The following is the text of a report, set out on pages I-1 to I-55, received from the Company's reporting accountants, Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this Document.

[To insert the firm's letterhead]

ACCOUNTANTS' REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF JUNQI HOLDINGS LIMITED AND GUOTAI JUNAN CAPITAL LIMITED

INTRODUCTION

We report on the historical financial information of Junqi Holdings Limited 君綺控股有限公司 (the "**Company**") and its subsidiary (together, the "**Group**") set out on pages I-4 to I-55, which comprise the combined statements of financial position of the Group as at 31 December 2023, 2024 and 2025, the statement of financial position of the Company as at 31 December 2025, the combined statements of profit or loss and other comprehensive income, the combined statements of changes in equity and the combined statements of cash flows of the Group for each of the three years ended 31 December 2025 (the "**Track Record Period**") and material accounting policy information and other explanatory information (together, the "**Historical Financial Information**"). The Historical Financial Information set out on pages I-4 to I-55 forms an integral part of this report, which has been prepared for inclusion in the document of the Company dated [Date] (the "**Document**") in connection with the initial **[REDACTED]** of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

DIRECTORS' RESPONSIBILITY FOR THE HISTORICAL FINANCIAL INFORMATION

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation and presentation set out in Note 1 to the Historical Financial Information, and for such internal control as the directors of the Company determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

REPORTING ACCOUNTANTS' RESPONSIBILITY

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Prospectus Reporting Engagements 200 "Accountants' Reports on Historical Financial Information in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**"). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants' judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity's preparation of Historical Financial Information that gives a true and fair view in accordance with the basis of preparation and presentation set out in Note 1 to the Historical Financial Information in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors of the Company, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

OPINION

In our opinion, the Historical Financial Information gives, for the purposes of the accountants' report, a true and fair view of the Group's financial position as at 31 December 2023, 2024 and 2025, of the Company's financial position as at 31 December 2025 and of the Group's financial performance and cash flows for the Track Record Period in accordance with the basis of preparation and presentation set out in Note 1 to the Historical Financial Information.

REPORT ON MATTERS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE AND THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE

Adjustments

The Historical Financial Information is stated after making such adjustments to the Underlying Financial Statements as defined on page I-4 as were considered necessary.

Dividends

We refer to Note 13 to the Historical Financial Information which contains information about dividend declared or paid by group entities comprising the Group in respect of the Track Record Period and states that no dividend has been declared or paid by the Company since its incorporation.

No historical financial statements for the Company

No financial statements have been prepared for the Company since its date of incorporation.

[Deloitte Touche Tohmatsu]
Certified Public Accountants
Hong Kong
[Date]

HISTORICAL FINANCIAL INFORMATION OF THE GROUP

Preparation of Historical Financial Information

Set out below is the Historical Financial Information which forms an integral part of this accountants' report.

The Historical Financial Information in this report was prepared based on the financial statements of Jing Chi Biomed Co., Ltd. (君綺生醫股份有限公司) (formerly known as Tenfei Biotech Co., Ltd. (騰飛生技股份有限公司) ("**JC Taiwan**") for the Track Record Period and the management account of the Company from 7 November 2025 (date of incorporation) to 31 December 2025 (together, the "**Underlying Financial Statements**"). The Underlying Financial Statements have been prepared in accordance with HKFRS Accounting Standards as issued by the HKICPA. The financial statements of JC Taiwan were audited by us in accordance with Hong Kong Standards on Auditing issued by the HKICPA.

The Historical Financial Information is presented in Hong Kong dollar ("**HK$**") and all values are rounded to the nearest thousand (HK$'000) except when otherwise indicated.

COMBINED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Notes	Year ended 31 December 2023 HK$'000	2024 HK$'000	2025 HK$'000
Revenue	6	234,005	387,106	634,285
Cost of sales and services		(214,273)	(287,661)	(455,020)
Gross profit		19,732	99,445	179,265
Other income	7	31	74	166
Other gains and losses	8	538	995	1,867
Administrative expenses		(7,867)	(15,541)	(21,153)
Other operating expenses		(3,510)	(2,771)	(10,890)
Reversal of impairment loss under expected credit loss ("**ECL**") model		21	13	–
Share of results of an associate	17	–	(2,880)	(4,737)
Gain on deemed disposals or disposal of partial interest in an associate, net	17	–	10,600	10,045
Gain on distribution in specie of shares in an associate	17	–	–	28,304
Finance costs	9	(1,827)	(1,600)	(2,240)
Profit before income tax	10	7,118	88,335	180,627
Income tax expense	12	(1,421)	(16,607)	(31,587)
Profit for the year		5,697	71,728	149,040
Other comprehensive income (expense)				
Item that will not be reclassified subsequently to profit or loss:				
Exchange differences arising from translation of functional currency to presentation currency		757	(12,868)	12,430
Total comprehensive income for the year		6,454	58,860	161,470
Profit for the year attributable to:				
Owners of the Company		4,217	55,374	115,282
Non-controlling interests		1,480	16,354	33,758
		5,697	71,728	149,040
Total comprehensive income for the year attributable to:				
Owners of the Company		4,777	45,440	124,897
Non-controlling interests		1,677	13,420	36,573
		6,454	58,860	161,470

COMBINED STATEMENTS OF FINANCIAL POSITION

		As at 31 December		
	Notes	**2023**	**2024**	**2025**
		HK$'000	*HK$'000*	*HK$'000*
Non-current assets				
Property and equipment	*15*	106,042	108,976	107,224
Right-of-use assets	*16*	97,750	109,297	99,655
Investment in an associate	*17*	–	155,022	–
Deferred tax assets	*24*	504	644	957
Deposits for acquisition of equipment	*19(a)*	986	1,292	587
Rental deposits	*19(a)*	3,102	4,681	7,194
		208,384	379,912	215,617
Current assets				
Inventories	*18*	7,582	21,329	15,918
Trade and other receivables	*19(a)*	54,259	72,578	114,528
Rental deposits	*19(a)*	1,104	1,051	47
Amounts due from related companies	*19(b)*	55	1,592	2,993
Amount due from a shareholder	*19(c)*	–	–	–*
Financial assets at fair value through profit or loss ("**FVTPL**")	*20*	–	23,689	–
Cash and cash equivalents	*21*	–	60,920	50,535
		63,000	181,159	184,021
Current liabilities				
Trade and other payables	*22(a)*	35,190	97,275	98,823
Amount due to a related company	*22(b)*	–	1,226	–
Advance payments from customers	*22(c)*	14,430	42,784	15,542
Lease liabilities	*23*	19,157	23,786	25,749
Income tax payable		–	16,082	26,814
Provision for reinstatement costs	*22(d)*	251	470	–
		69,028	181,623	166,928
Net current (liabilities) assets		(6,028)	(464)	17,093
Total assets less current liabilities		202,356	379,448	232,710

		As at 31 December		
	Notes	**2023**	**2024**	**2025**
		HK$'000	*HK$'000*	*HK$'000*
Non-current liabilities				
Lease liabilities	*23*	80,364	86,710	76,912
Provision for reinstatement costs	*22(d)*	3,574	3,655	4,780
		83,938	90,365	81,692
Net assets		118,418	289,083	151,018
Capital and reserves				
Share capital	*25*	25	96,223	92,665
Reserves		87,628	126,950	24,148
Equity attributable to owners of the Company		87,653	223,173	116,813
Non-controlling interests		30,765	65,910	34,205
Total equity		118,418	289,083	151,018

* The balance represents amount less than HK$1,000.

STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	Notes	**As at 31 December 2025** *HK$'000*
Current asset		
Amount due from a shareholder	*19(c)*	–*
Net current asset		–
Net asset		–
Capital and reserves		
Share capital	*25*	–*
		–

* The balance represents amount less than HK$1,000.

No statement of financial position as at 31 December 2023 and 2024 is presented as the Company has not been incorporated at those dates.

COMBINED STATEMENTS OF CHANGES IN EQUITY

	Attributable to owners of the Company							
	Share capital *HK$'000*	Capital reserve *HK$'000* *(note a)*	Translation reserve *HK$'000*	Retained profits *HK$'000*	Share-based payments reserve *HK$'000*	Subtotal *HK$'000*	Non-controlling interests *HK$'000*	Total *HK$'000*
At 1 January 2023	–	48,895	2,046	–	–	50,941	21,142	72,083
Profit for the year	–	–	–	4,217	–	4,217	1,480	5,697
Exchange differences arising from translation of functional currency to presentation currency	–	–	560	–	–	560	197	757
Total comprehensive income for the year	–	–	560	4,217	–	4,777	1,677	6,454
Issue of share *(Note 25)*	25	–	–	–	–	25	–	25
Acquisition of non-controlling interests *(note b)*	–	–	–	2,415	–	2,415	(2,415)	–
Deemed contribution from shareholders *(note a)*	–	29,495	–	–	–	29,495	10,361	39,856
At 31 December 2023	25	78,390	2,606	6,632	–	87,653	30,765	118,418
At 1 January 2024	25	78,390	2,606	6,632	–	87,653	30,765	118,418
Profit for the year	–	–	–	55,374	–	55,374	16,354	71,728
Exchange differences arising from translation of functional currency to presentation currency	–	–	(9,934)	–	–	(9,934)	(2,934)	(12,868)
Total comprehensive (expense) income for the year	–	–	(9,934)	55,374	–	45,440	13,420	58,860
Acquisition of an associate *(Note 17)*	–	120,518	–	–	–	120,518	35,593	156,111
Issue of shares *(Note 25)*	96,198	(96,198)	–	–	–	–	–	–
Purchase of treasury shares	–	(6,902)	–	–	–	(6,902)	–	(6,902)
Acquisition of non-controlling interests *(note b)*	–	–	–	3,766	–	3,766	(3,766)	–
Deemed distribution to shareholders *(note a)*	–	(10,877)	–	–	–	(10,877)	(5,251)	(16,128)
Dividends recognised as distribution *(Note 13)*	–	–	–	(16,425)	–	(16,425)	(4,851)	(21,276)
At 31 December 2024	96,223	84,931	(7,328)	49,347	–	223,173	65,910	289,083

	Attributable to owners of the Company							
	Share capital	Capital reserve	Translation reserve	Retained profits	Share-based payments reserve	Subtotal	Non-controlling interests	Total
	HK$'000	*HK$'000* *(note a)*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
At 1 January 2025	96,223	84,931	(7,328)	49,347	–	223,173	65,910	289,083
Profit for the year	–	–	–	115,282	–	115,282	33,758	149,040
Exchange differences arising from translation of functional currency to presentation currency	–	–	9,615	–	–	9,615	2,815	12,430
Total comprehensive income for the year	–	–	9,615	115,282	–	124,897	36,573	161,470
Issue of shares *(Note 25)*	–*	–	–	–	–	–*	–	–*
Reduction of share capital *(Note 25)*	(3,558)	3,558	–	–	–	–	–	–
Acquisition of non-controlling interests *(note b)*	–	–	–	434	–	434	(434)	–
Distribution of an associate to shareholders *(Note 17)*	–	(152,564)	–	–	–	(152,564)	(44,674)	(197,238)
Dividends recognised as distribution *(Note 13)*	–	–	–	(82,555)	–	(82,555)	(24,174)	(106,729)
Share-based payments expense	–	–	–	–	3,428	3,428	1,004	4,432
At 31 December 2025	92,665	(64,075)	2,287	82,508	3,428	116,813	34,205	151,018

* The balance represents amount less than HK$1,000.

Notes:

a. Capital reserve as at 1 January 2023 mainly represents the net assets of the business of sales of aesthetic medical products, provision of on-site consumer services and administrative services and beauty treatment services and leasing activities in Taiwan (the "**Business**") operated and owned by 麗彤生醫科技股份有限公 (DV Biomed Co., Ltd) ("**Deesse Vivante**"), which does not form part of the Group and controlled by the Controlling Shareholders (as defined in Note 1). During the year ended 31 December 2023, the amount of HK$39,856,000, being the net cash used in the Business and recorded in the bank account held by Deesse Vivante, was recognised as deemed contribution from shareholders.

On 1 April 2024, the Business was formally transferred from Deesse Vivante to JC Taiwan (the "**Spin-off**") pursuant to the agreement for business transfer between Deesse Vivante and JC Taiwan in accordance with the Reorganisation (as detailed and defined in Note 1). The consideration of HK$96,198,000 for the Spin-off was settled in full by issuance and allotment of shares in JC Taiwan to shareholders of Deesse Vivante. During the year ended 31 December 2024, the amount of HK$16,128,000, being the net cash generated from the Business and recorded in the bank account held by Deesse Vivante, was recognised as deemed distribution to shareholders.

During the year ended 31 December 2024, JC Taiwan acquired 428,948 shares issued by JC Taiwan from Deesse Vivante as treasury shares at NT$64.36 (equivalent to approximately HK$16.09) at total consideration of approximately HK$6,902,000). During the year ended 31 December 2025, a shareholder forfeited its own 39,131 shares issued by JC Taiwan and transferred them to JC Taiwan due to the applicable local laws and regulations, and such 39,131 shares was therefore treated as treasury shares. As at 31 December 2024 and 2025, the number of treasury shares included in share capital was 428,948 and 468,079, respectively.

b. The amounts represent the additional equity interests of JC Taiwan acquired by Controlling Shareholders from non-controlling shareholders in the years ended 31 December 2023, 2024 and 2025, respectively.

COMBINED STATEMENTS OF CASH FLOWS

Prior to 31 March 2024, the Business was operated under Deesse Vivante and no separate bank accounts were maintained by the Business from 1 January 2023 to 31 March 2024. The treasury functions of the Business were centrally administrated under Deesse Vivante from 1 January 2023 to 31 March 2024. The net cash flows generated by the Business were kept in the bank accounts of Deesse Vivante, which is reflected "Net cash contributed from (distributed to) shareholders" under cash flow. Accordingly, the funds provided for or withdrawn from the Business were presented as movements in the equity while there are no cash and cash equivalents balance for the Business.

For the purpose of presenting a completed set of Historical Financial Information of the Group, the following comprises the information of cash inflow/outflow of the Business received/paid by Deesse Vivante prior to 31 March 2024.

	Year ended 31 December		
	2023	2024	2025
	HK$'000	*HK$'000*	*HK$'000*
OPERATING ACTIVITIES			
Profit before income tax	7,118	88,335	180,627
Adjustments for:			
Depreciation of property, plant and equipment	20,468	25,075	32,857
Depreciation of right-of-use assets	21,078	18,666	25,408
Reversal impairment loss under ECL model, net of reversal	(21)	(13)	–
Gain on disposal of property, plant and equipment	(13)	(67)	(1,491)
Gain on deemed disposal of partial interest in an associate	–	(10,600)	(10,045)
Share of results of an associate accounted for using the equity method	–	2,880	4,737
Finance cost	1,827	1,600	2,240
Bank interest income	(32)	(74)	(166)
Gain on distribution in specie of shares in an associate	–	–	(28,304)
Gain from changes in fair value of financial assets at FVTPL	–	(9)	(300)
Write-down (reversal of write-down) of inventories, net of reversal	47	(221)	556
Gain on lease modification	(710)	(683)	–
Loss on early termination of a lease	271	–	–
Share-based payments expense	–	–	4,432
Operating cash flows before movements in working capital	50,033	124,889	210,551
Decrease (increase) trade and other receivables	6,484	(22,646)	(39,098)
Increase in amounts due from related companies	–	(1,636)	(1,283)
Decrease (increase) in inventories	6,143	(14,423)	5,907
(Decrease) increase in advance payments from customers	(5,625)	30,119	(29,488)
(Decrease) increase in amount due to a related company	(82)	1,258	(1,294)
(Decrease) increase in trade and other payables	(3,010)	46,810	15,578
Cash generated from operations	53,943	164,371	160,873
Tax paid	(1,617)	(287)	(21,139)
Net cash generated from operating activities	52,326	164,084	139,734

	Year ended 31 December		
	2023	2024	2025
	HK$'000	*HK$'000*	*HK$'000*
INVESTING ACTIVITIES			
Deposits paid for acquisition of equipment	(972)	(3,819)	(1,589)
Payments for rental deposits	(531)	(10,207)	(1,605)
Refund of rental deposits	1,961	8,261	507
Proceeds from disposal of property, plant and equipment	634	67	1,745
Purchase of property, plant and equipment	(72,048)	(31,581)	(25,178)
Purchase of financial assets designated as at FVTPL	–	(24,296)	–
Advance to related companies	(985)	(23,660)	(1,058)
Proceeds from disposal of financial assets designated as at FVTPL	–	–	25,304
Proceed from partial disposal of interest of an associate	–	4,778	–
Interest received	32	74	166
Repayment from related companies	987	23,715	1,004
Net cash used in investing activities	(70,922)	(56,668)	(704)
FINANCING ACTIVITIES			
Repayment of lease liabilities	(19,555)	(19,439)	(23,298)
Proceeds from issuance of new shares	25	–	–
Purchase of treasury shares	–	(6,902)	–
Interest paid	(1,730)	(1,508)	(2,119)
Dividend paid	–	(2,519)	(123,998)
Net cash used in financing activities	(21,260)	(30,368)	(149,415)
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(39,856)	77,048	(10,385)
NET CASH CONTRIBUTED FROM (DISTRIBUTED TO) SHAREHOLDERS	39,856	(16,128)	–
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	–	–	60,920
CASH AND CASH EQUIVALENTS AT END OF THE YEAR, representing bank balances and cash	–	60,920	50,535

NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1. GENERAL INFORMATION, GROUP REORGANISATION, AND BASIS OF PREPARATION AND PRESENTATION OF THE HISTORICAL FINANCIAL INFORMATION

General Information

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 7 November 2025. Its immediate holding company and ultimate holding company is Lenvor Holdings Limited, a company incorporated in the British Virgin Island with limited liability and wholly-owned by Ms. Chang Li-Chi ("**Ms. Chang**"). The respective addresses of the registered office and the principal place of business of the Company are stated in the section headed "Corporate Information" of the Document. Ms. Chang and her family members together with Mr. Chou Ming-Ju have historically and throughout the Track Record Period been controlling the entities now comprising the Group on a collective basis (the "**Controlling Shareholders**").

The Company acts as an investment holding company. Its subsidiary is engaged in sales of aesthetic medical products and provision of on-site consumer services and administrative services to doctors and beauty treatment services and leasing activities in the Taiwan region.

The Company's functional currency is Taiwan dollars ("**NT$**"). The Historical Financial Information is presented in HK$ as the directors of the Company consider that the Hong Kong dollar is the most appropriate presentation currency in view of the Company's place of proposed **[REDACTED]** of its shares on the Stock Exchange (the "**[REDACTED]**").

The Historical Financial Information has been prepared to present the financial position, results of operation and cash flows of the Business. The impact of transactions between the Business and Deesse Vivante that were not historically settled in cash is included in capital reserve.

No statutory audited financial statements were issued for the Company since the Company is incorporated in a jurisdiction where there is no statutory audit requirement.

Group Reorganisation, and Basis of Preparation and Presentation of the Historical Financial Information

Prior to the incorporation of JC Taiwan and the completion of the Spin-off, the Business was mainly carried out by Deesse Vivante.

Prior to 1 April 2024, the Business was part of the principal activities of Deesse Vivante, which does not form part of the Group and is controlled by the Controlling Shareholders.

On 1 September 2023, JC Taiwan was incorporated and held by Ms. Chang for the purpose of receiving the transfer of the Business from Deesse Vivante.

On 1 April 2024, the Business was transferred to JC Taiwan and 39,585,400 shares were issued by JC Taiwan to the shareholders of Deesse Vivante in proportion to their respective shareholdings in Deesse Vivante as consideration of NT$395,854,000 (equivalent to approximately HK$96,198,000) for the Spin-off.

During the period from 1 January 2023 to 31 March 2024, the Business was carried out by Deesse Vivante. The Historical Financial Information only includes transactions and balances that are attributable to the Business. Transactions and balances from 1 January 2023 to 31 March 2024 were attributed to the Business based on specific identification except for those set out below, for which they were accounted for using the most relevant bases in the view of the management of the Company:

- Other administrative expenses have been principally allocated based on headcount, to the extent a separate group of personnel could be attributed to the Business; and
- Income taxes and tax payment were determined based on the assumption that the Business carried out by the relevant division was a separately taxable entity.

In preparation of the **[REDACTED]**, the companies comprising the Group underwent a reorganisation to incorporate the Company as the holding company of JC Taiwan which conducts the Business upon completion of the Spin-off (the "**Reorganisation**"). The steps involved in the Reorganisation are set out below.

(a) On 7 November 2025, the Company was incorporated in the Cayman Islands as an exempted company with limited liability. Upon incorporation, one share was allotted and issued at par to an initial subscriber who transferred to Ms. Chang.

(b) Immediately prior to the Reorganisation, JC Taiwan held 9,899,000 ordinary shares since 1 April 2024, representing approximately 15.56% in 向榮生醫科技股份有限公司 ("**UniCocell**"), an associate of the Group focusing on researching and developing stem cells and its derived technology for medical applications. On 27 November 2025, JC Taiwan resolved to dispose of its equity interest in UniCocell to its shareholders through 綺騰股份有限公司 ("**Chi Teng**"), a related company which does not form part of the Group (the "**Disposal**"). Chi Teng issued its ordinary shares to all shareholders of JC Taiwan in proportion to their respective shareholdings in JC Taiwan as the consideration of the Disposal.

(c) On 7 November 2025, JC Taiwan resolved in the extraordinary shareholders' meeting to reduce its paid-in capital by NT$14,230,000 (equivalent to approximately HK$3,558,000), with a corresponding amount credited to capital reserve. Upon completion of the capital reduction, JC Taiwan's paid-in capital was reduced to NT$381,724,000 (equivalent to approximately HK$92,665,000).

(d) The Disposal and the capital reduction were legally completed on 30 November 2025. Upon completion of the Disposal, the Group and/or JC Taiwan does not hold any equity interest in Unicocell.

(e) On 3 December 2025, certain existing JC Taiwan shareholders (the "**Non Rollover Shareholders**") entered into a separate share purchase agreement with the Company, under which Non Rollover Shareholders will sell their 91,497 ordinary shares in JC Taiwan, representing approximately 0.24% of its then issued share capital to the Company for a cash consideration of HK$261,681 by reference to the JC Taiwan's net asset value as at 31 March 2026. On 16 January 2026, the Company has obtained the requisite approval from the Department of Investment Review of the Ministry of Economic Affairs in Taiwan ("**DIR**") to acquire shares of JC Taiwan, the above transactions were completed on 27 April 2026.

(f) On 3 December 2025, certain existing JC Taiwan shareholders including the Controlling Shareholders (the "**Rollover Shareholders**") entered into (i) the share subscription agreements, for an aggregated subscription of 35,500,607 shares in the Company, representing approximately 99.99% of the then total issued shares of the Company; and (ii) the share purchase agreements for the sale of 35,500,607 ordinary shares in JC Taiwan, representing approximately 93.00% of the then total issued ordinary shares of JC Taiwan, to the Company. On 16 January 2026, the Company has obtained the requisite approval from DIR to acquire shares of JC Taiwan. On 10 March 2026, (i) an aggregate of 35,500,607 shares in the Company were allotted and issued at a subscription price of HK$3.00 per share to the Rollover Shareholders or their respective designees in accordance with the terms of their share subscription agreements; (ii) an additional 1,500,000 shares in the Company were allotted and issued at a subscription price of HK$3.00 per share to Rion Holdings Limited and (iii) Ms. Chang had transferred her initial one share in the Company to her wholly-owned company, Lenvor Holdings Limited.

(g) On 27 April 2026, the Company acquired 35,592,104 ordinary shares at HK$2.86 per share, representing 93.24% of the issued share capital of JC Taiwan (which includes a total of 38,172,400 shares, inclusive of 468,079 treasury shares), from both Non Rollover Shareholders and Rollover Shareholders and JC Taiwan became a non-wholly owned subsidiary of the Company.

(h) On 10 February 2026, a branch office of the Company was established in Taiwan, namely, Junqi Holdings Limited Taiwan Branch (Cayman Islands) (英屬開曼群島商君綺控股有限公司台灣分公司) ("**JC Taiwan Branch**"). To streamline the organisation structure of the Group, on [•] 2026, the board of JC Taiwan unanimously resolved to merge into the Company for a consideration of NT$45 per share in JC Taiwan. On [•] 2026, the board of the Company and shareholders of the Company unanimously resolved to merge with JC Taiwan with the Company continuing as the surviving company. On [•] 2026, JC Taiwan was merged with and into the Company (the "**Merger**"). As a result of the Merger, the separate corporate existence of JC Taiwan had ceased and the Company continues as the surviving company pursuant to the applicable laws. Pursuant to the Merger, all the properties, rights, privileges, immunities and powers of JC Taiwan had vested in the Company, and all debts, liabilities and duties of JC Taiwan had become the debts, liabilities and duties of the Company. As advised by the Group's Taiwan Legal Advisors, on this basis, the business of JC Taiwan immediately prior to the Merger would be considered as being carried out by the Company, through the JC Taiwan Branch, upon and after the completion of the Merger.

Upon the completion of the above steps (a) to (g), the Company became the holding and operating company of the Group. As the Business was carried out by Deesse Vivante prior to its transfer to JC Taiwan on 1 April 2024, and since the Business of Deesse Vivante and the Group comprising the Company and JC Taiwan, being the only subsidiary of the Company and became the JC Taiwan Branch upon completion of the Reorganisation, have always been under the common control of Controlling Shareholders. Throughout the Track Record Period, the Spin-off and the Reorganization are accounted for as a business combination involving entities under common control using the principle of merger accounting. Accordingly, the combined statements of financial position as at 31 December 2023, 2024 and 2025 have been prepared to include the carrying amounts of the assets and liabilities of the entities now comprising the Group, and the combined statements of profit or loss and other comprehensive income, combined statements of changes in equity and combined statements of cash flows throughout the Track Record Period have been prepared to include the results, changes in equity and cash flows of the entities now comprising the Group as if the Business carried out by Deesse Vivante had been operated and the group structure upon the completion of the Reorganisation had been in existence as at the end of each reporting date or throughout the Track Record Period, or since their respective dates of incorporation where this is a shorter period, with consideration of the controlling interest held by the Controlling Shareholders in the Business.

2. APPLICATION OF HKFRS ACCOUNTING STANDARDS

For the purpose of preparing the Historical Financial Information for the Track Record Period, the Group has consistently applied the accounting policies which conform with HKFRS Accounting Standards as issued by the HKICPA, which are effective for the Group's accounting period beginning on 1 January 2025, throughout the Track Record Period.

At the date of this report, the Group has not early applied the following new and amendments to HKFRS Accounting Standards in issue which are not yet effective.

Amendments to HKAS 21	Translation to a Hyperinflationary Presentation Currency[3]
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments[2]
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity[2]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[1]
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume 11[2]
HKFRS 18	Presentation and Disclosure in Financial Statements[3]

[1] Effective for the Group's annual periods beginning on or after a date to be determined.
[2] Effective for the Group's annual periods beginning on or after 1 January 2026.
[3] Effective for the Group's annual periods beginning on or after 1 January 2027.

Except as described below, the directors of the Group anticipate that the application of all amendments to HKFRS Accounting Standards will have no material impact on the Group's financial position and financial performance in the foreseeable future.

HKFRS 18 Presentation and Disclosure in Financial Statements

HKFRS 18 *Presentation and Disclosure in Financial Statements*, which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 *Presentation of Financial Statements*. This new HKFRS Accounting Standard, while carrying forward many of the requirements in HKAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* (the title of which will be changed to *Basis of Preparation of Financial Statements* upon effective of HKFRS 18) and HKFRS 7 *Financial Instruments: Disclosures*. Minor amendments to HKAS 7 *Statement of Cash Flows* and HKAS 33 *Earnings per Share* are also made.

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. HKFRS 18 requires retrospective application with specific transition provisions. The application of the new standard is not expected to have significant impact on the financial performance and positions of the Group in terms of recognition and measurement. However, it is expected to affect the presentation of the statement of profit or loss and other comprehensive income and statement of cash flows and disclosures in the future financial statements. The Group will continue to assess the impact of HKFRS 18 on the Group's consolidated financial statements.

3. MATERIAL ACCOUNTING POLICY INFORMATION

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

The Historical Financial Information has been prepared on the historical cost basis except for certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies set out below.

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

The material accounting policies adopted are set out below.

Basis of combination

The Historical Financial Information incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

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

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

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

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

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

Changes in the Group's interests in existing subsidiaries

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

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

Merger accounting for business combination involving businesses under common control

The Historical Financial Information incorporates the financial statements items of the combining businesses in which the common control combination occurs as if they had been combined from the date when the combining businesses first came under the control of the controlling party.

The net assets of the combining businesses are combined using the existing book values from the controlling party's perspective. No amount is recognised in respect of goodwill or bargain purchase gain at the time of common control combination.

The combined statements of profit or loss and other comprehensive income include the results of each of the combining businesses from the earliest date presented or since the date when the combining businesses first came under the common control, where this is a shorter period.

Non-controlling interests represent interests held by shareholders other than Controlling Shareholders prior to completion of the Reorganisation.

Revenue from contracts with customers

Information about the Group's accounting policies relating to revenue from contracts with customers is provided in Note 6.

Leases

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

The Group as a lessee

Right-of-use assets

The cost of right-of-use assets includes:

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

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

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

Lease liabilities

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

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

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

Lease modifications

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

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

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

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

The Group as a lessor

Classification and measurement of leases

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

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Variable lease payments for operating leases that depend on the actual monthly sales revenue of a designated products are recognised as income when they are earned.

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

Allocation of consideration to components of a contract

When a contract includes both leases and non-lease components, the Group applies HKFRS 15 *Revenue from Contracts with Customers* to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

Sublease

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset.

Foreign currencies

In preparing the financial statements of the each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

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

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

Exchange differences relating to the retranslation of the Group's net assets in NT$ to the Group's presentation currency HK$ are recognised directly in other comprehensive income and accumulated in translation reserve. Such exchange differences accumulated in the translation reserve are not reclassified to profit or loss subsequently.

Employee benefits

Retirement benefit costs

The Group participates in government-managed retirement benefit schemes, which are defined contribution schemes, pursuant to which the Group pays a fixed percentage of its staff's wages as contributions to the plans. Payments to such retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

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

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

Equity-settled share-based payments transactions

Share options granted to employees

For share options that are granted under the Pre-**[REDACTED]** Share Option Scheme (as defined in Note 34), the amount of fair value of the equity-settled share-based payments determined at the grant date, which taking into account the consideration paid by the grantees but without taking into consideration all non-market vesting conditions, is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based payments reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based payments reserve.

Share options granted to non-employees

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the equity instruments granted and recognised as expenses on the grant date.

Taxation

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

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

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Historical Financial Information and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary difference.

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

For ultimate costs incurred for provision for reinstatement costs, the Group applies HKAS 12 Income Taxes requirements to the provision for reinstatement costs, and the related assets separately. The Group recognises a deferred tax asset related to the provisions for reinstatement costs to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised and a deferred tax liability for all taxable temporary differences.

Current and deferred tax are recognised in profit or loss.

Property and equipment

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

Freehold lands are not depreciated and are measured at cost less subsequent accumulated impairment losses.

Leasehold improvement in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, including costs of testing whether the related assets is functioning properly and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy.

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

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

Investment in an associate

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

The results and assets and liabilities of an associate are incorporated in the Historical Financial Information using the equity method of accounting, Under the equity method, an investment in an associate is initially recognised in the combined statements of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate.

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

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. If a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate.

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Historical Financial Information only to the extent of interests in the associate that are not related to the Group.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Provision for reinstatement costs

Provisions for the costs to restore leased assets to their original condition, as required by the terms and conditions of the lease, are recognised at the date of inception of the lease at the directors' best estimate of the expenditure that would be required to restore the assets. Estimates are regularly reviewed and adjusted as appropriate for new circumstances.

Financial instruments

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

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

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

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established generally by regulation or convention in the market place concerned.

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification and subsequent measurement of financial assets

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

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

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

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and

- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

Amortised cost and interest income

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

Financial assets at FVTPL

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

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

Impairment of financial assets subject to impairment assessment under HKFRS 9 Financial Instruments

The Group performs impairment assessment under expected credit loss ("**ECL**") model on financial assets (including trade receivables and other receivables, rental deposits, amounts due from related companies, amount due from a shareholder and bank balances) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at the end of each reporting date to reflect changes in credit risk since initial recognition.

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

The Group always assesses lifetime ECL for trade receivables.

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

(i) Significant increase in credit risk

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

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in debtor's ability to meet its debt obligations; and
- an actual or expected significant deterioration in the operating result of the debtor.

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

Despite the aforegoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) it has a low risk of default; (ii) the borrower 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 regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full.

Irrespective of the above, 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.

(iii) Credit-impaired financial assets

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

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

(iv) Write-off policy

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

(v) Measurement and recognition of ECL

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

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

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

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

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

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

Financial liabilities and equity

Classification as debt or equity

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

Equity instruments

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

Financial liabilities

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

Financial liabilities at amortised cost

Financial liabilities (including trade and other payables and amount due to a related company) are subsequently measured at amortised cost, using the effective interest method.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the "Other gains and losses" line item in profit or loss (Note 8).

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period.

Derecognition of financial liabilities

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

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

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

Provision of ECL for trade receivables

The Group uses practical expedient in estimating ECL on trade receivables which are not assessed individually using a provision matrix. The provision rates are based on aging of debtors as groupings of various debtors taking into consideration the Group's historical default rates and forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in Notes 29 and 19(a).

5. SEGMENT INFORMATION

For the purposes of resources allocation and performance assessment, the executive directors of the Company, being the chief operating decision makers, review the combined results and financial position when making decisions about allocating resources and assessing performance of the Group as a whole and accordingly, the Group has only one reportable segment and no further analysis of this single segment is presented.

Geographical information

All of the Group's non-current assets are located in the Taiwan and all of the Group's external customers are based in Taiwan. Accordingly, no geographical information is presented.

Information about major customers

There is a customer (i.e. one doctor) who contributed more than 10% of the total revenue of the Group during the year ended 31 December 2023, and the sales to such customer contributed approximately NT$98,567,000 (equivalent to approximately HK$24,766,000). There is no customer who contributes more than 10% of the total revenue of the Group during each of the two years ended 31 December 2025.

6. REVENUE

Disaggregation of revenue

	Year ended 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Type of goods or services			
Sales of medical aesthetics products	151,010	129,974	213,651
Provision of equipment maintenance services	4,304	4,111	6,529
Provision of brand management services	–	63,491	134,692
Provision of on-site consumer services and administrative management services to doctors	14,836	118,460	199,907
Provision of beauty treatment to individuals	30,727	14,675	2,355
Trademark license fee	–	3,969	7,667
Revenue from contracts with customers	200,877	334,680	564,801
Income from leasing activities			
Fixed rental income from premises			
– to doctors	20,320	24,232	26,543
– to a related party	–	–	675
Fixed rental income from medical equipment	12,808	14,820	13,988
Variable rental income from premises to a related party *(Note)*	–	13,374	28,278
Total revenue	234,005	387,106	634,285
Timing of revenue recognition			
At a point in time	151,010	129,974	213,651
Overtime	49,867	204,706	351,150
Revenue from contracts with customers	200,877	334,680	564,801

Note: Variable rental income is based on the monthly sales generated by the lessee.

Performance obligations for contracts with customers and revenue recognition policies

Sales of medical aesthetics products (revenue recognised at a point in time)

The Group sells medical aesthetics products to doctors. Revenue is recognised when control of the goods has been transferred, being when the goods have been delivered to the doctors directly. The normal credit term is 90 days upon delivery.

Provision of equipment maintenance services (revenue recognised overtime)

The Group provides equipment maintenance services to doctors over the contract period, in which the revenue is recognised when the doctors simultaneously received the services and consumed the benefits using output method, i.e. to recognise revenue using a time-based method over the period of service resulting in straight-line revenue recognition. The Group normally bills monthly to the doctors and the doctors are required to settle the bills ranging from 30 to 90 days from the invoice date.

Provision of brand management services (revenue recognised overtime)

The Group provides brand management services to doctors over the contract period, in which the revenue is recognised when the doctors simultaneously received the services and consumed the benefits using output method, i.e. to recognise revenue using a time-based method over the period of service resulting in straight-line revenue recognition. The Group normally bills monthly to the doctors and the doctors are required to settle the bills ranging from 30 to 90 days from the invoice date.

Provision of on-site consumer services and administrative management services (revenue recognised overtime)

The Group provides on-site consumer management services to doctors, in which the revenue is recognised when the doctors' consumers on site simultaneously received the services and consumed the benefits. In addition, the Group provides administrative management services to doctors over the contract period, in which the revenue is recognised when the doctors simultaneously received the services and consumed the benefits using output method, i.e. to recognise revenue using a time-based method over the period of service resulting in straight-line revenue recognition. The Group normally bills monthly to the doctors and the doctors are required to settle the bills ranging from 30 to 90 days from the invoice date.

Provision of beauty treatment services (revenue recognised overtime)

The Group provides beauty treatment services to individual customers, in which the revenue is recognised when the customers simultaneously received the services and consumed the benefits. All other customers are required to settle the bills upon the services have been rendered. Advance consideration paid by other customers which allocated to the beauty treatment services is recognised as a contract liability and is released when the services are rendered.

Trademark license fee (revenue recognised overtime)

The doctors are required to pay a fixed monthly trademark license fee to the Group for the right to access the Group's trademark during the course of the business. The trademark license fee is recognised as a performance obligation satisfied over time by reference to passage of time over the licence period. The normal credit period is 30 days upon billing.

Transaction price allocated to the remaining performance obligation for contracts with customers

As at 31 December 2023, 2024 and 2025, as all the revenue from contracts with customers are for periods of one year or less. As permitted under HKFRS 15, the relevant transaction price allocated to these unsatisfied contracts is not disclosed.

7. OTHER INCOME

	Year ended 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Bank interest income	31	74	166

8. OTHER GAINS AND LOSSES

	Year ended 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Net foreign exchange losses	–	(1)	(31)
Gain from changes in fair value of financial assets at FVTPL	–	9	300
Gain on disposal of property and equipment	13	67	1,491
Gain on lease modification	710	683	–
Loss on early termination of a lease	(271)	–	–
Others	86	237	107
	538	995	1,867

9. FINANCE COSTS

	Year ended 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Interest on lease liabilities	1,730	1,508	2,119
Interest on provision for reinstatement costs	97	92	121
	1,827	1,600	2,240

10. PROFIT BEFORE INCOME TAX

	Year ended 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Profit before income tax has been arrived at after charging (crediting):			
Employees benefits expenses (including the directors' remuneration *(Note 11)*)			
– Salaries, allowances and other benefits	50,505	98,475	138,698
– Retirement benefit expenses	2,820	4,491	6,802
Total staff costs	53,325	102,966	145,500
Recognised under			
– Cost of sales and services	50,282	98,906	140,553
– Administrative expenses	2,806	3,962	4,896
– Other operating expenses	237	98	51
	53,325	102,966	145,500
Auditor's remuneration			
– the Company	–	–	–
– the subsidiary	–	243	117
[REDACTED] expenses	–	–	1,256
Depreciation of property and equipment	20,468	25,075	32,857
Depreciation of right-of-use assets	21,078	18,666	25,408
Write-down (reversal of write-down) of inventories, net of reversal (included in cost of sales)	47	(221)	556

11. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(a) [During the Track Record Period, Ms. Chang was appointed as director of the Company on 7 November 2025, and re-designated as executive director and chairlady of the Company on 22 April 2026. Ms. Chuang Yu-Ching ("**Ms. Chuang**") was appointed as the director of the Company on 7 November 2025 and re-designated as executive director of the Company on 22 April 2026. Mr. Kuo Cheng-Hung ("**Mr. Kuo**") and Mr. Wang Tsung-Wei ("**Mr. Wang**") were appointed as the non-executive directors of the Company on 22 April 2026. Mr. Chen Chun-Chih ("**Mr. C. C. Chen**"), Miss Hsu Hsiu-Min ("**Miss Hsu**") and Mr. Chen Hui-Min ("**Mr. H. M. Chen**") were proposed to be appointed as independent non-executive directors and their appointments shall become effective upon the **[REDACTED]**.]

The emoluments paid or payable to the directors of the Company (including emoluments for services as director/employee of the group entities prior to becoming directors of the Company) by the Group during the Track Record Period are as follows:

For the year ended 31 December 2023

Executive directors

	Ms Chang	**Miss Chuang**	**Total**
	HK$'000	*HK$'000*	*HK$'000*
Salaries, allowances and other benefits	160	211	371
Discretionary bonus	–	70	70
Retirement benefit expenses	–	13	13
	160	294	454

For the year ended 31 December 2024

Executive directors

	Ms Chang	**Miss Chuang**	**Total**
	HK$'000	*HK$'000*	*HK$'000*
Salaries, allowances and other benefits	141	204	345
Discretionary bonus	–	68	68
Retirement benefit expenses	–	13	13
	141	285	426

Non-executive director

	Mr. Kuo
	HK$'000
Fees	24
Total of directors' emoluments	450

For the year ended 31 December 2025

Executive directors

	Ms Chang	**Miss Chuang**	**Total**
	HK$'000	*HK$'000*	*HK$'000*
Salaries, allowances and other benefits	283	210	493
Discretionary bonus	–	70	70
Retirement benefit expenses	–	13	13
	283	293	576

Non-executive director

	Mr. Kuo
	HK$'000
Fees	150
Total of directors' emoluments	726

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Group. The non-executive director's emoluments shown above were for his services as a director of JC Taiwan.

None of the directors waived or agreed to waive any emoluments during the Track Record Period.

(b) Employees' emoluments

The five highest paid individuals included no director for the years ended 31 December 2023, 2024 and 2025, whose emoluments are included in the disclosures in (a) above for the Track Record Period. The emoluments of the remaining five individuals for the years ended 31 December 2023, 2024 and 2025, respectively, are as follows:

	Year ended 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Salaries, allowances and other benefits	579	509	1,208
Discretionary bonus *(Note)*	2,896	3,632	6,923
Retirement benefit expenses	136	131	243
	3,611	4,272	8,374

Note: The discretionary bonus is determined by reference to the duties and responsibilities of the relevant individual within the Group and the Group's performance.

The emoluments of the highest paid employees who are not directors of the Company were within the following band:

	Year ended 31 December		
	2023	**2024**	**2025**
	No. of employees	*No. of employees*	*No. of employees*
Nil to HK$1,000,000	5	4	–
HK$1,000,001 to HK$1,500,000	–	1	1
HK$1,500,001 to HK$2,000,000	–	–	4
	5	5	5

During the Track Record Period, no emoluments were paid by the Group to any of the directors of the Company or the chief executive officer of the Group or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

During the year ended 31 December 2025, certain directors and the above five highest paid individuals were granted share options, in respect of their services to the Group under the Pre-**[REDACTED]** Share Option Scheme, as defined and detailed in Note 34.

12. INCOME TAX EXPENSE

	Year ended 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Current tax expense:			
– Taiwan Corporate Income Tax ("**Taiwan CIT**")	1,617	16,787	31,871
Deferred tax credit *(Note 24)*	(196)	(180)	(284)
	1,421	16,607	31,587

The Group is not subject to any income tax in the Caymen Islands pursuant to the rules and regulations in the jurisdiction.

Taiwan CIT is calculated at 20% on the estimated assessable profit for the Track Record Period.

The income tax expense for the Track Record Period can be reconciled to the profit before income tax per the combined statements of profit or loss and other comprehensive income as follows:

	Year ended 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Profit before income tax	7,118	88,335	180,627
Tax at the statutory tax rate of 20%	1,424	17,667	36,125
Tax effect of expenses not deductible for tax purpose	152	651	2,516
Tax effect of share of results of an associate	–	576	947
Tax effect of gain on deemed disposals or disposal of partial interest in an associate not taxable for tax purpose	–	(2,120)	(2,009)
Tax effect of gain on distribution in specie of shares in an associate	–	–	(5,661)
Tax effect of income not taxable for tax purpose	(155)	(167)	(331)
Income tax expense	1,421	16,607	31,587

13. DIVIDENDS

The Group

	Year ended 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Dividends for equity shareholders of JC Taiwan recognised as distribution during the year	–	21,276	106,729

For JC Taiwan, the rate of dividends and number of shares ranking for the above dividends are not presented as such information is not considered meaningful having regard to the purpose of the report.

The Company

No dividend has been declared or paid by the Company since its incorporation.

14. EARNINGS PER SHARE

Earnings per share information is not presented as its inclusion, for the purpose of the Historical Financial Information, is not considered meaningful having regard to the Reorganisation and the result of the Group for the Track Record Period that is prepared on a combined basis as disclosed in Note 1 to the Historical Financial Information.

15. PROPERTY AND EQUIPMENT

The Group

	Freehold land *HK$'000*	Buildings *HK$'000*	Medical equipment *HK$'000*	Office equipment *HK$'000*	Leasehold improvement *HK$'000*	Construction in progress *HK$'000*	Total *HK$'000*
COST							
At l January 2023	–	–	67,208	8,623	63,331	5,841	145,003
Additions	26,178	7,691	8,375	4,407	30,153	227	77,031
Reallocation	–	–	–	–	5,634	(5,634)	–
Disposals	–	–	(1,529)	–	(574)	–	(2,103)
Exchange realignment	340	100	243	77	602	(58)	1,304
At 31 December 2023	26,518	7,791	74,297	13,107	99,146	376	221,235
Additions	–	–	11,593	2,373	6,113	15,557	35,636
Reallocation	–	–	–	–	14,010	(14,010)	–
Disposals	–	–	(4,825)	–	(684)	–	(5,509)
Exchange realignment	(1,840)	(541)	(5,328)	(970)	(7,374)	(64)	(16,117)
At 31 December 2024	24,678	7,250	75,737	14,510	111,211	1,859	235,245
Additions	–	–	15,645	3,375	3,167	4,008	26,195
Reallocation	–	–	–	–	3,530	(3,530)	–
Disposals	–	–	(5,764)	(570)	(5,127)	–	(11,461)
Exchange realignment	1,156	340	3,469	657	5,199	84	10,905
At 31 December 2025	25,834	7,590	89,087	17,972	117,980	2,421	260,884
DEPRECIATION							
At 1 January 2023	–	–	53,530	3,893	38,318	–	95,741
Provided for the year	–	38	9,022	2,175	9,233	–	20,468
Eliminated on disposals	–	–	(1,482)	–	–	–	(1,482)
Exchange realignment	–	1	220	37	208	–	466
At 31 December 2023	–	39	61,290	6,105	47,759	–	115,193
Provided for the year	–	149	8,572	2,763	13,591	–	25,075
Eliminated on disposals	–	–	(4,825)	–	(684)	–	(5,509)
Exchange realignment	–	(7)	(4,349)	(493)	(3,641)	–	(8,490)
At 31 December 2024	–	181	60,688	8,375	57,025	–	126,269
Provided for the year	–	153	10,485	3,937	18,282	–	32,857
Eliminated on disposals	–	–	(5,764)	(316)	(5,127)	–	(11,207)
Exchange realignment	–	8	2,807	362	2,564	–	5,741
At 31 December 2025	–	342	68,216	12,358	72,744	–	153,660
CARRYING AMOUNTS							
At 31 December 2023	26,518	7,752	13,007	7,002	51,387	376	106,042
At 31 December 2024	24,678	7,069	15,049	6,135	54,186	1,859	108,976
At 31 December 2025	25,834	7,248	20,871	5,614	45,236	2,421	107,224

The above items of property and equipment are depreciated on a straight-line basis at the following rates per annum, taking into account the residual value:

Buildings	50 years
Medical equipment	3 years
Office equipment	3 years
Leasehold improvement	Over the lease term

The Group as lessor

All of the properties and certain medical equipment and leasehold improvement held by the Group for rental purposes have committed leases for the next one year for the year ended 31 December 2023 and two years for the years ended 31 December 2024 and 2025.

For those lease contracts with extension options, all of them contain market review clauses in the event that the lessee exercises its option to extend. The lessee does not have an option to purchase the property or equipment at the expiry of the lease period.

	Freehold land	**Buildings**	**Medical equipment**	**Leasehold improvement**	**Total**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
COST					
At l January 2023	–	–	66,729	62,838	129,567
Additions	26,178	7,691	8,375	30,085	72,329
Reallocation	–	–	–	5,060	5,060
Disposals	–	–	(1,382)	–	(1,382)
Exchange realignment	340	100	243	600	1,283
At 31 December 2023	26,518	7,791	73,965	98,583	206,857
Additions	–	–	11,593	2,869	14,462
Reallocation	–	–	–	10,017	10,017
Disposals	–	–	(4,764)	(684)	(5,448)
Exchange realignment	(1,840)	(541)	(5,307)	(7,151)	(14,839)
At 31 December 2024	24,678	7,250	75,487	103,634	211,049
Additions	–	–	15,645	3,167	18,812
Reallocation	–	–	–	3,530	3,530
Disposals	–	–	(5,701)	(5,127)	(10,828)
Exchange realignment	1,156	340	3,456	4,843	9,795
At 31 December 2025	25,834	7,590	88,887	110,047	232,358

	Freehold land	Buildings	Medical equipment	Leasehold improvement	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
DEPRECIATION					
At 1 January 2023	–	–	53,081	37,825	90,906
Provided for the year	–	38	8,998	9,224	18,260
Eliminated on disposals	–	–	(1,482)	–	(1,482)
Exchange realignment	–	1	219	207	427
At 31 December 2023	–	39	60,816	47,256	108,111
Provided for the year	–	149	8,572	13,591	22,312
Eliminated on disposals	–	–	(4,825)	(684)	(5,509)
Exchange realignment	–	(7)	(4,315)	(3,606)	(7,928)
At 31 December 2024	–	181	60,248	56,557	116,986
Provided for the year	–	153	10,483	18,282	28,918
Eliminated on disposals	–	–	(5,764)	(5,127)	(10,891)
Exchange realignment	–	8	2,787	2,542	5,337
At 31 December 2025	–	342	67,754	72,254	140,350
CARRYING AMOUNTS					
At 31 December 2023	26,518	7,752	13,149	51,327	98,746
At 31 December 2024	24,678	7,069	15,239	47,077	94,063
At 31 December 2025	25,834	7,248	21,133	37,793	92,008

16. RIGHT-OF-USE ASSETS

The Group

	Office premises	**Clinic premises**	**Warehouse**	**Total**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
At 31 December 2023				
Carrying amount	376	96,792	582	97,750
At 31 December 2024				
Carrying amount	31,877	77,128	292	109,297
At 31 December 2025				
Carrying amount	24,402	75,209	44	99,655
For the year ended 31 December 2023				
Depreciation charge	840	20,017	221	21,078
For the year ended 31 December 2024				
Depreciation charge	1,326	17,084	256	18,666
For the year ended 31 December 2025				
Depreciation charge	7,871	17,273	264	25,408

	Year ended 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Total cash outflow for leases	(21,285)	(20,947)	(25,417)
Gain on lease modification	710	683	–
Loss on early termination of a lease	(271)	–	–
Additions to right-of-use assets *(Note)*	4,800	49,639	10,786

Note: Amount includes right-of-use assets resulting from new leases entered and recognition of provision for reinstatement costs.

The Group leases office premises, clinics premises and warehouse during each of the three years ended 31 December 2025. Lease contracts for premises are entered into for fixed term of 1.3 to 10 years respectively. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

During the years ended 31 December 2023, 2024 and 2025, the Group entered into new lease agreements for the use of leased properties for 5 years, 1 to 7 years and 3 to 5 years, respectively. On the lease commencement, the Group recognised right-of-use assets and lease liabilities of HK$4,800,000 HK$48,910,000 and HK$10,177,000 respectively in 2023, 2024 and 2025.

During the years ended 31 December 2023, 2024 and 2025, the Group has renegotiated the periods of certain leases that constituted lease modification. The reduction of lease liabilities of HK$1,120,000, HK$12,609,000 and nil and corresponding adjustments of HK$410,000, HK$11,926,000 and nil to the right-of-use assets were derecognised, respectively.

During the year ended 31 December 2023, the Group has early terminated certain leases. The reduction of lease liabilities of HK$1,268,000 and corresponding adjustments of HK$1,539,000 to the right-of-use assets were derecognised.

Restrictions or covenants on leases

In addition, lease liabilities of approximately HK$99,521,000, HK$110,496,000 and HK$102,661,000 are recognised with related right-of-use assets of approximately HK$97,750,000, HK$109,297,000 and HK$99,655,000 as at 31 December 2023, 2024 and 2025, respectively. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Sublease

During the years ended 31 December 2023, 2024 and 2025, the Group subleased the certain office and clinic premises to doctors and Deesse Vivante for a period of one year under operating lease. The carrying amounts of the right-of-use assets were HK$96,792,000, HK$77,128,000 and HK$82,321,000, respectively.

17. INVESTMENT IN AN ASSOCIATE

The Group

	As at 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Cost of an investment in associate listed in Taiwan	N/A	161,933	N/A
Share of post-acquisition losses	N/A	(2,880)	N/A
Exchange realignment	N/A	(4,031)	N/A
	N/A	155,022	N/A
Fair value of listed associate *(Note)*	N/A	160,138	N/A

Note: As at 31 December 2024, the fair value of the Group's interest in UnicoCell, of which its shares are listed on the Taiwan Stock Exchange (the "**TSE**"), was approximately NT$696,890,000 (equivalent to approximately HK$160,138,000) based on the quoted market price available on the TSE, which is a level 1 input in terms of HKFRS 13 *Fair Value Measurement*.

Details of the Group's associate are as follows:

Name of associate	Place of incorporation/ operations	Proportion of ownership interest held by the Group			Proportion of voting rights held by the Group			Principal activity
		31.12.2023	31.12.2024	31.12.2025	31.12.2023	31.12.2024	31.12.2025	
		%	%	%	%	%	%	
UnicoCell	Taiwan	N/A	16.95	N/A	N/A	16.95	N/A	Research and development of stem cells

On 1 April 2024, JC Taiwan acquired 18.39% of unlisted equity interest of UnicoCell from Deesse Vivante without any cash consideration (the "**Transaction**"). The fair value of 18.39% of equity interest of UnicoCell was approximately NT$642,395,000 (equivalent to approximately HK$156,111,000), which was based on the valuation derived by an independent valuer as at 1 April 2024. Goodwill of NT$538,483,000 (equivalent to approximately HK$130,858,000) was arising from the Transaction after considering the fair value of net assets of UnicoCell acquired as at 1 April 2024. The Transaction is deemed as a contribution from shareholders which was credited to the capital reserve and non-controlling interests.

Upon the completion of the Transaction, JC Taiwan is able to exercise significant influence over UnicoCell as JC Taiwan has appointed one director in the board of director of UnicoCell, it is therefore accounted for as an associate of the Group.

In May 2024, the shares of UnicoCell have been listed on Taiwan Innovation Board of TSE and JC Taiwan disposed 0.61% of equity interest of UnicoCell to the independent third parties at approximately NT$19,661,000 (equivalent to approximately HK$4,778,000), loss on disposal of partial interest in UnicoCell of approximately HK$406,000 has been recognised in profit or loss.

In addition, during the year ended 31 December 2024, as UnicoCell issued additional ordinary shares for cash proceed, JC Taiwan's equity interest in UnicoCell decreased from 17.78% to 16.95% and gain on deemed disposal of partial interest in UnicoCell of approximately HK$11,006,000 has been recognised in profit or loss.

As at 31 December 2024, there was no impairment indicator on interest in UnicoCell and no impairment assessment was carried out.

During the year ended 31 December 2025, UnicoCell issued additional ordinary shares for cash proceed, JC Taiwan's equity interest in UnicoCell further decreased from 16.95% to 15.56% and gain on deemed disposal of partial interest in UnicoCell of approximately HK$10,045,000 has been recognised in profit or loss.

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

	As at 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Current assets	N/A	140,301	N/A
Non-current assets	N/A	43,946	N/A
Current liabilities	N/A	(6,426)	N/A
Non-current liabilities	N/A	(15,668)	N/A
	N/A	162,153	N/A

	For the period ended 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Revenue	N/A	7,748	7,315
Loss and total comprehensive expense for the period	N/A	(22,618)	(30,760)

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

	As at 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Net assets of UnicoCell	N/A	162,153	N/A
Proportion of the Group's ownership interest In UnicoCell	N/A	16.95%	N/A
The Group's share of net assets of UnicoCell	N/A	27,480	N/A
Goodwill	N/A	130,858	N/A
Exchange realignment	N/A	(3,316)	N/A
	N/A	155,022	N/A

As set out in step (b) of the Reorganisation in Note 1, JC Taiwan distributed in specie of its entire equity interest in UnicoCell to its shareholders through Chi Teng in November 2025. The fair value of 15.56% of the equity interest of UnicoCell is based on the quoted market price available on TSE as at 30 November 2025 (i.e. date of Disposal) is recognised as distribution to shareholders of JC Taiwan and debited to the capital reserve. The difference to its carrying amount at the date of Disposal amounting to HK$28,304,000 is recognised in the profit or loss as gain on distribution in specie of shares in an associate from the Disposal.

Gain on distribution in specie of shares in an associate for the year ended 31 December 2025 is calculated as follows:

	HK$'000
Fair value of 15.56% of equity interest of UnicoCell	197,238
Less: carrying amount of the 15.56% of equity interest of UnicoCell on the date of Disposal	(168,934)
Gain on distribution in specie of shares in an associate	28,304

18. INVENTORIES

The Group

		As at 31 December	
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Medical aesthetics products	7,582	21,329	15,918

19. TRADE AND OTHER RECEIVABLES/AMOUNTS DUE FROM RELATED COMPANIES/AMOUNTS DUE FROM A SHAREHOLDER

The Group

(a) Trade and other receivables

The Group

		As at 31 December	
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Trade receivables from contracts with customers	40,805	52,503	92,585
Trade receivables from leasing activities	9,237	10,601	11,269
Less: allowance for credit losses	(183)	(157)	(164)
	49,859	62,947	103,690
Deposits for acquisition of equipment	986	1,292	587
Rental deposits	4,206	5,732	7,241
Other receivables	2	676	1,250
Prepayments	4,398	8,955	9,588
	59,451	79,602	122,356
Presented as:			
Current			
– Trade and other receivables	54,259	72,578	114,528
– Rental deposits	1,104	1,051	47
Non-current			
– Deposits for acquisition of equipment	986	1,292	587
– Rental deposits	3,102	4,681	7,194
	59,451	79,602	122,356

As at 1 January 2023, trade receivables from contracts with customers and leasing activities of the Group amounted to approximately HK$41,749,000 and HK$7,676,000, respectively.

The Group generally grants credit terms ranging from 30 to 90 days to the doctors from the date of invoices. An ageing analysis of the trade receivables of the Group, net of allowance for impairment losses, presented based on the invoice dates at the end of each reporting period is as follows:

	As at 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Within 60 days	49,851	43,566	87,162
61 days to 90 days	8	19,381	16,528
	49,859	62,947	103,690

The Group provides ECL of trade receivables as prescribed by HKFRS 9. As at 31 December 2023, 2024 and 2025, included in the Group's trade receivables balance are debtors with aggregate carrying amount of approximately HK$8,000, HK$Nil and HK$Nil, respectively, which are past due as at the reporting date. Out of the past due balances, no balance has been past due 90 days or more. The Group does not hold any collateral over these balances.

(b) Amounts due from related companies

Name of related companies	**Nature**	As at			
		1 January 2023	**31 December 2023**	**31 December 2024**	**31 December 2025**
		HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
健康美麗股份有限公司 *(note)*	Other receivables	57	55	–	54
Deesse Vivante *(note)*	Trade receivables	–	–	1,592	2,939
		57	55	1,592	2,993

	Maximum amount outstanding during the year ended 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
健康美麗股份有限公司	57	55	54

The credit period granted to Deesse Vivante is 30 days. The ageing analysis of the trade receivables due from Deesse Vivante presented based on the invoice dates at the end of each reporting period is as follows:

	As at 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Within 60 days	–	1,592	2,972

As at 31 December 2023, 2024 and 2025, no carrying amount are past due as at each of the reporting date in the Group's trade receivables balance due from Deesse Vivante.

For the other receivables, the amount is unsecured, interest free and recoverable on demand as at 31 December 2023 and 31 December 2025.

Note: The entities are controlled by the Controlling Shareholders and therefore classified as related companies.

(c) Amount due from a shareholder

The Group and the Company

	As at 31 December
	2025
	HK$'000
Amount due from a shareholder	–*

* The balance represents amount less than HK$1,000.

The amount is unsecured, interest free and recoverable on demand as at 31 December 2025.

20. FINANCIAL ASSETS AT FVTPL

The Group

		As at 31 December	
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Unlisted unit trust funds *(note)*	–	23,689	–

Note: Unlisted unit trust funds invest primarily in Asian bonds, United States treasury bonds and other debt securities.

21. CASH AND CASH EQUIVALENTS

The Group

Cash and cash equivalents comprise cash held by the Group and bank balances for the purpose of meeting the Group's short term cash commitments. Bank balances carry variable interest at average market rates of 0.705% per annum as at 31 December 2024 and 2025.

Details of impairment assessment of bank balances are set out in Note 29.

22. TRADE AND OTHER PAYABLES/AMOUNT DUE TO A RELATED COMPANY/ADVANCE PAYMENTS FROM CUSTOMERS

The Group

(a) Trade and other payables

		As at 31 December	
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Trade payables	14,612	27,489	42,829
Other payables	9,686	11,095	13,503
Salaries payables	6,682	21,496	26,456
Advertising expense payables	–	8,990	5,430
Equipment consideration payables	3,655	4,275	2,931
Accruals	555	1,711	2,811
Dividend payables	–	18,757	1,488
Other tax payables	–	3,462	3,375
	20,578	69,786	55,994
	35,190	97,275	98,823

The credit period granted by suppliers ranged from 30 to 90 days. The ageing analysis of the trade payables of the Group presented based on the invoice dates at the end of each reporting period is as follows:

	As at 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Within 60 days	14,239	24,234	38,065
61 to 90 days	313	1,304	2,753
Over 90 days	60	1,951	2,011
	14,612	27,489	42,829

(b) Amount due to a related company

		As at 31 December		
Name of related company	**Nature**	**2023**	**2024**	**2025**
		HK$'000	*HK$'000*	*HK$'000*
健康美麗股份有限公司	Trade payables	–	1,226	–

The credit period granted by the related party is 30 days. The ageing analysis of the trade payables due to the related company presented based on the invoice dates at the end of each reporting period is as follows:

	As at 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Within 60 days	–	1,226	–

(c) Advance payment from customers

	As at 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Provision of beauty treatment services	14,428	13,424	7,985
Provision of brand management services	–	25,196	7,557
Leasing activities	2	4,164	–
	14,430	42,784	15,542

As at 1 January 2023, contract liabilities are all related to provision of beauty treatment services amounted to HK$20,082,000. Contract liabilities, representing the advance payments from customers for the provision of beauty treatment services and provision of brand management services, were recognised as revenue in the subsequent financial year when the performance obligations were satisfied except that the Group terminated its provision of beauty treatment services to individuals with refunds made to individual customers during the year ended 31 December 2025 and subsequent to the Track Record Period.

(d) Provision for reinstatement costs

	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Provision for reinstatement costs	3,825	4,125	4,780
Presented as:			
Current	251	470	–
Non-current	3,574	3,655	4,780
	3,825	4,125	4,780

	Provision for reinstatement costs
	HK$'000
At 1 January 2023	3,719
Unwinding of discount	97
Exchange realignment	9
At 31 December 2023	3,825
Additional provision in the year	729
Unwinding of discount	92
Utilisation of provision	(240)
Exchange realignment	(281)
At 31 December 2024	4,125
Additional provision in the year	609
Unwinding of discount	121
Utilisation of provision	(266)
Exchange realignment	191
At 31 December 2025	4,780

The provision for reinstatement costs represent the estimated costs to restore the leased premises to their original condition at the end of the lease periods. The provision is recognised when the obligation arises and is measured at the present value of the expected future cash outflows required to settle the obligation.

The provision is reviewed at the end of each reporting period and adjusted to reflect the current best estimate. The unwinding of the discount is recognised as a finance cost in profit or loss.

23. LEASE LIABILITIES

The Group

	As at 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Lease liabilities payable			
Within one year	19,157	23,786	25,749
More than one year, but not more than two years	18,416	22,432	25,994
More than two years, but not more than five years	43,863	48,938	42,443
More than five years	18,085	15,340	8,475
	99,521	110,496	102,661
Less: Amount due for settlement within 12 months shown under current liabilities	(19,157)	(23,786)	(25,749)
Amount due for settlement after 12 months shown under non-current liabilities	80,364	86,710	76,912

The weighted average incremental borrowing rates applied to lease liabilities is 1.59%, 1.98% and 2.04% per annum as at 31 December 2023, 2024 and 2025, respectively.

24. DEFERRED TAX ASSETS

The Group

The following are the deferred tax assets recognised by the Group and movements during each of the three years ended 31 December 2025.

	Provision for reinstatement cost	**Provision for inventories**	**Others**	**Total**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
At 1 January 2023	144	39	120	303
Credited to profit or loss *(Note 12)*	128	62	6	196
Exchange realignment	3	1	1	5
At 31 December 2023	275	102	127	504
Credited (charged) to profit or loss *(Note 12)*	42	(12)	150	180
Exchange realignment	(21)	(7)	(12)	(40)
At 31 December 2024	296	83	265	644
Credited (charged) to profit or loss *(Note 12)*	191	111	(18)	284
Exchange realignment	13	3	13	29
At 31 December 2025	500	197	260	957

25. SHARE CAPITAL

The Group

For the purpose of presentation of the combined statements of financial position, the balance of share capital as at 31 December 2023 and 2024 represented the share capital of JC Taiwan and the balance of share capital as at 31 December 2025 represented the aggregate of share capital of JC Taiwan and the Company prior to the completion of the Reorganisation.

	Number of shares	Amount *NT$'000*	Amount *HK$'000*
At 1 January 2023	–	–	–
Issuance of new shares by JC Taiwan at par value of NT$10 per share	10,000	100	25
At 31 December 2023	10,000	100	25
Issuance of new shares by JC Taiwan at par value of NT$10 per share for the Spin-off	39,585,400	395,854	96,198
At 31 December 2024	39,595,400	395,954	96,223
Issuance of new share of the Company	1	–*	–*
Reduction of share capital of JC Taiwan pursuant to Reorganisation *(Note 1 (c))*	(1,423,000)	(14,230)	(3,558)
At 31 December 2025	38,172,401	381,724	92,665

The Company

	Number of shares	Amount *HK$'000*
Authorised ordinary shares:		
HK$0.001 per share:		
At 7 November 2025 (date of incorporation) and 31 December 2025	390,000,000	390
Issued and fully paid ordinary shares:		
HK$0.001 per share:		
At 7 November 2025 (date of incorporation) and 31 December 2025	1	–*

* The balance represents amount less than HK$1,000.

26. RELATED PARTY DISCLOSURES

The Group

(i) Saved as the above transactions and balances as disclosed in Notes 19 and 22 to the Historical Financial Information, the Group has following related party transactions during the Track Record Period.

			Year ended 31 December		
Name	**Relationships**	**Nature of transactions**	**2023**	**2024**	**2025**
			HK$'000	*HK$'000*	*HK$'000*
Deesse Vivante	Controlled by the Controlling Shareholders	Rental income from premises	–	13,374	28,953
		Purchase of inventories	–	184	328
健康美麗股份有限公司	Controlled by the Controlling Shareholders	Lease payment (included in cost of sales and services)	940	5,263	957

(ii) Compensation of key management personnel

The remuneration of key management personnel of the Group during the Track Record Period was as follows:

	Year ended 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Salaries allowances and other benefits	1,012	1,802	2,626
Discretionary bonus	70	1,537	2,893
Retirement benefit expenses	39	90	147
	1,121	3,429	5,666

27. RETIREMENT BENEFIT SCHEMES

As prescribed by the Labor Pension Act, the Group's employees employed in Taiwan are required to join the Labor Pension System. The Group's contribution rates of the eligible employees' salaries remain was 6% of each employee's qualifying monthly salary. The only obligations of the Group with respect to the defined contribution plans is to make the required contributions under the Labor Pension Act.

The total costs charged to profit or loss, amounting to approximately HK$2,837,000, HK$4,499,000 and HK$6,837,000 for the years ended 31 December 2023, 2024 and 2025, respectively, represent contributions paid to the retirement benefits scheme by the Group.

28. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the group companies 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 overall strategy remains unchanged throughout the each of the three years ended 31 December 2025.

The capital structure of the Group consists of lease liabilities, net of cash and cash equivalents, and share capital.

The management of the Group reviews the capital structure regularly. As part of the review, the directors of the Company consider the cost and the risks associated with the capital. Based on the recommendations of the management of the Group, the Group will balance its overall capital structure through issue of new shares, issue of new debt and redemption of existing debts.

29. FINANCIAL INSTRUMENTS

Categories of financial instrument

The Group

	As at 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Financial assets			
At amortised cost	54,122	131,867	165,709
Financial assets at FVTPL	–	23,689	–
	54,122	155,556	165,709
Financial liabilities			
At amortised cost	27,953	71,832	66,181

The Company

	As at 31 December
	2025
	HK$'000
Financial assets	
At amortised cost	–*

* The balance represents amount less than HK$1,000.

Financial risk management objectives and policies

The Group's financial instruments include trade and other receivables, amounts due from related companies, financial assets at FVTPL, cash and cash equivalents, amounts due to a related company, amount due from a shareholder, trade and other payables and lease liabilities. The Company's financial instruments include amount due from a shareholder.

Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include market risks (interest rate risk), price risk for financial assets at FVTPL at 31 December 2024, credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to the Group's bank balances and fixed-rate lease liabilities as at 31 December 2023, 2024 and 2025. The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances. The Group cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances. The Group currently does not have interest rate risk hedging policy. However, management of the Group closely monitors its exposure to future cashflow interest rate risk as a result of change on market interest rate and will consider hedging changes in market interest rates should the need arise.

The directors of the Company consider that the overall interest rate risks for bank balances and lease liabilities are not significant, and therefore no sensitivity analysis is disclosed.

Price risk

The Group is exposed to price risk through its investments in unlisted unit trust funds measured at FVTPL. The Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

Sensitivity analysis

The sensitivity analyses have been determined based on the exposure to price risk at the end of each reporting date.

If the prices of the respective unlisted unit trust funds had been 10% higher/lower, the post-tax profit for the year ended 31 December 2024 would increase/decrease by HK$1,895,000 as a result of the changes in fair value of unlisted unit trust funds measured at FVTPL.

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk is primarily attributable to trade and other receivables, amounts due from related companies, amount due from a shareholder and bank balances. The Company's credit risk is primarily attributable to amount due from a shareholder. The Group and the Company do not hold any collateral or other credit enhancements to cover its credit risks associated with the financial assets.

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

Trade receivables

In order to minimise the credit risk on trade receivables, the management of the Group has delegated a team responsible for monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the management of the Group reviews the recoverable amount of each individual debt that are credit-impaired at the end of each reporting period to ensure that adequate provisions for impairment losses are made for irrecoverable amounts on trade receivable.

The Group always recognises lifetime ECL for trade receivables (including trade receivables from Deesse Vivante). The Group determines the ECL on these items based on historical credit loss experience, past due status, and adjusted as appropriate to reflect current conditions and estimates of future economic conditions.

As at 31 December 2023, 2024 and 2025, the Group provided approximately HK$183,000, HK$157,000 and HK$164,000 impairment allowance for trade receivables that are credit-impaired in full.

Other receivables and deposits, amount due from a related party and amount due from a shareholder

The management of the Group make periodic individual assessment on the recoverability of significant balances based on historical settlement records, past experience, and also available reasonable and supportive forward-looking information. As at 31 December 2023, 2024 and 2025, the Group assessed that the ECL for other receivables and deposits, amount due from a related party and amount due from a shareholder was insignificant.

Bank balances

The credit risk for bank balances are limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies. There has been no history of default in relation to these banks. The Group performs impairment assessment on the bank balances under 12-month ECL model. The management of the Group considers the risk of default is regarded as low based on the average loss rate by reference to credit ratings assigned by international credit-rating agencies. As at 31 December 2024 and 2025, the Group assessed that the ECL for bank balances were insignificant.

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	**Description**	**Trade receivables**	**Other financial assets**
Low risk	The counterparty has a low risk of default	Lifetime ECL - not credit-impaired	12-month ECL

Internal credit rating	Description	Trade receivables	Other financial assets
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL - not credit-impaired	Lifetime ECL - not credit-impaired
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL - credit-impaired.	Lifetime ECL - credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Target Group has no realistic prospect of recovery.	Amount is written off	Amount is written off

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

The Group

					Gross carrying amount As at 31 December		
	Notes	External credit rating	Internal credit rating	12-month or lifetime ECL	2023	2024	2025
					HK$'000	*HK$'000*	*HK$'000*
Amortised cost							
Trade receivables	*19(a)*	N/A	Low risk	Lifetime ECL – not credit-impaired	49,859	62,947	103,690
			Loss	Lifetime ECL – credit-impaired	183	157	164
Other receivables	*19(a)*	N/A	Low risk	12-month ECL	4,208	6,408	8,491
Amount due from a shareholder	*19(c)*	N/A	Low risk	12-month ECL	–	–	–*
Amount due from Deesse Vivante	*19(b)*	N/A	Low risk	Lifetime ECL – not credit-impaired	–	1,592	2,939
Amount due from 健康美麗股份有限公司	*19(b)*	N/A	Low risk	12-month ECL	55	–	54
Bank balances	*21*	A1-Aa2	N/A	12-month ECL	–	60,920	50,535

* The balance represents amount less than HK$1,000.

The Company

	Notes	External credit rating	Internal credit rating	12-month or lifetime ECL	Gross carrying amount As at 31 December 2025
					HK$'000
Amount due from a shareholder	*19(c)*	N/A	Low risk	12-month ECL	–*

* The balance represents amount less than HK$1,000.

As part of the Group's credit risk management, the Group applies internal credit rating for its customers in relation to its operation, other receivables, amount due from a shareholder and amounts due from related companies. The following table provides information about the exposure to credit risk for trade receivables that are not credit-impaired and are assessed using a provision matrix, as well as trade receivables that are credit-impaired and amounts due from Deesse Vivante that are assessed on an individual basis under lifetime ECL.

Gross carrying amount

	2023		2024		2025	
Internal credit rating	**Average loss rate**	**Trade receivables**	**Average loss rate**	**Trade receivables**	**Average loss rate**	**Trade receivables**
		HK$'000		*HK$'000*		*HK$'000*
Low risk	0.01%	49,859	0.01%	62,947	0.01%	103,690
Loss	100%	183	100%	157	100%	164
		50,042		63,104		103,854

	2023		2024		2025	
Internal credit rating	**Average loss rate**	**Amount due from Deesse Vivante**	**Average loss rate**	**Amount due from Deesse Vivante**	**Average loss rate**	**Amount due from Deesse Vivante**
		HK$'000		*HK$'000*		*HK$'000*
Low risk	0.01%	–	0.01%	1,592	0.01%	2,939

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort.

Liquidity risk

In the management of the liquidity risk, the Group monitor and maintain a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

In management of the liquidity risk, the Group monitor and maintain levels of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following table details the Group's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cashflows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

Liquidity tables

	Weighted average interest rate	Less than 1 year	1 and 2 years	2 – 5 years	Over 5 years	Undiscounted cash flows	Carrying amount
	%	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
As at 31 December 2023							
Trade and other payables	–	27,953	–	–	–	27,953	27,953
Lease liabilities	1.59	20,580	19,633	45,629	18,441	104,283	99,521
		48,533	19,633	45,629	18,441	132,236	127,474
As at 31 December 2024							
Trade and other payables	–	70,606	–	–	–	70,606	70,606
Amount due to a related company	–	1,226	–	–	–	1,226	1,226
Lease liabilities	1.98	25,720	23,914	50,952	15,671	116,257	110,496
		97,552	23,914	50,952	15,671	188,089	182,328
As at 31 December 2025							
Trade and other payables	–	66,181	–	–	–	66,181	66,181
Lease liabilities	2.04	27,559	27,295	43,831	8,591	107,276	102,661
		93,740	27,295	43,831	8,591	173,457	168,842

Fair value measurements of financial instruments

Some of the Group's financial instruments are measured at fair value for financial reporting purposes. The management determines the appropriate valuation techniques and inputs for fair value measurements.

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Financial assets	Fair value as at			Fair value hierarchy	Valuation technique and key input
	31.12.2023	**31.12.2024**	**31.12.2025**		
	HK$'000	*HK$'000*	*HK$'000*		
Financial assets at FVTPL					
Unlisted unit trust funds	–	23,689	–	Level 2	Based on the net asset values of the funds, determined with reference to the observable (quoted) prices of underlying investment portfolio.

There were no transfers between Levels 1, 2 and 3 during the Track Record Period.

Fair value of financial assets and financial liabilities that are not measured at fair value

The management of the Group considers that the carrying amounts of other financial assets and financial liabilities measured at amortised cost and recognised in the Historical Financial Information approximate their fair values. Such fair values have been determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

30. MOVEMENT ON GROUP'S LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

	Dividend payables	**Lease liabilities**	**Total**
	HK$'000	*HK$'000*	*HK$'000*
At 1 January 2023	–	116,620	116,620
Financing cash flows	–	(21,285)	(21,285)
Finance costs *(Note 9)*	–	1,730	1,730
New leases entered	–	4,800	4,800
Lease terminated	–	(1,268)	(1,268)
Lease modified	–	(1,120)	(1,120)
Exchange realignment	–	44	44
At 31 December 2023	–	99,521	99,521
Dividends distribution	21,276	–	21,276
Financing cash flows	(2,519)	(20,947)	(23,466)
Finance costs *(Note 9)*	–	1,508	1,508
New leases entered	–	48,910	48,910
Lease modified	–	(12,609)	(12,609)
Exchange realignment	–	(5,887)	(5,887)
As 31 December 2024	18,757	110,496	129,253
Dividends distribution	106,729	–	106,729
Financing cash flows	(123,998)	(25,417)	(149,415)
Finance costs *(Note 9)*	–	2,119	2,119
New leases entered	–	10,177	10,177
Exchange realignment	–	5,286	5,286
At 31 December 2025	1,488	102,661	104,149

31. PARTICULARS OF SUBSIDIARY

During the Track Record Period and as at the date of this report, the Company has direct equity interests in the following subsidiary:

Name of subsidiary	**Principal activities**	**Place of incorporation and operation**	**Voting power held and ownership interest As at 31 December**			
			2023	**2024**	**2025**	**As at the date of this report**
			%	%	%	%
JC Taiwan	Sales of medical products, provision of beauty treatment service to consumer, ancillary service to doctors	Taiwan	N/A	N/A	N/A	[100]

None of the subsidiary had issued any debt securities at 31 December 2023, 2024 and 2025.

32. CAPITAL COMMITMENTS

	As at 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Capital expenditure in respect of the acquisition of property and equipment contracted for but not provided in the Historical Financial Information	1,105	833	4,807

33. OPERATING LEASING ARRANGEMENTS

The Group as lessor

All of the properties and certain of medical equipment held by the Group for rental purposes have committed lessees for the next one year for the year ended 31 December 2023 and two years for the years ended 31 December 2024 and 2025. For those lease contracts with extension options, all of them contain market review clauses in the event that the lessee exercises its option to extend. The lessee does not have an option to purpose the property or medical equipment at the expiry of the lease period.

The unguaranteed residual values do not represent a significant risk for the Group.

Undiscounted lease payments receivable on leases are as follows:

	As at 31 December		
	2023	**2024**	**2025**
	HK$'000	*HK$'000*	*HK$'000*
Within one year	35,448	41,206	46,673
In the second year	8,179	–	–
	43,627	41,206	46,673

34. PRE-[REDACTED] SHARE OPTION SCHEME

On 31 December 2025, the Group has adopted the pre-**[REDACTED]** share option scheme (the "**Pre-[REDACTED] Share Option Scheme**"), with a view to motivate the eligible participants of the Pre-**[REDACTED]** Share Option Scheme (the "**Eligible Participants**") to optimise their performance and efficiency for the benefit of the Group and attract and retain or otherwise maintain ongoing business relationship with the Eligible Participants whose contributions are, will or expected to be beneficial to the Group.

A total of 1,232,000 share options were granted by the Company to Eligible Participants at an exercise price of HK$3 each on 31 December 2025.

Under the Pre-**[REDACTED]** Share Option Scheme, Eligible Participants are granted options vest only on specific dates, as set out below, subject to condition that the directors and employees remain in service, without any performance requirements.

- 30% of share options shall become vested in and exercisable by a grantee, which period shall commence on the first anniversary of the **[REDACTED]** and end on the third anniversary of the **[REDACTED]**;

- 30% of share options shall become vested in and exercisable by a grantee, which period shall commence on the second anniversary of the **[REDACTED]** and end on the forth anniversary of the **[REDACTED]**;

- 40% of share options shall become vested in and exercisable by a grantee, which period shall commence on the third anniversary of the **[REDACTED]** and end on the fifth anniversary of the **[REDACTED]**;

The share options granted to consultant and key stakeholders of the Group ("**Other Grantees**") have no vesting condition and shall vest on specific dates as set out above.

Details of movement in the numbers of share options and the respective weighted average grant date fair value are follow:

2025

Grantees	Date of grant	As at 1 January 2025	Granted during the year	Vested during the year	Lapsed during the year	Cancelled during the year	As at 31 December 2025	Weighted average fair value per award shares
								HK$
Directors								
Mr. Kuo	31 December 2025	–	10,000	–	–	–	10,000	7.60
Mr. Wang	31 December 2025	–	20,000	–	–	–	20,000	7.60
Other employees of the Group	31 December 2025	–	892,500	–	–	–	892,500	7.79
Other Grantees	31 December 2025	–	309,500	–	–	–	309,500	7.60
Total share options granted	31 December 2025	–	1,232,000	–	–	–	1,232,000	
Five highest paid individuals in aggregate	31 December 2025	–	118,000	–	–	–	118,000	7.90

The Binomial model has been used to estimate the fair value of the share options. The inputs into the model were as follows:

Exercise price	HK$3 per share option
Expected life	6 years
Expected volatility	58.37%
Expected dividend yield	2.00%
Risk-free interest rate	2.68%

Expected volatility was determined by referencing to the median annualised volatility of the 6-year daily historical stock prices of the comparable companies. The expected life used in the model has been adjusted, based on the valuer's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations. The variables and assumptions used in computing the fair value of the share options are based on the valuer's best estimate. The value of an option varies with different variables of certain subjective assumptions. The fair value of the share options granted under the Pre-**[REDACTED]** Share Option Scheme was HK$9,547,000.

Subject to the completion of the **[REDACTED]**, the share-based payment expense relating to the share options granted to the directors and employees would be recognised as expense on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest, when the **[REDACTED]** becomes probable. Accordingly, no share-based payment expense was recognised for the year ended 31 December 2025. For the year ended 31 December 2025, the Group recognised an expense of share-based payment expense of HK$4,432,000 in relation to the share options granted to Other Grantees.

35. EVENT AFTER THE REPORTING PERIOD

In preparation of the **[REDACTED]**, the Company resolved to issue new shares to certain persons, including certain of our Controlling Shareholders, certain Non-Rollover Shareholders of JC Taiwan and certain employees of JC Taiwan. In April 2026, each of the aforementioned subscribers applied for an aggregate of 2,112,217 shares to be allotted and issued to them or their respective designated persons at a subscription price of HK$11.25 per share. Such subscription price was determined by the Company with reference to the fair value of the business, as calculated based on the share price of Deesse Vivante immediately before and after the Spin-off.

36. SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements of the Group, the Company or any of its subsidiaries have been prepared in respect of any period subsequent to 31 December 2025.