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## **Top Standard Corporation**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8510)**

### **ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2025**

#### **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 the 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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

*This announcement, for which the directors (the “**Directors**”) of Top Standard Corporation (the “**Company**”, together with its subsidiaries, the “**Group**” or “**we**”) 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 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.*

## RESULTS

The Directors are pleased to announce the consolidated results of the Group for the year ended 31 December 2025, together with the comparative figures for the year ended 31 December 2024, as follows:

### CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

*For the year ended 31 December 2025*

		2025	2024
	Notes	HK\$'000	HK\$'000
Revenue	4	19,708	14,326
Other income		1,782	634
Other gains		84	1,163
Raw materials and consumables used		(7,878)	(5,666)
Staff costs		(6,709)	(4,958)
Depreciation of property and equipment		(206)	(1,826)
Depreciation of right-of-use assets		(254)	(1,556)
Impairment loss on:			
– property and equipment		(9)	(5,103)
– right-of-use assets		(954)	(4,583)
– trade receivables		(119)	–
Rental and related expenses		(781)	(762)
Utilities expenses		(544)	(533)
Other expenses		(3,983)	(5,064)
Finance costs	5	(878)	(1,061)
Share of result of associates		(183)	(71)
		<hr/>	<hr/>
Loss before taxation		(924)	(15,060)
Income tax expense	6	–	(316)
		<hr/>	<hr/>
Loss for the year	7	(924)	(15,376)
		<hr/>	<hr/>
<b>Other comprehensive expense for the year</b>			
<i>Item that may be reclassified subsequently to profit or loss</i>			
Exchange differences arising on translation of a foreign operation		(1,498)	(116)
		<hr/>	<hr/>
<b>Other comprehensive expense for the year, net of tax</b>		(1,498)	(116)
		<hr/>	<hr/>
<b>Total comprehensive expense for the year</b>		(2,422)	(15,492)
		<hr/>	<hr/>

	<i>Notes</i>	<b>2025</b> <b>HK\$'000</b>	2024 <i>HK\$'000</i>
<b>Loss for the year attributable to the owners of the Company</b>		<u><b>(1,007)</b></u>	<u>(9,801)</u>
<b>Profit/(loss) attributable to non-controlling interests</b>		<u><b>83</b></u>	<u>(5,575)</u>
<b>Total comprehensive expense for the year attributable to the owners of the Company</b>		<u><b>(1,987)</b></u>	<u>(9,917)</u>
<b>Total comprehensive expense for the year attributable to:</b>			
– owners of the Company		<u><b>(1,987)</b></u>	<u>(9,917)</u>
– non-controlling interests		<u><b>(435)</b></u>	<u>(5,575)</u>
		<u><b>(2,422)</b></u>	<u>(15,492)</u>
<b>Basic and diluted loss per share (Hong Kong cents)</b>	<i>9</i>	<u><b>(0.50)</b></u>	<u>(5.72)</u>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2025

	Notes	2025 HK\$'000	2024 HK\$'000
<b>Non-current assets</b>			
Property and equipment		550	675
Right-of-use assets		–	–
Goodwill		–	–
Deposits	10	215	959
Interests in associates		–	183
Deferred tax assets		–	–
		<u>765</u>	<u>1,817</u>
<b>Current assets</b>			
Inventories		720	801
Trade receivables, deposits and prepayments	10	3,032	1,125
Amounts due from related parties		4,324	84
Tax recoverable		16	–
Cash and cash equivalents		1,680	2,585
		<u>9,772</u>	<u>4,595</u>
<b>Current liabilities</b>			
Trade and other payables and accruals	11	12,074	10,153
Other borrowings	12	–	1,718
Lease liabilities		1,270	1,512
Provisions		860	591
Amounts due to related parties		4,633	3,634
Amounts due to non-controlling interests		6,712	5,460
		<u>25,549</u>	<u>23,068</u>
<b>Net current liabilities</b>		<u>(15,777)</u>	<u>(18,473)</u>
<b>Total assets less current liabilities</b>		<u>(15,012)</u>	<u>(16,656)</u>

	<b>2025</b> <i>HK\$'000</i>	2024 <i>HK\$'000</i>
<b>Non-current liabilities</b>		
Lease liabilities	<b>3,912</b>	3,498
Provisions	<b>21</b>	21
Deferred tax liabilities	<b>29</b>	316
	<u><b>3,962</b></u>	<u>3,835</u>
<b>Net liabilities</b>	<u><b>(18,974)</b></u>	<u>(20,491)</u>
<b>Capital and reserves</b>		
Share capital	<b>23,887</b>	19,906
Reserves	<b>(34,625)</b>	(31,433)
	<u><b>(10,738)</b></u>	<u>(11,527)</u>
<b>Equity attributable to owners of the Company</b>	<u><b>(10,738)</b></u>	<u>(11,527)</u>
<b>Non-controlling interests</b>	<u><b>(8,236)</b></u>	<u>(8,964)</u>
<b>Total deficit</b>	<u><b>(18,974)</b></u>	<u>(20,491)</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

### 1. GENERAL

Top Standard Corporation (the “**Company**”) was incorporated and registered as an exempted company with limited liability in the Cayman Islands under the Companies Law, Chapter 22 of the laws of the Cayman Islands on 11 February 2016. The Company’s shares have been listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 13 February 2018.

The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information to the annual report.

The substantial shareholders of the Company include Focus Dynamic Group Limited, a limited liability company incorporated in Hong Kong and JSS Group Corporation, a limited liability Company incorporated in the British Virgin Islands (the “**BVI**”).

The Company is an investment holding company.

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

### 2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

#### Basis of Preparation

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards, which collective term includes all applicable individual Hong Kong Financial Reporting Standards (“**HKFRSs**”), Hong Kong Accounting Standards (“**HKASs**”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). In addition, the consolidated financial statements include the applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and by the Hong Kong Companies Ordinance.

#### Going Concern assumption

In preparing the consolidated financial statements, the directors of the Company have given careful consideration to the future liquidity and performance of the Group and the Company in light of the fact that:

- (i) The Group’s current liabilities exceeded its current assets by HK\$15,777,000 (2024: HK\$18,473,000) as at 31 December 2025, the Group’s total liabilities exceeded its total assets by HK\$18,974,000 (2024: HK\$20,491,000).
- (ii) As at 31 December 2025, the Group has cash and cash equivalents of HK\$1,680,000 (2024: HK\$2,585,000) which is insufficient to settle all the current liabilities, which includes lease liabilities of HK\$1,270,000 (2024: HK\$1,512,000), salary payables of HK\$1,575,000 (2024: HK\$1,140,000), accruals and other payables of HK\$6,161,000 (2024: HK\$5,099,000) and provisions of HK\$860,000 (2024: HK\$591,000).

In view of such circumstances, which indicate the existence of uncertainties that may cast doubt about the Group's and the Company's ability to continue as a going concern and therefore, the Group and the Company may be unable to realise its assets and discharge its liabilities in the normal course of business, the directors of the Company have given careful consideration to the future liquidity and performance of the Group and the Company, and the available sources of financing in assessing whether the Group and the Company will have sufficient financial resources to continue as a going concern. Certain measures have been taken to mitigate the liquidity pressure and to improve the Group's and the Company's financial position which include, but are not limited to, the followings:

- (a) In response to the current weak economic climate, the Company's management plans to focus on the Expansion of Catering Business and the Development of Event Management Services. The management aims to introduce a well-known restaurant brand from Hong Kong to Malaysia. In addition to its existing operations, there are plans to establish an event management business to diversify current offerings and create synergies within the Group. The event management business will enhance the catering business by providing integrated service packages that combine event planning and catering services.
- (b) During the year, Miss J contributed approximately HK\$7,002,000 to the Group's revenue. Additionally, the other brands Sushi Mew, Sushi Qubey, and Aori Ramen collectively generated approximately HK\$12,533,000 in revenue for the Group. The management will continue to promote these existing brands to enhance the Group's overall performance.
- (c) The Group will continue to seek alternative financing solutions and consider group reorganization to address the difficulties encountered by both the Group and the Company. This includes exploring options such as securing new investment, negotiating with creditors for more favorable terms, and evaluating potential mergers or partnerships that could strengthen the Company's financial position. Additionally, the management will assess the possibility of restructuring operations to improve efficiency and reduce costs, while also focusing on strategic initiatives that align with market demands. By implementing these proactive measures, the Group aims to stabilize its financial standing and position itself for future growth.

The directors of the Company, based on a cash flow forecast of the Group covering a period up to 31 December 2026 which has taken into account the abovementioned plans and measures, consider that 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 date of the consolidated financial statements. Accordingly, the directors of the Company are of the opinion that it is appropriate to prepare the consolidated financial statements for the year ended 31 December 2025 on a going concern basis of accounting.

However, the appropriateness of the going concern basis of accounting is dependent on the assumption that (i) the management of the Group will be able to achieve its plans and measures as described above; (ii) the Group is able to obtain continuous external financial support; (iii) the Group will be able to improve its business operations; and (iv) the Group is able to generate sufficient cash flow and implement exercises to control costs. Should the going concern basis of accounting become inappropriate, adjustments might have to be made to reflect the situation that assets may need to be realised at the amounts other than which they are currently recorded in the consolidated statement of financial position at 31 December 2025, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

### 3. APPLICATION OF AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

#### **New and amendments to HKFRS Accounting Standards that are mandatorily effective for the current year**

In the current year, the Group has applied the following new and amendments to HKFRS Accounting Standards issued by the HKICPA for the first time, which are mandatorily effective for the Group's annual period beginning on 1 January 2025 for the preparation of the consolidated financial statements:

Amendments to HKAS 21 *Lack of Exchangeability*

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

#### **Amendments to HKFRS Accounting Standards in issue but not yet effective**

The Group has not early applied the following amendments to HKFRS Accounting Standards that have been issued but are not yet effective:

HKFRS 18	<i>Presentation and Disclosure in Financial Statements</i> <sup>2</sup>
HKFRS 19	<i>Subsidiaries without Public Accountability: Disclosures</i> <sup>2</sup>
Amendments to HKFRS 9 and HKFRS 7	<i>Amendments to the Classification and Measurement of Financial Instruments</i> <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>3</sup>
<i>Annual Improvements to HKFRS Accounting Standards – Volume 11</i>	Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7 <sup>1</sup>

<sup>1.</sup> Effective for annual periods beginning on or after 1 January 2026

<sup>2.</sup> Effective for annual/reporting periods beginning on or after 1 January 2027

<sup>3.</sup> No mandatory effective date yet determined but available for adoption

The directors of the Company anticipate that the application of all amendments to HKFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

#### 4. REVENUE AND SEGMENT INFORMATION

The Group is principally engaged in the provision of food catering services through restaurants and online sales of wines. The following is revenue and segment information analysis:

(i) **Disaggregation of revenue from contracts with customers**

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Catering service income (including services provided and food and beverage served)	19,535	13,994
Online sales of wines	173	332
	<u>19,708</u>	<u>14,326</u>
Timing of revenue recognition		
A point in time	<u>19,708</u>	<u>14,326</u>

(ii) **Performance obligations for contracts with customers**

Revenue from catering service income is recognised when control of the goods and services have been transferred to the customers, being at the point the goods are delivered and the related services are rendered to the customers. Payment of the transaction price is due immediately to 60 days at the point the Group provides the services and serves the foods and beverage to the customers.

For online sales of wines, revenue is recognised when control of the goods has transferred to the customers, being at the point the goods are delivered to the customers. Delivery occurs when the goods have been shipped to the customer's specific location. When the customers initially purchases the goods online, the transaction price received by the Group is recognised as a contract liability until the goods have been delivered to the customers.

(iii) **Segment informations**

The consolidated financial statements reported to the management of the Group, being the chief operating decision maker ("CODM"), for the purpose of assessment of segment performance and resources allocation focusing on different restaurants of the Group. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

The Group has two operating and reportable segments, which includes (i) catering service income and (ii) online sales of wines under the brand of MOW ("MOW").

The CODM reviews the Group's result by referring to the above two segments in order to assess performance and allocation of resources. Other than segment results, no segment assets and liabilities are available for the assessment of performance and allocation of resources for the year as in the opinion of the directors, the cost to develop it would be excessive. The CODM reviews the segment results of the Group as a whole to make decisions.

## Segment revenue and results

	Catering service income <i>HK\$'000</i>	Online sales of wine <i>HK\$'000</i>	Total <i>HK\$'000</i>
<b>Year ended 31 December 2025</b>			
Revenue	19,535	173	19,708
Segment result	<u>976</u>	<u>(473)</u>	503
Other income			1,782
Other gains			84
Finance costs			(878)
Unallocated other expenses			<u>(2,415)</u>
Loss before taxation			<u>(924)</u>
	Catering service income <i>HK\$'000</i>	Online sales of wine <i>HK\$'000</i>	Total <i>HK\$'000</i>
<b>Year ended 31 December 2024</b>			
Revenue	13,994	332	14,326
Segment result	<u>(10,855)</u>	<u>(1,884)</u>	(12,739)
Other income			634
Other gains			1,163
Finance costs			(1,061)
Unallocated other expenses			<u>(3,057)</u>
Loss before taxation			<u>(15,060)</u>

The accounting policies of the operating and reportable segments are the same as the Group's accounting policies. Segment result represents the profit or loss incurred by each segment without allocation of other incomes, certain unallocated other gains, finance costs, other expenses (including head office staff costs, rental and other corporate expenses during the year) and taxation.

## Geographical information

The following table presents revenue from external customers for the year ended 31 December 2025 and 2024, by geographical area.

### Revenue from external customers

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Hong Kong	173	332
Malaysia	19,535	13,994
	<u>19,708</u>	<u>14,326</u>

The revenue information above is based on the location of goods delivered and services provided for the year.

### Information about major customer

Revenue from customers individually contributing 10% or more of the total revenue of the Group for the years ended 31 December 2025 and 2024 is as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Customer A	2,273	N/A*
Customer B	2,142	N/A*
	<u>2,142</u>	<u>N/A*</u>

\* Less than 10% of the total revenue of the Group.

## 5. FINANCE COSTS

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
The finance costs represent interest on:		
– Other borrowing	135	380
– Lease liabilities	743	681
	<u>878</u>	<u>1,061</u>

## 6. INCOME TAX EXPENSE

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Hong Kong Profits Tax:		
Current tax	–	–
Singapore Corporate Income Tax:		
Current tax	–	–
Malaysia Corporate Income Tax:		
Current tax	235	–
Under provision in previous year	52	–
	<u>287</u>	<u>–</u>
Deferred taxation (credit)/charge	<u>(287)</u>	<u>316</u>
	<u>–</u>	<u>316</u>

Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Singapore Corporate Income Tax has been provided at 17% (2024: 17%) on the estimated assessable profits arising in Singapore during the year.

The Group's subsidiaries in Malaysia are subject to corporate income tax at a rate of 24% (2024: 24%) .

No provisions for Hong Kong Profits Tax and Singapore corporate income tax have been made in the consolidated financial statements since the Group has no assessable profits derived for the years ended 31 December 2025 and 2024.

## 7. LOSS FOR THE YEAR

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Loss before taxation has been arrived at after charging:		
Depreciation of property and equipment	206	1,826
Depreciation of right-of-use assets	254	1,556
Impairment loss on:		
– property and equipment	9	5,103
– right-of-use assets	954	4,583
– Trade receivables	119	–
Auditor's remuneration	600	660
Staff costs (including directors' emoluments)		
Salaries and other benefits	6,366	4,691
Retirement benefits scheme contributions	343	267
	<b>6,709</b>	4,958
Short-term lease payment in respect of		
– land and buildings	589	573
	<b>589</b>	<b>573</b>

## 8. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during the year ended 31 December 2025 and 2024, nor has any dividend been proposed since the end of the reporting periods.

## 9. LOSS PER SHARE

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

Loss figures are calculated as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Loss for the year attributable to owners of the Company	<b>(1,007)</b>	(9,801)
<b>Number of shares</b>		
	<i>'000</i>	<i>'000</i>
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	<b>199,938</b>	171,342

The denominators used are the same as those detailed above for basic and diluted loss per share.

## 10. TRADE RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Trade receivables from third parties	1,741	640
Less: Loss allowance	<u>(119)</u>	<u>–</u>
	1,622	640
Rental deposits		
– Amount due from a non-controlling interest	635	510
– Amounts due from third parties	552	458
Other deposits	216	192
Prepayments and other receivables	<u>222</u>	<u>284</u>
Total	<u><u>3,247</u></u>	<u><u>2,084</u></u>
Analysed for reporting purposes as:		
Non-current assets	215	959
Current assets	<u>3,032</u>	<u>1,125</u>
	<u><u>3,247</u></u>	<u><u>2,084</u></u>
	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
The carrying values of trade receivables, deposits and prepayments are denominated in the following currencies:		
HK\$	442	377
Singapore Dollars (“SGD”)	168	175
Malaysia Ringgit (“MYR”)	<u>2,637</u>	<u>1,532</u>
	<u><u>3,247</u></u>	<u><u>2,084</u></u>

There was no credit period granted to individual customers for the restaurant operations.

The Group’s trading terms with its customers are mainly by cash, credit card, electronic and mobile payments. The settlement terms of credit card, electronic and mobile payments companies are usually 7 days after the service rendered date.

However, the Group allows a credit period of 30 days to its VIP members which include certain corporate customers for consumption in the Group’s restaurants. The credit period provided to customers can vary based on a number of factors including nature of operations, the Group’s relationship with the customer and the customer’s credit profile. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non interest-bearing. They are stated after netting the loss allowance.

No interest is charged on the trade receivables on the outstanding balance.

During the year ended 31 December 2025, there is impairment loss on the trade receivables of HK\$119,000 (2024: Nil) under ECL model recognised in the profit or loss.

The following is an aged analysis of trade receivables net of allowance for credit losses presented based on the invoice date, which approximated the respective revenue recognition date, at the end of the reporting periods.

	<b>2025</b> <i>HK\$'000</i>	2024 <i>HK\$'000</i>
0 to 30 days	<b>644</b>	517
31 to 60 days	<b>530</b>	45
61 to 90 days	<b>204</b>	39
Over 90 days	<b>244</b>	39
	<u><b>1,622</b></u>	<u>640</u>

As at 31 December 2025, included in the Group's trade receivables balance, debtors with aggregate carrying amount of HK\$1,035,000 (2024: HK\$123,000) which are past due as at the reporting date. The Group does not hold any collateral over the balances.

#### 11. TRADE AND OTHER PAYABLES AND ACCRUALS

	<b>2025</b> <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Trade payables	<b>4,338</b>	3,914
Salaries payables	<b>1,575</b>	1,140
Accruals and other payables	<b>6,161</b>	5,099
	<u><b>12,074</b></u>	<u>10,153</u>

	<b>2025</b> <i>HK\$'000</i>	2024 <i>HK\$'000</i>
The carrying values of trade and other payables and accruals are denominated in the following currencies:		
HK\$	<b>3,762</b>	2,593
SGD	<b>2,443</b>	2,335
MYR	<b>5,869</b>	5,225
	<u><b>12,074</b></u>	<u>10,153</u>

The credit period granted to the Group by suppliers normally ranges from 0 to 60 days.

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting periods:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
0–30 days	1,139	1,334
31–60 days	92	204
61–90 days	42	76
Over 90 days	3,065	2,300
	<u>4,338</u>	<u>3,914</u>

## 12. BANK AND OTHER BORROWINGS

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Other borrowing	–	1,718
	<u>–</u>	<u>1,718</u>
Unsecured	–	1,718

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
The carrying values of bank borrowings are denominated in the following currencies:		
MYR	–	1,718
	<u>–</u>	<u>1,718</u>

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
The carrying amounts of the above borrowings are repayable:		
– Within one year	–	1,718
– Within a period of more than one year but not exceeding two years	–	–
	<u>–</u>	<u>1,718</u>
Less: Amounts due within one year shown under current liabilities	–	(1,718)
Amount shown under non-current liabilities	<u>–</u>	<u>–</u>

As at 31 December 2024, other borrowing of HK\$1,718,000 are secured, guaranteed by Focus Supernova Sdn. Bhd, the non-controlling interest of the Company and Noble Triumph Limited, the subsidiary of the Company, interest-bearing and are repayable within 24 months from the date of drawdown.

## **EXTRACT OF INDEPENDENT AUDITOR'S REPORT**

The following is an extract of the independent auditor's report on the Group's consolidated financial statements for the year ended 31 December 2025 which included a disclaimer of opinion:

### **DISCLAIMER OF OPINION**

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### **BASIS FOR DISCLAIMER OF OPINION**

#### **Multiple Uncertainties Relating to Going Concern**

As described in note 2 to the consolidated financial statements, the Group has encountered a number of circumstances giving rise to material fundamental uncertainties. The Group is principally sustained in its daily operations by the financial support from shareholders. The Group is pursuing certain finance measures set out in note 2 to the consolidated financial statements.

The directors of the Company have been undertaking a number of measures to improve the Group's liquidity and financial position, to enable the Group to meet its financial obligations as and when they fall due for the foreseeable future. The consolidated financial statements have been prepared on a going concern basis, the validity of which depends, among others, on the successful and favourable outcome of these measures, which are subject to multiple uncertainties, including (a) the successful of improvement on its catering business and online sales business; and (b) the ability to obtain continuous financial support.

We were unable to obtain sufficient appropriate audit evidence regarding the use of going concern assumption in the preparation of the consolidated financial statements. In particular, we have not been provided with sufficient appropriate documentary evidence to enable us to assess successfulness of the measures undertaken by the Group. If one or more of the measures undertaken by the Group fails, the Group would be unable to meet its financial obligations as and when they fall due and it might not be able to continue as a going concern. Should the going concern assumption be inappropriate, adjustments may have to be made to reflect the situation that assets and liabilities may need to be realised at the amounts other than which they are currently recorded in the consolidated statement of financial position at 31 December 2025. In addition, the Group may have to recognise further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effect of these adjustments has not been reflected in the consolidated financial statements.

Any adjustments that would be required may have a consequential significant effect on the financial performance and the elements making up the consolidated statement of cash flows of the Group for the year ended 31 December 2025 and the financial position of the Group as at 31 December 2025, and the related disclosures thereof in the consolidated financial statements.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **BUSINESS REVIEW**

The Group is a restaurant group that operates restaurants in South-east Asia and online sales of wines in Hong Kong. The Group's revenue for the year ended 31 December 2025 was primarily derived from catering income through its restaurants.

For the year ended 31 December 2025, the Group recorded an increase in revenue of approximately HK\$19.7 million as compared to HK\$14.3 million for the year ended 31 December 2024. Such increase was mainly due to the increase in revenue generated from the operation of restaurants in Malaysia.

### **FINANCIAL REVIEW**

#### **Revenue**

The Group's revenue increase to approximately HK\$19.7 million for the year ended 31 December 2025 from approximately HK\$14.3 million for the year ended 31 December 2024. Such increase was attributed from the increase in revenue generated from the operation of restaurants in Malaysia.

#### **Raw materials and consumables used**

The raw materials and consumables increase to approximately HK\$7.9 million for the year ended 31 December 2025 from approximately HK\$5.7 million for the year ended 31 December 2024. It was mainly due to the increase of sales.

#### **Staff costs**

The Group's staff costs were approximately HK\$6.7 million for the year ended 31 December 2025. The amount for the year ended 31 December 2024 was approximately HK\$5.0 million. The increase was due to the new staff hired for the restaurants.

#### **Depreciation**

During the year ended 31 December 2025, the Group incurred depreciation of approximately HK\$0.5 million (year ended 31 December 2024: HK\$3.4 million). The reason for the decrease of depreciation was primarily due to impairment loss recognised for certain of the Group property, equipment and right-of-use assets as at 31 December 2024.

#### **Impairment loss**

The Group estimated that certain restaurants with impairment indicators may not generate a net cash inflow in the future and therefore an impairment loss of approximately HK\$9,000 and HK\$1 million has been recognised against carrying amount of property and equipment and right-of-use assets respectively during the year ended 31 December 2025 (year ended 31 December 2024: HK\$5.1 million and HK\$4.6 million for carrying amount of property and equipment and right-of-use assets respectively).

### **Rental and related expenses**

Rental and related expenses was approximately HK\$0.8 million for the year ended 31 December 2025 (year ended 31 December 2024: HK\$0.8 million). As the rental expenses of the restaurants were recognized as the right-of-use assets, the rental and related expenses did not have significant changes.

### **Utilities expenses**

Utilities expenses remained at approximately HK\$0.5 million for the year ended 31 December 2025.

### **Finance costs**

Finance costs recorded at approximately HK\$0.9 million for the year ended 31 December 2025.

### **Other expenses**

Other expenses was mostly representing the legal and professional fee, entertainment and advertising. It remain stable at approximately HK\$4.0 million for the year ended 31 December 2025.

### **Loss and total comprehensive expense**

The loss and total comprehensive expense for the year ended 31 December 2025 were approximately HK\$0.9 million and HK\$2.4 million respectively (year ended 31 December 2024: loss and total comprehensive expense of approximately HK\$15.4 million and HK\$15.5 million respectively). The decrease of loss and total comprehensive expense was mainly attributable to the factors discussed above.

### **Basic loss per share**

The Group has basic loss per share of approximately 0.50 HK cents for the year ended 31 December 2025. For the year ended 31 December 2024, the Group has a basic loss per share of approximately 5.72 HK cents and loss per share. Such change was in line with the change discussed above.

## **LIQUIDITY AND FINANCIAL RESOURCES**

As at 31 December 2025, the Group had total assets of approximately HK\$10.5 million (31 December 2024: approximately HK\$6.4 million), which is financed by total liabilities and shareholders' deficit (comprising share capital and reserves) of approximately HK\$29.5 million (31 December 2024: approximately HK\$26.9 million) and approximately HK\$19.0 million (31 December 2024: approximately HK\$20.5 million), respectively. The current ratio of the Group as at 31 December 2025 was approximately 0.4 times (31 December 2024: approximately 0.2 times).

As at 31 December 2025, the Group had bank balances and cash of approximately HK\$1.7 million (31 December 2024: approximately HK\$2.6 million). The Group did not have any interest-bearing loan as at 31 December 2025 (31 December 2024: approximately HK\$1.7 million). The gearing ratio (calculated based on interest bearing loan and the lease liabilities divided by total equity) of the Group as at 31 December 2025 was zero (31 December 2024: zero) due to negative owners equity.

## **FOREIGN EXCHANGE EXPOSURE**

Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities, which are denominated in a currency that is not the functional currency of the Group.

The Group has currency exposures as substantial portion of sales, purchases, assets and liabilities are denominated in Hong Kong Dollars, Singapore Dollars and Malaysian Ringgits. As such, the Group is exposed to foreign exchange risk arising from such exposure to Singapore Dollars and Malaysian Ringgits. The Group manages its foreign exchange risk by performing regular reviews of the Group's net foreign exchange exposures and mitigate the impact on exchange rate fluctuations by entering into currency hedge arrangement, if necessary. The Group will continue to evaluate the Group's foreign currency exposure and take actions as appropriate.

## **CAPITAL STRUCTURE**

The Shares were successfully listed on GEM on the Listing Date. The share capital of the Group comprises only ordinary shares.

A total of 39,813,120 subscription shares have been successfully placed by the allotted and issued to the Subscriber at placing price upon the completion of the Subscription on 24 December 2025.

As at 31 December 2025, the Company's issued share capital was HK\$23,887,872 divided into 238,878,720 Shares of HK\$0.1 each.

## **BORROWINGS**

As at 31 December 2025, the Group did not have any interest-bearing loan (31 December 2024: approximately HK\$1.7 million). Bank overdrafts carry interest at market rates is nil as at 31 December 2025 and 31 December 2024. None of the borrowings are secured and guaranteed as at 31 December 2025.

As at 31 December 2025, amounts due to related parties of the Group is approximately HK\$4.6 million (31 December 2024: approximately HK\$3.6 million) and amount due to non-controlling interest of approximately HK\$6.7 million (31 December 2024: approximately HK\$5.5 million).

## **PLEDGE OF ASSETS**

As at 31 December 2025 and 31 December 2024, the Group did not have any pledge of assets.

## **MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES**

The Group did not have any material acquisition nor disposal of subsidiaries, associates or joint ventures during the year ended 31 December 2025.

## **CONTINGENT LIABILITIES**

As at 31 December 2025, the Group did not have any significant contingent liabilities.

## **CAPITAL COMMITMENTS**

As at 31 December 2025 and 31 December 2024, the Group did not have any significant capital commitments.

## **DIVIDEND**

The Board does not recommend the payment of final dividend for the year ended 31 December 2025.

## **SIGNIFICANT INVESTMENTS HELD BY THE GROUP AND PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS**

Save as disclosed in this announcement, the Group did not hold any significant investments as at 31 December 2025 and 31 December 2024 or have other plans for material investments and capital assets as at the date of this announcement.

## **DETAILS OF THE AUDIT MODIFICATION AND MANAGEMENT'S POSITION, VIEW AND ASSESSMENT ON THE AUDIT MODIFICATION**

As disclosed in this annual report, given the conditions as detailed in the basis for disclaimer of opinion (“**Audit Modification**”) and note 2 to the consolidated financial statements for the year ended 31 December 2025 therein, the auditor considered that material uncertainties exist that may cast significant doubt on the Group’s ability to continue as a going concern, which is dependent on the successful and favourable outcome of certain plans and measures, that are subject to multiple uncertainties, including (a) the successful of improvement on its catering business and online sales business; and (b) the ability to obtain continuous financial support.

The Group’s current liabilities exceeded its current assets by HK\$15,777,000 (2024: HK\$18,473,000) as at 31 December 2025, the Group’s total liabilities exceeded its total assets by HK\$18,974,000 (2024: HK\$20,491,000).

As at 31 December 2025, the Group has cash and cash equivalents of HK\$1,680,000 (2024: HK\$2,585,000) which is insufficient to settle all the current liabilities, which includes lease liabilities of HK\$1,270,000 (2024: HK\$1,512,000), salary payables of HK\$1,575,000 (2024: HK\$1,140,000), accruals and other payables of HK\$6,161,000 (2024: HK\$5,099,000) and provisions of HK\$860,000 (2024: HK\$591,000).

In view of such circumstances, the management of the Group had assessed the Group's current liquidity, performance and available sources of financing in considering the Group's ability to continue as a going concern. The management has also taken and will continue to implement plans and measures to mitigate the Group's liquidity pressure and improve the conditions of cash flow. After taking into account the Group's cash flow projections, the management and also the Board are satisfied that it is appropriate to prepare the Group's consolidated financial statements on a going concern basis.

### **ACTION PLAN OF THE GROUP TO ADDRESS THE AUDIT MODIFICATION AND IMPACT OF THE AUDIT MODIFICATION ON THE COMPANY'S FINANCIAL POSITION**

In order to address the uncertainties which may cast doubt regarding the Group's ability to continue as a going concern, and with a view to removing the Audit Modification, the Company has taken and intends to continue to implement the measures, including but not limited to:

- (a) In response to the current weak economic climate, the Company's management plans to focus on the Expansion of Catering Business and the Development of Event Management Services. The management aims to introduce a well-known restaurant brand from Hong Kong to Malaysia. In addition to its existing operations, there are plans to establish an event management business to diversify current offerings and create synergies within the Group. The event management business will enhance the catering business by providing integrated service packages that combine event planning and catering services.
- (b) During the year, Miss J contributed approximately HK\$7,002,000 to the Group's revenue. Additionally, the other brands Sushi Mew, Sushi Qubey, and Aori Ramen collectively generated approximately HK\$12,533,000 in revenue for the Group. The management will continue to promote these existing brands to enhance the Group's overall performance.
- (c) The Group will continue to seek alternative financing solutions and consider group reorganization to address the difficulties encountered by both the Group and the Company. This includes exploring options such as securing new investment, negotiating with creditors for more favorable terms, and evaluating potential mergers or partnerships that could strengthen the Company's financial position. Additionally, the management will assess the possibility of restructuring operations to improve efficiency and reduce costs, while also focusing on strategic initiatives that align with market demands. By implementing these proactive measures, the Group aims to stabilize its financial standing and position itself for future growth.

## **REMOVAL OF THE AUDIT MODIFICATION**

The management considered that the proposed actions mentioned above, if successful, could improve the Group's liquidity and therefore could help to address the Audit Qualification. However, as the management's assessment of the Group's ability to continue as a going concern for the purposes of preparing the Group's consolidated financial statements for the year ending 31 December 2026 has to take into consideration of the then conditions and circumstances and could only be made at the end of the relevant reporting period, the management is unable to ascertain at this moment whether the Audit Qualification can be removed in the next financial year purely based on the Company's action plan above.

## **AUDIT AND RISK MANAGEMENT COMMITTEE'S VIEW ON THE AUDIT MODIFICATION**

The audit and risk management committee of the Company (the "**Audit and Risk Management Committee**") had critically reviewed the Audit Qualification, the Cash Flow Forecast and also the management's position and action plan of the Group to address the Audit Qualification. In light of the above, the Audit and Risk Management Committee concurs with the management's view with respect to the Audit Qualification, the Group's ability to continue as a going concern and the actions or measures to be implemented by the Group. The Audit and Risk Management Committee is also of the view that the management should continue its efforts in implementing the actions and measures set out in the action plan with the intention of mitigating the Group's liquidity pressure and removing the Audit Qualification.

## **PROSPECT**

The Group is pleased for the continuously improving performance over the past years and is in the view that the improvement made during the year 2025 is remarkable. The significant increase in revenue and decrease in the loss for the year demonstrated the improvement and the decreasing net liabilities has proven the enhanced financial position as at 31 December 2025.

The Group's prospects in the coming future are expected to be encouraging, underpinned by the continued development of its catering business and the expansion of its restaurant operations in Malaysia. Building on the improvements achieved in recent periods, the Group is of the view that the strategic shift from Hong Kong to the Southeast Asian market is appropriate and timely, given the growth potential and business opportunities available in the region.

Nevertheless, the Group remains mindful that substantial efforts are still required to achieve sustainable profitability. Management will continue to adopt a prudent and cautious approach in pursuing its business plans, with close attention to operational efficiency, market conditions, and business risks. In parallel, the Group will actively explore additional business opportunities, including but not limited to the decoration business, with a view to broadening its income sources and enhancing long-term business resilience.

Looking ahead, the Group will remain committed to advancing its business development in a steady and disciplined manner. With continued support from shareholders, the Group hopes to deliver further improvements in performance and create greater value for its stakeholders.

## CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code and Corporate Governance Report (the “CG Code”) as set out in Appendix C1 to the GEM Listing Rules as its own code of corporate governance. The Company has complied with all applicable code provisions under the CG Code throughout the year ended 31 December 2025 save for code provision C.2.1 and F.2.2. The Company will continue to review and monitor its corporate governance practices to ensure compliance with the CG Code.

Under code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and performed by different individuals.

Mr. Stanley Chuk is the chairman and the chief executive officer of the Company. In view of Mr. Stanley Chuk being a founder of the Group and has been operating the main operating subsidiaries of the Company, the Board believes that it is in the best interest of the Group to have Mr. Stanley Chuk taking up both roles for effective operational management and strategic business development. Further, the Board believes that both positions require in-depth knowledge and considerable experience of the Group’s business and Mr. Stanley Chuk is the most suitable person to occupy both positions for the Group and facilitating the implementation and execution of the Group’s business strategy as disclosed in the Prospectus. Therefore, the Directors consider that the deviation from code provision C.2.1 of the CG Code is appropriate, and Mr. Stanley Chuk being the chairman and the chief executive officer can preserve and enhance the philosophies of the Group, preserve the leadership direction of the Group, and allow an efficient discharge of the executive functions of the chief executive as the decision maker. The Directors also believe that a balance of power and authority is adequately ensured by the operations of the Board which comprises individuals with diverse professional backgrounds and experiences including three independent non-executive Directors. The Board shall nevertheless review the structure from time to time in light of prevailing circumstances.

The code provision F.2.2 of the CG Code provides that the chairman of the board of directors of a listed issuer should attend the annual general meeting. Mr. Chuk Stanley, the chairman of the Board, was unable to attend the annual general meeting held on 9 June 2025 (“**2025 Annual General Meeting**”) due to other engagement. Mr. Ying Kan Man, the executive Director, was appointed to chair the 2025 Annual General Meeting.

## DIRECTORS’ INTEREST IN COMPETING BUSINESS

During the year ended 31 December 2025, none of the Directors or their respective close associates (as defined in the GEM Listing Rules) had engaged in or had any interest in any business which competed or was likely to compete, either directly or indirectly, with the businesses of the Group and any other conflicts of interest, as required to be disclosed under Rule 11.04 of the GEM Listing Rules.

## **REQUIRED STANDARD OF DEALINGS FOR SECURITIES TRANSACTIONS**

The Company has adopted the required standard of dealings set out in Rules 5.46 to 5.67 of the GEM Listing Rules as its own code of conduct regarding Directors' securities transactions. Having made specific enquiries of all the Directors, each of the Directors has confirmed that he/she has complied with the required standard of dealings during the year ended 31 December 2025.

The Company has also adopted its own code of conduct regarding employees' securities transactions with reference to the required standard of dealings for the compliance by its relevant employees who are likely to be in possession of unpublished inside information of the Company in respect of their dealings in the Company's securities.

## **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES**

During the year ended 31 December 2025, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

## **AUDIT AND RISK MANAGEMENT COMMITTEE**

The Audit and Risk Management Committee had, together with the management and external auditor of the Company, reviewed the accounting principles and policies adopted by the Group and the consolidated financial statements for the year ended 31 December 2025.

## **SCOPE OF WORK OF AUDITORS**

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 December 2025 as set out in the preliminary announcement have been agreed by the Group's auditor, D & PARTNERS CPA LIMITED, to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by D & PARTNERS CPA LIMITED in this respect did not constitute an assurance engagement and consequently no assurance has been expressed by D & PARTNERS CPA LIMITED on the preliminary announcement.

## **EVENTS AFTER THE REPORTING PERIOD**

Save as disclosed in this announcement, the Directors are not aware of any significant event requiring disclosure that has taken place subsequent to 31 December 2025 and up to the date of this announcement.

## APPRECIATION

On behalf of the Board, I would like to express my sincerest gratitude to our valued customers, business partners, and shareholders for their persistent support, while also expressing my appreciation to the management team and employees for their valuable contribution to the development of the Group.

By order of the Board of  
**Top Standard Corporation**  
**Chuk Stanley**  
*Chairman and Executive Director*

Hong Kong, 31 March 2026

*As at the date of this announcement, the executive Directors are Mr. Chuk Stanley and Mr. Ying Kan Man, and the independent non-executive Directors are Mr. Tang Chiu Ming, Jeremy, Ms. Ding Weiyu and Mr. Lynch Stephen Joseph Chor.*

*This announcement will remain on the “Latest Company Announcements” page of Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the date of its posting. This announcement will also be published on the website of the Company at [www.topstandard.hk](http://www.topstandard.hk).*