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Application Proof of

Junqi Holdings Limited

君綺控股有限公司

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

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Junqi Holdings Limited 君綺控股有限公司

(Incorporated in the Cayman Islands with limited liability)

[REDACTED]

Number of [REDACTED] under the : [REDACTED] Shares (subject to the
[REDACTED] [REDACTED])
Number of [REDACTED] : [REDACTED] Shares (subject to
[REDACTED])
Number of [REDACTED] : [REDACTED] Shares (subject to
[REDACTED] and the [REDACTED])
[REDACTED] : HK\$[REDACTED] per [REDACTED] plus
brokerage of 1.0%, SFC transaction levy of
0.0027%, Stock Exchange trading fee of
0.00565%, and AFRC transaction levy of
0.00015% (payable in full on application in
Hong Kong dollars, subject to refund)
Nominal value : HK\$0.001 per Share
[REDACTED] : [REDACTED]

Sole Sponsor



國泰海通
GUOTAI HAITONG

國泰君安國際
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[REDACTED], [REDACTED], [REDACTED] and [REDACTED]
[REDACTED]

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Applicants for [REDACTED] may be required to pay, on application (subject to application channels), the [REDACTED] of HK\$[REDACTED] for each Share together with a brokerage fee of 1.0%, a SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and a Hong Kong Stock Exchange trading fee of 0.00565%, subject to refund if the [REDACTED] as finally determined is less than HK\$[REDACTED] per Share.

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Prior to making an [REDACTED] decision, [REDACTED] should consider carefully all of the information set out in this document, including the risk factors set out in “Risk Factors”. The obligations of the [REDACTED] under the [REDACTED] are subject to termination by the [REDACTED] (for itself and on behalf of the [REDACTED]) if certain grounds arise prior to 8:00 a.m. on the [REDACTED]. See “[REDACTED] — [REDACTED]”.

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[REDACTED]

[REDACTED]

IMPORTANT

[REDACTED]

IMPORTANT

[REDACTED]

EXPECTED TIMETABLE ⁽¹⁾

[REDACTED]

EXPECTED TIMETABLE ⁽¹⁾

[REDACTED]

EXPECTED TIMETABLE ⁽¹⁾

[REDACTED]

CONTENTS

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SUMMARY

This summary aims to give you an overview of the information contained in this document. As it is a summary, it does not contain all the information that may be important to you and is qualified in its entirety by, and should be in conjunction with, the full text of this document. You should read the entire document before you decide to [REDACTED] in the [REDACTED]. There are risks associated with any [REDACTED]. Some of the particular risks in [REDACTED] in the [REDACTED] are set out in “Risk Factors”. You should read that section carefully before you decide to [REDACTED] in the [REDACTED].

OVERVIEW

We are a major participant in the women’s health service market in Taiwan according to Frost & Sullivan, and we aspire to become a comprehensive women’s health consumption platform across Asia. Since 2011, we have been operating under our flagship brand “Jing Chi” (君綺), adopting a brand-driven business-to-business-to-consumer (B-to-B-to-C) cooperation model through which we provide comprehensive non-medical operational support services to medical aesthetic Clinics operated by licensed Doctors. In 2024, we strategically expanded into the traditional Chinese medicine (TCM) sector, further broadening our footprint in the women’s health consumer market. Leveraging our integrated capabilities in brand management and Member data management, combined with AI-driven data analytics, we effectively unlock and maximise Member value across multiple health and wellness dimensions, including but not limited to medical aesthetics, anti-aging, skin and body rejuvenation, and TCM. While our business is currently focused on Taiwan, we are actively exploring expansion opportunities into the Japanese market. According to Frost & Sullivan, we are one of the largest medical aesthetic services brands in Taiwan in terms of revenue for 2025, and one of the largest aesthetic service platforms in Taiwan in terms of revenue in 2025, accounting for approximately 12.8% of the total market share of the aesthetic service platform industry in Taiwan for that year.

Our business is built upon a brand-driven cooperation model under which we cooperate with licensed medical Doctors to establish and operate Clinics under our flagship brand “Jing Chi” (君綺), whereby we provide comprehensive non-medical operational support, including (i) clinic branding and operation service, comprising brand management and trademark licensing, on-site consumer services and administrative management; (ii) procurement of medical devices, consumables and pharmaceuticals; and (iii) clinic leasing. This integrated platform creates a “plug-and-play” environment, allowing the Doctors to focus exclusively on delivering medical services, while we leverage our brand power to handle all other aspects of operating the Clinics. This division of labour empowers us to ensure standardised, quality service delivery to consumers, and maintain control over supply chains and equipment of the Clinics. The Clinics offer a diversified portfolio of aesthetic solutions, ranging from non-surgical medical aesthetic services (such as laser, anti-aging lifting and sculpting, and injection services) and surgical medical aesthetic services (such as plastic surgeries for facial or body contouring) to TCM health management. As at 31 December 2025, 19 Clinics strategically located in major metropolitan areas across Taiwan, including Taipei, Taoyuan, Hsinchu, Taichung, and Kaohsiung, were operating under our flagship brand.

We believe our brand is one of our most valuable competitive assets. Through more than a decade of consistent, quality service delivery and an unwavering commitment to our core philosophy of “Safe and Reliable Medical Aesthetics” (安心醫美), we have earned deep consumer trust. This trust has enabled us to cultivate a substantial and loyal community of over 500,000 Members as at 31 December 2025, representing a stable and recurring source of revenue for our business. As at 31 December 2025, the Clinics had served over 350,000 Members, with over 90,000 Active Members in 2025.

We believe our operational excellence is further underpinned by data-driven management. Our CRM system and AI-driven data analytics enable us to profile consumer behaviour and preferences with precision, allowing us to design targeted marketing campaigns, deliver personalised treatment recommendations, and optimise advertising spend across digital channels. Through our integrated CRM, CTI, and LINE OA systems, we also sustain long-term loyalty and repeat spending via comprehensive post-treatment care and systematic engagement.

SUMMARY

Our ability to attract, manage, and retain Members, and to drive sustained spending at the Clinics, is underpinned by our branding and marketing capabilities. We employ a multi-pronged approach that combines brand building, data-driven marketing, systematic member management, and targeted reactivation campaigns. Our long-standing brand reputation for safety, quality, and reliability serves as a powerful magnet for consumer acquisition, with over 50% of new Members in 2025 from referrals by existing Members, demonstrating deep trust and significantly reducing our Member acquisition costs.

Our disciplined approach to member management delivers proven results. In 2025, 70% of new Members who visited our Clinics for an initial consultation proceeded to make their first purchase, while approximately 75% of total consumers who spent at the Clinics that year were returning Members, demonstrating strong loyalty and repeat visitation.

We also believe our strong brand equity and membership base help attract medical talent. By affiliating with us, Doctors gain immediate access to a vast pool of potential patients, eliminating the significant customer acquisition costs and years of reputation-building typically required to establish a successful independent practice. The presence of quality Doctors at the Clinics further reinforces our brand’s reputation for superior medical outcomes, which in turn attracts more Members and further solidifies our market leadership. Specifically, we believe our brand-driven platform model addresses the primary pain points of the Doctors, such as the high capital cost of establishing a clinic and procurement of latest medical aesthetic devices, the complexity of supply chain management and marketing and brand management, and other operational and administrative challenges. By providing equipment rental, premises fit-out and renovation, and centralised procurement of medical supplies and operational management, we effectively lower the barrier to entry to the medical aesthetic market for Doctors, enabling them to open and run Clinics with minimal upfront investment and administrative burden. This model has allowed us to attract and retain medical talents.

Our commitment to our brand promise of “Safe and Reliable Medical Aesthetics” is implemented in every detail of our operations. We strive to ensure that every probe, injection, and device used in the Clinics is backed by the quality control and/or technical support of the relevant original manufacturer. We adhere to strict standard operating procedures (SOPs) for pre-treatment assessment and post-treatment care to ensure service consistency across all Clinics operating under our brand. Our commitment to sourcing genuine products and maintaining rigorous protocols is fundamental to delivering on our brand promise of safety and reliability, and upholding consumer confidence in our brand.

Continuous training and development are also key to maintaining consistent service quality. For instance, our Jing Chi Academy (君綺學院) conducted around 150 training sessions during the Track Record Period, with over 200 attendances by doctors and nurses, and over 300 attendances by non-medical frontline staff (including Clinic managers, consultation specialists, and beauticians), ensuring that both medical techniques and service delivery meet our high standards.

According to Frost & Sullivan, the aesthetic service platform industry in Taiwan has witnessed growth driven by increasing disposable income, as well as the growing social acceptance and consumer demand of aesthetic procedures. The market size of the aesthetic service platform industry in Taiwan in terms of revenue reached USD646.3 million in 2025, and is projected to grow at a CAGR of 18.6% to USD1,459.4 million in 2030. We believe our established brand reputation and scalable business model position us well to capture this market growth.

During the Track Record Period, we primarily focused on medical aesthetics. Building on our established platform, we have strategically expanded into the TCM industry under our Jing Chi brand since 2024, as an extension of our “external beauty, internal health” value proposition. Leveraging our existing operational strengths, including our prime Clinic locations, extensive membership base, and marketing expertise, we have been establishing TCM Clinics adjacent to our medical aesthetic Clinics. This integrated approach offers consumers a holistic one-stop service for both aesthetic and wellness needs, providing medical aesthetic and TCM solutions for, among others, weight management, physique conditioning, and anti-aging. This also enables effective cross-selling and membership base expansion. We believe the TCM business, with its high service standardisation and replicability, represents a significant and scalable growth driver that diversifies our service portfolio and captures a broader health and wellness market.

Our business grew continuously during the Track Record Period. Our total revenue increased by 65.4% from HK\$234.0 million in FY2023 to HK\$387.1 million in FY2024, and further increased by 63.9% to HK\$634.3 million in FY2025. We recorded a net profit of HK\$5.7 million, HK\$71.7 million and HK\$149.0 million in FY2023, FY2024 and FY2025, respectively, representing a CAGR of 411.5% from FY2023 to FY2025.

SUMMARY

Looking ahead, we aspire to continue capturing market opportunities in the Asian female health consumer market, which we believe has substantial untapped potential. By leveraging our core strengths in brand management and AI-driven Member data management, we aim to expand our service offerings beyond medical aesthetics and TCM into adjacent health and wellness categories that address the evolving needs of female consumers across Asia. We believe our ability to generate, analyse, and activate Member value across multiple health dimensions, from aesthetic treatments to preventive care and anti-aging solutions, positions us uniquely to become a leading data-driven platform for female health consumption in the region.

OUR BUSINESS MODEL

During the Track Record Period, our revenue was mainly derived from the provision of the following services to the Doctors: (i) Clinic branding and operation services, including (a) brand management and trademark licensing and (b) provision of on-site consumer services and administrative management services; (ii) procurement of medical device, consumables and pharmaceuticals; and (iii) Clinic leasing.

OUR COMPETITIVE STRENGTHS

We believe we possess the following competitive strengths:

- Strong brand equity powering a leading scalable and integrated medical aesthetic platform that delivers a superior value proposition to Doctors.
- Big data-driven member segmentation and personalised journey management that systematically builds trust and enhances conversion.
- Integration of proprietary data systems and AI across our operations, enabling real-time analysis of member behaviour and fostering high member retention through precision marketing and personalised consumer experiences, supported by a fully digitalised management platform.
- Visionary management and proactive market intelligence driving continuous innovation in treatment offerings.
- Standardised service delivery supported by stringent operating procedures, commitment to constant staff training, a robust supply chain management system, and a rigorous Doctor selection process, collectively ensuring consistent and qualified service across our platform.

Please see “Business – Competitive Strengths” for details of our competitive strengths.

OUR BUSINESS STRATEGIES

Our business objectives are to maintain the sustainable growth of our business and to create long-term shareholders’ value. In this connection, we intend to maintain our position as one of the leading medical aesthetic platform operators in Taiwan and to continue to build on our existing competitive strengths stated above. To achieve our business objectives, we plan to implement the following business strategies:

- Strategically expand our integrated medical aesthetic and wellness platform in Taiwan.
- Expand market coverage and prudently evaluate acquisition target in Japan.
- Deepen big data and AI-driven member lifecycle management.
- Cultivate and retain a high-calibre talent pool to support strategic growth.

Please see “Business – Business Strategies” for details of the above strategies.

SUMMARY

USE OF [REDACTED]

Assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED] (being the mid-point of the indicative [REDACTED] range of HK\$[REDACTED] to HK\$[REDACTED] per [REDACTED]), we estimate that we will receive [REDACTED] of approximately HK\$[REDACTED] million from the [REDACTED] after deducting the [REDACTED] commissions and other estimated expenses in connection with the [REDACTED] (assuming the [REDACTED] has not been exercised). We intend to use the [REDACTED] from the [REDACTED] for the following purposes:

- approximately [REDACTED]%, or HK\$[REDACTED] million, will be used for strategically expanding our integrated medical aesthetic and wellness platform in Taiwan, by partnering with Doctors to establish ten new medical aesthetic Clinics and 15 new TCM Clinics in the next three years;
- approximately [REDACTED]%, or HK\$[REDACTED] million, will be used for the acquisition of an existing, profitable medical aesthetic platform operator in the Greater Tokyo Area, Japan, with an established network of clinics under its management;
- approximately [REDACTED]%, or HK\$[REDACTED] million, will be used for enhancing our business management and operations to support our expanded Clinic network and improve operational efficiency; and
- approximately [REDACTED]% of the [REDACTED], or HK\$[REDACTED] million, will be used working capital and general corporate purposes.

For details, please see the section headed “Future Plans and Use of [REDACTED]” in this document.

OUR CUSTOMERS AND SUPPLIERS

Our customers are the Doctors who operate the Clinics. As at 31 December 2025, we served 19 Doctors. Revenue from our five largest customers in each year during the Track Record Period amounted to HK\$98.5 million, HK\$159.6 million and HK\$258.7 million, accounting for 42.1%, 41.3% and 40.8% of our total revenue, respectively, and sales to our largest customer in each year during the Track Record Period amounted to HK\$24.8 million, HK\$37.1 million and HK\$60.1 million, accounting for 10.6%, 9.6% and 9.5% of our total revenue during the respective periods.

During the Track Record Period, our principal procurement comprised medical devices and medical consumables and pharmaceuticals. The aggregate purchases from our five largest suppliers in each year during the Track Record Period amounted to HK\$87.1 million, HK\$108.8 million and HK\$145.5 million, respectively, accounting for 40.0%, 37.3% and 31.7% of our total cost of sales for the respective periods. Our cost of sales and service from our largest supplier in each year during the Track Record Period amounted to HK\$23.7 million, HK\$34.7 million and HK\$47.2 million, accounting for 10.9%, 11.9% and 10.2% of our total cost of sales and services for the respective periods.

SUMMARY

SUMMARY FINANCIAL INFORMATION

Combined Statements of Profit or Loss and Other Comprehensive Income

The following table summarises the combined statements of profit or loss and other comprehensive income from our Group’s financial statements during the Track Record Period, details of which are set out in the Accountants’ Reports in Appendix I to this document.

	FY2023		FY2024		FY2025	
	HK\$'000	%	HK\$'000	%	HK\$'000	%
Revenue	234,005	100.0	387,106	100.0	634,285	100.0
Cost of sales and services	(214,273)	(91.6)	(287,661)	(74.3)	(455,020)	(71.7)
Gross profit	19,732	8.4	99,445	25.7	179,265	28.3
Other income	31	0.0	74	0.0	166	0.0
Other gains and losses	538	0.2	995	0.3	1,867	0.3
Administrative expenses	(7,867)	(3.4)	(15,541)	(4.0)	(21,153)	(3.3)
Other operating expenses	(3,510)	(1.5)	(2,771)	(0.7)	(10,890)	(1.7)
Reversal of impairment loss under expected credit loss (“ECL”) model	21	*	13	*	–	–
Share of results of an associate	–	–	(2,880)	(0.7)	(4,737)	(0.7)
Gain on deemed disposals or disposal of partial interest in an associate, net	–	–	10,600	2.7	10,045	1.6
Gain on distribution in specie of shares in an associate	–	–	–	–	28,304	4.5
Finance costs	(1,827)	(0.7)	(1,600)	(0.5)	(2,240)	(0.5)
Profit before income tax	7,118	3.0	88,335	22.8	180,627	28.5
Income tax expense	(1,421)	(0.6)	(16,607)	(4.3)	(31,587)	(5.0)
Profit for the year	5,697	2.4	71,728	18.5	149,040	23.5

* refers to a figure that is less than 0.1.

During the Track Record Period, our revenue was mainly derived from the provision of (i) a variety of services to the Doctors; (ii) beauty services such as facials and spa treatments to our Members; and (iii) sub-leasing activities. The following table sets forth the breakdown of our revenue by service offerings for the periods indicated:

	FY2023		FY2024		FY2025	
	HK\$'000	%	HK\$'000	%	HK\$'000	%
Services to Doctors						
– Clinic branding and operation services						
• Provision of brand management services	–	–	63,491	16.4	134,692	21.2
• Trademark license fee	–	–	3,969	1.0	7,667	1.2
• Provision of on-site consumer services and administrative management services	14,836	6.3	118,460	30.6	199,907	31.5
	14,836	6.3	185,920	48.0	342,266	53.9

SUMMARY

	FY2023		FY2024		FY2025	
	HK\$'000	%	HK\$'000	%	HK\$'000	%
– Procurement of medical devices, consumables and pharmaceuticals						
• Sales of medical aesthetics products	151,010	64.5	129,974	33.6	213,651	33.7
• Fixed rental income from medical equipment	12,808	5.5	14,820	3.8	13,988	2.2
• Provision of equipment maintenance services	4,304	1.9	4,111	1.1	6,529	1.0
	168,122	71.9	148,905	38.5	234,168	36.9
– Clinic leasing	20,320	8.7	24,232	6.3	26,543	4.2
Subtotal for services to Doctors	203,278	86.9	359,057	92.8	602,977	95.0
Services to Members						
– Provision of beauty treatment services to individuals	30,727	13.1	14,675	3.8	2,355	0.4
Others	–	–	13,374	3.4	28,953	4.6
	234,005	100.0	387,106	100.0	634,285	100.0

**Note:* Others includes rental income and related income from our sub-lease of designated retail spaces to Deesse Vivante for sales of its skincare and health supplement products to Members, and sub-lease office space to Deesse Vivante for office use. For details, please see “Connected Transactions – Non-exempt continuing connected transaction” and “Connected Transactions – Fully exempt connected transactions – 2. Sub-lease of office premises to Deesse Vivante” for details.

Our revenue demonstrated strong growth over the Track Record Period, increasing from HK\$234.0 million in FY2023 to HK\$387.1 million in FY2024, and further to HK\$634.3 million in FY2025, representing a year-on-year growth of 65.4% in FY2024 and 63.9% in FY2025. The growth in revenue was primarily driven by the substantial increase in services provided to Doctors, which rose from HK\$203.3 million in FY2023 to HK\$359.1 million in FY2024 and to HK\$603.0 million in FY2025. Within services to Doctors, clinic branding and operation services emerged as the key growth driver, increasing from HK\$14.8 million in FY2023 to HK\$185.9 million in FY2024 and further to HK\$342.3 million in FY2025, reflecting the successful Spin-off of our platform business and the full-year contribution of these services in FY2025. Revenue from procurement of medical devices, consumables and pharmaceuticals decreased slightly by 11.4% in FY2024 due to reduced demand following strategic stock replenishment in FY2023 and market-driven price adjustments, but rebounded strongly in FY2025 with an increase of HK\$85.3 million, driven by the introduction of new products such as botulinum toxin. Clinic leasing revenue also increased steadily over the three years, from HK\$20.3 million in FY2023 to HK\$24.2 million in FY2024 and HK\$26.5 million in FY2025, in line with the expansion in the number of Clinics, increase in number of months of clinic leasing for certain existing Clinics as well as the increase in monthly rental from certain Clinics since late FY2023. Revenue from services to Members declined strategically from HK\$30.7 million in FY2023 to HK\$14.7 million in FY2024 and further to HK\$2.4 million in FY2025, as we streamlined our business model to focus primarily on our core platform services to Clinics, ceasing such services entirely from October 2025.

Our gross profit increased significantly from HK\$19.7 million in FY2023 to HK\$99.4 million in FY2024, representing a growth of 404.0%, and further to HK\$179.3 million in FY2025, an increase of 80.3%. This remarkable improvement was primarily attributable to the increase in revenue from services to Doctors, particularly from clinic branding and operation services, which attained relatively higher gross profit margins. Accordingly, our gross profit margin improved substantially from 8.4% in FY2023 to 25.7% in FY2024, and continued to increase to 28.3% in FY2025. For services to Doctors, gross profit margin remained relatively stable at 30.9% in both FY2023 and FY2024, before moderating slightly to 26.5% in FY2025. The decrease in FY2025 was primarily due to a one-off branding campaign that carried a relatively lower gross profit margin of 18.2%, as well as a slight decline in gross profit margin from procurement services from 26.5% in FY2024 to 24.2% in FY2025. Within services to Doctors, clinic branding and operation services saw its gross profit margin increase from 29.4% in

SUMMARY

FY2023 to 34.9% in FY2024, benefiting from the contribution of brand management services (which achieved a gross profit margin of 39.2%) and trademark licence fees (which achieved a 100% gross profit margin with no directly attributable costs). This margin moderated to 29.5% in FY2025 due to the aforementioned one-off branding campaign. Services to Members consistently generated gross losses, with gross loss decreasing from HK\$43.0 million in FY2023 to HK\$24.5 million in FY2024 and further to HK\$8.1 million in FY2025, as we strategically phased out these services. In FY2024, we also recognised gross profit from rental income to a related party of HK\$13.0 million with a gross profit margin of 97.5%, which increased to HK\$27.4 million in FY2025 with a gross profit margin of 94.5%.

Reflecting the strong operational performance and improvement in gross profit margins, our profit for the year increased dramatically from HK\$5.7 million in FY2023 to HK\$71.7 million in FY2024, representing an increase of 1,159.0%, and further to HK\$149.0 million in FY2025, representing an increase of 107.8%. The growth in profit was primarily driven by the substantial increase in our revenue, particularly from services to Doctors, and the corresponding improvement in overall gross profit margin. Our net profit margin improved from 2.4% in FY2023 to 18.5% in FY2024, and further to 23.5% in FY2025. The increase in profit for FY2025 was also supported by a gain on distribution in specie of shares in an associate and was partially offset by increased administrative expenses and other operating expenses, including share-based payments of HK\$4.4 million following the adoption of the pre-[REDACTED] share option scheme in December 2025, as well as [REDACTED] expenses of HK\$1.3 million incurred during the year.

Key Consolidated Statements of Financial Position Information

	As at 31 December			As at
	2023	2024	2025	28 February
	HK\$'000	HK\$'000	HK\$'000	2026
				HK\$'000
Current Assets				
Inventories	7,582	21,329	15,918	17,218
Trade and other receivables	54,259	72,578	114,528	145,979
Rental deposits	1,104	1,051	47	47
Amounts due from related companies	55	1,592	2,993	–
Amount due from a shareholder	–	–	–*	–
Financial assets at FVTPL	–	23,689	–	–
Cash and cash equivalents	–	60,920	50,535	51,649
	63,000	181,159	184,021	214,893
Current Liabilities				
Trade and other payables	35,190	97,275	98,823	102,912
Amount due to a related company	–	1,226	–	84
Advance payments from customers	14,430	42,784	15,542	15,505
Lease liabilities	19,157	23,786	25,749	31,231
Income tax payable	–	16,082	26,814	28,398
Provision for reinstatement costs	251	470	–	–
	69,028	181,623	166,928	178,130
Net Current (Liabilities)/Assets	(6,028)	(464)	17,093	36,763

* Amount less than HK\$1,000

Our net current liabilities decreased from HK\$6.0 million as at 31 December 2023 to HK\$0.5 million as at 31 December 2024 primarily due to the increase in profit for the year resulting from our business expansion, such as extending our services to provision of brand management services. The decrease in net current liabilities was partially offset by the deemed distribution to shareholders as well as the dividends recognised as distribution in FY2024.

Our net current liabilities then turned around to net current assets of HK\$17.1 million as at 31 December 2025, primarily due to the increase in profit for the year resulting from our further expansion of business. The change from net current liabilities to net current assets was partially offset by the dividends recognised as distribution in FY2025.

SUMMARY

Our net current assets then increased to HK\$36.8 million as at 28 February 2026. The increase in net current assets was primarily due to the profit for the period generated.

Key Information from our Consolidated Statement of Cash Flows

As at 31 December 2023, 2024 and 2025, we had cash and cash equivalents of nil, HK\$60.9 million and HK\$50.5 million, respectively. The following table summarises, for the periods indicated, our combined statements of cash flows:

	FY2023 HK\$'000	FY2024 HK\$'000	FY2025 HK\$'000
Net cash generated from operating activities	52,326	164,084	139,734
Net cash used in investing activities	(70,922)	(56,668)	(704)
Net cash used in financing activities	(21,260)	(30,368)	(149,415)
Net increase(decrease) in cash and cash equivalents	(39,856)	77,048	(10,385)
Net cash contributed from (distributed to) shareholder	39,856	(16,128)	–
Cash and cash equivalents at beginning of year	–	–	60,920
Cash and cash equivalents at end of year	–	60,920	50,535

KEY FINANCIAL RATIOS

The following table sets forth our key financial ratios as at each of the dates indicated:

	For the year ended 31 December		2025
	2023	2024	
Gross profit margin (%)	8.4	25.7	28.3
Net profit margin (%)	2.4	18.5	23.5
Return on equity (%)	4.8	32.1	127.6
Return on total assets (%)	2.1	12.8	37.3
Interest coverage (times)	4.9	56.2	81.6
Current ratio (times)	0.9	1.0	1.1
Quick ratio (times)	0.8	0.9	1.0
Gearing ratio ^(Note)	84.0	38.2	68.0

Note: Gearing ratios was calculated by total lease liabilities, divided by total equity as at the end of the year multiplied by 100%.

Our gearing ratio decreased from 84.0% as at 31 December 2023 to 38.2% as at 31 December 2024, primarily due to the increase in total equity mainly resulting from accumulation of retained profits partially offset by the increase in lease liabilities of HK\$11.0 million. Our gearing ratio increased to 68.0% as at 31 December 2025, primarily due to the decrease in total equity resulting from distribution of dividend partially offset by the increase in profit for the year.

For commentary on the fluctuations of the above, please see “Financial Information – Key Financial Ratios”.

[REDACTED] EXPENSES

Assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED], being the mid-point of the indicative [REDACTED] of HK\$[REDACTED] to HK\$[REDACTED] per Share, the total estimated [REDACTED] expenses in connection with the [REDACTED] (including [REDACTED] commission) was HK\$[REDACTED] million (including (i) [REDACTED]-related expenses (including but not limited to commissions and fees) of HK\$[REDACTED] million; and (ii) non-[REDACTED] related expenses of HK\$[REDACTED] million, which consists of (a) fees and expenses paid to legal advisors and the Reporting Accountants of HK\$[REDACTED] million; and (b) other fees and expenses of HK\$[REDACTED] million)), representing [REDACTED]% of the [REDACTED] from the [REDACTED].

SUMMARY

During the Track Record Period, we incurred [REDACTED] expenses of HK\$[REDACTED] million, which were charged to our combined statements of profit or loss and other comprehensive income. We expect to incur [REDACTED] expenses of approximately HK\$[REDACTED] million, of which HK\$[REDACTED] million is expected to be recognised in the consolidated statements of profit or loss and other comprehensive income and approximately HK\$[REDACTED] million is expected to be recognised as a deduction in equity directly upon the [REDACTED].

The [REDACTED] expenses above is the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

SHAREHOLDERS INFORMATION

Our Controlling Shareholders

Immediately upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised and without taking into account the Shares to be issued upon exercise of the Pre-[REDACTED] Share Options or the Post-[REDACTED] Share Options), Ms. Chang (through her wholly-owned investment companies, namely Lenvor Holdings, Norvix Holdings and Rion Holdings), Ms. Chuang (through her majority-owned investment company, Ravix Holdings), Ms. CC Chang, Mr. Chang, Ms. Ni, Mr. Chuang, Mr. Chou and Mr. Wang will together hold approximately [REDACTED]% of the voting rights of our Company. Ms. Chang, Ms. Ni, Ms. Chuang, Ms. CC Chang, Mr. Chang, Mr. Chuang, Mr. Chou and Mr. Wang, together with Lenvor Holdings, Norvix Holdings, Rion Holdings and Ravix Holdings are our Controlling Shareholders.

Pre-[REDACTED] Investments

In March 2026, Rion Holdings, a company wholly-owned by Ms. Chang, had subscribed for 1,500,000 Shares in our Company, at a subscription price of HK\$3.00 per Share by reference to the net asset value of JC Taiwan as at 31 March 2026 based on its management accounts, as its pre-[REDACTED] investment in our Company.

In preparation of the [REDACTED], our 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. These subscriptions were completed in [•] 2026.

Please see “History, Reorganisation and Corporate Structure – Pre-[REDACTED] investments” for details of such pre-[REDACTED] investments.

STATISTICS OF THE [REDACTED]

The statistics in the following table are based on the assumptions that (i) the [REDACTED] has been completed and [REDACTED] Shares are newly issued in the [REDACTED]; and (ii) the [REDACTED] is not exercised:

	Based on an [REDACTED] of HK\$[REDACTED] per Share	Based on an [REDACTED] of HK\$[REDACTED] per Share
Market value of the Shares ⁽¹⁾	[REDACTED]	[REDACTED]
Total [REDACTED] of the Company ⁽²⁾	[REDACTED]	[REDACTED]
Unaudited [REDACTED] adjusted net tangible assets per Share ⁽³⁾	[REDACTED]	[REDACTED]

Notes:

- (1) The calculation of [REDACTED] of the Shares is based on [REDACTED] Shares expected to be issued immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised).
- (2) The calculation of [REDACTED] of the Company is based on the 39,112,825 Shares in issues as of the Latest Practicable Date and [REDACTED] Shares expected to be issued immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised).
- (3) The unaudited [REDACTED] adjusted net tangible assets per Share is arrived at after adjustments referred to in “Appendix II – Unaudited [REDACTED] Financial Information.”

SUMMARY

RECENT DEVELOPMENTS

After the Track Record Period, we have continued to experience a steady increase in demand for our services. In support of our business strategy to expand into the Japan medical aesthetics market, we have also set up JC Japan, a subsidiary in Japan. We have also partnered with a TCM Doctor to open a new TCM Clinic in 2026. Accordingly, as at the Latest Practicable Date, 20 Clinics were operating under our brand, including 17 medical aesthetics Clinics and 3 TCM Clinics.

Our Directors confirm that there has been no material adverse change in our business, financial condition and results of operations, nor has there been any material adverse change in our revenue, cost of sales, gross profit, and gross profit margin, since 31 December 2025, being the latest balance sheet date of our consolidated financial statements as set out in the Accountants’ Report included in Appendix I to this document, and up to the date of this document.

DIVIDEND

During the Track Record Period, no dividend has been paid or declared by the Company since its date of incorporation, while JC Taiwan had dividends declared for its equity shareholders recognised as distribution of nil, HK\$21.3 million and HK\$106.7 million in FY2023, FY2024 and FY2025, respectively. The declaration of dividends is subject to the discretion of our Board and the approval of our Shareholders. Our Directors may recommend a payment of dividends in the future after taking into account our operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions, capital expenditure and future development requirements, shareholders’ interests and other factors which they may deem relevant at such time. Any declaration and payment as well as the amount of the dividends will be subject to our constitutional documents and the Cayman Islands Companies Law, including the approval of our Shareholders. Any future declarations of dividends may or may not reflect our historical declarations of dividends and will be at the absolute discretion of our Directors.

Any dividends declared will be in Hong Kong dollars with respect to our Shares on a per share basis, and our Company will pay such dividends in Hong Kong dollars. Any distributable profits that are not distributed in any given year will be retained and available for distribution in subsequent years. To the extent profits are distributed as dividends, such portion of profits will not be available to be reinvested in our operations.

As of the Latest Practicable Date, we did not have any specific dividend policy nor pre-determined dividend payout ratios.

RISK FACTORS

Our business is subject to a number of risks and there are risks relating to an [REDACTED] in the [REDACTED]. We believe that the following are some of the major risks that may have a material adverse effect on us:

- Our business performance depends on our reputation in the industry, and any negative public perception of our brand or reputation may negatively affect our results of operations and prospects.
- Our services may fail to meet Members’ expectations or deliver satisfactory results.
- Our business performance may be negatively affected by unfavourable public perception of the overall medical aesthetic management service industry.
- We may not be able to retain the Doctors who currently use our platform services or attract new Doctors to purchase our services.
- We are exposed to inherent risks of medical incidents, malpractice, medical negligence, misconduct claims arising from our operations.

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the meanings set out below.

“Accountants’ Report”	The accountants’ report of our Company, details of which are set out in Appendix I to this document
“affiliate(s)”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“AIC Confirmation”	the deed of confirmation dated 8 April 2026 entered into by Ms. Chang, Lenvor Holdings, Norvix Holdings, Rion Holdings, Ms. Chuang, Ravix Holdings, Ms. CC Chang, Mr. Chang, Ms. Ni, Mr. Chuang, Mr. Chou and Mr. Wang, confirming the existence of their acting-in-concert arrangement
“April Subscriptions”	has the meaning as defined in “History, Reorganisation and Corporate Structure - Reorganisation - Pre-[REDACTED] Investments - Subscriptions in April 2026”
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company conditionally, adopted on [•] 2026 effective upon the [REDACTED] and as amended from time to time a summary of which is set out in “Appendix IV – Summary of the Constitution of our Company and Cayman Islands Company Law”
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board” or “Board of Directors”	the board of directors of our Company
“business day” or “Business Day”	any day (other than a Saturday, Sunday, or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
	[REDACTED]
“Cayman Islands Companies Act” or “Companies Act”	the Companies Act (As Revised) of the Cayman Islands as amended and supplemented from time to time
	[REDACTED]
“Chi Teng”	Qiteng Holdings Limited* (綺騰股份有限公司), a company limited by shares incorporated in Taiwan on 13 January 2026

DEFINITIONS

“China” or “the PRC”	People’s Republic of China, and, unless the context requires otherwise and solely for the purpose of this document such as describing legal or tax matters, authorities, entities, or persons, excluding Hong Kong Special Administrative Region, Macao Special Administrative Region, and Taiwan region of the People’s Republic of China
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended or supplemented or otherwise modified from time to time
“Company” or “our Company”	Junqi Holdings Limited (君綺控股有限公司), the holding company of our Group after the Reorganisation and the [REDACTED] vehicle for the [REDACTED], which is an exempted company with limited liability incorporated on 7 November, 2025 in the Cayman Islands and the Shares of which are to be [REDACTED] on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed thereto in the Listing Rules, and unless the context otherwise requires, collectively refers to, Ms. Chang, Ms. Chuang, Ms. CC Chang, Mr. Chuang, Mr. Chang, Ms. Ni, Mr. Chou, Mr. Wang, Lenvor Holdings, Norvix Holdings, Ravix Holdings and Rion Holdings (for more details, see the section headed “Relationship with the Controlling Shareholders” in this document); and “Controlling Shareholder” means any one of them
“COVID-19”	a novel strain of coronavirus
“Deesse Vivante”	DV Biomed Co., Ltd. (麗彤生醫科技股份有限公司), a company listed on the Taiwan OTC Market (stock code: 6539.TWO)
“DIR”	Department of Investment Review, Ministry of Economic Affairs
“Director(s)”	the director(s) of our Company
“ESG”	environmental, social and governance
“Extreme Conditions”	extreme weather conditions caused by a super typhoon as announced by the Hong Kong government

DEFINITIONS

[REDACTED]

“Frost & Sullivan” or “Industry Consultant”	Frost & Sullivan Limited, our industry consultant and an Independent Third Party
“FY2023”	the financial year ended 31 December 2023
“FY2024”	the financial year ended 31 December 2024
“FY2025”	the financial year ended 31 December 2025
“FY2026”	the financial year ending 31 December 2026

[REDACTED]

“Government Authority”	any government, regulatory, or administrative commission, board, body, authority, or agency, or any stock exchange, self-regulatory organisation, or other non-government regulatory authority, or any court, judicial body, tribunal, or arbitrator, in each case whether national, central, federal, provincial, state, regional, municipal, local, domestic, foreign, or supranational
“Group”, “our Group”, “we”, “our” or “us”	our Company and its subsidiaries (or our Company and any one or more of its subsidiaries, as the context may require)
“Guide”	the Guide for New Listing Applicants published by the Stock Exchange effective from January 1, 2024 (as amended, supplemented or otherwise modified from time to time)
“HK\$”, “Hong Kong dollars”, “HK dollars”, “HKD” or “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants

[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong” or “HK”

the Hong Kong Special Administrative Region of the PRC

[REDACTED]

“Hong Kong Takeovers Code” or
“Takeovers Code”

The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time

[REDACTED]

DEFINITIONS

[REDACTED]

“Independent Third Party(ies)”	person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are not our connected persons or associates of our connected persons as defined under the Listing Rules
“Industry Report”	an independent market research report commissioned by us and prepared by Frost & Sullivan

[REDACTED]

“JC Japan”	Junxiang Company Limited* (君祥株式会社), a company incorporated in Japan on 2 August 2024, and acquired by our Company on 10 February 2026
“JC Taiwan”	refers to (i) 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), a company limited by shares incorporated in Taiwan on 1 September 2023, a subsidiary of our Company, prior to the completion of the Merger; and (ii) JC Taiwan Branch since the completion of the Merger
“JC Taiwan Branch”	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), our Company’s Taiwan branch established on 10 February 2026
“Jing Chi (君綺)”	our flagship proprietary brand

DEFINITIONS

“Latest Practicable Date”	21 April 2026, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained in this document
“Lenvor Holdings”	Lenvor Holdings Limited, a company incorporated in the BVI with limited liability on 6 November 2025 and directly wholly-owned by Ms. Chang. Lenvor Holdings is one of our Controlling Shareholders
[REDACTED]	
“Listing Committee”	the Listing Committee of the Stock Exchange
[REDACTED]	
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
“Medical Care Act” or “MCA”	the Medical Care Act (醫療法) of Taiwan
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company adopted upon incorporation and as amended from time to time a summary of which is set out in “Appendix IV – Summary of the Constitution of Our Company and Cayman Islands Company Law”
“Merger”	merger of JC Taiwan with and into our Company as part of the Reorganisation. For details, please see “History, Reorganisation and Corporate Structure – Reorganisation – Merger”
“Ministry of Economic Affairs” or “MOEA”	the Ministry of Economic Affairs (經濟部) of Taiwan
“Ministry of Health and Welfare” or “MOHW”	the Ministry of Health and Welfare (衛生福利部) of Taiwan
“MPF”	mandatory provident fund
“Mr. Chang”	Mr. Chang, Chih-Piao (張志標), brother of Ms. Chang and Ms. CC Chang, spouse of Ms. Ni, uncle of Mr. Chuang and Ms. Chuang, the uncle-in-law of Mr. Wang, and one of our Controlling Shareholders
“Mr. Chou”	Mr. Chou, Ming-Ju (鄒明儒), one of our Controlling Shareholders

DEFINITIONS

“Mr. Chuang”	Mr. Chuang, Jui-Hung (莊睿紘), the son of Ms. Chang, brother of Ms. Chuang and nephew of Ms. CC Chang and Mr. Chang, nephew-in-law of Ms. Ni, the brother-in-law of Mr. Wang, and one of our Controlling Shareholders
“Mr. Wang”	Mr. Wang, Tsung-Wei (王琮崴), a non-executive Director and one of our Controlling Shareholders. Mr. Wang is the spouse of Ms. Chuang, the son-in-law of Ms. Chang, and the nephew-in-law of Ms. CC Chang, Mr. Chang and Ms. Ni
“Ms. CC Chang”	Ms. Chang, Chia-Chi (張家綺), sister of Ms. Chang and Mr. Chang, sister-in-law of Ms. Ni, aunt of Ms. Chuang and Mr. Chuang, aunt-in-law of Mr. Wang, and one of our Controlling Shareholders
“Ms. Chang”	Ms. Chang, Li-Chi (張麗綺), the founder of our Group, an executive Director and the chairman of our Board, and one of our Controlling Shareholders. Ms. Chang is the sister of Ms. CC Chang and Mr. Chang, sister-in-law of Ms. Ni, the mother of Ms. Chuang and Mr. Chuang, and the mother-in-law of Mr. Wang
“Ms. Chuang”	Ms. Chuang, Yu-Ching (莊于靚), an executive Director and one of our Controlling Shareholders. Ms. Chuang is the daughter of Ms. Chang, sister of Mr. Chuang, niece of Ms. CC Chang and Mr. Chang, niece-in-law of Ms. Ni, and spouse of Mr. Wang
“Ms. Ni”	Ms. Ni, Hsiao-Chien (倪曉倩), one of our Controlling Shareholders. Ms. Ni is the spouse of Mr. Chang, sister-in-law of Ms. Chang and Ms. CC Chang, aunt of Ms. Chuang and Mr. Chuang, and aunt-in-law of Mr. Wang
“Norvix Holdings”	Norvix Holdings Limited, a company incorporated in the BVI with limited liability on 6 November 2025 and directly wholly-owned by Ms. Chang. Norvix Holdings is one of our Controlling Shareholders
“NT\$” or “New Taiwan dollars”	New Taiwan dollar , the lawful currency for the time being of Taiwan
“Nursing Personnel Act” or “NPA”	the Nursing Personnel Act (護理人員法) of Taiwan

[REDACTED]

DEFINITIONS

[REDACTED]

“PDPO”	Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong)
“Physicians Act”	the Physicians Act (醫師法) of Taiwan
“Post-[REDACTED] Share Options”	options granted under the Post-[REDACTED] Share Option Scheme
“Post-[REDACTED] Share Option Scheme”	the post-[REDACTED] share option scheme conditionally adopted by our Company on [•] 2026 for the benefit of our members of senior management, employees and other eligible participants defined in the scheme, a summary of the principal terms of which is set forth in “Appendix V – Statutory and General Information – D. Share Option Schemes – Post-[REDACTED] Share Option Scheme” in this document
“Pre-[REDACTED] Share Options”	options granted under the Pre-[REDACTED] Share Option Scheme
“Pre-[REDACTED] Share Option Scheme”	the pre-[REDACTED] share option scheme conditionally adopted by our Company on 1 December 2025 for the benefit of our members of senior management, employees and other eligible participants defined in the scheme, a summary of the principal terms of which is set forth in “Appendix V – Statutory and General Information – D. Share Option Schemes – Pre-[REDACTED] Share Option Scheme” in this document

[REDACTED]

DEFINITIONS

“Ravix Holdings”	Ravix Holdings Limited, a company incorporated in the BVI with limited liability on 6 November 2025 and is directly owned as to approximately 99.93% by Ms. Chuang, approximately 0.02% by Mr. Wang and approximately 0.05% by Mr. Chou. Ravix Holdings is one of our Controlling Shareholders
“Rion Holdings”	Rion Holdings Limited, a company incorporated in the BVI with limited liability on 6 November 2025 and directly wholly-owned by Ms. Chang. Rion Holdings is one of our Controlling Shareholders
	[REDACTED]
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the reorganisation of our Group in preparation of the [REDACTED] . For more details, please see “History, Reorganisation and Corporate Structure”
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Future Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Shareholder(s)”	holder(s) of Shares
“Shares”	ordinary shares in the capital of our Company with nominal value of HK\$0.001 each
“Sole Sponsor”	Guotai Junan Capital Limited, a licenced corporation under the SFO to carry out type 6 (advising on corporate finance) regulated activity, being the sole sponsor to the [REDACTED]

[REDACTED]

“Spin-off”	the spin-off of the medical aesthetic platform business operated by our Group from Deesse Vivante and the establishment of JC Taiwan to operate such business, in April 2024

[REDACTED]

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules

DEFINITIONS

“Taiwan Legal Advisers” Baker & McKenzie, the legal advisers to our Company as to Taiwan law in relation to the [REDACTED] and the [REDACTED]

“TPEX” the Taiwan Stock Exchange Corporation

“Track Record Period” FY2023, FY2024 and FY2025

[REDACTED]

“Unicocell” Unicocell Biomed Co., Ltd. (向榮生醫科技股份有限公司), a company limited by shares incorporated in Taiwan on 28 March 2018

“U.S.” or “United States” the United States of America, its territories, its possessions and all areas subject to its jurisdiction

“U.S. Securities Act” the United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder

“US\$”, “USD” or “U.S. dollars” United State dollars, the lawful currency for the time being of the United States

In this document, the terms “associate”, “close associate”, “connected person”, “connected transaction”, “core connected person”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

Certain amounts and percentage figures included in this document have been subject to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in the document in both the Chinese and English languages and in the event of any inconsistency, the Chinese version shall prevail. English translations of company names and other terms from the Chinese language are provided for identification purposes only.

GLOSSARY OF TECHNICAL TERMS

This glossary of technical terms contains explanations of certain technical terms used in this document. As such, these terms and their meanings may not correspond to standard industry meanings or usage of these terms.

“Active Member”	a Member who used Clinic services at least once each year
“AI”	artificial intelligence
“CAGR”	compound annual growth rate, calculated by subtracting one from the result of dividing the ending value by its beginning value raised to the power of one divided by the period length
“Clinic”	a clinic, either a medical aesthetic clinic or TCM clinic, established and operated by a Doctor who has entered into the Service Framework Agreement with our Group. A Clinic operates under our brand and utilise our integrated platform for non-medical operational support, while retaining full legal and professional responsibility for all medical services provided on its premises. Each Clinic is a “medical institution” under the Medical Care Act
“CRM system”	customer relationship management system, which refers to our software systems and related databases used to manage interactions with current and potential Clinic clients.
“CTI system”	computer telephony integration system, which refers to our integrated telephony system that connects telephone calls with our computer systems
“doctor”	an individual who has obtained a physician certificate and maintain a valid practice license to work as a physician under the Physicians Act. Under the Medical Care Act, “physicians” include, among others, physicians and Chinese medicine doctors
“Doctor”	the supervising physician of each Clinic under the Medical Care Act, who has entered into the Service Framework Agreement on behalf of the Clinic with our Group for the establishment and operation of the Clinic. Under the Service Framework Agreement, the Doctor is responsible for providing all medical services at the Clinic, while our Group provides comprehensive non-medical operational and administrative support to the Clinic
“ERP system”	enterprise resource planning system, which refers to our integrated software system designed to manage and coordinate core business processes across our operations
“GFA”	gross floor area
“IT”	information technology

GLOSSARY OF TECHNICAL TERMS

“LINE OA”	the LINE Official Account operated by us on behalf of our Clinics on the LINE messaging platform. It serves as a key digital channel for Member communication, service notifications, marketing promotions, and customer service interactions in Taiwan
“medical device”	has the meaning given to it under the Medical Devices Act (醫療器材管理法) of Taiwan, which includes instruments, apparatus, materials, software, and reagents intended to achieve, by non-pharmacological means, purposes such as (1) diagnosis, treatment, or prevention of human diseases; (2) modification of body structure or function; or (3) control of conception
“medical service”	shall be interpreted in accordance with the Medical Care Act
“Member”	a client of a Clinic who has enrolled in our loyalty programme. Members provide basic contact information and consent to receive marketing communications, enabling us to foster long-term relationships, provide personalised services, and analyse consumption patterns to enhance engagement and retention
“nurse”	an individual who may work as a nursing personnel under the Nursing Personnel Act (護理人員法). Under the Nursing Personnel Act, “nursing personnel” includes professional registered nurses and registered nurses
“Service Framework Agreement”	the master contractual agreement entered into between our Group and each Doctor (on behalf of the relevant Clinic). This agreement governs the overall partnership, including the provision of our non-medical platform services, brand licensing, fee structure, and the respective obligations and responsibilities of both parties in the operation of the Clinic
“SOP”	standard operating procedures
“sq.m.”	square metres
“TCM”	traditional Chinese medicine
“treatment”	a medical or non-medical procedure that may be operated on a Member at any of our Clinics

FORWARD-LOOKING STATEMENTS

This document contains certain forward-looking statements and information relating to our Company and our subsidiaries that are based on the beliefs of our management as well as assumptions made by and information currently available to our management. When used in this document, the words “aim”, “anticipate”, “believe”, “could”, “consider”, “continue”, “estimate”, “expect”, “forecast”, “going forward”, “intend”, “is/are likely to”, “may”, “might”, “ought to”, “plan”, “predict”, “project”, “propose”, “potential”, “prospects”, “seek”, “should”, “shall”, “will”, “would”, “with a view to” and the negative of these terminologies and other similar expressions, as they relate to our Group or our management, are intended to identify forward-looking statements. Such statements reflect the current views of our management with respect to future events, operations, liquidity and capital resources, some of which may not materialise or may change. These forward-looking statements are not a guarantee of future performance and are subject to certain risks, uncertainties and assumptions, including the risk factors as described in the section headed “Risk Factors” in this document. You are strongly cautioned that reliance on any forward-looking statements involves known and unknown risks and uncertainties. The risks and uncertainties facing by our Company which could affect the accuracy of forward-looking statements include, but are not limited to, the following:

- our operations and business prospects;
- our future debt levels and capital needs;
- future developments, trends and conditions in the industry and markets in which we operate;
- our business strategies, plans, objectives and our various measures to implement or achieve these strategies, plans and objectives;
- our ability to meet the changing needs of our customers;
- general economic, political and business conditions in the markets in which we operate;
- the effects of the global financial markets and economic crisis;
- the general economic trends and conditions;
- our ability to reduce costs;
- our dividend distribution plan and dividend policy;
- our financial condition and performance;
- our capital expenditure plans;
- changes in competitive conditions and our ability to compete under these conditions;
- the amount and nature of, and potential for, future development of our business;
- our ability to recruit and retain employees and personnel;
- capital market developments;
- the actions and developments of our competitors;
- change or volatility in interest rates, foreign exchange rates, equity prices, volumes, prices;

FORWARD-LOOKING STATEMENTS

- operations, margins, risk management and overall market trends;
- other statements in this document that are not historical facts;
- realisation of the benefits or our future plans and strategies; and
- other factors beyond our control.

The information and assumptions contained in the forward-looking statements have not been independently verified by us, our Controlling Shareholders, the Sole Sponsor, the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], any other party involved in the [REDACTED] or their respective directors, officers, employees, advisers or agents and no representation is given as to the accuracy or completeness of such information or assumptions on which the forward-looking statements are made. Additional factors that could cause actual performance or achievements of our Group to differ materially include, but are not limited to, those discussed under “Risk Factors” and elsewhere in this document.

Subject to the requirements of applicable laws, rules and regulations, we do not have any and undertake no obligation to update or otherwise revise the forward-looking statements in this document, whether as a result of new information, future events or otherwise. As a result of these and other risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this document might not occur in the way we expect or at all. Accordingly, you should not place undue reliance on any forward-looking statements and information.

In this document, statements of or references to our intentions or those of our Directors are made as of the date of this document. Any such information may change in light of future developments. All forward-looking statements and information contained in this document are qualified by reference to the cautionary statements set out in this section.

RISK FACTORS

An [REDACTED] in our Shares involves significant risks. You should carefully consider all of the information in this document, including the risks and uncertainties described below, as well as our financial statements and the related notes, and the “Financial Information” section, before deciding to [REDACTED] in our Shares. The following is a description of what we consider to be our material risks. Any of the following risks could have a material adverse effect on our business, financial condition, results of operations and growth prospects. In any such an event, the market price of our Shares could decline, and you may lose all or part of your [REDACTED]. The information given is as of the Latest Practicable Date unless otherwise stated, will not be updated after the date hereof, and is subject to the cautionary statements in the section headed “Forward-Looking Statements” in this document.

We believe there are certain risks and uncertainties involved in our operations, some of which are beyond our control. We have categorised these risks and uncertainties into: (i) risks relating to our business and industry; (ii) risks relating to doing business in Taiwan; and (iii) risks relating to the [REDACTED]. You should consider our business and prospects in light of the challenges we face, including the ones discussed in this section.

RISKS RELATING TO OUR BUSINESS AND INDUSTRY

Our business performance depends on our reputation in the industry, and any negative public perception of our brand or reputation may negatively affect our results of operations and prospects.

Our success to date depends on a significant extent on our reputation as a quality and reliable medical aesthetic service provider in Taiwan. Our brand image and market recognition are subject to various factors including:

- the service offerings and quality of the Clinics operated under our brand, including the Doctors’ and our ability to effectively control the quality of the services performed by our respective personnel at the Clinics, and to monitor the performance of such personnel as we continue to expand;
- our ability to maintain a convenient, standardised and reliable consumer experience as consumer preferences evolve and as we expand our service offerings, particularly our expansion into the TCM market and potentially international markets;
- our ability to increase brand awareness among existing and potential consumers through various means of marketing and promotional activities; and
- any negative publicity, claims, complaints or legal proceedings to which our Group, our staff members, the Clinics, the Doctors and the medical professionals hired by them are subject.

Any failure to maintain our brand image and any incident that erodes consumers’ trust in the service quality of the Clinics could substantially reduce our brand value and recognition, thereby reducing the demand for our services.

In particular, any negative review, comment or allegation regarding our Company, the Clinics, or our respective employees and services by the media, our customers, our former employees or the public in the media or on online social networks may, regardless of merit, harm our brand, public image and reputation. This may in turn result in a loss of Clinic customers, Doctors and business partners, and materially and adversely impact on our business, results of operations and financial condition.

RISK FACTORS

Our services may fail to meet Members’ expectations or deliver satisfactory results.

Clinic clients may have expectations on the magnitude of improvement of physical appearance resulting from the services of the Clinics. However, neither the Doctors nor we can guarantee the results of the Clinics’ services since results vary depending on various factors, such as the medical history of Members, their adherence to our pre-treatment and post-treatment instructions, their respective responses to the treatments received, unknown or undisclosed allergies and other subjective factors beyond control of both the Doctors and us. It is also an inherent risk that the results of the Clinics’ services may lead to undesirable or unexpected outcomes, such as complications and injuries, or otherwise fail to meet our Members’ expectations. Such undesirable or unexpected outcomes may result in negative sentiments, requests for refunds, or complaints, claims or legal actions against the Doctors or us, which may lead to negative publicity. Any negative publicity may adversely harm our brand image and reputation and cause a deterioration in the level of market recognition of and trust in our services, thereby resulting in decreased sales and potential loss of Clinic clients.

Furthermore, given the subjective views on the quality and results of our services, we have been and will continue to be susceptible to complaints, claims and legal actions associated with our services and products. Apart from negative publicity, any such complaints or claims may result in substantial liabilities and any uninsured loss could have a material adverse impact on our business, results of operations and financial condition.

Our business performance may be negatively affected by unfavourable public perception of the overall medical aesthetic management service industry.

Some of the existing and potential Clinic clients are cautious about the risks inherent in medical aesthetic services, and are particularly sensitive to any negative comments, reports or allegations against any medical aesthetic service providers. From time to time, there are negative news and media reports on the health risks relating to medical aesthetic services as well as accidents relating to medical aesthetic services.

Any allegations, complaints, or negative news or media reports on any accidents, instances of medical malpractice or professional negligence, unfair selling practices, ineffectiveness of services, or health risks or poor service standard relating to medical aesthetic service industry or medical aesthetic services may, regardless of merit, lead to a deterioration in market confidence in medical aesthetic services and a reduction in the overall demand for such services. While such allegations, complaints or negative news or media reports may be unrelated to us, the demand for services of the Clinics may decline and the entire medical aesthetic service industry and its participants, including the Doctors and us, could consequently be exposed to reputational harm, which may materially and adversely affect our business, results of operations, financial condition and prospects.

We may not be able to retain the Doctors who currently use our platform services or attract new Doctors to purchase our services.

Our business operation is dependent on our ability to attract Doctors to purchase our platform services and operate and expand our service coverage to Clinics. The number of Doctors with the necessary experience and qualifications in the market is limited, and we are competing for suitable candidates with other medical aesthetic service providers. As at 31 December 2025, 19 Doctors had been using our services for the operation of Clinics.

Furthermore, in the event that the Doctors cease to purchase our platform services, there is no assurance that we will be able to find suitable and timely replacements. There is also no assurance that we will be able to attract and retain Doctors to support our continuous business growth and cope with our business expansion. If we are unable to attract suitable Doctors to establish Clinics under our brand, our business operations may be interrupted, which could materially and adversely affect our results of operations, financial condition and prospects.

RISK FACTORS

We are exposed to inherent risks of medical incidents, malpractice, medical negligence, misconduct claims arising from our operations.

The safety and quality of the services provided at the Clinics are vital to the success of our business which depends significantly on the performance of the Doctors and other service personnel at the Clinics. As a medical aesthetic service provider, we require the Doctors to strictly adhere to relevant medical standards and the safety of the Clinic clients is of utmost importance to our operations. However, we may still face the risk of exposure to malpractice, medical negligence or misconduct and claims on account of alleged deficiencies in our service. We may not be able to avoid malpractice, medical negligence or misconduct exposure, including on account of error by doctors or nursing personnel, machine or equipment error, or the lack of pre-operative advice or post-operative nursing to Clinic clients.

The key medical devices we leased to the Doctors are mainly used for the medical aesthetic services provided at the Clinics. Such medical devices have been thoroughly evaluated and assessed by the Doctors, based on their clinical knowledge and experience, to ensure that they are safe and capable of producing the desired results for our clients. During the treatment procedure, the operation by a Doctor can also affect safety and effectiveness of such medical device, which is backed by sufficient clinical knowledge and experiences of the Doctor. To protect Clinic clients and maintain our reputation, we have internal procedures in place to ensure the Doctors’ compliance in using the medical devices. However, despite our efforts to ensure Doctors’ compliance in using the medical devices, if the Doctors misuse the medical devices and cause injuries to the Clinic clients, claims may be brought against the relevant Doctors or Clinics. Negative publicity associated with these claims or actions may also affect our reputation and business operation.

In addition, Clinic clients rely on the Doctors and other service personnel in the Clinics to make informed decisions regarding the appropriate treatment and evaluation, particularly due to their position as the front-line staff which have high degree of interactions with the Clinic clients. However, any miscommunications or misconducts between the Doctors and other service personnel on one hand, and the Clinic clients on the other hand, and/or incorrect decisions on the part of the Doctors and other service personnel may result in undesirable or unexpected outcomes, including complications, unexpected side effects and injuries. While Doctors, as members of the Taiwan Medical Association, maintain professional malpractice liability and are entitled to, subject to certain exclusions, indemnity, advice and legal representation in relation to claims, investigations and proceedings arising from or in connection with their professional practices, there is no assurance that the protection offered thereunder will cover the full extent of losses, damages or liabilities arising from any professional misconduct or medical negligence of the Doctors. Furthermore, if the Doctors are involved in medical disputes and/or subject to investigations, they may have to allocate time and resources in handling such disputes or investigations, which may affect the business operations of the Clinics and the revenue we derive from the Clinics. If they were eventually convicted of professional misconduct or medical negligence, they would be subject to disciplinary actions, including suspension from practice for a certain period or indefinitely.

Any medical incidents, malpractice, medical negligence, or misconducts occurring at the Clinics may also result in claims or legal proceedings against us, which, regardless of merit or settlement status, could adversely affect our industry reputation, divert management resources and cause us to incur significant costs. In addition, any settlement or successful claim against us may result in significant legal costs, damages and compensation. If such claims or proceedings are beyond the scope of or involving damages which are beyond the maximum amount covered by our existing insurance schemes, we may face significant financial liabilities and any uninsured loss may materially and adversely affect our business, results of operations and financial condition.

RISK FACTORS

Medical aesthetic services carried out at the Clinics are subject to certain health risks.

Medical aesthetic services carried out at the Clinics are subject to a certain degree of health risks. Allergic reaction, undesirable or unexpected outcome, injury or death may occur as a result of undergoing medical aesthetic treatments. We cannot assure you that medical incidents resulting in allergic reaction, undesirable or unexpected outcome, injury or death will not occur in the course of the business operations of the Clinics in the future. In the event that such incidents occur, we may be subject to legal proceedings, substantial liabilities and negative media coverage, which could materially and adversely affect our reputation, business, results of operations, financial condition and prospects.

Professional duties and responsibilities of our registered medical practitioners to clients may not always be in line with our commercial interests in maximising profits.

The Doctors are required to comply with the Physicians Act, Medical Care Act and Code of Medical Ethics for Physicians (醫師倫理規範), and their duties thereunder include (i) considering the best interests of patients and respecting patients’ autonomy; (ii) keeping abreast of advances in medical knowledge and improving medical skills by undertaking continuing education, staying current with medical developments, and enhancing the quality of medical services; (iii) caring for patients and prioritizing their health and welfare, ensuring that no circumstances adverse to patients’ interests interfere with the Doctors’ independent professional judgment; and (iv) acting in the best interests of patients by recognizing their own limitations and the capabilities of other doctors, refraining from performing medical practices beyond their competence, and assisting patients in seeking consultations or referrals when the cause of illness is uncertain or when appropriate treatment cannot be provided.

Such professional duties and obligations may place additional burdens on the Doctors and may not always be in line with our commercial interest in maximising profits of the Clinics.

Operations of the Clinics in Taiwan are subject to certain general laws and regulations, and we may face potential penalties for non-compliance where the relevant government authorities and/or the courts take a different interpretation on the relevant laws and regulations.

Operations of the Clinics in Taiwan are subject to certain general laws and regulations in relation to medical practitioners, trade description and safety of consumer goods, medical advertisement and importation and dealing in and sale of pharmaceutical products and drugs and skin care products. Therefore, the Doctors and we may face potential penalties for any non-compliance. Our management is required to devote time and resources to handle compliance-related matters.

In addition, any changes in laws and regulations, or any changes of interpretation thereof, could require the Clinics to obtain additional licences, permits, approvals, registration or certificates, or result in the invalidation of the Clinics’ currently owned licences, permits, approvals, registrations or certificates, or result in the Clinics being regarded as not in compliance with the relevant laws and regulations thereby subjecting the Doctors, or even us, to penalties and/or other legal consequences. For example, our interpretation of the Medical Care Act as set out in “Regulatory Overview – Laws and Regulations relating to our Group’s Business and Operation in Taiwan” may be subject to change and/or challenge. The relevant regulatory authorities may interpret that the Medical Care Act is applicable to our business, and we and our Directors may be subject to the penalties for breach of the Medical Care Act, and we may need to temporarily suspend our business and restructure our relationship with our doctors so that the relevant regulatory authorities consider that the Medical Care Act does not apply to our business. The temporary suspension of our business will have a material adverse impact on our business, results of operations, financial condition and prospects.

RISK FACTORS

If the Clinics or we fail to obtain or renew any necessary licences, permits, approvals, registrations and certificates, or are found to be non-compliant with any of these laws, regulations or rules, we may face penalties, suspension of operations or even revocation of operating licences, permits, approvals, registrations or certificates, depending on the nature of the findings, any of which could materially and adversely affect our business, results of operations, financial condition and prospects.

We may not be able to seek compensation from our registered medical practitioners.

The Doctors have agreed to compensate us for damages we suffered as a result of their violation of any terms of the Service Framework Agreements, including but not limited to: (i) any costs and expenses incurred by us to comply with, or arising from non-compliance with, medical, pharmaceutical and medical device related laws and regulations in Taiwan, or any form of penalty, sanction, or disposition suffered by us from government authorities; (ii) costs related to operational adjustments, customer communication, legal consultation, engagement of lawyers, and administrative processing; and (iii) damage or loss to our brand image and reputation.

Nevertheless, there is no assurance that we will be able to seek compensation and recover all losses and damages from the relevant Doctors in the event of claims of professional misconduct or negligence against them. In particular, there is no assurance that the relevant losses or damages are within the scope of the insurance policy maintained by the relevant Doctors, or that the relevant Doctors have sufficient financial means to fulfil their obligations in compensating our Group. If we are unable to seek compensation from the relevant Doctors and such claims are not fully covered by our insurance policies, our Group may incur substantial liabilities or losses.

We face certain risks associated with the use of our medical aesthetic platform by Doctors.

Our platform is built upon a cooperation model with licensed medical Doctors to establish and operate Clinics, whereby we provide comprehensive non-medical operational support, enabling a “plug-and-play” environment for the Doctors to focus exclusively on delivering medical services. Under our Service Framework Agreement with the Doctors, we derive fees from the Doctors, including monthly fees based on the Clinics’ monthly revenues. This business model subject us to a number of risks, each of which may impact our ability to collect fees from the Doctors, may harm the goodwill associated with our brands, and may adversely impact our business and results of operations.

- *Control over the Clinics.* The Doctors manage their businesses independently and are responsible for the day-to-day operation of the Clinics. As a result, we cannot fully control their action and our contractual rights and remedies are limited. If the Doctors do not perform their obligations pursuant to their Service Framework Agreements with us, including but not limited to obtaining the relevant operating permits or complying with the applicable laws and regulations, or if the Doctors do not successfully operate the Clinics in a manner consistent with our required standards, or project an image inconsistent with our brands and values, our brands’ image and reputation could be harmed, which in turn could hurt our business and operating results. There is no guarantee that the Doctors will share our vision, and they may refuse to take actions that are only beneficial in the long term.
- *Revenues realised from the Clinics.* The revenues we realise from the Clinics are partly dependent on the ability of the Doctors to grow their sales. If the Doctors do not experience sales growth, our revenue and margins could be negatively affected. Also, if sales trends worsen for the Doctors, their financial results may deteriorate, which could result in, among other things, Clinic closures or delayed or reduced payments to us.

RISK FACTORS

- *Bankruptcy.* A Doctor’s bankruptcy could have a substantial negative impact on our ability to collect payments due under the Service Framework Agreement with him/her, and may have a negative impact on our brand image.
- *Litigation.* The Doctors are subject to a variety of litigation risks, including, but not limited to, consumer claims, personal-injury claims, employee allegations of improper termination. As stipulated in our Service Framework Agreement, we will not be held liable for the claims against the Doctors, for instance, in a dispute brought by a consumer in the Clinics. Although we are not directly liable for the costs involved in these types of litigations, each of these claims may increase the costs of the Doctors and adversely affect their profitability, and may therefore limit the funds available for them to pay fees due to us, or limit their ability to renew the Service Framework Agreement with us. On the contrary, the Doctors may have disputes with us for various issues, such as breach of the Service Framework Agreement. Such direct or indirect litigation risks could in turn adversely affect our business and operating results and may have negative impact on our brand image.

The medical aesthetic service market may not grow as anticipated, which would materially and adversely affect our business, results of operations and financial conditions.

The future demand for the medical aesthetic platform services provided by us and the medical aesthetic services provided by the Clinics is difficult to anticipate since it depends on various factors, many of which are beyond our control, such as technological advancement in devices and skin care products, introduction of substitute products or treatments, evolving perception by consumers of medical aesthetic services, and consumers’ willingness to pay for such services.

In addition, demand for the Clinics’ services and consumers’ spending power are particularly sensitive to changes in general economic conditions and our customers’ disposable incomes. We cannot assure you that the local economy in the places where we operate can sustain stable growth in customer spending. In addition, any economic downturn in Taiwan may also cause consumers to become less willing to pay for services at the Clinics, which are not considered as fundamental demand.

We may not be able to maintain and increase the sales and profitability of the Clinics.

Our ability to increase our sales depends in part on our ability to successfully implement our initiatives to increase client traffic and spending per Member at the Clinics. For example, the number of consumer visits increased from 234,559 in FY2024 to 257,465 in FY2025, the number of Active Members served increased from 86,921 in FY2024 to 91,804 in FY2025, and average spending per Active Member increased from NT\$34,200 in FY2024 to NT\$34,292 in FY2025. However, there can be no assurance that we will be able to continue to achieve sales growth and profitability for the Clinics. In addition, we may continue to experience negative same-store growth rate across our developing and matured Clinics. The Clinics may even operate at a loss if they could not grow sufficiently at the rate we expect and incur larger amount of costs and expenses at the same time. In addition, if Doctors intend to operate Clinics in our existing geographic markets, the sales performance and client traffic of existing Clinics near such new Clinics may decline as a result of increased competition.

RISK FACTORS

Failure to enhance sales and marketing efficiency of the Clinics could harm their ability to increase sales and achieve broader market reception.

The Clinics rely on our brand image and reputation in marketing and selling their services. As there are an increasing number of potential consumers who may seek services at the Clinics based on our reputation and brand in the medical aesthetics service industry, we will need to constantly manage our reputation and brand image and further enhance consumer education through promotions, advertisements and online marketing activities. Our ability to increase our membership base and achieve broader market reception of the Clinics’ services will depend to a significant extent on our ability to enhance the sales and marketing efficiency of the Clinics. However, there is no guarantee that we will be successful in attracting and maintaining Clinic clients, and our ability to control selling and marketing expenses may significantly affect our profitability. Even if we are successful in expanding our membership base, these efforts paid to analyse their needs and market the services of the Clinics to them would divert our limited resources away from existing Members, our ability to attract and maintain our current Members would be negatively impacted, which might cause a loss of our current membership base and adversely affect our business operation and financial results.

Our onsite service personnel may be incentivised to adopt inappropriate and excessive sales practices in advising customers to purchase unnecessary or unsuitable services or products.

Following Clinic clients’ consultation with the Doctors, our consultation specialists explain to the Clinic clients (i) the prices of the treatments; and (ii) the promotion and packages available to such treatments. Some Clinic clients may feel uncomfortable with the selling process and may lodge complaints and claims against us. Also, the remuneration package of our employees includes basic salary, allowance and bonus. In particular, our clinic managers and consultation specialists and other onsite service personnel may be remunerated with bonus that is assessed mainly based on the sales performance of the Clinics. Therefore, our onsite staff may be incentivised to adopt inappropriate and excessive sales practices, which may involve advising consumers to purchase unnecessary or unsuitable services or products, in order to boost their sales.

We were not involved in any litigation or material legal proceedings in relation to inappropriate or excessive sales practices during the Track Record Period and up to the Latest Practicable Date. However, any incidents of inappropriate and excessive sales practices which lead to unnecessary or unsuitable services or products sold to our customers may result in complaints, claims and legal actions to be brought by dissatisfied Members. Such dissatisfied Members may request refunds, complain on the Internet or media, or to his/her peers, or file legal claim against us, where such actions may materially and adversely affect our market reputation and consumer perception, thereby weakening their affinity to our brand, causing deterioration in the level of trust among our Members and potential Clinic clients in the services of the Clinics and resulting in reduced sales and potential loss of Members.

In addition, unscrupulous sales practices are regulated and restricted by Taiwan laws and regulations, the violations of which would subject us to penalties and/or other legal consequences. During the Track Record Period and up to the Latest Practicable Date, we had not been subject to any administrative penalty involving material non-compliance in relation to unscrupulous sales practices. Any changes in the existing laws and regulations, or any changes of interpretation thereof, or any promulgation of new laws and regulations in the Taiwan in relation to unscrupulous sales practices could require us to incur additional compliance costs, or result in us being regarded as not in compliance with the relevant laws and regulations thereby subjecting us to penalties and/or other legal consequences.

RISK FACTORS

There are restrictions in advertising and marketing our business, and we rely on referrals by existing clients to attract new clients.

We are subject to certain Taiwan laws and regulations relating to the advertisement and promotion of our services, including, but not limited to, the Medical Care Act, Pharmaceutical Affairs Act, Medical Devices Act. See “Regulatory Overview – Laws and Regulations relating to our Group’s Business and Operation in Taiwan – Medical Institutions and Medical Services – Medical Services – Medical Service Advertisement and Pharmaceutical Products, Medical Devices, Cosmetics, Food, and Health Food” for further details. For example, we are subject to certain restrictions on the promotion, publication, marketing and dissemination of information of the professional services and practices of the Clinics. Such restrictions may hinder our ability to further enhance our brand awareness in the industry, and attract new Doctors to expand our service coverage to Clinics and Clinic clients. Furthermore, any change in such laws, regulations and professional codes as well as their interpretation may render us or the Doctors in breach of the relevant laws, regulations and professional codes. We may be subject to substantial liabilities and other legal consequences, whereas the Doctors may be exposed to risks of disciplinary actions. All such circumstances may have a material adverse impact on our reputation, business, results of operations and financial condition.

There is no assurance that we will be able to attract sufficient number of new Doctors and Clinic clients to support our continuous business growth. If we fail to attract new Doctors and Clinic clients, our business, results of operations, financial condition and prospects may be materially and adversely affected.

Any inability to keep abreast of the latest technological advancement or market trends in the medical aesthetic service industry may materially and adversely affect our business performance.

We operate in an industry with rapidly changing consumer needs and preferences which challenge us to continuously keep up with the latest developments and trends in the medical aesthetic service industry and respond to the changing requests and preferences of consumers. Consumers are constantly looking for innovative and high-performance services and products at reasonable prices. In order to keep up with the latest developments and trends in the medical aesthetic service industry and respond to the changing needs and preferences of consumers, we need to upgrade the treatment devices we supply to the Doctors, invest in new treatment devices and diversify the service offerings of the Clinics from time to time.

If we are unable to anticipate or adapt to the latest technological developments or market trends in the medical aesthetic service industry, we may not be able to meet consumers’ expectations and the demand for the Clinics’ services may decline. Furthermore, if our competitors are more sensitive to changes in client preferences or more responsive to emerging technology in the industry, our medical aesthetic services may become less competitive. We may lose our existing Members, or even Doctors, and may be unable to attract new Members and Doctors, which could have a material adverse impact on our business performance. There is also no assurance that we will be able to recover the expenditure associated with the purchase of new treatment devices. Any of the abovementioned circumstances may materially and adversely affect our results of operations, financial condition and prospects.

Our efforts in developing, launching and promoting new services may not be successful.

We have consistently devoted our efforts to developing new services, and exploring new technology in order to not only adapt to evolving consumer preferences, but also influence market trends with innovation. In light of the highly competitive and volatile environment, our future growth depends on our ability to continue to expand and diversify our service portfolio. The launch of new service offerings and entry into new service categories involve inherent risks, such as those relating to evolving consumer preferences, market demand and new brand images and pricing. For example, we have strategically expanded into the TCM industry as an extension of our “external beauty, internal health” value proposition since 2024.

RISK FACTORS

Failure to successfully diversify our services to adapt to the constantly changing consumer preferences and market trends may cause our profit margin to decrease as we will not be able to recoup the associated costs, may jeopardise our competitive advantage and market share, and result in continued reliance on our existing services, products and brands. Any of these events could materially and adversely affect our business, financial condition, results of operations and prospects.

Newly opened Clinics may not achieve operating results as anticipated.

As disclosed in "Business - Our Business Strategies - Strategically expand our integrated medical aesthetic and wellness platform in Taiwan", we intend to partner with Doctors to establish ten medical aesthetics Clinics and 15 TCM Clinics in the next three years. It typically takes newly opened Clinics a period of time to achieve a utilisation rate comparable to existing Clinics, due to factors such as time needed to build consumer awareness and to integrate such stores' operations into our existing infrastructure. Furthermore, a Doctor may not be able to immediately utilise a new Clinic as anticipated, due to factors such as his/her inability to obtain or material delay in obtaining the required approvals, permits or licenses, and any substantial increase in costs to ramp up operations and utilisation. In addition, the operating results generated at the newly opened Clinic may not be comparable to the operating results generated at any of the existing Clinics. The new Clinics may even operate at a loss, which could materially and adversely affect our results of operations.

Any substantial increase in rent or non-renewal of head lease agreements may affect our business operations and financial condition.

As all Clinic premises are currently situated at leased properties, we are particularly vulnerable to fluctuations in the property rental market. Our depreciation of right-of-use assets amounted to approximately HK\$21.1 million, HK\$18.7 million and HK\$25.4 million for the FY2023, FY2024 and FY2025, respectively. Before the expiry of each of our head leases, we have to negotiate the terms of renewal with our respective lessors. As at the Latest Practicable Date, the number of Clinic head leases expiring in 2026, 2027 and 2028 and beyond were one, three and twelve, respectively. There is no assurance that our existing leases would be renewed on similar or favourable terms, in particular with respect to the amount of rent and the term of the lease, or at all. Any substantial increase in the rent of our leased properties may increase our property rental and related expenses, which could materially and adversely affect our profitability. There is also no assurance that our existing leases will not be terminated early by the lessors before the expiry of the relevant term.

In the event that we are required to relocate the Clinics, there is no assurance that we will be able to identify comparable locations in a timely manner or at all, and that we will secure a lease on comparable terms. We may also incur substantial relocation and renovation costs. Any non-renewal of leases may have a material adverse effect on our business, results of operations and financial condition.

We do not have full control over the quality of medical and beauty equipment, medical supplies, injection materials, skincare products and other consumables we use in providing our services.

We have established a comprehensive service protocol, internal control and strict quality control system. Even though we are selective in choosing our suppliers, we cannot assure you that the medical device, injectables, daily facial and body care products and other consumables we procure (including our private label offerings) from our suppliers are safe, free of defects and meeting the relevant quality standards. In the event of any quality issues, we could be subject to complaints and product liability claims by consumers of the Clinics. We may not be able to seek indemnification from our suppliers and if we engage in legal proceedings against our suppliers, such proceedings may be time consuming and costly regardless of the outcomes.

RISK FACTORS

We have engaged a limited number of suppliers, which may render us vulnerable to supply shortages and price fluctuations.

We engaged a limited number of suppliers for certain medical devices, consumables, pharmaceuticals, and skincare products during the Track Record Period. Any interruptions or changes in the supply, or our inability to obtain substitute suppliers meeting our quality standards at acceptable prices in a timely manner may impair our ability to meet the demands of our customers. Moreover, we expect our demand for medical and beauty equipment, medical supplies, injection materials, and skincare products increase as we continuously expand our business scale, and we cannot guarantee that our current suppliers have the capacity to meet our increasing demand going forward.

In the event that our major suppliers terminate their business relationships with us, or fail to provide us with adequate supply to meet our needs, we may not be able to find suitable alternative suppliers within a short period of time. Moreover, prices of certain principal medical and beauty equipment, medical supplies, injection materials, and skincare products may increase significantly, in which case we may not be able to increase the prices of our services to offset the impacts. Therefore, if our suppliers increase prices of or reduce discounts and we fail to secure replacement for such products at a better price, we may experience a decline of our profits.

If our employees, customers, suppliers or other business partners engage in illegal, fraudulent, improper or unethical conduct, such as bribery and corruption, we may be subject to potential liability and negative publicity, and our reputation as well as business could be harmed.

We are exposed to the risk that our employees, customers, suppliers, or other business partners we have contracted may engage in illegal, fraudulent, improper or unethical conduct. Misconduct by these individuals and institutions could include intentional, reckless and/or negligent conduct that violates the relevant laws and regulations, including those requiring the reporting of true, complete and accurate information and data to regulatory authorities, data privacy and security, product quality, efficacy claims and manufacturing standards, and other relevant laws and regulations in Taiwan. Such misconduct could also involve fraud, corruption, bribery (such as offering or accepting kickbacks and rebates that may constitute bribery), tax evasion and other illegal practices. In addition, our business partners such as medical institutions may be subject to greater regulatory scrutiny in their operations, in particular, their compliance with applicable anti-bribery and tax laws and regulations.

In particular, sales, marketing and other business arrangements in our industry are subject to extensive laws and regulations intended to prevent fraud, bribery, misconduct, kickbacks, self-dealing and other abusive practices. In recent years, regulatory scrutiny and enforcement in sales, marketing and other business arrangements involving medical institutions, such as medical aesthetic service providers, have increased, and regulations in our industry or those of our business partners may further tighten in the future. We could be potentially liable for actions taken by our employees, customers, suppliers or other business partners that violate anti-bribery, anti-corruption and other related laws and regulations in Taiwan or other countries, as well as suffer from negative publicity associated with these actions, over which we may not have full control. Our employees or other third parties may fail to comply with such laws and regulations, and the relevant government authorities with discretion may interpret the laws and regulations in the way inconsistent with our understanding, both of which may expose us to potential risks and penalties. Although we had not been subject to fines or penalties for any breach of such laws and regulations in the past, we cannot assure you that there will not be any such fines or penalties imposed on us in the future.

RISK FACTORS

The risk of breaches by our employees, customers, suppliers or other business partners, whether intentionally or inadvertently, could also potentially be higher in light of the recent regulatory scrutiny. We may not be able to identify and deter any misconduct by such foregoing persons, and the precautions we take to detect and prevent such misconduct may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, those actions could severely disrupt our business operations, or result in failure to continue the marketing and sales of our products and obtain regulatory approval for our product candidates. The government authorities may seize the products involved in any illegal or improper conduct by our employees and other third parties, and we may be subject to claims, fines or suspension of our operations. Our brands and reputation, business, results of operations and financial position could be adversely affected if we are associated with any potential liabilities as well as negative publicity as a result of illegal, fraudulent, improper or unethical conduct, or allegations of such, by our employees and other business partners.

Our success depends on our ability to retain our senior management, key personnel and to attract, retain and motivate qualified personnel.

We have been, and will continue to be, heavily dependent on the continued services of our senior management team and other key employees, including our clinic managers and consultation specialists, in particular their familiarity with our business operations and their experience and expertise in the medical aesthetic service industry in Taiwan. Competition for competent candidates in the industry is intense and the pool of competent candidates is limited. If we lose the services of our key personnel, we may not be able to locate suitable or qualified replacements in a timely manner or at all and may incur additional expenses to recruit and train new personnel. Consequently, our business could be disrupted, the implementation of our business strategies could be delayed, and our financial condition and results of operations could be adversely affected. In addition, if any member of our senior management team or key employees joins a competitor or forms a competing business, we may lose know-how, members and key service personnel and staff.

In addition, our future growth and our ability to implement our business strategies will depend on, among other factors, the successful retention and recruitment of experienced management and other key personnel. We cannot assure you that we will be able to retain or hire such employees and the failure to do so may materially and adversely affect our business, results of operations, financial condition and prospects.

We could be exposed to risks related to our management of consumer data.

During our ordinary course of business, we collect certain data of Members, primarily including name, gender, contact information, purchase records, and other service-related non-medical records. We collect such information primarily for communications, and delivery of our services properly. We are required by applicable laws to properly keep and maintain Members' information, and to protect their information from being leaked. We are also subject to, among others, regulations on personal information protection in Taiwan which limits the use of personal information of the Members collected by us for such purposes for which they were collected. We have adopted various measures to ensure legal compliance. For details, see “Business – Data Privacy and Protection”. However, these measures may not always be effective in protecting the Members' data and there is no guarantee that we can completely prevent the information from leakage and constantly maintain compliance under evolving and complex regulatory environment, for example, we may need to enhance and prioritise our internal control measures, security management and information technology systems, such as multi-layer protection scheme. Our information technology systems could be breached through hacking activities. Personal information we maintain could be leaked due to any theft or misuse of personal information caused by misconduct or negligence. In addition, although we do not make Clinic clients' data available to the public, we use such data for better understanding of consumer needs and preferences.

RISK FACTORS

Our insurance coverage may not be sufficient to cover all risks involved in our business operations.

We have taken out insurance policies to cover the risks generally associated with our business operations. See “Business – Insurance” for details relating to our insurance coverage. However, there are certain types of risks, such as acts of god, for which insurance coverage is generally not available on commercially acceptable terms or at all. There is no assurance that our current insurance coverage will be able to cover all types of risks involved in our business operations, or be sufficient to cover the full extent of losses, damages or liabilities arising therefrom. If we suffer any losses, damages or liabilities in the course of our business operations arising from events for which we do not have any or adequate insurance coverage, we will have to bear all or a certain portion of such losses, damages or liabilities. In such circumstances, our business operations, financial condition and results of operations may be materially and adversely affected.

In addition, there is no assurance that our insurance premium will not increase or that we will not be required by law to obtain additional insurance coverage in the future. Any increase in insurance costs may materially and adversely affect our financial condition and results of operations.

Any disruption, malfunction or breakdown of our IT infrastructure systems may interrupt our business operations.

Our business operations depend on the satisfactory performance, stability and reliability of our IT infrastructure and related software programmes, which are critical to our storage of Members' information, management of inventory, as well as computation of operational and sales data. However, our IT infrastructure may experience disruption, malfunction, breakdown or other performance problems due to reasons such as (i) increasing pressure on our servers and network capacities as a result of growing client base and expanding operations; (ii) undetected programming errors, bugs, flaws, corrupted data or other defects; (iii) hacking or other attacks on our network infrastructure and system programmes; and (iv) floods, fires, extreme temperatures, power loss, telecommunications failures, technical error, computer viruses or similar events. Any disruption, malfunction, breakdown or other performance problems of our IT infrastructure may significantly disrupt our business operations and reduce our work efficiency, which may have a negative impact on the quality of our services.

There is no assurance that our IT infrastructure will not experience disruption, malfunction, breakdown or other performance problems in the future. There is also no assurance that we will be able to effectively upgrade our existing systems or develop new systems to support our expanding business operations in a timely manner. Any failure to do so may materially and adversely affect our business, results of operations, financial condition and prospects.

We may fail to maintain effective quality assurance systems for our services.

Service quality is critical to our success. Maintaining consistent service quality depends significantly on the effectiveness of our quality assurance systems, which in turn depends on a number of factors, including the design of our quality control systems and implementation and compliance with those quality control policies and guidelines. Due to the scale of operations of the Clinics, we also face the risk that certain of the Doctors and their employees may not adhere to our mandated quality procedures and requirements. There can be no assurance that our quality assurance systems will prove to be effective. Any significant failure of or deviation from these quality assurance systems could have a material adverse effect on our business, reputation, results of operations and financial condition.

RISK FACTORS

There is no assurance that our business strategies and future plans will be successfully implemented.

The successful implementation of our business strategies and future plans may be hindered by risks set out in this section and is subject to numerous factors, including but not limited to:

- our ability to adapt to changing industry and market trends and keep up with the latest technological developments;
- the availability of management and financial resources;
- our ability to retain our existing clients and attract new ones to match our increased service capacity;
- our ability to negotiate favourable terms with our suppliers; and
- our ability to hire, train and retain registered medical practitioners and other skilled personnel to operate our business.

There is no assurance that we will be able to successfully implement our business strategies or future plans. Even if our business strategies or future plans are implemented, there is no assurance that they will successfully increase our market share or enhance our market position.

We may be unable to identify or execute acquisition opportunities as planned.

As disclosed in “Business – Our Business Strategies – Expand market coverage and prudently evaluate acquisition target in Japan”, we intend to enter into the Japan medical aesthetics market by way of acquiring a medical aesthetic operator in the Greater Tokyo Area. We may not be able to identify suitable acquisition targets, negotiate commercially acceptable terms for acquisitions, or successfully integrate any acquired assets or businesses in the future. Even if we are able to identify suitable targets, such acquisitions can be difficult, time consuming and costly to execute and integrate, and we may not be able to secure necessary financing for the acquisitions. Unsuccessful acquisition may have an adverse effect on our business and financial condition. Businesses that we acquire may have unknown or contingent liabilities, including liabilities for failure to comply with the relevant laws, regulations and rules. We may also suffer reputational and financial harm for actual or alleged inferior service or harm that occurred at the clinics operated by the acquired operator prior to our acquisition, and need to respond to claims initially as unsatisfied customers will likely pursue their claims against us. In addition, future acquisitions and subsequent integration of newly acquired assets and businesses into our own would require attention from our management and could result in a diversion of resources from our existing business, which in turn could have an adverse effect on our business operations. Acquired assets or businesses may not generate the financial results we expect. Going forward, from time to time, we may evaluate various acquisition opportunities, and any future acquisition through equity, acquisition through asset or business, or investment in an associate may entail numerous risks. These risks include increased cash requirements, additional indebtedness, contingent or unforeseen liabilities.

We may fail to expand into new geographic areas in a timely and cost-effective manner.

We have significantly expanded our business over the past few years. Our organisation may become larger and more complex with our intended plans to expand into new geographic areas, including Japan, through a combination of acquisitions and organic growth. The execution of our expansion plans is expected to require management attention and efforts and incur additional expenditures. Our ability to successfully expand into new markets depends on many factors including, among others, our ability to:

- identify suitable geographic markets for the type of services we offer;

RISK FACTORS

- identify ideal locations of the stores premise and negotiate acceptable terms for leasing or acquiring the properties, including desirable tenant allowances;
- identify local consumer preferences;
- address local market competition;
- avoid potential cannibalisation;
- hire, train and retain a growing workforce;
- successfully integrate new stores into our existing control structure and operations, including our information technology systems;
- avoid competition of our new direct stores with our franchised stores in the same areas as we expand into new geographic areas; and
- secure financing or maintain sufficient capital to invest in new stores or making acquisitions of well-established medical aesthetic service institution

In addition, to manage our growth and expansion, and to attain and maintain profitability, we will continue to place demands on our management, physicians and our administrative, operational and financial personnel and infrastructure. We cannot assure you that we will be able to implement our expansion plans or manage any future growth effectively and efficiently, and any failure to do so may adversely affect our ability to capitalise on new business opportunities, which in turn may have an adverse effect on our business and financial results.

Our business may be affected by natural disasters, epidemics and other acts of God.

Our business may be affected by natural disasters, epidemics and other acts of God which are beyond our control. The occurrence of earthquakes, sandstorms, snowstorms, fire or drought, or the outbreak of epidemics such as Middle East Respiratory Syndrome (MERS), Severe Acute Respiratory Syndrome (SARS), H5N1 avian flu, human swine flu (also known as Influenza A (H1N1)), H7N9, Sika Virus Disease or COVID-19 and its variants may have a material adverse impact on the economic and social conditions in the affected regions. For details of risks relating to COVID-19, see “– Risks Relating To Our Services and Products – Our operations and business plans may be adversely affected by the COVID-19 pandemics” in this section. In addition, any natural disasters, epidemics and other outbreaks that are beyond our control may be expected to directly impact our operations, including straining our facilities and employees, exposing employees to personal risks, disrupting regular business operations, imposing additional health or safety measures upon our stores, exposing our stores to potential liability for any actions taken or not taken.

The share-based compensation expenses associated with the Pre-[REDACTED] Share Option Scheme will adversely affect our results of operations and any exercise of the options granted may result in a dilution of our Shareholders’ shareholdings.

For the purpose of motivating the grantees of the Pre-[REDACTED] Share Options (the “Grantees”) to optimise their future contributions to our Group and/or rewarding them for their past contributions, attracting and retaining or otherwise maintaining on-going relationships with the Grantees who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of our Group, we adopted the Pre-[REDACTED] Share Option Scheme, details of which are set out in “Statutory and General Information – D. Share Option Schemes – Pre-[REDACTED] Share Option Scheme” in Appendix IV to this document. Based on the valuation carried out by our valuer, the fair value of the Pre-[REDACTED] Share Options is estimated to be approximately HK\$9.5 million, of which approximately HK\$4.4 million had been recognised as share-based compensation expenses in our combined statement of profit or loss and other comprehensive income for FY2025.

RISK FACTORS

The issue of Shares on any exercise of the Pre-[REDACTED] Share Options in the future will result in a reduction in the percentage ownership of the Shareholders in our Company and may result in a dilution in the earnings per Share and net asset value per Share, as a result of the increase in the number of Shares outstanding after such issuance.

RISKS RELATING TO DOING BUSINESS IN TAIWAN

Economic, political and social conditions and government policies in Taiwan could affect our business and prospects.

All of our revenue is derived from our businesses in Taiwan and substantially all of our assets are located in Taiwan. We anticipate that Taiwan will remain our primary market in the foreseeable future. Accordingly, our financial condition, results of operations and prospects are, to a material extent, subject to economic, political and legal developments in Taiwan. Should there be any adverse change in the GDP and/or consumer spending growth in Taiwan, our results of operations, financial condition and growth prospects may be materially and adversely affected.

The Taiwan economy differs from the economies of developed countries in many respects, including, among other things, the degree of government involvement, control of investment, level of economic development, growth rate, foreign exchange controls and resource allocation. We cannot predict whether changes in the political, economic and social conditions in Taiwan or changes in the laws, regulations and policies promulgated by the Taiwan government will have any adverse effect on our current or future business and financial conditions and results of operations. For example, our financial condition and results of operations may be adversely affected by government policies on the medical aesthetic service industry in Taiwan or changes in tax regulations applicable to us. If the business environment in Taiwan deteriorates, our business in Taiwan may also be materially and adversely affected.

Before the Reorganisation is completed, the payment of dividends is subject to restrictions under the Taiwan law.

Under Taiwan laws, dividends may be paid only out of distributable profits. Distributable profits are our net profit as determined under the generally accepted accounting principles in Taiwan, less any recovery of accumulated losses and appropriations to statutory and other reserves that we are required to make. As a result, we may not have sufficient or any distributable profits to enable us to make dividend distributions to our Shareholders in the future, including periods for which our financial statements indicate that our operations have been unprofitable. Any distributable profits that are not distributed in a given year are retained and available for distribution in subsequent years.

Failure to comply with workplace safety regulations in Taiwan leading to penalties or fines may adversely affect our reputation and business operation.

Our operations are subject to applicable workplace health and safety, fire safety, fire prevention laws and other regulations. Such laws and regulations are increasingly stringent, and we may need to allocate more resources or capital expenditure in order to ensure compliance with the relevant laws and regulations. If we fail to comply with such laws or regulations, we may be required to take corrective action, and/or pay penalties or fines. Any of these factors may have a material adverse effect on our business operations and results.

RISK FACTORS

You may experience difficulties effecting service of legal process and enforcing judgments against us and our management in Taiwan.

Our Taiwan Legal Advisors have advised us that any final judgment obtained against us in any court other than the courts of Taiwan in respect of any legal suit or proceeding arising out of or relating to the [REDACTED], will be enforced by the courts of Taiwan without further review of the merits only if the Taiwan court in which enforcement is sought is satisfied with the following:

- the court rendering the judgment has jurisdiction over the subject matter according to the laws of Taiwan;
- the judgment and the court procedures resulting in the judgment are not contrary to the public order or good morals of Taiwan;
- if the judgment was rendered by default by the court rendering the judgment, (i) we were duly served within a reasonable period of time within the jurisdiction of such court in accordance with the laws and regulations of such jurisdiction, or (ii) process was served on us with judicial assistance of Taiwan; and
- judgments of the courts of Taiwan are recognised in the jurisdiction of the court rendering the judgment on a reciprocal basis.

We may be subject to governmental approvals, registrations and foreign exchange controls in Taiwan when using the [REDACTED] of the [REDACTED] to provide financial support to our Taiwan operations, which could delay or limit our ability to use such [REDACTED] effectively.

We may be unable to promptly provide financial support to our Taiwanese subsidiary, JC Taiwan, or our branch office in Taiwan due to regulatory requirements imposed by Taiwanese governmental authorities under applicable laws. Any loans we may make to JC Taiwan or our Taiwan branch office may be subject to approval, registration or reporting requirements under applicable Taiwan laws and regulations, depending on factors such as the loan term, currency denomination and the identity of the lender. In addition, any additional capital contributions to JC Taiwan or contributions of operational funds to our Taiwan branch office are subject to, among other things, prior approvals from the relevant Taiwanese authorities, including the Department of Investment Review of the Ministry of Economic Affairs.

Furthermore, to the extent that any loans, capital contributions or operational funding are provided in currencies other than New Taiwan Dollars, the conversion of such foreign currencies into New Taiwan Dollars may be subject to Taiwan foreign exchange regulations and registration or reporting requirements. See “Regulatory Overview – Laws and regulations relating to our Group’s business and operation in Taiwan – Exchange Control” for further information.

Due to these regulatory approval, registration, reporting and foreign exchange requirements, we may not be able to obtain the necessary governmental approvals or complete the required registrations or filings on a timely basis, or at all, in connection with future loans to or investments in JC Taiwan or our Taiwan branch office. As a result, we may face uncertainty regarding our ability to provide timely financial support to our Taiwan operations when needed and to deploy the [REDACTED] of the [REDACTED] as intended. Any delay or failure in obtaining required approvals or completing required registrations could restrict or prevent our effective use of the [REDACTED] of the [REDACTED], delay or impede our ability to fund operations or growth initiatives in Taiwan, and adversely affect our business, financial condition and results of operations.

RISK FACTORS

Before the completion of the Reorganization, we may depend on dividends and other distributions from our Taiwan subsidiary to meet our cash and financing needs, and any limitation on our Taiwan subsidiary’s ability to make such payments could materially and adversely affect our business.

We are a company incorporated in the Cayman Islands and, prior to the completion of the Reorganization, we may rely on dividends and other equity distributions from our Taiwanese subsidiary, JC Taiwan, to satisfy our cash and financing requirements, including funds necessary to pay dividends or other cash distributions to our shareholders or to service any indebtedness we may incur. JC Taiwan is incorporated in Taiwan and is treated as a Taiwan tax resident for purposes of the Taiwan Income Tax Act. Dividends distributed by JC Taiwan to its shareholders that are foreign profit-seeking enterprises without a fixed place of business or business agent in Taiwan, including us, are subject to Taiwan withholding tax. Under the Taiwan Income Tax Act and the Standards of Withholding Rates for Various Incomes, dividends paid by a Taiwan subsidiary to its foreign parent company are generally subject to a withholding tax of 21%, which would reduce the amount of cash we receive from JC Taiwan. See “Regulatory Overview – Laws and regulations relating to our Group’s business and operation in Taiwan – Tax” for further information.

In addition, under Taiwan law, dividends may be paid only out of distributable profits. Distributable profits are determined based on JC Taiwan’s net profits calculated in accordance with generally accepted accounting principles in Taiwan, after deducting accumulated losses and making required appropriations to statutory and other reserves. As a result, JC Taiwan may not have sufficient, or any, distributable profits to permit dividend distributions to its shareholders, including us, in certain periods, including periods in which JC Taiwan’s operations are unprofitable. Although any distributable profits not distributed in a given year may be retained and available for distribution in subsequent years, there can be no assurance that JC Taiwan will generate sufficient distributable profits or declare dividends in any given period. Any restriction on, delay in, or reduction of dividends or other distributions from JC Taiwan, whether due to tax withholding, statutory reserve requirements, operating losses or other regulatory or legal constraints, could limit our ability to meet our cash obligations, fund our operations, pay dividends to our shareholders or pursue growth initiatives, and could materially and adversely affect our business, financial condition and results of operations.

We may be deemed a Taiwan tax resident under Taiwan law upon the implementation of the place-of-effective-management rules, which could subject us to Taiwan enterprise income tax on our global income and adversely affect our financial condition.

Taiwan has enacted, but has not yet implemented, a statutory framework for determining the tax residency of foreign-incorporated companies based on the concept of “place of effective management.” Article 43-4 of the Taiwan Income Tax Act was promulgated in July 2016, and the Regulations Governing Application of the Place of Effective Management have also been issued. However, neither Article 43-4 nor the related regulations has yet become effective, and their respective effective dates will be announced by the Executive Yuan and the Ministry of Finance. Once these rules become effective, a foreign-incorporated enterprise, including our Company, may be deemed a Taiwan tax resident if its place of effective management is determined to be located in Taiwan.

Under Article 43-4 of the Taiwan Income Tax Act, this determination may be based on factors such as whether major operational, financial or personnel management decisions are made in Taiwan, whether accounting books and records or board or shareholder meeting minutes are maintained in Taiwan, or whether substantive core business activities are conducted in Taiwan. The application and interpretation of these criteria will be subject to the discretion of the Taiwan tax authorities. If our Company were determined to have its place of effective management in Taiwan after the implementation of these rules, the Company could be treated as a Taiwan tax resident and become subject to Taiwan enterprise income tax on its worldwide income, rather than only on Taiwan-source income. Such treatment could result in increased tax liabilities, additional compliance and reporting obligations, and potential uncertainty in our tax planning. Any such increased tax exposure or uncertainty could materially and adversely affect our financial condition, results of operations and the returns to our shareholders.

RISK FACTORS

RISKS RELATING TO THE [REDACTED]

There has been no prior public market for our Shares and the liquidity and market price of our Shares may be volatile.

Prior to the [REDACTED], there was no public market for our Shares. We cannot assure you that a public market for our Shares with adequate liquidity will develop and be sustained following the completion of [REDACTED]. In addition, the [REDACTED] of our Shares may not be indicative of the market price of our Shares following the completion of the [REDACTED]. If an active public market for our Shares does not develop following the completion of the [REDACTED], the market price and liquidity of our Shares could be materially and adversely affected.

You will incur immediate and significant dilution and raising additional capital may cause further dilution or restrict our operation.

The [REDACTED] of the [REDACTED] is higher than the net tangible asset value per Share immediately prior to the [REDACTED]. Therefore, purchasers of the [REDACTED] in the [REDACTED] will experience an immediate dilution in [REDACTED] consolidated net tangible asset value. If we raise additional capital through the sale of equity or convertible debt securities, your ownership interest will be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect your rights as a shareholder. Debt financing and preferred equity financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures, limitations on our ability to acquire or license intellectual property rights or declaring dividends, or other operating restrictions.

We are a Cayman Islands exempted company and, because judicial precedent regarding the rights of shareholders is more limited under the laws of the Cayman Islands than other jurisdictions, you may have difficulties in protecting your shareholder rights.

Our corporate affairs are governed by our Memorandum and Articles and by the Cayman Islands Companies Act and common law of the Cayman Islands. The rights of Shareholders to take legal action against our Directors and us, actions by minority Shareholders and the fiduciary responsibilities of our Directors to us under Cayman Islands law are to a large extent governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands as well as from English common law, which has persuasive, but not binding, authority on a court in the Cayman Islands. The laws of the Cayman Islands relating to the protection of the interests of minority shareholders differ in some respects from those established under statutes and judicial precedent in existence in the jurisdictions where minority Shareholders may be located. For details, see “Appendix IV – Summary of the Constitution of our Company and Cayman Islands Company Law”. As a result of all of the above, minority Shareholders may enjoy different remedies when compared to the laws of the jurisdiction such shareholders are located in.

Our Controlling Shareholders have substantial control over our Company and their interests may not align with the interests of the other Shareholders.

Prior to and immediately following the completion of the [REDACTED], our Controlling Shareholders will retain substantial control over our Company. Subject to our Articles of Association and the Cayman Islands Companies Act, the Controlling Shareholders will be able to exercise significant control and exert significant influence over our business or otherwise on matters of significance to us and other Shareholders by voting at the general meeting of the Shareholders and at Board meetings. The interests of our Controlling Shareholders may differ from the interests of other Shareholders and they are free (other than on any matters that they are required to abstain from voting on) to exercise their votes according to their interests. To the extent that the interests of the Controlling Shareholders conflict with the interests of other Shareholders, the interests of other Shareholders can be disadvantaged and harmed.

RISK FACTORS

There will be a time gap before trading of our Shares commences, and the price of our Shares when trading begins could be lower than the [REDACTED] in this document.

The indicative [REDACTED] is HK\$[REDACTED] to HK\$[REDACTED] per Share, and trading of our Shares on the Hong Kong Stock Exchange will only commence when they are delivered, which is expected to be on [REDACTED]. As a result, [REDACTED] may not be able to sell or otherwise deal in the Shares before the commencement of trading. Accordingly, holders of our Shares are subject to the risk that the price of the Shares when trading begins could be lower than the [REDACTED] as a result of adverse market conditions or other adverse developments that may occur between the time of sale and the time trading begins.

We cannot assure you that we will declare and distribute any dividends in the future.

There can be no assurance that we will declare and pay dividends because the declaration, payment and amount of dividends are subject to the discretion of our Directors, depending on, among other considerations, our operations, earnings, cash flows and financial position, operating and capital expenditure requirements, our strategic plans and prospects for business development, our constitutional documents and applicable law. For more details of our dividend policy, see “Financial Information – Dividends”.

Forward-looking statements contained in this document are subject to risks and uncertainties.

This document contains certain statements and information that are “forward-looking” and uses forward-looking terminology such as “aim”, “anticipate”, “believe”, “continue”, “could”, “expect”, “estimate”, “intend”, “may”, “plan”, “potential”, “predict”, “project”, “propose”, “seek”, “should”, “will”, “would” or similar terms. Those statements include, among other things, the discussion of our growth strategy and expectations concerning future operations, liquidity and capital resources. [REDACTED] of our Shares are cautioned that reliance on any forward-looking statements involves risks and uncertainties and that, any or all of those assumptions could prove to be inaccurate and as a result, the forward-looking statements based on those assumptions could also be incorrect. The uncertainties in this regard include, but are not limited to, those identified in this section, many of which are not within our control. In light of these and other uncertainties, the inclusion of forward-looking statements in this document should not be regarded as representations that our plans or objectives will be achieved and [REDACTED] should not place undue reliance on such forward-looking statements. Our Company does not undertake any obligation to update publicly or release any revisions of any forward-looking statements, whether as a result of new information, future events or otherwise. For details, see “Forward-Looking Statements” in this document.

You should read the entire document carefully, and we strongly caution you not to place any reliance on any information contained in press articles or other media regarding us or the [REDACTED].

You should rely solely upon the information contained in this document, the [REDACTED] and any formal announcements made by us in Hong Kong in making your [REDACTED] decision regarding our Shares. We do not accept any responsibility for the accuracy or completeness of any information reported by the press or other media, nor the fairness or appropriateness of any forecasts, views or opinions expressed by the press or other media regarding our Shares, the [REDACTED] or us. We make no representation as to the appropriateness, accuracy, completeness or reliability of any such data or publication. Accordingly, [REDACTED] should not rely on any such information, reports or publications in making their decisions as to whether to [REDACTED] in our [REDACTED]. By applying to purchase our Shares in the [REDACTED], you will be deemed to have agreed that you will not rely on any information other than that contained in this document and the [REDACTED].

WAIVERS AND EXEMPTION

In preparation for the [REDACTED], we have sought the following waivers and exemption:

WAIVER IN RESPECT OF MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rule 8.12 of the Listing Rules, our Company must have sufficient management presence in Hong Kong. This normally means that at least two of our executive Directors must be ordinarily resident in Hong Kong.

Given that (i) our headquarters is based in Taiwan; (ii) most of the business operations of our Company and our subsidiaries are managed and conducted in Taiwan; and (iii) our executive Directors principally reside in Taiwan and they play important roles in our Group’s business operations. Therefore, our Company does not have, and does not contemplate in the foreseeable future that we will have sufficient management presence in Hong Kong for the purpose of satisfying the requirements under Rules 8.12 of the Listing Rules.

Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange [has granted] us, a waiver from strict compliance with Rule 8.12 of the Listing Rules subject to the following conditions:

- (a) we have appointed Ms. Chang and Ms. Fung Sin Ting Karin, one of our joint company secretaries, as our authorised representatives (“**Authorised Representatives**”) pursuant to Rule 3.05 of the Listing Rules. The Authorised Representatives will act as our Company’s principal channel of communication with the Stock Exchange. The Authorised Representatives will be readily contactable by phone, facsimile and email to promptly deal with enquiries from the Stock Exchange, and will also be available to meet with the Stock Exchange to discuss any matter within a reasonable period of time upon request of the Stock Exchange;
- (b) when the Stock Exchange wishes to contact our Directors on any matter, each of the Authorised Representatives will have all necessary means to contact all of our Directors (including our independent non-executive Directors) promptly at all times. Our Company will also inform the Stock Exchange promptly in respect of any changes of the authorised representatives. We have provided the Stock Exchange with the contact details (i.e. mobile phone number, office phone number and email address) of all Directors to facilitate communication with the Stock Exchange;
- (c) all Directors who do not ordinarily reside in Hong Kong possess or can apply for valid travel documents to visit Hong Kong and can meet with the Stock Exchange within a reasonable period upon the request of the Stock Exchange; and
- (d) We have appointed Guotai Junan Capital Limited as our compliance advisor (the “**Compliance Advisor**”) upon [REDACTED] pursuant to Rule 3A.19 of the Listing Rules. The Compliance Advisor will, among other things and in addition to the Authorised Representatives, provide us with professional advice on continuing obligations under the Listing Rules and act as additional channel of communication of our Company with the Stock Exchange during the period from the [REDACTED] to the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year immediately after the [REDACTED]. The Compliance Advisor will be available to answer enquiries from the Stock Exchange and will act as an additional channel of communication with the Stock Exchange when the Authorised Representatives are not available.

WAIVERS AND EXEMPTION

WAIVER IN RESPECT OF APPOINTMENT OF JOINT COMPANY SECRETARY

Rule 8.17 of the Listing Rules provides that our Company must appoint a company secretary who satisfies the requirements under Rule 3.28 of the Listing Rules. According to Rule 3.28 of the Listing Rules, our Company must appoint an individual, who, by virtue of his academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary. Pursuant to Note 1 to Rule 3.28 of the Listing Rules, the Stock Exchange considers the following academic or professional qualifications to be acceptable:

- (a) a member of The Hong Kong Institute of Chartered Secretaries;
- (b) a solicitor or barrister as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong); and
- (c) a certified public accountant as defined in the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong).

Note 2 to Rule 3.28 of the Listing Rules further provides that the Stock Exchange considers the following factors in assessing the “relevant experience” of the individual:

- (a) length of employment with the issuer and other issuers and the roles he/she played;
- (b) familiarity with the Listing Rules and other relevant laws and regulations including the SFO, the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Takeovers Code;
- (c) relevant training taken and/or to be taken in addition to the minimum requirement under Rule 3.29 of the Listing Rules; and
- (d) professional qualifications in other jurisdictions.

Our Company has appointed Ms. LIN I-Hsuan (林宜萱) as one of our joint company secretaries. She has extensive experience in board and corporate management matters but presently does not possess any of the qualifications under Rules 3.28 and 8.17 of the Listing Rules, and may not be able to solely fulfill the requirements of the Listing Rules. Therefore, we have appointed Ms. FUNG Sin Ting Karin (馮羨婷), who fully meets the requirements stipulated under Rules 3.28 and 8.17 of the Listing Rules to act as the other joint company secretary and to provide assistance to Ms. Lin for an initial period of three years from the [REDACTED] to enable Ms. Lin to acquire the “relevant experience” under Note 2 to Rule 3.28 of the Listing Rules so as to fully comply with the requirements set forth under Rules 3.28 and 8.17 of the Listing Rules.

The following arrangements have been, or will be, put in place to assist Ms. Lin in acquiring the qualifications and experience as the company secretary of our Company required under Rule 3.28 of the Listing Rules:

- (a) Ms. Lin will attend relevant training courses, including briefings on the latest changes to the relevant applicable Hong Kong laws and regulations and the Listing Rules, which will be organised by our Company’s Hong Kong legal advisers on an invitation basis and seminars organised by the Stock Exchange for listed issuers from time to time;
- (b) Ms. Fung will assist Ms. Lin to enable her to acquire the relevant experience (as required under Rule 3.28 of the Listing Rules) to discharge the duties and responsibilities as the company secretary of our Company;

WAIVERS AND EXEMPTION

- (c) Ms. Fung will communicate regularly with Ms. Lin on matters relating to corporate governance, the Listing Rules and any other laws and regulations which are relevant to our Company and its affairs. Ms. Fung will work closely with, and provide assistance for, Ms. Lin in the discharge of her duties as a company secretary, including organising our Company’s Board meetings and Shareholders’ general meetings; and
- (d) upon expiry of Ms. Fung’s initial term of appointment as the joint company secretary of our Company, we will evaluate her experience in order to determine if she has acquired the qualifications required under Rules 3.28 and 8.17 of the Listing Rules, and whether on-going assistance should be arranged so that Ms. Lin’s appointment as the company secretary of our Company continues to satisfy the requirements under Rules 3.28 and 8.17 of the Listing Rules.

Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange [has granted] us, a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules. Such waiver will be revoked immediately if and when Ms. Fung ceases to provide assistance to Ms. Lin or there are material breaches of the Listing Rules by our Company. Before the expiry of the initial three-year period, the qualification of Ms. Lin will be re-evaluated to determine whether the requirements as stipulated in Note 2 to Rule 3.28 of the Listing Rules can be satisfied.

WAIVER AND EXEMPTION IN RELATION TO THE PRE-[REDACTED] SHARE OPTION SCHEME

Under Rule 17.02(1)(b) of the Listing Rules, paragraph 27 of Appendix 1A and paragraph 10 of Part I of the Third Schedule to the Companies Ordinance, this document is required to include, among other things, details regarding the number, description and amount of any of our Shares which any person has, or is entitled to be given, an option to subscribe for, together with certain particulars of each option, namely the period during which it is exercisable, the price to be paid for Shares subscribed for under it, the consideration (if any) given or to be given for it or for the right to it and the names and addresses of the persons to whom it was given, full details of all outstanding options and their potential dilution effect on the shareholdings upon the [REDACTED], as well as the impact on the earnings per Share arising from the exercise of such outstanding options under the Pre-[REDACTED] Share Option Scheme.

We granted Pre-[REDACTED] Share Options to 202 persons (“**Grantees**”) to subscribe for 1,232,000 Shares on the terms set forth in the section headed “Appendix V – Statutory and General Information – D. Other Information – 1. Share Option Scheme – Pre-[REDACTED] Share Option Scheme”. These include two Grantees who are Directors, and seven Grantees who are members of the senior management of our Group (collectively, the “**Disclosed Grantees**”), and the remaining Grantees are other employees, consultant and key stakeholders of the Group (“**Other Grantees**”). Except as disclosed in the section headed “Appendix V – Statutory and General Information – D. Other Information – 1. Share Option Scheme – Pre-[REDACTED] Share Option Scheme”, no Grantee under the Pre-[REDACTED] Share Option Scheme is a Director or a member of the senior management or a connected person of our Group.

WAIVERS AND EXEMPTION

We have applied for (i) a waiver from strict compliance with the requirements under Rule 17.02(1)(b) and paragraph 27 of Appendix 1A to the Listing Rules and (ii) an exemption from strict compliance with paragraph 10(d) of Part I of the Third Schedule to the Companies Ordinance in connection with the disclosure of certain details relating to the Pre-[REDACTED] Share Options and certain Grantees under the Pre-[REDACTED] Share Option Scheme. In light of the requirements under the relevant regulations described above, we have made the following submissions to the Stock Exchange and the SFC:

- (a) the Pre-[REDACTED] Share Options are granted to a total of two Directors, seven members of the senior management and 193 Other Grantees. Our Directors consider that it would be unduly burdensome to disclose full details of all the Pre-[REDACTED] Share Options granted by us in the document, which would involve voluminous content to be inserted into the document, significantly increasing the cost and timing for information compilation and document preparation. For example, we would need to collect and verify the addresses of a large number of grantees to meet the disclosure requirement;
- (b) disclosure of full details of all Pre-[REDACTED] Share Options in this document would expose us to increased risks of internal conflicts and could have an adverse impact on the morale among the Grantees of the Pre-[REDACTED] Share Options;
- (c) disclosure of key information of the Pre-[REDACTED] Share Options granted to Directors and members of the senior management of our Group and Other Grantees in the section headed “Appendix V – Statutory and General Information – D. Other Information – 1. Share Option Scheme – Pre-[REDACTED] Share Option Scheme” is sufficient to provide potential [REDACTED] with information to make an informed assessment of the potential dilutive effect and impact on earnings per Share of the Pre-[REDACTED] Share Options in their [REDACTED] decision making process;
- (d) for the Other Grantees, there will be full disclosure on all Pre-[REDACTED] Share Options granted to them on an aggregate basis, including (a) the aggregate number of Other Grantees; (b) the number of Shares underlying the Pre-[REDACTED] Share Options; (c) the consideration paid for the Pre-[REDACTED] Share Options; (d) the exercise period of each Pre-[REDACTED] Share Option; and (e) the exercise price of the Pre-[REDACTED] Share Options. None of the Other Grantees was granted Pre-[REDACTED] Share Options for more than 25,000 Shares under the Pre-[REDACTED] Share Option Scheme;
- (e) a waiver and exemption from the applicable disclosure requirements under the Listing Rules and the Companies Ordinance will not hinder potential [REDACTED] from making an informed assessment of our activities, assets and liabilities, financial position, management and prospects and the interest of public [REDACTED] will not be prejudiced; and
- (f) the grant and exercise in full of the Pre-[REDACTED] Share Options will not cause any material adverse change in our financial position.

The Stock Exchange [has granted] the waiver to us, subject to the conditions that:

- (a) a certificate of exemption from strict compliance with the relevant Companies Ordinance requirements be granted by the SFC and the particulars of the exemption be disclosed in this document;

WAIVERS AND EXEMPTION

- (b) on an individual basis, full details of all the Pre-[REDACTED] Share Options granted by our Company to the Directors and senior management of our Group, including all the particulars required under Rule 17.02(1)(b) of the Listing Rules, paragraph 27 of Appendix 1A to the Listing Rules and paragraph 10(d) of Part I of the Third Schedule to the Companies Ordinance, be disclosed in this document;
- (c) in respect of the Pre-[REDACTED] Share Options granted by our Company to the Other Grantees, the following details be fully disclosed in this document:
 - (1) the aggregate number of the Other Grantees;
 - (2) the number of Shares subject to such Pre-[REDACTED] Share Options and the percentage of our Company’s total issued share capital represented by such Shares;
 - (3) the consideration paid for the grant of such Pre-[REDACTED] Share Options;
 - (4) the exercise period of the Pre-[REDACTED] Share Options; and
 - (5) the exercise price for the Pre-[REDACTED] Share Options;
- (d) the dilution effect and impact on earnings per Share upon full exercise of the Pre-[REDACTED] Share Options be disclosed in this document;
- (e) the aggregate number of Shares subject to the outstanding Pre-[REDACTED] Share Options and the percentage of our Company’s issued share capital of which such number represents be disclosed in this document;
- (f) a summary of the Pre-[REDACTED] Share Option Scheme be disclosed in this document; and
- (g) a full list of all the Grantees (including the Other Grantees) who have been granted Pre-[REDACTED] Share Options, containing all details as required under Rule 17.02(1)(b), paragraph 27 of Appendix 1A to the Listing Rules and paragraph 10(d) of Part I of the Third Schedule to the Companies Ordinance be made available for public inspection in accordance with “Appendix VI – Documents Delivered to the Registrar of Companies and Available on Display – 2. Documents Available on Display”.

The SFC [has granted] a certificate of exemption under section 342A of the Companies Ordinance exempting our Company from strict compliance with paragraph 10(d) of Part I of the Third Schedule to the Companies Ordinance, subject to the conditions that:

- (a) an individual basis, full details of all the Pre-[REDACTED] Share Options granted by our Company to the Disclosed Grantees be disclosed in this document, such details to include all the particulars required under paragraph 10 of Part I of the Third Schedule to the Companies Ordinance;
- (b) in respect of the Pre-[REDACTED] Share Options granted by our Company to the Other Grantees, the following details be disclosed in this document:
 - (1) the aggregate number of Grantees and number of Shares subject to the Pre-[REDACTED] Share Options;
 - (2) the consideration paid for the grant of the Pre-[REDACTED] Share Options; and

WAIVERS AND EXEMPTION

- (3) the exercise period and the exercise price for the Pre-[REDACTED] Share Options;
- (c) a full list of all the Grantees (including the Disclosed Grantees), containing all the details as required under paragraph 10 of Part I of the Third Schedule to the Companies Ordinance, be made available for public inspection in accordance with “Appendix VIII – Documents Delivered to the Registrar of Companies and Available for Inspection – Documents available for inspection”; and
- (d) the particulars of such exemption be disclosed in this document. Further details of the Pre-[REDACTED] Share Option Scheme are set forth in the section headed “Appendix V – Statutory and General Information – D. Other Information – 1. Share Option Scheme – Pre-[REDACTED] Share Option Scheme”.

WAIVER IN RELATION TO NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

Certain members of our Group have entered into certain transactions which will constitute continuing connected transactions of our Group under the Listing Rules following the [REDACTED]. Our Company has applied for the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the announcement requirement under Chapter 14A of the Listing Rules with respect to the non-exempt continuing connected transactions described in “Connected Transactions – Non-exempt continuing connected transaction”. For further details of such continuing connected transactions and the waiver, see “Connected Transactions – Non-exempt continuing connected transaction”.

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

DIRECTORS

Name	Residential address	Nationality

Executive Directors

Ms. CHANG, Li-Chi (張麗綺) (former name: CHANG, Li-Chun (張麗純))	10th Floor, No. 65, Section 2, Jianguo South Road, Da’an District, Taipei City, Taiwan	Taiwanese

Ms. CHUANG, Yu-Ching (莊于靚)	10th Floor, No. 65, Section 2, Jianguo South Road, Da’an District, Taipei City, Taiwan	Taiwanese

Non-executives Directors

Mr. WANG, Tsung-Wei (王琮崴)	Unit 6, 8th Floor, No. 28, Section 3, Ren’ai Road, Neighborhood 1, Minchao Li, Da’an District, Taipei City, Taiwan	Taiwanese

Mr. KUO, Cheng-Hung (郭政弘)	15th Floor, No. 506, Qixian 1st Road, Neighborhood 2, Xinjiang Village, Xinxing District, Kaohsiung City, Taiwan	Taiwanese

Independent non-executives Directors

Mr. CHEN, Chun-Chih (陳群志)	Unit 1, 4th Floor, No. 100, Section 3, Heping East Road, Taipei City, Taiwan	Taiwanese

Ms. HSU, Hsiu-Min (徐修敏)	11th Floor, No. 40-2, Section 2, Ren’ai Road, Zhongzheng District, Taipei City, Taiwan	Taiwanese

Mr. CHEN, Hui-Min (陳慧銘)	17th Floor, No. 6, Lane 79, Section 1, Xiangshang Road, West District, Taichung City, Taiwan	Taiwanese

Further information is set out in the section headed “Directors and Senior Management” in this document.

PARTIES INVOLVED IN THE [REDACTED]

Sole Sponsor

Guotai Junan Capital Limited
*(a licenced corporation under the SFO to engage in
type 6 (advising on corporate finance) regulated
activity)*
27/F, Low Block
Grand Millennium Plaza
181 Queen’s Road Central
Hong Kong

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

[REDACTED]

Legal advisors to our Company

As to Hong Kong law:

Deacons

5/F

Alexandra House

18 Chater Road

Central

Hong Kong

As to Taiwan law:

Backer & McKenzie

15F, 168 Dunhua North Road

Taipei 105405

Taiwan

As to Cayman Islands law:

Conyers Dill & Pearman

29th Floor, One Exchange Square

8 Connaught Place, Central

Hong Kong

**Legal advisors to the Sole
Sponsor and the [REDACTED]**

As to Hong Kong law:

King & Wood

13/F The Gloucester Tower

The Landmark

15 Queen’s Road Central

Central, Hong Kong

As to Taiwan law:

Lee and Li, Attorneys-at-Law

8F, No.555, Sec. 4

Zhongxiao E. Rd.

Taipei 110055, Taiwan

Auditor and reporting accountant

Deloitte Touche Tohmatsu

*Certified Public Accountants and Registered Public
Interest Entity Auditor*

35/F, One Pacific Place

88 Queensway

Hong Kong

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

Compliance Advisor

Guotai Junan Capital Limited

(a licenced corporation under the SFO to engage in type 6 (advising on corporate finance) regulated activity)

27/F, Low Block

Grand Millennium Plaza

181 Queen’s Road Central

Hong Kong

Industry consultant

Frost & Sullivan Limited

Unit 3006, 30/F

Two Exchange Square

8 Connaught Place, Central, Hong Kong

Property valuer

Jones Lang LaSalle Corporate Appraisal and Advisory Limited

Level 7, One Taikoo Place

979 King’s Road

Hong Kong

[REDACTED]

CORPORATE INFORMATION

Registered Office	[REDACTED] Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands
Headquarters and Principal Place of Business in Taiwan	7th Floor, No. 1 Songzhi Road Xinyi District, Taipei City Taiwan
Principal Place of Business in Hong Kong	31/F, Tower Two Times Square, 1 Matheson Street Causeway Bay Hong Kong
Company’s Website	[] (Note: the information on this website does not form part of this document)
Joint Company Secretaries	Ms. LIN I-Hsuan (林宜萱) 7th Floor, No. 1 Songzhi Road Xinyi District, Taipei City Taiwan Ms. FUNG Sin Ting Karin (馮羨婷) 31/F, Tower Two Times Square, 1 Matheson Street Causeway Bay Hong Kong
Authorised Representatives	Ms. CHANG, Li-Chi 31/F, Tower Two Times Square, 1 Matheson Street Causeway Bay Hong Kong Ms. FUNG Sin Ting Karin 31/F, Tower Two Times Square, 1 Matheson Street Causeway Bay Hong Kong
Audit Committee	Mr. CHEN, Hui-Min (陳慧銘) (<i>Chairman</i>) Mr. CHEN, Chun-Chih (陳群志) Ms. HSU, Hsiu-Min (徐修敏)
Nomination Committee	Ms. CHANG, Li-Chi (張麗綺) (<i>Chairman</i>) Mr. CHEN, Hui-Min (陳慧銘) Mr. CHEN, Chun-Chih (陳群志) Ms. HSU, Hsiu-Min (徐修敏)

CORPORATE INFORMATION

Remuneration Committee

Mr. CHEN, Chun-Chih (陳群志) (*Chairman*)
Mr. CHEN, Hui-Min (陳慧銘)
Ms. HSU, Hsiu-Min (徐修敏)

[REDACTED]

Principal Banks

Taiwan Cooperative Bank
No. 225, Sec. 2, Chang'an East Road
Songshan District
Taipei City 105
Taiwan

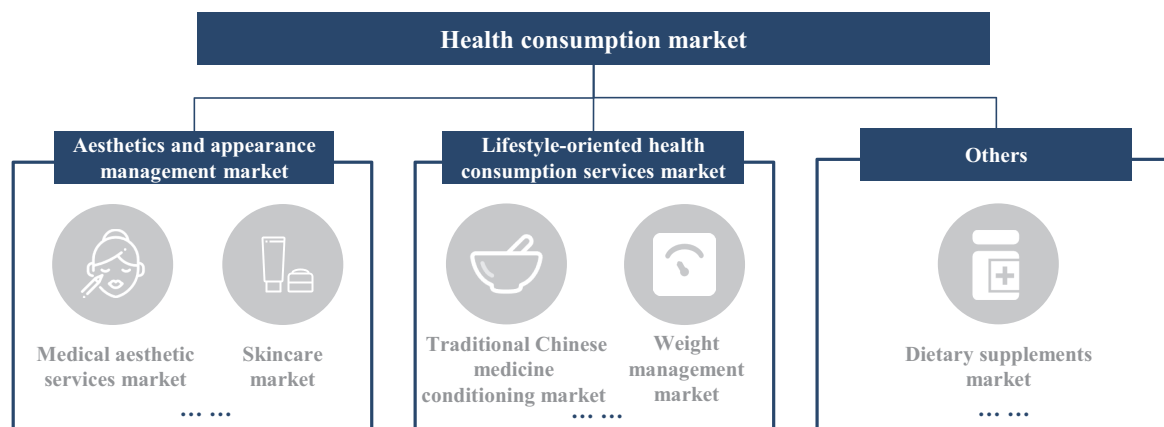
CTBC Bank
No. 166- 170, Jingmao 2nd Road
Nangang District
Taipei City
Taiwan

INDUSTRY OVERVIEW

The information and statistics set out in this section and other sections of this document were extracted from different official government publications, available sources from public market research and other sources from independent suppliers, and from the independent industry report prepared by Frost & Sullivan (the “Frost & Sullivan Report”). We engaged Frost & Sullivan to prepare the Frost & Sullivan Report, an independent industry report, in connection with the [REDACTED]. The information from official government sources has not been independently verified by us, the Sole Sponsor, the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], any of the [REDACTED], any of their respective affiliates and advisers, or any other persons or parties involved in the [REDACTED], and no representation is given as to its accuracy.

OVERVIEW OF HEALTH CONSUMPTION MARKET IN ASIA

With the continuous enhancement of Asian residents’ health awareness, consumers are gradually shifting toward a more proactive and long-term health management-oriented approach. In this context, the demand for comprehensive health management continues to increase, driving health consumption to transition to a multi-dimensional, full lifecycle management model, thereby progressively realizing the coordinated development of external appearance management and internal health regulation. The health consumption market refers to the market for consumer-oriented health services and related products that are guided by prevention, conditioning, and lifestyle interventions, excluding medical services primarily aimed at disease diagnosis and treatment. It mainly comprises the aesthetics and appearance management market, lifestyle-oriented health consumption services market, and other health consumption markets.



Source: Frost & Sullivan

Female consumers, as an important driving force of this market, are exhibiting a continuously increasing demand for personalized, refined, and long-term health management solutions, thereby promoting the steady development of relevant sub-segments. From a segment perspective, medical aesthetic services and traditional Chinese medicine conditioning, as important markets connecting external appearance management and internal health regulation, are expected to become markets of increasing focus among female consumers. On the one hand, medical aesthetic services can achieve improvements in external appearance within a relatively short period, and, coupled with technological advancements and enhanced service standardization, continues to attract female consumer groups. On the other hand, traditional Chinese medicine conditioning, based on a holistic approach and the concept of long-term regulation, aligns with female consumers’ needs in constitution regulation. From the supply side, certain companies with scale and resource integration capabilities are integrating diversified service offerings, including medical aesthetic resources, traditional Chinese medicine regulation and Anti-aging management to establish cross-disciplinary service systems that address the multi-dimensional health management needs of female consumers.

INDUSTRY OVERVIEW

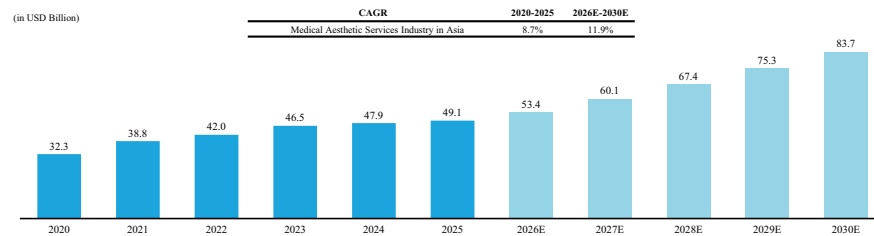
OVERVIEW OF MEDICAL AESTHETIC SERVICES INDUSTRY IN ASIA

Medical aesthetic services refer to the use of drugs, surgery, medical devices and other invasive or irreversible medical technology to repair and reshape the human appearance and the shape of various parts of the human body. Asia benefits from a large population base and steadily increasing disposable income, providing a broad and scalable potential demand foundation for medical aesthetic services. Moreover, as consumer group increasingly emphasizes appearance management, medical aesthetic services across Asia are gradually evolving from optional consumption toward more routine and long-term demand.

Market Size of Medical Aesthetic Services Industry in Asia

Coupled with rising disposable income and enhanced aesthetic awareness, the medical aesthetic services industry in Asia achieved stable growth. In 2025, industry growth experienced a temporary slowdown, primarily due to the normalization of demand following the concentrated release after COVID-19, as well as stricter regulatory requirements and intensified competition leading to the exit of smaller companies and a contraction in supply. The industry transitioned from a phase of rapid expansion to one of more standardized development. In terms of revenue, the market size of the medical aesthetic services industry in Asia reached USD 49.1 billion in 2025.

**Market Size of Medical Aesthetic Services Industry in Asia,
in terms of Revenue, 2020-2030E**



Source: Frost & Sullivan

With the industry moving towards greater regulatory maturity, a new phase of growth is expected. It is expected that from 2026 to 2030, the market size of the medical aesthetic services industry in Asia will grow at a CAGR of 11.9%.

OVERVIEW OF MEDICAL AESTHETIC SERVICES INDUSTRY IN TAIWAN

Regulatory Framework in Taiwan Enables the Distinctive Business Model

Driven by regulatory framework in Taiwan, the medical aesthetic services industry has gradually given rise to a locally characteristic business model. According to the Medical Care Act in Taiwan, medical aesthetic institutions are required to appoint a licensed physician as the responsible personal, and physicians fully assume responsibility for the compliance and professional standards of medical practice. In principle, the owner who applies for the establishment of a medical aesthetic institution must also be the same responsible physician. Against this backdrop, Taiwan’s medical aesthetic services industry has gradually developed a cooperative model characterized by physician-led medical practice with operations supported by aesthetic service platforms.

Under this model, aesthetic service platforms act as third-party service providers, delivering non-medical support tailored to the needs of medical aesthetic institutions and physicians. Such support includes business site selection, the sale or leasing of medical aesthetic equipment and consumables, branding and marketing, administrative management, and customer management.

Through this clear division of responsibilities, a mutually beneficial structure is established among physicians and platform operators. Physicians are able to leverage the aesthetic service platform’s centralized procurement capabilities and operational support to access equipment, consumables, and other resources at more competitive costs, thereby reducing operational burdens and focusing more effectively on the continuous improvement of medical techniques. Meanwhile, aesthetic service platforms enhance operational efficiency by providing a comprehensive suite of non-medical services. This collaborative model facilitates the realization of scale and brand development, while promoting standardized, replicable, and sustainable growth, thereby supporting the long-term development of the medical aesthetic services industry while safeguarding medical safety and professional integrity.

INDUSTRY OVERVIEW

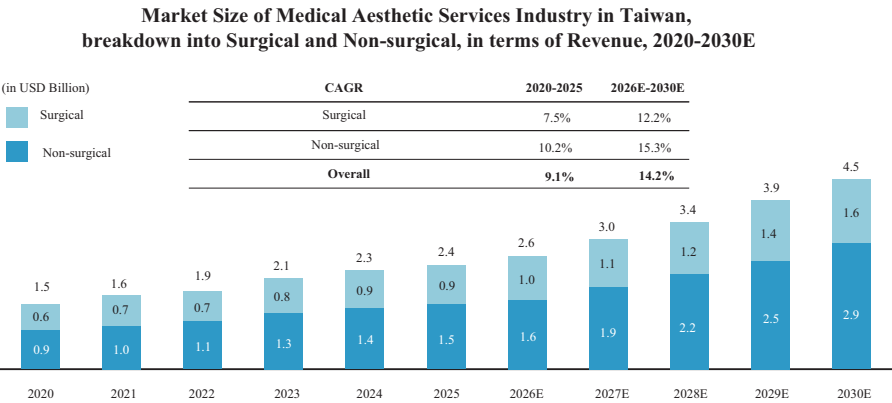
Comparative Analysis between Surgical and Non-surgical Procedures

Medical aesthetic procedures are primarily categorized into surgical procedures and non-surgical procedures. Surgical procedures refer to medical aesthetic procedures that are invasive in nature and involve surgical intervention. Non-surgical procedures refer to medical aesthetic procedures that are non-invasive or minimally invasive.

Surgical procedures typically exhibit characteristics of low frequency, achieving obvious and relatively long-lasting results through one-time interventions, but are associated with higher medical risks and longer recovery periods. In contrast, non-surgical procedures are characterized by high frequency, minimal invasiveness, and repeatability. Leveraging standardized operational processes and continuous technological innovation, non-surgical procedures deliver gradual improvements and cater to a broader consumer base as well as routine aesthetic needs.

Market Size of Medical Aesthetic Services Industry in Taiwan

A relatively well-established medical aesthetic system and high accessibility to medical aesthetic services have provided a solid foundation for the widespread adoption of medical aesthetic services in Taiwan. With the steady increase in residents’ income levels and the gradual refinement of aesthetic preferences, medical aesthetic consumption has increasingly shifted toward routine care, driving the continuous expansion of the market. In particular, within the non-surgical segment, such procedures have rapidly penetrated among younger consumer groups and entry-level consumer groups due to their advantages of high safety, short recovery periods, and relatively affordable pricing. In addition, the relatively high frequency of repeat consumption among consumers further contributes to sustained market expansion. In terms of revenue, the market size of the medical aesthetic services industry in Taiwan reached USD 2.4 billion in 2025.



Source: Frost & Sullivan

Looking ahead, the medical aesthetic services industry in Taiwan is expected to enter a new phase of growth centered on quality enhancement. Against the backdrop of a relatively mature regulatory environment and continuously improving medical aesthetic service standards, the market is expected to further expand. At the same time, the consumption model is expected to gradually shift from single-procedure consumption to a “long-term management and integrated solutions” approach. It is expected that from 2026 to 2030, the medical aesthetic services industry in Taiwan will grow at a CAGR of 14.2%.

INDUSTRY OVERVIEW

Competitive Landscape

According to Frost & Sullivan, the medical aesthetic services industry in Taiwan is relatively fragmented, with the top five brands accounting for 19.7% of the total market share in 2025, in terms of revenue. In 2025, the Group is the second largest medical aesthetic services brand, with a market share of 4.0%, in terms of revenue. As of the Latest Practicable Date, the Group has the largest number of followers among the top five medical aesthetic services brands across major social media platforms in Taiwan, including LINE, Facebook and Instagram.

Ranking of Top 5 Medical Aesthetic Services Brands in Taiwan, in terms of Revenue (2025)

Ranking	Brand	Market Share (%)
1	Brand A	4.4%
2	The Group	4.0%
3	Brand B	3.9%
4	Brand C	3.7%
5	Brand D	3.6%

Source: Frost & Sullivan

Notes:

- (1) Brand A established in 2000, is owned by a private company headquartered in Tainan City. The brand primarily provides surgical and non-surgical medical aesthetic services, as well as weight management services.
- (2) Brand B established in 2006, is owned by a private company headquartered in Taipei City. The brand primarily provides surgical and non-surgical medical aesthetic services, as well as anti-aging prevention services.
- (3) Brand C established in 2008, is owned by a private company headquartered in Taipei City. The brand primarily provides surgical and non-surgical medical aesthetic services
- (4) Brand D established in 2010, is owned by a private company headquartered in Taipei City. The brand primarily provides surgical and non-surgical medical aesthetic services, as well as preventive medicine services.

OVERVIEW OF AESTHETIC SERVICE PLATFORM INDUSTRY IN TAIWAN

In Taiwan, due to its relatively unique regulatory framework and physician responsibility system, the medical aesthetic services industry has gradually evolved into two primary operating models, namely the aesthetic service platform model and the traditional aesthetic service model. The aesthetic service platform model is centered around aesthetic service platform, which establish medical aesthetic institutions by collaborating with physicians. In contrast, the traditional aesthetic service model is physician-led, where physicians independently establish and operate medical aesthetic institutions.

Comparative Analysis between Aesthetic Service Platform Model and Traditional Aesthetic Service Model

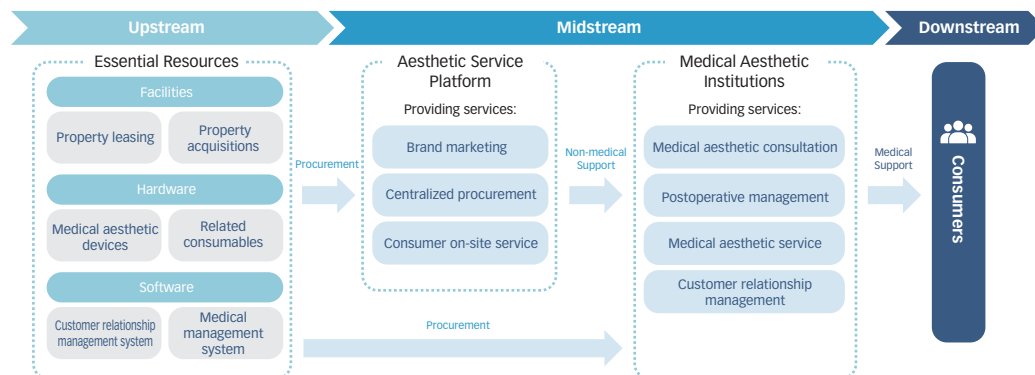
	Aesthetic Service Platform Model	Traditional Aesthetic Service Model
Business Process	The aesthetic service platform takes the lead in resource integration and operational support, while physicians participate through collaboration and focus on delivering medical services.	Physicians lead the establishment and operation of medical aesthetic institutions, covering the full process from resource investment to service delivery.

INDUSTRY OVERVIEW

	Aesthetic Service Platform Model	Traditional Aesthetic Service Model
Service Offering	Primarily provides non-medical support services to physicians and medical aesthetic institutions, including the supply of equipment and consumables, branding and marketing, and operational management.	Directly provides medical aesthetic consultation and services to consumers.
Target Customer	Physicians and medical aesthetic institutions.	Consumers.
Monetization Model	Revenue is mainly generated from the sale or leasing of medical aesthetic equipment and consumables to physicians and institutions, as well as fees for related operational support services.	Revenue is primarily derived from fees paid by consumers for medical aesthetic procedures.

Source: Frost & Sullivan

Industrial Chain Analysis of Aesthetic Service Platform Industry in Taiwan



Source: Frost & Sullivan

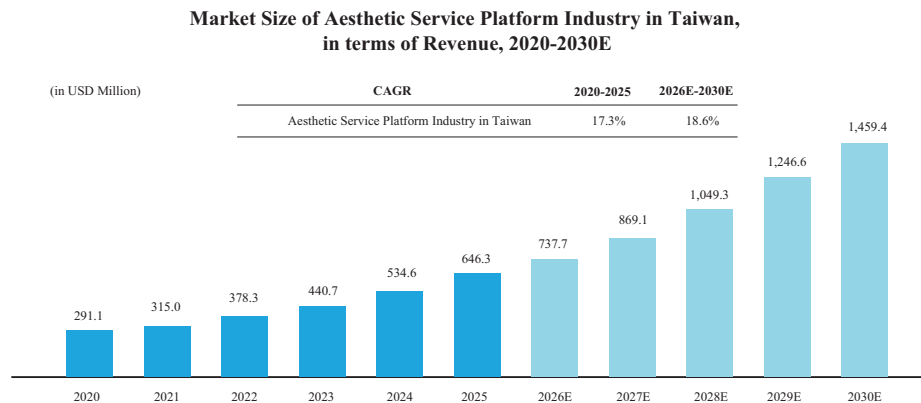
- i) **Upstream:** The upstream of the aesthetic service platform industry in Taiwan primarily comprises various fundamental elements and resources that support the provision of medical aesthetic services, including facilities, hardware, and software. Specifically, facilities mainly include property leasing and acquisitions, which serve as the physical foundation for offline operations; hardware mainly includes medical aesthetic devices and related consumables; and software mainly include medical management system and customer relationship management system, which are used to enhance operational efficiency and optimize customer management.

INDUSTRY OVERVIEW

- ii) **Midstream:** The midstream primarily consists of the aesthetic service platform and medical aesthetic institutions, and represents the core segment for value transformation within the industry chain. The aesthetic service platform integrates upstream resources and reduces the cost for physicians to establish medical aesthetic institutions through centralized procurement. In addition, under the relatively stringent physician responsibility system in Taiwan, physicians bear primary responsibility for medical aesthetic institutions, and the expansion of aesthetic service platforms is highly dependent on the supply and allocation efficiency of physician resources, which to a certain extent constrains cross-regional expansion. Medical aesthetic institutions, as the primary service delivery entities, mainly provide medical aesthetic consultation, medical aesthetic service, and postoperative management to consumers.
- iii) **Downstream:** The downstream primarily comprises consumers who receive medical aesthetic services. With changes in aesthetic perceptions and improvements in awareness of medical aesthetic services, consumption is gradually shifting toward high-frequency and continuous management-oriented demand, thereby driving ongoing optimization of the industry structure.

Market Size of Aesthetic Service Platform Industry in Taiwan

An aesthetic service platform refers to a model led by medical aesthetic platform operators, which, through unified branding, standardized operational systems, and centralized traffic acquisition capabilities, integrates physician resources and collaborates with physician to jointly establish medical aesthetic institutions. From 2020 to 2025, the aesthetic service platform industry in Taiwan demonstrated rapid growth, with a structural shift in the medical aesthetic services industry from traditional single-point service provision to organized operational models. Aesthetic service platforms effectively reduced customer acquisition costs per institution and improved conversion efficiency through unified branding and operational systems. Despite a moderation in overall industry growth in 2025, aesthetic service platform models maintained strong growth resilience, primarily because stricter regulatory environments led to the gradual exit of non-compliant small and medium-sized companies, while aesthetic service platforms, supported by stronger compliance capabilities and scale advantages, captured incremental demand. In terms of revenue, the market size of the aesthetic service platform industry in Taiwan reached USD 646.3 million in 2025.



Source: Frost & Sullivan

The aesthetic service platform industry in Taiwan is expected to maintain relatively high growth. The primary growth drivers are expected to be twofold: i) as regulatory frameworks continue to improve, the advantages of aesthetic service platforms in physician integration and resource allocation will become more prominent, thereby accelerating cross-regional replication; ii) aesthetic service platforms are expected to evolve from single service providers into full lifecycle management platforms, leveraging data-driven capabilities to achieve precision marketing and customer stratified management, thereby continuously enhancing the user lifecycle value. It is expected that from 2026 to 2030, the aesthetic service platform industry in Taiwan will grow at a CAGR of 18.6%.

INDUSTRY OVERVIEW

Competitive Landscape

According to Frost & Sullivan, the aesthetic service platform industry in Taiwan is relatively concentrated, with the top five companies accounting for 49.3% of the total market share in 2025, in terms of revenue. In 2025, the Group is the second largest aesthetic service platform, with a market share of 12.8%, in terms of revenue. The Group is the fastest-growing among the top five aesthetic service platforms in Taiwan, in terms of revenue growth from 2024 to 2025.

Aesthetic service platforms typically possess stronger bargaining power across the industry chain, enabling them to conduct large-scale procurement at more competitive prices, attract and retain high-quality talent, and secure priority access to key resources such as facilities and marketing channels, which collectively reinforce their competitive advantages and support scalable growth.

Ranking of Top 5 Aesthetic Service Platforms in Taiwan, in terms of Revenue (2025)

Ranking	Company	Market Share (%)
1	Company A	14.6%
2	The Group	12.8%
3	Company B	10.9%
4	Company C	6.1%
5	Company D	4.8%

Source: Frost & Sullivan

Notes:

- (1) Company A, established in 2000, is a private company headquartered in Tainan City. The company focuses on the medical aesthetic services industry, and its medical aesthetic services brand primarily provides both surgical and non-surgical medical aesthetic services.
- (2) Company B, established in 2008, is a private company headquartered in Taipei City. The company operates multiple brands spanning various industries, including medical aesthetics services industry and skincare products.
- (3) Company C, established in 1999, is a private company headquartered in Taichung City. The company operates a diversified portfolio of healthcare-related brands, covering multiple industries such as medical aesthetics services industry and wellness massage services industry.
- (4) Company D, established in 2009, is a private company headquartered in Taoyuan City. The company focuses on the medical aesthetic services industry, and its medical aesthetic services brands provide surgical, non-surgical, and lifestyle beauty services.

Growth Driver Analysis

- i) ***Deepening division of labor along the industrial chain enhance industry efficiency.*** Midstream aesthetic service platforms have continued to strengthen their integration capabilities within the industrial chain by developing professionalized and scalable advantages in personnel management, supply chain procurement, service process management, and customer operations, allowing physicians to focus more on medical expertise and clinical practice. Under this model, coordination across industrial chain continues to improve, providing a solid foundation for the delivery of high-quality and replicable medical aesthetic services.
- ii) ***Against the backdrop of increasing industry standardization, technological integration and data-driven operations are gradually emerging as important drivers of growth in the medical aesthetic services industry.*** Data centered on customer relationship management systems enables companies to systematically integrate consumer lifecycle data, achieving closed-loop management covering initial consultation, treatment records, post-procedure follow-up, and repeat consumption. Artificial intelligence analytics and data modeling tools are progressively being adopted to support consumer profiling, identification of service preferences, and prediction of consumption behavior, thereby enabling more targeted service design and personalized marketing strategies.

INDUSTRY OVERVIEW

- iii) ***In the Taiwan aesthetic service platform industry, brand building plays an important role.*** Compared with traditional aesthetic service models, aesthetic service platforms place greater emphasis on brand building and marketing. By establishing a high level of brand awareness and credibility, they help reduce uncertainty in consumers’ decision-making processes, thereby enhancing customer trust. Such operating strategies also help improve brand recognizability and acceptance across different regional markets, and promote customer conversion and continued repurchase in cross-regional scenarios.

Future Trend Analysis

- i) ***Aesthetic service platforms are gradually emerging as a key force driving structural optimization in the medical aesthetic services industry.*** Aesthetic service platforms integrate physician resources, medical facilities, supply chain systems, and operational management capabilities, effectively lowering the operational barriers for physicians to establish institutions, thereby enabling medical resources to be allocated more efficiently within a compliant framework, addressing long-standing concerns over inconsistent service quality and variable consumer experience. Such advantages are expected to become an important competitive strength for aesthetic service platforms in future competition.
- ii) ***The service complex model, designed around the needs of specific consumer groups, is beginning to emerge as an important avenue for differentiation in the Taiwanese medical aesthetic services market.*** This model centers on medical aesthetic services while integrating traditional Chinese medicine, lifestyle beauty, image management, and related ancillary services, creating a one-stop service ecosystem through cross-industry resource integration. Service complexes are generally planned based on the lifestyle and long-term health management needs of target clientele, helping extend customer lifecycle and promoting the evolution of medical aesthetic services from single-project consumption toward comprehensive, continuous service models.

Entry Barrier Analysis

- i) ***Physician and medical aesthetic services integration barriers.*** High-quality physician resources are relatively scarce. In this context, aesthetic service platforms are required to continuously build stable physician collaboration networks and enhance their capabilities in integrating and allocating medical resources, in order to ensure the professionalism and stability of service supply. New entrants face difficulties in achieving effective integration of high-quality supply-side resources within a short period of time.
- ii) ***Brand recognition and credibility barriers.*** Medical aesthetic consumption is characterized by a relatively high degree of decision prudence, with consumers placing strong emphasis on brand credibility. On this basis, established platforms have developed relatively strong market recognition and reputational foundations through long-term brand building and service accumulation, thereby gaining an advantage in consumer decision-making processes. In contrast, new entrants are required to invest time and financial resources to build brand recognition and gain consumer trust, and the relatively long brand cultivation cycle constitutes a barrier to entry.
- iii) ***Membership operation capability barrier.*** Leading companies have typically established strong membership management systems and accumulated relatively large and stable customer bases. Through continuous service interactions, consumers gradually develop trust in the company and its service system, thereby forming a relatively high level of membership loyalty. On this basis, such companies are able to effectively expand into related service areas and continuously enhance the full lifecycle value of their members, driving the evolution of service models from single-project offerings to integrated and continuous services. As these capabilities rely on long-term operational accumulation and systematic development, new entrants are unlikely to replicate them within a short period of time.

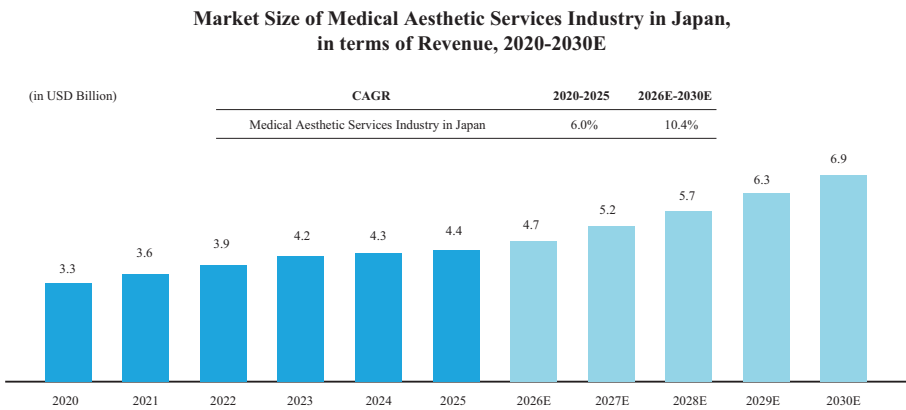
INDUSTRY OVERVIEW

OVERVIEW OF MEDICAL AESTHETIC SERVICES INDUSTRY IN JAPAN

Medical aesthetic service industry in Japan is at a relatively mature stage of development, characterized by a well-established regulatory and institutional framework and stable market demand. On the one hand, deepening population aging in Japan have generated sustained and stable demand for facial rejuvenation and anti-aging treatments. On the other hand, with the increasing demand for cross-regional medical aesthetic consumption, Japan has gradually developed into a popular medical aesthetic service destination in Asia, supported by its relatively well-established medical aesthetic service system and stable service quality. As a result, Japan’s medical aesthetic service market demonstrates relatively strong demand stability and a higher degree of service standardization.

Market Size of Medical Aesthetic Services Industry in Japan

The core drivers of the medical aesthetic services industry in Japan were primarily reflected in two aspects: i) the continuous deepening of population aging, which has formed long-term demand for anti-aging services; ii) the gradual shift in consumer aesthetic preferences toward natural and refined improvements, which has driven the continued penetration of non-surgical procedures. However, as the market is already at a relatively mature stage, the decline in total population and the stabilization of consumption structure have imposed certain constraints on incremental demand. In terms of revenue, the market size of the medical aesthetic services industry in Japan reached USD 4.4 billion in 2025.



Source: Frost & Sullivan

The medical aesthetic services industry in Japan is expected to maintain steady growth. It is expected that the medical aesthetic services industry in Japan will maintain growth at a CAGR of 10.4% from 2026 to 2030.

SOURCE OF INFORMATION

In connection with the [REDACTED], we engaged Frost & Sullivan, an independent market research consultant, to conduct an analysis of, and to prepare a report about the medical aesthetic services industry in Asia. Frost & Sullivan is an independent global consulting firm, which was founded in 1961 in New York. It offers industry research and market strategies, and provides growth consulting and corporate training. In connection with the market research services provided, we have paid a fee of USD60,000 to Frost & Sullivan, which we believe to be consistent with market rates.

INDUSTRY OVERVIEW

When developing and preparing the research report, Frost & Sullivan assumed that the social, economic and political environment in the relevant markets remain stable during the forecast period to ensure the stable and healthy development of the medical aesthetic services market in Asia and the related industries. Further, Frost & Sullivan’s forecast is based on the following bases and assumptions: Taiwan’s economy maintains steady growth over the next decade, and the regional social, economic and political environment remains stable during the forecast period. In addition, the medical aesthetic services market in Asia and other relevant industry is expected to develop on the basis of the relevant macroeconomic assumptions.

Except as otherwise noted, all the data and forecasts contained in this section are derived from the Frost & Sullivan Report. Frost & Sullivan has prepared the Frost & Sullivan Report based on detailed primary research which involved discussing the status of the IP toy industry with certain leading industry participants and secondary research which involved reviewing company reports, independent research reports and data based on its own research database. Our Directors confirm that, after taking reasonable care, there has been no material adverse change in the overall market information since the date of the Frost & Sullivan Report that would materially qualify, contradict or have an impact on such information.

REGULATORY OVERVIEW

LAWS AND REGULATIONS RELATING TO OUR GROUP’S BUSINESS AND OPERATION IN TAIWAN

Forms of Business Organization

From a Taiwan law perspective (including the Company Act (公司法), Income Tax Act (所得稅法), and the associated rulings issued by the Ministry of Economic Affairs (經濟部) and Ministry of Finance (財政部)), the forms of business organization include company limited-by-shares, limited company, unlimited company with limited liability shareholders, and unlimited company. The principal forms of business organization used by foreign entities investing or conducting business in Taiwan include companies incorporated in Taiwan (i.e., subsidiaries) and branch offices of foreign-incorporated companies. Representative offices of foreign companies are not allowed to conduct business and generate revenue in Taiwan. Foreign entities may also conduct business through other types of business relationships with local entities, such as joint ventures, licensing, distributorships, or agency relationships.

The main differences between a subsidiary and a branch office in Taiwan lie in their tax obligations, governance requirements, and legal liability. Both subsidiaries and branch offices are subject to a 20% corporate income tax (“CIT”) on their worldwide income and may enjoy a 10-year loss carry-forward. However, a branch office generally bears a lighter overall tax burden than a subsidiary, as it is not subject to the 21% withholding tax on earnings repatriated to its head office and is exempt from the 5% undistributed earnings tax, both of which apply to subsidiaries unless limited exemptions apply. From a corporate governance perspective, a branch office involves fewer administrative formalities and lower maintenance costs, as it is not required to establish a board of directors or hold board and shareholder meetings, which are mandatory for a subsidiary under Taiwan law. In terms of legal status, a branch office is considered a part of its parent company and not an independent legal person. Consequently, if a branch office’s assets in Taiwan are insufficient to pay off its liabilities, the liabilities will extend to its foreign parent company. By contrast, a subsidiary is an independent legal entity, and, unless otherwise stipulated by law or contract, its liabilities do not extend to its foreign parent company.

Tax

Business Tax

Sales of goods and services in Taiwan and the importation of goods into Taiwan are subject to business tax, which is governed by the Value-added and Non-value-added Business Tax Act (加值型及非加值型營業稅法) (“**Business Tax Act**”). Value-added tax (“VAT”), levied on the value added at each stage of the provision of goods or services, is applicable to general industries, while non-value-added tax is levied on the gross value of the goods or services and applicable to specified industries, such as small businesses and financial institutions. According to the Business Tax Act and the Taiwan Executive Yuan’s announcements, the current applicable VAT rate is 5% for most businesses. With very few exceptions, VAT is applied to the sale of most kinds of goods and services by a business entity. A business entity that sells goods or services is required to report and pay VAT within the statutory period; however, in practice, the tax burden is ultimately passed on to the purchaser. The VAT rate is 0% on the export of goods and services. For imported goods, VAT at 5% is levied on and shall be paid by the consignee or holder of the imported goods.

REGULATORY OVERVIEW

Income Tax

Under the Income Tax Act (所得稅法), CIT applies to any type of profits-seeking enterprise (“PSE”) regardless of the form of business, except for partnerships and sole proprietorships. A Taiwan PSE is subject to CIT on all income derived both within and outside Taiwan, while a foreign PSE is subject to CIT only on income sourced from Taiwan. In addition, according to the Income Basic Tax Act (所得基本稅額條例), a Taiwan PSE, with certain exceptions, shall pay the difference between the amount of its ordinary CIT and its Basic Tax should the latter exceed the former. The calculation of Basic Tax is based on the basic income amount, which is the sum of taxable income and certain tax-exempt income, less a deductible amount (currently NT\$500,000, subject to adjustment as determined by the competent authority), and is currently subject to a 12% tax rate. The Income Basic Tax Act does not apply to foreign PSEs without a fixed place of business or a business agent in Taiwan.

Withholding Tax

According to the Income Tax Act (所得稅法), a foreign PSE without a fixed place of business or a business agent in Taiwan is subject to withholding tax on various income derived within Taiwan, with rates varying by income types. Under the Standards of Withholding Rates for Various Incomes (各類所得扣繳率標準), most interest income and royalty income received by a foreign PSE are subject to a 20% withholding tax, while dividend payments from Taiwan companies to a foreign PSE are subject to a 21% withholding tax. A preferential withholding tax rate may apply to certain types of income in the event that there is an applicable tax treaty between Taiwan and the foreign PSE’s country of residence.

Exchange Control

Exchange controls in Taiwan are primarily governed by the Foreign Exchange Control Act (管理外匯條例), which is administered by the Central Bank of Taiwan (“CBC”). Under Taiwan’s foreign exchange regime, only banking institutions or other entities as designated by the Financial Supervisory Commission (“FSC”) and/or CBC (such as the insurance companies and securities firms) may be approved to conduct foreign exchange business. The Regulations Governing the Declaration of Foreign Exchange Receipts, Disbursements or Transactions (外匯收支或交易申報辦法) and relevant administrative rules require that each foreign exchange remittance exceeding NT\$500,000 (or its equivalent) shall be declared to the CBC through the banking institutions.

Current regulations favor trade-related foreign exchange transactions and foreign investment approval investments. Consequently, foreign currency earned from exports of merchandise and services may now be retained and used freely by exporters, and all foreign currency needed for the importation of merchandise and services may be purchased freely from the designated banking institutions approved to engage in foreign exchange business.

Trade aside, effective from 1 November 2024, pursuant to Articles 4 and 6 of the Regulations Governing the Declaration of Foreign Exchange Receipts and Disbursements or Transactions and a press release published by the CBC on 30 October 2024, and unless otherwise provided by the CBC, ROC companies and resident individuals may, without foreign exchange approval, remit outside the ROC foreign currency of up to US\$100,000,000 (or its equivalent) and US\$10,000,000 (or its equivalent), respectively, in each calendar year. In addition, effective from 1 November 2024, ROC companies and resident individuals may, without foreign exchange approval, remit into the ROC foreign currency of up to US\$100,000,000 (or its equivalent) and US\$10,000,000 (or its equivalent), respectively, in each calendar year. Notwithstanding the above, CBC may, depending on the economic and financial situation and the need to maintain the order of the foreign exchange market, adjust the settlement limits as it deems necessary.

REGULATORY OVERVIEW

In addition, a non-resident person may, subject to certain requirements, but without foreign exchange approval of the CBC, remit outside and into the ROC foreign currencies of up to US\$100,000 (or its equivalent) for each remittance. However, a non-ROC financial institution outside the territory of Taiwan is not permitted to sell foreign exchange through inward remittance. The above limit applies to remittances involving a conversion of NT Dollars to a foreign currency and vice versa.

Under Taiwan law, foreign currency indebtedness with a repayment term exceeding one year remitted into Taiwan are subject to registration with the CBC pursuant to the Directions for the Declaration of Medium- and Long-Term External Debts by Private Enterprises (民營事業中長期外債申報要點). A Taiwan subsidiary or branch receiving such loans is required to declare the contracted loan amount to the CBC and obtain an external debt registration code upon execution of the relevant loan agreement or upon the inward remittance of the loan proceeds, as applicable. Following registration, drawdowns and repayments under the registered loan must be reported to the CBC on a quarterly basis, and information regarding the outstanding balance of the external debt must be submitted by the 10th day of the month following the end of each calendar quarter.

Employment

In Taiwan, the Labor Standards Law (勞動基準法) (“**LSL**”) is the fundamental law that sets up the minimum requirements and standards of employment terms and conditions, such as working hours, overtime pay, leaves and benefits, severance pay, etc. There is a requirement of minimum wage as determined by the Ministry of Labor (勞動部) (“**MOL**”). Effective from 1 January 2026, the minimum wage is NT\$29,500 per month, or NT\$196 per hour. Employers must pay into the following social insurances for its employees (1) the labor pension plan (under either the LSL (the Old Pension Plan) or the Labor Pension Act (勞工退休金條例) (the New Pension Plan, described in more details below); (2) national health insurance (under the National Health Insurance Act (全民健康保險法) (“**NHIA**”); (3) employment insurance (mainly for unemployment subsidy) (under the Employment Insurance Act (就業保險法); and (4) labor insurance (under the Labor Insurance Act (勞工保險條例)).

There are two separate statutory pension plans that now operate in Taiwan – the Old Pension Plan and the New Pension Plan. The New Pension Plan is the scheme created under the Labor Pension Act (勞工退休金條例), which became effective on 1 July 2005, and applies to employees hired after 1 July 2005. Employees hired before 1 July 2005, can either elect to remain in the Old Pension Plan (a scheme under the LSL) or switch to the New Pension Plan.

Whereas the Old Pension Plan was based on centralized pension accounts, the New Pension Plan creates individual retirement accounts (“**IRA**”) and is a defined contribution program: employers contribute at least 6% of employees’ monthly salary to an IRA for each employee, and such IRAs follow employees when they transfer from one employer to another. Employees become eligible for benefits under their IRA upon retirement after reaching the age of 60. When an employee covered by the New Pension Plan changes employment, the amount contributed by the previous employer remains in place under the same IRA. Consequently, the employment transfer has no effect on the pension fund already accrued under the New Pension Plan.

Moreover, Taiwan is protective of employees (no at-will employment). Employers cannot unilaterally terminate an employment agreement unless they can clearly prove certain statutory requirements as set forth in the LSL. In most situations, the employer is required to pay a statutory severance payment to the employee upon termination.

REGULATORY OVERVIEW

All employees in Taiwan are covered by the LSL except those who work in industries or occupations specifically excluded by the MOL. A manager is covered by the LSL unless that he/she is an appointed/mandated manager. To determine whether a manager is an appointed/mandated manager, the core criterion is whether the manager has high authority and autonomy when performing his or her duties. The court would also consider the following three procedural elements: (i) whether the manager has signed an appointment or mandate agreement (instead of an employment agreement); (ii) whether the manager has been appointed by the company’s board of directors to assume a manager’s position under Company Act (公司法), and (iii) whether the manager has been registered as responsible person/manager in the company’s corporate registration form filed with the MOEA.

Fair Trade Law

The Fair Trade Law (公平交易法) (“FTL”) targets restrictive business practices and unfair trade practices. With respect to business practices, the scope of the FTL’s regulations governs the anti-competitive aspects of monopolies, mergers, concerted actions such as business cartels, and resale price maintenance. For unfair trade practices, the FTL seeks to prevent misleading advertising and labeling, misappropriation of trademarks, copying of trade dress, and other anti-competitive practices in the field of intellectual property law. When it comes to the prohibition of abuse of dominance, the FTL regulates companies with monopolistic positions in markets, and the prohibited activities include, for instance, preventing other players from competing by unfair means, improper pricing, preferential treatment to trading counterparts without justification, and other abusive conduct.

Intellectual Property Laws

Trademarks

Under the Trademark Act (商標法), a trademark is any sign capable of distinguishing the goods or services of one entity from those of another and recognized by ordinary consumers. A trademark may consist of words, symbols, devices, colors, sounds, three-dimensional shapes, or any combination thereof. To obtain protection, the mark must be distinctive and registered with the Taiwan Intellectual Property Office (智慧財產局) (“TIPO”). Once registered, the trademark owner has the exclusive right to use the mark and may prevent others from using identical or confusingly similar marks that could mislead the public, including protection against unregistered well-known foreign trademarks.

Copyrights

The Copyright Act (著作權法) protects original works of authorship, including literary, artistic, musical, and audiovisual works, as well as computer programs. Copyright arises automatically upon the creation of the work, without the need for registration. The copyright owner has the exclusive right to reproduce, distribute, publicly perform, and adapt the work, and may enforce these rights against any unauthorized use by third parties. Moral rights, such as the right of attribution and integrity, are also protected under the Copyright Act.

Patents

The Patent Act (專利法) protects inventions, utility models, and designs that meet the statutory requirements of novelty, inventive step, and industrial applicability. To obtain patent protection, an application must be filed and approved by the TIPO. A granted patent confers an exclusive right to exploit the invention for a specified term, and the patent holder may prevent others from making, using, selling, or importing the patented invention without authorization.

REGULATORY OVERVIEW

Trade Secrets

The Trade Secrets Act (營業秘密法) protects confidential business information that has economic value and is subject to reasonable measures to maintain its secrecy. Trade secret protection does not require registration, while it arises from the maintenance of secrecy. The holder of a trade secret may seek civil and criminal remedies against any misappropriation, unauthorized disclosure, or use by third parties, thereby ensuring competitive advantage in the marketplace.

Foreign Investment

The Department of Investment Review of the Ministry of Economic Affairs (“**DIR**”) takes charge of the foreign investment in Taiwan. Foreign investment in Taiwan can be divided into two categories: (1) investment by foreign investors or overseas citizen, which is governed by the Statute for Investment by Foreign Nationals (外國人投資條例), the Statute for Investment by Overseas Compatriots (華僑回國投資條例) and Regulations for Verification of Investment by Overseas Compatriots and Foreign Nationals (華僑及外國人投資額審定辦法); and (2) investment from Mainland China, which is governed by Act Governing Relations between the People of the Taiwan Area and the Mainland Area (臺灣地區與大陸地區人民關係條例) and Regulations Governing the Permission of Investment by Nationals in Mainland Area (大陸地區人民來臺投資許可辦法).

Under the Statute for Investment by Foreign Nationals (外國人投資條例) and the Statute for Investment by Overseas Compatriots (華僑回國投資條例), foreign investors’ and overseas citizens’ investments in Taiwan are subject to review and approval by DIR prior to investment. “Foreign investment” generally includes the following types of activities: (1) the acquisition or holding of shares or capital contributions in a company incorporated in Taiwan; (2) the establishment within Taiwan of a branch office, sole proprietorship or partnership; and (3) the provision of loans with a term of one year or more to any enterprise in which the foreign investor has made an investment described in clauses (1) or (2) above. After investment, their injection of funds is subject to DIR’s review and verification in accordance with Regulations for Verification of Investment by Overseas Compatriots and Foreign Nationals (華僑及外國人投資額審定辦法). In the event that a foreign investor or overseas citizen holds more than one-third of the equity in a business in Taiwan, the investment of that business in other businesses is also subject to DIR’s review and approval.

There are certain enumerated types of critical business in which investments by foreign investors and overseas citizens are forbidden or restricted due to national security, public order, good morals, national health, or other concerns.

With respect to investment from Mainland China, the types of investment that are subject to DIR’s review and approval are: (1) holding shares or equity interests in a Taiwanese non-public-traded company, sole proprietorship or partnership; (2) holding 10% or more shares in a Taiwanese public-traded company; (3) incorporating a branch, sole proprietorship or partnership in Taiwan; (4) financing businesses invested through the preceding (1) to (3) by granting a loan with a term of one year or more; (5) having control over a Taiwanese non-public-traded company, sole proprietorship or partnership through contractual arrangement or other means; (6) acquiring the business or assets of a Taiwanese non-public-traded company, sole proprietorship or partnership through a foreign entity controlled by the Mainland China investor; and (7) investing in a financial, insurance, securities or futures institution in Taiwan. Separately, Mainland China investors’ investment of less than 10% shares in a Taiwanese public-traded company is subject to the Regulations Governing Securities Investment and Futures Trading in Taiwan by Mainland Area Investors (大陸地區投資人來臺從事證券投資及期貨交易管理辦法).

REGULATORY OVERVIEW

Different from the approach to investment by foreign investors and overseas citizens, for Mainland China investors, only certain types of business that are enumerated by the authorities are permitted to be invested in by those investors. Further, for each permitted type of business, there may be a limit on the percentage of the shares held by Mainland China investors.

Medical Services

Medical Services

Definition of Medical Services

Neither the MCA nor its supplementary regulations explicitly define “Medical Services.” Pursuant to the court precedents and explanations issued by the MOHW from time to time, medical service business refers to the medical practice provision, regardless of whether it is the principal business or ancillary business, or whether any remuneration is received for the provision of medical service. As for the scope of “Medical Practice,” the MOHW has illustrated that any act performed with the direct purpose of treating, correcting, or preventing human diseases, injuries, or defects, or for health maintenance, including examination, diagnosis, and treatment, or, based on the results of examination or diagnosis, prescribing or administering medication, whether in whole or in part, should be included.

Medical Service Advertisement

“Medical Service Advertisement” is defined as “the act of advertising medical services by means of propagation for the purpose of soliciting patients,” under the MCA. In addition, advertisements containing content that implies or suggests medical service business should be regarded as advertisements for medical services.

Based on the above, medical contents will be regulated as a medical service advertisement if all of the three features below are found therein: (1) media are used to solicit patients/promote medical services; (2) medical service(s) can be identified directly or indirectly from the medical contents; and (3) the intended purpose of the medical contents/advertiser is to solicit patients. There is no restriction on the types of media, and the medical contents thereon can be images, sounds, text, etc.

A person who is not a medical institution or a physician is prohibited from making advertisements for medical services. The content of advertisements for medical services is restricted to the following: (1) the name, practice license number, address, telephone number, and directions to the medical institution; (2) the name, sex, academic background, professional experience, and physician or specialist physician certificate number of the physician; (3) hospitals or clinics contracted or associated with the NHI or other non-commercial insurances; (4) clinic practices and clinic hours; (5) the year, month, and date of the opening, suspension, closure, resumption, or relocation of practice; and (6) other items approved and announced by the MOHW for publication or broadcast. Advertisements for medical services may be presented orally via broadcast or television media with the approval of the local competent authority. Moreover, information provided by medical institutions through the internet is regulated by the Regulations on the Management of Internet Information by Medical Institutions (醫療機構網際網路資訊管理辦法).

REGULATORY OVERVIEW

Separation of Prescribing and Dispensing

Taiwan’s medical system adopts a “separation of prescribing and dispensing” mechanism, under which physicians at medical institutions issue prescriptions and pharmacists perform dispensing separately. In other words, physicians are responsible for diagnosis and prescribing, while pharmacists are responsible for dispensing and providing pharmaceutical services, thereby preventing physicians from selling medications directly and reducing the risk of overprescription or conflicts of interest. The MOHW has established the Operational Guidelines for the Establishment of Pharmacies (藥局設置作業注意事項), which stipulate that medical institutions and pharmacies must maintain a minimum separation in their establishments.

Healthcare Professionals

Under the MCA, “Healthcare Professionals” include physicians, pharmacists, nurses, midwives, medical technologists, therapists (such as physical, occupational, respiratory, and speech), psychologists, dietitians, opticians, dental technicians, and other individuals holding professional medical certificates issued by the central competent authority.

Since our operations primarily involve healthcare professionals, such as physicians and nursing personnel, we will focus below on the regulations relevant to these two groups.

Physicians

Physician Qualifications

Citizens of Taiwan who have passed a physician examination and hold a physician certificate in accordance with the Physicians Act (醫師法) may work as a physician. Further, under the MCA, “Physicians” include physicians, Chinese medicine doctors, and dentists.

A person meeting any of the following conditions may not work as a physician. If such a person has worked as a physician, his/her physician certificate must be revoked or cancelled: (1) upon a final and binding judgment, being found to have committed an offense under the Narcotics Elimination Act or Narcotics Control Act; (2) upon a final and binding judgment, being found to have committed an offense under the Drug Control Act; or (3) having his/her physician certificate revoked according to law.

Physicians may apply for a diplomate certificate upon completion of diplomate training and examination by the central competent authority. The Diplomate Specialization and Examination Regulations (專科醫師分科及甄審辦法) stipulate the relevant requirements.

Physician Practices

Physicians may practice medicine only after registering their practice with the local competent authority where they intend to practice and obtaining a practice license. Practicing physicians are also required to join the local medical association.

A practice license will not be issued, and any practice license already issued will be revoked or cancelled, under any of the following circumstances: (1) the physician certificate has been revoked or cancelled; (2) the physician’s practice license was cancelled within the past year; or (3) the physician has been determined by a team of specialist physicians and scholars/experts invited by the local competent authority to be unable to practice due to objective facts. Once the disqualification cause is removed, the physician may reapply for a practice license.

REGULATORY OVERVIEW

Physicians must practice in a medical institution, long-term care service institution, or psychiatric rehabilitation institution approved and registered with the local competent authority or approved by the MOHW, unless one of the following conditions applies: (1) performing first aid; (2) consulting with or supporting other medical institutions; (3) being called out to visit patients by request; (4) providing emergency or public health medical services assigned by competent authorities of all levels; or (5) engaging in other matters reported to and approved by the local competent authority.

Medical Ethics

The Taiwan Medical Association (中華民國醫師公會全國聯合會) has established the Code of Medical Ethics for Physicians (醫師倫理規範) as an industry standard for its members, incorporating relevant provisions from the World Medical Association Code of Medical Ethics. Physicians who violate medical ethics in their professional practice are subject to disciplinary action by the Taiwan Medical Association or the competent authority.

Nursing Personnel

Nursing Personnel Qualifications

Citizens of Taiwan who pass the national examination for nursing personnel and obtain a nursing personnel certificate in accordance with the Nursing Personnel Act (護理人員法) (“NPA”) may serve as nursing personnel. Under the NPA, “Nursing Personnel” includes professional registered nurses and registered nurses.

A person who falls under any of the following circumstances may not serve as nursing personnel. If such a person has served as nursing personnel, his/her nursing personnel certificate must be rescinded or revoked: (1) upon a final and binding judgment, being found to have committed an offense under the Narcotics Elimination Act or Narcotics Control Act; (2) upon a final and binding judgment, being found to have committed an offense under the Drug Control Act; or (3) having his/her nursing personnel certificate revoked under the NPA.

A person who does not hold a professional registered nurse or registered nurse certificate may not use the title of professional registered nurse or registered nurse. Similarly, a person who does not hold a nurse practitioner certificate may not use the title of nurse practitioner. A professional registered nurse may apply for a nurse practitioner certificate after completing nurse practitioner training and passing the review conducted by the MOHW. The Regulations Governing Specialties and Examination of Nurse Practitioner (專科護理師分科及甄審辦法) stipulate the relevant requirements.

Nursing Ethics

The Taiwan Union of Nurses Association (中華民國護理師護士公會全國聯合會) has established the Taiwan Code of Ethics for Nurses (臺灣護理倫理規範) as an ethical guideline for nursing practice.

Pharmaceutical Products, Medical Devices, Cosmetics, Food, and Health Foods

Pharmaceutical Products

The Pharmaceutical Affairs Act (藥事法) (“PAA”) governs the manufacture, importation, distribution, and sale of pharmaceutical products in Taiwan.

REGULATORY OVERVIEW

Under Articles 6 to 10 of the PAA, “Drugs” are generally referred to as active pharmaceutical ingredients and pharmaceutical preparations intended for diagnosis, treating, or alleviating disease of human beings, and include those sufficient to affect the body structure and physiological functions of human beings. All drugs must undergo a registration and approval process with the competent authority before they may be marketed or sold in Taiwan. No manufacture or import should be allowed until such approval is granted, and a drug license is issued.

The PAA also prescribes requirements that drug containers or packages bear labels specifying statutory particulars, such as the product name, ingredients, and dosage.

In addition, pharmaceutical firms, including drug dealers and drug manufacturers, must obtain approval and complete registration with the competent health authority in accordance with the PAA. Only entities that have been duly licensed may engage in the manufacture, import, export, or sale of drugs.

Holders of drug licenses bear statutory responsibilities under the PAA, including reporting supply shortages of essential drugs, monitoring product safety, reporting serious adverse reactions, and recalling products that pose risks or fail to comply with regulatory standards. These obligations ensure product quality, safety, and compliance throughout the product lifecycle.

Furthermore, advertisements for drugs are strictly regulated under the PAA, which defines such advertisements as communications promoting medical efficacy and restricts their publication to approved pharmaceutical firms. Prescription drugs and those designated by the competent authority may only be advertised in academic medical journals, and all advertisements must comply with statutory requirements to avoid false, exaggerated, or misleading claims. In addition, under Article 70 of the PAA, interviews, news reports, or promotional content that imply or suggest medical efficacy are also deemed as drug advertisements and are therefore subject to the same regulatory restrictions.

Medical Devices

The Medical Devices Act (醫療器材管理法) (“MDA”) governs the design, manufacture, import, sale, and supply of medical devices in Taiwan. Under Article 3 of the MDA, “Medical Devices” include instruments, apparatus, materials, software, and reagents intended to achieve, by non-pharmacological means, purposes such as (1) diagnosis, treatment, or prevention of human diseases; (2) modification of body structure or function; or (3) control of conception. Medical devices must be registered or approved by the competent authority before being marketed.

The MDA sets forth labeling and instruction requirements to ensure proper identification and safe use of medical devices. Labels must be affixed to the device or its packaging, and instructions must include essential safety and usage information.

The MDA also governs the registration and permitting of medical device firms, including manufacturers and dealers. Only companies established under Taiwan law or branches of foreign companies in Taiwan may register as medical device firms. These businesses must obtain approval and a permit from the competent authority, and any changes require updates to the registration.

REGULATORY OVERVIEW

Advertising of medical devices is strictly regulated under the MDA. Only registered firms may advertise, and all advertisements require prior approval from the local competent authority. Approved advertisements may not be altered during their validity, and violations may result in suspension or correction orders; in particular, unauthorized modifications to the originally approved content of a medical device advertisement without prior approval from the competent authority are subject to administrative fines ranging from NT\$200,000 to NT\$5,000,000 under Article 65 of the MDA.

Cosmetics

The Cosmetic Hygiene and Safety Act (化粧品衛生安全管理法) (“CHSA”) governs the manufacture, import, sale, labeling, and safety management of cosmetics in Taiwan. Under Article 3 of the CHSA, cosmetics are defined as products applied to the human body’s surface, such as skin, hair, nails, lips, or oral cavity, for cleansing, beautifying, altering appearance, or maintaining good condition, without affecting human health through pharmacological action.

Cosmetic products cover a wide range of categories, including cleansing products, skincare products, hair care and styling products, perfumes, deodorants, lip products, makeup products for face and eyes, nail products, and non-medicated oral care products, such as toothpaste and mouthwash.

Under the CHSA and the Regulations Governing Notification of Cosmetic Products (化粧品產品登錄辦法), manufacturers and importers must complete product notification and establish product information file before the supply, sale, giveaway, public display, or consumer trial offer of cosmetics. Cosmetic businesses are required to comply with Good Manufacturing Practice (“GMP”) standards to ensure consistent manufacturing and compliance with quality and safety requirements. In addition, they must maintain a Product Information File (“PIF”) that includes essential documentation, such as ingredient details, manufacturing processes, safety assessments, and relevant test reports, in accordance with the Regulations for Cosmetic PIF Management (化粧品產品資訊檔案管理辦法). Starting 1 July 2024, PIFs have been required for sunscreens, hair dyes, perm agents, antiperspirants, and home-use tooth whitening products containing peroxide. From 1 July 2025, cosmetics for babies, lips, eyes, as well as general toothpaste and mouthwash, must also comply. Finally, beginning 1 July 2026, all cosmetic products—except handmade solid soaps produced by entities exempt from factory registration—must have a PIF established before being marketed, sold, or provided for consumer use.

Labeling requirements under the CHSA mandate that cosmetics clearly indicate product name, function, net weight, volume, or amount, full ingredient names, manufacturing date and expiration date (or shelf life), usage and storage instructions, precautions/warnings, manufacturer or importer information (name, address, phone number), country of origin of imported product, batch (lot) number, and any other information required to be labeled by the competent authority. Labels must not be false, exaggerated, misleading, or suggest medical efficacy.

Cosmetics that pose safety risks or violate statutory requirements are subject to recall and disposal in accordance with the Regulations Governing Cosmetic Product Recall (化粧品回收處理辦法). Competent authorities may conduct on-site inspections and random testing, and businesses must cooperate and provide samples as required. Where violations are found, the competent authority may order suspension of operations, sealing of products, and implement recall, correction, confiscation, or destruction of offending products. Depending on the circumstances of the offense, the extent of harm, and the scope of impact, the competent authority may also publicly disclose the violator’s name, address, and product details.

REGULATORY OVERVIEW

Food

The Food Safety and Sanitation Act (食品安全衛生管理法) (“FSSA”) and its enforcement rules govern the manufacture, processing, import, sale, labeling, and advertising of food products in Taiwan. Under Article 3 of the FSSA, “Food” includes goods for eating, drinking, or chewing and their raw materials. Food additives are substances added to foods for purposes such as coloring, seasoning, preservation, emulsification, or oxidation prevention, and only additives approved by the central competent authority may be used, each with an approval number; processing aids are substances used during food processing for technological purposes, with residues that must not perform any function in the final product. Permissibility of additives and processing aids is further governed by the Standards for Scope, Application and Limitation of Food Additives (食品添加物使用範圍及限量暨規格標準) and the Sanitation Standards for Processing Aids (加工助劑衛生標準).

Packaged foods must bear labels indicating product name, ingredients, expiration date, and nutrition information in accordance with the Regulations on Nutrition Labeling for Prepackaged Food Products (包裝食品營養標示應遵行事項) and Regulations on Nutrition Claim for Packaged Food Products (包裝食品營養宣稱應遵行事項), while bulk foods must comply with separate labeling requirements prescribed by the competent authority.

Under the FSSA and the Regulations Governing the Registration of Food Businesses (食品業者登錄辦法), food business operators designated by the central competent authority, including manufacturers and processors, catering businesses, importers, retailers, logistics providers, and businesses engaged in the manufacture, processing, import, or sale of food additives should register and are required to regularly confirm the registration details to the competent authorities. For imported foods, the importer of record or designated distributor must act as the domestic responsible company and is primarily responsible for compliance and reporting obligations.

Food business operators must establish food safety monitoring plans and recall procedures. If products pose sanitation or safety risks or violate labeling or advertising rules, operators must report to local regulators and follow the Regulations Governing Recall and Disposal of Food and Related Products (食品及其相關產品回收銷毀處理辦法).

Food labeling, promotion, and advertising must not be false, exaggerated, misleading, or claim medical efficacy. Media outlets must retain advertiser information for six months and provide it upon request by regulators.

Health Foods

The Health Food Act (健康食品管理法) (“HFA”) and FSSA govern the manufacture, import, sale, labeling, and advertising of health foods in Taiwan. Under Article 2 of the HFA, “Health Foods” are products intended to provide specific health benefits and require approval by the central competent authority. Health foods must undergo registration and verification before they may be marketed, and only products that have passed inspection and obtained a health food license may be labeled as health foods.

REGULATORY OVERVIEW

Health foods must comply with labeling requirements under the HFA and the FSSA, including a clear indication of product name, ingredients, net weight, volume or quantity, name of food additives, expiration date, method and conditions of preservation, name and address of the responsible business operator or the importer (if the health food is imported), the approved health claims, permit number, the legend of “health food” and standard logo, recommended intake and important message for consumption of the health food, possible health risks, and other necessary warnings, nutritional components and their content, and any other information designated by the central competent authority. Health food labeling and advertising must not be false, exaggerated, or misleading, and must not suggest medical efficacy beyond the scope approved by the competent authority. References to therapeutic or medical efficacy are strictly prohibited.

Businesses that manufacture, process, import, or sell health foods must register as food business operators under the FSSA and the HFA. For imported health foods, the importer of record or designated distributor should bear primary responsibility for compliance and reporting obligations.

Under the HFA, health food business operators are subject to inspection and enforcement by the competent authorities, including on-site audits and random testing of products. Operators must cooperate with inspections and comply with orders to suspend, seal, recall, or destroy products that violate statutory requirements.

Privacy Law

Taiwan’s privacy protection framework is primarily governed by the Personal Data Protection Act (個人資料保護法) (“PDPA”), which applies broadly to the collection, processing, and use of personal data. Other laws also contain privacy-related provisions, but these generally apply only in specific contexts or circumstances. Below is an overview of the PDPA and other relevant legal provisions.

Personal Data Protection Act (“PDPA”)

The PDPA applies to all natural persons, non-government agencies, and government agencies. According to the PDPA, personal data can only be collected, processed, and used when (1) the data collector has specific purpose(s) to do so; (2) at least one of the statutorily specified circumstances (e.g., there is a contractual relationship between the parties) exists; (3) the data collecting agency provides adequate notice to the data subject. The personal data collected must be processed and/or used within the necessary scope of the specific purpose(s) identified upon collection, and may only be used for other purposes if one of the following conditions is met: (1) it is expressly required by law; (2) it is necessary to promote the public interest; (3) it is necessary to prevent harm to the life, body, freedom, or property of the data subject; (4) it is necessary to prevent material harm to the rights and interests of others; (5) it is necessary for statistical or academic research conducted by a government agency or academic institution for the public interest, provided that the data is processed or disclosed in a manner that does not identify any specific data subject; (6) the data subject has given consent; or (7) the use benefits the rights and interests of the data subject.

REGULATORY OVERVIEW

In cases where the data includes special categories of personal data as defined in Article 6 of the PDPA (“**Sensitive Personal Data**”), such as medical records, healthcare information, genetic data, sex life, or other health-related details, stricter requirements apply. These include obtaining the data subject’s explicit written consent, implementing appropriate security and maintenance measures, and ensuring that the Sensitive Personal Data is used only within the necessary scope of the specific purposes identified at the time of collection. The PDPA further requires that non-government agencies refrain from using such Sensitive Personal Data for any purpose beyond the original scope unless a statutory exception applies or otherwise provided by laws. These provisions are particularly relevant to the aesthetic medicine services, where Sensitive Personal Data may be routinely collected and processed as part of service delivery.

Other Relevant Privacy-Related Legal Provisions

Medical Care Act (醫療法) (“MCA”)

According to the MCA, medical institutions and their personnel must not, without legitimate reason, disclose any information concerning a patient’s illness or health acquired in the performance of their professional duties.

Physicians Act (醫師法)

According to the Physicians Act, physicians must not, without legitimate reason, disclose any information concerning a patient’s illness or health acquired in the performance of their professional duties, except for responding to inquiries or performing appraisals requested by competent authorities, which include health authorities, judicial authorities, and judicial police agencies.

Nursing Personnel Act (護理人員法) (“NPA”)

Under the NPA, nursing personnel, as well as nursing institutions and their staff, must not disclose the confidential information of others acquired in the performance of their professional duties, unless permitted by law or in writing by the patient or the patient’s legal representative. Disclosure is also permitted when responding to inquiries from competent authorities.

Criminal Code (刑法)

Article 316 of the Criminal Code applies to certain professionals, including physicians, their business assistants, and individuals who have previously engaged in such occupations. Under this provision, any such person who, without a legitimate reason, discloses another person’s confidential information acquired in the performance of their professional duties should be subject to criminal liability.

Civil Code (民法)

Article 195(I) of the Civil Code provides that if a person wrongfully causes damage to another’s privacy or severely infringes upon another’s personality, the injured party may claim reasonable monetary compensation even if the injury does not result in purely pecuniary loss.

Regulatory Authorities for Medical Institutions, Healthcare Professionals, and Healthcare Services

The regulatory framework in Taiwan is primarily overseen by two levels of health authorities: the central health authority, the MOHW, and the local health authorities, the Departments of Health of municipal and county/city governments.

REGULATORY OVERVIEW

Ministry of Health and Welfare (“MOHW”)

The MOHW serves as Taiwan’s central regulatory authority for medical institutions, healthcare professionals, and healthcare services. It is responsible for formulating national laws, regulations, and policies governing the establishment and operation of medical institutions, as well as setting standards for healthcare quality and patient safety. MOHW oversees the licensing and credentialing of healthcare professionals, including physicians and nurses, and administers disciplinary measures when applicable and necessary. In addition, it develops nationwide healthcare programs, supervises hospital accreditation systems, and manages health insurance reimbursement policies. Through these functions, MOHW ensures consistency in healthcare standards and provides strategic direction for the country’s medical system.

Departments of Health of Municipal and County/City Governments

Departments of Health at the municipal and county/city level serve as local enforcement agencies. They implement MOHW’s regulations and policies within their jurisdictions, ensuring compliance among medical institutions and healthcare professionals. Their duties include inspecting healthcare facilities, monitoring service quality, investigating complaints, and imposing administrative penalties for violations. These departments also manage local public health programs, including vaccination campaigns, disease surveillance, and emergency medical response. By addressing case-specific issues and operational oversight, they serve as the frontline regulators, translating national healthcare policies into practical, localized actions.

We have been advised by our Taiwan Legal Advisers that during the Track Record Period and up to the Latest Practicable Date, based on the information provided by us and certain compliance letters issued by the competent authorities in Taiwan, we had complied with the relevant laws and regulations in all material respects that are material to our business and operations in Taiwan, and there were no material breaches or violations of the laws or regulations applicable to us that would have a material adverse effect on our business, financial condition or results of operations.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

INTRODUCTION

Overview

We are a major participant in the women’s health service market in Taiwan according to Frost & Sullivan, and we aspire to become a comprehensive women’s health consumption platform across Asia. Since 2011, we have been operating under our flagship brand “Jing Chi” (君綺), adopting a brand-driven business-to-business-to-consumer (B-to-B-to-C) cooperation model through which we provide comprehensive non-medical operational support services to medical aesthetic Clinics operated by licensed Doctors. In 2024, we strategically expanded into the traditional Chinese medicine (TCM) sector, further broadening our footprint in the women’s health consumer market. Leveraging our integrated capabilities in brand management and Member data management, combined with AI-driven data analytics, we effectively unlock and maximise Member value across multiple health and wellness dimensions, including but not limited to medical aesthetics, anti-aging, skin and body rejuvenation, and TCM. While our business is currently focused on Taiwan, we are actively exploring expansion opportunities into the Japanese market. According to Frost & Sullivan, we are one of the largest medical aesthetic services brands in Taiwan in terms of revenue for 2025, and one of the largest aesthetic service platforms in Taiwan in terms of revenue in 2025, accounting for approximately 12.8% of the total market share of the aesthetic service platform industry in Taiwan for that year.

Our history can be dated back to 2011, when Ms. Chang founded Deesse Vivante, which was then engaged in, among others, the trading of medical device, primarily to medical aesthetic clinics in Taipei, establishing the foundational model of providing comprehensive non-medical support services, to medical aesthetic clinics (the “**Spin-off Business**”). Recognising the burgeoning demand for medical aesthetic services and the distinct regulatory requirements between general health products and medical aesthetics in Taiwan, Ms. Chang has established JC Taiwan and led a strategic restructuring involving the Spin-off of the medical aesthetic platform Spin-off Business from Deesse Vivante to JC Taiwan in 2024. Our Company was incorporated on 7 November 2025 in the Cayman Islands and, as part of our Reorganisation, became the holding company of our Group with our business conducted through our subsidiaries. For more details of the experience and qualifications of Ms. Chang, see “Directors and Senior Management” in this document. Following the Spin-off, Deesse Vivante has been principally engaged in the sales of skincare products and health supplements.

Immediately upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised and without taking into account the Shares to be issued upon exercise of the Pre-[REDACTED] Share Options or the Post-[REDACTED] Share Options), Ms. Chang (through her wholly-owned investment companies, namely Lenvor Holdings, Norvix Holdings and Rion Holdings), Ms. Chuang (through her majority-owned investment company, Ravix Holdings), Ms. CC Chang, Mr. Chang, Ms. Ni, Mr. Chuang, Mr. Chou and Mr. Wang will together hold approximately [REDACTED]% of the voting rights of our Company. Ms. Chang, Lenvor Holdings, Norvix Holdings, Rion Holdings, Ms. Chuang, Ravix Holdings, Ms. CC Chang, Mr. Chang, Ms. Ni, Mr. Chuang, Mr. Chou and Mr. Wang have confirmed under the AIC Confirmation, among other things, that they have been acting in concert with each other for the entire duration when all of them were/are contemporaneously either the legal and/or beneficial owners of shares in JC Taiwan and each of our Group companies, and shall continue to centralise the ultimate control and right to make decisions with respect to their interest in our businesses. Ms. Chang, Ms. Chuang, Ms. CC Chang, Mr. Chang, Ms. Ni, Mr. Chuang, Mr. Chou and Mr. Wang, together with Lenvor Holdings, Norvix Holdings, Rion Holdings and Ravix Holdings are our Controlling Shareholders.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Business Milestones

The following table illustrates the key milestones of our business and corporate developments:

Year	Milestone
2011	Ms. Chang founded Deesse Vivante, establishing the foundational model of providing comprehensive non-medical support services, including the sale of medical supplies, equipment leasing and administrative support, to medical aesthetic clinics.
2011	Successfully onboarded the first Doctor, who established the first Clinic under our flagship brand “Jing Chi”.
2013	Expanded our service coverage to Kaohsiung, marking our entry into southern Taiwan and demonstrating the replicability of our platform model beyond the Taipei metropolitan area.
2014	Expanded our service coverage to Taoyuan, further strengthening our presence in northern Taiwan and capturing growing regional demand for aesthetic services.
2015	Enhanced our service offering by launching our premises leasing services, allowing us to provide an integrated turnkey solution for Doctors.
2016	Introduced our first customer relationship management (CRM) system, enhancing Clinic operational efficiency and laying the groundwork for data-driven Member engagement.
2020	We were serving 12 Doctors by 2020, achieving economies of scale that enhanced our operational efficiency and cost-effectiveness through centralised procurement and supply chain management services.
2022	Expanded into Hsinchu, completing our coverage of Taiwan’s major metropolitan areas and solidifying our position in the medical aesthetic service platform industry in Taiwan.
2023	Establishment of JC Taiwan.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Year	Milestone
	Upgraded our CRM system with data analytics capabilities, enhancing Member retention rates and marketing effectiveness through AI-driven insights.
2024	Strategic Spin-off of JC Taiwan from Deesse Vivante, creating a focused, agile platform business with clear strategic direction. Launched standardised brand management and marketing strategies, creating powerful brand equity that attracts both Members and top-tier Doctors. Established a dedicated operations team to ensure consistent, quality service delivery across our expanding platform service. Partnered with a TCM Doctor to establish the first TCM Clinic, strategically expanding into the high-growth wellness market in Taiwan and creating cross-selling opportunities with our medical aesthetic services.
2025	Serving 19 Clinics, comprising 17 medical aesthetic Clinics and two TCM Clinics as at 31 December 2025, demonstrating strong momentum and the scalability of our platform. Surpassed 500,000 Members as at 31 December 2025, creating an extensive, loyal community that provides predictable patient flow for our Doctors and a competitive advantage for our business.
2026	Set up of JC Japan.

Our Group

As at the Latest Practicable Date, our Company mainly operated the business of our Group through its sole major operating subsidiary, namely JC Taiwan.

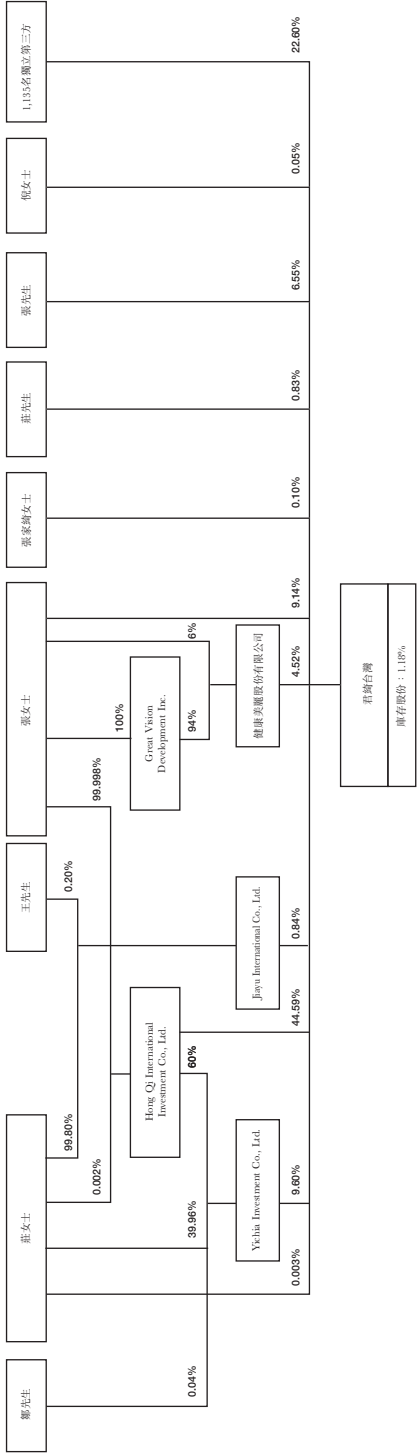
HISTORY, REORGANISATION AND CORPORATE STRUCTURE

REORGANISATION

Pre-Reorganisation corporate structure

Prior to the Reorganisation, JC Taiwan had been the sole operating entity of our Group.

Set out below is the shareholding and corporate structure of our Group as at 13 November 2025 and immediately prior to the implementation of the Reorganisation:



Notes:

1. Ms. Chang, Lenvor Holdings, Norvix Holdings, Rion Holdings, Ms. Chuang, Ravix Holdings, Ms. CC Chang, Mr. Chang, Ms. Ni, Mr. Chuang, Mr. Chou and Mr. Wang executed the AIC Confirmation on 8 April 2026.
2. Based on information available to our Company and to the best of our knowledge, as at the Latest Practicable Date, none of the 1,135 Independent Third Parties held 5% or more of the shares in JC Taiwan.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Our Reorganisation involved the following steps:

Incorporation of our Company

Our Company was incorporated in the Cayman Islands as an exempted company with limited liability on 7 November 2025 and is authorised to issue 390,000,000 Shares of a single class with a par value of HK\$0.001 each. On the same day, one Share was allotted and issued, credited as fully-paid, to an initial subscriber, Conyers Corporate Services (Cayman) Limited, and such Share was then transferred to Ms. Chang.

Disposal of Unicocell

Immediately prior to the Reorganisation, JC Taiwan held 9,899,000 ordinary shares in Unicocell, representing approximately 15.56% of its issued share capital. Unicocell is a company principally engaged in the research and development of stem cells and its derived technology for medical applications.

As part of the Reorganisation undertaken in preparation for the [REDACTED], JC Taiwan held an extraordinary general meeting on 27 November 2025. At this meeting, it was resolved to divest its investment in Unicocell, a company engaged in stem cell research and development. The disposal was effected by transferring the Unicocell shares to Chi Teng, a company wholly-owned by Ms. Chang and established for this purpose. In consideration, Chi Teng issued new ordinary shares to the shareholders of JC Taiwan in proportion to their shareholdings as at the disposal's record date. Concurrently, to reflect the removal of this asset from its balance sheet, JC Taiwan approved a capital reduction of NT\$14,230,000. This amount corresponded to the carrying value of the Unicocell investment as at 30 September 2025 based on JC Taiwan's unaudited financial statements. Following this reduction, JC Taiwan's paid-in capital was decreased from NT\$395,954,000 to NT\$381,724,000.

Both the disposal of the Unicocell shares and the capital reduction were legally completed on 30 November 2025. Consequently, upon completion, the Group no longer held any interest in Unicocell.

Rollover of shareholders of JC Taiwan at our Company level

On 14 November 2025, JC Taiwan notified its shareholders (“**Existing JC Taiwan Shareholders**”) of the proposed Reorganisation. Each was offered the opportunity, directly or through a designated person, to subscribe for Shares in proportion to their then existing shareholding in JC Taiwan.

On 3 December 2025, 36 Existing JC Taiwan Shareholder who elected to participate (“**Rollover Shareholders**”) (i) entered into a share subscription agreement with our Company to subscribe for an aggregate of 35,500,607 Shares in our Company (representing approximately 99.99% of the then total issued Shares of our Company), either directly in their own capacity or through their respective designees (including Lenvor Holdings, Norvix Holdings and Ravix Holdings, being our Controlling Shareholders) at HK\$3.00 per Share; and (ii) share purchase agreements to sell 35,500,607 ordinary shares in JC Taiwan in aggregate (representing approximately 93.00% of the then issued share capital of JC Taiwan (which includes a total of 38,172,400 shares, inclusive of 468,079 treasury shares)) to our Company, at a sale price to be determined by reference to the net asset value of JC Taiwan as at 31 March 2026, based on its unaudited financial statements.

Separately, on 3 December 2025, 6 Existing JC Taiwan Shareholder holding an aggregate of 91,497 ordinary shares in JC Taiwan (representing 0.24% of its then issued share capital (which includes a total of 38,172,400 shares, inclusive of 468,079 treasury shares)), who declined to subscribe for Shares but consented to the sale of their JC Taiwan shares (the “**Non-Rollover Shareholders**”) also entered into share purchase agreements with our Company. Under these agreements, they will sell all their ordinary shares in JC Taiwan to our Company for a cash consideration determined by reference to the same 31 March 2026 net asset value.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

As at 10 March 2026:

- (i) an aggregate of 35,500,607 Shares 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 were allotted and issued at a subscription price of HK\$3.00 per Share to Rion Holdings, a company wholly-owned by Ms. Chang, pursuant to its pre-[REDACTED] investment in our Company. For details, please see “Pre-[REDACTED] Investments – Subscription in March 2026”; and
- (iii) Ms. Chang had transferred her initial one Share in our Company to her wholly-owned company, Lenvor Holdings.

Upon completion of the above transactions on 10 March 2026, our Company was held as to 56.6% by Lenvor Holdings, 12.8% by Norvix Holdings, 4.1% by Rion Holdings, 7.1% by Ravix Holdings, 6.7% by Mr. Chang, 0.1% by Ms. Ni, 0.1% by Ms. CC Chang, 3.5% by Mr. Chuang, and 9.1% by Independent Third Parties.

As advised by our Taiwan Legal Adviser, as at 10 March 2026, none of the Rollover Shareholders was required to obtain prior or subsequent approval from the DIR for their respective subscriptions of the Shares.

Acquisition of JC Taiwan Shares by our Company

As disclosed in “– Rollover of shareholders of JC Taiwan at our Company level”, as of 3 December 2025, our Company had entered into share purchase agreements with all Rollover Shareholders and Non-Rollover Shareholders to acquire, in aggregate, 35,592,104 ordinary shares in JC Taiwan, representing 93.2% of its issued share capital (which includes a total of 38,172,400 shares, inclusive of 468,079 treasury shares) (“**Acquired JC Taiwan Shares**”). The purchase price for these shares was to be determined by reference to the net asset value of JC Taiwan as at 31 March 2026, based on its unaudited financial statements.

According to JC Taiwan’s unaudited financial statements as at 31 March 2026, its net asset value was approximately NT\$444.9 million. Based on this and the total number of JC Taiwan shares in issue as at 31 March 2026, the consideration under the share purchase agreements was determined to be HK\$2.86 per JC Taiwan share.

The purchase and transfer of the Acquired JC Taiwan Shares to our Company was completed as at 23 April 2026, with a total cash consideration of approximately HK\$101.8 million paid by our Company. Upon completion of this transaction, our Company directly owned 35,592,104 ordinary shares of JC Taiwan, representing 93.2% of its issued share capital.

As advised by our Taiwan Legal Adviser, as at 16 January 2026, our Company had obtained the requisite approvals from the DIR for the above acquisition, and no further regulatory consents in Taiwan are required for the above acquisition.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Merger

On 10 February 2026, our Company’s branch office in Taiwan, JC Taiwan Branch, was established.

Under Taiwan law, a subsidiary owned as to 90% or more by its parent company may, subject to obtaining its board approval, merge into its parent company. Pursuant to section 237 of the Cayman Islands Companies Act, our Company may merge with one or more overseas company, such as JC Taiwan, in accordance with the procedures and subject to the conditions set out in the Cayman Islands Companies Act. As disclosed above, as at 23 April 2026, our Company directly owned 35,592,104 ordinary shares of JC Taiwan, representing 93.2% of its issued share capital. To streamline the organisation structure of our Group, on [•] 2026, the board of JC Taiwan unanimously resolved to merge into our Company for a consideration of NT\$45 per share in JC Taiwan. On [•] 2026, the board of our Company and shareholders of our Company unanimously resolved to merge with JC Taiwan with our Company continuing as the surviving company.

On [•] June 2026, JC Taiwan was merged with and into our Company. As a result of the Merger, the separate corporate existence of JC Taiwan had ceased and our 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 our Company, and all debts, liabilities and duties of JC Taiwan had become the debts, liabilities and duties of our Company. As advised by our Taiwan Legal Advisors, on this basis, the business of JC Taiwan immediately prior to the Merger would be considered as being carried out by our Company, through the JC Taiwan Branch, upon and after the completion of the Merger. Our Company has accordingly become the holding and operating company of our Group.

As advised by our Taiwan Legal Advisors, as of [•], our Company [has obtained] the required approval from the DIR for the withdrawal of investment in JC Taiwan. Our Taiwan Legal Advisors confirmed that, save as disclosed “– Reorganisation”, no prior approval is required by our Company from the relevant regulatory authorities in Taiwan in respect of the Reorganisation.

Pre-[REDACTED] investments

Subscription in March 2026

As disclosed in “– Rollover of shareholders of JC Taiwan at our Company level”, on 10 March 2026, in addition to participating in the swap of JC Taiwan shares to Shares in our Company, Rion Holdings, a company wholly-owned by Ms. Chang, had subscribed for an additional 1,500,000 Shares in our Company, at a subscription price of HK\$3.00 per Share by reference to the net asset value of JC Taiwan as at 31 March 2026 based on its unaudited financial statements, as its pre-[REDACTED] investment in our Company (“**March Subscription**”). Please see below for details of Rion Holdings’ pre-[REDACTED] investment:

Pre-[REDACTED] investor	Background	Date of subscription	Date of completion	Consideration (HK\$)	No. of Shares subscribed for	Shareholding of the Pre-[REDACTED] investor in our Company immediately upon completion of the subscription
Rion Holdings	A company incorporated in the BVI with limited liability on 6 November 2025 and directly wholly-owned by Ms. Chang. Rion Holdings is one of our Controlling Shareholders	10 March 2026	10 March 2026	HK\$3 per Share	1,500,000	4.05

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Subscriptions in [April] 2026

In preparation of the [REDACTED], our 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 (“**April Subscriptions**”). Such subscription price was determined by our Company with reference to the fair value of our business (i.e. the Spin-off Business), as calculated based on the share price of Deesse Vivante (a company listed on the Taiwan OTC Market (stock code: 6539.TWO)) immediately before and after the Spin-off. The April Subscriptions were completed on [•] 2026.

Among the subscribers of the April Subscriptions, those who are employees of JC Taiwan [have] each entered into a lock-up undertaking, pursuant to which he or she has undertaken that he or she shall not, for a period of [thirty-six (36) months] from the relevant subscription date, (i) transfer any of the Shares subscribed by him or her under such subscription, or (ii) entrust any third party to manage any such Shares.

Please see below for details of the April Subscriptions:

Pre-[REDACTED] investor	Background	Date of subscription	Date of completion	Consideration (HK\$)	No. of Shares subscribed for	% of the Shares subscribed for out of our issued share capital immediately upon completion of the subscription
Rion Holdings	A company incorporated in the BVI with limited liability on 6 November 2025 and directly wholly-owned by Ms. Chang. Rion Holdings is one of our Controlling Shareholders	27 April 2026	[•] 2026	HK\$11.25 per Share	1,780,000	[4.55]%
Independent Third Parties	Include certain of the Non-Rollover Shareholders of JC Taiwan	27 April 2026	[•] 2026	HK\$11.25 per Share	[48,304]	[0.12]%
Independent Third Parties	Employees of JC Taiwan	[•] 2026	[•] 2026	HK\$11.25 per Share	[283,913]	[0.73]%
					[2,112,217]	[5.40]%

The consideration for the Pre-[REDACTED] Investments was funded by the Pre-[REDACTED] investors set out above from their own resources.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Principal terms of the Pre-[REDACTED] Investments

The principal terms of the Pre-[REDACTED] Investments are set out in the table below:

Background of investors	Please refer to the table under “– Reorganisation – Pre-[REDACTED] investments” in this section
Dates of subscription	Please refer to the table under “– Reorganisation – Pre-[REDACTED] investments” in this section
Dates of completion	Please refer to the table under “– Reorganisation – Pre-[REDACTED] investments” in this section
Consideration and payment date	Please refer to the table under “– Reorganisation – Pre-[REDACTED] investments” in this section
Basis of determination of the consideration	Please refer to the table under “– Reorganisation – Pre-[REDACTED] investments” in this section
Investment cost	Same as the consideration per Share paid by each of the investors
Discount to mid-point of the [REDACTED]	Approximately [REDACTED]% and [REDACTED]% (based on the mid-point of the [REDACTED] of HK\$[REDACTED]) for the March Subscription and the April Subscriptions, respectively
Use of [REDACTED] and its utilisation by the vendor	General working capital of our Group
Special rights granted to the investors	None was granted
Lock-up of the investment made as part of the terms of the Pre-[REDACTED] Investments	None for the March Subscription. For the April Subscriptions, refer to the table under “– Reorganisation – Pre-[REDACTED] investments – April Subscriptions” in this section
Public float for the purposes of Rule 8.08 of the Listing Rules	For the March Subscription, as the Shares are held by Rion BVI (being one of our Controlling Shareholders and a core connected person of our Company), they will not be considered part of our public float For the April Subscriptions, (i) the Shares subscribed for by Rion Holdings (being one of our Controlling Shareholders and a core connected person of our Company) will not be considered part of our public float; and (ii) the Shares subscribed for by the remaining subscribers, each being an Independent Third Party, will be considered part of our public float.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Strategic benefits to our Company

Our Directors believe that the investments will bring in synergy to the development of our Group by creating a sense of belonging and ownership to the investor in our Group

Share-based payments

Each of the March Subscription and April Subscriptions was cash-settled.

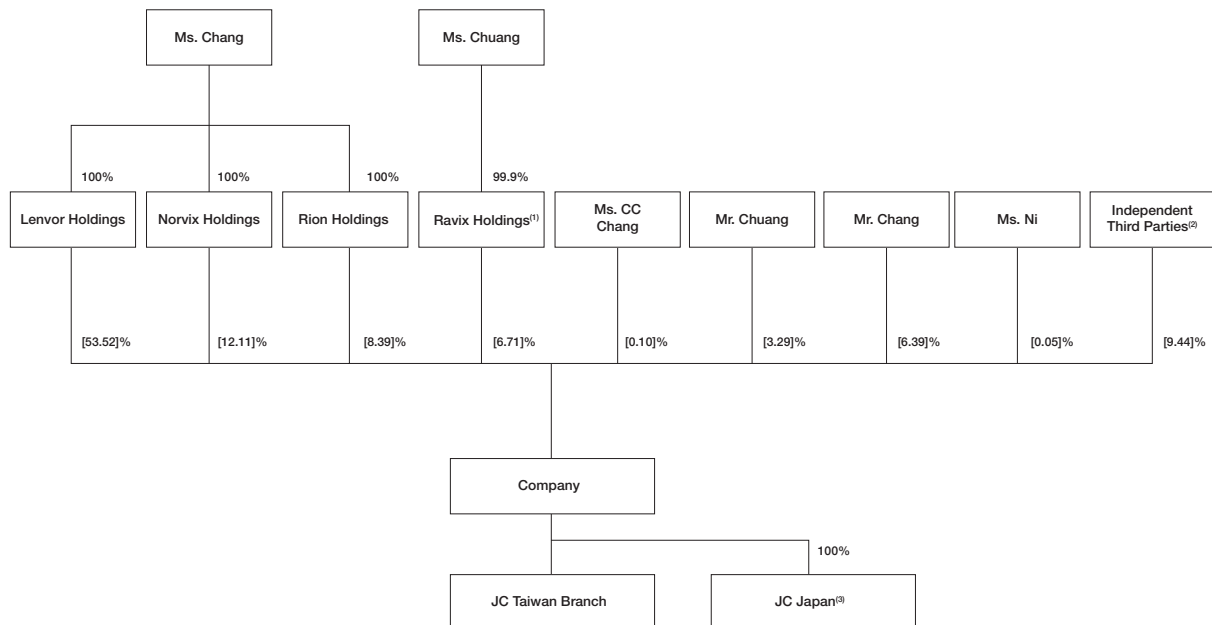
The Sole Sponsor’s confirmation

After reviewing the terms of the Pre-[REDACTED] Investments, the Sole Sponsor has confirmed that each of the transactions under the Pre-[REDACTED] Investments is in compliance with Chapter 4.2 of the Guide for New Listing Applicants issued by the Stock Exchange.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

Post-Reorganisation corporate structure

Set out below is the shareholding and corporate structure of our Group immediately after the implementation of the Reorganisation and the Pre-[REDACTED] Investments:



Notes:

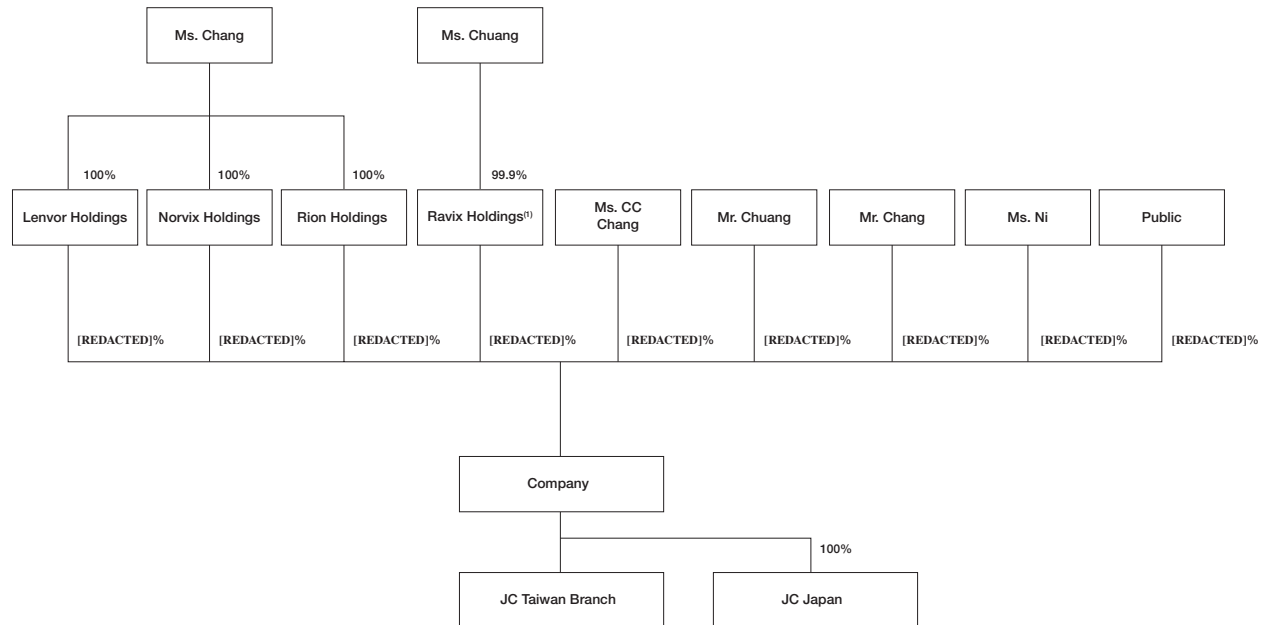
- (1) Ravix Holdings is owned as to approximately 99.93% by Ms. Chuang, approximately 0.02% by Mr. Wang and approximately 0.05% by Mr. Chou.
- (2) Based on information available to our Company and to the best of our knowledge, as at the Latest Practicable Date, none of these Independent Third Parties held 5% or more of the shares in our Company.
- (3) In support of our business strategy to expand into the Japan medical aesthetics market, our Company has set up JC Japan, a subsidiary in Japan, in February 2026.
- (4) The shareholding structure above is presented on the assumption that the April Subscriptions have been completed.

[REDACTED] OF SHARES

Conditional upon the [REDACTED] granting the approval for the [REDACTED] of and permission to deal in the Shares on the Main Board of the Stock Exchange, our Company will [REDACTED] [REDACTED] Shares, being [REDACTED]% of total issued share capital of our Company (as enlarged by the Shares [REDACTED] under the [REDACTED], excluding the Shares which may be issued upon exercise of the Pre-[REDACTED] Share Options, the Post-[REDACTED] Share Options or the [REDACTED] in whole or in part) for subscription.

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

The following is the shareholding structure of our Group upon the completion of the [REDACTED] (but not taking into account any Shares that may be allotted and issued upon the exercise of the Pre-[REDACTED] Share Options, the Post-[REDACTED] Share Options or the [REDACTED]):



Notes:

- (1) Ravix Holdings is owned as to approximately 99.93% by Ms. Chuang, approximately 0.02% by Mr. Wang and approximately 0.05% by Mr. Chou.
- (2) The shareholding structure above is presented on the assumption that the April Subscriptions have been completed prior to the completion of the [REDACTED].

COMPLIANCE WITH LAWS AND REGULATIONS

As at the date of this Document, the [REDACTED] (which will take place on the [REDACTED]), all the steps of the Reorganisation have been properly and legally completed and settled, all relevant regulatory approvals for the Reorganisation have been obtained and the Reorganisation has complied with applicable laws and regulations.

MAJOR ACQUISITIONS, MERGERS AND DISPOSALS

Save as disclosed in “– Reorganisation” above, we had not carried out any major disposals, acquisitions and mergers during the Track Record Period.

LOCK-UP PERIODS

See “Share Capital – Lock-up Periods” for lock-up arrangements of our existing Shareholders after the [REDACTED].

HISTORY, REORGANISATION AND CORPORATE STRUCTURE

PUBLIC FLOAT AND FREE FLOAT

Ms. Chang, Lenvor Holdings, Norvix Holdings, Rion Holdings, Ms. Chuang, Ravix Holdings, Ms. CC Chang, Mr. Chuang, Mr. Chang and Ms. Ni, being our Controlling Shareholders, are core connected persons of our Company, and will hold approximately [REDACTED]% in aggregate of the total issued Shares of our Company immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised and without taking into account the Shares to be issued upon exercise of the Pre-[REDACTED] Share Options or the Post-[REDACTED] Share Options. These Shares will not be counted towards the public float for the purpose of Rule 8.08 of the Listing Rules after the [REDACTED].

Public Float

Pursuant to Rule 8.08(1) of the Listing Rules, where the expected market value at the time of [REDACTED] of our Company’s Shares does not exceed HK\$6 billion, at least [REDACTED]% of the total number of Shares must at the time of the [REDACTED] be held by the public. With respect to the indicative [REDACTED] of HK\$[REDACTED], HK\$[REDACTED] and HK\$[REDACTED] per [REDACTED] (being the low end, mid-point and the upper-end, respectively), the expected [REDACTED] of the Company’s Shares would not exceed HK\$6 billion. Assuming that all the [REDACTED] are allotted, the number of Shares held by the public at the time of the [REDACTED] would be [REDACTED] Shares (representing approximately [REDACTED]% of our total number of issued Shares), which will be regarded as public float and will satisfy the requirement under Rule 8.08(1) of the Listing Rules.

Free Float

Pursuant to Rule 8.08A of the Listing Rules, There must be sufficient shares for which [REDACTED] is sought by a new applicant that are held by the public and available for trading upon [REDACTED]. This will normally mean that the portion of the class of shares for which [REDACTED] is sought that are held by the public and not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise), at the time of [REDACTED], must: (1) represent at least 10% of the total number of issued shares in the class of shares for which [REDACTED] is sought (excluding treasury shares), with an expected market value at the time of [REDACTED] of not less than HK\$50,000,000; or (2) have an expected market value at the time of [REDACTED] of not less than HK\$600,000,000.

Our Company is expected to satisfy the free float requirement under Rule 8.08A of the Listing Rules.

BUSINESS

OVERVIEW

We are a major participant in the women’s health service market in Taiwan according to Frost & Sullivan, and we aspire to become a comprehensive women’s health consumption platform across Asia. Since 2011, we have been operating under our flagship brand “Jing Chi” (君綺), adopting a brand-driven business-to-business-to-consumer (B-to-B-to-C) cooperation model through which we provide comprehensive non-medical operational support services to medical aesthetic Clinics operated by licensed Doctors. In 2024, we strategically expanded into the traditional Chinese medicine (TCM) sector, further broadening our footprint in the women’s health consumer market. Leveraging our integrated capabilities in brand management and Member data management, combined with AI-driven data analytics, we effectively unlock and maximise Member value across multiple health and wellness dimensions, including but not limited to medical aesthetics, anti-aging, skin and body rejuvenation, and TCM. While our business is currently focused on Taiwan, we are actively exploring expansion opportunities into the Japanese market. According to Frost & Sullivan, we are one of the largest medical aesthetic services brands in Taiwan in terms of revenue for 2025, and one of the largest aesthetic service platforms in Taiwan in terms of revenue in 2025, accounting for approximately 12.8% of the total market share of the aesthetic service platform industry in Taiwan for that year.

Our business is built upon a brand-driven cooperation model under which we cooperate with licensed medical Doctors to establish and operate Clinics under our flagship brand “Jing Chi” (君綺), whereby we provide comprehensive non-medical operational support, including (i) clinic branding and operation service, comprising brand management and trademark licensing, on-site consumer services and administrative management; (ii) procurement of medical devices, consumables and pharmaceuticals; and (iii) clinic leasing. This integrated platform creates a “plug-and-play” environment, allowing the Doctors to focus exclusively on delivering medical services, while we leverage our brand power to handle all other aspects of operating the Clinics. This division of labour empowers us to ensure standardised, quality service delivery to consumers, and maintain control over supply chains and equipment of the Clinics. The Clinics offer a diversified portfolio of aesthetic solutions, ranging from non-surgical medical aesthetic services (such as laser, anti-aging lifting and sculpting, and injection services) and surgical medical aesthetic services (such as plastic surgeries for facial or body contouring) to TCM health management. As at 31 December 2025, 19 Clinics strategically located in major metropolitan areas across Taiwan, including Taipei, Taoyuan, Hsinchu, Taichung, and Kaohsiung, were operating under our flagship brand.

We believe our brand is one of our most valuable competitive assets. Through more than a decade of consistent, quality service delivery and an unwavering commitment to our core philosophy of “Safe and Reliable Medical Aesthetics” (安心醫美), we have earned deep consumer trust. This trust has enabled us to cultivate a substantial and loyal community of over 500,000 Members as at 31 December 2025, representing a stable and recurring source of revenue for our business. As at 31 December 2025, the Clinics had served over 350,000 Members, with over 90,000 Active Members in 2025.

We believe our operational excellence is further underpinned by data-driven management. Our CRM system and AI-driven data analytics enable us to profile consumer behaviour and preferences with precision, allowing us to design targeted marketing campaigns, deliver personalised treatment recommendations, and optimise advertising spend across digital channels. Through our integrated CRM, CTI, and LINE OA systems, we also sustain long-term loyalty and repeat spending via comprehensive post-treatment care and systematic engagement.

Our ability to attract, manage, and retain Members, and to drive sustained spending at the Clinics, is underpinned by our branding and marketing capabilities. We employ a multi-pronged approach that combines brand building, data-driven marketing, systematic member management, and targeted reactivation campaigns. Our long-standing brand reputation for safety, quality, and reliability serves as a powerful magnet for consumer acquisition, with over 50% of new Members in 2025 from referrals by existing Members, demonstrating deep trust and significantly reducing our Member acquisition costs.

BUSINESS

Our disciplined approach to member management delivers proven results. In 2025, 70% of new Members who visited our Clinics for an initial consultation proceeded to make their first purchase, while approximately 75% of total consumers who spent at the Clinics that year were returning Members, demonstrating strong loyalty and repeat visitation.

We also believe our strong brand equity and membership base help attract medical talent. By affiliating with us, Doctors gain immediate access to a vast pool of potential patients, eliminating the significant customer acquisition costs and years of reputation-building typically required to establish a successful independent practice. The presence of quality Doctors at the Clinics further reinforces our brand’s reputation for superior medical outcomes, which in turn attracts more Members and further solidifies our market leadership. Specifically, we believe our brand-driven platform model addresses the primary pain points of the Doctors, such as the high capital cost of establishing a clinic and procurement of latest medical aesthetic devices, the complexity of supply chain management and marketing and brand management, and other operational and administrative challenges. By providing equipment rental, premises fit-out and renovation, and centralised procurement of medical supplies and operational management, we effectively lower the barrier to entry to the medical aesthetic market for Doctors, enabling them to open and run Clinics with minimal upfront investment and administrative burden. This model has allowed us to attract and retain medical talents.

Our commitment to our brand promise of “Safe and Reliable Medical Aesthetics” is implemented in every detail of our operations. We strive to ensure that every probe, injection, and device used in the Clinics is backed by the quality control and/or technical support of the relevant original manufacturer. Our commitment to sourcing genuine products and maintaining rigorous protocols is fundamental to delivering on our brand promise of safety and reliability, and upholding consumer confidence in our brand.

Continuous training and development are also key to maintaining consistent service quality. For instance, our Jing Chi Academy (君綺學院) conducted around 150 training sessions during the Track Record Period, with over 200 attendances by doctors and nurses, and over 300 attendances by non-medical frontline staff (including Clinic managers, consultation specialists, and beauticians), ensuring that both medical techniques and service delivery meet our high standards. We adhere to strict standard operating procedures (SOPs) for pre-treatment assessment and post-treatment care to ensure service consistency across all Clinics operating under our brand.

According to Frost & Sullivan, the aesthetic service platform industry in Taiwan has witnessed growth driven by increasing disposable income, as well as the growing social acceptance and consumer demand of aesthetic procedures. The market size of the aesthetic service platform industry in Taiwan in terms of revenue reached USD646.3 million in 2025, and is projected to grow at a CAGR of 18.6% to USD1,459.4 million in 2030. We believe our established brand reputation and scalable business model position us well to capture this market growth.

During the Track Record Period, we primarily focused on medical aesthetics. Building on our established platform, we have strategically expanded into the TCM industry under our Jing Chi brand since 2024, as an extension of our “external beauty, internal health” value proposition. Leveraging our existing operational strengths, including our prime Clinic locations, extensive membership base, and marketing expertise, we have been establishing TCM Clinics adjacent to our medical aesthetic Clinics. This integrated approach offers consumers a holistic one-stop service for both aesthetic and wellness needs, providing medical aesthetic and TCM solutions for, among others, weight management, physique conditioning, and anti-aging. This also enables effective cross-selling and membership base expansion. We believe the TCM business, with its high service standardisation and replicability, represents a significant and scalable growth driver that diversifies our service portfolio and captures a broader health and wellness market.

BUSINESS

Our business grew continuously during the Track Record Period. Our total revenue increased by 65.4% from HK\$234.0 million in FY2023 to HK\$387.1 million in FY2024, and further increased by 63.9% to HK\$634.3 million in FY2025. We recorded a net profit of HK\$5.7 million, HK\$71.7 million and HK\$149.0 million in FY2023, FY2024 and FY2025, respectively, representing a CAGR of 411.5% from FY2023 to FY2025.

Looking ahead, we aspire to continue capturing market opportunities in the Asian female health consumer market, which we believe has substantial untapped potential. By leveraging our core strengths in brand management and AI-driven Member data management, we aim to expand our service offerings beyond medical aesthetics and TCM into adjacent health and wellness categories that address the evolving needs of female consumers across Asia. We believe our ability to generate, analyse, and activate Member value across multiple health dimensions, from aesthetic treatments to preventive care and anti-aging solutions, positions us uniquely to become a leading data-driven platform for female health consumption in the region.

OUR COMPETITIVE STRENGTHS

We believe that our competitive strengths as set out below have contributed to our success and differentiated us from our competitors:

Strong brand equity powering a leading scalable and integrated medical aesthetic platform that delivers a superior value proposition to Doctors

We have established Jing Chi (君綺) as one of the largest aesthetic service platforms, and one of the leading medical aesthetics services brands in Taiwan in terms of revenue in 2025, according to Frost & Sullivan, by building a scalable, fully integrated platform that serves as a comprehensive one-stop solution for licensed medical doctors. We believe our flagship brand, Jing Chi, represents one of the most valuable brand equities in Taiwan’s aesthetic medicine industry, and is a critical intangible asset that differentiates us from competitors and serves as the foundation of our sustainable competitive advantage. Built upon more than a decade of consistent, quality service delivery and an unwavering commitment to our core philosophy of “Safe and Reliable Medical Aesthetics” (安心醫美). This brand power is the direct result of our disciplined approach to using only genuine, certified products and maintaining rigorous clinical standards across our entire network. This approach has earned us the confidence of both Doctors and consumers, and the deep-seated trust we have cultivated has enabled us to build a substantial and loyal community of over 500,000 Members as at 31 December 2025, representing a stable and recurring source of revenue for our business. During the year ended 31 December 2025, the Clinics served over 350,000 Members, with over 90,000 Active Members. Our long-standing reputation for safety, quality, and reliability serves as a powerful magnet for consumer acquisition, evidenced by over 50% of new Members in 2025 coming from referrals by existing Members, which not only demonstrates deep trust in our brand but also significantly reduces our Member acquisition costs.

Our brand management capabilities are a core strength of our business. We have developed and consistently executed a comprehensive brand strategy that encompasses all aspects of brand identity, from visual design and corporate image to service standards and consumer communication. Through strategic investments in brand building, including targeted advertising campaigns, social media management, influencer partnerships, and high-profile brand events, we have cultivated a brand that is synonymous with trust, quality, and safety in the minds of consumers. Our dedicated brand management team continuously monitors brand perception, ensures consistency across all touchpoints, and proactively manages our brand reputation, which is critical in an industry where consumer trust is paramount. This disciplined and strategic approach to brand management has created a powerful and enduring brand asset that competitors cannot easily replicate.

BUSINESS

Our platform model empowers Doctors with a “plug-and-play” practice, encompassing every detail from strategic site selection, leasing, and clinic fit-outs to centralised procurement of medical consumables and up-to-date equipment leasing. This significantly reduces the substantial upfront capital investment, allowing Doctors to launch their practice with ease. We also leverage our scale as a major customer of suppliers. These deep, established supplier relationships, further strengthened by the credibility of our brand, enable us to provide Doctors with access to quality medical consumables and equipment at competitive prices, available through both direct purchase and leasing arrangements. Beyond establishment, we provide complete operational support by managing the non-medical patient journey through trained front-desk staff, consultation specialists and beauticians, pre-treatment and post-treatment care, inventory management, and all back-office administrative functions, ensuring a consistent and quality patient experience across all the Clinics we serve. Our Doctors benefit not only from our brand’s drawing power but also from our robust supply chain infrastructure, which guarantees priority access to the latest and most sought-after aesthetic technologies and consumables.

We believe this holistic model de-risks and simplifies clinic ownership by removing the formidable barriers of high setup costs, complex operations, and patient acquisition challenges. Levering our substantial brand equity and our trusted Jing Chi brand, we provide a turnkey solution to Doctors, enabling them to concentrate exclusively on delivering quality medical services while we manage all non-medical related operational complexities. The scalability and effectiveness of our platform is evidenced by our service coverage to 19 Clinics strategically located in major metropolitan areas across Taiwan as at 31 December 2025, all benefiting from this unified, supportive ecosystem powered by our strong brand equity and enduring supplier partnerships.

Big data-driven member segmentation and personalised journey management that systematically builds trust and enhances conversion

We believe our key differentiator from peers lies not merely in the size of our membership base, but in our systematic, data-driven, and highly disciplined membership management programme. While many industry participants rely primarily on advertising spend to drive one-time customer traffic, we have built an established and integrated system that enables us to deeply understand consumer behaviours, preferences, and spending patterns, and to effectively activate our Members to generate sustainable revenue for the Clinics we serve. This systematic approach to Member management represents a significant competitive advantage that is difficult for individual practices or less sophisticated platforms to replicate.

As at 31 December 2025, we had cultivated a substantial and loyal community of over 500,000 Members through strategic brand building and consistent service delivery. Our proprietary membership management program is built upon several key pillars:

- *Comprehensive Member database and analytics:* We have built a large and rich database covering Members who have been served by the Clinics over the years. Leveraging our proprietary database of over 500,000 Members, we apply machine learning models to analyse behavioural patterns and identify high-value cohorts by age, treatment mix, visit frequency, and spending levels. Our CRM and data analytics capabilities allow us to perform precise Member profiling, analyse consumption patterns, and understand the specific demands and preferences of different Member segments. For instance, our analysis shows that over 75% of our Members are aged 35 and above, indicating that our Clinics attract mature consumers with relatively higher spending power.

BUSINESS

This data-driven segmentation enables us to implement targeted engagement strategies: we send targeted reactivation and treatment upgrade reminders to “high-potential but inactive” Members, and tailor treatment recommendations and pricing packages for “first-time consultation” and “trial” segments, thereby lowering the initial decision barrier, reducing the “browsing-only” phase, and accelerating conversion to first purchase.

- *High conversion and retention rates:* Our systematic approach to member management delivers proven results. In 2025, 70% of new Members who visited our Clinics for an initial consultation proceeded to make their first purchase, reflecting the trust in our brand and the effectiveness of our service protocols. Furthermore, approximately 75% of total consumers who spent at the Clinics in 2025 were returning Members, demonstrating the strong loyalty and repeat visitation driven by our membership program. Notably, approximately 86% of returning Members in 2025 had also made purchases in 2024, underscoring the enduring loyalty of our Member base.
- *Member referral as a key acquisition channel:* An analysis of new Member sources reveals that over 50% of new Members in 2025 came from referrals and recommendations by existing Members. This high referral rate is a powerful testament to the reliability and trustworthiness of our brand in the view of our Members, and it significantly reduces our Member acquisition costs compared to peers that rely heavily on paid advertising.
- *Effective Member reactivation capability:* In the first quarter of 2026, we launched a targeted reactivation campaign aimed at approximately 7,100 Members who had accumulated at least NT\$100,000 in spending between 2022 and 2024 but had not made any purchase in 2025. As at the end of March 2026, more than 500 of these Members had returned to our Clinics for consultations, and more than 300 of them made purchases, with an average spending of NT\$52,000 per Member. This average spending level significantly exceeded the overall average Member spending of NT\$34,292 in 2025. This successful reactivation demonstrates that by continuously and precisely engaging the Members in our database through targeted campaigns, we can effectively drive Member spending at the Clinics without incurring substantial incremental advertising costs.
- *Personalised customer journey from curiosity to conversion:* Our CRM system segments Members into distinct stages: prospect, first-visit, regular, and VIP, and designs stage-specific communication and engagement strategies. In the pre-visit phase, we leverage interactive engagement via LINE Official Account groups to filter prospects with clear needs and budget, ensuring that only well-qualified leads proceed to clinic consultations. During the in-clinic phase, our consultation specialists and Doctors present customised treatment proposals based on the Member’s profile, significantly shortening decision time and enhancing the likelihood of first purchase. In the post-treatment phase, automated follow-up via SMS, LINE, and our CTI system reminds Members of optimal return dates, converting a single transaction into a long-term, multi-treatment care plan and maximising member lifetime value.

BUSINESS

We believe that our systematic and established membership management program represents a significant competitive advantage that differentiates us from peers. While other platforms may rely primarily on advertising spend to drive traffic, we have built a self-sustaining ecosystem where our large, well-understood membership base provides a stable and recurring revenue stream for the Clinics, reduces customer acquisition costs through referrals, and enables highly effective targeted reactivation campaigns. This data-driven, systematic approach to member management is difficult for individual practices or less sophisticated platforms to replicate.

Integration of proprietary data systems and AI across our operations, enabling real-time analysis of member behaviour and fostering high member retention through precision marketing and personalised consumer experiences, supported by a fully digitalised management platform

We leverage technology throughout our operations to drive efficiency, enhance decision-making, and optimise customer acquisition. Beyond customer-facing applications, we have built a fully digitalised management platform that integrates and streamlines our internal operations, including advertisement design and posting, staff training, and resource allocation and management:

- *Digitalised Advertising and Content Management:* We utilise AI to produce short-form video content, systematically identifying engaging material and high-performing content trends to maximise audience engagement and conversion rates. This approach to digital marketing enables us to quickly adapt to emerging trends and consumer preferences, scaling successful content across multiple platforms to drive customer acquisition at optimal cost efficiency.
- *Automated Market Intelligence and Industry Data Collection:* Beyond internal operations, our digitalised management platform automatically collects and aggregates information related to the medical aesthetic industry from voluminous local and overseas sources, including industry reports, regulatory updates, competitor activities, emerging treatment trends, and technological advancements. This automated data capture system continuously scans and synthesises relevant information. By systematically harvesting and processing this external intelligence, we are able to formulate competitive strategies, identify emerging market opportunities, and make informed strategic decisions to stay ahead of industry developments.
- *Digitalised Staff Training and Development:* Our Jing Chi Academy (君綺學院) is supported by a digitalised training management system that tracks employee participation, certification status, and skill development progress. Training materials, including standard operating procedures, product knowledge modules, and customer service protocols, are delivered through our digital platform, ensuring consistent and scalable training delivery across our growing network. The system automatically identifies training needs based on employee performance data and role requirements, enabling targeted and efficient resource allocation for staff development.
- *Digitalised Resource Allocation and Management:* Our proprietary CRM system forms the backbone of our integrated data platform, enabling precision marketing and comprehensive consumer trend analysis. Our CRM system is also integrated with LINE OA and CTI, which allows us to track Member preferences, service history, and engagement patterns, enabling personalised care and communication, thereby fostering strong Member relationships and helping improve retention rates.

BUSINESS

Our centralised data platform aggregates non-medical related consumer information from all Clinics. By applying AI-driven analytics to this data, we gain profound insights into consumer behaviour and treatment preferences. This enables us to quickly refine our service and marketing strategies, enhance the customisation of treatment plans, and ultimately drive Member satisfaction and repeat visits.

We believe this technological infrastructure, encompassing not only customer-facing AI and CRM capabilities but also our comprehensive digitalised management platform for advertising, training, and resource allocation, allows us to continuously refine business strategies based on real-time data insights, ensuring our marketing efforts remain highly targeted and effective. Our commitment to technological innovation represents a significant competitive advantage, allowing us to maintain marketing agility and operational efficiency in a rapidly evolving industry landscape. This technological sophistication enables us to provide the Doctors with business intelligence, operational support, and customer acquisition capabilities that would be challenging to develop independently.

Visionary management and proactive market intelligence driving continuous innovation in treatment offerings

Our strategic direction and operational excellence are driven by our visionary founder with a proven track record in the medical aesthetics and wellness industry. Our Chairman, Ms. Chang, possesses extensive business leadership experience and deep industry insight. With a clear vision of the market, Ms. Chang foresaw the vast future prospects of the beauty and health management service industry in Taiwan and developed the Jing Chi brand. Her leadership has been instrumental in navigating our Company’s strategic transformation into a business-to-business-to-consumer (B-to-B-to-C) platform. The corporate restructuring undertaken, including the Spin-off of our medical aesthetics platform business from Deesse Vivante in 2024 to establish JC Taiwan, was a strategic move to sharpen our business focus, enhance operational agility, and unlock value. This decisive action, supported by our shareholders, positions our Company for dedicated growth and capitalises on the distinct market dynamics of our platform business.

Under Ms. Chang’s leadership, we have cultivated a strong corporate culture centred on the core value of “Safe and Reliable Medical Aesthetic” (安心醫美), which has earned high recognition from both the Doctors we serve and consumers. Our management team possesses extensive, hands-on experience in clinic operations, supply chain management for medical devices, consumables and pharmaceuticals, and data-driven, AI-enhanced marketing, ensuring consistent service quality and operational efficiency across our growing network.

Ms. Chang has strategically led our Group into the women’s health consumption platform service market, which we believe has high market potential. Leveraging our integrated capabilities in brand management and Member data management, combined with advanced AI-driven data analytics, we effectively unlock and maximise Member value across multiple health and wellness dimensions, including but not limited to medical aesthetics, anti-aging, skin and body rejuvenation, and TCM. While our business is currently focused on Taiwan, we are actively exploring expansion opportunities into the Japanese market, a strategic initiative driven by Ms. Chang’s visionary leadership and our management team’s deep industry expertise.

Critically, our management team’s deep industry expertise enables us to maintain the competitive edge of the Clinics by ensuring they have continuous access to a dynamic and curated portfolio of the latest and most sought-after medical aesthetics technologies and treatments. Our dedicated procurement team, guided by management’s strategic vision, actively monitors global market trends and technological advancements, leveraging our scale and strong relationships with international suppliers, and top-tier manufacturers, to source and secure innovative devices and consumables which are in high demand for the Clinics.

BUSINESS

Our sourcing strategy is both proactive and responsive. We continuously analyse emerging treatment trends and synthesise direct feedback from our network of Doctors to identify promising new medical aesthetic solutions. Each potential introduction undergoes a rigorous vetting process, where we assess its clinical efficacy, safety profile, and commercial potential before integration. This ensures that the treatment portfolio of the Clinics we serve is not only advanced but also aligned with current consumer preferences. For instance, since 2023, we have strategically guided the Clinics’ service mix towards a higher proportion of non-invasive procedures, such as laser and radiofrequency treatments, in response to strong market demand and a consumer preference for minimal downtime. For instance, revenue from non-invasive procedures represented approximately 88.6%, 90.8% and 92.5% of the aggregated revenue of the Clinics in 2023, 2024 and 2025, respectively.

We believe this capability, driven by our visionary management, provides a significant competitive advantage in the fast-moving medical aesthetic industry. By centrally identifying and securing the latest in-demand equipment and providing access through our procurement and rental models, we enable Doctors to offer frontier treatments without the burden of capital investment or market research. This synergy of strategic leadership, market intelligence, exclusive supplier relationships, and operational support helps ensure that the Clinics we serve consistently lead in treatment innovation and meet evolving market demand. This strong foundation of leadership has been critical to our success, enabling us to develop a resilient and scalable business model and maintain robust financial health, providing a solid platform for our future expansion in Taiwan and Asia.

Standardised service delivery supported by stringent operating procedures, commitment to constant staff training, a robust supply chain management system, and a rigorous Doctor selection process, collectively ensuring consistent and qualified service across our platform

We have built a comprehensive B-to-B-to-C platform that ensures the consistent delivery of quality, Safe and Reliable Medical Aesthetics (安心醫美) services across all Clinics operating under our brand. This integrated ecosystem is digitalised and supported by standardised operating procedures, proprietary training academy, a robust supply chain management system, and a rigorous Doctor selection process. The standardisation and digitalisation of our platform provide significant operational scalability and efficiency, offering substantial benefits to the Clinics and service personnel as outlined below:

- *Rigorous Doctor selection process ensuring clinical excellence:* The foundation of our service quality begins with the Doctors we partner with. We maintain a disciplined and selective process for identifying and onboarding Doctors to establish and operate medical aesthetic Clinics, and more recently, TCM Clinics. The process is initiated by our regional general managers in the Northern, Central, and Southern regions of Taiwan. For medical aesthetic Clinics, these managers, along with on-site clinic managers, actively observe and evaluate the performance and patient satisfaction levels of Doctors practicing within our existing network or the broader market. Key selection criteria include a Doctor’s professional reputation, patient feedback, and clinical competence. Doctors who demonstrate consistent excellence are approached regarding the feasibility of collaborating to establish a new clinic. For TCM Clinics, the identification process is conducted by a dedicated TCM department team, which seeks out qualified TCM practitioners using similar professional benchmarks. This rigorous selection process ensures that every Doctor affiliated with our platform meets our high standards of medical expertise and patient care.

BUSINESS

- *Standardised procedures and stringent quality control:* We have implemented a comprehensive service protocol and internal control system to maintain uniform service standards. Our operational guidelines cover all key aspects of clinic operations, including staff conduct, service preparation, inventory management, and clinic hygiene, which are consistently applied across all Clinics operating under our brand. Quality is assured through our Jing Chi Academy (君綺學院), which conducted around 150 training sessions during the Track Record Period, with over 200 attendances by doctors and nurses, and over 300 attendances by non-medical frontline staff (including clinic managers, consultation specialists, and beauticians). We enforce centralised procurement and quality control for medical products, standardise pre-treatment assessments and post-treatment care, and utilise system integration to streamline administrative processes. This allows medical professionals to focus on delivering quality medical services at Clinics.
- *Experienced service personnel supported by a proprietary training system:* The high professionalism of our on-site service staff ensures stable and superior service delivery. Our Jing Chi Academy (君綺學院) is the cornerstone of our talent development, providing continuous, standardised training. We have assembled a team of over 350 experienced non-medical staff as at 31 December 2025, including communicative clinic managers and on-site consultation specialists who build long-term relationships with consumers, enhancing satisfaction and increasing repeat visit rates. We believe our training system helps ensure that all personnel, from consultation specialists to beauticians, are well-versed in our service protocols, contributing to high client retention and brand consistency.
- *Comprehensive operational support:* Our standardised approach extends beyond training to encompass comprehensive operational support. We provide Clinics with complete administrative services including legal and human resources support, allowing Doctors to focus exclusively on medical practice.
- *Robust supply chain management capabilities:* Our platform features strong supply chain management, including prudent selection of medical devices, consumables and pharmaceuticals, and strict vendor quality control. We primarily source devices and other supplies from global suppliers and their authorised distributors in Taiwan. We have fostered long-standing relationships with international brands and are often one of their top customers in Taiwan, which allows us to secure priority supply and favourable pricing. Our operations are certified under the Good Distribution Practice (GDP) implemented by the Taiwan Food and Drug Administration for both medical devices and pharmaceuticals, and we manage inventory and distribution through an ERP system, ensuring supply stability and consistent quality control for the Clinics. This robust supply chain infrastructure guarantees that the Doctors we serve have reliable access to genuine, quality medical products, which is fundamental to delivering safe and effective treatments.
- *Qualified and well-trained frontline staff driving sales and after-sales excellence:* Beyond clinical expertise, the quality of sales and after-sales services is critical to member satisfaction and retention. Our frontline staff, including consultation specialists and beauticians, undergo rigorous training on communication skills, product knowledge, service protocols, and customer psychology. They are equipped to understand consumer needs, provide treatment information, and deliver consistent post-treatment care. This systematic approach to staffing ensures that every consumer interaction, from initial consultation to post-treatment follow-up, is handled with professionalism and care, thereby enhancing the overall service experience and strengthening member loyalty.

BUSINESS

Our integrated, platform-based operating model allows us to standardise operations, enhance consumer experience, and improve the performance of the Clinics. We continuously invest in our digital infrastructure, utilising data accumulated from daily operations to further refine our service delivery and operational efficiency. Through the combination of rigorous Doctor selection, standardised procedures, continuous staff training, robust supply chain management, and quality sales and after-sales services, we believe we have built a platform that consistently delivers qualified, reliable, and superior service outcomes, creating lasting value for both the Doctors we serve and the Members who trust our brand.

OUR BUSINESS STRATEGIES

Our business objectives are to maintain the sustainable growth of our business and to create long-term shareholders’ value. In this connection, we intend to maintain our position as one of the leading medical aesthetic platform operators in Taiwan and to continue to build on our existing competitive strengths stated above. To achieve our business objectives, we plan to implement the following business strategies:

Strategically expand our integrated medical aesthetic and wellness platform in Taiwan

We intend to solidify our leadership and deepen our service offerings in Taiwan to create a comprehensive beauty and wellness solution for our Members through (i) selective enhancement of our medical aesthetic service coverage; and (ii) expansion of TCM Clinics:

- *Selective enhancement of medical aesthetic service coverage:*

According to Frost & Sullivan, with the steady increase in residents’ income levels and the gradual refinement of aesthetic preferences, medical aesthetic consumption in Taiwan has increasingly shifted toward routine care, driving the continuous expansion of the medical aesthetic services industry in Taiwan. In particular, within the non-surgical segment, such procedures have rapidly penetrated among younger consumer groups and entry-level consumer groups due to their advantages of high safety, short recovery periods, and relatively affordable pricing. In addition, the relatively high frequency of repeat consumption among consumers further contributes to sustained market expansion. In terms of revenue, the market size of the medical aesthetic services industry in Taiwan reached USD2.4 billion in 2025, and is expected to grow at a CAGR of 14.2% to USD4.5 billion by 2030.

Furthermore, from 2020 to 2025, the aesthetic service platform industry in Taiwan demonstrated rapid growth. On the one hand, aesthetic service platforms effectively reduced customer acquisition costs per institution and improved conversion efficiency through the integration of physician resources and unified branding and operational systems. On the other hand, the rapid penetration of non-surgical procedures further enhanced the scalability and replicability of the aesthetic service platform model. In terms of revenue, the market size of the aesthetic service platform industry in Taiwan reached USD 646.3 million in 2025, and is expected to grow at a CAGR of 18.6% to USD1,459.4 million by 2030.

Aligning with market dynamics and our overall development pace, we will continue to prudently expand our service coverage to medical aesthetic Clinic in Taiwan, focusing on setting up sizable Clinics with market potential to reinforce our premium brand positioning. Site selection will be meticulously planned around key transportation hubs, ensuring high visibility and accessibility for the Clinics’ target clientele. This expansion would be carefully managed to prevent cannibalisation between Clinics, typically spacing them two to three subway stations apart.

BUSINESS

We intend to partner with Doctors to establish ten new medical aesthetic Clinics in the next three years, including five, three and two Clinics in 2027, 2028 and 2029, respectively. Each of the new aesthetic Clinics is intended to have a GFA ranging from approximately 500 to 650 sq.m.. On this basis and with reference to market rents of similar premises in the target locations, the average annual rental expenses of each new aesthetic Clinic is expected to be HK\$2.1 million.

We expect to incur a total capital expenditure of approximately HK\$[REDACTED] million for the establishment of the new medical aesthetic Clinics, which primarily include design and fitting out work expenses, rental expenses during the fitting-out process and procurement costs of key medical devices for Clinic operation. The amount of capital expenditure is estimated based on the actual expenditure on the establishment of our existing medical aesthetic Clinics in Taiwan and current market conditions in the relevant cities. Such plan, including the number of aesthetic Clinics, selected location, estimated size and expected capital expenditure of each medical aesthetic Clinic, among others, is subject to changes according to our actual needs and market conditions at the relevant time.

On the assumptions that (i) the operating environment in Taiwan remains stable; (ii) our new medical aesthetic Clinics achieve reasonable level of performance with reference to our existing medical aesthetic Clinics in Taiwan, the initial breakeven period (which represents the period from the establishment of a Clinic to the time when it records monthly net profit for the first time) and the cash investment payback period (represents the time it takes for the accumulated operating cash flow attributable to us from the relevant Clinic to recover the initial investment) for each new medical aesthetic Clinic to be established are expected to approximately four months and approximately 21 months, respectively.

- *Expansion of TCM Clinics:* The introduction of TCM services since 2024 is a strategic move to create a fully integrated service portfolio. We believe there is significant synergy between medical aesthetics that enhance external appearance and TCM that improves internal health and well-being. This combination allows us to offer a more holistic solution, capturing a broader client base with interconnected needs for weight management, body conditioning, and aesthetic enhancement, thereby increasing client stickiness to the Clinics.

Accordingly to Frost & Sullivan, the female population in Asia is relatively large, coupled with the rising demand for comprehensive health management and the shift in healthcare expenditure structure from treatment-oriented to management-oriented, such trends are driving demand to evolve from stage-based to long-term and continuous. In this context, women's health needs are gradually transitioning from a single dimension to a multi-dimensional, full-lifecycle management model encompassing external appearance management and overall health regulation. From the supply side, certain companies with scale and resource integration capabilities are integrating diversified service offerings, including medical aesthetic resources, traditional Chinese medicine regulation and anti-aging management to establish cross-disciplinary service systems that address the multi-dimensional health management needs of female consumers.

In recent years, driven by the combined effects of policy support and increasing health awareness among residents, the TCM market in Taiwan has achieved steady expansion. From an institutional perspective, Taiwan has continuously improved the policy support for the development of TCM through relevant legislation, thereby enhancing the level of industry standardization. From the demand side, following the pandemic, residents' health awareness has increased, and the rising demand for chronic disease management has driven healthcare needs to gradually shift toward continuous health management. In this context, the functional attributes of TCM in prevention and long-term intervention are well aligned with such structural changes in consumer demand, thereby supporting the steady growth of the industry.

BUSINESS

We currently cooperate with TCM Doctors to operate two TCM Clinics in Taiwan. Building on the strong foundation and client base of our existing medical aesthetic clinics, we plan to strategically establish TCM Clinics in locations adjacent to our existing medical aesthetic Clinics. This “one-stop-shop” model allows us to cater to the evolving consumer demand for holistic wellness, including weight management, anti-aging, skin rejuvenation, and body recuperation, alongside aesthetic treatments. We believe that this would enhance diversification of our income streams against economic fluctuations in the pure aesthetic sector.

We intend to partner with Doctors to establish 15 TCM Clinics in the next three years, including 11, two and two TCM Clinics in 2027, 2028 and 2029, respectively. These new TCM Clinics are expected to benefit from significant cross-selling opportunities with our membership base. Each of the TCM Clinics is intended to have a GFA ranging from approximately 165 sq.m. to 265 sq.m. On this basis and with reference to market rents of similar premises in the target locations, the average annual rental expenses of each TCM Clinic is expected to be approximately HK\$0.8 million.

We expect to incur a total capital expenditure of approximately HK\$[REDACTED] million for the establishment of the TCM Clinics, which primarily include design and fitting out work expenses, rental expenses during the fitting-out process, and costs of key medical devices and basic Chinese herbal medicine for TCM Clinic operation. The amount of capital expenditure is estimated based on the actual expenditure on the establishment of our existing TCM Clinics in Taiwan and current market conditions in the relevant districts. Such plan, including the selected locations, estimated size and expected capital expenditure of each of TCM Clinic, among others, is subject to changes according to our actual needs and market conditions at the relevant time.

On the assumptions that (i) the operating environment in Taiwan remains stable; (ii) our new TCM Clinics achieve reasonable level of performance with reference to our existing TCM Clinics in Taiwan, the initial breakeven period (which represents the period from the establishment of a Clinic to the time when it records monthly net profit for the first time) and the cash investment payback period (represents the time it takes for the accumulated operating cash flow attributable to us from the relevant Clinic to recover the initial investment) for each new TCM Clinic to be established are expected to approximately seven months and approximately 22 months, respectively.

It is estimated that the total costs and expenses associated with the above business strategy will be HK\$[REDACTED] million, including capital expenditure of HK\$[REDACTED] million for establishing the ten medical aesthetics Clinics and HK\$[REDACTED] million for establishing the 15 TCM Clinics, HK\$[REDACTED] million for recruitment of onsite personnel in support of the operations of the new medical aesthetic Clinics and new TCM Clinics, and HK\$[REDACTED] million for sales and marketing activities to be implemented to promote the opening of the new Clinics and to drive revenue growth at the new Clinics. These costs and expenses will be fully funded by the [REDACTED] from the [REDACTED]. For details, please see “Future Plans and Use of [REDACTED] – Use of [REDACTED]”.

BUSINESS

Expand market coverage and prudently evaluate acquisition target in Japan

To capture growth in the broader Asia-Pacific region and diversify our geographic revenue streams, we have identified Japan as a key strategic growth driver. According to Frost & Sullivan, the core drivers of the medical aesthetic services industry in Japan were primarily reflected in two aspects: (i) the continuous deepening of population aging, which has formed long-term demand for anti-aging services; and (ii) the gradual shift in consumer aesthetic preferences toward natural and refined improvements, which has driven the continued penetration of non-surgical procedures. In terms of revenue, the market size of the medical aesthetic services industry in Japan reached USD4.4 billion in 2025, and is expected to maintain steady growth at a CAGR of 10.4% to USD6.9 billion by 2030. This presents a significant opportunity for our established platform model.

Our entry strategy is centred on the acquisition of an existing, profitable medical aesthetic platform operator in the Greater Tokyo Area with an established network of clinics under its management. This acquisition-led approach allows us to rapidly establish a market footprint, gain invaluable local operational expertise, and onboard an existing network of clinics and consumers.

We intend to select acquisition targets that maximise strategic synergies and financial returns while minimising integration risks. To this end, we will conduct a rigorous preliminary review and feasibility study on each potential target. When assessing opportunities, we will carefully consider a variety of factors, including but not limited to: the quality, scale, and profitability of the clinics under the target’s management; the cost and strategic benefit of the acquisition in the context of our long-term plan; the synergy between our existing operational platform and the target’s business in terms of technology, service offerings, and management expertise; the local regulatory environment; and the overall enhancement to our competitiveness and sustainability.

Specifically, in selecting and assessing potential acquisition opportunities in Japan, we will apply the following key criteria:

- *Geographical focus:* We will primarily target medical aesthetic platform operators with a strong presence and cluster of Clinics in the Greater Tokyo Area and other major metropolitan areas in Japan, which have high consumer spending power and a concentration of target clientele.
- *Business model:* Our primary targets are platform companies that operate a business-to-business-to-consumer (B-to-B-to-C) model similar to our current platform in Taiwan, providing a suite of services, such as medical device procurement and leasing, brand marketing, and operational support, to affiliated medical aesthetic clinics.
- *Operational scale and financial track record:* We target platform operators with a network of clinics that demonstrates stable revenue and have recorded profit in their latest financial year. We will prioritise targets with an established Clinic base.
- *Management capability and clinic quality:* We will seek targets with an industry experience of approximately five years and possess on experienced local management teams with local industry knowledge and strong relationships with physicians. The affiliated clinics must demonstrate a commitment to high medical standards and quality service, aligning with our core value of “Safe and Reliable Medical Aesthetics.”

BUSINESS

Our Directors believe that such strategic acquisitions in Japan could enable us to (i) achieve leap-frog growth by efficiently entering a new and attractive geographic market; (ii) rapidly gain market share and achieve economies of scale; (iii) enhance our Group’s international brand influence and position us as a leading pan-Asian beauty and wellness platform; (iv) diversify our revenue base by currency and region, mitigating single-market economic risks; and (v) facilitate the cross-border introduction of innovative treatments and operational best practices between Taiwan and Japan. As of the Latest Practicable Date, we had not identified any specific target company for acquisition but are actively evaluating the market landscape.

We intend to use HK\$[REDACTED] million of the [REDACTED] from the [REDACTED] for executing this expansion strategy. For details, please see “Future Plans and Use of [REDACTED] – Use of [REDACTED]”.

Deepen big data and AI-driven member lifecycle management

We plan to further enhance our data platform and AI algorithms to upgrade our member engagement from precision marketing to a fully integrated personalised health management journey. Specifically, we intend to:

- *Enhance our member segmentation models:* We plan to introduce more machine learning models to dynamically identify a Member’s “latent demand stage” and “decision sensitivity”, enabling proactive needs forecasting. We believe this will allow us to anticipate Member preferences and deliver tailored communications and treatment recommendations at the most opportune moments, thereby increasing conversion rates and Member satisfaction.
- *Build an automated customer journey orchestration engine:* We intend to integrate our CRM, LINE Official Account, and Clinic management systems to trigger automated, behaviour-based communications and treatment recommendations. For example, after a Member completes a certain treatment, the system will automatically deliver relevant maintenance services or wellness content at optimal intervals, further increasing repeat visit rates and enhancing long-term Member loyalty.
- *Scale immersive experience-based marketing:* We plan to leverage live streaming platforms to replicate the success of our offline VIP events on a larger, more accessible scale. This will allow prospective clients to remotely experience the entire “diagnosis-to-solution” process, building strong trust before they visit a Clinic. By reducing the initial decision barrier and shortening the consumer decision cycle, we expect to improve the overall efficiency of our conversion funnel and accelerate new Member acquisition.

Cultivate and retain a high-calibre talent pool to support strategic growth

Our ambitious expansion plans are underpinned by our ability to attract, develop, and retain a skilled workforce, including physicians, on-site service personnel, and corporate support staff.

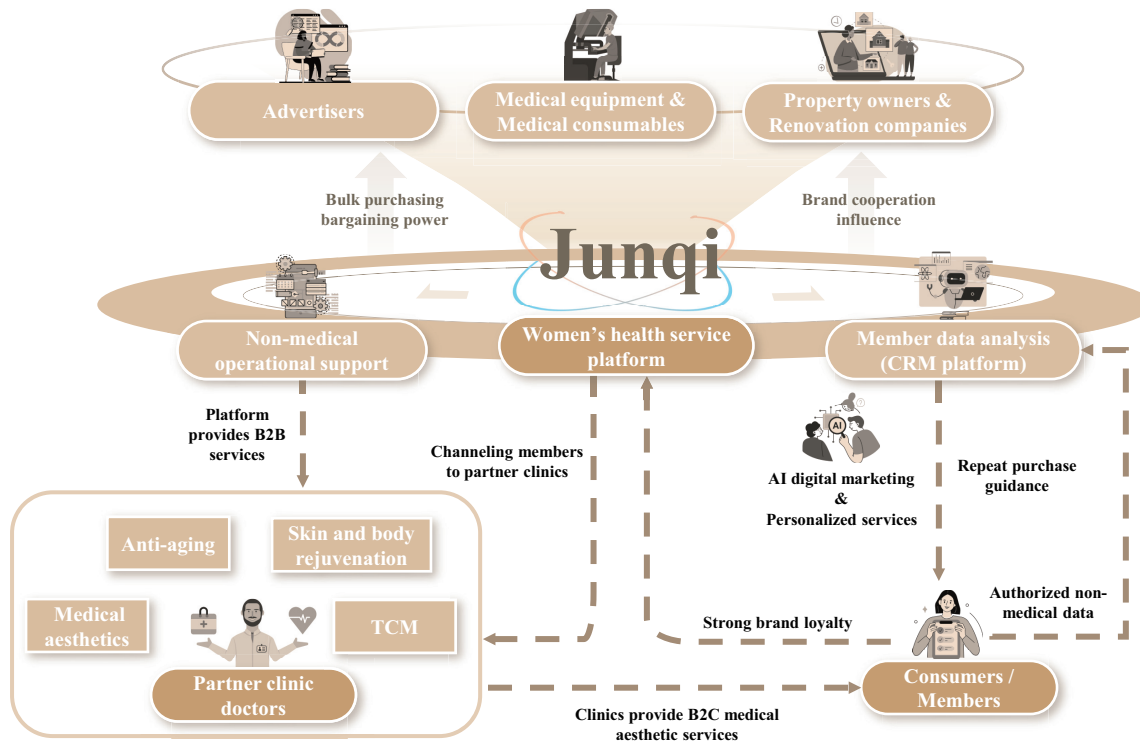
We will continue to leverage and expand the role of our Jing Chi Academy as our primary internal talent incubator. The curriculum will be continuously updated to cover the latest medical techniques, service protocols, and compliance requirements. We are focused on building a robust pipeline of future Doctors by identifying and nurturing talented medical professionals from within the Doctors we serve, offering them a clear path to establishing Clinics with our platform.

BUSINESS

Recognising that our on-site consultation specialists are crucial to the client experience, we have established attractive compensation and bonus structures. To further enhance long-term retention, especially for key personnel, we have implemented a Pre-[REDACTED] Share Option Scheme and a Post-[REDACTED] Share Option Scheme. This initiative is designed to align the interests of our employees with those of our Company and our Shareholders, fostering a culture of ownership and commitment. As part of our human resources strategy to maintain and attract qualified talent for beauty and health management services, we will continue to offering employees competitive salaries, clear career path and other incentives.

As we expand geographically including the Japanese market, we will build localised subsidiaries staffed with local professional talent in finance, legal, and quality control to ensure compliance and operational effectiveness. We will foster a cohesive corporate culture that emphasises our core values of “Safety, Sincerity, and Choosing the Right Path” (安心、真心、擇善), ensuring organisational synergy and maintaining our high service standards across all markets and Clinics.

OUR BUSINESS MODEL



BUSINESS

During the Track Record Period, our revenue was mainly derived from the provision of the following services to the Doctors:

Service category	Brief description of services	Type of revenue
(i) Clinic branding and operation services	Managing brand marketing, social media, customer relationship management (CRM), and licensing the Jing Chi (君綺) trademark to Clinics	- Tiered monthly fee based on the Clinic’s monthly revenue; - Fixed monthly trademark royalty; and - Additional fees for specific marketing campaigns
Brand management and trademark licensing	Providing non-medical frontline staff for reception, consultation, and pre-treatment and post-treatment care to Members at Clinics	Tiered monthly fee based on the Clinic’s monthly revenue
Provision of on-site consumer services and administrative management services	Comprehensive back-office support, including HR, legal, IT, market research, and general administration to Clinics	Fixed monthly fee
(ii) Procurement of medical devices, consumables and pharmaceuticals	Sourcing pharmaceuticals and other related consumables for onward sales to Clinics	Sales of pharmaceuticals and other related consumables
	Leasing medical devices to Clinics and providing installation, repair, and maintenance services	Fixed monthly rent and maintenance fee
(iii) Clinic leasing	Leasing the clinic premises to Clinics and assisting with or providing fit-out and renovation services	Fixed monthly rent

During the Track Record Period, in addition to providing services to Doctors, we had also provided beauty services such as facials and spa treatments to our Members, and charged these Members directly for such services. As we strategically streamlined our business model to focus primarily on our core platform services to Clinics, we had gradually decreased such direct services to Members and ceased to provide such services since October 2025. For details, please see “– (B) Services to Members – Provision of beauty services to individuals”.

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The following table sets forth a breakdown of our revenue by service offerings for the periods indicated:

	FY2023		FY2024		FY2025	
	HK\$'000	%	HK\$'000	%	HK\$'000	%
Services to Doctors						
– Clinic branding and operation services						
• Provision of brand management services	–	–	63,491	16.4	134,692	21.2
• Trademark license fee	–	–	3,969	1.0	7,667	1.2
• Provision of on-site consumer services and administrative management services	14,836	6.3	118,460	30.6	199,907	31.5
	<u>14,836</u>	<u>6.3</u>	<u>185,920</u>	<u>48.0</u>	<u>342,266</u>	<u>53.9</u>
– Procurement of medical devices, consumables and pharmaceuticals						
• Sales of medical aesthetics products	151,010	64.5	129,974	33.6	213,651	33.7
• Fixed rental income from medical equipment	12,808	5.5	14,820	3.8	13,988	2.2
• Provision of equipment maintenance services	4,304	1.9	4,111	1.1	6,529	1.0
	<u>168,122</u>	<u>71.9</u>	<u>148,905</u>	<u>38.5</u>	<u>234,168</u>	<u>36.9</u>
– Clinic leasing	<u>20,320</u>	<u>8.7</u>	<u>24,232</u>	<u>6.3</u>	<u>26,543</u>	<u>4.2</u>
Subtotal for services to Doctors	<u>203,278</u>	<u>86.9</u>	<u>359,057</u>	<u>92.8</u>	<u>602,977</u>	<u>95.0</u>
Services to Members						
– Provision of beauty treatment services to individuals	<u>30,727</u>	<u>13.1</u>	<u>14,675</u>	<u>3.8</u>	<u>2,355</u>	<u>0.4</u>
Others*	<u>–</u>	<u>–</u>	<u>13,374</u>	<u>3.4</u>	<u>28,953</u>	<u>4.6</u>
Total	<u>234,005</u>	<u>100.0</u>	<u>387,106</u>	<u>100.0</u>	<u>634,285</u>	<u>100.0</u>

**Note:* This includes rental income and related income from our sub-lease of designated retail spaces to Deesse Vivante for sales of its skincare and health supplement products to Members, and sub-lease of office space to Deesse Vivante for office use. For details, please see “Connected Transactions – Non-exempt continuing connected transaction” and “Connected Transactions – Fully exempt connected transactions – 2. Sub-lease of office premises to Deesse Vivante” for details.

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For the discussions on changes in our revenue and gross profit generated from each type of service offerings during the Track Record Period, please see “Financial Information – Review of Historical Results of Operation – FY2024 compared to FY2023” and “Financial Information – Review of Historical Results of Operation – FY2025 compared to FY2024”.

(A) Services to Doctors

During the Track record Period, we primarily provide services to Doctors under our medical aesthetic platform. For each year of the Track Record Period, revenue derived from this services provided to Doctors amounted to HK\$203.3 million, HK\$359.1 million and HK\$603.0 million respectively, representing 86.9%, 92.8% and 95.0% of our total revenue for the respective years.

(i) Clinic branding and operation services

Our Clinic branding and operation services represent an integrated suite of solutions designed to manage all non-medical aspects of Clinics operating under our flagship Jing Chi brand. This comprehensive service offering encompasses two core components: (a) brand management and trademark licensing, through which we grant Doctors the right to operate under our trusted brand and execute all marketing and customer acquisition strategies; and (b) provision of on-site consumer services and administrative management services, whereby we deploy trained frontline personnel such as Clinic managers, consultation specialists, and beauticians to handle all patient interactions and care coordination, and cover back-office support functions including legal compliance, human resources, and IT infrastructure. By centralising these critical non-medical functions under our brand, we ensure consistent service delivery across all Clinics operating under our brand, enhance operational efficiency, and allow Doctors to focus exclusively on delivering clinical care. For each year of the Track Record Period, revenue derived from provision of Clinic branding and operation services amounted to HK\$14.8 million, HK\$185.9 million and HK\$342.3 million respectively, representing 6.3%, 48.0% and 53.9% of our total revenue for the respective years.

(a) Brand management and trademark licensing

Historically and prior to the Spin-off, marketing and promotional activities were conducted directly by the Clinics. As the Jing Chi brand developed significant market recognition over time, we recognised the strategic importance of enforcing a unified marketing strategy across all Clinics operating under our brand to ensure message and brand consistency, and to exercise stringent control over all brand touchpoints in Taiwan, including clinic ambiance, service protocols, and visual marketing identity. Moreover, with the advancement of technology, we identified that operating a data-driven marketing system supported by proprietary CRM and analytical capabilities would allow for deep customer insight, enabling precision marketing and enhancing long-term customer lifetime value. Centralisation of brand management allows Clinics to focus on the delivery of medical services, lowers the aggregate marketing costs for individual Clinics, and enables all Clinics operating under our brand to organise larger-scale, more impactful campaigns, such as cooperation with reputable public figures and celebrities to bolster brand credibility and exposure.

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Consequently, from June 2024 onwards, our operational model transitioned to its current structure whereby Clinics formally delegate brand marketing and management activities to our Group pursuant to the Service Framework Agreements. We have managed all vendor engagements related to brand marketing for the Clinics since then. Under our core proprietary brands, namely Jing Chi Medical Aesthetics (君綺醫美), Jing Chi Young (君綺漾) and Jing Chi TCM (君綺中醫), we provide integrated marketing and brand stewardship services to all Clinics operating under our brand. It should be noted that we are a commercial entity incorporated under the Taiwan Company Act and are not a licensed medical institution under Taiwanese law. Therefore, we function as a commercial brand management and marketing service provider to the Clinics. The provision of all medical services is conducted solely by the Clinics, which are the legally recognised healthcare institutions. For each year of the Track Record Period, (i) revenue derived from provision of branding activities services amounted to nil, HK\$63.5 million and HK\$134.7 million respectively, representing nil, 16.4% and 21.2% of our total revenue for the respective years; and (ii) revenue derived from trademark licensing fees amounted to nil, HK\$4.0 million and HK\$7.7 million respectively, representing nil, 1.0% and 1.2% of our total revenue for the respective years.

Contractual framework

Our brand management and trademark licensing services are governed by our Service Framework Agreement with each Clinic. Under these agreements, we grant each Clinic a non-exclusive, non-transferable license to use our registered trademarks within Taiwan over the term of the agreement.

The scope of brand management services we provide includes: (i) the setup and maintenance of a dedicated customer service hotline; (ii) assistance in managing online communications and the consumer appointment booking system; (iii) consumer relationship management and post-engagement care coordination; (iv) the organisation of exclusive Member events and large-scale brand promotion activities; (v) the operation of social media and short-video accounts to enhance brand awareness; and (vi) the provision of advertising design and strategic planning services, including assistance with regulatory applications for medical advertisements where necessary. The Service Framework Agreement stipulates that our services do not include the performance of medical acts, which remain the sole responsibility of the licensed Clinics.

The intellectual property rights in all marketing materials, campaigns, and systems developed in the execution of these agreements are owned by our Group. Clinics are obligated to use our trademarks strictly in accordance with our corporate identity standards, to maintain the brand’s reputation, and to promptly inform us of any events that may affect the brand image. Upon termination or expiration of the agreement, Clinics must immediately cease all use of our trademarks, branding, and information systems.

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Brand management channels

Our brand management services are designed to generate new customer leads, cultivate a membership base, and drive treatment consultations at Clinics through a synergistic mix of online and offline marketing channels. We aim to associate our brands with clinical quality, personalised consultation, and high service satisfaction, fostering strong customer loyalty:

- *Online marketing and digital engagement:* This includes supporting Clinics to (i) execute targeted digital advertising campaigns across major platforms such as Meta (Facebook, Instagram), Google, LINE, and YouTube; and (ii) implement search engine optimisation (SEO) strategies. We also produce engaging short-form video content based on inputs from Clinics for their dissemination. We assist Clinics in managing the official Clinic websites with detailed treatment and physician profiles. We also maintain LINE Official Accounts for Clinics to foster Member relationships through regular communication, livestreams, and dissemination of educational content. All medical-related information disseminated through these channels are provided by and disseminated by the Clinics.
- *Offline marketing and brand exposure:* We support Clinics in employing traditional out-of-home (OOH) advertising channels, including subway station displays, in-taxi video advertisements, and bus body advertisements. We also arrange both local clinic-level and large-scale corporate-branded events for our Members, which serve as key forums for direct Member engagement and lead generation.
- *Data analytics and strategic planning:* We conduct post-campaign analysis on performance metrics, treatment pricing acceptance, and conversion rates to refine and optimise ongoing and future marketing strategies for Clinics. Utilising our centralised CRM system, we track non-medical consumer data, revisit and repurchase frequency, and average transaction value, enabling precise membership segmentation and targeted promotional activities.
- *Cross-industry collaboration:* We assist Clinics in engaging diversified co-operations, partnering with social media influencers, marketing agencies, and corporate entities to expand their customer reach through experiential campaigns and word-of-mouth promotion.

We operate a joint marketing model with the Clinics. Marketing initiatives are centrally planned by us based on AI-powered market analysis and consumer trend research, to determine promotional focus and cadence. Clinics then formally commission specific campaigns via written authorisations for deployment across agreed media channels. While the core branding and promotional calendar are unified to ensure consistency, individual Clinics may request supplemental services, such as exclusive client appreciation events.

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Prior to publication, marketing materials are subject to a mandatory compliance review by our internal legal team, with the assistance of an AI-powered compliance platform which supports advertisement rules violation screening.

For details of our sales and marketing activities, please see “– Sales and Marketing”.

Service flow

Our standard service cycle involves: (i) market analysis and selection of key treatment offerings for promotion; (ii) collaborative meetings with Doctors to provide advice on treatment pricing; (iii) in-house design of omnichannel advertising content and planning of media placements; and (iv) customer lead management through a centralised customer service centre for appointment booking.

Pricing and revenue recognition

Revenue for our brand management and trademark licensing services is generated from two primary streams:

- *Brand management service fees:* Fees are recognised monthly based on a tiered structure applied to each Clinic’s revenue for that month, as stipulated in the Service Framework Agreement.

During the Track Record Period, the average monthly brand management service fees represented approximately 10.0% to 15.0% of the monthly revenue of a Clinic.

- *Trademark licensing royalties:* A fixed monthly royalty is charged to Doctors for the right to operate under our licensed brands.

We charged fixed monthly royalties of approximately HK\$0.04 million per Clinic.

Revenue from brand management and trademark licensing services is recognised over the course of each month, corresponding to the period during which the services are rendered.

Operational team and expertise

As at 31 December 2025, our dedicated brand management team consisted of 11 members, most of which possess substantial industry experience. Recruitment prioritises candidates with prior experience in medical aesthetics marketing. To ensure continued expertise, team members undergo regular professional training on the latest medical aesthetics trends and marketing techniques.

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Regulatory compliance

(1) Online marketing and digital engagement

There is no single, consolidated statute in Taiwan that specifically regulates the permissibility or licensing requirements for operating an online platform business or providing e-commerce or internet information services. Instead, any licensing, approval, registration, or other regulatory restrictions (if applicable) relating to online platforms and their content are set out across various laws and regulations that apply to particular industry sectors or activities.

Based on the advice of our Taiwan Legal Advisers, our provision of online marketing and digital engagement services through major online platforms is not subject to any licensing requirement under Taiwan law. However, the content of such marketing or digital materials disseminated on these platforms remains subject to advertising requirements prescribed under the relevant regulations. For further information, please refer to “Regulatory Overview – Laws and Regulations relating to our Group’s Business and Operation in Taiwan – Medical Services – Medical Service Advertisement and Pharmaceutical Products, Medical Devices, Cosmetics, Food, and Health Food.”

(2) Advertising and marketing

In Taiwan, the advertising and marketing of our business are strictly regulated under the Medical Care Act, Pharmaceutical Affairs Act, Medical Devices Act, and their corresponding implementing regulations. Our contractual agreements with Clinics expressly require that all services be provided within the permissible scope of these regulations. To ensure compliance, all marketing staff receive training on essential healthcare advertising laws. We have systematised the review process to implement a mandatory, multi-stage legal review. Under this process, the marketing team first conducts an initial screening of all external marketing concepts and materials, after which our internal legal team performs the final review and approval before they are finalised and circulated to Clinics for their use and publication.

As advised by our Taiwan Legal Advisers, our provision of brand management services to Clinics had been materially in compliance with all applicable laws in Taiwan during the Track Record Period and up to the Latest Practicable Date.

(b) Provision of onsite consumer services and administrative management services

We provide comprehensive on-site consumer services and administrative management services to the Doctors, which encompass a wide range of support functions essential for the establishment and operation of medical aesthetic clinics and TCM clinics. These services are delivered within the scope permitted by Taiwan’s medical, pharmaceutical, and medical device regulations. We offer reasonable assistance and support in accordance with each Doctor’s needs to address related operational requirements. For each year of the Track Record Period, revenue derived from provision of such services amounted to HK\$14.8 million, HK\$118.5 million and HK\$199.9 million respectively, representing 6.3%, 30.6% and 31.5% of our total revenue for the respective years.

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Onsite consumer services

Our on-site consumer service encompasses deploying personnel during agreed working hours to provide consumer reception and non-medical cleansing and skincare services. Our on-site consumer services include all non-medical consumer-facing interactions from arrival through post-visit follow-up. Front desk personnel provided by us handle reception, check-in, and the accurate entry of consumer information into our CRM system. This system records non-medical details such as visit history, service preferences, and personal likes or dislikes (for example, preferred beverages or waiting tolerance) while explicitly excluding any medical or clinical data. Our consultation specialists then maintain and deepen client relationships through personalised communication and service coordination. Our beauticians also directly handle pre-treatment cleansing, post-treatment care, and other supportive skincare services, ensuring a comfortable and professional experience throughout the customer journey.

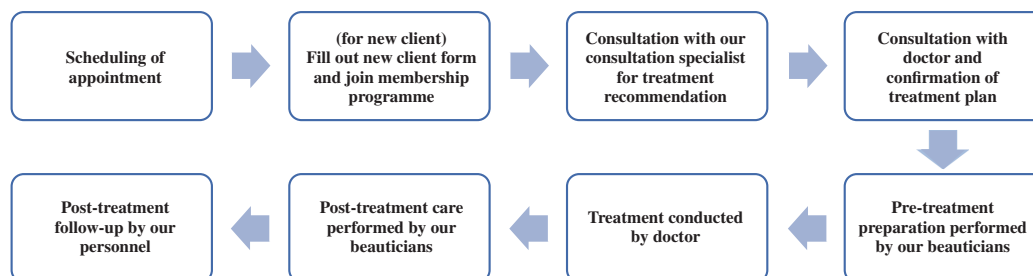
The type and volume of services supplied to each Doctor are determined based on historical operational data and ongoing performance. Our employees assigned to each Doctor are centrally managed by us, and may be flexibly redeployed to serve all Doctors, with reallocation coordinated among clinic managers based primarily on customer traffic and operational demand.

On-site service team

Our on-site service team consists of clinic managers, front desk staff, consultation specialists, beauticians and administrative personnel, with team size scaled according to customer flow. Team members are recruited based on prior experience in customer service or healthcare, and undergo structured interviews and background checks. While no specific medical licenses are required for non-medical roles, all staff receive training in medical communication boundaries, privacy protection, service SOPs, and emergency response, with certain roles such as beauticians holding relevant vocational certifications.

Service flow

The flow chart below outlines the key processes involved from the initial contact of a customer of a Clinic through service completion:



A consumer may schedule an appointment with a Clinic through its LINE Official Account or directly at the Clinic. When a new consumer visits our stores, our front desk staff will ask him/her to fill out a new client form and join our membership programme on the LINE Official Account platform. A consultation specialist would then be assigned to have a consultation with the consumer, who will exam the consumer’s conditions and recommend appropriate service procedures. The consumer would then have a face-to-face consultation with a doctor at the Clinic, who will determine the appropriate plans and procedures for the consumer.

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After the consumer’s consultation with the doctor, our consultation specialist will assist in arranging appointment for the relevant procedure. Our beauticians will assist in pre-treatment preparation and the doctor will perform the intended procedure. Following the treatment, our beauticians will provide post-treatment care to the consumer and examine his/her conditions to ensure that he/she is suitable to leave the Clinic.

Our service framework includes post-treatment follow-up with consumers, multi-channel support via phone, LINE, text-messaging, and in-person channels, treatment outcome tracking and customer satisfaction surveys. In the event of consumer complaints or disputes, frontline service personnel engage directly with consumers to clarify treatment processes. If any service lapse is identified, we coordinate with the relevant Clinic to arrange follow-up medical consultations or discuss solutions, ensuring all communications are thoroughly documented. A formal channel exists for consumers to lodge complaints via the customer service centre, which are then escalated to our regional business supervisors for resolution per internal protocols. For details of our consumer feedback and complaint handling protocol, please see “– Sales and Marketing – Consumer feedback and complaint resolution”.

When such consumer schedules his/her next appointment with the Clinic, our consultation specialist will prepare the consumer’s consumption and other non-medical records in advance to assess the results of treatments already performed on the consumer and recommend appropriate treatments going forward.

For details of the division of labour between (i) the doctors and nurses employed by the Doctor of a Clinic; and (ii) the on-site personnel provided by us to the Clinic, please see “– Service Personnel – Personnel structure at each Clinic”.

Pricing and revenue recognition

Our on-site consumer service fee is recognised and charged to Doctors on a monthly basis, and is calculated using a tiered pricing structure linked to each Clinic’s monthly revenue. The applicable fee tiers are specified in a pricing table in our Service Framework Agreement with each Clinic. During the Track Record Period, the average monthly on-site consumer service fee represented approximately 20% of the monthly revenue of a Clinic.

Data collection and usage

We collect non-medical personal data such as contact details, service history, visit records, and consumer preferences. No medical or sensitive health data is collected. Data is stored electronically in a secure internal system with access controls, encryption, and regular security audits. It is used solely for service personalisation, appointment management, customer communication, and internal operational analysis. Access is restricted to authorised Group personnel who requires it for service delivery and management. Data may be shared with other Clinics and relevant medical staff to facilitate service coordination but is not sold or disclosed to unrelated third parties. We have established procedures for the secure deletion and destruction of personal data in accordance with our data retention policy. For details of our data privacy and protection policies, please see “– Data Privacy And Protection”.

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As advised by our Taiwan Legal Advisers based on the information provided by us and certain compliance letters issued by the competent authorities in Taiwan, our collection, use, sharing, and storage of personal data had been materially in compliance with all applicable laws in Taiwan, including the Personal Data Protection Act during the Track Record Period and up to the Latest Practicable Date.

Administrative management services

Our administrative management services are organised into the following functional areas:

- *Clinic operations management:* We are responsible for the overall operational integrity and efficiency of each Clinic. Led by on-site Clinic managers trained and provided by us, our Clinic operations management service encompasses daily oversight of medical material inventory, including procurement and the maintenance of safety stock levels to ensure uninterrupted service. Our team also manages all staffing functions, including creating schedules, monitoring attendance, and administering ongoing training programmes to maintain service standards.
- *Strategic and advisory services:* We assist in formulating commercial strategies through market research and consultation, and provide advice on treatment package design and pricing.
- *Administrative support services:* This function provides the essential infrastructure that enables smooth and compliant Clinic operations. It includes centralised support for IT, such as maintaining the customer management system and clinic networks; legal and compliance guidance to adhere to industry regulations; human resources administration; and general affairs management, including facility maintenance, procurement of non-medical supplies, and vendor coordination. Together, these services allow Doctors to focus on medical treatments without administrative distraction, while ensuring the Clinic operates within a secure, regulated, and efficiently managed environment.

Pricing and revenue recognition

Our administrative management fee is recognised and charged to each Doctor on a monthly fixed-fee basis, as specified in the Service Framework Agreement. During the Track Record Period, the fixed monthly fee amounted to approximately HK\$0.13 million per Clinic.

(ii) Procurement of medical devices, consumables and pharmaceuticals

Our medical devices, consumables and pharmaceuticals procurement, sales and leasing business forms a core component of our integrated platform, providing the Clinics with reliable access to genuine medical consumables and pharmaceuticals and medical aesthetic equipment. These services leverage our scale, regulatory expertise, and supply chain management capabilities to help deliver quality-assured products and comprehensive equipment solutions, thereby enhancing the operational efficiency and service capabilities of the Clinics. For each year of the Track Record Period, revenue derived from such services amounted to HK\$168.2 million, HK\$148.9 million and HK\$234.2 million respectively, representing 71.9%, 38.5% and 36.9% of our total revenue for the respective years.

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We provide such services through two complementary models:

- **Direct sales:** We centrally procure medical consumables and pharmaceuticals, offering subsequent sales and comprehensive training; and
- **Leasing:** We provide leasing solutions for medical devices, which can be bundled with essential consumables supply, full maintenance coverage, repair services, and scheduled equipment inspections. Under our standard Service Framework Agreement, the Clinic is generally required to prioritise leasing necessary equipment from us, subject to certain limited exceptions. The leased equipment remains our property at all times.

Key medical device, consumables and pharmaceuticals provided

During the Track Record Period, we had supplied a comprehensive range of medical devices and consumables to the Clinics, primarily categorised as follows:

- **Medical device:** This includes photoelectric medical aesthetic equipment such as laser, ultrasound, and radiofrequency devices for skin rejuvenation and tightening, and cryolipolysis (fat-freezing) systems for body contouring.
- **Medical consumables and pharmaceuticals:** Our supplied consumables encompass (i) injectable products, such as dermal fillers, botulinum toxin, and other micro-introduction agents; (ii) device-specific components, such as treatment tips and probes for ultrasound and radiofrequency devices; and (iii) maintenance and operational supplies, including essential repair parts and consumable accessories required for the ongoing operation and maintenance of the leased equipment.

This diverse portfolio enables the Clinics to offer a full spectrum of aesthetic treatments, supported by a reliable supply of both the capital equipment and the necessary consumables for their operation. As of 31 December 2025, we rented over 100 types of medical equipment and devices to Clinics, which support them in providing a wide selection of treatments, including but not limited to energy-based services, injection services and surgical medical aesthetic services.

Pricing and revenue recognition

During the Track Record Period, our pricing for direct sales of medical consumables and pharmaceuticals has consistently followed a cost-plus model, depending on the product category. During the Track Record Period, our average selling prices of medical consumables and pharmaceuticals ranged from approximately HK\$50 to HK\$98,000 per unit.

For equipment leasing, we charge Doctors a monthly rental fee and monthly maintenance fee based on the agreed lists of machine equipment leasing price and machine maintenance price set out in the Service Framework Agreement. During the Track Record Period, monthly rental fees ranged from approximately HK\$300 to over HK\$50,000 per device, and monthly maintenance fees ranged from approximately HK\$700 to over HK\$50,000 per device. The monthly fee is payable irrespective of the extent of the Clinic’s actual usage of the leased equipment in a given period. Our scalable procurement volume and stable relationship with suppliers allow us to maintain these ranges while ensuring consistent profitability and market-aligned pricing.

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Revenue from direct sales is recognised upon delivery to the Clinic, while revenue from leasing arrangements is recognised monthly.

Procurement

We source products exclusively from qualified domestic original manufacturers (OEMs) and authorised distributors. We believe direct sourcing from authorised channels ensures product authenticity. Moreover, all of our suppliers must comply with Taiwan’s regulatory requirements, holding valid permits issued by the Ministry of Health and Welfare, including Medical Device Licenses, Drug Licenses, Medical Device Dealer Licenses, Drug Dealer Licenses depending on the activities they engage in, and relevant distributor authorisation documents. We also hold a Good Distribution Practice (GDP) certification for medical products, ensuring compliant storage, handling, and logistics.

Our procurement strategy is driven by the operational needs of the Clinics, market trends, and inventory management. Clinics submit procurement or leasing requests based on their treatment schedules and inventory levels, which are consolidated and assessed by our procurement team. We also proactively introduce new, clinically validated equipment and consumables in response to technological advancements and market evolution, enabling the Clinics to upgrade services. Inventory levels are managed through our ERP system, monitors real-time stock levels, turnover rates, and supplier lead times to maintain safety stock and avoid overstocking. Our procurement is subject to quality assurance review, ensuring products possess the necessary regulatory permits, demonstrate quality stability, and are backed by reliable supplier service. We maintain stable, long-term relationships with leading suppliers. During the Track Record Period, our major suppliers of medical devices and supplies have remained consistent. Our position as a key customer of our suppliers allows us to secure priority supply and favourable terms. With the economies of scale from centralised procurement and our relationship with suppliers, we could also provide competitive pricing for the Clinics.

Quality control

We enforce rigorous quality control and a clear operational framework across the entire product lifecycle, from supplier qualification to end-of-life disposal.

- *Supplier selection:* Criteria include valid regulatory certifications, technical and maintenance support capability, supply stability, responsive after-sales service, and competitive pricing. For details of our relationship with major suppliers and procurement process, please see “– Suppliers, Procurement and Inventory Management”.
- *Installation, maintenance and repair:* We arrange for the installation, repair, and maintenance of leased equipment. We also insure the leased equipment against property damage.
- *Training and support:* Use of medical device, consumables and pharmaceuticals is strictly limited to Doctors who have completed the designated training and certification programmes provided by our Jing Chi Academy and received our prior approval. We reserve the right to require the Clinic to suspend any operator we deem unsuitable. The Clinic must use all equipment and supplies in compliance with all applicable Taiwanese medical laws, regulations, and ethical guidelines.

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- *Use and liability:* The Clinic is obligated to exercise a duty of care in using, safeguarding, and maintaining the leased equipment. The leased equipment is to be used solely for the Clinic’s contracted business purposes and may not be sublet, transferred, or used as security. The Clinic bears full and final responsibility for any issues arising from the operation of the equipment (including related medical and non-medical disputes), unless caused by our willful misconduct or gross negligence. The Clinic is required to maintain appropriate medical liability insurance. Under our Service Framework Agreement, if the Clinic causes damage to or loss of leased equipment, it is liable for all unpaid rental fees for the remainder of the lease term and must compensate us for all other resulting losses.
- *Maintenance service:* We arrange installation, regular maintenance, repair, emergency technical support, and consumables replenishment. Defective consumables are replaced upon verification, and faulty leased equipment is typically repaired or replaced with a loaner unit within three days. If we receive any complaints or operational queries from doctors relating the use of the medical devices, consumables and pharmaceuticals provided by us, we will assist them in following up with the original manufacturer or supplier for resolution.
- *Lifecycle management:* Our ERP system tracks batch numbers and expiration dates. Products reaching end-of-life are processed through accounting write-offs and coordinated vendor returns for compliant disposal.
- *Regulatory compliance:* We hold all required licenses (Medical Device Seller License, Pharmaceutical Seller License, GDP) for the sales and/or leasing of medical supplies and devices. The Clinics must possess their own operational licenses (Clinic Business License, Responsible Physician Certificate, etc.), which they maintain.

During the Track Record Period and up to the Latest Practicable Date, we had not experienced any major product quality issues or medical incidents attributable to the products we supplied. Our standard contracts clearly delineate responsibilities: we are responsible for ensuring the products we supply have the necessary regulatory approvals and are free from defects, while the Clinic, as the licensed medical institution, bears ultimate responsibility for the appropriate clinical use of the products and any resulting medical outcomes. This allocation is consistent with applicable medical device and pharmaceutical regulations in Taiwan.

(iii) Clinic leasing

Our comprehensive leasing services are dedicated to supporting the expansion and operational needs of the Clinics. Our clinic leasing solution encompasses local market analysis, strategic site selection, lease negotiation, interior design and construction, and ongoing maintenance. This vertically integrated service model ensures consistency in quality, compliance, and brand presentation across all Clinics operating under our brand. For each year of the Track Record Period, revenue derived from such services amounted to HK\$20.3 million, HK\$24.2 million and HK\$26.5 million respectively, representing 8.7%, 6.3% and 4.2% of our total revenue for the respective years.

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Service flow

The flow chart below sets out the key steps of our clinic leasing:



Our service begins with site selection. Our location strategy adapts to market density, operating multiple Clinics in prime urban areas to amplify visibility and client traffic, while generally avoiding same-service overlap in more dispersed regional markets. For details of our site selection criteria and strategy, please see “– Clinics operating under Our Brand – Establishment process of a new Clinic – Site selection”.

Following initial site assessment, we would conduct due diligence on specific potential sites. This includes verifying that the property’s permissible use classification aligns with medical-commercial operations and reviewing foundational building documentation to ensure regulatory compliance.

Subsequently, we engage in lease negotiations with the property owner. As the master lessee, we generally enter into the head lease with property owner of the premises and subsequently enter into a sub-lease with the Clinic for the sublease of the premises.

Once a head lease is secured, we oversee the complete design and renovation cycle. This includes engaging accredited architectural and design firms, comparing fee proposals provided by licensed contractors, obtaining necessary interior decoration permits from relevant local authorities, and managing the construction process through to final inspection. We ensure that all projects receive the required occupancy and fire safety compliance certifications prior to leasing to the Clinics.

We prioritise regulatory adherence and occupant safety through a multi-layered oversight protocol. During the renovation phase, we retain certified fire protection engineers to design and implement life safety systems in accordance with prevailing building and fire codes, ensuring appropriate fire zones and egress pathways. Final approvals from relevant authorities are obtained prior to any clinical operation.

For details of the establishment process of a new Clinic, please see “– Clinics operating under Our Brand – Establishment process of a new Clinic”.

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The following are some images of the Clinic premises:



Reception



Waiting area



Consultation room



Treatment room



Operation theatre



Freshening area

Pricing and revenue recognition

We charge each Doctor a monthly rental fee for the leased premises throughout the lease term, at a rate stipulated in our Service Framework Agreement with each Doctor.

The monthly rental fee is determined on a cost-plus basis with reference to our costs in leasing, renovating and maintaining the Clinic, prevailing general market rates, and the overall nature and status of our cooperation with the Clinic.

Revenue is recognised on a straight-line basis over the lease period.

Clinic portfolio management

As at 31 December 2025, we had entered into head leases for properties that were subleased to Doctors for the operation of 19 Clinics. During the Track Record Period, the head leases entered into between us and the relevant property owners of the Clinic premises typically have an initial term of two years to seven years. Prior to 1 January 2026, the term of subleases entered into by us and Clinics ranged from one to two years, and all such sub-leases had been renewed on 1 January 2026 for a term of two years. For details of our leased properties, please see “– Properties”.

During the Track Record Period, our depreciation of right-of-use assets for these Clinic premises amounted to HK\$21.1 million, HK\$18.7 million and HK\$25.4 million, respectively.

With respect to capital investment, we incurred HK\$36.8 million, HK\$7.5 million and HK\$13.9 million on renovation and customisation for the Clinics in each year of the Track Record Period, respectively. The average capital expenditure for the renovation and customisation of each Clinic historically approximated HK\$7.5 million.

Moving forward, we plan to serve an increasing number of medical aesthetic Doctors and TCM Doctors. This dual-path strategy is designed to capture broader market segments and optimise our portfolio mix.

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Our Clinic portfolio management includes proactive handling of site relocations where necessary. For example, during the Track Record Period, we initiated the closure and relocation of a Clinic in Kaohsiung, Taiwan due to the premises becoming operationally inadequate, primarily attributable to the building’s aging infrastructure. We executed a structured transition plan commencing six months prior to the actual closure. For details of the changes in number of Clinics during each year of the Track Record Period, please see “– Clinics operating under Our Brand”.

Lease termination

Procedures upon the expiration or early termination of a Clinic sublease are stipulated in the sublease agreement. A Doctor that intends to terminate Service Framework Agreement prematurely is required to serve a minimum of 90 days’ prior notice. We would then actively seek an alternative Doctor to operate the relevant Clinic and assume the remaining lease term.

We manage the vacation process, coordinating any necessary restoration work, and ensuring compliance with all contractual conditions under both the relevant head lease and our Service Framework Agreement.

(B) Services to Members

Provision of beauty services to individuals

During the Track Record Period, apart from providing on-site consumer services, we had also provided beauty services such as facials and spa treatments to our Members, and charged these Members directly for such services.

As we strategically streamlined our business model to focus primarily on our core platform services to Clinics, we had gradually decreased such direct services to Members and ceased to provide such services since October 2025.

For each year of the Track Record Period, revenue derived from provision of beauty services to Members amounted to HK\$30.7 million, HK\$14.7 million and HK\$2.4 million respectively, representing 13.1%, 3.8% and 0.4% of our total revenue for the respective years.

(C) Others

During the Track Record Period, we had sub-leased designated retail spaces to Deesse Vivante for sales of its skincare and health supplement products to Members, and sub-leased office space to Deesse Vivante for office use. For details, please see “Connected Transactions – Non-exempt continuing connected transaction” and “Connected Transactions – Fully exempt connected transactions – 2. Sub-lease of office premises to Deesse Vivante” for details. For each year of the Track Record Period, revenue derived from such arrangements amounted to nil, HK\$13.4 million and HK\$29.0 million respectively, representing nil, 3.4% and 4.6% of our total revenue for the respective years.

BUSINESS

CLINICS OPERATING UNDER OUR BRAND

As at 31 December 2025, we served 19 Clinics. The following table sets out the number of Clinics in operation under our brand during the Track Record Period:

	FY2023	FY2024	FY2025
At the beginning of the period	13	16	18
Change of supervising Doctor at existing Clinic(s) ⁽¹⁾	2	4	3
Opening of new Clinic(s)	3	3	2
Closure of Clinic(s) ⁽²⁾	–	1	1
Net increase/(decrease) in the number of Clinics	3	2	1
At the end of the period	<u>16</u>	<u>18</u>	<u>19</u>

Notes:

1. In FY2023, FY2024 and FY2025, there had been a change of the supervising Doctor at two, four and three of our Clinics, respectively, as the original supervising Doctors at such Clinics ceased to collaborate with us due to their other personal and business commitments.
2. In FY2024, we initiated the closure and relocation of a Clinic in Kaohsiung, Taiwan due to the premises becoming operationally inadequate, primarily attributable to the building’s aging infrastructure.

In FY2025, we have closed one medical aesthetic Clinic and re-opened a TCM Clinic at the same location.

Geographic Locations

As of 31 December 2025, the Clinics we served were strategically located in major metropolitan areas across Taiwan, including Taipei, Taoyuan, Hsinchu, Taichung and Kaohsiung. The following table sets forth the breakdown of the number of Clinics in operation by geographical locations during the Track Record Period:

	As of 31 December		
	2023	2024	2025
Taipei	10	12	13
Taoyuan	1	1	1
Hsinchu	1	1	1
Taichung	2	3	3
Kaohsiung	<u>2</u>	<u>1</u>	<u>1</u>
Total	<u>16</u>	<u>18</u>	<u>19</u>

BUSINESS

The following table sets forth a breakdown of our revenue from Clinics based on their geographical locations during the Track Record Period:

	FY2023		FY2024		FY2025	
	HK\$' 000	%	HK\$' 000	%	HK\$' 000	%
<i>Services to Doctors by geographical region of Clinics:</i>						
– Taipei	118,122	50.5	212,130	54.8	361,153	56.9
– Taoyuan	18,157	7.8	31,741	8.2	48,309	7.6
– Hsinchu	16,540	7.1	28,386	7.3	47,574	7.5
– Taichung	34,725	14.8	56,851	14.7	97,575	15.4
– Kaohsiung	15,734	6.7	29,949	9.8	48,366	7.6
	203,278	86.9	359,057	92.8	602,977	95.0
<i>Services to Members</i>	30,727	13.1	14,675	3.8	2,355	0.4
<i>Others</i>	–	–	13,374	3.4	28,953	4.6
Total	234,005	100.0	387,106	100.0	634,285	100.0

Types of Clinics

Our service platform is built upon our established foundation in medical aesthetics, from which we have cultivated deep client trust and insights. In 2024, we strategically expanded our business into the TCM market. This extension allows us to leverage our existing client relationships and industry understanding to address a broader spectrum of health and wellness needs. By providing complementary TCM services alongside our aesthetic offerings, we are able to meet more of consumers’ holistic demands within our platform. This synergistic approach enhances consumer retention and creates opportunities for increased lifetime value.

The following table sets forth the breakdown of the number of Clinics in operation by Clinic type during the Track Record Period:

	As of 31 December		
	2023	2024	2025
Medical aesthetic Clinics	16	17	17
TCM Clinics*	–	1	2
Total	16	18	19

*Note: The first TCM Clinic was established in FY2024.

BUSINESS

The following table sets forth a breakdown of our revenue from Clinics by Clinic type during the Track Record Period:

	FY2023		FY2024		FY2025	
	HK\$' 000	%	HK\$' 000	%	HK\$' 000	%
Services to Doctors by type of Clinics:						
– Medical aesthetic Clinics	203,278	86.9	358,634	92.7	599,038	94.4
– TCM Clinics*	–	–	423	0.1	3,939	0.6
	203,278	86.9	359,057	92.8	602,977	95.0
Services to Members	30,727	13.1	14,675	3.8	2,355	0.4
Others	–	–	13,374	3.4	28,953	4.6
Total	234,005	100.0	387,106	100.0	634,285	100.0

*Note: The first TCM Clinic was established in FY2024.

Key Operating Data of Clinics

The following table illustrates the key operating data of the Clinics:

	FY2024 ⁽²⁾	FY2025
Number of consumer visits	234,559	257,465
Number of Active Members ⁽¹⁾ served	86,921	91,804
Average spending per Active Member (NT\$)	34,200	34,292
Number of visits per Active Member	2.70	2.80

Notes:

- Active Members are Members who had made purchase(s) at the Clinics at least once during the relevant period
- As our CRM system was adopted and implemented during mid-year in FY2023, we only started recording Member-related operating data of the Clinics during mid-year in FY2023. Therefore, the above operating data of Clinics for the full year of FY2023 is not available.

Year-on-Year Comparison between FY2024 and FY2025

From FY2024 to FY2025, the number of consumer visits increased from 234,559 to 257,465 (representing an increase of 9.8%), the number of Active Members grew from 86,921 to 91,804 (representing an increase of 5.6%), the number of visits per Active Member rose from 2.70 to 2.80 (representing an increase of 3.7%), and the average spending per Active Member increased from NT\$34,200 to NT\$34,292 (representing a slight increase of 0.3%).

BUSINESS

The increase in Active Members and visit frequency is primarily attributable to the implementation of enhanced consumer relationship management initiatives focused on existing Member retention and stimulating consumption by less active Members. During FY2025, we introduced systematic, automated reminders and personalised treatment recommendations. This systematic approach proved effective in increasing existing Members’ willingness to return to our Clinics. The automated system ensures that Members receive timely and relevant information, while our service personnel can engage with Members more effectively with personalised follow-ups and care recommendations. This strategy had increased Member loyalty and visit frequency among our existing Member base, thereby driving the overall growth in Active Members and total consumer visits, while maintaining a satisfactory average spending level, in FY2025.

Initial Breakeven Period and Cash Investment Payback Period

The initial breakeven period represents the period from the opening of a Clinic to the time when we record monthly net profit from our services provided to it for the first time. The cash investment payback period for a Clinic represents the time it takes for the accumulated operating cash flow attributable to us from the relevant Clinic to recover the initial investment.

During the Track Record Period, the average initial break-even period and the average cash investment payback period for the medical aesthetic Clinics were approximately 5 months and approximately 23 months, respectively; and the initial break-even period and the estimated cash investment payback period for the first TCM Clinic were approximately 6 months and 28 months, respectively.

Establishment process of a new Clinic

The establishment of a new Clinic is a structured, multi-stage process that begins once a suitable Doctor has been identified and preliminary collaboration terms are deemed feasible. The process is managed centrally by our administration and operations teams.

The following sets forth the key steps of opening a new Clinic:

- *Strategic planning and market research:* Our management will review market data and evaluate our internal resources to determine the areas where we plan to open new Clinics. We will also consider if there is a risk of cannibalisation between new Clinics and existing Clinics.
- *Doctor selection:* Our Doctor selection process is initiated by our regional managers who identify candidates based on professional performance and patient satisfaction, followed by administrative negotiations and final approval by our chairman. For details of our identification and selection of prospective Doctors, please see “– Doctor selection criteria”.
- *Site selection and lease negotiation:* Our business development personnel will make site visit to the target cities, select the location of the new Clinic based on the site selection criteria as disclosed in “– Site selection”, and negotiate and enter into a head lease with the relevant property owners.
- *Design:* We will design the Clinic premises following the applicable Taiwan laws and regulations and in consultation with the Doctor, and file our design plans with the local regulatory authority for approval.

BUSINESS

- *Renovation and decoration of Clinics:* Upon the approval of our design plans by the relevant authorities, we will engage third party contractors to conduct renovation and decoration for our new Clinics.
- *Inspection and commencement of operations:* Upon completing of the construction, the relevant local authorities will conduct an inspection over the Clinic premises in respect of fire safety, environmental compliance and others. Operations should commence after regulatory approval processes and necessary inspections have been completed. We will enter into the Service Framework Agreement with the Doctor when the Clinic premises is ready to commence service.

In addition to the above steps, the opening of a new Clinic may also involve the recruitment of necessary personnel and the purchase of medical devices, consumables and pharmaceuticals. The Doctor is primarily responsible for providing input on clinical layout and medical device suitability, while we handle all administrative and logistical procedures to launch the Clinic.

The typical lead time from the completion of site selection to Clinic opening is approximately six to eight months.

Doctor selection criteria

We primarily select Doctors to establish and operate medical aesthetic Clinics, and more recently, TCM clinics. The process for identifying and selecting Doctors is initiated by our regional general managers in the Northern, Central, and Southern regions of Taiwan. For medical aesthetic Clinics, these managers, along with on-site clinic managers, actively observe and evaluate the performance and patient satisfaction levels of the Doctors. Key selection criteria include a Doctor’s professional reputation, patient feedback, and clinical competence. Doctors who demonstrate consistent excellence are approached regarding the feasibility of collaborating to establish a new clinic. For TCM Clinics, the identification process is conducted by a dedicated TCM department team, which seeks out qualified TCM practitioners using similar professional benchmarks.

Following an expression of mutual interest, our administrative team engages in detailed discussions with the prospective Doctor to negotiate commercial and operational terms. All final decisions on cooperation agreements and contract execution are made by our chairman, ensuring alignment with our Company’s strategic standards and values.

Cooperation with Doctors

We enter into the Service Framework Agreement with the selected Doctor for the establishment and operation of a new Clinic. For a summary of the principal terms of the Service Framework Agreement, please see “– Our Customers – Service Framework Agreement”.

Under the Service Framework Agreement, we provide extensive, turnkey support to the Clinics, encompassing nearly all non-medical operational aspects. This full-service model allows Doctors to concentrate exclusively on medical practice, patient care, and the management of their clinical and nursing staff. Furthermore, we standardise treatment protocols and provide pricing recommendations through regular consultations with the Doctors to ensure consistency and quality across all Clinics.

BUSINESS

We believe Doctors cooperate with us primarily due to the significant operational and branding advantages it offers compared to independent practice. The capital requirement for establishing a large-scale clinic presents a substantial barrier to entry. Our model eliminates this upfront burden for the Doctor. Additionally, the growing complexity of clinic management, including patient service expectations, supply chain management, and regulatory compliance, diverts a Doctor’s focus from clinical work. Our platform absorbs these administrative responsibilities. We also believe that Doctors are attracted to our strong brand reputation, commitment to using genuine, quality medical devices, consumables and pharmaceuticals, stringent safety and procedural standards, and proven capability in generating a steady stream of patients. This model provides Doctors with the stability and support needed for sustainable practice growth, as evidenced by the consistent year-on-year revenue growth of the Clinics.

The division of responsibilities in our model is clearly defined. We are primarily responsible for business operations, administrative functions, and commercial decision-making for non-medical related operations of Clinics. Nonetheless, we employ a collaborative approach for key commercial and service decisions. This includes discussing with Doctors on matters such as the procurement of new types of medical devices, the introduction of new treatment offerings, and the pricing of treatments, which are jointly evaluated by the Doctors and us for market viability and regulatory compliance before implementation across Clinics.

However, the Doctor retains full and exclusive autonomy over all clinical and medical decisions, including patient care, clinical judgment, and the hiring and management of medical professionals, such as other doctors and nurses.

We believe that this collaborative yet distinct structure helps ensure that business operations are scalable and market-responsive while upholding the standards of medical ethics and professional autonomy for Doctor.

Site selection

After successful negotiation of cooperation terms and formal contract signing with the Doctor, we assume responsibility for the comprehensive setup of the Clinic. This includes securing the location under our clinic leasing services division.

We believe the location of a Clinic is critical for a store’s long-term success, and we carefully consider potential markets and conduct a systematic evaluation of each potential new Clinic. Our site selection process begins with a detailed analytical phase focused on evaluating target regions according to key commercial criteria, including:

- demographic trends;
- estimated consumer footfall;
- presence of activity centers, such as offices, shopping complexes and residential areas that generate guest traffic;
- accessibility to major public transportation nodes (particularly mass transit systems);
- our service coverage to Clinic(s), and the number and nature of competitors, in the district;
- rental costs and estimated return on investment; and
- overall market vitality.

BUSINESS

Guided by this analysis, we implement a disciplined geographical strategy designed to maximise market coverage.

In high-density urban centres such as Taipei, we may support the operation of multiple clinics within a broader administrative district to achieve dominant market presence. To mitigate potential cannibalisation while benefiting from aggregated demand, we maintain a defined spatial buffer between Clinic locations, typically ensuring separation by several metro stations and avoiding placement on the same primary thoroughfare. In prime areas with concentrated consumer demand, we collaborate with various Doctors to establish their Clinics in adjacent, complementary locations. For example, we have facilitated the operation of three Clinics in proximate locations within Songshan District (松山區), Taipei, and three clinics in Da'an District (大安區), Taipei. This approach had not negatively impacted individual Clinic performance; rather, it had enhanced collective visibility and amplified client footfall and spending across the grouped locations, during the Track Record Period.

Conversely, in markets with more dispersed populations, our policy generally precludes the establishment of Clinics offering identical core services within the same locality. This approach is designed to optimise catchment areas and operational efficiency. An exception to this policy is the strategic co-location of a medical aesthetic Clinic with a TCM Clinic. This model allows us to serve complementary patient needs and leverage shared operational infrastructure, thereby enhancing service integration and operational synergy.

OPERATION MANAGEMENT AND QUALITY ASSURANCE

Organisational structure

Headquarters

Our headquarters maintains centralised control over critical strategic and operational aspects, including brand strategy, marketing, procurement of medical devices, consumables and pharmaceuticals, information technology systems, legal and regulatory compliance, finance, and expansion planning. We believe standardised management of these functions is essential to ensure consistent service quality, operational efficiency, and effective resource allocation across all Clinics. This centralised, standardised approach forms the foundation for our scalable platform model.

As part of our administrative management services, to effectively supervise all Clinics operating under our brand, which are primarily located in key metropolitan areas across Taiwan, regional managers at our headquarters are responsible for overseeing operational quality assurance, Clinic performance, and organisational management for the Clinics within their assigned regions.

Clinics

The day-to-day medical operations and Clinical services at each Clinic are managed by the Clinic's Doctor. Our platform supports these Clinics through on-site service personnel we provide, including clinic managers, consultation specialists, and beauticians, who handle non-medical client services, administrative support, and operational coordination under the guidance of both the Doctor and our regional management.

Operation management

We maintain rigorous oversight of all Clinics operating under our brand to ensure service quality, operational consistency, and platform efficiency. Our operational management focuses on standardisation, pricing coordination, Clinic performance monitoring, client feedback management, and settlement processes.

BUSINESS

Standardisation

We enforce standardised operating procedures across all Clinics operating under our brand to ensure consistent service quality and client experience. We have established comprehensive protocols covering key non-medical operational aspects, including client reception and consultation processes, pre-treatment and post-treatment care protocols, staff conduct, and training programmes. For instance, the on-site service personnel we provide to Clinics follow standardised guidelines for client interaction and administrative support, allowing Doctors to focus on medical practice. While medical decisions remain the Doctor’s domain, therapeutic protocols and pricing for common treatments are discussed and aligned among the Clinics. This standardisation ensures clients receive a reliable and quality service experience at any Jing Chi branded Clinic and facilitates efficient integration of new Clinics into our platform.

Clinic performance evaluation

We monitor Clinic performance through key operational and financial metrics. For example, we track weekly sales performance records (by Clinic and by consultation specialist) and conduct follow-ups to ensure that the lead generation services provided to the Clinics meet internal targets. In addition, after consumers complete their treatment, our service personnel follow a standard operating procedure (SOP) to perform care outreach, questionnaire surveys, and follow-up mechanisms within two days, thereby enhancing consumer satisfaction and loyalty. We also arrange inspections for quality control checks, such as member monitoring. Our regional managers and headquarters teams conduct regular reviews.

We also emphasise medical quality and safety. During the Track Record Period, our Jing Chi Academy (君綺學院) conducted around 150 training sessions for doctors, nurses, as well as our on-site service personnel to ensure consistent professional standards.

We have a stringent selection process for Doctors, evaluating their professional qualifications, alignment with our “Safe and Reliable Medical Aesthetics” (安心醫美) philosophy, and commitment to quality. For details of our Doctor selection process, please see “– Clinics operating under Our Brand – Establishment process of a new Clinic – Doctor selection criteria”.

Client feedback management

We are committed to quality service and closely monitor client feedback. Client complaints or concerns are primarily addressed at the Clinic level by the on-site Clinic manager and Doctor. We also gather feedback through our CRM system and dedicated customer service channels. Feedback received online or via central channels is directed to the relevant Clinic manager and regional manager for timely follow-up and resolution. We conduct regular Member satisfaction assessments. Our integrated CRM and LINE Official Account systems facilitate appointment booking, service reminders, and post-treatment follow-up. For details of our consumer feedback and complaint handling protocol, please see “– Sales and Marketing – Consumer feedback and complaint resolution”.

Pricing coordination

Our headquarters, in consultation with Doctors, plays a key role in coordinating the pricing for treatments and packages offered at the Clinics to ensure market competitiveness and brand consistency across all Clinics operating under our brand. Pricing considerations include the complexity of the procedure, technology and medical consumables used, market conditions, and competitors’ pricing. The final decision on treatment pricing for their Clinic rests with the Doctor.

BUSINESS

Settlement management

Payments from Members for treatments are made directly to the Clinic. The Clinics then settle fees for our platform services (i.e. clinic leasing, procurement of medical devices, consumables and pharmaceuticals, administrative management services, on-site consumer services and brand management and trademark licensing services) with us according to our Service Framework Agreement. For details of the pricing strategy for each type of services provided by us to Clinics, please see “– Our Services” above.

Our internal financial controls monitor settlement timelines and receivables from Clinics. During the Track Record Period and up to the Latest Practicable Date, we had not experienced any material issues with settlement collection that adversely impacted our business.

Quality assurance

Ensuring quality and safety is a core tenet of our “Safe and Reliable Medical Aesthetics” (安心醫美) philosophy. We implement a multi-layered quality assurance system focusing on medical inputs, service protocols, and personnel training.

Service and operational quality assurance

We operate the Jing Chi Academy (君綺學院), which provides Doctors with continuous annual training on new techniques, safety protocols, and standardised treatments. Similarly, we train the on-site service personnel we provide to Clinics to ensure consistent, quality non-medical client care and administrative support.

We have also established standardised operating procedures for the non-medical client journey, covering consultation protocols, pre- and post-treatment care communication, and clinic environment management. For instance, we have implemented reservation protocols and service standards, ensuring exceptional care and fostering a consumer-focused culture. We have also implemented operational safety guidelines and manuals that detail key steps of our service procedures, from client registration to post-procedure follow-up, including the safe operation of treatment devices. We have also implemented a series of internal management rules that establish clear behavioural standards for all service personnel.

Regarding medical oversight, while we do not practice medicine, our Service Framework Agreement with Clinics emphasises strict adherence to medical safety standards, including the use of qualified medical professional to carry out standardised preoperative assessments and post-operative nursing protocols. We also encourage Clinics to adopt a gradual shift toward non-invasive treatments to mitigate risks.

Medical devices, consumables and pharmaceuticals, and product quality assurance

In providing medical devices, consumables and pharmaceuticals procurement, sales and leasing services, we place importance on the medical devices and medical consumables that are introduced into Clinics to ensure that they are reliable and capable of providing the desired results to consumers. To this end, we have developed policies and procedures for the assessment and evaluation of medical devices and medical consumables. We have developed supplier management rules and supplier qualification management process to ensure that our suppliers provide qualified medical supplies. We source primarily from original manufacturers or authorised distributors to guarantee authenticity. All suppliers must possess valid licenses and permits from the Ministry of Health and Welfare, such as Medical Device Seller Permits and Drug Seller Permits depending on the activities they engage in, which we verify.

BUSINESS

When procuring medical devices, we will select qualified supplier candidates from our supplier list and have preliminary discussions with them. We will ask the suppliers to provide their qualifications and all requisite licenses, certifications and/or regulatory approvals of medical devices for our legal department to review, after which relevant procurement terms will be internally discussed. Once agreed, we will enter into procurement agreement with the relevant medical device supplier. For details, see “–Suppliers, Procurement and Inventory Management” below in this section.

We also maintain necessary qualifications, including Medical Device Good Distribution Practice (GDP) and Pharmaceutical GDP certifications, ensuring our storage and distribution meet regulatory standards. Inventory is managed through an ERP system that tracks batch numbers and expiration dates, with products nearing expiry or identified with issues handled according to regulations, including returns or proper disposal.

Regarding product liability, while we primarily supply products to the Clinics on a B2B basis, the contractual allocation of liability responsibilities between us and Clinics is detailed in our Service Framework Agreement, and we maintain strict quality control from sourcing to delivery to minimise risks.

SERVICE PERSONNEL

The expertise and stability of the operational and service personnel within all Clinics operating under our brand are fundamental to our success. While doctors and nurses at each Clinic are employed directly by the relevant Doctor and are required to be licensed under Taiwan’s healthcare regulations, we play a pivotal role in standardising and enhancing the non-medical client experience through our trained on-site teams.

Qualifications and compliance

Doctors and other medical professionals (including other doctors and nurses) at all Clinics are required to be licensed in accordance with the relevant healthcare administrative authorities in Taiwan. During the onboarding process of Doctors and medical professionals at each Clinic, we assist the Clinic in verifying the licences and qualifications of these professionals. We also closely monitor the licensing and practice records to ensure that all doctors practicing within all Clinics operating under our brand comply with all applicable requirements under Taiwan laws and regulations.

Our business model does not involve the practice of medicine. Instead, we focus on providing comprehensive operational support to Clinics. The on-site consumer service personnel we deploy, including Clinic managers, consultation specialists, and beauticians, are not subject to specific healthcare licensing requirements in Taiwan for their service roles. However, we strive to ensure a high standard of competence through our Jing Chi Academy (君綺學院), which requires all such personnel to complete standardised training before commencing their duties.

Personnel structure at each Clinic

As mentioned, all medical decision-making and performance of treatments at the Clinic are performed by doctors. The on-site service personnel provided by us to the Clinics are responsible for all non-medical aspects of the client experience, allowing Doctors to focus solely on medical practice.

BUSINESS

The table below sets out a breakdown of the key personnel functions at each Clinic:

Service Personnel Category	Primary Function	Employed By
Doctors	Provide all medical diagnoses, perform aesthetic treatments, and make all clinical decisions	Doctor of the Clinic
Nurses	Assist doctors with medical procedures and nursing clinical patient	Doctor of the Clinic
Clinic managers	Oversee daily non-medical operations, administration, staff management, and client service standards at the Clinics	Our Group
Consultation specialists	Provide client consultations, manage relationship development, explain treatment plans, and coordinate pre- and post-procedure care	Our Group
Beauticians	Perform non-invasive, non-medical services such as skincare, facial treatments, and post-procedure maintenance	Our Group
Front desk/reception staff	Manage client reception, appointments, and initial data entry into our centralized CRM system	Our Group

As at 31 December 2025, our Group directly employs and manages a team of 347 on-site service personnel supporting all Clinics operating under our brand, including 31 clinic managers, 93 consultation specialists, 132 beauticians and 91 front desk and other staff.

We believe our experienced operational personnel and standardised training system are key to our success. We generally recruit on-site service personnel with relevant experience or potential and provide them with comprehensive training. We offer competitive compensation packages, which include performance-based bonuses, a positive work environment, and career development opportunities.

The compensation for personnel employed by our Group typically consists of a fixed salary and performance-based bonuses. The bonus structure varies by role. For on-site service personnel (e.g., consultation specialists and beauticians), bonuses are often linked to consumer satisfaction, service quality metrics, and Clinic performance. For clinic managers, bonuses are largely based on the overall operational and financial performance of their assigned Clinic(s). Our employees are prohibited from engaging in excessive or unethical sales practices. Our quality control measures, including consumer satisfaction surveys and management inspections, help monitor and prevent such behaviour.

To ensure quality and consistent service standards across all Clinics operating under our brand, we have established the Jing Chi Academy (君綺學院) as our central training institution. All our on-site service personnel are required to undergo standardised training here before deployment and for ongoing skill development. The academy focuses on service processes, product knowledge, communication skills, and operational standards. We also provide career advancement paths for our employees, from beautician to senior consultant or Clinic management roles.

For details of our employees and human resources policies, please see “– Employees”.

BUSINESS

MEDICAL DEVICES AND EQUIPMENT

The medical devices and equipment we lease to the Clinics are integral to their provision of medical aesthetic services. We primarily supply medical devices, such as laser and radiofrequency devices, and a range of medical consumables including injectables and treatment probes.

We maintain a rigorous procurement and quality assurance process to ensure all devices and consumables meet the highest standards of safety and efficacy. For details, please see “– Operation Management and Quality Assurance – Medical devices, consumables and pharmaceuticals, and product quality assurance”.

To ensure optimal clinical outcomes and patient safety, we mandate comprehensive training for Doctors on all new or significantly upgraded equipment. This training is typically provided by the original equipment manufacturers or their certified agents and covers proper operation methods, standard procedures, and applicable treatment parameters. We believe this commitment to continuous education, supported by our proprietary training institute, Jing Chi Academy, is crucial for maintaining consistent, quality service delivery across all Clinics operating under our brand.

While the operation of medical devices ultimately rests with the Doctors at each Clinic, we implement robust systems to support compliance and safe usage. Our standardised operating procedures for Clinic support include guidelines for pre-treatment device checks and post-delivery support, including installation, routine maintenance, and access to emergency repair services.

We will continuously evaluate and upgrade our portfolio of medical devices and equipment in response to technological advancements and market trends. This ongoing investment in our medical infrastructure is essential for maintaining our competitive edge in the fast-moving medical aesthetic industry.

OUR CUSTOMERS

Our customers are the Doctors who operate the Clinics. As at 31 December 2025, we served 19 Doctors. We have maintained around one to eight years of business relationships with the Doctors.

Top Five Customers

Revenue from our five largest customers in each year during the Track Record Period amounted to HK\$98.5 million, HK\$159.6 million and HK\$258.7 million, accounting for 42.1%, 41.3% and 40.8% of our total revenue, respectively, and sales to our largest customer in each year during the Track Record Period amounted to HK\$24.8 million, HK\$37.1 million and HK\$60.1 million, accounting for 10.6%, 9.6% and 9.5% of our total revenue during the respective periods.

All of our five largest customers in each year during the Track Record Period are Independent Third Parties. To the best of our Directors’ knowledge, none of our Directors or their respective associates or any person who, to the knowledge of our Directors, owns more than 5% of our issued share capital, had any interest in any of our five largest customers in each year during the Track Record Period.

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The table below set out information of our top five customers in each year during the Track Record Period. Each of such top five customers is a Doctor who operates an medical aesthetic Clinic in Taiwan, and purchased services from us pursuant to the terms of the Service Framework Agreement between him/her and us. For a summary of the principal terms of the Service Framework Agreement, including but not limited to credit terms and payment method, please see “– Service Framework Agreement”:

For FY2023

Customer	Years of relationship	Transaction amount <i>HK\$ million</i>	% of our revenue
Dr. Chang Li Pin (張立平醫師), the Doctor in charge of the Jing Chi Xinyi Clinic* (君綺信義診所)	Since 2017	24.8	10.6
Dr. Chen, Chien Chang (陳建璋醫 師), the Doctor in charge of the Jing Chi Modern Clinic* (君綺時尚診所)	Since 2020	20.7	8.8
Dr. Chen, Po-Yu (陳伯瑜醫師), the Doctor in charge of the Jing Chi Clinic (Taoyuan)* (君綺診所(桃園))	Since 2022	18.2	7.8
Dr. Chen Chen Kun (陳振坤醫師), the then Doctor in charge of the Jing Chi Plastic Surgery Clinic* (君綺整形外科診所)	Since 2018	17.5	7.5
Dr. Tsai Yun Ta (蔡昀達醫師), the Doctor in charge of the Jing Chi Zhongxiao Clinic* (君綺忠孝診所)	Since 2021	17.3	7.4
	Total:	98.5	42.1

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For FY2024

Customer	Years of relationship	Transaction amount <i>HK\$ million</i>	% of our revenue
Dr. Chang Li Pin (張立平醫師), the Doctor in charge of the Jing Chi Xinyi Clinic* (君綺信義診所)	Since 2017	37.1	9.6
Dr. Chen, Chien Chang (陳建璋醫 師), the Doctor in charge of the Jing Chi Modern Clinic* (君綺時尚診所)	Since 2020	33.6	8.7
Dr. Chen, Po-Yu (陳伯瑜醫師), the Doctor in charge of the Jing Chi Clinic (Taoyuan)* (君綺診所(桃園))	Since 2022	31.6	8.2
Dr. Chang Chianing (張家寧醫師), the Doctor in charge of the Jing Chi Plastic Surgery Clinic* (君綺整形外科診所)	Since 2024	28.7	7.4
Dr. Huang Chih Hung (黃志宏醫 師), the Doctor in charge of the Jing Chi Aesthetic Clinic (Wenxin)* (君綺美形診所(文心))	Since 2023	28.6	7.4
	Total:	<u>159.6</u>	<u>41.3</u>

BUSINESS

For FY2025

Customer	Years of relationship	Transaction amount HK\$ million	% of our revenue
Dr. Chen, Chien Chang (陳建璋醫師), the Doctor in charge of the Jing Chi Modern Clinic* (君綺時尚診所)	Since 2020	60.1	9.5
Dr. Chang Li Pin (張立平醫師), the Doctor in charge of the Jing Chi Xinyi Clinic* (君綺信義診所)	Since 2017	51.8	8.2
Dr. Hong, Chang Kuei (洪章桂醫師), the Doctor in charge of the Jing Chi Clinic (Taichung)* (君綺診所(台中))	Since 2024	49.5	7.8
Dr. Hsieh, Meng Hsuan (謝孟璇醫師), the Doctor in charge of the Jing Chi Beauty Clinic* (君綺美麗診所)	Since 2022	48.9	7.7
Dr. Wang Kuan Ying (王冠穎醫師), the Doctor in charge of the Jing Chi Aesthetic Clinic (Kaohsiung)* (君綺美形診所(高雄))	Since 2024	48.4	7.6
	Total:	258.7	40.8

Service Framework Agreement

We enter into a standard Service Framework Agreement with each Doctor (on behalf of the relevant Clinic) to govern the provision of our services to the Clinics. Set out below is a summary of the principal terms of our standard Service Framework Agreement:

- **Purpose:** The Service Framework Agreement is a master agreement for a comprehensive brand and operational cooperation. Pursuant to this agreement, the Doctor operates a Clinic under our platform. We provide an integrated suite of services to the Doctor for the purpose of the operation of his/her Clinic.

The agreement explicitly states that the parties are not partners, agents, or employer/employee. The Doctor bears final responsibility for all legal, medical, and operational liabilities arising from the Clinic’s activities.

BUSINESS

- **Term:** The Service Framework Agreement is effective for two years. The agreement will automatically renew for successive one-year periods unless either party provides written notice of non-renewal at least 90 days prior to expiry. The Doctor may terminate early with 90 days’ prior notice, subject to liability for damages caused to us.
- **Services and pricing:** We provide the following services to the Doctor: (i) clinic set-up and leasing; (ii) procurement of medical devices, consumables and pharmaceuticals; (iii) administrative management; (iv) on-site consumer services; and (v) brand management and trademark licensing. Fees are structured across each service module. We reserve the right to adjust prices by providing written notice. For details of the services provided by us to the Doctors, including pricing of our services pursuant to the terms of the Service Framework Agreement, please see “– Our Services”.
- **Credit term:** Payment terms vary by service type: 90 days for (i) clinic set-up and leasing; (ii) procurement of medical devices, consumables and pharmaceuticals; and (iii) administrative management services; and 30 days for (i) on-site consumer services; and (ii) brand management and trademark licensing services. Payments shall be made by bank transfers.
- **Critical obligations of the Doctor:** Pursuant to the Service Framework Agreement:
 - **Exclusive procurement:** The Doctor must prioritise purchasing pharmaceuticals and medical consumables, and leasing equipment from us, with limited exceptions (e.g. purchases made under pre-existing contracts, according to legal restrictions, or with written consent from us).
 - **Compliance and insurance:** The Doctor, as the licensed medical entity, bears full and final responsibility for complying with all applicable medical, pharmaceutical, and healthcare regulations, ethical rules, and data protection laws. Our services are explicitly defined to exclude the practice of medicine or applying for medical advertisements, which remain the Doctor’s responsibility.
 - **Brand control:** The Doctor must operate in accordance with our brand standards, use our trademarks only as authorised, and seek our input on image-related matters.
 - **Incident reporting:** The Doctor must immediately report any medical/non-medical disputes or incidents affecting our brand image to us.
 - **Non-compete:** During the term of the agreement, without our consent, the Doctor cannot engage in, assist, or be employed by any competing businesses.
 - **Confidentiality:** Strict confidentiality obligations are imposed on the Doctor regarding our business secrets, operational systems, and information accessed during cooperation. This obligation survives contract termination.
 - **Assignment restriction:** The Doctor cannot transfer his/her rights or obligations under the agreement without our prior written consent.

BUSINESS

- **Liability and indemnity:** The Doctor bears full responsibility and liability for all medical disputes, legal violations, and third-party claims arising from its operations. The Doctor must indemnify us for all losses, damages, costs, penalties, and harm to brand reputation resulting from the Doctor’s breach of contract, negligence, or non-compliance. Damages specifically include costs for our operational adjustments, legal fees, administrative handling, and reputational harm.
- **Intellectual property and proprietary information:** We grant a non-exclusive, non-transferable license to use its trademarks within the contract term and territory. The Clinic must use the trademarks per our guidelines and cease all use immediately upon contract termination. All IP developed during the contract execution belongs to us.
- **Termination:** Grounds for termination include: expiry, material breach, insolvency events affecting the Clinic, revocation of the Clinic’s license, or the Doctor’s inability to practice. We may terminate the agreement if the Doctor breaches various obligations and can arrange for a successor to take over the Clinic’s operations upon contract expiry or termination. Early termination by the Clinic triggers liability for our damages, including costs for regulatory compliance, operational adjustment, legal fees, and reputational harm.

As at the Latest Practicable Date, we were not aware of any of the Doctors committing any material breaches of the Service Framework Agreement.

SUPPLIERS, PROCUREMENT AND INVENTORY MANAGEMENT

Major purchases and suppliers

During the Track Record Period, our principal procurement comprised medical devices (such as laser and radiofrequency devices) and medical consumables and pharmaceuticals (including injectables and treatment probes), which are utilised in medical aesthetic treatments for, among others, skin tightening, pigmentation removal, whitening, and body contouring.

We maintain close relationships with our major suppliers to ensure stability of supply. During the Track Record Period, we did not experience any interruption in our supplies that had any material adverse impact on our business or results of operations. We also believe we have built up strong relationship with our major suppliers, and our relatively large volume of purchase for supporting all Clinics provides us with significant bargaining power we are able to purchase medical devices, consumables and pharmaceuticals at competitive prices. We had not been subject to material price increases by our suppliers during the Track Record Period. We believe that in the event of price increases, we have the ability to respond to a portion of the price increase by adjusting our service fees under our Service Framework Agreements with the Clinics.

Top Five Suppliers

The aggregate purchases from our five largest suppliers in each year during the Track Record Period amounted to HK\$87.1 million, HK\$108.8 million and HK\$145.5 million, respectively, accounting for 40.0%, 37.3% and 31.7% of our total cost of sales for the respective periods. Our cost of sales and service from our largest supplier in each year during the Track Record Period amounted to HK\$23.7 million, HK\$34.7 million and HK\$47.2 million, accounting for 10.9%, 11.9% and 10.2% of our total cost of sales and services for the respective periods.

BUSINESS

All of our five largest suppliers in each year during the Track Record Period are Independent Third Parties. To the best of our Directors’ knowledge, none of our Directors or their respective associates or any person who, to the knowledge of our Directors, owns more than 5% of our issued share capital, had any interest in any of our five largest suppliers in each year during the Track Record Period.

The table below set out information of our top five suppliers for the periods indicated:

For FY2023

Supplier	Background and principal business nature	Principal products supplied	Years of relationship	Transaction amount <i>HK\$ million</i>	% of our cost of sales and services	Credit terms and payment method
Supplier A	Distributor of medical aesthetic equipment headquartered in Taiwan	Medical aesthetic equipment	Since February 2020	23.7	10.9	Payment within 60 days after reconciliation of accounts for the preceding month; bank transfer
Supplier B	Supplier of, among others, lens care products and non-invasive aesthetics and dermatology medical devices. Headquartered in Canada and listed on the New York Stock Exchange	Medical aesthetic equipment	Since April 2016	23.5	10.8	Payment within 60 days after reconciliation of accounts for the preceding month; bank transfer
Supplier C	Manufacturer of aesthetic products including but not limited to facial injectables and skin care. Its parent company is listed on the New York Stock Exchange	Medical aesthetic consumables	Since December 2014	16.5	7.6	Payment within 60 days after reconciliation of accounts for the preceding month; bank transfer
Supplier D	Supplier and distributor of medical aesthetic devices and consumables that is headquartered in Taiwan and listed on the Taiwan OTC Market under the Taiwan Stock Exchange	Medical aesthetic consumables	Since December 2014	16.4	7.5	Payment within 60 days after reconciliation of accounts for the preceding month; bank transfer
Supplier E	Manufacturer and distributor of medical aesthetic consumables. Its parent company is listed on the SIX Swiss Exchange	Medical aesthetic consumables	Since August 2017	7.0	3.2	Payment within 90 days after reconciliation of accounts for the preceding month; bank transfer
Total:				87.1	40.0	

BUSINESS

For FY2024

Supplier	Background and principal business nature	Principal products supplied	Years of relationship	Transaction amount <i>HK\$ million</i>	% of our cost of sales and services	Credit terms and payment method
Supplier A	See above	Medical aesthetic equipment	Since February 2020	34.7	11.9	Payment within 60 days after reconciliation of accounts for the preceding month; bank transfer
Supplier B	See above	Medical aesthetic equipment	Since April 2016	28.8	9.9	Payment within 60 days after reconciliation of accounts for the preceding month; bank transfer
Supplier F	Pharmaceutical company headquartered in the U.S., which is listed on the New York Stock Exchange	Medical aesthetic consumables	Since February 2024	18.0	6.2	Payment within 60 days after reconciliation of accounts for the preceding month; bank transfer
PRESCO Netmarketing, Inc. (統一數網股份有限公司)	A wholly-owned subsidiary of the Uni-President Group, which is principally engaged in providing digital integrated marketing services	Digital integrated marketing services	Since June 2024	13.8	4.7	Payment within 30 days after reconciliation of accounts for the preceding month; bank transfer
Supplier E	See above	Medical aesthetic consumables	Since August 2017	13.4	4.6	Payment within 90 days after reconciliation of accounts for the preceding month; bank transfer
Total:				108.8	37.3	

BUSINESS

For FY2025

Supplier	Background and principal business nature	Principal products supplied	Years of relationship	Transaction amount <i>HK\$ million</i>	% of our cost of sales and services	Credit terms and payment method
Supplier A	See above	Medical aesthetic equipment	Since February 2020	47.2	10.2	Payment within 60 days after reconciliation of accounts for the preceding month; bank transfer
Supplier F	See above	Medical aesthetic consumables	Since February 2024	29.5	6.4	Payment within 60 days after reconciliation of accounts for the preceding month; bank transfer
PRESCO Netmarketing, Inc. (統一數網股份有限公司)	See above	Digital integrated marketing services	Since June 2024	29.4	6.4	Payment within 30 days after reconciliation of accounts for the preceding month; bank transfer
Supplier B	See above	Medical aesthetic equipment	Since April 2016	24.0	5.2	Payment within 60 days after reconciliation of accounts for the preceding month; bank transfer
Supplier E	See above	Medical aesthetic consumables	Since August 2017	15.4	3.4	Payment within 90 days after reconciliation of accounts for the preceding month; bank transfer
Total:				145.5	31.7	

Procurement process and cost structure

Our procurement process is initiated upon receipt of demand from Clinics or based on market trend analyses. Our purchasing department conducts sourcing, price negotiation, and supplier selection, subject to internal approval protocols.

We maintained a dual-channel procurement strategy, sourcing our supplies directly from original equipment manufacturers and also from authorised domestic distributors.

Our procurement costs constituted a significant portion of our overall cost structure. During the Track Record Period and up to the Latest Practicable Date, we had not experienced major quality disputes with suppliers. Any minor issues related to packaging or appearance had been promptly addressed through returns or replacements facilitated by the suppliers.

BUSINESS

Inventory management

Our inventory primarily consisted of medical consumables and medical equipment parts and accessories. Medical consumables typically had an inventory turnover period of two to six months, while equipment parts and accessories turned over in one to three months. Inventory was managed through a centralised ERP system, which tracked stock levels, batch numbers, and expiration dates. We generally sell our products on a first-in-first-out basis.

We leased a single warehouse located in Nangang District, Taipei for storage. All inventory items were inspected upon receipt by warehouse and quality assurance personnel before being entered into the system. We implemented a monthly cycle count conducted by the warehouse team, supplemented by an annual physical count performed by the accounting department.

Our inventory management policy included a regular assessment for potential obsolescence or impairment. We perform monthly evaluation on products that remained inactive. Historical instances of long-aging inventory were minimal, and corresponding provisions were made, with no material write-offs experienced during the Track Record Period. We adhered to all regulatory requirements for the storage and handling of medical commodities, including those mandated under the Good Distribution Practice (GDP) certification standards which we maintain.

SALES AND MARKETING

Brand foundation and philosophy

Our reputation and sustained growth are fundamentally built upon our unwavering commitment to service quality and our core brand philosophy of “Safe and Reliable Medical Aesthetics” (安心醫美). We believe that positive word-of-mouth referrals from satisfied Members are the most effective marketing channel. Concurrently, we recognise the critical importance of strategic, long-term investment in brand building and consumer education. Therefore, consistent with industry practices, we allocate resources to promote awareness of the Jing Chi brand and our comprehensive platform services, and we plan to continue these investments to support our expansion.

Integrated marketing strategy

As part of our provision of brand management and trademark licensing services to the Clinics, we have designed and implemented a comprehensive marketing strategy that utilises a synergistic combination of online and offline channels to promote our brand and drive business for the Clinics:

- *Online marketing:* Our digital strategy focuses on leveraging major platforms popular in the core markets of the Clinics. We execute targeted advertising campaigns and content marketing on channels such as Meta (Facebook, Instagram), Google, YouTube, and LINE. We leverage social media trends, particularly utilising short-form videos to engage potential customers for the Clinics. We maintain and actively manage the joint official website for the Clinics and their respective LINE Official Accounts to disseminate treatment information and marketing content. Furthermore, we collaborate with social influencers, celebrities, and cross-industry partners for therapeutic experience campaigns and word-of-mouth marketing to enhance brand credibility and reach.

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- *Offline marketing:* Clinics are strategically located in prime, high-traffic areas within major metropolitan centers, often near metro stations, which helps build brand visibility and facilitates customer acquisition. We further adopt offline advertising channels, including metro station billboards, taxi fleet video advertisements, bus body advertisements, and magazine features. We also organise both large-scale brand events and smaller clinic-specific events, including VIP tea parties, to foster direct engagement with potential and existing customers for Clinics.

Marketing operations and structure

Our marketing efforts are coordinated through a dedicated internal brand centre, which collaborates closely with individual Clinics for local execution. The brand centre, as part of our marketing department, sets the overall brand direction, develops annual marketing plans, and creates campaigns for use across all Clinics. As at 31 December 2025, our centralised marketing team consisted of 15 marketing personnel, including campaign planners, designers, and content editors. Our marketing team initiates sales and marketing strategies and produces quality and engaging marketing materials. Our customer service team at each Clinic then implements the centrally developed campaigns and materials locally, adapting tactical execution to their immediate community and clientele as needed.

A Clinic’s new customer acquisition process begins with the potential customers discovering us through targeted online advertisements, which leads them to engage with our customer service team via LINE for initial inquiries, and culminates in a booked consultation and conversion at a Clinic.

Seasonality

Our business exhibits a moderate level of seasonality. While there is no pronounced cyclical or seasonal variation in the medical aesthetics industry overall, our operational and financial performance is influenced by peak consumption periods tied to holidays and promotional events. Specifically, revenue of the Clinics, which is directly co-related to our revenue performance, tends to increase significantly during the Mother’s Day period in May and anniversary sales in October, continuing through the Lunar New Year. These periods represent consistent high-demand seasons for medical aesthetic consumption.

Client relationship and data management

We place significant emphasis on maintaining and deepening relationships with our extensive membership base, which exceeded 500,000 individuals as at 31 December 2025. We employ a self-built CRM system integrated with LINE Official Account and CTI systems to track Member sources, revisit frequency, and average spend. This data-driven approach allows for precise membership analysis, personalised care, targeted remarketing, and loyalty programmes, which drive repeat visit rates and customer lifetime value. Our dedicated customer service centre handles post-treatment satisfaction surveys, ensuring a consistent feedback loop.

Compliance and advertising review

We operate in a highly regulated industry and prioritise strict compliance with all applicable laws and regulations, particularly the Medical Care Act, Pharmaceutical Affairs Act, and Medical Devices Act regarding advertising. We have established robust internal control procedures to mitigate related risks. All external marketing and promotional materials, regardless of channel, must undergo a mandatory legal review process. Our in-house legal team, staffed with relevant expertise, scrutinises all content to ensure it is truthful, accurate, and fully compliant before publication. Furthermore, our marketing personnel receive regular training on essential healthcare advertising laws. This rigorous process has ensured that, to our knowledge, our marketing practices have been in material compliance with regulations.

BUSINESS

Consumer feedback and complaint resolution

We maintain proactive procedures for monitoring consumer feedback. Feedback is gathered through post-service questionnaires, social media monitoring, and direct channels to our customer service centre. Any negative review is promptly escalated to the relevant Clinic’s management and our regional business department for investigation and resolution.

In handling consumer feedback and complaints, we have established clear channels and procedures. Initial complaints are typically addressed on-site by the Clinic manager and Doctor. Consumers may also contact our central customer service team, which coordinates with the Clinic’s regional manager and our legal department as needed to investigate and resolve issues. All complaints and resolutions are logged and tracked for follow-up and systemic improvement. For matters pertaining to medical outcomes, the Clinic’s presiding Doctor leads the response, with support from our Company’s legal and operational teams to ensure proper follow-up, which may include medical reassessment if necessary.

All communication and resolution steps are thoroughly documented. We are committed to addressing client concerns efficiently to maintain trust and our brand reputation.

During the Track Record Period and up to the Latest Practicable Date, we had not received any material consumer complaints. Complaints received were typically related to communication gaps, service expectations, or wait times. We follow a structured complaint handling SOP that ensures immediate acknowledgment and contact within 24 hours, cross-departmental investigation, appropriate resolution such as re-consultation or process adjustment, follow-up to confirm satisfaction, and monthly reviews for continuous improvement. All related records are maintained for audit and compliance purposes.

COMPETITIVE LANDSCAPE

Please refer to “Industry Overview – Overview of Aesthetic Service Platform Industry in Taiwan – Competitive Landscape”.

DATA PRIVACY AND PROTECTION

In the course of our operations, we collect Members’ data related to the services we provide. This primarily includes non-medical information such as names, contact details, service preferences, consumption history, and visit records. We do not collect or process medical data or patient health records, as these are managed solely by the Clinics. The collection of personal information is based on customer consent obtained upon membership enrollment, which is limited to use for internal communication, service planning, and the delivery of our products and services. For details, please see “– Our Services – (iv) On-site consumer services – Data collection and usage”.

We have established internal protocols to ensure that the collection, processing, utilisation, and sharing of personal data comply with the Taiwan Personal Data Protection Act. Members are informed that their data may be used within our Group and are entitled to request the cessation of our collection, processing, or utilisation of their data at any time. Personal data is retained only for the minimum period necessary to fulfill the purposes for which it was collected and in accordance with legal requirements.

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Data security policies and systems

We implement robust technical and organizational measures to protect client information. Our CRM system is utilised to securely store and manage personal data. Access to this system is strictly controlled through permission-based authorisation, ensuring that only designated personnel can retrieve relevant information. Our IT infrastructure incorporates multiple security layers, including network protection and system access logging, to safeguard database integrity and prevent unauthorised access.

Physical security and access control

For any physical records containing client information, we enforce strict access controls. Such documents are stored securely, with access restricted to authorised staff members. These measures are designed to prevent unauthorized physical handling or disclosure of personal data.

Employee confidentiality and training

We maintain strict confidentiality agreements with all employees as part of their employment contracts. These agreements legally bind staff to not misuse confidential information during their tenure, to return all such information upon termination, and to uphold their confidentiality obligations after leaving the company. We reinforce data security awareness through mandatory onboarding and regular on-the-job training programs, requiring employees to acknowledge their understanding and adherence to our data protection policies.

Compliance

Our data collection, sharing, and security practices are designed to comply with applicable Taiwanese laws and regulations. During the Track Record Period and up to the Latest Practicable Date, we had not experienced any material breach of confidential client information or any other data security incident that had, or could have, a material adverse effect on our business, financial condition, or results of operations.

Laws and regulations concerning cybersecurity and data protection continue to evolve. While we strive to maintain full compliance, there are inherent uncertainties in the interpretation and enforcement of these rules. For details, please see “Risk Factors – Risks relating to our business and industry – We could be exposed to risks related to our management of consumer data”. Based on our adherence to current standards and protocols, we believe our operations are in material compliance with the relevant legal requirements for data privacy and protection.

INFORMATION TECHNOLOGY

We leverage a robust digital infrastructure that forms the backbone of our integrated service platform, with a focus on AI-driven growth, operational synergy and efficiency, and service integration across Clinics. Through systematic data management and analytics, we have developed a suite of digital models and management systems that support strategic decision-making, streamline operations, and deepen client relationships.

Data analytics and business intelligence

We employ data-driven models to assist business strategy and daily operations. Each Clinic operates on a unified CRM platform, enabling consolidated analysis of consumer behaviour, spending patterns, and service histories. We perform multi-dimensional data comparisons to quickly adjust marketing tactics and service offerings.

BUSINESS

Our regional development model analyses key indicators such as local Member spending power and team service capability to inform market expansion. For Clinic operations, we utilise an integrated support system, which breaks down information barriers relating to non-medical related data between Clinics and locations, fostering synergy and consistent service quality to both Clinics and Members.

Furthermore, our client analysis model applies data mining and behavioural analytics to profile transaction patterns, consumption habits, and Member lifetime value. This enables personalised treatment solutions, encouraging repeat visits through tailored follow-up treatment reminders and preference-based engagements.

Additionally, our employee development model tracks training attendance, service performance, and client feedback to support career progression and identify talent within our frontline teams.

Leveraging data-driven decision-making to continuously enhance business performance and growth

We have strategically integrated data analytics into our customer journey, from initial consumer consultation to long-term member retention. This end-to-end data-driven approach enables us to systematically optimise conversion rates, enhance customer experience, and maximise member lifetime value, thereby driving sustainable growth for our platform and the Clinics we serve:

Customer relationship and engagement

At the core of our digital ecosystem is a comprehensive CRM system, which tracked over 500,000 high-value Members with detailed behavioural and transactional profiles as at 31 December 2025. The system supports segmentation and targeted engagement, allowing us to anticipate consumer needs, personalise communications, and foster long-term loyalty. We also maintain an active presence on social media and messaging platforms, including LINE Official Account and proprietary mini-programmes, where Members can access Clinic information, book appointments, view Member benefits, redeem promotions, and participate in promotional campaigns, thereby enhancing accessibility and engagement. Post-sales service and consumer support are centrally managed, ensuring consistent and proactive communication. We believe this integrated approach, linking our CRM and CTI systems and LINE Official Account across multiple social media channels, significantly enhances Member stickiness and repeat visit rates.

Information security and compliance

We prioritise data security and regulatory compliance across all digital operations. Our systems adhere to Taiwan Personal Data Protection Act, with strict protocols for data collection, storage, and authorised usage. We employ encryption, access controls, and regular security audits, and have established procedures for secure data disposal and equipment decommissioning to prevent unauthorised information leakage.

Through continuous investment in AI, system integration, and data analytics, we aim to maintain a technologically platform that drives sustainable growth, enhances clinic and consumer experiences, and solidifies our leadership in the beauty and health management industry.

BUSINESS

AWARDS AND RECOGNITIONS

As a testimony to our achievements and the quality of our service, we have received various awards and recognitions. The following table sets forth our major awards and recognitions we received over the years:

Year	Accreditation/Award	Accreditation organization
2025	2025 Apple Beauty Awards – Annual Aesthetic Clinic Award/Silver Award (2025蘋果愛美獎-年度醫美診所大賞/銀獎)	Next Apple News ⁽¹⁾
2025	2025 Sales Award – Platinum Crown Clinic Award (2025年度銷售獎項-白金診所獎)	Supplier A ⁽²⁾
2025	Certificate Of Achievement (卓越貢獻獎)	Renaissance Medicare Inc. 瑞群國際股份有限公司
2025	HIFU V-Max / Merit – Platinum Premium Clinic Award (海芙音波媚必提白金優質診所獎)	Supplier A ⁽²⁾
2025	Taiwan’s Most Influential Key Opinion Leader Award (台灣最具影響力關鍵領袖大獎)	Supplier E ⁽³⁾
2024	Thermage FLX (Solta Medical) – Official Genuine Product Sales Champion (美國鳳凰電波thermage FLX-鳳凰電波正貨冠軍)	Solta Taiwan Limited (台灣索塔有限公司)
2024	2024 Clinic Cell Therapy Quality Certification (醫策會品質認證–2024診所細胞治療品質認證)	Ministry of Health and Welfare (executed by Joint Commission of Taiwan) (台灣衛生福利部 (由財團法人醫院評鑑暨醫療品質策進會執行))
2024	3rd Generation HIFU – Platinum Certified Clinic Award (第三代海芙音波-白金認證診所獎)	Supplier A ⁽²⁾
2024	Ultraformer MPT (Ultra Wonder) – Annual Sales Champion / Glory Star Clinic Award (超玩美電波-年度銷售冠軍榮耀之星診所獎)	Brilliance international Ltd. (瑩佳國際有限公司)
2023	第三代海芙音波-白金認證診所獎	Supplier A ⁽²⁾

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Year	Accreditation/Award	Accreditation organization
2022	MINT LIFT Sales Champion Award (MINT LIFT銷售冠軍獎項)	MINT LIFT (Korea)
2021	HIFU (Ultherapy) – Genuine Product Sales Champion (海芙音波-原廠正貨 銷售冠軍)	Supplier A ⁽²⁾
2021	2021 Allergan Partner Award (2021年艾 力根Partner Award)	Allergan Aesthetics
2020	2020 Genuine Product Sales Champion (2020年原廠正貨銷售冠軍)	Supplier D ⁽⁴⁾
2020	2020 Sculptra Platinum Certified Clinic (2020年舒顏萃鉑金認證診所)	Supplier E ⁽³⁾
2020	Clinic Aesthetic Medicine Quality Certification (Gold Seal) (診所美容醫 學品質認證 – 金色標章)	Ministry of Health and Welfare (executed by Joint Commission of Taiwan) (台灣衛生福利部 (由財團 法人醫院評鑑暨醫療品質策進會執 行))

Notes:

1. The 2025 Apple Beauty Awards is an annual aesthetic award organized by Next Apple News in Taiwan. It selects the most popular aesthetic clinics in Taiwan for each year through evaluations by consumers and experts.
2. Supplier A is one of our top five suppliers in FY2023, FY2024 and FY2025.
3. Supplier E is one of our top five suppliers in FY2023, FY2024 and FY2025.
4. Supplier D is one of our top five suppliers in FY2023.

RESEARCH AND DEVELOPMENT

We consider continuous enhancement of our digital infrastructure and data analytics capabilities to be fundamental to our operational efficiency, service quality, and strategic growth. Our development efforts are primarily focused on advancing our information technology systems, which are central to our integrated platform. Key initiatives include the development and optimization of our proprietary CRM system, the integration of CTI with LINE OA for Member engagement, and the deployment of AI-driven tools. These tools are utilised for analysing marketing content performance, generating targeted short-form video scripts, and conducting multi-dimensional data comparisons to rapidly refine our marketing and service strategies. Our dedicated information technology department is responsible for system development, management, and maintenance, supporting our core operational and administrative functions. We remain committed to investing in our digitalisation and AI capabilities to strengthen our platform’s competitive edge and support our expansion plans.

EMPLOYEES

We believe that our success is intrinsically linked to our ability to attract, develop, and retain talented personnel.

BUSINESS

As at 31 December 2025, we had a total of 442 employees, all of which were in Taiwan. Sets forth below is a breakdown of the number of our employees by functions as at 31 December 2025:

Number of employees

Management	4
Business development	3
Service personnel*	347
Administration and legal	15
Finance	11
Sales and marketing	15
Procurement	4
IT	43
TOTAL	442

*Note: This included 31 clinic managers, 93 consultation specialists, 132 beauticians and 91 front desk and other staff.

Recruitment and talent acquisition

We consider our ability to attract, motivate, and retain qualified employees fundamental to our success, and we regard our talent pool as a core strength and competitive advantage. Recruitment is conducted according to the specific requirements of each department and the criteria demanded for each role, including prior work experience and relevant skills. Our recruitment process maintains high standards and follows rigorous procedures through multiple channels such as campus recruitment, advertising, online platforms, internal referrals, and third-party agencies. Candidates are generally assessed through interviews and/or examinations to ensure alignment with both job requirements and our corporate culture.

Training and development

We are committed to providing continuous education and training programmes for our employees. These include regular and specialised trainings provided through our Jing Chi Academy, which are designed to enhance professional knowledge and technical capabilities, and to keep employees updated on the latest industry practices. All new hires receive comprehensive pre-employment induction training and orientation. We also organise various team-building activities to strengthen cohesion and reinforce our corporate culture among employees.

Compensation and career advancement

We offer competitive remuneration packages and career development opportunities, which are determined based on factors such as industry experience, technical ability, qualifications, position, and past performance. We have also adopted the Pre-[REDACTED] Share Option Scheme to further incentivise and retain key talent. We set performance targets aligned with specific roles and departments, with regular reviews informing compensation, bonuses, and promotion decisions.

Employee relations and labour environment

We believe we have maintained stable labour relations and fostered a positive working relationship with our staff. As at the Latest Practicable Date, our employees had not formed any labour union. During the Track Record Period and up to the Latest Practicable Date, we did not engage in any material disputes with our employees, or experience any strike, labour disputes or industrial actions which may have a material adverse impact on our business, financial position and results of operation.

BUSINESS

INSURANCE

We maintain insurance policies appropriate for our operations as a non-medical service platform. Our coverage primarily includes public liability insurance and commercial fire insurance.

As we do not provide any medical services, the responsibility for medical liability and professional indemnity in connection with any medical procedures rests solely with the respective Clinics and Doctors, as governed by their professional obligations and applicable medical regulations. Our contractual arrangements with the Doctors are structured to reflect this division of responsibility. For details, please see “Our Customers – Service Framework Agreement”.

Our Directors consider our insurance coverage to be customary for businesses of our size and type and in line with the industry practice. However, our insurance coverage may not adequately protect us against certain operating risks and other hazards, which may result in adverse effects on our business. For further details, please refer to “Risk factors – Risks relating to our business and industry – Our insurance coverage may not be sufficient to cover all risks involved in our business operations”.

During the Track Record Period and up to the Latest Practicable Date, we had not faced material difficulties in renewing our insurance policies and had not submitted any material insurance claims.

ENVIRONMENTAL SUSTAINABILITY AND SOCIAL RESPONSIBILITY

We are committed to building a lasting brand, and we believe our long-term success is integrally linked to our positive impact on society and the environment. Corporate social responsibility forms a core part of our business philosophy and is pivotal to creating sustainable value for our shareholders. In alignment with this commitment and in accordance with applicable listing rules, we have adopted a comprehensive policy on environmental, social and governance responsibilities, which guides us on integrating responsible practices into our daily operations and strategic planning.

1. Corporate Governance

1.1 ESG Governance

We regard environmental, social, and governance (“**ESG**”) considerations as fundamental to our long-term sustainable growth. With accountability to our shareholders, employees, customers, and the broader community, we are dedicated to continuously strengthening our ESG governance framework, advancing our practices and performance, and contributing to societal wellbeing through a range of ESG initiatives.

1.1.1 ESG governance framework

Our Board assumes ultimate responsibility for shaping and overseeing our Group’s ESG strategy, policies, and disclosures. It provides direction on the setting of ESG targets, evaluates the effectiveness of risk management frameworks, and conducts regular reviews of progress against established objectives. To ensure effective execution, management teams are tasked with implementing ESG initiatives, coordinating efforts across departments, and maintaining compliance with regulatory requirements. This governance framework embeds ESG considerations into strategic decision making and drives continuous improvement in sustainability performance.

BUSINESS

Our Group has established a dedicated ESG oversight structure, led by senior management and composed of cross-departmental representatives to ensure alignment with overall business objectives. This structure is responsible for translating our Board’s strategic direction into actionable plans, monitoring ongoing ESG performance, and providing regular updates to our Board.

1.1.2 ESG risk and opportunities

We identify, prioritise and take a strategic approach to ESG risks that could materially affect our operations, supply chain and the communities in which we operate. Through annual materiality assessments, stakeholder engagement and industry analysis, we evaluate these risks according to their likelihood and potential impact, and allocate responsibility for their mitigation to designated members of management.

At the same time, we recognise that addressing ESG risks also presents opportunities – for example, improving operational efficiency through energy-saving initiatives, strengthening supply chain resilience, and responding to market demand for sustainable products. By embedding ESG considerations within our risk management framework, we aim not only to mitigate potential adverse effects but also to capitalise on opportunities that support our long-term sustainable growth.

1.2 Stakeholder Communication and Materiality

Our Group manages its operations to ensure compliance with environmental and social obligations. As part of its materiality assessment, it actively considers stakeholder views and addresses key concerns. Engagement takes place through established channels, allowing our Group to identify, assess and respond to material ESG issues in line with regulatory requirements and stakeholder expectations.

Stakeholder Category	Communication & Engagement Channels
Shareholders & Investors	• Annual general meetings • Information published on websites of our Company • Direct emails or phone enquiries
Employees	• Internal newsletters • Employee intranet • Training programmes • Staff surveys • Annual and regular appraisal
Suppliers & Partners	• Operational meetings • Contract and performance review

BUSINESS

Stakeholder Category	Communication & Engagement Channels
Customers	• Day-to-day communication through front line staff • Emails • Official websites

Following the collation of stakeholder feedback, our Group conducts internal materiality assessments with relevant managers and external engagement with stakeholders via multiple channels, including liaison groups, panel discussions, workshops, our Company website, emails and hotlines. The key ESG topics identified are set out below:

- **Regulatory Compliance:** Compliance with local and international regulations is critical in the medical aesthetics industry. Non-compliance can lead to severe penalties and reputational damage. By implementing robust compliance management systems and staying updated on regulatory changes, we can mitigate risks, ensure integrity, and maintain stakeholder confidence in our operations.
- **Member Education and Transparency:** Providing clear and comprehensive information on treatment procedures supports members’ right to make informed decisions and helps build trust. A lack of transparency may result in misunderstandings, dissatisfaction, and reputational risk. By prioritising health education and open communication, our Group can strengthen client relationships and enhance brand loyalty.
- **Data Security of Members:** Protecting member data is a critical responsibility in maintaining trust and safeguarding privacy. Inadequate data security may expose sensitive personal information, breach regulatory requirements, and damage brand reputation. By strictly adhering to established protocols for data protection, storage, and access control, our Group demonstrates compliance with applicable regulations, ensures the confidentiality of member information, and reinforces our commitment to responsible and ethical operations.

1.3 Anti-Corruption and Anti-Bribery Practices

We recognise that integrity and ethical conduct are fundamental to our operations and reputation. We maintain a zero-tolerance approach towards bribery and corruption and are committed to conducting all business activities fairly, transparently and accountably. We have implemented dedicated internal policies and procedures to prevent, identify and address bribery and corruption risks across our business. Regular anti-corruption training is provided to employees to enhance their understanding of relevant standards, risks and obligations.

By upholding strict anti-corruption practices and fostering a culture of compliance, we strengthen stakeholder trust and support the sustainable and responsible development of our medical aesthetics business.

BUSINESS

2. Environment

2.1 Environmental Compliance

Our Group is committed to operating in compliance with all applicable laws and regulations regarding environmental protection in the regions where we conduct business. We closely monitor compliance with these requirements and regularly review our operations to ensure that our activities minimise environmental impact, safeguard natural resources, and align with the expectations of regulators, investors, and the communities in which we operate.

2.2 Environmental Management

Recognising our responsibilities, our Group has established a comprehensive Environmental, Social, and Governance (ESG) Policy supported by associated procedures. This policy sets out our commitment to conducting business in a manner that delivers long-term value to our shareholders while minimising our environmental footprint.

2.2.1 Energy Use

We recognise the importance of responsible energy management and the reduction of greenhouse gas (GHG) emissions as essential to addressing climate change and ensuring our long-term sustainability. Given that our operations, including medical aesthetic treatments and facilities, rely on energy consumption, we are committed to exploring and implementing energy-saving practices. Our facilities are equipped with energy-efficient technologies, such as LED lighting and modern energy management systems, to optimise energy use.

In addition to these initiatives, we remain dedicated to supporting the green transformation of our supply chain by encouraging suppliers and partners to adopt sustainable operation methods. This comprehensive approach ensures that every aspect of our value chain contributes actively to reducing greenhouse gas emissions and minimising our environmental impact across all our aesthetic services.

Moreover, our Group has established guidelines to promote efficient energy consumption among staff and workers. These initiatives include:

- Switching off lights and equipment when not in use.
- Maintaining workspaces at optimal energy-efficient temperatures.
- Encouraging the use of natural ventilation instead of air-conditioning whenever feasible.
- Implementing energy-efficient practices during medical procedures and equipment operations.
- Utilising energy-efficient appliances and lighting systems throughout our facilities.
- Providing staff training on energy conservation strategies to enhance awareness and engagement.

BUSINESS

These efforts not only help us comply with evolving environmental regulations but also align with stakeholder expectations for sustainable development and responsible energy management.

The following table details our energy consumption over the Track Record Period:

Item	Unit	Year ended December 31		
		FY2025	FY2024	FY2023
Indirect Energy Consumption	MWh	2,728.02	2,408.35	1,587.33
Purchased Electricity	MWh	2,728.02	2,408.35	1,587.33
Total Energy Consumption	MWh	2,728.02	2,408.35	1,587.33
Energy Consumption Intensity	MWh/thousand HKD revenue	0.004	0.006	0.007

Given the service-based nature of its medical aesthetics operations, we did not record any direct energy consumption, as our Company does not engage in energy-intensive manufacturing or production activities.

2.2.2 Climate Change

We view environmental protection as a fundamental component of our business. Throughout the Track Record Period and up to the Latest Practicable Date, our operations have not encountered significant environmental risks. Additionally, we have not been subject to any fines or penalties for non-compliance with environmental laws in regions we operate, nor have we faced any major administrative sanctions for violating environmental regulations.

Although our business model does not involve extensive resource consumption, we remain conscious that environmental challenges – particularly climate change – may still influence our operations and financial resilience.

Climate change is recognised as one of the most pressing global challenges of our time. As a company committed to sustainable development, we remain vigilant in assessing its potential impacts on our business. In addition to identifying climate-related risks, we are equally focused on harnessing opportunities arising from the transition to a low-carbon economy. By aligning our practices with international climate change mitigation efforts, we aim to contribute meaningfully to a more sustainable future.

Without compromising business growth, we will continue to optimise our energy structure, enhance energy efficiency, and pursue initiatives in energy conservation and carbon reduction. Furthermore, we are exploring innovative solutions and partnerships that can strengthen our sustainability performance, ensuring that our long-term development remains both environmentally responsible and economically sound.

BUSINESS

We recognise that meaningful dialogue with our stakeholders is essential to identifying both climate-related risks and opportunities. Through regular discussions with investors, customers, suppliers, and regulatory bodies, we gain valuable insights into emerging environmental challenges and expectations. In particular, our business may be exposed to both physical and transition risks arising from climate change:

Category	Climate-Related Risk	Potential Impact on Business Operation
Physical Risks	– Increased frequency and severity of extreme weather events (typhoons, storms, heavy rain)	• Temporary clinic closures due to safety concerns or infrastructure damage. • Disruption of patient appointments and treatment schedules, leading to revenue loss. • Increased costs for facility repairs and protective measures.
	– Prolonged high-temperature weather conditions	• Higher electricity and cooling expenses to maintain safe treatment environments. • Potential discomfort for patients and staff, affecting service quality. • Increased risk of temperature-sensitive medication degradation, which may compromise patient safety and treatment efficacy.
	– Sea-level rise	• Flooding risk for clinics located in low-lying or coastal areas, damaging facilities. • Need for relocation or investment in flood defenses, raising operational costs. • Reduced accessibility for patients if surrounding infrastructure is affected.
Transition Risks	– Stricter climate-related regulatory requirements	• Higher administrative costs to comply with stricter climate-related regulations. • Risk to brand reputation if regulatory obligations are not met, potentially damaging customer trust.
	– Mandates for clean energy adoption	• Significant upfront investment needed to adopt renewable energy sources across all clinic locations. • Potential increase in ongoing energy expenses affecting overall profitability.

BUSINESS

Category	Climate-Related Risk	Potential Impact on Business Operation
	– Need to replace existing equipment with lower-carbon alternatives	• Early obsolescence of current equipment. • Substantial capital spending required to replace medical devices (such as lasers and ultrasound machines) with newer, more energy-efficient models.
	– Rising costs of procuring climate-friendly products	• Higher costs for everyday supplies like eco-friendly patient gowns and packaging, which could reduce profit margins or lead to higher prices for services.
Category	Climate-Related Opportunity	Potential Impact on Business Operation
Opportunity	Growing preference for eco-friendly and sustainable products	• Adoption of eco-friendly patient gowns and packaging can enhance brand reputation and customer loyalty, as stakeholders increasingly prioritise sustainability in purchasing decisions.

While these risks could increase compliance costs, affect equipment and medical supply availability, and influence market demand, we also recognise that the transition towards a lower-carbon economy presents opportunities. By proactively managing these risks and focusing on priority areas identified with our stakeholders, we aim to strengthen operational resilience, maintain competitiveness, and align with the expectations of regulators, investors, and customers.

In light of the above, our Board has identified climate change as a material risk factor for our Group, and we have established a target to lower scope 2 emission intensity by 10% by 2030, using 2025 as the baseline, in alignment with relevant policies aimed at combating climate change. Responsibility for overseeing our response to this challenge has been assigned to the management team, which is tasked with formulating and implementing a climate strategy. This strategy focuses on reducing our carbon footprint and is supported by internal policies and procedures designed to address key risk areas, including:

- **Enhancing operational resilience** by strengthening clinic infrastructure and business continuity plans to address climate-related disruptions, such as extreme weather events affecting facilities or patient access.
- **Promoting sustainable service delivery** by integrating environmentally responsible practices into operations, including reducing energy consumption and minimising single-use materials where clinically appropriate.
- **Securing sustainable supply chains** by prioritising suppliers committed to environmental responsibility, investing in energy-efficient medical equipment, and implementing water and electricity conservation measures across our facilities.

BUSINESS

- **Ensuring regulatory compliance** by monitoring evolving climate-related policies and disclosure requirements in Taiwan and internationally and adapting our operations and reporting accordingly.
- **Engaging stakeholders transparently** by aligning climate disclosures with recognised frameworks and responding to the expectations of patients, investors, regulators, and the communities we serve.

During the Track Record Period, the total volume and intensity of our GHG emissions are as follows:

Item	Unit	Year ended December 31		
		FY2025	FY2024	FY2023
Scope 2 GHG emissions	tCO ₂ e	1,350.37	1,192.13	785.73
Scope 2 GHG emission intensity	tCO ₂ e/thousand HKD revenue	0.00213	0.00308	0.00336
Scope 3 GHG emissions¹	tCO ₂ e	14.22	9.29	2.59
Scope 3 GHG emission intensity	tCO ₂ e/thousand HKD revenue	0.0000224	0.0000240	0.0000111

Our Company has no Scope 1 emissions as its aesthetic clinic operations do not involve on-site combustion of fossil fuels, company-owned fuel-powered vehicles, industrial processes, or other direct greenhouse gas emission sources.

2.2.3 Water resources management

Our Group’s water consumption is primarily drawn from municipal supplies to support operations across our clinic network. Water is essential for maintaining clinical hygiene standards, sterilising medical instruments, supporting handwashing and sanitation facilities, and ensuring patient and staff comfort. These activities necessarily generate wastewater, including domestic effluent from restrooms and clinical wastewater from treatment areas. We recognise that water is a valuable resource, and any failure to manage discharge appropriately could result in environmental harm, regulatory penalties, and reputational damage. Furthermore, inefficient water usage contributes unnecessarily to operational expenses.

To address these considerations, our Group has implemented practical measures that are easy for employees to adopt and contribute to overall conservation efforts:

- **Raising awareness** by placing water-saving reminders in staff areas such as restrooms, break rooms, and clinical preparation areas.

¹ Scope 3 emissions include Category 5 (Waste Generated in Operations) and Category 6 (Business Travel).

BUSINESS

- **Preventing leaks** through routine inspections of taps, pipes, and water meters to identify and promptly repair any leaks.
- **Using water efficiently** by maintaining water pressure at the lowest effective level for cleaning and general use.
- **Reusing where possible** by exploring opportunities to recycle suitable water for non-clinical purposes, such as floor cleaning, where regulations permit.
- **Monitoring compliance** by tracking wastewater discharge levels regularly to ensure adherence to local environmental standards.

By embedding these measures into daily operations, our Group aims to reduce water consumption, strengthen employee participation in conservation, and uphold our commitment to sustainable resource management.

During the Track Record Period, the total volume and intensity of our water consumption are as follows:

Item	Unit	Year ended December 31		
		FY2025	FY2024	FY2023
Water Consumption	m ³	16,340	20,943	14,901
Water Consumption intensity	m ³ /thousand HKD revenue	0.03	0.05	0.06

2.2.4 Hazardous and Non-Hazardous Wastes Management

Our Group recognises the importance of responsible waste management and is committed to the proper segregation, handling, and disposal of all waste generated from our operations in accordance with regulatory requirements. All staff receive guidance on applying this principle when using resources and handling waste in their respective roles. Whenever feasible, we prioritise materials and supplies that support waste reduction objectives and explore opportunities to recycle or repurpose items across different areas of our clinics.

Non-hazardous waste from our activities mainly comprises packaging materials such as cartons, plastic wrapping, and administrative paper waste from patient records and office functions. General waste from staff facilities, including break rooms and administrative areas, is also collected and managed through licensed waste contractors.

Given the service-based nature of its medical aesthetics operations, we do not generate hazardous medical waste, as our Company does not engage in clinical practices involving medical procedures.

BUSINESS

The table below sets forth our non-hazardous waste generation and treatment method during the Track Record Periods:

Item	Unit	Year ended December 31		
		FY2025	FY2024	FY2023
Non-hazardous Waste Generated	Kg	35,692.91	32,660.26	22,476.85
Non-hazardous Waste Generation Intensity	Kg/thousand HKD revenue	0.056	0.084	0.096
Non-hazardous Waste Recycled	Kg	13,233.21	12,108.85	8,333.33
Non-hazardous Waste Recycled Intensity	Kg/thousand HKD revenue	0.021	0.031	0.036

3. Social

Our Group is built upon a foundation of integrity, ethical conduct, and transparent engagement with all those connected to our business. We recognise that our long-term success is intrinsically linked to the wellbeing of the communities we serve and the strength of the relationships we cultivate with our stakeholders. These include our dedicated employees, valued patients, trusted suppliers, professional partners, local communities, and the regulatory authorities who oversee our sector.

In shaping our approach to environmental, social, and governance matters, we carefully balance near-term objectives with our broader responsibilities to society. Our ESG strategies, policies, and internal guidelines are developed through a lens that considers not only business imperatives but also the legitimate interests and expectations of our stakeholder groups. We actively seek to understand their perspectives and incorporate these insights into our decision-making processes wherever practicable.

3.1 Employee and Contractors

3.1.1 Employment Practices

Our Group is committed to fostering a supportive and inclusive workplace where every employee feels respected, valued, and empowered to contribute to our shared success. We recognise that our people are central to the quality of care we provide and to the long-term growth and reputation of our business. In all aspects of employment, we adhere strictly to all applicable laws and regulations in the regions where we operate.

Our human resources policies are clearly documented in the Employee Handbook, which outlines the standards and procedures governing the employment relationship. This includes, but is not limited to, recruitment, appointment, working hours, rest days, leave entitlements, performance expectations, and grounds for termination. All employees are engaged under formal contracts that reflect local legal requirements and industry practice. The use of child labour, forced labour, or any form of exploitative employment is expressly prohibited.

BUSINESS

We are committed to providing equal opportunity in all areas of employment, including recruitment, promotion, and access to training and development. Hiring and advancement decisions are based on merit, qualifications, and the requirements of each role, with input from both operational management and the human resources function to ensure fairness and consistency.

3.1.2 Development and Training

Our Group recognises that continuous learning and professional development are essential to maintaining high standards of patient care and service excellence. We are committed to supporting our employees in building their skills and advancing their careers within the organisation.

Training needs are identified through regular performance discussions and in response to evolving clinical practices, patient expectations, and regulatory requirements. Where appropriate, employees are encouraged to participate in professional development programmes, industry seminars, and skills-based workshops relevant to their roles. For clinical staff, we place particular emphasis on maintaining technical proficiency and staying abreast of advancements in aesthetic medicine.

By investing in the growth and capabilities of our people, we aim to enhance service quality, support employee engagement, and build a workforce that is resilient and adaptable to change.

3.1.3 Remuneration and Benefits

Our Group offers remuneration packages that are fair, competitive, and reflective of each employee’s role, experience, and contribution. Salary levels are informed by market data and reviewed periodically to ensure they remain appropriate.

All eligible employees receive statutory benefits in accordance with local legal requirements, including but not limited to pension schemes, social insurance, medical coverage, and leave entitlements. These benefits are administered consistently and in full compliance with applicable regulations.

In addition to base pay, discretionary bonuses may be awarded to recognise individual and collective contributions to our Group’s performance. These awards are determined based on performance appraisal scores, taking into account factors such as business results, operational excellence, and demonstration of our core values.

3.1.4 Health and Wellbeing

Our Group is committed to providing a safe and healthy working environment for all employees. This includes maintaining clinics and facilities to high standards of hygiene and safety, and ensuring that staff have access to the information and equipment they need to perform their roles safely.

We promote a culture of wellbeing that extends beyond physical safety. Employees are encouraged to raise concerns or suggest improvements relating to their working environment, and management is responsive to feedback that supports a positive and sustainable workplace culture.

BUSINESS

3.1.5 Our Workforce

During the Track Record Period, our Group’s workforce was as follows:

	Year ended December 31		
	2025	2024	2023
Total number of employees	442	398	275
By Gender			
Male	19	16	10
Female	423	382	265
By Categories			
Senior Management	6	6	2
Management	31	26	10
General Staff	405	366	263
By Age Group			
Below 30	144	134	113
30 – 50	262	238	154
Over 50	36	26	8
By Location			
Taiwan	442	398	275

Our Group did not have any incidents of non-compliance with relevant laws and regulations that have a significant impact on our Group relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.

3.2 Supply Chain Management

Our Group’s procurement function is responsible for sourcing all medical goods, equipment, and services required to support our clinical and administrative operations. Our procurement activities are organised into two main categories: medical equipments and medical consumables. Each category is managed with due attention to quality, compliance, operational needs, and cost effectiveness.

We are committed to responsible sourcing practices that reflect our dedication to patient safety, ethical conduct, and environmental stewardship. Wherever possible, we prioritise suppliers who demonstrate a commitment to quality, regulatory compliance, and sustainable business practices. Our principal suppliers are based in Taiwan, and we select partners based on their ability to meet our technical specifications, service requirements, and ethical expectations.

Supplier Distribution:

	Year ended 31 December		
	2025	2024	2023 ²
By Type			
Medical Consumables	5	2	NA
Medical Equipment	28	23	NA
Total number of suppliers	33	25	NA

² Due to changes in our Company structure, 2023’s supplier information could not be obtained.

BUSINESS

As part of our broader ESG commitments, we seek to strengthen engagement with our suppliers and promote responsible procurement across our supply chain. This includes:

- Evaluating suppliers on relevant criteria, including product quality, regulatory compliance, and alignment with our environmental and ethical standards.
- Prioritising sustainable options by favouring products and materials that support environmental objectives, such as energy-efficient medical devices or consumables with reduced environmental impact, where clinically appropriate and available.
- Supporting supply chain resilience by maintaining relationships with multiple qualified suppliers and monitoring market developments to anticipate and mitigate potential disruptions.

3.3 Data Security

As a medical aesthetics company handling sensitive personal information, we recognise the critical importance of data security and client privacy. We are committed to implementing robust information security measures, including encryption and access controls, to protect client data against unauthorised access, use or disclosure. All employees undergo regular training on data protection protocols and confidentiality obligations to ensure compliance with applicable laws and industry standards. By fostering a culture of security awareness and prioritising data governance, we uphold the trust placed in us and safeguard the privacy of those we serve.

3.4 Community Relations Management

Our approach to community engagement focuses on understanding local needs and contributing positively where we can. This includes supporting initiatives that promote health and wellbeing, as well as participating in activities that enrich the communities in which our clinics are located. Wherever possible, we encourage our employees to take an active role in community efforts, reflecting our belief that responsible corporate citizenship begins with individual commitment.

To translate these commitments into action, we have implemented targeted community investment initiatives across multiple years, including:

- **Health & Social Welfare Support:** Partnered with non-profit organisations to deliver direct care and relief, including home visits to elderly care centres, donation of electric patient transfer equipment, provision of new clothing for underprivileged children, and distribution of New Year’s meals to vulnerable families. We also collaborated with the Noordhoff Craniofacial Foundation to provide aesthetic care support for disadvantaged groups.
- **Disaster Relief & Emergency Support:** Mobilised company-wide employee donations and in-kind contributions to support disaster relief efforts, including the 2023 Turkey-Syria earthquake, demonstrating our commitment to global humanitarian response.

BUSINESS

- **Education & Youth Development:** Invested in the future of local youth by sponsoring the robotics team of one local secondary school for international competitions in Canada and AI technology competitions in Turkey, and funding after-school learning programs for underprivileged students in Chiayi to reduce educational inequality.
- **Environmental Stewardship:** Organised company-led coastal and river cleanup activities to promote environmental protection and sustainable community development.

PROPERTIES

Owned properties

As at 31 December 2025, we owned a property in Taoyuan City, Taiwan, consisting of a piece of land with total land area of 95.0 sq.m. and a shop space and carpark built upon such land with an aggregate GFA of approximately 776.5 sq.m., which were primarily leased to Doctors as Clinic premises.

Leased properties

As at 31 December 2025, we leased a total of 16 properties with an aggregate GFA of approximately 14,258 sq.m. in Taiwan, of which 13 properties with an aggregate GFA of approximately 13,105 sq.m. were sub-leased to Doctors as Clinic premises. As certain Clinics are established at adjacent locations which were leased to us as one premises, the number of properties leased to us for sub-leasing to Doctors as Clinic premises do not correspond to the number of Clinics operated under our brand. The remaining 3 leased properties were primarily used as our offices and warehouse. We believe this leasing strategy reduces our capital investment requirements and allows more flexibility for our network of Clinics operating under our brand. Our depreciation of right-of-use assets amounted to approximately HK\$21.1 million, HK\$18.7 million and HK\$25.4 million for the FY2023, FY2024 and FY2025, respectively.

All leased properties are leased under head leases which do not contain any covenants, easements, exceptions or reservations of an unusual or unduly onerous nature for an agreement of this nature. Our head leases for operation of Clinic premises typically have an initial term of two years to seven years. Where the terms and conditions of the option period could be accepted by us, such leases will contain an option to renew. Most of the head leases for operation of Clinic premises provide for a stepped rent. Our current head leases for operation of Clinic premises have expiration dates ranging from May 2027 to December 2032. As at the Latest Practicable Date, the number of Clinic head leases expiring in 2026, 2027 and 2028 and beyond were none, three and thirteen, respectively. In the event that we are not able to renew any of our leases, we believe that we could relocate our operations to new properties without due cost or disruption to our business.

Following our lease renewal policy, we keep track of the expiry dates of all our head leases. Most of our head leases include priority renewal rights. Head leases that will expire within one year will be identified, and their financial data analysis reports, market rent comparable and latest premise conditions will be provided to our management for assessment. If we intend to renew the relevant lease, we will issue a letter to the landlord to exercise the renewal option within the stipulated time frame (for leases with an option to renew) or issue a letter to the landlord around six to eight months prior to the expiry of the tenancy to notify them of our intention to renew (for leases without an option to renew). Upon receipt of the renewal offer, we will negotiate with the landlord regarding the terms and conditions of the tenancy, and if an agreement on principal terms and conditions has been reached, such agreement will be passed on to our chairman for final approval.

BUSINESS

Except for situations where lease renewal was not possible due to the building’s age rendering restoration of the premises impractical, our Directors confirmed that we had not encountered any material difficulties in the renewal of leases during the Track Record Period.

As at 31 December 2025, we leased nine properties which are subleased to third party tenants. Pursuant to Rules 5.01A and 5.01B of the Listing Rules, if the carrying amount (as defined in Rule 5.01(1) of the Listing Rules) of a property interest (as defined in Rule 5.01(3) of the Listing Rules) that forms part of an applicant’s property activities is or is above 1% of the applicant’s total assets, the document must include the full text of a valuation report for such property interest. As at 31 December 2025, being the date of which the most recent audited consolidated statements of the financial position of our Group, the carrying amount of our investment properties exceeds 1% of our total assets. Thus, Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent property valuer, was engaged to value such properties (“**Valued Properties**”) based on certain assumptions. Please see “Valuation Report” in Appendix III to this document for the valuation of the Valued Properties. Save and except for the Valued Properties, our Directors confirmed that as at 31 December 2025, no single property interest of ours (i) which formed part of our property activities had a carrying amount of 1% or more of our total assets, and the total carrying amount of property interests not valued did not exceed 10% of our total assets; and (ii) which did not form part of our property activities had a carrying amount of 15% or more of our total assets.

INTELLECTUAL PROPERTY

We believe that the success of our business and our competitive position depend on our brands and customer awareness of our brands. We recognise the importance of protecting and enforcing our intellectual property rights. We take appropriate steps to protect our intellectual property rights. Details of our intellectual property rights which we consider material to our business operation are more particularly set out under the paragraph headed “Statutory and General Information – B. Further Information about our Business – 3. Our Material intellectual property rights” in Appendix V to this document. We may take necessary legal action if any infringement of our Group’s trademarks and/or business names or any misappropriation of our Group’s intellectual property rights, brand names and/or goodwill is found. As at the Latest Practicable Date, we were not aware of any disputes or infringement of trademarks and patents that resulted in any material adverse effect on our Group.

LICENCES AND PERMITS

As advised by our Taiwan Legal Adviser, during the Track Record Period and up to the Latest Practicable Date, our Group had obtained all material licences and registrations required from the relevant authorities for its business and operations in all material respects. All such licences and registrations remain valid and in full force and effect. Further information on the material licences and permits necessary for the operation of our business is set out in “Regulatory Overview”.

We are required to renew certain licences and registrations from time to time. Throughout the Track Record Period and up to the Latest Practicable Date, we had not encountered any material difficulties in the renewal or application processes for these licences and registrations. We do not anticipate any material difficulties in future renewals or applications, as we are committed to continue to comply with all applicable requirements and conditions set forth by the relevant laws and regulations.

BUSINESS

The following table sets forth a list of our material licences and registrations necessary for our business and operations:

No.	Name of Holder	Licence/ Registration	Issuing Authority	Term of Validity/ Issuance Date
1.	Deesse Vivante (before Spin-off)	Drug Dealer License	Department of Health, Taipei City Government (台北市政府衛生局)	19 July 2018*
2.	Deesse Vivante (before Spin-off)	Medical Device Dealer License	Department of Health, Taipei City Government (台北市政府衛生局)	24 August 2023*
3.	JC Taiwan (before the company name was officially approved to be changed from Tenfei Biotech Co., Ltd to JC Taiwan on 20 September 2024)	Drug Dealer License	Department of Health, Taipei City Government (台北市政府衛生局)	10 January 2024*
4.	JC Taiwan (before the company name was officially approved to be changed from Tenfei Biotech Co., Ltd to JC Taiwan on 20 September 2024)	Medical Device Dealer License	Department of Health, Taipei City Government (台北市政府衛生局)	10 January 2024*
5.	JC Taiwan (before Merger)	Drug Dealer License	Department of Health, Taipei City Government (台北市政府衛生局)	10 September 2025*
6.	JC Taiwan (before Merger)	Medical Device Dealer License	Department of Health, Taipei City Government (台北市政府衛生局)	6 September 2024*
7.	JC Taiwan (before Merger)	Medical Device Good Distribution Practice (GDP) Certification (醫療器材良好運銷規範認證)	Taiwan Food and Drug Administration (衛生福利部食品藥物管理署)	12 March 2025 – 12 March 2028
8.	JC Taiwan (before Merger)	Western Medicine Good Distribution Practice (GDP) Certification (西藥良好運銷規範認證)	Taiwan Food and Drug Administration (衛生福利部食品藥物管理署)	5 March 2025 – 16 January 2028

BUSINESS

No.	Name of Holder	Licence/ Registration	Issuing Authority	Term of Validity/ Issuance Date
9.	JC Taiwan (upon completion of Merger)	Drug Dealer License	Department of Health, Taipei City Government (台北市政府衛生局)	12 February 2026*
10.	JC Taiwan (upon completion of Merger)	Medical Device Dealer License	Department of Health, Taipei City Government (台北市政府衛生局)	12 February 2026*

*Note: This licence is not subject to any expiration date.

LEGAL PROCEEDINGS AND COMPLIANCE

Legal proceedings

From time to time we have been, and may in the future be occasionally, involved in routine legal proceedings or disputes in the ordinary course of business that are common for our industry, including minor employment disputes, customer complaints and contract disputes with our suppliers or service providers. During the Track Record Period and up to the Latest Practicable Date, we had not been involved in any litigation or arbitration proceedings pending or, to our knowledge, threatened against us or any of our Directors that could have a material adverse effect on our business, reputation, financial condition or results of operations.

Legal compliance

During the Track Record Period and up to the Latest Practicable Date, we complied with the relevant laws and regulations in relation to our business in all material respects and there were no material breaches or violations of the laws or regulations applicable to our Group that would have a material adverse effect on our business or financial condition taken as a whole.

INTERNAL CONTROL AND RISK MANAGEMENT

Our Directors and senior management are responsible for the formulation of and for overseeing the implementation of the internal control measures and the effectiveness of risk management system, which is designed to provide reasonable assurance regarding the achievement of objectives relating to operations, reporting and compliance.

In accordance with the applicable laws and regulations, we have established procedures for developing and maintaining internal control systems. Such systems cover corporate governance, operations, management, legal matters, finance and auditing, as appropriate for our needs. We believe that our internal control systems and current procedures are sufficient in terms of comprehensiveness, practicability and effectiveness.

BUSINESS

To monitor the ongoing implementation of our risk management policies and corporate governance measures after the [REDACTED], we have adopted or will continue to adopt, among other things, the following risk management measures:

- establishment of an audit committee to review and supervise our financial reporting process and internal control system. Our audit committee consists of three independent non-executive Directors. For details of the qualifications and experience of these committee members, see “Directors and Senior Management”;
- adoption of various policies to ensure compliance with the Listing Rules, including but not limited to aspects related to risk management, connected transactions and information disclosure; and
- continuous arrangement of training sessions for our Directors and senior management in respect of the relevant requirements of the Listing Rules and duties of directors of companies listed in Hong Kong.

In preparation for the [REDACTED], we have engaged an independent third-party consultant (the “**Internal Control Consultant**”) to perform a review over selected areas of our internal controls over financial reporting in January 2026 (the “**Internal Control Review**”). The scope of the Internal Control Review performed by the Internal Control Consultant was agreed between us, the Sole Sponsor and the Internal Control Consultant. The selected areas of our internal controls over financial reporting that were reviewed by the Internal Control Consultant included entity-level controls and business process level controls, including store management, revenue and receivables, purchases and payables, inventory and logistics, payroll, fixed assets and intellectual property, treasury, insurance, financial reporting, tax, contract and general controls of information technology.

The Internal Control Consultant performed a follow-up review in April 2026 on the status of the management actions taken by our Group to address the initial findings of the Internal Control Review (the “**Follow-up Review**”). The Internal Control Consultant did not have any further recommendation in the Follow-up Review. The Internal Controls Review and the Follow-up Review were conducted based on information provided by the Group and no assurance or opinion on internal controls was expressed by the Internal Control Consultant.

Following the advice from the Internal Control Consultant, we have adopted and implemented a series of new internal control policies as well as measures and procedures designed to provide further assurance on effective and efficient operations, reliable financial reporting and compliance with applicable laws and regulations. Going forward, we will continue to regularly review and improve these internal control policies, measures and procedures.

Our Directors are of the view that our enhanced internal control system is adequate and effective for our current operations.

BUSINESS

Corporate Governance

We continuously strive to strengthen the role of our Board as a body responsible for decision-making concerning our fundamental policies and upper-level management issues, and supervising the execution of our operation. Our Board includes three independent non-executive Directors to ensure transparency in management and fairness in business decisions and operations. The independent non-executive Directors contribute to the enhancement of corporate value by providing advice and oversight based on their extensive administrative experience and specialised knowledge.

We have strengthened our auditing system to ensure the appropriate functioning of the risk management and operation oversight systems. We have established the audit committee which comprises three independent non-executive Directors to review and monitor the effectiveness of our financial controls, internal control and risk management systems. In addition, we have established an internal audit department that is responsible for undertaking extensive audits which cover the conduct of business by all members of our Group.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

OUR CONTROLLING SHAREHOLDERS

Immediately upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised and without taking into account the Shares to be issued upon exercise of the Pre-[REDACTED] Share Options or the Post-[REDACTED] Share Options), Ms. Chang (through her wholly-owned investment companies, namely Lenvor Holdings, Norvix Holdings and Rion Holdings), Ms. Chuang (through her majority-owned investment company, Ravix Holdings), Ms. CC Chang, Mr. Chang, Ms. Ni, Mr. Chuang, Mr. Chou and Mr. Wang will together hold approximately [REDACTED]% of the voting rights of our Company. Ms. Chang, Lenvor Holdings, Norvix Holdings, Rion Holdings, Ms. Chuang, Ravix Holdings, Ms. CC Chang, Mr. Chang, Ms. Ni, Mr. Chuang, Mr. Chou and Mr. Wang have confirmed under the AIC Confirmation, among other things, that they have been acting in concert with each other for the entire duration when all of them were/are contemporaneously either the legal and/or beneficial owners of shares in JC Taiwan and each of our Group companies, and shall continue to centralise the ultimate control and right to make decisions with respect to their interest in our businesses. Ms. Chang, Ms. Ni, Ms. Chuang, Ms. CC Chang, Mr. Chang, Mr. Chuang, Mr. Chou and Mr. Wang, together with Lenvor Holdings, Norvix Holdings, Rion Holdings and Ravix Holdings are our Controlling Shareholders.

Ms. Chang, Ms. Chuang and Mr. Wang

Details of the background of Ms. Chang, Ms. Chuang and Mr. Wang are set out in the section headed “Directors and Senior Management” in this document.

Ms. CC Chang

Ms. CHANG, Chia-Chi (張家綺) has over 15 years of experience in the media and healthcare industries in Taiwan. From March 2009 to November 2023, Ms. CC Chang served as a director at a prominent Taiwanese media organisation, where she was primarily responsible for overseeing media operations and strategy. Concurrent with her media career, Ms. CC Chang held the position of public relations and marketing manager at Deesse Vivante from March 2015 to April 2024, during which she managed its public relations initiatives and marketing activities. Since May 2024, Ms. CC Chang has been working in the chairman’s office of JC Taiwan, focusing on its corporate philanthropy and charitable initiatives.

Ms. CC Chang is the sister of Ms. Chang and Mr. Chang, sister-in-law of Ms. Ni, aunt of Ms. Chuang and Mr. Chuang, and aunt-in-law of Mr. Wang.

Mr. Chang

Mr. CHANG, Chih-Piao (張志標) has over ten years of marketing and management experience. He has been as a supervisor of Teng Fei Biotech Co., Ltd.* (騰飛生技股份有限公司) since August 2024. Teng Fei Biotech Co., Ltd.* is a company which offers comprehensive back-end system support for medical institutions in Taiwan, including services related to system integration, financial analysis, supply chain management for medical devices, and operational space leasing. Mr. Chang is primarily responsible for overseeing Teng Fei Biotech Co., Ltd.*’s operations.

During 2008 to 2015, Mr. Chang also served as the head of marketing of ANKH Beauty Co., Ltd. (健康美麗股份有限公司), a company primarily engaged in the provision of managed space rental services. Since November 2015, Mr. Chang has been the person-in-charge of ANKH Beauty Co., Ltd..

Prior to his current roles, Mr. Chang accumulated experience in the private sector, including a position in product marketing and sales at Weida Technology Co., Ltd.* (唯達科技股份有限公司) from 2001 to 2007.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

Mr. Chang is a graduate of the National Chia-Yi Industrial Vocational High School (國立嘉義高級工業職業學校), where he studied architectural drawing.

Mr. Chang is the spouse of Ms. Ni, brother of Ms. Chang and Ms. CC Chuang, uncle of Mr. Chuang and Ms. Chuang and the uncle-in-law of Mr. Wang.

Ms. Ni

Ms. NI, Hsiao-Chien (倪曉倩) has been a customer service manager at JC Taiwan since April 2024. Prior to her current role, she held the position of customer service manager at Deesse Vivante from October 2015 to March 2024.

Ms. Ni is the spouse of Mr. Chang, sister-in-law of Ms. Chang and Ms. CC Chang, aunt of Ms. Chuang and Mr. Chuang, and aunt-in-law of Mr. Wang.

Mr. Chuang

Mr. CHUANG, Jui-Hung (莊睿紘) is a search engine optimisation (SEO) professional based in Taiwan, with extensive experience in optimising both B2B and B2C websites. Mr. Chuang began his career at a renowned global digital marketing agency in Taipei, joining as an SEO specialist in April 2022. By April 2024, he was promoted to senior SEO specialist, and independently managed SEO projects and developed strategies for key clients.

Mr. Chuang holds a bachelor of arts in psychology from Penn State University in the United States.

Mr. Chuang is the son of Ms. Chang, brother of Ms. Chuang and nephew of Ms. CC Chang and Mr. Chang, nephew-in-law of Ms. Ni, and the brother-in-law of Mr. Wang.

Mr. Chou

Mr. Chou, Ming-Ju (鄒明儒) began his career in the insurance industry in February 2017 at Fubon Life Insurance, where he worked until April 2018. He subsequently moved to Global Star Insurance Brokers Co., Ltd.* (環球世達保險經紀公司), serving from April 2018 to April 2019. Since April 2019, Mr. Chou has been affiliated with Golden Insurance Brokers Co., Ltd.* (公勝保險經紀公司), where he continues to work in the insurance brokerage field.

INDEPENDENCE FROM OUR CONTROLLING SHAREHOLDERS

Our Directors do not expect that there will be any significant transactions between our Group and our Controlling Shareholders upon or shortly after the [REDACTED], other than those set out in “–Operational Independence” below in this section. We are capable of carrying on our business independently from and does not place undue reliance on our Controlling Shareholders, taking into consideration the following factors:

No competition and clear delineation of business

Our Directors, including our independent non-executive Directors, are of the view that to the best of their knowledge, belief and information, none of our Controlling Shareholders, our Directors and none of their respective close associates have interests in businesses which compete, or are likely to compete, either directly or indirectly, with our business.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

Management independence

Our Board comprises two executive Directors, two non-executive Directors and three independent non-executive Directors. Each of Ms. Chang (chairman of our Board and an executive Director), Ms. Chuang (an executive Director) and Mr. Wang (a non-executive Director) is one of the Controlling Shareholders of our Company. Having considered the following factors, our Directors consider that our management is capable of operating independently free from the Controlling Shareholders after the [REDACTED]:

- (a) each of our Directors is aware of his fiduciary duties as a Director which require, among other things, that he acts for the benefit and in the best interests of our Company and does not allow any conflict between his duties as a Director and his personal interest;
- (b) in the event that there is a potential conflict of interest arising out of any transaction to be entered into between us and our Directors or their respective close associates, the interested Director(s) shall abstain from voting at the relevant board meetings of our Company in respect of such transactions and shall not be counted in the quorum;
- (c) we have established internal control procedures independent from our Controlling Shareholders to facilitate the effective operation of our business activities;
- (d) all licences and permits required for the operation of our business are held by JC Taiwan instead of our Controlling Shareholders;
- (e) save as disclosed in the section “Directors and Senior Management”, our senior management members are independent from our Controlling Shareholders and are responsible for our daily operations in relation to finance, human resources, sales and marketing, procurement, quality control and operations; and
- (f) our independent non-executive Directors have sufficient knowledge, experience and competence, and will bring independent judgment to the decision making process of our Board, taking into account the advice of our senior management.

Financial independence

We have our own financial management and accounting systems and the ability to operate independently from our Controlling Shareholders from the financial perspective. We are capable of making financial decisions according to our own business needs. Our Directors also believe that we have sufficient capital, internal resources and credit profile in the case of future external financing needs to support our daily operations independently from our Controlling Shareholders and their respective close associates.

All the non-trade amounts due to or from our Controlling Shareholders and companies controlled by our Controlling Shareholders, as well as all guarantees, indemnities and other securities provided by us for the benefit of our Controlling Shareholders, and companies controlled by our Controlling Shareholders, or vice versa, will be fully settled or released upon or before the [REDACTED]. There will be no financial assistance, security and/or guarantee provided by our Controlling Shareholders in favour of our Group or vice versa after the [REDACTED].

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

Operational independence

We are capable of making business decisions independently. On the basis of the following factors, our Directors believe that we will continue to operate independently from our Controlling Shareholders and companies controlled by our Controlling Shareholders:

- (a) we have established a set of internal control measures to facilitate the effective operations of our business;
- (b) we have our own administrative and corporate governance infrastructure across each of our core functions;
- (c) our customers, being the Doctors, and our suppliers are all independent from our Controlling Shareholders and we do not rely on our Controlling Shareholders or their respective close associates for any access to suppliers and customers;
- (d) we have an independent management team to handle our day-to-day operations;
- (e) we are in possession of all relevant licences and workforce necessary to carry on and operate our business independent from the Controlling Shareholders and their associates; and
- (f) save and except for the following transactions, among related party transactions entered into between our Group and certain entities controlled by our Controlling Shareholders entered into in the ordinary course of our business during the Track Record Period (as disclosed in Note 26 to the Accountants’ Report set out as Appendix I), there will not be any other continuing connected transactions with our Controlling Shareholders immediately after the [REDACTED]:
 - (i) the Deesse Vivante Leasing Framework Agreement entered into between us as landlord and Deesse Vivante as tenant, pursuant to which we sub-leased designated retail spaces within the Clinic premises to Deesse Vivante for sales of its skincare and health supplement products. The Deesse Vivante Leasing Framework Agreement constitutes a de minimis connected transaction which is exempt from the circular (including independent financial advice) and shareholders’ approval requirements under Rule 14A.76(2) of the Listing Rules. For details, please see “Connected Transactions – Non-exempt continuing connected transaction”.

Revenue generated from the Deesse Vivante Leasing Transactions represented only approximately nil, 3.5% and 4.5% of our total revenue for FY2023, FY2024 and FY2025, respectively. Our Directors are of the view that this lease only contributed to an insignificant part of our total revenue, and the cessation of such lease will not result in disruption to the respective businesses of our Group or the Clinics, which focus on the provision of services to the Clinics and Members instead. Therefore, we do not have any operational reliance on Deesse Vivante;
 - (ii) procurement of pre- and post-treatment skincare products from Deesse Vivante from time to time for use by our beauticians in providing pre-treatment and post-treatment care to Members at Clinics. Such procurement transactions, aggregated on annual basis, constitutes a fully exempt de minimis connected transaction under Rule 14A.76(1) of the Listing Rules. For details, please see “Connected Transactions – Fully exempt connected transactions – 1. Procurement of skincare products from Deesse Vivante”.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

The annual procurement amounts under the above transactions represented nil, only approximately 0.1% and 0.1% of our total cost of sales for FY2023, FY2024 and FY2025, respectively. Our Directors are of the view that we could switch to another supplier of these pre- and post-treatment skincare products at similar prices within a reasonable period of time without due cost or disruption to our business in case Deesse Vivante ceases to supply them to us. Therefore, we do not have any operational reliance on Deesse Vivante;

- (iii) a sub-lease agreement entered into between us as landlord and Deesse Vivante as tenant, in respect of part of a property leased to us, for office use by Deesse Vivante. This sub-lease constitutes a fully exempt de minimis connected transaction under Rule 14A.76(1) of the Listing Rules. For details, please see “Connected Transactions – Fully exempt connected transactions – 2. Sub-lease of office premises to Deesse Vivante”.

Revenue generated from such lease transaction represented nil, nil and only approximately 0.1% of our total revenue for FY2023, FY2024 and FY2025, respectively; and

- (iv) a head lease agreement entered into between us as tenant and a wholly-owned company of Ms. Chang as landlord, in respect of a property which we sub-leased to a Doctor for the operation of a Clinic. Such head lease constitutes a fully exempt de minimis connected transaction under Rule 14A.76(1) of the Listing Rules. For details, please see “Connected Transactions – Fully exempt connected transactions – 3. Lease of Clinic premises from ANKH Beauty Co., Ltd.”

Such head lease will continue after [REDACTED] in accordance with its lease term under the existing head lease agreement, which is from April 2024 to September 2028, with an option to renew. Revenue generated from the relevant Clinic represented only approximately 8.8%, 8.7% and 9.5% of our total revenue for FY2023, FY2024 and FY2025, and the annual aggregate lease payments from us to the landlord is expected to be approximately NT\$4.0 million for FY2026. We had not encountered any material difficulties in the renewal of this head lease during the Track Record Period.

Our Directors are of the view that these lease properties only contributed to an insignificant portion of the total number of Clinic premises leased by our Group and we could relocate the relevant Clinic to other similar premises in close proximity at similar prices within a reasonable period of time without due cost or disruption to our business in case we need to relocate, therefore, we do not have any operational reliance on Ms. Chang.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

Our Directors (including our independent non-executive Directors) consider that such continuing connected transactions have been entered into in the ordinary and usual course of our business and are based on arm’s length negotiation and on normal commercial terms that are in the interests of our Group and our Shareholders as a whole. These continuing connected transactions between us and entities controlled by our Controlling Shareholders are not material in value as far as we are concerned.

CORPORATE GOVERNANCE MEASURES FOR RESOLVING ACTUAL AND/OR POTENTIAL CONFLICTS OF INTERESTS

Upon the [REDACTED], we will continue to enter into connected transactions with certain companies controlled by our Controlling Shareholders and adopt the following measures for resolving actual and/or potential conflicts of interests of our Controlling Shareholders:

- (a) in preparation for the [REDACTED], our Company has amended our Articles of Association to comply with the Listing Rules. In particular, our Articles of Association provide that, except for certain exceptions permitted under the Articles, a Director shall not vote on any board resolution approving any contract in relation to which he has a material interest, nor shall such Director be counted in the quorum present at the meeting. Furthermore, a Director who holds directorship and/or senior management positions in the Controlling Shareholders or any of its associates (other than our Company or any member of our Group) shall not vote on any board resolution regarding any transactions proposed to be entered into between any member of our Group and the Controlling Shareholders or any of its associates (other than our Company or any member of our Group), nor shall such Director be counted in the quorum present at such meeting;
- (b) we have appointed Guotai Junan Capital Limited as our compliance adviser, which will provide advice and guidance to us with respect to compliance with the applicable laws and the Listing Rules, including but not limited to various requirements relating to Directors’ duties and internal controls;
- (c) the management structure of our Group includes an audit committee, a remuneration committee and a nomination committee, the terms of reference of each of which will require them to be alert to prospective conflict of interest and to formulate their proposals accordingly; and
- (d) pursuant to the Corporate Governance Code in Appendix C1 to the Listing Rules, our Directors, including our independent non-executive Directors, will be able to seek independent professional advice from external parties in appropriate circumstances at our Company’s costs.

Our Company is expected to comply with the Corporate Governance Code in Appendix C1 to the Listing Rules which sets out principles of good corporate governance in relation to, among others, Directors, chief executive, Board composition, the appointment, re-election and removal of Directors, their responsibilities and remuneration and communication with our Shareholders. Our Company will state in our interim and annual reports whether we have complied with such code, and will provide details of, and reasons for, any deviation from it in the corporate governance reports attached to our annual reports.

CONNECTED TRANSACTIONS

OVERVIEW

Prior to the [REDACTED], we have entered into certain transactions with parties who will, upon the [REDACTED], become connected persons of our Company. Following completion of the [REDACTED], there will also be continuing connected transactions of our Company under the Listing Rules. Details of these transactions as well as the waiver granted by the Stock Exchange from strict compliance with the relevant requirements in Chapter 14A of the Listing Rules are set out below.

NON-EXEMPT CONTINUING CONNECTED TRANSACTION

Background

During the Track Record Period, we (as landlord) had sub-leased designated retail spaces in proximity to the Clinic premises, which were both leased to us under the same head lease, to Deesse Vivante (as tenant) for the purpose of selling skincare products and health supplements (“**Deesse Vivante Leasing Transactions**”). As at the Latest Practicable Date, we had sub-leased designated retail spaces of a total GFA of approximately 581.8 sq.m. in proximity to 11 Clinic premises to Deesse Vivante.

The monthly rental payable was determined based on a hybrid structure comprising (i) a fixed minimum guaranteed rent (“**Base Rent**”) and (ii) a variable turnover-based rent (“**Percentage Rent**”):

- *Base Rent:* This component is a pre-determined, fixed monthly amount payable for the designated retail spaces. The Base Rent for the sub-leased retail space is calculated based on the proportion of the GFA of retail spaces sub-leased to Deesse Vivante relative to the total GFA of the relevant premises leased to us under the relevant head lease. This proportion is then applied to the total monthly rent payable by us for the relevant Clinic premises under our head lease with the property owner. The pro-rata allocation helps ensure the Base Rent directly correlates to our cost for leasing the specific space occupied and the commercial value of the overall location.
- *Percentage Rent:* This component is calculated as a percentage of Deesse Vivante’s gross revenue generated from the product sales at the respective designated retail spaces. During the Track Record Period, the agreed rate was 25% of the gross sales revenue generated at the designated retail space, which was determined through arm’s length negotiation between the parties with reference to the standard commission rates or concession fees charged by major retail channels, such as department stores and shopping malls, for the sale of similar merchandise, namely skincare products and health supplements.

The Base Rent is paid in advance on the first day of each month. In respect of the Percentage Rent, Deesse Vivante pays the difference at month-end, if any, where 25% of its monthly sales revenue exceeds the already-paid Base Rent for that month.

Relationship

Deesse Vivante is controlled as to 30% by Ms. Chang, the chairman of our Board and an executive Director, and one of our substantial Shareholders. Deesse Vivante is therefore an associate of our connected person under the Listing Rules.

Deesse Vivante is principally engaged in the retail of skincare products and health supplements, with a core business focus on women’s health and beauty wellness. Our Directors confirm that Deesse Vivante does not operate any business that is, or is likely to, compete, either directly or indirectly, with the business of our Group.

CONNECTED TRANSACTIONS

Future arrangement

In anticipation of the [REDACTED], our Company entered into an agreement (“**Deesse Vivante Leasing Framework Agreement**”) with Deesse Vivante to set out the framework terms governing the Deesse Vivante Leasing Transactions on [•] 2026, the principal terms of which are set out below:

Our Company has agreed to sub-lease or to procure our subsidiary(ies) to lease designated retail spaces in proximity to Clinic premises leased to us to Deesse Vivante from time to time during the term of the Deesse Vivante Leasing Framework Agreement. The term of the Deesse Vivante Leasing Framework Agreement is from the [REDACTED] to 31 December 2028, unless terminated earlier in accordance with the Deesse Vivante Leasing Framework Agreement.

The relevant member of our Group and Deesse Vivante will enter into separate leases with respect to the Deesse Vivante Leasing Transactions concerning the designated retail spaces in proximity to one or more Clinic premises. The term of the lease with respect to the designated retail spaces in proximity to each Clinic premises shall be the same as the term of the head lease pursuant to which the relevant premises was leased to us.

The Deesse Vivante Leasing Framework Agreement may be terminated by either party giving not less than one months’ prior written notice to the other party. As such, our Group enjoys the flexibility to relocate any Clinic to other premises and to terminate the lease of designated retail space in proximity to the relevant Clinic at any time should (i) we receive notice from the relevant landlord that the head lease with respect to the relevant premises would be terminated or the term of which would not be renewed; or (ii) we consider the relevant premises no longer suitable for operation of the Clinic and/or the designated retail space or is no longer cost-competitive.

In addition, the Deesse Vivante Leasing Framework Agreement (i) may be automatically terminated upon Deesse Vivante ceasing to be a connected person of our Company; (ii) may be terminated by either party if the other party fails to rectify any breach of any of the provisions of the Deesse Vivante Leasing Framework Agreement, which can be rectified within 30 days; (iii) may be terminated by either party if the other party commits a material breach of any of the provisions of the Deesse Vivante Leasing Framework Agreement which is not capable of rectification; or (iv) may be terminated by either party immediately without notice in case the other party has become subject to any liquidation or insolvency.

Should there be any renewal of the term of the Deesse Vivante Leasing Framework Agreement, our Company will ensure compliance with all relevant requirements under Chapter 14A of the Listing Rules.

Pricing policy

The terms of, and the consideration payable under, such agreements will be negotiated on a case-by-case and an arm’s length basis, entered into in the ordinary and usual course of business of our Group and shall be on normal commercial terms which, from our perspective, shall be no more favourable to Deesse Vivante than those made available from our Group to our independent third-party tenants.

The monthly rental payable in respect of designated retail spaces in proximity to each Clinic premises shall be determined in accordance with the current pricing arrangements and pricing basis of the Deesse Vivante Leasing Transactions, as detailed in “– Background” above. In addition, the Base Rent and Percentage Rent chargeable shall be at market rates and no less favourable than the rental/commission rates for spaces within the same premises charged by our Group to other independent third parties.

CONNECTED TRANSACTIONS

Historical transaction amounts

The aggregate annual rental fees we charged Deesse Vivante under the Deesse Vivante Leasing Transactions for FY2023, FY2024 and FY2025 were nil, HK\$13.4 million and HK\$29.0 million, respectively.

The amount of rent paid by Deesse Vivante to us for FY2025 was more than those for FY2023 and FY2024 because the GFA of the designated retail spaces leased by us to Deesse Vivante had increased from approximately 26.4 sq.m. for FY2023 and FY2024 to approximately 52.9 sq.m. for FY2025.

Our Group has engaged an independent property valuer who has confirmed that the historical transaction amounts concerning the Deesse Vivante Leasing Transactions (i) are fair and reasonable to us; and (ii) reflect prevailing market conditions.

Annual cap on future transaction amounts

In accordance with Rule 14A.53 of the Listing Rules, we have set annual caps for the maximum aggregate amounts payable by Deesse Vivante to us under the Deesse Vivante Leasing Transactions for FY2026, FY2027 and FY2028 as follows:

	FY2026	FY2027	FY2028
Amounts payable by Deesse Vivante to us under the Deesse Vivante Leasing Transactions	NT\$125,000,000 (equivalent to approximately HK\$31,151,872*)	NT\$137,500,000 (equivalent to approximately HK\$34,267,059*)	NT\$151,250,000 (equivalent to approximately HK\$37,693,765*)

**Note:* Based on the exchange rate of HK\$1 to NT\$4.0126 on the Latest Practicable Date.

Such aggregate annual cap amounts have been determined on the basis of and by reference to, inter alia, (a) the historical rental records in respect of the relevant premises under the existing Deesse Vivante Leasing Transactions; (b) the anticipated increase in the rental under the current economic condition; and (c) taking into account a suitable and adequate buffer on the estimated aggregate annual amounts payable by Deesse Vivante to us as prudent contingency in case of events such as substantial increases in sales generated from products sold at the leased retail spaces in proximity to the Clinic premises, adjustments to business plans and inflation.

In the event that for any particular year during the term of the Deesse Vivante Leasing Framework Agreement the aggregate amounts receivable by us under all individual leases would exceed the relevant annual cap amount, our Company and Deesse Vivante will take appropriate action to comply with the relevant requirements under the Listing Rules regarding the payment of any and all amounts in excess of the relevant annual cap amount by Deesse Vivante to us.

CONNECTED TRANSACTIONS

Reasons for, and benefits of, the Deesse Vivante Leasing Framework Agreement

From our perspective, this Deesse Vivante Leasing Framework Agreement provides a secure and synergistic revenue stream by monetising underutilised space in proximity to the Clinic premises, which were both leased to us under the same head lease. The hybrid rental structure guarantees a stable, cost-covering Base Rent determined by our obligations under the head lease entered into with the property owners, while the Percentage Rent directly aligns with and profits from Deesse Vivante’s sales performance, creating a shared incentive to maximise sales without additional operational burden. Furthermore, the arrangement strategically enhances the value proposition of the Clinics by adding complementary retail offerings (i.e. skincare and health supplements) that cater to the existing clientele of the Clinics, potentially increasing customer dwell time and satisfaction, all while maintaining control over the Clinic premises and the flexibility to relocate the Clinic premises as needed for its primary operations.

In addition, for the purposes of administrative convenience, the Deesse Vivante Leasing Framework Agreement is, among others, to pre-agree the aggregate annual cap amount which the total amounts payable by Deesse Vivante to us under the Deesse Vivante Leasing Transactions.

Listing Rules implications

Since one or more of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the abovementioned transactions is/are more than 5%, and all the amounts of the maximum aggregate annual transaction value in respect of the abovementioned transactions exceed HK\$10,000,000, the transactions are subject to the announcement, annual reporting, annual review and circular and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules.

Waiver application for non-exempt continuing connected transactions

In respect of the Deesse Vivante Leasing Framework Agreement, our Company expects these non-exempt continuing connected transactions to be carried out on a continuing basis and to extend over a period of time. Our Directors therefore consider that strict compliance with the announcement, annual reporting, annual review and circular and independent shareholders’ approval requirements under the Listing Rules would impose unnecessary administrative costs upon us.

Accordingly, we have applied for, and the Stock Exchange [has granted] to us, a waiver from strict compliance with the announcement, annual reporting, annual review and circular and independent shareholders’ approval requirements under the Listing Rules relating to the above non-exempt continuing connected transactions in respect of the Deesse Vivante Leasing Framework Agreement.

Apart from the requirement with which strict compliance has been waived by the Stock Exchange as described above, we will comply with the relevant requirements under Chapter 14A of the Listing Rules that are applicable to the continuing connected transactions under the Deesse Vivante Leasing Framework Agreement.

The independent non-executive Directors will review the continuing connected transactions under the Deesse Vivante Leasing Framework Agreement and confirm in the annual report of our Company that such transactions for the financial year under review have been entered into in the manner as set out in Rule 14A.55 of the Listing Rules.

CONNECTED TRANSACTIONS

Confirmation from our Directors

Our Directors (including the independent non-executive Directors) are of the view that the non-exempt continuing connected transactions under the Deesse Vivante Leasing Framework Agreement have been and will be entered into in the ordinary and usual course of business of our Group, are on normal commercial terms, are fair and reasonable, and are in the interests of our Group and the Shareholders as a whole.

Our Directors (including the independent non-executive Directors) are also of the view that the proposed annual caps for such transactions are fair and reasonable, and in the interests of our Group and the Shareholders as a whole.

Confirmation from the Sole Sponsor

The Sole Sponsor has reviewed the relevant information and historical figures prepared and provided by our Group relating to the non-exempt continuing connected transactions which have been and will be entered into pursuant to the Deesse Vivante Leasing Framework Agreement and have also conducted due diligence by discussing these transactions with our Group, the independent property valuer, and our advisers, and have obtained various representations and confirmations from our Company and other members of our Group. Based on the Sole Sponsor’s due diligence, it is of the view that these non-exempt continuing connected transactions have been and will be entered into in our ordinary and usual course of business, are on normal commercial terms, are fair and reasonable, and are in the interests of our Group and the Shareholders as a whole. The Sole Sponsor is also of the view that the proposed annual caps for these non-exempt continuing connected transactions are fair and reasonable and in the interests of our Group and the Shareholders as a whole.

FULLY EXEMPT CONNECTED TRANSACTIONS

Following the [REDACTED], the following transactions will be regarded as continuing connected transactions fully exempt from the reporting, announcement, annual review and independent shareholders’ approval requirements under Rule 14A.76 of the Listing Rules.

1. Procurement of skincare products from Deesse Vivante

During the Track Record Period, we had procured pre- and post-treatment skincare products from Deesse Vivante for use by our beauticians in providing pre-treatment and post-treatment care to Members.

The procurement price was determined based on the selling prices offered by Deesse Vivante for wholesales of the products.

Listing Rules implications

As the highest of the relevant aggregated percentage ratios in respect of the above procurement transactions will, on an annual basis, be less than 5% and the maximum aggregate annual transaction value in respect of such transactions will be less than HK\$3,000,000, they will, pursuant to Rule 14A.76(1) of the Listing Rules, constitute de minimis continuing connected transactions exempt from the reporting, announcement, annual review and independent shareholders’ approval requirements in Chapter 14A of the Listing Rules.

CONNECTED TRANSACTIONS

2. Sub-lease of office premises to Deesse Vivante

Description of transaction

During the Track Record Period, we had leased a premises with a total GFA of approximately 1,158.5 sq.m. in Xinyi District, Taipei City (“**Xinyi Premises**”), part of which (with total GFA of approximately 651.6 sq.m.) was used as our headquarter, and the remaining part (with total GFA of approximately 506.9 sq.m.) (“**Sub-leased Xinyi Premises**”) was sub-leased to Deesse Vivante for office use at a monthly rent of NT\$0.6 million. Pursuant to the lease agreement in respect of the Sub-leased Xinyi Premises, since the Sub-leased Xinyi Premises represent 43.75% of the total GFA of the Xinyi Premises, Deesse Vivante shall share 43.75% of the water and electricity charges and management fees incurred in respect of the Xinyi Premises, which is payable together with the rent to us on monthly basis.

The rent for the Sub-leased Xinyi Premises was calculated based on the proportion of the GFA of the Sub-leased Xinyi Premises relative to the total GFA of the Xinyi Premises. This proportion is then applied to the total rent payable by us for the Xinyi Premises under our head lease with the property owner.

Listing Rules implications

As the highest of the relevant percentage ratios in respect of the sub-lease of the Sub-leased Xinyi Premises to Deesse Vivante will, on an annual basis, be less than 5%, and the maximum aggregate annual transaction value in respect of such transaction will be less than HK\$3,000,000, it will, pursuant to Rule 14A.76(1) of the Listing Rules, constitute de minimis continuing connected transactions exempt from the reporting, announcement, annual review and independent shareholders’ approval requirements in Chapter 14A of the Listing Rules.

3. Lease of Clinic premises from ANKH Beauty Co., Ltd.

Description of transaction

During the Track Record Period, we (as tenant) had entered into a head lease agreement entered with ANKH Beauty Co., Ltd, a wholly-owned company of Ms. Chang (as landlord) for a property at a monthly rent of NT\$0.3 million. We had sub-leased such property to a Doctor for the operation of a Clinic.

The rent was determined based on the then prevailing rental rates for properties of similar size and with similar attributes within the same building.

Listing Rules implications

As the highest of the relevant percentage ratios in respect of the above head lease will, on an annual basis, be less than 5%, and the maximum aggregate annual transaction value in respect of such transaction will be less than HK\$3,000,000, it will, pursuant to Rule 14A.76(1) of the Listing Rules, constitute de minimis continuing connected transactions exempt from the reporting, announcement, annual review and independent shareholders’ approval requirements in Chapter 14A of the Listing Rules.

DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Our Board of Directors currently consists of seven Directors, comprising two executive Directors, two non-executive Directors and three independent non-executive Directors. Our Board of Directors is responsible and has general powers for the management and conduct of our business. Our Directors serve a term of three years and may be re-elected for successive reappointments.

The following table sets out certain information of our Directors:

Name	Age	Position	Date of appointment as Director	Time of joining our Group	Roles and responsibilities	Relationship with Directors and senior management
Executive Directors						
Ms. CHANG, Li-Chi (張麗綺) (former name: CHANG, Li-Chun (張麗純))	60	Chairman of our Board and executive Director	November 2025	April 2024	Responsible for overall business strategies, development plan and management of our Group	Mother of Ms. Chuang Yu Ching, and mother-in-law of Mr. Wang Tsung Wei
Ms. CHUANG, Yu-Ching (莊于靚)	32	Executive Director	April 2026	September 2023	Overseeing daily operation and management of our Group	Daughter of Ms. Chang Li Chi, and spouse of Mr. Wang Tsung Wei
Non-executive Directors						
Mr. WANG, Tsung-Wei (王琮崙)	31	Non-executive Director	April 2026	April 2026	Overseeing daily operation and management of our Group	Son-in-law of Ms. Chang Li Chi, and spouse of Ms. Chuang Yu Ching
Mr. KUO, Cheng-Hung (郭政弘)	62	Non-executive Director	April 2026	September 2024	Overseeing daily operation and financial management of our Group	None

DIRECTORS AND SENIOR MANAGEMENT

Name	Age	Position	Date of appointment as Director	Time of joining our Group	Roles and responsibilities	Relationship with Directors and senior management
Independent Non-executive Directors						
Mr. CHEN, Chun-Chih (陳群志)	50	Independent non-executive Director	[•]	[•]	Responsible for supervising and offering independent judgment to the Board	None
Ms. HSU, Hsiu-Min (徐修敏)	35	Independent non-executive Director	[•]	[•]	Responsible for supervising and offering independent judgment to the Board	None
Mr. CHEN, Hui-Min (陳慧銘)	63	Independent non-executive Director	[•]	[•]	Responsible for supervising and offering independent judgment to the Board	None

Executive Directors

Ms. CHANG, Li-Chi (張麗綺) (former name: CHANG, Li-Chun (張麗純)), aged 60, is the chairman of our Board and an executive Director. In 2011, Ms. Chang founded Deesse Vivante, which is principally engaged in the research, development and sale of medical-grade skincare products and functional health beverages, and the trading of medical device, primarily to medical aesthetic clinics in Taipei. Deesse Vivante is listed on the Taiwan OTC Market (stock code: 6539). Recognising the burgeoning demand for medical aesthetic services and the distinct regulatory requirements between general health products and medical aesthetics in Taiwan, Ms. Chang has established JC Taiwan and led a strategic restructuring involving the Spin-off of the medical aesthetic platform business from Deesse Vivante to JC Taiwan in April 2024. Since then, she has been appointed as the chairman of the board of directors and a director of JC Taiwan. Ms. Chang was further appointed as our Director in November 2025, and appointed as the chairman of our Board and redesignated as an executive Director in April 2026, and has been responsible for the overall business strategies, development plan and management of our Group.

Ms. Chang has over 20 years of experience in the beauty industry. She founded ANKH Beauty Co., Ltd. (健康美麗股份有限公司) in 2007, and acted as its president during 2007 to 2017. Subsequently, she founded Deesse Vivante in 2011, and acted as the chairman of its board of directors since 2017.

Ms. Chang obtained a bachelor’s degree majoring agriculture from Chinese Culture University (中國文化大學) in Taiwan in June 1990. She also completed the Sixth Session of the China CEO Global Training Programme organised by the Shanghai Jiao Tong University (上海交通大學) in December 2019.

DIRECTORS AND SENIOR MANAGEMENT

Ms. CHUANG, Yu-Ching (莊于靚), aged 32, is an executive Director. Ms. Chuang joined our Group in September 2023 and was appointed as our Director in April 2026.

Ms. Chuang has seven years of experience in the beauty industry. During August 2018 to March 2024, Ms. Chuang acted as the executive assistant to the chairman of the board of directors of Deesse Vivante, serving as the chief facilitator for the chairman’s office and managing all board-related activities, including coordinating the full board calendar, preparing briefing materials, managing communications with stakeholders, and serving as the primary liaison to the board of directors and the senior executives of Deesse Vivante to ensure alignment and the efficient flow of information. Since April 2024, she served as the executive assistant to the chairman of the board of directors of JC Taiwan, serving as the primary liaison for its board of directors, providing high-level advisory support and orchestrating all board governance activities, while also conducting research, managing special projects, and acting as a gateway between the board of directors and external stakeholders.

Ms. Chuang obtained a master’s degree in business administration from Coventry University in the United Kingdom in November 2018. Ms. Chuang also completed CKGSB Next Generation Global Leading Innovators Programme at the Business School of University of Oxford in May 2024.

Non-executive Directors

Mr. WANG, Tsung-Wei (王琮威), aged 31, is a non-executive Director. Mr. Wang was appointed as our Director in April 2026.

Mr. Wang has over 12 years of experience in the film and cinema industry. During October 2020 to March 2026, Mr. Wang served as vice general manager in Longshong Entertainment Multimedia Co., where Mr. Wang secured Taiwan distribution rights for various international movies and participated as an investor in a Taiwanese film. From October 2020 to March 2026, Mr. Wang served as vice general manager in Broadway Cinema in Taiwan, where he had led organizational restructuring, including human resources optimization, implementation of new cinema systems, and deployment of automation and ticketless entry, significantly enhancing operational efficiency and cost control, while contributing to strategic expansion and new location development.

Mr. Wang has obtained a bachelor’s degree in Sociology from Queen’s University in Canada in June 2017.

Mr. KUO, Cheng-Hung (郭政弘), aged 62, is a non-executive Director. Mr. Kuo was appointed as our Director in April 2026.

Mr. Kuo has extensive experience in accounting. He has served at Deloitte Taiwan (勤業會計師事務所) (now known as Deloitte & Touche (勤業眾信聯合會計師事務所)) (“**Deloitte & Touche**”) since July 1991. He subsequently became a partner and was promoted to equity partner of the audit function of Deloitte & Touche, prior to his retirement in June 2023.

Mr. Kuo is a director of various companies listed on the TPEX, including Cathay Financial Holding Co., Ltd. (國泰金融控股股份有限公司) (2882.TW), Cathay United Bank Co., Ltd. (國泰世華商業銀行股份有限公司) (5835.TW) and Choice Development, Inc (秋雨創新股份有限公司) (9929.TW), and was a director of Airoha Technology (達發科技股份有限公司) (6526.TW). He is also a director of TCM Biotechnology Corp. (泰宗生物科技股份有限公司) (4169.TWO), a company listed on the Emerging Stock Board of the TPEX.

Mr. Kuo obtained a master’s degree from the National Taiwan University (國立臺灣大學), majoring in business, in June 1991. Mr. Kuo has become a certified accountant under the Accountant Act of the Republic of China in February 1998.

DIRECTORS AND SENIOR MANAGEMENT

Independent Non-executive Directors

Mr. CHEN, Chun-Chih (陳群志), aged 50, was appointed as our independent non-executive Director in [•] 2026.

Mr. Chen began his career as an auditor in the audit department of PricewaterhouseCoopers Taiwan during January 2004 to November 2004. From April 2005 to July 2007, he served as an assistant manager in the tax function at Deloitte & Touche, focusing on tax advisory and compliance matters. During August 2007 to May 2014, he served as a specialist in both the listed company supervision and listing review departments of the Emerging Stock Board of the TPEX, where he was primarily responsible for the regulation and review of companies listed on the Emerging Stock Board. From November 2014 to March 2016 and December 2016 to October 2017, he acted as the associate director of Yuanta Venture Capital Corp. (元大創業投資股份有限公司), where his primary responsibilities included overseeing mergers, acquisitions and investment projects.

Mr. Chen subsequently pursued a career in law, serving as a senior associate at Chien Yeh Law Firm (建業法律事務所) from December 2017 to April 2020. Since October 2022, he has been the managing partner of Chuangming Law Firm* (創名法律事務所).

Mr. Chen is also an independent director of First Gold Securities Co., Ltd. (第一金證券(股)公司) (2892.TW), a company listed on the TPEX. He is also an independent director of Deesse Vivante, an independent director of Formosa Saint Jose Corp. (聖州企業(股)公司) (7764.TWO), and a director of Santi Renewable Energy Company Limited* (三地能源(股)公司) (6946.TWO), each of these companies is listed on the Emerging Stock Board of the TPEX.

Mr. Chen obtained a master’s degree in law and a master’s degree in business from the National Chengchi University (國立政治大學) in Taiwan in June 2015 and July 2002, respectively. Mr. Chen is qualified in practising accounting and law. Mr. Chen has become a certified accountant under the Accountant Act of the Republic of China in 2016. He was also admitted to practice law by the Ministry of Justice (法務部) of the Republic of China in 2016.

DIRECTORS AND SENIOR MANAGEMENT

Ms. HSU, Hsiu-Min (徐修敏), aged 35, was appointed as our independent non-executive Director in [•] 2026.

Ms. Hsu has over ten years of experience in business consultancy and business management. She had been a senior consultant at Deloitte & Touche from October 2013 to August 2016, where she was primarily responsible for providing professional consultation on enterprise internal control systems and regulatory compliance, conducting risk assessments, and assisting clients in addressing audit and compliance requirements. From September 2016 to December 2018, she served as an operations manager at Quanshin Feng Co., Ltd.* (全鑫豐有限公司), where she was primarily responsible for daily operational management, managing accounting processes and budget control, and establishing and improving internal company procedures. From November 2019 to April 2021, she had also worked in the business management unit at Peng Ding Technology Holdings Co., Ltd.* (鵬鼎科技股份有限公司), assisting in daily operations, participating in financial planning, budget control, and process improvement, and facilitating cross-departmental communication and project execution. Since December 2018 and up to the present, she has held the position of supervisor at Eurogear Corporation (厚茂股份有限公司), and is primarily responsible for overseeing its financial and operational status, and reviewing its financial statements and internal control-related documents. During March 2023 and up to the present, she has also been serving as a director of Quanshunfeng Co., Ltd.* (全順豐有限公司), supervising its operations and financial condition, and overseeing its corporate strategy and governance matters.

Ms. Hsu obtained a bachelor’s degree in business administration from the National Taiwan University (國立臺灣大學) in June 2013. Ms. Hsu was qualified as a certified public accountant licensed by the Board of Accountancy of the State of Maine, the U.S. in March 2019.

Mr. CHEN, Hui-Min (陳慧銘), aged 63, was appointed as our independent non-executive Director on [•].

Mr. Chen worked at Deloitte & Touche from August 1987 to February 2023. He subsequently served as an equity partner at Deloitte & Touche until his retirement in February 2023. Since November 2023 and December 2025, he took the role of chairman at each of Wisdom Rich Management Consulting Co., Ltd.* (慧豐富管理顧問股份有限公司) and Nexora Technology Co., Ltd. (瑞宇國際股份有限公司), respectively.

Mr. Chen is an independent director of World Fitness Services Ltd. (世界健身-KY) (2762.TPE), a director of Lemtech Holdings Co., Limited (聯德控股股份有限公司) (4912.TPE), and an independent director of Promate Electronic Co., Ltd. (豐藝電子股份有限公司) (6189.TPE), each being a company listed on the TPEX.

Mr. Chen obtained a master’s degree in business administration from the National Taiwan University (國立臺灣大學) in June 2010. Mr. Chen has become a certified accountant under the Accountant Act of the Republic of China (Taiwan) in December 1996.

DIRECTORS AND SENIOR MANAGEMENT

Our Senior Management

Our senior management is responsible for the day-to-day management of our business. Our senior management team comprises the members as set out in the table below.

Name	Age	Position	Date of appointment as senior management	Time of joining our Group	Roles and responsibilities	Relationship with Directors and senior management
KUO, Pei-Chen (郭珮甄)	44	General manager of business operations	June 2024	June 2024	Overseeing daily operations, managing budget and resources, and leading different departments to meet financial and operational targets	Sister of Ms. KUO, Sih-Chien (郭思蓓)
LIN, Hsiang-Yi (林湘誼) (former name: LIN, Chun-Ju (林純如))	49	General manager of business operations	June 2024	June 2024	Overseeing daily operations, managing budget and resources, and leading different departments to meet financial and operational targets	None
LIN, I-Hsuan (林宜萱)	37	Manager of finance and accounting department	June 2024	June 2024	Overseeing the financial operations of Group	None
KUO, Sih-Chien (郭思蓓) (former name: KUO, Ya-Ying (郭亞穎))	43	Marketing manager	June 2024	June 2024	Developing brand strategy and integrated marketing campaigns across digital, public relations and events	Sister of KUO, Pei-Chen (郭珮甄)
KUO, Chin (郭勁)	35	Manager of digital development department	April 2024	April 2024	Leading group-level data application initiatives to drive digital transformation, overseeing business operations and cross-border digital strategies, and managing customer service systems	None
CHANG, Kai-Wei (張凱維)	45	Manager of legal affairs department	November 2025	November 2025	Contract review, overseeing regulatory compliance and managing dispute resolution	None
TAI, Chun-Yi (戴純怡)	55	Administration manager	April 2024	April 2024	Overseeing personnel, procurement, general affairs and warehouse operations	None

DIRECTORS AND SENIOR MANAGEMENT

Ms. KUO, Pei-Chen (郭珮甄), aged 44, joined our Group and was appointed as the vice general business manager of JC Taiwan in June 2024. She is primarily responsible for overseeing daily operations, managing budget and resources, and leading different departments to meet financial and operational targets.

During July 2018 to February 2022, Ms. Kuo served as vice general manager at Jing Chi Management Consulting Co., Ltd.* (君綺管理顧問股份有限公司), overseeing its daily operations. From March 2022 to May 2024, she acted as the clinic manager of Jing Chi Da'an Clinic (君綺大安診所), and was primarily responsible for its operations management. Since February 2026, Ms. Kuo has also been appointed as an associate professor at CTBC University of Technology (中信科技大學) in Taiwan.

Ms. Kuo obtained the degree of executive master of business administration from the University of Liege, Belgium in January 2017. Ms. Kuo passed the required skills certification of class C skill category of architecture drawing and obtained a technician certificate issued by Ministry of Labor of the Republic of China in March 1999. She also obtained a general equivalency certificate issued by the Department of Education, Taipei City Government, Republic of China in December 2025, which attested a skill-based academic level in the Industrial Field of Architecture equivalent to that of a senior vocational high school graduate.

Ms. LIN, Hsing-Yi (林湘誼) (former name: LIN, Chun-Ju (林純如)), aged 49, joined our Group and was appointed as a general business manager of JC Taiwan in June 2024. She is primarily responsible for overseeing daily operations, managing budget and resources, and leading different departments to meet financial and operational targets.

Prior to joining our Group, Ms. Lin held the position as a general manager at Jing Chi Management Consulting Co., Ltd.* (君綺管理顧問股份有限公司) during February 2018 to February 2022, where she was primarily responsible for overseeing daily operations, managing budget and resources, and leading different departments to meet financial and operational targets. She was subsequently appointed as a general manager at one of the Clinics (then operated under Deesse Vivante) during March 2022 to May 2024, focusing on overseeing daily operations, managing budget and resources, and leading different departments to meet financial and operational targets.

Ms. Lin obtained a master's degree in business administration from the Feng Chia University (逢甲大學) in Taiwan in June 2024.

Ms. LIN, I-Hsuan (林宜萱), aged 37, joined our Group and was appointed as the associate director of JC Taiwan on June 2024. She oversees the financial operations of Group, including managing budgets, financial reporting, and ensuring regulatory compliance. She also leads the accounting team, conduct financial analysis to guide business decisions, and maintain the integrity of fiscal processes and controls of our Group.

Prior to joining our Group, she worked as a senior member under the audit department at Deloitte & Touche from September 2013 to October 2015. During October 2015 to October 2021, she worked as accountant at Makalot Industrial Co., Ltd. (聚陽實業股份有限公司) (1477.TPE), a company listed on the TPEX. During October 2021 to February 2022, Ms. Lin served as a senior manager at Jing Chi Management Consulting Co., Ltd.* (君綺管理顧問股份有限公司). She then served as a senior manager at Jing Chi Da'an Clinic from March 2022 to May 2024.

Ms. Lin obtained a master's degree business administration from the National Taiwan University (國立臺灣大學) in June 2013. She also passed the Senior Professional and Technical Examinations for Certified Public Accountants organised by the Ministry of Examination of the Republic of China in November 2012.

DIRECTORS AND SENIOR MANAGEMENT

Ms. KUO, Sih-Chien (郭思蓓) (former name: KUO, Ya-Ying (郭亞穎)), aged 43, joined our Group and was appointed as the manager of JC Taiwan on June 2024. She is primarily responsible for developing brand strategy and integrated marketing campaigns across digital, public relations and events, managing social media and collaborations with key opinion leaders, using CRM data and analytics to optimise business performance, and planning major events like press conferences and activities for our members.

During July 2018 to February 2022, she held the position of manager at Jing Chi Management Consulting Co., Ltd.* (君綺管理顧問股份有限公司). She was subsequently appointed as the manager of a Clinic in Da'an District, Taiwan (then operated under Deesse Vivante) from March 2022 to May 2024, and was primarily responsible for developing brand strategy and planning marketing activities.

Ms. Kuo obtained a bachelor's degree in banking and finance from Jinwen University of Science and Technology (景文科技大學) in Taiwan in June 2008.

Mr. KUO, Chin (郭勁), aged 35, joined our Group and was appointed as associate director of JC Taiwan in April 2024. He is primarily responsible for leading group-level data application initiatives to drive digital transformation, overseeing business operations and cross-border digital strategies, and managing customer service systems to enhance consumer experience through data insights and technology integration.

Prior to joining our Group, Mr. Kuo he served as an assistant manager in the data science services division at Deloitte & Touche from January 2022 to July 2022, where he was primarily responsible for data implementation and application projects for clients in the banking, government, and manufacturing sectors. During July 2022 to March 2024, Mr. Kuo served as a senior manager at Deesse Vivante, where he was primarily responsible for the integration of member data.

Mr. Kuo obtained a master's degree in business administration from the Chung Yuan Christian University (中原大學) in Taiwan in June 2016. Mr. Kuo obtained a series of professional certifications demonstrating his expertise across business analysis, data visualization, cloud architecture, and machine learning. He was recognised as a Microsoft Certified: Power BI Data Analyst Associate in March 2022. He was also recognised as a Tableau Desktop Specialist in May 2022. He also obtained the AWS Certified Solutions Architect – Associate certification and the advanced AWS Certified Machine Learning – Specialty certification in December 2023 and November 2024, respectively. In August 2025, he was awarded the PMI Professional in Business Analysis (PMI-PBA) certification by the Project Management Institute.

Mr. CHANG, Kai-Wei (張凱維), aged 45, joined our Group and was appointed as the associate director of JC Taiwan in November 2025. His key responsibilities include contract review, overseeing regulatory compliance and managing dispute resolution.

DIRECTORS AND SENIOR MANAGEMENT

Prior to joining our Group, Mr. Chang served as a contract legal personnel at the National Property Administration of the Ministry of Finance of the Republic of China (財政部國有財產局) from December 2006 to August 2009. Subsequently, he held the position of legal affairs section chief at Lealea Group (力麗集團) until January 2016, and was primarily responsible for overseeing corporate contracts, managing mergers and acquisitions, and acting as the deputy spokesperson. He was also responsible for supervising shareholder services and ensuring compliance across these areas. During November 2016 to April 2024, Mr. Chang served as the associate director of Deesse Vivante, and was primarily responsible for contract review, regulatory compliance and dispute resolution.

Mr. Chang obtained a bachelor of law degree from the National Taiwan University (國立臺灣大學) in January 2010. Mr. Chang was also certified as a Certified Privacy Management Professional by the Ministry of Digital Affairs (數位發展部) of Taiwan, Institute for Information Industry (財團法人資訊工業策進會) of Taiwan and the Taiwan Personal Information Protection and Administration System (台灣個人資料保護與管理制度) in March 2026.

Ms. TAI, Chun-Yi (戴純怡), aged 55, joined our Group and was appointed as associate director of JC Taiwan in April 2024. She is primarily responsible for overseeing personnel, procurement, general affairs and warehouse operations. Her responsibilities include managing recruitment, sourcing suppliers, maintaining facilities, and optimising inventory control to ensure efficient daily operations.

Prior to joining our Group, Ms. Tai served as the manager at the administration department of Cairong Co., Ltd.* (采榮股份有限公司) during September 2011 to December 2015, where she was responsible for managing human resources, procurement and general administrative matters. During January 2016 to March 2024, she served as associate director of Deesse Vivante, and was primarily responsible for human resources, procurement, general administration, and warehouse management.

Ms. Tai has graduated from the healthcare service management department of the Yuanpei Institute of Medical Technology (元培醫事管理專科學校) (now known as Yuanpei University of Medical Technology (元培醫事科技大學)) in June 1992.

JOINT COMPANY SECRETARIES

Ms. LIN I-Hsuan (林宜萱) is the joint company secretary of our Company. See “– Senior Management” in this section for the biographical details of Ms. Lin.

Ms. FUNG Sin Ting Karin (馮羨婷) was appointed as the other joint company secretary of our Company in April 2026. Ms. Fung is an executive of the listing services division at TMF Hong Kong Limited and is responsible for provision of corporate secretarial and compliance services to listed company clients. She has over 4 years of experience in company secretarial profession. Ms. Fung is an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. Ms. Fung received a Bachelor’s Degree in Business Administration from the Hang Seng University of Hong Kong in December 2021 and a Master of Corporate Governance from The Hong Kong Polytechnic University in October 2025.

BOARD COMMITTEES

We have established the following committees within our Board of Directors, namely, Audit Committee, Remuneration Committee and Nomination Committee. The committees operate in accordance with the terms of reference adopted by our Board.

DIRECTORS AND SENIOR MANAGEMENT

Audit committee

We have established our Audit Committee with written terms of reference in compliance with Rules 3.21 of the Listing Rules and the Paragraph D.3 in Part 2 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules. The Audit Committee consists of three members, namely, Mr. CHEN, Hui-Min (陳慧銘), Mr. CHEN, Chun-Chih (陳群志) and Ms. HSU, Hsiu-Min (徐修敏), with appropriate accounting and financial management expertise. Mr. CHEN, Hui-Min (陳慧銘) is the chairperson of the committee. The primary duties of the Audit Committee include:

- (i) reviewing the financial controls and the internal control and risk management systems of our Group;
- (ii) monitoring the integrity of our Company’s financial statements; and
- (iii) making recommendations to our Board on the appointment, re-appointment and removal of external auditors.

Remuneration Committee

We have established our Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Paragraph E.1 of Part 2 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules. The Remuneration Committee consists of four members, namely, Mr. CHEN, Chun-Chih (陳群志), Ms. Chang, Mr. CHEN, Hui-Min (陳慧銘) and Ms. HSU, Hsiu-Min (徐修敏). Mr. CHEN, Chun-Chih (陳群志) is the chairperson of the committee. The primary duties of the Remuneration Committee include:

- (i) making recommendations to our Board regarding our policy and structure of the remuneration of our Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policies; and
- (ii) making recommendations to our Board on the remuneration packages of our Directors and senior management.

Nomination Committee

We have established our Nomination Committee with written terms of reference in compliance with Rule 3.27A of the Listing Rules and Paragraph B.3 in Part 2 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules. The Nomination Committee consists of four members, namely, Ms. Chang, Mr. CHEN, Hui-Min (陳慧銘), Mr. CHEN, Chun-Chih (陳群志) and Ms. HSU, Hsiu-Min (徐修敏). Ms. Chang is the chairman of the committee. The primary duties of the Nomination Committee include:

- (i) making recommendations to review the structure, size and composition (including the skills, knowledge and experience) of our Board; and
- (ii) making recommendations to our Board on appointment or re-appointment of Directors; and
- (iii) reviewing our Company’s board diversity policy.

DIRECTORS AND SENIOR MANAGEMENT

REMUNERATION AND COMPENSATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

We offer our executive Directors and senior management members, who are also the Company’s employees, compensation in the form of fees, salaries, retirement benefit scheme contributions, discretionary bonus, housing allowances and other benefits in kind. Our independent non-executive Directors receive compensation with reference to their respective positions and duties, including being a member or the chairperson of Board committees.

The aggregate remuneration (including salaries, bonuses, share-based compensations, contributions to pension schemes and other employee benefits) received by our Directors were approximately HK\$0.5 million, HK\$0.5 million and HK\$0.7 million for FY2023, FY2024 and FY2025, respectively. None of our Directors had waived any remuneration during the same period.

Under the arrangement currently in force, we estimate the total compensation before taxation, including estimated-share based compensation, to be accrued to our Directors for FY2026 to be approximately HK\$1.3 million. The actual remuneration of Directors in FY2026 may be different from the expected remuneration.

For FY2023, FY2024 and FY2025, there were no Directors among the five highest paid individuals. The total emoluments for the individuals among the five highest paid individuals amounted to approximately HK\$3.6 million, HK\$4.3 million and HK\$8.4 million for FY2023, FY2024 and FY2025, respectively.

No remuneration was paid by our Group to our Directors or the five highest paid individuals as an inducement to join or upon joining us or as a compensation for loss of office during the Track Record Period. We confirmed that during the Track Record Period, no consideration was paid by our Company to, or receivable by, our Directors for making available directors’ services or as termination benefits.

Save as disclosed above, no other payments had been made or are payable during the Track Record Period by our Group to our Directors, Supervisors or the five highest paid individuals.

CONFIRMATION FROM OUR DIRECTORS

Save as disclosed herein, as of the Latest Practicable Date, to the best knowledge, information and belief of our Directors having made all reasonable enquiries, there was no other material matters relating to his/her appointment as our Directors that need to be brought to the attention of our Shareholders and there is no other information in relation to our Directors which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Each of our Directors confirms that as of the Latest Practicable Date, he or she did not have any interest in a business which competes or is likely to compete, directly or indirectly, with our business, and requires disclosure under Rule 8.10 of the Listing Rules and further confirms that he or she (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules on 22 April 2026, and (ii) understands his or her obligations as a director of a listed issuer on the Stock Exchange under the Listing Rules.

Each of the independent non-executive Directors confirms (i) his/her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules, (ii) that he or she has no past or present financial or other interest in the business of our Company or its subsidiaries (if any) or any connection with any core connected person of our Company under the Listing Rules as of the Latest Practicable Date, and (iii) that there are no other factors that may affect his/her independence at the time of his/her appointments.

DIRECTORS AND SENIOR MANAGEMENT

CORPORATE GOVERNANCE

We are committed to achieving high standards of corporate governance which are crucial to our development and safeguard the interests of our Shareholders. To accomplish this, save for the deviation disclosed below, we expect to comply with the corporate governance requirements under the Corporate Governance Code and Corporate Governance Report as set out in Appendix C1 to the Listing Rules after the [REDACTED].

Pursuant to code provision C.2.1 of the Corporate Governance Code, companies listed on the Stock Exchange are expected to comply with, but may choose to deviate from the requirement that the roles of chairperson of the board and chief executive should be separate and should not be performed by the same individual. We do not have a separate chairperson of the Board and chief executive, and Mr. Wang currently acts as both our chairperson of the Board and our general manager. Mr. Wang is our founder and has played an important leadership role in our Company’s development. The Board believes that vesting the roles of both chairperson of the Board and general manager in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired, and this structure will enable our Company to make and implement decisions promptly and effectively. For further information relating to our Company’s corporate governance measures, please see “Relationship with Our Controlling Shareholder – Corporate Governance” in this document.

BOARD DIVERSITY POLICY

In order to enhance the effectiveness of our Board and to maintain the high standard of corporate governance, we have adopted the board diversity policy which sets out the objective and approach to achieve and maintain diversity of our Board. Pursuant to the board diversity policy, we seek to achieve Board diversity through the consideration of a number of factors when selecting the candidates to our Board, including but not limited to gender, skills, age, professional experience, knowledge, cultural and educational background, ethnicity and length of service. The ultimate decision of the appointment will be based on merit and the contribution which the selected candidates will bring to our Board.

Our Board has a balanced mix of knowledge, skills and experiences in various aspects, including business management, business development, finance, accounting and sales management. We have three independent non-executive Directors with different industry backgrounds, representing more than one third of the members of our Board. Furthermore, our Board has a diverse age and gender representation. Taking into account our existing business model and specific needs as well as the different background of our Directors, the composition of our Board satisfies our board diversity policy.

DIRECTORS AND SENIOR MANAGEMENT

Our Nomination Committee is responsible for reviewing the structure and diversity of the Board and selecting individuals to be nominated as Directors. After the [REDACTED], our Nomination Committee will monitor and evaluate the implementation of the board diversity policy from time to time to ensure its continued effectiveness, and when necessary, make any revisions that may be required and recommend any such revisions to our Board for consideration and approval. The Nomination Committee will also include in our corporate governance report a summary of the board diversity policy, including any measurable objectives set for implementing the board diversity policy and the progress on achieving these objectives, on an annual basis.

EMPLOYEE INCENTIVE SCHEMES

For information, please refer to “Appendix V – Statutory and General Information – Share Option Schemes.”

COMPLIANCE ADVISER

We have appointed Guotai Junan Capital Limited as our compliance adviser in compliance with Rules 3A.19 and 19A.05 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, we will consult with and seek advice from our compliance adviser in the following circumstances:

- (a) before the publication of any regulatory announcement, circular or financial report;
- (b) where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
- (c) where we propose to use the [REDACTED] of the [REDACTED] in a manner different from that detailed in this document or where its business activities, developments or results deviate from any forecast, estimate, or other information in this document; and
- (d) where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of the securities of our Company, the possible development of a false market in the securities of our Company or any other matters.

The term of the appointment shall commence on the [REDACTED] and end on the date on which our Company distributes its annual report in respect of its financial results for the first full financial year commencing after the [REDACTED]. Our Company may terminate the appointment of our compliance adviser by giving a one-month prior written notice to the compliance adviser.

SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised and without taking into account the Shares to be issued upon exercise of the Pre-[REDACTED] Share Options or the Post-[REDACTED] Share Options), the following persons will have an interest or a short position in Shares or underlying Shares which will be required to be disclosed to our Company and the Stock Exchange pursuant to the provisions of Division 2 and 3 of Part XV of the SFO, or will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Group:

Name of shareholder	Nature of interest	Shares held as of the date of this document		Immediately after the [REDACTED] (assuming the [REDACTED] is not exercised and without taking into account the Shares to be issued upon exercise of the Pre-[REDACTED] Share Options or the Post-[REDACTED] Share Options)	
		Number of Shares ⁽¹⁾	Approximate percentage of interest in our Company	Number of Shares ⁽¹⁾	Approximate percentage of interest in our Company
Lenvor Holdings ⁽²⁾	Beneficial owner	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Norvix Holdings ⁽²⁾	Beneficial owner	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Rion Holdings ⁽²⁾	Beneficial owner	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Ms. Chang ⁽²⁾	Interest in controlled corporation	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Ravix Holdings ⁽³⁾	Beneficial owner	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Ms. Chuang ⁽³⁾	Interest in controlled corporation	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Chang	Beneficial owner	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

SUBSTANTIAL SHAREHOLDERS

Notes:

- (1) The letter “L” denotes a person’s long position in our Shares.
- (2) Assuming that the April Subscriptions were completed as at the Latest Practicable Date, as at the Latest Practicable Date, Lenvor Holdings, Norvix Holdings and Rion Holdings directly held [REDACTED] Shares, [REDACTED] Shares and [REDACTED] Shares, respectively, which aggregate to [REDACTED] Shares. Each of Lenvor Holdings, Norvix Holdings and Rion Holdings is directly wholly-owned by Ms. Chang. By virtue of the SFO, Ms. Chang is deemed to be interested in these [REDACTED] Shares.
- (3) Ravix Holdings is directly owned as to approximately 99.9% by Ms. Chuang. By virtue of the SFO, Ms. Chuang is deemed to be interested in the Shares which Ravix Holdings is interested in.
- (4) Shareholding information in the table above is presented on the assumption that the April Subscriptions have been completed prior to the completion of the [REDACTED].

For further details of the relationship among our substantial shareholders, please see “History, Reorganisation and Corporate Structure” and “Relationship with our Controlling Shareholders”.

Save as disclosed above and in “Appendix V – Statutory and General Information – C. Further Information about Our Directors and Substantial Shareholders”, our Directors are not aware of any person who will, immediately following the completion of the [REDACTED] and assuming that the [REDACTED] is not exercised, have an interest or a short position in the Shares or underlying Shares which will be required to be disclosed to our Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO or will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of our Group.

SHARE CAPITAL

SHARE CAPITAL

The following is a description of the authorised and issued share capital of our Company in issue and to be issued as fully paid or credited as fully paid upon the completion of the [REDACTED]:

Authorised share capital:	Nominal value (HK\$)
390,000,000 Shares of HK\$0.001 each	390,000

Assuming the [REDACTED] is not exercised, the issued share capital of our Company immediately upon completion of the [REDACTED] will be as follows (without taking into account the Shares to be issued upon exercise of the Pre-[REDACTED] Share Options or the Post-[REDACTED] Share Options):

Issued and to be issued share capital:	Nominal value (HK\$)	Approximate percentage of issued share capital (%)
[39,112,825] Shares in issue as of the date of this document (<i>Note</i>)	[39,112.8]	[REDACTED]
[REDACTED] Shares to be issued under the [REDACTED]	[REDACTED]	[REDACTED]
[REDACTED] Shares in total	[REDACTED]	[REDACTED]

Note: On the assumption that the April Subscriptions had been completed as at the date of the document. For details, please see “History, Reorganisation and Corporate Structure - Pre-[REDACTED] Investments - Subscriptions in April 2026”.

Assuming the [REDACTED] is exercised in full, the issued share capital of our Company immediately upon completion of the [REDACTED] will be as follows (without taking into account the Shares to be issued upon exercise of the Pre-[REDACTED] Share Options or the Post-[REDACTED] Share Options):

Issued share capital:	Nominal value (HK\$)	Approximate percentage of issued share capital (%)
[39,112,825] Shares in issue as of the date of this document (<i>Note</i>)	[39,112.8]	[REDACTED]
[REDACTED] Shares to be issued under the [REDACTED]	[REDACTED]	[REDACTED]
[REDACTED] Shares in total	[REDACTED]	[REDACTED]

Note: On the assumption that the April Subscriptions had been completed as at the date of the document. For details, please see “History, Reorganisation and Corporate Structure - Pre-[REDACTED] Investments - Subscriptions in April 2026”.

SHARE CAPITAL

ASSUMPTIONS

The above table assumes that the [REDACTED] has become unconditional and the Shares are issued pursuant to the [REDACTED]. It takes no account of (a) any Shares which may be allotted and issued pursuant to the exercise of the Pre-[REDACTED] Share Options or the Post-[REDACTED] Share Options; or (b) which may be allotted and issued or repurchased by our Company pursuant to the general mandates granted to our Directors to issue or repurchase Shares as described below.

RANKING

The [REDACTED] and all Shares shall rank pari passu with all existing Shares in issue on the date of the allotment and issue of such Shares, and in particular will be entitled to all dividends or other distributions declared, made or paid after the date of this document.

MINIMUM PUBLIC FLOAT

Pursuant to Rule 8.08(1)(a) Listing Rules, at the time of the [REDACTED] and at all times thereafter, we must maintain the minimum prescribed percentage of at least [REDACTED]% of our total issue share capital in the hands of the public (as defined in the Listing Rules).

SHARE OPTION SCHEMES

We have conditionally adopted the Pre-[REDACTED] Share Option Scheme pursuant to which we granted Pre-[REDACTED] Share Options as further described in “Appendix V – Statutory and General Information – D. Share Option Schemes – Pre-[REDACTED] Share Option Scheme”. We have also conditionally adopted the Post-[REDACTED] Share Option Scheme as further described in “Appendix V – Statutory and General Information – D. Share Option Schemes – Post-[REDACTED] Share Option Scheme”.

GENERAL MANDATE

Our Directors have been granted a general unconditional mandate (the “**General Mandate**”) to allot, issue and deal with, otherwise than by way of rights issue, scrip dividend schemes or similar arrangements providing for allotment of Shares in lieu of the whole or in part of any dividend in accordance with the Articles, or pursuant to the exercise of the options or vesting of awards to be granted under the Pre-[REDACTED] Share Option Scheme and the Post-[REDACTED] Share Option Scheme, or under the [REDACTED] or upon the exercise of the [REDACTED], an aggregate number of Shares not exceeding the sum of (a) 20% of the aggregate number of issued Shares immediately following the completion of the [REDACTED] (but excluding any Shares which may be issued upon exercise of the [REDACTED] or Shares which may be issued under the Pre-[REDACTED] Share Option Scheme and the Post-[REDACTED] Share Option Scheme); and (b) the aggregate number of Shares which may be repurchased by our Company under the Repurchase Mandate.

This General Mandate will expire:

- (i) at the conclusion of our Company’s next annual general meeting; or
- (ii) upon the expiry of the period within which our Company is required by any applicable law or the Memorandum and Articles of Association to hold its next annual general meeting; or

SHARE CAPITAL

- (iii) when varied, revoked or renewed by an ordinary resolution of our Shareholders in general meeting;

whichever occurs first.

For further details of the General Mandate, “Appendix V – Statutory and General Information – A. Further Information about our Group – 3. Resolutions in writing of our Shareholders passed on 2026”.

REPURCHASE MANDATE

Our Directors have been granted a general unconditional mandate (the “**Repurchase Mandate**”) to exercise all of the powers of our Company to repurchase Shares with an aggregate nominal value of not more than 10% of the aggregate nominal amount of the share capital of our Company in issue, as enlarged by the [REDACTED] (but excluding any Shares which may be allotted, issued or sold upon exercise of the [REDACTED] or Shares which may be issued under the Pre-[REDACTED] Share Option Scheme and the Post-[REDACTED] Share Option Scheme).

This Repurchase Mandate relates only to repurchases made on the Stock Exchange or on any other stock exchange on which our Shares are [REDACTED] (and which is recognised by the SFC and the Stock Exchange for this purpose), and which are made in accordance with all applicable laws and the requirements of the Listing Rules. Further information required by the Stock Exchange to be included in this document regarding the repurchase of Shares is set out in “Appendix V – Statutory and General Information – A. Further Information about our Group – 6. Repurchases of our own securities”.

This Repurchase Mandate will expire:

- (i) at the conclusion of our Company’s next annual general meeting; or
- (ii) upon the expiry of the period within which our Company is required by any applicable law or the Memorandum and Articles of Association to hold its next annual general meeting; or
- (iii) when varied, revoked or renewed by an ordinary resolution of our Shareholders in general meeting;

whichever occurs first.

For further information about this Repurchase Mandate, please see “Appendix V – Statutory and General Information – A. Further Information about our Group – 6. Repurchases of our own securities”.

SHARE CAPITAL

CIRCUMSTANCES UNDER WHICH GENERAL MEETINGS AND CLASS MEETINGS ARE REQUIRED

Our Company currently only has one class of shares in issue, namely ordinary shares, each of which ranks *pari passu* with the other shares.

Pursuant to the Cayman Islands Companies Act and the terms of the Memorandum and the Articles, our Company may from time to time by ordinary resolution of Shareholders: (i) increase its capital; (ii) consolidate and divide its capital into Shares of larger amount; (iii) divide its Shares into several classes; (iv) sub-divide its Shares into Shares of smaller amount; and (v) cancel any Shares which have not been taken. In addition, our Company may, subject to the provisions of the Cayman Islands Companies Act, reduce its share capital or any capital redemption reserve or other undistributable reserve in any way by special resolution. For further details, please see “Appendix IV – Summary of the Constitution of our Company and Cayman Islands Company Law – 2. Articles of Association – (a) Shares – (iii) Alteration of capital”.

Pursuant to the Cayman Islands Companies Act and the terms of the Memorandum and the Articles, all or any of the special rights attached to our Shares or any class of our Shares may (unless otherwise provided for by the terms of issue of that class) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued Shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of our Shares of that class. For further details, please see “Appendix IV – Summary of the Constitution of our Company and Cayman Islands Company Law – 2. Articles of Association – (a) Shares – (ii) Variation of rights of existing shares or classes of shares”.

FINANCIAL INFORMATION

You should read this section in conjunction with our combined financial information, including the notes thereto, as set out in “Appendix I – Accountant’s Report” to this document. The combined financial information has been prepared in accordance with HKFRSs.

The following discussion and analysis contain forward-looking statements that involve risks and uncertainties. These statements are based on assumptions and analysis made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate under the circumstances. However, our actual results may differ significantly from those projected in the forward-looking statements. Factors that might cause future results to differ significantly from those projected in the forward-looking statements include those discussed in “Risk Factors”.

OVERVIEW

We are a major participant in the women’s health service market in Taiwan according to Frost & Sullivan, and we aspire to become a comprehensive women’s health consumption platform across Asia. Since 2011, we have been operating under our flagship brand “Jing Chi” (君綺), adopting a brand-driven business-to-business-to-consumer (B-to-B-to-C) cooperation model through which we provide comprehensive non-medical operational support services to medical aesthetic Clinics operated by licensed Doctors. In 2024, we strategically expanded into the traditional Chinese medicine (TCM) sector, further broadening our footprint in the women’s health consumer market. Leveraging our integrated capabilities in brand management and Member data management, combined with AI-driven data analytics, we effectively unlock and maximise Member value across multiple health and wellness dimensions, including but not limited to medical aesthetics, anti-aging, skin and body rejuvenation, and TCM. While our business is currently focused on Taiwan, we are actively exploring expansion opportunities into the Japanese market. According to Frost & Sullivan, we are one of the largest medical aesthetic services brands in Taiwan in terms of revenue for 2025, and one of the largest aesthetic service platforms in Taiwan in terms of revenue in 2025, accounting for approximately 12.8% of the total market share of the aesthetic service platform industry in Taiwan for that year.

Our business is built upon a brand-driven cooperation model under which we cooperate with licensed medical Doctors to establish and operate Clinics under our flagship brand “Jing Chi” (君綺), whereby we provide comprehensive non-medical operational support, including (i) clinic branding and operation service, comprising brand management and trademark licensing, on-site consumer services and administrative management; (ii) procurement of medical devices, consumables and pharmaceuticals; and (iii) clinic leasing. This integrated platform creates a “plug-and-play” environment, allowing the Doctors to focus exclusively on delivering medical services, while we leverage our brand power to handle all other aspects of operating the Clinics. This division of labour empowers us to ensure standardised, quality service delivery to consumers, and maintain control over supply chains and equipment of the Clinics. The Clinics offer a diversified portfolio of aesthetic solutions, ranging from non-surgical medical aesthetic services (such as laser, anti-aging lifting and sculpting, and injection services) and surgical medical aesthetic services (such as plastic surgeries for facial or body contouring) to TCM health management. As at 31 December 2025, 19 Clinics strategically located in major metropolitan areas across Taiwan, including Taipei, Taoyuan, Hsinchu, Taichung, and Kaohsiung, were operating under our flagship brand.

For FY2023, FY2024 and FY2025, our total revenue was HK\$234.0 million, HK\$387.1 million and HK\$634.3 million, respectively, representing a CAGR of 64.6% over the three years. Our profit for the years amounted to HK\$5.7 million, HK\$71.7 million and HK\$149.0 million for FY2023, FY2024 and FY2025, representing a CAGR of 411.5% over the three years.

FINANCIAL INFORMATION

BASIS OF PRESENTATION

During the period from 1 January 2023 to 31 March 2024, our business was carried out by Deesse Vivante. For the purpose of this historical financial information, a process has been completed to specifically identify assets, liabilities, revenue, expenses and cash flows of our business for the period from 1 January 2023 to 31 March 2024.

The historical financial information only includes transactions and balances that are attributable to our business. Transactions and balances from 1 January 2023 to 31 March 2024 were attributed to our business based on specific identification except for those set out below, for which they were accounted for using the most relevant bases in the views of the management of our Company:

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

In preparation of the [REDACTED], the companies comprising our Group underwent Reorganisation to incorporate the Company as the holding Company of the companies which now comprise our Group to conduct the Business as set out in Note 1 in the Accountants’ Report contained in Appendix I to this document, and no adjustments have been made in preparing the financial information and the financial information has been prepared by our Directors based on accounting policies which conform with HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants.

KEY FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our results of operations have been and will continue to be affected by a number of factors, including those set out below:

Economic, political and social conditions and government policies in the Taiwan

All of our revenue is derived from our businesses in Taiwan and all of our assets are located in Taiwan. We anticipate that Taiwan will remain our primary market in the foreseeable future. Accordingly, our financial condition, results of operations and prospects are, to a material extent, subject to economic, political and legal developments in Taiwan. Should there be any adverse change in the GDP and/or consumer spending growth in Taiwan, our results of operations, financial condition and growth prospects may be materially and adversely affected.

The Taiwan economy differs from the economies of developed countries in many respects, including, among other things, the degree of government involvement, control of investment, level of economic development, growth rate, foreign exchange controls and resource allocation. According to Frost & Sullivan, the average annual disposable household income in Taiwan remained stable at HK\$288.8 thousand in 2023 to HK\$301.6 thousand in 2025. We cannot predict whether changes in the political, economic and social conditions in Taiwan or changes in the laws, regulations and policies promulgated by the Taiwan government will have any adverse effect on our current or future business and financial conditions and results of operations. For example, our financial condition and results of operations may be adversely affected by government policies on the medical aesthetic service industry in Taiwan or changes in tax regulations applicable to us. If the business environment in Taiwan deteriorates, our business in Taiwan may also be materially and adversely affected.

FINANCIAL INFORMATION

Our brand recognition

Our business is built upon a brand-driven cooperation model under which we cooperate with licensed medical Doctors to establish and operate Clinics under our flagship brand Jing Chi (君綺), whereby we provide comprehensive non-medical operational support. We believe our brand is one of our most valuable competitive assets. In view of the fact that it is critical for us to maintain and enhance our brand-recognition, we invested and will continue to invest in marketing and advertising programmes in different medias such as television, magazines and newspapers. Historically and prior to the Spin-off, marketing and promotional activities were conducted directly by the Clinics. As the Jing Chi brand developed significant market recognition over time, we recognised the strategic importance of enforcing a unified marketing strategy across all Clinics operating under our brand to ensure message and brand consistency, and to exercise stringent control over all brand touchpoints in Taiwan, including clinic ambience, service protocols, and visual marketing identity. Our total advertising expenditures amounted to nil, HK\$24.8 million and HK\$69.2 million for FY2023, FY2024 and FY2025, respectively. As our business expands, we expect the advertising expenditures will increase in the future.

Further, we believe that our reputation is heavily built on our quality of products and services. Our reputation and brand recognition may be weakened by, unfavourable media coverage, complaints about our services, misconduct or negligence by staff or third-party providers, injuries or accidents, litigation involving our Group, service failures by suppliers, poor employee service, and outages or failures of our information technology systems. As such, we value our quality control over our services and endeavour to ensure our quality control policies are updated with our customers’ preference. Nevertheless, our quality control policies may not be able to eliminate all quality issues or safety risks. Any dissatisfaction with our offerings or publicity surrounding any real or alleged incidents may erode consumer confidence, suppress demand, leading to reduced sales and a material and adverse impact on our business and financial performance. See “Business – Our services” for quality control for our different types of services or products provided.

Performance of the Clinics and gross profit margins

During the Track Record Period, we generated revenue from providing (i) services to Doctors; (ii) services to Members; and (iii) leasing to a related company; whilst among the provision of services to Doctors, we also provided different types of services such as (a) clinic branding and operation services; (b) procurement of medical devices, consumables and pharmaceuticals; and (c) clinic leasing. Since the Spin-off, we introduced the clinic branding and operation services and provision of on-site consumer services, of which the revenue was calculated based on the tiered monthly fee with reference to the Clinic’s monthly revenue. Thus, our result of operation is partly dependent on the changes in the performance of the Clinics since then.

Historically, each service renders different range of gross profit margin as they are affected by, including, but not limited to, pricing of each service, the costs used in deriving the respective services, the industry trend, etc. For instance, the gross profit margins of the newly introduced clinic branding and operation services and provision of on-site consumer services attained a relatively higher gross profit margin compared to that from services to members. Consequently, our gross profit margin recorded an increasing trend during the Track Record Period, at 8.4%, 25.7% and 28.3% in FY2023, FY2024 and FY2025, respectively.

For the discussions on changes in our revenue and gross profit generated from each type of service offerings during the Track Record Period, please see “Financial Information – Review of Historical Results of Operation – FY2024 compared to FY2023” and “Financial Information – Review of Historical Results of Operation – FY2025 compared to FY2024”.

FINANCIAL INFORMATION

Major cost of operations

As an integrated medical aesthetic platform operator, our business involves the sales of medical aesthetics products and provision of services to Doctors. During the Track Record Period, majority of our cost of sales and services were (i) cost of inventories sold; (ii) employee benefit expenses; and (iii) depreciation of right-of-use assets and property and equipment, which collectively represented 89.7%, 82.3% and 77.2% of our cost of sales and services for FY2023, FY2024 and FY2025, respectively. The costs of these elements are a key driver of our pricing, as well as other factors such as customers’ preference or popularity of our products and services. During the Track Record Period, our pricing for direct sales of medical aesthetic products and rental income from medical equipment and clinic leasing has consistently followed a cost-plus model with mark-ups whilst pricing for our services is generally calculated monthly based on a tiered structure applied to each Clinic’s revenue for that month. See “Business – Our services” for pricing policies for our different types of services or products provided. If costs of sales and services increase and we are unable to pass on such increases to our customer through adjustment of the selling prices of our products in a timely manner, our business, financial condition and results of operations may be materially or adversely affected. If price inflation outpaces our ability to reprice, our business and financial results could be materially and adversely affected. On the other hand, an increase in pricing may render our offerings less competitive, which could dampen customer demand.

Sensitivity analysis

For illustration purpose, we set out below a sensitivity analysis of our profit or loss before taxation with reference to the fluctuation on (i) cost of inventories sold; (ii) employee benefit expenses; and (iii) depreciation of right-of-use assets and property and equipment of our total cost of sales and services during the Track Record Period. The following table hypothesizes the impact of increase or decrease in these costs of our cost of sales and services on our profit before income tax, while all other factors remain unchanged:

(i) Cost of inventories sold

	FY2023 HK\$'000		FY2024 HK\$'000		FY2025 HK\$'000	
(Decrease)/increase in profit before income tax						
Hypothetical increase/(decrease) of 5%	(5,167)	5,167	(4,864)	4,864	(8,076)	8,076
Hypothetical increase/(decrease) of 10%	(10,333)	10,333	(9,728)	9,728	(16,152)	16,152
Hypothetical increase/(decrease) of 15%	(15,500)	15,500	(14,592)	14,592	(24,228)	24,228

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(ii) *Employee benefit expenses*

	FY2023		FY2024		FY2025	
	HK\$'000		HK\$'000		HK\$'000	
(Decrease)/increase in profit before income tax						
Hypothetical increase/(decrease) of 5%	(2,514)	2,514	(4,945)	4,945	(7,028)	7,028
Hypothetical increase/(decrease) of 10%	(5,028)	5,028	(9,891)	9,891	(14,055)	14,055
Hypothetical increase/(decrease) of 15%	(7,542)	7,542	(14,836)	14,836	(21,083)	21,083

(iii) *Depreciation of right-of-use assets and property and equipment*

	FY2023		FY2024		FY2025	
	HK\$'000		HK\$'000		HK\$'000	
(Decrease)/increase in profit before income tax						
Hypothetical increase/ (decrease) of 5%	(1,933)	1,933	(2,034)	2,034	(2,470)	2,470
Hypothetical increase/ (decrease) of 10%	(3,865)	3,865	(4,067)	4,067	(4,939)	4,939
Hypothetical increase/(decrease) of 15%	(5,798)	5,798	(6,101)	6,101	(7,409)	7,409

Seasonality

Our business exhibits a moderate level of seasonality. While there is no pronounced cyclical or seasonal variation in the medical aesthetics industry overall, our operational and financial performance is influenced by peak consumption periods tied to holidays and promotional events. Specifically, from June 2024, revenue of the Clinics, which is directly co-related to our revenue performance, tends to increase significantly during the Mother’s Day period in May and from October, up to the Lunar New Year due to the festive sentiment of the market. These periods represent consistent high-demand seasons for medical aesthetic consumption.

MATERIAL ACCOUNTING POLICIES AND CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

We have identified certain accounting policies that are significant to the preparation of our Group’s financial statements. Some of our accounting policies involve subjective assumptions and estimates, as well as complex judgments relating to accounting items. In each case, the determination of these items requires management judgments based on information and financial data that may change in future periods. When reviewing our financial statements, you should consider (i) our selection of critical accounting policies; (ii) the judgments and other uncertainties affecting the application of such policies; and (iii) the sensitivity of reported results to changes in conditions and assumptions. Our material accounting policies, estimates and judgements, are set out in the notes 3 and 4 in “Appendix I-Accountants’ Report”.

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RESULTS OF OPERATIONS

The following table summarises the combined statements of profit or loss and other comprehensive income from our Group’s financial statements during the Track Record Period, details of which are set out in the Accountants’ Reports in Appendix I to this document.

	FY2023		FY2024		FY2025	
	<i>HK\$'000</i>	<i>%</i>	<i>HK\$'000</i>	<i>%</i>	<i>HK\$'000</i>	<i>%</i>
Revenue	234,005	100.0	387,106	100.0	634,285	100.0
Cost of sales and services	(214,273)	(91.6)	(287,661)	(74.3)	(455,020)	(71.7)
Gross profit	19,732	8.4	99,445	25.7	179,265	28.3
Other income	31	0.0	74	0.0	166	0.0
Other gains and losses	538	0.2	995	0.3	1,867	0.3
Administrative expenses	(7,867)	(3.4)	(15,541)	(4.0)	(21,153)	(3.3)
Other operating expenses	(3,510)	(1.5)	(2,771)	(0.7)	(10,890)	(1.7)
Reversal of impairment loss under expected credit loss (“ECL”) model	21	*	13	*	–	–
Share of results of an associate	–	–	(2,880)	(0.7)	(4,737)	(0.7)
Gain on deemed disposals or disposal of partial interest in an associate, net	–	–	10,600	2.7	10,045	1.6
Gain on distribution in specie of shares in an associate	–	–	–	–	28,304	4.5
Finance costs	(1,827)	(0.7)	(1,600)	(0.5)	(2,240)	(0.5)
Profit before income tax	7,118	3.0	88,335	22.8	180,627	28.5
Income tax expense	(1,421)	(0.6)	(16,607)	(4.3)	(31,587)	(5.0)
Profit for the year	5,697	2.4	71,728	18.5	149,040	23.5

* refers to a figure that is less than 0.1.

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DESCRIPTION OF SELECTED ITEMS IN COMBINED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Revenue

During the Track Record Period, our revenue was mainly derived from the provision of (i) a variety of services to the Doctors; (ii) beauty services such as facials and spa treatments to our Members; and (iii) leasing and sub-leasing activities. The following table sets forth the breakdown of our revenue by service offerings for the periods indicated:

	FY2023		FY2024		FY2025	
	HK\$'000	%	HK\$'000	%	HK\$'000	%
<i>Services to Doctors</i>						
– Clinic branding and operation services						
• Provision of brand management services	–	–	63,491	16.4	134,692	21.2
• Trademark license fee	–	–	3,969	1.0	7,667	1.2
• Provision of on-site consumer services and administrative management services	14,836	6.3	118,460	30.6	199,907	31.5
	14,836	6.3	185,920	48.0	342,266	53.9
– Procurement of medical devices, consumables and pharmaceuticals						
• Sales of medical aesthetics products	151,010	64.5	129,974	33.6	213,651	33.7
• Fixed rental income from medical equipment	12,808	5.5	14,820	3.8	13,988	2.2
• Provision of equipment maintenance services	4,304	1.9	4,111	1.1	6,529	1.0
	168,122	71.9	148,905	38.5	234,168	36.9
– Clinic leasing	20,320	8.7	24,232	6.3	26,543	4.2
Subtotal for services to Doctors	203,278	86.9	359,057	92.8	602,977	95.0

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	FY2023		FY2024		FY2025	
	HK\$'000	%	HK\$'000	%	HK\$'000	%
Services to Members						
– Provision of beauty treatment services to individuals	<u>30,727</u>	<u>13.1</u>	<u>14,675</u>	<u>3.8</u>	<u>2,355</u>	<u>0.4</u>
Others	<u>–</u>	<u>–</u>	<u>13,374</u>	<u>3.4</u>	<u>28,953</u>	<u>4.6</u>
	<u>234,005</u>	<u>100.0</u>	<u>387,106</u>	<u>100.0</u>	<u>634,285</u>	<u>100.0</u>

(A) Services to Doctors

During the Track record Period, we primarily provide services to Doctors under our medical aesthetic platform, including (i) clinic branding and operating services; (ii) procurement of medical devices, consumables and pharmaceuticals; and (iii) clinic leasing. For each year of the Track Record Period, revenue derived from services provided to Doctors amounted to HK\$203.3 million, HK\$359.1 million and HK\$603.0 million respectively, representing 86.9%, 92.8% and 95.0% of our total revenue for the respective years.

(i) Clinic branding and operation services

Our clinic branding and operation services included (i) provision of brand management services; (ii) provision of on-site consumer services and administrative management services; and (iii) trademark licensing. For each year of the Track Record Period, revenue derived from such services amounted to HK\$14.8 million, HK\$185.9 million and HK\$342.3 million respectively, representing 6.3%, 48.0% and 53.9% of our total revenue for the respective years.

– Provision of brand management services

Historically and prior to the Spin-off, marketing and promotional activities were conducted directly by the Doctors. From June 2024 onwards, our operational model transitioned to its current structure whereby Doctors formally delegate brand marketing and management activities to our Group pursuant to the Service Framework Agreements. We have managed all vendor engagements related to brand marketing for the Clinics since then. For each year of the Track Record Period, revenue derived from provision of brand management services amounted to nil, HK\$63.5 million and HK\$134.7 million respectively, representing nil, 16.4% and 21.2% of our total revenue for the respective years. Fees are calculated monthly based on a tiered structure applied to each Clinic's revenue for that month, as stipulated in the Service Framework Agreement. Therefore, our revenue derived from provision of brand management services is susceptible to the number of Clinics in operations each period, as well as the revenue generated by the Clinics. The increase from FY2024 to FY2025 was generally due to (i) the full year of revenue derived from such services in FY2025 compared to seven months of revenue derived from such services in FY2024 following the Spin-off; (ii) the increase in tiered income from Clinics resulting from the increase in revenue generated by the Clinics; and (iii) increase in the number of Clinics under operations.

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- Provision of on-site consumer services and administrative management services

We provide comprehensive on-site consumer services and administrative management services to the Doctors. For each year of the Track Record Period, revenue derived from provision of such services amounted to HK\$14.8 million, HK\$118.5 million and HK\$199.9 million respectively, representing 6.3%, 30.6% and 31.5% of our total revenue for the respective years. Our on-site consumer service fee is charged to Doctors on a monthly basis, and is calculated using a tiered pricing structure linked to each Clinic’s monthly revenue. The applicable fee tiers are specified in a pricing table in our Service Framework Agreement with each Clinic. Our administrative management fee is charged to each Clinic on a monthly fixed-fee basis, as specified in the Service Framework Agreement. Therefore, our revenue derived from provision of onsite consumer services and administrative management services is susceptible to the number of Clinics in operations each period, as well as the revenue generated by the Clinics. The increase from FY2024 to FY2025 was generally due to (i) the full year of revenue derived from on-site consumer services in FY2025 compared to seven months of revenue derived from such services in FY2024 following the Spin-off; (ii) the increase in tiered income from Clinics resulting from the increase in revenue generated by the Clinics; and (iii) increase in the number of Clinics under operations.

- Trademark licence fee

Similar to the provision of brand management services, we commenced providing trademark licencing activities since the Spin-off. For each year of the Track Record Period, revenue derived from trademark licence fees amounted to nil, HK\$4.0 million and HK\$7.7 million respectively, representing nil, 1.0% and 1.2% of our total revenue for the respective years. A fixed monthly royalty is charged to Clinics for the right to operate under our licensed brands. Therefore, our revenue derived from trademark licence fees is susceptible to the number of Clinics in operations each period. The increase from FY2024 to FY2025 was generally due to (i) the full year of revenue derived from such services in FY2025 compared to seven months of revenue derived from such services in FY2024 following the Spin-off; and (ii) increase in the number of Clinics under operations.

(ii) Procurement of medical devices, consumables and pharmaceuticals

Our procurement of medical devices, consumables and pharmaceuticals included (i) sales of medical aesthetics products; (ii) fixed rental income from medical equipment; and (iii) provision of equipment maintenance services. For each year of the Track Record Period, revenue derived from such services amounted to HK\$168.1 million, HK\$148.9 million and HK\$234.2 million respectively, representing 71.9%, 38.5% and 36.9% of our total revenue for the respective years.

- Sales of medical aesthetic products

During the Track Record Period, our sales of medical aesthetic products included medical consumables and pharmaceuticals. Our supplied consumables and pharmaceuticals mainly encompass (i) injectable products, such as dermal fillers, botulinum toxin, and other micro-introduction agents; and (ii) device-specific components, such as treatment tips and probes for ultrasound and radiofrequency devices. For each year of the Track Record Period, revenue derived from sales of medical aesthetic products amounted to HK\$151.0 million, HK\$130.0 million and HK\$213.7 million respectively, representing 64.5%, 33.6% and 33.7% of our total revenue for the respective years.

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During the Track Record Period, our pricing for direct sales of medical consumables and pharmaceuticals has consistently followed a cost-plus model, depending on the product category. During the Track Record Period, our selling prices of medical consumables and pharmaceuticals ranged from approximately HK\$50 to HK\$98,000 per unit.

- Fixed rental income from medical equipment

During the Track Record Period, we provide leasing solutions for medical equipment. The lease period for medical equipment is one year and renewal is subject to mutual approval from both the lessee and us. For each year of the Track Record Period, revenue derived from such services amounted to HK\$12.8 million, HK\$14.8 million and HK\$14.0 million respectively, representing 5.5%, 3.8% and 2.2% of our total revenue for the respective years. The term of use of our medical equipment are generally three years, and we will charge a lower fee per month after the end of the designated term of use.

- Provision of equipment maintenance services

During the Track Record Period, we also provide maintenance services to the medical equipment. For each year of the Track Record Period, revenue derived from such services amounted to HK\$4.3 million, HK\$4.1 million and HK\$6.5 million respectively, representing 1.9%, 1.1% and 1.0% of our total revenue for the respective years.

(iii) Clinic leasing

During the Track Record Period, we provide clinic leasing to the Doctors. We charge each Clinic a monthly rental fee for the leased premises throughout the lease term, at a rate stipulated in our Service Framework Agreement with each Doctor. Thus, our revenue from clinic leasing are generally susceptible to the number of Clinics under leasing arrangement with us each year as well as the rental expenses with landlord. For each year of the Track Record Period, revenue derived from such services amounted to HK\$20.3 million, HK\$24.2 million and HK\$26.5 million respectively, representing 8.7%, 6.3% and 4.2% of our total revenue for the respective years. The total number of Clinics under clinic leasing arrangement were 13, 13 and 16 as at 31 December 2023, 2024 and 2025, respectively.

(B) Services to Members

During the Track record Period, we had also provided beauty services such as facials and spa treatments to our Members, and charged these Members directly for such services. For each year of the Track Record Period, revenue derived from services provided to Members amounted to HK\$30.7 million, HK\$14.7 million and HK\$2.4 million respectively, representing 13.1%, 3.8% and 0.4% of our total revenue for the respective years. As we strategically streamlined our business model to focus primarily on our core platform services to Clinics, we had gradually decreased such direct services to Members and ceased to provide such services since October 2025.

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(C) Others

During the Track record Period, we had sub-lease designated retail spaces to Deesse Vivante for sales of its skincare and health supplement products to Members, and sub-lease office space to Deesse Vivante for office use. The variable portion of the rental income of retail space was charged based on a certain percentage of the monthly revenue derived from the sales of products, whilst the fixed portion of rental income of office space was charged at cost. For each year of the Track Record Period, we generated variable or fixed rental income from premises leased to a related company, which amounted to nil, HK\$13.4 million and HK\$29.0 million respectively, representing nil, 3.5% and 4.6% of our total revenue for the respective years.

Cost of sales and services

During the Track Record Period, our cost of sales and services mainly represented (i) costs of inventories sold which represented the cost of medical aesthetics products; (ii) employee benefits expenses, including salaries, allowances and other benefits and retirement benefit expenses; (iii) advertising expenses; (iv) depreciation, mainly for leasehold equipment and medical equipment, and right-of-use assets for Clinics; (v) others. The following table sets forth the breakdown of our cost of sales and services for the periods indicated:

	FY2023		FY2024		FY2025	
	HK\$'000	%	HK\$'000	%	HK\$'000	%
Costs of inventories sold	103,332	48.2	97,281	33.8	161,520	35.5
Employee benefit expenses	50,282	23.5	98,906	34.4	140,553	30.9
Advertising expenses	–	–	24,838	8.6	69,234	15.2
Depreciation of right-of-use assets and property and equipment	38,650	18.0	40,671	14.1	49,394	10.9
Others ^(Note)	22,009	10.3	25,965	9.1	34,319	7.5
Total	214,273	100.0	287,661	100.0	455,020	100.0

Note: Others mainly included costs of maintenance and utility expenses.

Our cost of sales and services amounted to HK\$214.3 million, HK\$287.7 million and HK\$455.0 million for FY2023, FY2024 and FY2025, respectively.

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Gross profit and gross profit margin

Our gross profit represented revenue less cost of sales and services during the Track Record Period. Our gross profit amounted to HK\$19.7 million, HK\$99.4 million and HK\$179.3 million for FY2023, FY2024 and FY2025, respectively, while the gross profit margin was 8.4%, 25.7% and 28.3% in the respective year. The following table sets forth the breakdown of our gross profit and gross profit margin by products for the year indicated:

	FY2023		FY2024		FY2025	
	Gross profit	Gross profit margin	Gross profit	Gross profit margin	Gross profit	Gross profit margin
	HK\$'000	%	HK\$'000	%	HK\$'000	%
<i>Services to Doctors</i>						
– Clinic branding and operation services						
• Provision of brand management services	–	–	24,890	39.2	41,850	31.1
• Trademark license fee	–	–	3,969	100.0	7,667	100.0
• Provision of on-site consumer services and administrative management services	4,363	29.4	36,081	30.5	51,517	25.8
	<u>4,363</u>	<u>29.4</u>	<u>64,940</u>	<u>34.9</u>	<u>101,034</u>	<u>29.5</u>
– Procurement of medical devices, consumables and pharmaceuticals						
• Sales of medical aesthetics products	47,679	31.6	32,695	25.2	52,122	24.4
• Fixed rental income from medical equipment	4,081	31.9	6,387	43.1	3,502	25.0
• Provision of equipment maintenance services	717	16.7	324	7.9	1,083	16.6
	<u>52,477</u>	<u>31.2</u>	<u>39,406</u>	<u>26.5</u>	<u>56,707</u>	<u>24.2</u>
– Clinic leasing	<u>5,882</u>	<u>28.9</u>	<u>6,520</u>	<u>26.9</u>	<u>2,232</u>	<u>8.4</u>
Subtotal for services to Doctors	<u>62,722</u>	<u>30.9</u>	<u>110,866</u>	<u>30.9</u>	<u>159,973</u>	<u>26.5</u>

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	FY2023		FY2024		FY2025	
	Gross profit (loss) HK\$'000	Gross profit (loss) margin %	Gross profit (loss) HK\$'000	Gross profit (loss) margin %	Gross profit HK\$'000	Gross profit (loss) margin %
<i>Services to Members</i>						
– Provision of beauty treatment services to individuals	<u>(42,990)</u>	(139.9)	<u>(24,454)</u>	(166.6)	<u>(8,072)</u>	(342.8)
Others	<u>–</u>	–	<u>13,033</u>	97.5	<u>27,364</u>	94.5
	<u>19,732</u>	8.4	<u>99,445</u>	25.7	<u>179,265</u>	28.3

Our gross profit margin increased from FY2023 to FY2024, primarily due to the increase in services to Doctors which attained relatively higher gross profit margins. Despite the decrease in gross profit margin attained from services to Doctors in FY2025, our gross profit margin increased from FY2024 to FY2025 mainly due to (i) increase in gross profit contribution from services to Doctors, which attained a relatively higher gross profit margin compared to that of services to Members; and (ii) decrease in services to members which attained gross loss during the Track Record Period.

Other income

Other income mainly represented bank interest income arising from bank balances. The following sets forth the breakdown of our other income for the period indicated:

	FY2023 HK\$'000	FY2024 HK\$'000	FY2025 HK\$'000
Bank interest income	<u>31</u>	<u>74</u>	<u>166</u>

Our other income amounted to HK\$31 thousand, HK\$74 thousand and HK\$166 thousand for FY2023, FY2024 and FY2025, respectively.

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Other gains and losses

Other gains and losses mainly represented (i) gain on disposal of property, plant and equipment; (ii) gain from changes in fair value of financial assets at fair value through profit or loss (“FVTPL”); (iii) gain on lease modification; (iv) loss on early termination of a lease; and (v) net foreign exchange losses. We had other gains of HK\$0.5 million, HK\$1.0 million and HK\$1.9 million for FY2023, FY2024 and FY2025, respectively. The following sets forth the breakdown of our other gains and losses for the period indicated:

	FY2023 <i>HK\$'000</i>	FY2024 <i>HK\$'000</i>	FY2025 <i>HK\$'000</i>
Gain on disposal of property, plant and equipment	13	67	1,491
Gain from changes in fair value of financial assets as at FVTPL	–	9	300
Gain on lease modification	710	683	–
Loss on early termination of a lease	(271)	–	–
Net foreign exchange losses	–	(1)	(31)
Others	86	237	107
	538	995	1,867

Administrative expenses

Our administrative expenses primarily comprised (i) depreciation for our office and warehouse; (ii) employee benefit expenses to our administrative and support staff as well as Directors’ and key management personnel’s remuneration; (iii) office expenses such as stationery, communication, utilities and repair and maintenance costs; (iv) professional service fees mainly for business advisory service; (v) travelling and entertainment expenses; (vi) rental expenses for short-term leases; and (vii) others.

The following table sets forth a breakdown of our administrative expenses for the periods indicated:

	FY2023		FY2024		FY2025	
	<i>HK\$'000</i>	<i>%</i>	<i>HK\$'000</i>	<i>%</i>	<i>HK\$'000</i>	<i>%</i>
Depreciation of right-of-use assets and property and equipment	2,215	28.2	2,559	16.5	8,400	39.7
Employee benefit expenses	2,806	35.7	3,962	25.5	4,896	23.2
Office expenses	681	8.7	1,428	9.2	1,947	9.2
Professional service fees	1,325	16.8	919	5.9	1,881	8.9
Travelling and entertainment expenses	554	7.0	557	3.6	1,463	6.9
Rental expenses	59	0.7	4,600	29.6	78	0.4
Others	227	2.9	1,516	9.7	2,488	11.7
Total	7,867	100.0	15,541	100.0	21,153	100.0

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Our administrative expenses amounted to HK\$7.9 million, HK\$15.5 million and HK\$21.2 million for FY2023, FY2024 and FY2025, respectively, representing 3.4%, 4.0% and 3.3% of our total revenue during the respective year.

Other operating expenses

Our other operating expenses primarily comprised (i) share-based payment; (ii) depreciation for customer service centre and premise of marketing department; (iii) office expenses, mainly including management fee, utilities expenses and communication expenses; (iv) travelling and entertainment expenses; (v) professional service fees mainly for marketing research; (vi) employee benefit expenses for marketing function; and (vii) others.

The following table sets forth a breakdown of our other operating expenses for the periods indicated:

	FY2023		FY2024		FY2025	
	HK\$'000	%	HK\$'000	%	HK\$'000	%
Share-based payment	–	–	–	–	4,432	40.7
Depreciation of right-of-use assets	1,170	33.3	956	34.5	2,747	25.2
[REDACTED] expenses	–	–	–	–	1,256	11.5
Office expenses	360	10.3	908	32.8	1,227	11.3
Travelling and entertainment expenses	456	13.0	323	11.7	558	5.1
Professional service fees	1,065	30.3	297	10.7	134	1.2
Employee benefit expenses	237	6.8	98	3.5	51	0.5
Others	222	6.3	189	6.8	485	4.5
Total	3,510	100.0	2,771	100.0	10,890	100.0

Our other operating expenses amounted to HK\$3.5 million, HK\$2.8 million and HK\$10.9 million for FY2023, FY2024 and FY2025, respectively, representing 1.5%, 0.7% and 1.7% of our total revenue during the respective year.

Share of results of an associate

On 1 April 2024, JC Taiwan acquired 18.39% of unlisted equity interest of UnicoCell from Deesse Vivante without any cash consideration. 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. 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 our Group as at 31 December 2024. For details, see note 17 of the Accountants' Report contained as Appendix I to this document.

We did not share any results of an associate in FY2023. We shared loss of an associate of HK\$2.9 million and HK\$4.7 million in FY2024 and FY2025, respectively.

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Gain on deemed disposals or disposal of partial interest in an associate

We had gain on deemed disposals or disposal of partial interest in an associate of nil, HK\$10.6 million and HK\$10.0 million in FY2023, FY2024 and FY2025, respectively.

In FY2024, JC Taiwan’s equity interest in UnicoCell decreased from 18.39% to 16.95% because UnicoCell issued additional ordinary shares for cash proceed. Thus, gain on deemed disposals or disposal of partial interest in UnicoCell of HK\$10.6 million has been recognised in profit or loss.

In FY2025, JC Taiwan’s equity interest in UnicoCell further decreased from 16.95% to 15.56% because UnicoCell issued additional ordinary shares for cash proceed. Thus, gain of deemed disposals or disposal of partial interest in UnicoCell of HK\$10.0 million has been recognised in profit or loss.

Gain on distribution in specie of shares in an associate

As part of the Reorganisation, 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 Taiwan Stock Exchange as at 30 November 2025 (i.e. date of Disposal) is recognised as distribution to shareholders of JC Taiwan and debited to the capital reserves. The difference to its carrying amount at the date of Disposal amounting to HK\$28.3 million is recognised in the profit or loss as gain on distribution in specie of shares in an associate from the disposal.

Finance costs

Our finance costs represented interest on (i) lease liabilities; and (ii) provision for reinstatement costs. The following sets forth the breakdown of our finance costs for the period indicated:

	FY2023 <i>HK\$'000</i>	FY2024 <i>HK\$'000</i>	FY2025 <i>HK\$'000</i>
Interest on lease liabilities	1,730	1,508	2,119
Interest on provision for reinstatement costs	97	92	121
	<u>1,827</u>	<u>1,600</u>	<u>2,240</u>

Our finance costs amounted to HK\$1.8 million, HK\$1.6 million and HK\$2.2 million for FY2023, FY2024 and FY2025, respectively.

Income tax expense

Our Group is not subject to any income tax in the Cayman 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.

Our income tax expense amounted to HK\$1.4 million, HK\$16.6 million and HK\$31.6 million for FY2023, FY2024 and FY2025, respectively; while our effective tax rate was 20.0%, 18.8% and 17.5% for the respective year.

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During the Track Record Period and up to the Latest Practicable Date, we had fulfilled all our income tax obligations and have not had any unresolved income tax issues or disputes with the relevant tax authorities.

REVIEW OF HISTORICAL RESULTS OF OPERATION

FY2024 compared to FY2023

Revenue

Our revenue increased by HK\$153.1 million or 65.4% from HK\$234.0 million for FY2023 to HK\$387.1 million for FY2024. The increase was primarily due to the increase in revenue driven by the increase in revenue from (i) services from Doctors of HK\$155.8 million; and (ii) others of HK\$13.4 million, partially offset by the decrease in revenue from services to Members of HK\$16.1 million.

Services to Doctors

Our revenue from services to Doctors increased by HK\$155.8 million or 76.6% from HK\$203.3 million in FY2023 to HK\$359.1 million in FY2024, primarily due to the increase in (i) clinic branding and operation services of HK\$171.1 million; and (ii) clinic leasing of HK\$3.9 million; partially offset by the decrease in procurement of medical devices, consumables and pharmaceuticals of HK\$19.3 million.

(i) Clinic branding and operation services

Our revenue from clinic branding and operation services increased by HK\$171.1 million or 1,153.2% from HK\$14.8 million in FY2023 to HK\$185.9 million in FY2024, primarily due to the increase in revenue from (i) provision of on-site consumer services and administrative management services of HK\$103.6 million; (ii) provision of brand management services of HK\$63.5 million; and (iii) trademark licence fee of HK\$4.0 million in FY2024, after the Spin-off. See “Business – Our services – (A) Services to Doctors” for details.

(ii) Procurement of medical devices, consumables and pharmaceuticals

Our revenue from procurement of medical devices, consumables and pharmaceuticals decreased by HK\$19.2 million or 11.4% from HK\$168.1 million in FY2023 to HK\$148.9 million in FY2024, primarily due to the decrease in sales of medical aesthetics products of HK\$21.0 million resulting from the decrease in (i) sales volume of medical consumables which we believe was driven by the decrease in demand from Clinics after the strategic stock replenishment for the Clinics in FY2023; and (ii) selling price of our medical consumables and pharmaceuticals after price adjustment following the market trend. The decrease in revenue from procurement of medical consumables and pharmaceuticals was partially offset by the increase in fixed rental income from medical equipment of HK\$2.0 million resulting from the increase in number of equipment leased to the Clinics.

(iii) Clinic leasing

Our revenue from clinic leasing increased by HK\$3.9 million or 19.3% from HK\$20.3 million in FY2023 to HK\$24.2 million in FY2024, primarily due to the increase in the number of months of clinic leasing for certain existing clinics Clinics from FY2023 to FY2024 as well as the increase in monthly rental from certain clinics since late 2023.

FINANCIAL INFORMATION

Services to Members

Our revenue from services to Member decreased by HK\$16.1 million or 52.2% from HK\$30.7 million in FY2023 to HK\$14.7 million in FY2024, because we strategically streamlined our business model to focus primarily on our core platform services to Clinics since June 2024.

Others

Our revenue from others increased by HK\$13.4 million from nil in FY2023 to HK\$13.4 million in FY2024, primarily due to the rental of premises to Deesse Vivante, a related company since the Spin-off in FY2024.

Cost of sales and services

Our cost of sales and services increased by HK\$73.4 million or 34.2% from HK\$214.3 million for FY2023 to HK\$287.7 million for FY2024, primarily due to the increase in (i) employee benefit expenses of HK\$48.6 million mainly attributable to the increase in headcounts following our expansion of business with the increase in types of services offered to Doctors; and (ii) advertising expenses of HK\$24.8 million because historically and prior to the Spin-off, marketing and promotional activities were conducted directly by the Doctors and we incurred advertising expenses since June 2024.

Gross profit and gross profit margin

Our gross profit increased by HK\$79.7 million or 404.0% from HK\$19.7 million for FY2023 to HK\$99.4 million for FY2024. Such increase in gross profit was mainly contributed by the increase in revenue. Our gross profit margin increased from 8.4% in FY2023 to 25.7% in FY2024, primarily due to increase in types of services to Doctors, which attained relatively higher gross profit margin in FY2024.

(A) *Services to Doctors*

Our gross profit from services to Doctors increased by HK\$48.1 million or 76.8% from HK\$62.7 million in FY2023 to HK\$110.9 million in FY2024, primarily due to the increase in revenue from clinic branding and operation services. Our gross profit margin remained relative stable at 30.9% in both FY2023 and FY2024.

(i) Clinic branding and operation services

Our gross profit from clinic branding and operation services increased by HK\$60.6 million or 1,388.4% from HK\$4.4 million in FY2023 to HK\$64.9 million in FY2024, primarily due to the (i) provision of brand management services which we commenced offering in FY2024; and (ii) increase in gross profit from provision of on-site consumer services and administrative management services, resulting from the increase in such services in FY2024 after the Spin-off.

Our gross profit margin increased from 29.4% in FY2023 to 34.9% in FY2024, primarily due to the contribution from (i) the provision of brand management services, which attained gross profit margin of 39.2% in FY2024; and (ii) trademark licence fee which attained gross profit margin of 100% as there is no directly attributable costs to it.

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(ii) Procurement of medical devices, consumables and pharmaceuticals

Our gross profit from procurement of medical devices, consumables and pharmaceuticals decreased by HK\$13.1 million or 24.9% from HK\$52.5 million in FY2023 to HK\$39.4 million in FY2024, primarily due to the decrease in revenue from the sales of medical aesthetic products. Our gross profit margin from procurement of medical devices, consumables and pharmaceuticals decreased from 31.2% in FY2023 to 26.5% in FY2024 primarily due to the decrease in gross profit margin from sales of medical aesthetics products mainly attributable to the decrease in selling price following the market trend.

(B) Services to Members

We had gross loss generated from services to Members. Our gross loss decreased from HK\$43.0 million in FY2023 to HK\$24.5 million in FY2024, primarily due to the decrease in revenue as abovementioned. We had gross loss margin of 139.9% and 166.6% in FY2023 and FY2024, respectively.

(C) Others

We did not have rental income from Deesse Vivante in FY2023. In FY2024, our gross profit of rental income from premises to a related party amounted to HK\$13.0 million and attained a gross profit margin of 97.5%.

Other income

Our other income increased by HK\$43 thousand or 138.7% from HK\$31 thousand for FY2023 to HK\$74 thousand for FY2024, primarily due to the increase in bank interest income of HK\$43 thousand resulting from increase in bank balances during the year.

Other gains and losses

Our other gains increased by approximately HK\$0.5 million or 84.9% from approximately HK\$0.5 million for FY2023 to HK\$1.0 million for FY2024. The increase was mainly attributable to the decrease in loss on early termination of a lease of HK\$0.3 million because no early termination was incurred in FY2024.

Administrative expenses

Our administrative expenses increased by HK\$7.7 million and 97.5% from HK\$7.9 million for FY2023 to HK\$15.5 million for FY2024. The increase in administrative expenses was primarily attributable to the increase in (i) rental expenses of HK\$4.5 million because we had a short-term lease arrangement with ANKH Beauty Co., Ltd. of an office premise from May to November 2024. Such arrangement was ceased in November 2024 as JC Taiwan entered into the lease arrangement with ANKH Beauty Co., Ltd., and the landlord for leasing of such office; and (ii) employee benefit expenses of HK\$1.2 million resulting from the increase in scale of operations after the Spin-off.

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Other operating expenses

Our other operating expenses decreased by HK\$0.7 million or 21.1% from HK\$3.5 million for FY2023 to HK\$2.8 million for FY2024. The decrease was attributable to the decrease in professional service fees of HK\$0.8 million because we conducted an one-off marketing research in FY2023.

Finance costs

Our finance costs decreased by HK\$0.2 million or 12.4% from HK\$1.8 million for FY2023 and HK\$1.6 million for FY2024. The decrease was mainly attributable to the decrease in interest on lease liabilities of HK\$0.2 million.

Income tax expense

Our income tax expense increased by HK\$15.2 million or 1,068.7% from HK\$1.4 million for FY2023 to HK\$16.6 million for FY2024 mainly resulting from the increase in profit before tax.

Profit for the year

As a result of the foregoing, our profit for the year increased by HK\$66.0 million or 1,159.0% from HK\$5.7 million for FY2023 to HK\$71.7 million for FY2024 mainly resulting from the increase in our revenue. Our net profit margin increased from 2.4% for FY2023 to 18.5% for FY2024, mainly resulting from the increase in gross profit margin mentioned previously.

FY2025 compared to FY2024

Revenue

Our revenue increased by HK\$247.2 million or 63.9% from HK\$387.1 million for FY2024 to HK\$634.3 million for FY2025. The increase was primarily due to the increase in revenue driven by the increase in revenue from (i) services from Doctors of HK\$243.9 million; and (ii) others of HK\$15.6 million, partially offset by the decrease in revenue from services to Members of HK\$12.3 million.

Services to Doctors

Our revenue from services to Doctors increased by HK\$243.9 million or 67.9% from HK\$359.1 million in FY2024 to HK\$603.0 million in FY2025, primarily due to the increase in (i) clinic branding and operation services of HK\$156.3 million; (ii) procurement of medical device, consumables and pharmaceuticals of HK\$85.3 million; and (iii) clinic leasing of HK\$2.3 million.

(i) Clinic branding and operation services

Our revenue from clinic branding and operation services increased by HK\$156.3 million or 84.1% from HK\$185.9 million in FY2024 to HK\$342.3 million in FY2025, primarily due to the increase in revenue from (i) provision of on-site consumer services and administrative management services of HK\$81.4 million; (ii) provision of brand management services of HK\$71.2 million; and (iii) trademark licence fee of HK\$3.7 million in FY2025, because we generated full year of revenue from such services in FY2025, compared to seven months of revenue generated in FY2024 after the Spin-off which we commenced the provision of such services. The increase in revenue from clinic branding and operation services was also attributable to the increase in number of Clinics in FY2025 compared to that in FY2024.

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(ii) Procurement of medical devices, consumables and pharmaceuticals

Our revenue from procurement of medical devices, consumables and pharmaceuticals increased by HK\$85.3 million from HK\$148.9 million in FY2024 to HK\$234.2 million in FY2025, primarily due to the increase in sales of medical aesthetics products of HK\$83.7 million resulting from the increase in sales volume of medical consumables and pharmaceuticals as we introduced new products such as botulinum toxin in FY2025.

(iii) Clinic leasing

Our revenue from clinic leasing increased by HK\$2.3 million from HK\$24.2 million in FY2024 to HK\$26.5 million in FY2025, primarily due to the increase in the number of Clinics under clinic leasing arrangement from FY2024 to FY2025.

Services to Members

Our revenue from services to Member decreased by HK\$12.3 million or 84.0% from HK\$14.7 million in FY2024 to HK\$2.4 million in FY2025, because streamlined our business model to focus primarily on our core platform services to Clinics since June 2024 and ceased to provide such services since October 2025.

Others

Our revenue from others increased by HK\$15.6 million or 116.5% from HK\$13.4 million in FY2024 to HK\$29.0 million in FY2025, primarily due to the full year of rental income generated from a related company in FY2025, compared to nine months of rental income generated from it since the Spin-off in FY2024.

Cost of sales and services

Our cost of sales and services increased by HK\$167.4 million or 58.2% from HK\$287.7 million for FY2024 to HK\$455.0 million for FY2025, primarily due to the increase in (i) costs of inventories sold of HK\$64.2 million because of the increase in sales volume; (ii) total advertising expenses of HK\$44.4 million in the full year of FY2025, comparing to seven months of FY2024; and (iii) employee benefit expenses of HK\$41.6 million mainly attributable to the increase in headcounts following our expansion of business because of the increase in the number of Clinics we provide services to.

Gross profit and gross profit margin

Our gross profit increased by HK\$79.8 million or 80.3% from HK\$99.4 million for FY2024 to HK\$179.3 million for FY2025. Such increase in gross profit was mainly contributed by the increase in revenue. Our gross profit margin increased from 25.7% in FY2024 to 28.3% in FY2025, primarily due to the (i) increase in gross profit contribution from services to Doctors, which attained a relatively higher gross profit margin compared to that of services to Members; and (ii) decrease in services to members which attained gross loss during the Track Record Period.

FINANCIAL INFORMATION

(A) Services to Doctors

Our gross profit from services to Doctors increased by HK\$49.1 million or 44.3% from HK\$110.9 million in FY2024 to HK\$160.0 million in FY2025, primarily due to the increase in revenue from clinic branding and operation services. Our gross profit margin decreased from 30.9% in FY2024 to 26.5% in FY2025, primarily due to the decrease in gross profit margin from provision of clinic branding and operation services and procurement of medical devices, consumables and pharmaceuticals.

(i) Clinic branding and operation services

Our gross profit from clinic branding and operation services increased from HK\$64.9 million in FY2024 to HK\$101.0 million in FY2025, primarily due to the increase in gross profit from provision of brand management services as well as the provision of on-site consumer services and administrative management services because we recorded revenue for the full year in FY2025 from these services compared to seven months of revenue derived from these services in FY2024 following the Spin-off. Our gross profit margin decreased from 34.9% in FY2024 to 29.5% in FY2025, primarily due to the contribution from the decrease in gross profit margin attained from the provision of brand management services from 39.2% in FY2024 to 31.1% in FY2025. Such decrease in gross profit margin was mainly attributable to an one-off branding campaign in FY2025, which attained relatively lower gross profit margin at 18.2% resulting from relatively higher advertising expenses as abovementioned.

(ii) Procurement of medical devices, consumables and pharmaceuticals

Our gross profit from procurement of medical devices, consumables and pharmaceuticals increased from HK\$39.4 million in FY2024 to HK\$56.7 million in FY2025, primarily due to the increase in revenue from sales of medical aesthetic products. Our gross profit margin from procurement of medical devices, consumables and pharmaceuticals remained relatively stable at 26.5% in FY2024 and 24.2% in FY2025.

(B) Services to Members

We had gross loss generated from services to Members. Our gross loss decreased from HK\$24.5 million in FY2024 to HK\$8.1 million in FY2025, primarily due to the decrease in revenue from it because we ceased to provide such services since October 2025.

(C) Others

Our gross profit from others increased from HK\$13.0 million in FY2024 to HK\$27.4 million in FY2025, primarily due to the increase in revenue. Our gross profit margin remained relatively stable at 97.5% and 94.5% in FY2024 and FY2025, respectively.

Other income

Our other income increased by HK\$92 thousand or 124.3% from HK\$74 thousand for FY2024 to HK\$166 thousand for FY2025, primarily due to the increase in bank interest income of HK\$92 thousand resulting from increase in average bank balances.

Other gains and losses

Our other gains increased by HK\$0.9 million or 87.6% from HK\$1.0 million for FY2024 to HK\$1.9 million for FY2025. The increase was mainly attributable to the gain on disposal of property, plant and equipment of HK\$1.4 million.

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Administrative expenses

Our administrative expenses increased by HK\$5.6 million and 36.1% from HK\$15.5 million for FY2024 to HK\$21.2 million for FY2025. The increase in administrative expenses was primarily attributable to the increase in depreciation of HK\$5.8 million in relation to right-of-use assets of an office premise, partially offset by the decrease in rental expenses of HK\$4.5 million because the short-term lease arrangement of an office premise was ceased in November 2024 as JC Taiwan entered into the lease arrangement with ANKH Beauty Co., Ltd., and the landlord for leasing of such office and such lease was recognised as our right-of-use assets and incurred depreciation instead of rental expenses since December 2024.

Other operating expenses

Our other operating expenses increased by HK\$8.1 million or 293.0% from HK\$2.8 million for FY2024 to HK\$10.9 million for FY2025. The increase was attributable to the (i) share-based payments of HK\$4.4 million incurred in FY2025 following the adoption of pre-[REDACTED] share option scheme in December 2025; (ii) increase in depreciation of HK\$1.8 million in relation to the increase in right-of-use assets for office premise for our marketing function; and (iii) [REDACTED] expenses of HK\$1.3 million incurred in FY2025.

Finance costs

Our finance costs increased by HK\$0.6 million or 40.0% from HK\$1.6 million for FY2024 and HK\$2.2 million for FY2025. The increase was mainly attributable to the increase in interest expenses on lease liabilities of HK\$0.6 million.

Income tax expense

Our income tax expense increased by HK\$15.0 million or 90.2% from HK\$16.6 million for FY2024 to HK\$31.6 million for FY2025 mainly resulting from the increase in profit before tax.

Profit for the year

As a result of the foregoing, our profit for the year increased by HK\$77.3 million or 107.8% from HK\$71.7 million for FY2024 to HK\$149.0 million for FY2025 mainly resulting from the increase in our revenue. Our net profit margin increased from 18.5% for FY2024 to 23.5% for FY2025, mainly resulting from the gain on distribution in specie of shares in an associate and increase in gross profit margin mentioned previously.

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NET CURRENT LIABILITIES/ASSETS

We recorded net current liabilities of HK\$6.0 million, HK\$0.5 million, net current assets of HK\$17.1 million and HK\$36.8 million as at 31 December 2023, 2024 and 2025 and 28 February 2026 respectively. The table below sets out selected information for our current assets and current liabilities as at the dates indicated, respectively:

	As at 31 December			As at
	2023	2024	2025	28 February
	HK\$'000	HK\$'000	HK\$'000	2026
				HK\$'000
Current Assets				
Inventories	7,582	21,329	15,918	17,218
Trade and other receivables	54,259	72,578	114,528	145,979
Rental deposits	1,104	1,051	47	47
Amounts due from related companies	55	1,592	2,993	–
Amount due from a shareholder	–	–	–*	–
Financial assets at FVTPL	–	23,689	–	–
Cash and cash equivalents	–	60,920	50,535	51,649
	<u>63,000</u>	<u>181,159</u>	<u>184,021</u>	<u>214,893</u>
Current Liabilities				
Trade and other payables	35,190	97,275	98,823	102,912
Amount due to a related company	–	1,226	–	84
Advance payments from customers	14,430	42,784	15,542	15,505
Lease liabilities	19,157	23,786	25,749	31,231
Income tax payable	–	16,082	26,814	28,398
Provision for reinstatement costs	251	470	–	–
	<u>69,028</u>	<u>181,623</u>	<u>166,928</u>	<u>178,130</u>
Net Current (Liabilities)/Assets	<u>(6,028)</u>	<u>(464)</u>	<u>17,093</u>	<u>36,763</u>

* Amount less than HK\$1,000

Our net current liabilities decreased from HK\$6.0 million as at 31 December 2023 to HK\$0.5 million as at 31 December 2024 primarily due to the increase in profit for the year resulting from our business expansion, such as extending our services to provision of brand management services. The decrease in net current liabilities was partially offset by the net cash distributed to shareholders as well as the dividends paid in FY2024.

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Our net current liabilities then turned around to net current assets of HK\$17.1 million as at 31 December 2025, primarily due to the increase in profit for the year resulting from our further expansion of business. The change from net current liabilities to net current assets was partially offset by the dividends paid in FY2025.

Our net current assets then increased to HK\$36.8 million as at 28 February 2026. The increase in net current assets was primarily due to the profit for the period generated.

Working Capital Sufficiency

Our Directors confirm that, taking into consideration the financial resources presently available to us, including our operating cash flow, available facilities, other internal resources, and the estimated [REDACTED] from the [REDACTED], we have sufficient working capital for our present requirements and for at least the next 12 months commencing from the date of this document.

Save as disclosed in this document, our Directors are not aware of any other factors that would have a material impact on our liquidity.

DESCRIPTION OF CERTAIN ITEMS OF COMBINED STATEMENTS OF FINANCIAL POSITION

Property, plant and equipment

During the Track Record Period, our property, plant and equipment mainly consisted of freehold land, buildings, medical equipment, office equipment, leasehold improvements and construction in progress. Our property, plant and equipment amounted to HK\$106.0 million, HK\$109.0 million and HK\$107.2 million, respectively, as at 31 December 2023, 2024 and 2025.

The following table sets forth our breakdown on property, plant and equipment as at the date indicated:

	As at 31 December		
	2023	2024	2025
	HK\$'000	HK\$'000	HK\$'000
Freehold land	26,518	24,678	25,834
Buildings	7,752	7,069	7,248
Medical equipment	13,007	15,049	20,871
Office equipment	7,002	6,135	5,614
Leasehold improvement	51,387	54,186	45,236
Construction in progress	376	1,859	2,421
Total	106,042	108,976	107,224

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Our property, plant and equipment increased from HK\$106.0 million as at 31 December 2023 to HK\$109.0 million as at 31 December 2024 mainly resulting from additions of HK\$35.6 million during FY2024, primarily attributable to the additions of medical equipment of HK\$11.6 million during FY2024 for our operations and construction in progress of HK\$15.6 million for our leasehold improvements mainly for renovation of our office and clinics. The increase was partially offset by the depreciation charged in FY2024 of HK\$25.1 million and exchange realignment of HK\$7.6 million. Our property, plant and equipment then decreased to HK\$107.2 million as at 31 December 2025 mainly due to the depreciation charged in FY2025 of HK\$32.9 million. The decrease was partially offset by the additions of HK\$26.2 million during FY2025, primarily attributable to the additions of medical equipment of HK\$15.6 million during FY2025 for our operations and construction in progress of HK\$4.0 million mainly for the leasehold improvements for renovation of clinics.

During the Track Record Period, we leased certain of our medical equipment and leasehold improvements to Clinics. All of the properties and certain medical equipment and leasehold improvement held by our Group for rental purposes have committed lessees for the next one year, two years, two years for FY2023 ,FY2024 and FY2025, respectively.

Right-of-use assets

During the Track Record Period, our right-of-use assets mainly represented the operating lease arrangement for office premises, clinics premises and warehouse for our operations. Lease contracts are entered into for fixed term of 1.3 to 10 years, without any extension nor termination options, respectively. The following table sets forth our breakdown on right-of-use assets as at the date indicated:

	As at 31 December		
	2023	2024	2025
	HK\$'000	HK\$'000	HK\$'000
Office premises	376	31,877	24,402
Clinic premises	96,792	77,128	75,209
Warehouse	582	292	44
	<u>97,750</u>	<u>109,297</u>	<u>99,655</u>

Our right-of-use assets increased from HK\$97.8 million as at 31 December 2023 to HK\$109.3 million as at 31 December 2024 primarily attributable to the increase in office premises because we entered into the rental agreement of our office with the landlord and such leasing of office was recognised as our right-of-use assets as at 31 December 2024; partially offset by the depreciation of HK\$18.7 million charged in FY2024. Our right-of-use assets then decreased to HK\$99.7 million as at 31 December 2025 primarily due to the depreciation of HK\$25.4 million charged in FY2025.

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Investment in an associate

We had investment in an associate of HK\$155.0 million as at 31 December 2024. The investment represented the investment in UnicoCell in FY2024, of which its principal activity is research and development of stem cells and its shares are listed on the Taiwan Stock Exchange. The following table sets forth the movement of our interest in associate as at the date indicated:

	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	N/A	160,138	N/A

On 1 April 2024, JC Taiwan acquired 18.39% of unlisted equity interest of UnicoCell from Deesse Vivante without any cash consideration. 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. 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 our Group as at 31 December 2024.

On 21 May 2024, the shares of UnicoCell has been listed on Taiwan Innovation Board of Taiwan Stock Exchange. On 17 May 2024, 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.

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.

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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 of deemed disposal of partial interest in UnicoCell of approximately HK\$10,045,000 has been recognised in profit or loss. As part of the Reorganisation, 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 Taiwan Stock Exchange 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. Our investment in an associate decreased to nil as at 31 December 2025.

Inventories

Our inventories represented medical aesthetics products during the Track Record Period. The following sets forth the aging analysis of our inventories as at the date indicated:

	As at 31 December		
	2023	2024	2025
	HK\$'000	HK\$'000	HK\$'000
Within 1 year	<u>7,582</u>	<u>21,329</u>	<u>15,918</u>

Our inventories increased from HK\$7.6 million as at 31 December 2023 to HK\$21.3 million as at 31 December 2024, primarily due to the increase in bulk purchases to enjoy more favourable terms from our suppliers. In FY2025, after negotiation with our suppliers, we were able to enjoy more favourable terms without making bulk purchases from them. Our inventories decreased to HK\$15.9 million as at 31 December 2025.

Our inventories are all aged within 1 year as at 31 December 2023, 2024 and 2025.

The table below sets forth a summary of average turnover days of inventories for the Track Record Period:

	FY2023	FY2024	FY2025
Average turnover days of inventories ^(Note)	<u>38</u>	<u>53</u>	<u>42</u>

Note: Average turnover days of inventories for the years ended 31 December 2023, 2024 and 2025 is derived by dividing the arithmetic mean of the opening and closing balances of inventories for the relevant period by cost of inventories sold and multiplying by 365 days.

Our average turnover days of inventories increased from 38 days in FY2023 to 53 days in FY2024, and decreased to 42 days in FY2025, primarily fluctuated with the balances as at each year end.

As at 31 March 2026, HK\$12.6 million or 79.0% of our inventories outstanding as at 31 December 2025 were subsequently used or sold.

FINANCIAL INFORMATION

Trade receivables

The following table sets forth the breakdown of our trade receivables as at the date indicated:

	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 impairment	(183)	(157)	(164)
	<u>49,859</u>	<u>62,947</u>	<u>103,690</u>

Our trade receivables primarily arise from (i) contracts with customers, mainly Doctors for the sales of medical aesthetics products and provision of on-site consumer services and administrative services and brand management services; and (ii) leasing activities from Doctors and a related company. Our trade receivables increased from HK\$49.9 million as at 31 December 2023 to HK\$62.9 million as at 31 December 2024, primarily attributable to the increase in trade receivables from sales of products, provision of administrative services and rental receivables which we generally grant credit periods of 90 days to our customers. Our trade receivables then further increased to HK\$103.7 million as at 31 December 2025, primarily due to the increase in revenue.

The following table sets forth the ageing analysis of the trade receivables based on the invoice dates, net of allowance for impairment losses, as at the date indicated:

	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
	<u>49,859</u>	<u>62,947</u>	<u>103,690</u>

As at 31 December 2023, 2024 and 2025, all our trade receivables are aged within 90 days. We generally grant credit period of 30 to 90 days to Doctors from the date of invoice.

During the Track Record Period, we provide expected credit losses (“ECL”) of trade receivables as prescribed by HKFRS 9. As at 31 December 2023, 2024 and 2025, included in our trade receivables balance are debtors with aggregate carrying amount of approximately HK\$8,000, nil and 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. We did not hold any collateral over these balances.

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The table below sets forth a summary of average turnover days of trade receivables for the Track Record Period:

	FY2023	FY2024	FY2025
Average turnover days of trade receivables ^(Note)	77	53	48

Note: Average turnover days of trade receivables for the years ended 31 December 2023, 2024 and 2025 is derived by dividing the arithmetic mean of the opening and closing balances of trade receivables for the relevant period by revenue and multiplying by 365 days. For illustrative purposes only, the turnover days are rounded up.

Despite the increase in our trade receivables balances from 31 December 2023 to 31 December 2025, our average turnover days of trade receivables decreased from 77 days in FY2023 to 53 days in FY2024 and further to 48 days in FY2025. Such decrease was primarily due to the increase in trade receivables in relation to branding management services and on-site consumer services introduced in FY2024, which we generally granted credit period of 30 days.

As at 31 March 2026, all of our trade receivables outstanding as at 31 December 2025 were settled.

Other receivables

Our other receivables mainly represented (i) prepayments to suppliers for procurement of medical aesthetics products, [REDACTED] expenses, rental expenses and other operating expenses; (ii) deposits paid, mainly for rental deposits and utilities deposits for our offices and the Clinics; and (iii) deposits for acquisition of equipment for leasing activities. The following table sets forth the breakdown of our other receivables as at the date indicated:

	As at 31 December		
	2023	2024	2025
	HK\$'000	HK\$'000	HK\$'000
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
	9,592	16,655	18,666

Our other receivables increased from HK\$9.6 million as at 31 December 2023 to HK\$16.7 million as at 31 December 2024, primarily due to the increase in (i) prepayments of HK\$4.6 million primarily to suppliers due to the increase in procurement of medical aesthetics products following the expansion of our business; and (ii) rental deposits of HK\$1.5 million resulting from addition of office and clinics in FY2024. Our other receivables then increased to HK\$18.7 million as at 31 December 2025 primarily due to further increase in rental deposits of HK\$1.5 million mainly for new leases we entered into.

FINANCIAL INFORMATION

Amounts due from related companies/a shareholder

We had amounts due from related companies of HK\$55,000, HK\$1.6 million and HK\$3.0 million as at 31 December 2023, 2024 and 2025, respectively. The following table sets forth the breakdown of our amounts due from related companies as at the date indicated:

Name of related companies	Nature	As at 31 December		
		2023 HK\$'000	2024 HK\$'000	2025 HK\$'000
ANKH Beauty Co., Ltd.	Other receivables	55	–	54
Deesse Vivante	Trade receivables	–	1,592	2,939
		<u>55</u>	<u>1,592</u>	<u>2,993</u>

The amount due from ANKH Beauty Co., Ltd. represented rental deposits and is unsecured, interest-free and recoverable on demand as at 31 December 2023 and 2025, respectively, whilst the amount due from Deesse Vivante was trade in nature.

As at 31 December 2025, we had amount due from a shareholder of HK\$3. The amount is unsecured, interest free and recoverable on demand as at 31 December 2025.

All the non-trade portion of amount due from a shareholder will be settled before/upon the [REDACTED].

Financial assets at FVTPL

The following table sets forth our balances on financial assets at FVTPL as at the date indicated:

	As at 31 December		
	2023 HK\$'000	2024 HK\$'000	2025 HK\$'000
Unlisted unit trust funds	<u>–</u>	<u>23,689</u>	<u>–</u>

Our financial assets at FVTPL as at 31 December 2024 represented unlisted unit trust funds which invest primarily in Asian bonds, United States treasury bonds and other debt securities. Such unlisted unit trust funds were ranked level 2 under the fair value hierarchy. The valuation was mainly based on the net asset values of the funds, determined with reference to the observable (quoted) prices of underlying investment portfolio. As at the Latest Practicable Date, we no longer invested in such product.

FINANCIAL INFORMATION

Trade and other payables

The following table sets forth our breakdown on trade and other payables as at the date indicated:

	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

Trade payables

Our trade payables are primarily derived from payables relating to payment to our suppliers in relation to procurement of inventories. The normal credit period for trade payables generally ranges from 30 to 90 days.

Trade payables increased from HK\$14.6 million as at 31 December 2023 to HK\$27.5 million as at 31 December 2024 which was mainly due to the increase in procurement of medical aesthetics products resulting from addition of Clinics in FY2024 following our business expansion. The trade payables increased to HK\$42.8 million as at 31 December 2025 mainly due to the further addition of Clinic in FY2025.

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The table below sets forth the ageing analysis of our trade payables as at the date indicated:

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

As at 31 December 2023, 2024 and 2025, majority of our trade payables were aged within three months, accounting for 99.6%, 93.8% and 95.3%, respectively, of our total trade payables as at the same date.

The following table sets out the average trade payables turnover days for the Track Record Period:

	FY2023	FY2024	FY2025
Average turnover days of trade payables ^(Note)	<u>65</u>	<u>77</u>	<u>78</u>

Note: Average turnover days of trade payables for the years ended 31 December 2023, 2024 and 2025 is derived by dividing the arithmetic mean of the opening and closing balances of trade payables for the relevant period by cost of inventories sold and multiplying by 365 days.

Our average turnover days of trade payables increased from 65 days in FY2023 to 77 days in FY2024, which was in line with the increase in our trade payables balances and within the credit period granted by our suppliers. Our average turnover days of trade payables then remained relatively stable at 78 days in FY2025.

As at 31 March 2026, HK\$42.8 million or 99.9% of our trade payables outstanding as at 31 December 2025 were settled.

Other payables

Our other payables mainly consisted (i) salaries payables; (ii) other tax payables; (iii) equipment consideration payables; (iv) accruals for operating expenses; (v) dividend payables; and (vi) advertising expense payables.

Our other payables and accruals increased from HK\$20.6 million as at 31 December 2023 to HK\$69.8 million as at 31 December 2024, primarily due to the increase in (i) dividend payables of HK\$18.8 million; (ii) salaries payables of HK\$14.8 million resulting from increase in number of staff for our Clinics and offices; and (iii) advertising expense payables of HK\$9.0 million for our brand promotion. Our other payables then decreased to HK\$56.0 million as at 31 December 2025 mainly due to the decrease in (i) dividend payables of HK\$17.3 million resulting from partial payment; and (ii) advertising expense payables of HK\$3.6 million resulting from settlement in FY2025. The decrease was partially offset by the increase in salaries payables of HK\$5.0 million resulting from increase in number of staff for Clinics and our office.

FINANCIAL INFORMATION

Amount due to a related company

The following table sets forth the details of our amount due to a related company as of the dates indicated:

Name of a related company	Nature	As at 31 December		
		2023	2024	2025
		HK\$'000	HK\$'000	HK\$'000
ANKH Beauty Co., Ltd.	Trade payables	–	1,226	–

We had amount due to a related company of nil, HK\$1.2 million and nil as at 31 December 2023, 2024 and 2025, respectively. The amount was trade in nature. The amount due to a related company had been settled in FY2025.

Advance payments from customers

Our advance payments from customers generally represented the receipt in advance for the provision of beauty treatment services to individuals, provision of brand management services and leasing activities. The following table sets forth the breakdown of our advance payments from customers as at the date indicated:

	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	–
	<u>14,430</u>	<u>42,784</u>	<u>15,542</u>

The fluctuation of our advance payments from customers was generally affected by the timing of receipt in advance received from our customers and the timing of the services provided. The advance payments from customers were expected to be settled within the normal operating cycle, and are classified as current based on the earliest obligation to provide services to the customers. Our advance payments from customers increased from HK\$14.4 million as at 31 December 2023 to HK\$42.8 million as at 31 December 2024, mainly due to the increase in provision of brand management services of HK\$25.2 million in relation to brand management services to be provided in FY2025. Our advance payments from customers then decreased to HK\$15.5 million as at 31 December 2025, primarily due to recognition of revenue from advance payments from customers in relation to brand management services in FY2025. During FY2025, we terminated the provision of beauty treatment services to individuals, refund has been made to individual customers.

FINANCIAL INFORMATION

LIQUIDITY AND CAPITAL RESOURCES

Our primary uses of cash have been, and are expected to continue to be, procurement of medical aesthetic products, funding our operating costs and other general corporate needs. Historically, we financed our operation and other capital requirements primarily using cash generated from our operations.

Upon completion of the [REDACTED], we currently expect that there will not be any material change in the sources and uses of cash of our Group in the future, except that we would have additional funds from [REDACTED] of the [REDACTED] for implementing our future plans as detailed under the section headed “Future Plans and Use of [REDACTED]” in this document. Any significant decrease in demand for, or pricing of, our products, or a significant decrease in the availability of bank loans or other financing may adversely impact our liquidity.

We currently expect that there will not be any material change in the sources and uses of cash of our Group, except that we would have additional cash outflow for payment of [REDACTED] expenses, and additional funds from [REDACTED] of the [REDACTED] for implementing our future plans as detailed in “Use of [REDACTED]” in this document.

Cash Flow

Prior to 31 March 2024, our business was operated under Deesse Vivante and no separate bank accounts were maintained by our business from 1 January 2023 to 31 March 2024. The treasury functions of our business were centrally administrated under Deesse Vivante from 1 January 2023 to 31 March 2024. The net cash flows generated by our 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 our business were presented as movements in the equity while there are no cash and cash equivalents balance for our business.

For the purpose of presenting a completed set of historical financial information of our Group, the following comprises the information of cash inflow/outflow of our business received/paid by Deesse Vivante prior to 31 March 2024.

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As at 31 December 2023, 2024 and 2025, we had cash and cash equivalents of nil, HK\$60.9 million and HK\$50.5 million, respectively. The following table summarises, for the periods indicated, our combined statements of cash flows:

	FY2023 HK\$'000	FY2024 HK\$'000	FY2025 HK\$'000
Net cash generated from operating activities	52,326	164,084	139,734
Net cash used in investing activities	(70,922)	(56,668)	(704)
Net cash used in financing activities	(21,260)	(30,368)	(149,415)
Net increase(decrease) 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 year	–	–	60,920
Cash and cash equivalents at end of year	–	60,920	50,535

Operating activities

During our Track Record Period, our cash inflow from operating activities was principally from the receipt of proceeds from our sales of products and services. Our cash outflow used in operating activities was principally for procurement of medical aesthetic products and other operating costs.

For FY2023, we had net cash generated from operating activities of HK\$52.3 million, resulting from profit before income tax of HK\$7.1 million as adjusted for non-cash and non-operating items, which primarily include (i) depreciation of right-of-use assets of HK\$21.1 million; and (ii) depreciation of property, plant and equipment of HK\$20.5 million. The amount was further adjusted by movements in working capital and tax paid of HK\$1.6 million. The movements in working capital primarily included the (i) decrease in trade and other receivables of HK\$6.5 million; (ii) decrease in inventories of HK\$6.1 million; (iii) decrease in advance payments from customers of HK\$5.6 million; and (iv) decrease in trade and other payables of HK\$3.0 million.

For FY2024, we had net cash generated from operating activities of HK\$164.1 million, resulting from profit before income tax of HK\$88.3 million as adjusted for non-cash and non-operating items, which primarily include (i) depreciation of property, plant and equipment of HK\$25.1 million; (ii) depreciation of right-of-use assets of HK\$18.7 million; and (iii) gain on deemed disposal of partial interest in an associate of HK\$10.6 million. The amount was further adjusted by movements in working capital and tax paid of HK\$0.3 million. The movements in working capital primarily included the (i) increase in trade and other payables of HK\$46.8 million; (ii) increase in advance payments from customers of HK\$30.1 million; (iii) increase in trade and other receivables of HK\$22.6 million; and (iv) increase in inventories of HK\$14.4 million.

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For FY2025, we had net cash generated from operating activities of HK\$139.7 million, resulting from profit before income tax of HK\$180.6 million as adjusted for non-cash and non-operating items, which primarily include (i) depreciation of property, plant and equipment of HK\$32.9 million; (ii) fair value gain for associate of HK\$28.3 million; (iii) depreciation of right-of-use assets of HK\$25.4 million; and (iv) gain on deemed disposal of partial interest in an associate of HK\$10.0 million. The amount was further adjusted by movements in working capital and tax paid of HK\$21.1 million. The movements in working capital primarily included the (i) increase in trade and other receivables of HK\$39.1 million; (ii) decrease in advance payments from customers of HK\$29.5 million; and (iii) increase in trade and other payables of HK\$15.6 million.

Investing activities

During the Track Record Period, our cash inflow from investing activities was principally proceeds from disposal of financial assets designated at FVTPL. Our cash outflow used in investing activities was principally for purchase of property, plant and equipment and financial assets designated as at FVTPL.

For FY2023, we had net cash used in investing activities of HK\$70.9 million primarily attributable to purchase of property, plant and equipment of HK\$72.0 million.

For FY2024, we had net cash used in investing activities of HK\$56.7 million primarily attributable to (i) purchase of property, plant and equipment of HK\$31.6 million; (ii) purchase of financial assets at FVTPL of HK\$24.3 million; and (iii) payments for rental deposits of HK\$10.2 million.

For FY2025, we had net cash used in investing activities of HK\$0.7 million primarily attributable to purchase of property, plant and equipment of HK\$25.2 million, payments for rental deposits of HK\$1.6 million and deposits paid for acquisition of equipment of HK\$1.6 million, partially offset by the proceeds from disposal of financial assets at FVTPL of HK\$25.3 million.

Financing activities

During the Track Record Period, our cash inflow from financing activities was principally deemed cash contribution. Our cash outflow used in financing activities was principally for dividend paid, repayment of lease liabilities, repayment of bank borrowings and deemed cash distribution.

For FY2023, we had net cash used in financing activities of HK\$21.3 million primarily attributable to the repayment of lease liabilities of HK\$19.6 million.

For FY2024, we had net cash used in financing activities of HK\$30.4 million primarily attributable to the repayment of lease liabilities of HK\$19.4 million.

For FY2025, we had net cash used in financing activities of HK\$149.4 million primarily attributable to the (i) dividend paid of HK\$124.0 million; and (ii) repayment of lease liabilities of HK\$23.3 million.

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INDEBTEDNESS

During the Track Record Period, our indebtedness was mainly represented by lease liabilities. The following table sets forth the breakdown of our total indebtedness as at the dates indicated:

	As at 31 December			As at 28
	2023	2024	2025	February
	HK\$'000	HK\$'000	HK\$'000	2026
				HK\$'000
				(Unaudited)
Lease liabilities	99,521	110,496	102,661	138,078

During the Track Record Period and as at 31 December 2023, 2024, 2025 and 28 February 2026, being the latest practicable date for the purpose of the indebtedness statements, we did not have any debt services issued and outstanding or authorised or otherwise created but unissued, term loans, bank overdrafts, or other similar indebtedness liabilities under acceptance, acceptance credits mortgages, charges, hire purchase commitments, guarantees or other material contingent liabilities. As at 28 February 2026, we have available banking facilities of HK\$12.5 million, which do not contain any material covenants. Since 2 April 2026 and up to the Latest Practicable Date, we have raised bank borrowings of HK\$12.5 million.

Lease liabilities

Our lease liabilities increased from HK\$99.5 million as at 31 December 2023 to HK\$110.5 million as at 31 December 2024, primarily due to the addition of leases for our Clinics. Our lease liabilities then decreased to HK\$102.7 million as at 31 December 2025, due to the repayment of lease liabilities during the respective year. Our lease liabilities then increased to HK\$138.1 million as at 28 February 2026 primarily due to addition of leases during the period.

TRANSACTIONS WITH RELATED PARTIES

With respect to the related party transactions set forth in the Accountants’ Report in Appendix I to this document, our Directors confirm that these transactions were conducted on normal commercial terms or such terms that were no less favourable to our Group than those available to Independent Third Parties and were fair and reasonable and in the interest of our Shareholders as a whole.

CAPITAL EXPENDITURES

Our Group’s capital expenditures have principally consisted of expenditures on additions of property, plant and equipment and right-of-use assets (which includes the right-of-use assets resulting from new leases entered and recognition of provision for reinstatement costs). During the Track Record Period, our Group’s additions of property, plant and equipment and right-of-use assets amounted to HK\$81.8 million, HK\$85.3 million and HK\$37.0 million, respectively. Between 1 January 2026 and the Latest Practicable Date, we did not make any material capital expenditures.

Our Group’s projected capital expenditures are subject to revision based upon any future changes in our business plan, market conditions, and economic and regulatory environment. Please refer to the section headed “Future Plans and Use of [REDACTED]” in this document for further information.

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We expect to fund our contractual commitments and capital expenditures principally through the cash generated from our operating activities and proceeds from borrowings. We believe that these sources of funding will be sufficient to finance our contractual commitments and capital expenditure needs for the next 12 months.

KEY FINANCIAL RATIOS

The following table sets forth our key financial ratios as at each of the dates indicated:

	For the year ended/as at 31 December		
	2023	2024	2025
Gross profit margin (%) ⁽¹⁾	8.4	25.7	28.3
Net profit margin (%) ⁽²⁾	2.4	18.5	23.5
Return on equity (%) ⁽³⁾	4.8	32.1	127.6
Return on total assets (%) ⁽⁴⁾	2.1	12.8	37.3
Interest coverage (times) ⁽⁵⁾	4.9	56.2	81.6
Current ratio (times) ⁽⁶⁾	0.9	1.0	1.1
Quick ratio (times) ⁽⁷⁾	0.8	0.9	1.0
Gearing ratio ⁽⁸⁾	84.0	38.2	68.0

Notes:

- (1) Gross profit margin for FY2023, 2024 and 2025 was calculated on gross profit divided by revenue for the respective year/period. See the paragraph headed “Review of Historical Results of Operation” in this section for more details on our gross profit margins.
- (2) Net profit margin for the year ended FY2023, 2024 and 2025 was calculated on profit for the year divided by revenue for the respective year/period. See the paragraph headed “Review of Historical Results of Operation” in this section for more details on our net profit margins.
- (3) Return on equity for FY2023, 2024 and 2025 was calculated based on the profit for the year attributable to the owners of the Company for the respective year divided by the equity attributable to the owners of the Company as at the respective year and multiplied by 100%.
- (4) Return on total assets for FY2023, 2024 and 2025 was calculated based on the net profit for the respective years divided by the total assets of the respective years and multiplied by 100%.
- (5) Interest coverage is calculated based on the profit before interest and tax for the year divided by interest expenses for the year.
- (6) Current ratios as at 31 December 2023, 2024 and 2025 were calculated based on the total current assets as at the respective dates divided by the total current liabilities as at the respective dates.
- (7) Quick ratios as at 31 December 2023, 2024 and 2025 were calculated based on the total current assets less inventories as at the respective dates divided by the total current liabilities as at the respective dates.
- (8) Gearing ratios was calculated by total lease liabilities, divided by total equity as at the end of the year multiplied by 100%.

FINANCIAL INFORMATION

Return on equity

Our return on equity increased from 4.8% for FY2023 to 32.1% for FY2024, primarily due to the increase in profit attributable to the owners of the Company during FY2024. Our return on equity further increased to 127.6% for FY2025, primarily due to the increase in profit attributable to the owners of the Company during FY2025.

Return on total assets

Our return on total assets increased from 2.1% for FY2023 to 12.8% for FY2024, primarily due to the increase in profit for the year during FY2024. Our return on total assets increased to 37.3% for FY2025, primarily due to the increase in profit for the year during FY2025.

Interest coverage

Our interest coverage increased from 4.9 times for FY2023 to 56.2 times for FY2024, primarily due to the increase in profit for the year during FY2024. Our interest coverage further increased to 81.6 times for FY2025 resulting from the increase in profit for the year during FY2025.

Current ratio

Our current ratio increased from 0.9 times as at 31 December 2023 to 1.0 times as at 31 December 2024, and further to 1.1 times as at 31 December 2025, resulting from our improvement of net current assets level.

Gearing ratio

Our gearing ratio decreased from 84.0% as at 31 December 2023 to 38.2% as at 31 December 2024, primarily due to the increase in total equity mainly resulting from accumulation of retained profits partially offset by the increase in lease liabilities of HK\$11.0 million. Our gearing ratio increased to 68.0% as at 31 December 2025, primarily due to the decrease in total equity resulting from distribution of dividend partially offset by the increase in profit for the year.

CONTRACTUAL AND CAPITAL COMMITMENTS

We had the following capital commitments at the dates indicated:

	As at 31 December		
	2023	2024	2025
	HK\$'000	HK\$'000	HK\$'000
Contracted, but not provided for:			
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

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Contingent liabilities

As at the Latest Practicable Date, we did not have any material contingent liabilities, guarantees or any litigation or claims of material importance, pending or threatened against us. Our Directors have confirmed that there has not been any material change in our contingent liabilities since the Latest Practicable Date and up to the date of this document.

OFF-BALANCE SHEET ARRANGEMENT

As at the Latest Practicable Date, we had not entered into any off-balance sheet transaction.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

We are exposed to a variety of financial risk, such as market risk, including currency risk, interest rate risk, credit risk and liquidity risk.

Details of the risk to which we are exposed are set out in note 29 to the Accountants’ Reports, the text of which is set out in Appendix I to this document.

DISCLOSURE REQUIRED UNDER THE LISTING RULES

Our Directors confirm that as at the Latest Practicable Date, there were no circumstances that would give rise to the disclosure requirements under Rules 13.13 to 13.19 of the Hong Kong Listing Rules.

[REDACTED] EXPENSES

Assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED], being the mid-point of the indicative [REDACTED] of HK\$[REDACTED] to HK\$[REDACTED] per Share, the total estimated [REDACTED] expenses in connection with the [REDACTED] (including [REDACTED] commission) was HK\$[REDACTED] million (including (i) [REDACTED]-related expenses (including but not limited to commissions and fees) of HK\$[REDACTED] million; and (ii) non-[REDACTED] related expenses of HK\$[REDACTED] million, which consists of (a) fees and expenses paid to legal advisors and the Reporting Accountants of HK\$[REDACTED] million; and (b) other fees and expenses of HK\$[REDACTED] million)), representing [REDACTED]% of the [REDACTED] from the [REDACTED].

During the Track Record Period, we incurred [REDACTED] expenses of HK\$[REDACTED] million, which were charged to our combined statements of profit or loss and other comprehensive income. We expect to incur [REDACTED] expenses of approximately HK\$[REDACTED] million, of which HK\$[REDACTED] million is expected to be recognised in the consolidated statements of profit or loss and other comprehensive income and approximately HK\$[REDACTED] million is expected to be recognised as a deduction in equity directly upon the [REDACTED].

The [REDACTED] expenses above is the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

FINANCIAL INFORMATION

DIVIDEND POLICY

During the Track Record Period, no dividend has been paid or declared by the Company since its date of incorporation, while JC Taiwan had dividends declared for its equity shareholders recognised as distribution of nil, HK\$21.3 million and HK\$106.7 million in FY2023, FY2024 and FY2025, respectively. The declaration of dividends is subject to the discretion of our Board and the approval of our Shareholders. Our Directors may recommend a payment of dividends in the future after taking into account our operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions, capital expenditure and future development requirements, shareholders’ interests and other factors which they may deem relevant at such time. Any declaration and payment as well as the amount of the dividends will be subject to our constitutional documents and the Cayman Islands Companies Law, including the approval of our Shareholders. Any future declarations of dividends may or may not reflect our historical declarations of dividends and will be at the absolute discretion of our Directors.

Any dividends declared will be in Hong Kong dollars with respect to our Shares on a per share basis, and our Company will pay such dividends in Hong Kong dollars.

Any distributable profits that are not distributed in any given year will be retained and available for distribution in subsequent years. To the extent profits are distributed as dividends, such portion of profits will not be available to be reinvested in our operations.

DISTRIBUTABLE RESERVES

As at 31 December 2025, our Company had no distributable reserves. Please see “Statement of Financial Position of the Company” of the Accountants’ Report contained in Appendix I of this document.

EVENT AFTER THE REPORTING PERIOD

Please see note 35 of the Accountants’ Report contained in Appendix I of this document.

UNAUDITED [REDACTED] ADJUSTED COMBINED NET TANGIBLE ASSETS

Please see the section “Unaudited [REDACTED] Financial Information” in Appendix II for our unaudited [REDACTED] adjusted net tangible assets.

RECENT DEVELOPMENT AND NO MATERIAL ADVERSE CHANGE

Please see the section headed “Summary – Recent Developments” of this document for details.

FUTURE PLANS AND USE OF [REDACTED]

FUTURE PLANS

See “Business – Our Strategies” for a detailed description of our future plans.

USE OF [REDACTED]

Assuming an [REDACTED] of HK\$[REDACTED] per Share (being the mid-point of the [REDACTED] stated in this document), we estimate that we will receive [REDACTED] of approximately HK\$[REDACTED] million from the [REDACTED] after deducting the [REDACTED] commission and other estimated expenses paid and payable by us in connection with the [REDACTED] and assuming that the [REDACTED] is not exercised. In line with our strategies, we intend to use our [REDACTED] from the [REDACTED] for the purposes and in the amounts set forth below:

- approximately [REDACTED]%, or HK\$[REDACTED] million, will be used for strategically expanding our integrated medical aesthetic and wellness platform in Taiwan, by partnering with Doctors to establish ten new medical aesthetic Clinics and 15 new TCM Clinics in the next three years. We intend to allocate the [REDACTED] in the amounts set forth below to achieve this business strategy:
 - (a) approximately [REDACTED]%, or HK\$[REDACTED] million, will be used for partnering with Doctors to establish ten new medical aesthetic Clinics in the next three years, which primarily include design and fitting out work expenses, rental expenses during the fitting-out process and procurement costs of key medical equipment for Clinic operation;
 - (b) approximately [REDACTED]%, or HK\$[REDACTED] million, will be used for partnering with Doctors to establish 15 new TCM Clinics in the next three years, which primarily include design and fitting out work expenses, rental expenses during the fitting-out process, and costs of key medical equipment and basic Chinese herbal medicine for TCM Clinic operation;
 - (c) approximately [REDACTED]%, or HK\$[REDACTED] million, will be used for recruitment of onsite personnel in support of the operations of the ten new medical aesthetic Clinics and 15 new TCM Clinics, which is calculated based on the assumption that each new medical aesthetic Clinic would require allocation of approximately 10 to 15 onsite personnel, and each new TCM Clinic would require allocation of approximately 10 onsite personnel, with average annual salary ranging from approximately NT\$1.0 million to approximately NT\$1.8 million; and
 - (d) approximately [REDACTED]%, or HK\$[REDACTED] million, will be used for sales and marketing activities to be implemented to promote the opening of the new medical aesthetic Clinics and TCM Clinics and to drive revenue growth at the new Clinics. This includes, among others, celebrity endorsements and online platform marketing campaigns to enhance brand awareness, attract new Members, and accelerate patient acquisition for the newly established Clinics;

FUTURE PLANS AND USE OF [REDACTED]

- approximately [REDACTED]%, or HK\$[REDACTED] million, will be used for the acquisition of an existing, profitable medical aesthetic platform operator in the Greater Tokyo Area, Japan with an established network of clinics under its management. We intend to allocate the [REDACTED] in the amounts set forth below to achieve this business strategy:
 - (a) approximately [REDACTED]%, or HK\$[REDACTED] million, will be used for the identification, evaluation and acquisition of suitable acquisition target in Japan, including but not limited to due diligence expenses, legal and advisory fees, and transaction costs; and
 - (b) approximately [REDACTED]%, or HK\$[REDACTED] million, will be used for talent recruitment in Japan, including but not limited to hiring of local management and operational staff of our subsidiary in Japan;
- approximately [REDACTED]%, or HK\$[REDACTED] million, will be used for enhancing our business management and operations to support our expanded clinic network and improve operational efficiency. We intend to allocate the [REDACTED] in the amounts set forth below to achieve this business strategy:
 - (a) approximately [REDACTED]%, or HK\$[REDACTED] million, will be used for headquarters talent recruitment to support the opening and operation of the new Clinics to be established over the next three years. This includes hiring of around 30 additional personnel for key functions such as procurement, legal, finance, marketing, information technology, and human resources, with average annual salary of approximately NT\$1.5 million, strengthening our central support capabilities to effectively manage and scale our growing platform; and
 - (b) approximately [REDACTED]%, or HK\$[REDACTED] million, will be used for improving our information technology infrastructure, including replacing obsolete laptops for headquarters staff to enhance workforce productivity, and upgrading our CRM system to strengthen our data analytics capabilities, improve member engagement, and support the increased operational demands arising from our expanded clinic network; and
- approximately [REDACTED] % of the [REDACTED], or HK\$[REDACTED] million, will be used working capital and general corporate purposes.

In the event that the [REDACTED] is set at the [REDACTED] or the [REDACTED] of the indicative [REDACTED], the [REDACTED] of the [REDACTED] will increase or decrease by approximately HK\$[REDACTED] million, respectively. If we make an upward or downward [REDACTED] adjustment to set the final [REDACTED] to be above or below the mid-point of the [REDACTED], we will increase or decrease the allocation of the [REDACTED] to the above purposes on a pro rata basis.

The additional [REDACTED] that we would receive if the [REDACTED] was exercised in full would be (i) HK\$[REDACTED] million (assuming an [REDACTED] of HK\$[REDACTED] per Share, being the [REDACTED]), (ii) HK\$[REDACTED] million (assuming an [REDACTED] of HK\$[REDACTED] per Share, being the mid-point of the [REDACTED]) and (iii) HK\$[REDACTED] million (assuming an [REDACTED] of HK\$[REDACTED] per Share, being the [REDACTED]).

FUTURE PLANS AND USE OF [REDACTED]

To the extent that the [REDACTED] of the [REDACTED] are not immediately used for the above purposes or if we are unable to effect any part of our future development plans as intended, we may deposit such funds into short-term interest-bearing accounts at licensed commercial banks and/or other authorized financial institutions (as defined under the Securities and Futures Ordinance or the applicable laws and regulations in other jurisdictions). In such event, we will comply with the appropriate disclosure requirements under the Listing Rules.

If any part of our development plan does not proceed as planned for reasons such as the occurrence of force majeure events, the Directors will carefully evaluate the situation and may reallocate the [REDACTED] from the [REDACTED].

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

The Sole Sponsors’ Independence

The Sole Sponsor satisfies the independence criteria set out in Rule 3A.07 of the Listing Rules.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

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STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

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HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

APPENDIX I

ACCOUNTANT’S REPORT

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.

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ACCOUNTANT’S REPORT

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]

APPENDIX I

ACCOUNTANT’S REPORT

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.

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ACCOUNTANT’S REPORT

COMBINED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	<i>Notes</i>	Year ended 31 December		
		2023	2024	2025
		<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue	6	234,005	387,106	634,285
Cost of sales and services		<u>(214,273)</u>	<u>(287,661)</u>	<u>(455,020)</u>
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	<u>(1,827)</u>	<u>(1,600)</u>	<u>(2,240)</u>
Profit before income tax	10	7,118	88,335	180,627
Income tax expense	12	<u>(1,421)</u>	<u>(16,607)</u>	<u>(31,587)</u>
Profit for the year		5,697	71,728	149,040
Other comprehensive income (expense)				
<i>Item that will not be reclassified subsequently to profit or loss:</i>				
Exchange differences arising from translation of functional currency to presentation currency		<u>757</u>	<u>(12,868)</u>	<u>12,430</u>
Total comprehensive income for the year		<u><u>6,454</u></u>	<u><u>58,860</u></u>	<u><u>161,470</u></u>
Profit for the year attributable to:				
Owners of the Company		4,217	55,374	115,282
Non-controlling interests		<u>1,480</u>	<u>16,354</u>	<u>33,758</u>
		<u><u>5,697</u></u>	<u><u>71,728</u></u>	<u><u>149,040</u></u>
Total comprehensive income for the year attributable to:				
Owners of the Company		4,777	45,440	124,897
Non-controlling interests		<u>1,677</u>	<u>13,420</u>	<u>36,573</u>
		<u><u>6,454</u></u>	<u><u>58,860</u></u>	<u><u>161,470</u></u>

APPENDIX I

ACCOUNTANT’S REPORT

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
		<u>208,384</u>	<u>379,912</u>	<u>215,617</u>
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
		<u>63,000</u>	<u>181,159</u>	<u>184,021</u>
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	–
		<u>69,028</u>	<u>181,623</u>	<u>166,928</u>
Net current (liabilities) assets		<u>(6,028)</u>	<u>(464)</u>	<u>17,093</u>
Total assets less current liabilities		<u>202,356</u>	<u>379,448</u>	<u>232,710</u>

APPENDIX I

ACCOUNTANT’S REPORT

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

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

APPENDIX I

ACCOUNTANT’S REPORT

STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	<i>Notes</i>	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.

APPENDIX I

ACCOUNTANT’S REPORT

COMBINED STATEMENTS OF CHANGES IN EQUITY

	Attributable to owners of the Company						Non-controlling interests	Total
	Share capital	Capital reserve	Translation reserve	Retained profits	Share-based payments reserve	Subtotal		
	HK\$'000	HK\$'000 (note a)	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	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

APPENDIX I

ACCOUNTANT’S REPORT

	Attributable to owners of the Company					Subtotal HK\$'000	Non- controlling interests HK\$'000	Total HK\$'000
	Share capital HK\$'000 (note a)	Capital reserve HK\$'000	Translation reserve HK\$'000	Retained profits HK\$'000	Share-based payments reserve 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司 (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.

APPENDIX I

ACCOUNTANT’S REPORT

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.

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	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

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	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

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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.

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- (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.

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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.

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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.

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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.

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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.

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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.

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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.

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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.

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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.

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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 foregoing, 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.

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(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.

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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.

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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 (<i>Note</i>)	–	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.

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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

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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
	<u>538</u>	<u>995</u>	<u>1,867</u>

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
	<u>1,827</u>	<u>1,600</u>	<u>2,240</u>

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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 (<i>Note 11</i>))			
– Salaries, allowances and other benefits	50,505	98,475	138,698
– Retirement benefit expenses	2,820	4,491	6,802
	<u>53,325</u>	<u>102,966</u>	<u>145,500</u>
Total staff costs	<u>53,325</u>	<u>102,966</u>	<u>145,500</u>
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
	<u>53,325</u>	<u>102,966</u>	<u>145,500</u>
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
	<u>47</u>	<u>(221)</u>	<u>556</u>

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:

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For the year ended 31 December 2023

Executive directors

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

For the year ended 31 December 2024

Executive directors

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

Non-executive director

	Mr. Kuo <i>HK\$'000</i>
Fees	<u>24</u>
Total of directors’ emoluments	<u>450</u>

For the year ended 31 December 2025

Executive directors

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

Non-executive director

	Mr. Kuo <i>HK\$'000</i>
Fees	<u>150</u>
Total of directors’ emoluments	<u>726</u>

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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 (<i>Note</i>)	2,896	3,632	6,923
Retirement benefit expenses	136	131	243
	<u>3,611</u>	<u>4,272</u>	<u>8,374</u>

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
	<u>5</u>	<u>5</u>	<u>5</u>

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.

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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 (<i>Note 24</i>)	(196)	(180)	(284)
	<u>1,421</u>	<u>16,607</u>	<u>31,587</u>

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	<u>7,118</u>	<u>88,335</u>	<u>180,627</u>
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	<u>(155)</u>	<u>(167)</u>	<u>(331)</u>
Income tax expense	<u>1,421</u>	<u>16,607</u>	<u>31,587</u>

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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.

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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 1 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

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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 <i>HK\$'000</i>	Buildings <i>HK\$'000</i>	Medical equipment <i>HK\$'000</i>	Leasehold improvement <i>HK\$'000</i>	Total <i>HK\$'000</i>
COST					
At 1 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

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	Freehold land <i>HK\$'000</i>	Buildings <i>HK\$'000</i>	Medical equipment <i>HK\$'000</i>	Leasehold improvement <i>HK\$'000</i>	Total <i>HK\$'000</i>
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	<u>26,518</u>	<u>7,752</u>	<u>13,149</u>	<u>51,327</u>	<u>98,746</u>
At 31 December 2024	<u>24,678</u>	<u>7,069</u>	<u>15,239</u>	<u>47,077</u>	<u>94,063</u>
At 31 December 2025	<u>25,834</u>	<u>7,248</u>	<u>21,133</u>	<u>37,793</u>	<u>92,008</u>

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16. RIGHT-OF-USE ASSETS

The Group

	Office premises HK\$'000	Clinic premises HK\$'000	Warehouse HK\$'000	Total 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 (<i>Note</i>)	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.

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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 (<i>Note</i>)	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			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.

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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 HK\$'000	2024 HK\$'000	2025 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
	<u>N/A</u>	<u>162,153</u>	<u>N/A</u>
	<u>N/A</u>	<u>162,153</u>	<u>N/A</u>
	For the period ended 31 December		
	2023 HK\$'000	2024 HK\$'000	2025 HK\$'000
Revenue	N/A	7,748	7,315
Loss and total comprehensive expense for the period	N/A	(22,618)	(30,760)
	<u>N/A</u>	<u>(22,618)</u>	<u>(30,760)</u>

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 HK\$'000	2024 HK\$'000	2025 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
	<u>N/A</u>	<u>16.95%</u>	<u>N/A</u>
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
	<u>N/A</u>	<u>155,022</u>	<u>N/A</u>

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.

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

	<i>HK\$’000</i>
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)
	<u>28,304</u>
Gain on distribution in specie of shares in an associate	<u><u>28,304</u></u>

18. INVENTORIES

The Group

	2023	As at 31 December	2025
	<i>HK\$’000</i>	<i>2024</i>	<i>HK\$’000</i>
	<i>HK\$’000</i>	<i>HK\$’000</i>	<i>HK\$’000</i>
Medical aesthetics products	7,582	21,329	15,918
	<u>7,582</u>	<u>21,329</u>	<u>15,918</u>

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

The Group

(a) Trade and other receivables

The Group

	2023	As at 31 December	2025
	<i>HK\$’000</i>	<i>2024</i>	<i>HK\$’000</i>
	<i>HK\$’000</i>	<i>HK\$’000</i>	<i>HK\$’000</i>
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)
	<u>49,859</u>	<u>62,947</u>	<u>103,690</u>
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
	<u>59,451</u>	<u>79,602</u>	<u>122,356</u>

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

	<u>59,451</u>	<u>79,602</u>	<u>122,356</u>

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.

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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
	<u>49,859</u>	<u>62,947</u>	<u>103,690</u>

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	31 December	31 December	31 December
		2023	2023	2024	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	<u>–</u>	<u>–</u>	<u>1,592</u>	<u>2,939</u>
		<u>57</u>	<u>55</u>	<u>1,592</u>	<u>2,993</u>

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	<u>57</u>	<u>55</u>	<u>54</u>

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	<u>–</u>	<u>1,592</u>	<u>2,972</u>

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.

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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 (<i>note</i>)	—	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

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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 HK\$'000	2024 HK\$'000	2025 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
	<u>14,612</u>	<u>27,489</u>	<u>42,829</u>

(b) Amount due to a related company

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

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 HK\$'000	2024 HK\$'000	2025 HK\$'000
Within 60 days	<u>–</u>	<u>1,226</u>	<u>–</u>

(c) Advance payment from customers

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

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.

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(d) **Provision for reinstatement costs**

	2023 <i>HK\$'000</i>	2024 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Provision for reinstatement costs	<u>3,825</u>	<u>4,125</u>	<u>4,780</u>
Presented as:			
Current	251	470	–
Non-current	<u>3,574</u>	<u>3,655</u>	<u>4,780</u>
	<u>3,825</u>	<u>4,125</u>	<u>4,780</u>
			Provision for reinstatement costs <i>HK\$'000</i>
At 1 January 2023			3,719
Unwinding of discount			97
Exchange realignment			<u>9</u>
At 31 December 2023			3,825
Additional provision in the year			729
Unwinding of discount			92
Utilisation of provision			(240)
Exchange realignment			<u>(281)</u>
At 31 December 2024			4,125
Additional provision in the year			609
Unwinding of discount			121
Utilisation of provision			(266)
Exchange realignment			<u>191</u>
At 31 December 2025			<u>4,780</u>

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.

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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
	<u>99,521</u>	<u>110,496</u>	<u>102,661</u>
Less: Amount due for settlement within 12 months shown under current liabilities	<u>(19,157)</u>	<u>(23,786)</u>	<u>(25,749)</u>
Amount due for settlement after 12 months shown under non-current liabilities	<u>80,364</u>	<u>86,710</u>	<u>76,912</u>

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 (<i>Note 12</i>)	128	62	6	196
Exchange realignment	<u>3</u>	<u>1</u>	<u>1</u>	<u>5</u>
At 31 December 2023	275	102	127	504
Credited (charged) to profit or loss (<i>Note 12</i>)	42	(12)	150	180
Exchange realignment	<u>(21)</u>	<u>(7)</u>	<u>(12)</u>	<u>(40)</u>
At 31 December 2024	296	83	265	644
Credited (charged) to profit or loss (<i>Note 12</i>)	191	111	(18)	284
Exchange realignment	<u>13</u>	<u>3</u>	<u>13</u>	<u>29</u>
At 31 December 2025	<u>500</u>	<u>197</u>	<u>260</u>	<u>957</u>

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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 (<i>Note 1 (c)</i>)	(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.

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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.

Name	Relationships	Nature of transactions	Year ended 31 December		
			2023 HK\$'000	2024 HK\$'000	2025 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
			<u> </u>	<u> </u>	<u> </u>

- (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 HK\$'000	2024 HK\$'000	2025 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
	<u> </u>	<u> </u>	<u> </u>
	1,121	3,429	5,666
	<u> </u>	<u> </u>	<u> </u>

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.

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ACCOUNTANT’S REPORT

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	—
	<u>54,122</u>	<u>155,556</u>	<u>165,709</u>
Financial liabilities			
At amortised cost	<u>27,953</u>	<u>71,832</u>	<u>66,181</u>

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.

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ACCOUNTANT’S REPORT

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

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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

	Notes	External credit rating	Internal credit rating	12-month or lifetime ECL	Gross carrying amount As at 31 December		
					2023 HK\$'000	2024 HK\$'000	2025 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.

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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

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

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

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.

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ACCOUNTANT’S REPORT

Liquidity tables

	Weighted average interest rate %	Less than 1 year HK\$'000	1 and 2 years HK\$'000	2 – 5 years HK\$'000	Over 5 years HK\$'000	Undiscounted cash flows HK\$'000	Carrying amount 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
		<u>48,533</u>	<u>19,633</u>	<u>45,629</u>	<u>18,441</u>	<u>132,236</u>	<u>127,474</u>
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
		<u>97,552</u>	<u>23,914</u>	<u>50,952</u>	<u>15,671</u>	<u>188,089</u>	<u>182,328</u>
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
		<u>93,740</u>	<u>27,295</u>	<u>43,831</u>	<u>8,591</u>	<u>173,457</u>	<u>168,842</u>

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	31.12.2023 HK\$'000	Fair value as at 31.12.2024 HK\$'000	31.12.2025 HK\$'000	Fair value hierarchy	Valuation technique and key input
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.

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ACCOUNTANT’S REPORT

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 HK\$’000	Lease liabilities HK\$’000	Total HK\$’000
At 1 January 2023	–	116,620	116,620
Financing cash flows	–	(21,285)	(21,285)
Finance costs (<i>Note 9</i>)	–	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 (<i>Note 9</i>)	–	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 (<i>Note 9</i>)	–	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			As at the date of this report
			2023	2024	2025	
			%	%	%	%
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.

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ACCOUNTANT’S REPORT

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 purchase 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 fourth 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.

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ACCOUNTANT’S REPORT

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 HK\$	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
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.

APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX III

VALUATION REPORT

The following is the text of a letter and valuation certificate prepared for the purpose of incorporation in this document received from Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent valuer, in connection with its valuation as at 31 March 2026 of the property interest leased by Jing Chi Biomed Co., Ltd.



Jones Lang LaSalle Corporate Appraisal and Advisory Limited
7/F One Taikoo Place 979 King's Road Hong Kong
tel +852 2846 5000 fax +852 2169 6001
Company Licence No.: C-030171

[•]

The Board of Directors
Jing Chi Biomed Co., Ltd.
7/F, No. 1 Songzhi Road,
Xinyi District, Taipei 110,
Taiwan

Dear Sirs,

In accordance with your instructions to value the property interests leased by Jing Chi Biomed Co., Ltd. (the “**Company**”) and its subsidiaries (hereinafter together referred to as the “**Group**”) in Taiwan, we confirm that we have carried out inspections, made relevant enquiries and searches and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market value of the property interests as at 31 March 2026 (the “**valuation date**”).

Our valuation is carried out on a market value basis. Market value is defined as “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s-length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”.

In valuing the property interests which are leased by the Company in Taiwan, we have attributed no commercial value to the property due to the leased land nature and prohibition against assignment.

In valuing the property interests, we have complied with all requirements contained in Chapter 5 of the Rules Governing the Listing of Securities issued by the Stock Exchange of Hong Kong Limited; the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors; the HKIS Valuation Standards published by the Hong Kong Institute of Surveyors, and the International Valuation Standards issued by the International Valuation Standards Council.

We have relied to a very considerable extent on the information given by the Group and have accepted advice given to us on such matters as tenure, floor area, planning approvals, site conditions, statutory notices, easements, particulars of occupancy, lettings, and all other relevant matters.

We have been shown copies of tenancy agreements and other official plans relating to the property interests and have made relevant enquiries. Where possible, we have examined the original documents to verify the existing title to the property interests in Taiwan and any material encumbrance that might be attached to the property interests or any tenancy amendment.

APPENDIX III

VALUATION REPORT

We have had no reason to doubt the truth and accuracy of the information provided to us by the Group. We have also sought confirmation from the Group that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to reach an informed view, and we have no reason to suspect that any material information has been withheld.

We have not carried out detailed on-site measurements to verify the correctness of the areas in respect of the properties but have assumed that the areas shown on the documents handed to us are correct. All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations. No on-site measurement has been taken.

We have inspected the exterior and, where possible, the interior of the properties unless we have been otherwise instructed. However, we have not carried out investigation to determine the suitability of the ground conditions and services for any development thereon. Our valuation has been prepared on the assumption that these aspects are satisfactory. Moreover, no structural survey has been made, but in the course of our inspection, we did not note any serious defects. We are not, however, able to report whether the properties are free of rot, infestation or any other structural defects. No tests were carried out on any of the services.

The site inspection was carried out in April 2026 by Renley Kuo who has 1 year experience in the valuation of properties in Taiwan.

CURRENCY

Unless otherwise stated, all monetary figures stated in this report are in New Taiwan Dollars (NTD).

Climate change, sustainability, resilience, and ESG are increasingly influencing investment approaches as they may affect prospects for rental and capital growth, and susceptibility to obsolescence. properties that do not meet the sustainability characteristics expected in the market may represent a higher investment risk, particularly as occupiers become more conscious of ESG impacts on operational workspace, which could impact on vacancy and rental levels. This view is supported by RICS in their recently published guidance note “Sustainability and ESG in commercial property valuation and strategic advice (3rd Edition).”

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While some of the sustainability and ESG initiatives are considered subjective and intangible, they cannot always be demonstrated with quantifiable evidence. Based on our research and local market knowledge, there is not yet any direct and tangible evidence of ESG being reflected in specific investment behaviours and/or pricing considerations for assets of a similar nature to the subject property, although it is acknowledged that ESG criteria is forming part of an increasing number of investment mandates. However more tangible benefits such as energy efficiency are realisable in operational costs. We have not undertaken full asset and market investigations in this regard. Whilst there is currently no direct and tangible evidence to suggest that the market is making pricing adjustments for ESG, we will continue to monitor market movements and sentiment.

Our summary of values and valuation certificates are attached below for your attention.

Yours faithfully,
For and on behalf of
Jones Lang LaSalle Corporate Appraisal and Advisory Limited
Eddie T. W. Yiu
MRICS MHKIS R.P.S. (GP)
Senior Director

Note: Eddie T.W. Yiu is a Chartered Surveyor who has 32 years’ experience in the valuation of properties in Hong Kong and the PRC as well as relevant experience in the Asia-Pacific region.

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SUMMARY OF VALUES

Property interests leased by the Group in Taiwan

No.	Property	Market value in existing state as at 31 March 2026 NTD
1.	7/F and 6 carparking spaces, No. 1 Songzhi Road, Xinyi District, Taipei 110, Taiwan	No commercial value
2.	1/F and 13/F and 2 carparking spaces, No. 6 Zhongxiao West Road, Taipei 103, Taiwan	No commercial value
3.	10/F to 11/F, No. 30, Section 4, Zhongxiao East Road, Taipei 106, Taiwan	No commercial value
4.	A2 and B2 and 2 carparking spaces, 5/F, No. 1 Songzhi Road, Xinyi District, Taipei 110, Taiwan	No commercial value
5.	10/F and 3 carparking spaces, No. 183 Zhongxing Street, West District, Taichung 403, Taiwan	No commercial value
6.	1/F to 2/F and 8 carparking spaces, No. 322 Boai 2nd Road, Zuoying District, Kaohsiung 813, Taiwan	No commercial value
7.	2/F and 7 carparking spaces, No. 111, Section 2, Nanjing East Road, Taipei 104, Taiwan	No commercial value
8.	1/F to 2/F, No. 58 Guangming 6th Road, East Section 2, Zhubei City, Hsinchu County 302, Taiwan	No commercial value
9.	2/F to 3/F and 2 carparking spaces, No. 25, Section 1, Dunhua South Road, Songshan District, Taipei 105, Taiwan	No commercial value
Total:		Nil

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VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2026
				NTD
1.	7/F and 6 carparking spaces, No. 1 Songzhi Road, Xinyi District, Taipei 110, Taiwan	The property is located on the 7th floor of a commercial building on Songzhi Road in Taipei’s Xinyi District, the city’s primary central business district. The locality is characterised by Grade A office towers and premium retail developments, anchored by Taipei 101 and the Xinyi shopping precinct. The area is well served by public transportation via Taipei City Hall MRT Station and comprehensive road connectivity, together with extensive amenities including hotels, department stores, restaurants, and financial institutions. The building of the subject property comprises a 27-storey commercial building plus 5 basement levels completed in 2009. As advised by the Group, the property has a gross floor area of approximately 2,246 sq.m. (679.37 ping) for office and clinic uses.	As at the valuation date, the property was leased by the Group and subleased to a tenant for office and clinic purposes, while the remaining portion of the property was occupied by the Group.	No commercial value

Notes:

- Pursuant to a lease agreement, as at the valuation date, the property with a gross floor area of approximately 2,246 sq.m. (679.37 ping) was leased by the Group for a term commencing on 1 December 2024 and expiring on 30 April 2029 for office and clinic uses at a monthly rent of NTD2,547,637, exclusive of VAT, management fee and utilities charges.
- Pursuant to a sublease agreement, as at the valuation date, portion of the property with a gross floor area of approximately 1,082 sq.m. (327.30 ping) was subleased out by the Group commencing on 1 January 2026 and expiring on 31 December 2027 for office and clinic uses at a monthly rent of NTD, inclusive of VAT, management fee and utilities charges.
- We have attributed no commercial value to the property due to the leased nature and prohibition against assignment.

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VALUATION REPORT

VALUATION CERTIFICATE

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2026
				NTD
2.	1/F and 13/F and 2 carparking spaces, No. 6 Zhongxiao West Road, Taipei 103, Taiwan	The property is situated on the 1st and 13th floor of a commercial building along Zhongxiao West Road, opposite Taipei Main Station in Taipei. The locality functions as a core business and transit node integrating the MRT, Taiwan Railway, High Speed Rail, and intercity bus services. Surrounding includes offices, hotels, retail arcades, and government facilities and commercial amenities. The building of the subject property comprises a 19-storey commercial building plus 3 basement levels completed in 1985. As advised by the Group, the property has a gross floor area of approximately 1,157 sq.m. (350.10 ping) for office and clinic uses.	As at the valuation date, the property was leased by the Group and subleased to various tenants for office and clinic purposes, while the remaining portion of the property was occupied by the Group.	No commercial value

Notes:

- Pursuant to a lease agreement, as at the valuation date, portion of the property with a gross floor area of approximately 646 sq.m. (195.30 ping) was leased by the Group for a term commencing on 1 January 2024 and expiring on 31 December 2028 for office and clinic purposes at a monthly rent of NTD390,600, inclusive of VAT, management fee and utilities charges.
- Pursuant to a lease agreement and a supplementary agreement, as at the valuation date, portion of the property with a gross floor area of approximately 95 sq.m. (28.80 ping) was leased by the Group for a term commencing on 1 January 2024 and expiring on 31 December 2028 for office and clinic purposes at a monthly rent of NTD57,600, inclusive of VAT, management fee and utilities charges.
- Pursuant to a lease agreement, as at the valuation date, portion of the property with a gross floor area of approximately 417 sq.m. (126 ping) was leased by the Group for a term commencing on 1 October 2025 and expiring on 30 September 2030 for office and clinic purposes at a monthly rent of NTD525,000, inclusive of VAT, management fee and utilities charges.
- Pursuant to 2 sublease agreements, as at the valuation date, portion of the property with a total gross floor area of approximately 1,062 sq.m. (321.30 ping) was subleased out by the Group commencing on 1 January 2026 and expiring on 31 December 2027 for office and clinic uses at a total monthly rent of NTD1,304,000, inclusive of VAT, management fee and utilities charges.
- We have attributed no commercial value to the property due to the leased nature and prohibition against assignment.

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No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2026 NTD
3.	10/F to 11/F, No. 30, Section 4, Zhongxiao East Road, Taipei 106, Taiwan	The property occupies the 10th and 11th floors of a commercial building on Zhongxiao East Road Section 4, Taipei. The locality is a mixed-use area with high-street retail, office buildings, and lifestyle amenities. The property enjoys close proximity to Zhongxiao Fuxing MRT Station, offering convenient access to both the Bannan and Wenhua Lines. The building of the subject property comprises a 12-storey commercial building completed in 2006. As advised by the Group, the property has a gross floor area of approximately 424 sq.m. (128.33 ping) for office and clinic uses.	As at the valuation date, the property was leased by the Group and subleased to a tenant for office and clinic purposes, while the remaining portion of the property was occupied by the Group.	No commercial value

Notes:

- Pursuant to a lease agreement, as at the valuation date, the property with a gross floor area of approximately 424 sq.m. (128.33 ping) was leased by the Group for a term commencing on 1 January 2026 and expiring on 31 December 2032 for office and clinic purposes at a monthly rent of NTD594,000, inclusive of VAT, exclusive of management fee and utilities charges.
- Pursuant to a sublease agreement, as at the valuation date, portion of the property with a gross floor area of approximately 105 sq.m. (31.75 ping) was subleased out by the Group commencing on 1 January 2026 and expiring on 31 December 2027 for office and clinic uses at a monthly rent of NTD533,500, inclusive of VAT, management fee and utilities charges.
- We have attributed no commercial value to the property due to the leased nature and prohibition against assignment.

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No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2026 NTD
4.	A2 and B2 and 2 carparking spaces, 5/F, No. 1 Songzhi Road, Xinyi District, Taipei 110, Taiwan	The property is located on the 5th floor of a commercial building on Songzhi Road in Taipei’s Xinyi District, the city’s primary central business district. The locality is characterised by Grade A office towers, and premium retail developments, anchored by Taipei 101 and the Xinyi shopping precinct. The area is well served by public transportation via Taipei City Hall MRT Station and comprehensive road connectivity, together with extensive amenities including hotels, department stores, restaurants and financial institutions. The building of the subject property comprises a 27-storey commercial building plus 5 basement levels completed in 2009. As advised by the Group, the property has a gross floor area of approximately 1,159 sq.m. (350.46 ping) for office and clinic uses.	As at the valuation date, the property was leased by the Group and subleased to a tenant for office and clinic purposes, while the remaining portion of the property was occupied by the Group.	No commercial value

Notes:

- Pursuant to a lease agreement and a supplementary agreement, as at the valuation date, the property with a gross floor area of approximately 1,159 sq.m. (350.46 ping) was leased by the Group for a term commencing on 1 April 2025 and expiring on 31 October 2027 for office and clinic purposes at a monthly rent of NTD1,371,700, exclusive of VAT, management fee and utilities charges.
- Pursuant to a sublease agreement, as at the valuation date, portion of the property with a gross floor area of approximately 522 sq.m. (157.92 ping) was subleased out by the Group commencing on 1 January 2026 and expiring on 31 December 2027 for office and clinic uses at a monthly rent of NTD1,594,000, inclusive of VAT, management fee and utilities charges.
- We have attributed no commercial value to the property due to the leased nature and prohibition against assignment.

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VALUATION REPORT

No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2026 NTD
5.	10/F and 3 carparking spaces, No. 183 Zhongxing Street, West District, Taichung 403, Taiwan	The property is located on the 10th floor of a commercial building on Zhongxing Street in Taichung’s West District. The locality is an established office and residential area close to cultural and civic institutions, including the National Taiwan Museum of Fine Arts. The locality benefits from good road accessibility and local amenities such as banks, restaurants, retail outlets, and professional services. The building of the subject property comprises a 12-storey commercial building plus 3 basement levels completed in 1994. As advised by the Group, the property has a gross floor area of approximately 712 sq.m. (215.40 ping) for office and clinic uses.	As at the valuation date, the property was leased by the Group and subleased to a tenant for office and clinic purposes, while the remaining portion of the property was occupied by the Group.	No commercial value

Notes:

- Pursuant to a lease agreement, as at the valuation date, the property with a gross floor area of approximately 712 sq.m. (215.40 ping) was leased by the Group for a term commencing on 1 May 2025 and expiring on 30 April 2030 for office and clinic purposes at a monthly rent of NTD181,565 , inclusive of VAT, exclusive of management fee and utilities charges.
- Pursuant to a sublease agreement, as at the valuation date, the property with a gross floor area of approximately 356 sq.m. (107.7 ping) was subleased out by the Group commencing on 1 January 2026 and expiring on 31 December 2027 for office and clinic uses at a monthly rent of NTD115,000, inclusive of VAT, exclusive of management fee and utilities charges.
- We have attributed no commercial value to the property due to the leased nature and prohibition against assignment.

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No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2026 NTD
6.	1/F to 2/F and 8 carparking spaces, No. 322 Boai 2nd Road, Zuoying District, Kaohsiung 813, Taiwan	The property comprises the 1st and 2nd floors of a commercial building on Boai 2nd Road in Zuoying District, Kaohsiung. The locality is a prime commercial area, serving as a key connection between the HSR Zuoying Station area and Kaohsiung’s urban core. Surrounding developments include offices, retail, medical facilities, and residential neighbourhoods, supported by convenient MRT access. The building of the subject property comprises a 28-storey commercial building completed in 2021. As advised by the Group, the property has a gross floor area of approximately 1,437 sq.m. (434.84 ping) for office and clinic uses.	As at the valuation date, the property was leased by the Group and subleased to a tenant for office and clinic purposes, while the remaining portion of the property was occupied by the Group.	No commercial value

Notes:

- Pursuant to a lease agreement and 3 supplementary agreements, as at the valuation date, the property with a gross floor area of approximately 1,437 sq.m. (434.84 ping) was leased by the Group for a term commencing on 4 March 2022 and expiring on 3 March 2032 for office and clinic purposes at a monthly rent of NTD556,000, inclusive of VAT, exclusive of management fee and utilities charges.
- Pursuant to a sublease agreement, as at the valuation date, portion of the property with a gross floor area of approximately 866 sq.m. (261.83 ping) as subleased out by the Group commencing on 1 January 2026 and expiring on 31 December 2027 for office and clinic uses at a monthly rent of NTD963,000, inclusive of VAT, management fee and utilities charges.
- We have attributed no commercial value to the property due to the leased nature and prohibition against assignment.

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No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2026 NTD
7.	2/F and 7 carparking spaces, No. 111, Section 2, Nanjing East Road, Taipei 104, Taiwan	The property is located on the 2nd floor of a commercial building along Nanjing East Road Section 2, within Taipei’s Songshan District. The locality is a mature office and commercial area characterised by corporate headquarters, professional service firms, and financial institutions. The area benefits from good accessibility via Songjiang Nanjing MRT Station, major bus routes, and close proximity to a wide range of dining and retail amenities. The building of the subject property comprises a 14-storey commercial building plus 2 basement levels completed in 1975. As advised by the Group, the property has a gross floor area of approximately 923 sq.m. (279.11 ping) for office and clinic uses.	As at the valuation date, the property was leased by the Group and subleased to a tenant for office and clinic purposes, while the remaining portion of the property was occupied by the Group.	No commercial value

Notes:

- Pursuant to a lease agreement, as at the valuation date, the property with a gross floor area of approximately 923 sq.m. (279.11 ping) was leased by the Group for a term commencing on 16 April 2023 and expiring on 30 April 2028 for office and clinic purposes at a monthly rent of NTD930,000, inclusive of VAT, exclusive of management fee and utilities charges.
- Pursuant to a sublease agreement, as at the valuation date, portion of the property with a gross floor area of approximately 461 sq.m. (139.56 ping) was subleased out by the Group commencing on 1 January 2026 and expiring on 31 December 2027 for office and clinic uses at a monthly rent of NTD558,000 inclusive of VAT, exclusive of management fee and utilities charges.
- We have attributed no commercial value to the property due to the leased nature and prohibition against assignment.

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No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2026 NTD
8.	1/F to 2/F, No. 58 Guangming 6th Road, East Section 2, Zhubei City, Hsinchu County 302, Taiwan	The property is situated along Guangming 6th Road East Section 2 in Zhubei City, the primary administrative and commercial centre of Hsinchu County. The locality is a rapidly developing mixed-use area with strong links to the Hsinchu Science Park and Hsinchu High Speed Rail Station. Surrounding uses include modern office buildings, retail complexes, government offices, and residential developments, supported by comprehensive urban infrastructure and amenities. The building of the subject property comprises a 2-storey commercial building completed in 2007. As advised by the Group, the property has a gross floor area of approximately 770 sq.m. (233.00 ping) for office and clinic uses.	As at the valuation date, the property was leased by the Group and subleased to a tenant for office and clinic purposes, while the remaining portion of the property was occupied by the Group.	No commercial value

Notes:

- Pursuant to a lease agreement, as at the valuation date, the property with a gross floor area of approximately 770 sq.m. (233.00 ping) was leased by the Group for a term commencing on 1 June 2024 and expiring on 30 April 2031 for office and clinic purposes at a monthly rent of NTD333,900, inclusive of VAT, exclusive of management fee and utilities charges.
- Pursuant to a sublease agreement, as at the valuation date, portion of the property with a gross floor area of approximately 578 sq.m. (174.74 ping) was subleased out by the Group commencing on 1 January 2026 and expiring on 31 December 2027 for office and clinic uses at a monthly rent of NTD1,096,000, inclusive of VAT, management fee and utilities charges.
- We have attributed no commercial value to the property due to the leased nature and prohibition against assignment.

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No.	Property	Description and tenure	Particulars of occupancy	Market value in existing state as at 31 March 2026 NTD
9.	2/F to 3/F and 2 carparking spaces, No. 25, Section 1, Dunhua South Road, Songshan District, Taipei 105, Taiwan	The property comprises of the 2nd and 3rd floors of a commercial building on Dunhua South Road Section 1 in Taipei’s Songshan District. The locality is an established premium business area characterised by office buildings, retail frontage, and hospitality uses. The property benefits from excellent accessibility via Zhongxiao Dunhua MRT Station and proximity to the Dunhua Avenue green boulevard. The building of the subject property comprises a 12-storey commercial building plus 2 basement levels completed in 1983. As advised by the Group, the property has a gross floor area of approximately 1,865 sq.m. (564.12 ping) for office and clinic uses.	As at the valuation date, the property was leased by the Group and subleased to a tenant for office and clinic purposes, while the remaining portion of the property was occupied by the Group.	No commercial value

Notes:

- Pursuant to a lease agreement and a supplementary agreement, as at the valuation date, the property with a gross floor area of approximately 1,865 sq.m. (564.12 ping) was leased by the Group for a term commencing on 1 November 2022 and expiring on 31 October 2031 for office and clinic purposes at a monthly rent of NTD1,130,000, exclusive of VAT, management fee and utilities charges.
- Pursuant to a sublease agreement, as at the valuation date, portion of the property with a gross floor area of approximately 1,277 sq.m. (386.42 ping) was subleased out by the Group commencing on 1 January 2026 and expiring on 31 December 2027 for office and clinic uses at a monthly rent of NTD456,000, inclusive of VAT, management fee and utilities charges.
- We have attributed no commercial value to the property due to the leased nature and prohibition against assignment.

APPENDIX IV SUMMARY OF THE CONSTITUTION OF OUR COMPANY AND CAYMAN ISLANDS COMPANY LAW

Set out below is a summary of certain provisions of the Memorandum and Articles of Association of the Company and of certain aspects of Cayman company law.

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 7 November 2025 under the Companies Act. The Company’s constitutional documents consist of its Memorandum of Association (the “**Memorandum**”) and its Amended and Restated Articles of Association (the “**Articles**”).

1. MEMORANDUM OF ASSOCIATION

- (a) The Memorandum states, inter alia, that the liability of members of the Company is limited to the amount, if any, for the time being unpaid on the shares respectively held by them and that the objects for which the Company is established are unrestricted (including acting as an investment company), and that the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided in section 27(2) of the Companies Act and in view of the fact that the Company is an exempted company that the Company will not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands.
- (b) The Company may by special resolution alter its Memorandum with respect to any objects, powers or other matters specified therein.

2. ARTICLES OF ASSOCIATION

The Articles were [conditionally] adopted on [•] [with effect from the [REDACTED]]. The following is a summary of certain provisions of the Articles:

(a) Shares

(i) *Classes of shares*

The share capital of the Company consists of ordinary shares.

APPENDIX IV SUMMARY OF THE CONSTITUTION OF OUR COMPANY AND CAYMAN ISLANDS COMPANY LAW

(ii) *Variation of rights of existing shares or classes of shares*

Subject to the Companies Act, if at any time the share capital of the Company is divided into different classes of shares, all or any of the special rights attached to the shares or any class of shares may (unless otherwise provided for by the terms of issue of that class) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of the Articles relating to general meetings will *mutatis mutandis* apply, but so that the necessary quorum (including at an adjourned meeting) shall be two persons holding or representing by proxy not less than one-third in nominal value of the issued shares of that class. Every holder of shares of the class shall be entitled to one vote for every such share held by him.

Any special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided in the rights attaching to the terms of issue of such shares, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

(iii) *Alteration of capital*

The Company may by ordinary resolution of its members:

- (i) increase its share capital by the creation of new shares;
- (ii) consolidate all or any of its capital into shares of larger amount than its existing shares;
- (iii) divide its shares into several classes and attach to such shares any preferential, deferred, qualified or special rights, privileges, conditions or restrictions as the Company in general meeting or as the directors may determine;
- (iv) subdivide its shares or any of them into shares of smaller amount than is fixed by the Memorandum; or
- (v) cancel any shares which, at the date of passing of the resolution, have not been taken and diminish the amount of its capital by the amount of the shares so cancelled.

The Company may reduce its share capital or any capital redemption reserve or other undistributable reserve in any way by special resolution.

APPENDIX IV SUMMARY OF THE CONSTITUTION OF OUR COMPANY AND CAYMAN ISLANDS COMPANY LAW

(iv) Transfer of shares

All transfers of shares may be effected by an instrument of transfer in the usual or common form or in a form prescribed by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or in such other form as the board may approve and which may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the board may approve from time to time.

Notwithstanding the foregoing, for so long as any shares are [REDACTED] on the Stock Exchange, titles to such [REDACTED] shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the Stock Exchange that are or shall be applicable to such [REDACTED] shares. The register of members in respect of its [REDACTED] shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Companies Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the Stock Exchange that are or shall be applicable to such [REDACTED] shares. Further, subject to the Companies Act and all applicable laws and regulations, including the Securities and Futures Ordinance and the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) of Hong Kong [(if and when effective)], transfers of shares may be effected in uncertificated form through such electronic system as permissible under the applicable laws and regulations, without the need for a written instrument of transfer.

For certificated shares, the instrument of transfer shall be executed by or on behalf of the transferor and the transferee provided that the board may dispense with the execution of the instrument of transfer by the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect of that share.

The board may, in its absolute discretion, at any time transfer any share upon the principal register to any branch register or any share on any branch register to the principal register or any other branch register.

The board may decline to recognise any instrument of transfer unless a fee (not exceeding the maximum sum as the Stock Exchange may determine to be payable) determined by the Directors is paid to the Company, the instrument of transfer is properly stamped (if applicable), it is in respect of only one class of share and is lodged at the relevant registration office or registered office or such other place at which the principal register is kept accompanied by the relevant share certificate(s) and such other evidence as the board may reasonably require to show the right of the transferor to make the transfer (and if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do).

APPENDIX IV SUMMARY OF THE CONSTITUTION OF OUR COMPANY AND CAYMAN ISLANDS COMPANY LAW

The registration of transfers may be suspended and the register closed on giving notice by advertisement in any newspaper or by any other means in accordance with the requirements of the Stock Exchange, at such times and for such periods as the board may determine. The register of members must not be closed for periods exceeding in the whole thirty (30) days in any year. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by members by ordinary resolution.

Subject to the above, fully paid shares are free from any restriction on transfer and free of all liens in favour of the Company.

(v) *Power of the Company to purchase its own shares*

The Company is empowered by the Companies Act and the Articles to purchase its own shares subject to certain restrictions and the board may only exercise this power on behalf of the Company subject to any applicable requirements imposed from time to time by the Stock Exchange. Subject to the Companies Act, the rules of the Stock Exchange and of any competent regulatory authority, the Company is also authorized to hold any repurchased, redeemed or surrendered shares as treasury shares without the need for a separate resolution of the board for each instance.

The board may accept the surrender for no consideration of any fully paid share.

(vi) *Power of any subsidiary of the Company to own shares in the Company*

There are no provisions in the Articles relating to ownership of shares in the Company by a subsidiary.

(vii) *Calls on shares and forfeiture of shares*

The board may from time to time make such calls upon the members in respect of any monies unpaid on the shares held by them respectively (whether on account of the nominal value of the shares or by way of premium). A call may be made payable either in one lump sum or by installments. If the sum payable in respect of any call or instalment is not paid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding twenty per cent. (20%) per annum as the board may agree to accept from the day appointed for the payment thereof to the time of actual payment, but the board may waive payment of such interest wholly or in part. The board may, if it thinks fit, receive from any member willing to advance the same, either in money or money's worth, all or any part of the monies uncalled and unpaid or installments payable upon any shares held by him, and upon all or any of the monies so advanced the Company may pay interest at such rate (if any) as the board may decide.

APPENDIX IV SUMMARY OF THE CONSTITUTION OF OUR COMPANY AND CAYMAN ISLANDS COMPANY LAW

If a member fails to pay any call on the day appointed for payment thereof, the board may serve not less than fourteen (14) clear days' notice on him requiring payment of so much of the call as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment and stating that, in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.

If the requirements of any such notice are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the board to that effect. Such forfeiture will include all dividends and bonuses declared in respect of the forfeited share and not actually paid before the forfeiture.

A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding, remain liable to pay to the Company all monies which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with (if the board shall in its discretion so require) interest thereon from the date of forfeiture until the date of actual payment at such rate not exceeding twenty per cent. (20%) per annum as the board determines.

(b) Directors

(i) Appointment, retirement and removal

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

Neither a Director nor an alternate Director is required to hold any shares in the Company by way of qualification. Further, there are no provisions in the Articles relating to retirement of Directors upon reaching any age limit.

The Directors have the power to appoint any person as a Director either to fill a casual vacancy on the board or as an addition to the existing board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

A Director (including a managing or other executive Director) may be removed by an ordinary resolution of the Company before the expiration of his term of office (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and members of the Company may by ordinary resolution appoint another in his place. Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two. There is no maximum number of Directors.

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The office of director shall be vacated if:

- (aa) he resigns by notice in writing delivered to the Company;
- (bb) he becomes of unsound mind or dies;
- (cc) without special leave, he is absent from meetings of the board for six (6) consecutive months, and the board resolves that his office is vacated;
- (dd) he becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors;
- (ee) he is prohibited from being a director by law; or
- (ff) he ceases to be a director by virtue of any provision of law or is removed from office pursuant to the Articles.

The board may appoint one or more of its body to be managing director, joint managing director, or deputy managing director or to hold any other employment or executive office with the Company for such period and upon such terms as the board may determine and the board may revoke or terminate any of such appointments. The board may delegate any of its powers, authorities and discretions to committees consisting of such Director or Directors and other persons as the board thinks fit, and it may from time to time revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes, but every committee so formed must, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations that may from time to time be imposed upon it by the board.

(ii) Power to allot and issue shares and warrants

Subject to the provisions of the Companies Act and the Memorandum and Articles and to any special rights conferred on the holders of any shares or class of shares, any share may be issued (a) with or have attached thereto such rights, or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, as the Directors may determine, or (b) on terms that, at the option of the Company or the holder thereof, it is liable to be redeemed.

The board may issue warrants or convertible securities or securities of similar nature conferring the right upon the holders thereof to subscribe for any class of shares or securities in the capital of the Company on such terms as it may determine.

Subject to the provisions of the Companies Act and the Articles and, where applicable, the rules of the Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, all unissued shares in the Company are at the disposal of the board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times, for such consideration and on such terms and conditions as it in its absolute discretion thinks fit, but so that no shares shall be issued at a discount to their nominal value.

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Neither the Company nor the board is obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.

(iii) Power to dispose of the assets of the Company or any of its subsidiaries

There are no specific provisions in the Articles relating to the disposal of the assets of the Company or any of its subsidiaries. The Directors may, however, exercise all powers and do all acts and things which may be exercised or done or approved by the Company and which are not required by the Articles or the Companies Act to be exercised or done by the Company in general meeting.

(iv) Borrowing powers

The board may exercise all the powers of the Company to raise or borrow money, to mortgage or charge all or any part of the undertaking, property and assets and uncalled capital of the Company and, subject to the Companies Act, to issue debentures, bonds and other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

(v) Remuneration

The ordinary remuneration of the Directors is to be determined by the Company in general meeting, such sum (unless otherwise directed by the resolution by which it is voted) to be divided amongst the Directors in such proportions and in such manner as the board may agree or, failing agreement, equally, except that any Director holding office for part only of the period in respect of which the remuneration is payable shall only rank in such division in proportion to the time during such period for which he held office. The Directors are also entitled to be prepaid or repaid all travelling, hotel and incidental expenses reasonably expected to be incurred or incurred by them in attending any board meetings, committee meetings or general meetings or separate meetings of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties as Directors.

Any Director who, by request, goes or resides abroad for any purpose of the Company or who performs services which in the opinion of the board go beyond the ordinary duties of a Director may be paid such extra remuneration as the board may determine and such extra remuneration shall be in addition to or in substitution for any ordinary remuneration as a Director. An executive Director appointed to be a managing director, joint managing director, deputy managing director or other executive officer shall receive such remuneration and such other benefits and allowances as the board may from time to time decide. Such remuneration may be either in addition to or in lieu of his remuneration as a Director.

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The board may establish or concur or join with other companies (being subsidiary companies of the Company or companies with which it is associated in business) in establishing and making contributions out of the Company's monies to any schemes or funds for providing pensions, sickness or compassionate allowances, life assurance or other benefits for employees (which expression as used in this and the following paragraph shall include any Director or past Director who may hold or have held any executive office or any office of profit with the Company or any of its subsidiaries) and ex-employees of the Company and their dependents or any class or classes of such persons.

The board may pay, enter into agreements to pay or make grants of revocable or irrevocable, and either subject or not subject to any terms or conditions, pensions or other benefits to employees and ex-employees and their dependents, or to any of such persons, including pensions or benefits additional to those, if any, to which such employees or ex-employees or their dependents are or may become entitled under any such scheme or fund as is mentioned in the previous paragraph. Any such pension or benefit may, as the board considers desirable, be granted to an employee either before and in anticipation of, or upon or at any time after, his actual retirement.

The board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/or its affiliates (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company) upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the members in general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the members in general meeting.

(vi) Compensation or payments for loss of office

Pursuant to the Articles, payments to any Director or past Director of any sum by way of compensation for loss of office or as consideration for or in connection with his retirement from office (not being a payment to which the Director is contractually entitled) must be approved by the Company in general meeting.

(vii) Loans and provision of security for loans to Directors

The Company must not make any loan, directly or indirectly, to a Director or his close associate(s) if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the laws of Hong Kong) as if the Company were a company incorporated in Hong Kong.

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(viii) Disclosure of interests in contracts with the Company or any of its subsidiaries

A Director may hold any other office or place of profit with the Company (except that of the auditor of the Company) in conjunction with his office of Director for such period and upon such terms as the board may determine, and may be paid such extra remuneration therefor in addition to any remuneration provided for by or pursuant to the Articles. A Director may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or any other company in which the Company may be interested, and shall not be liable to account to the Company or the members for any remuneration, profits or other benefits received by him as a director, officer or member of, or from his interest in, such other company. The board may also cause the voting power conferred by the shares in any other company held or owned by the Company to be exercised in such manner in all respects as it thinks fit, including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company.

No Director or proposed or intended Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company must declare the nature of his interest at the meeting of the board at which the question of entering into the contract or arrangement is first taken into consideration, if he knows his interest then exists, or in any other case, at the first meeting of the board after he knows that he is or has become so interested.

A Director shall not vote (nor be counted in the quorum) on any resolution of the board approving any contract or arrangement or other proposal in which he or any of his close associates is materially interested, but this prohibition does not apply to any of the following matters, namely:

(aa) the giving of any security or indemnity either:–

(aaa) to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or

(bbb) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

(bb) any proposal concerning an [REDACTED] of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the [REDACTED] or [REDACTED] of the [REDACTED];

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- (cc) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:–
 - (aaa) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or
 - (bbb) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Directors, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;
- (dd) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.

(c) Proceedings of the Board

The board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it considers appropriate. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have an additional or casting vote.

(d) Alterations to constitutional documents and the Company's name

The Articles may be rescinded, altered or amended by the Company in general meeting by special resolution. The Articles state that a special resolution shall be required to alter the provisions of the Memorandum, to amend the Articles or to change the name of the Company.

(e) Meetings of members

(i) Special and ordinary resolutions

A special resolution of the Company must be passed by a majority of not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or, in the case of such members as are corporations, by their duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with the Articles.

Under the Companies Act, a copy of any special resolution must be forwarded to the Registrar of Companies in the Cayman Islands within fifteen (15) days of being passed.

An ordinary resolution is defined in the Articles to mean a resolution passed by a simple majority of the votes of such members of the Company as, being entitled to do so, vote in person or, in the case of corporations, by their duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with the Articles.

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(ii) Voting rights and right to demand a poll

Subject to any special rights or restrictions as to voting for the time being attached to any shares, at any general meeting on a poll every member present in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or installments is treated for the foregoing purposes as paid up on the share. A member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

At any general meeting a resolution put to the vote of the meeting is to be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

Any corporation which is a member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any general meeting of the Company or at any meeting of any class of members. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member and such corporation shall for the purposes of the Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.

If a recognised clearing house (or its nominee(s)) is a member of the Company it may authorise such person or persons as it thinks fit to act as its representative(s) at any meeting of the Company or at any meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person authorised pursuant to this provision shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same powers on behalf of the recognised clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by that clearing house (or its nominee(s)) including, the right to speak and to vote, and where a show of hands is allowed, the right to vote individually on a show of hands.

All members have the right to speak and vote at a general meeting except where a member is required, by the rules of the Stock Exchange, to abstain from voting to approve the matter under consideration.

Where the Company has any knowledge that any member is, under the rules of the Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

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(iii) Annual general meetings and extraordinary general meetings

The Company must hold an annual general meeting of the Company for each financial year and such general meeting must be held within six (6) months after the end of the Company's financial year unless a longer period would not infringe the rules of the Stock Exchange.

Extraordinary general meetings may be convened on the requisition of one or more members holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings, on a one vote per share basis. Such requisition shall be made in writing to the board or the secretary for the purpose of requiring an extraordinary general meeting to be called by the board for the transaction of any business or resolution specified in such requisition. Such meeting shall be held within 2 months after the deposit of such requisition. If within 21 days of such deposit, the board fails to proceed to convene such meeting, the requisitionist(s) himself/herself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the board shall be reimbursed to the requisitionist(s) by the Company.

Notwithstanding any provisions in the Articles, any general meeting or any class meeting may be held physically, as a hybrid meeting (partially physical and partially electronic) or wholly by electronic means using such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other, and participation in such a meeting shall constitute presence at such meeting. Unless otherwise determined by the Directors, the manner of convening and the proceedings at a general meeting set out in the Articles shall apply, *mutatis mutandis*, to hybrid or wholly electronic meetings.

(iv) Notices of meetings and business to be conducted

An annual general meeting must be called by notice of not less than twenty-one (21) clear days. All other general meetings must be called by notice of at least fourteen (14) clear days. The notice is exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and must specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in the case of special business, the general nature of that business.

In addition, notice of every general meeting must be given to all members of the Company other than to such members as, under the provisions of the Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, and also to, among others, the auditors for the time being of the Company.

Any notice to be given to or by any person pursuant to the Articles may be served on or delivered to any member of the Company personally, by post to such member's registered address or by advertisement in newspapers in accordance with the requirements of the Stock Exchange. Subject to compliance with Cayman Islands law and the rules of the Stock Exchange, notice may also be served or delivered by the Company to any member by electronic means.

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All business that is transacted at an extraordinary general meeting and at an annual general meeting is deemed special, save that in the case of an annual general meeting, each of the following business is deemed an ordinary business:

- (aa) the declaration and sanctioning of dividends;
 - (bb) the consideration and adoption of the accounts and balance sheet and the reports of the directors and the auditors;
 - (cc) the election of directors in place of those retiring;
 - (dd) the appointment of auditors and other officers; and
 - (ee) the fixing of the remuneration of the directors and of the auditors.
- (v) *Quorum for meetings and separate class meetings*

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the appointment of a chairman.

The quorum for a general meeting shall be two members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorized representative or proxy, and entitled to vote. In respect of a separate class meeting (including an adjourned meeting) convened to sanction the modification of class rights the necessary quorum shall be two persons holding or representing by proxy not less than one-third in nominal value of the issued shares of that class.

(vi) *Proxies*

Any member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company and is entitled to exercise the same powers on behalf of a member who is an individual and for whom he acts as proxy as such member could exercise. In addition, a proxy is entitled to exercise the same powers on behalf of a member which is a corporation and for which he acts as proxy as such member could exercise as if it were an individual member. Votes may be given either personally (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy.

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(f) Accounts and audit

The board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the Companies Act or necessary to give a true and fair view of the Company's affairs and to explain its transactions.

The accounting records must be kept at the registered office or at such other place or places as the board decides and shall always be open to inspection by any Director. No member (other than a Director) shall have any right to inspect any accounting record or book or document of the Company except as conferred by law or authorised by the board or the Company in general meeting. However, an exempted company must make available at its registered office in electronic form or any other medium, copies of its books of account or parts thereof as may be required of it upon service of an order or notice by the Tax Information Authority pursuant to the Tax Information Authority Act of the Cayman Islands.

A copy of every balance sheet and profit and loss account (including every document required by law to be annexed thereto) which is to be laid before the Company at its general meeting, together with a printed copy of the Directors' report and a copy of the auditors' report, shall not less than twenty-one (21) days before the date of the meeting and at the same time as the notice of annual general meeting be sent to every person entitled to receive notices of general meetings of the Company under the provisions of the Articles; however, subject to compliance with all applicable laws, including the rules of the Stock Exchange, the Company may send to such persons summarised financial statements derived from the Company's annual accounts and the directors' report instead provided that any such person may by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon.

At the annual general meeting or at a subsequent extraordinary general meeting in each year, the members shall by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Moreover, the members may, at any general meeting, by ordinary resolution remove the auditor at any time before the expiration of his terms of office and shall by ordinary resolution at that meeting appoint another auditor for the remainder of his term. The remuneration of the auditors shall be fixed and approved by the Company by an ordinary resolution passed at a general meeting or in such manner as the members may by ordinary resolution determine.

The financial statements of the Company shall be audited by the auditor in accordance with generally accepted auditing standards which may be those of a country or jurisdiction other than the Cayman Islands. The auditor shall make a written report thereon in accordance with generally accepted auditing standards and the report of the auditor must be submitted to the members in general meeting.

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(g) Dividends and other methods of distribution

The Company in general meeting may declare dividends in any currency to be paid to the members but no dividend shall be declared in excess of the amount recommended by the board.

The Articles provide dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Companies Act.

Except in so far as the rights attaching to, or the terms of issue of, any share may otherwise provide, (i) all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividend is paid but no amount paid up on a share in advance of calls shall for this purpose be treated as paid up on the share and (ii) all dividends shall be apportioned and paid pro rata according to the amount paid up on the shares during any portion or portions of the period in respect of which the dividend is paid. The Directors may deduct from any dividend or other monies payable to any member or in respect of any shares all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

Whenever the board or the Company in general meeting has resolved that a dividend be paid or declared on the share capital of the Company, the board may further resolve either (a) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up, provided that the members entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment, or (b) that members entitled to such dividend will be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the board may think fit.

The Company may also upon the recommendation of the board by an ordinary resolution resolve in respect of any one particular dividend of the Company that it may be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to members to elect to receive such dividend in cash in lieu of such allotment.

Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address, or in the case of joint holders, addressed to the holder whose name stands first in the register of the Company in respect of the shares at his address as appearing in the register or addressed to such person and at such addresses as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders.

Whenever the board or the Company in general meeting has resolved that a dividend be paid or declared the board may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind.

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All dividends or bonuses unclaimed for one year after having been declared may be invested or otherwise made use of by the board for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof. All dividends or bonuses unclaimed for six years after having been declared may be forfeited by the board and shall revert to the Company.

No dividend or other monies payable by the Company on or in respect of any share shall bear interest against the Company.

(h) Inspection of corporate records

Pursuant to the Articles, the register and branch register of members maintained in Hong Kong shall be open to inspection for at least two (2) hours during business hours by members without charge, or by any other person upon a maximum payment of HK\$2.50 or such lesser sum specified by the board, at the registered office or such other place at which the register is kept in accordance with the Companies Act or, upon a maximum payment of HK\$1.00 or such lesser sum specified by the board, at the office where the branch register of members is kept, unless the register is closed in accordance with the Articles.

(i) Rights of minorities in relation to fraud or oppression

There are no provisions in the Articles relating to rights of minority shareholders in relation to fraud or oppression. However, certain remedies are available to members of the Company under Cayman Islands law, as summarised in paragraph 3(f) of this Appendix.

(j) Procedures on liquidation

Unless otherwise provided by the Companies Act, a resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.

Subject to any special rights, privileges or restrictions as to the distribution of available surplus assets on liquidation for the time being attached to any class or classes of shares:

- (i) if the Company is wound up and the assets available for distribution amongst the members of the Company shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed *pari passu* amongst such members in proportion to the amount paid up on the shares held by them respectively; and
- (ii) if the Company is wound up and the assets available for distribution amongst the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively.

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If the Company is wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the Companies Act divide among the members in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator, with the like authority, shall think fit, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.

(k) Subscription rights reserve

The Articles provide that to the extent that it is not prohibited by and is in compliance with the Companies Act, if warrants to subscribe for shares have been issued by the Company and the Company does any act or engages in any transaction which would result in the subscription price of such warrants being reduced below the par value of a share, a subscription rights reserve shall be established and applied in paying up the difference between the subscription price and the par value of a share on any exercise of the warrants.

(l) Electronic communications and securities management

The Articles permit the Company to accept electronic instructions from members and securities holders of the Company for activities such as attending meetings, appointing proxies, voting, and responding to corporate communications, provided such actions comply with applicable laws, the rules of the Stock Exchange, and authentication measures determined by the board. Further, the Articles have provisions to align with the Securities and Futures Ordinance and the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) of Hong Kong (if and when effective), enabling the holding, transfer, and registration of shares and other securities in uncertificated form through electronic systems, such as the Uncertificated Securities Registration and Transfer (UNSRT) system, which facilitates title evidencing and transfer without physical instruments; the Company is also authorised to support electronic voting, proxy instructions, and distribution of corporate action proceeds, ensuring alignment with the uncertificated securities market framework and Cayman Islands laws.

APPENDIX IV SUMMARY OF THE CONSTITUTION OF OUR COMPANY AND CAYMAN ISLANDS COMPANY LAW

3. CAYMAN ISLANDS COMPANY LAW

The Company is incorporated in the Cayman Islands subject to the Companies Act and, therefore, operates subject to Cayman Islands law. Set out below is a summary of certain provisions of Cayman company law, although this does not purport to contain all applicable qualifications and exceptions or to be a complete review of all matters of Cayman company law and taxation, which may differ from equivalent provisions in jurisdictions with which interested parties may be more familiar:

(a) Company operations

As an exempted company, the Company’s operations must be conducted mainly outside the Cayman Islands. The Company is required to file an annual return each year with the Registrar of Companies of the Cayman Islands and pay a fee which is based on the amount of its authorised share capital.

(b) Share capital

The Companies Act provides that where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the value of the premiums on those shares shall be transferred to an account, to be called the “share premium account”. At the option of a company, these provisions may not apply to premiums on shares of that company allotted pursuant to any arrangement in consideration of the acquisition or cancellation of shares in any other company and issued at a premium.

The Companies Act provides that the share premium account may be applied by the company subject to the provisions, if any, of its memorandum and articles of association in (a) paying distributions or dividends to members; (b) paying up unissued shares of the company to be issued to members as fully paid bonus shares; (c) the redemption and repurchase of shares (subject to the provisions of section 37 of the Companies Act); (d) writing-off the preliminary expenses of the company; and (e) writing-off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company.

No distribution or dividend may be paid to members out of the share premium account unless immediately following the date on which the distribution or dividend is proposed to be paid, the company will be able to pay its debts as they fall due in the ordinary course of business.

The Companies Act provides that a company limited by shares or a company limited by guarantee and having a share capital may, if so authorised by its articles of association, may reduce its shares capital in any way by (i) special resolution and confirmation by the Grant Court of the Cayman Islands (the “**Court**”); or (ii) special resolution supported by a solvency statement, as detailed in the Companies Act.

(c) Financial assistance to purchase shares of a company or its holding company

There is no statutory restriction in the Cayman Islands on the provision of financial assistance by a company to another person for the purchase of, or subscription for, its own or its holding company’s shares. Accordingly, a company may provide financial assistance if the directors of the company consider, in discharging their duties of care and acting in good faith, for a proper purpose and in the interests of the company, that such assistance can properly be given. Such assistance should be on an arm’s-length basis.

APPENDIX IV SUMMARY OF THE CONSTITUTION OF OUR COMPANY AND CAYMAN ISLANDS COMPANY LAW

(d) Purchase of shares and warrants by a company and its subsidiaries

A company limited by shares or a company limited by guarantee and having a share capital may, if so authorised by its articles of association, issue shares which are to be redeemed or are liable to be redeemed at the option of the company or a shareholder and the Companies Act expressly provides that it shall be lawful for the rights attaching to any shares to be varied, subject to the provisions of the company's articles of association, so as to provide that such shares are to be or are liable to be so redeemed. In addition, such a company may, if authorised to do so by its articles of association, purchase its own shares, including any redeemable shares. However, if the articles of association do not authorise the manner and terms of purchase, a company cannot purchase any of its own shares unless the manner and terms of purchase have first been authorised by an ordinary resolution of the company. At no time may a company redeem or purchase its shares unless they are fully paid. A company may not redeem or purchase any of its shares if, as a result of the redemption or purchase, there would no longer be any issued shares of the company other than shares held as treasury shares. A payment out of capital by a company for the redemption or purchase of its own shares is not lawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business.

Shares purchased by a company is to be treated as cancelled unless, subject to the memorandum and articles of association of the company, the directors of the company resolve to hold such shares in the name of the company as treasury shares prior to the purchase. Where shares of a company are held as treasury shares, the company shall be entered in the register of members as holding those shares, however, notwithstanding the foregoing, the company is not to be treated as a member for any purpose and must not exercise any right in respect of the treasury shares, and any purported exercise of such a right shall be void, and a treasury share must not be voted, directly or indirectly, at any meeting of the company and must not be counted in determining the total number of issued shares at any given time, whether for the purposes of the company's articles of association or the Companies Act.

A company is not prohibited from purchasing and may purchase its own warrants subject to and in accordance with the terms and conditions of the relevant warrant instrument or certificate. There is no requirement under Cayman Islands law that a company's memorandum or articles of association contain a specific provision enabling such purchases and the directors of a company may rely upon the general power contained in its memorandum of association to buy and sell and deal in personal property of all kinds.

Under Cayman Islands law, a subsidiary may hold shares in its holding company and, in certain circumstances, may acquire such shares.

(e) Dividends and distributions

The Companies Act permits, subject to a solvency test and the provisions, if any, of the company's memorandum and articles of association, the payment of dividends and distributions out of the share premium account. With the exception of the foregoing, there are no statutory provisions relating to the payment of dividends. Based upon English case law, which is regarded as persuasive in the Cayman Islands, dividends may be paid only out of profits.

No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the company's assets (including any distribution of assets to members on a winding up) may be made to the company, in respect of a treasury share.

APPENDIX IV SUMMARY OF THE CONSTITUTION OF OUR COMPANY AND CAYMAN ISLANDS COMPANY LAW

(f) Protection of minorities and shareholders' suits

The Courts ordinarily would be expected to follow English case law precedents which permit a minority shareholder to commence a representative action against or derivative actions in the name of the company to challenge (a) an act which is ultra vires the company or illegal, (b) an act which constitutes a fraud against the minority and the wrongdoers are themselves in control of the company, and (c) an irregularity in the passing of a resolution which requires a qualified (or special) majority.

In the case of a company (not being a bank) having a share capital divided into shares, the Court may, on the application of members holding not less than one fifth of the shares of the company in issue, appoint an inspector to examine into the affairs of the company and to report thereon in such manner as the Court shall direct.

Any shareholder of a company may petition the Court which may make a winding up order if the Court is of the opinion that it is just and equitable that the company should be wound up or, as an alternative to a winding up order, (a) an order regulating the conduct of the company's affairs in the future, (b) an order requiring the company to refrain from doing or continuing an act complained of by the shareholder petitioner or to do an act which the shareholder petitioner has complained it has omitted to do, (c) an order authorising civil proceedings to be brought in the name and on behalf of the company by the shareholder petitioner on such terms as the Court may direct, or (d) an order providing for the purchase of the shares of any shareholders of the company by other shareholders or by the company itself and, in the case of a purchase by the company itself, a reduction of the company's capital accordingly.

Generally claims against a company by its shareholders must be based on the general laws of contract or tort applicable in the Cayman Islands or their individual rights as shareholders as established by the company's memorandum and articles of association.

(g) Disposal of assets

The Companies Act contains no specific restrictions on the power of directors to dispose of assets of a company. However, as a matter of general law, every officer of a company, which includes a director, managing director and secretary, in exercising his powers and discharging his duties must do so honestly and in good faith with a view to the best interests of the company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

(h) Accounting and auditing requirements

A company must cause proper books of account to be kept with respect to (i) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place; (ii) all sales and purchases of goods by the company; and (iii) the assets and liabilities of the company.

Proper books of account shall not be deemed to be kept if there are not kept such books as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

APPENDIX IV SUMMARY OF THE CONSTITUTION OF OUR COMPANY AND CAYMAN ISLANDS COMPANY LAW

An exempted company must make available at its registered office in electronic form or any other medium, copies of its books of account or parts thereof as may be required of it upon service of an order or notice by the Tax Information Authority pursuant to the Tax Information Authority Act of the Cayman Islands.

(i) Exchange control

There are no exchange control regulations or currency restrictions in the Cayman Islands.

(j) Taxation

Pursuant to the Tax Concessions Act of the Cayman Islands, the Company has obtained an undertaking:

- (1) that no law which is enacted in the Cayman Islands imposing any tax to be levied on profits, income, gains or appreciation shall apply to the Company or its operations; and
- (2) that the aforesaid tax or any tax in the nature of estate duty or inheritance tax shall not be payable on or in respect of the shares, debentures or other obligations of the Company.

The undertaking for the Company is for a period of twenty years from 10th November 2025.

The Cayman Islands currently levy no taxes on individuals or corporations based upon profits, income, gains or appreciations and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to the Company levied by the Government of the Cayman Islands save for certain stamp duties which may be applicable, from time to time, on certain instruments executed in or brought within the jurisdiction of the Cayman Islands. The Cayman Islands are a party to a double tax treaty entered into with the United Kingdom in 2010 but otherwise is not party to any double tax treaties.

(k) Stamp duty on transfers

No stamp duty is payable in the Cayman Islands on transfers of shares of Cayman Islands companies except those which hold interests in land in the Cayman Islands.

(l) Loans to directors

There is no express provision in the Companies Act prohibiting the making of loans by a company to any of its directors.

(m) Inspection of corporate records

The notice of registered office is a matter of public record. A list of the names of the current directors and alternate directors (if applicable) is made available by the Registrar of Companies for inspection by any person on payment of a fee. The register of mortgages is open to inspection by creditors and members.

Members of the Company have no general right under the Companies Act to inspect or obtain copies of the register of members or corporate records of the Company. They will, however, have such rights as may be set out in the Company's Articles.

APPENDIX IV SUMMARY OF THE CONSTITUTION OF OUR COMPANY AND CAYMAN ISLANDS COMPANY LAW

(n) Register of members

An exempted company may maintain its principal register of members and any branch registers at such locations, whether within or without the Cayman Islands, as the directors may, from time to time, think fit. The register of members shall contain such particulars as required by Section 40 of the Companies Act. A branch register must be kept in the same manner in which a principal register is by the Companies Act required or permitted to be kept. The company shall cause to be kept at the place where the company's principal register is kept a duplicate of any branch register duly entered up from time to time.

There is no requirement under the Companies Act for an exempted company to make any returns of members to the Registrar of Companies of the Cayman Islands. The names and addresses of the members are, accordingly, not a matter of public record and are not available for public inspection. However, an exempted company shall make available at its registered office, in electronic form or any other medium, such register of members, including any branch register of members, as may be required of it upon service of an order or notice by the Tax Information Authority pursuant to the Tax Information Authority Act of the Cayman Islands.

(o) Register of Directors and Officers

The Company is required to maintain at its registered office a register of directors and officers which is not available for inspection by the public. A copy of such register must be filed with the Registrar of Companies in the Cayman Islands and any change must be notified to the Registrar within thirty (30) days of any change in such directors or officers.

(p) Beneficial Ownership Register

An exempted company is required to identify its beneficial owners and provide details of these beneficial owners to its corporate service provider ("CSP") which maintains its beneficial ownership register in the Cayman Islands. A beneficial owner is defined as an individual who (a) ultimately owns or controls, whether through director or indirect ownership or control 25% or more of the shares, voting rights, or partnership interests in the company, (b) otherwise exercises ultimate effective control over the management of the company, or (c) is identified as exercising control of the company through other means. The beneficial ownership register may be accessed by members of the public who demonstrate a legitimate interest, subject to approval by the competent authority. An exempted company with its shares listed on an approved stock exchange, which includes the Stock Exchange, may provide its CSP with details of its listed status as an alternative compliance route instead of providing details of its beneficial owners. Accordingly, as long as the shares of the Company remain [REDACTED] on the Stock Exchange, the Company may opt for this alternative compliance route rather than maintain a beneficial ownership register.

(q) Winding up

A company may be wound up (a) compulsorily by order of the Court, (b) voluntarily, or (c) under the supervision of the Court.

APPENDIX IV SUMMARY OF THE CONSTITUTION OF OUR COMPANY AND CAYMAN ISLANDS COMPANY LAW

The Court has authority to order winding up in a number of specified circumstances including where the members of the company have passed a special resolution requiring the company to be wound up by the Court, or where the company is unable to pay its debts, or where it is, in the opinion of the Court, just and equitable to do so. Where a petition is presented by members of the company as contributories on the ground that it is just and equitable that the company should be wound up, the Court has the jurisdiction to make certain other orders as an alternative to a winding-up order, such as making an order regulating the conduct of the company's affairs in the future, making an order authorising civil proceedings to be brought in the name and on behalf of the company by the petitioner on such terms as the Court may direct, or making an order providing for the purchase of the shares of any of the members of the company by other members or by the company itself.

A company (save with respect to a limited duration company) may be wound up voluntarily when the company so resolves by special resolution or when the company in general meeting resolves by ordinary resolution that it be wound up voluntarily because it is unable to pay its debts. In the case of a voluntary winding up, such company is obliged to cease to carry on its business (except so far as it may be beneficial for its winding up) from the time of passing the resolution for voluntary winding up or upon the expiry of the period or the occurrence of the event referred to above.

For the purpose of conducting the proceedings in winding up a company and assisting the Court therein, there may be appointed an official liquidator or official liquidators; and the court may appoint to such office such person, either provisionally or otherwise, as it thinks fit, and if more persons than one are appointed to such office, the Court must declare whether any act required or authorised to be done by the official liquidator is to be done by all or any one or more of such persons. The Court may also determine whether any and what security is to be given by an official liquidator on his appointment; if no official liquidator is appointed, or during any vacancy in such office, all the property of the company shall be in the custody of the Court.

As soon as the affairs of the company are fully wound up, the liquidator must make a report and an account of the winding up, showing how the winding up has been conducted and how the property of the company has been disposed of, and thereupon call a general meeting of the company for the purposes of laying before it the account and giving an explanation thereof. This final general meeting must be called by at least 21 days' notice to each contributory in any manner authorised by the company's articles of association and published in the Gazette.

(r) Reconstructions

There are statutory provisions which facilitate reconstructions and amalgamations approved by (i) a majority in number representing seventy-five per cent. (75%) in value of creditors, or (ii) seventy-five per cent. (75%) in value of shareholders or class of shareholders, as the case may be, as are present at a meeting called for such purpose and thereafter sanctioned by the Court. Whilst a dissenting shareholder would have the right to express to the Court his view that the transaction for which approval is sought would not provide the shareholders with a fair value for their shares, the Court is unlikely to disapprove the transaction on that ground alone in the absence of evidence of fraud or bad faith on behalf of management.

APPENDIX IV SUMMARY OF THE CONSTITUTION OF OUR COMPANY AND CAYMAN ISLANDS COMPANY LAW

The Companies Act also contains statutory provisions which provide that a company may present a petition to the Court for the appointment of a restructuring officer on the grounds that the company (a) is or is likely to become unable to pay its debts within the meaning of section 93 of the Companies Act; and (b) intends to present a compromise or arrangement to its creditors (or classes thereof) either, pursuant to the Companies Act, the law of a foreign country or by way of a consensual restructuring. The petition may be presented by a company acting by its directors, without a resolution of its shareholders or an express power in its articles of association. On hearing such a petition, the Court may, among other things, make an order appointing a restructuring officer or make any other order as the Court thinks fit.

(s) Take-overs

Where an offer is made by a company for the shares of another company and, within four (4) months of the offer, the holders of not less than ninety per cent. (90%) of the shares which are the subject of the offer accept, the offeror may at any time within two (2) months after the expiration of the said four (4) months, by notice in the prescribed manner require the dissenting shareholders to transfer their shares on the terms of the offer. A dissenting shareholder may apply to the Court within one (1) month of the notice objecting to the Spin-off. The burden is on the dissenting shareholder to show that the Court should exercise its discretion, which it will be unlikely to do unless there is evidence of fraud or bad faith or collusion as between the offeror and the holders of the shares who have accepted the offer as a means of unfairly forcing out minority shareholders.

(t) Indemnification

Cayman Islands law does not limit the extent to which a company's articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Court to be contrary to public policy (e.g. for purporting to provide indemnification against the consequences of committing a crime).

(u) Economic Substance Requirements

Pursuant to the International Tax Cooperation (Economic Substance) Act of the Cayman Islands ("ES Act") that came into force on 1 January 2019, a "relevant entity" is required to satisfy the economic substance test set out in the ES Act. A "relevant entity" includes an exempted company incorporated in the Cayman Islands as is the Company; however, it does not include an entity that is tax resident outside the Cayman Islands. Accordingly, for so long as the Company is a tax resident outside the Cayman Islands, including in Hong Kong, it is not required to satisfy the economic substance test set out in the ES Act.

4. GENERAL

Conyers Dill & Pearman, the Company's special legal counsel on Cayman Islands law, have sent to the Company a letter of advice summarising certain aspects of Cayman Islands company law. This letter, together with a copy of the Companies Act, is available for inspection as referred to in the paragraph headed "Documents available for inspection" in Appendix VI to this document. Any person wishing to have a detailed summary of Cayman Islands company law or advice on the differences between it and the laws of any jurisdiction with which he is more familiar is recommended to seek independent legal advice.

APPENDIX V STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation of our Company

Our Company was incorporated in the Cayman Islands under the Cayman Islands Companies Act as an exempted company with limited liability on 7 November, 2025.

We have been registered in Hong Kong under Part 16 of the Companies Ordinance as a non-Hong Kong company on 22 April 2026, and our principal place of business in Hong Kong is at 31/F., Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong. In compliance with the requirements of the Companies Ordinance, Ms. FUNG Sin Ting, Karin has been appointed as the authorised representative in Hong Kong for the acceptance of service of process and any notice required to be served on our Company in Hong Kong.

Our Company was incorporated in the Cayman Islands and is subject to Cayman Islands law. Its constitution comprises the Memorandum and the Articles of Association. A summary of certain relevant parts of its constitution and certain relevant aspects of Cayman Islands company law is set out in “Appendix IV – Summary of the Constitution of our Company and Cayman Islands Company Law”.

2. Changes in the Share Capital of our Company

- (a) As of the date of incorporation of our Company on 7 November, 2025, our authorised share capital was HK\$390,000 divided into 390,000,000 Shares having a par value of HK\$0.001 each. On the date of incorporation, one Share of HK\$0.001 was allotted and issued as fully-paid at par to Ms. Chang; and
- (b) Immediately after the [REDACTED] (without taking into account any Shares which may be allotted, issued or sold upon exercise of the [REDACTED] or Shares which may be issued under the Pre-[REDACTED] Share Option Scheme and the Post-[REDACTED] Share Option Scheme), the authorised share capital of our Company will be HK\$390,000, divided into 390,000,000 Shares of HK\$0.001 each.

Other than pursuant to the exercise of the [REDACTED] or any Shares which may be issued and issued pursuant to the exercise of any Pre-[REDACTED] Share Option and/or Post-[REDACTED] Share Option, our Directors at present have no intention to issue to any party any of the authorised but unissued share capital of our Company, and, without the prior approval of the Shareholders in general meeting, no issue of Shares will be made which would effectively alter the control of our Company.

Save as disclosed in “History, Reorganisation and Corporate Structure”, there has been no alteration in the share capital of our Company since its incorporation.

Our Company has no founder shares, management shares or deferred shares.

APPENDIX V STATUTORY AND GENERAL INFORMATION

3. Resolutions in writing of our Shareholders passed on [•] 2026

Pursuant to the written resolutions passed by our Shareholders on [•] 2026, it was resolved that, among other matters:

- (a) the Articles of Association were conditionally approved and adopted with effect from the [REDACTED];
- (b) conditional on: (A) the [REDACTED] of the Stock Exchange granting [REDACTED] of, and permission to deal in, the Shares in issue and to be issued as mentioned in this document; (B) the [REDACTED] having been determined; (C) the execution and delivery of the [REDACTED] on or before the date as mentioned in this document; and (D) the obligations of the [REDACTED] under the [REDACTED] becoming unconditional and not being terminated in accordance with the terms of the [REDACTED] or otherwise, in each case on or before the day falling 30 days after the date of this document:
 - (i) the [REDACTED] and the [REDACTED] were approved, and our Directors were authorised to allot and issue the [REDACTED] pursuant to the [REDACTED] and such number of Shares as may be required to be allotted and issued upon the exercise of the [REDACTED];
 - (ii) the rules of the Post-[REDACTED] Share Option Scheme, the principal terms of which are set out in “– D. Other Information – 1. Share Option Schemes - Post-[REDACTED] Share Option Scheme”, were approved and adopted and our Directors were authorised to approve any amendments to the rules of the Post-[REDACTED] Share Option Scheme as may be acceptable or not objected to by the Stock Exchange, and at our Directors’ absolute discretion to grant awards to subscribe for Shares thereunder and to allot, issue and deal with Shares pursuant to the vesting of awards or exercise of options which may be granted under the Post-[REDACTED] Share Option Scheme and to take all such steps as may be necessary, desirable or expedient to implement the Post-[REDACTED] Share Option Scheme;
 - (iii) conditional on the share premium account of our Company being credited as a result of the [REDACTED], our Directors were authorised to capitalise HK\$[•] standing to the credit of the share premium account of our Company by applying such sum in paying up in full at par [•] Shares for allotment and issue to holders of Shares whose names appear on the register of members of our Company at the close of business on [•] 2026 in proportion (as nearly as possible without involving fractions so that no fraction of a Share shall be allotted and issued) to their then existing holdings in our Company and so that the Shares to be allotted and issued pursuant to this resolution should rank pari passu in all respects with the then existing issued Shares and our Directors were authorised to give effect to such capitalisation;

APPENDIX V

STATUTORY AND GENERAL INFORMATION

- (iv) a general unconditional mandate was granted to our Directors to exercise all powers of our Company to allot, issue and deal with, otherwise than pursuant to (a) a rights issue, (b) scrip dividend schemes or similar arrangements providing for allotment of Shares in lieu of the whole or in part of any dividend in accordance with the Articles, or (c) the vesting of awards or exercise of any options to be granted under the Pre-[REDACTED] Share Option Scheme and the Post-[REDACTED] Share Option Scheme, or (d) the [REDACTED] or pursuant to the exercise of the [REDACTED], an aggregate number of Shares not exceeding 20% of the aggregate number of Shares in issue immediately following completion of the [REDACTED] (without taking into account any Shares which may be allotted, issued or sold upon exercise of the [REDACTED] or the Shares which may be issued under the Pre-[REDACTED] Share Option Scheme and the Post-[REDACTED] Share Option Scheme) until the conclusion of the next annual general meeting of our Company, or upon the expiry of the period within which our Company is required by any applicable law or the Memorandum and Articles of Association to hold its next annual general meeting, or when it is varied, revoked or renewed by an ordinary resolution of our Shareholders in a general meeting, whichever occurs first (“**Applicable Period**”);
- (v) a general unconditional mandate (the “**Repurchase Mandate**”) was granted to our Directors to exercise all powers of our Company to purchase or repurchase Shares on the Stock Exchange or another stock exchange on which the securities of our Company may be [REDACTED] and recognised by the SFC and the Stock Exchange for this purpose, with an aggregate number of not exceeding 10% of the number of Shares in issue immediately following completion of the [REDACTED] (without taking into account any Shares which may be allotted, issued or sold upon exercise of the [REDACTED] or the Shares which may be issued under the Pre-[REDACTED] Share Option Scheme and the Post-[REDACTED] Share Option Scheme), until the conclusion of the next annual general meeting of our Company, or upon the expiry of the Applicable Period; and
- (vi) the extension of the general mandate to allot, issue and deal with Shares pursuant to sub-paragraph (iv) above to include the number of Shares which may be purchased or repurchased pursuant to sub-paragraph (v) above; and
- (c) the form and substance of each of the service agreements made between each of our executive Directors and non-executive Directors and our Company, and the form and substance of each of the appointment letters made between each of our independent non-executive Directors and our Company were approved.

4. Reorganisation

The companies comprising our Group underwent the Reorganisation to rationalise our Group’s structure in preparation for the [REDACTED]. Following the Reorganisation, our Company became the holding company of our Group. For more details regarding the Reorganisation, see “History, Reorganisation and Corporate Structure”.

5. Changes in the Share Capital of our subsidiaries

The subsidiaries of our Company are listed in “Appendix I – Accountant’s Report”.

Except as disclosed in “History, Reorganisation and Corporate Structure”, there are no changes in the share capital of each of our Company’s subsidiaries within the two years immediately preceding the date of this document.

APPENDIX V STATUTORY AND GENERAL INFORMATION

6. Repurchases of our own securities

This paragraph includes information required by the Stock Exchange to be included in this document concerning the repurchase by our Company of its own securities.

(a) *Shareholders’ approval*

All proposed repurchases of securities (which must be fully paid up in the case of shares) by a company with a primary [REDACTED] on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders, either by way of general mandate or by specific approval of a particular transaction.

A resolution in writing was passed by our Shareholder on [•] 2026, pursuant to which a general unconditional mandate (i.e. the Repurchase Mandate) was granted to our Directors authorising the purchase or repurchase of such number of Shares by our Company on the Stock Exchange or another stock exchange on which the securities of our Company may be [REDACTED] and recognised by the SFC and the Stock Exchange for this purpose, with an aggregate number of not exceeding 10% of the aggregate number of Shares in issue immediately following completion of the [REDACTED] (without taking into account any Shares which may be allotted, issued or sold upon exercise of the [REDACTED] or the Shares which may be issued under the Pre-[REDACTED] Share Option Scheme and the Post-[REDACTED] Share Option Scheme), until the conclusion of the next annual general meeting of our Company, or upon the expiry of the period within which our Company is required by any applicable law or the Memorandum and Articles of Association to hold its next annual general meeting, or when it is varied, revoked or renewed by an ordinary resolution of our Shareholders in a general meeting, whichever occurs first (the “**Relevant Period**”).

(b) *Source of funds*

Any repurchases must be paid out of funds legally available for the purpose in accordance with the Memorandum and Articles of Association, the Listing Rules, the Cayman Islands Companies Act and the applicable laws and regulations of the Cayman Islands. A [REDACTED] company is prohibited from repurchasing its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Under the Companies Act, any repurchases by our Company may be made out of profits of our Company, or out of our Company’s share premium account, or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if authorised by the Memorandum and Articles of Association and subject to the Cayman Islands Companies Act, out of capital. Any premium payable on the redemption or purchase over the par value of the shares to be repurchased must be provided for out of profits of our Company or from sums standing to the credit of the share premium accounts of our Company.

(c) *Reasons for repurchases*

Our Directors believe that the ability to repurchase our Shares is in the best interest of our Company and our Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, result in an increase in the net assets and/or earnings per Share. Our Directors have sought the Repurchase Mandate to give our Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by our Directors at the relevant time, having regard to the circumstances then prevailing and such repurchases will only be made if our Directors believe that such repurchases will benefit our Company and our Shareholders as a whole.

APPENDIX V STATUTORY AND GENERAL INFORMATION

(d) Funding of repurchases

In repurchasing securities, our Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association, the Listing Rules, the Cayman Islands Companies Act and the applicable laws and regulations of the Cayman Islands.

On the basis of the current financial position of our Group as disclosed in this document and taking into account the current working capital position of our Group, our Directors consider that, if the repurchases under the Repurchase Mandate were to be carried out in full at any time during the Relevant Period, it might have a material adverse impact on the working capital and/or the gearing position of our Group as compared with the position disclosed in this document. However, our Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital and/or the gearing position of our Group which in the opinion of our Directors are from time to time appropriate for our Group.

(e) General

The exercise in full of the Repurchase Mandate, on the basis of [REDACTED] Shares in issue immediately after the [REDACTED] (without taking into account any Shares which may be allotted, issued or sold upon exercise of the [REDACTED] or the Shares which may be issued under the Pre-[REDACTED] Share Option Scheme and the Post-[REDACTED] Share Option Scheme), would result in up to [REDACTED] Shares being repurchased by our Company during the Relevant Period.

None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associate currently intends to sell any Shares to our Company or our subsidiaries. No core connected person of our Company has notified our Company that he/she/it has any present intention to sell Shares to our Company, or has undertaken not to do so if the Repurchase Mandate is exercised.

Our Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Memorandum and Articles of Association, the Listing Rules, the Cayman Islands Companies Act and the applicable laws and regulations of the Cayman Islands.

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

No purchase of Shares has been made by our Company within six months prior to the date of the Document.

Our Directors shall not exercise the Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below [REDACTED]% of the total number of Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

APPENDIX V STATUTORY AND GENERAL INFORMATION

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of material contracts

The following contracts (not being contracts in the ordinary course of business) have been entered into by members of our Group within the two years preceding the date of this document and are or may be material:

- (a) the [REDACTED]

2. Requirement of a property valuation report

As at 31 December 2025, we leased nine properties which are subleased to third party tenants. Pursuant to Rules 5.01A and 5.01B of the Listing Rules, if the carrying amount (as defined in Rule 5.01(1) of the Listing Rules) of a property interest (as defined in Rule 5.01(3) of the Listing Rules) that forms part of an applicant’s property activities is or is above 1% of the applicant’s total assets, the document must include the full text of a valuation report for such property interest. As at 31 December 2025, being the date of which the most recent audited consolidated statements of the financial position of our Group, the carrying amount of our investment properties exceeds 1% of our total assets. Thus, Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent property valuer, was engaged to value such properties (“**Valued Properties**”) based on certain assumptions. Please see “Valuation Report” in Appendix III to this document for the valuation of the Valued Properties. Save and except for the Valued Properties, our Directors confirmed that as at 31 December 2025, no single property interest of ours (i) which formed part of our property activities had a carrying amount of 1% or more of our total assets, and the total carrying amount of property interests not valued did not exceed 10% of our total assets; and (ii) which did not form part of our property activities had a carrying amount of 15% or more of our total assets.

3. Our material intellectual property rights

As of the Latest Practicable Date, we had 23 registered trademarks which we believe are material to our business.

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(a) Trademarks

As of the Latest Practicable Date, we have registered the following trademarks:

No	Trademarks	Registration No	Validity period	Class	Place of registration	Registered owner
1.	君綺	307118901	5 December 2025 – 4 December 2035	3, 5, 10, 30, 35, 36, 44	Hong Kong	JC Taiwan
2.	君綺	01802208	1 November 2016 – 31 October 2026	44	Taiwan	JC Taiwan
3.	君綺	02022733	16 November 2019 – 15 November 2029	16	Taiwan	JC Taiwan
4.	君綺・漾	02081331	1 September 2020 – 31 August 2030	3	Taiwan	JC Taiwan
5.	君綺・漾	02081889	1 September 2020 – 31 August 2030	10	Taiwan	JC Taiwan
6.	君綺・漾	02083262	1 September 2020 – 31 August 2030	35	Taiwan	JC Taiwan
7.	君綺・漾	02083924	1 September 2020 – 31 August 2030	44	Taiwan	JC Taiwan
8.	君綺・漾	02088640	1 October 2020 – 30 September 2030	5	Taiwan	JC Taiwan
9.		02088641	1 October 2020 – 30 September 2030	5	Taiwan	JC Taiwan
10.		02089074	1 October 2020 – 30 September 2030	10	Taiwan	JC Taiwan
11.		02090665	1 October 2020 – 30 September 2030	35	Taiwan	JC Taiwan
12.		02091527	1 October 2020 – 30 September 2030	44	Taiwan	JC Taiwan
13.		02178331	1 November 2021 – 31 October 2031	3	Taiwan	JC Taiwan

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No	Trademarks	Registration No	Validity period	Class	Place of registration	Registered owner
14.		02217796	16 April 2022 – 15 April 2032	3, 5, 10, 35, 44	Taiwan	JC Taiwan
15.		02217797	16 April 2022 – 15 April 2032	3, 5, 10, 35, 44	Taiwan	JC Taiwan
16.	君綺大健康 JCH JING CHI	02248396	1 September 2022 – 31 August 2032	5, 10, 35, 44	Taiwan	JC Taiwan
17.	君綺大健康 JING CHI	02277607	16 January 2023 – 15 January 2033	3, 5, 35, 44	Taiwan	JC Taiwan
18.		02374505	16 May 2024 – 15 May 2034	3	Taiwan	JC Taiwan
19.		02374648	16 May 2024 – 15 May 2034	5	Taiwan	JC Taiwan
20.		02375084	16 May 2024 – 15 May 2034	10	Taiwan	JC Taiwan
21.		02376207	16 May 2024 – 15 May 2034	35	Taiwan	JC Taiwan
22.		02377230	16 May 2024 – 15 May 2034	44	Taiwan	JC Taiwan
23.	蘭瑞診所	02400553	1 September 2024 – 31 August 2034	44	Taiwan	JC Taiwan

APPENDIX V STATUTORY AND GENERAL INFORMATION

4. Connected transactions and related party transactions

Except as disclosed in “Connected Transactions” and in “Appendix I – Accountant’s Report – Notes To The Historical Financial Information – Note 26”, the text of which is set out in “Appendix I – Accountant’s Report”, during the two years immediately preceding the date of this document, our Company has not engaged in any other material connected transactions or related party transactions.

C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Our Directors

(a) Disclosure of interests of our Directors

- (i) Each of Ms. Chang, Ms. Chuang and Mr. Wang is interested in the Reorganisation, and the transactions contemplated under the material contracts as set out in “– B. Further Information about our Business – 1. Summary of material contracts”.
- (ii) Except as disclosed in this document, none of our Directors or their associates was engaged in any dealings with our Group during the two years immediately preceding the date of this document.

(b) Particulars of our Directors’ service contracts

Our executive Directors

Each of our executive Directors has entered into a service contract with our Company for a term of three years commencing from the [REDACTED] until terminated by not less than three months’ notice in writing served by either party on the other.

Our independent non-executive Directors

Each of our independent non-executive Directors has been appointed for an initial term of three years commencing from the [REDACTED] until terminated by either party giving not less than three months’ written notice to the other pursuant to a letter of appointment.

Except for directors’ fees, none of our independent non-executive Directors is expected to receive any other remuneration for holding his office as an independent non-executive Director.

Except as aforesaid, none of our Directors has or is proposed to have a service contract with our Company or any of our subsidiaries other than contracts expiring or determinable by us within one year without the payment of compensation (other than statutory compensation).

APPENDIX V STATUTORY AND GENERAL INFORMATION

(c) *Our Directors’ remuneration*

- (i) The aggregate emoluments paid and benefits in kind granted by our Group to our Directors in respect of the years ended 31 December 2023, 2024 and 2025 were approximately HK\$0.5 million, HK\$0.5 million and HK\$0.7 million, respectively.
- (ii) None of our Directors or any past directors of any member of our Group has been paid any sum of money for the years ended 31 December 2023, 2024 and 2025 (i) as an inducement to join or upon joining our Group; or (ii) for loss of office as a director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group.
- (iii) There has been no arrangement under which a Director has waived or agreed to waive any emoluments for the years ended 31 December 2023, 2024 and 2025.

(d) *Interests and/or short positions of our Directors in the shares, underlying shares or debentures of our Company and its associated corporations*

Immediately after the [REDACTED] (without taking into account any Shares which may be allotted, issued or sold upon exercise of the [REDACTED] or any Shares which may be issued and issued pursuant to the exercise of any Pre-[REDACTED] Share Option and/or Post-[REDACTED] Share Option), the interests and/or short positions of our Directors and the chief executive of our Company in the shares, underlying shares or debentures of our Company and its associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions in which they are taken or deemed to have taken under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules, in each case once our Shares are [REDACTED], will be as follows:

Long position in the Shares

Name of Director	Capacity/nature of interest	Number of Shares ⁽¹⁾	Approximate percentage of interest in our Company immediately following completion of the [REDACTED] ⁽⁴⁾
Ms. Chang ⁽²⁾	Interest in a controlled corporation	[REDACTED]	[REDACTED] %
Ms. Chuang ⁽³⁾	Interest in a controlled corporation	[REDACTED]	[REDACTED]%

APPENDIX V STATUTORY AND GENERAL INFORMATION

Notes:

- (1) The letter “L” denotes a person’s long position in our Shares.
- (2) As at the Latest Practicable Date, Lenvor Holdings, Norvix Holdings and Rion Holdings directly held [REDACTED] Shares, [REDACTED] Shares and [REDACTED] Shares, respectively, which aggregate to [REDACTED] Shares. Each of Lenvor Holdings, Norvix Holdings and Rion Holdings is directly wholly-owned by Ms. Chang. By virtue of the SFO, Ms. Chang is deemed to be interested in these [REDACTED] Shares.
- (3) Ravix Holdings is directly owned as to approximately 99.9% by Ms. Chuang. By virtue of the SFO, Ms. Chuang is deemed to be interested in the Shares which Ravix Holdings is interested in.
- (4) These percentages are calculated on the basis of [REDACTED] Shares in issue immediately following completion of the [REDACTED] (assuming that the April Subscriptions have been completed and the [REDACTED] is not exercised and without taking into account any Shares to be issued upon the exercise of the Pre-[REDACTED] Share Options and the Post-[REDACTED] Share Options.

Long position in Share Options

Name of director	Nature of interest	Number of Shares under outstanding options granted	Approximate percentage of interest in our Company upon completion of the [REDACTED] (Note)
Mr. Wang	Beneficial Interest underlying options granted under the Pre-[REDACTED] Share Option Scheme	[REDACTED]	[REDACTED]%
Mr. KUO, Cheng-Hung	Beneficial Interest underlying options granted under the Pre-[REDACTED] Share Option Scheme	[REDACTED]	[REDACTED]%

Note: These percentages are calculated on the basis of [REDACTED] Shares in issue immediately following completion of the [REDACTED] (assuming that the [REDACTED] is not exercised and without taking into account any Shares to be issued upon the exercise of the Pre-[REDACTED] Share Options and the Post-[REDACTED] Share Options.

2. Disclosure of interests under the SFO and for substantial shareholders

For more details on the persons who will, immediately following the completion of the [REDACTED], have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who will directly and/or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying the rights to vote in all circumstances at general meetings of our Company or of any member of our Group, please refer to “Substantial Shareholders”.

APPENDIX V STATUTORY AND GENERAL INFORMATION

3. Disclaimers

Except as disclosed in this document:

- (a) our Directors are not aware of any person (not being a Director or chief executive of our Company) who immediately after the [REDACTED] (without taking into account any Shares which may be allotted, issued or sold upon exercise of the [REDACTED] or Shares which may be issued under the Pre-[REDACTED] Share Option Scheme and the Post-[REDACTED] Share Option Scheme) will have an interest or a short position in our Shares and underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of our Group;
- (b) none of our Directors has any interest or short position in any of the shares, underlying shares or debentures of our Company or its associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions in which they are taken or is deemed to have under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules, in each case once our Shares are [REDACTED];
- (c) none of our Directors nor any of the parties listed in “– D. Other Information – 9. Qualifications of experts” has been interested in the promotion of, or has any direct or indirect interest in any assets which have been, within the two years immediately preceding the date of this document, acquired or disposed of by or leased to our Company or any of the subsidiaries of our Company, or are proposed to be acquired or disposed of by or leased to our Company or any other member of our Group nor will any Director apply for the [REDACTED] either in his own name or in the name of a nominee;
- (d) none of our Directors nor any of the parties listed in “– D. Other Information – 9. Qualifications of experts” is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group; and
 - 1. except in connection with the [REDACTED], none of the parties listed in “– D. Other Information – 9. Qualifications of experts”:
 - (i) is interested legally or beneficially in any securities of any member of our Group; or
 - (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

APPENDIX V STATUTORY AND GENERAL INFORMATION

D. OTHER INFORMATION

1. Share Option Schemes

Pre-[REDACTED] Share Option Scheme

The purpose of the Pre-[REDACTED] Share Option Scheme is to motivate the grantees of the Pre-[REDACTED] Share Options (the “**Grantees**”) to optimise their future contributions to our Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with the Grantees who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of our Group. The principal terms of the Pre-[REDACTED] Share Option Scheme approved and adopted by our Shareholders 1 December 2025 are substantially the same as the terms of the Post-[REDACTED] Share Option Scheme (where applicable) except for the following principal terms:

- (i) the exercise price of the Pre-[REDACTED] Share Options will be HK\$3.00;
- (ii) no Pre-[REDACTED] Share Option shall be further granted after [REDACTED];
- (iii) any Pre-[REDACTED] Share Options will lapse automatically if the [REDACTED] does not take place by 31 December 2026;
- (iv) no Pre-[REDACTED] share Option shall become vested or exercisable before the first anniversary date of the [REDACTED];
- (v) on the first anniversary of the [REDACTED] (the “**First Exercisable Date**”), 30% of the Pre-[REDACTED] Share Options (the “**First Batch Option**”) granted to an individual Grantee shall become vested in and exercisable by such Grantee, and all unexercised First Batch Options shall lapse and be deemed as cancelled and void on the fifth anniversary date of the First Exercisable Date;
- (vi) on the second anniversary of the [REDACTED] (the “**Second Exercisable Date**”), a further 30% of the Pre-[REDACTED] Share Options (the “**Second Batch Option**”) granted to an individual Grantee shall become vested in and exercisable by such Grantee, and all unexercised Second Batch Options shall lapse and be deemed as cancelled and void on the fifth anniversary date of the Second Exercisable Date;
- (vii) on the third anniversary of the [REDACTED] (the “**Third Exercisable Date**”), the remaining 40% of the Pre-[REDACTED] Share Options (the “**Third Batch Option**”) granted to an individual Grantee shall become exercisable by such Grantee, and all unexercised Third Batch Options shall lapse and be deemed as cancelled and void on the fifth anniversary date of the Third Exercisable Date;
- (viii) paragraphs 2(c) and 3(c) in “Post-[REDACTED] Share Option Scheme” below regarding granting options to connected persons are not applicable to the Pre-[REDACTED] Share Option Scheme; and
- (ix) the Pre-[REDACTED] Share Option Scheme is conditional upon (a) approval of the [REDACTED] being granted by the Stock Exchange in respect of the Shares to be issued upon the exercise of the Pre-[REDACTED] Share Options; and (b) the commencement of dealings in Shares on the Main Board of the Stock Exchange.

APPENDIX V

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Outstanding options

As at Latest Practicable Date, options to subscribe for an aggregate of 1,232,000 Shares, representing approximately [REDACTED]% of the issued share capital of our Company upon completion of the [REDACTED] (without taking into account any Shares which may be issued upon any exercise of the [REDACTED], the Pre-[REDACTED] Share Options or the Post-[REDACTED] Share Options), or approximately [REDACTED]% of the enlarged issued share capital of our Company upon full exercise of all the outstanding Pre-[REDACTED] Share Options on completion of the [REDACTED] (without taking into account any Shares to be issued upon any exercise of the [REDACTED] or the Post-[REDACTED] Share Options), at an exercise price of HK\$3.00, are conditionally granted or expected to be conditionally granted by our Company to a total of 2 members of the senior management of our Group and other Grantees (who were employees of our Group as at the Latest Practicable Date) under the Pre-[REDACTED] Share Option Scheme.

As such, assuming full exercise of the outstanding Pre-[REDACTED] Share Options (assuming the [REDACTED] is not exercised) and that the [REDACTED] is fixed at HK\$[REDACTED] (being the mid-point of the [REDACTED]), and without taking into account the recognition of the share-based compensation expense, the shareholding of our Shareholders immediately following the [REDACTED] will be diluted by approximately [REDACTED]% and earnings per Share will be reduced by approximately [REDACTED]% (unaudited).

Based on the valuation carried out by our valuer, the fair value of the Pre-[REDACTED] Share Options is estimated to be HK\$9.5 million, and such amount will be recognised as share-based compensation expenses in our consolidated statements of profit or loss and other comprehensive income over the vesting period.

(a) Directors and senior management of our Group

Our Directors and senior management have been granted Pre-[REDACTED] Share Options to subscribe for a total of 158,000 Shares, representing approximately [REDACTED]% of the issued share capital of our Company upon completion of the [REDACTED] (without taking into account any Shares to be issued upon the exercise of the [REDACTED], the Pre-[REDACTED] Share Options and the Post-[REDACTED] Share Options).

APPENDIX V STATUTORY AND GENERAL INFORMATION

The table below sets out the details of the outstanding options granted to the Directors, senior management and other connected persons of our Company under the Pre-[REDACTED] Share Option Scheme. No other outstanding options were granted to connected persons of our Company under the Pre-[REDACTED] Share Option Scheme other than those listed in the table below.

									Approximate Percentage of Issued Shares Immediately after Completion of (REDACTED) ⁽²⁾
Name of Grantee	Position	Address	Consideration Paid for the Grant of each Option (HK\$)	Exercise Price of each Share (HK\$)	Number of Shares under the Options Granted	Date of Grant	Vesting period	Option Period	
Directors									
Mr. Wang	Director	Unit 6, 8th Floor, No. 28, Section 3, Ren'ai Road, Neighborhood 1, Minchao Li, Da'an District, Taipei City, Taiwan	0.001	3.00	20,000	31 December 2025	1 year to 3 years from the date of grant	5 years	(REDACTED)
Mr. KUO, Cheng-Hung	Director	15th Floor, No. 506, Qixian 1st Road, Neighborhood 2, Xinjiang Village, Xinxing District, Kaohsiung City, Taiwan	0.001	3.00	10,000	31 December 2025	1 year to 3 years from the date of grant	5 years	(REDACTED)
Sub-total					30,000	(REDACTED)			
Senior management									
Ms. KUO, Pei-Chen	General manager of business operations	Flat 5, 12th Floor, 35 Xinyi West Street, Neighbourhood 15, Dayuan, Sanchong District, New Taipei City, Taiwan	0.001	3.00	40,000	31 December 2025	1 year to 3 years from the date of grant	5 years	(REDACTED)
Ms. LIN, Hsiang-Yi	General manager of business operations	Flat 3, 28th Floor, No. 288, Wenxin South Road, Neighbourhood 27, Fengle, Nantun District, Taichung City, Taiwan	0.001	3.00	20,000	31 December 2025	1 year to 3 years from the date of grant	5 years	(REDACTED)
Ms. LIN, I-Hsuan	Manager of finance and accounting department	Flat 1, 8th Floor, No. 5, Lane 95, Section 3, Muxin Road, Neighbourhood 2, Zhangjiao, Wenshan District, Taipei City, Taiwan	0.001	3.00	25,000	31 December 2025	1 year to 3 years from the date of grant	5 years	(REDACTED)
Ms. KUO, Sih-Chien	Marketing manager	10th Floor, 12 Baoqing Street, Neighbourhood 5, Xinyi, Xindian District, New Taipei City, Taiwan	0.001	3.00	10,000	31 December 2025	1 year to 3 years from the date of grant	5 years	(REDACTED)

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Name of Grantee	Position	Address	Consideration Paid for the Grant of each Option (HK\$)	Exercise Price of each Share (HK\$)	Number of Shares under the Options Granted	Date of Grant	Vesting period	Option Period	Approximate Percentage of Issued Shares Immediately after Completion of [REDACTED] ⁽²⁾
Mr. KUO, Chin	Senior manager of digital development department	Flat 6, 7/F, No. 66, Section 2, Da'an Road, Neighbourhood 7, Zhu'an Li, Da'an District, Taipei City, Taiwan	0.001	3.00	25,000	31 December 2025	1 year to 3 years from the date of grant	5 years	[REDACTED]
Mr. CHANAG, Kai-Wei	Manager of legal affairs department	Flat 2, 5th Floor, 221 Fuxing Road, Neighbourhood 54, Dehe Village, Zhongshan District, Keelung City, Taiwan	0.001	3.00	3,00	31 December 2025	1 year to 3 years from the date of grant	5 years	[REDACTED]
Ms. TAI, Chun-Yi	Administration manager	14th Floor, No. 119, Section 1, Zhongyang North Road, Neighbourhood 6, Datong Village, Beitou District, Taipei City, Taiwan	0.001	3.00	5,000	31 December 2025	1 year to 3 years from the date of grant	5 years	[REDACTED]
Sub-total					<u>128,000</u>				[REDACTED]
Total					<u>158,000</u>				[REDACTED]

Notes:

- Each Grantee, upon accepting the Pre-[REDACTED] Share Options, is deemed to have undertaken to our Company that he/she will comply with all applicable laws, legislation and regulations (including all applicable exchange control, fiscal and other laws to which he/she is subject) in connection with the acceptance of the grant of his/her option, the holding and exercise of his/her option in accordance with the rules of the Pre-[REDACTED] Share Option Scheme, the allotment and issue of Share to him/her upon the exercise of his/her option and the holding of such Shares.
- These percentages are calculated on the basis of [REDACTED] Shares in issue immediately following completion of the [REDACTED] (assuming that the April Subscriptions have been completed and the [REDACTED] is not exercised and without taking into account any Shares to be issued upon the exercise of the Pre-[REDACTED] Share Options and the Post-[REDACTED] Share Options).

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(b) Other Grantees

The table below sets out the details of the outstanding options granted to the remaining 193 grantees under the Pre-[REDACTED] Share Option Scheme, who are not Directors, members of the senior management or connected persons of our Company:

Range of number of Shares under the Options Granted	Total number of grantees	Consideration paid for the Grant of each Option (HK\$)	Exercise price of each Share (HK\$)	Number of Shares under the outstanding options granted	Date of grant	Vesting period	Option Period	Approximate Percentage of Issued Shares Immediately after Completion of [REDACTED] ⁽²⁾
0 Share to 19,999 Shares	190	0.001	3.00	1,007,000	31 December 2025	1 year to 3 years from the date of grant	5 years	[REDACTED]
20,000 Shares to 40,000 Shares	3	0.001	3.00	67,000	31 December 2025	1 year to 3 years from the date of grant	5 years	[REDACTED]
Subtotal	193			<u>1,074,000</u>				<u>[REDACTED]</u>

Notes:

- Each Grantee, upon accepting the Pre-[REDACTED] Share Options, is deemed to have undertaken to our Company that he/she will comply with all applicable laws, legislation and regulations (including all applicable exchange control, fiscal and other laws to which he/she is subject) in connection with the acceptance of the grant of his/her option, the holding and exercise of his/her option in accordance with the rules of the Pre-[REDACTED] Share Option Scheme, the allotment and issue of Share to him/her upon the exercise of his/her option and the holding of such Shares.
- These percentages are calculated on the basis of [REDACTED] Shares in issue immediately following completion of the [REDACTED] (assuming that the April Subscriptions have been completed and the [REDACTED] is not exercised and without taking into account any Shares to be issued upon the exercise of the Pre-[REDACTED] Share Options and the Post-[REDACTED] Share Options).

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Assuming that the [REDACTED] is not exercised, the shareholding in our Company held by the Grantees under the Pre-[REDACTED] Share Option Scheme after the full exercise of all the Pre-[REDACTED] Share Options (without taking into account any Shares to be issued upon the exercise of the Post-[REDACTED] Share Options) will be as follows:

Name of Grantee	Immediately following the completion of the [REDACTED] and the full exercise of Pre-[REDACTED] Share Options	
	Number of Shares	%
Directors		
Mr. Wang	20,000	[REDACTED]
Mr. KUO, Cheng-Hung	10,000	[REDACTED]
Sub-total	30,000	[REDACTED]
Senior management		
Ms. KUO, Pei-Chen	40,000	[REDACTED]
Ms. LIN, Hsiang-Yi	20,000	[REDACTED]
Ms. LIN, I-Hsuan	25,000	[REDACTED]
Ms. KUO, Sih-Chien	10,000	[REDACTED]
Mr. KUO, Chin	25,000	[REDACTED]
Mr. CHANG, Kai-Wei	3,000	[REDACTED]
Ms. TAI, Chun-Yi	5,000	[REDACTED]
Sub-total	128,000	[REDACTED]
Other Grantees	1,074,000	[REDACTED]
Total	1,232,000	[REDACTED]

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Post-[REDACTED] Share Option Scheme

The following is a summary of the principal terms of the Post-[REDACTED] Share Option Scheme adopted pursuant to the resolutions of our Shareholders passed on [•] 2026. The terms of the Post-[REDACTED] Share Option Scheme are in compliance with the provisions of Chapter 17 of the Listing Rules:

1. Summary of the terms of the Post-[REDACTED] Share Option Scheme

(i) *Purpose of the Post-[REDACTED] Share Option Scheme*

The purpose of the Post-[REDACTED] Share Option Scheme is to motivate Eligible Participants (as set out in paragraph (ii) below) to optimise their future contributions to our Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with Eligible Participants who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of our Group, and additionally in the case of Employee Participants (as set out in paragraph (ii) below) and Related Entity Participants (as set out in paragraph (ii) below), to enable our Group to attract and retain individuals with experience and ability and/or to reward them for their past contributions.

(ii) *Who may join*

Subject to the provisions in the Post-[REDACTED] Share Option Scheme, the Board shall be entitled at any time within the period of ten (10) years after the date of adoption of the Post-[REDACTED] Share Option Scheme to make an offer to any of the following classes of persons (“**Eligible Participant(s)**”):

- (1) any director(s) (including executive, non-executive and independent non-executive directors) and employee(s) (whether full-time or part-time) of our Group (including persons who are granted Shares or the options under the Post-[REDACTED] Share Option Scheme as inducement to enter into employment contracts with our Company or its subsidiaries) (“**Employee Participant(s)**”);
- (2) any director(s) and employee(s) of the holding companies, fellow subsidiaries or associated companies of our Company (“**Related Entity Participant(s)**”); and
- (3) any person (whether a natural person, a corporate entity or otherwise) who provides services to our Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of our Group, including independent contractor(s), consultant(s) and/or advisor(s) for research and development, product commercialization, marketing, innovation upgrading, strategic/commercial planning on corporate image and investor relations in investment environment of our Company but excluding any placing agent(s) or financial adviser(s) providing advisory services for fundraising, mergers or acquisitions, and auditor(s) or valuer(s) (“**Service Provider(s)**”).

The Board may consider various factors to determine the basis of eligibility of the potential Eligible Participant, including but not limited to the performance, length of engagement and contribution to our Group.

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(iii) *Maximum number of Shares*

- (1) The maximum number of Shares which may be issued upon exercise of all options to be granted under the Post-[REDACTED] Share Option Scheme and any other schemes of our Company shall not in aggregate exceed 10% of the Shares in issue as at the [REDACTED] (“**Scheme Mandate Limit**”) (inclusive of Shares representing 1.5 per cent. of the total number of Shares in issue, being the maximum number of options which may be granted to Service Providers under the Post-[REDACTED] Share Option Scheme (the “**Service Provider Sublimit**”)); provided that our Company may at any time as the Board may think fit seek approval from our Shareholders to refresh the Scheme Mandate Limit (inclusive of the Service Provider Sublimit). Options previously granted under the Post-[REDACTED] Share Option Scheme or any other schemes of our Company lapsed in accordance with the terms of the Post-[REDACTED] Share Option Scheme or any other schemes of our Company will not be counted for the purpose of calculating the Scheme Mandate Limit and/or the Service Provider Sublimit (as the case may be).
- (2) Our Company may seek approval of our Shareholders in general meeting to refresh the Scheme Mandate Limit (inclusive of the Service Provider Sublimit) such that the maximum number of Shares which may be issued upon exercise of all options to be granted under the Post-[REDACTED] Share Option Scheme (inclusive of the Service Provider Sublimit) and any other schemes of our Company (as adopted from time to time), shall not exceed 10% of the Shares in issue as at the date of the approval by our Shareholders in general meeting where the Scheme Mandate Limit (inclusive of the Service Provider Sublimit) is refreshed (the “**Renewal Limit**”), provided that options previously granted under the Post-[REDACTED] Share Option Scheme or any other share option schemes of our Company (including options outstanding, cancelled, lapsed in accordance with the terms of the Post-[REDACTED] Share Option Scheme or any other schemes of our Company or exercised options) will not be counted for the purpose of calculating the Renewal Limit.

For the purpose of seeking the approval of our Shareholders for the Renewal Limit, a circular containing the information and the disclaimer as required under the Listing Rules must be sent to our Shareholders.

In the event that our Company seeks approval of our Shareholders in general meeting to renew the Scheme Mandate Limit (inclusive of the Service Provider Sublimit) within 3-year period after the adoption date of the Post-[REDACTED] Share Option Scheme (or the date of Shareholders’ approval for the last refreshment), any Controlling Shareholders (or Directors (excluding independent non-executive Directors) and the chief executive of our Company if there is no Controlling Shareholder) and their associates must abstain from voting in favour of the relevant resolution at the general meeting and the relevant resolution shall be approved in accordance with the Listing Rules.

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- (3) Our Company may seek separate approval of our Shareholders in general meeting for granting options beyond the Scheme Mandate Limit provided that the proposed grantee(s) of such option(s) must be Eligible Participant(s) specifically identified by our Company before such approval is sought and for whom specific approval is obtained. For the purpose of seeking the approval of our Shareholders, our Company must send a circular to our Shareholders containing the name of the specified Eligible Participant(s) who may be granted such options, the number and terms of the options to be granted to each specified Eligible Participant, the purpose of granting such options to the specified Eligible Participants with an explanation as to how the terms of options serve such purpose, the information and the disclaimer as required under the Listing Rules and such further information as may be required from the Stock Exchange from time to time. In respect of any options to be granted, the date of the Board meeting for proposing such grant should be taken as the date of grant for the purpose of calculating the exercise price of such options.

(iv) Maximum entitlement of each Eligible Participant

No option shall be granted to any Eligible Participant if any further grant of options would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such person (including exercised, cancelled and outstanding options but excluding any options lapsed in accordance with the Post-[REDACTED] Share Option Scheme) in the 12-month period up to and including the date of grant of the options exceeding 1% of the Shares in issue, unless:

- (1) such further grant has been duly approved, in the manner prescribed by the relevant provisions of Chapter 17 of the Listing Rules, by separate approval of our Shareholders in general meeting at which the Eligible Participant and his/her/its close associates (or associates of the Eligible Participant is a connected person) shall abstain from voting in favour of the resolution;
- (2) a circular regarding the further grant has been despatched to our Shareholders in a manner complying with, and containing the information specified in, the relevant provisions of Chapter 17 of the Listing Rules (including the identity of the Eligible Participant, the number and terms of the options to be granted and options previously granted to such Eligible Participant in the 12-month period, the purpose of granting the options and an explanation as to how the terms of the options serve such purpose); and
- (3) the number and terms (including the exercise price) of such option are fixed before the general meeting of our Company at which the same are approved.

(v) Grant of options to connected persons

- (1) The grant of options to a Director, chief executive or Substantial Shareholder of our Company or any of his/her/its respective associates (including discretionary trust in which any connected persons are beneficiary) requires the approval of all our independent non-executive Directors (excluding any independent non-executive Director who is a prospective grantee of the option) and shall comply with the relevant provisions of Chapter 17 of the Listing Rules.

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- (2) Where an option is to be granted to a Substantial Shareholder or an independent non-executive Director (or any of his/her/its respective associates), and such grant will result in the Shares issued and to be issued in respect of all options granted pursuant to the Post-[REDACTED] Share Option Scheme and any other share option schemes of our Company (including exercised, cancelled and outstanding options but excluding any options lapsed in accordance with the Post-[REDACTED] Share Option Scheme) to such Eligible Participant in the 12-month period up to and including the date of such grant exceeding 0.1% of the Shares in issue at the relevant time of grant, such grant shall not be valid unless:
- I. a circular containing the details of the grant has been despatched to our Shareholders in a manner complying with, and containing the matters specified in, the relevant provisions of Chapter 17 of the Listing Rules, including, in particular, (a) details of the number and terms of the options to be granted to such Eligible Participant, which must be fixed before the Shareholders’ meeting and the date of the Board meeting for proposing such further grant is to be taken as the date of grant for the purposes of calculating the exercise price, (b) from the views of the independent non-executive Directors (excluding any independent non-executive Director who is the prospective grantee of the option) as to whether the terms of the grant are fair and reasonable and whether such grant is in the interests of our Company and our Shareholders as a whole, and their recommendation to the independent Shareholders as to voting, (c) information relating to any Directors who are trustees of the Post-[REDACTED] Share Option Scheme or have a direct or indirect interest in the trustees; and (d) information required under the Listing Rules or by the Stock Exchange; and
 - II. the grant has been approved by our Shareholders in accordance with the Listing Rules in general meeting (taken on a poll) at which such Eligible Participant and his/her/its associates and all core connected persons of our Company shall abstain from voting in favour of the grant (unless such person’s intention to vote against the proposed grant of option has been stated in the relevant circular).

(vi) Time of acceptance and exercise of an option

An offer of grant of an option may be accepted by an Eligible Participant within the date as specified in the offer letter issued by our Company, being a date not later than 21 Business Days from the date upon which it is made, by which the Eligible Participant must accept the offer or be deemed to have declined it, provided that such date shall not be more than ten (10) years after the date of adoption of the Post-[REDACTED] Share Option Scheme. The vesting period for an option shall normally not be less than 12 months, except when such option is granted to the Employee Participant(s) at the discretion of the Board (or the remuneration committee of our Company if the grantee is a Director and/or a senior manager of our Company) where (1) the Employee Participant’s employment is terminated due to death, disability or any out of control event; (2) the options are granted in batches during a year for administrative and compliance reasons; (3) the options are granted under a mixed vesting schedule which vest evenly over a 12-month period; (4) the options are granted based on performance-based vesting conditions instead of time-based vesting criteria; and (5) any other circumstances under which the Board (or the remuneration committee of our Company) considers it to be fair, reasonable and appropriate to do so.

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A consideration of HK\$1.00 is payable on acceptance of the offer of grant of an option. Such consideration shall in no circumstances be refundable nor be deemed to be part of the exercise price. An option may be exercised in whole or in part (but if in part only, in respect of a board lot or any integral multiple thereof) by the grantee at any time before the expiry of the period to be determined and notified by the Board to the grantee which in any event shall not be longer than ten (10) years commencing on the date of the offer letter and expiring on the last day of such ten (10)-year period subject to the provisions for early termination as contained in the Post-[REDACTED] Share Option Scheme.

(vii) Performance targets

Unless otherwise determined by the Board and specified in the offer letter, there is no general performance target that has to be achieved before the exercise of any option.

(viii) Exercise price for Shares

The exercise price of a Share in respect of any particular option granted under the Post-[REDACTED] Share Option Scheme shall be a price determined by the Board in its absolute discretion and notified to an Eligible Participant, and shall not be less than whichever is the highest of: (1) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the Offer Date (as defined below), (2) the average closing price of the Shares as stated in the Stock Exchange’s daily quotation sheets for the five Business Days immediately preceding the Offer Date, and (3) the nominal value of a Share on the Offer Date.

Where an option is to be granted to an Eligible Participant, the date of the Board resolution on which the grant was approved and made to the Eligible Participant shall be taken to be the date of the offer of such option, which must be a Business Day (“**Offer Date**”). For the purpose of calculating the exercise price, where an option is to be granted fewer than five Business Days after the [REDACTED] of the Shares, the [REDACTED] shall be used as the closing price for any Business Day falling within the period before the [REDACTED].

(ix) Ranking of Shares

The Shares to be allotted and issued upon the exercise of an option shall be subject to the Memorandum and the Articles of Association and the laws of the Cayman Islands in force from time to time and shall rank *pari passu* in all respects with the then existing fully-paid Shares in issue of our Company as at the date of allotment and issue (the “**Allotment Date**”), and will entitle the holders to participate in all dividends or other distributions paid or made on or after the Allotment Date other than any dividend or other distributions previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the Allotment Date.

(x) Restrictions on the time of grant of options

No option shall be granted after a development of or a matter constituting inside information has come to our Company’s knowledge until (and including) the trading day on which such inside information has been announced pursuant to the requirements of the Listing Rules and the SFO. In particular, during the period commencing one (1) month immediately preceding the earlier of:

- (1) the date of the meeting of the Board (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of our Company’s results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and

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- (2) the deadline for our Company to publish an announcement of the results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcement, no option shall be granted. For the avoidance of doubt, no option may be granted during any period of delay in publishing a results announcement.

(xi) Period of the Post-[REDACTED] Share Option Scheme

Subject to any prior termination by our Company in a general meeting or by the Board, the Post-[REDACTED] Share Option Scheme shall be valid and effective for a period of ten (10) years commencing on the date of adoption of the Post-[REDACTED] Share Option Scheme (the “**Option Period**”), after which period no further option shall be granted but in all other respects of all options which remain exercisable at the end of such period, the provisions of the Post-[REDACTED] Share Option Scheme shall remain in full force and effect.

(xii) Rights on death or permanent disability

Where the grantee of an outstanding option (being an individual) dies or becomes permanently disabled before exercising an option (or exercising it in full), he/she (or his/her legal representative(s)) may exercise the option up to the grantee’s entitlement (to the extent which has become exercisable and not already exercised) within a period of 12 months following his/her death or permanent disability or such longer period as the Board may determine.

(xiii) Rights on retirement

Where the grantee of an outstanding option ceases to be an Employee Participant or Related Entity Participant by reason of his/her retirement pursuant to such applicable retirement scheme at the relevant time, his/her option (to the extent which has become exercisable and not already exercised) shall be exercisable until the expiry of the relevant Option Period.

(xiv) Rights on transfer of employment

Where the grantee of an outstanding option ceases to be an Employee Participant or Related Entity Participant by reason of his/her transfer of employment to an affiliate company of our Company, his/her option (to the extent which has become exercisable and not already exercised) shall be exercisable until the expiry of the relevant Option Period unless the Board in its absolute discretion otherwise determines in which event the option (or such remaining part thereof) shall be exercisable within such period as the Board has determined.

(xv) Rights on cessation of employment

Where the grantee of an outstanding option ceases to be an Employee Participant or Related Entity Participant for any reason other than the grounds in (xii), (xiii), (xiv), (xxvii)(c)(1) and (2), the option granted to such grantee (to the extent not already exercised) shall lapse on the date of cessation and shall not be exercisable unless the Board otherwise determines in which event the option (or such remaining part thereof) shall be exercisable within such period as the Board may in its absolute discretion determine following the date of such cessation.

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Where the grantee of an outstanding option ceases to be an Employee Participant or Related Entity Participant by reason of the termination of his/her employment by resignation or Culpable Termination (as defined below), the option (to the extent not already exercised) shall lapse on the date on which the notice of termination is served (in the case of resignation) or the date on which the grantee is notified of the termination of his/her employment (in the case of Culpable Termination) and not be exercisable unless the Board otherwise determines in which event the option (or such remaining part thereof) shall be exercisable within such period as the Board may in its absolute discretion determine following the date of such service or notification.

(xvi) Rights on cessation of being an executive Director

Where the grantee of an outstanding option being an executive Director of our Company ceases to be an executive Director of our Company but remains a non-executive Director of our Company, his/her option (to the extent which has become exercisable and not already exercised) shall be exercisable until the expiry of the relevant Option Period unless the Board in its absolute discretion otherwise determines in which event the option (or such remaining part thereof) shall be exercisable within such period as the Board has determined, the option (to the extent not already exercised) shall lapse on the date of cessation of such appointment and not be exercisable unless the Board otherwise determines in which event the option (or such remaining part thereof) shall be exercisable within such period as the Board has determined.

(xvii) Rights on cessation of being an Eligible Participant

Where (a) the Board in its absolute discretion at any time determines that a grantee of an outstanding option has ceased to be an Eligible Participant; or (b) a grantee has failed to or no longer satisfies or complies with such criteria or terms and conditions that may be attached to the grant of the option or which were the basis on which the option was granted, the option (to the extent not already exercised) shall lapse on the date on which the grantee is notified thereof (in the case of (a)) or on the date on which the grantee has failed to or no longer satisfies or complies with such criteria or terms and conditions as aforesaid (in the case of (b)) and not be exercisable unless the Board otherwise determines in which event the option (or such remaining part thereof) shall be exercisable within such period as the Board may in its absolute discretion determine following the date of such notification or the date of such failure/non-satisfaction/non-compliance.

(xviii) Rights of an Eligible Participant which is a corporation

Where a grantee of an outstanding option (being a corporation) (a) has a liquidator, provisional liquidator, receiver or any person carrying out any similar function appointed anywhere in the world in respect of the whole or any part of the assets or undertaking of the grantee; or (b) has suspended ceased or threatened to suspend or cease business; or (c) is unable to pay its debts (within the meaning of section 178 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance or any similar provisions under the Companies Act) or any applicable law; or (d) otherwise becomes insolvent; or (e) suffers a change in its constitution, directors, shareholding or management which in the opinion of the Board is material; or (f) commits a breach of any contract entered into between the grantee or his/her/its associate and any member of our Group, the option (to the extent not already exercised) shall lapse on the date of appointment of the liquidator or receiver or other similar person or on the date of suspension or cessation of business or on the date when the grantee is deemed to be unable to pay its debts as aforesaid or on the date of notification by our Company that the said change in constitution, directors, shareholding or management is material or on the date of the said breach of contract (as the case may be) and not be exercisable unless the Board otherwise determines in which event the option (or such remaining part thereof) shall be exercisable within such period as the Board may in its absolute discretion determine following the date of such occurrence.

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(xix) Rights of an Eligible Participant which is an individual

Where a grantee of an outstanding option (being an individual) (a) is unable or has no reasonable prospects of being able to pay his debts within the meaning of the Bankruptcy Ordinance or any other applicable law or has otherwise become insolvent; or (b) has made any arrangements or compositions with his creditors generally; or (c) has been convicted of any criminal offence involving his/her integrity or honesty; or (d) commits a breach of any contract entered into between the grantee or his/her associate and any member of our Group, the option (to the extent not already exercised) shall lapse on the date on which he/she is deemed unable or to have no reasonable prospects of being able to pay his/her debts as aforesaid or on the date on which a petition for bankruptcy has been presented in any jurisdiction or on the date on which he/she enters into the said arrangement or composition with his/her creditors or on the date of his/her conviction or on the date of the said breach of contract (as the case may be) and not be exercisable unless the Board otherwise determines in which event the option (or such remaining part thereof) shall be exercisable within such period as the Board may in its absolute discretion determine following the date of such occurrence.

(xx) Rights on general offer or scheme of arrangement

In the event a general or partial offer (whether by way of takeovers offer, share repurchase offer is made to all the holders of the Shares or scheme of arrangement or otherwise in like manner) is made to all the holders of Shares (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional (in the case of a takeovers offer or share repurchase offer) or is approved by the requisite majorities at the relevant meetings of our Shareholders (in the case of a scheme of arrangement), the grantee shall be entitled to exercise the option (to the extent which has become exercisable and not already exercised) at any time (in the case of a takeovers offer or share repurchase offer) within one month after the date on which the offer becomes or is declared unconditional or (in the case of a scheme of arrangement) prior to such time and date as shall be notified by our Company, after which it shall lapse.

(xxi) Rights on winding-up

In the event of a notice being given by our Company to our Shareholders to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up our Company, other than for the purposes of a reconstruction, amalgamation or scheme of arrangement, our Company shall on the same date as or soon after it despatches such notice to convene the general meeting, give notice thereof to all grantees and thereupon, the grantees (or their respective personal representative(s)) may, subject to the provisions of all applicable laws, by notice in writing to our Company (such notice to be received by our Company not later than 2 Business Days prior to the proposed general meeting of our Company) exercise the option (to the extent that it has become exercisable and has not already been exercised) either to its full extent or to the extent specified in such notice, such notice to be accompanied by a payment or remittance for the full amount of the aggregate exercise price for the Shares in respect of which the notice is given, whereupon our Company shall as soon as possible and, in any event, no later than the Business Day immediately prior to the date of the proposed general meeting referred to above, allot and issue the relevant Shares to the grantee credited as fully paid and register the grantee as the holder of such Shares, which shall rank *pari passu* with all other Shares in issue on the date prior to the passing of the resolution to wind-up our Company to participate in the distribution of assets of our Company available in liquidation.

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(xxii) Rights on compromise or arrangement between our Company and our creditors

In the event of a compromise or arrangement between our Company and our Shareholders and/or creditors is proposed for the purpose of or in connection with a scheme for the reconstruction of our Company or its amalgamation with any other company, our Company shall give notice thereof to the grantees who have unexercised options at the same time as it dispatches notices to all Shareholders or creditors of our Company summoning the meeting to consider such a compromise or arrangement and thereupon each grantee (or his/her legal representatives or receiver) may until the expiry of the earliest of: (a) the Option Period; (b) the period of two months from the date of such notice; and (c) the date on which such compromise or arrangement is sanctioned by the court of competent jurisdiction and becoming effective, exercise in whole or in part his/her option. Except insofar as exercised in accordance with this paragraph (xxii), all options outstanding at the expiry of the relevant period referred to in this paragraph (xxii) shall lapse. Our Company may thereafter require each grantee to transfer or otherwise deal with the Shares issued on exercise of the option to place the grantee in the same position as would have been the case had such Shares been the subject of such compromise or arrangement, provided that in determining the entitlement of any grantee to exercise an option at any particular date, the Board may in its absolute discretion relax or waive, in whole or in part, conditionally or unconditionally, any additional conditions, restrictions or limitations imposed in relation to the particular option pursuant to the provisions of the Post-[REDACTED] Share Option Scheme and/or deem the right to exercise the option in respect of the Shares the subject thereof to have been exercisable notwithstanding that according to the terms of the particular option such right shall not have then vested.

(xxiii) Reorganisation of capital structure

In the event of any change in the capital structure of our Company while any option may become or remains exercisable, whether by way of capitalisation issue, rights issue, consolidation, subdivision or reduction of the share capital of our Company, the Board may, if it considers the same to be appropriate, direct that adjustments be made to:

- (a) the number of Shares subject to outstanding options;
- (b) the exercise price per Share of each outstanding option; and/or
- (c) the number of Shares subject to the Post-[REDACTED] Share Option Scheme.

Where the Board determines that adjustments are appropriate (other than an adjustment arising from a capitalisation issue), the auditors or an independent financial adviser (as the Board may select) shall certify in writing to the Board that any such adjustments are in their opinion fair and reasonable and in compliance with the [REDACTED], the notes thereto and applicable rules and guidelines, provided that:

- (i) the aggregate percentage of the issued share capital of our Company available for the grant of options shall remain as nearly as possible the same as it was before such change but shall not be greater than the maximum number prescribed by the Listing Rules from time to time;
- (ii) any such adjustments shall be made on the basis that the aggregate exercise price payable by a grantee on the full exercise of any option shall remain as nearly as possible the same as (but shall not be greater than) it was before such event;
- (iii) no such adjustments shall be made the effect of which would be to enable a Share to be issued at less than its nominal value; and

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- (iv) any such adjustments shall be made on the basis that the proportion of the issued share capital of our Company for which any grantee is entitled to subscribe pursuant to the options held by him/her shall remain the same, rounded to the nearest whole share, as that to which he/she/it was previously entitled.

For the avoidance of doubt only, the issue of securities as consideration in a transaction shall not be regarded as a circumstance requiring an adjustment.

(xxiv) Cancellation of options

The Board shall be entitled at any time at its absolute discretion for the following causes to cancel, recover or withhold any option in whole or in part by giving notice in writing to the grantee stating that such option is thereby cancelled, recovered or withheld with effect from the date specified in such notice (the “**Cancellation Date**”):

- (a) the grantee commits or permits or attempts to commit or permit a breach of any terms or conditions attached to the grant of the option as provided in the Post-[REDACTED] Share Option Scheme;
- (b) the grantee makes a written request to the Board for, or agrees to, the option to be cancelled;
- (c) a material misstatement in our Company’s financial statements;
- (d) if the grantee has, in the opinion of the Board, conducted himself/herself in any manner whatsoever to the detriment of or prejudicial to the interests of our Company or its subsidiary; or
- (e) any other circumstances as the Board considers to be reasonable, fair, equitable and appropriate to cancel, recover or withhold such options.

Such option shall be deemed to have been cancelled with effect from the Cancellation Date in respect of any part of the option which has not been exercised as at the Cancellation Date. Where our Company cancels an option held by a grantee and issues new options to the same grantee, the issue of such new options may only be made under the Post-[REDACTED] Share Option Scheme with available Scheme Mandate Limit and Service Provider Limit (to the extent not yet granted) within the limits set out in the Post-[REDACTED] Share Option Scheme. For the avoidance of doubt, the options cancelled will be regarded as utilised for the purpose of calculating the Scheme Mandate Limit (and the Service Provider Sublimit).

(xxv) Termination of the Post-[REDACTED] Share Option Scheme

Our Shareholders by resolution in general meeting or the Board may at any time terminate the operation of the Post-[REDACTED] Share Option Scheme and in such event no further option will be offered but in all other respects of the options which remain exercisable upon termination of the Post-[REDACTED] Share Option Scheme, the provisions of the Post-[REDACTED] Share Option Scheme shall remain in full force and effect. Options granted prior to such termination and not then exercised or in respect of which Shares are not yet issued to the grantees shall continue to be valid and exercisable subject to and in accordance with the Post-[REDACTED] Share Option Scheme and the Listing Rules.

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(xxvi) Rights are personal to grantee

An option shall be personal to the grantee and shall not be assignable nor transferable, and no grantee shall in any way sell, transfer, charge, mortgage, encumber, assign or create any interest (whether legal or beneficial) in favour of any third party over or in relation to any option or purport to do so or enter into any agreement to do so, unless a waiver is granted by the Stock Exchange for any option to be transferred to a vehicle (such as a trust or a private company) for the benefit of the grantee and any family members of such grantee that would continue to meet the purpose of the Post-[REDACTED] Share Option Scheme and comply with other requirements of the Listing Rules. Any breach of the foregoing shall entitle our Company to cancel any outstanding option or part thereof granted to such grantee without any compensation or incurring any liability on the part of our Company.

(xxvii) Lapse of option

An option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of the occurrence of any of the following events unless otherwise relaxed or waived (conditionally or unconditionally) by the Board:

- (a) the expiry of the Option Period (subject to paragraphs (xi) and (xxv));
- (b) the expiry of any of the periods referred to in paragraphs (xii) to (xxii) where applicable;
- (c) the date on which the grantee ceases to be an Eligible Participant by reason of (1) the termination of his/her employment by resignation or (2) termination of the employment of an Employee Participant or Related Entity Participant on the grounds that he/she has been guilty of serious misconduct, or there exist grounds allowing his/her summary dismissal under his/her employment contract or under common law, or he/she is unable or has no reasonable prospects of being able to pay his/her debts within the meaning of the Bankruptcy Ordinance or any other applicable law, or he/she has become otherwise insolvent or has made any arrangements or compositions with his/her creditors generally, or he/she has been convicted of any criminal offence involving his/her integrity or honesty (“**Culpable Termination**”) or (3) (if so determined by the Board) on any other ground on which an employer or a sourcing party would be entitled to terminate his/her/its employment or engagement at common law or pursuant to any applicable laws or under the grantee’s service contract or supply contract with our Company;
- (d) (subject to paragraph (xxi)) the date of the commencement of the winding-up of our Company;
- (e) there is an unsatisfied judgment, order or award outstanding against the grantee or the Board has reason to believe that the grantee is unable to pay or to have no reasonable prospect of being able to pay his/her/its debts within the meaning of the Bankruptcy Ordinance;
- (f) there are circumstances which entitle any person to take any action, appoint any person, commence proceedings or obtain any order of the type as provided in the Post-[REDACTED] Share Option Scheme; or
- (g) a bankruptcy order has been made against any director or shareholder of the grantee (being a corporation) in any jurisdiction.

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(xxviii) Alterations to the Post-[REDACTED] Share Option Scheme

The Post-[REDACTED] Share Option Scheme may be altered in any respect by a resolution of the Board except that the following shall not be carried out except with the prior sanction of an ordinary resolution of our Shareholders in general meeting (with grantees and their associates abstaining from voting):

- (a) any material alteration to its terms and conditions or any change to the terms of options granted (except where the amendment or alteration take effect automatically under the existing terms of the Post-[REDACTED] Share Option Scheme);
- (b) any alteration to the provisions of the Post-[REDACTED] Share Option Scheme in relation to the matters set out in Rule 17.03 of the Listing Rules to the advantage of grantees or Eligible Participants;
- (c) any change to the authority of the Directors of our Company in relation to any alteration to the terms of the Post-[REDACTED] Share Option Scheme; and
- (d) any alteration to this paragraph (xxviii).

Any change to the terms of granted options must be approved by the Board, the remuneration committee, the independent non-executive Directors and/or our Shareholders (as the case may be) if the initial grant of the options was approved by the Board, the remuneration committee of our Company, the independent non-executive Directors and/or our Shareholders (as the case may be), except (1) where the amendment or alteration take effect automatically under the existing terms of the Post-[REDACTED] Share Option Scheme; or (2) to the extent such amendment or alteration is required by the Listing Rules or any guidelines issued by the Stock Exchange from time to time.

Our Company must provide to all grantees all details relating to changes in the terms of the Post-[REDACTED] Share Option Scheme during the life of the Post-[REDACTED] Share Option Scheme immediately upon such changes taking effect.

(xxix) Conditions

The Post-[REDACTED] Share Option Scheme is conditional on:

- (a) the [REDACTED] of the Stock Exchange granting approval for the [REDACTED] of, and permission to deal in, the Shares in issue and to be issued pursuant to the [REDACTED] and the exercise of options that may be granted under the Post-[REDACTED] Share Option Scheme;
- (b) the obligations of the [REDACTED] under the [REDACTED] becoming unconditional and not being terminated in accordance with the terms of the [REDACTED] or otherwise; and
- (c) the commencement of dealings in the Shares on the Stock Exchange.

2. Present status of the Post-[REDACTED] Share Option Scheme

(i) Approval and adoption of the rules of the Post-[REDACTED] Share Option Scheme

The rules of the Post-[REDACTED] Share Option Scheme were conditionally approved and adopted by our Shareholders on [•] 2026.

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(ii) Approval of the Stock Exchange required

The Post-[REDACTED] Share Option Scheme is conditional, among other matters, on the Stock Exchange granting the [REDACTED] of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options which may be granted under the Post-[REDACTED] Share Option Scheme, which shall not exceed 10% of the Shares in issue as at the [REDACTED].

(iii) Application for [REDACTED]

Application has been made to the Stock Exchange for the [REDACTED] of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options which may be granted under the Post-[REDACTED] Share Option Scheme. The maximum number of Shares which may be issued upon exercise of all options to be granted under the Post-[REDACTED] Share Option Scheme and any other schemes of our Company shall not in aggregate exceed 10% of the Shares in issue as at the [REDACTED] unless our Company obtains the approval of our Shareholders in general meeting for refreshing the said 10% limit under the Post-[REDACTED] Share Option Scheme, provided that options lapsed in accordance with the terms of the Post-[REDACTED] Share Option Scheme or any other share option schemes of our Company will not be counted for the purpose of calculating the 10% limit mentioned above.

(iv) Grant of options

As at the Latest Practicable Date, no options have been granted or agreed to be granted under the Post-[REDACTED] Share Option Scheme.

(v) Value of options

Our Directors consider it inappropriate to disclose the value of options which may be granted under the Post-[REDACTED] Share Option Scheme as if they had been granted as at the Latest Practicable Date. Any such valuation will have to be made on the basis of certain option pricing model or other methodology, which depends on various assumptions including the exercise price, the exercise period, interest rate, expected volatility and other variables. As no options have been granted, certain variables are not available for calculating the value of options. Our Directors believe that any calculation of the value of options as at the Latest Practicable Date based on a number of speculative assumptions would not be meaningful and would be misleading to [REDACTED].

2. Estate duty

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries.

3. Litigation

As at the Latest Practicable Date, neither our Company nor any of our subsidiaries is engaged in any litigation or arbitration of material importance, and no litigation or claim of material importance is known to our Directors to be pending or threatened against our Company or any of our subsidiaries, that would have a material adverse effect on the results of operations or financial condition of our Company.

4. Preliminary expenses

The preliminary expenses of our Company were approximately US\$4,500 and were paid by our Company.

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5. Promoters

- (a) Our Company has no promoter.
- (b) Within the two years preceding the date of this document, no amount or benefit has been paid or given to the promoters named in sub-paragraph (a) above in connection with the [REDACTED] or the related transactions described in this document.

6. Sole Sponsor’ independence

The Sole Sponsor satisfy the independence criteria applicable to sponsor as set out in Rule 3A.07 of the Listing Rules.

7. Agency fees or commissions received

The [REDACTED] will receive a gross [REDACTED] commission of [REDACTED]% of the aggregate [REDACTED] in respect of all of the [REDACTED]. Our Company may also in our sole discretion pay an aggregate discretionary incentive fee of up to [REDACTED]% of the aggregate [REDACTED] in respect of all of the [REDACTED]. The Sole Sponsor will also receive sponsor fee of HK\$4.0 million.

8. Application for [REDACTED] of Shares

The Sole Sponsor have made an application on behalf of our Company to the [REDACTED] of the Stock Exchange for the [REDACTED] of, and permission to deal in, the Shares in issue and to be issued as mentioned in this document and any Shares which may be issued upon the exercise of the [REDACTED] and any options granted or to be granted under the Pre-[REDACTED] Share Option Scheme and the Post-[REDACTED] Share Option Scheme.

All necessary arrangements have been made to enable the securities to be admitted into [REDACTED].

9. Qualifications of experts

The qualifications of the experts who have given opinions and/or whose names are included in this document are as follows:

Name	Qualification
Baker & McKenzie	Taiwan legal advisers
Conyers Dill & Pearman	Cayman Islands attorneys-at-law
Guotai Junan Capital Limited	Licensed to conduct Type 6 (advising on corporate finance) regulated activities under the SFO
Deloitte Touche Tohmatsu	Certified Public Accountants under Professional Accountant Ordinance (Chapter 50 of the Laws of Hong Kong) and Registered Public Interest Entity Auditor under Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)
Frost & Sullivan	Industry consultant
Jones Lang LaSalle Corporate Appraisal and Advisory Limited	Property valuer

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10. Consents of experts

Each of the experts named above has given and has not withdrawn its written consent to the issue of this document with copies of its reports, valuation, letters or opinions (as the case may be) and the references to its names or summaries of opinions included herein in the form and context in which they respectively appear.

11. Binding effect

This document shall have the effect, if an application is made in pursuance of it, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

12. Taxation of holders of Shares

(a) Hong Kong

Dealings in Shares registered on our Company's [REDACTED] of members will be subject to Hong Kong stamp duty. The sale, purchase and transfer of Shares are subject to Hong Kong stamp duty, the current rate charged on each of the purchaser and seller is 0.13% of the consideration or, if higher, the value of the Shares being sold or transferred.

Profits from dealings in the Shares arising in or derived from Hong Kong may also be subject to Hong Kong profits tax.

(b) The Cayman Islands

Under the present Cayman Islands law, transfers and other dispositions of Shares are exempt from Cayman Islands stamp duty other than in respect of companies that hold an interest in land in the Cayman Islands.

(c) Consultation with professional advisors

Intending holders of Shares are recommended to consult their professional advisors if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in Shares or exercising any rights attaching to them. It is emphasised that none of our Company, our Directors or the other parties involved in the [REDACTED] can accept responsibility for any tax effect on, or liabilities of, holders of Shares resulting from their subscription for, purchase, holding or disposal of or dealing in Shares or exercising any rights attaching to them.

13. Miscellaneous

(a) Except as disclosed herein:

(i) within two years preceding the date of this document:

- (aa)** no share or loan capital of our Company or of any of our subsidiaries has been issued, agreed to be issued or is proposed to be issued fully or partly paid either for cash or for a consideration other than cash;
- (bb)** no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries; and

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- (cc) no commission has been paid or payable for subscribing or agreeing to subscribe, or procuring or agreeing to procure the subscriptions, for any Shares in our Company or any of our subsidiaries;
- (ii) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
- (iii) our Group does not have any outstanding convertible debt securities or debentures;
- (b) our Directors confirm that there has been no material adverse change in the financial or trading position or prospects of our Group since 31 December 2025 (being the date to which the latest consolidated financial statements of our Group were made up);
- (c) no equity or debt securities of our Company is listed or dealt in on any stock exchange, nor is any listing or permission to deal being or proposed to be sought;
- (d) the [REDACTED] does not involve the exercise of any right of pre-emption or the transfer of subscription rights;
- (e) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this document; and
- (f) there is no arrangement under which future dividends are waived or agreed to be waived.

14. Bilingual document

The English language and Chinese language versions of this document are being published separately, in reliance upon the exemption provided under Section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

APPENDIX VI DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES AND AVAILABLE ON DISPLAY

1. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES

The documents attached to a copy of this document delivered to the Registrar of Companies in Hong Kong for registration were:

- (a) copies of each of the material contracts referred to in “Appendix V – Statutory and General Information – B. Further Information about our Business – 1. Summary of material contracts”; and
- (b) the written consents referred to in “Appendix V – Statutory and General Information – D. Other Information – 10. Consents of experts”.

2. DOCUMENTS AVAILABLE ON DISPLAY

Copies of the following documents will be available on display on the website of the Stock Exchange at www.hkexnews.hk and our website at [•] up to and including the date which is 14 days from the date of this document:

- (a) the Memorandum and Articles of Association;
- (b) the Accountant’s Report and the report on the unaudited [REDACTED] financial information of our Group from Deloitte Touche Tohmatsu, the texts of which are set out in “Appendix I – Accountant’s Report” and “Appendix II – Unaudited [REDACTED] Financial Information”, respectively;
- (c) the letter of advice prepared by Conyers Dill & Pearman, our legal advisors as to Cayman Islands laws, summarising certain aspects of Cayman Islands company law, referred to in “Appendix IV – Summary of the Constitution of Our Company and Cayman Islands Company Law”;
- (d) the industry report issued by Frost & Sullivan;
- (e) the letter, summary of valuation and valuation certificate relating to the property interests of our Group prepared by Jones Lang LaSalle Corporate Appraisal and Advisory Limited, the text of which are set out in Appendix III to this document;
- (f) the material contracts, referred to in “Appendix V – Statutory and General Information – B. Further Information about our Business – 1. Summary of material contracts”;
- (g) the written consents, referred to in “Appendix V – Statutory and General Information – D. Other Information – 10. Consents of experts”;
- (h) service contracts and letters of appointment, referred to in “Appendix V – Statutory and General Information – C. Further Information about our Directors and Substantial Shareholders – 1. Our Directors – (b) Particulars of Our Directors’ service contracts”;
- (i) the Cayman Islands Companies Act;
- (j) the audited consolidated financial statements of our Group for the Track Record Period.
- (k) the rules of the Pre-[REDACTED] Share Option Scheme;

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- (l) the rules of the Post-[REDACTED] Share Option Scheme; and
- (m) the full list of all grantees of the Pre-[REDACTED] Share Option Scheme, containing all the details in respect of each option required under paragraph 10 of the Third Schedule of the Companies (Winding Up and Miscellaneous Provisions) Ordinance and Rule 17.02(1)(b) of and paragraph 27 of Part A of Appendix I to the Listing Rules.