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PACIFIC LEGEND GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8547)

ANNOUNCEMENT OF INTERIM RESULTS FOR THE SIX MONTHS ENDED 31 DECEMBER 2025

The board of directors (the “**Board**”) of Pacific Legend Group Limited (the “**Company**”) is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries for the six months ended 31 December 2025. This announcement, containing the full text of the 2025/26 interim report of the Company, complies with the relevant requirements of The Rules Governing the Listing of Securities on GEM of The Stock Exchange (the “**GEM Listing Rules**”) in relation to information to accompany preliminary announcement of the interim results.

By order of the Board of
Pacific Legend Group Limited
Wong Wing Man
Chairperson and Executive Director

Hong Kong, 26 February 2026

As at the date of this announcement, the Board comprises Ms. Wong Wing Man, Mr. Wong Sui Chi, Mr. Law Sai Kit and Mr. Lam Chun Hin as executive Directors; and Mr. So Alan Wai Shing, Mr. Lee Kwong Ming and Mr. Chan Kin Sun as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purposes of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its posting. This announcement will also be published on the Company’s website at www.pacificlegendgroup.com.

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

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This report, for which the directors (the “**Director(s)**”) of Pacific Legend Group Limited (the “**Company**”) 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 Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief the information contained in this report is accurate and complete in all material aspects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this report misleading.*

The original report is prepared in the English language. This report is translated into Chinese. In the event of any inconsistencies between the Chinese and the English versions, the latter shall prevail and it is available on the Company’s website at www.pacificlegendgroup.com.



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CORPORATE INFORMATION

DIRECTORS

Executive Directors:

WONG Wing Man (*Chairperson*)
WONG Sui Chi
LAW Sai Kit
LAM Chun Hin

Independent Non-Executive Directors:

SO Alan Wai Shing
LEE Kwong Ming
CHAN Kin Sun

AUTHORISED REPRESENTATIVES

WONG Sui Chi
WONG Wing Man

COMPANY SECRETARY

WONG Sui Chi

AUDIT COMMITTEE

SO Alan Wai Shing (*Chairman*)
LEE Kwong Ming
CHAN Kin Sun

REMUNERATION COMMITTEE

CHAN Kin Sun (*Chairman*)
WONG Wing Man
SO Alan Wai Shing
LEE Kwong Ming

NOMINATION COMMITTEE

LEE Kwong Ming (*Chairman*)
WONG Wing Man
SO Alan Wai Shing
CHAN Kin Sun

AUDITOR

Jon Gepsom CPA Limited
Registered Public Interest Entity Auditor

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

6/F, Horizon Plaza,
2 Lee Wing Street,
Ap Lei Chau, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited,
Cricket Square, Hutchins Drive, P.O. Box 2681,
Grand Cayman, KY1-1111, Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited,
Suites 3301-04, 33/F.,
Two Chinachem Exchange Square,
338 King's Road,
North Point,
Hong Kong

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking
Corporation Limited
Fubon Bank (Hong Kong) Limited

INVESTOR RELATIONS CONTACT

Email: info@pacificlegendgroup.com

COMPANY WEBSITE

<http://www.pacificlegendgroup.com>

STOCK CODE

Hong Kong Stock Exchange (GEM): 8547

FINANCIAL HIGHLIGHTS

- The unaudited revenue of the Group amounted to approximately HK\$54.2 million for the six months ended 31 December 2025, representing a decrease of approximately HK\$113.6 million or 67.7% as compared with the revenue of approximately HK\$167.8 million for the six months ended 31 December 2024.
- The unaudited net loss of the Group was approximately HK\$25.3 million for the six months ended 31 December 2025 as compared to a net profit of approximately HK\$8.6 million for the six months ended 31 December 2024.
- Basic and diluted loss per share were approximately HK\$5.79 cent for the six months ended 31 December 2025 as compared to basic and diluted earnings per share of HK\$3.22 cent for the six months ended 31 December 2024.
- No interim dividend is recommended by the Board for the six months ended 31 December 2025.

UNAUDITED INTERIM FINANCIAL INFORMATION

The board of Directors (the “**Board**”) of Pacific Legend Group Limited (the “**Company**”) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the “**Group**”) for the six months ended 31 December 2025 (the “**Reporting Period**”) together with the comparative figures as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 31 DECEMBER 2025

(Expressed in Hong Kong dollars)

	Notes	Six months ended 31 December	
		2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Revenue	4	54,228	167,790
Cost of sales		(32,543)	(102,662)
Gross profit		21,685	65,128
Other income and gains	5	2,764	1,063
Selling and distribution costs		(16,733)	(14,968)
Provision for expected credit losses on trade and other receivables, net		154	132
Administrative and other operating expenses		(32,744)	(41,382)
Share of results of an associate	8	269	334
(Loss)/profit from operations		(24,605)	10,307
Finance costs	6a	(740)	(1,735)
(Loss)/profit before taxation	6	(25,345)	8,572
Income tax expense	7	–	–
(Loss)/profit for the period		(25,345)	8,572
Other comprehensive income		–	–
Total comprehensive (loss)/income for the period		(25,345)	8,572
(Loss)/profit for the period attributable to:			
– Owners of the Company		(25,345)	8,324
– Non-controlling interests		–	248
		(25,345)	8,572
Total comprehensive (loss)/income attributable to:			
– Owners of the Company		(25,345)	8,324
– Non-controlling interests		–	248
		(25,345)	8,572
(Loss)/earnings per share		HK cent(s)	HK cent(s)
Basic and diluted	9	(5.79)	3.22

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2025

(Expressed in Hong Kong dollars)

	Notes	31 December 2025 HK\$'000 (Unaudited)	30 June 2025 HK\$'000 (Audited)
Non-current assets			
Property, plant and equipment	11	1,171	2,987
Right-of-use assets	12	6,728	2,745
Investments in associates		19,950	19,680
Finance lease receivables		1,895	2,716
		29,744	28,128
Current assets			
Inventories		19,445	19,411
Contract assets		11	2,606
Trade and other receivables	13	50,266	55,458
Finance lease receivables		3,634	4,930
Financial assets at fair value through profit or loss		20,000	20,206
Cash and cash equivalents	14	3,191	4,926
		96,547	107,537
Current liabilities			
Trade and other payables	15	25,343	29,659
Contract liabilities		11,330	12,447
Interest-bearing bank and other borrowings	16	10,559	18,579
Lease liabilities		6,241	4,765
Tax payable		259	259
		53,732	65,709
Net current assets		42,815	41,828
Total assets less current liabilities		72,559	69,956
Non-current liabilities			
Lease liabilities		3,130	756
Provisions		9,165	8,764
		12,295	9,520
NET ASSETS		60,264	60,436
Capital and reserves			
Share capital	17	59,116	41,054
Reserves		(2,494)	15,740
Equity attributable to owners of the Company		56,622	56,794
Non-controlling interests		3,642	3,642
TOTAL EQUITY		60,264	60,436

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED 31 DECEMBER 2025

(Expressed in Hong Kong dollars)

	Share capital HK\$'000	Share premium HK\$'000	Share option reserve HK\$'000	Exchange reserve HK\$'000	Other reserve HK\$'000	Accumulated (losses)/ profits HK\$'000	Sub total HK\$'000	Non- controlling interests HK\$'000	Total HK\$'000
Balance at 1 January 2024 (audited)	19,008	114,948	-	761	-	(97,622)	37,095	1,546	38,641
(Loss)/profit for the period	-	-	-	-	-	(5,571)	(5,571)	329	(5,242)
Other comprehensive expenses	-	-	-	(3,568)	-	-	(3,568)	-	(3,568)
Total comprehensive (expenses)/ income for the period	-	-	-	(3,568)	-	(5,571)	(9,139)	329	(8,810)
Issue of shares upon placing	8,072	6,957	-	-	-	-	15,029	-	15,029
Cost of issue of shares upon placing	-	(285)	-	-	-	-	(285)	-	(285)
Issue of shares upon rights issue	13,684	-	-	-	-	-	13,684	-	13,684
Cost of Issue of shares upon rights issue	-	(104)	-	-	-	-	(104)	-	(104)
Issue of shares upon acquisition of a non-wholly owned subsidiary	290	189	-	-	-	-	479	1,767	2,246
Recognition of share-based payment	-	-	35	-	-	-	35	-	35
Balance at 30 June 2025 (audited)	41,054	121,705	35	(2,807)	-	(103,193)	56,794	3,642	60,436
Balance at 1 July 2025 (audited)	41,054	121,705	35	(2,807)	-	(103,193)	56,794	3,642	60,436
Loss for the period	-	-	-	-	-	(25,345)	(25,345)	-	(25,345)
Other comprehensive expenses	-	-	-	(120)	-	-	(120)	-	(120)
Total comprehensive expenses for the period	-	-	-	(120)	-	(25,345)	(25,465)	-	(25,465)
Proceeds from placing of new shares	18,062	7,231	-	-	-	-	25,293	-	25,293
Balance at 31 December 2025 (unaudited)	59,116	128,936	35	(2,927)	-	(128,538)	56,622	3,642	60,264

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE SIX MONTHS ENDED 31 DECEMBER 2025

(Expressed in Hong Kong dollars)

	Six months ended 31 December	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Net cash used in operating activities	(18,499)	11,117
Net cash generated from/(used in) investing activities	78	(2,277)
Net cash generated from/(used in) financing activities	16,806	(5,637)
Net decrease in cash and cash equivalents	(1,615)	3,203
Cash and cash equivalents at 1 July	4,926	6,092
Effect of foreign exchange rate changes	(120)	–
Cash and cash equivalents at 31 December	3,191	9,295

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL

Pacific Legend Group Limited (the “**Company**”) was incorporated and registered as an exempted company with limited liability in the Cayman Islands on 1 September 2017. On 18 July 2018, the Company’s shares have been listed (the “**Listing**”) on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and its principal place of business is 6/F, Horizon Plaza, 2 Lee Wing Street, Ap Lei Chau, Hong Kong.

The Company and its subsidiaries (together the “**Group**”) is principally engaged in the sale of home furniture and accessories, the leasing of home furniture and accessories and the provision of design consultancy services for fitting out interiors with furnishings.

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

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard (“**HKAS**”) 34 “Interim financial reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) and the applicable disclosure requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”). The unaudited condensed consolidated financial information should be read in conjunction with the audited consolidated financial information for the eighteen months ended 30 June 2025, which have been prepared in accordance with Hong Kong Financial Reporting Standards (the “**HKFRSs**”) issued by the HKICPA, as included in the Company’s 2024/25 Annual Report.

The significant accounting policies that have been used in the preparation of these unaudited consolidated financial statements have been consistently applied to all the periods presented, unless otherwise stated.

The preparation of the unaudited consolidated financial statements of the Group for the relevant period is in conformity with the HKFRSs requirements in the use of certain critical accounting estimates. The HKFRSs also require the management to exercise their judgements in the process of applying the Group’s accounting policies.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

3. NEW ACCOUNTING STANDARDS AND ACCOUNTING CHANGES

The application of the amendments to HKFRSs in the current interim period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these unaudited condensed consolidated financial statements.

4. REVENUE AND SEGMENT INFORMATION

The Group manages its businesses by business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resources allocation and performance assessment, the Group has presented the following three reportable segments:

- Sale of home furniture and accessories
- Rental of home furniture and accessories
- Project and hospitality services

Performance is based on segment gross profit net of impairment losses on non-current assets, contracts assets and related depreciation of property, plant and equipment and right-of-use assets. The Group's most senior executive management does not evaluate operating segment using assets and liabilities information, so segment assets and liabilities are not reported to the Group's most senior executive management. Accordingly, reportable segment assets and liabilities have not been presented.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment revenue and results

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

For the six months ended 31 December 2025

	Sale of home furniture and accessories <i>HK\$'000</i> (Unaudited)	Rental of home furniture and accessories <i>HK\$'000</i> (Unaudited)	Project and hospitality services <i>HK\$'000</i> (Unaudited)	Total <i>HK\$'000</i> (Unaudited)
Revenue from contracts with customers within the scope of HKFRS 15				
— Point in time	42,498	—	—	42,498
— Over time	—	—	3,713	3,713
Revenue from other source				
— Over time	—	8,017	—	8,017
	<u>42,498</u>	<u>8,017</u>	<u>3,713</u>	<u>54,228</u>
Segment results	<u>16,445</u>	<u>4,599</u>	<u>641</u>	21,685
Unallocated items				
Interest income				1
Depreciation of property, plant and equipment				(2,514)
Depreciation of right-of-use assets				(3,707)
Finance costs				(782)
Unallocated corporate expenses				<u>(40,028)</u>
Profit before taxation				<u>(25,345)</u>
Depreciation of property, plant and equipment	521	1,993	—	2,514
Depreciation of right-of-use assets	<u>3,475</u>	<u>—</u>	<u>—</u>	<u>3,475</u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment revenue and results (Continued)

For the six months ended 31 December 2024

	Sale of home furniture and accessories HK\$'000 (Unaudited)	Rental of home furniture and accessories HK\$'000 (Unaudited)	Project and hospitality services HK\$'000 (Unaudited)	Total HK\$'000 (Unaudited)
Revenue from contracts with customers within the scope of HKFRS 15				
— Point in time	67,842	—	—	67,842
— Over time	—	—	87,783	87,783
Revenue from other source				
— Over time	—	12,165	—	12,165
	<u>67,842</u>	<u>12,165</u>	<u>87,783</u>	<u>167,790</u>
Segment results	<u>10,194</u>	<u>10,206</u>	<u>44,728</u>	65,128
Unallocated items				
Interest income				4
Provision for expected credit loss allowance of trade and other receivables, net				(3,868)
Depreciation of property, plant and equipment				(2,724)
Depreciation of right-of-use assets				(2,379)
Amortisation of intangible assets				—
Finance costs				(1,732)
Unallocated corporate expenses				(43,671)
Fair value loss on investment properties				(2,186)
Profit before taxation				<u>8,572</u>
Depreciation of property, plant and equipment	899	1,631	—	2,530
Depreciation of right-of-use assets	<u>2,094</u>	<u>—</u>	<u>—</u>	<u>2,094</u>

There was no inter-segment revenue for the six months ended 31 December 2025 and 31 December 2024.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Geographical information

Revenue from external customers

	Six months ended 31 December	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Hong Kong	29,243	118,730
United Arab Emirates (the "UAE")	24,985	48,688
The People's Republic of China (excluding Hong Kong and Macao, the "PRC")	–	372
	<u>54,228</u>	<u>167,790</u>

The above revenue information is based on the locations of the customers.

Non-current assets

	31 December 2025 HK\$'000 (Unaudited)	30 June 2025 HK\$'000 (Audited)
Hong Kong	22,673	24,679
UAE	5,176	733
	<u>27,849</u>	<u>25,412</u>

The above non-current assets information is based on the locations of the assets and excluded the finance lease receivables and financial assets measured at fair value through profit or loss.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

5. OTHER INCOME AND GAINS

	Six months ended 31 December	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Bank interest income	1	4
Interest income from finance leases	263	226
Royalty income from franchising	–	–
Sundry income	1,380	744
Fair value loss on investment properties	–	(287)
Gain on disposal of property, plant and equipment, net	–	169
Rental income arising from investment properties	–	145
Net exchange gain	320	62
Fair value gain on financial assets at FVTPL	800	–
	2,764	1,063

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

6. (LOSS)/PROFIT BEFORE TAXATION

(Loss)/profit before taxation has been arrived at after charging/(crediting):

	Six months ended 31 December	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
(a) Finance costs:		
Interest on bank and other borrowings	483	747
Interest on lease liabilities	257	988
	740	1,735
(b) Staff costs:		
Salaries, allowances and commissions	19,678	18,895
Retirement benefits scheme contributions	303	43
Provision for long service payments and employees' end-of-service benefits	482	474
	20,463	19,412
(c) Other items:		
Amortisation of intangible assets	–	–
Auditor's remuneration	63	1,542
Cost of inventories recognised as expense	–	80,064
Depreciation of property, plant and equipment	1,660	2,724
Depreciation of right-of-use assets	256	2,422
Net exchange loss	–	(23)
Loss on disposals of property, plant and equipment	–	(3)
Expenses related to short term leases	1,998	2,106
Variable lease payments not included in the measurement of lease liabilities	–	218
Provision/(reversal of) for expected credit loss allowance for:		
– Trade receivables	151	(132)
– Other receivables	–	4,000
	–	4,000

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

7. INCOME TAX EXPENSE

The Group is not subject to any income tax in the Cayman Islands, the BVI and the UAE pursuant to the rules and regulations in those jurisdictions.

No provision for Hong Kong Profits Tax has been made as the Group has no assessable profit arising in or derived from Hong Kong for the six months ended 31 December 2025 and 2024.

No provision for the PRC Enterprise Income Tax is made as the Group has no assessable profit arising in or derived from the PRC for the six months ended 31 December 2025 and 2024.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

8. SHARE OF RESULTS OF AN ASSOCIATE

Interest in an associate represents the Group's equity investment in JF (Greater Bay) Group Company Limited ("JF (Greater Bay)") which holds Hong Kong Taichen Ecology Agricultural Development Company Limited and Huizhou Taichen Ecology Agricultural Development Company Limited.

	31 December 2025 HK\$'000 (Unaudited)	31 December 2024 HK\$'000 (Unaudited)
At beginning of reporting period	10,078	5,200
Acquisition of additional equity interest in an associate		
Profit or loss:	9,603	4,500
— Gains on bargain purchase at dates of acquisition of interest in an associate	269	378
— Share of post-acquisition results	—	—
— Share of post-acquisition other comprehensive income	—	—
At end of reporting period	19,950	10,078

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

Name of associate	Place of incorporation and operation	Proportion of nominal value of issued share capital held by the Group		Principal activities
		31 December 2025	31 December 2024	
Huizhou Taichen Ecology Agricultural Development Company Limited ("Huizhou Taichen") (owned as to 50% by Hong Kong Taichen Ecology Agricultural Development Company Limited ("HK Taichen"))	PRC	50% (Note)	50% (Note)	Agriculture

The associate was accounted for using the equity method in the Group's condensed consolidated financial statements.

The directors of the Company considered Huizhou Taichen, which the Group indirectly held 50% equity interest through HK Taichen, is an associate of the Group since the Group has only significant influence over Huizhou Taichen without control nor joint control over Huizhou Taichen as the sole director of Huizhou Taichen was another shareholder of Huizhou Taichen and the Group only has the power to participate in operating and financial policy-making process in Huizhou Taichen.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

8. SHARE OF RESULTS OF AN ASSOCIATE (CONTINUED)

The summarised financial information in respect of the Group's associate as at 31 December 2025 and 30 June 2025 which represents amounts shown in the consolidated financial statements of JF (Greater Bay) prepared in accordance with Hong Kong Financial Reporting Standards is as follows:

	31 December 2025 HK\$'000 (Unaudited)	30 June 2025 HK\$'000 (Audited)
Current assets	26,202	23,543
Non-current assets	13,131	10,178
Current liabilities	6,644	5,614
Non-current liabilities	—	—
Revenue	7,937	11,141
Profit for the period/year	674	1,190
Other comprehensive income for the period/year	—	—
Total comprehensive profit for the period/year	674	1,190

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

9. (LOSS)/EARNINGS PER SHARE

The calculation of the basic loss per share is based on the loss for the period attributable to owners of the Company of HK\$25,345,000 (six months ended 31 December 2024: profit of HK\$8,324,000) and the weighted average of 437,895,261 (six months ended 31 December 2024: 258,691,652) ordinary shares in issue.

No diluted loss per share for the six months ended 31 December 2025 and 2024 respectively was presented as there were no dilutive potential ordinary shares in issue during both periods.

10. DIVIDENDS

The Directors do not recommend the payment of any interim dividend in respect of the six months ended 31 December 2025 (six months ended 31 December 2024: Nil).

11. PROPERTY, PLANT AND EQUIPMENT

	Decoration and fittings HK\$'000	Furniture and fixtures HK\$'000	Office equipment and others HK\$'000	Motor vehicles HK\$'000	Furniture for rental HK\$'000	Total HK\$'000
Carrying amount:						
At 1 July 2025 (audited)	1,341	-	-	-	1,646	2,987
Additions	21	-	-	-	677	698
Acquisition of a subsidiary	-	-	-	-	-	-
Depreciation	(521)	-	-	-	(1,993)	(2,514)
Exchange realignment	-	-	-	-	-	-
At 31 December 2025 (unaudited)	<u>841</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>330</u>	<u>1,171</u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

12. RIGHT-OF-USE ASSETS

	Leased properties HK\$'000	Total HK\$'000
Carrying amount:		
At 1 July 2025 (audited)	2,745	2,745
Additions	7,690	7,690
Depreciation	(3,707)	(3,707)
Exchange realignment	—	—
	6,728	6,728
At 31 December 2025 (unaudited)	6,728	6,728

13. TRADE AND OTHER RECEIVABLES

	31 December 2025 HK\$'000 (Unaudited)	30 June 2025 HK\$'000 (Audited)
Trade receivables	21,342	30,092
Less: expected credit loss allowance	—	(2,548)
	21,342	27,544
Other receivables	14,375	17,211
Trade deposits	2,431	4,477
Rental and other deposits	8,841	7,575
Prepayments	3,277	2,812
Staff advance	—	626
	50,266	60,245
Less: allowance for ECLs on other receivables	—	(4,787)
	50,266	55,458

At 31 December 2025 and 30 June 2025, apart from certain deposits totalling HK\$8,841,000 and HK\$7,575,000 respectively, all trade and other receivables are expected to be recovered or recognised as expenses within one year.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

13. TRADE AND OTHER RECEIVABLES (CONTINUED)

The ageing analysis of trade receivables, based on invoice date and net of allowance for doubtful debts, is as follows:

	31 December 2025 HK\$'000 (Unaudited)	30 June 2025 HK\$'000 (Audited)
Within 1 month	11,589	21,906
More than 1 month but less than 3 months	4,987	2,441
More than 3 months but less than 12 months	3,429	2,591
More than 12 months	1,337	606
	<u>21,342</u>	<u>27,544</u>

Trade receivables are due within 30 days from the date of billing.

14. CASH AND CASH EQUIVALENTS

	31 December 2025 HK\$'000 (Unaudited)	30 June 2025 HK\$'000 (Audited)
Cash and cash equivalents	<u>3,191</u>	<u>4,926</u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

15. TRADE AND OTHER PAYABLES

	31 December 2025 HK\$'000 (Unaudited)	30 June 2025 HK\$'000 (Audited)
Trade payables	2,336	2,768
Deposits received	4,693	4,504
Other payables	14,312	18,812
Accruals	4,002	3,575
	25,343	29,659

All of the trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

The following is an ageing analysis of trade payables presented based on the invoice date:

	31 December 2025 HK\$'000 (Unaudited)	30 June 2025 HK\$'000 (Audited)
Within 1 month	467	425
More than 1 month but less than 3 months	193	349
More than 3 months	1,676	1,944
	2,336	2,768

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

16. INTEREST-BEARING BANK AND OTHER BORROWINGS

	31 December 2025 HK\$'000 (Unaudited)	30 June 2025 HK\$'000 (Audited)
Within one year	9,221	17,235
After 1 year but within 2 years	1,338	1,344
	10,559	18,579
Less: Amount included under current liabilities (including borrowings with a repayable on demand clause) (a)	(10,559)	(18,579)
Amount shown under non-current liabilities	—	—

Notes:

- (a) As at 31 December 2025, the bank loan amounting to United Arab Emirates Dirham ("AED") 631,525 (equivalent to HK\$1,338,176) (30 June 2025: HK\$3,300,000) was secured by a personal guarantee executed by a director of the Company.

17. SHARE CAPITAL

	Number of shares	Amount HK\$
Authorised:		
At 1 July 2025 and 31 December 2025 (unaudited)	1,000,000,000	100,000,000
Issued and fully paid:		
At 1 July 2025	410,539,500	41,053,950
Issue of shares upon subscription on 21 November 2025 (Note i)	65,000,000	6,500,000
Issue of shares upon subscription on 25 November 2025 (Note ii)	17,100,000	1,710,000
Issue of shares upon placing on 19 December 2025 (Note iii)	98,520,000	9,852,000
At 31 December 2025 (unaudited)	591,159,500	59,115,950

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

17. SHARE CAPITAL (CONTINUED)

Notes:

- (i) 65,000,000 new shares of the Company were allotted and issued on 21 November 2025 at the subscription price of HK\$0.17 per subscription share to Ms. Zheng Jing pursuant to the terms and conditions of the subscription agreement under the general mandate.

The gross proceeds from the subscription are approximately HK\$11.05 million and the net proceeds from the subscription (after deduction of fees, costs, charges and expenses of the subscription) are approximately HK\$11.04 million.

For details, please refer to the Company's announcements dated 14 November 2025 and 25 November 2025.

- (ii) 17,100,000 new shares of the Company were allotted and issued on 25 November 2025 at the subscription price of HK\$0.17 per subscription share to Ms. Lam Chau Ha pursuant to the terms and conditions of the subscription agreement under the general mandate.

The gross proceeds from the subscription are approximately HK\$2.91 million and the net proceeds from the subscription (after deduction of fees, costs, charges and expenses of the subscription) are approximately HK\$2.89 million.

For details, please refer to the Company's announcements dated 18 November 2025 and 25 November 2025.

- (iii) The completion of the placing took place on 19 December 2025, where a total of 98,520,000 placing shares were successfully placed by the placing agent to not less than six placees at the placing price of HK\$0.118 per placing share pursuant to the terms and conditions of the placing agreement under the general mandate.

The gross proceeds from the placing are approximately HK\$11.6 million and the net proceeds from the placing (after deduction of placing commission and other expenses of the placing) are approximately HK\$11.4 million.

For details, please refer to the Company's announcements dated 10 December 2025 and 19 December 2025.

18. CONTINGENT LIABILITIES

At 31 December 2025 and 30 June 2025, the Group had no material contingent liabilities.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

19. RELATED PARTY TRANSACTIONS

(a) Compensation of key management personnel

The remuneration of key management personnel is determined with reference to the performance of individual and market trends.

The remuneration of key management personnel during the periods of six months ended 31 December 2025 and 2024 respectively, were as follows:

	Six months ended 31 December	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Salaries, allowances and commission	3,330	2,761
Retirement benefits scheme contributions	9	24
	3,339	2,785

20. EVENTS OCCURRING AFTER THE REPORTING DATE

On 27 January 2026, the Company proposed to conduct the rights issue on the basis of one (1) rights share for every two (2) shares held on the record date at the subscription price of HK\$0.10 per rights share. Such rights issue has not been completed as at the date of this report.

The estimated net proceeds from the rights issue, if fully subscribed, after deducting all necessary expenses, are estimated to be approximately HK\$28.1 million (assuming there is no change to the total issued shares of the Company on or before the record date). The Company intends to use the net proceeds from the rights issue for repayment of borrowings, payment of rental expenses, a Dubai project, opening a new retail store in Hong Kong and general working capital of the Group.

For details, please refer to the Company's announcements and circular dated 27 January 2026, 6 February 2026 and 13 February 2026, respectively.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND PROSPECTS

The Group principally operates three lines of business, namely, (i) sale of home furniture and accessories (“**Furniture Sales**”, which includes retail, corporate sales, online shops, wholesale and franchise); (ii) rental of home furniture and accessories (“**Furniture Rental**”); and (iii) project and hospitality services (“**Projects**”, which typically involve designing, styling, decorating and furnishing commercial or residential properties such as hotels, serviced apartments and showflats).

During the Reporting Period, the Group experienced challenges in retail sales in Hong Kong and Dubai in light of (i) the weak demand in property market in Hong Kong resulting from the general decrease in market sentiment in consumption in Hong Kong; and (ii) the fierce market competition in retail sales in Dubai. On the other hand, the Group completed large-scale projects of Projects business in the corresponding period of last year, which contributed a significant portion of the Group’s revenue. In the Reporting period, the Group has not commenced major projects of Projects business in Hong Kong and Dubai.

On 25 November 2025, a total of 82,100,000 shares with subscription price of HK\$0.17 per share, out of which (i) 65,000,000 shares were issued to Ms. Zheng Jing and (ii) 17,100,000 shares were issued to Ms. Lam Chau Ha under general mandate pursuant to the subscription agreements dated 14 November 2025 and 18 November 2025. The net proceeds from these two subscriptions were approximately HK\$11,035,000 and HK\$2,892,000 respectively. The net proceeds from these two subscriptions were fully utilised for the Group’s general working capital for its operation.

On 19 December 2025, a total of 98,520,000 shares with placing price of HK\$0.118 per share were allotted and issued to not less than six placees who and whose ultimate beneficial owners were third parties independent of the Company and its connected persons under general mandate pursuant to the placing agreement dated 10 December 2025. The net proceeds (after deduction of placing commission and other fees, costs, charges and expenses of the placing) were approximately HK\$11.4 million.

Outlook

We are still operating within a challenging environment globally as the economy still continues to recover slowly as affected by the rising inflation in various regions, the US-China trade war and the downward pressure on the global economy. For the retail business of the Group in Hong Kong, the Group will manage the cash flow in a prudent manner, strive to improve cost efficiency, diversify financing channels, balance risks and lower operating costs. As such, the Group may consider not renewing the leases of the current retail stores and will reconsider prudently the new locations of the current retail stores. The Hong Kong government has announced to cancel all demand-side management measures for residential properties including special stamp duty, buyer’s stamp duty or new residential stamp duty with effect from 28 February 2024 and plans to develop more private homes in northern part of Hong Kong, according to the Policy Address 2025 issued in September 2025, the Group expects that there will be a general increase in demand for renovation of the residential properties in future and it is believed that more Hong Kong residential property owners or tenants will seek to decorate, refit or renovate their properties. The Group will continue to work with the property developers and introduce more furniture packages for first-hand residential flats buyers, and the Group will expect a potential growth in demand for its Projects businesses in Dubai and Hong Kong in the coming years. The Group shall seek and seize opportunities to further expand its businesses by way of organic growth of our existing businesses or acquisition of suitable company(ies) when the suitable opportunity arises.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

FINANCIAL REVIEW

Revenue

The Group's revenue for the six months ended 31 December 2025 was approximately HK\$54.2 million, representing a decrease of approximately HK\$113.6 million or 67.7% as compared with that of the six months ended 31 December 2024 (the **"Previous Period"**) of approximately HK\$167.8 million. Such decrease was mainly due to the decreases in revenue derived from Projects, Furniture Sales and Furniture Rental in the Reporting Period. The decrease in Furniture Sales in the Reporting Period was mainly attributable to (i) the decrease in retail sales in Dubai as a result of the fierce market competition in Dubai; and (ii) the decrease in retail sales in Hong Kong, mainly driven by the weak demand in property market in Hong Kong due to the general decrease in market sentiment in consumption in Hong Kong. The decrease in revenue derived from Projects was mainly attributable to absence of completion of the large-scale projects of Projects business in Hong Kong in Reporting Period. The decrease in revenue derived from Furniture Rental was mainly attributable to the decrease in demand for leasing the home furniture and accessories generated from a customer, being a government authority in Dubai in the Reporting Period.

The weak property market in the Reporting Period had an adverse impact on the furniture retail market in Hong Kong. The Group's retail sales in Hong Kong decreased significantly by approximately 33.5% in the Reporting Period as compared to Previous Period.

The Group's revenue generated in Dubai decreased significantly by approximately 48.7% in the Reporting period as compared to the Previous Period. This was mainly due to (i) the increased competition in the United Arab Emirates (UAE) market and (ii) the delay of the commencement of a major project, resulting in decrease in revenue recognised for the six months ended 31 December 2025.

Gross Profit

Our gross profit varied principally as a result of the composition of the revenues of our Furniture Sales, Furniture Rental and Projects businesses, changing market conditions and their effects on product pricing, product mix and our cost of sales. Overall, the gross profit margins of our Furniture Sales (except franchise) and Furniture Rental businesses are higher than the gross profit margin of the Projects business due to the provision of design and styling and custom furniture services in the latter.

The gross profit of the Group decreased by approximately HK\$43.4 million or 66.7% from approximately HK\$65.1 million in the Previous Period to approximately HK\$21.7 million in the Reporting Period. We recorded an increase in overall gross profit margin from approximately 38.8% in Previous Period to approximately 40.0% in Reporting Period, mainly attributable to (i) offering less promotion discounts on Furniture Sales in Hong Kong to attract retail customers to purchase the furniture; and (ii) the significant decrease in revenue from Projects in Reporting Period, which entailed generally a lower profit margin as the Group charged lower gross profit margins to a renowned property developer in Hong Kong in Previous Period.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Other income and gains

The Group's other income and gains for the Reporting Period was approximately HK\$2.8 million compared to approximately HK\$1.1 million in the Previous Period, which was primarily due to (i) increase in fair value gain on financial assets at FVTPL; and (ii) the increase in net exchange gain.

Selling and Distribution Costs

The Group's selling and distribution costs mainly comprise staff costs of sales teams, sales commission, advertising and promotion, transportation and delivery costs, credit card commission, agency fees and other expenses. The Group's selling and distribution costs increased by approximately 11.8% from approximately HK\$15.0 million in the Previous Period to approximately HK\$16.7 million in the Reporting Period. The increase was mainly related to the increase in advertising and promotional costs.

Administrative and other operating expenses

The Group's administrative and other operating expenses comprised mainly staff cost (other than the sales teams), rental and related expenses, depreciation of property, plant and equipment (other than those relating to the Furniture Rental business), depreciation of right-of-use assets, staff benefits and others. Such expenses decreased by approximately 20.9% from approximately HK\$41.4 million in the Previous Period to approximately HK\$32.7 million in the Reporting Period.

Such decrease was mainly attributable to (i) the decrease in staff costs as a result of the decrease in number of administrative staff; (ii) the decreases in rent and rates, building management fee and depreciation of right-of-use assets as a result of the closures of certain retail stores in Hong Kong; (iii) the decrease in the legal and professional fees as a result of less disposals and placements during the Reporting Period; (iv) the decrease in warehouse expenses due to subcontracting Hong Kong warehouse to a service provider; and (v) the decrease in other operating expenses due to the adoption of stringent cost control of the operating costs.

Finance costs

The Group's finance costs in the Reporting Period consisted of (i) bank interest expenses on bank and other borrowings of approximately HK\$483,000 (Previous Period: approximately HK\$747,000), the decrease of which was mainly due to the decrease in bank borrowings during the Reporting Period as compared to Previous Period; and (ii) interest expenses of HK\$257,000 (Previous Period: approximately HK\$988,000) on the lease liabilities in respect of the tenancies of certain leased premises as a result of the closures of retail stores in Hong Kong in the Reporting Period.

(Loss)/Profit for the period attributable to owners of the Company and non-controlling interests

Loss attributable to owners of the Company for the Reporting Period amounted to approximately HK\$25.3 million (Previous Period: a profit attributable to owners of the Company of approximately HK\$8.3 million).

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Trade and other receivables

The Group's trade and other receivables as at 31 December 2025 amounted to HK\$50.3 million (30 June 2025: HK\$55.5 million), which consists of the following:

- (a) Trade receivables of HK\$21.3 million (30 June 2025: HK\$30.1 million), net of expected credit loss allowance of nil (30 June 2025: HK\$2.5 million). The decrease was mainly attributable to settlement of trade receivables near period end date;
- (b) Trade deposits of HK\$2.4 million (30 June 2025: HK\$4.5 million) paid to the Group's suppliers before receipts of the inventories purchased. The balances of such trade deposits at any given point of time depend on the progress of the corporate sales and projects (which in turn affects the timing of the purchases of items in respect of such projects) and also the timing of the purchases of seasonal launches and replenishments;
- (c) Rental and other deposits of HK\$8.8 million (30 June 2025: HK\$7.6 million); and
- (d) Prepayments and other receivables of HK\$17.7 million (30 June 2025: HK\$20.6 million).

Trade and other payables

The Group's trade and other payables as at 31 December 2025 amounted to HK\$25.3 million (30 June 2025: HK\$29.7 million), which consists of the following:

- (a) Trade payables to suppliers of HK\$2.3 million (30 June 2025: HK\$2.8 million);
- (b) Deposits received from customers of HK\$4.7 million (30 June 2025: HK\$4.5 million);
- (c) Other payables of HK\$14.3 million (30 June 2025: HK\$18.8 million) mainly represents credit notes issued, accrued project costs and purchases, and value-added tax payable; and
- (d) Accruals of HK\$4.0 million (30 June 2025: HK\$3.6 million) consists of staff costs (mainly commission accruals and bonus provision) and accruals of certain expenses of the Group.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group has funded its operations primarily through net cash flow generated from its operations. Our primary uses of cash have been, and are expected to continue to be, operational costs and capital expenditures for business expansion. The Group also uses the banking facilities, the funds from the proceeds from the subscription of new shares of the Company on 25 November 2025 and placing of new shares of the Company on 19 December 2025 for implementing its future plans and support the operation.

The Group adopts prudent treasury policies. The Group's management has monitoring procedures to ensure that follow up action is taken to recover overdue debts. In addition, management reviews regularly the recoverable amount of each individual trade receivable by taking into account the market conditions, customers' profiles and contractual terms to ensure that adequate impairment is made for irrecoverable amounts. On top of these ongoing credit evaluations, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

The Group had cash and cash equivalents of approximately HK\$3.2 million as at 31 December 2025 (30 June 2025: HK\$4.9 million). Most of such cash and cash equivalents were denominated in the functional currencies of the countries/regions in which the Group's subsidiaries operate. As at 31 December 2025, the Group had total interest-bearing bank borrowings of approximately HK\$10.6 million (30 June 2025: HK\$18.6 million). Please refer to note 16 to the condensed consolidated financial statements for the details of bank loans in HKD and AED.

On 25 November 2025, a total of 82,100,000 shares with subscription price of HK\$0.17 per share, out of which (i) 65,000,000 shares were issued to Ms. Zheng Jing and (ii) 17,100,000 shares were issued to Ms. Lam Chau Ha under general mandate pursuant to the subscription agreements dated 14 November 2025 (the "**Subscription I**") and 18 November 2025 (the "**Subscription II**"), respectively. The net proceeds from the Subscription I and Subscription II were approximately HK\$11,035,000 and approximately HK\$2,892,000 respectively. The net proceeds from the Subscription I and Subscription II were fully utilized for the Group's general working capital for operation. Details of the subscriptions of new shares under general mandate were disclosed in the announcements of the Company dated 14 November 2025, 18 November 2025 and 25 November 2025, respectively.

On 19 December 2025, a total of 98,520,000 shares with placing price of HK\$0.118 per share were allotted and issued to not less than six placees who and whose ultimate beneficial owners were third parties independent of the Company and its connected persons under general mandate pursuant to the placing agreement dated 10 December 2025. The net proceeds (after deduction of placing commission and other fees, costs, charges and expenses of the placing) were approximately HK\$11.4 million. Details of the placing of new shares under general mandate were disclosed in the announcements of the Company dated 10 December 2025 and 19 December 2025, respectively.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

USE OF PROCEEDS

(a) The First Subscription in November 2025

The net proceeds from a subscription of the 65,000,000 new shares of the Company on 21 November 2025 (the “**First Subscription 2025**”), after deduction of fees, costs, charges and expenses of the subscription is approximately HK\$11.0 million. The Company intends to apply the net proceeds from the subscription to general working capital of the Group, as disclosed in the announcement of the dated 14 November 2025.

(b) The Second Subscription in November 2025

The net proceeds from a subscription of the 17,100,000 new shares of the Company on 25 November 2025 (the “**Second Subscription 2025**”), after deduction of fees, costs, charges and expenses of the subscription is approximately HK\$2.9 million. The Company intends to apply the net proceeds from the subscription to general working capital of the Group, as disclosed in the announcement of the dated 18 November 2025.

(c) The Placing in December 2025

The net proceeds from a placing of the 98,520,000 new shares of the Company on 19 December 2025 (the “**Placing**”), after deduction of placing commission and other fees, costs, charges and expenses of the placing are approximately HK\$11.4 million. The Company intends to apply the net proceeds from the placing to general working capital of the Group, as disclosed in the announcement of the dated 10 December 2025.

The following table sets forth the status of the use of the net proceeds from the First Subscription 2025, the Second Subscription 2025 and the Placing, as at 31 December 2025:

Event	Business strategies	Approximate net proceeds HK\$'000	Approximate amount utilised during the six months ended 31 December 2025 HK\$'000	Approximate unutilised net proceeds as at 31 December 2025 HK\$'000	Expected timeline for fully utilising the unutilised net proceeds HK\$'000
First Subscription 2025	General working capital for operations	11,035	(11,035)	–	–
Second Subscription 2025	General working capital for operations	2,892	(2,892)	–	–
Placing	General working capital for operations	11,400	(11,400)	–	–

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

GEARING RATIO

The Group monitors capital using a gearing ratio, which is the Group's total debts (i.e. interest-bearing bank and other borrowings) over its total equity. The Group's policy is to keep the gearing ratio at a reasonable level.

The Group's gearing ratio as at 31 December 2025 was 17.5% (30 June 2025: 30.7%).

PLEDGE OF ASSETS

The Group did not have any pledge of assets as at 31 December 2025 and 30 June 2025.

FOREIGN CURRENCY RISK

The Group's sales and direct costs were primarily denominated in the functional currency of the operations to which the transactions are related. Accordingly, we consider that the Group's exposure to foreign currency risk is minimal.

The Group does not have foreign currency hedging arrangement but will closely monitor the exposure and take measures when necessary.

CAPITAL COMMITMENTS

As at 31 December 2025, the Group did not have any significant capital commitments (30 June 2025: Nil).

SIGNIFICANT INVESTMENT HELD

Financial assets through FVTPL

On 9 October 2023, GPD Investment Company Limited, a wholly-owned subsidiary of the Company, entered into a subscription agreement dated 9 October 2023 with the MPJS Group Limited (the "**MPJS Group**"), pursuant to which GPD Investment Company Limited agreed to subscribe for, and the MPJS Group agreed to allot and issue to GPD Investment Company Limited, 67 new ordinary shares of the MPJS Group the aggregate subscription price of HK\$4,000,000. Upon completion of the subscription in accordance with the terms and conditions of the subscription agreement, GPD Investment Company Limited held a total of 67 ordinary shares of the MPJS Group, representing approximately 6.7% of the entire share capital of the MPJS Group. On March 17, 2025, MPJS Group issued 28,499,000 ordinary shares to the existing shareholders pro rata. Upon the completion of share issuance, GPD Investment Company Limited held 1,909,500 ordinary shares of the MPJS Group.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

On 30 April 2025 (after trading hours), MPJS Group and GPD Investment Company Limited (the “Subscriber”), a wholly-owned subsidiary of the Company, entered into a supplemental deed to amend and modify certain terms of the subscription agreement, pursuant to which the MPJS Group and the Subscriber agreed to (i) extend the put option granted to the Subscriber to cover all shares beneficially owned by the Subscriber at the time the Subscriber exercises the put option; and (ii) in the event that MPJS Group successfully completes its proposed listing, the Subscriber shall not sell, transfer or otherwise dispose of any shares or similar securities in MPJS Group for a period of six (6) months following the execution of the underwriting agreement relating to the proposed listing without the prior written consent of the representatives of the underwriters. The fair value of MPJS Group was HK\$20.0 million as at 31 December 2025, representing approximately 15.8% of the Group’s total assets as at 31 December 2025. The Group did not record any unrealised fair value gain on this financial assets through FVTPL for the six months ended 31 December 2025. The Company did not receive any dividend from MPJS Group during the Reporting Period. MPJS Group is a holding company established under the laws of the BVI in September 2023 and its operating subsidiaries are jewelry retailers based in Hong Kong. MPJS Group filed a submission for application for listing in Nasdaq in April 2025. The Group has continued to seek and seize opportunities to further expand its businesses by way of organic growth of our existing businesses or acquisition of suitable company(ies) when the suitable opportunity arises. The investment of MPJS Group was one of investments of the Group, which is in line with the corporate strategies of the Group. For details, please refer to the Company’s announcements dated 9 October 2023 and 2 May 2025.

As at 31 December 2025, the Group’s interests in associates amounted to approximately HK\$20.0 million (30 June 2025: approximately HK\$19.7 million).

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at 31 December 2025, the Group did not have plans for material investments and capital assets.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

Save as disclosed in this report, the Group did not have other any material acquisitions and disposals of subsidiaries and affiliated companies during the six months ended 31 December 2025.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

EMPLOYEE AND EMOLUMENT POLICIES

As at 31 December 2025, the employee headcount (including executive Directors) of the Group was 91 (31 December 2024: 92) and the total staff costs, including share-based payment expenses and sales commission (including Directors' emoluments) amounted to approximately HK\$20.5 million in the Reporting Period (Previous Period: approximately HK\$19.4 million).

The Group recruits and promotes individuals based on their performance and development potential in the positions held. In order to attract and retain high quality staff and to enable smooth operations within the Group, the Group offered competitive remuneration packages (with reference to market conditions and individual qualifications and experience) and various in-house training courses. The remuneration packages are subject to review on a regular basis. The emoluments of the Directors and senior management are reviewed and approved by the Board of the Company, having regard to the Company's operating results, market competitiveness, individual performance and achievement.

EVENTS AFTER THE REPORTING PERIOD

On 27 January 2026, the Board announced for the proposed rights issue of up to 295,579,750 new shares of the Company on the basis of one new share for every two existing shares then held at the subscription price of HK\$0.10 per share (the **"Rights Issue"**) and the relevant circular was issued on 13 February 2026. The estimated net proceeds from the Rights Issue, if fully subscribed, after deducting all necessary expenses, are estimated to be approximately HK\$28.1 million. For details, please refer to the announcement and circular of the Company dated 27 January 2026 and 13 February 2026, respectively.

CORPORATE GOVERNANCE AND OTHER INFORMATION

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 December 2025, the interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”)) held by the Directors and chief executives of the Company (the “Chief Executives”) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO) or have been entered in the register maintained by the Company pursuant to section 352 of the SFO, or as otherwise have been notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules are as follows:

(i) Long position in the ordinary shares and underlying shares of the Company

Name of Directors and Chief Executives	Capacity/ Nature of Interest	Total interest in ordinary shares	Total interest in underlying shares (note 1)	Aggregate interests	Percentage of shareholding (note 2)
Ms. Wong Wing Man	Beneficial interests, interest in a controlled corporation (note 3)	42,505,500	410,000	42,915,500	7.26%
Mr. Law Sai Kit	Beneficial interests	–	410,000	410,000	0.07%
Mr. Lam Chun Hin	Beneficial interests	–	410,000	410,000	0.07%
Mr. Wong Sui Chi	Beneficial interests	–	410,000	410,000	0.07%
Mr. So Alan Wai Shing	Beneficial interests	–	410,000	410,000	0.07%
Mr. Lee Kwong Ming	Beneficial interests	–	410,000	410,000	0.07%
Mr. Chan Kin Sun	Beneficial interests	–	410,000	410,000	0.07%

Notes:

- (1) These share options were granted by the Company under the Share Option Scheme.
- (2) The calculation is based on the total number of 591,159,500 shares in issue as at 31 December 2025.
- (3) The 42,505,500 shares are beneficially held by Century Great Investments Limited, which is 100% owned by Ms. Wong Wing Man and is deemed to be interested in all the shares owned by Century Great Investments Limited.

Save as disclosed above, as at 31 December 2025, none of the Directors and Chief executives had any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the standards of dealing by Directors as referred to in Rule 5.48 to 5.67 of the GEM Listing Rules.

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2025, the register of substantial shareholders required to be kept under Section 336 of Part XV of the SFO showed that the Company had been notified of the following substantial shareholders' interests, being 5% or more in the issued ordinary share capital of the Company. These interests are in addition to those disclosed above in respect of the Directors and Chief Executives.

Name of shareholders	Capacity/ Nature of interest	Number of shares held (note 3)	Percentage of shareholding (note 1)
Century Great Investments Limited	Beneficial interest (note 2)	42,505,500 (L)	7.19%
Zheng Jing	Beneficial interest	66,800,000 (L)	11.30%

Notes:

- (1) The calculation is based on the total number of 591,159,500 shares in issue as at 31 December 2025.
- (2) The 42,505,500 share are beneficially held by Century Great Investments Limited, which is 100% owned by Ms. Wong Wing Man and is deemed to be interested in all the shares owned by Century Great Investments Limited.
- (3) The letter "L" denotes the entity/person's long position in the Shares.

Save as disclosed above, as at 31 December 2025, the Directors were not aware of any other persons or companies who had any interest or short position in the shares or underlying shares of the Company that was required to be recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO, or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

SHARE OPTION SCHEME

Share option scheme adopted on 19 June 2018

The Company has conditionally adopted the share option scheme (the “**Share Option Scheme**”), which was conditionally approved and adopted by the Company on 19 June 2018 and became unconditional on 18 July 2018. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules. As of the date of this report, there is only one share option scheme.

As at 1 July 2025 and 31 December 2025, the number of share options available for grant under the Share Option Scheme were 400,000 and 550,000 respectively. During the Reporting Period, no share option had been granted or agreed to be granted by the Company under the Share Option Scheme.

The number of shares that may be issued in respect of options granted (i.e. 9,450,000) under the Share Option Scheme during the Reporting Period divided by the weighted average number of shares of the relevant class in issue (excluding treasury shares) for the Reporting Period is 2.17%.

Set out below are details of the outstanding share options under the Share Option Scheme:

Category/ Name of Grantee	Date of Grant	Vesting Period	Exercise Period	Exercise Price per Share HK\$	Closing Price per Share immediately before the date of grant HK\$	Outstanding as at 1 July 2025	Granted during the Reporting Period	Cancelled during the Reporting Period	Lapsed during the Reporting Period	Exercised during the Reporting Period	Outstanding as at 31 December 2025	Weighted average closing price (HK\$/ Share) immediately before the exercise dates
Directors												
Wong Wing Man	13 June 2025	13 June 2025 to 12 June 2026	13 June 2026 to 12 June 2027	0.166	0.165	410,000	-	-	-	-	410,000	N/A
Law Sai Kit	13 June 2025	13 June 2025 to 12 June 2026	13 June 2026 to 12 June 2027	0.166	0.165	410,000	-	-	-	-	410,000	N/A
Lam Chun Hin	13 June 2025	13 June 2025 to 12 June 2026	13 June 2026 to 12 June 2027	0.166	0.165	410,000	-	-	-	-	410,000	N/A
Wong Sui Chi	13 June 2025	13 June 2025 to 12 June 2026	13 June 2026 to 12 June 2027	0.166	0.165	410,000	-	-	-	-	410,000	N/A
So Alan Wai Shing	13 June 2025	13 June 2025 to 12 June 2026	13 June 2026 to 12 June 2027	0.166	0.165	410,000	-	-	-	-	410,000	N/A
Lee Kwong Ming	13 June 2025	13 June 2025 to 12 June 2026	13 June 2026 to 12 June 2027	0.166	0.165	410,000	-	-	-	-	410,000	N/A
Chan Kin Sun	13 June 2025	13 June 2025 to 12 June 2026	13 June 2026 to 12 June 2027	0.166	0.165	410,000	-	-	-	-	410,000	N/A
Employees												
Employees (in aggregate)	13 June 2025	13 June 2025 to 12 June 2026	13 June 2026 to 12 June 2027	0.166	0.165	6,730,000	-	-	150,000	-	6,580,000	N/A
Total						<u>9,600,000</u>	<u>-</u>	<u>-</u>	<u>150,000</u>	<u>-</u>	<u>9,450,000</u>	

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

DIVIDENDS

The Board does not recommend the payment of an interim dividend for the six months ended 31 December 2025 (six months ended 31 December 2024: Nil).

DIRECTORS' RIGHTS TO ACQUIRE SHARES

Save as disclosed above, at no time during the six months ended 31 December 2025 were rights to acquire benefits by means of the acquisition of Shares or debentures of the Company granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them, or was the Company, its holding company, or any of its subsidiaries and fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

CHANGES OF DIRECTORS' INFORMATION UNDER RULE 17.50A(1) OF THE GEM LISTING RULES

The Company is not aware of any changes in the Directors' information which are required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules as at 31 December 2025.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

During the six months ended 31 December 2025, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's securities (including sale of treasury shares). As at 31 December 2025, the Company did not hold any treasury shares.

COMPLIANCE OF CODE OF CONDUCT FOR DIRECTORS' SECURITIES TRANSACTIONS

The Group has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the **"Required Standard of Dealings"**). Having made specific enquiry of all the Directors, each of them have confirmed that they have complied with the Required Standard of Dealings during the six months ended 31 December 2025, and the Company was not aware of any non-compliance with such Required Standard of Dealings and its code of conduct regarding securities transactions by Directors during such period.

COMPETING INTERESTS

As at the date of this report, save as disclosed in "Relationship with Controlling Shareholders" section of the prospectus of the Company dated 29 June 2018, none of the Directors, the controlling shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) has any interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group or have any other conflicts of interest with the Group.

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

AUDIT COMMITTEE

The Company has established an audit committee (the “**Audit Committee**”) with the written terms of reference in compliance with the GEM Listing Rules. The Audit Committee consists of three independent non-executive Directors, namely Mr. So Alan Wai Shing, who has the appropriate accounting and financial related management expertise and serves as the chairman of the Audit Committee, Mr. Lee Kwong Ming and Mr. Chan Kin Sun.

The financial information in this report has not been audited by the auditor of the Company, but the Audit Committee has reviewed this report and has provided advice and comments thereon. The Audit Committee was of the opinion that the preparation of such results and report complied with the applicable accounting standards and requirements, adequate disclosures have been made and there was no disagreement with any accounting treatment adopted.

CORPORATE GOVERNANCE

As at 31 December 2025, the Company does not have advances to any entity nor advances to affiliated companies and the controlling shareholders of the Company have not pledged all or part of their Shares. There is no circumstances which would give rise to a disclosure obligation on the part of the Group pursuant to Rules 17.22 to 17.24 of the GEM Listing Rules.

The Company has adopted the principles and the code provisions set out in the Corporate Governance Code (the “**CG Code**”) contained in Appendix C1 of the GEM Listing Rules and to the best knowledge of the Board, the Company had complied with the code provisions of the CG Code during the Reporting Period. The chairperson of the Board was Ms. Wong Wing Man (“**Ms. WONG**”). After the retirement of Mr. John Warren McLennan on 28 June 2024, the Company did not have any officer with chief executive title during the Reporting Period. Taking into account Ms. WONG’s substantial experience and leadership position in the management of the Company, the Board considers that Ms. WONG acting as the chairperson of the Board enables effective management of the Company and is in the interest of the Group and the Shareholders as a whole. In addition, the Board currently comprises four executive Directors and three independent non-executive Directors. The Board will remain appropriately structured with balance of power to provide sufficient checks and supervision to protect the interests of the Company and the Shareholders. The Board will continue to review the effectiveness of the corporate governance structure of the Group in order to assess whether separation of the roles of Chairperson and chief executive director is necessary.

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

The Company will continue to enhance its corporate governance practices appropriate to the conduct and growth of its business and to review its corporate governance practices from time to time to ensure they comply with the statutory requirements and regulations and the CG Code and align with the latest developments.

By Order of the Board
Pacific Legend Group Limited
Wong Wing Man
Chairperson and Executive Director

Hong Kong, 26 February 2026

As at the date of this report, the Board comprises Ms. Wong Wing Man, Mr. Wong Sui Chi, Mr. Law Sai Kit and Mr. Lam Chun Hin as executive Directors; and Mr. So Alan Wai Shing, Mr. Lee Kwong Ming and Mr. Chan Kin Sun as independent non-executive Directors.