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Ficus Technology Holdings Limited  
細葉榕科技控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 8107)**

**INTERIM RESULTS ANNOUNCEMENT  
FOR THE SIX MONTHS ENDED 30 JUNE 2025**

The Board (the “**Board**”) of Directors (the “**Directors**”) of Ficus Technology Holdings Limited (the “**Company**”) is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (the “**Group**”) for the six months ended 30 June 2025. This announcement, containing the full text of the 2025 Interim Report of the Company, complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) in relation to information to accompany preliminary announcement of interim results. Printed version of the Company’s 2025 Interim Report will be delivered to the shareholders of the Company and available for viewing on the websites of the Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and of the Company at [www.ficustech.com](http://www.ficustech.com) in due course.

By Order of the Board  
**Ficus Technology Holdings Limited**  
細葉榕科技控股有限公司  
**Mr. Chan Ting**  
*Chairman and Executive Director*

Hong Kong, 29 August 2025

*As at the date of this announcement, the Board comprises (i) two executive Directors, namely, Mr. Chan Ting (Chairman) and Ms. Chan Siu Sarah; and (ii) three independent non-executive Directors, namely Dr. Liu Ta-pei, Ir Prof. Young Andrew Meng Cheung and Mr. Choi Man On.*

*This announcement for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page on the website of the Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) for a minimum period of seven days from the date of its publication and on the Company’s website at [www.ficustech.com](http://www.ficustech.com).*

# CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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*This report, for which the directors (the “**Director(s)**”) of Ficus Technology Holdings Limited (formerly known as Vision International Holdings Limited) (the “**Company**”, and together with its subsidiaries, the “**Group**”, “**we**” or “**our**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

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# Corporate Information

## BOARD OF DIRECTORS

### Executive Directors:

Mr. Chan Ting (*Chairman*)

Mr. Cheuk Ka Chun Kevin  
(*resigned on 24 June 2025*)

Ms. Chan Siu Sarah

### Independent Non-executive Directors:

Dr. Liu Ta-pei

Ir Prof. Young Andrew Meng Cheung

Mr. Choi Man On

## AUDIT COMMITTEE

Mr. Choi Man On (*Chairman*)

Dr. Liu Ta-pei

Ir Prof. Young Andrew Meng Cheung

## REMUNERATION COMMITTEE

Dr. Liu Ta-pei (*Chairman*)

Mr. Cheuk Ka Chun Kevin  
(*resigned on 24 June 2025*)

Ir Prof. Young Andrew Meng Cheung

Mr. Chan Ting (*appointed on 24 June 2025*)

## NOMINATION COMMITTEE

Ir Prof. Young Andrew Meng Cheung  
(*Chairman*) (*re-designated on*  
*29 August 2025*)

Mr. Chan Ting  
(*resigned on 29 August 2025*)

Dr. Liu Ta-pei  
Ms. Chan Siu Sarah  
(*appointed on 29 August 2025*)

## COMPANY SECRETARY

Mr. Tam Chun Wai Edwin

## COMPLIANCE OFFICER

Mr. Cheuk Ka Chun Kevin

(*resigned on 24 June 2025*)

Mr. Chan Ting (*appointed on 24 June 2025*)

## AUTHORISED REPRESENTATIVES FOR THE PURPOSE OF THE GEM LISTING RULES

Mr. Cheuk Ka Chun Kevin

(*resigned on 24 June 2025*)

Mr. Tam Chun Wai Edwin

Mr. Chan Ting (*appointed on 24 June 2025*)

## REGISTERED OFFICE

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

4th Floor

Wah Yuen Building

149 Queen's Road Central

Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

# Corporate Information

## **BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG**

Computershare Hong Kong Investor Services  
Limited

Shops 1712–1716, 17<sup>th</sup> Floor

Hopewell Centre

183 Queen's Road East

Hong Kong

## **PRINCIPAL BANKERS**

United Overseas Bank Limited

Hong Kong Branch

Hang Seng Bank Limited

Bank of Communications

(Hong Kong) Limited

Ping An Bank Company Limited

Shenzhen Futian Branch

China Merchants Bank

KEB Hana Bank, Shenyang Branch

China Everbright Bank Co., Ltd

China Zheshang Bank Co., Ltd

## **AUDITOR**

SFAI (HK) CPA Limited

*Certified Public Accountants*

*Registered Public Interest Entity Auditor*

## **STOCK CODE**

8107

## **COMPANY'S WEBSITE**

[www.ficustech.com](http://www.ficustech.com)

# Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

The board of Directors (the “**Board**”) of the Company hereby announces the unaudited interim condensed consolidated financial results of the Group for the six months ended 30 June 2025 together with the comparative unaudited restated figures for the corresponding period in 2024, as follows:

		Six months ended 30 June	
		2025 (unaudited) HK\$'000	2024 (unaudited) (restated) HK\$'000
	Notes		
Revenue	4	9,112	15,612
Cost of sales		(8,597)	(8,627)
Gross profit		515	6,985
Other income, gains and losses, net	5	729	574
Selling and distribution expenses		(288)	(665)
Administrative expenses		(13,967)	(13,361)
Finance costs		(400)	(712)
Loss before tax		(13,411)	(7,179)
Income tax expenses	6	(138)	(264)
Loss for the period	7	(13,549)	(7,443)
Other comprehensive expense Items that may be reclassified to profit or loss: — Currency translation differences		(378)	—
Other comprehensive expense for the period, net of income tax		(378)	—
Loss and total comprehensive expense attributable to equity holders of the Company		(13,927)	(7,443)
Loss per share — basic (HK cents)	9	(0.99)	(0.55)

# Unaudited Condensed Consolidated Statement of Financial Position

As at 30 June 2025

	Notes	As at 30 June 2025 (unaudited) HK\$'000	As at 31 December 2024 (audited) HK\$'000
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	10	5,798	5,857
Right-of-use assets		1,933	3,135
Investment properties	11	15,550	16,070
Deposits		66	66
		<b>23,347</b>	25,128
<b>CURRENT ASSETS</b>			
Trade and other receivables, prepayments and deposits	12	24,695	15,750
Bank balances and cash		514	225
		<b>25,209</b>	15,975
<b>CURRENT LIABILITIES</b>			
Trade and other payables	13	35,195	22,397
Bank borrowings	14	7,960	8,611
Lease liabilities		1,975	2,492
		<b>45,130</b>	33,500
<b>NET CURRENT LIABILITIES</b>		<b>(19,921)</b>	(17,525)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>3,426</b>	7,603
<b>NON-CURRENT LIABILITIES</b>			
Bank borrowings	14	5,235	5,811
Lease liabilities		–	753
		<b>5,235</b>	6,564
<b>NET(LIABILITIES) ASSETS</b>		<b>(1,809)</b>	1,039
<b>CAPITAL AND RESERVES</b>			
Share capital	15	13,731	13,545
Reserves		(15,540)	(12,506)
<b>(DEFICIENCY OF) SHAREHOLDERS' EQUITY</b>		<b>(1,809)</b>	1,039



# Unaudited Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2025

	Reserves					Total equity HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Other reserve HK\$'000	Translation reserve HK\$'000	Retained profits HK\$'000	
As at 1 January 2024 (audited)	13,545	77,659	(103,262)	(7,252)	81,669	62,359
Loss and total comprehensive expense for the period	–	–	–	–	(7,443)	(7,443)
As at 30 June 2024 (unaudited)	13,545	77,659	(103,262)	(7,252)	74,226	54,916
As at 1 January 2025 (audited)	<b>13,545</b>	<b>77,659</b>	<b>(103,262)</b>	<b>(7,362)</b>	<b>20,459</b>	<b>1,039</b>
Placing of new shares, net of expenses (see note 15)	<b>186</b>	<b>10,893</b>	–	–	–	<b>11,079</b>
Loss and total comprehensive expense for the period	–	–	–	(378)	(13,549)	(13,927)
As at 30 June 2025 (unaudited)	<b>13,731</b>	<b>88,552</b>	<b>(103,262)</b>	<b>(7,740)</b>	<b>6,910</b>	<b>(1,809)</b>

# Unaudited Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2025

	Six months ended 30 June	
	2025 (unaudited) HK\$'000	2024 (unaudited) HK\$'000
Net cash used in operating activities	<b>(6,576)</b>	(1,442)
Net cash used in investing activities	<b>(948)</b>	(3,048)
Net cash from (used in) financing activities	<b>8,182</b>	(16,645)
Net increase (decrease) in cash and cash equivalents	<b>658</b>	(21,135)
Effect of foreign exchange rate changes	<b>(369)</b>	–
Cash and cash equivalents at the beginning of the period	<b>225</b>	22,099
Cash and cash equivalents at the end of the period	<b>514</b>	964

# Notes to the Unaudited Condensed Consolidated Financial Statements

Six months ended 30 June 2025

## 1. GENERAL

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 19 January 2017 under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and its shares were listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 4 May 2018. The Company’s immediate and ultimate holding company is Beaming Elite Holdings Limited (“**Beaming Elite**”), a limited liability company incorporated in the British Virgin Islands, which is ultimately and wholly owned by Mr. CHAN Ting (“**Mr. Chan**”). Mr. Chan is the executive director and Chairman of the Board of the Company. The addresses of the registered office and principal place of business of the Company are disclosed in the Corporate Information section to the interim report.

Pursuant to the special resolution passed by the shareholders of the Company at the extraordinary general meeting 24 July 2024, the name of the Company was changed from “Vision International Holdings Limited” to “Ficus Technology Holdings Limited” and, the Chinese name from “威誠國際控股有限公司” to “細葉榕科技控股有限公司”.

The Company is an investment holding company. The Company and its subsidiaries (the “**Group**”) are mainly engaged in: (i) sales of apparel and related products and other products with the provision of supply chain management (“**SCM**”) services and the provision of SCM service; (ii) sales of innovative anti-counterfeit traceability and marketing products and related ancillaries with the provision of SCM solutions; and (iii) provision of agency services for construction and related materials.

## 2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants as well as with the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules.

The condensed consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is different from the functional currency of the Company, United States Dollars (“**US\$**”). The Directors consider that presenting the condensed consolidated financial statements in HK\$ is preferable as the Company’s shares are listed on GEM of the Stock Exchange.

### Going concern assessment

During the six months ended 30 June 2025, the Group incurred a net loss attributable to the shareholders of the Company of approximately HK\$13,549,000 (31 December 2024: HK\$61,210,000) and, as of that date, the Group had net current liabilities and net liabilities of approximately HK\$19,921,000 (31 December 2024: HK\$17,525,000) and HK\$1,809,000 (31 December 2024: net assets of HK\$1,039,000). In addition, as disclosed in note 14, as at 30 June 2025, the Group’s borrowings amounted to HK\$6,811,000 (31 December 2024: HK\$7,474,000) were default due to the non-compliance of loan covenants, which, as a consequence, would be immediately repayable if and when requested by the lenders.

The conditions described above indicate the existence of a material uncertainty which may cast significant doubt on the Group’s ability to continue as a going concern and hence, its ability to realise its assets and discharge its liabilities in the normal course of business.

# Notes to the Unaudited Condensed Consolidated Financial Statements

Six months ended 30 June 2025

## 2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (Continued)

### Going concern assessment (Continued)

In preparing the condensed consolidated financial statements, the directors of the Company have given careful consideration to the future liquidity of the Group. The directors of the Company have reviewed the Group's cash flow projections prepared by management. The cash flow projections cover a period of not less than twelve months from the end of the reporting period. They are of the opinion that, taking into account the following plans and measures (the **"Plans and Measures"**), the Group would have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months from the end of the reporting period. Nevertheless, the condensed consolidated financial statements were prepared based on the assumption that the Group can be operated as a going concern, after taking into consideration of the following Plans and Measures:

- (i) On 3 March 2025, the Company entered into the subscription agreement (the **"Subscription Agreement"**) with an investor (the **"Investor"**), pursuant to which the Company shall have the right to issue and sell to the Investor, from time to time as provided herein, and the Investor shall subscribe from the Company, up to US\$100 million (equivalent to approximately HK\$780 million) of the shares of the Company (the **"Commitment Amount"**).

On 11 June 2025, the Company and the Investor entered into a supplemental agreement, whereby the Commitment Amount is reduced from US\$100 million (equivalent to approximately HK\$780 million) to US\$25 million (equivalent to approximately HK\$195 million) of the shares of the Company.

The directors of the Company believe that these capital raising actions will definitely improve the liquidity pressure of the Company. In addition, the directors of the Company is continuing to consider and enlarge the capital base of the Company by further conducting fund raising exercises such as share placement, rights issues or others when necessary to improve the financial position of the Group (the **"Capital Raising Plan"**);

- (ii) Mr. Chan agreed not to request the Group to repay the amount due to him of approximately HK\$2,155,166, included in the trade and other payables and further Mr. Chan also agreed to provide sufficient funds to the Group so that the Group will be able to meet all the liabilities and financial obligations as and when they fall due in the coming twelve months from the end of the reporting period (the **"Financial Support"**);
- (iii) As disclosed in the Company's announcement dated 4 July 2025, Vision Garments Limited, an indirect wholly-owned subsidiary of the Company (the **"Vendor"**) entered the provisional sale and purchase agreement dated 4 July 2025 with Good Sinoway Limited, an independent third party (the **"Purchaser"**), pursuant to which the Vendor has agreed to sell, and the Purchaser has agreed to purchase, the Workshops 1, 2, 3, 5, 6 and 7 on 3rd Floor of China United Plaza, No. 1008 Tai Nan West Street, Kowloon, Hong Kong (i.e. the **"Properties"**) at the consideration of HK\$16,050,000 and details of which are set out in the Company's announcement dated 4 July 2025 (the **"Disposal"**).
- (iv) Though certain of the Group's borrowings became default due to the non-compliance of the loan covenants. However, the directors of the Company consider to repay the borrowings by disposal of Properties that the borrowings were secured by the Group's Properties, the directors of the Company are actively seeking continual support from the bank for an amicable solution in respect of the non-compliance of loan covenants in the Group's favour (the **"Borrowings Restructuring Plan"**).

# Notes to the Unaudited Condensed Consolidated Financial Statements

Six months ended 30 June 2025

## 2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (Continued)

### Principal accounting policies

The accounting policies and basis of preparation adopted in the preparation of these condensed consolidated financial statements for the six months ended 30 June 2025 are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2024, which have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), except for the adoption of the following new and amendments to HKFRSs effective from 1 January 2025, as noted below.

Amendments to HKAS 21

Lack of Exchangeability

The application of the new and amendments to HKFRSs in the current period has had no significant financial effect on these condensed consolidated financial statements for the six months ended 30 June 2025. The Group has not early applied those new and revised HKFRSs that have been issued but are not yet effective. The Directors anticipate that the application of those new standard(s), amendments and interpretation(s) will have no material impact on the condensed consolidated financial statements.

## 3. OPERATING SEGMENTS

The Group's operating segment is determined based on information reported to the chief operating decision maker (the "**CODM**") of the Group, being the executive directors of the Company throughout the year, for the purpose of resource allocation and performance assessment.

During the year ended 31 December 2024, the Group extended its business in relation to the sales of apparel and related products with the provision of supply chain management services ("**Apparel Products**") reportable segment and the Group has also engaged in the sales of other products with the provision of supply chain management ("**SCM**") services and also the provision of SCM services to customers.

Thus, the Group's reportable segments for the six months ended 30 June 2025 under HKFRS 8 Operating Segment are as follows:

1. Sales of apparel and related products and other products with the provision of SCM services and the provision of SCM services ("**Apparel and Other Products and SCM Services**");
2. Sales of innovative anti-counterfeit traceability and marketing products and related ancillaries with the provision of supply chain management solutions ("**Innovative SCM Solutions**"); and
3. Provision of agency services for construction and related materials ("**Construction Materials**").

# Notes to the Unaudited Condensed Consolidated Financial Statements

Six months ended 30 June 2025

## 3. OPERATING SEGMENTS (Continued)

### Segment revenues and results

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

For the six months ended 30 June 2025 (unaudited)

	Apparel and Other Products and SCM Services HK\$'000	Construction Materials HK\$'000	Innovative SCM Solutions HK\$'000	Consolidated HK\$'000
Segment revenue				
External sales	9,112	–	–	9,112
Segment profit (loss)	515	–	–	515
Unallocated other income, gains and losses, net				729
Unallocated corporate expenses				(14,255)
Finance costs				(400)
Loss before tax				(13,411)

For the six months ended 30 June 2024 (unaudited)

	Apparel Products HK\$'000	Construction Materials HK\$'000	Innovative SCM Solutions HK\$'000	Consolidated HK\$'000
Segment revenue				
External sales	3,000	46	12,566	15,612
Segment profit (loss)	2,126	(1)	3,761	5,886
Unallocated other income, gains and losses, net				574
Unallocated corporate expenses				(12,927)
Finance costs				(712)
Loss before tax				(7,179)

# Notes to the Unaudited Condensed Consolidated Financial Statements

Six months ended 30 June 2025

## 3. OPERATING SEGMENTS (Continued)

### Segment assets and liabilities

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

**As at 30 June 2025 (unaudited):**

	HK\$'000
<b>Segment assets</b>	
Apparel and Other Products and SCM Services	11,769
Construction Materials	—*
Innovative SCM Solutions	7,178
Total reportable segment assets	18,947
Corporate and other unallocated assets	29,609
Consolidated assets	48,556
<b>Segment liabilities</b>	
Apparel Products	9,361
Construction Materials	—
Innovative SCM Solutions	28
Total reportable segment liabilities	9,389
Corporate and other unallocated liabilities	40,976
Consolidated liabilities	50,365

**As at 31 December 2024 (audited):**

	HK\$'000
<b>Segment assets</b>	
Apparel Products	2,328
Construction Materials	—*
Innovative SCM Solutions	7,902
Total reportable segment assets	10,230
Corporate and other unallocated assets	30,873
Consolidated assets	41,103
<b>Segment liabilities</b>	
Apparel Products	226
Construction Materials	—*
Innovative SCM Solutions	28
Total reportable segment liabilities	254
Corporate and other unallocated liabilities	39,810
Consolidated liabilities	40,064

\* The amount is below HK\$1,000

# Notes to the Unaudited Condensed Consolidated Financial Statements

Six months ended 30 June 2025

## 3. OPERATING SEGMENTS (Continued)

### Segment assets and liabilities (Continued)

The accounting policies of the operating segments are the same as the Group's accounting policies described in the annual report for the year ended 31 December 2024.

Segment profit represents the profit earned by each segment without allocation of government grant, net foreign exchange difference, central corporate expenses, directors' emoluments and finance costs. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

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

- all assets are allocated to operating segments other than partial of property, plant and equipment, deposits, other receivables, prepayments, tax recoverable and bank and cash balances which were managed in a centralised manner.
- All liabilities are allocated to operating segments other than partial of other payables, certain bank borrowings and deferred tax liabilities which were managed in a centralised manner.

### Geographical information

The Group's operations are mainly located in Hong Kong and the Mainland China (the "PRC").

The Group's revenue from external customers is mainly derived from customers in Hong Kong, Cambodia, and PRC. The following table sets forth a breakdown of the Group's revenue by the geographical location of the customers.

	Six months ended 30 June	
	2025 (unaudited) HK\$'000	2024 (unaudited) HK\$'000
Apparel and Other Products and SCM Services		
— Hong Kong	—	3,000
— PRC	9,112	—
	9,112	3,000
Construction Materials		
— Cambodia	—	46
Innovative SCM Solutions		
— PRC	—	12,566
Total	9,112	15,612



# Notes to the Unaudited Condensed Consolidated Financial Statements

Six months ended 30 June 2025

## 3. OPERATING SEGMENTS (Continued)

### Geographical information (Continued)

The following table sets forth non-current assets (excluding deposit) by geographical location.

	As at 30 June 2025 (unaudited) HK\$'000	As at 31 December 2024 (audited) HK\$'000
Hong Kong	20,523	20,556
PRC	825	801
Total	21,348	21,357

### Information about major customers

Revenue from customers contributing over 10% of the Group's revenue are as follows:

	Six months ended 30 June	
	2025 (unaudited) HK\$'000	2024 (unaudited) HK\$'000
Customer A <sup>#</sup>	–	8,720
Customer B <sup>*</sup>	–	3,000
Customer C <sup>#</sup>	–	2,228
Customer D <sup>*</sup>	9,112	–
Total	9,112	13,948

<sup>#</sup> Revenue from ISCM segment

<sup>\*</sup> Revenue from Apparel SCM segment

# Notes to the Unaudited Condensed Consolidated Financial Statements

Six months ended 30 June 2025

## 4. REVENUE FROM CONTRACTS WITH CUSTOMERS

### Disaggregation of revenue from contracts with customers

- (i) The Group derives revenue from the transfer of goods and services by categorise of major product lines and business

	Six months ended 30 June	
	2025 (unaudited) HK\$'000	2024 (unaudited) HK\$'000
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>		
<b>Apparel and Other Products and SCM Services</b>		
— Sales of other products	9,112	—
— Provision of SCM Services	—	3,000
	9,112	3,000
<b>Construction Materials</b>		
— Agency fee from construction and related materials	—	46
<b>Innovative SCM Solutions</b>		
— Sales of anti-counterfeit traceability and marketing products and related ancillaries	—	12,566
	9,112	15,612

- (ii) The Group derives revenue from the transfer of goods and services by timing of revenue recognition

	Six months ended 30 June	
	2025 (unaudited) HK\$'000	2024 (unaudited) HK\$'000
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>		
<b>Revenue recognised at a point in time:</b>		
— Sales of apparel and other products with the provision of SCM services	9,112	—
— Agency fee from construction and related materials	—	46
— Sales of innovative anti-counterfeit traceability and marketing products and related ancillaries with the provision of SCM solutions	—	12,566
	9,112	12,612
<b>Revenue recognised over time:</b>		
— Provision of SCM services related to apparel products	—	3,000
	9,112	15,612

# Notes to the Unaudited Condensed Consolidated Financial Statements

Six months ended 30 June 2025

## 4. REVENUE FROM CONTRACTS WITH CUSTOMERS (Continued)

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

(iii) The Group derives revenue from the transfer of goods and services by geographical markets

	Six months ended 30 June	
	2025 (unaudited) HK\$'000	2024 (unaudited) HK\$'000
PRC	9,112	12,566
Hong Kong	–	3,000
Cambodia	–	46
Total	9,112	15,612

## 5. OTHER INCOME, GAINS AND LOSSES, NET

	Six months ended 30 June	
	2025 (unaudited) HK\$'000	2024 (unaudited) HK\$'000
Net charge in allowance for expected credit losses for trade receivables	–	(44)
Rental income	512	549
Net foreign exchange loss	(9)	(17)
Others	226	86
Total	729	574

# Notes to the Unaudited Condensed Consolidated Financial Statements

Six months ended 30 June 2025

## 6. INCOME TAX EXPENSES (CREDIT)

	Six months ended 30 June	
	2025 (unaudited) HK\$'000	2024 (unaudited) HK\$'000
PRC EIT		
— Current year	138	341
Deferred taxation	—	(77)
Total	138	264

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

Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profit arising in or derived from Hong Kong for both periods.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both periods.

## 7. LOSS FOR THE PERIOD

	Six months ended 30 June	
	2025 (unaudited) HK\$'000	2024 (unaudited) HK\$'000
Loss for the period has been arrived at after charging:		
Directors’ remuneration	795	850
Other staff costs		
— Salaries and other benefits	8,915	6,231
— Retirement benefit scheme contributions	239	224
Total employee benefit expenses	9,949	7,305
Auditor’s remuneration	200	200
Depreciation of property, plant and equipment	1,007	918
Depreciation of investment properties	520	—
Depreciation of right-of-use assets	1,202	969
Amortisation of intangible assets	—	500
Cost of inventories recognised as cost of sales	8,597	8,627

# Notes to the Unaudited Condensed Consolidated Financial Statements

Six months ended 30 June 2025

## 8. DIVIDENDS

The Board does not recommend the payment of any dividend for the six months ended 30 June 2025 (six months ended 30 June 2024: Nil).

## 9. LOSS PER SHARE

The calculation of the basic loss per share attributable to the owners of the Company is based on the following data:

	Six months ended 30 June	
	2025 (unaudited) HK\$'000	2024 (unaudited) HK\$'000
Loss for the period attributable to owners of the Company for the purpose of calculating basic and diluted loss for the period	(13,549)	(7,443)
	As at 30 June 2025	As at 30 June 2024
	(thousands of shares)	
	(unaudited)	(unaudited) (restated)
Weighted average number of ordinary shares for the purpose of calculating basic and diluted loss per share	1,371,412	1,354,500

The weighted average number of ordinary shares for the purpose of basic and diluted loss per share for prior period has been adjusted for the share subdivision and details of which are set out in Note 15.

No diluted loss per share in both periods was presented as there were no potential ordinary shares outstanding for both periods.

## 10. PROPERTY, PLANT AND EQUIPMENT

The items of property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Leasehold land and buildings	Over the term of remaining land lease
Computer and office equipment	20%
Leasehold improvement	10%

# Notes to the Unaudited Condensed Consolidated Financial Statements

Six months ended 30 June 2025

## 11. INVESTMENT PROPERTIES

The items of investment properties are depreciated on a straight-line basis at the following rates per annum:

Leasehold lands/leased properties	Over the term of the lease
-----------------------------------	----------------------------

As at 30 June 2025 and 31 December 2024, all of the Group's investment properties have been pledged to secure banking facilities granted to the Group.

## 12. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

The Group either demands for full settlement upon delivery of goods or allows credit periods of no longer than 30 to 90 days upon delivery of goods, except that the Group allows credit period of no longer than 180 days upon delivery of goods for certain customers.

The following is an analysis of trade receivables of the Group for credit losses, if any presented based on the invoice dates and net of loss allowance:

	As at 30 June 2025 (unaudited) HK\$'000	As at 31 December 2024 (audited) HK\$'000
0 to 30 days	9,266	–
Over 90 days	7,178	7,902
Total	16,444	7,902

## 13. TRADE AND OTHER PAYABLES

The following is an analysis of the trade payables by age, presented based on the invoice dates at the end of each reporting period:

	As at 30 June 2025 (unaudited) HK\$'000	As at 31 December 2024 (audited) HK\$'000
0 to 30 days	8,741	–
Over 91 days	648	254
Total	9,389	254

# Notes to the Unaudited Condensed Consolidated Financial Statements

Six months ended 30 June 2025

## 14. BANK BORROWINGS

As at 30 June 2025, the Group's borrowings amounted to HK\$6,811,000 (31 December 2024: HK\$7,474,000) were default due to the non-compliance of loan covenants which, as a consequence, would be immediately repayable if and when requested by the lenders. However, up to the date of issuance of these condensed consolidated financial statements, the Group did not receive any request from the bank to repay the amount immediately.

## 15. SHARE CAPITAL

	Number of shares	Share capital HK\$'000
<b>Ordinary shares</b>		
<b>Authorised:</b>		
As at 1 January 2024 (Ordinary shares of HK\$0.1 each)	1,000,000,000	100,000
Share subdivision	9,000,000,000	–
<hr/>		
At 31 December 2024, 1 January 2025 and 30 June 2025 (Ordinary shares of HK\$0.01 each)	10,000,000,000	100,000
<hr/>		
<b>Issued and fully paid:</b>		
As at 1 January 2024 (Ordinary shares of HK\$0.1 each)	135,450,000	13,545
Share subdivision	1,219,050,000	–
<hr/>		
As at 31 December 2024 (Ordinary shares of HK\$0.01 each)	1,354,500,000	13,545
2025 First Placing of shares	13,430,000	134
2025 Second Placing of shares	5,215,000	52
<hr/>		
At 30 June 2025	1,373,145,000	13,731
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# Notes to the Unaudited Condensed Consolidated Financial Statements

Six months ended 30 June 2025

## 15. SHARE CAPITAL (Continued)

### 2025 First Placing of 13,430,000 shares of the Company

Pursuant to the Company's announcement on 13 November 2024, at the same date, the Company and the placing agent (the **"2025 First Placing Agent"**) entered into the placing agreement (the **"2025 First Placing Agreement"**), pursuant to which the 2025 First Placing Agent has conditionally agreed, as placing agent of the Company, to procure, on a best effort basis, the placing of a maximum of 135,450,000 placing shares (the **"2025 First Placing Shares"**) to certain placees at the placing price (the **"2025 First Placing Price"**) of HK\$0.6 per 2025 First Placing Share (the **"2025 First Placing"**).

The 2025 First Placing Price of HK\$0.6 per 2025 First Placing Share represented (i) a discount of approximately 11.76% to the closing price of HK\$0.680 per share as quoted on the Stock Exchange on 13 November 2024, being the date of the 2025 First Placing Agreement; and (ii) a discount of approximately 12.02% to the average closing price of HK\$0.682 per share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately prior to the date of the 2025 First Placing Agreement.

The 2025 First Placing Shares were allotted and issued under the general mandate granted to the directors of the Company by resolution of the shareholders passed at the annual general meeting held on 27 June 2024.

Pursuant of the Company's announcement dated 3 January 2025, the Company announced that all the conditions of the 2025 First Placing Agreement have been fulfilled and completion of the 2025 First Placing has taken place on 3 January 2025. An aggregate of 13,430,000 2025 First Placing Shares were allotted and issued to certain placees (the **"2025 First Placing Placees"**) at the 2025 First Placing Price of HK\$0.6 per 2025 First Placing Share pursuant to the terms and conditions of the 2025 First Placing Agreement.

The directors consider that the 2025 First Placing Placees and their respective ultimate beneficial owners are Independent Third Parties of its connected persons.

The 2025 First Placing Shares represented 0.99% of the existing issued share capital of the Company immediately before completion of the 2025 First Placing and approximately 0.98% of the issued share capital of the Company as enlarged by the allotment and issue of the 2025 First Placing Shares immediately upon completion of the 2025 First Placing.

The net proceeds from the 2025 First Placing are estimated to be of approximately HK\$7.7 million, which will be applied for further strengthening and developing the Group's sales of innovative anti-counterfeit, traceability and marketing products and related ancillaries as well as the provision of supply chain management solutions, enhancing the operation of e-commerce platform operated by the Group through expanding its access to sales channels, and strengthening its functions and features including online showcasing, online transaction and products delivery, and for strengthening the working capital of the Group.

Further details of the above are set out in the Company's announcements dated 13 November 2024, 3 December 2024, 24 December 2024 and 3 January 2025.



# Notes to the Unaudited Condensed Consolidated Financial Statements

Six months ended 30 June 2025

## 15. SHARE CAPITAL (Continued)

### 2025 Second Placing of 5,215,000 shares of the Company

Pursuant to the Company's announcement on 24 January 2025, at the same date, the Company and the placing agent (the **"2025 Second Placing Agent"**) entered into the placing agreement (the **"2025 Second Placing Agreement"**), pursuant to which the 2025 Second Placing Agent has conditionally agreed, as placing agent of the Company, to procure, on a best effort basis, the placing of a maximum of 50,000,000 placing shares (the **"2025 Second Placing Shares"**) to certain placees at the placing price (the **"2025 Second Placing Price"**) of HK\$0.6 per 2025 Second Placing Share (the **"2025 Second Placing"**, together with the 2025 First Placing, the **"2025 Placing"**).

The 2025 Second Placing Price of HK\$0.6 per 2025 Second Placing Share represented (i) a discount of approximately 1.64% to the closing price of HK\$0.61 per share as quoted on the Stock Exchange on 24 January 2025, being the date of the 2025 Second Placing Agreement; and (ii) a premium of approximately 0.67% to the average closing price of HK\$0.596 per share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately prior to the date of the 2025 Second Placing Agreement.

The 2025 Second Placing Shares were allotted and issued under the general mandate granted to the directors of the Company by resolution of the shareholders passed at the annual general meeting held on 27 June 2024. Pursuant to the Company's announcement dated 25 February 2025, the Company announced that all the conditions of the 2025 Second Placing Agreement have been fulfilled and completion of the 2025 Second Placing has taken place on 25 February 2025. An aggregate of 5,215,000 2025 Second Placing Shares were allotted and issued to certain placees (the **"2025 Second Placing Placees"**) at the 2025 Second Placing Price of HK\$0.6 per 2025 Second Placing Share pursuant to the terms and conditions of the 2025 Second Placing Agreement.

The directors consider that the 2025 Second Placing Placees and their respective ultimate beneficial owners are Independent Third Parties of its connected persons. The 2025 Second Placing Shares represented 0.38% of the existing issued share capital of the Company immediately before completion of the 2025 Second Placing and approximately 0.38% of the issued share capital of the Company as enlarged by the allotment and issue of the 2025 Second Placing Shares immediately upon completion of the 2025 Second Placing.

The net proceeds from the 2025 Second Placing are estimated to be of approximately HK\$3.1 million, which will be applied for strengthening the working capital of the Group.

Further details of the above are set out in the Company's announcements dated 24 January 2025, 5 February 2025, 14 February 2025 and 25 February 2025. All the above new shares shall rank pari passu in all respects with each other in the share capital of the Company.

# Notes to the Unaudited Condensed Consolidated Financial Statements

Six months ended 30 June 2025

## 15. SHARE CAPITAL (Continued)

### Share Subdivision

Pursuant to the Company's announcement on 26 June 2024, the Company proposed to implement the share subdivision (the "**Share Subdivision**") by subdividing each of the existing issued and unissued shares of par value of HK\$0.1 each in the share capital of the Company into ten (10) subdivided shares (the "**Subdivided Shares**") of par value of HK\$0.01 each.

As at 26 June 2024, the authorised share capital of the Company is HK\$100,000,000 divided into 1,000,000,000 shares of par value of HK\$0.1 each, of which 135,450,000 shares of par value of HK\$0.1 each have been issued and are fully paid or credited as fully paid. Upon the proposed Share Subdivision becoming effective, the authorised share capital of the Company would be HK\$100,000,000 divided into 10,000,000,000 Subdivided Shares of par value of HK\$0.01 each, of which 1,354,500,000 Subdivided Shares of par value of HK\$0.01 each would be in issue and fully paid or credited as fully paid, assuming that no further Shares are issued or repurchased prior to the proposed Share Subdivision becoming effective.

Pursuant to the Company's announcement dated 24 July 2024, the Company announced that at the Company's extraordinary general meeting held on 24 July 2024, the proposed Share Subdivision was duly approved by the Shareholders by way of poll.

All Subdivided Shares shall rank pari passu with each other in all respects with, and shall have the same rights and privileges as, the shares in issue prior to the approved Share Subdivision.

Further details of the above are set out in the Company's announcements dated 26 June 2024, 24 July 2024 and 25 July 2024 and the Company's circular dated 2 July 2024.

## 16. RELATED PARTY TRANSACTIONS

Saved as disclosed elsewhere in these condensed consolidated financial statements, the Group did not have any other significant outstanding balances with relate parties at the end of the reporting periods and significant transactions with related parties during the six months ended 30 June 2024 and 2025.

## 17. EVENTS AFTER THE REPORTING PERIOD

Saved as disclosed elsewhere in the condensed consolidated financial statements, the Group had no other significant events after the reporting period and up to the date of this report.

# Management Discussion and Analysis

The Group is an integrated supply chain management service provider with a focus on apparel clients. The Group has developed a vertically integrated business model, delivering end-to-end customized solutions to clients, empowers them to stay focus on their core strategic initiatives such as brand development, retail management and to adapt to the dynamics of the fast-evolving and competitive markets. The business comprises two synergistic segments unified under an operational framework.

## **Apparel SCM Segment**

The Apparel SCM segment serves as the core and foundation of the Group, offering vertically integrated solutions for apparel clients including apparel brand owners and manufacturers that utilize the Group's assistance in their supply chain cycle to enhance their operation or to reduce its complexity. These encompass comprehensive services ranging from market analysis, product design, raw material procurement, supplier sourcing, production oversight, quality control, intermediary services, trade facilitation, order fulfillment and logistics coordination. Revenue is generated through service fees yielding commission-based income or margins from procurement or resale activities by the provision of supply chain management services that significantly reducing their operational complexity for clients seeking streamlined supply chain support.

## **Innovative SCM ("ISCM") Segment**

Building upon its core apparel supply chain management expertise, the Group's Innovative SCM ("ISCM") segment has developed and integrated advanced technological solutions to enhance traditional supply chain processes. The ISCM segment integrates technology-driven value-added services such as anti-counterfeiting protection, product traceability systems, and interactive marketing solutions with traditional supply chain services, supporting both apparel and non-apparel sectors. This expansion, which could generate higher gross profit margins while broadening the Group's offerings and revenue potential, incorporates specialized e-commerce solutions, providing end-to-end support for digital platforms through services such as product curation, order fulfillment, and transaction processing. These innovative services not only strengthen and differentiate the Group's competitive position in the apparel sector but also create opportunities for expansion into non-apparel product categories.

# Management Discussion and Analysis

## BUSINESS REVIEW

The Group is based in Hong Kong and generates revenue mainly from (i) sales of apparel and related products and other products with the provision of SCM services and the provision of SCM services; (ii) sales of innovative anti-counterfeit traceability and marketing products and related ancillaries with the provision of SCM solutions; and (iii) provision of agency services for construction and related materials.

For the period under review, the Group maintains focus on synergistic growth across its Apparel SCM and ISCM segments while implementing resource reallocation toward PRC and Hong Kong markets, expanding operational footprint, service capacity and market presence. The Group targets small-to-medium enterprise (SME) apparel brands and sportswear clients in PRC and Hong Kong, establishing a diversified client acquisition framework through PRC/Hong Kong market development.

To achieve this goal, the Group actively seeks capital expansion opportunities and entered into the Subscription Agreement and Supplemental Agreement with an investor (the “Investor”) in March 2025 and June 2025 respectively, concluding a Commitment Amount of US\$25.00 million (equivalent to approximately HK\$195.00 million). The Group expects that the fund raised from the issuance of shares to the Investor will further support the Group’s ongoing development of a more responsive and technology-enabled supply chain platform to meet the evolving needs of our clients.

During the period under review, the Group is working with several SME apparel brands in PRC and has entered into a Memorandum of Understanding with a Shanghai-based SME apparel brand for raw material procurement, product development, and SCM services, with an anticipated RMB3 million to RMB5 million monthly revenue expecting to happen in the second half of 2025.

Further to the announcement on 29 August 2024 and as disclosed in 2024 Annual Report regarding the strategic cooperation agreement with a subsidiary of China Supply and Trade Group Co., Ltd., the Group since then has optimized the collaborative framework related to the 832 supply chain cycle, with details announced on 14 January 2025. The renewed structure incorporates an extended contractual term, expanded operational scope, and a concrete revenue-sharing model. The management of the Group has further discussed the implementation with our business partner to operationalize synergies between the 832 Platform and the supply chain cycle of the 832 Platform and its ecosystem, to facilitate buyers and suppliers by providing intermediary services and broaden sales channels of the 832 products.

# Management Discussion and Analysis

In addition, for revenue generated from non-apparel products based on ISCM services, the Group's logistics management services are catered to facilitate trade transaction for both suppliers and purchasers on the 832 Platform. Through Innovative SCM solution that digitally integrated with the 832 platform, the Group serves as service intermediary, assisting clients on both supply and demand sides increase transaction volumes while streamlining their operations. Recent business developments have revealed potential transactions with identified volumes that has potentials in generating HK\$10 to 20 million in revenue for the Group by FY2025 year-end, subject to working capital availability, under a procurement & resale model earning a gross margin on the transactions.

## FINANCIAL REVIEW

### Revenue

The Group's revenue recorded a decrease of approximately 41.6% from HK\$15.6 million for the six months ended 30 June 2024 to approximately HK\$9.1 million for the six months ended 30 June 2025. The decrease was primarily attributable to (i) the loss of purchase orders from some of the major apparel clients; (ii) the adoption by the Company of a more financially prudent approach focusing on more credit-worthy customers to mitigate risks of invoice defaults; and (iii) the latency of the Group in expanding its business in the PRC and Hong Kong while also developing its business in the Innovative SCM Solutions segment.

### Cost of sales

The Group's cost of sales mainly comprised of the purchase costs and cost of services in relation to Apparel SCM provided by the Group. The cost of sales of approximately HK\$8.6 million for the six months ended 30 June 2024 more or less the same as approximately HK\$8.6 million for the six months ended 30 June 2025 in contrast to the drop in revenue, and was mainly attributable to the higher cost of sales of Apparel SCM as compared to ISCM during the six months ended 30 June 2025.

### Gross profit and gross (loss) profit margin

During the six months ended 30 June 2025, the Group recorded gross profit of approximately HK\$0.5 million with a gross profit margin of approximately 5.7% as compared to gross profit in the amount of approximately HK\$7.0 million and a gross profit margin of approximately 44.7% for the six months ended 30 June 2024. This significant change was mainly attributable to the lack of high gross profit margin of the ISCM provided by the Group during the six months ended 30 June 2025.

# Management Discussion and Analysis

## **Other income, gains and losses, net**

Other income, gains and losses, net mainly comprised the rent income received. During the six months ended 30 June 2025, the Group recorded net other income, gains and losses of approximately HK\$0.7 million as compared to approximately HK\$0.6 million for the six months ended 30 June 2024.

## **Selling and distribution expenses**

The selling and distribution expenses mainly include marketing fee, travelling expenses, and other selling and distribution expenses. The Group's selling and distribution expenses decreased from approximately HK\$0.7 million for the six months ended 30 June 2024 to approximately HK\$0.3 million for the six months ended 30 June 2025. Such decrease was mainly attributable to the cost control measures adopted by the group in relation to marketing expense during the six months ended 30 June 2025.

## **Administrative expenses**

Administrative expenses mainly included staff costs, directors remuneration, professional fees, amortisation and depreciation, rent and rates and other administrative expenses. Administrative expenses of the Group amounted to approximately HK\$13.4 million and approximately HK\$14.0 million for the six months ended 30 June 2024 and 2025, respectively. This minor increase in the administrative expenses was mainly due to the increase in rental expenses and staff costs, offset by decrease in legal and professional fee, amortisation of trademark and right-to-use assets during the six months ended 30 June 2025.

## **Finance costs**

Finance costs represented the interest cost with respect to the borrowings of the Group. Finance costs of the Group decreased from approximately HK\$0.7 million for the six months ended 30 June 2024 to approximately HK\$0.4 million for the six months ended 30 June 2025. This decrease was mainly attributable to the decrease in bank borrowings of the Group during the six months ended 30 June 2025.

## **Income tax expenses**

Income tax expenses decreased from approximately HK\$264,000 for the six months ended 30 June 2024 to approximately HK\$138,000 for the six months ended 30 June 2025.

# Management Discussion and Analysis

## Loss and total comprehensive expense for the period

As a result of the foregoing, the Group's recorded loss and total comprehensive expense of approximately HK\$13.5 million for the six months ended 30 June 2025, as compared to loss and total comprehensive expense of approximately HK\$7.4 million for the six months ended 30 June 2024.

## Charge on the Group's assets

As at 30 June 2025, the Group pledged the property comprising workshops 1–3 and 5–7 on 3rd Floor of China United Plaza, No. 1008 Tai Nan West Street, Kowloon, Hong Kong to a bank for the bank finance facility for the Group.

## Share capital

The share capital of the Group only comprises ordinary shares. As at 30 June 2025, the Company's issued share capital was HK\$13,731,450 and the number of its issued shares was 1,373,145,000 of HK\$0.01 each. Details of the Company's share capital and movements during the six months ended 30 June 2025 are set out in note 14 to the condensed consolidated financial statements.

The Board implement a share subdivision (the "**Share Subdivision**") on the basis that every existing issued and unissued Shares of par value of HK\$0.1 each ("**Existing Shares**") in the share capital of the Company be subdivided into ten (10) subdivided shares of HK\$0.01 each ("**Subdivided Shares**"). The ordinary resolution in relation to the Share Subdivision was duly passed by the shareholders of the Company (the "**Shareholders**") at the extraordinary general meeting on 24 July 2024 (the "**EGM**") and effective on 26 July 2024. The board lot size for trading changed from 10,000 Existing Shares to 5,000 Subdivided Shares upon the Share Subdivision becoming effective.

# Management Discussion and Analysis

## Use of proceeds

The November 2024 Share Placement was completed on 3 January 2025 and 13,430,000 new shares were issued with the net proceeds in approximately HK\$7.7 million. The planned use of net proceeds, actual use of the net proceeds and the unutilized remaining net proceeds for the November 2024 Share Placement as at the date of this interim report are set out below.

Use of net proceeds	Planned use of net proceeds and the unutilized net proceeds as at 30 June 2025	Actual use of net proceeds as at the date of this interim report	Unutilized net proceeds as at the date of this interim report
	HK\$'million	HK\$'million	HK\$'million
Payment of staff's emoluments and related expenses	5.3	5.3	–
Payment of professional fees and other service costs	1.5	1.5	–
Others	0.9	0.9	–
	7.7	7.7	–

As at the date of this interim report, all the net proceeds from the November 2024 Share Placement in the amount of approximately HK\$7.7 million were fully utilized by the Group according to the planned use and there was no material change of delay in the use of net proceeds during the period from 3 January 2025 to the date of this interim report. For details, please also refer to the announcements of the Company dated 13 November 2024 and 3 January 2025.



# Management Discussion and Analysis

On 24 January 2025, the Company entered into a placing agreement pursuant to which the Company agreed to allot and issue up to 50,000,000 new shares to certain placees at a placing price of HK\$0.60 per placing shares (the “**January 2025 Share Placement**”). The January 2025 Share Placement was completed on 25 February 2025 and 5,215,000 new shares were issued with the net proceeds in approximately HK\$3.1 million. The planned use of net proceeds, actual use of the net proceeds, the unutilized remaining net proceeds and the expected timeline for utilizing the remaining net proceeds for the January 2025 Share Placement as at the date of this interim report are set out below.

Use of net proceeds	Planned use of net proceeds and the unutilized net proceeds as at 30 June 2025	Actual use of net proceeds as at the date of this interim report	Unutilized net proceeds as at the date of this interim report
	HK\$'million	HK\$'million	HK\$'million
Payment of staff's emoluments and related expenses	1.3	1.3	–
Payment of professional fees and other service costs	0.5	0.5	–
Repayment of other payable	0.3	0.3	–
Others	1.0	1.0	–
	3.1	3.1	–

As at the date of this interim report, there was no material change of delay in the use of net proceeds during the period from 25 February 2025 to the date of this interim report. For details, please also refer to the announcements of the Company dated 24 January 2025 and 25 February 2025.

# Management Discussion and Analysis

## **Significant investment held**

As at 30 June 2025, the Group did not hold any significant investment.

## **Capital commitments and contingent liabilities**

The Group did not have any significant capital commitments and any material contingent liabilities or guarantees as at 30 June 2025.

## **Foreign exchange exposure**

The revenue of the Group is mainly denominated in RMB, while a certain amount of the revenue is denominated in HK\$.

The Group considered that the foreign exchange risk with respect to US\$ is not significant as HK\$ is pegged to US\$.

For the transaction denominated in RMB during the six months ended 30 June 2025, the Group considers that there is no significant foreign exchange risk in respect of RMB.

Nevertheless, the Group will endeavour to manage the foreign exchange risk by closely monitoring the movement of foreign currency rates and will consider hedging significant foreign currency exposure should the need arise.

## **PROSPECTS**

The Group's strategic direction for the period ahead will be developing a more responsive, ground-level approach on the market with technology-assisted supply chain management services and platform focusing on reinforcing its core Apparel SCM operations and growth opportunities within its Innovative SCM segment. The development of these initiatives is supported by the Subscription Agreement and Supplemental Agreement concluded with the Investor, which provided a commitment of US\$25.00 million.

Within the core Apparel SCM business, the Group will continue to prioritize its resource reallocation toward the PRC and Hong Kong markets development. The strategy remains centered on engaging small-to-medium enterprise apparel brands and sportswear clients through a diversified framework. Progress in this area is evidenced by the new clientele during the period under review and is anticipated to make a growing contribution to revenue in the latter half of the financial year.

# Management Discussion and Analysis

The strategic cooperation with the 832 Platform and its ecosystem presents a significant growth opportunity for the Group. This initiative is central to our strategy of developing new revenue streams by leveraging our position as an intermediary to facilitate commerce. Management is advancing implementation plans to capture operational synergies, which will focus on providing integrated services for buyers and suppliers, streamlining transactions, and expanding market access. Recent progress indicates the potential for these activities to contribute materially to revenue by the end of the 2025 financial year, subject to working capital allocation.

The management acknowledges that the successful execution of these prospects is dependent upon effective operational implementation and stable market conditions. The Group is committed to applying its resources prudently to advance its strategic objectives and navigate the prevailing business environment.

## **CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES**

As at 30 June 2025, the total deficit of the Group was HK\$1.8 million (31 December 2024: total equity of HK\$1.0 million). The Group's cash and cash equivalent was HK\$0.5 million (31 December 2024: HK\$0.2 million). Our working capital represented by the net current liabilities as at 30 June 2025 was HK\$19.9 million (31 December 2024: HK\$17.5 million). Our current ratio was 0.56 times as at 30 June 2025 (31 December 2024: 0.48 times). Our gearing ratio (calculated based on bank borrowings divided by total equity) was -729.4% as at 30 June 2025 (31 December 2024: 1,388.1%).

There has been no material change in the capital structure of the Company since 31 December 2024.

## **DIVIDENDS**

The Board does not recommend the payment of any dividend for the six months ended 30 June 2025 (six months ended 30 June 2024: Nil).

# Management Discussion and Analysis

## **SEGMENT INFORMATION**

Segmental information is disclosed in note 3 of the unaudited condensed consolidated financial statements.

## **MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES**

For the six months ended 30 June 2025, the Group had not made any material acquisition or disposal of subsidiaries, associates and joint ventures (six months ended 30 June 2024: Nil).

## **EMPLOYEES AND REMUNERATION POLICY**

As at 30 June 2025, the Group employed a total number of 16 full-time employees (30 June 2024: 53 full-time employees). The staff costs of the Group (including Directors' remuneration, employees' salaries, wages, other benefits and contribution to defined contribution retirement plan) for the six months ended 30 June 2025 were approximately HK\$10.0 million (six months ended 30 June 2024: HK\$7.3 million).

Our remuneration package includes basic salary, bonuses and allowances. We review the performance of our employees regularly, and the review outcome is used for the employees' salary review and promotion appraisal. We have set up a competitive remuneration system that links a portion of our employees' compensation to the performance of our business in order to provide incentives to our employees to strive for better results.

## **FUTURE PLAN FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS**

The Group did not have any plan for material investments or capital assets as at 30 June 2025.

## Other Information

### DISCLOSURE OF INTERESTS

#### A. Directors' and Chief Executive's Interests And/Or Short Positions in the Shares, Underlying Shares and Debentures of the Company or Any of its Associated Corporations

As at 30 June 2025, the interests and short positions of the Directors or chief executive of the Company in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or 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 notify to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, will be as follows:

##### (a) Long Position in the Shares of the Company

Name of Director	Nature of interest and capacity	Number of Shares held <sup>(1)</sup>	Percentage of issued share capital <sup>(2)</sup>
Mr. Chan	Interest in a controlled corporation <sup>(3)</sup>	740,480,000 (L)	53.93%

Notes:

1. The letter "L" denotes to the long position in the Shares.
2. The percentage of shareholding was calculated based on the Company's total number of issued Shares as at 30 June 2025 (i.e. 1,373,145,000 Shares).
3. The Shares are registered in the name of Beaming Elite. Accordingly, Mr. Chan is deemed to be interested in all the Shares held by Beaming Elite for the purpose of Part XV of the SFO.

## Other Information

(b) *Long Position in the Shares of Associated Corporation*

<b>Name of Director</b>	<b>Name of associated corporation</b>	<b>Capacity/ nature of interest</b>	<b>Number and class of securities</b>	<b>Percentage of issued share capital</b>
Mr. Chan	Beaming Elite	Beneficial owner	100 ordinary shares	100%

Save as disclosed above, as at 30 June 2025, none of the Directors and chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required pursuant to Section 352 of the SFO, to be entered in the register of members of the Company or which were required to be notified to the Company and the Stock Exchange, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

**B. Substantial Shareholders' and Other Persons' Interests And/Or Short Positions in Shares, Underlying Shares and Debentures**

As at 30 June 2025, the interest and short positions of the persons (other than the Directors or chief executive of the Company) in the Shares, underlying shares and debentures of the Company which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO or required to be recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

## Other Information

### Long Position in the Company's Shares

Name of substantial shareholder	Nature of interest and capacity	Number of Shares held <sup>(1)</sup>	Number of underlying Shares held pursuant to share options <sup>(2)</sup>	Total number of Shares and underlying Shares held	Percentage of issued share capital <sup>(3)</sup>
Beaming Elite	Beneficial owner	740,480,000 (L)	–	74,048,000 (L)	53.93%
Ms. Theresa Woo	Interest of spouse <sup>(4)</sup>	740,480,000 (L)	–	74,048,000 (L)	53.93%
Arena Investors, LP ("Arena")	Investment manager <sup>(5)</sup>	257,065,000 (L)	–	25,880,000 (L)	18.98%
			89,320,000 (S)	89,320,000 (S)	6.59%
Mr. Ng Kim Ming ("Mr. Ng")	Interests of controlled corporation <sup>(6)</sup>	–	89,320,000 (L)	89,320,000 (L)	6.59%

#### Notes:

- The letters "L" and "S" denotes to the long and short positions in the Shares.
- According to the disclosure of interests filing available to the Company, on 18 May 2023, EnKai Investments Pte. Ltd. ("**EnKai**"), a company incorporated in Singapore entered into an option agreement with Arena (as amended by an amendment agreement dated 18 July 2023) pursuant to which call options up to 9,600,000 shares (subsequently sub-divided into 96,000,000 shares) of the Company were granted by Arena to EnKai (the "**Option Agreement**"). Under the Option Agreement, EnKai has the right to elect either cash settlement or physical settlement of the call options. According to the disclosure of interests filing available to the Company, the outstanding amount of the call options is 89,320,000 shares.
- The percentage of shareholding was calculated based on the Company's total number of issued Shares as at 30 June 2025 (i.e. 1,373,145,000 Shares).
- Ms. Theresa Woo is the spouse of Mr. Chan. By virtue of the SFO, she is deemed to be interested in all Shares held by Beaming Elite, in which Mr. Chan is deemed to be interested.
- According to the disclosure of interests filing available to the Company, Arena is an investment manager of and deemed to be interested in the Shares held by Arena Finance Markets, LP, Arena Special Opportunities (Offshore) Master, LP, Arena Special Opportunities Fund, LP, Arena Special Opportunities Partners II, LP, and Arena Special Opportunities Partners (Cayman Master) II, LP. Pursuant to the Option Agreement, Arena agreed to grant EnKai call options up to 89,320,000 shares and EnKai may elect cash settlement or physical settlement of the options.
- The 89,320,000 underlying Shares held pursuant to share options are held by EnKai, which is 60% owned by Mr. Ng. Therefore, Mr. Ng is deemed to be interested in all the underlying Shares held by EnKai for the purpose of the SFO.

## Other Information

Save as disclosed above, as at 30 June 2025, the Company had not been notified by any persons (other than Directors or chief executive of the Company) who had interests or short positions in the Shares, underlying Shares or debentures of the Company which would fall under the provisions of Divisions 2 and 3 of Part XV of the SFO to be disclosed to the Company, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

### **DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES**

Save as disclosed in the sub-sections headed "Disclosure of Interests" and "Share Option Scheme" herein, at no time during the six months ended 30 June 2025 was the Company or any of its subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executive of the Company (including their spouses or children under 18 years of age) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of Shares in, or debentures of, the Company or any other body corporate.

### **DIRECTORS' AND CONTROLLING SHAREHOLDERS' COMPETING INTERESTS**

For the six months ended 30 June 2025, the Directors have confirmed that to the best of their knowledge, information and belief and having made all reasonable enquiries, none of the Directors, the Controlling Shareholders and their respective close associates (as defined in the GEM Listing Rules) had any business or interests in any company that competes or may compete with the business of the Group and any other conflict of interests which any such person has or may have with the Group.

### **CORPORATE GOVERNANCE PRACTICES AND COMPLIANCE**

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code and Corporate Governance Report as set out in Appendix C1 to the GEM Listing Rules (the "**CG Code**"). The Board and the management of the Company are committed to maintaining and achieving a high standard of corporate governance practices with an emphasis on a quality Board, an effective accountability system and a healthy corporate culture in order to safeguard the interests of the shareholders of the Company and enhance the business growth of the Group. Where applicable, the Company has complied with the code provisions as set out in the CG Code during the six months ended 30 June 2025, save for the deviation stipulated below.



## Other Information

### **DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules ("**Required Standard of Dealings**") regarding Directors' securities transactions. Having been enquired by the Company, all Directors confirmed that they had complied with the Required Standard of Dealings during the six months ended 30 June 2025.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2025.

### **SHARE OPTION SCHEME**

The Company has conditionally adopted a share option scheme (the "**Share Option Scheme**") on 16 April 2018 pursuant to a resolution passed by the Company's then sole shareholder. The purpose of the Share Option Scheme is to provide eligible participants an opportunity to have a personal stake in the Company and to motivate, attract and retain the eligible participants whose contributions are important to the long-term growth and profitability of the Group. Eligible participants of the Share Option Scheme include any employee, adviser, consultant, service provider, agent, customer, partner or joint-venture partner of the Company or any of its subsidiaries (including any director of the Company or any of its subsidiaries) who is in full-time or part-time employment with or otherwise engaged by the Company or any of its subsidiaries at the time when an option is granted.

The Share Option Scheme became effective on the Listing Date and, unless otherwise cancelled or amended, will remain in force for 10 years commencing on the Listing Date.

No share option was granted, lapsed, exercised or cancelled by the Company under the Share Option Scheme since its adoption on 16 April 2018 and there was no outstanding share option as at the date of this report.

Further details on the principal terms of the Share Option Scheme were summarised in the section headed "Statutory and General Information — D. Share Option Scheme" in Appendix IV to the listing prospectus of the Company dated 23 April 2018.

## Other Information

### **AUDIT COMMITTEE AND REVIEW OF ACCOUNTS**

The Company has established the Audit Committee on 16 April 2018 with written terms of reference in compliance with the requirements as set out in Rules 5.28 of the GEM Listing Rules and code provision D.3.3 of the CG Code. The Audit Committee consists of three members, all of whom are the independent non-executive Directors, namely Mr. Choi Man On (chairman), Dr. Liu Ta-pei and Ir Prof. Young Andrew Meng Cheung.

The primary duties of the Audit Committee are, among others, to make recommendations to the Board on the appointment, reappointment and removal of external auditor, review the financial statements, oversee the financial reporting process, internal control and risk management systems and audit process, and perform other duties and responsibilities as assigned by the Board.

The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2025 and this report, and is of the opinion that the preparation of such statements complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures have been made.

### **FORWARD LOOKING STATEMENTS**

This report contains certain statements that are forward-looking or which use certain forward-looking terminologies. These forward-looking statements are based on the current beliefs, assumptions and expectations of the Directors regarding the industry and markets in which it operates. These forward-looking statements are subject to risks, uncertainties and other factors beyond the Company's control which may cause actual results or performance to differ materially from those expressed or implied in such forward-looking statements.

By Order of the Board  
**Ficus Technology Holdings Limited**  
**Mr. Chan Ting**  
*Chairman and Executive Director*

Hong Kong, 29 August 2025