin Success Trading Limited (collectively the “**Huge Hope Group**”) to an independent third party purchaser. The principal activity of Huge Hope Group is trading of electronic component products. The total cash consideration of the disposal was HK\$10,000.

Details are set out in the Company’s announcements dated 6 December 2024 and 20 December 2024.

HK\$'000

The assets and liabilities of the Huge Hope Group:

Trade and other receivables	82,306
Provision	(134,199)

Net liabilities disposed of	(51,893)
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Gain on disposal of the Huge Hope Group:

Cash consideration received	10
Net liabilities disposed of	51,893

Gain on disposal (<i>Note 8</i>)	51,903
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Consideration satisfied by:

Cash consideration	10
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Net cash inflows arising from disposal of the Huge Hope Group:

Cash consideration received	10
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Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

25 RELATED PARTY TRANSACTIONS

Saved as disclosed elsewhere in the consolidated financial statements, there were no material related party transactions/related party balances for the years ended 31 December 2024 and 2023.

Key management compensation

Key management includes directors of the Company and senior management. The compensation paid or payable to key management for employee's services during the year was shown below:

	2024 HK\$'000	2023 HK\$'000
Salaries and other short-term employee benefits	3,065	3,908
Pension costs – defined contribution plans	25	48
	3,090	3,956

Total remuneration is included in “employee benefit expense” as disclosed in Note 9.

26 LITIGATIONS

- (i) During the year ended 31 December 2024, one of the disposed subsidiaries of the Company received a notice to produce evidence (舉證通知書) (the “**Notice**”) issued by the Beijing Fourth Intermediate People's Court (北京市第四中級人民法院). The Notice was related to a contractual dispute among such disposed subsidiary, its supplier (the “**Supplier**”) in relation to alleged unfulfillment of payment obligation under certain purchase contracts and a guarantee letter. For details, please refer to the Company's announcement dated 10 May 2024. The delays in fulfilling of these purchase contracts have led to a provision for onerous contracts in the consolidated statement of profit or loss for the year ended 31 December 2024. Such provision was derecognised upon the completion of the disposal of such subsidiary.
- (ii) There is a legal action from a supplier (the “**Plaintiff**”) against a disposed subsidiary of the Company and the Company, for a total sum of CAD2.8 million (approximately HK\$16.8 million) being an alleged outstanding payment owed to the Plaintiff. The management considers the counterclaim by the Plaintiff against the Company is lacking substantiation and evidence in support. The management is in the process of seeking legal advice. The Directors do not consider the outcome of any of these claims to have any material adverse impact on the Group's financial position as a whole. As such, no provision has been made in these consolidated financial statements for the Year.

The Company is currently seeking legal advice on the above matter. The Company will closely monitor the status of the legal proceedings and evaluate its potential impact. The Company will provide shareholders and potential investors with updates on the development of such proceedings as and when appropriate.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

27 PARTICULARS OF PRINCIPAL SUBSIDIARIES

At 31 December 2024 and 2023, the details of the Group's principal subsidiaries are as follows:

Name of subsidiary	Place of incorporation/ establishment and operation	Issued and fully paid share capital		Proportion of ownership interest held by the Company		Principal activities
		2024	2023	2024	2023	
Cheerwin Success Technology Limited (formerly known as Flying Century Limited)	Hong Kong	HK\$10	HK\$10	100%	100%	Trading of electronic components
Cheerwin Success Investment Limited	Hong Kong	HK\$10,000	HK\$10,000	100%	100%	Trading of electronic components
Cheerwin Success Trading Limited	Hong Kong	–	HK\$10,000	–	100%	Trading of health-care products and electronic components
Qianhai Health Company Limited	Hong Kong	HK\$10,000	HK\$10,000	100%	100%	Trading of health-care products
Hang Fat Health Company Limited	Hong Kong	HK\$10,000	HK\$10,000	100%	100%	Trading of health-care products
Fortune Gaining Limited	Hong Kong	HK\$1,000,000	HK\$1,000,000	100%	100%	Provision of administrative services
Hang Fat Holdings Limited	Hong Kong	HK\$10,000	HK\$10,000	100%	100%	Investment holding
Qianhai Health Global Limited	Hong Kong	HK\$3,000,000	HK\$3,000,000	100%	100%	Inactive
Qianhai Health Development Company Limited	Hong Kong	HK\$10,000	HK\$10,000	100%	100%	Inactive
Cheerwin Success Development Company Limited	Hong Kong	HK\$10,000	HK\$10,000	100%	100%	Investment holding
志成匯富(深圳)商貿有限公司*	The PRC	HK\$10,000,000	HK\$10,000,000	100%	100%	Trading of health-care products and food and electronic components

* 志成匯富(深圳)商貿有限公司 is a wholly-foreign owned enterprises established in the PRC.

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

The above table lists the subsidiaries of the Group which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

28 FINANCIAL INFORMATION OF THE COMPANY

(A) STATEMENT OF FINANCIAL POSITION

	Notes	2024 HK\$'000	2023 HK\$'000
Non-current asset			
Interests in subsidiaries		331,646	302,216
Current assets			
Prepayments		97	94
Cash at bank		842	122
Total current assets		939	216
Total assets		332,585	302,432
Equity			
Equity attributable to owners of the Company			
Share capital	21(A)	67,778	67,778
Reserves	28(B)	262,991	233,372
Total equity		330,769	301,150
Current liability			
Accruals		1,816	1,282
Total liability		1,816	1,282
Total equity and liability		332,585	302,432
Net current liability		(877)	(1,066)
Total assets less current liabilities		330,769	301,150
Net assets		330,769	301,150

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

28 FINANCIAL INFORMATION OF THE COMPANY (CONTINUED)

(B) MOVEMENT OF RESERVES:

	Share premium HK\$'000	Share option reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 1 January 2023	246	3,881	352,437	356,564
Loss and total comprehensive loss for the year	–	–	(123,192)	(123,192)
Lapse of share options (Note 22)	–	(2,474)	2,474	–
At 31 December 2023 and 1 January 2024	246	1,407	231,719	233,372
Profit and total comprehensive income for the year	–	–	29,619	29,619
Lapse of share options (Note 22)	–	(124)	124	–
At 31 December 2024	246	1,283	261,462	262,991



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

29 BENEFITS AND INTEREST OF DIRECTORS

(A) DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

The remuneration of the directors for the year ended 31 December 2024 is set out below:

Name	Fees	Salaries, allowances and benefits in kind (Note (vi))	Employer's contribution to a retirement benefit scheme	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Executive directors				
Mr. Yuen Chee Lap Carl (Note (i))	-	462	7	469
Mr. Tang Yu Yuan (Note (iii))	-	150	-	150
Mr. Chen Li Kuang (Note (iv))	-	402	-	402
Non-executive directors				
Mr. Huang Zhiqun	-	-	-	-
Mr. Lim Tzea (Note (v))	161	-	-	161
Mr. Chen Kaiben	-	-	-	-
Mr. Chen Qi	-	-	-	-
Independent non-executive directors				
Mr. Li Wei	180	-	-	180
Mr. Leung Chun Tung	180	-	-	180
Mr. Yuen Chee Lap Carl (Note (i))	116	-	-	116
Ms. Wu Hung Yu (Note (iii))	20	-	-	20
Total	657	1,014	7	1,678

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

29 BENEFITS AND INTEREST OF DIRECTORS (CONTINUED)

(A) DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (CONTINUED)

The remuneration of the directors for the year ended 31 December 2023 is set out below:

Name	Fees	Salaries, allowances and benefits in kind (Note (vi))	Employer's contribution to a retirement benefit scheme	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Executive director				
Mr. Chen Li Kuang (Note (iv))	-	600	-	600
Non-executive directors				
Mr. Huang Zhiqun	-	-	-	-
Mr. Lim Tzea (Note (v))	195	-	-	195
Mr. Chen Kaiben	-	-	-	-
Mr. Chen Qi	-	-	-	-
Independent non-executive directors				
Mr. Li Wei	180	-	-	180
Mr. Leung Chun Tung	180	-	-	180
Mr. Yuen Chee Lap Carl (Note (i))	180	-	-	180
Total	735	600	-	1,335

Notes:

- (i) The director was re-designated from an independent non-executive director to an executive director on 23 August 2024.
- (ii) The director was appointed on 1 October 2024.
- (iii) The director was appointed on 22 November 2024.
- (iv) The director resigned on 21 September 2024.
- (v) The director resigned on 22 November 2024.
- (vi) Salaries paid to a director is generally an emolument paid or payable in respect of that person's other services in connection with the management of the affairs of the Company or its subsidiary undertakings. Fees paid to directors were for their services as directors of the Company.
- (vii) During the years ended 31 December 2024 and 2023, no emoluments were paid by the Group to the directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office. There was no arrangement under which a director waived or agreed to waive any emoluments during the years ended 31 December 2024 and 2023.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

29 BENEFITS AND INTEREST OF DIRECTORS *(CONTINUED)*

(B) DIRECTORS' RETIREMENT BENEFITS AND TERMINATION BENEFITS

Save as disclosed in (A) above, none of the directors received or will receive any retirement benefits or termination benefits during the year ended 31 December 2024 (2023: Nil).

(C) CONSIDERATION PROVIDED TO THIRD PARTIES FOR MAKING AVAILABLE DIRECTORS' SERVICES

During the year ended 31 December 2024, the Company did not pay consideration to any third parties for making available directors' services (2023: Nil).

(D) INFORMATION ABOUT LOANS, QUASI-LOANS AND OTHER DEALINGS IN FAVOUR OF DIRECTORS, CONTROLLED BODIES CORPORATE BY AND CONNECTED ENTITIES WITH SUCH DIRECTORS

As at 31 December 2024, there were no loans, quasi-loans and other dealings in favour of the directors, controlled bodies corporate by and connected entities with such directors (2023: Nil).

(E) DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

There were no significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2023: Nil).

Five-year Financial Summary

		Year ended 31 December			
	2024	2023	2022	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Results					
Revenue	519,699	961,291	1,961,704	283,398	760,721
Profit/(loss) before income tax	1,311	(52,705)	(233,703)	(888)	(804)
Income tax	–	–	–	–	–
Profit/(loss) for the year	1,311	(52,705)	(233,703)	(888)	(804)
Attributable to:					
– Owners of the Company	1,311	(52,705)	(233,703)	(888)	(804)
– Non-controlling interests	–	–	–	–	–
	1,311	(52,705)	(233,703)	(888)	(804)

		As at 31 December			
	2024	2023	2022	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Assets and liabilities					
Total assets	407,309	478,117	534,434	738,626	735,471
Total liabilities	(21,739)	(94,003)	(97,729)	(68,093)	(62,285)
Net assets	385,570	384,114	436,705	670,533	673,186
Equity attributable to owners of the Company	385,570	384,114	436,705	670,533	673,186